



Bounty Mining Limited
Suite 301, Level 3
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www.bounty.com.au

ABN 19 107 411 067

NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

Date: Friday 24 November 2017
Time: 11am (AEDT)
Place: Bounty's offices: Suite 301 Level 3, 66 Hunter Street, Sydney
NSW 2000

2017 Annual Report

A copy of Bounty Mining Limited's Annual Report (including the financial report, directors' report and auditor's report for the year ended 30 June 2017) is accessible on Bounty's website at the following address – <http://www.bounty.com.au/announcements>

As permitted by the Corporations Act, a printed copy of the Annual Report is usually sent only to those Shareholders who have elected to receive a copy.

The Annual Report for the year ended 30 June 2017 was mailed to all shareholders who requested it



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Bounty Mining Limited will be convened at **11 am (AEDT) on Friday, 24 November 2017**, at the office of Bounty: Suite 301, Level 3, 66 Hunter Street Sydney 2000.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least **48 hours** before the commencement of the meeting.

It is the Chairman's intention to vote undirected proxies in favour of all resolutions.

We encourage shareholders to direct their proxies by marking the "For", "Against" or "Abstain" boxes on the attached proxy form as appropriate.

No voting exclusions apply to these resolutions.

General Business

Financial Statements and Reports

To receive and consider the:

- Financial Report;
- Directors' Report; and
- Auditor's Report,

for the financial year ended 30 June 2017.

Ordinary Business

To consider, and if thought fit, to pass, with or without modification, the following resolutions:

Ordinary Resolution:

RESOLUTION 1 – Approve re-election of Mr Daniel Crennan QC as a director

"That Daniel Crennan QC, being a director of the Company who retires in accordance with Rule 11.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

Special Resolution:

RESOLUTION 2 – Adoption of a replacement constitution

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."

This resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or in proxy, by members who are entitled to vote on the resolution, are voted in favour.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

The directors recommend that shareholders vote in favour of these Resolutions.

Other Information

An Explanatory Statement accompanies and forms part of this Notice of Meeting. All Shareholders should read the Explanatory Statement carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Defined terms in this Notice of Meeting have the meaning given to them in the Explanatory Statement.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 11am on 22 November 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Dated this 11th day of October 2017

BY ORDER OF THE BOARD

A handwritten signature in black ink that reads "Eryl Baron".

Eryl Baron

COMPANY SECRETARY



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of the Company. Amongst other things, this Explanatory Statement provides Shareholders with the information required to be provided to Shareholders by the Corporations Act 2001.

The Explanatory Statement sets out an explanation of each of the resolutions to be put to Shareholders. Please ensure that you read the Explanatory Statement in full.

General Business

Receiving Financial Statements & Reports

Section 317 of the Corporations Act 2001 requires that the directors lay before the AGM the financial report, the directors' report and the auditor's report. It is not the purpose of the Meeting that the financial statements be accepted, rejected or modified in any way. Further, as it is not required by the Act, no resolution to adopt, receive or consider the Company's financial statements will be put to the members at the Meeting.

In accordance with the Corporations Legislation Amendment (Simpler Regulatory System) Act 2007 Bounty makes the annual report available online for all shareholders. The annual report is available at: <http://www.bounty.com.au/announcements>.

A hard copy of the 2017 annual report for has been mailed to all Shareholders who elect to receive it. Shareholders will be given an opportunity to ask questions of the Directors and the Auditor in relation to the financial statements of the Company.

RESOLUTION 1 – Re-election of Mr Daniel Crennan as a director

Rule 11.3 of the Company's Constitution requires that one third of all directors be re-elected each year and that re-election be put to Shareholders of the Company for approval. Mr Daniel Crennan therefore retires by rotation and offers himself for re-election.

Daniel Crennan QC BA LLB (Hons) MAICD Non-Executive Director

Daniel Crennan is a practising barrister based in Melbourne. He appears in Melbourne, Sydney and Perth primarily in commercial, corporate and intellectual property matters. He studied law in Australia and the Netherlands and has worked in Australia, London and the Hague. He has been a director of publicly listed companies and private companies such as Hunnu Coal Ltd, Wolf Petroleum Ltd, Haranga Resources Ltd and Barristers Chambers Ltd. He also currently sits on a charitable board, is a member of the Victorian Bar Council and is a director of the Law Council of Australia.

Daniel joined the board on 18 August 2016.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

Voting Exclusion Statement – Resolution 1

There are no voting exclusions in relation to this Resolution.

Board Recommendation – Resolution 1

The Board supports the re-election of Daniel Crennan and recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – Adoption of a replacement constitution

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 2 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**).

The directors of Bounty consider that the Constitution of the Company should be replaced by the Proposed Constitution to achieve the following aims:

- align the Constitution with current legislation and ASX regulations; and
- reflect the increased and standardised use of electronic communication.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website (www.bounty.com.au) and at the office of the company. A copy of the Proposed Constitution can also be sent to shareholders, free of charge, upon request to the Company Secretary:

By email to: secretary@bounty.com.au; or

By mail to: The Secretary, Bounty Mining Limited, Suite 301, Level 3, 66 Hunter Street, Sydney NSW 2000; or

By telephone to: 0408 645 343

This resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or in proxy, by members who are entitled to vote on the resolution, are voted in favour.

Voting Exclusion – Resolution 2

There are no voting exclusions in relation to this Resolution.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

GLOSSARY

A number of terms are used throughout this Notice of Meeting and Explanatory Memorandum. Except to the extent the context otherwise requires:

Term	Definition
AEDT	means Australian Eastern Daylight Time
Annual Report	means the annual report of Bounty Mining Limited for the financial year ended 30 June 2017.
Auditor's Report	means the auditor's report for the financial year ended 30 June 2017 included in the Annual Report for that year.
Board	means the board of Directors of the Company.
Chairman	means the chairman of the Company, Mr Gary Cochrane.
Company or Bounty Corporations Act	means Bounty Mining Ltd ACN 107 411 067.
Directors	means the directors of the Company.
Constitution	means the constitution of the Company.
Explanatory Statement	means the explanatory statement accompanying the Notice.
General Meeting or Meeting	means the annual general meeting convened by this Notice.
Notice or Notice of Meeting	means this notice of annual general meeting.
Shareholders	means shareholders of the Company.
Shares	mean fully paid ordinary shares in the Company.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

HOW TO COMPLETE THE PROXY FORM

Under the Company's Constitution and the Corporations Act 2001, any person registered in the Register of Shareholders as a holder of one or more shares **48 hours prior** to the time of commencement of the Meeting is entitled to attend and vote at the Meeting.

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

The Proxy Form and the Power of Attorney (if any) or the instrument appointing the proxy and power of attorney (if any) under which it is signed (or an office copy or notarially certified copy thereof) must be deposited at the Registered Office of the Company, **Suite 301, Level 3, 66 Hunter Street, Sydney, NSW 2000** at least **48 hours prior** to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote.

A proxy must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, under its common seal or under the hand of an authorised officer or attorney.

A person authorised (pursuant to the provisions of the *Corporations Act (Cth) 2001*) by a corporation which is a shareholder of the Company to act as its representative at the Meeting is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.

A legible facsimile transmission copy of the instrument and the power of attorney or other authority is acceptable. Proxy forms may be sent to the Company Secretary by email at Secretary@bounty.com.au or by facsimile to **(+612) 8188 0626**. Proxy forms must be received by the Company by **11am on Wednesday 22 November 2017** in order to be valid. The proxy may be, but need not be, a shareholder of the Company.

Corporate Representation

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or under power of attorney, which must be produced, with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form.

To be valid a Proxy Form the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

(Please write your name and address for identification)

The Secretary

Bounty Mining Limited

Suite 301 Level 3

66 Hunter St Sydney 2000

secretary@bounty.com.au

Name of Shareholder

Address of Shareholder

SRN

I/We being a member(s) of Bounty Mining Limited and entitled to attend and vote hereby appoint

<input type="checkbox"/>	the Chairman of the meeting (mark with an 'X')	OR	<input type="checkbox"/>
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Please note: Leave this box blank if you have selected the Chairman of the Meeting.

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 at the General Meeting of the Company to be held on **Friday 22 November 2017 at 11am (AEDT) at Bounty's offices at Suite 301, Level 3, 66 Hunter Street Sydney NSW 2000** (and at any adjournment thereof).

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate resolutions box below, otherwise your proxy will vote or abstain from voting as he/she thinks fit.

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you **do not wish** to direct your proxy how to vote, **please place a mark in the box:**

It is the Chairman's intention to vote undirected proxies in favour of all resolutions. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by him other than as proxy holder will be disregarded of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Resolutions	For	Against	Abstain
1 Approve re-election of Mr Daniel Crennan QC as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Appointing a second Proxy:

I/We wish to appoint a second proxy

<input style="width: 100%;" type="checkbox"/>	Mark with an 'X' if you wish to appoint a second proxy	AND	<input style="text-align: center;" type="text" value="%"/>	OR	<input style="width: 100%;" type="text"/>
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State the percentage of your voting rights or the number of securities for this Proxy Form

PLEASE SIGN HERE: This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
Individual / Sole Director and Sole Company Secretary	Director	Director / Company Secretary