



ANNUAL GENERAL MEETING

ACN 130 964 162

Tuesday 29 November 2016 at 11:30 am (Perth time)

At the offices of View Street Partners, 102 Forrest Street Cottesloe Western Australia

NOTICE IS HEREBY GIVEN that the 2016 Annual General Meeting of Bligh Resources Limited (the "Company") will be held on Tuesday 29 November 2016 at 11:30 am (Perth time) at the offices View Street Partners, 102 Forrest Street Cottesloe Western Australia

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following items of business. A Proxy Form also accompanies this Notice of Meeting.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Reports of the Directors and the Auditors, and the Financial Statements for the period ended 30 June 2016.

A copy of the Company's 2016 Annual Report (including the Reports of the Directors and Auditors, and the Financial Statements for the period ended 30 June 2016) has not been mailed to all shareholders with this Notice of Meeting. Shareholders may access these documents electronically at the following website: www.blighresources.com.au.

2. Adoption of the Remuneration Report

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

"That the Remuneration Report for the financial period ended 30 June 2016 be adopted."

3. Election of Mr Jerome Vitale as a Director

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

"That Mr Jerome Vitale who was appointed to the Board on 22 July 2016 in accordance with the Company's Constitution to hold office until the next AGM, being eligible and offering himself for election, is elected as a Director of the Company".

The Directors (Mr Vitale excepted) recommend that shareholders vote in favour of this resolution.

4. Re-election of Mr Tianbao Wang as a Director

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

"That Mr Tianbao Wang who retires as a Director in accordance with the Company's Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

The Directors (Mr Wang excepted) recommend that shareholders vote in favour of this resolution.

5. Ratification of a Previous Issue of Shares

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

"That, for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, ratification be given to the Company for the issue of 7,142,857 fully paid ordinary shares in the Company at an issue price of \$0.035 per share to Contained Gold Pty Ltd on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

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

Notice of Annual General Meeting

29 November 2016

SPECIAL BUSINESS

6. Issue of shares up to 10% of the Company's issued capital

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

"That pursuant to ASX Listing Rules 7.1A and 7.3A the Directors be authorised to issue and allot additional fully paid ordinary shares up to 10%, calculated in accordance with the formula in listing rule 7.1A.2, of the Company's issued fully paid ordinary capital by placement(s) within twelve months from the date hereof at an issue price not less than 75% of the volume weighted average price for the Company's existing shares over the fifteen trading days prior to the date of issue thereof."

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

VOTING EXCLUSION STATEMENT

Item 2

A vote on Item 2 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report, or a closely related party of that member.

The Company will disregard any votes cast on Item 2 by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast). The Company will disregard any votes cast on Item 2 as proxy by a person who is a member of the Key Management Personnel on the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote, if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Item 2 or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

Item 5

The Company will disregard any votes cast on Item 5 by Contained Gold Pty Ltd and any of its associates. However, the Company need not disregard any vote by any such persons on Item 5 if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by any of them who is 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.

Item 6

The Company will disregard any votes cast on Item 6 by a person who may participate in any issue of the shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate of that person. However, the Company need not disregard any vote by any such persons on Item 6 if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by any of them who is 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.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that, for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered holders at close of business (4:00 pm Perth time) on 25 November 2016. Only those persons will be entitled to vote at the Meeting on 29 November 2016.

ADMISSION TO MEETING

Corporate representatives are required to provide appropriate evidence of appointment as a representative in accordance with the constitution of the represented company at least 48 hours before the commencement of the Annual General Meeting. To be effective this evidence of appointment must be received by the Company's share registry (Link Market Services) **no later than 48 hours before the commencement of the Meeting, that is no later than 11:30 am (Perth time) on 27 November 2016.**

Notice of Annual General Meeting

29 November 2016

Any evidence of appointment received after that time may not be valid for the scheduled meeting. Attorneys are requested to bring the original or certified copy of the power of attorney pursuant to which they were appointed.

Proof of identity will also be required for corporate representatives and attorneys.

PROXIES

- Votes at the Annual General Meeting may be given personally, by proxy, attorney or representative;
- Each Shareholder has a right to appoint one or two proxies;
- A proxy need not be a Shareholder of the Company;
- Documents executed by Shareholders that are companies must be done under common seal or otherwise in accordance with the represented company's constitution and the Corporations Act.;
- Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes;
- If a proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and
- A proxy must be signed by the Shareholder or his or her power of attorney who has not received any notice of revocation of the authority. Proxies given by companies must be signed in accordance with the represented company's constitution and the Corporations Act.

To be effective, proxy forms must be received by the Company's share registry (Link Market Services Limited) no later than 48 hours before the commencement of the Annual General Meeting, that is **no later than 11:30 am (Perth time) on 27 November 2016**. Any proxy form received after that time will not be valid for the scheduled meeting.

Hand Delivery

Bligh Resources Limited
Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138

By Mail

Bligh Resources Limited
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By Facsimile

From Australia: (02) 9287 0309
From overseas:: +61 2 9287 0309

BY ORDER OF THE BOARD



Ian K White
Company Secretary

24 October 2016

Explanatory Memorandum

This Explanatory Memorandum sets out information in connection with the business to be considered at the 2016 Annual General Meeting.

ORDINARY BUSINESS

Item 1 – Financial Statements and Reports

The Corporations Act requires that the reports of the Directors, Auditor and the financial statements of the Company (collectively the "Annual Report") be laid before shareholders at the Annual General Meeting. The Corporations Act does not require a vote of shareholders on these reports or statements.

The 2016 Annual Report was released to the ASX on 30 September 2016. As a result of the legislative changes, the 2016 Annual Report has not been automatically mailed to all Shareholders. The 2016 Annual Report can be accessed on the Company's website at www.blighresources.com.au.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions of the Board in relation to the Annual Report and the management of the Company. Shareholders will also be given reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the conduct of the audit.

Item 2 – Adoption of the Remuneration Report

The Remuneration Report for the year ended 30 June 2016 is set out in the Directors' Report on pages 10 to 13 of the Annual Report.

The Remuneration Report:

- Explains the Board's policies relating to remuneration of directors, secretaries and executives of the Company;
- Discusses the relationship between such policies and the Company's performance;
- Provides details of any performance conditions attached to such remuneration; and
- Sets out remuneration details for each director and certain named executives.

The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting.

In addition, shareholders will be asked to vote on the Remuneration Report. The vote on this Item is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding any Managing Director, will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

A vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following classes of persons:

- A member 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, such a person may cast a vote on the resolution if:

- The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of such a person.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote, if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Item 2 or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

Item 3 – Election of Mr Jerome Vitale as a Director

On 22 July 2016, the Board announced to the ASX that Mr Jerome Vitale had been appointed as a Director of the Company.

Under article 16.2(a)(i) of the Company's constitution, Directors can appoint a qualified person to be a Director provided that the total number of directors in office does not exceed 7. Under article 16.2(a)(ii), any Director appointed under article 16.2(a)(i) hold office only until the end of the next Annual General Meeting, but is eligible for election at that meeting. Mr Vitale was appointed in accordance with article 16.2(a)(i) and being eligible, now offers himself for election. All of the other Directors support the election of Mr Vitale.

Mr Vitale is an experienced mining company executive with wide ranging experience in project development and finance. His achievements in the gold sector include the acquisition, construction and operation of the McKinnons Gold project in Cobar NSW (a 50,000 oz pa low cost open cut operation), execution of numerous gold project financing transactions as a project finance specialist with Standard Chartered Bank group and senior executive responsibilities with the Normandy Mining group prior to its acquisition by Newmont Mining Corporation.

Mr Vitale's other appointments have included senior roles with a copper production and exploration company, a privately held mining reagents business and as principal of a specialist mining corporate advisory consultancy and corporate turnaround situations. He has extensive experience and conducting resource project evaluation and feasibility studies in numerous commodities as head of multi-disciplinary technical teams and has acted as lead advisor to Chinese SOE's and private sector investment houses in relation to non-ferrous metals project opportunities in Australia and internationally.

Item 4 – Re-election of Mr Tianbao Wang as a Director

Mr Wang has a Bachelor's Degree in advertising and has completed an Executive MBA. He has been in the import and export business since 2001 and from July 2005 to present served as General Manager and then Chairman of Jiangsu High Hope Electric Company Ltd, a subsidiary of Jiangsu High Hope International Group.

Since April 2008 Mr Wang has been a Director and General Manager of Jiangsu International Company Ltd. More recently, Mr Wang has been Chairman of the Board, Chief Executive Officer and President of NASDAQ-listed Lihua International Inc. (NASDAQ: LIWA) since June 2014. He has been a director of the Company since 28 August 2014.

Notice of Annual General Meeting

29 November 2016

Item 5 – Ratification of a previous issue of shares

Item 5 seeks that for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, ratification be given to the Company for the issue on 19 October 2016 of 7,142,857 fully paid ordinary shares upon the immediate conversion of a Convertible Note issued to Contained Gold Pty Ltd (“CGPL”) on that day.

CGPL is the Company’s joint venture (“JV”) partner. Under its JV agreement, CGPL agreed to subscribe \$250,000 for 7,142,858 shares in the Company at an issue price of \$0.035 per share.

As announced on 27 May 2016, the JV agreement was amended to require the Company to issue CGPL a Convertible Note in lieu of this issue, convertible into 7,142,858 shares at a conversion price of \$0.035 per share. As the Company’s Listing Rule 7.1 issue capacity was exhausted at that time, the Company undertook to issue this Convertible Note following its next General Meeting at which this capacity could be refreshed. As announced on 29 September 2016, CGPL gave notice that it would immediately convert the Convertible Note to shares as soon as it was issued.

Following the Company’s General Meeting of 11 October 2016, the Convertible Note was issued on 19 October 2016 under the Company’s Listing Rule 7.1 capacity and immediately converted to ordinary shares.

The Convertible Note was for a face value of \$250,000, a 6-month term, nil interest rate and convertible at any time by either the Company or CGPL to fully paid ordinary shares at a conversion price of \$0.035 per share.

The note was issued for nil consideration to fund the company’s Bundarra project and for working capital.

SPECIAL BUSINESS

Item 6 - Issue of shares up to 10% of the Company’s issued capital

Listing Rule 7.1A enables an eligible entity to seek shareholder approval to issue Equity Securities up to 10% of its issued share capital over a 12-month period commencing from the Annual General Meeting where shareholder approval is received. The 10% issue capacity allowed under Listing Rule 7.1A (“7.1A 10% Capacity”) is in addition to the Company’s 15% annual placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 7.1A 10% Capacity. The exact number of Equity Securities to be issued under the 7.1A 10% Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

The Company may use the 7.1A 10% Capacity to acquire new resource assets or investments, to carry out further exploration on the Company’s tenements, as part of the consideration for the acquisition of further tenements and/or for the working capital needs of the Company.

Item 6 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).

a) Listing Rule 7.1A

Shareholder approval required

The ability to issue Equity Securities under Listing Rule 7.1A is subject to shareholder approval by way of special resolution at an Annual General Meeting.

Class of equity securities issued

Any Equity Securities issued under the 7.1A 10% Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice, the Company has only one class of quoted Equity Securities – fully paid ordinary shares.

Calculating 7.1A 10% Capacity

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 period of the approval a number of Equity Securities calculated in accordance with the following formula:

$$(AxD)-E$$

Where:

- A** is the number of shares on issued 12 months before the date of issue or agreement:
 - **Plus** the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - **Plus** the number of partly paid shares that became fully paid in the 12 months;
 - **Plus** the number of fully paid shares issued in the 12 months with approval of holders of shares under 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;
 - **Less** the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under 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 Listing Rule 7.1 or 7.4.

Effect of Listing Rule 7.1 with 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity’s 15% issue capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 202,464,631 shares and therefore will have a capacity to issue:

- (i) 30,369,695 Equity Securities under Listing Rule 7.1; and
- (ii) Subject to shareholder approval being sought under Item 6, 17, 20,246,463 Equity Securities under Listing Rule 7.1A

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

Minimum Issue Price

The issue price of Equity Securities issued under 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:

- The date on which the price at which the Equity Securities are to be issued is agreed; or
- If the Equity Securities are not issued within 5 trading days of the date referred to above, the date on which the Equity Securities are issued.

Notice of Annual General Meeting

29 November 2016

Approval Validity Period

Shareholder approval of the 7.1A 10% Capacity under 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:

- The date that is 12 months after the date of the Annual General Meeting at which the approved is obtained; or
- The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

b) Specific Information required by Listing Rule 7.3A

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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.

If Item 6 is approved by Shareholders and the Company issues Equity Securities under the 7.1A 10% Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) The market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) The Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of 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 shows the dilution of existing 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 this Notice.

Variable 'A' in Listing Rule 7.1A2		Issue Price Assumptions		
		Less: 50%	Base	Plus: 100%
		\$0.015	\$0.030	\$0.060
Current	10% issue	20,246,463	20,246,463	20,246,463
202,464,631	Funds raised	\$303,697	\$607,394	\$1,214,788
Plus 50%	10% issue	30,369,695	30,369,695	30,369,695
303,696,947	Funds raised	\$455,545	\$911,091	\$1,822,182
Plus 100%	10% issue	40,492,926	40,492,926	40,492,926
404,929,262	Funds raised	\$607,394	\$1,204,788	\$2,429,576

The table also shows:

- 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 specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

The table has been prepared on the following assumptions

- The Company issues the maximum number of Equity Securities available under the 7.1A 10% Capacity.
- 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%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 7.1A 10% Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1.
- The issue price is \$0.03 being the closing price of the Shares on ASX on 17 October 2016.

The Company will only issue and allot the Equity Securities during 12 months following the approval of Item 6. The approval under Item 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

The Company may seek to issue the Equity Securities for the following purposes:

Non-cash consideration

- For all or part of the cost of acquisition of new resources assets and investments (including expenses associated with such acquisition); and/or
- Exploration and feasibility study expenditure on any of the Company's resource assets; and/or
- For the payment of any creditors of any kind who may agree with the Company to accept Equity Securities in lieu of cash.

In all of the foregoing circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3;

Cash consideration

- For all or part of the cost of acquisition of new resources assets and investments (including expenses associated with such acquisition); and/or
- Exploration and feasibility study expenditure on any of the Company's resource assets; and/or
- General working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A (4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 7.1A 10% Capacity. The identity of

Notice of Annual General Meeting

29 November 2016

the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- The methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing securities holders can participate;
- The effect of the issue of the Equity Securities on the control of the Company;
- The financial situation and solvency of the Company; and
- Advice from corporate, financial and broking advisers (if applicable).

The allottees under the 7.1A 10% Capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new resources assets or investments, it is likely

that the allottees under the 7.1A 10% Capacity will be the vendors of the new resources assets or investments.

The following table shows details of all issues of Equity Securities in the 12 months preceding this Annual General Meeting and other information required under Listing Rule 7.3A. On 29 November 2015, the Company had on issue 92,866,760 ordinary shares and 23,650,000 options making a total of 116,516,760 Equity Securities. During the 12 months prior to this Annual General Meeting the Company issued 145,097,871 ordinary shares or 125% of the total on issue at 29 November 2015. The Company previously obtained Shareholder approval under Listing Rule 7.1A on 30 November 2015.

A voting exclusion statement is included in this Notice of Meeting. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders 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.

Notice of Annual General Meeting

29 November 2016



Issue Date	Details	Consideration	Use of Cash Raised	Number	Class	Issue Price	Market	- Discount/ + Premium
27 May 2016	Shares issued in settlement of a liability to Confadent Limited	\$34,500	Facilitate JV agreement	1,500,000	Fully paid ordinary shares	\$0.023	\$0.023	Nil
26 July 2016	Shares issued on conversion of 4 x Convertible Notes to Best Wealth Winner Limited (1)	\$345,141	Satisfy conversion of Convertible Notes	14,155,014	4 x Unsecured Convertible Notes Issued: 30 November 2015 Face value: \$50,000 each Interest rate: 12%pa Term: 12-months Convertible at: 20 days VWAP per share to fully paid ordinary shares at any time during term at noteholders discretion subject to 20% early redemption premium. Converted 26 July 2016 to: Fully paid ordinary shares	\$0.0244	\$0.024	+2%
26 July 2016	Shares issued to sophisticated and professional investor clients of Somers & Partners, none of whom are related parties of the Company	\$197,500	Fund Bundarra project, exploration opportunities and JV commitments	7,900,000	Fully paid ordinary shares	\$0.025	\$0.024	+4%
10 October 2016	Shares issued pursuant to Share Purchase Plan to various existing shareholders of the Company	\$65,000	Fund Bundarra project, exploration opportunities and working capital	2,600,000	Fully paid ordinary shares	\$0.025	\$0.024	+4%
19 October 2016	Shares issued to sophisticated and professional investor clients of Somers & Partners, none of whom are related parties of the Company.	\$1,500,000	Fund Bundarra project, exploration opportunities and JV commitments	60,000,000	Fully paid ordinary shares	\$0.025	\$0.031	-19.4%
19 October 2016	Share placement of Share Purchase Plan shortfall shares to Somers & Partners	\$185,000	Fund Bundarra project, exploration opportunities and JV commitments	7,400,000	Fully paid ordinary shares	\$0.025	\$0.031	-19.4%
19 October 2016	Shares issued to Director Bill Richie Yang in lieu of director's fees	Services received	NA	2,400,000	Fully paid ordinary shares	NA	NA	NA
19 October 2016	Shares issued to View Street Partners Pty Ltd pursuant to shareholder approval on 11- 12 October 2016	Services received	NA	2,000,000	Fully paid ordinary shares	NA	NA	NA

Notice of Annual General Meeting

29 November 2016



Issue Date	Details	Consideration	Use of Cash Raised	Number	Class and Principal terms	Issue Price	Market	- Discount/ + Premium
19 October 2016	Shares issued to Haramont Pty Ltd pursuant to shareholder approval on 11- 12 October 2016	Services received	NA	2,000,000	Fully paid ordinary shares	NA	NA	NA
19 October 2016	Shares issued on conversion of Performance rights to Director Bill Richie Yang	Services received	NA	2,500,000	Fully paid ordinary shares	NA	NA	NA
19 October 2016	Shares issued to Contained Gold Pty Ltd on immediate conversion of 1 x Convertible Note (1)	\$250,000	Fund Bundarra project and working capital	7,142,857	1 x Unsecured Convertible Note Issued: 19 October 2016 Face value: \$250,000 Interest rate: Nil Term: 6-months Convertible at: \$0.035 per share to fully paid ordinary shares at any time during term by either the Company or Contained Gold Converted 19 October 2016 to: Fully paid ordinary shares	\$0.035	\$0.031	+12.9%
19 October 2016	Options issued to Somers & Partners pursuant to shareholder approval on 11- 12 October 2016	Services received	NA	10,000,000	Unlisted options 10,000,000 exercisable @ \$0.03 expiring 19 Oct 2019	NA	NA	NA
19 October 2016	Options issued to Allegra Corporate Pty Ltd pursuant to shareholder approval on 11- 12 October 2016	Services received	NA	2,000,000	Unlisted options 1,000,000 exercisable @ \$0.05 1,000,000 exercisable @ \$0.07 all expiring 19 Oct 2019	NA	NA	NA
19 October 2016	Options issued to View Street Partners Pty Ltd pursuant to shareholder approval on 11- 12 October 2016	Services received	NA	4,500,000	Unlisted options 1,500,000 exercisable @ \$0.03 1,500,000 exercisable @ \$0.05 1,500,000 exercisable @ \$0.07 all expiring 19 Oct 2019	NA	NA	NA
19 October 2016	Options issued to Managing Director Jerome Vitale pursuant to shareholder approval on 11- 12 October 2016	Services received	NA	10,000,000	Unlisted options 5,000,000 exercisable @ \$0.07 2,500,000 exercisable @ \$0.10 2,500,000 exercisable @ \$0.12 all expiring 19 Oct 2019	NA	NA	NA

Notice of Annual General Meeting

29 November 2016



Issue Date	Details	Consideration	Use of Cash Raised	Number	Class and Principal terms	Issue Price	Market	- Discount/ + Premium
19 October 2016	Options issued to Haramont Pty Ltd pursuant to shareholder approval on 11- 12 October 2016	Services received	NA	4,500,000	Unlisted options 1,500,000 exercisable @ \$0.03 1,500,000 exercisable @ \$0.05 1,500,000 exercisable @ \$0.07 all expiring 19 Oct 2019	NA	NA	NA
19 October 2016	Executive options issued pursuant to ESOP	Services received	NA	4,500,000	Unlisted options 1,500,000 exercisable @ \$0.03 1,500,000 exercisable @ \$0.05 1,500,000 exercisable @ \$0.07 all expiring 19 Oct 2019	NA	NA	NA
				145,097,871				

(1) These shares were issued under ASX Listing Rule 7.2 (Exception 4). The Convertible Note (s) pursuant to which these shares were issued were also issued during the period since the last AGM. The Convertible Notes have not been included in the table above to avoid double counting the Equity Securities issue.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **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**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Bligh Resources Limited and entitled to attend and vote hereby appoint:

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 you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:30am (Perth time) on Tuesday, 29 November 2016 at View Street Partners, 102 Forrest Street Cottesloe Western Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Item 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Item 2, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

Items	For	Against	Abstain*	Special Item	For	Against	Abstain*
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of shares up to 10% of the Company's issued capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Jerome Vitale as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Mr Tianbao Wang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Ratification of a Previous Issue of Shares	<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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).



HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Item is connected directly or indirectly with the remuneration of KMP.

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.

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; and
- 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 or online at www.linkmarketservices.com.au.

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 **11:30am (Perth time) on Sunday, 27 November 2016**, 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

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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**