



Bounty Mining Limited
Suite 301, Level 3
66 Hunter Street, Sydney NSW 2000
T. +(612) 8089 2361
www.bounty.com.au

ABN 19 107 411 067



NOTICE OF GENERAL MEETING and EXPLANATORY STATEMENT

Date: Thursday 21 February 2019
Time: 11am (AEDT)
Place: Sir James Fairfax Room, Radisson Blu Hotel, 27 O'Connell
Street, Sydney, NSW 2000



BOUNTY MINING LIMITED: NOTICE OF GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Bounty Mining Limited will be convened at **11am (AEDT) on Thursday 21 February 2019**, at the Sir James Fairfax 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 the resolution.

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

Ordinary Business

Resolution 1 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 34,333,333 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."

Voting exclusion statement in respect of Resolution 1:

The Company will disregard any votes cast on Resolution 1 by recipients of these shares or any associate of those 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 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 19 February 2019. 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 9 January 2019

BY ORDER OF THE BOARD

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

Eryl Baron
COMPANY SECRETARY



BOUNTY MINING LIMITED: NOTICE OF 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 the resolution to be put to Shareholders. Please ensure that you read the Explanatory Statement in full.

RESOLUTION 1 – Subsequent Approval of Securities issued under Listing Rule 7.4

- On 22 October 2018 the Company issued 34,333,333 securities at \$0.30 per security through a private placement to raise \$10.3m.
- The funds were raised to provide additional working capital and to accelerate the Company's equipment strategy.
- The securities were issued to the following new and existing investors:

| Investor | Number of securities |
|--|----------------------|
| Killin Investments Pty Ltd | 1,333,333 |
| Bindaring Pty Ltd | 2,000,000 |
| HFTT Pty Ltd <Haggarty Family> | 1,666,667 |
| Crocodile Capital Offshore Fund | 3,000,000 |
| Crocodile Capital Partners GMBH <Crocodile Capital Global Focus> | 3,000,000 |
| Amaroo Blackdown Investments Pte Ltd | 23,333,333 |
| Total | 34,333,333 |

- 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.

Voting exclusion

The recipients of these securities or any associate of those persons are excluded from voting on this resolution.



BOUNTY MINING LIMITED: NOTICE OF 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:

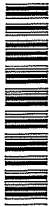
| Term | Definition |
|------------------------------------|--|
| AEDT | means Australian Eastern Daylight Time |
| Board | means the board of Directors of the Company. |
| Chairman | means the chairman of the Company, Mr Gary Cochrane. |
| Company or Bounty | means Bounty Mining Ltd ACN 107 411 067. |
| 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 general meeting convened by this Notice. |
| Notice or Notice of Meeting | means this notice of general meeting. |
| Shareholders | means shareholders of the Company. |
| Securities | 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

XX



Vote and view the notice of meeting 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: 999999

SRN/HIN: I9999999999 **PIN:** 99999

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

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

For your vote to be effective it must be received by 11am (AEDT) on Tuesday, 19 February 2019

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 General Meeting of Bounty Mining Limited to be held at the Sir James Fairfax Room, Radisson Blue Hotel, 27 O'Connell Street, Sydney, NSW 2000 on Thursday, 21 February 2019 at 11am (AEDT) and at any adjournment or postponement of that Meeting.

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.

1 Subsequent Approval of securities issued under Listing Rule 7.4

| For | Against | Abstain |
|--------------------------|--------------------------|--------------------------|
| <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 ____ / ____ / ____

B 2 Y

9 9 9 9 9 9 A

Computershare