



1 September 2017

Dear Shareholder

NOTICE TO ELIGIBLE SHAREHOLDERS OF NON-RENOUNCEABLE ENTITLEMENT OFFER

I am writing to you in relation to your shareholding in Bligh Resources Limited (**Company**) (ASX:BHG).

The Company is undertaking a non-renounceable pro rata entitlement offer on the basis of 1 new fully paid ordinary share (**New Share**) for every 6 fully paid ordinary shares in the Company (**Shares**) held by Eligible Shareholders (defined below) at an issue price of \$0.03 per New Share (**Entitlement Offer**) to raise approximately \$1,225,337 (before costs). The Entitlement Offer will be made by way of an offer document pursuant to section 708AA of the *Corporations Act 2001* (Cth) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), meaning that no prospectus needs to be prepared (**Offer Document**). Up to 40,844,571 New Shares will be issued under the Entitlement Offer (assuming no options are exercised prior to the Record Date).

The Company will use the funds raised from the Entitlement Offer (after costs) to:

- fund exploration at the Bundarra Gold Project;
- satisfy \$126,718 of outstanding debt owed to Contained Gold Pty Ltd; and
- for working capital purposes.

The Entitlement Offer is only available to shareholders whose registered address is in Australia, New Zealand, or Bermuda as recorded with the Company's share registry as at 5.00pm (WST) on 6 September 2017 (**Record Date**) (**Eligible Shareholders**).

As a non-renounceable offer, rights are not tradeable on the ASX or otherwise transferable. New Shares will rank equally with the Company's existing Shares.

Indicative Timetable

The indicative timetable for the Entitlement Offer is as follows:

Event	Date
Announcement of the Entitlement Offer	1 September 2017
Lodgement of Offer Document with ASX	1 September 2017
Notice of Entitlement Offer sent to Optionholders and Shareholders	1 September 2017
'Ex' Date	5 September 2017
Record Date (at 5.00pm WST)	6 September 2017
Offer Document dispatched to Eligible Shareholders	7 September 2017
Opening Date	7 September 2017
Closing Date (at 2.00pm WST)	22 September 2017
Notification of shortfall	25 September 2017
Anticipated issue date of New Shares	29 September 2017
Dispatch of Holding Statements	3 October 2017

This timetable is indicative only. The Company reserves the right to amend this indicative timetable at any time, subject to the *Corporations Act 2001* (Cth) and the Listing Rules.

In particular, subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Entitlement Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

Offer Document

The Company lodged the Offer Document with ASX on 1 September 2017, and it is available on the ASX website at www.asx.com.au. The Company expects to dispatch the Offer Document to shareholders of the Company on or about 7 September 2017. The Offer Document will provide further details of the Entitlement Offer.

The Offer Document will attach a personalised Entitlement and Acceptance Form, which will set out the number of Shares which you are entitled to under the Entitlement Offer, details of payment options and other instructions. Please read and follow these instructions carefully to ensure your acceptance is completed according to your intentions. Please note the Closing Date of 2pm (WST) on 22 September 2017, which is the deadline by which your completed Entitlement and Acceptance Form and application monies (in full) must be received.

If you have any queries in relation to the Entitlement Offer, please do not hesitate to contact the Company Secretary on +61 (08) 9336 3388.

Yours sincerely

Lloyd Flint
Company Secretary

Important Notices

This notice is issued by Bligh Resources Limited. This notice is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in Bligh Resources Limited in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of Bligh ordinary shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other country. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia, New Zealand, or Bermuda. In particular, the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

Because of legal restrictions, you must not send copies of this letter or any material in relation to the Entitlement Offer to any person outside Australia, New Zealand, and Bermuda. Failure to comply with these restrictions may result in violations of applicable securities law.

The provision of this document is not, and should not be considered as, a securities recommendation or financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your stockbroker, accountant, taxation adviser, financial adviser or other professional adviser.

1 September 2017

Dear Shareholder

NOTICE TO INELIGIBLE SHAREHOLDERS OF NON-RENOUNCEABLE ENTITLEMENT OFFER

I am writing to you as the registered holder of shares with a registered address outside of Australia, New Zealand, or Bermuda in Bligh Resources Limited (**Company**) (ASX:BGH) as at today's date.

The Company is undertaking a non-renounceable pro rata entitlement offer on the basis of 1 new fully paid ordinary share (**New Share**) for every 6 fully paid ordinary shares in the Company (**Shares**) held by Eligible Shareholders (defined below) at an issue price of \$0.03 per New Share (**Entitlement Offer**) to raise approximately \$1,225,337 (before costs).

This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. You are not required to do anything in response to this letter. This letter is to inform you about the Entitlement Offer, and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. A nominee arrangement has been put in place for Ineligible Shareholders (as defined below), and you should read this letter carefully to understand what this means for you.

The Entitlement Offer will be made by way of an offer document pursuant to section 708AA of the *Corporations Act 2001* (Cth) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), meaning that no prospectus needs to be prepared (**Offer Document**). Up to 40,844,571 New Shares will be issued under the Entitlement Offer (assuming no options are exercised prior to the Record Date).

The Company will use the funds raised from the Entitlement Offer (after costs) to:

- fund exploration at the Bundarra Gold Project;
- satisfy \$126,718 of outstanding debt owed to Contained Gold Pty Ltd; and
- for working capital purposes.

The Entitlement Offer is only available to shareholders whose registered address is in Australia, New Zealand, or Bermuda as recorded with the Company's share registry as at 5.00pm (WST) on 6 September 2017 (**Record Date**) (**Eligible Shareholders**).

As a non-renounceable offer, rights are not tradeable on the ASX or otherwise transferable. New Shares will rank equally with the Company's existing Shares.

Ineligible Shareholders

The Company has determined that it would be unreasonable to extend participation in the Entitlement Offer to shareholders who do not have a registered address in Australia, New Zealand, or Bermuda on the Record Date (**Ineligible Shareholders**) having regard to:

- (a) the number of Ineligible Shareholders;

- (b) the number and value of the New Shares that would otherwise be offered to Ineligible Shareholders; and
- (c) the cost of complying with overseas legal and regulatory requirements.

Unfortunately, according to our records, you do not satisfy the criteria for an Eligible Shareholder, accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act, the Company wishes to advise that it is unable to extend to you the opportunity to participate in the Entitlement Offer. If our records are incorrect on this matter, please contact the Company Secretary, Lloyd Flint, on +61 8 9336 3388. You will not be sent the documents relating to the Entitlement Offer or be able to subscribe for New Shares under the Entitlement Offer.

Nominee

In order to comply with section 615 of the Corporations Act, the Company will appoint an ASIC approved nominee (**Nominee**) to subscribe for the New Shares that Ineligible Shareholders would have been entitled to, and the Nominee will sell those shares on their behalf.

The nominee sale procedure will be implemented in accordance with section 615 of the Corporations Act as follows:

- (a) the Company will, at the issue price of \$0.03, issue to the Nominee the New Shares that Ineligible Shareholders would be entitled to if they were eligible to participate in the Entitlement Offer (**Nominee Shares**);
- (b) the Nominee will then sell the Nominee Shares at a price and otherwise in a manner determined by the Nominee in its absolute and sole discretion; and
- (c) the net proceeds of the sale of the Nominee Shares (after deducting the aggregate subscription price of the Nominee Shares and costs of sale including brokerage and commission), if any, will be distributed to the Ineligible Shareholders for whose benefit the New Shares are sold in proportion to their shareholdings as at the Record Date.

If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Accordingly there is a possibility that Ineligible Shareholders may receive no net proceeds if the subscription price plus costs of the sale of the Nominee Shares are greater than the sale proceeds. The Company and the Nominee will not be held liable for a failure to obtain any net proceeds, or for the sale of any the Nominee Shares at any particular price or the timing of such sale.

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If you have any queries in relation to the Entitlement Offer, please do not hesitate to contact the Company Secretary on +61 (08) 9336 3388.

Yours sincerely

Lloyd Flint
Company Secretary

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1 September 2017

Dear Optionholder

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I am writing to you in relation to your option holding in Bligh Resources Limited (**Company**) (ASX:BHG).

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In accordance with the Listing Rules, the Company, by this letter, gives you notice of your right to participate in the Entitlement Offer, subject to the requirements detailed below.

To participate in the Entitlement Offer, you will need to have exercised your options and have been issued the resulting Shares prior to the Record Date. Notice of exercise of options and cleared payment of the exercise price of the options must be received by Link Market Services Limited on or before 5.00pm (WST) on 4 September 2017. Notices of exercise of options received after this date cannot be assured of the allotment of Shares by the Record Date for the Entitlement Offer.

There is no obligation for you to exercise your options. This letter is intended to inform you of your rights in relation to your options and the Entitlement Offer. If you do not wish to participate in the Entitlement Offer, you do not need to take any action. If you require an option exercise form, please contact the Company Secretary on +61 (08) 9336 3388.

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Yours sincerely

Lloyd Flint
Company Secretary

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