



Bounty Mining Limited
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ABN 19 107 411 067

NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

Date: Thursday 27 November 2014
Time: 11am (Sydney time)
Place: Bounty Mining Limited Corporate Office
Suite 1002, Level 10, 60 Pitt Street, Sydney NSW 2000

2014 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 2014) is accessible on Bounty's website at the following address – <http://www.bounty.com.au/investor-centre/annual-reports>

As permitted by the Corporations Act, a printed copy of the 2014 Annual Report has been 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 **11 am on Thursday, 27 November 2014**, at the offices of Bounty Mining Limited at **Suite 1002, Level 10, 60 Pitt 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 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 even though resolution 1 is connected directly with the remuneration of Key Management Personnel.

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

Please note that voting exclusions apply to certain resolutions. These exclusions are described in detail in the Explanatory Memorandum.

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 2014.

Ordinary Business

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

RESOLUTION 1 – Approval of Remuneration Report (non-binding)

"That the Remuneration Report contained in the 2014 Annual Report be adopted by shareholders."

RESOLUTION 2 – Re-election of Mr Rob Stewart as a director

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

RESOLUTION 3 – Subsequent Approval of Shares issued under Listing Rule 7.1

"That the issue of 22,692,313 Shares issued between May 2014 and August 2014 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

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 25 November 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Dated this 17th day of October 2014

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 and the Official Listing Rules of the ASX Limited (**ASX Listing Rules**).

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 Shareholders have the opportunity to view the annual company and consolidated financial statements and reports of the Directors and the Auditor each and every year. Shareholders should note that the sole purpose of tabling the financial statements of the Company at the Annual General Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from the financial statements at the Meeting. 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/investor-centre/annual-reports>

A hard copy of the annual report is available 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 – Approval of Remuneration Report (non-binding)

Section 250R (2) of the Corporations Act 2001 requires that directors put a resolution to shareholders each and every year that the Remuneration Report is adopted. This report is incorporated in Pages 13 to 15 of the Directors' Report contained in the 2014 Annual Report.

The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives. The board has not increased directors' fees since March 2010, and from July 2013 the Directors accepted a significant reduction in fees.

The Directors welcome any shareholders with concerns or queries regarding the Company's remuneration policies to contact the Chairman Gary Cochrane to discuss. He can be contacted on 0417 654 090 (within Australia) or 0061 417 654 090 (from outside Australia).



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In accordance with Section 250SA of the Corporations Act, Shareholders will be given an opportunity to ask questions of the Directors in relation to the Remuneration Report.

Note: This resolution is advisory only and does not bind the Company or its directors. As a result of amendments to the Corporations Act known generally as the “two strikes rule”, shareholders should note that the result of the vote on this item may affect next year’s Annual General Meeting (“AGM”). If 25% or more of the votes cast on this resolution in this 2014 AGM are “against”, a resolution whether to spill the Board will be included in the 2015 Notice of AGM, as required by the Corporations Act. In the event that 25% or more of the votes cast on the 2015 Remuneration Report at the 2015 AGM are also “against” then the resolution whether to spill the Board will be put to the 2015 AGM.

Voting Exclusion Statement – Resolution 1

Bounty will disregard any votes cast on this Resolution by or on behalf of a person who is disclosed in the Remuneration Report as a member of the Key Management Personnel (“a KMP”) of the Company, and his / her closely related parties except if the votes are cast as a proxy for a shareholder, entitled to cast a vote, in accordance with the voting directors on the Proxy Form. Key Management Personnel includes the Chairman.

However, the Chairman of the meeting may vote an undirected proxy as he decides on this resolution if the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly with the remuneration of a KMP.

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

Robert Stewart GAICD Non-Executive director

Rob has a Bachelor of Engineering (Civil), Master of Engineering Science (Mining), FIEAust, and has spent 37 years working in the mining and construction industries. He came to Bounty following executive level experience with mine and infrastructure owners and with mining and construction contractors. Previous appointments have included General Manager with Leighton Holdings Ltd subsidiary Thiess Pty Ltd responsible for the company’s contract mining and construction business in NSW, and Chief Executive and Managing Director of Whitehaven Coal Limited, an ASX listed coal mining company.

Rob is currently a director of CRSM LLC, a Mongolian based company identifying, evaluating and managing investments in Mongolia’s rapidly expanding resource industry.

Rob joined the board on 17 September 2009.

Voting Exclusion Statement – Resolution 2

There are no voting exclusions in relation to this Resolution.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

RESOLUTION 3 – Subsequent Approval of Shares issued under Listing Rule 7.1

- Between May 2014 and August 2014 the Company issued 22,692,313 Shares at 2.6 cents per Share to raise \$590,000 to help fund working capital and the lodgement of the prospectus dated 18 August 2014.
- These Shares were issued without a disclosure document under Chapter 6D of the Corporations Act under section 708 exceptions.
- Resolution 3 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.
- The Shares issued rank pari passu with all other shares on issue.
- The Shares were issued to the following investors:

Redland Plains Pty Ltd <Brian Bernard Rodan S/F>
Keparoma Pty Ltd <Brooks Bros Unit Trust>
UBS Wealth Management Australia Nominees Pty Ltd
Redland Plains Pty Ltd <Majestic Investment Fund>
M Resources Trading Pty Ltd

Voting Exclusions – Resolution 3

The Company will disregard any votes cast on this resolution by:

- the investors named above; and
- an associate of those investors.

However the Company need not disregard a vote if:

- it is cast by a person as a 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 form to vote as the proxy decides.



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
Annual Report	Means the annual report of Bounty Mining Limited for the financial year ended 30 June 2014.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Auditor's Report	Means the auditor's report for the financial year ended 30 June 2014 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.
Closely Related party	means, in relation to a member of KMP, any of the following: <ul style="list-style-type: none">- a spouse, child or dependant of the member;- a child or dependant of the member's spouse;- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;- a company the member controls; or- a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).
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 Memorandum	means the explanatory memorandum accompanying the Notice.
General Meeting or Meeting	means the general meeting convened by this Notice.
KMP	means the key management personnel of the company. This means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly, and includes the Directors (both executive and non-executive) and the senior executives of the Company.
Listing Rules	means the listing rules of ASX.
Notice or Notice of Meeting	means this notice of general meeting.
Remuneration Report	Means the remuneration for the financial year ended 30 June 2014 as set out in the Annual Report.
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 1002, Level 10, 60 Pitt 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 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. The facsimile number to which a Proxy Form may be sent is **02 8965 0214**. Proxy forms may be sent to the Company Secretary by email at eryl.baron@bounty.com.au. Proxy forms must be received by the Company by **11am on Tuesday 25 November 2014** 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

**The Secretary,
Bounty Mining Limited
PO Box H305
Aust Square NSW 1215
Fax: 02 8965 0214**

Name of Shareholder
Address of Shareholder
HIN / SRN

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

the Chairman of the meeting (mark with an 'X') **OR**  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 **Thursday 27 November 2014 at 11am at the Bounty Offices at Suite 1002, Level 10, 60 Pitt 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 even though resolution 1 is connected directly with the remuneration of Key Management Personnel. 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 Adoption of Remuneration Report			
2 Re-election of Rob Stewart as director			
3 Subsequent approval of issues of shares			

Appointing a second Proxy:
I/We wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy **AND** % **OR** 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
Individual / Sole Director and Sole Company Secretary Director Director / Company Secretary