
BULLETIN RESOURCES LTD**ACN 144 590 858****NOTICE OF EXTRAORDINARY GENERAL MEETING**

TIME: 9.00am (WST)**DATE:** Tuesday, 9 July 2013**PLACE:** The offices of BDO, 38 Station Street, Subiaco WA 6008

This Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Extraordinary General Meeting please do not hesitate to contact the Company Secretary on +61 8 9388 6921.

BULLETIN RESOURCES LTD
ACN 144 590 858
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Bulletin Resources Ltd ("Bulletin" or "the Company") will be held as follows:

TIME: 9.00am

DATE: Tuesday, 9 July 2013

LOCATION: The offices of BDO, 38 Station Street, Subiaco WA 6008

**This Notice of Extraordinary General Meeting should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their
professional advisers without delay.**

**If you wish to discuss any aspects of this document with the Company, please contact
Ms. Susan Hunter, Company Secretary of Bulletin Resources Ltd, on +61 8 9388 6921.**

Words and phrases used in the Resolutions are defined in Section 6 of the accompanying Explanatory Statement and these words and phrases have the same meaning in this Notice of Extraordinary General Meeting as defined in the Explanatory Statement.

AGENDA

Resolution 1 - Ratification of Issue of 2,125,000 Shares

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

"That pursuant to ASX Listing Rule 7.4 and for all other purposes, the issue on 19 February 2013 of 2,125,000 Shares at an issue price of \$0.025 per Share on the terms and conditions set out in the Explanatory Statement be ratified."

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the Extraordinary General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 - Ratification of Issue of 5,454,550 Shares

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

"That pursuant to ASX Listing Rule 7.4 and for all other purposes, the issue on 14 March 2013 of 5,454,550 Shares at an issue price of \$0.025 per Share on the terms and conditions set out in the Explanatory Statement be ratified."

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the Extraordinary General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 3 - Ratification of Issue of 8,908,431 Shares

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

“That pursuant to ASX Listing Rule 7.4 and for all other purposes, the issue on 23 May 2013 of 8,908,431 Shares at an issue price of \$0.035 per Share on the terms and conditions set out in the Explanatory Statement be ratified.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the Extraordinary General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 4 - Ratification of Issue of 5,781,569 Shares

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

“That pursuant to ASX Listing Rule 7.4 and for all other purposes, the issue on 23 May 2013 of 5,781,569 Shares at an issue price of \$0.035 per Share on the terms and conditions set out in the Explanatory Statement be ratified.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the Extraordinary General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Extraordinary General Meeting for further explanation of the Resolutions.

PROXIES

Members are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- delivering it to Bulletin Resources Ltd, Unit A8 Level 1, 435 Roberts Road, Subiaco WA 6008; or
- posting it to Bulletin Resources Ltd, PO Box 894 Subiaco WA 6904; or
- faxing it to the Company on facsimile number +61 8 6316 3337; or
- emailing it to the Company at admin@bulletinresources.com.

To be effective, a Proxy Form and, if the Proxy Form is signed by the shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the General Meeting.

CORPORATE REPRESENTATIVES

A body corporate that is a shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Extraordinary General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Extraordinary General Meeting. For the purposes of determining voting entitlements at the Extraordinary General Meeting, Shares will be taken to be held by the persons who are registered as holding at 5pm (WST) on 7 July 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.

Dated this 29 May 2013

By order of the Board

A handwritten signature in black ink, appearing to read 'S. Hunter', followed by a period.

Susan Hunter
Company Secretary

BULLETIN RESOURCES LTD

ACN 144 590 858

EXPLANATORY STATEMENT TO SHAREHOLDERS

1. ACTION TO BE TAKEN BY SHAREHOLDERS

This Explanatory Statement sets out information about the Resolutions to be considered by the Shareholders at the Extraordinary General Meeting. Defined terms used in this Statement are set out in Section 6. Accompanying this Statement is the Notice of Extraordinary General Meeting convening the Extraordinary General Meeting and a Proxy Form.

Shareholders are encouraged to attend and vote on the Resolutions to be put to the Extraordinary General Meeting. If a Shareholder is not able to attend and vote at the Extraordinary General Meeting, the Shareholder may complete the Proxy Form and return it not later than 48 hours before the time specified for the commencement of the Extraordinary General Meeting.

2. RESOLUTION 1: RATIFICATION OF ISSUE OF 2,125,000 SHARES

On 19 February, the Company announced a placement of 4,250,000 Shares to professional and sophisticated investors at an average issue price of \$0.055 per Share to raise approximately \$233,750 (before costs).

Resolution 1 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of the 2,125,000 Shares forming part of this placement at \$0.025 per Share under ASX Listing Rule 7.1.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

This placement of 2,125,000 Shares was within the Company's 15% limit and subsequent approval under Listing Rule 7.4 is now being sought in order to reinstate the 15% limit.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 1:

Number of Shares Allotted: 2,125,000 Shares.

Issue Price: \$0.025 per Share.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Allottees: The Shares were issued to professional and sophisticated investors. None of the allottees were a Related Party of the Company.

Use of Funds: The funds raised from this issue of Shares will be applied towards general working capital purposes while the Company advances its financing strategy for the Lamboo and Golden Crown gold projects.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of Extraordinary General Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

3. RESOLUTION 2: RATIFICATION OF ISSUE OF 5,454,550 SHARES

On 14 March 2013, the Company announced a placement of 10,909,100 Shares to professional and sophisticated investors at \$0.055 per Share to raise approximately \$600,000 (before costs).

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of the 5,454,550 Shares forming part of this placement at \$0.025 per Share under ASX Listing Rule 7.1.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

This placement of Shares was within the Company's 15% limit and subsequent approval under Listing Rule 7.4 is now being sought in order to reinstate the 15% limit.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 2:

Number of Shares Allotted: 5,454,550 Shares.

Issue Price: \$0.025 per Share.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Allottees: The Shares were issued to professional and sophisticated investors. None of the allottees were a Related Party of the Company.

Use of Funds: The funds raised from this issue of Shares will be applied towards exploration and resource expansion drilling at the Company's Lamboo and Golden Crown Projects as well as general working capital.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of Extraordinary General Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

4. RESOLUTION 3: RATIFICATION OF ISSUE OF 8,908,431 SHARES

On 20 and 23 May 2013, the Company announced a placement of a total of 8,908,431 Shares to professional and sophisticated investors at \$0.035 per Share to raise approximately \$312,000 (before costs) under the Company's available Listing Rule 7.1A placement capacity.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of the 8,908,431 Shares.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12 month period after the annual general meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. On 23 November 2012, The Company received Shareholder approval by special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1A is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1A; and
- Shareholders subsequently approve it.

This placement of Shares was within the Company's 10% Placement Facility and subsequent approval under Listing Rule 7.4 is now being sought in order to reinstate the 10% Placement Facility.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 3:

Number of Shares Allotted: 8,908,431 Shares.

Issue Price: \$0.035 per Share. The issue price was greater than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before the date on which the price at which the Equity Securities were agreed to be issued as required under Listing Rule 7.1A.3. 75% of the 15 Trading Day VWAP on 20 May 2013 was \$0.033 and on 23 May 2013 it was \$0.03.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Allottees: The Shares were issued to professional and sophisticated investors. None of the allottees were a Related Party of the Company.

Use of Funds: The funds raised from this issue of Shares will be applied primarily towards furthering development activities at the Company's Lamboo Gold Project and for general working capital.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of Extraordinary General Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

5. RESOLUTION 4: RATIFICATION OF ISSUE OF 5,781,569 SHARES

On 20 and 23 May 2013, the Company announced a placement of a total of 5,781,569 Shares to professional and sophisticated investors at \$0.035 per Share to raise approximately \$202,000 (before costs) under the Company's available Listing Rule 7.1 placement capacity.

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of the 5,781,569 Shares.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

This placement of Shares was within the Company's 15% limit and subsequent approval under Listing Rule 7.4 is now being sought in order to reinstate the 15% limit.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 4:

Number of Shares Allotted: 5,781,569 Shares.

Issue Price: \$0.035 per Share.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Allottees: The Shares were issued to professional and sophisticated investors. None of the allottees were a Related Party of the Company.

Use of Funds: The funds raised from this issue of Shares will be primarily towards furthering development activities at the Company's Lamboo Gold Project and for general working capital.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of Extraordinary General Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

6. DEFINITIONS

In this Explanatory Statement:

ASX means the Australian Securities Exchange or ASX Limited (ABN 98 008 624 691), as the context requires.

Board means the Board of Directors of the Company.

Company or **Bulletin Resources** means Bulletin Resources Ltd, ACN 144 590 858.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice of Extraordinary General Meeting.

Extraordinary General Meeting means the meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice of Extraordinary General Meeting.

Listing Rules means the listing rules of the ASX.

Notice of Extraordinary General Meeting means the notice convening the Extraordinary General Meeting accompanying this Explanatory Statement.

Proxy Form means the form of proxy accompanying this Notice of Extraordinary General Meeting.

Related Party means a party so defined by section 228 of the Corporations Act.

Resolution means a resolution proposed to be passed at the Extraordinary General Meeting and contained in the Notice of Extraordinary General Meeting.

Section means a section of the Notice of Extraordinary General Meeting.

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

Shareholder means a person entered in the Company's register as a holder of a Share.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means the volume weighted average price.

WST means Western Standard Time as observed in Perth, Western Australia.

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BULLETIN RESOURCES LTD
ACN 144 590 858
PROXY FORM

Name: _____

Address: _____

SRN / HIN: _____

Appointment of a proxy

I/We being a member(s) of Bulletin Resources Ltd hereby appoint:

(Write here the name of the person you are appointing)

or failing the person named, or if no person is named, the Chairman as my/our proxy and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of Bulletin Resources Ltd to be held at the offices of BDO, 38 Station Street, Subiaco Western Australia at 9.00am on Tuesday, 9 July 2013 and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote all available proxies in favour of all Resolutions.

Votes on items of business

(Voting directions to your proxy – please mark **X** to indicate your directions)

	FOR	AGAINST	ABSTAIN*
Resolution 1 Ratification of Issue of 2,125,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Issue of 5,454,550 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Issue of 8,908,431 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Issue of 5,781,569 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

Appointment of a second proxy

If two proxies are being appointed, the proportion of voting rights this proxy represents is %.

Authorised signature(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

INDIVIDUAL/SECURITY HOLDER 1

Individual/Sole Director and
Sole Company Secretary

SECURITY HOLDER 2

Director

SECURITY HOLDER 3

Director/Company Secretary

Contact Details

Contact Email address

Contact Telephone Number

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Voting By Proxy - How to complete the Proxy Form

Your Name, Address and Shareholder Details

Please complete your name and address as it appears on the share register of Bulletin Resources Ltd. If you are returning the Proxy Form by email your SRN or HIN must also be included.

Appointment of a Proxy

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Bulletin Resources Ltd.

Votes on Items of Business

You may direct your proxy how to vote by placing a mark one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must state the percentage of your voting rights on each of the first Proxy Form and the second Proxy Form and return both forms together.

Authorised Signature/s

You must sign this form as follows in the spaces provided:

- **Joint Holding** in the case of joint holders the Proxy Form must be signed by all holders.
- **Power of Attorney** if signed under a Power of Attorney, you must have already lodged it with the Company, or alternatively, attach the Power of Attorney or a copy to this Proxy Form when you return it.
- **Companies** a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also the sole Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting and a Proxy Form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission.

Lodgement of Proxy Form

This Proxy Form and any Power of Attorney or other authority under which it is signed (or a copy or facsimile which appears on its face to be an authentic copy of the proxy, power or authority) must be received no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by:

- **delivering it to Bulletin Resources Ltd, Unit A8 Level 1, 435 Roberts Road, Subiaco 6008; or**
- **posting it to Bulletin Resources Ltd, PO Box 894, Subiaco WA 6904; or**
- **faxing it to the Company on facsimile number +61 8 6316 3337; or**
- **emailing it to the Company at admin@bulletinresources.com.**