



**BLIGH MINING**

# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**Annual General Meeting to be held at  
Suite 605, Level 6, 66 Hunter Street, Sydney, NSW 2000  
on Wednesday 28 November 2012, 11.00am AEDST**

## **IMPORTANT NOTICE**

This Notice of Annual General Meeting and Explanatory Statement require your immediate attention. It should be read in its entirety.

If you are in doubt as to the course of action you should take and how you should vote, you should seek advice from your accountant, solicitor or other professional adviser without delay.



# BLIGH MINING

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Bligh Mining Limited (Bligh or the Company) will be held at Suite 605, Level 6, 66 Hunter Street, Sydney NSW 2000 on Wednesday 28 November 2012, at 11.00am AEDST.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting sets out the background information on the various matters to be considered. This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety.

## AGENDA

### 1 Receipt of Financial Report

To receive the Financial Report of the Company for the year ended 30 June 2012 together with the Directors' Report in relation to that financial year and the Auditor's Report on the Financial Report.

### 2 Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **advisory resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Company's annual report for the financial year ended 30 June 2012 be approved."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

#### Voting Prohibition Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Item 2 by Key Management Personnel and any Closely Related Party of any Key Management Personnel as those terms are defined in section 9 of the Corporations Act. However, the Company need not disregard a vote if:

- (a) it is cast by a person who is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) it is cast by the Chair of the meeting and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the company.

### 3 Re-election of Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That Mr Tony Crimmins, who was appointed to the Board on 12 November 2010, who will retire at the close of the meeting in accordance with Clause 6.4 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company."*

### 4 Amendment to the Constitution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*"That, for the purposes of section 136 of the Corporations Act and for all other purposes, the Constitution be amended with immediate effect by inserting a provision to allow for the sale of unmarketable parcels in the Company, the full terms of which are set out in Schedule 1 to the Explanatory Memorandum, and that the remaining provisions of the Constitution be re-numbered accordingly."*

#### Other Business

To transact any other business which may be properly brought before the meeting in accordance with the Company's Constitution and the Corporations Act.

Please note defined terms used in this Notice have the same meanings set out in the Glossary of Explanatory Memorandum.

#### Explanatory Statement

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting.



### **Voting Entitlement**

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 7.00pm AEDST on Monday 26 November 2012.

### **Proxies**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In summary, under sections 250BB and 250BC of the Corporations Act

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
  - (i) the proxy is not recorded as attending the meeting;
  - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

#### ***How undirected proxies held by the Chairman of the meeting will be voted – Item 2***

If you appoint the Chair of the Meeting as your proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the resolutions to be considered at the meeting, you expressly authorise the Chair to vote in accordance with the voting intentions of the Chair to vote in favour of all resolutions. In particular, if you do not direct the Chair how to vote on the resolution in Item 2 you expressly authorise the Chair to vote in favour of the resolution in Item 2 for the adoption of the remuneration report even though it is connected with the remuneration of a member of Key Management Personnel.

The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.



**General**

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote at the Annual General Meeting.

Where more than one proxy is appointed and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes. A proxy may, but need not be, a member of Bligh.

Appointment of a proxy by a member who is a corporation must be executed in accordance with section 127 of the Corporations Act.

A Proxy Form accompanies this Notice of Annual General Meeting.

To be effective, the completed proxy together with the power of attorney (if any) under which it is signed, must be received at the Company's corporate registry, Link Market Services Limited, at one of the addresses or the facsimile number below no later than 48 hours before the commencement of the meeting:

In Person: Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138

By Mail: Bligh Mining Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

By Facsimile: +61 2 9287 0309

On-line: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Any proxy form received later than 48 hours before the commencement of the meeting will not be valid for the meeting.

**Corporate Representative**

If a representative of a Shareholder corporation is to attend the Meeting the attached "Corporate Representative Certificate" should be completed and produced prior to the meeting.

**Questions from Shareholders**

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management of the Company at the meeting. Members with specific queries concerning any aspect of the Financial Report for the year ended 30 June 2012 are requested to submit those queries in writing by no later than 21 November 2012 to enable the Board time to consider the queries and where appropriate to make enquires of the Auditor.

By Mail: Company Secretary  
GPO Box 2350  
Sydney NSW 2001  
Australia

By Facsimile: +61 2 9224 9299

By order of the Board.

**ANNE ADALEY**  
**Company Secretary**  
26 October 2012



## EXPLANATORY STATEMENT

### Introduction

This Explanatory Statement has been prepared for the information of shareholders in relation to the business to be conducted at the Annual General Meeting to be held at Suite 605, Level 6, 66 Hunter Street, Sydney NSW 2000 on Wednesday 28 November 2012 at 11.00am am AEDST.

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting. This Explanatory Statement is to provide shareholders with information that is reasonably required by them to decide how to vote upon the resolution.

### 1 To receive Financial Report

The first agenda item in the Notice of Meeting deals with a procedural matter, namely to receive the Financial Report, Directors Report and Auditors Report for the Company for the year ended 30 June 2012. There is no requirement for shareholders to approve these Reports. Shareholders will be provided with a reasonable opportunity to ask questions about the reports.

In accordance with the Corporations Act the Company is not required to provide a hard copy of the Company's Annual Report to shareholders unless a shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Report which includes the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2012 unless specifically requested to do so, Shareholders may view the Company's Annual Report on the Company's website at [www.blighmining.com.au](http://www.blighmining.com.au) or request a copy from the Company at any time.

### 2 Adoption of remuneration report

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under the Corporations Act, if at least 25% of the votes cast on Item 2 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2013 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2013 annual general meeting. All of the Directors who were in office when the Company's 2012 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2012.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

#### 2.2 Proxy Restrictions

If you appoint the Chair of the Meeting as your proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the resolutions to be considered at the meeting, you expressly authorise the Chair to vote in accordance with the voting intentions of the Chair to vote in favour of all resolutions. In particular, if you do not direct the Chair how to vote on Item 2, you expressly authorise the Chair to vote in favour of Item 2 for the adoption of the remuneration report even though it is connected with the remuneration of a member of Key Management Personnel.



If you appoint the Chair of the Meeting as your proxy and wish to direct the Chair how to vote on some or all of the resolutions to be considered at the Meeting, you must complete the directed proxy part of the Proxy Form (Step 2 on the Proxy Form).

The company encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.

### **3 Re-election of Director: Mr Tony Crimmins**

In accordance with Clause 6.4 of the Constitution, one-third of the Directors (rounded down) shall retire from office at every annual general meeting of the Company. Clause 13.2 provides that such Directors are eligible for re-election at that meeting.

In accordance with Clause 6.4 of the Constitution, Mr Tony Crimmins will retire at the end of the Annual General Meeting and will seek re-election pursuant to Item 3 of the Notice of Annual General Meeting.

Details of this candidate are as follows:

Tony Crimmins has held numerous roles involved in material processing and project mining. This includes mining for Uranium, coal gold and copper in Australia, Indonesia and East Asia. Having a strong background in environmental engineering having worked extensively in China. During this time he developed a working proficiency in Mandarin and an understanding of Asian business practices.

For the past eight years, Mr Crimmins has been involved in the listing of 13 companies on ASX from IPOs to reconstituted listed companies. In the process he has helped raise over \$65 million for projects, including seven mining companies located in Australia and Indonesia.

Mr Crimmins is currently the executive chairman of Jatenergy Limited and a non-executive director of Welcome Stranger Mining Limited and SVC Group Limited.

### **4 Amendment of Constitution**

#### **Unmarketable Parcels**

The amendment to the Constitution proposed (the full provisions of which are set out in Schedule 1), would give the ability to the Company to sell the shares of any member who holds less than a marketable parcel of shares in the Company (being a parcel of shares with a market value of less than \$500). This is proposed to reduce the significant administrative and registry costs associated with unmarketable parcels.

The proposed amendment provides a formula for determining the price at which unmarketable parcels must be sold (**Minimum Sale Price**). This is the weighted average sale price of the shares sold on ASX during the period 5 consecutive days immediately before a notice is sent to the shareholder in respect of the sale of the unmarketable parcel.

The proposed new Constitution also provides that for the purposes of effecting the sale of unmarketable parcels, relevant shareholders appoint the Company as their agent to sell the relevant shares at not less than the Minimum Sale Price and appoints each Director as their attorney to transfer the shares from the relevant member to the purchaser of the relevant shares.



# BLIGH MINING

## GLOSSARY OF TERMS

In this Explanatory Statement the following expressions have the following meanings:

**Annual General Meeting** or **Meeting** means the annual general meeting of shareholders of the Company convened by this Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means Australian Securities Exchange operated by ASX Ltd.

**Board** means the board of directors of the Company.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** means Bligh Mining Limited (ABN 86 073 153 223).

**Constitution** means the Constitution of the Company.

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

**Director** means a director of the Company.

**Equity Securities** has the same meaning as in the Listing Rules.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of the ASX.

**Notice** or **Notice of Meeting** means the notice of annual general meeting which accompanies this Explanatory Statement.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2012.

**Resolution** means a resolution referred to in the Notice of Meeting.

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

**Shareholder** means a holder of a Share.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.



# BLIGH MINING

## SCHEDULE 1

### 1. Unmarketable parcels

- 1.1 In this rule 1:
- 1.1.1 Marketable Parcel of the relevant securities has the meaning ascribed by the Listing Rules;
  - 1.1.2 Minimum Sale Price means the weighted average sale price of the relevant securities sold on ASX during a period of five consecutive trading days immediately preceding the relevant Notice Date, rounded off to the nearest half cent or, if there are no sales of the relevant securities on ASX during that period the sale price which in the opinion of the directors is a fair and reasonable sale price for the relevant securities immediately prior to the relevant Notice Date;
  - 1.1.3 Minority Member means the holder of less than a Marketable Parcel of the relevant securities;
  - 1.1.4 Notice means the written notice given to Minority Members in accordance with rule 1.2;
  - 1.1.5 Notice Date means the date of the Notice sent by the Company to a Minority Member advising that the Company intends to sell that Minority Member's securities on that member's behalf under rule 1.2;
  - 1.1.6 Purchaser means the person or persons (including a member or members) to whom the relevant securities are disposed or sold in accordance with rule 1.2; and
  - 1.1.7 Sale Consideration means the proceeds of any sale or other disposal of the relevant securities of a Minority Member pursuant to this rule 1.
- 1.2 Subject to the Listing Rules, the Company is entitled to sell securities of a Minority Member on the following conditions:
- 1.2.1 the Company must give to the Minority Member a Notice that the Company intends to invoke the power of sale contained in this rule 1;
  - 1.2.2 the Minority Member must be given at least six weeks from the Notice Date in which to advise the Company that the member wishes to retain the member's security holding;
  - 1.2.3 if the Minority Member advises the Company under rule 1.2.2 that the member wishes to retain the member's security holding, the Company must not sell it; and
  - 1.2.4 subject to rule 1.2.3, at the expiry of the six week period, the Company is entitled to sell any security holding of the Minority Member which is, at the date of sale, less than a Marketable Parcel.
- 1.3 For the purposes of the sale of securities under this rule 1 each Minority Member:
- 1.3.1 appoints the Company as the Minority Member's agent to sell all of the Minority Member's relevant securities at a price not less than the Minimum Sale Price; and
  - 1.3.2 appoints the Company and each of its directors jointly and severally as the Minority Member's attorneys in that member's name and on that member's behalf to effect all transfer documents, deeds or other documents or instruments necessary to transfer the relevant securities from the Minority Member to the Purchaser.
- 1.4 The Company must bear all costs of and incidental to the sale of securities under this rule 1.
- 1.5 Subject to this rule 1, with respect to the receipt and payment of the Sale Consideration:
- 1.5.1 the Sale Consideration must be received by the Company and paid by the Company to the Minority Member or as that Minority Member may direct;
  - 1.5.2 the Sale Consideration received by the Company must be paid into a bank account opened and maintained by the Company for that purpose only;





- 1.5.3 the Company must hold the Sale Consideration in trust for the Minority Members whose securities are sold under this rule 1 pending distribution of the Sale Consideration;
  - 1.5.4 the Company must as soon as practicable after the sale of securities of Minority Members, and to the extent that it may reasonably do so, distribute the Sale Consideration; and
  - 1.5.5 any Sale Consideration payable to a Minority Member under this rule which is unclaimed for one year after receipt by the Company may be invested or otherwise made use of by the directors for the benefit of the Company until claimed or otherwise disposed of according to law. No money payable under this rule by the Company to Minority Members bears interest against the Company.
- 1.6 The Sale Consideration must not be sent to a Minority Member until the Company receives any certificate relating to the securities which have been sold (or is satisfied that the certificate has been lost or destroyed).
- 1.7 This rule 1 may be invoked only once in any 12 month period.
- 1.8 The power to sell in this rule 1 lapses following the announcement of a takeover offer or the making of a takeover announcement. However, despite rule 1.7, the procedure provided in this rule 1 may be started again after the close of the offers made under the takeover offer or takeover announcement.



## CORPORATE DIRECTORY

### Directors

Andrew Nutt	Executive Chairman
Iqbal Muhammad	Executive Director
Brett Gunter	Non-Executive Director
Tony Crimmins	Non-Executive Director
Sevag Chalabian	Non-Executive Director
Michael Doyle	Non-Executive Director

### Company Secretary

Anne Adaley

### Registered Office and Principal Place of Business

Level 6, Suite 605  
66 Hunter Street  
Sydney NSW 2000  
T: +61 2 9224 9292  
F: +61 2 9224 9299  
E: [info@blighmining.com.au](mailto:info@blighmining.com.au)  
W: [www.blighmining.com.au](http://www.blighmining.com.au)

### Share Register

Link Market Services Limited  
Level 12, 680 George Street  
Sydney South NSW 2000  
T: +61 2 8280 7111  
F: +61 2 9287 0309

### Auditor

PwC PricewaterhouseCoopers  
Darling Park Tower 2  
201 Sussex St  
Sydney NSW 2000  
T: +61 (2) 8266 0000  
F: +61 (2) 8266 9999

### Solicitor

Norton Rose Australia  
Level 18, Grosvenor Place  
225 George Street  
Sydney NSW 2000  
T: +61 2 9330 8472  
F: +61 2 9330 8111


**By mail:**  
 Bligh Mining Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

**By fax:** +61 2 9287 0309

**All enquiries to: Telephone:** 1300 554 474 **Overseas:** +61 2 8280 7111

**X99999999999**

## SHAREHOLDER VOTING FORM

I/We being a member(s) of Bligh Mining 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. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **11am AEDST on Wednesday, 28 November 2012, at Suite 605, Level 6, 66 Hunter Street, Sydney NSW 2000** and at any adjournment or postponement of the meeting. Chairman authorised to exercise undirected proxies on remuneration related resolutions. Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the proxy becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on item 2 (Remuneration Report) (except where I/we have indicated a different voting intention below) even though item 2 is connected directly or indirectly with the remuneration of a member of the key management personnel which includes the Chairman.

**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 
**STEP 2**
**VOTING DIRECTIONS**

	For	Against	Abstain*
<b>Item 2</b> Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 3</b> To re-elect Mr Tony Crimmins as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 4</b> Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**XXX PRX201R**


## 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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

### 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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- 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.
- 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.

## 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 **11am AEDST on Monday, 26 November 2012**, 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:



**ONLINE**

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

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

Bligh Mining 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 Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**