



Bligh Resources Ltd
Level 8, 84 Pitt St
Sydney 2000
NSW
Tel-02 9233 4677
www.blighresources.com.au

29 August 2014

Ms Kimberley Brown

Company Advisor
Australian Stock Exchange Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Via Electronic Lodgement

RE: Notice of EGM- October 3rd

The Directors of Bligh Resources Limited (ASX: BGH – “Bligh”) are pleased to announce a meeting of the Company shareholders to vote on the following resolutions:

1. RATIFICATION OF PREVIOUS ISSUE OF SHARES TO TASMAN ASX INVESTMENT FUND ONE.
2. APPROVAL OF ISSUE OF OPTIONS TO TASMAN FUNDS MANAGEMENT PTY LTD OR ITS NOMINATED PARTIES.
3. ELECTION OF MR TIAN WANG AS A DIRECTOR.
4. ELECTION OF DR ERIC ZHANG AS A DIRECTOR.

The Meeting will be held on October 3rd 2014 at 11.00am at the offices of the Company’s registry, Link Market Services– Level 12, 680 George Street, Sydney NSW.

Meeting materials and Proxy form will be dispatched to all shareholders from September 1st 2014.
A copy of the Notice of Meeting and Explanatory Memorandum are attached in accordance with the ASX listing rules.

For and on behalf of the Directors of Bligh Resources Limited

Yours sincerely,

Rob Benussi
CEO
Bligh Resources Limited

BLIGH RESOURCES LIMITED

ACN 130 964 162

NOTICE OF GENERAL MEETING

TIME: 11:00 am (AEST)

DATE: Friday 3 October 2014

PLACE: Link Market Services
Level 12, 680 George Street
Sydney NSW 2000

This Notice of Meeting should be read in its 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 contact the Managing Director on +61 2 9233 4677.

NOTICE OF GENERAL MEETING

Notice is given that an Extraordinary General Meeting (**EGM**) of the shareholders of Bligh Resources Limited ACN 130 964 162 (**Bligh** or **the Company**) will be held at 11:00am (AEST) on Friday, 3 October 2014 at the offices of Link Market Services, Level 12, 680 George Street, Sydney NSW.

The Explanatory Statement to this Notice of Meeting provides additional information on the matters to be considered at the EGM. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

ITEMS FOR APPROVAL

1. RATIFICATION OF PREVIOUS ISSUE OF SHARES TO TASMAN ASX INVESTMENT FUND ONE

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,000,000 ordinary shares at an issue price of \$0.045 per share to Tasman ASX Investment Fund One, on the terms as described in the Explanatory Memorandum which forms part of this Notice of Meeting."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by any participants in the issue and any of their associates.

However, the Company need not disregard a vote if:

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

2. APPROVAL OF ISSUE OF OPTIONS TO TASMAN FUNDS MANAGEMENT PTY LTD OR ITS NOMINATED PARTIES

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is hereby given for the issue of up to:

- *2,500,000 Options A meaning Options with an exercise price of A\$0.05 and with an expiry date within 24 months from date of issuance;*
- *2,500,000 Options B meaning Options with an exercise price of A\$0.07 and with an expiry date within 24 months from date of issuance; and*
- *2,500,000 of Options C meaning Options with an exercise price of A\$0.09 and with an expiry date within 24 months from date of issuance.*

to Tasman Funds Management Pty Ltd or its nominated parties on the terms as described in the Explanatory Statement which forms part of this Notice of Meeting.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 2 by any participants in the issue and any of their associates and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

3. ELECTION OF MR TIAN WANG AS A DIRECTOR

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

“In accordance with Clause 16.2(b) of the Company’s Constitution, to appoint Mr Tian Wang as a Director of the Company.”

4. ELECTION OF DR ERIC ZHANG AS A DIRECTOR

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

“In accordance with Clause 16.2(b) of the Company’s Constitution, to appoint Dr Eric Zhang as a Director of the Company.”

By Order of the Board

Anna Sandham
Company Secretary
28 August 2014

ENTITLEMENT TO ATTEND AND VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (AEST) on 1 October 2014 will be entitled to attend and vote at the Meeting as a shareholder.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001* to exercise its powers as proxy at the Meeting.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy form must be received by the Company no later than 11:00am (AEST) on Wednesday 1 October 2014, being 48 hours before the General Meeting. Proxies must be received before that time by one of the following methods:

By post:	Bligh Resources Limited Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
By facsimile:	In Australia (02) 9287 0309 From outside Australia +61 2 9287 0309
By delivery:	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11:00am (AEST) on Wednesday 1 October 2014, being 48 hours before the General Meeting.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001*. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at the offices of Link Market Services, Level 12, 680 George Street, Sydney NSW on Friday 3 October 2014 commencing at 11:00am (AEST).

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 at the General Meeting.

RESOLUTION 1: RATIFICATION OF PREVIOUS ISSUE OF SHARES TO TASMAN ASX INVESTMENT FUND ONE

Under ASX Listing Rule 7.1, a company may issue up to 15% of its equity securities without shareholder approval.

In addition, at the Company's 2013 Annual General Meeting held on 20 November 2013 (2013 AGM), approval was granted by Shareholders for an additional 10% share capacity under Listing Rule 7.1A.

As a result of ASX Listing Rules 7.1 and 7.1A, the Company's placement capacity totalled 15,031,430 equity securities, as follows:

- 9,018,858 equity securities under ASX Listing Rule 7.1; and
- 6,012,572 equity securities under ASX Listing Rule 7.1A.

Accordingly, Resolution 1 is seeking ratification for the issue of 15,000,000 shares at an issue price of \$0.045 per share which were issued on 27 August 2014 to Tasman ASX Investment Fund One without Shareholder approval. The issue of these shares was within the 25% limit permitted by ASX Listing Rules 7.1 and 7.1A collectively. The total number of securities issued under each Listing Rule is as follows:

- 8,987,428 equity securities under ASX Listing Rule 7.1; and
- 6,012,572 equity securities under ASX Listing Rule 7.1A (ie the entire capacity will be used).

The Company is requesting Shareholders ratify the issue of the shares the subject of this resolution for the purpose of ASX Listing Rule 7.4 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need or opportunity arises. In addition the Company is requesting Shareholders ratify the issue of the shares the subject of this resolution for the purpose of ASX Listing Rule 7.4 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1A (within the 2013 AGM approval) if the need or opportunity arises.

For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to ASX Listing Rule 7.1:

- i. 8,987,428 shares in total were issued on 27 August 2014.
- ii. The shares were issued at \$0.045 per share.
- iii. The shares are ordinary fully paid shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.
- iv. The shares were issued to Tasman ASX Investment Fund One.
- v. The funds raised through the issue of the 8,987,428 shares on 27 August 2014 are for general working capital and development of the Bundarra and Leonora gold projects.
- vi. A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to ASX Listing Rule 7.1A:

- i. 6,012,572 shares in total were issued on 27 August 2014.
- ii. The shares were issued at \$0.045 per share.
- iii. The shares are ordinary fully paid shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.
- iv. The shares were issued to Tasman ASX Investment Fund One.
- v. The funds raised through the issue of the 6,012,572 shares on 27 August 2014 are for general working capital and development of the Bundarra and Leonora gold projects.
- vi. A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

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

RESOLUTION 2: APPROVAL OF ISSUE OF OPTIONS TO TASMAN FUNDS MANAGEMENT PTY LTD OR ITS NOMINATED PARTIES

On 27 August 2014, Bligh announced that it has completed a \$675,000 capital raising through the placement of 15,000,000 new Fully Paid ordinary shares at an issue price of \$0.045 per share to Tasman ASX Investment Fund One (Tasman). Further details are provided in resolution 1 above.

In addition, subject to shareholder approval, the company will also issue the following series of options to Tasman or its nominees for nil consideration:

- 2,500,000 unlisted Options (A) with an exercise price of A\$0.05 and with an expiry date of within 24 months from date of issuance;
- 2,500,000 unlisted Options (B) with an exercise price of A\$0.07 and with an expiry date of within 24 months from date of issuance;
- 2,500,000 unlisted Options (C) with an exercise price of A\$0.09 and with an expiry date of within 24 months from date of issuance.

ASX Listing Rule 7.1 restricts the number of equity securities (including convertible notes and options) that a company may issue in any 12 month period without the approval of shareholders to 15% of the number of ordinary shares on issue. The company may exclude from calculation of the number of shares issues those shares that have been issued with the approval of shareholders.

The Directors are seeking approval of the issue of options to Tasman or its nominees for the purposes of Listing Rule 7.1 in order that those Options are excluded from the maximum number of shares that may be issued by the Company. The Directors consider it desirable to maintain this flexibility so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need or opportunity arises.

The full terms of the options are set out in Attachment 1 to this Notice.

For the purposes of ASX Listing Rule 7.3 the following information is provided:

- i. The maximum number of options to be issued to Tasman Funds Management Pty Ltd or its nominated parties will be 7,500,000 (consisting of 2,500,000 Option A, 2,500,000 Option B and 2,500,000 Option C each an "Option" collectively "Options").
- ii. The Company will issue and allot the Options no later than 3 months after the date of the Meeting (or longer period if allowed by ASX).
- iii. Option A options have an exercise price of A\$0.05 per share, Option B options have an exercise price of A\$0.07 per share and Option C options have an exercise price of A\$0.09 per share. The Options are to be issued for nil financial consideration.

- iv. The Options shall be issued and allotted to Tasman Funds Management Pty Ltd or its nominated parties.
- v. The Options are to be issued in accordance with the Share Subscription Agreement between the Company and Tasman Funds Management Pty Limited or its nominated parties.
- vi. The Options are to be issued in accordance with the Share Subscription Agreement to fund the ongoing exploration and working expenses of both the Company and SR Mining.
- vii. The Options will be issued on 7 October 2014.
- viii. A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

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

RESOLUTION 3: ELECTION OF MR TIAN WANG AS A DIRECTOR

Mr Tian Wang was appointed as a Director of the company on 28 August 2014. In accordance with Clause 16.2(b) of the Constitution of the Company, the Company may appoint a person as a Director by resolution passed at a Shareholders meeting. Accordingly the Company is seeking approval of the appointment of Mr Tian Wang as a Director of the Company.

Mr. Tian Bao Wang has been the Chairman of The Board, Chief Executive Officer and President of Lihua International, Inc. since June 10, 2014. Mr. Wang has been in the import and export business since 2001. From July 2005 to present, Mr. Wang served as General Manager and then Chairman of Jiangsu High Hope Electric Co., Ltd., a subsidiary of Jiangsu High Hope International Group. Since April 2008, Mr. Wang has been a Director and General Manager of Jiangsu International Co., Ltd.

Mr. Wang has a Bachelor's Degree from Nanjing Forestry University in Advertising and an EMBA from Tsinghua University, China.

The Directors, with Mr Tian Wang abstaining, recommend that Shareholders vote in favour of this Resolution.

RESOLUTION 4: ELECTION OF DR ERIC ZHANG AS A DIRECTOR

Dr Eric Zhang was appointed as a Director of the company on 28 August 2014. In accordance with Clause 16.2(b) of the Constitution of the Company, the Company may appoint a person as a Director by resolution passed at a Shareholders meeting. Accordingly the Company is seeking approval of the appointment of Dr Eric Zhang as a Director of the Company.

Dr Zhang holds a Doctor of Philosophy from Macquarie University, a Master of Science by Research from Macquarie University and a Master of Engineering from University of Technology.

He is Chief Executive Officer and Director of Tasman Funds Management Pty Ltd. He is also Director of China Construction International Corporation (Australia) Pty Ltd. In 2013, Dr Zhang was appointed Chief Executive Officer and Director of PIA Investors Private Fund Pty Ltd.

The Directors, with Dr Eric Zhang abstaining, recommend that Shareholders vote in favour of this Resolution.

Attachment 1

Complete Terms of the Options issued to Tasman Funds Management (Resolution 2):

- (a) Each Option entitles the holder to one share in the capital of the Company.
- (b) The Options may be exercised at any time prior to 5.00pm (AEST) on 6 October 2016.
- (c) The exercise price of the Options are as follows:
 - Option A options have an exercise price of A\$0.05 per share,
 - Option B options have an exercise price of A\$0.07 per share, and
 - Option C options have an exercise price of A\$0.09 per share.They will be issued at nil consideration.
- (d) The Options will not be quoted on ASX; the Company will apply for quotation of any shares issued as a result of the exercise of the Options.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (“Notice of Exercise”). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of shares to be allotted and the identity of their proposed allottee. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of the exercise price per share. The Company will process all relevant documents received at the end of every calendar month.
- (f) All shares issued upon the exercise of the Options will rank equally in all respects with the Company’s then issued shares.
- (g) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised. The Company will ensure, for the purposes of determining entitlements to any issue, that the Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.
- (h) If there is a bonus issue (“Bonus Issue”) to Shareholders, the number of shares over which an Option is exercisable will be increased by the number of shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (“Bonus Shares”). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other shares on issue as at the date of issue of the Bonus Shares.
- (i) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the Listing Rules.



Bligh Resources Limited

ABN 83 130 964 162

LODGE YOUR VOTE

By mail: Bligh 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: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Bligh 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.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the General Meeting of the Company to be held at 11:00am on Friday, 3 October 2014 at Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 (the Meeting) and at any postponement or adjournment 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 X

STEP 2

VOTING DIRECTIONS

Table with 4 columns: Resolution, For, Against, Abstain*. Contains resolutions for share ratification, options approval, and director elections.

* 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), Joint Shareholder 2 (Individual), Joint Shareholder 3 (Individual) with signature lines and titles.

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.

BGH 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 or online at www.linkmarketservices.com.au.

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 **11:00am on Wednesday, 1 October 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:



by mail:

Bligh 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.

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.