



RESOURCES NL

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ABN 22 057 793 834

to: Company Announcements Office
from: **Brian Coulter**
date: 31 October 2011
subject: **Notice of 2011 Annual General Meeting**

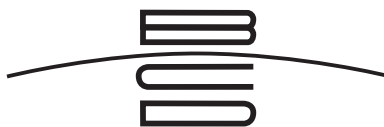
In accordance with ASX Listing Rule 3.17, I advise that the Notice of Annual General Meeting for BCD Resources NL is being mailed to shareholders today.

A copy of the Notice of Annual General Meeting is attached.

Yours sincerely

Brian Coulter
Company Secretary





RESOURCES NL

ABN 22 057 793 834

NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT

For the Annual General Meeting to be held on Wednesday, 30 November 2011
at the Beaconsfield Community Centre, 92 Weld Street, Beaconsfield, Tasmania.

In this document you will find:

1. A letter from the Chairman of the Company outlining the proposed resolutions to be considered at the Annual General Meeting and a recommendation as to how you should vote.
2. Notice of Meeting.
3. An Explanatory Statement containing an explanation of, and information about, the proposed resolutions to be considered at the Annual General Meeting.
4. Proxy Form.

This Notice of Meeting and the accompanying Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.



RESOURCES NL

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ABN 22 057 793 834

26 October 2011

Dear Shareholder

I am writing to invite you, as a shareholder of BCD Resources NL (**BCD**), to attend the Annual General Meeting to be held on Wednesday, 30 November 2011.

At the meeting, shareholders will be given an opportunity to vote on a number of resolutions.

The meeting will be held at the Beaconsfield Community Centre, 92 Weld Street, Beaconsfield, Tasmania commencing at 2pm (Eastern Daylight Saving Time), with registration available from 1:30pm.

A Form of Proxy is included with this letter. If you are not attending the meeting, I encourage you to lodge the Form of Proxy by sending it in the return envelope in sufficient time so that it reaches the Share Registrar, Computershare Investor Services Pty Ltd, by 2pm on Monday 28 November 2011. Alternatively, the Form of Proxy can be sent by facsimile to Computershare Investor Services Pty Ltd on 1800 783 447 within Australia or (61 3) 9473 2555 if you are overseas, or relevant custodians may lodge their form online by visiting www.intermediaryonline.com by 2pm on Monday, 28 November 2011.

Any body corporate holder of BCD shares, or any body corporate appointed as a proxy, wishing to appoint a person to act as its representative at the meeting may do so by providing that person with a letter, executed in accordance with the body corporate's constitution, authorising him or her as the body corporate's representative.

The enclosed Notice of Meeting lists the items to be considered at the meeting. Background information on agenda items are contained in the Explanatory Statement.

BCD directors extend an invitation to shareholders to join them in enjoying light refreshments after the meeting.

Yours sincerely

Mike Botting
Chairman

BCD RESOURCES NL (ABN 22 057 793 834)
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of BCD Resources NL (**Company**) will be held on Wednesday, 30 November 2011, at 2pm (Eastern Daylight Saving Time) at the Beaconsfield Community Centre, 92 Weld Street, Beaconsfield, Tasmania.

AGENDA

ORDINARY BUSINESS

1. Discussion of Annual Report

To consider the Annual Report, Financial Statements, and the reports of the directors and the auditor for the year ended 30 June 2011.

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

2. Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following resolution, with or without amendment, as an ordinary resolution:

“That the Company be authorised to adopt the Remuneration Report for the year ended 30 June 2011.”

Note: under section 250R of the Corporations Act 2001 (Cth) the vote on this resolution is advisory only and does not bind the directors or the Company.

Voting Exclusion Statement:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- *a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or*
- *a closely related party of such a member.*

However, a person described above may cast a vote on the resolution if:

- *the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and*
- *the vote is not cast on behalf of a person described in the two bullet points in the paragraph above.*

Shareholders who intend to appoint the Company's Chairman as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes on Resolution 1".

3. Resolution 2: Re-Election of Director

To consider and, if thought fit, pass the following resolution, with or without amendment, as an ordinary resolution:

“That Mike Botting, who retires in accordance with Article 81(b) of the Articles of Association of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director.”

Note: Mr Botting will vacate the chair while the meeting considers his re-election.

SPECIAL BUSINESS

4. **Resolution 3: Selective reduction of capital**

To consider and, if thought fit, pass the following resolution, with or without amendment, as a special resolution:

"That subject to and conditional upon the passing of the resolution to be put to the holders of partly paid shares in the Company at a special meeting of holders of partly paid shares to be held immediately after this Annual General Meeting, for the purposes of section 256C(2) of the *Corporations Act 2001* (Cth) and for all other purposes, approval is given for the Company to undertake a selective reduction of capital by cancelling all partly paid shares on issue in the Company."

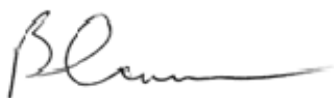
Note: In accordance with section 256C(2) of the Corporations Act 2001, any votes cast on Resolution 3 (other than by a person as proxy for a member who is entitled to vote, in accordance with the directions on the relevant proxy form) by any person who is to receive consideration as part of the reduction and their respective associates will be disregarded.

5. **Resolution 4: Adoption of new constitution**

To consider and, if thought fit, pass the following resolution, with or without amendment, as a special resolution:

"That for the purposes of section 136 of the *Corporations Act 2001* (Cth), the ASX Listing Rules and for all other purposes, the present constitution of the company is repealed and the constitution, which is summarised in the explanatory statement, is adopted with effect from the close of this meeting."

By order of the Board



Brian Coulter
Company Secretary
26 October 2011

PROCEDURAL NOTES

These notes form part of the Notice of Meeting.

Determination of Shareholders' Right to Vote

In accordance with regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001*, the Board has determined that for the purposes of the meeting, a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Company's share register as at 2pm (Eastern Daylight Saving Time) on Monday, 28 November 2011.

Important information concerning proxy votes for resolution 1

The Corporations Act now places certain restrictions on the ability of key management personnel and their closely related parties to vote on the advisory resolution to adopt the Company's remuneration report and resolutions connected directly or indirectly with the remuneration of the Company's key management personnel. Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year ended 30 June 2011. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

For these reasons, shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all resolutions. In particular, shareholders who intend to appoint the Company's Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all resolutions.

Undirected proxies for resolution 1 will not be voted.

Appointment of Proxy

If you are a Shareholder and are unable to attend and vote at the Annual General Meeting of the Company on Wednesday, 30 November 2011, you are entitled to appoint a proxy to attend and vote in your place. A proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate.

If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of Shares each proxy is appointed to exercise.

If you wish to appoint an individual or a body corporate as your proxy, please complete and return the proxy form. To be effective a proxy form must be received:

By InvestorVote

Visit www.investorvote.com.au and follow the instructions on the web site

By mail at:

c/- Computershare Investor Services
GPO Box 242
Melbourne VIC 3001

By hand at:

c/- Computershare Investor Services
452 Johnston Street
Abbotsford VIC 3067,

by 2pm (Eastern Daylight Saving Time) on Monday, 28 November 2011. Proxy forms received after this time will be invalid. A return envelope is provided.

Alternatively, proxy forms may be lodged by fax if received by the same time. The fax number is 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Relevant custodians may lodge their proxy forms online by visiting www.intermediaryonline.com.

If you appoint the Chairman of the Annual General Meeting as your proxy and do not specify how the Chairman is to vote on an item of business, the Chairman will vote (if permitted under the proxy form), as proxy for you in favour of the Resolution.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. A form for this authority may be downloaded at www.computershare.com.

Incorporation of Explanatory Statement

The Explanatory Statement attached to this Notice of Meeting, is hereby incorporated into and forms part of this Notice of Meeting.

Questions from Shareholders

At the Annual General Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions in relation to the Resolutions to be put to the meeting.

In addition, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Jason Croall of RSM Bird Cameron as the auditor responsible for preparing the auditor's report for the year ended 30 June 2011 (or his representative) will attend the Annual General Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

EXPLANATORY STATEMENT

This information forms part of the Notice of Meeting. The main purpose of this Explanatory Statement is to provide Shareholders with information concerning the Resolutions.

1 Financial report and the reports of the Directors and Auditor

The Corporations Act requires the financial report and the reports of the Directors and Auditor to be laid before the Annual General Meeting. Shareholders will be given a reasonable opportunity to raise questions on all these reports at the meeting.

2 Resolution 1: Remuneration Report

The Annual Report for the year ended 30 June 2011 contains a Remuneration Report (refer pages 9 to 13 of the Annual Financial Report) which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for Directors and Executives.

The Corporations Act (under section 250R) requires the agenda for an annual general meeting to include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

The Remuneration Report is set out on pages 9 to 13 of the 2011 Annual Report and is also available on the Company's website at www.bcdresources.com.au.

The remuneration report:

- (a) describes the policy behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- (b) sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- (c) explains the differences between the basis for remunerating Non-Executive Directors and executives of the Company.

A reasonable opportunity for discussion of the remuneration report will be provided at the meeting.

3 Resolution 2: Re-election of director

3.1 Background

Article 81(b) of the Articles of Association of the Company require that any person appointed during the year as an additional director must retire at the next following general meeting. The retiring Director is eligible for re-election. In accordance with the Articles of Association, Mr Mike Botting retires as a Director of the Company and, being eligible, offers himself for re-election as a Director of the Company.

3.2 Mr Mike Botting

Mike Botting is a mining engineer with a strong understanding of the Tasmania Mine, and is currently CEO of Morningstar Gold NL. He has over 26 years of underground and open pit mining experience and has worked at senior mine management levels in Western Australia, Victoria and Queensland with both mining companies and mining contractors. He was previously a non-executive director of Great Bendigo Gold Mines Ltd.

3.3 Recommendation

The non-candidate directors unanimously support the re-election of Mr Botting.

4 Resolution 3: Selective reduction of capital

4.1 Existing partly paid shares

The Company currently has 3,250,000 Partly Paid Shares on issue as follows:

- (a) 1,000,000 Partly Paid Shares are paid to 1 cent with 39 cents unpaid; and
- (b) 2,250,000 Partly Paid Shares are paid to 1 cent with 34 cents unpaid.

4.2 Background

The Resolution has been proposed to obtain the approval of Shareholders to a transaction in which all of the Partly Paid Shares will be cancelled through a selective capital reduction in consideration of 1 cent per Partly Paid Share (being \$32,500 in aggregate for all Partly Paid Shares).

4.3 Reasons for reduction in capital

Due to the current no liability status of the Company, shareholders holding Partly Paid Shares have no obligation to pay any amounts that are unpaid on those shares when a call is made, but may suffer forfeiture of those shares if a call is unpaid. The terms of issue of the Partly Paid Shares provide that the Company can only make a call on the tenth anniversary of their issue. The Partly Paid Shares were issued in 2004 and 2005. In addition, the existence of the partly paid shares restricts the Company from changing company type (i.e. to a public company limited by shares). Whilst the Company is not currently seeking to convert to a public company limited by shares, it may consider doing so in the future.

The Board has determined that the Company's partly paid share structure creates cost and complexity for the Company, and as such it has decided that it is in the best interests of the Company to cancel the Partly Paid Shares on issue through a selective reduction of capital. Although the selective reduction of capital results in the removal of the ability of the Board to call uncalled capital, the Board does not consider that the extent of the selective reduction of capital will materially prejudice the interests of the Company's creditors. There is a cash payment of 1 cent per Partly Paid Share being made to each Partly Paid Shareholder as a consequence of the selective reduction (being the amount that each Partly Paid Share is currently paid up to). In aggregate, the Company will pay \$32,500 to cancel all Partly Paid Shares on issue. If approved, following cancellation of the Partly Paid Shares, the Company will then only have fully paid ordinary shares remaining on issue.

4.4 Summary and effect of proposed selective reduction of capital

Subject to shareholder approval of the selective reduction of capital at the AGM, and approval by Partly Paid Shareholders at a special meeting of Partly Paid Shareholders to be held immediately after the AGM, the Company will cancel all Partly Paid Shares.

To satisfy the requirements of the Corporations Act, the capital reduction will not be finalised until at least 14 days after the AGM.

The following table summarises the share capital structure of the Company before and after the selective reduction of capital:

	BEFORE		AFTER	
	Number '000	Book Value \$'000	Number '000	Book Value \$'000
Ordinary shares - listed	1,051,703	151,402	1,051,703	151,402
Partly paid shares	3,250	18	-	-
Total Share Capital		151,420		151,402

Note: Book value is net of transaction costs

As noted above, the Company will pay in aggregate \$32,500 to the Partly Paid Shareholders to cancel all Partly Paid Shares on issue. Accordingly, the share capital of the Company will be reduced by the same amount.

4.5 Corporations Act

Pursuant to section 256C(2) of the Corporations Act, a company may make a selective reduction of capital if it is approved by a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person who is to receive consideration as part of the reduction, or whose liability to pay amounts unpaid on shares is to be reduced.

As the capital reduction involves a cancellation of shares, the reduction must also be approved by a special resolution passed at a meeting of the members whose shares are to be cancelled. The Company will seek the approval of the Partly Paid Shareholders to the cancellation of those shares at a special meeting of Partly Paid Shareholders to be held immediately after the AGM. The Partly Paid Shareholders will receive a separate notice for that meeting and should refer to that document when considering how to vote on the resolution proposed for that meeting.

Section 256B of the Corporations Act requires that a company may only cancel shares as a reduction of capital if:

- (a) it is fair and reasonable to the shareholders as a whole;
- (b) it does not materially prejudice the company's ability to pay its creditors; and
- (c) it is approved by the shareholders in accordance with section 256C of the Corporations Act.

4.6 Recommendation

The Board believes that the selective reduction of capital:

- (a) is fair and reasonable to the Company's shareholders as a whole; and
- (b) does not materially prejudice the Company's ability to pay its creditors.

4.7 Other material information

There is no information material to the making of a decision by a Shareholder whether or not to approve Resolution 3 being information that is known to any of the Directors and which has not been previously disclosed to Shareholders in the Company, other than as disclosed in this Explanatory Statement.

Once the Resolutions are passed by Shareholders and the Partly Paid Shareholders, the Company will not make the reduction of capital until at least 14 days after lodgement of Resolution 3 with the ASIC.

5 Resolution 4: Adoption of new constitution

5.1 Background

The Board has reviewed the current constitution which was adopted in March 1993.

The constitution which was adopted at that time included provisions appropriate for a listed public company but also recognised some historical provisions of the predecessor to the Corporations Act, the Corporations Law. On reviewing the constitution, the Board considered that some provisions could be updated to reflect changes to the Corporations Act, the ASX Listing Rules and developments in corporate governance practice. Given that the proposed amendments affect numerous provisions in the existing constitution, rather than amending the existing constitution, the Board proposes that a new constitution be adopted with effect on and from the date on which the special resolution is passed.

5.2 Summary of material changes

The proposed new constitution contains provisions commonly found in the constitutions of public no liability companies and listed on the ASX and is similar in many respects to the Company's existing constitution, including in respect of the matters to be dealt with by the Board and those matters which are subject to shareholder approval.

A large number of the proposed modifications are administrative or relatively minor and the Board believes that it will not have a significant impact on shareholders. Set out below are the key provisions of the new constitution that are substantially different to those of the existing constitution:

(a) Unmarketable Parcels

Clause 3.10 of the new constitution sets out a procedure for the Company in dealing with unmarketable parcels.

ASX Listing Rule 15.13 provides that a company's constitution must not permit it to sell securities of a holder who has less than a marketable parcel of those shares unless the constitution provides that:

- (i) the company may only do so once in any 12 month period;
- (ii) the company must notify the shareholder in writing of its intentions; and
- (iii) the shareholder must be given at least six weeks from the date the notice is sent in which to tell the company that the holder wishes to retain the holding.

Clause 3.10 of the new constitution complies with the requirements of ASX Listing Rule 15.13. Briefly, clause 3.10 of the constitution provides that:

- (iv) the Company may sell an unmarketable parcel of shares after giving at least six weeks notice to the holder of the unmarketable parcel;
- (v) the holder of that unmarketable parcel has the option of notifying the Company that they wish to retain their unmarketable parcel of shares;
- (vi) if a shareholder does not want to keep their unmarketable parcel of shares, the Company may arrange for the sale of that unmarketable parcel;
- (vii) the purchaser, or if the Corporations Act permits, the Company must pay all costs and expenses of the sale and disposal of the unmarketable parcel of shares.

(b) Proportional takeover provisions

Clause 3.11 of the new Constitution contains proportional takeover approval provisions.

In addition to setting out the effect of the proportional takeover provisions to be included in the new Constitution, section 648G of the Corporations Act requires that Shareholders be provided with sufficient information to enable them to make an informed decision on whether to support or oppose the inclusion of such provisions.

(i) Reasons for proportional takeover provisions

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of that Shareholder's shares in the Company. The effect of a successful proportional takeover bid is that control of the Company may pass without Shareholders having the opportunity to sell all of their shares in the Company to the bidder. By making a partial bid, a bidder could obtain practical control of the Company by acquiring less than a majority interest. Members are exposed to the risk of being left as minority shareholders in the Company, which might also mean that a bidder is able to acquire control of the Company without payment of an adequate 'control premium'.

In order to deal with this possible scenario, a company can provide in its constitution that if a proportional takeover bid is made for shares in the company, members must vote on whether to accept or reject the offer and this decision will be binding on all the members.

(ii) Effect of proportional takeover provisions

If a proportional takeover bid is made, the Directors must ensure that shareholders vote on a resolution to approve the bid before the 'approving resolution deadline' (which is the 14th day before the last day of the bid period). The vote is decided on a simple majority.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after the date of adoption of the new constitution.

The proportional takeover approval provisions may be renewed, but only by a special resolution.

(iii) Potential advantages and disadvantages

The Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them (other than in their capacity as Shareholder of the Company). They, therefore, remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages for Shareholders include:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help Shareholders avoid being locked in the Company as minority shareholders;
- the provisions increase the bargaining power of Shareholders, which may in turn help ensure that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for Shareholders include:

- proportional takeover bids for shares in the Company may be discouraged;
- Shareholders may lose an opportunity to sell a proportion of their shares at a premium; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

(iv) Knowledge of acquisition proposals

As at the date on which the notice of meeting accompanying these explanatory notes was prepared, none of the Directors are aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(c) Dividends

Prior to 28 June 2010, section 254T of the Corporations Act required that a company could only pay dividends out of profits. This provision was recently amended by the Corporations Amendment (Corporate Reporting Reform) Act 2010 and now provides that a company may only pay a dividend if:

- (i) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (ii) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (iii) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former Corporations Act provisions with respect to dividends. The Proposed Constitution will enable the Company to pay dividends in accordance with the current Corporations Act provision (and will also allow some flexibility if these provisions are amended further).

5.3 Recommendation

The Directors recommend shareholders vote in favour of the resolution to adopt the new constitution.

5.4 Copy of constitution

A copy of the proposed new constitution:

- (a) is available for inspection at the Company's registered office; and
- (b) may be downloaded from the Company's website at www.bcdresources.com.au.

GLOSSARY

The following words and expressions used in the notice of meeting and Explanatory Statement have the following meanings unless the context requires otherwise:

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ACN 98 008 624 691

Board means the board of directors of BCD.

Business Day means a day (not being a Saturday, Sunday or public holiday) on which Australian banks (as defined in Section 9 of the Corporations Act) are open for general banking business in Melbourne, Victoria.

Company means BCD Resources NL (ACN 057 793 834).

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of BCD.

Explanatory Statement means the explanatory statement accompanying the notice of meeting for the annual general meeting of the Company to be held on 30 November 2011.

Listing Rules means the Listing Rules of the ASX.

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

Partly Paid Share means a partly paid share in the capital of the Company.

Partly Paid Shareholder means a holder of Partly Paid Shares.

Resolution means a resolution proposed in the Notice of Meeting.

Shareholder means a holder of Ordinary Shares.

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by
2pm (Eastern Daylight Saving Time) Monday, 28 November 2011**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Bcd Resources NL hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of BCD Resources NL to be held at the Beaconsfield Community Centre, 92 Weld Street, Beaconsfield, Tasmania on Wednesday, 30 November 2011 at 2pm (Eastern Daylight Saving Time) and at any adjournment of that meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business other than in respect of Resolution 1, where the company has determined that the Chairman is unable to do so.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Mike Botting as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

	For	Against	Abstain
Resolution 3 Selective reduction of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of new constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business except for Resolution 1.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /