

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY BEFORE THE GENERAL MEETING REFERRED TO BELOW IS CONVENED.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

BATHURST RESOURCES LIMITED
NZCN 4382538

**Notice of Annual General Meeting,
Explanatory Statement and Proxy Form**

THE ANNUAL GENERAL MEETING WILL BE HELD AT:

DATE: 10.00 A.M. (NZDT) WEDNESDAY 27 NOVEMBER 2019

LOCATION: THE WESTPORT BRIDGE CLUB, 12A LYNDBURST STREET, WESTPORT, WEST COAST, SOUTH ISLAND, NEW ZEALAND

PROXIES: A PROXY FORM FOR USE AT THIS MEETING IS INCLUDED WITH THIS DOCUMENT. TO BE VALID, PROXY FORMS MUST BE COMPLETED AND RETURNED TO THE SHARE REGISTRAR BY NO LATER THAN 10:00 A.M. (NZDT) ON MONDAY 25 NOVEMBER 2019.

PART A: ABOUT THESE DOCUMENTS

Shareholders in Bathurst Resources Limited NZCN 4382538 (**Company**) are requested to consider and vote upon each of the Resolutions set out in the Notice.

You can vote by:

- attending and voting at the Meeting; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf; or
- by completing and returning the Proxy Form **DIRECTLY** to the Share Registry in the manner set out on the Proxy Form. The Share Registry must receive your duly completed Proxy Form by no later than 10:00 a.m. (NZDT) on Monday 25 November 2019.

A glossary of capitalised terms used throughout this Document is contained in **Part E**. Unless expressly provided otherwise in this Document, each capitalised term used in this Document has the same meaning as is ascribed to it in **Part E**.

Please read the whole of this Document carefully before determining how you wish to vote and then cast your vote accordingly, either in person or by proxy.

If you are in doubt as to how you should vote in respect of any Resolution, or any other matter raised in this Document, please seek advice from a qualified professional adviser as soon as practicable.

PART B: LETTER FROM THE CHAIRMAN

8 November 2019

Dear Shareholder

I am pleased to invite you to attend our 2019 Annual General Meeting of the shareholders of Bathurst Resources Limited, which is scheduled to be held at 10.00 a.m. (NZDT) on Wednesday 27 November 2019. Enclosed with this letter is the Notice of Meeting which details the items of business to be dealt with at the Meeting.

RESOLUTIONS

In summary, the business of the Meeting will include receiving and considering the Annual Report of the Company, Directors' Report and Auditor's Report for the financial year ending 30 June 2019, and resolutions in regard to each of:

- re-election (by rotation) of Toko Kapea as a non-executive Director;
- recording the re-appointment of the Auditor and authorising the Board to fix the Auditor's remuneration for the coming year;
- issue of Performance Rights to Executive Directors under the current Long-Term Incentive Plan ("LTIP").

The Board unanimously recommends – other than where a Director is excluded from voting or otherwise has a conflict of interest, in which case he makes no recommendation - that Shareholders vote all their Shares in favour of each of the Resolutions proposed in the Notice. Directors and Shareholders that are excluded from voting on one or more of the Resolutions are as noted in Section 3 of Part C of this Document.

VOTING

If you plan to attend the Meeting, please bring a copy of the enclosed Proxy Form with you to facilitate your registration at that Meeting.

If you are unable to attend the Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf. To be valid for the purposes of the Meeting, Proxy Forms must be completed and returned as instructed in Section 3 of Part C of the Notice of Meeting, by no later than **10:00 a.m. (NZDT) on Monday 25 November 2019**. Full instructions for voting by proxy are detailed on the back of the Proxy Form.

Shareholders who did not elect to receive a copy of the Annual Report by mail are able to access it from www.bathurst.co.nz.

Each Shareholder's vote is important and I encourage you to either attend the Meeting in person or complete the Proxy Form accompanying this Document and return it to the Share Registry in accordance with the directions, and by the time and date, referred to above.

Yours faithfully

Toko Kapea
Chairman

PART C: NOTICE OF ANNUAL GENERAL MEETING

BATHURST RESOURCES LIMITED NZCN 4382538

SECTION 1: TIME AND PLACE OF MEETING

NOTICE is hereby given that the 2019 Annual General Meeting of the shareholders of Bathurst Resources Limited NZCN 4382538 (**Company**) will be held at the following time and location, and will conduct the business specified in Section 2 of this Part C, below:

Date: Wednesday 27 November 2019

Time: 10.00 a.m. (NZDT)

Location: Westport Bridge Club, 12A Lyndhurst Street, Westport, West Coast, South Island, New Zealand

SECTION 2: RESOLUTIONS OF ANNUAL GENERAL MEETING

A. RECEIVE AND CONSIDER THE ANNUAL REPORT

To receive and consider the Annual Report of the Company which includes the financial statements, Directors' Report and the Auditor's Report for the financial year ended 30 June 2019.

B. RE-ELECTION OF TOKO KAPEA AS A NON-EXECUTIVE DIRECTOR

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

Resolution 1 – Re-election of Toko Kapea as a non-executive Director retiring by rotation

“That Toko Kapea who retires as a director by rotation in accordance with Listing Rule 14.4 and the provisions of the Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

C. APPOINTMENT AND DETERMINATION OF REMUNERATION OF AUDITOR

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

Resolution 2 – Re-appointment and remuneration of Auditor

“To record the re-appointment of KPMG as auditor of the Company and to authorise the Directors to fix the Auditor's remuneration for the coming year.”

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

D. ISSUE OF PERFORMANCE RIGHTS TO MR RICHARD TACON UNDER LTIP

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

Resolution 3 – Issue of 3,024,834 Performance Rights to Richard Tacon

“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue to the Executive Director and Chief Executive Officer of the Company, Mr Richard Tacon (or his nominee) of up to 3,024,834 LTIP Performance Rights pursuant to the provisions of the LTIP approved at the November 2018 AGM, and otherwise upon the terms and conditions set out in Section 4 of the Explanatory Statement accompanying this Notice of Meeting and for the issue of Shares upon the exercise of those Performance Rights.”

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

E. ISSUE OF PERFORMANCE RIGHTS TO MR RUSSELL MIDDLETON UNDER LTIP

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

Resolution 4 – Issue of 1,814,900 Performance Rights to Russell Middleton

“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue to the Executive Director and Chief Financial Officer of the Company, Mr Russell Middleton (or his nominee) of up to 1,814,900 LTIP Performance Rights pursuant to the provisions of the LTIP approved at the November 2018 AGM, and otherwise upon the terms and conditions set out in Section 5 of the Explanatory Statement accompanying this Notice of Meeting and for the issue of Shares upon the exercise of those Performance Rights.”

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

F. OTHER BUSINESS

To transact any other business as may be brought before the Meeting.

By order of the Board



Bill Lyne
Company Secretary
Dated: 8 November 2019

SECTION 3: DIRECTIONS REGARDING MEETING

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

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

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Document as soon as possible and either send the duly completed Proxy Form to the Share Registry:

- by courier to: Computershare Investor Services Limited at Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622, New Zealand;
- by mail to: Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, New Zealand;
- by facsimile to: +64 9 488 8787; or
- online at www.investorvote.co.nz

so that it is received **no later than 10:00 a.m. (NZDT) on 25 November 2019**.

Complete details on how to vote by proxy are set out on the back of your Proxy Form.

Please read this Document carefully and in its entirety, determine how you wish to vote in relation to each of the Resolutions and then cast your vote accordingly. If you do not understand any part of this Document, or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

Determination of Membership and Voting Entitlement for the Purpose of the Meeting

For the purpose of determining a person's entitlement to attend and vote at the Meeting, a person will be recognised as a Shareholder if that person is registered as a holder of Shares at **5.00 p.m. (NZDT) on 25 November 2019**. The Board has determined that the Shares on issue at that time will be taken, for the purposes of the Meeting, to be duly held by the person or persons who are registered as the holder or holders of those Shares in the Share Registry, at that time. Accordingly, transfers of Shares registered after that time and date will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting Exclusion Statements

In accordance with the applicable law, and the Listing Rules, the following persons must not cast any votes on the relevant Resolution specified below, and the Company will disregard any votes cast in favour of that Resolution by:

Resolution	Excluded Voters
3	Richard Tacon, any other Eligible Director or any Associate of any of the foregoing.
4	Russell Middleton, any other Eligible Director or any Associate of any of the foregoing.

However, the Company need not disregard a vote if it is cast by:

- (a) in relation to each of the Resolutions stated in the table immediately above:
 - (i) a person acting as proxy for a person who is entitled to vote, in accordance with a written direction on the Proxy Form to vote as the proxy specifies in relation to any such Resolution or
 - (ii) the Chair as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, where the Proxy Form does **not** specify the way the proxy is to vote on any such Resolution but expressly authorises the Chair to exercise the proxy; and
- (b) in relation to any other Resolution:
 - (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
 - (ii) the Chair 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.

Proxies

A Shareholder entitled to attend and vote at the Meeting pursuant to the Constitution, is entitled to appoint one or more proxies (provided that more than one proxy is not appointed to exercise the rights attached to a particular Share held by the Shareholder). Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. A proxy need not be a Shareholder. Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the Chair.

The instrument appointing a proxy, as well as any power of attorney (or a certified copy thereof) under which a proxy is appointed, must be received by the Share Registry by no later than **10:00 a.m. (NZDT) on 25 November 2019**, in accordance with the instructions provided on the back of the Proxy Form.

The instrument of appointment of a proxy must be executed by the appointor or its duly authorised representative. The Proxy Form which accompanies this Notice may be used to appoint a proxy for the purposes of the Meeting.

Corporate representative

A Shareholder that is a company and that wishes to appoint a person to act as its representative at the Meeting may do so in the same manner as that in which it could appoint a proxy.

PART D: EXPLANATORY STATEMENT

Introduction

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains an explanation of, and information about, the Resolutions to be considered at the Meeting. It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full as the individual sections of this Document may not necessarily give a comprehensive review of the Resolutions proposed in the Notice of Meeting. If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional adviser.

No interdependency with other Resolutions

For the avoidance of doubt, the failure of any Resolution to be passed by Shareholders or any variation of a Resolution will not, of itself, cause any other Resolution to not be approved, withdrawn or varied. Each Resolution will be voted upon by Shareholders, and if so approved, be undertaken regardless of whether or not any other Resolution is passed by Shareholders.

Disclosure in relation to the business of the Meeting, including the Resolutions

1. Ordinary Business

To receive and consider the Annual Report of the Company which includes the financial statements, Directors' Report and the Auditor's Report for the financial year ended 30 June 2019.

Please note that a copy of the Annual Report is available at www.bathurst.co.nz.

During this item of business, Shareholders will have the opportunity to ask questions about and comment on the Company's management, operations, financial position, business strategies and prospects.

Shareholders will also have the opportunity for direct questions to the Auditor, to the extent relevant to the conduct of the audit of the Company, the preparation and contents of the Auditor's Report contained in Section 2 of the Annual Report (pages 78 - 81), the accounting policies adopted by the Company in the preparation of its financial statements, and the independence of the Auditor.

2. Resolution 1 – Re-election of Toko Kapea as a Director, retiring by rotation

In accordance with Listing Rule 14.4 and clause 27.6 of the Constitution, Toko Kapea retires by rotation, and being eligible, offers himself for re-election.

Toko Kapea:

- Was first appointed a non-executive Director on 29 May 2013; and retired by rotation and re-elected on the 2 December 2016.
- Serves as Chair of the Company's Audit and Risk Committee and the Remuneration and Nomination Committee.
- Is a Wellington-based commercial lawyer, consultant and director at Tuia Group Limited. He currently sits on the board of Television New Zealand Limited, Duke Exploration Limited (Aust), Te Runanga o NgaiTakoto Custodian Trustee Limited, and ColabNZ 2 Kitchener Limited.

3. Resolution 2 – Appointment and determination of remuneration of Auditor

Section 207T of the Companies Act provides that a company's auditor is automatically re-appointed unless there is a resolution or other reason for the auditor not to be re-appointed. The Company wishes KPMG to continue as the Company's auditor, and KPMG has indicated its willingness to do so.

Section 207S of the Companies Act provides that the fees and expenses of the auditor are to be fixed in such a manner as the Company determines at the Meeting. The Board proposes that the Auditor's fees be fixed by the Directors.

4. Resolution 3 – Proposed issue of 3,024,834 Performance Rights to Richard Tacon under the LTIP

Listing Rule 10.14 provides that a listed company must not permit a Director to acquire securities under an employee incentive scheme without prior Shareholder approval, by ordinary resolution. Accordingly, the purpose of this resolution is to seek Shareholders approval of the proposed grant of LTIP Performance Rights to the Company's Executive Director and Chief Executive Officer, Mr Richard Tacon pursuant to the provisions of the LTIP. The LTIP Performance Rights that are the subject of this resolution are being issued as an incentive for the future performance of Mr Tacon.

Assuming this resolution is approved by the Shareholders at the Meeting and in accordance with its terms, no further Shareholder approval of this resolution is required under Listing Rule 7.1.

Grant of Performance Rights to Mr Tacon

The Remuneration and Nomination Committee has concluded that the remuneration for Mr Tacon (including the proposed grants of the LTIP Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Tacon's duties and responsibilities.

Maximum number of Performance Rights to be issued to Mr Tacon

If this resolution is approved, the maximum number of LTIP Performance Rights that may be granted to Mr Tacon is 3,024,834.

Value of LTIP Performance Rights

The value of the LTIP Performance Rights is A\$0.0817 per LTIP Performance Right. That value was determined by Crichton + Associates Pty Limited, an independent corporate adviser to the Company, and by applying a Black-Scholes Valuation Approximation Model. The total value of the benefit is estimated as A\$247,129.

Price of LTIP Performance Rights

The LTIP Performance Rights will be granted for no cash consideration paid or payable by Mr Tacon. Once the performance requirements stated below have been met, the LTIP Performance Rights issued to Mr Tacon after approval of this resolution, will be exercisable for nil cash consideration.

Timing of issue of LTIP Performance Rights

Subject to Shareholder approval of this resolution, it is anticipated that the LTIP Performance Rights will be granted to Mr Tacon shortly after this Meeting. In any event, and as required under the Listing Rules, all the LTIP Performance Rights that are the subject of this resolution will be issued within 12 months of the date of approval of this resolution.

Performance Requirements and important dates

The performance requirements attaching to the LTIP Performance Rights that are the subject of this resolution are as follows:

- continuous employment of the participant by the Company or a related body corporate of the Company until and including 15 October 2022;
- the Company achieving a Total Shareholder Return (TSR) compound annual growth rate (TSR CAGR) for the period on and including 1 July 2019 to and including 30 June 2022 (TSR Determination Period), of between:
 - 10%, in which case 50% in number of the LTIP Performance Rights that are the subject of this resolution will vest in Mr Tacon; and
 - 15% in which case 100% in number of the LTIP Performance Rights that are the subject of this resolution will vest in Mr Tacon.

Where the TSR CAGR for the TSR Determination Period is greater than 10% and less than 15%, Mr Tacon will be entitled to a pro rata number of the LTIP Performance Rights that are the subject of this resolution. For example, if the TSR CAGR for the TSR Determination Period was 13%, Mr Tacon would be entitled 70% in number of those LTIP Performance Rights;

- the determination of the TSR CAGR for the TSR Determination Period will be a measure of the increase, if any, in the closing price of a Share, as quoted by ASX, and where the initial base price of a Share will be the closing price of a Share as quoted by ASX, on 1 July 2019; and
- the first Vesting Date of the LTIP Performance Rights that are the subject of this resolution is 15 October 2022. All Performance Rights will lapse on 30 January 2023 if not vested and exercised.

Other conditions

- Unvested LTIP Performance Rights may, in certain circumstances, vest early in accordance with the terms of the LTIP, and any Leaver's Policy that may apply from time to time, as approved by the Board.
- Any dealing in Shares is subject to the constraints of Australian and New Zealand insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of any Award during the vesting period.
- If, in the Board's opinion, Mr Tacon has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of his LTIP Performance Rights or other Awards that have not yet vested, lapse.
- Performance rights which were approved at the November 2018 AGM and issued under the previous LTIP, were issued to Directors Richard Tacon (1,055,000), Russell Middleton (1,000,000), Toko Kapea (250,000) and Peter Westerhuis (250,000) on the 20 December 2018 for a nil issue price.
- Performance rights which were approved at the November 2018 AGM and issued under the current LTIP, were issued to Directors Richard Tacon (2,954,545) and Russell Middleton (1,636,364) on the 24 December 2018 for a nil issue price.
- Persons referred to in ASX Listing Rule 10.14 that are entitled to participate in the LTIP are Richard Tacon, Russell Middleton, Toko Kapea, and Peter Westerhuis in their capacity as Directors of the Company.

Directors' recommendation

As stated in the Notice of Meeting, any vote cast in favour in respect of this resolution by a Director and any Associate of an Eligible Director will be disregarded.

5. Resolution 4 – Proposed issue of 1,814,900 Performance Rights to Russell Middleton under the LTIP

Listing Rule 10.14 provides that a listed company must not permit a Director to acquire securities under an employee incentive scheme without prior Shareholder approval, by ordinary resolution. Accordingly, the purpose of this resolution is to seek Shareholders approval of the proposed grant of LTIP Performance Rights to the Company's Executive Director and Chief Financial Officer, Mr Russell Middleton pursuant to the provisions of the LTIP. The LTIP Performance Rights that are the subject of this resolution are being issued as an incentive for the future performance of Mr Middleton.

Assuming this resolution is approved by the Shareholders at the Meeting and in accordance with its terms, no further Shareholder approval of this resolution is required under Listing Rule 7.1.

Grant of Performance Rights to Mr Middleton

The Remuneration and Nomination Committee has concluded that the remuneration for Mr Middleton (including the proposed grants of the LTIP Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Middleton's duties and responsibilities.

Maximum number of Performance Rights to be issued to Mr Middleton

If this resolution is approved, the maximum number of LTIP Performance Rights that may be granted to Mr Middleton is 1,814,900.

Value of LTIP Performance Rights

The value of the LTIP Performance Rights is A\$0.0817 per LTIP Performance Right. That value was determined by Crichton + Associates Pty Limited, an independent corporate adviser to the Company, and by applying a Black-Scholes Valuation Approximation Model. The total value of the benefit is estimated as A\$148,277.

Price of LTIP Performance Rights

The LTIP Performance Rights will be granted for no cash consideration paid or payable by Mr Middleton. Once the performance requirements stated below have been met, the LTIP Performance Rights issued to Mr Middleton after approval of this resolution, will be exercisable for nil cash consideration.

Timing of issue of LTIP Performance Rights

Subject to Shareholder approval of this resolution, it is anticipated that the LTIP Performance Rights will be granted shortly after this Meeting. In any event, and as required under the Listing Rules, all the LTIP Performance Rights that are the subject of this resolution will be issued within 12 months of the date of approval of this resolution.

Performance Requirements and important dates

The performance requirements attaching to the LTIP Performance Rights that are the subject of this resolution are as follows:

- continuous employment of the participant by the Company or a related body corporate of the Company until and including 15 October 2022;
- the Company achieving a Total Shareholder Return (TSR) compound annual growth rate (TSR CAGR) for the period on and including 1 July 2019 to and including 30 June 2022 (TSR Determination Period), of between:
 - 10%, in which case 50% in number of the LTIP Performance Rights that are the subject of this resolution will vest in Mr Middleton; and
 - 15% in which case 100% in number of the LTIP Performance Rights that are the subject of this resolution will vest in Mr Middleton.

Where the TSR CAGR for the TSR Determination Period is greater than 10% and less than 15%, Mr Middleton will be entitled to a pro rata number of the LTIP Performance Rights that are the subject of this resolution. For example, if the TSR CAGR for the TSR Determination Period was 13%, Mr Middleton would be entitled 70% in number of those LTIP Performance Rights;

- the determination of the TSR CAGR for the TSR Determination Period will be a measure of the increase, if any, in the closing price of a Share, as quoted by ASX, and where the initial base price of a Share will be the closing price of a Share as quoted by ASX, on 1 July 2019; and
- the first Vesting Date of the LTIP Performance Rights that are the subject of this resolution is 15 October 2022. All Performance Rights will lapse on 30 January 2023 if not vested and exercised.

Other conditions

- Unvested LTIP Performance Rights may, in certain circumstances, vest early in accordance with the terms of the LTIP, and any Leaver's Policy that may apply from time to time, as approved by the Board.
- Any dealing in Shares is subject to the constraints of Australian and New Zealand insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of any Award during the vesting period.
- If, in the Board's opinion, Mr Middleton has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of his LTIP Performance Rights or other Awards that have not yet vested, lapse.
- Performance rights which were approved at the November 2018 AGM and issued under the previous LTIP, were issued to Directors Richard Tacon (1,055,000), Russell Middleton (1,000,000), Toko Kapea (250,000) and Peter Westerhuis (250,000) on the 20 December 2018 for a nil issue price.
- Performance rights which were approved at the November 2018 AGM and issued under the current LTIP, were issued to Directors Richard Tacon (2,954,545) and Russell Middleton (1,636,364) on the 24 December 2018 for a nil issue price.

- Persons referred to in ASX Listing Rule 10.14 that are entitled to participate in the LTIP are Richard Tacon, Russell Middleton, Toko Kapea, and Peter Westerhuis in their capacity as Directors of the Company.

Directors' recommendation

As stated in the Notice of Meeting, any vote cast in favour in respect of this resolution by a Director and any Associate of an Eligible Director will be disregarded.

PART E: GLOSSARY

For the purposes of this Document, the following terms have the following meanings

Annual Report	the Company's Annual Report for the 12-month period ended 30 June 2019.
ASX	ASX Limited ACN 008 624 691 or the securities exchange market operated by it, as the context requires.
Associate	where used in respect of resolutions 3 or 4, has the meaning given to that term in Listing Rule 19.
Auditor	KPMG.
Award	has the meaning given to that term in the LTIP.
Board	the board of Directors.
Chair	the person chairing the Meeting.
Companies Act	Companies Act 1993 (New Zealand).
Company	Bathurst Resources Limited NZCN 4382538.
Constitution	the constitution of the Company.
Director	a director of the Company, from time to time.
Document	this document entitled "Notice of Annual General Meeting, Explanatory Statement and Proxy Form" and any annexures or schedules to or of the foregoing.
Eligible Director	a Director who is entitled to participate in the LTIP.
Explanatory Statement	Part D of this Document, forming part of the Notice.
Group	the Company and each of its related bodies corporate.
Leaver's Policy	has the meaning given to that term in the LTIP.
Listing Rules	the listing rules of the ASX as amended from time to time.
Meeting	the Annual General Meeting referred to in the Notice.
Long-Term Incentive Plan ("LTIP")	the long-term incentive plan of the Group that was approved at the November 2018 Annual General Meeting.
LTIP Performance	the performance rights as defined and referred to in the LTIP.
Rights	
Notice or Notice of Meeting	the notice convening this Meeting, comprising Parts A, B, C, D and E of this Document (and including the Proxy Form).
NZDT	New Zealand daylight time, being the period when daylight saving time applies in New Zealand.
Ordinary Resolution	a resolution of Shareholders that is approved by Shareholders who are entitled to vote on that resolution and who hold more than 50% (in number) of all voting equity securities.
Performance Rights	performance rights issued pursuant to the LTIP.
Proxy Form	the proxy form attached to this Document.
Resolution	a resolution set out in the Notice.
Share	a fully paid ordinary share in the issued capital of the Company.
Share Registry	Computershare Investor Services Limited of Private Bag 92119, Auckland 1142, New Zealand.
Shareholder	a registered holder of Shares.



Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Shareholder Number:

PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 10.00am (NZST) Monday 25 November 2019

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

A shareholder who is entitled to attend and cast a vote at the Meeting may appoint a proxy. A proxy need not be a shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the Meeting.

A shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. The Chairman of the meeting or any other director appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz. The Chairman will vote all undirected proxies in favour of the resolutions.

Voting of your Holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form must be signed by a Director jointly with either another Director or a Company Secretary, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Corporate Representatives

A body corporate, which is a shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting. Any Letter of Corporate Representation must be provided to the Company's share registry no later than 48 hours prior to the date and time for the convening of the Meeting.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.


Go online to lodge your proxy, or turn over to complete the form

Proxy/Corporate Representative Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Bathurst Resources Limited hereby appoint

the Chairman of the Meeting **OR**

 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual General Meeting of Bathurst Resources Limited to be held at The Westport Bridge Club, 12A Lyndhurst Street, Westport, West Coast, South Island, New Zealand on Wednesday 27 November 2019 at 10.00am (NZDT)** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business		For	Against	Abstain	Proxy Discretion
Resolution 1	Re-election of Toko Kapea as a non-executive Director retiring by rotation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-appointment and remuneration of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of 3,024,834 Performance Rights to Richard Tacon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of 1,814,900 Performance Rights to Russell Middleton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1 <input style="width: 95%; height: 25px;" type="text"/>	Shareholder 2 <input style="width: 95%; height: 25px;" type="text"/>	Shareholder 3 <input style="width: 95%; height: 25px;" type="text"/>
or Sole Director and Sole Company Secretary	or Director	or Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual General Meeting of Bathurst Resources Limited to be held at The Westport Bridge Club, 12A Lyndhurst Street, Westport, West Coast, South Island, New Zealand on Wednesday 27 November 2019 at 10.00am (NZDT).