



29 October 2020

ASX ANNOUNCEMENT

Annual General Meeting – Notice of Meeting, Proxy Form and Annual Report

In accordance with ASX Listing Rule 3.13.1 Bounty Oil & Gas NL (**Company**) advises that it will hold its 2020 Annual General Meeting (**AGM**) at 11.00 am (Sydney Time) on Friday, 27 November 2020 at:

View Hotel
17 Blue Street
North Sydney NSW 2060

Enclosed is the Notice of Meeting and Proxy Form for the 2020 AGM of the Company.

The Board has made the decision that it will hold a physical meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government's and State Government's current restrictions for physical gatherings.

All shareholders who have elected to receive a copy of the Annual Report will receive a printed copy by mail or an electronic copy by email.

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the attached proxy form by post to: Automic, GPO Box 5193, Sydney NSW 2001 or email to: meetings@automicgroup.com.au

For further enquiries please contact:

Sachin Saraf
Company Secretary
Tel: +61 2 9299 7200
corporate@bountyoil.com

BOUNTY OIL & GAS NL
SUITE 302,
93-95 PACIFIC HIGHWAY
NORTH SYDNEY NSW 2060
AUSTRALIA

ASX: BUY
ABN: 82 090 625 353

TEL: 61 (2) 9299 2007
FAX: 61 (2) 9299 7300
email: corporate@bountyoil.com

PO BOX H186
AUSTRALIA SQUARE NSW 1215



Bounty Oil & Gas NL

Notice of Annual General Meeting, Explanatory Statement and Proxy Form

The Annual General Meeting of the company will be held as follows:

Date/Time: 27 November 2020 at 11.00 a.m. EDT

Place: View Hotel, 17 Blue Street, North Sydney NSW 2060

Notice of Annual General Meeting, Explanatory Statement and Proxy Form is attached.

2020 Annual Report

Pursuant to the Corporations Act 2001, all shareholders who have elected to receive a copy of Bounty's Annual Report 2020, will receive a printed copy by mail or an electronic copy by email. When the Annual Report is released it will also be available on the Company's website: www.bountyoil.com

Any shareholder or interested person may also obtain a copy by contacting the company (see contact details below).

For further information, please contact:
Office Manager
Telephone: (02) 9299 2007
Email: corporate@bountyoil.com

BOUNTY OIL & GAS NL

(ACN: 090 625 353)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN THAT THE ANNUAL GENERAL MEETING OF
BOUNTY OIL & GAS NL
("Bounty" or "the Company")

WILL BE HELD ON

27 NOVEMBER 2020, AT 11.00 a.m. EDT

AT VIEW HOTEL, 17 BLUE STREET, NORTH SYDNEY NSW 2060

AGENDA

Explanatory Statement

Attached to and forming part of this notice of meeting is an Explanatory Statement which provides shareholders with background information and further details of the resolutions to be considered at the meeting. The information provided is intended to assist shareholders in understanding the reasons for and effect of the resolutions, if passed.

ORDINARY BUSINESS

1. *Receipt of the Company's Financial Report for the year ended 30 June 2020*

To receive and consider the Company's Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2020.

Note: Neither the Constitution nor the Corporations Act 2001 ("Corporations Act") requires shareholders to approve this item of business and no vote will be taken.

2. *Resolutions:*

1. *Resolution 1 - Adoption of the Remuneration Report (non-binding resolution)*

To consider and if thought fit, pass the following as a non-binding ordinary resolution:

That the Remuneration Report of the Company for the financial year ended 30 June 2020 contained in the Directors Report, is adopted.

Note: In accordance with Section 250R of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company. Further information is contained in the Explanatory Statement.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Details of the persons who will be excluded from voting on this resolution are set out in the Voting Exclusion Statement incorporated in this Notice of Meeting.

2. *Resolution 2 - Re-election of a Director*

Re-Election of Mr Roy Payne

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

That Mr Roy Payne, being a Director of the Company, retiring in accordance with the Company's Constitution, being eligible and offering himself for re-election, be appointed as a Director of the Company.

Short Explanation: The Constitution requires that at the Annual General Meeting, one-third of the Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

Note: Information about the candidate appears in the Explanatory Memorandum.

The Board (with Roy Payne abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

No persons are excluded from voting on this resolution - see Voting Exclusion Statement incorporated in this Notice of Meeting.

3. Resolution 3 - Ratification of Previous Issue of Shares – 23 September 2020

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

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue and allotment of 143,000,000 fully paid ordinary shares at a price of one cent (\$0.01) each by Bounty to the parties as listed in the Explanatory Statement accompanying this Notice of Meeting and otherwise on the basis set out therein is ratified and approved.

The Board unanimously recommends that Shareholders vote in favour of this resolution.

The Company will disregard any votes cast on Resolution 6 by any 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 entity)

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

SPECIAL BUSINESS

4. Resolution 4 - Approve an Additional 10% Placement Capacity

To consider, and if thought fit, pass with or without amendment, the following resolution as a special resolution:

That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given by the shareholders to allow the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the explanatory statement attached hereto.

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

The Board unanimously recommends that Shareholders vote in favour of this resolution.

The Company will disregard any votes cast on this resolution by a person who may participate in this proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate of them.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

To deal with any other business, which may be brought forward in accordance with the Company's Constitution and the Corporations Act.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on the following resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 1 Adoption of the Remuneration Report	A member of the Key Management Personnel ("KMP") named in the Remuneration Report or that KMP's closely related party.
Resolution 2 Re-election of R. Payne as Director	No security holders are excluded.
Resolution 3 Ratification of Previous Issue of Shares	Parties in the Explanatory Statement, being parties who participated in the issue and any associate of them.
Resolution 4 Approve an Additional 10 percent Placement Capacity	Parties in the Explanatory Statement, being parties who may participate in this proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate of them.

Dated at Sydney the 29th October 2020

By order of the Board
S. Saraf
Company Secretary

Explanatory Statement

Attached to and forming part of this notice of meeting is an Explanatory Memorandum which provides shareholders with background information and further details of the resolutions to be considered at the meeting. The information provided is intended to assist shareholders in understanding the reasons for and effect of the resolutions, if passed.

Proxies

A Proxy Form accompanies this Notice of Meeting and contains additional information and notes on completion and lodgement of Proxies.

To be valid, duly completed proxy forms and any proxy appointment authorities under which a proxy form is signed, such as a power of attorney, must be received by the Company no later than 48 hours before the time in Sydney of the commencement of the meeting.

BOUNTY OIL & GAS NL

(ABN: 82 090 625 353)

EXPLANATORY STATEMENT

Important Notice

This Explanatory Statement contains an explanation of, and information about, each of the items of business and resolutions to be considered at the 2020 Annual General Meeting. It is given to Bounty Oil & Gas NL's Shareholders to help them determine how to vote on the matters set out in the accompanying Notice of Meeting.

Shareholders should read this Explanatory Statement in full, because individual Sections may not give a comprehensive review of the proposals contemplated in this Explanatory Statement. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

If you are in doubt about how you should vote, you should consult your financial or other professional adviser.

Definitions

Definitions of terms in this Explanatory Statement are set out under the heading Definitions at the end of this Statement.

ORDINARY BUSINESS

Financial Report – Year ended 30 June 2020

The Corporations Act 2001 (Cth) ("Corporations Act") requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the financial report.

The auditor will be attending the Annual General Meeting.

Shareholders are entitled to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Annual Financial Report. The auditor will answer written questions submitted prior to the Annual General Meeting. All written questions must be received by the Company no later than **25 November 2020**. All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor. The auditor will also answer questions at the meeting from shareholders relevant to:
- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.bountyoil.com under the Tab: ASX Announcements.

Resolutions to be considered at the Annual General Meeting

1. **Resolution 1 - Adoption of the Remuneration Report**

1.1. **General**

The Directors' Report for the year ended 30 June 2020 contains a Remuneration Report which sets out the policy on remuneration of the directors of the Company and specified executives of the Company.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2021 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the Company's 2021 annual general meeting. In such event all of the Directors who were in office when the Company's 2021 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2020.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

1.2. Voting exclusion statement for Resolution 1

A vote on resolution1 must not be cast (in any capacity) by or on behalf of the following persons:

- a) A member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- b) A closely related party of such member.

However, a person described above may cast a vote on item 1 if:

- i. The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- ii. The vote is not cast on behalf of a person described in sub paragraphs a) or b) above.

1.3. Directors Recommendation for Resolution 1

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

2. Resolution 2 - Re-election of a Director – Mr Roy Payne

2.1. General

Mr Roy Payne was elected by shareholders at the 2017 Annual General Meeting. In accordance with the Company's Constitution, Mr Payne is required to stand for re-election and does offer himself for re-election.

A brief description of the director offering himself for re-election is set out below:

Roy Payne	—	<i>Non-Executive Director</i>
Qualifications	—	<i>Solicitor Queensland.</i>
Experience		<i>Mr Payne was a commercial lawyer with over 34 years' experience. Prior to working in private practice as a lawyer he worked for the Department of Justice, Queensland for 15 years. Mr Payne has many years of experience in the corporate world. He has been the chairman of a listed mining exploration company. He is currently the chairman of the board of a private ship maintenance and repair company and was the chairman and director for many years of two limited liability, not for profit companies that operate a public art gallery and a gallery foundation. He has a wealth of knowledge and experience with corporate governance and mining exploration.</i>
Special responsibilities:		<i>Commercial law and Queensland statutory compliance.</i>

The Directors (other than Mr Payne) recommend that shareholders vote in favour of the resolution.

3. Resolution 3 – Ratification of Previous Issue of Shares – 23 September 2020

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder ratification is sought in accordance with ASX Listing Rule 7.4. The reason for seeking shareholder approval under ASX Listing Rule 7.4 is to re-instate the capacity of the Company to issue up to 15% of its securities without the approval of its shareholders.

In compliance with the information requirements of ASX Listing Rule 7.4, members are advised pursuant to ASX Listing Rule 7.5 of the following particulars for the purposes of obtaining shareholder approval.

a.	The number of shares allotted were: 143,000,000 fully paid ordinary shares.
b.	The fully paid ordinary shares were allotted at one cent (\$0.01) each fully paid.
c.	The fully paid ordinary shares rank equally with the existing fully paid ordinary shares on issue.
d.	The allottees were professional and sophisticated investors.
e.	The funds raised from the issue were for general working capital requirements.
f.	No director of Bounty Oil & Gas NL participated in these allotments.
g.	The date of allotment was 23 September 2020.

The directors recommend that shareholders vote in favour of the resolution.

Directors Declarations – Resolutions 2 and 3

All of Bounty's directors intend voting in favour of the proposed Resolutions 2 and 3.

The directors declare that they have no interest in the outcome of the proposed Resolutions 2 and 3 (with the exception that Mr Payne has an interest in the outcome of Resolution 2 - to re-elect him as a director of Bounty) other than an interest in common with all the other members of Bounty and for the reasons outlined above and elsewhere in this statement recommend that shareholders agree to the proposals in Resolutions 2 and 3.

Special Business

4. Resolution 4 - Approve an Additional 10% Placement Capacity

This special resolution is put to members so that the Company retains a high level of capital raising flexibility to meet significant opportunity. The company currently has no plans to use this additional placement capacity.

Listing Rule 7.1A enables "eligible entities" to seek the approval of shareholders to issue Equity Securities of up to 10% of its issued share capital through placement over a 12-month period after the Annual General Meeting. The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and will only be issued if Resolution 4 is passed at the Annual General Meeting.

An eligible entity for the purposes of ASX 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.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

If Resolution 4 is approved as a **special resolution**, the Company will be able to issue 'equity securities' under Listing Rule 7.1 and 7.1A without further shareholder approval such that the Company's total annual placement capacity will be 25% of its issued capital.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1 and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

The proposed allottees of any Equity Securities under the 10% Placement Capacity are not as yet known or identified. In these circumstances, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Description of Listing Rule 7.1A

(a) General

- **Shareholder Approval**

The ability to issue Equity Securities under the 10% Placement Capacity is subject to shareholder approval by way of a special resolution at an annual general meeting. Hence, at least 75% of votes cast by Shareholders present and eligible to vote at the Annual General Meeting must be in favour of Resolution 4 for it to be passed

- **Equity Securities**

An Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

ASX Listing Rule 7.1A.2 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 Equity Securities calculated in accordance with the following formula:

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

A = The number of fully paid ordinary shares on issue at the commencement of the 12 months immediately preceding the date of issue or agreement to issue:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue the convertible securities was approved or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or rule 7.4;
- plus the number of any other fully paid ordinary securities that became fully paid in the relevant period
- less the number of fully paid ordinary securities cancelled in the last 12 months

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

D = 10%

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the last 12 months immediately preceding the date or issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4

The following information is provided to shareholders for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.3A:

(b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price ("VWAP") of Equity Securities in the same class calculated over the 15 trading days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or
- if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued.

(c) 10% Placement Period

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur to the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- the time and date of the Company's next annual general meeting; or
- the time and date of the approval by shareholders of ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) Risk of Voting Dilution

If Resolution 4 is approved by shareholders and the Company issues equity securities under the 10% Placement Capacity, existing shareholders voting power in the Company will be diluted as shown in the table below. There is a risk that:

- the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

As at the date of this Notice, the Company would subject to shareholder approval of Resolutions 3 and 4 of this Annual General Meeting have capacity to issue:

- **164,460,147 (1,096,400,982 x 15%)** ordinary shares; or
- **109,640,098 (1,096,400,982 x 10%)** ordinary shares on the basis that Resolution 4 is approved pursuant to ASX Listing Rule 7.1A,

The below table shows examples of possible dilution of existing shareholders, on the basis of the market price of \$0.018 per share on 13 October 2020 and the current number of fully-paid ordinary shares on issue of **1,096,400,982** as at the date of this Notice pursuant to the definition of variable "A" under ASX Listing Rule 7.1A;

Variable A as per ASX Listing Rule 7.1A2		Dilution		
		\$0.009 50% decrease in issue price	\$0.018 issue price	\$0.036 100% increase in issue price
Current Variable A 1,096,400,982 shares	10% Voting Dilution	109,640,098 shares	109,640,098 shares	109,640,098 shares

	Funds Raised	\$986,761	\$1,973,522	\$3,947,043
50% Increase in Current Variable A 1,644,601,473 shares	10% Voting Dilution	164,460,147 shares	164,460,147 shares	164,460,147 shares
	Funds Raised	\$1,480,141	\$2,960,283	\$5,920,565
100% Increase in Current Variable A 2,192,801,964 shares	10% Voting Dilution	219,280,196 shares	219,280,196 shares	219,280,196 shares
	Funds Raised	\$1,973,522	\$3,947,044	\$7,894,088

This table has been prepared on the following assumptions:

- All shares have been issued.
- the Company issues the maximum number of equity securities available under the 10% Placement Capacity.
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.

(e) Expiry of approval

The Company will only issue and allow the Equity Securities during the 10% Placement Period detailed in paragraph (c).

(f) Purpose of new issues

The Company may seek to issue the equity securities for the following purposes:

- cash consideration. As disclosed in recent ASX announcements and reports, the Company is actively pursuing further growth opportunities. Any funds raised using this additional 10% capacity may be used to grow the business and/or additional working capital to fund growth opportunities.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A (4) and 3.10.5A upon issue of any equity securities. In the event Resolution 4 is approved, when the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to the ASX:

- a list of allottees of 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
- the information required by Listing Rule 3.10.5A for release to the market.

(g) Allocation Policy

Allocations will be made by the Company dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. Allocations will be made considering, amongst other factors, the following:

- The time frame over which the Company will make placements under the approval;
- any specific intentions in relation to parties that it may approach to participate in a placement of equity securities;
- whether the Company will offer securities to existing security holders or any class or group of existing holders; and
- whether the securities will be offered exclusively to new investors who have not previously been security holders in the Company.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broker advisers (if applicable).

The allottees under this capacity have not been determined as at the date of this notice but may include new or existing shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Capacity will be the vendors of the new assets or investments.

(h) Details of new issues under Listing Rule 7.1A for previous years

The company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A in the 12 months preceding the date of the Annual General Meeting.

(i) Voting Exclusion Statement

A voting exclusion statement is included in the Notice for the purpose of Resolution 4.

Directors Recommendation – Resolution 4

Shareholders should note that all the directors approved the proposal to put resolution 4 to shareholders as outlined in the Notice of Meeting and this Explanatory Statement.

Each of the Directors, consider themselves qualified to make a recommendation in relation to the proposals.

Each of these Directors accordingly strongly recommends to members that they vote in favour of Resolution 4 proposed to be put to the meeting. Each Director makes the recommendation for the following reasons:

TABLE 1	
1	Bounty will require significant additional capital in 2021 for:
2	Participation in oil appraisal and development drilling on Bounty's existing Australian petroleum production and development projects.
3	Continued participation in seismic surveys and exploration drilling on its onshore oil and gas exploration projects.
4	Potential large capital contributions to the expense of exploration drilling in PEP 11, offshore Sydney Basin and other offshore exploration in Australia.
5	Bounty's other petroleum projects.
6	To allow the company the opportunity to participate in acquisition of additional petroleum production and/or investments and opportunities in Australia; and elsewhere.
7	Approval will permit Bounty to maintain its 15% equity security placement limit under the ASX Listing Rules, thereby allowing Bounty to raise additional capital without the time delays associated with seeking relevant approvals.

Directors Declarations – Resolution 4

The directors of Bounty declare that they have no interest in the outcome of proposed Resolution 4 if it is approved. Accordingly, the directors and officers of Bounty and their related entities intend voting in favour of Resolution 4.

Underwriting

The allotment and issue proposed by the Company in resolution 4 is not underwritten.

The Company will, however, pay a commission of up to 5% to licensed securities dealers or members of the ASX on the total funds raised by the proposed allotments referred to in resolution 4. The Company will in addition at the discretion of the Board pay a corporate fee to a maximum of 1% of the total funds raised by the proposed allotments referred to in resolution 4.

Share Price Information

The highest and lowest market sale prices of the Company's shares on the stock market of ASX during the three (3) months immediately preceding the date of lodgement of this Explanatory Statement and the respective dates of those sales were:

Highest: \$ 0.028 per share on 18 September 2020

Lowest: \$ 0.012 per share on 27 October 2020

The latest available market sale price of the Company's shares on the stock market of ASX prior to the lodgement of this Explanatory Statement was (\$0.014) 1.4 cents per share on 28 October 2020.

Enquiries

Shareholders who have any queries in respect of the matters set out in these documents, may contact the Administration Assistant, on +61 2 9299 2007 or email to: corporate@bountyoil.com

Definitions

In this Notice of Meeting and Explanatory Memorandum:

- **Annual General Meeting** or **Meeting** means the meeting convened by the Notice.
- **Associates** has the meaning given to that term in the Corporations Act
- **ASX** means Australian Securities Exchange Limited.
- **ASX Listing Rules** means the Listing Rules of ASX.
- **Board** means the board of directors of the Company.
- **Bounty** means Bounty Oil & Gas NL.
- **Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
- **Closely Related Party** of a member of the key management personnel means:-
 - a spouse or child of the member;
 - a child of the member's spouse;
 - a dependent of the member or the member's spouse;
 - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
 - a company the member controls; or,
 - a person prescribed by the Corporations Regulations 2001 (Cth).
- **Constitution** means the Company's constitution.
- **Corporations Act (Act)** means the Corporations Act 2001 (Cth).
- **Director(s)** mean the directors (or director) of the Company.
- **EDT** means Eastern Daylight Time as observed in Sydney, New South Wales.
- **Explanatory Statement** means the explanatory statement accompanying the Notice.
- **Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company
- **Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.
- **Proxy Form** means the proxy form accompanying the Notice.
- **Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.
- **Resolutions** means the resolutions set out in the Notice or any one of them, as the context requires.
- **Share** means a share in the Company.
- **Shareholder** means a shareholder in the Company.

Additional Information

Continuous Disclosure Obligations

The Company is a disclosing entity within the meaning of the Corporations Act and as such is subject to regular reporting and disclosure obligations pursuant to the Act and the ASX Listing Rules.

By order of the Board
BOUNTY OIL & GAS NL

Sachin Saraf
Company Secretary

Dated: 29 October 2020



Bounty Oil & Gas N.L. | ACN 090 625 353

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (EDT) on Wednesday, 25 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

