

BATHURST RESOURCES LIMITED

Notice of Annual General Meeting

2:00pm on Wednesday 1 December 2021

LETTER FROM THE CHAIRMAN

11 November 2021

Dear Shareholder

I am pleased to invite you to attend our 2021 Annual General Meeting (“AGM”) which will be held at 2.00pm (New Zealand daylight time “NZDT”) on Wednesday 1 December 2021.

With regard to the COVID pandemic and the implications this has for being able to attend an in-person AGM, as well as the general health and safety of attendees, the board of directors of Bathurst (“Board”) has decided to again hold the AGM as a virtual meeting.

You will be able to watch and participate in the meeting in real-time on your computer or mobile device through an online platform that allows you to vote. Questions or comments for directors and our auditors can be submitted via the same online platform in advance of the meeting and will be responded to throughout the meeting. Further information on how you can participate in the AGM (including how to register, vote and ask questions) is set out on page 3 and 17 of this notice.

At the meeting, Richard Tacon (CEO) and I will provide an overview of Bathurst’s performance during the 2021 financial year. Additional information regarding Bathurst’s performance is contained in the 2021 annual report, which can be viewed on our website www.bathurst.co.nz/investors-news/financial-reports/ as well as through the AGM online platform.

The items of business to be considered at the AGM are set out in the following pages, which also include explanatory notes and the Board’s voting recommendations. Mr Russell Middleton is seeking re-election, and Mr Francois Tumahai is seeking election after being appointed by the Board in May. The Board unanimously support both resolutions.

Each shareholder’s vote is important and I encourage you to attend the meeting or complete the proxy form accompanying this document and return it to the share registry in accordance with the directions given.

Yours faithfully



Peter Westerhuis
Chairman

HOW TO PARTICIPATE



Watch and participate online

Shareholders and proxyholders can watch and vote during the virtual AGM via the online platform at:

<https://bathurstagm2021.chimeagm.live>

To do this, you will need a computer or mobile/tablet device with internet access.

Shareholders: when you log onto the online platform, you will need to provide your username and password. Your username is your SRN or HIN, and your password is your post code as documented in the share register as part of your postal address. Both details will be noted on communications sent to you by Computershare.

If you do not know your SRN or HIN, please contact Computershare by calling +61 (0) 3 9415 4000 or 1300 850 505 (within Australia) to request a replacement statement that will be posted to you.

Proxyholders: log-in details will be emailed to proxyholders (in the event that the nominated proxy holder is not the Bathurst Chairman). This is reliant on you disclosing your nominated proxy's email address when you appoint your proxy.



Viewing a recorded webcast

An archive of the webcast will be available on our website shortly after the meeting concludes. You do not need to be a shareholder or proxyholder to view the webcast.



Other options for voting

If you are unable to join us at the AGM, we encourage you to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at www.investorvote.com.au or by following the instructions on the proxy/voting form that you will receive from our share registrar, Computershare. These must be submitted **by no later than 2:00pm (NZDT) on Monday 29 November 2021** to be valid.

Even if you plan to attend the virtual meeting, you are encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).



How to ask questions

We encourage you to submit written questions to directors and Bathurst's auditor (KPMG) in advance of the meeting at:

<https://bathurstagm2021.chimeagm.live>

Or by sending an email to agm@bathurst.co.nz

During the course of the meeting, we will address as many of the more frequently raised questions **received before 2:00pm on 29 November 2021** as possible.

We will provide responses via our website after the meeting has ended, for the more frequently raised questions received during the meeting.

NOTICE OF THE AGM

Time and place of meeting

The 2021 AGM of the shareholders of Bathurst Resources Limited (“Company”) will be held:

Date: Wednesday 1 December 2021
Time: 2.00pm (NZDT)
Location: Online at <https://bathurstagm2021.chimeagm.live>

Items of business

Receive and consider the annual report

To receive and consider the annual report of the Company which includes the financial statements, directors’ report and the auditor’s report for the financial year ended 30 June 2021.

Note: there is no requirement for shareholders to approve these reports.

Resolution 1: Re-election of Russell Middleton as an executive director (ordinary resolution)

“To re-elect as director Russell Middleton, who retires as a director by rotation in accordance with Listing Rule 14.4 and the provisions of the Constitution, and being eligible, offers himself to be re-elected as a director of the Company.”

Note: The non-candidate directors unanimously support the re-election of Mr Russell Middleton.

Resolution 2: Election of Francois Tumahai as independent, non-executive director (ordinary resolution)

“That Mr Francois Tumahai, who was appointed during the year by the Board to fill a casual vacancy and retires in accordance with Listing Rule 14.4 and the provisions of the Constitution, and being eligible, offers himself to be elected as a director of the Company.”

Note: The non-candidate directors unanimously support the election of Mr Francois Tumahai.

Resolution 3: Appointment and determination of remuneration of auditor (ordinary resolution)

“To record the re-appointment of KPMG as auditor of the Company and to authorise the directors to fix the auditor’s remuneration for the coming year.”

Resolution 4: Issue of up to 581,153 Performance Rights to Richard Tacon (ordinary resolution)

“That, for the purposes of Listing Rule 10.14 and for all other purposes, shareholders approve the issue to the Executive Director and Chief Executive Officer of the Company, Mr Richard Tacon (or his nominee) of up to 581,153 LTIP Performance Rights under the terms and conditions set out in Section 4 of the explanatory notes accompanying this Notice of Meeting and for the issue of shares upon the exercise of those Performance Rights.”

Resolution 5: Issue of up to 464,923 Performance Rights to Russell Middleton (ordinary resolution)

“That, for the purposes of Listing Rule 10.14 and for all other purposes, shareholders approve the issue to the Executive Director and Chief Financial Officer of the Company, Mr Russell Middleton (or his nominee) of up to 464,923 LTIP Performance Rights under the terms and conditions set out in Section 5 of the explanatory notes accompanying this Notice of Meeting and for the issue of shares upon the exercise of those Performance Rights.”

Resolution 6: Approval of 10 percent placement capacity increase (special resolution)

“That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, approval is given for the Company to have the additional capacity to issue equity securities in the capital of the Company, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the explanatory notes.”

Chairman's voting intentions

The Chairman intends to vote undirected proxies in favour of all resolutions set out in this notice. The Chairman will call a poll for all proposed resolutions. Please refer to the explanatory notes for further information on the resolutions and voting exclusions.

Voting Exclusion Statements

In accordance with the applicable law, and the Listing Rules, the following persons must not cast any votes on the relevant Resolution specified below, and the Company will disregard any votes cast in favour of that Resolution by:

Resolution	Excluded Voters
4	Richard Tacon, Russell Middleton or any Associate of any of the foregoing.
5	Russell Middleton, Richard Tacon or any Associate of any of the foregoing.
6	Any 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 or ordinary securities, if the resolution is passed, and any associates.

However, the Company need not disregard a vote if it is cast by:

- (a) in relation to each of the Resolutions stated in the table immediately above:
 - (i) a person acting as proxy for a person who is entitled to vote, in accordance with a written direction on the Proxy Form to vote as the proxy specifies in relation to any such Resolution or
 - (ii) the Chair as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, where the Proxy Form does not specify the way the proxy is to vote on any such Resolution but expressly authorises the Chair to exercise the proxy; and
- (b) in relation to any other Resolution:
 - (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
 - (ii) the Chair 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.

By order of the Board



Melanie Hart
Company Secretary
Dated: 11 November 2021

Please read the whole of this document carefully before determining how you wish to vote and then cast your vote accordingly, either in person or by proxy. If you are in doubt as to how you should vote in respect of any resolution, or any other matter raised in this document, please seek advice from a qualified professional adviser.

DIRECTIONS REGARDING THE MEETING

Eligibility to attend and vote

You are eligible to vote and attend the AGM if you are recognised as a shareholder at 9.00pm (NZDT) on 29 November 2021. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Registration

Your registration will be assumed if our system logs you as present. We will identify shareholders registered as attending the AGM using your unique SRN/HIN number, which you will use as your username to gain access.

You can access our online AGM portal from the date of this notice of meeting; however the voting function will only be accessible once the AGM commences.

How to vote

Live voting online during the AGM

To vote in person, please attend the AGM on the date, time and via the online virtual link set out above in the notice. You will be able to vote for, against or abstain on each item via the online platform.

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting.

You may appoint a proxy either online at <http://www.investorvote.com.au/> or by completing and submitting your proxy form which is enclosed at the back of this document, where full details are disclosed on how to appoint a proxy. Your proxy submission must be received no later than 2:00pm (NZDT) on 29 November 2021.

A proxy need not be a shareholder and may be an individual or a company. If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies. If you appoint two proxies, you will need to submit two proxy forms and will need to submit these via post as a second proxy cannot be appointed online. You may specify the proportion or number of votes each proxy is appointed to exercise; if this is not specified, each proxy may exercise half of the votes disregarding fractions.

Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the Chairman.

Submitting your proxy form

Your submission must be received by no later than 2:00pm (NZDT) on 29 November 2021. You can appoint your proxy:



Online

<http://www.investorvote.com.au/>



By mail:

Computershare Investor Services Pty
Limited
GPO Box 242
Melbourne, Victoria 3001
Australia



By fax:

1800 783 447 within
Australia or
+61 3 9473 2555 outside
Australia

EXPLANATORY NOTES

Receive and consider the annual report

The annual report of the Company includes the financial statements, directors' report and the auditor's report for the financial year ended 30 June 2021. A copy of the annual report is available at www.bathurst.co.nz and will be made available to download as a document from within the online AGM portal.

During this item of business, directors will answer questions received in advance of the AGM from shareholders on the Company's management and operations.

A representative of the Company's auditors will also be available to answer questions to the extent they are relevant to the conduct of the audit of the Company, the preparation and contents of the auditor's report contained in section 2 of the annual report, the accounting policies adopted by the Company in the preparation of its financial statements, and the independence of the auditor.

1. **Resolution 1: Re-election of Russell Middleton as an executive director**

Mr Middleton retires by rotation at this meeting and offers himself for re-election to the board.

Mr Middleton:

- was appointed a non-executive Director on 24 April 2015.
- was appointed an executive Director on 4 May 2017.
- was appointed as Chief Financial Officer of the Company on 31 August 2017.
- serves as a member of the Audit and Risk Committee;
- is a nominee director of the Company on the board of BT Mining Limited.
- is a director of Bathurst Resources (Canada) Limited (a wholly owned subsidiary of the Company), and the nominee director of that subsidiary company on the board of NWP Coal Canada Limited, a joint venture with Jameson Resources Limited, in respect of the Crown Mountain Coking Coal Project in Canada.

Mr Middleton has extensive knowledge of the Company through his role as Chief Financial Officer and board member since 2015. He has over 30 years in the mining and construction sector with significant experience in mine project evaluations and construction of new mines. Starting his career as a public accountant, Mr Middleton has held senior management positions in commercial and planning roles with BHP and Anglo American.

The non-candidate directors unanimously support the re-election of Mr Middleton, acknowledging the valuable contribution he makes to the Board with his in-depth knowledge of the Company, and the integral part he has played in the strategic success of the Company.

2. **Resolution 2: Election of Francois Tumahai as independent, non-executive director**

Listing Rule 14.4 requires that any person who is appointed as a director by the Board to fill a casual vacancy or as an additional director shall retire from office at the next general meeting of the Company but shall be eligible for election at that meeting. Mr Francois Tumahai therefore retires at the forthcoming AGM in accordance with Listing Rule 14.4 and being eligible, has offered himself for election at the meeting.

Mr Tumahai was appointed to the Board on 4 May 2021 as an Independent Director. He is also Chairman of the Audit and Risk Committee of the Board, and member of the Remuneration and Nomination Committee. The Company confirms that background checks were performed on Mr Tumahai by an external consultant and no concerns were raised as part of this process.

Mr Tumahai (Ngāti Waewae, Ngāi Tahu and Ngati Whatua Orakei) is the CEO of Arahura Holding Limited and Chair of Te Runanga o Ngāti Waewae. Francois started his career as a mechanic and has over 25 years' experience in heavy machinery. He is an ardent supporter of the mining industry and a board member of the New Zealand Institute for Minerals to Materials Research. As CEO of Arahura Holding Limited, Mr Tumahai is also involved in the management of the extraction and mining of pounamu (greenstone).

Mr Tumahai has over 15 years of governance experience as a company director and 20 years of governance experience with not-for-profit organisations. He is currently on the board of Development West Coast, West Coast Conservation Board, Grey District Council, and the West Coast Regional Council.

The non-candidate directors unanimously support the election of Mr Tumahai. Mr Tumahai is considered an important part of the Company's effective governance framework in his capacity as independent director, which was confirmed as assessed against the Company's policy of independence for directors. The Board also view Mr Tumahai as adding essential value with his extensive governance, mining, and health and safety knowledge.

3. Resolution 3: Appointment and determination of remuneration of auditor

Section 207T of the Companies Act 1993 ("Act") provides that a company's auditor is automatically re-appointed unless there is a resolution or other reason for the auditor not to be re-appointed. The Company wishes KPMG to continue as the Company's auditor, and KPMG has indicated its willingness to do so.

Section 207S of the Act provides that the fees and expenses of the auditor are to be fixed in such a manner as the Company determines at the meeting. The Board proposes that the auditor's fees be fixed by the directors.

The directors unanimously recommend that shareholders vote in favour of Resolution 3.

4. Resolution 4: Issue of up to 581,153 Performance Rights to Richard Tacon

Overview of resolution

The Board is committed to incentivising and retaining key management personnel in a manner which promotes alignment of their interests with the interests of the Company and its shareholders. As a result, the Board wishes to issue 581,153 Performance Rights to Mr Richard Tacon under the Company's Long-Term Incentive Plan ("LTIP"). The Performance Rights are intended to reward Mr Tacon for his past performance and incentivise him in his ongoing roles as Chief Executive Officer and executive director of the Company.

The Company's LTIP was approved by shareholders at the 2018 AGM. Shareholder approval was sought so that for all purposes under the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13), any equity securities issued under the LTIP would be excluded from the calculation of the maximum number of new equity securities that can be issued by the Company in any 12-month period, for a period of three years from the date of shareholder approval. Whilst this approval will expire three days prior to the date of this AGM, these Performance Rights are proposed to be issued against the LTIP which itself has not expired.

Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme without prior shareholder approval, by ordinary resolution. Accordingly, the purpose of this resolution is to seek shareholder's approval of the proposed grant of LTIP Performance Rights to the Company's Executive Director and Chief Executive Officer, Mr Richard Tacon pursuant to the provisions of the LTIP.

Assuming this resolution is approved by the shareholders at the meeting and in accordance with its terms, no further shareholder approval of this resolution is required under Listing Rule 7.1.

Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- a) A director.
- b) An associate of a director.
- c) A person whose relationship with the company, or with a director or associate of a director, is such that in ASX's opinion, approval should be obtained.

Mr Tacon qualifies as a director in his capacity as director under Listing Rule 10.14.

Effect of resolution

If Resolution 4 is passed, then the Company will be able to proceed with the issue of those Performance Rights to Mr Tacon (or his nominee/s).

If Resolution 4 is not passed, then the Company will not be able to proceed with the issue of Performance Rights to Mr Tacon (or his nominee/s). The Company may have to consider alternative methods of providing incentivisation or remuneration to Mr Tacon, which may take the form of cash-based payments, which would potentially reduce the Company's cash reserves.

Mr Tacon's remuneration package

Mr Tacon's remuneration package consists of fixed remuneration of AUD \$500,000 per annum, plus variable short-term incentives (value up to 50 percent of fixed remuneration dependent on achievement of performance objectives) and long-term incentives (value up to 60 percent of fixed remuneration) issued under the Company's LTIP.

Details of previous long-term incentives issued under the Company's current LTIP were:

- Performance rights which were approved at the 2018 AGM were issued to Richard Tacon (295,454) and Russell Middleton (163,636) in December 2018 for a nil issue price. These performance rights ceased on 30 June 2021 as the market performance conditions were not met.
- Performance rights which were approved at the 2019 AGM were issued to Richard Tacon (302,483) and Russell Middleton (181,490) in January 2020 for a nil issue price. These performance rights are still on issue and due to vest on 15 October 2022.

Grant of Performance Rights to Mr Tacon

The Remuneration and Nomination Committee has concluded that the remuneration for Mr Tacon (including the proposed grants of the LTIP Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Tacon's duties and responsibilities.

Maximum number of Performance Rights to be issued to Mr Tacon

If this resolution is approved, the maximum number of LTIP Performance Rights that may be granted to Mr Tacon is 581,153. The number of Performance Rights was calculated by dividing 50 percent of Mr Tacon's fixed remuneration by the share price on 1 July 2021 which is consistent to previous Performance Rights calculations.

Value of LTIP Performance Rights

The value of the LTIP Performance Rights is estimated to be AU \$0.79 each based on the gross contract life value of the rights determined by Crichton & Associates Pty Limited, an independent corporate adviser to the Company. This value is before allowing for any discount that may be applied to the value to allow for the Total Shareholder Return (TSR) performance condition. Therefore, the estimated gross contract value of the rights to be approved for Mr Tacon is \$459,111. The value of these rights for accounting purposes under IFRS-2 will be determined at the date of grant and the value determined will be expensed over the relevant service period.

Price of LTIP Performance Rights

The LTIP Performance Rights will be granted for no cash consideration paid or payable by Mr Tacon. Once the performance requirements stated below have been met, the LTIP Performance Rights issued to Mr Tacon after approval of this resolution, will be exercisable for nil cash consideration.

Timing of issue of LTIP Performance Rights

Subject to Shareholder approval of this resolution, it is anticipated that the LTIP Performance Rights will be granted to Mr Tacon shortly after this meeting. In any event, and as required under the Listing Rules, all the LTIP Performance Rights that are the subject of this resolution will be issued within 12 months of the date of approval of this resolution.

Performance Requirements and important dates

The performance requirements attaching to the LTIP Performance Rights that are the subject of this resolution are as follows:

- continuous employment of the participant by the Company or a related body corporate of the Company until and including 1 December 2024;
- the Company achieving a Total Shareholder Return (TSR) compound annual growth rate (TSR CAGR) for the period on and including 1 July 2021 to and including 30 June 2024 (TSR Determination Period), of between:
 - 10%, in which case 50% in number of the LTIP Performance Rights that are the subject of this resolution will vest in Mr Tacon; and
 - 15% in which case 100% in number of the LTIP Performance Rights that are the subject of this resolution will vest in Mr Tacon.

Where the TSR CAGR for the TSR Determination Period is greater than 10% and less than 15%, Mr Tacon will be entitled to a pro rata number of the LTIP Performance Rights that are the subject of this resolution. For example, if the TSR CAGR for the TSR Determination Period was 13%, Mr Tacon would be entitled 70% in number of those LTIP Performance Rights;

- the determination of the TSR CAGR for the TSR Determination Period will be a measure of the increase, if any, in the closing price of a Share, as quoted by ASX, and where the initial base price of a Share will be the closing price of a Share as quoted by ASX, on 1 July 2021; and
- the first Vesting Date of the LTIP Performance Rights that are the subject of this resolution is 1 December 2024. All Performance Rights will lapse on 1 March 2025 if not vested and exercised.

Other conditions

- Unvested LTIP Performance Rights may, in certain circumstances, vest early in accordance with the terms of the LTIP, and any Leaver's Policy that may apply from time to time, as approved by the Board.
- Any dealing in Shares is subject to the constraints of Australian and New Zealand insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of any Award during the vesting period.
- If, in the Board's opinion, Mr Tacon has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of his LTIP Performance Rights or other Awards that have not yet vested, lapse.
- Persons referred to in ASX Listing Rule 10.14 that are entitled to participate in the LTIP are Richard Tacon and Russell Middleton in their capacity as Executive Directors of the Company.
- Details of any securities issued under the LTIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after Resolution 4 is approved and who are not named in the Notice will not participate until approval is obtained under that Rule.

Directors' recommendation

Directors (other than Mr Tacon and Mr Middleton who are both eligible under the LTIP scheme and who are excluded from being able to vote on this Resolution), unanimously recommend that shareholders vote in favour of Resolution 4.

5. Resolution 5: Issue of up to 464,923 Performance Rights to Russell Middleton

Overview of resolution

The Board is committed to incentivising and retaining key management personnel in a manner which promotes alignment of their interests with the interests of the Company and its shareholders. As a result, the Board wishes to issue 464,923 Performance Rights to Mr Russell Middleton under the Company's Long-Term Incentive Plan ("LTIP"). The

Performance Rights are intended to reward Mr Middleton for his past performance and incentivise him in his ongoing roles as Chief Financial Officer and executive director of the Company.

The Company's LTIP was approved by shareholders at the 2018 AGM. Shareholder approval was sought so that for all purposes under the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13), any equity securities issued under the LTIP would be excluded from the calculation of the maximum number of new equity securities that can be issued by the Company in any 12-month period, for a period of three years from the date of shareholder approval. Whilst this approval will expire three days prior to the date of this AGM, these Performance Rights are proposed to be issued against the LTIP which itself has not expired.

Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme without prior shareholder approval, by ordinary resolution. Accordingly, the purpose of this resolution is to seek shareholder's approval of the proposed grant of LTIP Performance Rights to the Company's Executive Director and Chief Financial Officer, Mr Russell Middleton pursuant to the provisions of the LTIP.

Assuming this resolution is approved by the shareholders at the meeting and in accordance with its terms, no further shareholder approval of this resolution is required under Listing Rule 7.1.

Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- d) A director.
- e) An associate of a director.
- f) A person whose relationship with the company, or with a director or associate of a director, is such that in ASX's opinion, approval should be obtained.

Mr Middleton qualifies as a director in his capacity as director under Listing Rule 10.14.

Effect of resolution

If Resolution 5 is passed, then the Company will be able to proceed with the issue of those Performance Rights to Mr Middleton (or his nominee/s).

If Resolution 5 is not passed, then the Company will not be able to proceed with the issue of Performance Rights to Mr Middleton (or his nominee/s). The Company may have to consider alternative methods of providing incentivisation or remuneration to Mr Middleton, which may take the form of cash-based payments, which would potentially reduce the Company's cash reserves.

Mr Middleton's remuneration package

Mr Middleton's remuneration package consists of fixed remuneration of AUD \$400,000 per annum, plus variable short-term incentives (value up to 40 percent of fixed remuneration dependent on achievement of performance objectives) and long-term incentives (value up to 50 percent of fixed remuneration) issued under the Company's LTIP.

Details of previous long-term incentives issued under the Company's current LTIP were:

- Performance rights which were approved at the 2018 AGM were issued to Richard Tacon (295,454) and Russell Middleton (163,636) in December 2018 for a nil issue price. These performance rights ceased on 30 June 2021 as the market performance conditions were not met.
- Performance rights which were approved at the 2019 AGM were issued to Richard Tacon (302,483) and Russell Middleton (181,490) in January 2020 for a nil issue price. These performance rights are still on issue and due to vest on 15 October 2022.

Grant of Performance Rights to Mr Middleton

The Remuneration and Nomination Committee has concluded that the remuneration for Mr Middleton (including the proposed grants of the LTIP Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Middleton's duties and responsibilities.

Maximum number of Performance Rights to be issued to Mr Middleton

If this resolution is approved, the maximum number of LTIP Performance Rights that may be granted to Mr Middleton is 464,923. The number of Performance Rights was calculated by dividing 50 percent of Mr Middleton's fixed remuneration by the share price on 1 July 2021 which is consistent to previous Performance Rights calculations.

Value of LTIP Performance Rights

The value of the LTIP Performance Rights is estimated to be AU \$0.79 each based on the gross contract life value of the rights determined by Crichton & Associates Pty Limited, an independent corporate adviser to the Company. This value is before allowing for any discount that may be applied to the value to allow for the Total Shareholder Return (TSR) performance condition. Therefore, the estimated gross contract value of the rights to be approved for Mr Middleton is \$367,289. The value of these rights for accounting purposes under IFRS-2 will be determined at the date of grant and the value determined will be expensed over the relevant service period.

Price of LTIP Performance Rights

The LTIP Performance Rights will be granted for no cash consideration paid or payable by Mr Middleton. Once the performance requirements stated below have been met, the LTIP Performance Rights issued to Mr Middleton after approval of this resolution, will be exercisable for nil cash consideration.

Timing of issue of LTIP Performance Rights

Subject to shareholder approval of this resolution, it is anticipated that the LTIP Performance Rights will be granted to Mr Middleton shortly after this meeting. In any event, and as required under the Listing Rules, all the LTIP Performance Rights that are the subject of this resolution will be issued within 12 months of the date of approval of this resolution.

Performance Requirements and important dates

The performance requirements attaching to the LTIP Performance Rights that are the subject of this resolution are as follows:

- continuous employment of the participant by the Company or a related body corporate of the Company until and including 1 December 2024;
- the Company achieving a Total Shareholder Return (TSR) compound annual growth rate (TSR CAGR) for the period on and including 1 July 2021 to and including 30 June 2024 (TSR Determination Period), of between:
 - 10%, in which case 50% in number of the LTIP Performance Rights that are the subject of this resolution will vest in Mr Middleton; and
 - 15% in which case 100% in number of the LTIP Performance Rights that are the subject of this resolution will vest in Mr Middleton.

Where the TSR CAGR for the TSR Determination Period is greater than 10% and less than 15%, Mr Middleton will be entitled to a pro rata number of the LTIP Performance Rights that are the subject of this resolution. For example, if the TSR CAGR for the TSR Determination Period was 13%, Mr Middleton would be entitled 70% in number of those LTIP Performance Rights;

- the determination of the TSR CAGR for the TSR Determination Period will be a measure of the increase, if any, in the closing price of a Share, as quoted by ASX, and where the initial base price of a Share will be the closing price of a Share as quoted by ASX, on 1 July 2021; and
- the first Vesting Date of the LTIP Performance Rights that are the subject of this resolution is 1 December 2024. All Performance Rights will lapse on 1 March 2025 if not vested and exercised.

Other conditions

- Unvested LTIP Performance Rights may, in certain circumstances, vest early in accordance with the terms of the LTIP, and any Leaver's Policy that may apply from time to time, as approved by the Board.

- Any dealing in Shares is subject to the constraints of Australian and New Zealand insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of any Award during the vesting period.
- If, in the Board's opinion, Mr Middleton has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of his LTIP Performance Rights or other Awards that have not yet vested, lapse.
- Persons referred to in ASX Listing Rule 10.14 that are entitled to participate in the LTIP are Richard Tacon and Russell Middleton in their capacity as Executive Directors of the Company.
- Details of any securities issued under the LTIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after Resolution 4 is approved and who are not named in the Notice will not participate until approval is obtained under that Rule.

Directors' recommendation

Directors (other than Mr Tacon and Mr Middleton who are both eligible under the LTIP scheme and who are excluded from being able to vote on this Resolution), unanimously recommend that shareholders vote in favour of Resolution 5.

6. Resolution 6: Approval of 10 percent placement capacity increase

Overview of resolution

ASX Listing Rule 7.1A enables eligible entities to have an additional 10 percent capacity to issue equity securities for cash consideration through placements over a 12-month period after its AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's ability to issue equity securities up to 15 percent of its issued share capital under ASX Listing Rule 7.1 (**15% Placement Facility**).

For the purposes of ASX Listing Rule 7.1A, an eligible entity is an entity that:

- is not included in the S&P/ASX 300 Index; and
- has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

The effect of Resolution 6 will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A during the 10% Placement Period without shareholder approval and without reliance on the Company's 15% Placement Facility. If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% Placement Facility limit on issuing shares without shareholder approval as set out in Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75 percent of the votes cast by shareholders present and entitled to vote on the resolution (attendance at the virtual AGM, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Description of ASX Listing Rule 7.1A

(a) Shareholder approval

The Company's ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM of the Company.

(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.

(c) Formulae for calculating 10% Placement Facility

The exact number of equity securities that the Company may issue under the 10% Placement Facility will be calculated according to the following formula (as prescribed by ASX Listing Rule 7.1A.2):

(A x D) – E

A is the number of shares on issue 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 ASX 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 ASX Listing Rule 7.1 and 7.4, but not including an issue of fully paid shares under the entity's 15% Placement Facility without shareholder approval; and
- 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 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 Rules 7.1 or 7.4.

Minimum issue price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75 percent of the VWAP of equity securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded 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 10 ASX trading days of the date in paragraph (1) above, the date on which the equity securities are issued.

10% Placement Period

The equity securities may be issued under the 10% Placement Facility commencing on the date of the AGM and expiring on the first to occur of the following:

- the date that is 12 months after the date of the AGM at which approval is obtained; or
- the time and date of the Company's next AGM; or
- the time and 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 understanding) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

or such longer period if allowed by the ASX (**10% Placement Period**).

Specific information required in accordance with ASX Listing Rule 7.3A

(d) Risk of voting dilution

Any issue of equity securities under the 10% Placement Facility will dilute the interests of shareholders who do not receive any shares under the issue.

If Resolution 6 is approved by shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted. An example of the potential dilution of the shareholders' voting power in the Company is shown in the below table, which example is based on a number of qualifications and assumptions.

There is a risk that:

- (i) the market price for the Company's shares may be significantly lower on the date of the issue of the equity securities than on the date of the AGM; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's shares on the issue date,

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

The table below shows the potential 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 noted below.

The table also shows:

- (iii) two examples where variable "A" has increased, by 50 percent and 100 percent. 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
- (iv) two examples of where the issue price of ordinary securities has decreased by 50 percent and increased by 100 percent as against the current market price.

Variable "A" shares on issue		Dilution		
		AU \$0.395 50% decrease in market price	AU \$0.79 Current market price	AU \$1.58 100% increase in market price
Current Variable "A" 170,951,623	Shares issued	17,095,162	17,095,162	17,095,162
	Funds raised	\$6,752,589	\$13,505,178	\$27,010,356
50% increase in Variable "A"	Shares issued	25,642,743	25,642,743	25,642,743
	Funds raised	\$10,128,884	\$20,257,767	\$40,515,535
100% increase in Variable "A"	Shares issued	34,190,325	34,190,325	34,190,325
	Funds raised	\$13,505,178	\$27,010,356	\$54,020,713

The table above uses the following assumptions:

- there are currently 170,951,623 shares on issue as at the date of this notice of meeting;
- the current market price set out above is the closing price of the shares on the ASX on 1 November 2021;
- the Company issues the maximum possible number of equity securities under the 10% Placement Facility;
- the Company has not issued any equity securities in the 12 months prior to the AGM that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1;
- the issue of equity securities under the 10% Placement Facility consists only of shares;
- no remaining performance rights or convertible notes will be exercised into shares before the date of issue of the equity securities (for details of rights and notes on issue, refer to note 18 in the annual report <https://www.bathurst.co.nz/assets/reports/Bathurst-Resources-Annual-Report-2021-Web.pdf>).
- the calculations above do not show the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances;
- this table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1; and
- 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 AGM.

Shareholders should note that there is a risk that:

- (v) the market price for the Company's shares may be significantly lower on the issue date than on the date of the AGM; and
- (vi) the shares may be issued at a price that is at a discount to the market price for those shares on the date of issue.

(e) Purpose of issue under 10% Placement Facility

The Company may seek to raise funds by the issue of equity securities under the 10% Placement Facility for the following purposes:

- (i) acquisition of new resources, assets or investments (including expenses associated with such acquisition); or
- (ii) seeking to resolve the Company's debts as they fall due; or
- (iii) general working capital.

The Company will comply with the disclosure obligations under the ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities pursuant to the 10% Placement Facility.

(f) Allocation policy under the 10% Placement Facility

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 identity of the recipients of equity securities will be determined on a case-by-case basis having regard to factors that include the following:

- (i) the methods of raising funds that are available to the Company, including rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The recipients of any equity securities issued under the 10% Placement Facility have not been determined as at the date of this notice of meeting, but may include existing shareholders and/or new investors who are not a related body corporate (as that term is defined in the Australian Corporations Act 2001) of the Company or their associates.

If Resolution 6 is approved by shareholders, the Company may issue equity securities under the 10% Placement Facility during the 10% Placement Period, as and when the circumstances of the Company require.

(g) Previous approval under ASX Listing Rule 7.1A

The Company received shareholder approval for a 10% Placement Facility at the 2020 AGM. However this facility was not used and there have been no changes to the Company's shares over the last 12 months apart from a share consolidation on a 10:1 basis.

(h) Voting exclusions

For the purposes of ASX Listing Rule 7.1A, 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 or ordinary securities, if the resolution is passed, and any associates (as defined in the Australian Corporations Act 2001) of those persons, will not be entitled to cast votes in favour of Resolution 6, and the Company must disregard any such vote cast on Resolution 6.

However, the Company need not disregard a vote if:

- (1) 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;
- (2) it is cast by the person chairing the AGM 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; or
- (3) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 6; and
 - (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

At the date of the notice, the Company has not approached any specific existing shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the equity securities under the 10% Placement Facility. No existing shareholder's votes will therefore be excluded.

The Directors unanimously recommend that shareholders vote in favour of Resolution 6.

VIRTUAL MEETING ONLINE GUIDE

Getting started

- Please make sure your browser is up to date on your smartphone, tablet or computer. Preferred browsers are Chrome or Firefox.
- The Bathurst Resources Limited virtual AGM (“Bathurst AGM”) will be available at <https://bathurstagm2021.chimeagm.live/>
- The Bathurst AGM online portal will be available for shareholders to log in and familiarise themselves with the website, and submit questions for directors and Bathurst’s auditor KPMG, from the date this notice of meeting is released.

Logging in

- You will need to enter in two identifying factors to gain entry to the Bathurst AGM online portal.
- The first is your **log-in name**, which is your **SRN or HIN number**. Your SRN/HIN number will be on communications sent to you by Computershare with regard to your shareholding. If you do not know your SRN or HIN, please contact Computershare to request a statement that will contain this information for you.
- The second is a **password**. This will be your **postal code** as documented in the share register as part of your postal address, and will be noted on communications sent to you by Computershare.
- If you opt to appoint a proxy and the proxy is not the Bathurst Chairman, you will need to provide your proxy’s email address so that we can email your proxy their log-in details. The email address can be provided via the same channels that you appoint a proxy, which will be detailed on your voting/proxy form. Cut-off times apply for appointing a proxy are also detailed on this form.

Home page

- Click the start button on the home page, you can navigate the Bathurst AGM platform via the menu located on the left-hand side of the page.

Voting

- The online voting function will open once the AGM goes live, which is 2:00pm New Zealand daylight savings time on Wednesday 1 December 2021. The voting function will close on the cessation of the meeting by the Chairman.
- Each resolution to be voted on is listed in order and you can select from three voting options: In Favour, Against or Abstain.
- To vote, you need to click on one of the voting options buttons. The button of the option selected will change colour and a small lock icon will appear in the bottom right-hand corner.
- Up until the Chairman closes the poll, you may change your vote, by clicking on the lock icon of your previous choice and then selecting your preferred option.
- Final voting results will be released on our website and on the ASX once the Bathurst AGM has ended and all votes have been counted.

Questions

- We encourage you to submit questions for directors or auditors KPMG via the Bathurst AGM online portal in advance of the meeting. You can also email your questions to agm@bathurst.co.nz. During the course of the meeting, we will address as many of the more frequently raised questions received before 2:00pm on 29 November 2021 as possible.
- You can also submit questions for directors or KPMG during the meeting. KPMG will attend the meeting and be present to answer any questions submitted during the meeting. We will provide responses via our website after the meeting has ended for the more frequently raised questions for directors received during the meeting.
- Once in the online portal, you can submit your questions either via the menu tab or the chat box at the bottom left-hand side of the page. Only you will be able to view your questions submitted.

Live streaming of the AGM

- The format of Bathurst’s virtual AGM will be audio with a shared screen.
- To access the live audio stream, you can click on the video camera icon located at the top right-hand side of the page.
- The live stream will start 2:00pm New Zealand daylight savings time on Wednesday 1 December 2021.

Troubleshooting

- We encourage you to access the online portal before the AGM to ensure you can gain access.
- If you have any technical or log-in issues please contact Virtual_Events_Questions@encore-anzpac.com. If the issue is to do with your log in details, please contact Computershare in the first instance, or agm@bathurst.co.nz.