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BATHURST ANNOUNCES DETAILS OF SHARE PURCHASE PLAN

Bathurst Resources (New Zealand) Limited (NZX/ASX: BRL) ("**Bathurst**" or the "**Company**") is pleased to announce the details of its Share Purchase Plan ("**SPP**") to allow eligible shareholders the opportunity to purchase additional shares in the Company in Australian Dollars at an issue price which is approximately equivalent to the issue price for those shares issued to institutional and other sophisticated investors under the recent placement (the "**Placement**") which raised NZ\$18.9 million (before costs). The proceeds of the SPP and Placement will be used to fund existing operations and provide working capital in advance of receipt of resource consent for the commencement of the Escarpment Project.

The SPP will be offered to shareholders who were on the share register as at 7.00pm (AEST) with a registered address in Australia as the Record Date, being 11 September 2013.

Bathurst is seeking to raise up to approximately A\$5.4 million under the SPP at an offer price of A\$0.155 per share, with the maximum number of shares issued under the SPP capped at 5% of the Company's shares on issue before the Placement, resulting in a cap of 34,962,400 new shares. The A\$0.155 offer price is approximately equivalent to the Placement price of NZ\$0.18, converted to Australian dollars at the date of the Placement, and represents a discount of approximately 8% to the volume weighted average price of the Company's shares on the ASX over the 5 trading days prior to the Placement. Each eligible shareholder will be entitled to subscribe for a maximum of A\$15,000 worth of new shares. The number of shares to be issued to each subscriber will be rounded up to the nearest share. No brokerage or other transaction costs will be payable by shareholders under the SPP.

Given the high costs and regulatory impost associated with offering into jurisdictions outside Australia (including New Zealand), the size of the offer and the Company's predominant Australian shareholder base, the Board has determined that:

- a) it is not practical to make the offer to shareholders with a registered address outside Australia; and
- b) Bathurst will only offer the SPP to Bathurst's Australian registered shareholders.

The attached SPP offer document containing further details of the SPP ("**SPP Offer Document**") will be sent to Bathurst's Australian registered shareholders who were on the share register at 7.00pm (AEST) on the Record Date of 11 September 2013, as disclosed in the SPP Offer Document.

The SPP is currently scheduled to open on Wednesday, 18 September 2013 and close on 9 October 2013. Allotment of new shares under the SPP is currently scheduled to take place on 16 October with quotation of the new shares to occur on the NZX Main Board on the same day and on the ASX on 17 October. The Company reserves the right to vary these dates, subject to the NZSX Listing Rules, ASX Listing Rules and *Corporations Act 2001* (Cth).

On behalf of Bathurst Resources (New Zealand) Limited

A handwritten signature in black ink, appearing to read 'Hamish Bohannon'.

Hamish Bohannon
Managing Director

This announcement has been prepared for publication in New Zealand and Australia and may not be released or distributed in the United States. This announcement does not constitute an offer of securities for sale in the United States or any other jurisdiction. Any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933 or an exemption from registration.

BATHURST RESOURCES (NEW ZEALAND) LIMITED

ARBN 164 306 905

2013 SHARE PURCHASE PLAN

This is an important document.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision on whether or not to accept the Offer, you should consult your financial or other professional adviser.

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Company's Share Registry, Computershare Investor Services Pty Ltd on 1800 741 651 or Mr Marshall Maine – Company Secretary on +64 4 499 6830.

This document is not a prospectus or other disclosure document under the Corporations Act.

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SUMMARY OF IMPORTANT DATES

Record Date (5.00pm WST / 7.00pm AEST)	Wednesday, 11 September 2013
Announcement of Share Purchase Plan	Thursday, 12 September 2013
Offer documents mailed to Eligible Shareholders	Wednesday, 18 September 2013
Opening date for acceptances	Wednesday, 18 September 2013
Closing date for acceptances (2.00pm WST / 5.00pm AEDT)	Wednesday, 9 October 2013
Allotment and issue of New Shares under the Plan	Wednesday, 16 October 2013
Quotation of New Shares on the NZX Main Board	Wednesday, 16 October 2013
Quotation of New Shares on ASX	Thursday, 17 October 2013
Dispatch of shareholder statements	Monday, 21 October 2013

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules, NZSX Listing Rules and the Corporations Act.

Important notices

The Offer contained in this document is not a recommendation to purchase Shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a Bpay^{®1} payment or completing and returning the Application Form with a cheque or bank draft, you are accepting the risk that the market price of Shares may change between the date of the Offer and the allotment date. This means it is possible that, up to or after the allotment date, you may be able to buy Shares at a lower price than the Offer Price.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

Bathurst recommends that you monitor its announcements and the Share price, which can be found on its website at www.bathurstresources.co.nz, on the ASX website at www.asx.com.au (ASX: BRL) and on the NZX website www.nzx.com (NZX: BRL). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

¹ [®] Registered to BPAY Pty Limited ABN 69 079 137 518.

Key steps

Step 1:	Read the terms and conditions of the Share Purchase Plan in full. • There is no requirement to participate in the Share Purchase Plan. • Participation in the Share Purchase Plan is entirely voluntary.
Step 2:	Are you an Eligible Shareholder? (see section 3) You are eligible to apply for the New Shares if: (a) your registered address in the Company's register of members is in Australia; and (b) you were registered as a holder of Shares in the Company as at 5:00pm WST / 7.00pm AEST on Wednesday, 11 September 2013 (Record Date). The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia. Neither these terms and conditions nor the Application Form constitutes an offer in the United States (or to, or for the account or benefit of, US Persons).
Step 3:	If you choose to participate in the Share Purchase Plan you must choose to purchase a parcel of New Shares for one of the following amounts (see section 7): • A\$1,500; • A\$3,000; • A\$6,000; • A\$9,000; • A\$12,000; or • A\$15,000. You may not subscribe for more than A\$15,000 of New Shares even if you have several Share holdings.
Step 4:	To apply for New Shares under the Share Purchase Plan, Eligible Shareholders must (see section 12): • complete the Share Purchase Plan Application Form attached to these terms and conditions; or • make a Bpay® payment by using the personalised reference number shown on your Application Form, which is required to identify your holding.

Questions

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Company's Share Registry, Computershare Investor Services Pty Ltd on 1800 741 651 or Mr Marshall Maine – Company Secretary on +64 4 499 6830 or email mmaine@bathurstresources.co.nz, or consult your financial or other professional adviser.

Letter from the Chairman

12 September 2013

Dear Fellow Shareholder,

BATHURST RESOURCES (NEW ZEALAND) LIMITED SHARE PURCHASE PLAN OFFER

On behalf of the Board, we are pleased to offer you the opportunity to apply for New Shares in Bathurst Resources (New Zealand) Limited (**Bathurst** or the **Company**).

On 3 September 2013, Bathurst announced it had successfully raised NZ\$18.9 million (before costs) through a placement of approximately 104.9 million Shares to institutional and other sophisticated and professional investors in New Zealand, Australia and other jurisdictions at an issue price of NZ\$0.18 per new Share (**Placement**). In conjunction with the Placement, the Company further announced, on the same day, that it was considering a Share Purchase Plan (**Share Purchase Plan** and together with the Placement, the **Capital Raising**).

Bathurst is pleased to confirm that it will be undertaking the Share Purchase Plan to allow Eligible Shareholders the opportunity to purchase additional Shares in the Company at the same price as those issued to institutional and other sophisticated investors under the Placement without incurring brokerage or other transaction costs.

Funds raised from the Capital Raising will be used to fund existing operations and provide working capital in advance of the receipt of resource consent for the commencement of the Escarpment Project

The Offer Price is A\$0.155 per New Share, being approximately equivalent to the Placement price of NZ\$0.18 converted to Australian Dollars as at the date of the Placement. This price represents a discount of approximately 9.4% to the average closing price of Shares traded on ASX in the five trading days prior to announcement of the Share Purchase Plan. The total number of New Shares to be issued under the Share Purchase Plan will be capped at 5% of the Shares on issue before the Placement, resulting in a cap of 34,962,400 New Shares and a raising of up to approximately A\$5.4 million.

You may apply for a maximum amount of A\$15,000 worth of New Shares. If you make applications for each of your registered holdings of Shares, the total of all applications must not exceed A\$15,000. Bathurst reserves the right to decline applications from multiple registered holdings if the total exceeds A\$15,000, including where those registered holdings are similar but not identical names, are directly or indirectly or are held alone with others.

If the Company receives Applications in excess of the A\$5.4 million sought under the Offer, the Company reserves the ability to scale back applications and excess funds will be returned to applicants without interest.

The Offer is made irrespective of the number of Shares an Eligible Shareholder currently holds.

If there is a shortfall in subscriptions from Eligible Shareholders, the Directors of Bathurst reserve the right to place the shortfall New Shares to investors subject to applicable regulatory and other requirements.

This Offer Document and Application Form set out the terms of the Offer. By electing to subscribe for New Shares under the Share Purchase Plan, including by making a Bpay® payment, you agree to be bound by these terms and the Constitution of Bathurst.

The Offer is non-renounceable. This means that you cannot transfer your right to purchase New Shares under the Offer to anyone else.

Participation

Participation in the Offer is optional. You are eligible to participate in the Share Purchase Plan if you were a registered holder of fully paid ordinary Shares of Bathurst at 5.00pm WST / 7.00pm AEST on Wednesday, 11 September 2013, with a registered address in Australia. The Bathurst Board has determined that, because of foreign securities laws, it is not practical to extend participation in the Share Purchase Plan to Shareholders with registered addresses in other jurisdictions.

Intention of Directors

Each Director holding Shares in the Company intends to take part in the Offer.

Further information

Full details of the Offer and how to participate are contained in the terms and conditions of this Share Purchase Plan Offer Document, which we encourage you to read and consider carefully.

If you have any questions about the Share Purchase Plan, please contact the Company's Share Registry, Computershare Investor Services Pty Ltd on 1800 741 651 or Mr Marshall Maine – Company Secretary on +64 4 499 6830 or consult your financial or other professional adviser.

The Share Purchase Plan does not take into account individual investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer.

The Board thanks you for your continued support and is pleased to recommend the Offer to you.

Yours faithfully

BATHURST RESOURCES (NEW ZEALAND) LIMITED

Craig Munro

Chairman

Bathurst Resources (New Zealand) Limited

ARBN 164 306 905

SHARE PURCHASE PLAN – TERMS AND CONDITIONS

These terms and conditions are the terms and conditions of the Bathurst Resources (New Zealand) Limited (**Bathurst** or **Company**) Share Purchase Plan, and are binding on any Shareholder who applies for New Shares pursuant to these terms and conditions.

1. THE OFFER

1.1 The Offer

The Offer is an invitation to all Eligible Shareholders to subscribe for New Shares at a subscription price of A\$0.155 per New Share, up to a maximum subscription of 96,775 New Shares (A\$15,000). You may choose not to accept the Offer.

The Offer is non-renounceable (i.e. you may not transfer your right to acquire a New Share to anyone else).

The number of New Shares you receive will depend on the value of the parcel of New Shares you apply for and on the total number of New Shares applied for by all Eligible Shareholders. The Company reserves the right to scale back Applications where the total value of New Shares applied for by all Eligible Shareholders exceeds A\$5,419,172 (see **section 8** below) or the total number of New Shares applied for under the Share Purchase Plan exceeds 34,962,400.

The Offer Price is fixed, regardless of any changes in the market price of Shares during the Offer period.

1.2 Offer not taken up

If you are an Eligible Shareholder and do not wish to subscribe for New Shares, you are not obliged to do anything. You will not receive any benefits or New Shares.

The number of existing Shares you hold as at the Record Date and the rights attached to those existing Shares will not be affected if you choose not to accept any of your entitlement under this Share Purchase Plan.

2. OPENING AND CLOSING DATES

The Opening Date of the Offer will be 18 September 2013 and the Closing Date will be 9 October 2013 at 2.00pm WST / 5.00pm AEDT. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

3. ELIGIBILITY

3.1 Eligibility

You are eligible to apply for the New Shares if:

- (a) your registered address in the Company's register of members is in Australia; and
- (b) you were registered as a holder of Shares in the Company as at 5.00pm WST / 7.00pm AEST on Wednesday, 11 September 2013 (**Record Date**).

3.2 Individual Shareholders

If you are the sole registered Shareholder of a holding of Shares, but you receive more than one Offer under the Share Purchase Plan (for example, because you hold Shares in more

than one capacity), you may only apply for one parcel of New Shares with a value of up to A\$15,000.

The Company reserves the right to reject any Application where it believes there has not been compliance with this rule.

3.3 Joint Shareholders

If you are recorded with one or more other persons as the joint Shareholder of a holding of Shares, that joint Shareholding is considered to be a single registered Shareholding for the purpose of the Share Purchase Plan, and the joint Shareholders are entitled to participate in the Share Purchase Plan in respect of that single holding only. If the same joint Shareholders receive more than one offer under the Share Purchase Plan due to multiple registered holdings, the joint Shareholders may only apply for one parcel of New Shares with a value of up to A\$15,000.

The Company reserves the right to reject any Application where it believes there has not been compliance with this rule.

3.4 Custodians

If you are a Custodian within the definition set out in **section 19** and hold Shares on behalf of one or more persons resident in Australia (each a **Participating Beneficiary**), you may be entitled to apply for up to A\$15,000 worth of Shares for each Participating Beneficiary, subject to you providing a notice in writing to the Company on application for New Shares pursuant to the Offer certifying the following:

- (a) either or both of the following:
 - (i) that the Custodian holds Shares on behalf of one or more other persons (each a **Participating Beneficiary**) that are not Custodians;
 - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more other persons (each a **Participating Beneficiary**), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

 - (iii) where **section 3.4(a)(i)** applies – the Custodian; and
 - (iv) where **section 3.4(a)(ii)** applies – the Downstream Custodian,

to apply for Shares on their behalf under the Share Purchase Plan;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where **section 3.4(a)(i)** applies – the number of Shares that the Custodian holds on their behalf; and
 - (ii) where **section 3.4(a)(ii)** applies – the number of Shares to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
 - (i) where **section 3.4(a)(i)** applies – the number or the dollar amount of Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where **section 3.4(a)(ii)** applies – the number or the dollar amount of Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$15,000:

- (i) the Shares applied for by the Custodian under the Share Purchase Plan in accordance with the instructions referred to in **section 3.4(e)**; and
 - (ii) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Share Purchase Plan;
- (g) that a copy of the Offer document was given to each Participating Beneficiary;
 - (h) where **section 3.4(a)(ii)** applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a certificate under this **section 3.4**, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

If you are a Custodian and would like further information on how to apply, you should contact the share registry, Computershare Investor Services Pty Ltd on 1800 741 651.

3.5 Trustee or nominee

If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described in **section 3.4** unless the Company otherwise agrees. In this case, the rules for multiple single holdings set out in **section 3.2** and **3.3** apply.

3.6 Directors and employees

Directors and employees of Bathurst who hold Shares are Eligible Shareholders and may participate in the Offer in accordance with its terms.

3.7 Treatment of overseas Shareholders

The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia.

No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia.

Recipients may not send or otherwise distribute this document or the Application Form to any person outside Australia.

(a) United States

Neither these terms and conditions nor the Application Form constitutes an offer in the United States (or to, or for the account or benefit of, US Persons).

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to in this document have not been and will not be registered under the US Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of New Shares is being made in the United States.

(b) Representation by Applicants

Returning a completed Application Form (together with a cheque or bank draft) or paying the Offer Price for New Shares by Bpay®, will be taken to constitute a representation, warranty and agreement by the Applicant that:

- (i) they are an Eligible Shareholder, have read and understood these terms and conditions and subscribe for New Shares in accordance with these terms and conditions;
- (ii) they authorise Bathurst to correct minor errors in the Application Form if required, and to complete the Application Form by inserting any minor missing details;

- (iii) they acknowledge that the market price of Shares may rise or fall between the date of this Offer and the allotment date of the New Shares and that the Offer Price paid for the New Shares may exceed the market price of the New Shares on the allotment date;
- (iv) they acknowledge that they have not been provided with investment advice or financial product advice by Bathurst and Computershare Investor Services Pty Limited and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to purchase Shares;
- (v) the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the US, or in any other jurisdiction outside Australia, and may not be offered, sold, transferred or otherwise disposed of except in accordance with an available exemption form, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (vi) they are eligible under all applicable securities laws to receive an offer under the Share Purchase Plan;
- (vii) they are not in the United States (or any other jurisdiction other than Australia), are not US Persons and are not acting for the account or benefit of US Persons (or any person not in Australia);
- (viii) they have not and will not send this document or the Application Form to any person in the United States (or any other jurisdiction other than Australia) or that is, or is acting for the account or benefit of, a US Person (or any person not in Australia); and
- (ix) if in the future they decide to sell or otherwise transfer their New Shares, they will only do so in transactions conducted in the ordinary course on ASX or the NZX Main Board where neither they nor any person acting on their behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is in the United States or is a US Person.

3.8 Shareholder certification

By completing and submitting the Application Form (together with a cheque or bank draft) or making a Bpay® payment, you represent and certify that:

- (a) you irrevocably and unconditionally agree to these terms and conditions and the terms of the Application Form and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the Share Purchase Plan;
- (b) you acknowledge your Application is irrevocable and unconditional; and
- (c) the aggregate of the price paid by you for:
 - (i) the New Shares the subject of your Application Form or Bpay® payment; and
 - (ii) any other Shares applied for by you under the Share Purchase Plan or any similar share purchase plan arrangement operated by Bathurst in the 12 months prior to the date of submission of the Application Form or Bpay® payment; and
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Share Purchase Plan; and
 - (iv) any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian or another custodian to apply for Shares on your behalf under an arrangement similar to the Share Purchase Plan, and which resulted in you holding the beneficial interest in those Shares,

does not exceed A\$15,000, unless you are applying as a Custodian for one or more Participating Beneficiaries and have provided Bathurst with the certification described in **section 3.4**.

4. OFFER PRICE

The Company is inviting Eligible Shareholders to apply for up to a total of 34,962,400 New Shares at the Offer Price to raise up to A\$5,419,172, before costs.

The Offer Price of A\$0.155 represents an approximately 9.4% discount to the average closing price of Shares traded on ASX in the five trading days prior to announcement of the Share Purchase Plan.

5. RIGHTS

The constitution of the Company is available for inspection at the registered office of the Company during the Offer period. As set out below the New Shares will be issued on the same terms as all existing Shares and the Company will apply for the New Shares to be quoted on ASX.

New Shares issued under the Share Purchase Plan will rank equally with, and have the same voting rights, dividend rights and other entitlements as, existing fully paid Shares quoted on ASX and the NZX Main Board. Each New Share will confer on the holder the rights described in the constitution of the Company and as provided for the Companies Act 1993 (NZ), including the right to receive notices of, attend, and vote on a poll or any resolution at, a meeting of Shareholders, and the right to an equal share in any dividends authorised by the board of Directors and in any distribution of surplus assets of the Company to Shareholders.

The Shares have been accepted for quotation on NZX Main Board and it is expected that the New Shares will be quoted upon completion of allotment procedures. The NZX Main Board is a registered market operated by NZX, a registered exchange regulated under the Securities Markets Act 1988 (NZ). ASX is not a registered market under the Securities Markets Act 1988 (NZ). Neither NZX nor ASX accepts any responsibility for any statement in this document.

If the New Shares are not quoted on ASX or the NZX Main Board in accordance with the timetable under the Offer (as may be varied by the Directors at their discretion), the New Shares will not be issued and all funds received will be refunded within 5 business days of the Closing Date.

6. DIVIDEND POLICY

The Company is about to commence development of its Escarpment Project in addition to the development of existing and new prospects at its domestic operations. Significant capital expenditure will be incurred in the development of these opportunities. Accordingly, the Company does not expect to declare any dividends over the medium term.

Any future determination as to the payment of dividends by the Company will depend on a number of factors after giving due consideration to future capital requirements, operating performance, financial position and cash flow expectations of the Company at the time. Dividends when paid (if any) are expected to have attached to them any available imputation credits with the Company intending to pay offshore Shareholders a supplementary dividend under the New Zealand foreign investor tax credit regime. The board of Directors reserves the right to amend the dividend policy at any time. There can, however, be no assurance that any dividends will be paid or as to the level to which any dividends that are paid will be imputed.

7. NUMBER OF NEW SHARES

Each Eligible Shareholder has the right to apply for up to a maximum of 96,775 New Shares for a consideration of A\$15,000. Eligible Shareholders may select one of the following alternatives:

Alternative	Number of New Shares	Amount Payable
Offer A	9,678	A\$1,500
Offer B	19,355	A\$3,000
Offer C	38,710	A\$6,000
Offer D	58,065	A\$9,000
Offer E	77,420	A\$12,000
Offer F	96,775	A\$15,000

The total cost of New Shares purchased by each Eligible Shareholder (including through joint holdings, multiple share accounts or any holding which they have a beneficial interest) must not exceed A\$15,000. The Directors reserve the right to issue to an Eligible Shareholder less New Shares than the number specified in the Application Form for whatever reason including the possible subscription of over A\$15,000 worth of New Shares by an Eligible Shareholder through multiple Applications or joint holdings.

No fractions of New Shares will be issued.

Any fraction of a New Share will be rounded up to the nearest whole number of New Shares.

8. SCALE BACK AND OVERSUBSCRIPTION

If the Company receives Valid Applications for New Shares equalling more than A\$5,419,172 under the Share Purchase Plan, or the total number of New Shares applied for under the Share Purchase Plan exceeds 34,962,400, it will undertake a scale-back to the extent and in the manner it sees fit. There is no assurance that Applicants will be allocated all of the New Shares applied for.

If there is a scale-back you may not receive all the New Shares for which you have applied. If a scale-back produces a fractional number when applied to your Application, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.

Where the number of New Shares allotted to an Applicant is less than the number applied for, surplus monies will be refunded by cheque within 5 business days of the Closing Date. Interest will not be paid on monies refunded.

In the event that the Offer is over subscribed, the Directors reserve the right to close the Offer early, subject to the ASX Listing Rules, NZSX Listing Rules and the Corporations Act.

9. UNDERSUBSCRIPTION

In the event that the Offer is not fully subscribed, the Directors reserve their rights to issue Shares equal to the difference in the total amount of New Shares applied for by Eligible Shareholders, and the maximum number of New Shares available under the Offer specified in **section 4 (Additional Issue)**, to any person (whether or not such person is an Eligible Shareholder) so long as the Additional Issue:

- (a) satisfies section 708 of the Corporations Act; and
- (b) any approval of Shareholders to the Additional Issue which is required under the ASX Listing Rules, NZSX Listing Rules or the Corporations Act is obtained.

10. PARTICIPATION COSTS

You must pay the Offer Price and any fees or charges incurred by you in completing the Application Form (for example, bank fees or fees of professional advisers). The Company will pay any brokerage or stamp duty.

11. APPLICATION MONEY AND ALLOTMENT OF NEW SHARES

11.1 Application money

All Application money received before the New Shares are issued will be held in a special purpose account. After any Application money is refunded (if required) and New Shares are issued to Applicants, the balance of funds in the account plus accrued interest will be received by the Company.

11.2 Allotment of New Shares

It is expected that the New Shares will be quoted on the NZX Main Board by 16 October 2013, and will be quoted on the ASX by 17 October 2013 (subject to ASX granting the New Shares official quotation). If you trade any New Shares before you receive your Share statement, then you do so at your own risk.

12. PAYMENT FOR THE SHARES

12.1 Application options

If you would like to apply for New Shares under the Share Purchase Plan, you have two payment options which are set out below. Cash payments will not be accepted. Receipts for payment will not be issued.

If you apply for:

- (a) less than A\$1,500 of New Shares, the Company will not allot any New Shares to you and will refund your Application monies to you;
- (b) between A\$1,500 and A\$15,000 of New Shares that is not one of the designated amounts set out in **section 7**, the Company will (subject to any scale back in the event of oversubscriptions) allot to you the number of New Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of cheque or Bpay® payment and will refund the excess Application monies to you; or
- (c) more than A\$15,000 of New Shares, the Company will (subject to any scale back in the event of oversubscriptions) allocate to you a parcel of A\$15,000 of New Shares and your excess Application monies will be refunded to you.

12.2 To pay by cheque or bank draft

Complete the accompanying Application Form in accordance with the instructions set out in that form and return it together with your cheque or bank draft made payable to "Bathurst Resources (New Zealand) Limited" and crossed "Not Negotiable" for the appropriate Application money.

The completed Application Form and your cheque or bank draft must be received by the Company's Share Registry at the address set out on the next page by no later than 2:00pm WST / 5:00pm AEDT on Wednesday, 9 October 2013. The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

Bathurst Resources (New Zealand) Limited
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne, VIC 3001

You will be required to certify to the Company that the total value of your investment under the Share Purchase Plan, when calculated in accordance with **sections 3.2 to 3.5 (inclusive)**, does not exceed A\$15,000.

Custodians must apply by cheque or bank draft.

You cannot withdraw or revoke your application once you have sent in an Application Form.

12.3 To pay by Bpay®

If you are not a Custodian you may make a Bpay® payment by using the personalised reference number shown on your Application Form which is required to identify your holding.

Eligible Shareholders should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment. It is the responsibility of each Applicant to ensure that the Application money is submitted through Bpay® with sufficient time for it to be processed by their financial institution and received by the Company no later than 2:00pm WST / 5:00pm AEDT on Wednesday, 9 October 2013.

If you make your payment using Bpay®, you do not need to return your Application Form. However, you will be taken to have represented to the Company that your investment under the Share Purchase Plan, when calculated in accordance with **sections 3.2 to 3.5 (inclusive)**, does not exceed A\$15,000.

Custodians may not apply using Bpay®.

You cannot withdraw your application once you have paid via Bpay®.

12.4 Refunds

If, for any reason, a refund of all or part of the subscription monies paid by an Applicant is required, payments will be made within 5 business days of the Closing Date. Interest will not be paid on monies refunded by the Company.

13. OFFERS UNDER THE SHARE PURCHASE PLAN

The Company may make more than one invitation to acquire Shares under the Share Purchase Plan in any 12 month period.

The offer under the Share Purchase Plan needs to comply with the conditions of ASIC Class Order CO 09/425. Under ASIC Class Order 09/425, Eligible Shareholders may only acquire up to a maximum of A\$15,000 worth of Shares under a share purchase plan or a similar plan in a 12 month period (except in certain circumstances).

Shareholders will not be able to acquire Shares to a value exceeding A\$15,000 pursuant to the Share Purchase Plan in any 12 month period. An exception to this rule is that the Offer enables Eligible Shareholders who are Custodians to acquire Shares under the Share Purchase Plan on behalf of beneficiaries on whose behalf the Custodian is holding Shares, provided that the Custodian can certify particular requirements.

14. VARIATION AND TERMINATION OF THE SHARE PURCHASE PLAN

The Company may amend the terms and conditions of the Share Purchase Plan to provide for different terms to apply to different invitations.

The Company may terminate the Share Purchase Plan at any time. Notice of invitations, the terms of invitations and any termination of the Share Purchase Plan will be provided to ASX and NZX.

15. APPLICATION OF THE SHARE PURCHASE PLAN

The Company may act or omit to act in relation to the Share Purchase Plan (including applying the terms of the Share Purchase Plan) in its absolute discretion. The Company may settle any question of fact or interpretation in relation to the Share Purchase Plan in any matter it thinks fit, whether generally or in relation to any participant, Application or New Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the Share Purchase Plan. The Directors of the Company or any authorised delegate may exercise the powers of the Company under the terms of the Share Purchase Plan.

16. RISK CONSIDERATIONS

While the Offer Price represents an approximately 9.4% discount to the average closing price of Shares traded on ASX in the five trading days prior to announcement of the Share Purchase Plan, a subscription under the Share Purchase Plan is a speculative investment. The market price may change between the dates you apply for the New Shares and the issue of the New Shares to you. Accordingly, the value of the New Shares applied for may rise or fall.

This Offer of New Shares under the Share Purchase Plan is made without providing a disclosure document in accordance with the class order relief granted by in ASIC Class Order 09/425. That class order grants relief from the requirement to prepare a prospectus for the offer of shares under the Share Purchase Plan. As this Offer is not a prospectus and does not require the types of disclosures required under the Corporations Act, you must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX and NZX and, if necessary, consult your professional adviser when deciding whether or not to accept the Offer and participate in the Share Purchase Plan.

17. PRIVACY

By completing the Application Form, you will be providing personal information to Bathurst. The *Privacy Act 1988* (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Company collects information about each Applicant provided on an Application Form for the purposes of evaluating and processing the Application and, if the Application is successful, to administer the Applicant's security holding in Bathurst. If Bathurst is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for Bathurst's records, Bathurst will destroy or de-identify it.

By submitting an Application Form, each Applicant agrees that Bathurst may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry (Computershare Investor Services Pty Ltd) Bathurst's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX, NZX and regulatory authorities.

If you do not provide the information required on the Application Form, Bathurst may not be able to process your Application.

An Applicant has a right to gain access to the information that Bathurst holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Bathurst's registered office.

18. GOVERNING LAW

This offer is governed by the law in force in Western Australia. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

19. GLOSSARY

A\$ and \$ means Australian dollars, unless otherwise stated.

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time.

Applicant means an Eligible Shareholder who lodges an Application.

Application means an application for New Shares pursuant to the Application Form.

Application Form means the application form attached to or accompanying these terms and conditions.

ASX means ASX Limited (ABN 98 008 624 691) or, as the context requires, the financial market operated by it.

ASX Listing Rules or **Listing Rules** means the official listing rules of the ASX.

ASIC means the Australian Securities and Investment Commission.

Closing Date means 9 October 2013 or such other date as may be determined by the Directors.

Company or **Bathurst** means Bathurst Resources (New Zealand) Limited (ARBN 164 306 905).

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Custodian means a person that:

- (a) holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depositary service; or
 - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order 02/294; or
- (b) is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations; or
 - (ii) paragraph 7.6.01(1)(na) of the Corporations Regulations; or
 - (iii) ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184; or
 - (iv) ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/829 or 04/1313; or
 - (v) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (iv); or
 - (vi) paragraph 911A(2)(h) of the Corporations Act;from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
- (c) is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust; or
- (d) is the responsible entity of an IDPS-like scheme; or
- (e) is the registered holder of Shares or interests in the class or interests in the class and is noted on the register of members of the Company as holding the Shares or interests on account of another person.

Director means a director of the Company.

Eligible Shareholder means a Shareholder as at the Record Date other than a Non-Qualifying Foreign Shareholder.

New Share means a Share to be issued under the Share Purchase Plan.

Non-Qualifying Foreign Shareholder means a Shareholder whose registered address is not situated in Australia.

NZSX Listing Rules means the listing rules of the NZX Main Board.

NZX means NZX Limited.

NZX Main Board means the securities market of that name operated by NZX (being a registered market under the Securities Markets Act 1988 (NZ)).

Offer means the offer of New Shares pursuant to the Share Purchase Plan.

Offer Price means A\$0.155 per New Share.

Opening Date means 18 September 2013.

Record Date means 11 September 2013.

Share means a fully paid ordinary share in the capital of the Company.

Share Purchase Plan means the issue of up to 34,962,400 New Shares to Eligible Shareholders, each of which is entitled to apply for a parcel of New Shares valued at up to A\$15,000 in accordance with these terms and conditions.

Shareholder means the holder of a Share.

US Person has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act means the United States Securities Act of 1933 as amended.

Valid Application means an Application:

- (a) that is made:
 - (i) in conjunction with an Application Form accompanying the Offer, that is properly completed in accordance with the instructions in the Application Form and in the Offer, and accompanied by any supporting documents required by the Offer to accompany the Application Form; or
 - (ii) by making a Bpay® payment in accordance with **section 12.3**;
- (b) that is received by the Company on or before 2:00pm WST / 5:00pm AEDT on the Closing Date at the address set out in **section 12.2**, or is otherwise duly received in accordance with the provisions of the Offer for electronic lodgement of Applications as set out in **section 12.3**;
- (c) that is not withdrawn before it ceases to be capable of being withdrawn; and
- (d) in respect of which payment of the Offer Price for the relevant number of New Shares is received and is cleared (either before or after the Closing Date) when presented (either before or after the Closing Date) for payment by the relevant financial institution on which the payment is drawn.

WST means Australian Western Standard Time.