

**Company Announcements  
For immediate release**

28 April 2017

**BASSARI RESOURCES LIMITED  
NOTICE OF ANNUAL GENERAL MEETING DOCUMENTS**

Bassari Resources Limited ("the Company") provides copies of documents related to the Company's Annual General Meeting which will be despatched to shareholders today. Documents include:

- Notice of Annual General Meeting and Explanatory Statement; and
- Proxy Form

**Ian Riley  
Company Secretary**

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# **BASSARI RESOURCES LIMITED**

ACN 123 939 042

## **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME** 10:30 am (Melbourne time)

**DATE:** 31 May 2017

**PLACE:** Bayside Room  
Level 2  
RACV City Club  
501 Bourke Street  
Melbourne, VIC 3000

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The Annual General Meeting of Shareholders to which this Notice of Annual General Meeting relates will be held at 10:30am on 31 May 2017 at:

Bayside Room  
Level 2, RACV City Club  
501 Bourke Street  
Melbourne, VIC 3000

### YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects the Company and your vote is important.

### VOTING IN PERSON

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To vote in person, attend the Annual General Meeting on the date and at the time and place set out above.

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return it by:

- (a) post to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
- (b) Facsimile on facsimile number +61 2 9287 0309.

So that it is received no later than 10:30 am on 29 May 2017.

You can also register your proxy online via [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to be received no later than 10.30am on 29 May 2017.

**Proxy Forms received later than this time will be invalid.**

**BASSARI RESOURCES LIMITED**  
**ACN 123 939 042**  
**("the Company")**

Notice is given that the Annual General Meeting of Bassari Resources Limited ("**the Company**" or "**Bassari**") will be held at the Bayside Room, Level 2, RACV City Club, 501 Bourke Street, Melbourne VIC 3000 at 10:30 am (Melbourne, Victoria time) on 31 May 2017.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

**BUSINESS**

**2016 ANNUAL FINANCIAL STATEMENTS**

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2016 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's report.

**RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass the following as a non-binding ordinary resolution:

*'THAT the Company approves the adoption of the Remuneration Report for the year ended 31 December 2016.'*

***Voting Note (key management personnel exclusion)***

*In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Company's key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report, or any of that person's closely related parties such as close family members and any controlled companies of those persons (collectively referred to as a "Restricted Voter"). However, a Restricted Voter may cast a vote on Resolution 1 as a proxy if:*

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and*
- it is not cast on behalf of a Restricted Voter.*

*If you have appointed the person chairing the meeting ("the Chair") as your proxy or if the Chair may be appointed by default and you are not a Restricted Voter, you will be taken to have expressly consented to the Chair voting your undirected proxy on Resolution 1. Otherwise, you can direct the Chair how to vote by marking either 'for', 'against' or 'abstain' for this item of business. By appointing the Chair as your proxy you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel, and you will be taken to have directed the Chair to vote in accordance with his stated intention to vote in favour of Resolution 1.*

*Please reference to the Proxy and Voting Instructions on page 29 of this notice.*

## **RESOLUTION 2 - RE-ELECTION OF DIRECTOR – MR PHILIP BRUCE**

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

*'THAT Mr Philip Bruce, a Director of the Company since 9 September 2013 who will retire by rotation in accordance with ASX Listing Rule 14.4, being eligible for re-election, be re-elected as a Director of the Company.'*

## **RESOLUTION 3 - RATIFICATION OF PRIOR PLACEMENT SHARES**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*'THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 35,257,349 ordinary fully paid shares to institutional investors and other exempt individual wholesale investors at an issue price of \$0.022 (2.2 cents) each, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.'*

### **Voting Exclusion Statements:**

The Company will disregard any votes cast on this Resolution by:

- persons who participated in the issue; or
- any associates of those persons.

However, the Company need not disregard a vote on the Resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **RESOLUTION 4 - RATIFICATION OF PRIOR PLACEMENT SHARES**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*'THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 50,454,546 ordinary fully paid shares to investors who were exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 (Cth) at an issue price of \$0.022 (2.2 cents) each, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.'*

### **Voting Exclusion Statements:**

The Company will disregard any votes cast on this Resolution by:

- persons who participated in the issue; or
- any associates of those persons.

However, the Company need not disregard a vote on the Resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **RESOLUTION 5 - RATIFICATION OF PRIOR PLACEMENT SHARES**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*'THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 3,594,091 ordinary fully paid shares to investors who were exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 (Cth) at an issue price of \$0.022 (2.2 cents) each, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.'*

### **Voting Exclusion Statements:**

*The Company will disregard any votes cast on this Resolution by:*

- *persons who participated in the issue; or*
- *any associates of those persons.*

*However, the Company need not disregard a vote on the Resolution if:*

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

## **RESOLUTION 6 - RATIFICATION OF PRIOR PLACEMENT SHARES**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*'THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 23,080,004 ordinary fully paid shares to investors who were exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 (Cth) at an issue price of \$0.03 (3 cents) each, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.'*

### **Voting Exclusion Statements:**

*The Company will disregard any votes cast on this Resolution by:*

- *persons who participated in the issue; or*
- *any associates of those persons.*

*However, the Company need not disregard a vote on the Resolution if:*

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

## **RESOLUTION 7 - RATIFICATION OF PRIOR PLACEMENT SHARES**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*'THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 62,857,143 ordinary fully paid shares to investors who were exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 (Cth) at an issue price of \$0.0175 (1.75 cents) each, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.'*

### **Voting Exclusion Statements:**

*The Company will disregard any votes cast on this Resolution by:*

- *persons who participated in the issue; or*
- *any associates of those persons.*

*However, the Company need not disregard a vote on the Resolution if:*

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

## **RESOLUTION 8 – PERFORMANCE RIGHTS PLAN**

To consider and, if thought fit, pass the following as an ordinary resolution:

*“That, for the purposes of exception 9 in ASX Listing Rule 7.2 and for all other purposes including sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth) shareholders approve the Bassari Performance Rights Plan as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.”*

### **ASX Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 8 by:

- a director of the Company (except one that is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the decided.

### **Corporations Act voting restrictions - key management personnel & their closely related parties**

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 8 by or on behalf of a member of the Company's key management personnel within the meaning of the Corporations Act (including the Directors) or any of that person's closely related parties within the meaning of the Corporations Act (such as close family members and any controlled companies of those persons) (collectively referred to as "Restricted Voters"). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 8; and
- it is not cast on behalf of a Restricted Voter.

The Chair of the Meeting may cast votes on Resolution 8 as a proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 8 but expressly authorises the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of a member of the Company’s key management personnel.

## **RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS – MR A MACKENZIE**

To consider and, if thought fit, pass the following as an ordinary resolution:

*“That, subject to Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14, and for all other purposes including sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth) shareholders approve the issue of a total of 4 million Performance Rights pursuant to the Bassari Performance Rights Plan (each entitling the holder, upon satisfaction of the applicable Milestone to one fully paid ordinary share in the capital of the Company) to Mr Alex Mackenzie (a Director of the Company) as set out in the table below:*

<b>Series</b>	<b>Milestone:</b>	<b>Achieved:</b>	<b>Number of Performance Rights:</b>
<i>A</i>	<i>Market capitalisation of the Company of \$70 million or more</i>	<i>Within 3 years (by 31 May 2020)</i>	<i>2 million</i>
<i>B</i>	<i>Market capitalisation of the Company of \$105 million or more</i>	<i>Within 5 years (by 31 May 2022)</i>	<i>2 million</i>

*as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.”*

### **ASX Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 9 by:

- a director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; and
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the decided.

### **Corporations Act voting restrictions - key management personnel & their closely related parties**

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 9 by or on behalf of a member of the Company’s key management personnel within the meaning of the Corporations Act (including the Directors) or any of that person’s closely related parties within the meaning of the Corporations Act (such as close family members and any controlled companies of those persons) (collectively referred to as “Restricted Voters”). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 9; and



- it is not cast on behalf of a Restricted Voter.

The Chair of the Meeting may cast votes on Resolution 9 as a proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 9 but expressly authorises the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

## **RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS – MR P BRUCE**

To consider and, if thought fit, pass the following as an ordinary resolution:

*“That, subject to Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14, and for all other purposes including sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth) shareholders approve the issue of a total of 4 million Performance Rights pursuant to the Bassari Performance Rights Plan (each entitling the holder, upon satisfaction of the applicable Milestone to one fully paid ordinary share in the capital of the Company) to Mr Philip Bruce (a Director of the Company) as set out in the table below:*

<b>Series</b>	<b>Milestone:</b>	<b>Achieved:</b>	<b>Number of Performance Rights:</b>
<i>A</i>	<i>Market capitalisation of the Company of \$70 million or more</i>	<i>Within 3 years (by 31 May 2020)</i>	<i>2 million</i>
<i>B</i>	<i>Market capitalisation of the Company of \$105 million or more</i>	<i>Within 5 years (by 31 May 2022)</i>	<i>2 million</i>

*as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.”*

### **ASX Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 10 by:

- a director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; and
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the decided.

### **Corporations Act voting restrictions - key management personnel & their closely related parties**

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 10 by or on behalf of a member of the Company's key management personnel within the meaning of the Corporations Act (including the Directors) or any of that person's closely related parties within the meaning of the Corporations Act (such as close family members and any controlled companies of those persons) (collectively referred to as "Restricted Voters"). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 10; and
- it is not cast on behalf of a Restricted Voter.

The Chair of the Meeting may cast votes on Resolution 10 as a proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 10 but expressly authorises the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

#### **RESOLUTION 11 – ISSUE OF PERFORMANCE RIGHTS – MR P SPIVEY**

To consider and, if thought fit, pass the following as an ordinary resolution:

*“That, subject to Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14, and for all other purposes including sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth) shareholders approve the issue of a total of 4 million Performance Rights pursuant to the Bassari Performance Rights Plan (each entitling the holder, upon satisfaction of the applicable Milestone to one fully paid ordinary share in the capital of the Company) to Mr Peter Spivey (a Director of the Company) as set out in the table below:*

<b>Series</b>	<b>Milestone:</b>	<b>Achieved:</b>	<b>Number of Performance Rights:</b>
<i>A</i>	<i>Market capitalisation of the Company of \$70 million or more</i>	<i>Within 3 years (by 31 May 2020)</i>	<i>2 million</i>
<i>B</i>	<i>Market capitalisation of the Company of \$105 million or more</i>	<i>Within 5 years (by 31 May 2022)</i>	<i>2 million</i>

*as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting.”*

#### **ASX Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 11 by:

- a director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; and
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the decided.

#### **Corporations Act voting restrictions - key management personnel & their closely related parties**

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 11 by or on behalf of a member of the Company's key management personnel within the meaning of the Corporations Act (including the Directors) or any of that person's closely related parties within the meaning of the Corporations Act (such as close family members and any controlled companies of those persons) (collectively referred to as "Restricted Voters"). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 11; and
- it is not cast on behalf of a Restricted Voter.

The Chair of the Meeting may cast votes on Resolution 11 as a proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 11 but expressly authorises the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

## RESOLUTION 12 - APPROVAL OF PLACEMENT FACILITY

To consider and, if thought fit, to pass the following as a **special resolution**:

*'THAT for the purposes of ASX Listing Rule 7.1A, and for all other purposes, shareholders approve the Company having the additional capacity to issue fully paid ordinary shares in the capital of the Company up to a maximum number permitted under ASX Listing Rule 7.1A, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of the Notice of Annual General Meeting.'*

### **Voting Exclusion Statements:**

*The Company will disregard any votes cast on this Resolution:*

- *persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and*
- *an associate of those persons.*

*However, the Company need not disregard a vote on this Resolution:*

- *It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

By the order of the Board



Ian Riley  
Company Secretary

Dated: 26 April 2017

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Annual General Meeting.

## PROXY AND VOTING INSTRUCTIONS

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### Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 9614 0550 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice of Meeting.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy. In that case, your shares will not be voted on Resolution 1 (Remuneration Report) and Resolutions 8 to 11 (Performance Rights Plan) unless you direct the Chair how to vote by marking the appropriate box on the proxy form or otherwise indicate your express consent to the Chair voting your votes on Resolutions 1 and 8 to 11.

### Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any Annual General Meeting.

### Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00 pm on 30 May 2017 (Melbourne Time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

Subject to the restriction set out above, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

### How the Chair Will Vote Undirected Proxies

The Chair of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. However, any undirected proxies held by the Chair of the meeting will not be voted in Resolution 1 and 8 to 11 where the vote to be cast is on behalf of a member of the Company's key management personnel or their closely related parties. By appointing the Chair as proxy you will be taken to have expressly consented to the Chair voting your undirected proxy on Resolutions 1 and 8 to 11.

### Proxies that are Undirected on Resolution 1 (Remuneration Report)

The Remuneration Report identifies key management personnel for the year ending 31 December 2016. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2017 remuneration report, any other key management personnel whose remuneration details are included in the 2017 remuneration report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolutions 1. The chair of the meeting will be able to cast undirected proxies in favour of Resolution 1 where appointed as proxy provided that the vote is not cast on behalf of a member of the Company's key management personnel or their closely related parties.

### Special Resolution

For a special resolution to be passed at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 12 is a special resolution.

**BASSARI RESOURCES LIMITED**  
**ACN 123 939 042**  
**("the Company")**

**ANNUAL GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**PURPOSE OF INFORMATION**

This Explanatory Memorandum ("**this Memorandum**") accompanies and forms part of the Company's Notice of Annual General Meeting to be held at Bayside Room, Level 2, RACV City Club, 501 Bourke Street, Melbourne, Victoria, 3000 on 31 May 2017 at 10.30 am. The Notice of Annual General Meeting incorporates, and should be read together with this Memorandum.

**BUSINESS**

**2016 ANNUAL FINANCIAL STATEMENTS**

The 2016 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2016 will be laid before the meeting. There is no requirement for shareholders to approve the Annual Financial Statements. However, shareholders will have the opportunity to ask questions about or make comments on the 2016 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2016 Annual Financial Statements.

The Company's 2016 Annual Financial Statements are set out in the Company's 2016 Annual Report which can be obtained from the Company's website, [www.bassariresources.com](http://www.bassariresources.com) or upon request to the Secretary at the office of the Company office, Level 17, 500 Collins Street, Melbourne Vic 3000 (telephone +61 3 9614 0600).

**RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

The Company is required, pursuant to the Corporations Act 2001 (Cth) ("**the Act**"), to propose a non-binding resolution regarding the 2016 Remuneration Report, which forms part of the Director's Report in the 2016 Annual Financial Statements. The Remuneration Report sets out the Company's remuneration arrangements for directors.

Shareholders attending the 2016 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings ("**AGM**"), shareholders will be required to vote at the second of those AGM's on a resolution (a "**spill resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote at the Company's 2016 AGM on the Remuneration Report contained in the Company's 2015 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2016 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2016 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the same resolution at the 2018 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, Directors and other Restricted Voters must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote, or the proxy is given to the Chair and you mark the box on, and submit, the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the Company's key management personnel. Submitting the Proxy Form will be taken to have directed the Chair of the meeting to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form.

## **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PHILIP BRUCE**

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third, except the Managing Director, are required to retire by rotation at each Annual General Meeting. The Company has three Directors, one of whom is the Managing Director. Accordingly, one Director is required to retire by rotation at the Annual General Meeting.

Additionally under ASX Listing Rule 14.4, a Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or three years, whichever is longer. A Director who retired in accordance with these provisions is eligible for re-election.

Accordingly, Mr Philip Bruce retires by rotation and, being eligible, offers himself for re-election.

The non-candidate Directors unanimously support the re-election of Mr Philip Bruce.

## **RESOLUTIONS 3 TO 7 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES**

These Resolutions seek shareholder ratification pursuant to ASX Listing Rule 7.4 of the issue of the below mentioned shares.

Since 30 May 2016 the Company has issued through various share placements 175,243,133 fully paid ordinary shares of which 89,305,986 were issued at 2.2 cents per share raising approximately \$1,964,732 before costs, 23,080,004 were issued at 3 cents per share raising approximately \$692,400 before costs and 62,857,143 were issued at 1.75 cents per share raising \$1,100,000 before costs. Below is a table with the dates and number of shares issued under each of the share placements:

<b>Date</b>	<b>Number of shares</b>
1 August 2016	35,257,349
26 August 2016	50,454,546
28 September 2016	3,594,091
19 January 2017	23,080,004
20 April 2017	62,857,143
<b>Total</b>	<b>175,243,133</b>

The shares set out in the table above were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 and 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and.

By ratifying the issue of 175,243,133 shares by passing Resolutions 3 to 7, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity (which capacity will be extended to 25% if Resolution 9 is passed) without being required to obtain prior shareholder approval.

The following information is provided in respect of the shares which are the subject of Resolutions 3 to 7 in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 175,243,133 ordinary fully paid shares as set out in the table above.
- The price at which the shares were issued was:
  - \$0.022 (2.2 cents) per share, 89,305,986 ordinary shares (aggregate value \$1,964,732);
  - \$0.03 (3 cents) per share, 23,080,004 ordinary shares (aggregate value \$692,400; and
  - \$0.0175 (1.75 cents) per share, 62,857,143 ordinary shares (aggregate value \$1,100,000).
- The shares are ordinary fully paid shares having the same terms and rights as, and ranking equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to investors who were sophisticated or professional investors or persons otherwise exempt from the disclosure requirements of Chapter 6D of the Corporations Act, all of whom are not related parties of the Company.
- Funds raised through the issue have (or will) be used to continue the development of the Makabingui Gold Project, exploration drilling at Konkoutou and for working capital.
- A voting exclusion statement is contained in the Notice of Annual General Meeting accompanying this Explanatory Memorandum.

## **RESOLUTIONS 8, 9, 10 AND 11 – PERFORMANCE RIGHTS PLAN AND ISSUE OF PERFORMANCE RIGHTS**

Resolution 8 is proposed to introduce a performance rights plan ("the Bassari Performance Rights Plan" or "the Plan") to give officers and executives (including executive and non-executive directors of the Company or its subsidiaries) the opportunity to take up shares in the Company.

Resolutions 9, 10 and 11 seek shareholder approval for the issue under the Plan of 4 million Performance Rights each to three Directors of the Company, Mr Alex Mackenzie, Mr Philip Bruce and Mr Peter Spivey (a total of 12 million Performance Rights). The Performance Rights entitle the holder to one fully paid ordinary share upon achievement of the applicable Milestones. The Performance Rights are described as Series A or B according to the Milestones and expiry dates set out in Resolutions 9, 10 and 11.

Resolutions 9, 10 and 11 are subject to Resolution 8 (the adoption of the Bassari Performance Rights Plan) being passed.

The objects of the Bassari Performance Rights Plan are to:

- provide an incentive for eligible executives;

- recognise the eligible executives and their expected efforts and contribution in the performance and success of the Company;
- provide eligible executives with the opportunity to acquire performance rights, and ultimately shares, in the Company in accordance with the Plan rules.

A summary of the Bassari Performance Rights Plan is set out in Annexure A.

#### Regulatory Requirements- Corporations Act sections 259B and 260C

The proposed Plan provides that the Company may, at its election, issue new shares or procure the transfer of existing shares on the conversion or exercise of performance rights held by a participant.

The provision of performance rights to a participant resulting in Company procuring a transfer of existing shares may be regarded as the Company providing financial assistance to a person to acquire Bassari shares which, subject to certain exceptions, is prohibited by section 260A of the Corporations Act.

Under section 260C(4) of the Corporations Act, a company may financially assist a person to acquire shares in the company if the financial assistance is given under an employee share scheme that has been approved by shareholders at a general meeting. Accordingly, Resolutions 8, 9, 10 and 11 seek the approval of shareholders of the Bassari Performance Rights Plan and the issue of Performance Rights under the Plan.

It is noted that, notwithstanding the above shareholder approval, the definition of 'employee share scheme' under the Corporations Act only covers a scheme where shares are acquired by, or for the benefit of, employees or directors who hold salaried employment or office in the company or a related body corporate. This definition is unlikely to cover a director participating in the Bassari Performance Rights Plan where that director does not receive a salary from the Company or a related body corporate. As such, the Plan provides that any shares to be provided upon conversion or exercise of performance rights by non-salaried directors will be new shares issued and allotted to the non-salaried director, rather than existing shares acquired by or on behalf of the non-salaried director by way of purchase and transfer.

It is possible that, if the Plan places restrictions on the transfer of shares acquired on the conversion or exercise of performance rights these restrictions may on one view constitute the Company 'taking security' over its own shares. Section 259B(1) of the Corporations Act provides that a company must not take security over shares in itself except as permitted under the Corporations Act. Section 259B(2) of the Corporations Act provides that the Company may take security over shares in itself under an employee share scheme that has been approved by shareholders at a general meeting. Therefore, seeking shareholder approval provides flexibility for the Company to include restrictions on transfers of shares issued under the Plan without breaching the Corporations Act.

#### Regulatory Requirements- ASX Listing Rules Chapter 7

ASX Listing Rule 7.1 requires that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

An exception to ASX Listing Rule 7.1, under Exception 9 of Listing Rule 7.2, is securities issued under an employee incentive scheme within 3 years of shareholder approval of that scheme. The Company therefore seeks approval under Exception 9 of Listing Rule 7.2 so that any issue of securities under the Bassari Performance Rights Plan does not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

A notice of meeting seeking approval under Exception 9 to Listing Rule 7.2 must include a summary of the terms of the performance rights plan. As noted above, a summary of the Bassari Performance Rights Plan is set out in Annexure A.



### Securities issued under the Plan since last approved

Exception 9 to Listing Rule 7.2 also requires the details of the number of securities issued under the Plan since it was last approved.

No plan to which Exception 9 to Listing Rule 7.2 applies has previously been approved, and no securities have been issued under such a plan.

### Regulatory Requirements - ASX Listing Rules Chapter 10

ASX Listing Rule 10.14 provides that an entity must not permit a director or an associate of a director to acquire securities under an employee incentive scheme without the approval of ordinary shareholders.

ASX Listing Rule 10.14 does not apply to securities purchased on-market under the terms of an employee incentive scheme that provides for the purchase of securities by or on behalf of employees or directors however, by seeking approval under Listing Rule 10.14, the Company will preserve flexibility over how the Bassari Performance Rights Plan is implemented.

ASX Listing Rule 10.15 requires that a notice of meeting seeking approval under clause ASX Listing Rule 10.14 contain the information set out below.

The maximum number of securities that may be acquired by persons for whom approval under ASX Listing Rule 10.14 is required is the maximum number of securities which may be issued under the Plan. The Company must not issue a performance right under the Plan if, the aggregate of:

- the number of shares which would be issued were each outstanding offer of shares, options and performance rights to acquire unissued shares were accepted, converted or exercised;
- the number of shares issued during the previous 5 years pursuant to the Performance Rights Plan or any other employee share scheme extending;

would, at the time of the proposed issue, exceed 5% of the total number of Bassari's then issued shares.

Unless the committee established under the Plan determines otherwise no payment of money is required for the issue of a performance right or the vesting, conversion or exercise of a performance right issued under the Plan. Each security issued under the Plan will be issued for no consideration upon achievement of the Milestone to that security (Series A or B Performance Rights, as applicable) described below.

Details of any securities issued under the Performance Rights Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

The last date by which Performance Rights will be issued under the Plan is 31 May 2020, being 3 years after the date of the meeting at which shareholder approval is sought. Performance Rights to be issued as set out in Resolutions 9, 10 and 11 (if passed) are expected to be issued within three (3) business days after the meeting.

If shareholder approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1. As referred to above, approval under Exception 9 of Listing Rule 7.2 is also being sought so that any issue of securities under the Bassari Performance Rights Plan other than to a director or other related party will not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

The Performance Rights will be issued in connection with services provided to the Company by the participants (or the individual who nominates the relevant participant) for no additional consideration.

Voting exclusion statements in respect of Resolutions 8, 9, 10 and 11 are contained in the Notice of Annual General Meeting accompanying this Explanatory Statement.

#### Directors entitled to participate in the Plan

The names of all the current Directors who would be entitled to participate in the Bassari Performance Rights Plan (or whose associates or nominees would be entitled to participate) are:

- Mr Alex Mackenzie;
- Mr Philip Bruce; and
- Mr Peter Spivey.

There are currently no other directors or proposed directors or their associates entitled to participate in the Plan. Any additional director (or a nominee or associate) who becomes entitled to participate in the Performance Rights Plan after Resolutions 8, 9, 10 and 11 are approved and who is not named in this Explanatory Statement will not participate until further shareholder approval is obtained under Listing Rule 10.14.

#### Milestones

The Performance Rights proposed to be issued to Directors subject to passing Resolutions 8, 9, 10 and 11 are subject to the performance hurdles ("Milestones") set out in the following table:

<b>Series</b>	<b>Milestone:</b>	<b>Achieved<sup>^</sup>:</b>	<b>Number of Performance Rights:</b>		
			<b>Mr Mackenzie</b>	<b>Mr Bruce</b>	<b>Mr Spivey</b>
A	Market capitalisation of the Company of \$70 million or more	<i>Within 3 years (by 31 May 2020)</i>	2 million	2 million	2 million
B	Market capitalisation of the Company of \$105 million or more	<i>Within 5 years (by 31 May 2022)</i>	2 million	2 million	2 million

<sup>^</sup> *If a Milestone is not achieved within the period stated, the applicable Performance Rights cannot be converted or exercised, and lapse and are cancelled automatically.*

The Performance Rights in each series above convert automatically upon achievement of the Milestone applicable to that series without payment of any additional consideration. The Performance Rights are not subject to vesting conditions. The Milestones do not include continuing to be an officer or executive and a participant's termination or resignation as an officer or executive of the Company (or that of the applicable individual who nominated the participant) does not affect the Performance Rights or cause them to lapse.

#### Issue of Performance Rights

Resolutions 9, 10 and 11 provide for shareholder approval for the respective issues of Performance Rights pursuant to the Bassari Performance Rights Plan as follows:

<b>Name (or nominee)</b>	<b>Series A</b>	<b>Series B</b>
Resolution 9 Mr Mackenzie	2 million	2 million
Resolution 10 Mr Bruce	2 million	2 million
Resolution 11 Mr Spivey	2 million	2 million

No loan has or will be made in respect of the issue, conversion, vesting or exercise of the Performance Rights.

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party’s circumstances (including the responsibilities involved in the office or employment).

The Performance Rights to be issued to directors have been valued for the Company by RSM Australia Pty Ltd using a Monte Carlo simulation program, and based on the assumptions set out below in the table, the Performance Rights set out in the table below are ascribed a value as follows:

<b>Performance Rights</b>	<b>Series A</b>	<b>Series B</b>
Number of Rights	6,000,000	6,000,000
Date of Calculation	20/04/2017	20/04/2017
Last Share Price (Cents)	1.8	1.8
Vesting Condition	\$70m market capitalisation	\$105m market capitalisation
Term	3 years	5 years
Share Price Volatility %	90%	90%
Risk Free Rate %	1.74%	2.04%
Final calculation (cents)	1.55	1.57
<b>Final Value (\$)</b>	<b>93,000</b>	<b>94,200</b>
Indicated Value per Performance Right (cents)	<b>1.55</b>	<b>1.57</b>

**Assumptions:**

*Grant date - Valuation has been based on a grant date of 20 April 2017, being the date of the RSM Valuation report*

*Number of shares on issue – 1,884,662,726, being the number of ordinary shares on issue at 20 April 2017*

*Spot price – The share price of Bassari Resources Limited on 20 April 2017, the date of the report*

*Exercise price – Exercise price is \$nil*

*BSR volatility – Assumption is based on the fact that historical volatility is representative of the expected future volatility. 90% volatility is based on the weekly share price volatility of BSR for the previous 3 years*

*Risk free rate – Based on the yield of the 3 and 5 year Commonwealth bonds at 19 April 2017 of 1.74% and 2.04% for tranche 1 and 2 respectively*

Market based vesting hurdles – Vesting of the Performance Shares is dependent on the market capitalisation of BSR reaching the various milestones at any time within the vesting periods.

The market capitalisation of BSR will be impacted by either:

- changes in the BSR share price; or
- The issue of equity by BSR

The valuations noted above are not necessarily the market prices that the Performance Rights could be traded at if they were able to be traded and they are not automatically the market prices for taxation purposes.

Based on the above Indicated Value per Performance Right calculated, the aggregate value of the Performance Rights to be received by each of the Directors through the issues described above is as follows:

	<b>Performance Rights proposed to be issued</b>	Indicated Value per Performance Right (cents)	<b>Value (see above)</b>	<b>Other directors' direct or indirect fees / remuneration (current per annum,) (plus GST if applicable)</b>
Resolution 9 Mr Mackenzie	Series A: 2 million Series B: 2 million <b>Total: 4 million</b>	1.55 1.57	\$31,000 <u>\$31,400</u> <u>\$62,400</u>	\$60,000 per annum director fees and consulting fees, \$139,540
Resolution 10 Mr Bruce	Series A: 2 million Series B: 2 million <b>Total: 4 million</b>	1.55 1.57	\$31,000 <u>\$31,400</u> <u>\$62,400</u>	\$40,000 per annum for directors fees
Resolution 11 Mr Spivey	Series A: 2 million Series B: 2 million <b>Total: 4 million</b>	1.55 1.57	\$31,000 <u>\$31,400</u> <u>\$62,400</u>	\$40,000 per annum for directors fees and consulting fees, \$154,597

If all the Performance Rights described above convert, the Directors' respective (direct and indirect) share and/or option holdings (assuming no other acquisitions or disposals of shares or options, whether by exercising options or otherwise) would be as follows:

On the basis of their respective shareholdings as at the date of the Notice of Meeting:

	<b>Existing Shares</b>	<b>Performance Rights proposed to be issued</b>	<b>Total if all Performance Rights convert</b>
Mr Mackenzie	55,755,186	4,000,000	59,755,186
Mr Bruce	41,567,284	4,000,000	45,567,284
Mr Spivey	106,666	4,000,000	4,106,666

The Company considers the proposed issues are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the respective positions and responsibilities of each of the Directors, the Company's reliance on a limited number of personnel, the need for the Company to effectively incentivise each of the Directors while aligning the incentive with increasing shareholder value, the desirability of preserving cash resources within the Company, and the terms of the Performance Rights. The Company considers that the issue of Performance Rights to directors is an effective tool which preserves the cash reserves of the Company and its group entities whilst providing valuable consideration for the Directors.

## RESOLUTION 12 - APPROVAL OF PLACEMENT FACILITY

### 1. General

The ASX has introduced fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12 month period after an Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is, at the date of the Notice of Annual General Meeting, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) below). The Company may use funds raised from any 10% Placement Facility for funding of existing projects or new projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as in connection with joint venture agreements or arrangements, as payments to consultants or contractors or in connection with the acquisition of new projects (although the Company presently has no proposal to do so).

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2015 AGM and seeks to refresh this shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the 2016 AGM in accordance with ASX Listing Rule 7.1A.

The Company has not issued any ordinary fully paid shares under the capacity available to it under Listing Rule 7.1A pursuant to approval obtained at its 2015 AGM.

The Directors of the Company believe that Resolution 12 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

### 2. Description of ASX Listing Rule 7.1A

#### (a) Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

#### (b) Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has one class of quoted equity securities, ordinary shares (BSR).

#### (c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined in section 2(f) below), issue a number of equity securities calculated in accordance with the following formula:

**(A x D) – E**

**where:**

- A** is the number of shares on issue 12 months before the date of the issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
  - (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
  - (iv) less the number of fully paid shares cancelled in the 12 months.

*Note: "A" is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Memorandum, the Company has on issue 1,884,662,729 ordinary shares and therefore would have the capacity to issue:

- (i) 282,699,409 ordinary shares under Listing Rule 7.1 (15% capacity); and
- (ii) subject to shareholders approving this Resolution 12, 188,466,273 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) above).

(e) Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

(g) ASX Listing Rule 7.1A

The effect of Resolution 12 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 12 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

### 3. Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) Any equity securities issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
- (i) the date on which the price at which the equity securities are to be issued is agreed; or
  - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) If Resolution 12 is approved by the shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders' voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the 2017 Annual General Meeting; and
  - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,
- which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price (being \$0.019 the closing price of the Company's ordinary shares at close of trading on 18 April 2017).

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0095 cents 50% decrease in Deemed Price	\$0.019 Deemed Price	\$0.0285 50% Increase in Deemed Price
Current Variable A 1,884,662,729 shares	10% Voting Dilution	188,466,273 shares	188,466,273 shares	188,466,273 shares
	Funds raised	\$1,790,430	\$3,580,859	\$5,371,289
50% increase in current Variable A 2,826,994,094 shares	10% Voting Dilution	282,699,409 shares	282,699,409 shares	282,699,409 shares
	Funds raised	\$2,685,644	\$5,371,289	\$8,056,933
100% increase in current Variable A 3,769,325,458 shares	10% Voting Dilution	376,932,546 shares	376,932,546 shares	376,932,546 shares
	Funds raised	\$3,580,859	\$7,161,718	\$10,742,578

- **The table has been prepared on the following assumptions:**

- (i) *The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.*
  - (ii) *The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.*
  - (iii) *The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule".*
  - (iv) *The price of ordinary securities is deemed for the purposes of the table above to be \$0.019 cents, being the closing price of the Company's listed securities on ASX on 18 April 2017. The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at.*
  - (v) *The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.*
- (c) The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Resolution 12 for the issue of the equity securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the equity securities for the following purposes:
- (i) Non-cash consideration including in connection with joint venture arrangements or agreements, payment of contractors or consultants, or in connection with the acquisition of new projects (although the Company has no present intention to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
  - (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing the Company's current projects, acquiring new projects or as working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the equity securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Annual General Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.



- (f) The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2016 AGM. During the 12 month period preceding the proposed date of the 2016 AGM, being on and from 30 May 2016, the Company issued a total of 175,243,133 equity securities which represents approximately 10.72% of the total number of equity securities on issue in the Company as at 30 May 2016, being 1,634,419,474.

Further details of the issues of all equity securities made by the Company during the 12 month period preceding the proposed date of the 2017 AGM are set out in Annexure B.

- (g) A voting exclusion statement is included in the Notice of Annual General Meeting to which this Memorandum relates. At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors of the Company believe that Resolution 12 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 12.

NOTE: Unless otherwise specified, all monetary amounts are expressed in Australian dollars.

## ANNEXURE A

### [Resolutions 8, 9, 10 and 11]

#### SUMMARY OF PERFORMANCE RIGHTS PLAN

##### DEFINITIONS

For the purpose of this summary:

**“Accelerated Vesting Event”** means with respect to a participant the occurrence of:

- (a) a Special Circumstance in respect of the participant; and
- (b) a circumstance set out in the Plan Rules (summarised below).

**“Executive”** means:

- (a) an individual whom the Plan Committee determines to be in the full-time or part-time employment of a body corporate in the Group (including any employee or parental leave, long service leave or other special leave as approved by the Plan Committee);
- (b) a director of a body corporate in the Group who holds salaried employment or office in a body corporate in the Group;
- (c) a director of the Company;
- (d) an individual who provides services to a body corporate in the Group whom the Plan Committee determines to be an Executive for the purposes of the Plan;
- (e) an individual whose associate (as that expression is defined in section 139GE of the Income Tax Assessment Act 1936 (Cth)) provides services to a body corporate in the Group which individual the Plan Committee determines to be an Executive for the purposes of the Plan; or
- (f) an individual otherwise in the employment of a body corporate in the Group whom the Plan Committee determines to be an Executive for the purposes of the Performance Rights Plan.

**“Group”** means the Company and its subsidiaries.

**“Performance Right”** means an entitlement to a Share, subject to satisfaction of performance hurdles, and the corresponding obligation of the Company to provide a Share, pursuant to the acceptance by an Executive of an offer made to the Executive as provided for in the Rules.

**“Plan”** means the Bassari Performance Rights Plan.

**“Plan Committee”** means the remuneration committee or another committee of the Company’s Board to which power to administer the Plan has been delegated or if there has been no delegation, the Board.

**“Rules”** mean the rules governing the operation of the Plan set out in the Performance Rights Plan Rules, as amended from time to time.

**“Share”** means a fully paid ordinary share in the Company.

**“Special Circumstances”** means with respect to a participant:

- (a) total and permanent disablement;
- (b) redundancy;
- (c) death; or
- (d) any other circumstances as the Plan Committee may at any time determine (whether in relation to the participant, a class of participants, particular circumstances or a class of circumstances) and whether before or after the issue date of the relevant Performance Rights.

## **SUMMARY**

Under the proposed Rules, the Plan Committee may offer Performance Rights to certain Executives.

The Performance Rights offered under the Plan may be subject performance, vesting, conversion or other conditions determined by the Plan Committee. These performances, vesting, conversion and/or other conditions will be specified in an offer of Performance Rights to an Executive. If the offer in respect of any Performance Right specifies any performance hurdle(s), the Performance Right will not convert or cannot be exercised (as the case requires) and will not be taken to have been converted or exercised unless and until the applicable performance hurdle(s) has or have been achieved (unless the performance hurdle(s) is or are permitted to be waived, in whole or in part, by the Plan Committee under the listing rules of ASX, and are so waived).

An Eligible Executive that accepts an offer of Performance Rights (or his or her nominee) is known as a Participant. Each Performance Right will, upon conversion or exercise in accordance with its terms of issue, entitle the Participant to one Share. Under the Rules, upon conversion or exercise of a Performance Right, the Company must:

- subject to the bullet point below, procure the transfer of one Share or issue and allot one Share to the Participant; or
- if the Participant is a director of a body corporate in the Group but does not hold salaried employment or office in a body corporate in the Group, then the Company must issue and allot one Share to the Participant.

Generally, if an Exercise Period is specified or described a Performance Right may be exercised at any time during the Exercise Period for that Performance Right. A Performance Right may only convert or be exercised before the Exercise Period where (if and then only to the extent permitted by the listing rules of ASX):

- an Accelerated Vesting Event occurs while a Participant is employed with or holds an office with the Group and the Plan Committee brings forward the First Exercise Date or waives or varies any performance hurdles; or
- if the offer of Performance Rights accepted by the Participant provides for certain circumstances where the First Exercise Date is brought forward or the performance hurdles are waived or varied and, those circumstances occur.

The Plan provides that Performance Rights may only be transferred, by an instrument of transfer, in the following circumstances (each of which is an Accelerated Vesting Event):

- a transfer constituting the necessary transfer documents following an acceptance of an offer made under an off-market bid relating to Performance Rights;
- a transfer to a bidder on the sale of the Performance Rights under Division 3 of Part 6A.1 of the Corporations Act;
- a transfer to a 100% holder on the sale of the Performance Rights under Division 2 of Part 6A.2 of the Corporations Act;
- a transfer under Part 6A.3 of the Corporations Act to a person entitled to acquire Performance Rights under section 661A or 664A of the Corporations Act; or
- a transfer approved by the Board in those circumstances as may be determined by the Board.

The Plan Committee must take reasonable steps to ensure that Performance Rights are not granted or issued to a Participant under the Performance Rights Plan if the number of Shares the subject of the Performance Rights or that are to be received on the conversion or exercise of the Performance Rights when aggregated with:

- the number of Shares which would be issued were each outstanding offer with respect to Shares, units of Shares, options and performance rights to acquire unissued Shares, under an employee share scheme to be accepted, converted or exercised; and
- the number of Shares issued during the previous five years pursuant to the Plan or any other employee share scheme extending only to eligible officers or employees of the Company,

would exceed 5% of the total number of issued Shares as at the time of the proposed grant or issue.

For the purpose of calculating the 5% limit, any offer made, or option of Performance Right acquired or Share issued by way of or as a result of:

- an offer to a person situated at the time of receipt of the offer outside of Australia;
- an offer that did not need disclosure to investors because of section 708 of the Corporations Act;
- an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Corporations Act; or
- an offer made under a disclosure document or Product Disclosure Statement,

can be disregarded.

## ANNEXURE B

Date	Quantity	Shareholder/ Broker	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
1 August 2016	35,257,349	A T Banducci, Altson Pty Ltd D K Swan, Timothy Hooker & Associates, Shipbark Pty Ltd, M A Tkocz, Vision Tech Nominees Pty Ltd, Ten Luxton Pty Ltd, The King's Ransom (Vic) Pty Ltd, H I Williams, G Montalto, Vasko Pty Ltd	BSR	Issued to professional, sophisticated or otherwise exempt investors in a share placements	\$0.022 per share (aggregate of \$775,662). Market price at date of issue was \$0.022. Percentage discount Nil (0%)	Cash applied to Makabingui Gold Project development, Konkoutou prospect drilling and to working capital
26 August 2016	50,454,546	Ten Luxton Pty Ltd, D S Skoutarides, S McCarthy	BSR	Issued to professional, sophisticated or otherwise exempt investors in a share placements	\$0.022 per share (aggregate of \$1,110,000). Market price at date of issue was \$0.023. Percentage discount \$0.001 (4%)	Cash applied to Makabingui Gold Project development, Konkoutou prospect drilling and to working capital
28 September 2016	3,594,091	L. Diouf	BSR	Issued to professional, sophisticated or otherwise exempt investors in a share placements	\$0.022 per share (aggregate of \$79,070). Market price at date of issue was \$0.02. Percentage premium \$0.002 (10%)	Cash applied to Makabingui Gold Project development, Konkoutou prospect drilling and to working capital
19 January 2017	23,080,004	Lodge Corporate Pty Ltd, N Noble, J Staudt & A Noble, M Tkocz, M&R Galliano Super Fund, T Hooker & Associates Pty Ltd, Shipbark Pty Ltd, The King's Ransom (Vic) Pty Ltd, Australasia Investments Pty Ltd	BSR	Issued to professional, sophisticated or otherwise exempt investors in a share placements	\$0.030 per share (aggregate of \$692,400). Market price at date of issue was \$0.032. Percentage discount \$0.002 (6%)	Cash applied to Makabingui Gold Project development and to working capital
20 April 2017	62,857,143	Ten Luxton Pty Ltd	BSR	Issued to professional, sophisticated or otherwise exempt investors in a share placements	\$0.0175 per share (aggregate of \$1,100,000). Market price at date of issue was \$0.017. Percentage premium \$0.0005 (3%)	Cash applied to Makabingui Gold Project development and to working capital

*Note: The Company has expended an aggregate of \$2,707,000 (rounded to the nearest thousand) of the funds raised from the above share issues*

**LODGE YOUR VOTE****ONLINE**[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)**BY MAIL**

Bassari Resources Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**

+61 2 9287 0309

**BY HAND**

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**

Telephone: +61 1300 554 474

**LODGE MENT OF A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am on Monday, 29 May 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

**ONLINE**[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

**BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

**QR Code****HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM****YOUR NAME AND ADDRESS**

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

**APPOINTMENT OF PROXY**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

**DEFAULT TO CHAIRMAN OF THE MEETING**

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

**VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

**SIGNING INSTRUCTIONS**

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

**CORPORATE REPRESENTATIVES**

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME  
 ADDRESS LINE 1  
 ADDRESS LINE 2  
 ADDRESS LINE 3  
 ADDRESS LINE 4  
 ADDRESS LINE 5  
 ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of Bassari Resources Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Wednesday, 31 May 2017 at Bayside Room, Level 2, RACV City Club, 501 Bourke Street, Melbourne, Victoria 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 8, 9, 10 & 11:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of 1, 8, 9, 10 & 11, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 ISSUE OF PERFORMANCE RIGHTS – MR A MACKENZIE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RE-ELECTION OF DIRECTOR – MR PHILIP BRUCE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 ISSUE OF PERFORMANCE RIGHTS – MR P BRUCE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RATIFICATION OF PRIOR PLACEMENT OF 35,257,349 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 ISSUE OF PERFORMANCE RIGHTS – MR P SPIVEY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RATIFICATION OF PRIOR PLACEMENT OF 50,454,546 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 APPROVAL OF PLACEMENT FACILITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 RATIFICATION OF PRIOR PLACEMENT OF 3,594,091 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 RATIFICATION OF PRIOR PLACEMENT OF 23,080,004 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 RATIFICATION OF PRIOR PLACEMENT OF 62,857,143 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 PERFORMANCE RIGHTS PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BSR PRX1701D

