



Bounty Mining Limited
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www.bounty.com.au

ABN 19 107 411 067

NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

Date: Friday 30 November 2018
Time: 2pm (AEDT)
Place: The Press Room, Radisson Blu Hotel, 27 O'Connell Street, Sydney,
NSW 2000

2018 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 2018) 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 sent only to those Shareholders who have elected to receive a copy.



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 **2pm (AEDT) on Friday, 30 November 2018**, at the Press Room at the Radisson Blu Hotel, 27 O'Connell Street, Sydney, NSW 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 registry 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.

General Business

Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities financial year ended 30 June 2018.

Ordinary Business

Resolution 1 Remuneration Report

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

"To consider the Remuneration Report of the Company for the year ended 30 June 2018". The Remuneration Report is set out on pages 16 to 20 of the 2018 Annual Report.

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement in respect of Resolution 1:

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel ("KMP") or a KMP's closely related party unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form. Closely related party is defined in the Corporations Act 2001 and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

Resolution 2 Re-election of Director

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

"That Kevin Jiao, 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."



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

Resolution 3 Election of Director

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

"That Mr Craig Garson QC, who was appointed as a director of the Company effective 17 October 2018, be elected as a Director of the Company under S201H(3) of the Corporations Act 2001."

Resolution 4 Increase to the remuneration of non-executive directors under Listing Rule 10.17

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

"That the aggregate annual remuneration of non-executive directors be increased to \$500,000."

Voting exclusion statement in respect of Resolution 4:

Under Listing Rule 14.11 the Company will disregard any votes cast on Resolution 4 by or on behalf of the directors of the entity unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Resolution 5 Removal of auditor

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

"That Nexia Sydney Audit and Assurance be removed as auditor of the Company in accordance with the Corporations Act, effective from the date of this meeting."

Resolution 6 Appointment of auditor

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

"That BDO East Coast Partnership be appointed as auditor of the Company. BDO East Coast Partnership, having been nominated for appointment, has consented to act as auditor"

Resolution 7 Subsequent Approval of Shares issued under Listing Rule 7.4

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

"That the issue of 143,229 Shares issued in October 2018 to investors named in the Explanatory Memorandum is approved as a subsequent approval for the purposes of Listing Rule 7.4."



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

Voting exclusion statement in respect of Resolution 7:

The Company will disregard any votes cast on Resolution 7 by recipients of these shares and their associates.

However the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy to vote as the proxy decides.

Resolution 8 Approval of additional capacity to issue shares under Listing Rule 7.1A

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A on the terms and conditions as detailed in the Explanatory Memorandum.

Resolution 8 is a Special Resolution. The resolution must therefore be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Voting Exclusions – Resolution 8

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associates of the aforementioned persons.

However the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy to vote as the proxy decides.

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.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

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 7pm on 28 November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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

Dated this 22nd day of October 2018

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "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

1 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>.

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 – Adoption of remuneration report

As required by the Corporations Act, the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report is included in the Directors' Report of the 2018 Annual Report.

The Remuneration Report:

- Describes the policies behind, and structure of, the remuneration arrangements of the Company; and
- Explains the relationship between the Company's remuneration policies and the Company's; and
- Provides remuneration details for each Director and for Key Management Personnel / specified senior executives.

The vote on this resolution is advisory only and does not bind the Company or its Directors. However the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

A voting exclusion applies to this Resolution as set out in the Notice of Meeting.



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If 25% or more of the 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 at which all of the Company's Directors other than the Managing Director stand for election. If more than 50% of shareholders vote in favour of the spill resolution the Company must convene an extraordinary general meeting within 90 days of the second AGM.

The Directors recommend that shareholders vote in favour of the adoption of the Remuneration Report.

RESOLUTION 2 – Re-election of Mr Kevin Jiao 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 Jiao therefore retires by rotation and offers himself for re-election.

(Kevin) Jian Jiao

Kevin is an independent Non-Executive Director. Kevin is chair of the Nominations committee and a member of the Audit, Risk, and Remuneration committees.

Kevin has a BA majored in Economics (Major in International Economics), and an MBA from Melbourne University. He has also completed a post-graduate course in mining from China University of Geosciences.

Kevin has spent more than 18 years in the resources sector. He started his career with China Minmetals Group in Beijing and then moved to Melbourne and worked as the Deputy Managing Director of Minmetals Australia. In 2004, he founded Vingo Resources Group, a commodity trading and investment company. Kevin has experience in international coal marketing and trading.

Kevin joined the board on 18 August 2016.

RESOLUTION 3 – Election of Mr Craig Garson as director

The directors of Bounty appointed Mr Garson to the Board under S201H of the Corporations Act 2001 in October 2018. Under S201H (3) the Company must confirm the appointment by resolution at the company's next AGM.

Craig Garson was appointed as a Non-Executive Director on 17 October 2018 and is Amaroo Blackdown Investments Pte Ltd's nominee to the Board. Based on the criteria identified in the ASX's Corporate Governance Principles and Recommendations, 3rd edition, Mr Garson is not considered by the Board to be independent.

Mr Garson has over 36 years' experience as a litigator, mediator and arbitrator and is a partner at Garson MacDonald, a leading boutique law firm based in Halifax, Nova Scotia, Canada. Mr Garson's civil and commercial experience includes extensive experience in the mining sector and, over the last 20 years, he has represented a range of international clients on matters involving the coal mining industry (both directly and indirectly). During his career Mr Garson has been retained



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by Provincial Governments and the Government of Canada on matters of significant importance – including the Public Prosecution Service of Nova Scotia to represent the Crown before the Supreme Court of Canada on matters arising from an explosion in an underground coal mine in which 26 miners lost their lives.

A graduate of Dalhousie University, Nova Scotia, Mr Garson holds a Bachelor of Laws and a Bachelor of Arts (with Distinction in Environmental Studies) from Colby College, Maine, USA. In 2004, he was inducted as a Fellow of the American College of Trial Lawyers. Mr Garson was admitted to the Nova Scotia Bar in 1982 and is a current member of the International Bar Association.

RESOLUTION 4 – Remuneration of non-executive directors

The aggregate annual remuneration available to non-executive directors is currently \$300,000. This has not changed since March 2010. The company seeks to increase this aggregate to \$500,000. The increase will not be applied to current non-executive directors. The Company has recently appointed a new non-executive director and may appoint another. The Company will also increase the remuneration of the Chairman when that role is separated from the role of CEO and this increase provides the required flexibility for this.

A voting exclusion applies to this Resolution as set out in the Notice of Meeting.

RESOLUTION 5 – Removal of auditor

The Company has received notice of intention to move a resolution for the removal of Nexia Sydney Audit and Assurance as auditor of the Company.

There has not been any disagreement with Nexia at either the Board or management level of the Company in relation to the conduct of the audit or in relation to any accounting treatment or the application of accounting policies or otherwise. The Company has been pleased with the service level Nexia has provided.

With the significant change in the size and operation of Bounty over the last year the directors feel this is a good opportunity to put the Company's audit and tax services to tender. Nexia was not the successful tenderer.

RESOLUTION 6 – Appointment of Auditor

The Board received and reviewed proposals from four audit firms to provide independent external audit services to the Company, including the incumbent.

The Board resolved to recommend the appointment of BDO East Coast Partnership as the Company's auditors. BDO East Coast Partnership have provided their consent to be appointed as Auditor.



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A nomination from a shareholder to appoint BDO East Coast Partnership has been received and is incorporated in these meeting materials below.

Interdependence

Resolution 5 and 6 are interdependent, with the result that if resolution 5 is not passed by shareholders then Resolution 6 does not become effective.

The Board recommends that shareholders approve Resolutions 5 and 6.

Chairman's Proxies

The Chairman intends to vote all available proxies in favour of Resolutions 5 and 6.

Nomination of Auditor

Ms Eryl Baron
Company Secretary, Bounty Mining Limited
L3, 66 Hunter Street, Sydney NSW 2000

Dear Eryl

For the purposes of Section 327B(3) of the Corporations Act 2001, I, Gary Cochrane, being a Director and member of Bounty Mining Limited ("the Company") hereby nominate BDO East Coast Partnership for appointment as auditor of the Company.

Yours sincerely

A handwritten signature in black ink, appearing to read "Gary Cochrane".

Gary Cochrane
Director, Bounty Mining Limited

18 October 2018.

RESOLUTION 7 – Subsequent Approval of Shares issued under Listing Rule 7.4

- In August 2018 the Company issued 143,229 shares at 0.384 cents per share.
- The shares were issued to current and former employees.
- The share price represents the volume weighted average price of the Company's shares between 20 June 2018 and 19 July 2018.



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- The Shares were issued to the following employees / ex-employees:

Employee / ex employee	Number of securities
Eryl Baron	52,083
Annette Comin	26,042
John Grieves	19,531
Lydia Han	26,042
Lance Stewart	19,531
Total	143,229

- The Shares issued rank pari passu with all other shares on issue.
- This resolution seeks approval for the issue of these Shares as a subsequent approval for the purposes of Listing Rule 7.4. If the resolution is approved, the issue of those Shares will be treated as having been made with approval for the purposes of Listing Rule 7.1.

A voting exclusion applies to this Resolution as set out in the Notice of Meeting.

RESOLUTION 8 – Approval of additional capacity to issue shares under Listing Rule 7.1A

General

Listing Rule 7.1A permits eligible entities to seek shareholder approval by special resolution at an Annual General Meeting to issue an additional 10% of issued share capital by way of placements over a 12-month period (**10% Placement Capacity**). The additional 10% placement capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The effect of Resolution 8 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 8 is a Special Resolution. The resolution must therefore be passed by at least 75% of the votes cast by shareholders present entitled to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Eligibility

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The Company hereby seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Capacity.



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The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of securities calculated as follows:

$$(A \times D) - E$$

where

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus, the number of fully paid ordinary securities issued in the 12 months under an exception in rule 7.2;
- plus, the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus, the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under rule 7.1 or rule 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid ordinary securities cancelled in the 12 months

Note that A has the same meaning in the Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under rule 7.1A in the 12 months before the date of issue or agreement to issue that are *not* issued with the approval of the holders of ordinary securities under rule 7.1 or rule 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has only one class of quoted securities, being fully paid ordinary shares.

If the Company issues any equity securities under the 10% Placement Capacity the entity must, pursuant to Listing Rules 7.1A.4 and 3.10.5A:

- a) give to the ASX a list of the names of person to whom the Company allotted equity securities and the number of equity securities caused to be allotted to each (but this list is not required to be released to the market); and
- b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter' and any other fees or costs incurred in connection with the issue.

Minimum Price

Any equity securities issued by the Company under Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:



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- a) the date on which the price at which the securities are to be issued is agreed; or
- b) the date on which the securities are issued if the securities are not issued within five trading days of the date on which the issue price is agreed.

Dilution to existing security holders

If Resolution 8 is approved by shareholders and the Company issues securities under the 10% Placement capacity, the additional economic and voting interest in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual General Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% Placement Capacity as required by Listing Rule 7.3A.2 where the number of the Company's shares on issue (variable "A" in the formula in Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 17 October 2018.

Number of shares on issue : Variable A	Additional 10% placement: Shares issued and funds raised	Dilution		
		\$ 0.13	\$ 0.26	\$ 0.52
		Issue price at half current market price	Issue price at current market price	Issue price at double current market price
Current 350,817,033	Shares issued	35,081,703	35,081,703	35,081,703
	Funds raised	\$ 4,560,621	\$ 9,121,243	\$ 18,242,486
50% increase 526,225,550	Shares issued	52,622,555	52,622,555	52,622,555
	Funds raised	\$ 6,840,932	\$ 13,681,864	\$ 27,363,729
100% increase 701,634,066	Shares issued	70,163,407	70,163,407	70,163,407
	Funds raised	\$ 9,121,243	\$ 18,242,486	\$ 36,484,972

The dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- a) the Company issues the maximum number of securities available under the additional 10% Placement Capacity;
- b) the table shows only the effect of issues of securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- c) no options (including options issued under the 10% Placement Capacity) are exercised into shares before the date of issue of equity securities);
- d) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of the issue. This is why the voting dilution is shown in each example as 10%;
- e) the table does not show an example of dilution that may be caused to a particular shareholder by reason of the placements under Listing Rule 7.1A, based on that shareholder's holding at the date of the Annual General Meeting; and
- f) the issue price at current market price is the closing price of the shares on ASX on 17 October 2018.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

10% Placement Capacity period

Shareholder approval under Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

- a) 12 months after the Annual General Meeting; or
- b) the date of approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

Purpose of 10% additional placement

The Company may seek to issue securities under the 10% Placement Capacity for either;

- a) Cash consideration. The Company may use the funds for working capital, towards potential transactions or for other corporate purposes deemed by the Board to be in the best interest of the Company; or
- b) Non-cash consideration for transactions deemed by the Board to be in the best interests of the Company. In such circumstances the Company will release to the Market a valuation of the noncash consideration that demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

The Company will comply with any disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon the issue of any securities under Listing Rule 7.1A.

Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- a) the methods of raising funds that are then available to the Company;
- b) the effect of the issue of the equity securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting and may include existing and / or new security holders but cannot include any related parties or associates of a related party of the Company.

Compliance with Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give ASX:

- a) a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market) in accordance with Listing Rule 7.1A.4; and
- b) the information required by listing Rule 3.10.5A for release to the market.

Voting exclusion

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting the Company has not invited and has not determined to invite any particular existing security holder or an identifiable class of existing security holders to participate in an offer under Listing Rule 7.1A. Therefore no existing security holder will be excluded from voting on Resolution 8.



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 2018.
Auditor's Report	means the auditor's report for the financial year ended 30 June 2018 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	means Bounty Mining Ltd ACN 107 411 067.
Corporations Act	means <i>Corporations Act 2001</i> (Cth)
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.
Remuneration Report	means the Remuneration report included in the Annual Report for that year.
Shareholders	means shareholders of the Company.
Shares	mean fully paid ordinary shares in the Company.



Bounty Mining Limited
ABN 19 107 411 067



B2Y

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

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Vote and view the annual report online

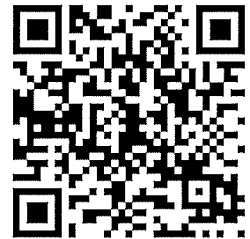
- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182246

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 (AEDT) Wednesday, 28 November 2018

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 or abstain as they choose (to the extent permitted by law). 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

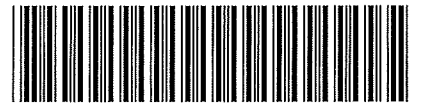
Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999 I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Bounty Mining Limited 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bounty Mining Limited to be held at The Press Room, Radisson Blue Hotel, 27 O'Connell Street, Sydney, NSW 2000 on Friday, 30 November 2018 at 2pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 4 (except where I/we have indicated a different voting intention below) even though Items 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 4 by marking the appropriate box in step 2 below.

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.

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Kevin Jiao as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Craig Garson QC as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Increase to the remuneration of non-executive directors under Listing Rule 10.17	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Removal of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Subsequent Approval of Shares issued under Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of additional capacity to issue shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /