

SUPPLEMENTARY PROSPECTUS
BASSARI RESOURCES LIMITED
[ABN 84 123 939 042]

IMPORTANT NOTICE

This Supplementary Prospectus is dated 4 December 2017 and was lodged with the Australian Securities and Investments Commission on that date. This Supplementary Prospectus supplements the Prospectus dated 27 November 2017 (“the Prospectus”) issued by Bassari Resources Limited (“the Company”) which was lodged with the Australian Securities and Investments Commission (“ASIC”) on that date.

This Supplementary Prospectus must be read in conjunction with the Prospectus. Neither ASIC nor ASX Limited nor their respective officers take any responsibility for the contents of this Supplementary Prospectus or the Prospectus.

Terms used in this Supplementary Prospectus have the same meaning as in the Prospectus unless otherwise defined or the contrary intention appears.

CORRECTIONS TO THE PROSPECTUS

Section 1.2 of the Prospectus incorrectly referred to the exercise price of the New Options as 1.7 cents. The correct exercise price (as set out on the cover and elsewhere in the Prospectus) is 3.4 cents (\$0.034). To avoid confusion, this typographical error has been corrected in the copy of the Prospectus which accompanies this Supplementary Prospectus.

In the Pro-Forma Consolidated Statement of Financial Position of the Company in Section 4.2 of the Prospectus:

- (a) The column heading “30 June 2017 (Audited)” is replaced with “30 June 2017 (Reviewed)”.

Note: The 30 June 2017 financial report, being for a half year, was subject to an audit review not an audit.

- (b) The Issued Capital figure “4,228” in the second column from the right is replaced with “74,288”, and the Total Equity (Deficiency) figure “54,691” in the same column is replaced with “54,751”.

Note: The incorrect figure was a typographic error.

The Pro-Forma Consolidated Statement of Financial Position in the Prospectus should be read with the above corrections. Pro-Forma Consolidated Statement of Financial Position and accompanying notes are otherwise unchanged.

CONSENTS

Each of the Directors of Bassari Resources Limited has consented to the lodgement of this Supplementary Prospectus with the Australian Securities and Investments Commission.

Signed for and on behalf of Bassari Resources Limited



Alex Mackenzie
Executive Chairman

This supplementary prospectus supplements and is intended to be read in conjunction with the Company’s Prospectus dated 27 November 2017.

BASSARI RESOURCES LIMITED

[ABN 84 123 939 042]
("the Company")

PROSPECTUS

Rights Issue Offer:

A non-renounceable pro rata rights issue of 1 new share (**New Share**) for every 8 shares held on the Record Date at an issue price of 1.7 cents (\$0.017) per New Share (the **Rights Issue**), with 1 free-attaching option (**New Option**) for each New Share issued, to raise up to approximately \$4.251 million before costs of the Rights Issue.

Each New Option will have an exercise price of 3.4 cents (\$0.034), expiring on 30 September 2019 and will, upon exercise, entitle the holder to one ordinary fully paid share in the Company.

The Rights Issue is not underwritten.

The Rights Issue closes at 5:00pm (Melbourne time) on 15 December 2017 (which date may change without notice).

Placement Option Offer:

This Prospectus also contains an offer of 82,006,180 options with exercise price of 3.4 cents (\$0.034), expiry date of 30 September 2019 (**Placement Options**) and which, upon exercise, entitle the holder to one ordinary fully paid share in the Company (**Placement Option Offer**).

The Placement Option Offer is only made to and is only capable of acceptance by professional and sophisticated investors who participated in the placement of shares announced by the Company on 31 August 2017, 4 October 2017 and 27 November 2017 (the **Placement**).

Further details of the Placement Option Offer are set out in Section 1.8.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

If you do not understand its contents, you should consult your stockbroker, accountant or other professional adviser without delay.

The New Shares and New Options offered under this Prospectus are considered speculative.

CORPORATE DIRECTORY

Bassari Resources Limited
[ABN 84 123 939 042]

Directors

Mr Alexander Seaforth Mackenzie – Executive Chairman
Mr Peter John Spivey – Director
Mr Philip Francis Bruce – Non-Executive Director

Company Secretary

Mr Ian Riley

Registered Office

Level 17, 500 Collins Street
Melbourne, Victoria, 3000
Telephone: +61 3 9614 0600
Facsimile: +61 3 9614 0550

Share Registry and Address for Return of Acceptances

Link Market Services Limited
Tower 4, 727 Collins Street
Melbourne, Victoria, 3000

ASX Code

BSR

Web Site

To view annual reports, shareholder and company information, news announcements, background information on the Company's business and historical information, visit www.bassariresources.com.au or www.asx.com.au. Other than documents taken to be included in this Prospectus by operation of section 712 of the Corporations Act referred to below, documents or information available on the website is not incorporated in this Prospectus by reference. References to the website or documents on the website are for convenience only.

IMPORTANT NOTE

This Prospectus is dated 27 November 2017. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission (**ASIC**) on the same date. Neither ASIC nor ASX Limited (**ASX**) nor their respective officers take any responsibility as to the contents of this Prospectus.

This Prospectus contains and applies to the offer of New Shares and New Options under the Rights Issue including the offer (if any) of New Shares and New Options from the shortfall during the 3 months after the Closing Date. This Prospectus also contains and applies to the offer of Placement Options under the Placement Option Offer.

You should read this document carefully before you make a decision to apply for New Shares. An investment in the Company has risks, which you should consider before making a decision to invest.

The Annual Financial Report of the Company for the financial year ended 31 December 2016, half-year financial report of the Company for the six months ended 30 June 2017, and the constitution of the Company have been lodged with ASIC and are taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Further detail about these documents is provided in Sections 7 (for the financial reports) and 9.1 (for the constitution). Any person may request a copy of any of the above documents during the application period of this Prospectus, which the Company will provide free of charge. A copy of each of the above documents can also be downloaded from the Company's website at www.bassariresources.com.au. Other than the above financial reports and constitution which are incorporated in this Prospectus by reference, none of the other documents or information available on the Company's website is incorporated in this Prospectus by reference.

The New Shares and New Options offered under this Prospectus should be considered speculative.

TIMETABLE

Lodgement of Prospectus	27 November 2017
“Ex” date (existing shares quoted on an ex rights basis)	30 November 2017
Record date to identify shareholders entitled to participate in the Rights Issue (Record Date) at 7:00pm (Melbourne time)	1 December 2017
Prospectus dispatched to shareholders entitled to participate in Rights Issue	6 December 2017
Closing Date at 5:00pm (Melbourne time)	15 December 2017
Notice of under-subscriptions given to ASX	20 December 2017
Issue Date (Rights Issue)	22 December 2017
Issue Date (Placement Option Offer)	22 December 2017
Last date for placement of shortfall from Rights Issue	15March 2018

*The above dates should be regarded as **indicative only**. Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, the Company reserves the right to change the above dates, to close the Rights Issue before the date stated above, to extend the Closing Date and subsequent dates, or not to proceed with the Rights Issue. This may result in delays to the indicative timetable.*

No securities will be issued on the basis of this Prospectus after 23 December 2018, being the expiry date of this Prospectus.

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KEY INVESTMENT RISKS – SUMMARY

Please read and consider this Prospectus in full and in conjunction with any matters which have or may be referred to in the Company's ASX announcements before making a decision regarding taking up your entitlement to New Shares, New Options or any shortfall, exercising existing options or investing in the Company.

Section 5 of this Prospectus contains a summary of some of the key risks associated with an investment in the Company. Those risks include risks specific to the business of BSR as set out below:

- Mining and exploration risk;
- Sovereign risk;
- Approval risk for exploration and mining;
- Grant, maintenance and access to government instruments;
- Operating risk; and
- Additional funding.

In addition to the above, there are other risks of a more general nature, such as general economic and market conditions.

ABOUT THE OFFER – SUMMARY

The following summary provides only a limited overview. Further detail is set out in this Prospectus. Please read and consider this Prospectus in full before making any decision regarding applying for New Shares, exercising existing option or investment in the Company.

Topic	Summary	For more information see:
What is the Rights Issue offer?	The offer (called the Rights Issue) is a pro rata, non-renounceable offer of ordinary fully paid New Shares made to eligible shareholders to acquire up to a specified number of New Shares with one free-attaching New Option for each New Share issued.	Section 1
What is my entitlement to New Shares and free attaching New Options under the Rights Issue?	<p>If you are an Eligible Shareholder, you are entitled to acquire 1 New Share for every 8 ordinary shares you hold at 7:00pm (Melbourne time) on the Record Date, with 1 free-attaching New Option for each New Share issued, on and subject to the terms of this Prospectus.</p> <p>If you are an Eligible Shareholder, your entitlement to New Shares and New Options is set out in a personalised Entitlement and Acceptance Form accompanying this Prospectus.</p>	Section 1.1 and the personalised Entitlement and Acceptance Form accompanying this Prospectus
What is the offer price of New Shares under the Rights Issue?	1.7 cents (\$0.017) per New Share. No additional amount is payable to receive free attaching New Options.	Section 1.1
What are the terms of the New Options?	<p>Each New Option has an exercise price of 3.4 cents (\$0.034), expiring 30 September 2019 and, upon exercise, entitle the holder to one fully paid ordinary share in the Company.</p> <p>The Company will apply for quotation of the New Options on the Official List of ASX within seven days after the date of this Prospectus. Quotation of the New Options will be subject to satisfaction of ASX's requirements for quoting a new class of securities (further details of which are provided in Section 9.2. The Company does not guarantee that the New Options will be admitted to quotation, and quotation of the New Options is not a condition of the Rights Issue or Placement Option Offer.</p>	Sections 1.2 and 9.2
Am I an eligible shareholder under the Rights Issue?	Eligible Shareholders are shareholders of the Company registered as holders of Shares at 7.00pm (Melbourne time) on the Record Date whose address in the Company's register of members is in Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal (Eligible Shareholders).	Sections 1.4 and 12
What if I am not an eligible shareholder under the Rights Issue?	<p>The Company has decided it is unreasonable to make the Rights Issue offer outside Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal having regard for:</p> <ul style="list-style-type: none"> • the number of shareholders in places where the Rights Issue would be made; • the number and value of securities those shareholders would be offered; and • the cost of complying with the legal and regulatory requirements in those jurisdictions. <p>Accordingly, if you are not an Eligible Shareholder, no offer is made to you.</p>	Sections 1.4, 1.5 and 12

Topic	Summary	For more information see:
What is the purpose of the Rights Issue and how will the funds raised be used?	The Company is undertaking the Rights Issue to raise funds for proposed exploration expenditure, including drilling programs and working capital for its activities, general administrative costs and to pay the costs of the Rights Issue as described in Section 2.	Sections 2 and 4.3
How much will be raised by the Rights Issue?	The Rights Issue will raise approximately \$4.251 million before costs of the Rights Issue.	
Is the Rights Issue underwritten?	No, the Rights Issue is not underwritten.	Sections 1.6
Are there any risks associated with an investment in the Company?	<p>There are risks associated with investment in the Company. These include risks relating to the Company, risks relating to the offer and risks associated with financial investment generally.</p> <p>Please carefully consider the risks and the information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before making any decision regarding your entitlement to New Shares and New Options or otherwise making an investment in the Company.</p>	Page 3 and Section 5
What can I do with my entitlement under the Rights Issue?	<p>You can do any of the following:</p> <ul style="list-style-type: none"> • take up all of your Rights Issue entitlement (by accepting the offer in full); • take up all of your Rights Issue entitlement (by accepting the offer in full) and apply for additional shortfall shares (if any); • take up part of your Rights Issue entitlement (by accepting part of the offer) and allow the balance to lapse (and the balance will form part of the shortfall); or • do nothing, in which case all your Rights Issue entitlement will lapse and form part of the shortfall. 	Section 6
Can I trade my entitlement under the Rights Issue?	No, the Rights Issue offer is non-renounceable.	Sections 1.3 and 6
What happens if I do not take my entitlement, or take up only part of my entitlement under the Rights Issue?	Not taking up your entitlement under the Rights Issue in full may result in your interest in the Company being diluted. If you do not take up all of your entitlement by the Closing Date the New Shares (and attaching New Options) to which you were entitled will form part of the shortfall.	Sections 1.7 and 6

Topic	Summary	For more information see:
How do I take my entitlement under the Rights Issue (accept the offer)?	<p>If you wish to take up (accept the offer for) all or part of your entitlement under the Rights Issue (or make an application for shortfall) you must either:</p> <p>(a) pay by BPAY using the BPAY details in the personalised Entitlement and Acceptance Form, so payment is received by no later than 5.00pm (Melbourne, Victoria time) on the Closing Date; or</p> <p>(b) complete and return the personalised Entitlement and Acceptance Form to Link Market Services Limited together with payment by cheque, bank draft or money order so the form and payment are received by the Share Registry by no later than 5:00pm (Melbourne time) on the Closing Date or such later date as the Company may specify.</p> <p>The amount payable if you are taking up your full entitlement is set out in the personalised Entitlement and Acceptance Form.</p> <p>If taking up less than your full entitlement, the amount payable is calculated by multiplying the number of New Shares you wish to take up by 1.7 cents (\$0.017).</p> <p>Eligible Shareholders who take up their entitlement in full may also apply for additional New Shares and New Options from the shortfall which will be allocated in the manner described in Section 6.</p>	Section 6 and the Entitlement and Acceptance Form
Is there a minimum subscription amount under the Rights Issue?	<p>There is no minimum subscription amount under the Rights Issue. New Shares will be issued in response to valid acceptances of entitlements received.</p> <p>Entitlements not accepted will form part of the shortfall.</p>	Section 1.1 and 1.7
What are the tax implications of participating in the Rights Issue?	Taxation implications will vary depending upon the specific circumstances of shareholders. You should obtain your own professional advice as to the particular taxation treatment that will apply to you.	Section 5.2 and 11
How and when will I know if my acceptance was successful?	A holding statement confirming the issue of your New Shares and New Options is anticipated to be sent to you on or about 22 December 2017.	Section 6.4
What is the Placement Option Offer?	The Placement Option Offer is an offer of 82,006,180 New Options (Placement Options) with an exercise price of 3.4 cents (\$0.034) per option and expiring on 30 September 2019.	Section 1.8
How do I accept the Placement Option Offer, if I am eligible?	The Placement Option Offer is only made to and able to be accepted by participants in the Company's placement of 82,006,180 shares to professional and sophisticated investors as announced to ASX on 31 August 2017, 4 October 2017 and 27 November 2017.	Section 6.3
What are the terms of Placement Options?	The Placement Options will have the same terms of the New Options offered under the Rights Issue.	Section 1.2 and 9.2
Where can I find more information about the Company?	For more information on the Company please see the Company's website (www.bassariresources.com.au) or refer to the Company's ASX announcements (available on the ASX's website www.asx.com.au) (ASX code: BSR).	Section 18

Topic	Summary	For more information see:
<p>What if I have any questions about the Rights Issue or how to accept or deal with my entitlement?</p>	<p>You should consult your stockbroker, accountant, solicitor or other professional adviser before making any decision regarding applying for New Shares.</p> <p>If you have any questions regarding how to complete and return the acceptance form, contact details will be included in the Company's Entitlement and Acceptance Form.</p> <p>Questions concerning the Rights Issue can also be directed to the Company Secretary, Mr Ian Riley, on +61 (3) 9614 0600.</p>	<p>Section 18</p>

1. Details of the offer

1.1 The Rights Issue

Bassari Resources Limited [ABN 84 123 939 042] (the **Company** or **BSR**) offers to its shareholders, as recorded on the share registry records on the Record Date and who have a registered address in Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal (each an **Eligible Shareholder**), the right to participate in a non-renounceable rights issue of 1 new fully paid ordinary shares (**New Shares**) for every 8 existing shares (**Shares**) held at the Record Date at an issue price of 1.7 cents (\$0.017) per New Share (**the Rights Issue**), with 1 free-attaching unlisted option (**New Option**) to acquire an ordinary fully paid share in the Company for each New Share issued.

The Rights Issue will raise up to approximately \$4.251 million (before costs), if fully subscribed. As this is a Rights Issue there is no minimum subscription level.

Fractional entitlements to New Shares and New Options will be rounded up.

This Prospectus also contains the Placement Option Offer, the details of which are contained in Section 1.8 below.

1.2 Exercise price and expiry date of New Options

New Options have an exercise price of 1.7 cents (\$0.017) per option, an expiry date of 30 September 2019 and, upon exercise, entitle the holder to one ordinary fully paid share in the Company.

The full terms of the New Options are set out in Section 9.2 of this Prospectus.

1.3 No Rights Trading

Entitlements to New Shares and New Options pursuant to the Rights Issue are not renounceable and accordingly, there is no ability to trade rights on ASX or elsewhere.

1.4 Non-qualifying Foreign Shareholders

Only shareholders with addresses in the Company's register of members in Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) and Senegal are eligible to participate in the Rights Issue.

The Company has decided that it is unreasonable to make the Rights Issue offer outside Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) and Senegal having regard for:

- the number of shareholders in places where the Rights Issue would be made;
- the number and value of securities those shareholders would be offered; and
- the cost of complying with the legal and regulatory requirements of regulatory authorities in those jurisdictions.

A total of 26,283,794 of the Company's shares (1.31% of existing issued shares) are held by thirty (30) non-qualifying foreign shareholders in thirteen (13) different countries. These Shares of the non-qualifying foreign shareholders are equivalent to entitlements to 3,285,475 New Shares (approximately \$55,853 at the 1.7 cent issue price). The entitlements of non-qualifying foreign shareholders will form part of the shortfall.

1.5 Nominee for non-qualifying shareholders

Bassari has appointed Lodge Partners Pty Ltd [ABN 25 053 432 769] [AFSL No. 246271] as nominee for non-qualifying foreign shareholders, to arrange the sale of the shares which would have been offered to them. The company will transfer their share entitlements to the nominee, who will account to the company which will then despatch the net proceeds of sale (if any) to each individual non-qualifying foreign shareholder. The nominee will have absolute and sole discretion to determine the timing and the price of at which the shares may be sold and the manner of any such sale. Neither the company nor the nominee will be subject to any liability for failure to sell the shares that would have been offered to non-qualifying foreign shareholders or to sell them at a particular price. The nominee will receive a fee of \$3,500 (plus GST), and is also entitled to deduct its costs in connection with sales. Shares which are not sold by the nominee will form part of the Shortfall Shares.

1.6 Underwriting

The Offer is not underwritten.

1.7 Shortfall

Any part of your entitlement to New Shares under this Prospectus not taken up will form part of the shortfall.

If you are an Eligible Shareholder and you apply for your full entitlement you may also apply for more New Shares than the number shown on your Entitlement and Acceptance form. To do this, please complete the relevant section in the Entitlement and Acceptance Form.

The issue of additional New Shares in response to applications for additional New Shares will depend on there being sufficient shortfall available after all valid acceptances of entitlements are fulfilled. The allocation of shortfall to Eligible Shareholders will be at the discretion of the Board having regard to factors including the respective pro-rata entitlements of the subscribing shareholders as at the Record Date. The Board will endeavour, where possible, to allot shortfall shares (whether to Eligible Shareholders or third parties) to a spread of investors to mitigate control effects which may otherwise arise from issuing shortfall to a single or small number of investors.

No shareholder or investor will be allocated New Shares from the shortfall that would result in the relevant interest of the shareholder (and its associates) exceeding 20% of the issued capital of the Company.

The number of New Shares (and free-attaching New Options) that you receive as a result of a shortfall application (if any) will depend on the extent to which Eligible Shareholders accept their entitlements to the Rights Issue, the extent to which Eligible Shareholders who accept their entitlement in full apply for shortfall and the discretion of the Board to accept or reject shortfall applications in whole or in part. Additional New Shares and free-attaching New Options will not be issued to Shareholders or others from the shortfall where to do so would involve a breach of the ASX Listing Rules, the Corporations Act or any applicable law.

The Company also reserves the right to offer and issue shortfall New Shares and New Options at its discretion within 3 months after the Closing Date. The offer of New Shares and free-attaching New Options from the shortfall is an offer of the New Shares and free-attaching New Options offered under the Rights Issue not otherwise taken up by Eligible Shareholders. The Board will also endeavour to place shortfall with any non-qualifying foreign shareholders having regard for their notional entitlements under the Rights Issue subject to those entities demonstrating that they are able to accept an offer of placement from the shortfall.

As noted above, to the extent that it is commercially practicable, and taking into account BSR's funding requirements, the Board will endeavour to allot the shortfall to a spread of investors in order to mitigate any control effects which may arise from issuing New Shares from the shortfall to a single or small number of investors.

1.8 Placement Option Offer

On 31 August 2017, 4 October 2017 and 27 November 2017, the Company issued a total of 82,006,180 fully paid ordinary shares as a placement to professional and sophisticated investors at an issue price of \$0.017 (1.7 cents) per share, to raise \$1,394,105 before costs (the **Placement**).

Each share issued under the Placement is to be accompanied by one free-attaching option (**Placement Option**) with an exercise price of \$0.034 (3.4 cents) per option, expiring 30 September 2019 and, upon exercise, entitling the holder to one ordinary share in the Company (**Placement Option Offer**).

Full terms of the Placement Options are contained in Section 9.2.

1.9 ASX Listing – New Shares

The Company will apply to ASX for admission of the New Shares to official quotation within 7 days of lodgement of this Prospectus. The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or those securities.

If ASX does not grant permission for the Official Quotation of the New Shares within three months after the date of issue of this Prospectus (or such period as is permitted by the Corporations Act), the Company, in its absolute discretion, will either repay the acceptance monies to applicants without interest or (subject to any necessary ASIC or ASX waivers or consents being obtained) issue a supplementary or replacement prospectus and allow applicants one month to withdraw their acceptances and be repaid their acceptance monies without interest.

1.10 ASX Listing – New Options including Placement Options

The Company will apply for quotation of the New Options on the Official List of ASX within seven days after the date of this Prospectus. Quotation of the New Options will be subject to satisfaction of ASX's requirements for quoting a new class of securities including that there are at least 100,000 New Options and at least 50 holders of New Options holding the number of New Options which (if exercised) be a parcel of Shares with a value of at least \$500 at the market price of the Company's ordinary shares at the date of issue of the New Options. By way of example (only, and without representing what the market price of the Company's shares may be in the future) that would be a parcel of be 29,412 New Options if the market price at the time of issue of the New Options equalled the 1.7 cent issue price of New Shares.

The Company does not guarantee that the New Options will be admitted to quotation, and quotation of the New Options is not a condition of the Rights Issue or the Placement Option Offer. The Company will announce whether the New Options are admitted to quotation at the time they are issued.

If the New Options are not admitted to quotation they will not be able to be traded on ASX.

The Company will apply for quotation of shares issued upon exercise of New Options.

The fact that ASX may in the future grant official quotation of New Options is not to be taken in any way as an indication of the merits of the Company or the securities offered under this Prospectus.

2. Purpose of the Offer

The Company is undertaking the Rights Issue to raise capital for the following activities:

- As previously disclosed the Company engaged Mincore in Australia to undertake a full engineering review, including a review and update of the 2014 Feasibility Study operating and capex costs relating to the Makabingui Gold Project. This work has been completed, ASX announcement 6 September 2017, and funds will be applied toward the management of the pre-development and pre-construction stages, prior to finalising the debt funding package, previously announced 18 July 2017.
- The Company has completed the grade control infill drilling program in Pits 1 and 2 of the Makabingui Gold Project and will be undertaking assaying of drilling result samples for which funds raised will be applied to finalise this works, including an updated mineral reserve calculation.
- A drilling program has been designed to advance the Konkoutou Hill and Konkoutou North prospect within the Moura permit to a JORC 2012 compliant gold resource and funds from the Rights issue will be applied towards that program. In addition to Konkoutou, the Company has planned drilling to convert the Makabingui one million ounce gold resource to mineable gold reserves and for drilling at Makabingui South where previous drilling has defined an eight (8) kilometre gold zone.
- Funds will also be applied to meet general administration and working capital requirements of the Company and to meet the costs of the Rights Issue.

3. Effect of the Offer on the Company

The effect of the Rights Issue on the Company will be to:

- provide the funds to undertake the activities described in Section 2; and
- alter the capital structure of the Company as described in Section 4.

4. Effect on the Capital Structure of the Company

4.1 Shares and Options

Capital Structure

The tables below set out the existing capital structure of the Company and the effect on the Company's capital structure of issuing the New Shares and New Options offered under this Prospectus. The following assumes acceptances for all the New Shares and New Options are received.

SHARES

Existing issued ordinary shares	2,000,418,908
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Shares offered under the Rights Issue under this Prospectus*	250,052,364
Total	2,250,471,272

*Subject to rounding.

OPTIONS

	Number of New Options	Expiry Date	Exercise price
Existing Options	Nil	-	-
New Options offered under the Rights Issue under this Prospectus*	250,052,364	30 September 2019	\$0.034
New Options to be issued under the Placement Options Offer under this Prospectus	82,006,180	30 September 2019	\$0.034
Total Options	332,058,544	30 September 2019	\$0.034

*Subject to rounding.

The Company also has on issue:

- 43,750,000 convertible notes accruing interest at 8% per annum and convertible into fully paid ordinary shares at an issue price of 1.6 cents (\$0.016) per share;
- 22,000,000 Performance Rights that convert to fully paid ordinary shares upon the Company obtaining a market capitalisation of \$70 million or more by 31 May 2020; and
- 22,000,000 Performance Rights that convert to fully paid ordinary shares upon the Company obtaining a market capitalisation of \$105 million or more by 31 May 2022.

Dilution

Shareholders who take up their rights pursuant to the Rights Issue will not be diluted, and will maintain (or, in the event of undersubscriptions, increase) their existing proportional (percentage) interest in the Company – although may subsequently be diluted as a result of the exercise of New Options (or other options on issue) following completion of the Rights Issue.

The percentage shareholding in the Company of shareholders who do not take up their rights pursuant to the Rights Issue will be diluted. Examples of the impact of dilution on existing holders where a shareholder does not take up its entitlement are set out below:

Shareholder (example)	Holding at the Record Date	% at the Record Date	1 for 8 entitlement under the Rights Issue	Holding if entitlement not taken up	% of total Shares on issue after the Rights Issue
A	1,000,000	0.050%	125,000	1,000,000	0.044%
B	5,000,000	0.250%	625,000	5,000,000	0.222%
C	10,000,000	0.500%	1,250,000	10,000,000	0.444%
D	50,000,000	2.500%	6,250,000	50,000,000	2.222%
E	100,000,000	4.999%	12,500,000	100,000,000	4.444%

Note: The table above assumes that any shortfall is taken up in full, and that the total number of issued shares of the Company following completion of the Rights Issue is 2,250,471,272 shares. It is further assumed the notional Shareholders in the examples above do not acquire or dispose of shares and that no existing options or New Options are exercised.

Existing Substantial Shareholders

The Company has received notices from two holders that they (alone or with their associates) hold relevant interests in 5% or more of the issued voting shares of the Company. The effect if either of these holders were to be the only shareholder that took up their entitlement under the Rights Issue (assuming no other shareholders take up their entitlements, and that neither of the shareholders below were to apply for or receive any shortfall shares) is set out in the following table.

Shareholder with relevant interest of 5% or more	Holding at the Record Date	% at the Record Date	1 for 8 entitlement under the Rights Issue	Holding after entitlement taken up	% of total Shares on issue after the Rights Issue
Ten Luxton Pty Ltd	150,000,000	7.50%	18,750,000	168,750,000	8.36%
BCM International Limited	117,648,352	5.88%	14,706,044	132,354,396	6.57%

Note: The table assumes that no other shareholder takes up their Rights Issue entitlement.

4.2 Pro-Forma Consolidated Statement of Financial Position of the Company

	30 June 2017 (Audited)	Post 30 June 2017 Adjustments	Notes	Pro-Forma Including Rights Issue if 50% Subscribed (3) (Unaudited) \$000	Pro-Forma Including Rights Issue if 100% Subscribed (4) (Unaudited) \$000
	\$000	\$000			
Assets					
<i>Current Assets</i>					
Cash and cash equivalents	509	(325)	[1, 2]	2,252	4,378
Receivables and Other Assets	54	(6)	[2]	48	48
Total current assets	563	-		2,300	4,426
<i>Non-current assets</i>					
Exploration and evaluation expenditure	50,910	3,976	[2]	54,886	54,886
Total non-current assets	50,910			54,886	54,886
Total assets	51,473			57,186	59,312
Liabilities					
<i>Current liabilities</i>					
Trade and other payables	1,436	279	[2]	1,715	1,715
<i>Other liabilities</i>	741	(19)	[2]	720	720
Total current liabilities	2,177			2,435	2,435
Total liabilities	2,177			2,435	2,435
Net Assets	49,296			54,751	56,877
Equity					
Issued capital	70,826	1,394	[1]	4,228	76,414
Reserves	2,194	2,398		4,592	4,592
Accumulated losses	(23,724)	(396)	[2]	(24,129)	(24,129)
Total Equity (Deficiency)	49,296			54,691	56,877

NOTES TO PRO-FORMA STATEMENT OF FINANCIAL POSITION:

The pro-forma Statement of Financial Position at 30 June 2017 has been adjusted to reflect the following post-30 June and pro-forma adjustments:

1. Share placements raising \$1.394 million before costs which was the subject of the Company's ASX announcements on 31 August 2017, 4 October 2017 and 27 November 2017.
2. Effect of reduction in working capital subsequent to 30 June 2017 including administrative costs, professional and advisors fees and exploration expenditure.

In addition to the post 30 June 2017 adjustments:

3. The pro-forma Statement of Financial Position including Rights Issue, if 50% subscribed, has been adjusted to incorporate net proceeds of the Rights Issue (after costs) of \$2.069 million.
4. The pro-forma Statement of Financial Position including Rights Issue, if 100% subscribed, has been adjusted to incorporate net proceeds of the Rights Issue (after costs) of \$4.194 million.

BASIS OF PREPARATION OF PRO-FORMA STATEMENT OF FINANCIAL POSITION

The above pro-forma statement has been prepared in accordance with ASIC Regulatory Guide 230 *Disclosing non-IFRS Financial Information* issued in December 2011.

The Financial Statements for the half-year ended 30 June 2017 have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business. The auditor's report in the Financial Statements for the half-year ended 30 June 2017 contains a going concern emphasis of matter. The 30 June 2017 half-year financial statement is taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Investors may request a copy of the 30 June 2017 half-year Financial Report and Annual Financial Report for the year ended 31 December 2016 during the application period. In addition, a copy may be downloaded from the Company's announcement page on the ASX web-site.

The pro-forma statement of financial position is based on half-year accounts at 30 June 2017 which have been subject to audit review and has been prepared to provide shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company following completion of the Rights Issue. The pro-forma financial information is presented in abbreviated form insofar as it does not include all of the disclosures required by Australian Accounting Standards application to half-year financial statements.

4.3 Costs of the offer

The estimated anticipated costs of the Rights Issue are as follows:

Particulars	Amount (\$) (exclusive of GST)
Legal fees	\$12,000
Printing and administrative fees	\$25,000
Regulatory Fees	\$20,000
TOTAL	\$57,000

5. Risks

The New Shares and New Options offered under this Prospectus are considered speculative. There are various factors, both specific to the Company and general, which may affect the future operating and financial performance of the Company and the value of any investment in the Company.

Some of these factors can be mitigated through safeguards and appropriate commercial action and controls. However, many are outside the control of the Company and therefore cannot be mitigated. There are also general risks associated with share investment. Hence, investors should be aware that the performance of the Company may be affected and the value of its Shares may rise or fall over any given period.

This section describes certain (non-exhaustive) risks associated with investment in the Company. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as all other information contained in this Prospectus.

5.1 Company Specific Risks

(A) Mining and exploration risk

Exploratory mining is, by its nature, speculative. The performance of the Company will depend, in part, on the development of resources and its management of operations. There is no certainty that any program or project will be successful, or that, in the event a resource is identified, that the resource will be successfully or economically exploited within a timeline, if at all.

As announced to ASX on 31 July 2017, the Company is continuing with the first phase of development of the Makabingui Gold Project. There is a risk that the development of the Makabingui Gold Project may result in no exploitable resource being identified or, if such a resource is identified, that resource not being able to be exploited in a commercially viable way.

(B) Sovereign risk

The Company's operations in Senegal or any other country in which the Company has an economic interest are exposed to various levels of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction. These risks and uncertainties vary from country to country and include, but are not limited to, currency exchange rates, high rates of inflation, labour unrest, renegotiation or nullification of existing concessions, licences, permits and contracts, changes in taxation policies, restriction on foreign exchange, changing political conditions, currency controls and governmental regulations.

Changes, if any, in mining or investment policies or shifts in political attitudes may adversely affect the Company's operations and/or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in loss, reduction or expropriation of entitlements.

The occurrence of these various factors adds uncertainties which cannot be accurately predicted and could have an adverse effect on the Company's operations.

(C) Approval risk for exploration and mining

Mining and mineral exploration generally is subject to regulation by governments in relation to exploration, development, production, export taxes, royalties, labour standards, occupational health, waste disposal, protection and rehabilitation of the environment, mine reclamation, mine safety, toxic and radiological substances and other matters. The cost of compliance with such laws and regulations may ultimately increase the costs of exploring, drilling, developing, constructing, operating and closing mines and other production facilities.

There is a risk that, if additional economic resource deposits are discovered by the Company, government approvals and licences required to mine and export the deposits may not be granted, may be significantly delayed or make mining of the deposit uneconomical.

(D) Grant, maintenance and access to government instruments

The implementation of the Company's planned Makabingui Gold Project requires government licences, permits and other approvals, principally in the form of government instruments. Whilst obtaining approval for the grant of government instruments and ensuring compliance with the conditions of the grant can be complex, costly and time consuming, Bassari has been granted by the Senegal government, the necessary permits for the Makabingui Gold Project and accordingly any risk is substantially reduced. The maintenance of government instruments requires compliance with annual expenditure and reporting requirements. A failure by the Company to obtain or renew a government instrument, or a failure to comply with reporting requirements, could mean the Company is unable to proceed with the continued exploration and development of a particular project. This would likely adversely affect the Company's financial condition and prospects. The permits the Company may require may not be issued, maintained or renewed either in a timely fashion or at all, which could also adversely affect the Company's financial position.

(E) Environmental regulation and risk

The Company's current and future operations, by their nature, have the potential to impact the

environment. Changes in scientific understanding of these impacts, regulatory requirements or stakeholder expectations may prevent or delay required approvals and result in increased costs for mitigation or compensation actions.

Significant liability can be imposed on the Company for environmental damage, clean-up costs or penalties for non-compliance with environmental laws and/or regulations. Costs of compliance with environmental regulatory requirements may have a substantial impact on the Company's costs or potential viability or ability to obtain funding for projects.

(F) Operating risk

The business of mineral exploration, development and production is by its nature subject to considerable risk. This Prospectus must be considered in light of the considerable risks, costs and difficulties frequently encountered by companies in a similar stage of resource development and exploration. The amount and timing of exploration expenditures will depend on the progress of ongoing exploration, the results of consultants' analysis and recommendations and other factors, many of which are beyond the Company's control.

The development of the new and current projects will require the commitment of substantial resources and the Company expects to incur losses unless and until its project (or projects as the case may be) enter into commercial production and generate sufficient revenues to fund their continuing operations. There can be no assurance the exploration of the Company's project/s will result in the discovery of an economic mineral deposit. Accordingly, there can be no assurance the Company will generate any revenues or achieve profitability.

Furthermore, if the Company makes further discoveries, there can be no assurance any logistical, technical, financial and regulatory hurdles would be satisfied and that profitable, commercial production would be achieved.

(G) Additional funding

The Company's funding requirements depend on numerous factors including the Company's ability to generate income from its projects (including the Makabingui gold project), the outcome of future exploration and work programs and the acquisition of new projects (if any). The Company may require further funding in addition to current cash reserves to fund future exploration activities or the acquisition of new projects. Additional equity financial, if available, may be dilutive to shareholders and/or occur at prices lower than the market price. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed it may be required to reduce the scope of its exploration operations.

As announced on 31 July 2017, the Company has recently negotiated a term sheet for a US\$12m funding facility with the Senegal division of Coris Bank International, a West African bank incorporated in Burkina Faso. There is a risk the Company will be unable to repay some or all of this funding facility.

(H) Reliance on key management and employees and availability of personnel

Cessation of the availability, employment or engagement of one or more of the Company's officers, employees or contractors, or being unable to readily replace or supplement key personnel, may have a detrimental impact on the Company and/or its operations.

The Company is reliant on technical consultants and other resource industry specialists engaged on a consultancy basis to provide analysis and recommendations on, and carry out, its exploration activities. The availability of suitable technical consultants and resources industry specialists may be limited and there may be delays in securing equipment and/or personnel to carry out the Company's planned activities, resulting in cost and time overruns which may adversely affect the Company.

(I) Foreign currency and exchange rate fluctuations

The Company is raising funds in Australian dollars. The Company's primary project, the Makabingui Gold Project, is located in Senegal and therefore there is a risk that the majority of the Company's expenditure is in currencies other than the Australian dollar, potentially exposing the Company to foreign exchange movements (which effects may be positive or negative).

There is also a risk that, in the event the Company generates revenue, that revenue is generated in currencies other than Australian dollars and will be subject to foreign exchange movements (which

effects may be positive or negative).

(J) Lack of production, income and/or dividends

There is no guarantee that the Company will start production in respect of the Makabingui Gold Project or any of its other future projects, that income will be generated and/or that production or the levels of income received (if any) will be at levels that cause the Company to be profitable.

The Company does not envisage that dividends will be paid in the foreseeable future.

(K) Dilution

A shareholder's holding will not be diluted in the event they take up their entitlement to New Shares under the Rights issue. Any shareholder who does not take up their entitlement will have their holdings diluted.

Shareholders may also be diluted as a result of exercise of the New Options including Placement Options (although there is no guarantee the any of the New Options will be exercised).

(L) Speculative nature of investment

Acquiring or dealing with shares and options involves risks. An investment in the Company involves risks that may be higher than risks associated with investment in other companies.

No guarantees can be given about the market value or price of New Shares and/or New Options (which may be less than the issue price).

There can also be no guarantee the Company's share price will be greater than the exercise price of the New Options during the period up to the expiry date. Accordingly, there is a risk the New Options will be out of the money during each of the relevant exercise period.

5.2 General Risks

(A) Government Policy

In addition to the effect of legislative or regulatory changes in the specific areas of land access and environment discussed above, changes in government, financial policy, taxation and other laws (including legislation which regulates the resources industry) may affect the Company's ability to carry on its proposed activities, restrict the Company in achieving its objective or may result in increased compliance costs or complexities in managing the Company's proposed operations and activities. Changes to State or Commonwealth government, government policies or legislation cannot be predicted and could have a materially adverse effect on the Company.

(B) Litigation risks

The Company is exposed to possible litigation risk including contractual disputes, occupational health and safety claims and employee claims. The Company may be involved in disputes with other parties in the future, potentially resulting in litigation. Any such claim or dispute, if proven, may adversely impact the Company's operations, financial performance and financial position.

(C) Market Conditions

The market price of the Company's securities may be subject to a variety of unpredictable influences on the market for equities in general and resources stocks in particular. These market conditions may affect the value of the Company's securities regardless of the Company's performance. Lack of liquidity may also affect the value of the Company's securities.

The trading price of New Shares, and New Options if admitted to official quotation on ASX, and underlying shares issued upon exercise may fall as well as rise.

(D) Liquidity

There can be no assurance there will be, or continue to be, an active market for Shares or (if listed) New Options or that the price of Shares will increase.

(E) Economic risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may adversely affect the Company's activities, as well as its ability to fund those activities. Further, share market conditions may affect the value of Company securities regardless of the Company's operating performance. Share market conditions are affected by many factors, such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

(F) Taxation

There may be tax implications arising from applications for New Shares, the receipt of dividends both franked and unfranked (if any) from the Company, participation in any on-market buy-back and on the future disposal of Shares.

5.3 Above risk factors not exhaustive

The above risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of New Shares or other securities offered under this Prospectus.

Potential investors should consider that investment in the Company is speculative and should consult their professional advisors before making any decision regarding applying for New Shares or investment in the Company.

6. Acceptance Instructions

6.1 Choices available under the Rights Issue

Eligible Shareholders may:

- exercise their rights to participate in the Rights Issue (and take up their Rights Issue entitlement) in full; or
- exercise their rights to participate in the Rights Issue (and take up their Rights Issue entitlement) in full and apply for additional New Shares from the shortfall (if any); or
- exercise their rights to participate in the Rights Issue (and take up their Rights Issue entitlement) in part; or
- take no action under this offer, and allow their Rights Issue entitlement to lapse.

Shares represented by Rights Issue entitlements not taken up will become part of the shortfall.

6.2 Completing an Entitlement and Acceptance Form

Unless paying by BPAY®* (see below), all acceptances of entitlements to New Shares must be made on the personalised Entitlement and Acceptance Form accompanying this Prospectus in accordance with the instructions set out in on the form.

* ® Registered to Bpay Pty Ltd ABN 69 079 137 518

For payments by cheque, money order or BPAY:

Your acceptance of entitlements to New Shares or payment may not be effective if received after 5:00pm (Melbourne time) on the Closing Date or such later date as the Company may specify, in which case no New Shares would be issued to you in respect of your acceptance or payment, and any payment received will be refunded to you after the date of allotment in accordance with the Corporations Act, without interest.

The amount payable on acceptance will be deemed not to have been received until the Company is in receipt of cleared funds. Payments in cash will not be accepted.

If the amount of payment received is insufficient to pay in full for the number of New Shares you have accepted or is more than required for the number of New Shares you have accepted, you will be taken to have accepted the lesser of your entitlement or such whole number of New Shares which is covered in full by your payment.

If paying by BPAY:

To accept your entitlement and pay via BPAY, you should:

- read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- make your payment via BPAY for the number of New Shares you wish to subscribe for (being the Rights Issue offer price of 1.7 cents (\$0.017) per New Share multiplied by the number of New Shares for which you are accepting your entitlement plus any shortfall shares) so that it is received no later than 5:00pm (Melbourne time) on the Closing Date, or such later date as the Company may specify. You can only make a payment via BPAY if you are the holder of an account with an Australian financial institution.

If you choose to pay via BPAY you are not required to submit the Entitlement and Acceptance Form.

If your BPAY payment is received by 5:00pm (Melbourne time) on the Closing Date or such later date as the Company may specify, New Shares accepted are anticipated to be issued to you on or before the date set out in the timetable on page 2 of this Prospectus (which date may change without notice).

You should be aware that your financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit. The Company and the Share Registrar accept no responsibility for unsuccessful, delayed, or incomplete BPAY payments.

If you have multiple holdings you will have multiple BPAY reference numbers. To ensure that you receive your entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to accept your entitlement for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess will be refunded to the applicant without interest.

If paying by cheque or money order:

To accept your entitlement and pay by cheque or money order, you should:

- read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- complete the personalised Entitlement and Acceptance Form which accompanies this Prospectus (instructions for completing and returning the Entitlement and Acceptance Form are set out on the form); and
- return the completed Entitlement and Acceptance Form together with a cheque or money order for the applicable amount (being the Rights Issue offer price of 1.7 cents (\$0.017) per New Share multiplied by the number of New Shares for which you are accepting your entitlement) to:

Link Market Services Limited
Tower 4, 727 Collins Street
Melbourne, Victoria, 3000

so that it is received by no later than 5:00pm (Melbourne time) on the Closing Date (which is set out in the timetable on page 2 of this Prospectus), or such later date as the Company may specify. The Company and the Share Register accept no responsibility for delayed or misdelivered Entitlement and Acceptance Forms or payments.

If you choose to pay by cheque or money order you must submit the completed Entitlement and Acceptance Form.

Cheques should be made payable to "Bassari Resources Limited" and crossed "Not Negotiable". Cheques must be payable in Australian dollars, drawn on an Australian branch of an Australian bank.

6.3 Applying under the Placement Option Offer

The Placement Option Offer is only made to and capable of acceptance by professional and sophisticated investors who participated in the Placement. Eligible participants under the Placement Option Offer will receive a separate, personalised application form from the Company. No additional amount is payable for the Placement Options.

6.4 Further Information

If you have any questions about your entitlement, please contact the Company Secretary, Mr Ian Riley, on +61 (3) 9614 0600. Alternatively, contact your stockbroker or other professional adviser.

The issue of New Shares and New Options is expected to occur after the Closing Date on or before the date set out in the timetable on page 2 of this Prospectus (which date may change without notice). Thereafter holding statements will be despatched. It is the responsibility of recipients to determine their allocation prior to trading in New Shares. Recipients trading New Shares before they receive their statements will do so at their own risk.

The Company may reject an acceptance where payment of the acceptance amount is not received or a cheque is not honoured, or without prejudice to its rights, issue New Shares in response to the acceptance and recover outstanding acceptance amount from the recipient. If your Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' decision in whether to treat a form as valid and how to construe, amend or complete the form is final. The Company accepts no responsibility for failure by your stockbroker or other third parties to carry out your instructions.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) and Senegal should consult their professional advisers as to whether any governmental or other consent is required or whether formalities need to be observed to enable them to acquire New Shares. Return of an Entitlement and Acceptance Form or payment will be taken by the Company to constitute a representation that there has been no breach of such requirements.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Prospectus. Because of this, recipients of this Prospectus should have regard to their own objectives, financial situation and needs.

Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to accept the Rights Issue offer, or to acquire New Shares or other securities of the Company.

7. Continuous Disclosure Obligations

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities under that prospectus are continuously quoted securities, or option over continuously quoted securities, within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities, or options over a class of securities, that were quoted enhanced disclosure securities at all times during the 3 months before the date of this Prospectus and that other requirements relating to the Company not being subject to various exemptions and orders under the Corporations Act within the last 12 months are met.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of securities on the company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the date of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

For the purpose of satisfying section 713(5) of the Corporations Act a prospectus must incorporate information if such information:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profit and losses and prospects of the Company; and
 - the rights and liabilities attaching to the securities being offered.

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the prospectus. The Company is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus.

From time to time the Company seeks and engages in discussions on an ongoing basis in respect of potential new investment opportunities both in Australia and overseas. Funds may be used to fund the costs associated with identifying, investigating and pursuing new opportunities. The Company may also investigate opportunities for the divestment of non-core assets and businesses. While the Company may seek and negotiate potential investment or divestment opportunities in this respect, there is no certainty that any arrangement(s) will be finalised on particular terms, at a specific time, or at all. The Company will make further announcements in respect of any such discussions or negotiations in accordance with its disclosure obligations as developments occur.

As announced on 31 July 2017, the Company has recently negotiated a term sheet for a US\$12m funding facility with the Senegal division of Coris Bank International, a West African bank incorporated in Burkina Faso. Further detail is included in the announcement and the Company's Half Year Report to 30 June 2017, which are available on the Company's website. Finalisation of the funding facility is conditional upon formal documentation being entered. The Company will make further announcements to ASX regarding the facility according to progress and/or whether formal documentation is finalised.

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASX and ASIC in relation to the Company may be obtained from or inspected by accessing the respective web sites.

Any person may request, and the Company will provide free of charge, a copy of each of the following documents during the acceptance period of this Prospectus:

- (a) the Annual Financial Report of the Company for the financial year ended 31 December 2016 (released to ASX on 30 March 2017), being the most recent annual financial report of the Company before the lodgement of this Prospectus with ASIC;
- (b) the half-year financial report of the Company for the six months ended 30 June 2017 (released to ASX on 12 September 2017), being the most recent half year financial report of the Company before the lodgement of this Prospectus with ASIC; and
- (c) any continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report referred to in (a) above before lodgement of this Prospectus. Continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report to the date of this Prospectus are listed in Section 8 of this Prospectus.

Such documents are also available online from the ASX web site.

8. ASX Announcements

The following announcements (continuous disclosure notices) have been made to ASX since the Company lodged its audited financial statements (Annual Report) for the year ended 31 December 2016:

Date	Headline
27/11/2017	Appendix 3B
31/10/2017	September 2017 Quarterly Activity Report
17/10/2017	Appendix 3Y

Date	Headline
13/10/2017	Appendix 3Y
10/10/2017	Makabingui Gold Project - Exceptional Drilling Results
06/09/2017	Completion of Updated Bankable Feasibility Study and Commencement of Pre-Construction Activities
04/09/2017	Capital Raising and Amended Appendix 3B
31/08/2017	Appendix 3B
09/08/2017	Pre-Construction Progress and Outstanding Drilling Results
24/07/2017	Presidential Decree Granted for Makabingui Gold Project
18/07/2017	Makabingui Gold Project Funding
05/07/2017	Makabingui Update and Drilling Program Extension
09/06/2017	Appendix 3Y – Change of Directors Interest Notices
09/06/2017	Appendix 3B
31/05/2017	Result of Resolutions put to the Annual General Meeting
31/05/2017	Chairman's Address to Shareholders
18/05/2017	Change in substantial holding
18/05/2017	Development Progress – Makabingui
17/05/2017	Cleansing statement
17/05/2017	Appendix 3B
09/05/2017	Cleansing statement
09/05/2017	Appendix 3B
05/05/2017	Cleansing statement
05/05/2017	Appendix 3B
01/05/2017	March 2017 Quarterly Activity Report and Appendix 5B
28/04/2017	Notice of Annual General Meeting
26/04/2017	Makabingui Grade Control RC Drilling Update
20/04/2017	Notice of Initial Substantial Holder
20/04/2017	Cleansing statement
20/04/2017	Appendix 3B
30/03/2017	Appendix 4G

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements during the application period of this Prospectus.

The Company may make further announcements to ASX from time to time. Copies of announcements are released by ASX on its website, www.asx.com.au. Copies of announcements can also be obtained from the Company upon request and will be made available at the Company's website www.BassariResources.com.au.

Prospective investors are advised to refer to ASX's website for updated releases about events or matters affecting the Company.

The Company may from time to time send shareholders copies of announcements or other communications such as newsletters. Communications to shareholders will also be made available to the Company's website

In making statements in this Prospectus it is noted that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

9. Terms of Securities Offered

9.1 New Shares

The New Shares will be fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as the existing issued shares of the Company. The rights attaching to the Company's shares are set out in the Company's Constitution, the Listing Rules of ASX and the Corporations Act. The Company's Constitution has been lodged with ASIC. The Constitution contains provisions of the kind common for public companies in Australia and is taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Any person may request a copy of the Constitution during the application period of this Prospectus, which the Company will provide free of charge.

9.2 New Options (including Placement Options)

Rights attaching to the New Options (including the Placement Options) offered under this Prospectus (each referred to below as an "Option") are as follows:

Rights attaching to the Options offered under this Prospectus are as follows:

- (a) Each Option entitles the holder to acquire one ordinary fully paid share in the capital of the Company.
- (b) The Options are exercisable at any time on or before 5:00 pm Melbourne time on 30 September 2019 ("the Exercise Period") by completing the Option exercise form and delivering it together with the payment for the number of shares in respect of which the Options are exercised to the registered office of the Company. Any Option that is not exercised during the Exercise Period automatically lapses.
- (c) The exercise price of the Options is 3.4 cents (\$0.034) per Option payable in full on exercise.
- (d) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, Options are freely transferable. All shares issued upon exercise of Options will rank *pari passu* in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid shares. The Company will apply for official quotation by ASX of all shares issued upon exercise of Options.
- (e) The Options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant Options.
- (f) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the Options. Subject to any waiver granted by ASX, the Company will send notices to Option holders as required by the ASX Listing Rules prior to the record date applying to offers of securities made to shareholders during the currency of the Options.
- (g) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of the Exercise Period, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction
- (h) Shares issued upon the exercise of Options will be fully paid ordinary shares and will have the same voting and other rights as the existing shares of the Company.

10. Directors' Interests

10.1 Securities

Directors' existing interests in securities and participation in the Rights Issue

The Directors' direct and indirect interests in securities of the Company as at the date of this Prospectus are as set out in the following table.

The Directors are entitled to participate in the Rights Issue without the need for shareholder approval. No Director or his associates participated in the Placement, and no New Options will be issued to Directors or their associates under the Placement Option Offer.

The potential effect of the Rights Issue on the direct and indirect share holdings of Directors if their direct or indirect entitlements were to be taken up in full is set out in the following table:

SHARES, PERFORMANCE RIGHTS AND OPTIONS

Director/Shareholder (and/or associate(s))	Existing		1 for 8 entitlement to New Shares	Post Issue of New Shares		Performance Rights	Options Following Completion
	Shares	%		Shares	%		
Mr Alexander Mackenzie	56,888,951	2.84%	7,111,119	64,000,070	2.84%	4,000,000	7,111,119
Mr Philip Bruce	41,567,284	2.08%	5,195,911	46,763,195	2.08%	4,000,000	5,195,911
Mr Peter Spivey	106,666	0.01%	13,333	119,999	0.01%	4,000,000	13,333

10.2 Remuneration & Payments to Directors

Fees and other remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company.

Set out below are details of the remuneration paid to Directors in the two full financial years prior to lodgement of this Prospectus:

Director	November 2015 – October 2016	November 2016 – October 2017
Mr Alexander Mackenzie	\$171,820	\$227,570
Mr Philip Bruce	\$46,600	\$40,000
Mr Peter Spivey	\$154,449	\$153,653

Other

Except as disclosed in this Prospectus:

- (a) no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Rights Issue.
- (b) no Director or proposed Director has, or has had within two years of lodgement of this Prospectus, any interest in:
 - the formation or promotion of the Company; or
 - any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
 - the Rights Issue.

11. Taxation

Recipients of the Rights Issue offer should seek and obtain their own taxation advice before accepting entitlements to Shares so that they may first satisfy themselves of any taxation implications associated with acquiring Shares.

12. Overseas Shareholders

12.1 Overseas Investors

This Prospectus and the accompanying Entitlement and Acceptance Form do not constitute an Offer in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

Shareholders holding Shares on behalf of persons who are resident overseas (except in New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) and Senegal) are responsible for ensuring that taking up the Rights Issue offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form or payment will be taken by the Company to constitute a representation that there has been no breach of such regulations. Shareholders who are nominees are therefore advised to seek independent advice as to how they should proceed. The Rights Issue offer has not been, and will not be, registered under the US Securities Act and has not been made in the United States of America or to persons resident in the United States of America.

The Company is of the view that it is unreasonable to make the Rights Issue offer to Shareholders outside of Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal having regard to:

- (a) the number of Shareholders registered outside of Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) and Senegal and;
- (b) the number and value of securities to be offered to Shareholders registered outside of Australia and New Zealand; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in overseas jurisdictions.

Accordingly, the Company is not required to make the Rights Issue offer to non-qualifying foreign shareholders (shareholders with addresses on the Company's register of Members outside of Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) and Senegal) whose entitlements will form part of the shortfall.

12.2 New Zealand Regulatory Requirements

The Offer to New Zealand investors is being made pursuant to the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by a New Zealand regulatory authority under the Financial Markets (Conduct Act) 2013. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

12.3 Hong Kong

This Offer Document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong ("Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong ("the SFO"). No action has been taken in Hong Kong to authorise or register this Offer Document or permit the distribution of this Offer Document or any documents issued in connection with it. Accordingly, shares have not been and will not be offered or sold in Hong Kong by means of any document other than (i) to "professional advisors" as defined in or in rules made under the SFO) or (ii) in other circumstances that do not result in this Offer Document being a "prospectus" (as defined in the Companies Ordinance") or that do not constitute an offer to the public within the meaning of that ordinance.

No advertisement, invitation or document relating to the Offer has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted shares or options may sell, or offer to sell, such shares, unless the sale is exempt from the prospectus and authorization requirements of the laws of Hong Kong within six months following the date of issues of such shares.

The contents of this Offer Document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer under this Offer Document. If you are in doubt about any contents of this Offer Document, you should obtain independent professional advice.

12.4 Nevis

No offer is made in Nevis to the public or any person other than existing shareholders of the Company named on the personalised Entitlement and Acceptance form. This Offer Document and/or the Entitlement and Acceptance Form may not be reproduced or circulated to any other person in Nevis.

12.5 Senegal

No offer is made in Senegal to the public or any person other than existing shareholders of the Company named on the personalised Entitlement and Acceptance form. This Offer Document and/or the Entitlement and Acceptance Form may not be reproduced or circulated to any other person in Senegal.

12.6 Other Countries

This Prospectus does not constitute an offer for securities in any place where, or to any person whom, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal may be restricted by law, and any persons outside Australia, New Zealand, Hong King, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal who comes into possession of this Prospectus should seek advice on, and observe any, such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares or the Rights Issue or otherwise to permit a public offering of the securities in any jurisdiction outside Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal. The Shares have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA. Any person accessing the electronic version of this Prospectus for the purpose of investing in the Company must only access it from within Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal.

13. Privacy

Personal information is collected on the Entitlement and Acceptance Forms by the Company and its Share Registrar for maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Acceptances might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Company Secretary at the address shown in the Corporate Directory on page 1 of this Prospectus. In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Share Registrar. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

14. Electronic Prospectus

This Prospectus is available in electronic format via the ASX website, www.asx.com.au.

Persons who received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by contacting the Company Secretary, Mr Ian Riley, on +61 (3) 9614 0600.

Acceptances of Rights Issue entitlements may only be made by BPAY or on the personalised Entitlement and Acceptance Form which accompanied or was attached to a copy of this Prospectus in its paper copy form or a print out of the form which formed part of or was accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Entitlement and Acceptance Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance Form, it was not provided together with the complete and unaltered electronic version of this Prospectus.

15. Investment Decisions

The information in this Prospectus does not constitute financial product advice. This Prospectus does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. Investors should obtain their own independent advice and consider the appropriateness of the Rights Issue offer of shares pursuant to this Prospectus having regard to their own objectives, financial situation, tax position and needs.

16. Future Performance

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants the future performance of the Company, or any return on any investment made pursuant to this Prospectus. An investment in the securities offered by this Prospectus should be considered speculative.

17. Consents

Link Market Services Limited has given and, as at the date hereof, not withdrawn, its written consent to be named as share registry in the form and context in which it is named. Link Market Services Limited has had no involvement in the preparation of any part of this Prospectus other than being named as share registry to the Company. Link Market Services Limited has not authorised or caused the issue of any part of this Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

18. Enquiries

You should contact your stockbroker, accountant or independent professional financial adviser before making any decision regarding your entitlement to new Shares or investment in the Company, including deciding whether to accept your entitlement to Shares.

If you have any questions regarding how to complete the Entitlement and Acceptance Form, please contact the Company Secretary, Mr Ian Riley, on +61 (3) 9614 0600.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in this Prospectus. Any such information not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

Directors' Authorisation Statement

The Directors of the Company have authorised the lodgement of this Prospectus with ASIC.

A handwritten signature in black ink, appearing to read 'Alex Mackenzie', with a long horizontal flourish extending to the right.

Alex Mackenzie
Executive Chairman

27 November 2017



Bassari Resources Limited
 ABN 84 123 939 042

All Registry communications to:
 Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia
 ASX Code: BSR
 Website: www.linkmarketservices.com.au

SRN/HIN:
Entitlement Number:
Number of Eligible Shares held as at the Record Date, 7:00pm (Melbourne time) on 1 December 2017:
Entitlement to New Shares (on a 1 New Share for 8 basis):
Amount payable on full acceptance at A\$0.017 per Share:

Offer Closes 5:00pm (Melbourne Time): 15 December 2017

ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 1 New Share for every 8 Existing Shares that you hold on the Record Date, at an Offer Price of A\$0.017 per New Share. For every 1 New Share issued under the Offer, you will also receive 1 free attaching new option with an exercise price of \$0.034 and expiring on 30 September 2019 (Options). You may also apply for New Shares in excess of your Entitlement, at the Offer Price. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

IMPORTANT: The Offer is being made under the Prospectus dated 27 November 2017. The Prospectus contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Prospectus. This Entitlement and Acceptance Form should be read in conjunction with the Prospectus.

PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement (as shown above), or take up all of your Entitlement and apply for additional New Shares, you have two payment options detailed below.

OPTION 1: PAYING BY BPAY®
 If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (Melbourne Time) on 15 December 2017. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.

OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER
 If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (Melbourne Time) on 15 December 2017.



Billers Code: 737924
Ref:

Telephone & Internet Banking – BPAY®
 Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
 ® Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



ABN 84 123 939 042

Please detach and enclose with payment



SRN/HIN:
Entitlement Number:

<p>A Number of New Shares accepted (being not more than your Entitlement shown above)</p> <input style="width: 100%; height: 20px;" type="text"/>	<p>B Number of additional New Shares</p> <input style="width: 100%; height: 20px;" type="text"/>	<p>C Total number of New Shares accepted (add Boxes A and B)</p> <input style="width: 100%; height: 20px;" type="text"/>
+ <input style="width: 20px; height: 20px;" type="text"/>	=	

D PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Bassari Resources Limited” and crossed “Not Negotiable”.

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	A\$ <input style="width: 80%; height: 20px;" type="text"/>

E CONTACT DETAILS – Telephone Number Telephone Number – After Hours Contact Name

() <input style="width: 90%; height: 20px;" type="text"/>	() <input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
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BASSARI RESOURCES LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis) or Senegal. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Prospectus and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Bassari Resources Limited.

HOW TO APPLY FOR NEW SHARES

1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: www.bpay.com.au

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.017.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

B. Application for Additional New Shares

You can apply for more New Shares than your Entitlement. Please enter the number of **additional** New Shares above your Entitlement for which you wish to apply into Box B. Your Application for additional New Shares may not be successful (wholly or partially). The decision of Bassari Resources Limited on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

C. Total Number of New Shares Subscribed for

To calculate total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Bassari Resources Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, Bassari Resources Limited may treat you as applying for as many New Shares and Additional New Shares as your cheque, bank draft or money order will pay for.

E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

3. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Prospectus electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Bassari Resources Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Hand Delivery

Bassari Resources Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Melbourne Time) on 15 December 2017. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Bassari Resources Limited reserves the right not to process any Acceptance Slips and cheques received after the Closing Date.

If you have any questions regarding how to complete the Entitlement and Acceptance Form, please contact Bassari Resources Limited on +61 (3) 9614 0600.