

29 March 2019

Receipt of Twelfth Supplementary Target's Statement

Red 5 Limited (ASX: RED) (**Red 5** or the **Company**) acknowledges that Bullseye Mining Limited ACN 118 341 736 (**Bullseye**) has lodged a Twelfth Supplementary Target's Statement in respect to the Company's off-market takeover bid for all the fully paid ordinary shares in Bullseye.

A copy of the Twelfth Supplementary Target's Statement is **attached** to this announcement.

ENDS

For more information:

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This is the Twelfth Supplementary Target's Statement under section 644 of the *Corporations Act 2001 (Cth)* issued by Bullseye Mining Limited ACN 118 341 736 (**Bullseye** or the **Company**) in relation to the off-market takeover bid for all the ordinary shares in the capital of Bullseye, on issue as at 5.00pm (Perth time) on 4 April 2018, by Red 5 Limited ACN 068 647 610 (**Red 5**) through its wholly owned subsidiary Opus Resources Pty Ltd ACN 099 235 533 (**Red 5 Offer**) and was approved by a resolution passed by the directors of Bullseye.

This Twelfth Supplementary Target's Statement supplements, and should be read together with, Bullseye's target's statement dated 27 April 2018 (**Target's Statement**), Bullseye's first supplementary target's statement dated 14 May 2018 (**First Supplementary Target's Statement**), Bullseye's second supplementary target's statement dated 28 May 2018 (**Second Supplementary Target's Statement**), Bullseye's third supplementary target's statement dated 19 July 2018 (**Third Supplementary Target's Statement**), Bullseye's fourth supplementary target's statement dated 27 July 2018 (**Fourth Supplementary Target's Statement**), Bullseye's fifth supplementary target's statement dated 21 August 2018 (**Fifth Supplementary Target's Statement**), Bullseye's sixth supplementary target's statement dated 7 September 2018 (**Sixth Supplementary Target's Statement**), Bullseye's seventh supplementary target's statement dated 10 September 2018 (**Seventh Supplementary Target's Statement**), Bullseye's eighth supplementary target's statement dated 20 September 2018 (**Eighth Supplementary Target's Statement**), Bullseye's ninth supplementary target's statement dated 7 November 2018 (**Ninth Supplementary Target's Statement**), Bullseye's tenth supplementary target's statement dated 20 February 2019 (**Tenth Supplementary Target's Statement**), and Bullseye's eleventh supplementary target's statement dated 22 February 2019 (**Eleventh Supplementary Target's Statement**). A copy of this Twelfth Supplementary Target's Statement was lodged with ASIC on 29 March 2019. Neither ASIC nor any of its officers take any responsibility for the content of this supplementary target's statement.¹

Consents

As permitted by ASIC Class Order 13/521, this Twelfth Supplementary Target's Statement contains statements that are made, or based on statements made, in documents lodged with ASIC or ASX. Pursuant to this Class Order, the consent of persons to whom such statement are attributed is not required for the inclusion of those statements in this Twelfth Supplementary Target's Statement.

Any Bullseye Shareholder who would like to receive a copy of any of the documents (or parts of the documents) that contain the statements which have been included pursuant to ASIC Class Order 13/521 may, during the Offer Period, obtain a copy free of charge (within 2 Business Days of the request) by contacting Bullseye.

Approval of Twelfth Supplementary Target's Statement

This Twelfth Supplementary Target's Statement has been approved by the Bullseye Board.

Signed for and on behalf of Bullseye Mining Limited by



Peter Joseph Burns FCMI (London)
Chairman

Bullseye Mining Limited



¹ Words and phrases defined in the Target's Statement have the same meaning in this Twelfth Supplementary Target's Statement (unless otherwise defined). This Twelfth Supplementary Target's Statement will prevail to the extent of any inconsistency with the Target's Statement, the First Supplementary Target's Statement, the Second Supplementary Target's Statement, the Third Supplementary Target's Statement, the Fourth Supplementary Target's Statement, the Fifth Supplementary Target's Statement, the Sixth Supplementary Target's Statement, the Seventh Supplementary Target's Statement, the Eighth Supplementary Target's Statement, the Ninth Supplementary Target's Statement, the Tenth Supplementary Target's Statement and the Eleventh Supplementary Target's Statement.



29 March 2019

Dear Shareholder,

Notice of Extraordinary General Meeting

As disclosed in the Company's Tenth Supplementary Target's Statement, the Board of Bullseye Mining Limited (**Company**) has received a further notice under section 249D of the Corporations Act from Bullseye shareholder Hongkong Xinhe International Investment Company Limited (**Xinhe**), again requesting that the directors of the Company call and arrange to hold a general meeting of the Company (**249D Notice**).

As you will be aware, the Company has notified Shareholders that an Extraordinary General Meeting (**EGM**) addressing the 249D Notice will be held at the office of the Company at Unit 2/5 Brolo Court, O'Connor, WA 6163 on Monday, 15 April 2019 starting at 10:30 am (WST).

A copy of the Notice of Meeting in respect of the EGM is annexed to this Twelfth Supplementary Target's Statement as **Annexure A**.

Notice of Annual General Meeting

As you will be aware, the Company has notified Shareholders that the 2018 Annual General Meeting (**AGM**) of the Company will be held at the office of the Company at Unit 2/5 Brolo Court, O'Connor, WA 6163 on Monday, 15 April 2019. The AGM is scheduled to commence at 12:30 pm (WST). If the EGM does not close by 12:30 pm (WST), the AGM will commence 15 minutes after the close of the EGM.

A copy of the Notice of Meeting in respect of the AGM is annexed to this Twelfth Supplementary Target's Statement as **Annexure B**.

Ongoing consideration of the Mullan Proposal

You will recall that in previous Supplementary Target's Statements the Company provided information in respect of the Mullan Proposal.

By way of update, the Board continues to consider the Mullan Proposal. Whether the Company proceeds with the Mullan Proposal remains to be determined by the Board in light of their assessment of the best interests of the Company.

If the Board determines that proceeding with the Mullan Proposal is in the best interests of the Company, it will ensure that the Company complies with the orders made by the Takeovers Panel dated 22 October 2018 in respect of this matter (**Orders**). Additional information in relation to the Orders is provided in the Company's Ninth Supplementary Target's Statement. Annexure C to the Ninth Supplementary Target's Statement comprises a copy of the Orders.

Joint Venture with RDG

The Seventh Supplementary Target's Statement disclosed that the Company had entered into a binding term sheet with ASX listed Resource Development Group Ltd (**RDG**) on 7 September 2018 in relation to the proposed disposal of 30% of Bullseye's interest in approx. 36km² of tenements forming part of Bullseye's North Laverton Gold Project.

The Eleventh Supplementary Target's Statement disclosed that the Company had signed two detailed, binding terms sheets with RDG which contain the agreed key commercial terms of the transaction for the establishment and operation of the new joint venture entity to be established with RDG.

The Company wishes to confirm that, except to the extent disclosed in the Eleventh Supplementary Target's Statement, there have been no changes to the material terms of the proposed joint venture with RDG since the date of the Seventh Supplementary Target's Statement.

What should you do now?

You should continue to **REJECT** the Red 5 Offer. To reject the Red 5 Offer, **DO NOT RESPOND** and **DO NOTHING** in relation to any documents sent to you by Red 5.

Shareholder Information Line

Bullseye shareholders who have questions about the Proposed Transactions can call Bullseye's Chairman, Peter J Burns on 0418 925 012.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Peter J Burns', written in a cursive style.

Peter Joseph Burns FCMI (London)
Chairman
Bullseye Mining Limited

Annexure A – Notice of Extraordinary General Meeting

BULLSEYE MINING LIMITED

ACN 118 341 736



BULLSEYE MINING LIMITED

ABN 37 118 341 736

NOTICE OF EXTRAORDINARY GENERAL MEETING

REQUISITIONED BY SHAREHOLDERS PURSUANT TO SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

TIME: 10:30am (WST)

DATE: Monday, 15 April 2019

PLACE: Bullseye Mining Limited Offices
Unit 2/5 Brolo Court
O'CONNOR WA 6163

The Directors unanimously recommend Shareholders

VOTE AGAINST

all resolutions set out in the notice of meeting. The Directors do not consider the resolutions to be in the best interests of the Company or its Shareholders.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61) 8 9331 6611.

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ACN 118 341 736

STATEMENT FROM THE CHAIRMAN

Dear Fellow Bullseye Shareholder,

On 15 February 2019, Bullseye Mining Limited ACN 118 341 736 (**Company**) again received a notice citing section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) requesting the Company call and arrange to hold a meeting of the members of the Company (**Requisition**). The Board has called and arranged to hold this Meeting pursuant to the Requisition and in accordance with the provisions of section 249D(5) of the Corporations Act.

The Requisition was received from Hongkong Xinhe International Investment Company Limited representing more than 5% of the issued Shares of the Company (**Requisitioning Shareholder**).

The purpose of the Requisition is to again seek to remove of all your current directors:

- **Mr Peter Joseph Burns;**
- **Ms Dariena Mullan;** and
- **Mr Peter Gerard Burns.**

and for the election of two new directors:

- **Mr Yiyang Qiu** (who is the son of the controlling shareholder and director of Xinhe and whose appointment the majority of Bullseye shareholders voted against at the previous general meeting held on 17 September 2018); and
- **Mr Mingyan Wang.**

Despite ongoing hostilities against the Company over the past year, your Board has worked tirelessly to enhance shareholder value and has generated substantial investment interest in the Company.

Numerous investors have shown themselves willing to fund the acceleration of our drilling programs and progress our flagship North Laverton Gold Project (**NLGP**) towards production. Investors have also been willing to fund the development of Bullseye's exciting mineral portfolio more generally. The Company has also recently secured a partnership with ASX-listed Resource Development Group (**RDG**) to assist with mine development and the construction of our gold processing plant – **our path towards pouring our first gold bar is effectively set!**

If the proposed resolutions are passed, your existing Board will be entirely displaced and a new board comprising the two nominees, Mr Yiyang Qiu and Mr Mingyan Wang, will be appointed in their place.

The Company is at a critical juncture in its evolution. Your Board believes that entirely displacing the current Board and appointing the two nominees, each having virtually no knowledge of Bullseye or its projects, will be disastrous for shareholders. **In effect, the Company's corporate and geological memory, built up over many, many years, would be wiped out.**

The Australian Dollar gold price has recently reached record highs. The Company, and its shareholders, do not have the luxury of allowing a new Board and management team the substantial time that will be

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required to attempt to become appraised of the extensive intellectual property, project and geological knowledge held by the current Bullseye team.

Displacing the entire Board will also affect many well-established relationships with key stakeholders, including RDG and will cause significant operational disruption to the Company.

Your Board strongly recommends that you **VOTE AGAINST ALL OF THE RESOLUTIONS** proposed by the Requisitioning Shareholders. Displacing the entire current Board is, in the Board's view, not in the best interests of Bullseye's shareholders.

For further information and a more personal insight into the views of your current Directors, **I urge you to read the 'Requisitioned Directors' Statement at Schedule 1** of this Notice. This Statement has been jointly prepared by your current Directors.

Shareholders should also note that the Resolutions contained in this Notice have been proposed pursuant to the Requisition and **not by the Board**. Further, shareholders should note that the statement set out at **Schedule 2** of this Notice has been provided by the Requisitioning Shareholder and **is not endorsed by the Board**.

Clearly the composition of the Board is a matter for Shareholders to determine and your Board will accept the decision of Shareholders at the meeting.

The composition of the Board of the Company is a critical decision for Shareholders and will have a bearing on the control, leadership and future direction of your Company. I therefore urge you to exercise your right to vote by either attending the meeting in person or by lodging the enclosed Proxy Form no later than 10:30am (WST) on 13 April 2019.

Yours sincerely,



Mr Peter Joseph Burns

Chairman

20 March 2019

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IMPORTANT INFORMATION

NOTICE RECORD DATE

The shareholders of the Company (**Shareholders**) recorded on the register at 5:00pm (WST) on Wednesday, 20 March 2019 will be entitled to receive this notice of extraordinary general meeting (**Notice**).

TIME AND PLACE OF MEETING

Shareholders are advised that the Extraordinary General Meeting (**EGM**) of the Company will be held on Monday, 15 April 2019 at the offices of the Company located at Unit 2/5 Brolo Court, O'Connor, Western Australia 6163, commencing at 10:30am (WST).

YOUR VOTE IS IMPORTANT

The business of the EGM affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporation Regulations 2001* (Cth) that the persons eligible to vote at the EGM are those who are registered Shareholders at 10:30am (WST) on 13 April 2019.

VOTING IN PERSON

To vote in person, attend the EGM at the time, date and place set out above.

VOTING BY PROXY

Shareholders have the right to a proxy for this EGM. To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Under the Corporations Act:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy Vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

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- if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands; and
- if the proxy is not the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Proxy Vote if appointment does not specify way to vote

The Chair of the EGM intends to vote undirected proxies **against** all Resolutions.

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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BUSINESS OF MEETING

AGENDA

1. RESOLUTION 1 – REMOVAL OF DIRECTOR (MR PETER GERARD BURNS)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“THAT pursuant to clause 12.18 of the constitution, Mr Peter Gerard Burns be removed as a Director of Bullseye Mining Limited with immediate effect.”

2. RESOLUTION 2 – REMOVAL OF DIRECTOR (MR PETER JOSEPH BURNS)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“THAT pursuant to clause 12.18 of the constitution, Mr Peter Joseph Burns be removed as a Director of Bullseye Mining Limited with immediate effect.”

3. RESOLUTION 3 – REMOVAL OF DIRECTOR (MS DARIENA CATHERINE ANN MULLAN)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“THAT pursuant to clause 12.18 of the constitution, Ms Dariena Catherine Ann Mullan be removed as a Director of Bullseye Mining Limited with immediate effect.”

4. RESOLUTION 4 – APPOINTMENT OF DIRECTOR (MR YIYANG QIU)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“THAT pursuant to clause 12.18 of the constitution, Mr Yiyang Qiu be appointed as a Director of Bullseye Mining Limited with immediate effect.”

5. RESOLUTION 5 – APPOINTMENT OF DIRECTOR (MR MINGYAN WANG)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“THAT pursuant to clause 12.18 of the constitution, Mr Mingyan Wang be appointed as a Director of Bullseye Mining Limited with immediate effect.”

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ENQUIRIES

If you have any questions about this Notice or the Proxy Form please contact the Company Secretary on (+61) 8 9331 6611.

By order of the Board



Peter Gerard Burns
Company Secretary
20 March 2019

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Board believe to be material to Shareholders in deciding whether or not to pass the Resolutions and forms part of the Notice of Meeting which should be read in its entirety.

As noted below, all Resolutions have been put forward by the Requisitioning Shareholder and **not by the Board** and accordingly the Company makes no representation that this Explanatory Statement provides all necessary information to enable Shareholders to determine how to vote on all or any of the Resolutions.

Similarly, the statement set out at Schedule 2 to this Notice has been provided by the Requisitioning shareholder and **not by the Board** (Statement). The Board is obliged by law to include the Statement. The Board does not endorse that Statement and the Company makes no representation as to the accuracy or completeness of the information it contains.

WHY IS THIS MEETING BEING HELD?

All the Resolutions are being put to Shareholders following the Company's receipt of a requisition from the Requisitioning Shareholder (who holds greater than 5% as at the date of the requisition of the votes that may be cast at the EGM) pursuant to section 249D of the Corporations Act (**Requisition**).

The Requisitioning Shareholder is Hongkong Xinhe International Investment Company Limited. The Requisitioning Shareholder holds more than 5% of the issued shares in the capital of the Company.

BOARD'S UNANIMOUS RECOMMENDATION ON HOW TO VOTE

The Board did not initiate this Meeting being called but rather it was obliged by law to hold this Meeting.

The Board does not endorse the Resolutions being put forward or being carried at this Meeting.

The Directors unanimously recommend Shareholders **VOTE AGAINST** Resolutions 1-5 as being in the best interests of the Company for the reasons described below.

Resolution Number	How to Vote
RESOLUTION 1 – Removal of Director (Mr Peter Gerard Burns)	AGAINST
RESOLUTION 2 – Removal of Director (Mr Peter Joseph Burns)	AGAINST
RESOLUTION 3 – Removal of Director (Ms Dariena Catherine Ann Mullan)	AGAINST
RESOLUTION 4 – Appointment of Director (Mr Yiyang Qiu)	AGAINST
RESOLUTION 5 – Appointment of Director (Mr Mingyan Wang)	AGAINST

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REASONS FOR VOTING AGAINST THE RESOLUTIONS

1 Influence over the affairs of the Company

The effect of the resolutions proposed by the Requisitioning Shareholder will be, if passed in their entirety, to completely replace your current Board. In the place of the Board will be a new Board comprised of two directors, Mr Yiyang Qiu and Mr Mingyan Wang, both nominated by the Requisitioning Shareholder (**New Board**).

Appointment of the New Board would place the Company in breach of section 201A(2) of the Corporations Act, which requires public companies, such as Bullseye, to have at least three directors. Your Board cannot support a proposal that would cause the Company to breach its regulatory obligations.

Furthermore, appointment of the New Board would result in 100% of your Board being nominated by the Requisitioning Shareholder. The Requisitioning Shareholder currently holds 21.62% of the Company's Shares. Your Board considers that if the resolutions set out in this Notice are passed, the Requisitioning Shareholder will gain a degree of influence over the affairs of the Company that is not commensurate with their shareholding and to the detriment of the Company's other shareholders.

The Board considers that this is an **opportunistic attempt** by the Requisitioning Shareholder to gain undue influence over the affairs of your Company. Your Board urges you to resist this attempt by voting against the resolutions set out in this Notice.

2 A distraction from our key task

You will be aware that over the past months your Board has been working hard to secure funding to ensure the Company's long term prosperity.

These efforts have been made despite the considerable restrictions imposed on the Board's activities by Red 5 Limited's off-market takeover bid for all the Shares in the Company (**Red 5 Offer**). While the Board considers the Red 5 Offer to be a non-genuine offer which is not in the best interests of the Company or its shareholders, the Board has nevertheless been subject to the restrictions it imposes.

Your Board considers the requisition lodged by the Requisitioning Shareholder to be yet another regrettable distraction from the fundamental task of your Board – ensuring the long term prosperity of the Company for the benefit of all of our shareholders.

Your Board is committed to securing appropriate long-term funding for the Company and will continue working hard to deliver this result. The Board regrets that the Company's limited executive and managerial resources have again been diverted from our fundamental task to address this distraction.

3 Business disruption, loss of geological & corporate history and loss of key relationships

The Board believes that it is **NOT** in the best interests of Shareholders to replace all of the existing Directors and appoint new nominees in their place.

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It is the Board's view that the proposed changes to the Board are likely to have a negative impact on the Company, including the loss of corporate history and relationships, highly valuable geological and project knowledge, as well as operational disruption and significant further management distractions.

In particular, the removal of Ms Mullan as a Director will see the Board lose the benefit of her significant skill and experience in the mining industry as well as her intimate knowledge of the Company's current and future projects. Ms Mullan's experience is described more fully at section 7.2, below. The Board considers that the Company derives significant benefit from Ms Mullan's experience and specific project knowledge. The Board is of the view that her removal would be to the great detriment of the Company.

4 Composition of the Board and Company direction potentially compromised

The selection process and other associations of nominated directors Mr Yiyang Qiu and Mr Mingyan Wang are not known.

The nominated directors were not part of the Company's Director appointment process. The Company has not had the proper time (nor been provided with the necessary information) to consider whether these nominated directors have the appropriate skills and experience required to act as Directors of the Company. Likewise, neither has the Company had time (nor been provided with the necessary information) to conduct the necessary background checks.

This situation can be likened to employing a job candidate without ever reviewing a resume or conducting an interview. This is certainly not the sort of risk Bullseye can afford to take at this critical stage of the Company's development.

The proper operation of the Board and, as a result, the Company, may be unduly disrupted by the appointment of the nominated directors in a context where those nominees' views on the future direction of the Company are unknown.

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5 RESOLUTION 1 – REMOVAL OF DIRECTOR (MR PETER GERARD BURNS)

5.1 General

Mr Peter Gerard Burns was appointed a Director on 16 August 2012 and was subsequently appointed as Company Secretary on 8 October 2013.

Resolution 1, together with Resolutions 2-5, are put to shareholders following receipt of the Requisition.

Resolution 1 is a resolution, proposed in the Requisition, seeking the removal of Mr Burns as a Director of the Company.

5.2 Background on Mr Peter Gerard Burns

Mr Burns holds a Bachelor of Business degree with a double major in Management and Marketing and is a Fellow of the Australian Marketing Institute and Member of the Australian Institute of Management.

Mr Burns has over 20 years professional experience in the areas of Business Development, Marketing and Management in various roles, held at both state and national levels. Mr Burns has 8 years public company experience, fulfilling the roles of Marketing Manager, General Manager and Executive Director of an ASX listed company.

Mr Burns has held the role of Executive Director of Bullseye for over 6 years and has played a key role in the identification, consolidation and successful development of the Company's flagship North Laverton Gold Project, incorporating the entire Dingo Range Greenstone Belt, which is proving to be a substantial asset for the Company.

Mr Burns has no other directorships in any public companies.

5.3 Directors' Recommendation

ALL Directors recommend that Shareholders **VOTE AGAINST** Resolution 1 for the reasons set out in this Explanatory Statement.

6 RESOLUTION 2 – REMOVAL OF DIRECTOR (MR PETER JOSEPH BURNS)

6.1 General

Mr Peter Joseph Burns was appointed a Director on 14 February 2006.

Resolution 2 is a resolution, proposed in the Requisition, seeking the removal of Mr Burns as a Director.

6.2 Background on Mr Peter Joseph Burns

Mr Burns is a Fellow of the Chartered Management Institute (London) and the founder and Chairman of Bullseye Mining Limited. He is an innovative entrepreneur, bringing a strong network of local and international contacts and business development experience to the Company.

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Mr Burns commenced his career working in construction and civil engineering, and then owned and operated his own marketing company for 16 years. Since 1988, he has developed a successful career in prestige real estate sales and property development, whilst also progressing his passion, being the development of Bullseye. Mr Burns has over 12 years' exploration mining experience.

Mr Burns has no other directorships in any public companies.

6.3 Directors' Recommendation

ALL Directors recommend that Shareholders **VOTE AGAINST** Resolution 2 for the reasons set out in this Explanatory Statement.

7 RESOLUTION 3 – REMOVAL OF DIRECTOR (MS DARIENA CATHERINE ANN MULLAN)

7.1 General

Ms Dariena Catherine Ann Mullan was appointed a Director on 26 July 2010.

Resolution 3 is a resolution, proposed in the Requisition, seeking the removal of Ms Dariena Catherine Ann Mullan as a Director.

7.2 Background on Ms Dariena Catherine Ann Mullan

Ms Mullan has been a valuable member of the Board of the Company since 26 July 2010.

Ms Mullan holds a Bachelor of Science Degree in Geology (Hons) from Trinity College Dublin. She has over 12 years' experience specialising in Australian Gold and has delineated over 1 million ounces of JORC Gold Resources during that time. She spent 4 years as a project geologist with an Australian Securities Exchange Listed top 200 Gold company where she worked in mine and project geology at large scale projects, located in Southern Cross and Leonora, Western Australia. Ms Mullan was the project geologist for a A\$10 million drilling program delivering both life of mine resources and mineable reserves of 10,000oz gold every month.

Ms Mullan has a strong background in field and underground mapping, igneous geochemistry and tectonic geomorphology. She has scheduled and coordinated over 100,000m of diamond core drilling and over 67,000m of reverse circulation drilling. Ms Mullan has strong local knowledge of the geology in the Southern Cross, Leonora and Laverton regions (where many of Bullseye's key assets are located).

Ms Mullan has held the role of Executive Director and Principal Geologist of the Company for over 8 years. Ms Mullan has played an instrumental role in the successful exploration and development of the Company's mineral portfolio, particularly the Company's flagship North Laverton Gold Project.

Ms Mullan has no other directorships in any public companies.

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7.3 Directors' Recommendation

ALL Directors recommend that Shareholders **VOTE AGAINST** Resolution 3 for the reasons set out in this Explanatory Statement.

8 RESOLUTION 4 – APPOINTMENT OF DIRECTOR (MR YIYANG QIU)

8.1 General

Resolution 4 is a resolution, proposed in the Requisition, seeking the appointment of Mr Yiyang Qiu as a Director of the Company.

8.2 Background on Mr Yiyang Qiu

No detailed information has been provided by the Requisitioning Shareholder in relation to the background of the nominee director Mr Yiyang Qiu beyond that set out in the Statement at Schedule 2 to this Notice. It is, however, noted that the appointment of Mr Yiyang Qiu was voted against by the majority of Bullseye shareholders at the previous general meeting held on 17 September 2018 and that Mr Yiyang Qiu is the 26 year old son of the Xinhe director and controller Wei Huang.

8.3 Directors' Recommendation

ALL Directors recommend that Shareholders **VOTE AGAINST** Resolution 4 for the reasons set out in this Explanatory Statement.

9 RESOLUTION 5 – APPOINTMENT OF DIRECTOR (MR MINGYAN WANG)

9.1 General

Resolution 5 is a resolution, proposed in the Requisition, seeking the appointment of Mr Mingyan Wang as a Director of the Company.

9.2 Background on Mr Mingyan Wang

No detailed information has been provided by Requisitioning Shareholder in relation to the background of the nominee director Mr Mingyan Wang beyond that set out in the Statement at Schedule 2 to this Notice.

9.3 Directors' Recommendation

ALL Directors recommend that Shareholders **VOTE AGAINST** Resolution 5 for the reasons set out in this Explanatory Statement.

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DEFINITIONS AND INTERPRETATION

In this Notice of Extraordinary General Meeting, the following terms have the following meaning unless the context otherwise requires:

"Board"	means the current board of directors of the Company.
"Company"	means Bullseye Mining Limited ACN 118 341 736.
"Constitution"	means the constitution of the Company.
"Corporations Act"	means the <i>Corporations Act 2001</i> (Commonwealth) and all regulations made pursuant to such legislation, as amended from time to time.
"Director"	means a director of the Company.
"RDG"	means Resource Development Group Limited ACN 149 028 142.
"Requisitioning Shareholder"	means Hongkong Xinhe International Investment Company Limited.
"Resolution"	means the resolutions set out in this Notice of Extraordinary General Meeting, or any one of them, as the context requires.
"Share"	means a fully paid ordinary share in the capital of the Company.
"Shareholder"	means a registered holder of a Share.
"WST"	means Western Standard Time as observed in Perth, Western Australia.

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SCHEDULE 1: REQUISITIONED DIRECTORS' STATEMENT FROM MR PETER JOSEPH BURNS, MS DARIENA MULLAN AND MR PETER GERARD BURNS

Dear Fellow Bullseye Shareholder,

As you are aware, unsolicited and hostile events aimed by other parties seeking to take control of Bullseye, have materially hindered the progression and development of our Company over the past year. From our discussions with most of our shareholders, it is clearly evident that everyone has had enough of receiving correspondence from Red 5, Mr Wu and our major shareholder Hong Kong Xinhe International Investment Company (**Xinhe**).

It appears that these parties wish to continue to angle for control of Bullseye, without paying any premium for control (as would be expected) and a fair price to all Bullseye shareholders – rather, they continue to pursue a low-cost and underhanded strategy, to continually discredit the Bullseye board, seek to purchase a number of additional shares from unsuspecting Bullseye shareholders to effect control (currently happening), and then seek to gain control of the Board of your Company (via this Requisition), to the potential detriment of all other Bullseye shareholders.

Bullseye shareholders need to be aware of the game-plan, that is to underhandedly take control of your company - We must ensure that we all stand up against it.

Despite this turbulent, incredibly costly and time-consuming ongoing threat to the Company, your Board has continued to use our best efforts to move the company forward. In addition to fighting off the continual underhanded threat, we have generated substantial investment interest in the Company. Numerous investors have shown themselves willing to fund the acceleration of our drilling programs and progress our flagship North Laverton Gold Project (**NLGP**) towards production. Investors have also been willing to fund the development of the rest of Bullseye's exciting and valuable mineral portfolio more generally. The Company has also recently secured a partnership with ASX-listed Resource Development Group (**RDG**) to assist with mine development and construction of our gold processing plant – **our pathway towards pouring our first gold bar is effectively set!**

Given the positive steps made towards production outlined above, it is very frustrating that we now have another time wasting and costly interruption to the Company, hereby writing to you to hold yet another General Meeting of Shareholders to determine the composition of the Board of your Company. This General Meeting of Bullseye shareholders, instigated by Xinhe, is again seeking to remove of all your current directors:

- **Mr Peter Joseph Burns;**
- **Ms Dariena Mullan;** and
- **Mr Peter Gerard Burns.**

and install in their place two new directors:

BULLSEYE MINING LIMITED

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- **Mr Yiyang Qiu** (who is the son of the controlling shareholder and director of Xinhe and whose appointment the majority of Bullseye shareholders voted against at the previous general meeting held on 17 September 2018); and
- **Mr Mingyan Wang.**

If the proposed resolutions are passed, your existing Board will be entirely displaced and a new board comprising the two nominees, Mr Yiyang Qiu and Mr Mingyan Wang, will be appointed in their place.

The Company is at a critical juncture in its evolution. Your Board believes that entirely displacing the current Board and appointing the two nominees, each having virtually no knowledge of Bullseye or its projects, will be **disastrous** for our shareholders. **In effect, the Company's corporate and geological memory, built up over many, many years, would be wiped.**

The Australian Dollar gold price has recently reached record highs. The Company, and its shareholders, do not have the luxury of allowing a new Board and management team the substantial time that will be required to attempt to become appraised of the extensive intellectual property, project and geological knowledge held by the current Bullseye team.

The displacement of the entire Board will also affect many well-established relationships with key stakeholders, including RDG, and will cause significant operational disruption to the Company.

We wish to provide you with a brief summary of:

1. Where Bullseye has come from;
2. Bullseye's current position; and, most importantly
3. Where Bullseye is going under the leadership of your current Board.

WHERE HAS BULLSEYE COME FROM?

As most shareholders are aware, Bullseye was a 'start-up' company with virtually nothing at the time of inception. Primarily through the efforts of your current Board, the Company has accumulated and developed the enviable and valuable mineral portfolio which Bullseye has today - comprising of our flagship North Laverton Gold Project (encompassing the successful consolidation of virtually the entire Dingo Range Greenstone Belt with over 800+km² of highly prospective tenure), our Southern Cross Gold Project and our Aurora Gold Project.

Despite the constant discrediting of the Bullseye Board by Xinhe and others, your current Board are extremely proud of what has been achieved and we believe it sets a very strong foundation to deliver significant value to our shareholders. This is independently reinforced by the substantial investment interest in the Company from numerous investors, willing to fund the Company's requirements and also by Bullseye recently

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partnering with experienced mine and infrastructure company, ASX-listed Resource Development Group Limited (RDG).

BULLSEYE'S CURRENT POSITION

Since acquiring our first tenements at the North Laverton Gold Project (NLGP) in 2014, Bullseye's talented in-house geological team, led by Executive Director and Principal Geologist Dariena Mullan, has undertaken extensive exploration works at the NLGP. These exploration works have included a number of large-scale drilling programs, totalling over 67,000 metres of drilling, so far.

Following Bullseye's successful drill programs to date, the NLGP has been developed to now include **5 new areas of gold mineralisation**, being: **Bungarra, Boundary, Stirling, Neptune** and **Hurley's**. Further Mineral Resource development works are ongoing following the successful drilling of the Hurley's gold deposit, extensional drilling at the Boundary deposit and the exciting and newly discovered high-grade Neptune gold deposit. It is anticipated that these ongoing Mineral Resource development works, as well as the existing Bullseye team's ever increasing understanding of the geological controls on gold mineralisation, will increase the overall combined NLGP Mineral Resources and life of mine (LOM) of the project, with the aim to develop a new gold mining centre in the North Eastern Goldfields.

Despite the turbulent interruptions to Bullseye's operations over the past year, the Bullseye exploration team has continued with our regional geochemical soil sampling programs to assist with generating further drill targets for later stages of the exploration strategy to extend the LOM at the NLGP. Bullseye has experienced success in using geochemistry to enhance drill targeting at the NLGP, with such works being a precursor to the discovery of the new high-grade Neptune deposit. Recent soil sampling works have identified new target areas, now named as: **Freemans, St. Francis, Boundary North, Red Cloud, Eclipse** and **Bungarra West**, as well as a number of further new anomalies which have been identified to the South East of the Dingo Range Greenstone Belt.

WHERE IS BULLSEYE GOING?

Bullseye has developed a systematic exploration and development strategy for the NLGP, which is occurring over a number of stages. Bullseye has currently reached Stage 4 of this strategy, with progress to date and planned next steps detailed below:

Stage 1 of the exploration strategy saw the successful drilling of the Bungarra deposit in 2014;

Stage 2 of the exploration strategy saw the successful drilling of the Bungarra, Boundary and Stirling deposits in 2015 to develop the LOM of the NLGP;

Stage 3 of the exploration strategy was undertaken in 2016 and 2017 with NLGP geochemical soil sampling and drilling at Boundary, Neptune and Hurley's;

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Stage 4 (Current) assuming shareholders vote to retain your current Board and assuming requisite funding is put in place, your current Board plans to immediately progress Stage 4 of the exploration strategy with further, extensional drilling of the Boundary and Neptune deposits. Drilling is also planned to immediately progress at the additional 5 newly identified NLGP targets at: **Freemans, St. Francis, Boundary North, Red Cloud and Eclipse**. The outlined 10 gold prospects (5 already drilled, 5 yet to be drilled) are located in very close proximity, being within a radius of 15 kilometres of one another.

Bullseye's exploration strategy is to drill at each prospect with the aim of creating a series of satellite deposits, that when mined together, can share the upfront capital expenditure requirements and can reduce the overall mining and processing costs.

This drilling aims to extend the LOM at the NLGP to support the low-cost operating solution, followed by completion of the Bankable Feasibility Study (**BFS**) to develop the NLGP as a stand-alone gold mining operation, with its own on-site gold processing plant.

Bullseye has recently entered into the transaction with ASX-listed Resource Development Group Limited (**RDG**), to provide Bullseye with a strong and experienced processing plant and mine development partner.

Stage 5 (Future) of the exploration strategy is to commence in 2019/2020 and ongoing, with further extensional drilling. Bullseye expect to have generated additional exploration targets from the on-ground geochemical soil sampling and regional geological mapping that will be conducted every field season at the NLGP.

In parallel to the planned further exploration works, and assuming satisfactory outcomes from the BFS, it is anticipated that licensing and construction of the on-site gold processing plant would progress in parallel with these ongoing exploration works, with the ultimate goal of achieving steady state gold production at the NLGP.

Production Development Joint Venture with Resource Development Group (RDG)

On 10 September 2018, we were very pleased to advise that Bullseye had executed a binding term sheet with ASX-listed Resource Development Group (RDG). Further binding agreements were signed with RDG on 22 February 2019 which set out the agreed key commercial terms of the transaction with RDG, for the establishment and operation of a new joint venture entity, with the objective of advancing our North Laverton Gold Project towards production.

RDG is an experienced provider of 'whole of project' contract construction and mining services, including: fabrication, installation, major maintenance, shutdown management, crushing and screening and other mining related contracting services, and will work collaboratively with Bullseye to complete the bankable feasibility study (**BFS**) at the NLGP. Assuming satisfactory outcomes of the BFS, RDG along with capability to be developed within the new joint venture company, will provide the expertise for the design and construction of a planned gold processing plant, as well as mine development and infrastructure services.

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A combination of services to be provided by RDG and also capability to be developed within the new joint venture company is expected to provide the expertise required for mine development, along with the design, construction and operation of our own gold processing plant for ore from our highly sought-after flagship North Laverton Gold Project.

Once developed, the plant should enable the Company to control the processing of our ore and so our destiny!

Upon completion of the RDG transaction, the new joint venture company will hold 36km² of Bullseye's North Laverton Gold Project (NLGP) tenements, comprising of mining leases M37/1309, M37/108, M37/519 and M37/1167, with Bullseye holding the majority 70% interest in the joint venture company and RDG holding the remaining 30% interest.

The remainder of Bullseye's 800+km² NLGP tenements will remain 100% owned by Bullseye, as well as all other Bullseye projects, including the Southern Cross Gold Project and Aurora Gold Project.

Southern Cross Gold Project

Bullseye's Southern Cross Project consists of a series of satellite tenements surrounding the Hopes Hill mine site in Southern Cross. Hopes Hill was the site of a historic on-site processing plant in the late 1980s/early 1990s. Consequently, the Hopes Hill site is large enough to host a new gold processing plant and existing infrastructure including haul roads, power and water, link the Bullseye satellite portfolio at Southern Cross to Hopes Hill.

Assuming shareholders vote to retain your current Board and assuming requisite funding is put in place, drilling is planned to commence at Southern Cross in 2019, with permits to drill granted. The Bullseye field crew have collected over 3,000 geochemical soil samples at Southern Cross which will support and enhance drill targeting for our upcoming 2019 drill programs.

The ultimate aim at Southern Cross is to develop a series of satellite gold deposits, that when mined together, can support the upfront capital costs of an onsite gold processing plant at Hopes Hill, and through economies of scale, create a low-cost operating cost/tonne for the Southern Cross Project.

Aurora Gold Project

The Aurora Gold Project is located on the Marda Greenstone Belt, approximately 200km North from Southern Cross town. The Marda Greenstone Belt is significantly under-explored and Bullseye hold a substantial and prospective landholding at Aurora, in excess of 300km².

Bullseye has undertaken soil sampling activities during the year and assuming shareholders vote to retain your current Board and assuming requisite funding is put in place, we will continue these activities in 2019, with plans to collect over 5,000 geochemical soil samples. Results from this soil sampling will support and enhance drill targeting for upcoming drilling activities planned at Aurora.

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Board and Management

In line with the planned ramp-up for the Company in 2019, plans are underway for the Bullseye Board, management and technical teams to expand to bring in additional high calibre, skilled people to oversee the successful project development and expansion. Following the successful implementation of the RDG transaction, Mr Andrew Ellison, Chairman of RDG will join the Bullseye Board and we will seek further well credentialed personnel to join the Bullseye Board and team going forward to meet our growth objectives.

CONCLUSION

At this critical juncture in your Company's development, we ask you to **think very carefully about the impact of displacing your entire current Board and the potential impact this could have on your investment and the future of the Company.**

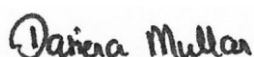
We strongly recommend that you **VOTE AGAINST ALL OF THE RESOLUTIONS** proposed by the Requisitioning Shareholders. Displacement of the entire current Board is in our view not in the best interests of Bullseye shareholders.

We continue to believe 2019 will be a transformative year for Bullseye and we greatly appreciate your strong and continued support.

Yours sincerely,



Peter J Burns
Chairman



Dariena Mullan
Executive Director



Peter G Burns
Executive Director

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SCHEDULE 2: REQUISITIONING SHAREHOLDER STATEMENT

To: The Directors
Bullseye Mining Limited
From: Hongkong Xinhe International Investment Company Limited

Request under section 249P of the *Corporations Act 2001* (Cth)

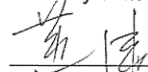
Hongkong Xinhe International Investment Company Limited (**Xinhe**) is the holder of more than 5% of the shares in Bullseye Mining Limited (ACN 118 341 736) (**Company**).

On 15 February 2019, Xinhe requested a general meeting of shareholders of the Company pursuant to section 249D of the Corporations Act 2001(Cth) (**Corporations Act**) (**General Meeting**).

In accordance with section 249P of the Corporations Act, Xinhe requests that the Company provide to all its members, a statement by Xinhe about resolutions to be proposed at the General Meeting and matters that may be properly considered at that meeting (**Members' Statement**).

For the purposes of section 249P(1), a copy of the Members' Statement is set out in the Annexure. We trust that the Company will distribute to all its members, a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as the Company gives notice of the General Meeting in accordance with section 249P(6) of the Corporations Act.

**Executed by Hongkong Xinhe
International Investment Company
Limited** in accordance with section 127 of
the *Companies Ordinance* (Cap. 622) by
authority of its directors:



Director Signature

Wei Huang

Print Name

BULLSEYE MINING LIMITED

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Annexure

26 February 2019

Dear fellow Bullseye shareholder,

As Bullseye's largest investor, we are seriously concerned about the direction of the Company. Under the leadership of the current board, the Company has:

- 1 failed to deliver on its core operational mandate – to bring the Company's mining interests into production;
- 2 applied Company funds in commencing proceedings before the Takeovers Panel against its major shareholders, which failed at the first step;
- 3 endeavoured to engage in related party dealings which were found by the Takeovers Panel to give rise to unacceptable circumstances;
- 4 entered into a binding term sheet with Resource Development Group Limited (**RDG**) to divest a 30% equity interest in mining tenements owned by Bullseye (**RDG Proposal**) and a separate loan with RDG for an amount of A\$1.5m while failing to acknowledge or inform shareholders of an alternate funding proposal by Xinhe, which would have entitled shareholders to participate on a pro rata basis.

Joint Venture with RDG

Xinhe believes that the current RDG Proposal is inadequate. It appears to Xinhe that the Board has rushed to accept a deal just to show that it is "actually doing something". The RDG Proposal does not advance the development of Bullseye's assets in any material respect. Nor is there any identifiable plan to do so. Xinhe is concerned that the RDG Proposal will result in a reduction of Bullseye's shareholding in the NLGP asset to 70%.

Given the Board's willingness to enter into deals such as the Mullan Proposal and the RDG Proposal, how do shareholders know that the Board will not agree to dilute the assets of Bullseye further? As a result of the board being unwilling to collaborate with its major shareholder, Bullseye is at risk of losing control over its key asset.

Takeovers Panel Proceedings

On 3 October 2019, the Takeovers Panel made a declaration of unacceptable circumstances in relation to the affairs of Bullseye. This declaration related to the "Mullan Proposal", a transaction between Bullseye and Ms Dariena Mullan's father. Xinhe believes the Mullan Proposal would have transferred significant value and control over Bullseye to Mr Mullan at the expense of current shareholders and took the matter to the Takeovers Panel to protect its interests, and the interests of all shareholders, against the value destructive Mullan Proposal, which the Panel declared as unacceptable.

AGM and Financial reports

Beyond these grave matters, and of even greater concern, the Bullseye Board has failed its shareholders (and continues to fail them) in two critical and fundamental respects. First, Bullseye has failed to lodge its audited financial statements for FY2018. This failure constitutes a serious breach of the Corporations Act and also reflects a potential issue with the report itself. Secondly, Bullseye has failed to convene and hold its AGM within the time limit required by the Corporations Act. The provision of audited annual financial statements and the holding of an AGM are two fundamental requirements of a public company. As a result of this failure, Bullseye shareholders are being denied critical information in relation to the financial position of Bullseye (including the view of independent auditors), and are being denied a statutorily mandated opportunity to hold the Board to account via the AGM. The Bullseye Board has failed to provide any explanation for these failures.

BULLSEYE MINING LIMITED

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The AGM is an important meeting for shareholders. It provides all shareholders with an opportunity to question the Board and the auditor. Also, under Bullseye's constitution, one third of all directors are required to retire prior to the AGM so that shareholders can consider and vote on their re-election. The failure to hold an AGM creates a serious concern that the Board has something to hide from shareholders. It has not been able to produce audited accounts, and the Board clearly does not consider it necessary or appropriate to stand before shareholders and be held to proper account.

We, the Shareholders of Bullseye, collectively bare the cost and the risk of the ongoing governance failure of the current Board.

Improved directorship quality

Xinhe believes that the current Board, and in particular Messrs Burns, lack suitable experience to develop mining tenements and do not hold the skills and expertise required to enable the Company to progress the development of the Bullseye projects to the production stage.

Xinhe proposes the nomination of Dr Mingyan Wang and Mr Yiyang Qiu to the role of directors of the Company. Xinhe believes that they are more suitable for directorship than those proposed for removal as they both bring a wealth of experience and skills that the current Board lacks, including but not limited to Dr Wang's Ph.D qualification in geology and decades of experience in both exploration and processing and Mr Qiu's relationships with existing major shareholders, which will help to facilitate safe and affordable funding for the foreseeable future. The composition of the new Board consisting of Dr Wang and Mr Qiu will:

- 1 increase transparency with shareholders by providing audited financial statements and holding an annual general meeting with members of the Company soon after a thorough investigation has been carried out; and
- 2 have the potential to attract further high calibre appointments to the Board. Xinhe has already approached many professionals in the field. Many indicated that they are unwilling to work with Bullseye's existing board.

Conclusion

Based on the actions of the Board and the Company, we believe that shareholders are being treated with contempt through the unexplained failure of the Board to comply with basic requirements of the Corporations Act. There has been a complete failure in the Company's corporate governance. Contrary to what the Board may lead you to believe, Xinhe is not looking to steal the company. Xinhe is concerned that the millions of dollars it has invested in the company and which has been invested by fellow shareholders are being used not to drive the best outcomes for shareholders. We seek your support to the proposed resolutions.

Kind regards,

Mr Wei Huang

Director

Hongkong Xinhe International Investment Company Limited

BULLSEYE MINING LIMITED

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Proxy Form

Appointment of Proxy
Bullseye Mining Limited

EXTRAORDINARY GENERAL MEETING

I/We (name of Shareholder).....

of (address).....

Being a Shareholder of Bullseye Mining Limited entitled to attend and vote at the Extraordinary General Meeting, hereby appoint:

(name).....

of (address).....

OR



The Chair of the Extraordinary General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Extraordinary General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Extraordinary General Meeting of Bullseye Mining Limited to be held on Monday, 15 April 2019 at the offices of Bullseye Mining Limited, Unit 2/5 Brolo Court, O'Connor, Western Australia 6163, commencing at 10:30am (WST), and at any adjournment thereof.

The Chair of the Extraordinary General Meeting intends to vote undirected proxies against all Resolutions.

Voting on Business of the Extraordinary General Meeting

	For	Against	Abstain
Resolution 1 Removal of Director (Mr Peter Gerard Burns)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Removal of Director (Mr Peter Joseph Burns)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Removal of Director (Ms Dariena Catherine Ann Mullan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Appointment of Director (Mr Yiyang Qiu)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Appointment of Director (Mr Mingyan Wang)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: if you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is.....%.
(An additional proxy form will be supplied by the Company on request).

Signature of Shareholder(s)

Date_____

Individual or Shareholder 1

Sole director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

BULLSEYE MINING LIMITED

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Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A Shareholder who is entitled to attend and vote at an Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company
2. **(Direction to Vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of the business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item, the vote will be invalid on that item.
3. **(Signing Instructions)**
 - **(Individuals):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a Certified Copy 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, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Extraordinary General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Extraordinary General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Extraordinary General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed proxy form and return by:
 - a. Post to Bullseye Mining Limited PO Box 455, Fremantle WA 6959; or
 - b. Facsimile to the Company on Facsimile Number +61 8 9228 0706; or
 - c. Email to the Company at peter.burns@bullseyemining.com.au (Scanned version of form only)

so that it is received **no later than 48 hours prior** to the commencement of the Extraordinary General Meeting.

Proxy forms received later than this time will be invalid.

Annexure B – Notice of 2018 Annual General Meeting

BULLSEYE MINING LIMITED

ACN 118 341 736



BULLSEYE MINING LIMITED

ABN 37 118 341 736

NOTICE OF ANNUAL GENERAL MEETING

TIME:	12:30pm (WST)
DATE:	Monday, 15 April 2019
PLACE:	Bullseye Mining Limited Offices Unit 2/5 Brolo Court O'CONNOR WA 6163

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary (+61) 8 9331 6611.

BULLSEYE MINING LIMITED

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Business of the Meeting (Setting out the proposed resolutions)	4
Explanatory Statement (Explaining the proposed resolutions)	6
Glossary	18
Proxy Form	31

IMPORTANT INFORMATION

NOTICE RECORD DATE

The shareholders of Bullseye Mining Limited (**Shareholders**) recorded on the register at 5:00pm (WST) on Wednesday, 20 March 2019 will be entitled to receive this notice of annual general meeting (**Notice**).

TIME AND PLACE OF MEETING

Shareholders are advised that the 2018 Annual General Meeting (**AGM**) of Bullseye Mining Limited (**Company**) will be held on Monday, 15 April 2019 at the offices of the Company located at Unit 2/5 Brolo Court, O'Connor, Western Australia 6163, commencing at 12:30 pm (WST).

The Company is holding an EGM at 10.30am (WST) on the same day, prior to the AGM. If the EGM does not close by 12.30pm (WST), the AGM will commence 15 minutes after the close of the EGM.

YOUR VOTE IS IMPORTANT

The business of the AGM affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The directors have determined pursuant to Regulation 7.11.37 of the *Corporation Regulations 2001* (Cth) that the persons eligible to vote at the AGM are those who are registered Shareholders at 12:30pm (WST) on 13 April 2019.

VOTING IN PERSON

To vote in person, attend the AGM at the time, date and place set out above.

BULLSEYE MINING LIMITED

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VOTING BY PROXY

Shareholders have the right to a proxy vote for this AGM. To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Under the Corporations Act:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy Vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands; and
- if the proxy is not the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Proxy Vote if appointment does not specify way to vote

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of all Resolutions.

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies;
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BULLSEYE MINING LIMITED

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BUSINESS OF MEETING

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditors, for the year ended 30th June 2018.

2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR – MS DARIENA CATHERINE ANN MULLAN

To consider and, if thought fit, to pass, with or without amendment, the following as an ordinary resolution:

“That, for the purpose of clause 12.11 of the Constitution and for all other purposes, Ms Dariena Catherine Ann Mullan, a Director retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 2 – GENERAL APPROVAL TO DISREGARD ANY RED 5 OFFER

To consider and, if thought fit, to pass, with or without amendment, the following as an ordinary resolution:

“That, if Red 5 makes a New Red 5 Offer, then for the purposes of the Takeovers Panel policy on frustrating action and for all other purposes, the Company is authorised to disregard the restrictions imposed under any conditions to the New Red 5 Offer, unless and until the offer price under the New Red 5 Offer exceeds 10 cents per Share[^] and the offer is a “genuine offer” (each determined in accordance with the Explanatory Statement).”

4. RESOLUTION 3 – APPROVAL OF INTERIM FINANCING PROPOSAL

To consider and, if thought fit, to pass, with or without amendment, the following as an ordinary resolution:

“That, if Red 5 makes a New Red 5 Offer, and implementation of the Interim Financial Proposal would breach one or more conditions of the New Red 5 Offer, then for the purposes of the Takeovers Panel policy on frustrating action, approval is given for the Company to raise funds by implementing the Interim Financial Proposal, on the terms set out in the Explanatory Statement.”

[^] The Board wishes to highlight that this threshold price is not indicative of the value of Bullseye Shares and does not indicate that the Board would recommend a New Red 5 Offer at this price. The Board considers that an offer price of 10 cents or below is so low that it does not justify the cost or time spent by Bullseye management in considering that offer.

BULLSEYE MINING LIMITED

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ENQUIRIES

If you have any questions about this notice or the Proxy Form please contact the Company secretary at +61 8 9331 6611.

By order of the Board

A handwritten signature in black ink, appearing to read 'P. Burns', with a long horizontal stroke extending to the right.

Peter Gerard Burns
Company Secretary
20 March 2019

BULLSEYE MINING LIMITED

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Financial Statements and Reports

There is no requirement for Shareholders to approve the Financial Statements and Reports of the Company.

Shareholders will be offered the following opportunities at the Annual General Meeting:

- (a) discuss the Financial Statements and Reports for the financial year ended 30 June 2018; and
- (b) ask questions or make comment on the management of the Company.

2. Resolution 1 – Re-election of Director - Ms Dariena Catherine Ann Mullan

The Constitution requires that at each annual general meeting of the Company, the following Directors must retire:

- (a) one third of the Directors, or if their number is not a multiple of 3, the number nearest one third; and
- (b) any other Director (except a Managing Director) who has been in office for 3 years or more since that Director's election or last re-election as a Director.

The Directors to retire by rotation at an annual general meeting are those who have been the longest in office since their last election.

A Director who retires by rotation under the Constitution is eligible for re-election as a Director. The Company currently has 3 directors and accordingly 1 must retire.

Ms Dariena Catherine Ann Mullan (**Ms Mullan**), being the Director longest in office since her last re-election on 4 December 2015, retires by rotation and seeks re-election.

Ms Mullan has been a valuable member of the Board of the Company since July 2010. She holds a Bachelor of Science Degree in Geology (Hons) from Trinity College Dublin. Ms Mullan has over 12 years' experience specialising in Australian Gold and has delineated over 1 million ounces of JORC Gold Resources during that time. She spent 4 years as a project geologist with an Australian Securities Exchange Listed top 200 Gold company where she worked in mine and project geology at large scale projects, located in Southern Cross and Leonora, Western Australia. Ms Mullan was the project geologist for a A\$10 million drilling program delivering both life of mine resources and mineable reserves of 10,000oz gold every month. Ms Mullan has a strong background in field and underground mapping, igneous geochemistry and tectonic geomorphology. She has scheduled and coordinated over 100,000m of diamond core drilling and over 67,000m of reverse circulation drilling. Ms Mullan has strong local knowledge of the geology in the Southern Cross, Leonora and Laverton regions (where many of Bullseye's key assets are located). Ms Mullan has held the role of Executive Director and Principal Geologist of Bullseye for over 8 years. Ms Mullan has played an instrumental role in the successful exploration and development of Bullseye's mineral portfolio, particularly the Company's flagship North Laverton Gold Project. Ms Mullan has no other directorships in any public companies.

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Effect of Xinhe Requisition on the re-election of Ms Mullan

As previously advised, Hong Kong Xinhe International Investment Company Limited (**Xinhe**) has requisitioned a shareholders meeting under s 249D of the Corporations Act to remove the existing Board (including Ms Mullan) and appoint 2 of its nominees as the sole directors of the Company (**Xinhe Requisition**). It is intended that the shareholder meeting for the Xinhe Requisition (**Requisitioned Meeting**) will be held at 10.30am (WST) on 15 April 2019.

If Ms Mullan is removed as a director at the Requisitioned Meeting, the Constitution requires another director to retire by rotation at the AGM (even if all of the directors as at the time of the AGM were appointed at the Requisitioned Meeting). Accordingly, the resolution to re-elect a retiring director will be considered at an adjournment of the AGM to be held 14 days following details of the name and qualifications of the director who will retire by rotation being given to shareholders. The Board also notes that any director appointed by the Board after the Requisition Meeting but prior to any adjournment AGM can and should also seek re-election at the adjourned AGM.

3. Background to Resolutions 2 and 3

Important Note: Shareholders should read this notice of meeting in its entirety. It is important to understand the context to Resolutions 2 and 3 when voting on those matters and not to consider specific statements in isolation and out of context.

Why resolutions 2 and 3 are required even though the Red 5 Offer will lapse on 11 April 2019

As previously advised, over 1 year ago, on 19 February 2018, Red 5 Limited (ASX:RED) (**Red 5**) announced to the market its intention to make a conditional off-market takeover bid under the Corporations Act (**Red 5 Offer**) for all of the Bullseye Shares (**Red 5 Offer**).¹ The offer opened on 12 April 2018 and will expire as a matter of law on 11 April 2019. Red 5's recent attempt to extend its offer to 12 April 2019 is inconsistent with the requirements of the Corporations Act and is ineffective to extend its offer past 11 April 2019.

As mentioned below, the Red 5 Offer is not considered to be a genuine offer and its motives for proceeding with the offer are questioned by the Company. Notwithstanding that the Red 5 Offer will expire before the AGM, your Board considers that there may be a possibility that Red 5 will seek to make a new takeover offer for shares in Bullseye (**New Red 5 Offer**) after the expiry of the existing Red 5 Offer. Accordingly, Resolutions 2 and 3 have been proposed to provide guidance to the Board on how to deal with any New Red 5 Offer. Resolutions 2 and 3 are advisory only.

The Board recognises that if the terms of the current Red 5 Offer change, or any New Red 5 Offer is made on different terms, it may be in Shareholders' interests for the Shareholders to be given an opportunity to re-consider the offer. If this arises, the Board will reassess whether the bid is a "genuine offer" and whether the Company should comply with any conditions imposed under a revised offer or any New Red 5 Offer in light of the then prevailing circumstances.

¹ Refer to <http://red5limited.com/asx-announcements/> for further information on the Red 5 Offer and Target's Statements released by the Company.

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The Red 5 Offer is not currently a genuine offer

The Red 5 Offer has been an unmitigated failure for Red 5 and resulted in unnecessary cost for shareholders of both Red 5 and Bullseye and diversion of significant time, resources and focus of Bullseye management away from the development of its assets.

It is apparent that the Red 5 Offer is not designed as a genuine bid to enable Red 5 to acquire shares in Bullseye and that the Red 5 Offer does not represent a genuine opportunity for Shareholders to dispose of their shares. Relevantly:

- The Board unanimously recommends that Shareholders **REJECT** the Red 5 Offer and advises Shareholders to **TAKE NO ACTION** in relation to any documents that have been sent to you by Red 5.
- The consideration under the Red 5 Offer is one Red 5 Share for each 5 Bullseye Shares. Shareholders will NOT be paid cash for their Bullseye Shares by Red 5. The offer values each Bullseye Share at 2.5 cents based off the closing price of Red 5 shares on 18 March 2019 at 12.5 cents. The Board notes that given the illiquid nature of Red 5 Shares there is risk in relying on its share price as a guide to the value of its shares.
- The Red 5 Offer will be open for the maximum period permitted by the Corporations Act of 12 months (expiring prior to the AGM) , and so far as the Company is aware at the date of this document, no Shareholder accepted the offer. The prospect of success of the Red 5 Offer is remote given the extensive period it has been open without acceptance.
- Red 5 has not for the past 10 months made any attempt to change its offer terms to overcome shareholders' clear disregard for the offer.² Accordingly, the Red 5 Offer is expected to continue to be incapable of being implemented or completed prior to its expiry.
- Red 5 extended the offer period on seven occasions, without increasing its price or for the most recent extensions, providing any rational reason for doing so.³
- The Red 5 Offer is opposed by all key shareholders – relevantly approximately 72% of Shareholders have provided written undertakings to Bullseye confirming that they will not accept the Red 5 Offer in its current form – prior to the date of this document none of these shareholders have withdrawn these statements.
- The conditions to the Red 5 Offer set out fully at **Schedule 1 (Conditions)** have had a materially adverse financial consequence for the Company. The theoretical need to not breach these Conditions without shareholder consent continues to be a fetter on the Company's usual operations and to consume material cash resources which should be spent on more productive activities than legal advice and arguments with Red 5.
- On 7 November 2018, in breach of the Conditions, the Company announced a debt facility of \$1.5m to provide funding for the Company.⁴ Red 5 has taken no action for the last 3 months to confirm whether it will rely on or waive that breach of that Condition.

The Conditions seek to impose restrictions on the Company's activities

The Conditions to the Red 5 Offer seek to impose restrictions on the Company's ability to undertake typical corporate activities such as raising capital by way of equity or debt, which in turn has constrained

² On 23 May 2018 Red 5 stated an intention to waive the minimum ownership condition if it obtained a relevant interest in at least 50% of the Company's shares. Given that 72% of shareholders provided the undertaking not to accept, this change did not resolve the fact that the Red 5 Offer is expected to continue to be incapable of being implemented or completed

³ The Red 5 Offer has been extended by way of notices under s 650D of the Corporations Act submitted by Red 5 on 4 May 2018, 23 May 2018, 20 July 2018, 19 September 2018, 30 October 2018 and 18 January 2019.

⁴ See the Company's Ninth Supplementary Target's Statement dated 7 November 2018 and refer to Condition 1(j) set out in Schedule 1.

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the Company's capacity to progress its projects and operate in the usual course. For instance, it is a breach of the Conditions if the Company:

- enters a transaction which results in a reduction in the net assets of the Company by \$400,000 or more – this may occur for example by the expenditure of cash resources to meet usual operating expenses of the Company such as the statutory expenditure commitments required to preserve the Company's tenements;
- enters into any commitment with a third party that would require expenditure in excess of \$400,000 – this, for instance, restricts the Company's capacity to implement a material drilling campaign to further explore the Company's tenements;
- acquires or sells any asset for \$400,000 or more;
- issues any shares or convertible notes – this restriction has severely constrained the ease with which the Company can raise capital;
- obtains a loan for an amount of over \$400,000; or
- grants security over its assets.

This is a sample only, the Conditions are set out in full in **Schedule 1**.

A breach of a Condition allows Red 5 to withdraw its offer or allow it to lapse.

While these Conditions were not directly binding on the Company, the Takeovers Panel has the power to declare any action taken by the Company during the bid period (known as frustrating action) as unacceptable if it may cause a genuine takeover bid to be withdrawn or lapse (e.g. due to the breach of a Condition). The Panel considers that shareholders should decide whether action of the Company should result in the lapse or termination of a genuine takeover offer and so requires shareholder approval for these actions during the bid period.

Whether an action gives rise to "unacceptable circumstances" where shareholder approval is not obtained depends on its effect on shareholders and the market generally. In general, the Takeovers Panel is inclined to consider that action taken by a company is frustrating action in circumstances when a decision about control of the company should properly be taken by shareholders, rather than directors,⁵ especially where the frustrating action does not give shareholders of the company a reasonable and equal opportunity to participate in any benefits accruing from an offer.

The Takeovers Panel has indicated that the frustrating action policy is not intended to unduly inhibit target companies from carrying on business during a bid period – a bidder must accept that the target's business will continue normally.⁶

There is potential for a New Red 5 Offer to be made

The Red 5 Offer will lapse as a matter of law on 11 April 2019 and cannot be extended. However, given Red 5 has continued to extend the Red 5 Offer numerous times despite no acceptances and limited or no prospect of success and has given no signs of a change in its desire to acquire Bullseye, Bullseye's Board considers it a possibility that Red 5 may launch a new takeover bid after expiry of its current offer with conditions, consideration and other terms which may be similar to that of the Red 5 Offer.

⁵ Bigshop.com.au Limited 01 [2001] ATP 20 at [33].

⁶ Takeovers Panel, Guidance Note 12 – Frustrating Action (1 December 2016) [12]. See also footnote 15.

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Impact of any New Red 5 Offer

Despite the Board's view that the Red 5 Offer is not in Shareholders' interests, for the entire duration of the bid period the Board acted in a manner designed, so far as practicable, to give shareholders a reasonable and equal opportunity to participate in any benefits accruing from the offer (if any) to the extent they wished to do so.

The Board is now of the view that in order to pursue the Company's objectives in the best interests of its Shareholders and to minimise unnecessary cost and disruption to its operations, it is no longer appropriate that the Company be constrained by the Conditions. This means that the Board may operate the Company without reference to the Conditions and can decide not to seek shareholder approval if its actions may otherwise breach the Conditions. Similarly, if Red 5 does launch a New Red 5 Offer on terms that the Board considers does not represent a genuine offer, the Company should not be constrained by the conditions of any New Red 5 Offer.

For the reasons mentioned above, the Board believes the Red 5 Offer does not represent a genuine opportunity for Shareholders to dispose of their shares and that the Red 5 Offer has no chance of success. Given that Shareholders have emphatically rejected the Red 5 Offer since it opened in April 2018, it appears this also reflects the view of a majority of shareholders and we would expect that this view would continue to apply to any New Red 5 Offer on similar terms to the current Red 5 Offer. The Board will monitor developments and if there is a material change in circumstances or a material change in the terms of the Red 5 Offer or any New Red 5 Offer, the Board may reconsider this position.

The Board does not currently consider minor changes to the consideration offered under the New Red 5 Offer or minor changes to the Conditions will change the view that that the Red 5 Offer (or any New Red 5 Offer) does not represent a genuine opportunity for Shareholders to dispose of their shares and that the Red 5 Offer (or any New Red 5 Offer) has no chance of success.

Material changes would be required for the Board to consider the Red 5 Offer (or any New Red 5 Offer) is genuine. For instance there would need to be a significant increase in offer consideration, the Conditions to the Red 5 Offer would need to be restructured so that the offer is capable of succeeding and any pre-existing breaches of Conditions would need to be waived. Considering an offer genuine should not be construed as considering that offer is in Shareholders' interests or likely to be recommended.

Resolution 2 – General approval to disregard a New Red 5 Offer

Reason for seeking approval

The Board has carefully considered whether, in the event that Red 5 announces a New Red 5 Offer, the Company should continue to be constrained by the conditions of that offer in the current circumstances and has decided it should not, unless the offer is considered to be a genuine offer (see below). This decision has not been made lightly.

The conditions under the Red 5 Offer have imposed material restrictions on the Company over the last 12 months and have resulted in significant cost and disruption to operations. It is now important to minimise the potential for further time, cost and resources of the Company's management to be diverted and to enable the Company to focus on the development of its assets. Accordingly, the Board considers that any constraints imposed by the conditions under any New Red 5 Offer may be disregarded by the Company if the directors decided to do so, unless the bid is considered by the Board to be a genuine offer.

The Board is seeking approval from Shareholders under Resolution 2 to confirm that a majority of shareholders support the position taken by the Board.

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The Board also believes that obtaining this approval should minimise the potential for legal disputes with Red 5 or any other parties arising from transactions that are undertaken by the Company that would, but for the conditions under any New Red 5 Offer, not require shareholder approval.

Qualifications to Shareholder approval to disregard the Red 5 Offer

The Board recognises that if the terms of the current Red 5 Offer change, or a new Red 5 Offer is made on different terms, it may be in Shareholders' interests for the Shareholders to be given an opportunity to re-consider the offer. If this arises, the Board will reassess whether the bid is a "genuine offer" and whether the Company should comply with any conditions imposed under a revised offer or any New Red 5 Offer in light of the then prevailing circumstances.

The Board's view is that a minor change to the Red 5 Offer (or any New Red 5 Offer) will not make it a "genuine offer" and re-activate the restrictions imposed by any conditions.

The Board wishes to provide some guidance to Shareholders as to the thresholds and changes which may result in the Board reconsidering its position. **These thresholds / changes should not be construed as an indication whether those changes would result in a change to the Board's recommendation to REJECT the Red 5 Offer.**

If a change or any New Red 5 Offer is made, the Board will consider its recommendation in relation to the offer on its merits in the circumstances prevailing at the applicable time.

Under Resolution 2, the Board is seeking support from Shareholders for its view that, in the absence of a material change in circumstances, a New Red 5 Offer will not be considered to be a genuine offer unless:

- the offer price exceeds 10 cents per Share. For the purposes of this threshold, the Board considers that a Red 5 Share should be valued based on the 3 month volume weighted average price on ASX prior to the announcement of any New Red 5 Offer.

The Board wishes to reiterate that this threshold price is not indicative of the value of Bullseye Shares and does not indicate that the Board would recommend a New Red 5 Offer at this price. The Board considers that an offer price of 10 cents or below is so low that it does not justify the cost or time spent by Bullseye management in considering that offer;

- the New Red 5 Offer is a "genuine offer". In this regard, aside from the price, a New Red 5 Offer may be considered to be a "genuine offer" when its conditions are capable of satisfaction and any New Red 5 Offer is capable of being implemented. By way of example, one reason the Red 5 Offer is not considered to be a "genuine offer" is because it is effectively subject to a condition that Red 5 obtains a relevant interest in more than 50% of Bullseye Shares but approximately 72% of Shareholders have provided written undertakings that they would not accept the Red 5 Offer.

Effect of Resolution 2

The Board will continue to be responsible to act in good faith, in the best interests of the Company and all of its Shareholders, consistent with its legal responsibilities and for a proper purpose and so

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Resolution 2 is advisory only and will not commit the Board or the Company to any particular course of action.

The Board will however take into account the outcome of the Resolution in deciding whether to take action which may result in a breach of a condition of a New Red 5 Offer (if one is made) and whether to put that matter to Shareholders for approval.

The Board carefully considers each major corporate decision to assess whether, in the prevailing circumstances, a matter should be put to Shareholders for consideration. Accordingly, even if Resolution 2 is approved, the Board reserves the right to put any proposal to Shareholders for approval should it consider it is in the best interests of Shareholders to do so.

For instance, the RDG Transaction is a significant transaction involving the development of the Company's major asset and is on terms which the Board considers should be approved by shareholders, irrespective of whether the transaction may constitute frustrating action in relation to any New Red 5 Offer.

The Company has convertible loans on issue where the conversion rights had previously been subject to any necessary regulatory approvals (including approval under Takeovers Panel's frustrating action policy, to the extent it is applicable). To the extent that policy applied (which is questionable given the Red 5 Offer is not a genuine offer) any restrictions on the conversion of that loan (arising in connection with this policy) will cease upon approval and / or the lapse of the Red 5 Offer. See below for more details regarding these convertible loans.

Recommendations

The Board unanimously recommends that Shareholders vote in favour of Resolution 2, and each Director intends to vote, or procure the voting of, any Shares that they own or control in favour of this Resolution.

Resolution 3 – Approval for Interim Financing Proposal

Reason for seeking approval

The Company requires funds and is considering a range of funding options to develop its assets. The Company is seeking approval for interim funding to secure its financial position and progress its key assets.

The Red 5 Offer includes a term the effect of which is to make an issue of shares or convertible notes by the Company or the giving of a loan for an amount of over \$400,000, a breach of a Condition to the Red 5 Offer.⁷ It is likely that any New Red 5 Offer would include similar conditions. While the conditions are not directly binding on the Company, the Takeovers Panel has the power to declare any action taken by the Company (known as frustrating action) as unacceptable if it may cause a "genuine" takeover bid to be withdrawn or lapse (e.g. due to the breach of a Condition to the takeover offer).

Out of an abundance of caution and to minimise the potential for legal disputes with Red 5, the Board is seeking approval from Shareholders under Resolution 3 to proceed with the Interim Financing Proposal (described below) even if a New Red 5 Offer is made. If any New Red 5 Offer is made which is considered to be a genuine offer, the Board will reconsider this resolution.

⁷ Refer to Schedule 1, condition 1(j) 'Prescribed Occurrences'.

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Effect of Resolution 3

The effect of shareholders approving Resolution 3 is that if Red 5 makes a New Red 5 Offer which:

- is not considered to be a genuine offer (see p 11 above which describes the circumstances where the Board will consider that a New Red 5 Offer is not a genuine offer), then unless the Board determines otherwise, it will not seek shareholder approval for an Interim Capital Raising for the purposes of the Takeovers Panel policy on frustrating action; and
- is considered to be a genuine offer, then the Board will consider whether to proceed with Resolution 3, provide additional disclosure and/or withdraw resolution 3 depending on the circumstances. If it proceeds with Resolution 3, it will do so on the basis that if Resolution 3 is approved, it will not seek further shareholder approval for an Interim Capital Raising for the purposes of the Takeovers Panel policy on frustrating action.

If shareholder approval is required under any other provisions of the Corporations Act, the Board will seek shareholder approval prior to implementation of the Interim Capital Raising. The Board will continue to be responsible to act in good faith, in the best interests of the Company and all of its shareholders, consistent with its legal responsibilities and for a proper purpose, and so Resolution 3 will not commit the Board or the Company to proceed with the Interim Capital Raising.

The Board carefully considers each major corporate decision to assess whether, in the prevailing circumstances, a matter should be put to Shareholders for consideration. Accordingly, even if the resolution is approved, the Board reserves the right to put any proposal to Shareholders for approval should it consider it is in the best interests of Shareholders to do so (whether or not it is required under any legislation).

Requirement for short term working capital and proposed use of funds

The Company requires funding to progress the development of its projects and for repaying its existing debt. Further details in relation to both are set out below.

Operational funding

In order to benefit from the prevailing positive market conditions including the strong gold price environment, the Company considers it in the best interest of shareholders to expedite the development of its projects. The Company requires approximately \$10 million funding, to meet its exploration requirements to develop a number of its key projects over the next 12 month period, with the proposed requirement and use of funds as follows:

Activity	Use of Funds (approx.)
North Laverton Gold Project (NLGP) - Exploration works and Extensional drilling at: Boundary, Neptune and Hurley's deposits	\$ 4.0 million
North Laverton Gold Project (NLGP) - Exploration works and drilling at: Freemans, St. Francis, Boundary North, Red Cloud and Eclipse deposits	\$ 2.5 million
Exploration and drilling works at the Southern Cross Gold Project and Aurora Gold Project	\$ 1.5 million
Tenement commitments and General Working Capital requirement	\$ 2.0 million
TOTAL FUNDS REQUIRED	\$ 10 million

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The table above represents the Company's current intentions as at the date of this Notice. As with any work plan, intervening events, results from activities and new circumstances have the potential to affect the manner in which funds are applied. In particular, the Company's budgets will be subject to modification on an ongoing basis depending on the results obtained from exploration and evaluation work carried out. Accordingly, the Board reserves the right to make changes to the funding requirement and use of funds depending on the circumstances.

Repayment of debt

The Company has an aggregate debt of approximately \$3.35 million (excluding interest and fees). This comprises:

- a \$1.5 million facility provided by RDG to the Company (**RDG Loan**). Interest is payable at the rate of 6% per annum on amounts due under the RDG Loan. The Company has granted a first ranking mining mortgage in Mining Lease M37/1167 to secure the payment of outstanding amounts under the RDG Loan. Further details in relation to the RDG Loan were provided to shareholders in the Company's Ninth Supplementary Target's Statement dated 7 November 2018;
- \$1 million facility provided by Mr Desmond Mullan to the Company. The loan is unsecured and interest is payable at the rate of 8% per annum on amounts due under the loan. The monies advanced under the loan may be converted (at Mr Mullan's election) at an issue price of \$0.30 per Share. Funds from the facility were advanced between 12 March 2018 to 17 July 2018; and
- a \$835,000 facility provided by Desmond Mullan to the Company on terms materially similar to the \$1 million facility except that monies advanced under this loan may be converted (at Mr Mullan's election) at an issue price of \$0.26 per Share. Funds from the facility were advanced between 14 August 2018 to 12 October 2018.

The Company is considering various options to repay the debt. Without limitation, the options include raising sufficient funds to repay the debt as part of an equity raising, repaying the debt utilising funds received from RDG upon completion of the RDG Transaction (subject to shareholder approval of that transaction). The Debt which is convertible may also be satisfied at the election of the lender by conversion into equity.

The appropriate method for repaying the debt and timing for debt repayment will be considered in light of the relevant circumstances and regulatory approvals that may be required and in accordance with the terms of each loan following the AGM.

Maximum funds required to conduct operations and repay all debt

Activity	Use of Funds (approx.)
Operations	\$ 10 million
Repayment of all debt (assuming no loans are converted and principal and interest of all loans is repaid)	\$ 3.6 million
TOTAL FUNDS REQUIRED	\$ 13.6 million

The Board reserves the right to vary the funding requirement and use of funds depending on the circumstances.

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Proposed terms of the Interim Financing Proposal

The Company proposes to undertake a placement of new Securities to professional and sophisticated investors. Proposed terms of the Interim Financing Proposal are set out below:

AMOUNT TO BE RAISED	Up to A\$13,600,000. While the directors have a reasonable belief that the Company will be able to raise the funds sought, there is no guarantee that the Company will be able to raise the amount proposed on reasonable commercial terms or at all.
ISSUE OF SECURITIES	The Interim Financing Proposal is expected to be consistent with the following terms:
Securities:	Shares
Minimum issue price:	A\$0.27 / share
Maximum no. of shares to be issued (under Capital Raising):	50,370,370 shares representing 14.58% of the issued capital of the Company (post issue)
Proposed Allottees:	Professional and sophisticated investors within the scope of section 708 of the Corporations Act (Eligible Investors). Eligible Investors will be determined on a case-by-case basis having regard to factors including the methods of raising funds which are available to the Company; the effect of an issue on the control of the Company; and advice from corporate and financial advisers. As at the date of this Notice, the allottees have not been determined. Eligible Investors may include existing shareholders and/or their associates. Eligible Investors may include related parties of the Company where the Board is satisfied that the terms are at arms-length. Eligible Investors will not be issued Securities if, in the reasonable opinion of the Board, it may result in a person's voting power (as defined in the Corporations Act) exceeding any applicable limits.
Shares:	Any Shares issued pursuant to the Interim Capital Raising will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and will rank equally in all respects from the date of issue.
Underwritten:	The offer is not expected to be underwritten.
Timing:	The Interim Capital Raising is to be implemented as soon as practicable and in any event no later than 3 months after the date of the AGM.
OTHER IMPLICATIONS FOR SHAREHOLDERS	There is no certainty that the Company will be able to raise the required funds in the future either at all or on terms which are not dilutive to existing shareholders or otherwise on reasonable commercial terms. An issue of securities may dilute the interests of shareholders.

Restrictions and approval requirements for raisings

The Company is subject to an undertaking in favour of the Takeovers Panel on 11 September 2018 and the Takeovers Panel orders dated 22 October 2018 in relation to certain transactions involving the transactions contemplated by the Convertible Note Deed dated 17 July 2018 (as it may be amended or otherwise replaced on substantially similar terms) and the Gold Prepayment Deed. Any Interim Funding Proposal which falls within the scope of the undertaking or orders will be subject to the approvals (including shareholder approvals), consents and requirements of the undertaking and orders.

Under the terms of the RDG Transaction, if the Company seeks to raise funds prior to completion of the RDG Transaction and the fundraising is material to RDG and / or the joint venture entity which is to

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be established to hold the North Laverton Gold Project, the RDG Transaction is conditional on the terms of the capital raising being approved by RDG (acting reasonably).

Recommendations

The Board unanimously recommends that Shareholders vote in favour of Resolution 3, and each Director intends to vote, or procure the voting of, any Shares that they own or control in favour of this Resolution.

Other material information for Resolutions 2 and 3

Financial Position of the Company

The financial position of the company has changed since the announcement of the Red 5 Offer was received over 12 months ago. Shareholders will be sent the audited financial statements of the Company along with this Notice. Shareholders should carefully consider the information contained in the financial reports when assessing Resolutions 2 and 3.

Potential sale of shares by large Chinese shareholders

The Company is aware that over the last 4 months, former Bullseye director Mr Wu Qiyuan has been negotiating the sale of the shareholdings on behalf of the two largest Shareholders of the Company, Mr Wu and Fountain Enterprise (who combined holds 9.74% of the Company's issued shares) and Xinhe (which holds 21.62% of the Company's issued shares) to unassociated shareholders, on the basis that no purchaser will have voting power in the Company of 20% or more.

It has been clear through past actions that Mr Wu, Xinhe and a number of other Chinese Shareholders have previously had alternative plans for the Company and so the board had delayed making some important strategic decisions pending the outcome of the sale process. It was hoped that the sale would end the acrimony and disruption caused by the disputes with these Shareholders experienced over the past 12 months.

The current status of this sale process is not known to the Company, but given the Xinhe Requisition (see below),⁸ there appears to be uncertainty now as to whether a sale will proceed.

If the sale is to proceed, the Company will carefully assess any sale to ensure that no purchaser will have voting power in the Company of 20% or more following any such sale before registration of any transfer.

Xinhe Requisition to replace the Board

As noted above, on 14 February 2019, the Company received the Xinhe Requisition requesting an EGM to remove the current Board and appoint 2 directors nominated by Xinhe, including Mr Yiyang "Luke" Qiu. Relevantly, Mr Yiyang "Luke" Qiu is the son of the controlling shareholder of Xinhe and whose proposed appointment to the Board was rejected by Shareholders at the EGM held on 17 September 2018 (pursuant to a section 249 notice lodged by Mr Wu on 23 July 2018⁹).

As Shareholders were advised, further details in relation to the Xinhe Requisition are set out in the letter to shareholders dated 20 February 2019. A copy of that letter is attached as **Schedule 2**. A separate

⁸ Refer to the Company's Tenth Supplementary Target's Statement dated 20 February 2019

⁹ Refer to the Company's Fourth Supplementary Target's Statement dated 27 July 2018.

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notice of meeting in relation to the Requisitioned Meeting will be sent to shareholders on or before 24 March 2019.

Detailed terms sheets signed for RDG Transaction

As previously advised, detailed terms sheets have been signed in relation to the RDG transaction. Details of the RDG Transaction are set out in the letter to shareholders dated 22 February 2019. A copy of that letter is attached as **Schedule 4**.

Funding opportunities

The Board continues to consider the funding opportunities including under the Mullan Proposal and a proposal from Xinhe to underwrite a non-renounceable entitlements offer (**Xinhe Underwriting Proposal**).

The Mullan Proposal was an offer to issue convertible notes and a related gold prepayment financing facility entered into by the Company in 2018, both of which remain subject to shareholder approval¹⁰.

Following the Takeovers Panel proceedings last year, there have been ongoing discussions regarding the restructure of the Mullan Proposal, with the 10 month option period expiring on 17 May 2019 and to address the orders made by the Takeovers Panel on 23 October 2018.

If the Mullan proposal proceeds, it will be subject to shareholder approval and will comply with the requirements of the Takeover Panel orders.

The Company is also considering the Xinhe Underwriting Proposal. In essence this is a proposal for for Xinhe to underwrite between 50% - 100% of an entitlements offer of shares at up to 27 cents per share to raise up to \$27 million, subject to a range of conditions. The terms of the Xinhe Underwriting Proposal are set out in **Schedule 3**. There is a prospect that control of the Company may pass to Xinhe under this proposal (if there was a material shortfall under the entitlements issue) without all shareholders being given an opportunity to participate or approve that change. The offer also includes conditions which provide additional benefits to Xinhe.

This Xinhe Underwriting Proposal was provided with a request that it be kept confidential unless required to be disclosed by law. The directors consider that the proposal is material to shareholders consideration of the resolutions to be considered at the meeting and so have disclosed it.

The Company is currently considering alternative short term funding opportunities to provide working capital, enable the Company to preserve its assets and progress the RDG Transaction.

¹⁰ For details of the original Mullan Proposal see the shareholder meeting documents dated 21 August 2018.

BULLSEYE MINING LIMITED

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DEFINITIONS AND INTERPRETATION

In this Notice of Annual General Meeting, the following terms have the following meaning unless the context otherwise requires:

"Board"	means the current board of directors of the Company.
"Company"	means Bullseye Mining Limited ACN 118 341 736.
"Conditions"	means the conditions to the Red 5 Offer as set out in Schedule 1 .
"Constitution"	means the constitution of the Company.
"Corporations Act"	means the <i>Corporations Act 2001</i> (Commonwealth) and all regulations made pursuant to such legislation, as amended from time to time.
"Director"	means a director of the Company.
"EGM"	means an extraordinary general meeting of the Company.
"New Red 5 Offer"	means a takeover bid made by Red 5 under the Corporations Act for Shares on or after the expiry of the Red 5 Offer.
"RDG"	means Resource Development Group Limited ACN 149 028 142.
"RDG Transaction"	means the proposed transaction between the Company and RDG, the key details of which are set out in the letter to shareholders dated 22 February 2019 and attached as Schedule 4 .
"Resolution"	means the resolutions set out in this Notice of Annual General Meeting, or any one of them, as the context requires.
"Securities"	means a share, right to a share or option, an option over an issued or unissued security, and a convertible security.
"Share"	means a fully paid ordinary share in the capital of the Company.
"Shareholder"	means a registered holder of a Share.
"Takeover Panel"	means the panel established under s 171 of the <i>Australian Securities and Investments Commission Act 2001</i> (Cth).
"WST"	means Western Standard Time as observed in Perth, Western Australia.

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SCHEDULE 1: RED 5 OFFER CONDITIONS

Any Offer by Red 5 will be subject to a number of conditions, contained in Red 5's ASX announcement of 19 February 2018.

The current Red 5 Offer Conditions (with definitions and interpretation for this Schedule at the end of this Schedule) are:

1. Conditions

The Red 5 Offer and any contract arising from the acceptance of the Red 5 Offer will be subject to fulfilment or waiver of the following conditions before the end of the Red 5 Offer Period.

(a) **(minimum ownership)** during, or at the end of, the Red 5 Offer Period, the number of Target Shares in which Bidder and its associates together have relevant interests is at least 90% (by number) of all Target Shares on issue;

(b) **(no Public Authority intervention)** between the Announcement Date and the end of the Red 5 Offer Period:

(1) there is not in effect any preliminary or final decision, order or decree issued by a Public Authority; and

(2) no application is made to any Public Authority (other than by any member of Bidder and any of its Subsidiaries); and

(3) no action or investigation is instituted or threatened by any Public Authority with respect to any member of the Target Group, in consequence of or in connection with the Red 5 Offer (other than an application to, or a decision or order of, ASIC or the Takeovers Panel under, or relating to a breach of Chapter 6A, 6B or 6C of the Corporations Act or relating to unacceptable circumstances within the meaning of section 657A of the Corporations Act in consequence of, or in connection with, the Red 5 Offer), which:

(4) restrains or prohibits (or, if granted, could restrain or prohibit), or otherwise materially adversely affect the making of the Red 5 Offer or the completion of any transaction contemplated by the Red 5 Offer (whether subject to conditions or not) or the rights of Bidder in respect of Target and the Target Shares to be acquired under the Red 5 Offer; or

(5) requires the divestiture by any member of the Bidder Group of any Target Shares, or the divestiture of any material assets of the Target Group or any member of the Bidder Group;

(c) **(no material acquisitions, disposals, cancellations or new commitments)** except for any proposed transaction or item fairly disclosed in writing to the Bidder, none of the following events occurs between the Announcement Date and the end of the Red 5 Offer Period:

(1) Target or another member of the Target Group acquires, offers to acquire or agrees to acquire one or more companies, businesses or assets (or any interest in one or more companies, businesses or assets, other than an interest in a member of the Target Group which is held by another person for the benefit of any other member of the Target Group) or makes an agreement for an amount or consideration in excess of AUD 400,000 for any individual item or in excess of AUD 2,000,000 in aggregate;

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(2) Target or another member of the Target Group disposes of or agrees to dispose of one or more companies, businesses or assets (or any interest in one or more companies, businesses or assets) or makes an agreement for an amount or consideration in excess of AUD 400,000 for any individual item or in excess of AUD 800,000 in aggregate;

(3) a member of the Target Group enters into or agrees to enter into any farm-in, farm-out, joint venture or partnership or other management agreement that requires or is reasonably likely to involve payments, expenditure or the foregoing of revenue, by a member of the Target Group in excess of AUD 400,000 in aggregate; or

(4) a tenement, permit or licence granted to or held by any member of the Target Group relating to the Target Projects is revoked, surrendered, relinquished or terminated or a member of the Target Group agrees to the same without there being a reasonable likelihood of such tenement, permit or licence being allowed to continue, renewed or extended on terms which are no less favourable to the member of the Target Group;

(d) **(no material adverse change)** – between the Announcement Date and the end of the Red 5 Offer Period there is no event, change, matter, circumstance or thing which occurs whether individually or when aggregated with all such events, changes, matters, circumstances or things of a like kind that:

(1) has had, or would be reasonably likely to have, a material adverse effect on the business, assets, liabilities, financial or trading position, profitability or prospects of the Target taken as a whole, as determined by an independent expert appointed by the Bidder;

(2) has caused, or would be reasonably likely to cause, a diminution in the total non-current assets of the Target by at least AUD 400,000 compared to the approximately AUD 16,600,000 of non-current assets stated in the Target's 30 June 2017 financial statements, as determined by an independent expert appointed by the Bidder;

(3) has caused, or would be reasonably likely to cause, a diminution in the net assets of the Target by at least AUD 400,000 compared to the approximately AUD 17,500,000 of net assets stated in the Target's 30 June 2017 financial statements (as lodged with ASIC), as determined by an independent expert appointed by the Bidder;

(4) has resulted, or will result, in the Target or another member of the Target Group entering into or terminating a material agreement or instrument where the consideration is in excess of AUD 400,000 for any individual item or in excess of AUD 4,000,000 in aggregate, other than those events, changes, matters, circumstances or things:

(5) required or permitted by the Red 5 Offer; or

(6) done or not done at the prior written request or with the prior written acknowledgement and approval of the Bidder;

(e) **(rehabilitation liability)** – the rehabilitation liabilities in respect of the Target Projects do not exceed \$2,500,000 in aggregate as at the Announcement Date or at the end of the Red 5 Offer Period;

(f) **(data room access)** - within 3 Business Days of the Target establishing or compiling a due diligence data room (whether in physical, virtual or electronic form) capable of access by any third party (Data Room) comprising due diligence material in connection with the Target Group or the Target Projects, the Target provides access to the Bidder to that Data Room;

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(g) **(no persons exercising rights under certain agreements or instruments)** between the Announcement Date and the end of the Red 5 Offer Period, no person exercises any rights under any provision of any agreement or other instrument to which a member of the Target Group is a party, or by or to which a member of the Target Group or any of its assets may be bound or be subject (which, if exercised, will have or is reasonably likely to have a material adverse effect on the Target Group taken as a whole), to:

- (1) require monies borrowed by, or other financial accommodation provided to, a member of the Target Group to be paid or repaid immediately or earlier than the repayment or maturity date stated in such agreement or other instrument;
- (2) terminate or modify any such agreement or instrument or require that any action be taken thereunder (including the acceleration of the performance of any obligation thereunder);
- (3) terminate or modify the interest of a member of the Target Group in any farm-in, farmout, partnership, joint venture, trust, corporation or other entity (or any arrangements relating to such interest); or
- (4) require that any assets, shares or business of a member of the Target Group be sold, transferred or offered for sale or transfer, including under any pre-emptive rights or similar provisions, as a result of the acquisition of Target Shares by Bidder;

(h) **(no change of control rights)** between the Announcement Date and the end of the Red 5 Offer Period, no person has or will have any right as a result of the Bidder making the Red 5 Offer or announcing its intention to make the Red 5 Offer, or acquiring Target Shares under the Red 5 Offer, to:

- (1) acquire, or require the disposal of, or require any entity within the Target Group to offer to dispose of, any material asset of any entity within the Target Group;
- (2) terminate, or vary the terms or performance of, any material agreement with any entity within the Target Group;
- (3) terminate, or vary the terms of any material approvals, licenses or permits issued by any Public Authority to any entity within the Target Group; or
- (4) require repayment of any moneys borrowed by or any other indebtedness of any entity within the Target Group earlier than its stated maturity date, or withdraw or inhibit the ability of any entity within the Target Group to borrow moneys or incur indebtedness, other than as fully and fairly disclosed by the Target to the Bidder prior to the Announcement Date;

(i) **(distributions)** between the Announcement Date and the end of the Red 5 Offer Period, Target does not make or declare any distribution (whether by way of dividend, capital reduction or otherwise and whether in cash or in specie);

(j) **(prescribed occurrences)** between the Announcement Date and the end of the Red 5 Offer Period, none of the following events happen:

- (1) Target converts all or any of its shares into a larger or smaller number of shares;
- (2) a member of the Target Group resolves to reduce its share capital in any way;
- (3) a member of the Target Group:

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(1) enters into a buy-back agreement; or

(2) resolves to approve the terms of a buy-back agreement under section 257C(1) or section 257D(1) of the Corporations Act;

(4) a member of the Target Group issues Shares, or grants an option over its Shares, or agrees to make such an issue or grant such an option;

(5) a member of the Target Group issues, or agrees to issue, convertible notes;

(6) a member of the Target Group disposes, or agrees to dispose, of the whole, or a substantial part, of the Target Group's business or property;

(7) a member of the Target Group resolves to be wound up;

(8) a liquidator or provisional liquidator of a member of the Target Group is appointed;

(9) a court makes an order for the winding up of a member of the Target Group;

(10) an administrator of a member of the Target Group is appointed under sections 436A, 436B or 436C of the Corporations Act;

(11) a member of the Target Group executes a deed of company arrangement;

(12) a receiver or a receiver and manager is appointed in relation to the whole, or a substantial part, of the property of a member of the Target Group; or

(13) a member of the Target Group grants or agrees to grant an Encumbrance in or over the whole, or a substantial part, of the Target Group's business or property;

(k) **(share capital)** as at the Announcement Date:

(1) there are no more than 285,553,798 Target Shares on issue; and

(2) there are no securities convertible into Target Shares other than the 20,000,000 Target Options and 8,000,000 Target Performance Rights on issue as at 31 January 2018;

(l) **(conduct of Target's affairs)** between the Announcement Date and the end of the Red 5 Offer Period no member of the Target Group without the prior written consent of the Bidder:

(1) changes its constitution or passes any special resolution;

(2) enters into any guarantee, indemnity or guarantee and indemnity on behalf of any member of the Target Group in relation to an amount in excess of AUD 400,000;

(3) increases the remuneration or otherwise materially varies the engagement terms of or employment arrangements with any director of a member of the Target Group or any key management personnel of the Target Group where the total annual employment cost of that director or employee equals or exceeds AUD 200,000, except in accordance with contractual arrangements in existence on the Announcement Date or any determination of a board of a member of the Target Group made prior to the Announcement Date; or

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(4) without prejudice to conditions 1(c) and 1(d) above and paragraphs 1(l)(1) to 1(m)(3) above enters into or agrees to enter into any agreement or commitment with a third party that would require expenditure, the foregoing of revenue or the incurring of a liability by one or more members of the Target Group in excess of AUD 400,000.

2. Definitions

The following definitions apply in interpreting the Bid Conditions:

Announcement Date means the date on which the Red 5 Offer was announced to ASX by Red 5, being 19 February 2018;

Associate has the meaning given to that term in the Corporations Act;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited ABN 98 008 624 691;

Bid or Takeover Bid means an off-market takeover bid by Bidder for all Target Shares under Chapter 6 of the Corporations Act;

Bidder means Red 5 Limited and/or one of its wholly owned subsidiaries;

Bid Condition means each condition set out above;

Bidder Group means the Bidder and each of its 'related bodies corporate' (as defined in the Corporations Act);

Bidder's Statement means the bidder's statement to be issued by Bidder in respect of the Bid;

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

Encumbrance means an interest or power:

(a) reserved in or over any interest in any asset including any retention of title; or

(b) created or otherwise arising in or over any interest in any asset under a bill of sale, mortgage, charge, lien, pledge, trust or power, by way of security for the payment of debt or any other monetary obligation or the performance of any other obligation and includes any agreement to grant or create any of the above;

Red 5 Offer means each offer to acquire Target Shares to be made by Bidder to Target Shareholders in connection with the Bid;

Red 5 Offer Period means the period during which Red 5 Offers are open for acceptance;

Public Authority means any federal, provincial, state or other government, governmental or public department, court, tribunal, administrative, statutory or judicial entity, arbitral body, securities commission or stock exchange (such as ASX);

Register means the register of Target Shareholders maintained by Target in accordance with the Corporations Act;

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Subsidiary has the meaning given in the Corporations Act;

Takeovers Panel means the Takeovers Panel referred to in Division 2, Part 6.10 of the Corporations Act;

Target Board means the board of directors of Target;

Target Group means Target and each of its Subsidiaries;

Target means Bullseye Mining Limited ACN 118 341 736;

Target Options means the 20,000,000 options to acquire Target Shares as disclosed to the Bidder prior to the Announcement Date pursuant to a register dated 31 January 2018 on the following terms: 10,000,000 at \$0.30 exercisable on or before 10 December 2020, 6,000,000 at \$0.40 exercisable on or before 10 December 2020 and 4,000,000 at \$0.50 exercisable on or before 10 December 2020;

Target Performance Rights means the 8,000,000 performance rights to acquire, for nil consideration, Target Shares as disclosed to the Bidder prior to the Announcement Date pursuant to a register dated 31 January 2018 (subject to stipulated and automatic vesting conditions);

Target Projects means the Laverton Project, Southern Cross Gold Project, Aurora Gold Project, Johnston Range Iron & Gold Project, Newfield Project, Mt. Clara Copper Project, Leonora Nickel Project and Boorabbin Project, including any other mining tenements granted in lieu of or in connection with the project(s);

Target Shares means fully paid ordinary shares in Target; and

Target Shareholder means a person who is registered as the holder of Target Shares in the Register.

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SCHEDULE 2: LETTER TO SHAREHOLDERS REGARDING THE XINHE SECTION 249 NOTICE



20 February 2019

Dear Fellow Shareholder,

Notice under section 249D

The Board has received a further notice under section 249D of the Corporations Act from Bullseye shareholder Hongkong Xinhe International Investment Company Limited (**Xinhe**), again requesting that the directors of the Company call and arrange to hold a general meeting of the Company.

The resolutions to be put to shareholders will be for the election of two new directors:

- **Mr Yiyang Qiu** (whose appointment the majority of Bullseye shareholders voted against at the previous general meeting held on 17 September 2018); and
- **Mr Mingyan Wang**.

and for the removal of all your current directors:

- **Mr Peter Joseph Burns**;
- **Ms Dariena Mullan**; and
- **Mr Peter Gerard Burns**.

The Company will proceed to call a general meeting of shareholders in compliance with the Corporations Act. Further details of the general meeting will be circulated to shareholders in due course. The Company will keep shareholders informed of developments concerning the requisition received from Xinhe.

What should you do now?

The Board believes that you should Vote Against the Xinhe slate of directors in favour of the current directors.

Full details of the board's reasoning will be included in the notice of extraordinary general meeting when issued, but include:

1. that the proposed resolutions are an opportunistic attempt by Xinhe to gain a degree of influence over the affairs of the Company that is not commensurate with their shareholding to the detriment of the Company's other shareholders;
2. that the section 249D notice is a regrettable distraction from the key task at hand for management and shareholders – obtaining necessary funding and implementing the Company's development plans to ensure the longevity and prosperity of the Company; and
3. entirely replacing the Board would result in significant and irreparable loss of:
 - a. organisational knowledge, intimate geological/project knowledge and history;
 - b. relationships with our key stakeholders; and
 - c. significant operational disruption.

You should continue to **REJECT** the Red 5 Offer. To reject the Red 5 Offer, **DO NOT RESPOND** and **DO NOTHING** in relation to any documents sent to you by Red 5.

3451-6111-6940v5

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Shareholder Information Line

Bullseye shareholders who have questions about the Proposed Transactions can call Bullseye's Chairman, Peter J Burns on 0418 925 012.

Yours faithfully,



Peter Joseph Burns FCMI (London)
Chairman
Bullseye Mining Limited

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SCHEDULE 3: XINHE FUNDING PROPOSAL

1. Parties	Bullseye and Xinhe The underwriting agreement may be entered into by a related body corporate of Xinhe.
2. Transaction	A fully underwritten non-renounceable entitlements offer at an issue price to be determined as set out in clause 5 below to raise AUD27m (Entitlements Offer).
3. Transaction Documents	The key transaction document would be an Underwriting Agreement. Other necessary documents would include a disclosure document complying with Chapter 7 of the Corporations Act.
4. Underwriting	<p>(a) Xinhe (or a related body corporate of Xinhe) is willing to underwrite 100% of the Entitlements Offer. However, Xinhe would also be willing to co-underwrite 50% of the Entitlements Offer alongside another underwriter identified by the Bullseye Board (including Mr Desmond Mullan, should he be interested in underwriting the Entitlements Offer).</p> <p>(b) If Xinhe is underwriting 100% of the Entitlements Offer, it is willing to do so at no fee. If Xinhe is co-underwriting with another underwriter nominated by the Bullseye Board, then Xinhe will be entitled to the same fee as is agreed with the other underwriter.</p> <p>(c) The underwriting agreement will be on standard, arm's length terms and conditions for an agreement of this nature.</p>
5. Offer price	The Offer Price will be determined by the Bullseye Board and Xinhe/the underwriter(s). Xinhe is willing to commit to underwrite the Entitlements Offer at a price up to AUD0.27 per Bullseye share to be issued under the Entitlements Offer (assuming a maximum amount to be raised of AUD27m).
6. Conditions	<p>The Proposal is subject to the following conditions:</p> <p>(a) FIRB approval;</p> <p>(b) Mullan Proposal being terminated;</p> <p>(c) Xinhe having a right to appoint not less than 1 director to the Bullseye Board for so long as Xinhe has voting power in Bullseye of more than 10%;</p> <p>(d) Bullseye not issuing any shares, or securities convertible into shares, prior to completion of the Entitlements Offer;</p> <p>(e) Bullseye not entering into any material contracts, or amending any existing material contracts, without the underwriter's prior consent;</p> <p>(f) no regulatory intervention;</p> <p>(g) to the extent required, approval of Bullseye shareholders.</p> <p>The conditions will be set out in more detail in the underwriting agreement.</p>
7. Break fee	\$50,000 payable by Bullseye to Xinhe if Bullseye decides not to proceed with the Entitlements Offer.
8. Confidentiality	The parties must keep the terms of this Proposal strictly confidential and shall not disclose to any third party other than its directors, employees and advisors,

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	<p>and government agencies required to approve various aspects of the transaction, unless such disclosure is notified to and consented to by the other party in advance. Disclosures required by law are not limited by the foregoing. The parties are permitted to disclose the terms of this proposal to any independent expert and to shareholders in connection with any shareholder approval to the extent this proposal may be a relevant consideration for the independent expert or shareholders.</p>
9. Exclusivity	<p>For the period commencing on and from the date on which this Proposal is countersigned by Bullseye and ending on the first to occur of (a) the date that is 3 calendar months after that date, and (b) the date on which Xinhe notifies Bullseye that one or more of the conditions cannot be satisfied or waived, and in consideration of Xinhe committing the resources and funds to implement the Proposal, Bullseye agrees and undertakes that it will not (directly or indirectly) solicit, invite, encourage or facilitate (including by the provision of confidential information), or engage in any negotiations with any person, or authorise any person to do so on its behalf, in respect of:</p> <ul style="list-style-type: none"> (a) any alternative funding proposal, whether involving the issue of equity or any instrument convertible into equity, or any debt funding proposal; or (b) the sale or disposal of, or the creation of any encumbrance over or interest in, any material asset of Bullseye. <p>If and to the extent there are any such negotiations or discussions currently ongoing, Bullseye will terminate such negotiations and discussions and will not continue to engage with them.</p> <p>Nothing in this clause prevents Bullseye from:</p> <ul style="list-style-type: none"> (c) soliciting potential co-underwriters for the Entitlements Offer from Mr Desmond Mullan or any other person identified by Bullseye to Xinhe prior to the commencement of such solicitation, provided any such discussions with any prospective co-underwriters are limited to the co-underwriting of the Proposal; or (d) responding to an unsolicited proposal that the Bullseye Board genuinely and reasonably believes is likely to result in a superior proposal being received by Bullseye.
10. Governing Law	Western Australia

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SCHEDULE 4: LETTER TO SHAREHOLDERS REGARDING THE RDG TRANSACTION



22 February 2019

Bullseye Shareholder Update

Bullseye and RDG Sign Subscription and Shareholder Agreement Term Sheets in Relation to Gold Project Development Joint Venture

Dear Fellow Shareholder,

Your Board is very pleased to announce that it has now signed two detailed, binding terms sheets with ASX-listed Resource Development Group Limited (**RDG**) which contain the agreed key commercial terms of the transaction, for the establishment and operation of the new joint venture entity to be established with RDG.

This is a very important milestone in the progress of this transaction and significantly expands on the concepts previously agreed with RDG, as per the original announcement of this transaction made to Bullseye shareholders in September 2018.

RDG is an experienced provider of 'whole of project' contract construction and mining services, including: fabrication, installation, major maintenance, shutdown management, crushing and screening and other mining related contracting services.

Upon completion of the transaction, the new joint venture company will hold 36km² of Bullseye's North Laverton Gold Project (**NLGP**) tenements, comprising of mining leases M37/1309, M37/108, M37/519 and M37/1167, with Bullseye holding a 70% interest in the joint venture company and RDG holding the remaining 30% interest.

The remainder of Bullseye's 800+km² NLGP tenements will remain 100% owned by Bullseye, as well as all other Bullseye projects, including the Southern Cross Gold Project and Aurora Gold Project.

A combination of services to be provided by RDG and also capability to be developed within the new joint venture company is expected to provide the expertise required for mine development, along with the design, construction and operation of our own gold processing plant for ore from our highly sought after flagship North Laverton Gold Project.

Once developed, the plant should enable the Company to control the processing of its ore and so its destiny!

As well as providing a solution for the processing of ore, the transaction involves RDG contributing A\$15 million in funds to the new joint venture company to earn RDG's 30% interest (**RDG Transaction**). Bullseye will also receive a substantial production royalty of circa A\$18.75 million from the deal.

The RDG Transaction remains subject to a number of conditions, including Shareholder approval. Further detail on the agreed commercial terms of the RDG Transaction will be provided in the

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Notice of Meeting documentation when shareholder approval is to be sought for the RDG Transaction.

Shareholders will be aware that the Company recently received a requisition from its largest Shareholder, Hong Kong Xinhe International Investment Company Limited (**Xinhe**), seeking again to replace the entire current Bullseye Board with two of its nominees (**Xinhe Requisition**).

We have written to you separately about this requisition. Given that RDG has expressed a reluctance to work with the representatives of Xinhe, shareholder approval for the RDG transaction will now be sought after the requisitioned shareholder meeting, when there is more clarity regarding the composition of the Board of the Company.

Your Board has been working very closely with RDG and in regular contact particularly with RDG's Chairman, Andrew Ellison, and have been very encouraged by the active support shown by Mr Ellison and RDG for Bullseye and its strategic plans.

Following approval and implementation of the RDG Transaction, it is planned that Mr Ellison will join the Bullseye Board and will add significant commercial expertise and experience in construction of processing plants and overall mine development to the Board.

RDG continues to show its commitment to the Company and has lent A\$1.5 million to Bullseye to assist with short term working capital requirements (the **RDG Loan Facility**), pending longer term funding arrangements being put in place. Bullseye granted RDG security over mining lease M37/1167, which hosts Bullseye's Bungarra gold deposit, to secure repayment of the loan. A portion of the funds received as part of the RDG Transaction will be used to repay the RDG Loan Facility, if not repaid earlier.

Since announcement of the RDG Transaction, progress has been slower than we had hoped as we awaited a foreshadowed sale of shares by certain of our major Chinese Shareholders (including Xinhe). Given the recent Xinhe Requisition, it is not clear if that sale will now proceed.

The next steps for the RDG Transaction are to progress full form documentation and seek shareholder approval for the transaction. We will continue to progress the next steps of the RDG Transaction, but will await the outcome of the Xinhe Requisition before convening any shareholder meeting to approve the RDG Transaction.

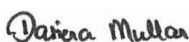
We continue to believe 2019 will be a transformative year for Bullseye and strongly encourage you to continue to support the Company. We look forward to sharing these future successes with you all.

We would like to thank you again for your strong and continued support.

Yours sincerely,



Peter J Burns
Chairman



Dariena Mullan
Executive Director



Peter G Burns
Executive Director

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Proxy Form

Appointment of Proxy Bullseye Mining Limited

ANNUAL GENERAL MEETING

I/We (name of Shareholder).....

Of (address).....

Being a Shareholder of Bullseye Mining Limited entitled to attend and vote at the Annual General Meeting, hereby appoint:

(name).....

Of (address).....

OR



The Chair of the Annual General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, 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 Bullseye Mining Limited to be held on Monday, 15 April 2019 at the offices of Bullseye Mining Limited, Unit 2/5 Brolo Court, O'Connor, Western Australia 6163, commencing at 12:30 pm (WST), and at any adjournment thereof.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of all Resolutions.

Voting on Business of the Annual General Meeting

	For	Against	Abstain
Resolution 1 Re-election of Ms Dariena Mullan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 General approval to disregard any Red 5 Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of the Interim Financing Proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: if you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is.....%.
(An additional proxy form will be supplied by the Company on request).

Signature of Shareholder(s)

Date_____

Individual or Shareholder 1

Sole director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

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ACN 118 341 736

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A Shareholder who is entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company
2. **(Direction to Vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of the business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item, the vote will be invalid on that item.
3. **(Signing Instructions)**
 - **(Individuals):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a Certified Copy 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, that person must sign. Where the company (Pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Annual General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed proxy form and return by:
 - a. Post to Bullseye Mining Limited PO Box 455, Fremantle WA 6959; or
 - b. Facsimile to the Company on Facsimile Number +61 8 9228 0706; or
 - c. Email to the Company at peter.burns@bullseyemining.com.au (Scanned version of form only)

So that it is received no later than 12.30pm (WST) on Saturday, 13 April 2019.

Proxy forms received later than this time will be invalid.