



## **Bligh Resources Limited**

ACN 130 964 162

**ASX: BGH**

### **ASX Release**

1 December 2014

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#### **For the Latest News:**

[www.blighresources.com.au](http://www.blighresources.com.au)

#### **Directors:**

Eric Zhang – (Non-Executive Director)  
Peiqi Zhang - (Non-Executive Director)  
Jinle Song - (Non-Executive Director)  
Eric Chan - (Non-Executive Director)  
Tianbao Wang – (Non-Executive Director)

Zhijie Li -(Alternate Director for Mr P Zhang)  
Bill Richie Yang -(Alternate Director for Mr J Song)

#### **Company Secretary**

Ian White

#### **Issued Capital:**

Shares: 75,125,720  
Unlisted Options: 16,300,000

#### **Currently Exploring and Developing:**

- Gold
- Manganese

#### **Current Projects:**

- Bundarra Gold Project
- Leonora Gold Project
- Bootu Creek Two Manganese
- Kumarina Manganese

## **Royalty Settlement completed with Terrain Resources Limited**

In accordance with previous ASX announcements from Bligh Resources Limited (the “Company”) (ASX: BGH) on 24 November and 26 November 2014 respectively, the Company and SR Mining Pty Ltd (“SR Mining”) on 28 November 2014 have entered into a formal *Deed of Release of Royalty and Other Liabilities and Security Interests (“Settlement Deed”)* with Terrain Minerals Limited (ASX: TMX) and other related parties, in relation to the Bundarra Tenement Sales Agreement (“TSA”) and The Inter Creditors Deed.

With regards to the convertible notes to be issued to Terrain, the terms are attached to this announcement.

The Company now anticipates to also complete the final settlement agreement with the SR Mining lenders as per the ASX Announcement released on 26 November 2014. The Company shall update shareholders in due course.

### **Bill Richie Yang**

#### **Alternate Director**

### Convertible Note Terms

This Convertible Note is issued by the Issuer (BGH) to the Holder (Terrain) on the terms described below:

<b>Issuer</b>	Bligh Resources Limited ACN 130 964 162
<b>Holder</b>	Terrain Minerals Limited ACN 116 153 514
<b>Face Value</b>	\$200,000
<b>Coupon Rate</b>	Nil
<b>Issue Date</b>	28 November 2014
<b>Redemption Date</b>	5.00pm Sydney Time on 28 November 2015
<b>Expiry Date</b>	5.00pm Sydney Time on 28 January 2016
<b>Conversion</b>	<p>This convertible note may be converted in whole or in part at any time from the Issue Date to the Expiry Date into Shares at \$0.05 per share.</p> <p>To convert the convertible note the Holder must deliver a Valid Conversion Notice to the Issuer at its registered office before the Expiry Date.</p> <p>On receipt of a Valid Conversion Notice the Issuer shall issue and allot the Shares to the Holder's share account described below on the Business Day after the receipt of the Valid Conversion Notice.</p> <p>On receipt of the issue and allotment of the Shares under a Valid Conversion Notice, the Face Value is reduced by deducting the amount to be converted as stated in the Valid Conversion Notice and the Issuer shall issue a new convertible note certificate to the Holder for the residual Face Value by e-mail at the same time as it issues the Shares (with an original to follow by post within 10 days).</p> <p>The Holder may issue multiple Valid Conversion Notices.</p>
<b>Redemption</b>	<p>The Holder may redeem, in whole or in part, the Face Value at any time after the Redemption Date by the delivery of a Valid Redemption Notice to the Issuer at its registered office.</p> <p>On the Expiry Date, the convertible note will be redeemed in the amount of the Face Value at the Expiry Date.</p> <p>On receipt of a Valid Redemption Notice or on the Expiry Date, the Issuer shall pay the Redemption Amount within 2 Business Days by direct deposit into the Holder's bank account described below.</p> <p>On the payment of the Redemption Amount following the issue of a Valid Redemption Notice, the Face Value is reduced by deducting the Redemption Amount and the Issuer shall issue a new convertible note certificate to the Holder for the residual Face Value by e-mail at the same time as it pays the Redemption Amount (with an original to follow by post within 10 days).</p> <p>The Holder may issue multiple Valid Redemption Notices.</p>
<b>Alteration of Capital</b>	If there is a bonus issue of securities prior to the Shares being

	<p>allotted under a Valid Conversion Notice, then the number of Shares and securities that shall be issued and allotted on the Valid Conversion Notice shall be increased by the number of Shares and securities that the Holder would have received if the Shares had been allotted under the Valid Conversion Notice prior to the bonus issue of securities.</p> <p>To the extent necessary to comply with Listing Rule 7.23, If there is a re-organisation of capital in relation to the Issuer, the conversion conditions shall be amended and to be treated in accordance with the Listing Rules.</p>
<b>Transfer</b>	The Holder may not transfer, assign or dispose of this convertible note, other than with the written consent of the Issuer, such consent shall not be unreasonably withheld.
<b>Penalty for late or non-compliance</b>	If the Issuer delays or fails to do anything that it is required to do under this convertible note (including issuing Shares or making payments to the Holder when required to do so), interest at an annual rate of 5% (calculated daily and payable monthly) will be charged by reference to, and added to, the then-existing amount of the Face Value until such time as the Issuer rectifies in full the situation that has led to such imposition of interest.
<b>Definitions</b>	<p><b>\$</b> means Australian Dollars.</p> <p><b>ASX</b> means ASX Limited and the market it operates.</p> <p><b>Business Day</b> has the same meaning as in the Listing Rules.</p> <p><b>Face Value</b> means \$200,000 and after any redemption or conversion, means \$200,000 less the amounts redeemed or converted.</p> <p><b>Listing Rules</b> means the listing rules of the ASX.</p> <p><b>Redemption Amount</b> means the amount of the Face Value to be redeemed under a Valid Redemption Notice or in the case of redemption on the Expiry Date, means the Face Value.</p> <p><b>Shares</b> means ordinary fully paid shares in the capital of the Issuer.</p> <p><b>Valid Conversion Notice</b> means a conversion notice that:</p> <ol style="list-style-type: none"> <li>a) Is in writing, signed for or on behalf of the Holder;</li> <li>b) Is an original, or if sent by facsimile or e-mailed in PDF format is followed by an original posted to the Issuer within 10 days;</li> <li>c) Is accompanied by the convertible note certificate (which if sent by facsimile or e-mailed in PDF format is followed by the original posted to the Issuer within 10 days);</li> <li>d) Specifies the amount of the convertible note that is to be converted in a multiple of \$0.05. The amount must not exceed the Face Value;</li> <li>e) Includes a warranty by the Holder that the allotment of the Shares shall not result in the acquisition by any person of a relevant interest in voting shares prohibited under section 606</li> </ol>

of the Corporations Act; and

f) If the Holder wishes the Shares to be issued to a specific nominee or broker sponsored account other than that specified in this Convertible Note, provides the details required to allot the shares to that nominee or broker sponsored account.

**Valid Redemption Notice** means a redemption notice that:

- a) Is in writing, signed for or on behalf of the Holder;
- b) Is the original, or if sent by facsimile or e-mailed in PDF format is followed by an original posted to the Issuer within 10 days;
- c) Is accompanied by the convertible note certificate (which if sent by facsimile or e-mailed in PDF format is followed by the original posted to the Issuer within 10 days);
- d) Specifies the Redemption Amount and;
- e) If the Holder wishes the redemption amount to be remitted by direct deposit to an account other than that specified in this Convertible Note, provides the account details sufficient to allow the Issuer to remit the redemption amount by direct deposit.

**-ENDS-**

**For further information:**

**Bill Richie Yang, Alternate Director: 02 9233 4677**

**Released through Ben Jarvis, Six Degrees Investor Relations: 02 9230 0661**