

29 March 2019

Market Announcements
Australian Securities Exchange
Level 4, 20 Bridge Street
SYDNEY
NSW 2000

OFF-MARKET MINIMUM HOLDING SHARE BUYBACK

Bathurst Resources Limited (ASX:BRL) (the “Company”) today has announced an off-market share buyback facility being offered to shareholders that hold unmarketable parcels of BRL shares (**Buyback**).

According to the ASX listing rules, a shareholding which is valued at less than AUD \$500 is considered an unmarketable parcel.

The Buyback will allow eligible shareholders who hold unmarketable parcels of BRL shares to sell their shares to the Company at a price of AUD 0.145 per share (**Buyback Price**), equalling the volume weighted average price for the five-day trading period up to and including the 28 March 2019 of AUD 0.138 per share plus a margin of 5 percent. These shares will be cancelled once transferred to the Company.

Based on the register of shareholders on 28 March 2019:

- An unmarketable parcel of shares is any shareholding of 3,703 BRL shares or less (AUD \$500 / AUD 0.135 (closing price of BRL shares on 28 March 2019)).
- 757 out of 3,316 shareholders held an Unmarketable Parcel.
- The total value of all the unmarketable parcels based on the Buyback Price is AUD \$136,084.53.

Attached is the letter that will be sent to eligible shareholders. Eligible shareholders will have until the 17 May 2019 in which to opt out of the Buyback, either by direct notification to the Company’s share registrar (Computershare), or through increasing their shareholding to more than 3,703 shares.

Toko Kapea, Chairman of Bathurst states that “whilst BRL values all of its shareholders, it recognises that holders with small holdings of BRL shares may find it difficult or expensive to dispose of their BRL shares in the usual way. This Buyback facility provides an opportunity for these shareholders to dispose of their small shareholdings at a modest premium with BRL incurring the cost, benefiting the Company and remaining shareholders from a reduction in the ongoing costs of servicing BRL’s shareholders”.

On behalf of Bathurst Resources Limited.



Richard Tacon
CEO

1 April 2019

Dear Shareholder

BUYBACK AND CANCELLATION OF MINIMUM SHAREHOLDINGS IN BATHURST RESOURCES LIMITED (ASX:BRL)

As announced on 29 March 2019, Bathurst Resources Limited (**BRL**) is establishing a buyback and cancellation facility (**Buyback Facility**) to cater for BRL shareholders that hold an unmarketable parcel of BRL shares.

According to the listing rules of the Australian Securities Exchange (**ASX**), a shareholding which is valued at less than Australian dollars (**AUD**) \$500 is a less than marketable parcel of shares (**Unmarketable Parcel**).

The offering of the Buyback Facility recognises that Unmarketable Parcels can be difficult and expensive to sell. The Buyback Facility is permitted under BRL's constitution and ASX Listing Rules, without the requirement of BRL shareholder approval.

Key terms of the Buyback Facility

- a) The Buyback Facility is available to BRL shareholders who at 5:00 p.m. (NZT) on 28 March 2019 (**Record Date**):
 - had a registered address in either Australia or New Zealand; and
 - held an Unmarketable Parcel (**Eligible Shareholders**).
- b) The Buyback Facility will allow Eligible Shareholders to sell their shares to BRL at the price of AUD 0.145 per BRL share (**Buyback Price**), being the volume weighted average price for the five-day trading period up to and including the Record Date plus a premium of 5 percent.
- c) These shares, once purchased by BRL via the Buyback Facility, will be cancelled.
- d) The Buyback Facility is an offer by BRL to acquire all (but not some) of the BRL shares in each Unmarketable Parcel.
- e) Shareholders can choose to retain their Unmarketable Parcels by opting out of the Buyback Facility.
- f) Participating shareholders will not incur any brokerage or handling costs related to the sale of their Unmarketable Parcels.

What qualifies as an Unmarketable Parcel?

Based on the register of members at the Record Date:

- An Unmarketable Parcel of shares is any shareholding of 3,703 BRL shares or less (AUD \$500 / AUD 0.135 (closing price of BRL shares on the Record Date)).
- 757 out of 3,316 shareholders held an Unmarketable Parcel.
- The total value of all the Unmarketable Parcels is AUD \$136,084.53 based on the Buyback Price.

Our records indicate that as at the Record Date, you qualified as an Eligible Shareholder.

How to participate in the Buyback Facility

Please refer to the enclosed personalised Change of Bank Details Request Form (**Bank Details Form**).

If your bank account details are correct, you do not need to do anything further.

If your bank account details are incorrect, please complete the Bank Details Form and return it in the self-addressed envelope provided so it is received before 5:00 p.m. (NZT) on 17 May 2019 (**Closing Date**).

Please note that if you increase your shareholding so that you hold more than 3,703 BRL shares on the Closing Date, BRL will not buyback any of your BRL shares.

How to opt out of the Buyback Facility?

Any BRL shareholder who does not want to participate in the Buyback Facility can either:

- complete the enclosed Share Retention Form (**Share Retention Form**) and return it in the self-addressed envelope provided so it is received by the Closing Date; or
- purchase additional BRL shares or combine multiple holdings, so that their registered holding on the Closing Date is greater than 3,703 BRL shares.

How will the Buyback Facility work?

If on the Closing Date you continue to be an Eligible Shareholder and have not returned a Share Retention Form:

- 7 business days after the Closing Date, BRL will pay the Buyback Price for each BRL share in the Unmarketable Parcel.
- You will be paid in either AUD or New Zealand dollars (**NZD**). Amounts paid in NZD will be converted from AUD by the Registrar at the prevailing exchange rate for buying NZD at the time of payment.
- All BRL shares bought back under the Buyback Facility will be cancelled.

Important additional information

BRL will incur all costs associated with the operation of the Buyback Facility. However any taxation consequences arising from the sale of your BRL shares will remain your responsibility.

BRL does not make any recommendation or give any advice to you regarding whether you should participate in the Buyback Facility. It is important to note that participation in the Buyback Facility is not the only way for unmarketable parcels of shares to be sold.

If you are in any doubt or if you require further information regarding possible taxation implications from participating in the Buyback Facility, please consult your legal, financial or taxation adviser.

Please refer to the enclosed Information Sheet for further information.

If you have any queries concerning the contents of this letter, please contact Computershare by telephone +64 9 488 8777 (within New Zealand) or via email at bathurst@computershare.co.nz.

Yours faithfully



Richard Tacon
Chief Executive Officer
Bathurst Resources Limited

Information Sheet

BRL Unmarketable Parcel Buyback Facility

Please read this information sheet, together with the attached letter and the Share Retention Form carefully.

1 What is the BRL Unmarketable Parcel Buyback Facility?

BRL is conducting the Buyback Facility in accordance with clause 12.16 of the BRL Constitution.

The Buyback Facility provides eligible BRL shareholders with the opportunity to sell their Unmarketable Parcels of BRL shares to BRL, with BRL incurring the associated costs.

The price paid by BRL for those BRL shares (**Buyback Price**) is based on the volume weighted average price for the five-day trading period up to and including the 28 March 2019 (**Record Date**) (AUD 0.138 per share) plus a margin of 5 percent, giving a final Buyback Price of AUD 0.145 per share.

2 What is an Unmarketable Parcel of BRL shares?

For the purposes of the Buyback Facility, and in compliance with the requirements of BRL's constitution and the ASX Listing Rules, an Unmarketable Parcel is a holding of BRL shares that is valued at AUD \$500 or less on the Record Date. Based on a closing price of BRL shares as quoted on the ASX on the Record Date of AUD 0.135 per share, this equated to a shareholding of 3,703 or less of BRL shares.

3 Why is the Buyback Facility being offered?

Whilst BRL values all of its shareholders, it recognises that holders with small holdings of BRL shares may find it difficult or expensive to dispose of their BRL shares in the usual way.

4 Which BRL shareholders are eligible to participate in the Buyback Facility?

A BRL shareholder that as at the Record Date holds an Unmarketable Parcel of BRL shares (as defined in section 2 above) and whose registered address on the Record Date is located in either Australia or New Zealand (each being an **Eligible Shareholder**).

Only Eligible Shareholders have been sent this letter.

5 Should I participate in the Buyback Facility?

BRL makes no recommendation as to whether an Eligible Shareholder should participate in the Buyback Facility. Eligible Shareholders should seek independent legal and financial advice (including tax advice) specific to their circumstances when determining whether or not to participate in the Buyback Facility.

If an Eligible Shareholder participates in the Buyback Facility, they will not be required to pay any directly associated costs.

Non Participation: if an Eligible Shareholder wants to retain their BRL shares they must do at least one of the following:

- Complete the enclosed Share Retention Form and return it to BRL so that it is received no later than 5:00 p.m. (NZT) on 17 May 2019 (**Closing Date**).
- Purchase additional BRL shares on market before 5:00 p.m. (NZT) on the Closing Date so that the Eligible Shareholder's registered holding of BRL shares at the Closing Date is greater than 3,703 BRL shares.

- Where an Eligible Shareholder holds or controls more than 3,703 BRL shares but that holding is split between two or more BRL shareholding accounts, they must combine their holding accounts into one or more accounts, so that each account does not qualify as an Unmarketable Parcel on the Closing Date.

Participation: If an Eligible Shareholder wants to participate in the Buyback Facility, BRL will pay the Buy Back Price to that Eligible Shareholder for all its BRL shares that are bought back and cancelled. In those circumstances, the Eligible Shareholder does not need to do anything other than:

- check their bank details in the enclosed personalised **Change of Bank Details Request Form**; and
- if the bank account details are **incorrect**, complete that form and return it in the self-addressed envelope provided, so that it is received by BRL before the Closing Date.

If an Eligible Shareholder acquires additional BRL shares between the date of this letter and the Closing Date, so that their shareholding is greater than 3,703 BRL shares, they will not have any of their BRL shares bought back under Buyback Facility.

This Buyback Facility is not the only way for an Eligible Shareholder to sell its BRL shares. Eligible Shareholders can also sell their BRL shares through the ASX by contacting a broker in their country of residence.

Please note that if under the terms of the Buyback Facility, any act is required to occur by the Closing Date, then specifically that act is required to occur by no later than 5:00 p.m. (NZT) on the Closing Date.

6 What if my BRL shares are held jointly?

If you are a joint holder of BRL shares, BRL will not buy back and cancel any of your BRL shares if one holder returns the Share Retention Form to BRL and that form is received by the Closing Date. BRL will consider this to be effective notice from all joint holders of the BRL shares.

7 How will I receive the buyback proceeds?

Payment via direct credit

Where a participating Eligible Shareholder's bank account details are known, payment of the Buyback Price will be made by direct credit to the Australian or New Zealand bank account recorded against your shareholding as at the Closing Date.

To facilitate this, please review the personalised Change of Bank Details Request Form to confirm BRL has your correct details.

You do not need to complete or return this form if your details are correctly stated in that form. If the bank account details are incorrect, please complete the Change of Bank Details Request Form and return it in the self-addressed envelope provided so that that form is received before the Closing Date.

Payment will be made in either AUD or NZD based on the currency of your nominated bank account. If you have both AUD and NZD bank accounts registered against your shareholding, payment will be remitted to the bank account that is in your country of residence.

Amounts paid in NZD will be converted from AUD by the registrar at the prevailing exchange rate for buying NZD at the time of payment.

It is expected that direct credit payments will be made by BRL 7 business working days after the Closing Date. You may not receive the Buyback Price proceeds until after this date as it will depend on the time it takes your financial institution to process the payment.

Payment via cheque

If there are no bank details recorded against your shareholding and BRL does not receive a completed Change of Bank Details Request Form from you before the Closing Date, the proceeds from the buyback of your BRL shares under the Buyback Facility will be paid to you by cheque and posted to the address recorded against your shareholding.

Your country of residence will determine the currency of the cheque that will be issued.

BRL will mail your cheque to you 7 business working days after the Closing Date. You will receive your cheque after this date as it will take time to be processed by the postal system.

Lost shareholders

For security reasons, if BRL considers you to be a 'lost' shareholder, it will pay the proceeds from the buyback of your BRL shares into the BRL shareholder account to be held on your behalf, until you provide your bank account details. We will not send a cheque to a 'lost' shareholder.

8 No financial advice and no recommendation

This Information Sheet and the letter that it accompanies do not constitute advice or a recommendation to participate in or opt out of the Buyback Facility, buy, sell or retain your BRL shares, nor a representation that participating in the Buyback Facility is the best or a preferable way for you to dispose of your BRL shares.

If you are in doubt about what to do you should consult your legal, financial, taxation or other professional advisers.

9 Suspension, termination or re-scheduling of the Buyback Facility

BRL reserves the right to suspend, terminate or otherwise vary the duration of the availability of the Buyback Facility at any time, without notice to you, for any reason.

BRL also reserves the right to change any of the dates referred to in the accompanying letter or this Information Sheet by notice to ASX.