



Bounty Mining Limited
Suite 307, Level 3
66 Hunter Street, Sydney NSW 2000
T. +(612) 8002 1226 F (+612) 8188 0626
www.bounty.com.au

ABN 19 107 411 067

NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

Date: Wednesday 30 November 2016
Time: 11am (AEDT)
Place: the offices of Bounty's auditors Nexia Sydney Audit Pty Ltd
Level 16, 1 Market Street, Sydney NSW 2000

2016 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 2016) 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 2016 was mailed to all shareholders as an Annexure to the Offer Information Statement dated 23 September 2016.



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 **Wednesday, 30 November 2016**, at the office of Bounty auditors Nexia Sydney Audit Pty Ltd, Level 16, 1 Market 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 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 2016.

Ordinary Business

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

RESOLUTION 1 – Approve 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 2 – Approve appointment of Mr Brian McMaster as director

"That Mr Brian McMaster, who was appointed as a director of the Company effective 29 March 2016, be approved as a Director of the Company under S201H(3) of the Corporations Act 2001."



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

RESOLUTION 3 – Approve of appointment of Mr Matthew Wood as director

“That Mr Matthew Wood, who was appointed as a director of the Company effective 29 March 2016, be approved as a Director of the Company under S201H(3) of the Corporations Act 2001.”

RESOLUTION 4 – Approve appointment of Mr Daniel Crennan as director

“That Mr Daniel Crennan, who was appointed as a director of the Company effective 18 August 2016, be approved as a Director of the Company under S201H(3) of the Corporations Act 2001.”

RESOLUTION 5 – Approve appointment of Mr Kevin Jiao as director

“That Mr Kevin Jiao, who was appointed as a director of the Company effective 18 August 2016, be approved as a Director of the Company under S201H(3) of the Corporations Act 2001.”

RESOLUTION 6 – Approve reappointment of auditor

“That Nexia Sydney Audit Pty Ltd be reappointed as statutory auditor of the company.”

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 28 November 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Dated this 26th day of October 2016

BY ORDER OF THE BOARD

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 annual report for has been mailed to all Shareholders who elect to receive it. The 2016 annual report has been mailed to all Shareholders as an Annexure to the Offer Information Statement dated 23 September 2016. 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 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 39 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; Chief Executive and Managing Director of Whitehaven Coal Limited, an ASX listed coal mining company; and Executive Director of CRSM LLC, a Mongolian based company identifying, evaluating and managing investments in Mongolia's resource industry.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

Rob is currently a director of JukesTodd, a strategic business advisor offering professional services to the resources, infrastructure and energy sectors.

Rob joined the board on 17 September 2009.

Voting Exclusion Statement – Resolution 1

There are no voting exclusions in relation to this Resolution.

RESOLUTIONS 2 - 5 – Appointment of Directors

The directors of Bounty appointed new directors to the Board under S201H of the Corporations Act 2001 in March 2016 and August 2016. Under S201H (3) the Company must confirm the appointment by resolution at the company's next AGM. Each appointment requires a separate resolution.

Information about the directors appointed is as follows:

Brian McMaster

Mr. McMaster is a Chartered Accountant, and has over 20 years' experience in the area of corporate reconstruction and turnaround and performance improvement. Formerly Mr McMaster was a partner of the restructuring firm Korda Mentha and prior to that was a partner at Ernst & Young. His experience includes significant working periods in the United States, South America, Asia and India.

Mr McMaster is currently a director of Haranga Resources Limited (1 April 2014). Mr McMaster was a director of The Waterberg Coal Company (appointed 12 April 2012, resigned 17 March 2014), Firestone Energy Limited (appointed 14 June 2013, resigned 18 March 2014), Lindian Resources Limited (appointed 20 June 2011, resigned 16 September 2014), Castillo Copper Limited (appointed 31 August 2013, resigned 12 August 2015), Antares Mining Limited (appointed 2 December 2011, resigned 12 August 2015), IDOM Limited (appointed 14 September 2012, resigned 2 October 2015), The Carajas Copper Company Limited (appointed 27 August 2014, resigned 17 March 2016), Black Star Petroleum Limited (appointed 9 August 2012, resigned 11 May 2016) and Wolf Petroleum Limited (appointed 24 April 2012, resigned 17 August 2016). He has not held any other listed directorships in the past three years.

Brian joined the board on 29 March 2016.

Matthew Wood

Mr Wood is an outstanding mineral resource explorer and developer with over 20 years' global industry experience in mining and commodities investment. He has managed successful deals in coal, energy, ferrous metals, base and precious metals and other commodities. His venture capital group Garrison Capital based out of Perth, Western Australia has founded and manages a number of listed and unlisted resource companies and has offices in Australia, Mongolia, Brazil, Chile, Spain and the USA. His unique skills in technical and economic evaluation of resource opportunities has been proven by an impressive record of nurturing resource deals from early stage, to successful market listings and exit strategies for his clients and his own company. Mr Wood has an Honours Degree in Geology from the University of New



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

South Wales and a Graduate Certificate in Mineral Economics from the Western Australian School of Mines. He is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM).

Mr Wood is currently the Chairman of ASX listed Wolf Petroleum Limited, Haranga Resources, Lindian Resources, Black Star Petroleum and Voyager Resources. He is also a non-executive director of ASX listed Avanco Resources Limited, Caravel Resources Limited and Triumph Tin Limited. Mr Wood is also a founding director of pre-IPO Brazilian Diamond Company, Five Star Diamonds Limited. He continues to provide corporate advice to a number of additional listed and unlisted companies.

Matthew Wood joined the board on 29 March 2016.

Daniel Crennan BA LLB (Hons) MAICD

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 and is a member of the Victorian Bar Council.

Daniel joined the board on 18 August 2016.

Mr (Kevin) Jian Jiao BA / MBA

Mr Jiao graduated with a BA degree majored in Economics from China Nankai University in 1992. And in 1999 he obtained an MBA degree from Melbourne Business School in Australia. In 2010, he completed an executive course at the post graduate level from China University of Geosciences.

From 1992 to 1997 Mr Jiao has worked in Beijing as the divisional manager at China Minmetals Group, the largest multinational conglomerate in the Chinese metals and minerals industry. From 1998 to 2003 Mr Jiao has worked as the deputy Managing Director at Minmetals Australia Pty Ltd, based in Melbourne Australia. From 2004 to present, Mr Jiao has been the Chairman and Executive Director of Vingo Resources Group, a commodity trading and investment firm with offices in China and Australia.

Mr Jiao has more than twenty years of experiences in the resources industry, having worked in the area of sales and marketing, project development, project finance mergers and acquisitions, cross border investments, commodity trading and general management.

Kevin joined the board of Bounty on 18 August 2016.

Voting Exclusions – Resolutions 2 - 5

There are no voting exclusions in relation to these Resolutions.



BOUNTY MINING LIMITED: NOTICE OF ANNUAL GENERAL MEETING

RESOLUTION 6 – Reappointment of Auditor

During the year, the company's auditor, formerly known as Russell Bedford NSW, merged and rebranded as Nexia Sydney Audit Pty Ltd. The larger merged audit practice potentially provides additional resources that will benefit the company. Whilst the auditor is continuing and no new appointment is required, the Directors thought it appropriate to provide shareholders the opportunity to reconfirm the appointment of Nexia Sydney Audit Pty Ltd as statutory auditor of the company.

Voting Exclusions – Resolution 6

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
Annual Report	Means the annual report of Bounty Mining Limited for the financial year ended 30 June 2016.
Auditor's Report	Means the auditor's report for the financial year ended 30 June 2016 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 Memorandum	means the explanatory memorandum 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.
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 307, 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 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 Monday 28 November 2016** 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 307 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 style="width: 95%; height: 95%;" type="checkbox"/>	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 **Wednesday 30 November 2016 at 11am at the offices of auditors Nexia Sydney Pty Ltd, Level 16, 1 Market 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 Rob Stewart as director			
2 Approve appointment of Mr Brian McMaster as director			
3 Approve appointment of Mr Matthew Wood as director			
4 Approve appointment of Mr Daniel Crennan as director			
5 Approve appointment of Mr Kevin Jiao as director			
6 Reappointment of auditor			

Appointing a second Proxy:

I/We wish to appoint a second proxy

<input style="width: 95%; height: 95%;" type="checkbox"/>	Mark with an 'X' if you wish to appoint a second proxy	AND	<input style="width: 95%; height: 95%;" type="text"/> %	OR	<input style="width: 95%; height: 95%;" type="text"/>	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 <input style="width: 95%; height: 20px;" type="text"/> Individual / Sole Director and Sole Company Secretary	Securityholder 2 <input style="width: 95%; height: 20px;" type="text"/> Director	Securityholder 3 <input style="width: 95%; height: 20px;" type="text"/> Director / Company Secretary
---	--	--