

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bondi Mining Ltd will be held at Enterprise House, 136 Greenhill Road, Unley, South Australia on Friday 26 November 2010 at 9.00am.

Please note that your online version of the Company's Annual Report 2010 can be downloaded or viewed at www.bondimining.com.au/reports.html. The 2010 Annual Report has also been sent by post to those Shareholders who have previously elected to receive a hard copy. You can also vote online at www.investorvote.com.au by entering your Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed Proxy Form. Overseas Shareholders are able to select their country of residence rather than entering a postcode.

Ordinary Business

To receive and consider the Financial Statements for the year ended 30 June 2010 and accompanying reports of the Directors and Auditor.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. Adoption of the remuneration report

"That the company adopt the Remuneration Report for the year ended 30 June 2010 as set out in the Company's Annual Report."

2. Re-election of Mr Simon O'Loughlin as a Director of the Company

"That Mr Simon O'Loughlin having voluntarily retired in accordance with ASX Listing Rule 14.5 and clause 6.1 of the constitution of the company, being eligible, and having offered himself for re-election, is re-elected as a Director with effect immediately following the conclusion of the meeting."

3. Re-election of Mr Creagh O'Connor as a Director of the Company

"That Mr Creagh O'Connor having voluntarily retired in accordance with ASX Listing Rule 14.5 and clause 6.1 of the constitution of the company, being eligible, and having offered himself for re-election, is re-elected as a Director with effect immediately following the conclusion of the meeting."

4. Re-election of Mr Darren Morcombe as a Director of the Company

"That Mr Darren Morcombe who was appointed as a Director in accordance with clause 9.1 of the constitution of the company and, being eligible, and having offered himself for re-election, is re-elected as a Director with effect immediately following the conclusion of the meeting."

5. Removal of auditor

"That PKF be removed as the Company's auditor pursuant to s 329 of the Corporations Act."

6. Appointment of auditor

To consider and, if thought fit, pass the following resolution as a special resolution:

"That Johnstone Rorke be appointed as the Company's auditor pursuant to s 327D of the Corporations Act."

Explanatory Notes

The Explanatory Notes accompany this notice of Annual General Meeting are incorporated in and comprise part of this Notice of annual general Meeting, and should be read in conjunction with this Notice.

Shareholders are specifically referred to the Glossary in this Notice of annual General meeting which contains definitions of capitalised terms used both in this Notice of annual general Meeting and the explanatory notes.

Proxies

Please note that:

- (a) A member of the company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) A proxy need not be a member of the Company, and
- (c) A member of the company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms.

Voting Entitlement

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting. The Company (as convenor of the Meeting) has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of shareholders as at 5.30 pm (SA time) on 24 November 2010. This means that any shareholder registered at 5.30 pm (SA time) on 24 November 2010 is entitled to attend and vote at the Meeting.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act 2001 (Cth) authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Dated 26 October 2010

**BY ORDER OF THE BOARD
BONDI MINING LIMITED**



**KERRY ANGEL
COMPANY SECRETARY**

Voting

A Proxy form is enclosed with this Notice.

Glossary

In this Explanatory Statement unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the official listing rules of ASX;

Board means the board of directors of the Company;

Company means Bondi Mining Limited ACN 118 619 042;

Constitution means the constitution of the company;

Corporations Act means *Corporations Act 2001 (Cth)*;

Directors mean the directors of the Company;

Meeting means the meeting of shareholders convened by the Notice;

Notice means the notice of general meeting to which this Explanatory Memorandum is attached;

Share means a fully paid ordinary share in the capital of the Company; and

Shareholder means a holder of a share.

EXPLANATORY NOTES

Introduction

These Explanatory Notes set out information in connection with the business to be considered at the Annual General Meeting of Shareholders proposed to be held at Enterprise House, 136 Greenhill Road, Unley, South Australia on Friday 26 November 2010 at 9.00am.

The following items of ordinary business will be considered at the meeting.

To receive and consider the financial statements for the year ended 30 June 2010

Shareholders should receive notification or a copy of the Company's Annual Report for the year ended 30 June 2010 at the same time as this notice. Shareholders are asked to receive and consider these financial statements and the accompanying reports of the Directors and Auditors thereon.

Resolution 1: Adoption of the Remuneration Report

The Annual Report for the year ended 30 June 2010 contains a Remuneration Report which sets out the remuneration policy for the Group and reports the remuneration arrangements in place for the executive director, specified executives and non-executive directors. The report is set out in the Directors' Report of the Annual Report. Under the provisions of the Corporations Act 2001, the shareholder vote is advisory only and will not require the Company to alter any arrangements detailed in the Remuneration Report, should the resolution not be passed. However, the Board has determined that it will take the outcome of the vote into consideration when reviewing the remuneration policy.

Resolution 2: To consider the re-election of Mr Simon O'Loughlin as a Director of the Company

In accordance with ASX Listing Rule 14.5 and clause 6.1 of the Constitution at every Annual General Meeting one third of the Directors for the time being (excluding those who retire under clause 9.2 of the Constitution) must retire from office and are eligible for re-election. Accordingly Mr Simon O'Loughlin retires as a Director of the Company and, being eligible, offers himself for re-election.

The Directors recommend that Shareholders vote in favour of Resolution 2.

Mr Simon O'Loughlin, BA(Acc)

Simon O'Loughlin is the founding member of O'Loughlins Lawyers, an Adelaide based medium sized specialist commercial law firm. For many years he has practiced both in Sydney and Adelaide, in the corporate and commercial fields with, in more recent times, a particular focus on the resources sector. He also holds accounting qualifications. Simon is the Chairman of Avenue Resources Ltd and Kagera Nickel Ltd and a Non-executive Director of Chesser Resources Limited, Petratherm Limited, Probiomics Limited, Living Cell Technologies Limited, WCP Resources Limited, Aura Energy Limited and Strzlecki Metals Ltd.

Simon has extensive experience and involvement with companies in the small industrial and resources sectors. He has also been involved in the listing and back-door listing of numerous companies on the ASX and National Stock Exchanges. He is a former Chairman of the Taxation Institute of Australia (SA Division) and Save the Children Fund (SA Division).

Resolution 3: To consider the re-election of Mr Creagh O'Connor as a Director of the Company

In accordance with ASX Listing Rule 14.5 and clause 6.1 of the Constitution at every Annual General Meeting one third of the Directors for the time being (excluding those who retire under clause 9.2 of the Constitution) must retire from office and are eligible for re-election. Accordingly Mr Creagh O'Connor retires as a Director of the Company and, being eligible, offers himself for re-election.

The Directors recommend that Shareholders vote in favour of Resolution 3.

Mr Creagh O'Connor, BEc, LLB, ACA

Mr O'Connor is a founding Director of specialist resource and energy investment bank, Gryphon Partners Advisory Pty Limited ("Gryphon"). Recent advisory assignments undertaken by Gryphon include: Citadel's recent A\$250 million equity raising, OZ Resources' sale of the Martabe gold project for US\$211 million, Beach Petroleum's sale of its Tipton West interest for up to \$400 million, Oxiana Limited's merger with Zinifex Limited, Lion Selection Limited's successful defence of the Indophil Resources NL takeover, Oxiana Limited's A\$265 million acquisition of the Golden Grove base and precious metals operation in Western Australia; Oxiana's \$415 million takeover of Agincourt Resources; the initial public offering of (uranium company) Toro Energy Limited; the A\$80 million acquisition of (gold company) Sedimentary Holdings Limited by AuSelect Limited; and Agincourt Resources Limited's US\$80 million acquisition of (gold company) Sedimentary Holdings Limited by AuSelect Limited.

Prior to establishing Gryphon, Mr O'Connor was employed by the Normandy Mining Company in a variety of roles including Company General Manager of Business Development for Normandy Mining Limited having joined in 1993. Prior to this, he spent 13 years specialising in corporate finance, advisory roles and providing general financial advice in Australia and Europe. Mr O'Connor has held numerous directorships of resource companies and he is currently a Non-Executive Director of Chesser Resources Limited.

Resolution 4: To consider the re-election of Mr Darren Morcombe as a Director of the Company

In accordance with clause 9.2 of the Constitution, the board has the power to appoint a person to fill a casual vacancy. In accordance with this clause, Mr Darren Morcombe was appointed 9 June 2010.

A director appointed in accordance with clause 9.2 can only hold office until the next annual general meeting, accordingly Mr Darren Morcombe, being eligible offers himself for re-election.

The Directors recommend that Shareholders vote in favour of Resolution 4.

Mr Darren Morcombe

Darren Morcombe has more than 20 years of professional experience in a variety of natural resource roles in Australia, Unites States and Switzerland. Commencing with over 10 years in senior roles with Normandy Mining and Newmont Mining Corp. in the areas of financing, treasury, mergers and acquisitions. He is the founder of Springtide Capital, which is a private investment company specialising in investments in micro cap listed companies, venture capital and resource orientated companies. He was Chairman and major shareholder of a refining and gold financing company European Gold Refineries SA, Europe's largest gold refinery, and Director of AGR Matthey, one of the largest gold refiners in the world. He retired from this position in 2008 and these businesses are now owned by Newmont Mining Corporation. Darren is a major shareholder of several public companies and also the Chairman of Foran Mining Corporation listed in Canada.

Resolutions 5 and 6: Change of auditor

PKF is located in Adelaide and has been the Company's auditor since the Company was incorporated in 2006.

In previous years the financial accounts were prepared in Adelaide but with the appointment of the CFO located at the head office in Brisbane the change to a Brisbane auditor is necessary.

The company conducted a tender process to select the auditor and following this process the board have recommended Johnstone Rorke be appointed as auditor.

As required by s 328B(3) Corporations Act, a copy of the form for the nomination of Johnstone Rorke as the company's auditors is attached.

Resolutions 4 and 5 are necessary for the change of auditor to be made.

The Directors recommend that Shareholders vote in favour of Resolution 4 and 5.

Interpretation

Terms defined in the Notice of Meeting have the same meaning in this Explanatory Notes.

19 October 2010

Bondi Mining Limited
PO Box 8012
Woolloongabba Qld 4102

Dear Directors,

Nomination of auditor of Bondi Mining Limited ACN 120 723 426

Mr Richard Valenta as a member of Bondi Mining Limited, hereby nominates, pursuant to s 328B *Corporations Act 2001 (Cth)* Johnstone Rorke be appointed as the auditor of Bondi Mining Limited, with such nomination to be considered at the next general meeting of Bondi Mining Limited, subject to removal of the current auditor.

A handwritten signature in black ink, appearing to read 'R Valenta', is written on a light pink rectangular background.

Signed by Richard Valenta



000001 000 BOM
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 652 186
(outside Australia) +61 3 9415 4148

Proxy Form

	Vote online or view the annual report, 24 hours a day, 7 days a week: www.investorvote.com.au
<input checked="" type="checkbox"/> Cast your proxy vote	Your secure access information is: Control Number: 999999 SRN/HIN: 19999999999 PIN: 99999  PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.
<input checked="" type="checkbox"/> Access the annual report	
<input checked="" type="checkbox"/> Review and update your securityholding	

 **For your vote to be effective it must be received by 9:00am (Adelaide time) Wednesday 24 November 2010**

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 as they choose. 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

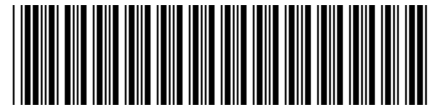
Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable 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 Bondi 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, as the proxy sees fit) at the Annual General Meeting of Bondi Mining Limited to be held at Enterprise House, 136 Greenhill Road, Unley SA 5061 on Friday 26 November 2010 at 9:00am (Adelaide time) and at any adjournment 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.

Ordinary Business

	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Simon O'Loughlin as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Creagh O'Connor as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Darren Morcombe as a Director of the Company	<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"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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 ____/____/____