
BLIGH RESOURCES LIMITED

ACN 130 964 162

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00 am (AEDST)

DATE: Thursday 22 November 2012

PLACE: Aura Capital Pty Ltd
Level 14
74 Castlereagh 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 8 9211 6653.

BLIGH RESOURCES LIMITED

NOTICE OF 2012 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 Thursday, 22 November 2012 at the offices of Aura Capital Group, Level 14, 74 Castlereagh 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 2012.

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 Reports (which contains the Financial Reports for the year ended 30 June 2012 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: RE-ELECTION OF NOEL HALGREEN AS DIRECTOR

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

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

RESOLUTION 2: RE-ELECTION OF JINLE SONG AS DIRECTOR

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

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

RESOLUTION 3: ISSUE OF 750,000 FULLY PAID ORDINARY SHARES TO UNIVERSAL SPLENDOUR INTERNATIONAL

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, the shareholders ratify the issue of 750,000 fully paid ordinary shares in the Company at an issue price of \$0.10 per share to Universal Splendour International Pty Ltd by the Company on 28 September 2012, on the terms and conditions referred to in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement - Resolution 3

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 3 by persons or entities who participated in the share placement, and their associates.

However, the Company need not disregard a vote if:

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

RESOLUTION 4: AUTHORITY TO ISSUE FURTHER SHARES

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

“That, for the purposes of ASX Listing Rules 7.1 and 7.3, and for all other purposes, the Directors be authorised to make placements of up to 20,000,000 fully paid ordinary shares at a price(s) to be determined by the Board of the Company, within three months from the date of this meeting to such professional and sophisticated investors as the Directors may determine, other than related parties, as defined in the Corporations Act, and as described in the Explanatory Statement which forms part of this Notice of Meeting .”

Voting Exclusion Statement - Resolution 4

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 4 is passed.

However, the Company need not disregard a vote if:

- 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
- 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: 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 2012 (set out in the Directors’ Report) is adopted.”

Voting Exclusion Statement - Resolution 5

A vote on Resolution 5 (Remuneration Report) must not be cast, and the Company will disregard any votes cast, (in any capacity) by or on behalf of the following persons:

- members of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution, and the Company need not disregard the vote, if the vote is cast on behalf of a person entitled to vote and:

- the person does so as a proxy appointed by writing which specifies how the proxy is to vote upon that Resolution; or
- it is cast by the person chairing the meeting, and;
 1. the proxy appointment does not specify how the proxy is to vote; and,
 2. the appointment 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 purposes of such voting exclusions under the *Corporations Act*:

- Key Management Personnel has the same meaning as in the *Corporations Act*, and generally means the Directors and any other senior executives of the Company; and
- Closely Related Parties has the same meaning as in the *Corporations Act*, and generally includes certain family members and dependents of, and companies controlled by, Key Management Personnel.

By Order of the Board

Adrian Di Carlo
Company Secretary
12 October 2012

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 20 November 2012 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 20 November 2012, 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 20 November 2012, 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 fill out 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 dicarlo@companymatters.com.au. To allow time to collate questions and prepare answers, questions must be received by the Company Secretary by 5:00pm (AEDST) on 16 November 2012.

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 Aura Capital Group, Level 14, 74 Castlereagh Street, Sydney NSW on Thursday 22 November 2012 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. Resolution 5 is an advisory resolution. For an ordinary resolution to be passed, a simple majority of votes cast by Shareholders entitled to vote on the resolution must be in favour of the resolution.

RESOLUTIONS 1 to 2: RE-ELECTION OF DIRECTORS

Clause 16.2 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Company's Constitution.

Any Director so appointed holds office only until the next annual general meeting and is then eligible for re-election.

Mr Noel Halgreen and Mr Jinle Song will retire in accordance with clause 16 of the Constitution of the Company and being eligible will seek re-election.

Resolution 1: Re-election of Noel Halgreen as Director

Mr Halgreen was appointed as an independent Non-Executive Director of the Company on 19 March 2012.

Mr Halgreen has spent most of his career as a senior global operations and corporate development executive, encompassing more than 30 years' experience in all facets of mining. He has held senior positions with a host of major international mining groups, with a specific focus in the bulk commodity sector.

Mr Halgreen led the Billiton team that acquired Coal Operations Australia Ltd from AMP during 1997. From 1995 to 1999 he led the Billiton team that acquired the Togara North exploration project through a government tender process and also led the team through exploration and feasibility study. He also led the Billiton team during 1997/98 that acquired the rights to the Mount Arthur North coal deposit through a government tender process and also led the team through the exploration and feasibility study.

Mr Halgreen also has extensive international corporate development, operational and coal marketing experience, with an emphasis on South America, Indonesia and Africa, with major resource groups including BHP Billiton, Billiton and Sasol.

The Directors, with Mr Noel Halgreen abstaining, recommend that Shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Jinle Song as Director

Mr Song was appointed as a Non-Executive Director of the Company on 3 August 2012.

Mr Jinle Song is currently Chairman of Shanxi Jiaocheng Yiwang Ferroalloy Co., Ltd (Yiwang) since 2004 and has been a director of Yiwang since 1992. Mr Jinle Song has also worked for Shanxi Electric Power Exploration & Design institute (1978 to 1992).

Mr. Jinle Song's company, Yiwang, is a specialist producer of manganese alloys. Under Mr. Song's leadership, Yiwang has become a technological leader in the manufacturing of ferroalloys. In 2007, Yiwang developed a new process of refining manganese metal and low carbon ferro manganese. The process has been appraised by The Chinese Society for Metals and China Iron & Steel Association. Yiwang received the "National Metallurgical Science and Technology Award" for technological advancement.

The Directors, with Mr Jinle Song abstaining, recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3: ISSUE OF 750,000 FULLY PAID ORDINARY SHARES TO UNIVERSAL SPLENDOUR INTERNATIONAL

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 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 shareholder ratification for the issue of 750,000 ordinary shares which were issued by the Company on 28 September 2012 (without shareholder approval).

Although the issue of these shares was within the 15% limit permitted by ASX Listing Rule 7.1, the Company requests that shareholders ratify the issue of the shares the subject of Resolution 3 pursuant to ASX Listing Rule 7.4 in order to reset the Company's ability to issue up to 15% of its equity securities under ASX listing Rule 7.1.

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

- 750,000 ordinary shares were issued in total.
- the ordinary shares were issued at a notional price of \$0.10 per share, and accordingly no funds were raised from the issue of the shares.
- the shares are ordinary fully paid shares which rank equally with the Company's existing ordinary shares on issue.
- the shares were issued and allotted on 28 September 2012.
- the shares have been allotted to Universal Splendour International Pty Ltd.
- the issue of ordinary shares are consideration for the 80% interest in exploration license 27651, the subject of the option agreement between the Company and Universal Splendour International Pty Ltd.
- a voting exclusion statement with respect to this resolution is contained in the notice of meeting.

The Directors recommend shareholders vote in favour of Resolution 3.

RESOLUTION 4: AUTHORITY TO ISSUE FURTHER SHARES

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. Accordingly, Resolution 4 is seeking approval for 20,000,000 shares which may be released periodically over the next three months. The details of each release, including the date and number of shares, will be determined by approval of the Board.

There is at present no definite basis on which Directors will decide who the allottee will be. If any issue of shares will be made, Directors will allot the shares to any investors who are prepared to take up shares at not less than the minimum issue price. The minimum issue price will be \$0.10 per share, in accordance with ASX Listing Rule 7.3.3.

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

- The maximum number of securities the Company is to issue is 20,000,000 shares.
- The Company will issue and allot the shares within three months of the Annual General Meeting. Such allotment may be made progressively.
- The issue price of the shares will be at a minimum price of \$0.10 per share.
- There is at present no definite basis on which Directors will decide who the allottee will be. If any issue of shares will be made, Directors will allot the shares to any investors who are prepared to take up shares at not less than the minimum issue price.
- The shares will be ordinary fully paid shares which rank equally with the Company's existing ordinary shares on issue.
- Any funds raised will contribute towards additional working capital of the Company to be used on exploration for manganese and gold, and/or funds may be used for acquisition of exploration projects that may be identified.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

The Directors recommend shareholders vote in favour of this Resolution.

RESOLUTION 5: 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 2012 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.

The Board recommends approval of the Remuneration Report.



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: 1300 554 474 **Overseas:** +61 2 8280 7111

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 Thursday, 22 November 2012, at Aura Capital Pty Ltd, Level 14, 74 Castlereagh 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

Resolution 1

Re-election of Noel Halgreen as Director

For
☐

Against
☐

Abstain*
☐

Resolution 4

Authority to Issue Further Shares

For
☐

Against
☐

Abstain*
☐

Resolution 2

Re-election of Jinle Song as Director

☐☐☐

Resolution 5

Adoption of the Remuneration Report

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Resolution 3

Issue of 750,000 Fully Paid Ordinary Shares to Universal Splendour International

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* 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 PRX201R



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 Tuesday, 20 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:



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.