



Bassari Resources Ltd  
ACN 123 939 042

Level 17, 500 Collins Street  
Melbourne VIC 3000  
Australia

Telephone: +61 3 9614 0600  
Facsimile: +61 3 9614 0550  
Email: admin@bassari.com.au

## **ASX Announcement**

10 February 2014

### **Despatch of Notice of General Meeting of Shareholders and Proxy**

Bassari Resources Limited (BSR) wishes to advise that it has despatched its Notice of General Meeting and Proxy form.

The General Meeting will be held at the offices of Bassari Resources Limited, Level 17, 500 Collins Street, Melbourne, Victoria at 10.30am on Wednesday, 12 March 2014.

A handwritten signature in black ink, appearing to be "Ian Riley", written in a cursive style.

**Ian Riley**  
**Company Secretary**

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# BASSARI RESOURCES LIMITED

ACN 123 939 042

## NOTICE OF GENERAL MEETING

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**TIME:** 10.30am (Australian Eastern Daylight Savings Time)

**DATE:** 12 March 2014

**PLACE:** Bassari Resources Limited  
Level 17, 500 Collins Street  
Melbourne VIC 3000

*This Notice of Meeting and the accompanying Explanatory Statement should be read in their entirety.*

*If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 3) 9629 9925.*

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The General Meeting of Shareholders to which this Notice of Meeting relates will be held at 10.30am (AEDT) on 12 March 2014 at:

Bassari Resources Limited  
Level 17, 500 Collins Street  
Melbourne VIC 3000

**YOUR VOTE IS IMPORTANT**

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

**VOTING IN PERSON**

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To vote in person, attend the 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 10.30am (AEDT) on 10 March 2014.

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

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## NOTICE OF GENERAL MEETING

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Notice is given that a General Meeting of Shareholders will be held at 10.30am (AEDT) on 12 March 2014 at the offices of Bassari Resources Limited, Level 17, 500 Collins Street, Melbourne, Victoria.

Shareholders should review carefully the Explanatory Statement accompanying this Notice of General Meeting as it contains important information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm on 10 March 2014.

Terms and abbreviations used in this Notice of Meeting and the accompanying Explanatory Statement and Proxy Form are defined in the Glossary section at the back of this Notice of General Meeting.

### AGENDA

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#### RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

*"That for the purposes of ASX Listing Rule 7.4, Shareholders ratify the prior issue of 84,447,905 ordinary shares to institutional investors and other exempt individual wholesale investors at an issue price of \$0.006 (0.6 cents) each, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of General Meeting."*

#### Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1 by:

- a person who participated in the issue; or
- an associate of those persons.

However, the Company need not disregard a vote on Resolution 1 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; 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.

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#### RESOLUTION 2 – AMENDMENT OF CONSTITUTION

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

*"That the Constitution of the Company be amended, with effect at the end of the meeting, by inserting as Article 27A the provisions set out in Annexure A of the Explanatory Memorandum which accompanied and formed part of the Notice of General Meeting."*

## **PROXY AND VOTING INSTRUCTIONS**

The Explanatory Statement accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of General Meeting.

Shareholders are specifically referred to the Glossary section at the back of this Notice of General Meeting which contains definitions of certain words and terms used both in this Notice of General Meeting and the Explanatory Statement.

## **SPECIAL RESOLUTION**

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Resolution 2 is proposed as a special resolution. For Resolution 2 to be passed, at least 75% of the votes validly cast on the Resolution (in person, or by proxy, representative or attorney) by Shareholders eligible to vote on the Resolution (by number of shares) must be in favour of the Resolution.

## **"SNAP-SHOT" TIME**

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The Board has determined that all shares that are quoted on ASX at 7.00pm (AEDT) on 10 March 2014 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

## **PROXIES**

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Please note that:

- a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- b) a proxy need not be a member of the Company; and
- c) a member of the Company entitled to cast two or more votes at the General Meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes of the member.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

## **CORPORATE REPRESENTATIVE**

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A body corporate may appoint an individual as its representative to attend and vote at the General Meeting and exercise any other powers the body corporate can exercise at the General Meeting.

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act 2001* (Cth) authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative.

## **ENQUIRIES**

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Shareholders are required to contact Mr Ian Riley on (+ 61 3) 9629 9925 if they have any queries in respect of the matters set out in these documents.

Dated 6 February 2014  
BY ORDER OF THE BOARD



**IAN RILEY**  
**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.30am (AEDT) on 12 March 2014 at the offices of Bassari Resources Limited, Level 17, 500 Collins Street, Melbourne, Victoria.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions as set out in the Notice of General Meeting.

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### RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

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On 2, 17 and 22 January 2014 the Company issued 84,447,905 ordinary shares in the Company. The issue was at a price of \$0.006 per share and raised a total of \$506,687 before costs of the issue.

The Company applied and proposes to apply funds raised by the issue to advance scoping studies on the Makabingui Gold Project and provide working capital.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the above 84,447,905 shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the previous issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying the prior issue of the above 84,447,905 shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain prior Shareholder approval.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- (a) The number of securities previously issued was 84,447,905 shares;
- (b) The issue price of the shares was \$0.006 (0.6 cents) per share.
- (c) The securities issued were fully paid ordinary shares in the Company having the same terms and rights as, and ranking equally with, the Company's existing listed fully paid ordinary shares.
- (d) The shares were issued to institutional investors (61,333,333 shares) and to other exempt individual wholesale investors (23,114,572 shares), all of whom are not related parties of the Company.
- (e) Funds raised by the issue of the shares were/and will be used to advance scoping studies on the Makabingui Gold Project and provide working capital.
- (f) A voting exclusion statement is contained in the Notice of General Meeting.

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

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## **RESOLUTION 2 – AMENDMENT OF CONSTITUTION**

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### ***Proposed amendment - proportional takeover approval provisions***

A proportional takeover bid occurs when a bidder makes an offer to acquire a proportion of the total number of issued shares in the capital of the company by acquiring the same percentage of each shareholder's shares.

The Corporations Act ("the Act") allows a company to include in its constitution provisions (called "proportional takeover approval provisions") that require a proportional or partial takeover bid (being an off-market takeover offer for less than 100% of the shares of a company but for the same proportion of each shareholder's shares) to be approved by a majority of shareholders, before it may proceed.

The proportional takeover approval provisions which will be inserted in the Constitution as new Article 27A by passing Resolution 2 are set out in Annexure A of this Explanatory Statement.

As provided for in the Act, the proportional takeover approval provisions will expire three years from the date of amending the Constitution to include the proportional takeover approval provisions by passing Resolution 2, unless renewed by Shareholders by a further special resolution.

### ***The current Constitution***

The Company's current Constitution was adopted by Shareholders at a General Meeting of the Company held on 4 May 2011.

A copy of the Company's existing Constitution is available on the Company's website, [www.bassari.com.au](http://www.bassari.com.au). A soft copy can be sent via email or a hard copy can be sent via post to any Shareholder upon request made to the Company Secretary.

### ***What majority is required for the Resolution to amend the Constitution?***

The Resolution to amend the Constitution is proposed as a special resolution. Accordingly, to be passed at least 75% of the votes validly cast on the Resolution (in person, or by proxy, representative or attorney) by Shareholders eligible to vote on the Resolution (by number of shares) must be in favour of the Resolution.

If Resolution 2 is passed then for 21 days after the General Meeting Shareholders holding at least 10% of the Company's issued ordinary shares (being the only class of shares on issue) would have the right to apply to Court to have the purported amendment of the Constitution set aside. The Court may an order setting aside the purported amendment if it is satisfied that it is appropriate in the circumstances to do so. The purported amendment operates unless and until the Court makes an order setting it aside is made.

### ***Information required by the Corporations Act***

The following information is provided in accordance with the requirements of section 648G(5) of the Act.

### ***Operation of the proportional takeover approval provisions***

New Article 27A of the Constitution would require the Directors to convene a meeting of Shareholders to vote on a resolution to approve the bid if a proportional takeover bid is made.

The meeting will have to be held, and the resolution voted on, before the approving resolution deadline which is defined in the Act as the 14th day before the last day of the bid period. The clause will not apply to full takeover offers.

Article 27A would provide that, for the applicable resolution to be approved, it must be passed by a majority of votes at the meeting, excluding votes by the bidder and its associates.

If no resolution to approve the bid has been voted on in accordance with Article 27A as at the end of the 14th day before the end of the bid period, a resolution approving the bid will be deemed by the Act to have been passed, thereby allowing the bid to proceed.

If a resolution to approve the bid is rejected, binding acceptances will be required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts will be taken to be withdrawn.

If the resolution is approved, the relevant transfers of shares will be registered, provided they comply with the other provisions of the Constitution and otherwise with the Act.

#### *Reasons for proposing insertion of new Article 27A*

The Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover bid. A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest and without Shareholders having the opportunity to dispose of all of their shares. This may mean that Shareholders could be at risk of being left as part of a minority interest in the Company. Clause 23, if adopted, will enable Shareholders to decide whether a proportional takeover bid should be permitted to proceed.

#### *Present acquisition proposals*

As at the day on which this Explanatory Statement was prepared, none of the Directors was aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

#### *Potential advantages and disadvantages of the proposed provisions to Shareholders*

Potential advantages of the inclusion of the proportional takeover approval provisions in the Constitution are:

- The adoption of new Article 27A will ensure that all Shareholders have an opportunity to study a proportional takeover bid, if made, and then attend or be represented by proxy at a meeting called specifically to vote on the proposal. A majority of shares voted at the meeting, excluding the shares of the bidder and its associates, will be required for the applicable resolution to be passed, following which Shareholders will be able to decide whether to accept the bid which may result in a change of control of the Company.
- This will enable shareholders to prevent a proportional takeover bid proceeding if they believe that control of the Company should not be permitted to pass under the bid and, accordingly, the terms of any future proportional takeover bid are likely to be structured in a manner that is attractive to a majority of shareholders.
- The proportional takeover approval provisions may enable Shareholders to act together and so avoid the coercion of Shareholders that might otherwise arise where they believe a partial offer is inadequate, but nevertheless accept due to concerns that a significant number of other Shareholders may accept;
- The proportional takeover approval provisions may provide Shareholders with protection against being coerced into accepting a partial bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price, which puts pressure on Shareholders to accept the initial bid in order to maximise their returns;



- If a partial bid is made, the proportional takeover approval provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to Shareholders;
- Shareholders, as a group, may more effectively advise, contribute to or guide the directors' response to a partial bid; and
- The proportional takeover approval provisions may increase the likelihood that any takeover offer will be a full bid for the whole shareholding of each Shareholder, so that Shareholders will have the opportunity of disposing of all their shares rather than only a proportion.

Potential disadvantages of including the proportional takeover approval provisions in the Constitution are:

- By placing obstacles in the way of partial offers, the proposal may tend to discourage partial offers, thus reducing the opportunity for Shareholders to sell a portion of their holding;
- It is possible that the existence of the proportional takeover approval provisions might have an adverse effect on the market value of the Company's Shares by making a partial offer less likely, thus reducing any takeover speculation element in the share price;
- An individual Shareholder who wishes to accept a partial offer will be unable to sell to the offeror unless a majority of Shareholders vote in favour of the partial takeover bid; and
- If a partial takeover bid is made, the Company will incur the cost of calling a Shareholders meeting.

*Advantages and disadvantages of the proposed provisions for the Directors*

- If the Directors consider that a partial bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder requires a majority of votes to be cast in its favour by the independent Shareholders, before the bid can succeed.
- Under the proportional takeover approval provisions, if a partial takeover offer is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that the offer should be accepted.
- At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the proportional takeover approval provisions the most effective view on a partial bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.
- The proportional takeover approval provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as Directors in the event of a partial takeover bid.
- The Directors consider that there are no advantages or disadvantages for them as they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The Board considers that the proposed amendment of the Constitution by the insertion of Article 27A is appropriate and in the interests of Shareholders. Accordingly, the Board recommends that Shareholders vote in favour of Resolution 2.

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## GLOSSARY

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**\$** means Australian dollars.

**the Act** or **Corporations Act** means the *Corporations Act 2001* (Cth).

**AEDT** means Australian Eastern Daylight Savings Time as observed in Melbourne, Victoria.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context requires or permits, the financial market known as the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX, as amended or replaced from time to time except to the extent of any written waiver granted by ASX.

**Board** means the board of directors of the Company.

**Chairman** means the chairman of the General Meeting.

**Company** or **Bassari** means Bassari Resources Limited [ACN 123 939 042].

**Constitution** means the Company's constitution, as amended from time to time.

**Director** means a director of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**General Meeting** or **Meeting** means the general meeting of the Company convened by this Notice of Meeting.

**Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

**option** means an option over any unissued share or shares.

**proportional takeover approval provisions** means the article set out in Annexure A which is proposed to be inserted in the Constitution as a new Article 27A by passing Resolution 2.

**related party** has the meaning given to that term in section 228 of the Corporations Act.

**Resolutions** means the resolutions set out in the Notice of Meeting, and **Resolution** means any one of them.

**share** means a fully paid ordinary share in the capital of the Company (unless otherwise described).

**Shareholder** means a holder of a share or shares.

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## ANNEXURE A

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### PROPOSED AMENDMENTS TO CONSTITUTION (RESOLUTION 2)

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Insert the following Article (including headings) as a new Article numbered 27A immediately after Article 27 of the Constitution:

#### **"27A PROPORTIONAL TAKEOVER BIDS**

##### **(1) Definitions**

In this clause:

"**approving resolution**" has the same meaning as in section 648D(1) of the Act;

"**approving resolution deadline**" has the meaning specified in section 648D(2) of the Act;

"**associate**" has the meaning specified in Part 1.2 Division 2 of the Act;

"**proportional takeover bid**" has the meaning specified in section 9 of the Act.

##### **(2) Prohibition on registration of transfer unless takeover scheme approved**

Where an offer has been made under a proportional takeover bid in respect of Shares included in a class of Shares in the Company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed in accordance with the provisions of this Constitution.

##### **(3) Approving resolution**

An approving resolution is to be voted on at a meeting, convened and conducted by the Company of the persons entitled to vote on the approving resolution under section 648D(1)(b) of the Act.

##### **(4) Entitlement to vote on approving resolution**

A person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the proportional takeover bid was made, held Shares included in that class is entitled to vote on an approving resolution and, for the purposes of so voting, is entitled to one (1) vote for each of those Shares.

##### **(5) Bidder and associates not entitled to vote**

The bidder or an associate of the bidder is not entitled to vote on an approving resolution.

##### **(6) Approving resolution passed**

An approving resolution is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

**(7) General meeting provisions to apply**

The provisions of this Constitution that apply to a general meeting of the Company apply, with any modifications as the circumstances require, to a meeting that is convened pursuant to this clause and apply as if that meeting was a general meeting of the Company.

**(8) Meeting to be held before approving resolution deadline**

Where takeover offers have been made under a proportional takeover bid, then the Directors of the Company must ensure that a resolution to approve the proportional takeover bid is voted on in accordance with this clause before the approving resolution deadline in relation to the proportional takeover bid.

**(9) Notice as to whether approving resolution is passed**

Where an approving resolution to approve a proportional takeover bid is voted on, in accordance with this clause, before the approving resolution deadline in relation to the proportional takeover bid, the Company must, on or before the approving resolution deadline:

- (a) give to the bidder; and
- (b) serve on ASX

a notice in writing stating that an approving resolution to approve the proportional takeover bid has been voted on and that the approving resolution has been passed, or has been rejected, as the case requires.

**(10) Approving resolution deemed to have been passed**

Where, as at the end of the day before the approving resolution deadline in relation to a proportional takeover bid under which offers have been made, no resolution to approve the proportional takeover bid has been voted on in accordance with this clause, an approving resolution to approve the proportional takeover bid is, for the purposes of this clause, deemed to have been passed in accordance with this clause.

**(11) Effect of this clause**

This clause ceases to have effect on the third anniversary of the date of its adoption or of its most recent renewal."

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


By fax: +61 2 9287 0309



All enquiries to: Telephone: +611300 554 474


**X99999999999**

## SHAREHOLDER PROXY FORM

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

**STEP 1**
**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 (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at [Time] on Wednesday, 12 March 2014, at Bassari Resources Limited, Level 17, 500 Collins Street, Melbourne VIC 3000 and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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 
**STEP 2**
**VOTING DIRECTIONS**
**Resolution 1**

Ratification of prior issue of shares

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Resolution 2**

Amendment of constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**i** \* 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.

**STEP 3**
**SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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 PRX401**


## HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### 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:

- (a) 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
- (b) 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.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **[Time] on Monday, 10 March 2014**, 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 front of the proxy form).



**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:**

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

**If you would like to attend and vote at the General Meeting, please bring this form with you.  
This will assist in registering your attendance.**