



Bligh Resources Limited

ACN 130 964 162

ASX: BGH

ASX Release

18 October 2013

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New South Wales 2000
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Contacts:

Robert Benussi

Email:

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For the Latest News:

www.blighresources.com.au

Directors:

Robert Benussi
Peiqi Zhang -(Non-Executive Director)
Jinle Song -(Non-Executive Director)
Eric Chan -(Non-Executive Director)

Alternates:

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

Company Secretary

Anna Sandham

Issued Capital:

Shares: 60,125,720
Unlisted Opts: 16,000,000
(Escrowed)

Currently Exploring for:

- Gold
- Manganese

Current Projects:

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

Australian Securities Exchange

Level 5, 20 Bridge Street
SYDNEY NSW 2000

NOTICE OF ANNUAL GENERAL MEETING & PROXY FORM

Please find attached a Notice of Annual General Meeting and Proxy Form which has been despatched to shareholders today.

The Annual General Meeting of Bligh Resources Limited will be held at 11.00am (AEDST) on Wednesday 20 November 2013.

On behalf of the board

Anna Sandham

Company Secretary

BLIGH RESOURCES LIMITED

ACN 130 964 162

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00 am (AEDST)

DATE: Wednesday 20 November 2013

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 do not hesitate to contact the Company Secretary on +61 2 8280 7355.

BLIGH RESOURCES LIMITED

NOTICE OF 2013 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the shareholders of Bligh Resources Limited ACN 130 964 162 (the Company) will be held at 11:00am (AEDST) on Wednesday, 20 November 2013 at the offices of Link Market Services, Level 12, 680 George Street, Sydney NSW.

A. Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2013.

Unless the Company has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All shareholders can view the Annual Report (which contains the Financial Report for the year ended 30 June 2013 on the Company's website www.blighresources.com.au).

B. Questions and Comments

Following the consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Audit Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

C. ITEMS FOR APPROVAL

RESOLUTION 1: ELECTION OF ERIC CHAN AS A DIRECTOR

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

"That, Eric Chan, who retires in accordance with the Constitution of the Company, and having offered himself for election and being eligible, is hereby elected as a Director of the Company."

Biographical information about Mr Chan is available in the Explanatory Statement which forms part of this Notice of Meeting.

RESOLUTION 2: APPOINTMENT OF AUDITOR

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

"To appoint HLB Mann Judd (NSW Partnership) as auditors of the Company and its controlled entities with effect from the end of this Annual General Meeting."

Further information is available in the Explanatory Statement which forms part of this Notice of Meeting.

RESOLUTION 3: RATIFICATION OF PREVIOUS ISSUE OF SHARES – SR MINING PTY LTD

To consider and, if thought fit, 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 1,500,000 shares at an issue price of \$0.10 per share on 7 January 2013 to Adrian Malcolm Hall and Schimanski Investments Pty Ltd, 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 3 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.

RESOLUTION 4: RATIFICATION OF PREVIOUS ISSUE OF SHARES – LITTLE WONDER GOLD TENEMENT

To consider and, if thought fit, 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 400,000 shares at an issue price of \$0.10 per share on 1 July 2013 in part consideration for a 50% interest in P37/8048 and P37/7100 pursuant to the agreement between the Company and the vendors of the tenements, 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 4 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.

RESOLUTION 5: ADDITIONAL SHARE ISSUE CAPACITY UNDER LISTING RULE 7.1A

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares (and any associates of such a person), if this Resolution is passed. At this point in time, there are no potential allottees to whom shares may be issued under this resolution.

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.

RESOLUTION 6: ADOPTION OF REMUNERATION REPORT

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

“That, the Remuneration Report for the year ended 30 June 2013 (set out in the Directors’ Report) is adopted.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 (in any capacity) by, or on behalf of, the following persons:

- a member of the key management personnel (KMP) (which includes each of the directors of the Company) whose remuneration is disclosed in the 2013 remuneration report; or
- a closely related party (as that term is defined in the Corporations Act) (such as close family members and any controlled companies) (Closely Related Party) of such a member of the KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

- the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- the vote is cast by the person chairing the Annual General Meeting and:
 - the appointment does not specify how the proxy is to vote; and,
 - the appointment expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

By Order of the Board



Anna Sandham
Company Secretary
8 October 2013

Entitlement to attend and vote (if required)

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 (AEDST) on 18 November 2013 will be entitled to attend and vote (if required) 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.

Attendance 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 (AEDST) on 18 November 2013, being 48 hours before the Meeting. Proxy forms must be received before that time by one of the following methods:

By post:	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

Attendance 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 (AEDST) on 18 November 2013, being 48 hours before the 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.

Shareholders can download and complete the 'Appointment of Corporate Representation' form from the website of the share registry of the Company:

www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html

Shareholder Questions

If you wish a question to be put to the Chairman of the Meeting and you are not able to attend the Meeting please email your question to the Company Secretary at sandham@company matters.com.au. To allow time to collate questions and prepare answers, questions must be received by the Company Secretary by 5:00pm (AEDST) on 8 November 2013.

While the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible during the course of the Meeting, there may not be sufficient time available to address all topics raised. Please note that individual responses to questions raised will not be sent to shareholders.

BLIGH RESOURCES LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company (Shareholders) in relation to the business to be conducted at the Company's Annual General Meeting to be held at the offices of Link Market Services, Level 12, 680 George Street, Sydney NSW on Wednesday 20 November 2013 commencing at 11:00am (AEDST). The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

Resolutions 1 to 4 to be voted on are ordinary resolutions. For an ordinary resolution to be passed, a simple majority of votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution. Resolution 5 is a special resolution. For a special resolution to be passed, 75% of votes cast by shareholders present and entitled to vote on the resolution must be in favour of the resolution. Resolution 6 is an advisory resolution. An advisory resolution does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.

RESOLUTION 1: ELECTION OF ERIC CHAN AS DIRECTOR

In accordance with the Constitution of the Company, an election of Directors must be held at each annual general meeting. Mr Eric Chan will retire in accordance with clauses 16.2 and 16.3 of the Constitution of the Company and being eligible will seek re-election.

Mr Chan is Co-Founder and Director of Aura Capital Group, an independent business specialising in corporate advisory, funds management and principal investment. Mr Chan is a solicitor admitted to practice in the Supreme Court of NSW, the High Court and a member of the Law Society of NSW. Prior to joining Aura Capital Group full-time, Mr Chan previously worked at Clayton Utz, focussing on the area of debt finance including syndicated loan facilities, project financing and acquisition financing.

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

RESOLUTION 2: APPOINTMENT OF AUDITOR

The company's Auditor, PricewaterhouseCoopers, is resigning with effect from the end of the Annual General Meeting. The company has received a nomination for HLB Mann Judd (NSW Partnership) to be appointed as auditors with effect from the end of the Annual General Meeting. A copy of the nomination is set out in Schedule 1.

The company proposes to appoint HLB Mann Judd (NSW Partnership). HLB Mann Judd (NSW Partnership) has consented to act.

HLB Mann Judd is registered with and approved by ASIC.

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

RESOLUTION 3: RATIFICATION OF PREVIOUS ISSUE OF SHARES – SR MINING PTY LTD

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of Listing Rule 7.1.

Accordingly, Resolution 3 is seeking ratification for the issue of 1,500,000 shares at an issue price of \$0.10 per share which were issued on 7 January 2013 to Adrian Malcolm Hall and Schimanski Investments Pty Ltd without Shareholder approval. The issue of these shares was within the 15% limit

permitted by ASX Listing Rule 7.1. Nevertheless, 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.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- 1,500,000 shares in total were issued on 7 January 2013.
- The shares were issued at \$0.10 per share.
- 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.
- The shares were issued to Adrian Malcolm Hall and Schimanski Investments Pty Ltd.
- The funds raised through the issue of the 1,500,000 shares on 7 January 2013 are part consideration for an initial 33.5% interest in SR Mining Pty Ltd pursuant to the agreement between the Company and SR Mining Pty Ltd. Through the acquisition of SR Mining Pty Ltd, the Company will have a 42.9% interest in the Bundarra Gold project in West Australia. Further information is set out in the Company's ASX announcement on 20 December 2012;
- 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 4: RATIFICATION OF PREVIOUS ISSUE OF SHARES – LITTLE WONDER GOLD TENEMENTS

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of Listing Rule 7.1.

Accordingly, Resolution 4 is seeking ratification for the issue of 400,000 shares at an issue price of \$0.10 per share which were issued on 1 July 2013 in part consideration for a 50% interest in P37/8048 and P37/7100 pursuant to the agreement between the Company and the vendors of tenements P37/8048 and P37/7100 in Leonora, Western Australia without Shareholder approval. The issue of these shares was within the 15% limit permitted by ASX Listing Rule 7.1. Nevertheless, 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.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- 400,000 shares in total were issued on 1 July 2013.
- The shares were issued at \$0.10 per share.
- 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.
- The shares were issued to the vendors of tenements P37/8048 and P37/7100, who are not related parties to the Company.
- The funds raised through the issue of 400,000 shares on 1 July 2013 are part consideration for a 50% interest in tenements P37/8048 and P37/7100 pursuant to the agreement between the Company and the vendors of the tenements.
- 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 5: ADDITIONAL SHARE ISSUE CAPACITY UNDER LISTING RULE 7.1A

ASX Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period. This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

Accordingly, Resolution 5 is seeking approval of ordinary shareholders by special resolution for issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Statement.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- (a) have a market capitalisation of \$300 million or less; and
- (b) not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM as well.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

The Company, as at the date of the Notice of Meeting, has on issue one class of quoted equity securities - fully paid ordinary shares.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 60,125,720 Shares and the capacity to issue:

- (i) 8,558,858 equity securities under ASX Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 5, 5,572,572 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

(e) Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

ASX Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the equity securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Information required by ASX Listing Rule 7.3A

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

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - (a) the date on which the price at which the equity securities are to be issued is agreed; or
 - (b) if the equity securities are not issued within 5 trading days of the date in paragraph (a), the date on which the equity securities are issued.

- If Resolution 5 is approved by Shareholders and the Company issues securities under the 10% Placement Facility, the existing ordinary shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this resolution, to the extent that such shares are issued; including:
 - (a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - (b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date or the equity securities may be issued as part consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable “A” calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.

The table also shows:

- (i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable “A” in Listing Rules 7.1A.2		Dilution		
		\$0.03 50% decrease in Issue Price	\$0.06 Issue Price	\$0.12 100% increase in Issue Price
Current Variable A 60,125,720 shares	10% voting dilution	6,012,572 shares	6,012,572 shares	6,012,572 shares
	Funds raised	\$180,377.16	\$360,754.32	\$721,508.64
50% increase in current Variable A 90,188,580 shares	10% voting dilution	9,018,858 shares	9,018,858 shares	9,018,858 shares
	Funds raised	\$270,565.74	\$541,131.48	\$1,082,262.96
100% increase in current Variable A 120,251,440 shares	10% voting dilution	12,025,144 Shares	12,025,144 shares	12,025,144 shares
	Funds raised	\$360,754.32	\$721,508.64	\$1,443,017.28

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (iv) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vi) The issue price is \$0.06, being the closing price of the Shares on ASX on 9 September 2013.
- If any of the ordinary shares being approved by this resolution are issued, they will be issued during the Placement Period, that is, within 12 months of the date of the AGM i.e. by 20 November 2014 and the approval being sought by this resolution will cease to be valid if ordinary shareholders approve a transaction under either ASX Listing Rules 11.1.2 or 11.2 prior to 20 November 2014.
 - The equity securities are intended to be issued for the purpose of continued exploration expenditure on the Company's current assets and/or raising working capital for the Company. A proportion of the shares may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
 - There is no allocation policy for issues under this approval. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.
 - The allottees under the 10% Placement facility have not been determined as at the date of this Notice of Meeting but may include new shareholders who are not related parties or associates of a related party of the Company.
 - The Company has not obtained approval under ASX Listing Rule 7.1A previously.
 - A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.
 - Resolution 5 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by shareholders entitled to vote on Resolution 5 must be in favour of the resolution.

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

RESOLUTION 6: ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act 2001 requires the shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report details the remuneration policy for the Company and reports the remuneration arrangements for Key Management Personnel that includes Directors and other Employees. The Remuneration Report is available in the Company's 2013 Annual Report.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. Pursuant to the Corporations Act, the vote on this resolution is advisory only and does not bind the Company or its Directors. However the Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies and practices.

In the interests of corporate governance, the Board abstains from making a recommendation in relation to this resolution.



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

10 October 2013

Mr Robert Benussi
Executive Director
Bligh Resources Limited
Suite 804, Level 8
SYDNEY NSW 2000
Email: robert.benussi@blighresources.com.au

Dear Sir,

I, Richard Brehaut, being a member of Bligh Resources Limited, pursuant to Section 328(B)(1) of the *Corporations Act 2001*, hereby nominate HLB Mann Judd (NSW Partnership), of Level 19, 207 Kent Street, Sydney, for appointment as auditor of Bligh Resources Limited at the next Annual General Meeting or any adjournment thereof, subject to the resignation of PricewaterhouseCoopers.

Yours faithfully

A handwritten signature in black ink that reads "Brehaut". The signature is written in a cursive style with a large initial 'B'.

Richard Brehaut



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

SECURITYHOLDER VOTING 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 securityholder) 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 **11:00am (AEDST) on Wednesday, 20 November 2013, at Link Market Services, Level 12, 680 George Street, Sydney NSW 2000** and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

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*		For	Against	Abstain*
Resolution 1 Election of Eric Chan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Ratification of Previous Issue of Shares - Little Wonder Gold Tenement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Additional Share Issue Capacity Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Previous Issue of Shares - SR Mining Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

BGH PRX301R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders 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 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 securities 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 securities 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 security 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:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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.
- (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 securityholder 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 security 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 **11:00am (AEDST) on Monday, 18 November 2013**, 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 Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.