



Bathurst
RESOURCES LTD

ACN 125 679 469

19 June 2009 (amendment to 17 June 2009 announcement)

Bathurst Resources Limited Announces Share Purchase Plan

HIGHLIGHTS:

- Bathurst Resources Limited (**BTU**) to proceed with a Share Purchase Plan to allow all shareholders to subscribe for up to an additional \$15,000 worth of shares at an issue price of \$0.05 per share.
 - The issue price of the shares under the Share Purchase Plan represents a **discount of 49.5%** to the last ASX traded price of BTU shares on 16 June 2009 (\$0.099) or a **discount of 47.3%** to the average closing market price over the 5 days prior to this announcement.
 - Funds raised from the Share Purchase Plan will be used for working capital and to pursue acquisition opportunities in the USA.
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Invitation to Participate in Shareholder Share Purchase Plan

The Board of Directors of Bathurst Resources Limited (**BTU** or **Company**) have approved the introduction of the BTU Shareholder Share Purchase Plan (**Plan**) to raise funds to meet its short term working capital requirements and assess acquisition opportunities in the USA.

Shareholders Eligible to Participate in the Plan

The right to participate in the Plan is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the capital of BTU (**Shares**) at 5pm (WST) on the Record Date of 26 June 2009 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Share Purchase Plan

The Board is pleased to offer to all Eligible Shareholders an opportunity to participate in the Plan. Details of the offer are set out in this letter and the enclosed Terms and Conditions together with an Entitlement and Acceptance Form.

The Plan entitles Eligible Shareholders in the Company, irrespective of the size of their shareholding, to purchase up to 300,000 Shares, being an investment of \$15,000 at an issue price of 5 cents per share (**Offer**), subject to shareholder approval. In determining the issue price of the shares, the Directors elected to proceed with a price that represents a discount to the recent trading price of the shares on ASX.

The Company has applied for and obtained a waiver from both the ASIC and ASX to increase the normal monetary limit under the Plan from \$5,000 to \$15,000.

The average trading price of the Shares on Australian Securities Exchange (**ASX**) during the 5 trading days immediately prior to the announcement date of this Offer was 9.8 cents.

Current Projects and Use of Funds

Details of the Company's current activities are set out in the announcements made by BTU to the ASX and are available from the ASX.

The funds raised under the Plan will be used by the Company to fund short term working capital requirement and to pursue acquisition opportunities in the USA.

Subscription and Application Procedure

If you would like to participate in the Offer, please return your completed Entitlement and Acceptance Form (enclosed), together with your cheque for the subscription monies for the Shares you wish to acquire to Security Transfer Registrars Pty Ltd in the enclosed reply paid envelope, on or before the **Closing Date of 5pm (WST) on Tuesday, 14 July 2009**. No late applications will be accepted.

Please note the maximum investment per Eligible Shareholder is 300,000 Shares, being an investment of \$15,000 at 5 cents per Share, and the minimum investment per Eligible Shareholder is 50,000 Shares, being an investment of \$2,500 at 5 cents per Share.

The maximum investment any shareholder may apply for will remain at 300,000 Shares even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding).

Additional Information and Important Dates

The Offer cannot be transferred and the Directors of the Company reserve the right to reject any application over \$15,000. Shares allotted under the Plan will be issued no later than 5 business days after the Closing Date of the Offer, subject to shareholder approval. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The maximum number of Shares that may be issued pursuant to this Offer subject to shareholder approval on the 17th of July 2009 is 17,305,000 being a total capital raising of \$865,250. In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on a pro-rata basis or seek shareholder approval for the issue of the additional shares.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

On the trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was 9.9 cents. The market price of the Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are allotted to you as a result of your acceptance of this Offer. This means that the subscription price you pay for the Shares may exceed the market price of the Shares at the date of allotment of Shares under this Offer. The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to accepting this Offer.

Notice under section 708A(6) of the Corporations Act

The Company hereby notifies that:

- (a) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (**the Act**);

- (b) the Company is providing this notice in accordance with an exemption given by the ASIC;
- (c) as at the date of this announcement, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- (d) as at the date of this announcement, the Company has complied with section 674 of the Act;
- (e) as at the date of this announcement, there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the Shares.

Indicative Timetable


Announcement Date of Plan	17 June 2009
Record Date (5.00pm WST)	26 June 2009
Opening Date of Offer	30 June 2009
Closing Date of Offer	14 July 2009
Issue of Shares under the Plan	17 July 2009*
Dispatch date for holding statements	20 July 2009
Quotation of Shares on ASX	22 July 2009

*Subject to shareholder approval.

These dates are indicative only, and the issue of shares under this plan is subject to shareholder approval at the Extraordinary General Meeting scheduled for 17 June 2009. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Acceptance Forms as early as possible.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact the Company Secretary, Mr Joshua Ward, on (08) 9482 0500.

Yours faithfully



Mr Hamish Bohannon
Managing Director
Bathurst Resources Limited

BATHURST RESOURCES LIMITED

Shareholder Share Purchase Plan - Terms and Conditions

Purpose

The purpose of the Shareholder Share Purchase Plan (**the Plan**) is to offer shareholders of Bathurst Resources Limited (**BTU** or **Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**BTU Shares**) up to a maximum of A\$5,000 (in the absence of ASX and ASIC approval) in any 12 month period at, potentially, a discount to the market price of BTU Shares on the financial market operated by ASX Limited (**ASX**) without the need to pay brokerage costs and without the need for BTU to issue a Prospectus, upon such terms and conditions as the board of directors of BTU, in its absolute discretion, sees fit.

Shareholders eligible to participate

Eligible shareholders of BTU Shares that are registered with an Australian address at the relevant record date may participate in the Plan. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these terms and conditions. Offers made under the Plan are non-renounceable (i.e. eligible shareholders may not transfer their rights to any BTU Shares offered under the Plan).

An offer may, at the discretion of the directors of BTU, be made under the Plan once a year. The maximum amount, which any shareholder may subscribe for in any consecutive 12 month period, is A\$5,000, in the absence of ASIC and ASX approval. The directors of BTU may also determine in their discretion the minimum amount for participation, the multiple of BTU Shares to be offered under the Plan and the period the offer is available to eligible shareholders.

Price of BTU Shares

The price of BTU Shares to be issued under the Plan will be 5 cents per share for the 2009 offer. Accordingly, the maximum number of BTU Shares that each shareholder may apply for under the 2009 offer is 300,000.

Applications and Notices

At the discretion of the directors of the Company, BTU will send eligible shareholders a letter of offer and acceptance procedures, inviting them to subscribe for BTU Shares under the Plan, and accompanied by the terms and conditions of the Plan and an entitlement & acceptance form. Applications will not be accepted after the closing date of an offer. Over subscriptions to an offer may be refunded without interest.

Notices and statements made by BTU to participants may be given in any manner prescribed by its Constitution.

Underwriting

An Offer may be underwritten and the underwriters and/or sub-underwriters may be issued with Shares pursuant to the Plan where one or more of the eligible shareholders fail to subscribe for the maximum number of shares available to them under the Offer. The Directors may pay a broker's fee to Underwriters.

Issue of BTU Shares

BTU Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors of BTU in the relevant offer. Bathurst notes that shares issued under the 2009 offer are subject to shareholder approval at the Extraordinary General Meeting scheduled for 17 July 2009. No shares will be issued under the 2009 offer without shareholder approval.

BTU Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in BTU from the date of issue.

Shareholding statements or CHESS notification will be issued in respect of all BTU Shares issued under the Plan. The Company will, promptly after the issue of BTU Shares under the Plan, make application for those BTU Shares to be listed for quotation on the official list of ASX.

Modification and Termination of the Plan

BTU may modify or terminate the Plan at any time.

BTU will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, BTU may issue to any person fewer BTU Shares than the person applied for under the Plan if the issue of the BTU Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Dispute Resolution

BTU may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or BTU Shares. The decision of BTU in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

BTU reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of BTU under these conditions may be exercised by the directors of BTU or any delegate of the directors of BTU.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or Company Secretary, Mr Joshua Ward on (08) 9482 0500.