

June 2019 Quarterly Report

Bligh Resources Limited (ASX: BGH) ("Company") is pleased to report on the following activities during the June quarter.

Takeover bid received from Saracen Mineral Holdings Pty Ltd

On the 14 the June the Company reported that an off-market take-over offer to acquire Bligh Resources Ltd had been received from Saracen Mineral Holdings Ltd. A summary of the key details in the offer are listed below (Highlights).

Bligh Resources owns 100% of the Bundarra Gold Project located 65 kilometres north of Leonora in the North Eastern Goldfields. The project is approximately 25kms south of the Thunderbox Gold project which is owned and operated by Saracen (Refer to location plan). The Bundarra Gold Project contains resources (JORC 2012) of 660,000 ounces and offers a compelling opportunity for Saracen to unlock the value of the project.

The directors and major shareholder, Zeta Resources Limited intend to support the transaction and have recommended that shareholders also accept the offer in the absence of a superior bid. These recommendations are included in Bligh's Target Statement, released on 8 July 2019.

Highlights of the Takeover bid for Bligh Resources Limited

- The Saracen Offer is an off-market takeover offer to acquire Bligh
- 100% scrip consideration comprises 0.0369 Saracen shares for every 1 Bligh share, valuing Bligh shares at 12.8c¹ per share and Bligh at \$38.2m²
- The offer represents a 97% premium to Bligh's closing share price of 6.5c on 11 June 2019
- The bid offers Bligh shareholders a liquidity event

Bligh Resources Limited (ASX:BGH, "Bligh") has entered into a Bid Implementation Agreement (refer announcement dated 14 June 2019) with Saracen Mineral Holdings Limited (ASX:SAR, "Saracen") in respect to the off-market takeover bid by Saracen for all of the shares of Bligh.

Further details of the Offer are set out in the Bidder's Statement which was despatched to Bligh shareholders on the 8 July 2019.

Zeta Resources Limited (ASX:ZER), Bligh's major shareholder 85.04% and Directors 3.43% , representing a total of 88.47%² of shares, has provided a statement that it presently intends to accept the Offer with respect to any Bligh shares controlled or held by, or on behalf of, Zeta in the absence of a superior proposal and the Bid Implementation Deed not being terminated, on the date which is 21 days after the Offer is made by Saracen.

¹ Based on Saracen's closing price on 13 June 2019.

² Based on 298,412,101 fully diluted Bligh shares as at 11 June 2019.

Offer Conditions

The Offer will be subject to a limited number of conditions. Please refer to the Bidder's Statement for full details pertaining to the Saracen Offer.

The Offer extends to all Bligh shares that are issued as a result of the exercise of options during the offer period.

Saracen has also agreed to provide a working capital facility of up to \$100,000 to Bligh during the offer period.

Withdrawal of Entitlement Offer

In light of the above take-over offer Bligh has withdrawn, the 1 for 5 non-renounceable entitlement offer announced on 15 May 2019 (**Entitlement Offer**).

Shareholders who received the withdrawn Entitlement Offer and personalised application form under the withdrawn Entitlement Offer should discard that material. Shareholders who have previously applied for shares and paid monies under the withdrawn Entitlement Offer have had their monies returned.

Corporate

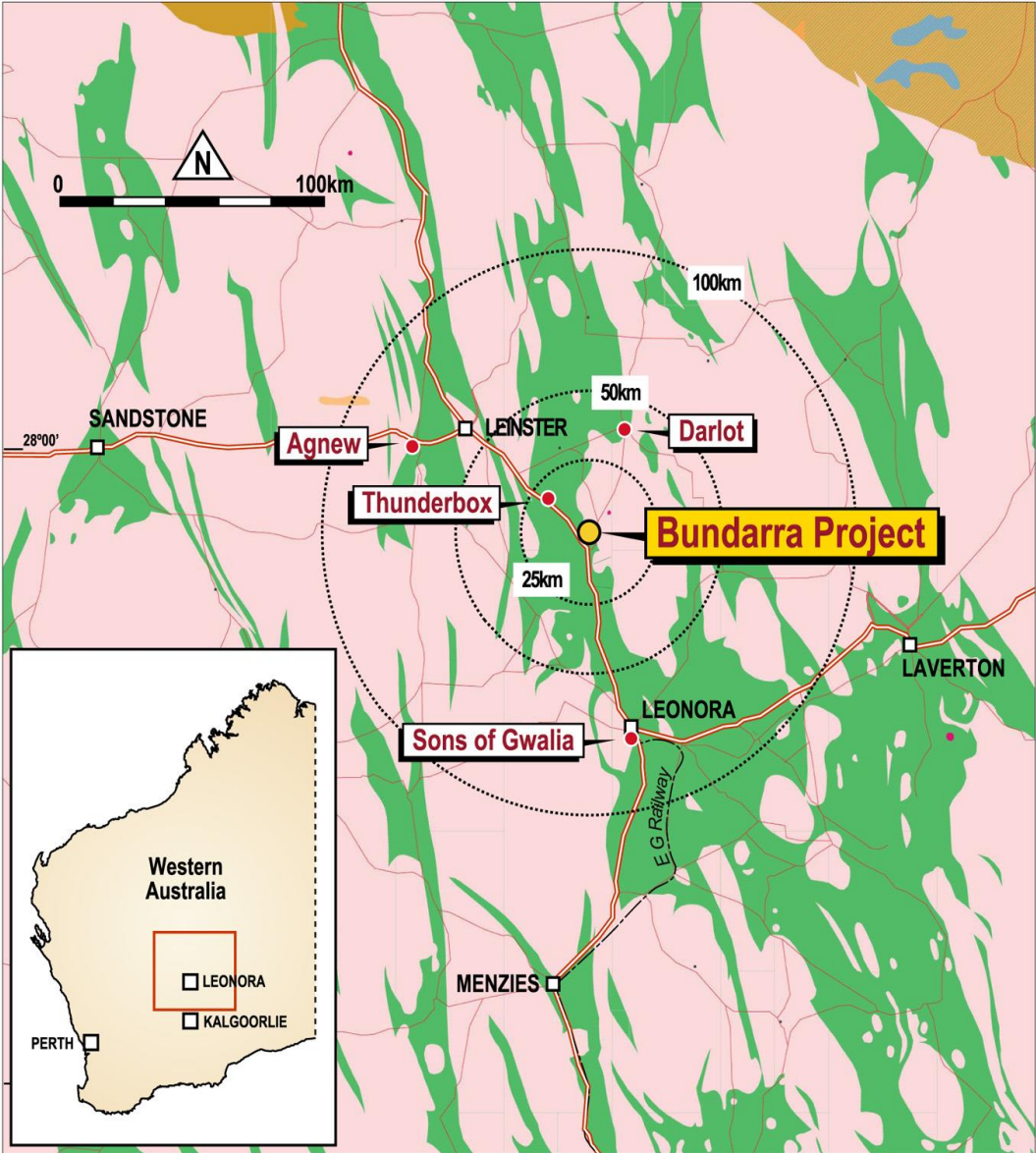
The Company received notices to exercise options during the quarter. 4,500,000 ordinary full paid shares were issued as a result of the exercise of options. A further 8,000,000 shares were issued after quarter end as a result of notices received to exercise options.

Jamie Sullivan
Director
31 July 2019

Competent Persons Statements

The information in this report that relates to Mineral Resources is based on information compiled by Messrs Steve Rose & Dmitry Pertel whom are Fellows of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Rose & Pertel are full-time employees of CSA Global Pty Ltd and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which they have undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Mineral Resources and Ore Reserves". Mr Rose & Dmitry consents to the inclusion of such information in this report in the form and context in which it appears.

Bundarra Project Location Plan



Bundarra Project November 2018 Mineral Resources at 0.5 g/t Au Cut-off (JORC 2012)

Bundarra Project Mineral Resources, November 2018					
Deposit	Category	Volume '000 m³	Tonnes '000 t	Au g/t	Au '000 Oz
Celtic North	Indicated	71	195	2.4	15
	Inferred	387	1,060	2.0	69
	<i>Total</i>	<i>458</i>	<i>1,254</i>	<i>2.1</i>	<i>84</i>
Celtic South	Indicated	35	78	2.1	5
	Inferred	47	111	1.4	5
	<i>Total</i>	<i>82</i>	<i>188</i>	<i>1.7</i>	<i>10</i>
Wonder West	Measured	17	39	3.0	4
	Indicated	205	495	2.1	33
	Inferred	114	291	1.7	16
	<i>Total</i>	<i>336</i>	<i>825</i>	<i>2.0</i>	<i>54</i>
Wonder North	Measured	137	327	2.2	23
	Indicated	855	2,239	2.2	155
	Inferred	1,487	3,968	2.3	291
	<i>Total</i>	<i>2,478</i>	<i>6,534</i>	<i>2.2</i>	<i>469</i>
Bluebush	Indicated	103	235	1.7	13
	Inferred	240	634	1.5	30
	<i>Total</i>	<i>344</i>	<i>868</i>	<i>1.5</i>	<i>43</i>
Total Measured and Indicated:		1,420	3,610	2.1	250
Total Inferred:		2,270	6,060	2.1	410
Total:		3,700	9,670	2.1	660

Notes:

1. Mineral Resources are based on JORC Code 2012 definitions.
2. A cut-off grade of 0.5 g/t gold has been applied.
3. Rows and columns may not add up exactly due to rounding.

Bligh Resources Ltd Tenement Listing

Tenement	Location	Interest
M 37/514	Bundarra	100%
M 37/638	Bundarra	100%
M 37/350	Bundarra	100%
M 37/488	Bundarra	100%
M 37/513	Bundarra	100%
P 37/8382	Bundarra	100%
P 37/8384	Bundarra	100%
P 37/8386	Bundarra	100%
P 37/8383	Bundarra	100%
P 37/8385	Bundarra	100%

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

Bligh Resources Limited

ABN

83 130 964 162

Quarter ended ("current quarter")

30 June 2019

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (..12....months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	(76)	(799)
(b) development	-	-
(c) production	-	-
(d) staff costs	-	-
(e) administration and corporate costs	(67)	(306)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	-
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Research and development refunds	-	-
1.8 Other	-	-
1.9 Net cash from / (used in) operating activities	(143)	(1,105)
2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (..12....months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	255	255
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	(4)	(4)
3.5	Proceeds from borrowings	50	850
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	301	1,101

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	60	222
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(143)	(1,105)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	301	1,101
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	218	218

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	218	60
5.2 Call deposits	-	-
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	218	60

6. Payments to directors of the entity and their associates	Current quarter \$A'000
6.1 Aggregate amount of payments to these parties included in item 1.2	33
6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2	

Salary and fee payments made to directors for the quarter.

7. Payments to related entities of the entity and their associates	Current quarter \$A'000
7.1 Aggregate amount of payments to these parties included in item 1.2	16
7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2	

Shared services at normal commercial rates.

Mining exploration entity and oil and gas exploration entity quarterly report

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	1,000	850
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

Funding for resource drilling and working capital through loan agreement with major shareholder Zeta Resources Limited.

9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	-
9.2 Development	-
9.3 Production	-
9.4 Staff costs	33
9.5 Administration and corporate costs	125
9.6 Other (provide details if material)	-
9.7 Total estimated cash outflows	158

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	-	Please refer to the Quarterly Activities Report – 30 June 2019. No changes to interests.	-	-
10.2 Interests in mining tenements and petroleum tenements acquired or increased	-	Please refer to the Quarterly Activities Report – 30 June 2019. No change.	-	-

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here: Date:31 July 2019.....
(Company secretary)

Print name:Lloyd Flint.....

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.