



ABN 86 121 985 395

NOTICE OF ANNUAL GENERAL MEETING

AND

**EXPLANATORY MEMORANDUM
TO SHAREHOLDERS**

**MEETING TO BE HELD AT UNIT 1 / 1 NAIRN STREET, FREMANTLE, WESTERN
AUSTRALIA**

ON FRIDAY 26 NOVEMBER 2010 AT 4 PM PERTH TIME

A PROXY FORM IS ENCLOSED

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Bright Star Resources Limited

ABN 86 121 985 395

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of Bright Star Resources Limited will be held at Unit 1 / 1 Nairn Street, Fremantle, Western Australia on Friday 26 November 2010 at 4 pm Perth time.

Agenda

Business

Item 1 Financial report

To receive and consider the Company's financial report and the reports of the directors and the auditor for the financial year ended 30 June 2010.

Resolution 1 Approval of remuneration report

To consider and, if thought fit, to pass the following as a non binding resolution:

“That the section of the report of the directors for the financial year ended 30 June 2010 dealing with the remuneration of the directors, secretary and senior executives, be adopted.”

Resolution 2 Re-election of Graeme Clatworthy as director

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

“That Mr Graeme Clatworthy, being a director of the Company who retires by rotation under the Company's constitution, is re-elected as a director of the Company, with immediate effect from the closure of the meeting.”

Resolution 3 Ratification of previous placement of options

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the members of the Company approve and ratify the previous issue of 20,000,000 options on the terms and conditions set out in the Explanatory Memorandum.”

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Capitalised terms in this Notice of Meeting and the Explanatory Memorandum are defined in Annexure A to the Explanatory Memorandum.

Resolutions not inter-dependent

None of the resolutions are inter-dependent. This means that one or more of the resolutions can be passed even though one or more of the other resolutions were not passed by shareholders.

Entitlement to vote

Snapshot Date

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, Shares will be taken to be held by the persons who are the registered holders at 5.00 pm Perth time on 24 November 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Exclusions

The Company will disregard any votes cast on Resolution 3 by any entity who participated in the issue of options, and any of its associates, unless the vote is cast in the following circumstances:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the person chairing the meeting as a 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 has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative to the Company.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at the Company's registered office:

The Company Secretary
Bright Star Resources Limited
1 / 1 Nairn Street
FREMANTLE WA 6160

OR by facsimile: (08) 9430 9965 (Australia) or + 61 8 9430 9965
(International)

by no later than 4 pm Perth time on 24 November 2010.

By Order of the Board

Dated: 22 October 2010

Geoff Gilmour
Director
Bright Star Resources Limited

Bright Star Resources Limited

ABN 86 121 985 395

Explanatory Memorandum to Shareholders

1 Introduction

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. **Annexure A** of this Explanatory Memorandum contains the definitions of the capitalised terms in the Notice of Meeting and this Explanatory Memorandum.

The directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions set out in the Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

2 Financial Report

The Corporations Act requires that the report of the directors, the auditor's report and the financial report be laid before the AGM. In addition, the Company's constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted on, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the AGM on the financial statements and reports. However, shareholders will be given reasonable opportunity at the meeting to raise questions with respect to these reports.

Shareholders may also submit written questions to the Company's auditor if the question is relevant to the content of the audit report, or the conduct of its audit of the annual report for the year ended 30 June 2010. Relevant written questions for the auditor must be delivered by 5:00pm Perth time on Friday 19 November 2010. Please send any written questions to the address set out in the proxy form attached to this Notice of Meeting.

3 Resolution 1 – Approval of Remuneration Report

Section 250R(2) of the Corporations Act 2001 requires that the section of the directors' report dealing with the remuneration of directors, the secretary and senior executives be put to shareholders at the AGM for adoption by resolution.

The vote is advisory only, and does not bind the directors or the Company.

The remuneration report is set out in the 2010 annual report. The report:

- (a) explains the board's policies in relation to the nature and level of remuneration paid to directors, secretaries and senior executives within the Company group;
- (b) discusses the link between the board's policies and the Company's performance;
- (c) sets out the remuneration details for each director and for each member of the Company's senior executive management team; and
- (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

4 Resolution 2 – Re-election of Graeme Clatworthy as director

4.1 General

Rule 16 of the Company's constitution requires that, at each AGM one third of the directors (other than the Managing Director) or, if their number is not a multiple of three, then the number nearest to but not less than one third, must retire from office.

The Company's constitution also states that a director (other than a director who is a Managing Director) must retire from office at the conclusion of the third AGM after which the director was elected or re-elected. In accordance with the Company's constitution, Mr Graeme Clatworthy retires as a director and offers himself for re-election as a director.

A summary of Mr Clatworthy's qualifications and experience is set out in the Annual Report.

4.2 Directors' recommendation

The directors (other than Mr Clatworthy) recommend that shareholders vote for the resolution.

5 Resolution 3 –Ratification of previous placement of Options

5.1 Introduction

On Monday 11 October 2010 the Company placed 40,000,000 Shares at an issue price of \$0.09 per share. The placement was to sophisticated investors and/or professional investors under the provisions of section 708 of the Corporations Act.

The placement included one Option for every two Shares issued, totalling 20,000,000 Options.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4, for the previous issue of the 20,000,000 Options.

5.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides a restriction on the number of equity securities which a company may issue in any 12 month rolling period, without having to obtain shareholder approval. A company must not, without prior shareholder approval, issue, or agree to issue, equity securities greater than 15% of the company's share capital in the previous 12 months (ignoring placements made under a Listing Rule exception or with shareholder approval).

Listing Rule 7.4 provides an exception to Listing Rule 7.1 where a company, in general meeting, ratifies the previous issue of securities pursuant to Listing Rule 7.1 and provided that the previous issue did not breach Listing Rule 7.1. On ratification, the securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

5.3 Information for Shareholders

In accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Options:

- (a) The options were issued on Monday 11 October 2010.
- (b) The total number of options issued was 20,000,000.
- (c) The options may be exercised at any time prior to 5:00pm Perth time on 7 October 2012.
- (d) The exercise price payable on exercise of each option is \$0.10.
- (e) The options were issued for nil consideration.
- (f) The options were issued to entities who were sophisticated investors and/or professional investors and who received the 40,000,000 Shares issued on Monday 11 October 2010, on the basis of 1 Option for every 2 Shares issued.
- (g) No funds were raised from the issue of the options, as the options were issued for nil consideration in connection with the issue of the 40,000,000 Shares on Monday 11 October 2010. The funds raised as a result of Options being exercised and shares being issued are to be used to fund exploration work on the Kitongo Project and for working capital.
- (h) The terms and conditions of the Options are summarised in **Schedule 1** to this Explanatory Memorandum.

5.4 Directors' recommendation

The Directors recommend that shareholders vote in favour of the resolution.

Schedule 1 – Summary of terms of issue of the Options

- (a) Each option entitles the holder to subscribe for one Share. Shares issued upon the exercise of the options will rank *pari passu* in all respects with other ordinary shares of the Company from the date of issue.
- (b) The options may be exercised at any time from the date of grant until the expiry time of 5pm Perth time on 7 October 2012.
- (c) The options may be exercised by lodging with the Company, prior to the expiry time, a duly signed, written notice of exercise specifying the number of options being exercised together with payment of the sum of the \$0.10 per option exercised. The exercise notice must be accompanied by the certificate of the options being exercised, for cancellation by the Company.
- (d) Within 5 business days after receipt of a valid exercise notice accompanied by full payment of the exercise price and the option certificate, the Company will issue the number of Shares specified in the exercise notice, cancel the certification for the options being exercised and update the option register accordingly. If applicable, the Company will issue a new option certificate for any unexercised options.
- (e) The options may be transferred if the registered holder and the transferee duly execute a transfer form in the format approved by the Company from time to time. The transfer is not effective until the Company processes the transfer, updates the options register and issues a new option certificate to the new registered holder.
- (f) The optionholder has no right or entitlement, without exercising the option, to participate in new issues of shares offered to Shareholders, whether by way of rights issue, bonus issue or other pro-rata offer of shares to shareholders. However the Company will ensure that for the purposes of determining entitlements to any such offer or issue, the record date will be a date at least 5 business days after the offer or issue is announced by the Company.
- (g) If the Company makes a “bonus issue” (as defined in the ASX listing rules) before the expiry date then upon exercise of an option the optionholder is entitled to have issued to it additional shares, in accordance with the requirements of Listing Rule 6.22.3 (or its replacement or successor).
- (h) The optionholder has no right or entitlement to participate in Company’s dividends.
- (i) If there is a reorganisation of the issued capital of the Company before the expiry time, the number of options to which an optionholder is entitled, or the exercise price (or both) will be reconstructed (as appropriate) in accordance with Listing Rule 7.22 (or its replacement or successor). The rights of the optionholder under the terms of issue may be amended to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (j) The optionholder has no rights or entitlements in addition to those set out above to a change in the exercise price, or a change to the number of shares over which the option can be exercised.
- (k) The optionholder has no voting rights at a meeting of shareholders.

Annexure A – Definitions

The meanings of capitalised terms used in the Notice of Meeting and Explanatory Memorandum are set out below:

AGM means an Annual General Meeting.

ASX means the ASX Limited or the exchange operated by it, as the context requires.

Board means the Company's board of directors.

Business Day means a day other than a Saturday, Sunday or public holiday in Western Australia.

Company means Bright Star Resources Limited ABN 86 121 985 395 (formerly named Tasman Goldfields Limited).

Corporations Act means the *Corporations Act 2001* (Cth).

Kitongo Project means the gold exploration project in Tanzania which covers approximately 128 km² and is located on the Kitongo Project Properties in the Lake Victoria Goldfields region of Tanzania approximately 90 kilometres south of the city of Mwanza.

Listing Rules means the ASX Listing Rules published by the ASX from time to time.

Option means an option to subscribe for a Share on the terms of issue summarised in **Schedule 1**.

Share means a fully paid, ordinary share issued in the share capital of the Company.

Share Registry means Registries Ltd of Level 7, 207 Kent Street, Sydney, New South Wales, Australia.

Shareholder means the registered holder of a Share.

Contact Telephone No:

Contact Name (if different from above)

APPOINTMENT OF PROXY

I/We being a shareholder/s of Bright Star Resources Limited and entitled to attend and vote hereby appoint

The chairman of the meeting
(mark with an)

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of this Meeting. Leave this box blank if you have selected the Chairman of the Meeting as your proxy.

OR failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the meeting of shareholders of Bright Star Resources Ltd to be held at Unit 1 / 1 Nairn Street, Fremantle WA 6160 on **26 November 2010** at 4pm Perth time and at any adjournment of that meeting.

VOTING DIRECTIONS TO YOUR PROXY – please mark to indicate your directions

		For	Against	Abstain
Resolution 1	Approval of remuneration report (<i>non-binding resolution</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Graeme Clatworthy as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of previous placement of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular Resolution, 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.

APPOINTMENT OF A SECOND PROXY (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

HOW to complete this Proxy Form

Bright Star Resources Limited ABN 86 121 985

Your name and Address

Please print your name and address as it appears on your holding statement and the company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. 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. If you leave this section blank, or your names 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.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution 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 a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution 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 photocopying this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

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, all of the shareholders should sign.
- Power of Attorney: to sign under the Power of Attorney, you must have already lodged this document with the company's share 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.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below 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.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at:

Unit 1, 1 Nairn Street, Fremantle WA 6160 or sent to PO Box 1133, Fremantle WA 6959

Or

Faxed to the Company on (08) 9430 9965 (international + 61 8 9430 9965)