



ASX Announcement

22 November 2017

ASX Code: **COY**

DISPATCH OF NOTICE OF GENERAL MEETING

Coppermoly Ltd advises that it will be holding an General Meeting of Shareholders at its registered office at 10.30am on Wednesday 20 December 2017.

The Notice of Meeting and Proxy Form, attached below, was sent to Shareholders yesterday.

On behalf of the Board.

Paul Schultz

Company Secretary

Coppermoly Ltd

Suite 1B, 91 Upton Street

Bundall, Queensland 4217

Email: info@coppermoly.com.au

Telephone: +61 7 5510 3994

About Coppermoly

Coppermoly (COY) is an ASX listed junior exploration company which has been listed on the ASX since 2008. Coppermoly's head office is located on the Gold Coast, Australia and its mineral exploration activities are focused entirely on the island of New Britain in PNG where it is exploring for copper, gold, silver, zinc, and molybdenum.



ABN 54 126 490 855

Notice of General Meeting – Wednesday 20 December 2017

Notice is hereby given that the General Meeting of Coppermoly Limited will be held at the Company's registered office located in

Suite 1B, 91 Upton Street, Bundall, Queensland

on

Wednesday 20 December 2017 at 10.30am (Queensland time)

for the purpose of transacting the business set out in this Notice.

If you are unable to attend the Meeting you are encouraged to complete and return the enclosed Proxy Form which allows you to appoint a proxy to vote on your behalf.

The completed Proxy Form must be received by the Company no later than 10.30am (Queensland time) on Monday 18 December 2017, being 48 hours before the commencement of the Meeting.

ORDINARY BUSINESS

RESOLUTION 1: Ratification of Initial Placement

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

"That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the prior issue of 164,072,670 Shares to Beilite, issued at an issue price of \$0.0105 per Share on 31 October 2017, be ratified."

Voting Exclusion Statement: *The Company will disregard any votes cast on this Resolution by Beilite and any Associates of Beilite. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.*

RESOLUTION 2: Approval of Conditional Placement

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

"That for the purposes of ASX Listing Rule 7.1, and for all other purposes, the issue of 109,260,663 Shares to Beilite, issued at an issue price of \$0.0105 per Share in accordance with the Placement Agreement between Coppermoly and Beilite and otherwise on the terms set out in the Explanatory Notes, be approved."

Voting Exclusion Statement: *The Company will disregard any votes cast on this Resolution by Beilite and any Associates of Beilite. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.*

Final Item of Business:

To transact any other business that may be lawfully brought forward in accordance with the Constitution of the Company and the Act.

Refer to the Explanatory Notes for further information on the proposed resolutions.

By order of the Board

Paul Schultz

Company Secretary

Dated: 20 November 2017

HOW TO VOTE

ELIGIBILITY TO ATTEND AND VOTE

You will be eligible to attend and vote at the Meeting if you are registered as a holder of Shares at 6.00pm (Qld time) on Tuesday 19 December 2017.

VOTING METHODS

You may vote by either attending the Meeting in person or by proxy.

A Shareholder entitled to attend and vote at the General Meeting may appoint not more than two proxies to attend and vote as an alternative to attending the Meeting in person.

A proxy need not be a Shareholder.

A proxy appointment may be authorised by a shareholder in any manner approved by Directors (subject to the Act) and as specified in this Notice of Meeting.

An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or if the appointer is a corporation under its common seal or the hand of its duly authorised attorney.

Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the Shareholders' voting rights and neither proxy may vote on a show of hands.

Any corporation which is a Shareholder may, by a resolution of its director(s), authorise any person it thinks fit to act as its representative at the General Meeting. That person acting in accordance with that authority until it is revoked by the corporation is entitled to exercise the same powers on behalf of that corporation as that corporation could exercise if it were a natural person who is a Shareholder.

Additionally, a Shareholder may appoint an attorney to act on its behalf, such appointment must be made by a duly executed power of attorney. An attorney must provide at the point of entry to the Meeting written evidence of their appointment (original or certified copy), their name and address and the identity of their appointer.

A proxy form and the authority, if any, under which it is signed or a copy of that authority certified as a true copy by statutory declaration must be completed and received at the office of Coppermoly Limited, as detailed below:

BY MAIL: Coppermoly Limited
PO Box 6965
Gold Coast Mail Centre
Qld 9726 Australia

BY FAX: + 61 7 5510 3997

BY EMAIL: info@coppermoly.com.au

IN PERSON: Coppermoly Limited
Suite 1B, 91 Upton Street
Bundall Qld 4217 Australia

Proxy forms must be received **no later than 48 hours before the time for holding the Meeting, i.e. before 10.30am (Queensland time) Monday 18 December 2017.**

NOTE

Ordinary resolutions require that more than 50% of the votes cast, in person, by proxy, by representative or by attorney, are cast in favour of the resolution.

Special resolutions require that at least 75% of the votes are cast, in person, by proxy, by representative or by attorney, are cast in favour of the resolution.

All votes will be voted upon by a show of hands in the first instance. A poll may be demanded in accordance with the Company's constitution. Every shareholder who is present in person or by proxy will:

- On a show of hands: have one vote, or
- In a poll: have one vote for each share held by that person.

EXPLANATORY NOTES

RESOLUTION 1: Ratify Initial Placement

On 30 October 2017, Coppermoly entered into a placement agreement (**Placement Agreement**) with a new investor Beilite. Beilite is a diversified private investment company specialising in precious metals, metal products, and high value jades. Beilite has also invested in several gold projects in Southeast Asia.

The Placement Agreement comprises a two stage placement arrangement, which will result in Coppermoly raising approximately \$2,870,000 (before costs), comprising:

- (a) an upfront placement of 164,072,670 Shares, to be issued at an issue price of \$0.0105 (1.05 cents) per Share, which completed on 30 October 2017 and resulted in Coppermoly raising approximately \$1,722,763 before costs (**Initial Placement**); and
- (b) the subsequent issue of 109,260,663 Shares, at an issue price of \$0.0105 (1.05 cents) per Share to raise approximately \$1,147,237 before costs, which is subject to Coppermoly first obtaining Shareholder approval in accordance with the Corporations Act and the Listing Rules (**Conditional Placement**) (see Resolution 2).

As a result of the Initial Placement Beilite has obtained Voting Power in Coppermoly of approximately 13.04%. If Shareholders approve the issue of the Conditional Placement Shares under Resolution 2 after the issue of those Shares, but before any issue of the Directors' Shares that are the subject of resolutions to be put before the AGM on 24 November 2017, Beilite will hold 19.99% Voting Power in Coppermoly.

(a) ASX Listing Rule 7.4

Resolution 1 seeks Shareholder ratification of the issue of 164,072,670 Shares issued to Beilite on 31 October 2017 (**Placement Shares**) for the purposes of ASX Listing Rule 7.4.

The issue of the Placement Shares to Beilite raised \$1,722,763 before costs to fund further exploration on Coppermoly's tenements and other working capital requirements.

ASX Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of Shareholders is required for the issue of equity securities if the equity securities will, when aggregated with the equity securities issued by the Company during the previous 12 months, exceed 15% of the number of equity securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 states that an issue by a company of equity securities

made without prior approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the Company's Shareholders subsequently approve it.

The issue of shares to Beilite, the subject of Resolution 1, came within the Company's 15% placement limit under ASX Listing Rule 7.1 and Shareholder approval was not required in relation to the issue. The purpose of seeking Shareholder approval and ratification of the issue of Placement Shares in Resolutions 1 is to effectively reinstate the maximum limit under the ASX Listing Rules on the number of securities that the Company may issue in any 12 month period without Shareholder approval.

(b) ASX Listing Rule 7.5 disclosure requirements

In accordance with the disclosure requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to enable them to consider and ratify the issue of the Placement Shares in Resolution 1:

(i) The number, issue price and allottee of the Placement Shares allotted was:

164,072,670 Shares at an issue price of \$0.0105 per Share on 31 October 2017 to Beilite.

(ii) The Placement Shares were allotted as fully paid and rank equally with all existing Shares on issue;

(iii) the Placement Shares were issued to raise funds for further exploration on the Company's exploration licences and other working capital requirements.

(iv) a voting exclusion statement for Resolution 1 is included in this Notice of Meeting.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 1. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Beilite and any Associates of Beilite. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 2: Approve Conditional Placement

(a) ASX Listing Rule 7.1

As Coppermoly did not have sufficient 'placement capacity' to issue the Conditional Placement Shares in reliance on Listing Rule 7.1 (as outlined above in relation to Resolution 1) and did not meet conditions to issue shares under Listing Rule 7.1A, Resolution 2 seeks prior Shareholder approval to issue the Conditional Placement Shares. Resolution 2 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of 109,260,663 Shares to Beilite pursuant to the Placement Agreement referred to above.

Specifically, as noted previously, ASX Listing Rule 7.1 provides that, subject to certain exceptions, the prior approval of Shareholders is required in order for the Company to issue, or agree to issue, equity securities if the equity securities will, when aggregated with all other equity securities issued by the Company during the previous 12 months, exceed the number that is equal to 15% of the number of securities on issue on the date that is 12 months' prior to the date that the securities are issued, or agreed to be issued (as applicable).

Accordingly, as the issue of the Conditional Placement Shares would exceed the 15% threshold provided for by the ASX Listing Rules 7.1, Shareholder approval is required for the issue of the Conditional Placement Shares in accordance with ASX Listing Rule 7.1.

As at the date that this Notice of Meeting and before the issue of Conditional Placement Shares is approved, Beilite had Voting Power in the Company of approximately 13.04%. If the Conditional Placement is approved by Shareholders, but not counting any issue of Directors' Shares that are the subject of resolutions to be put before the AGM on 24 November 2017, Beilite will hold 19.99% Voting Power in Coppermoly.

ASX Listing Rule 7.3 disclosure requirements

In accordance with the disclosure requirements of ASX Listing Rule 7.3, the following additional information is provided to assist Shareholders in considering whether to approve the issue of the Conditional Placement Shares in accordance with Resolution 3.

- (a) The number of securities issued will be 109,260,663 Shares;
- (b) The Conditional Placement Shares will be issued within 10 business days of obtaining Shareholder approval.
- (c) The Conditional Placement Shares will be issued at an issue price of \$0.0105 per Share;

- (d) The Conditional Placement Shares will be issued to Beilite;
- (e) The Conditional Placement Shares to be issued to Beilite will, from their date of issue, rank equally with all other Shares on issue. The Company will apply for these Shares to be quoted on the ASX.
- (f) A total of \$1,147,237 before costs will be raised from the issue of the Conditional Placement Shares, which will be used for further exploration work and general working capital purposes.

If Shareholder approval is not obtained for the issue of Conditional Placement, the Company will be prohibited from issuing the Conditional Placement Shares and will be required to consider and pursue other options for raising the necessary funds to meet its working capital requirements and undertake further exploration activity, which may be on less favourable terms than those contained in the Placement Agreement.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolutions 2. The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Beilite and any Associates of Beilite. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Act means *Corporations Act 2001 (Commonwealth)*.

AEST means Australian Eastern Standard Time.

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

ASX means ASX Limited.

ASX Listing Rule(s) means the listing rules of the ASX.

Coppermoly or the **Company** means Coppermoly Limited (ABN 54 126 490 855).

Corporations Act means the *Corporations Act 2001 (Commonwealth)*.

Beilite means new investor, Shenzhen Beilite Jades Limited

Listing Rule(s) means the listing rules of the ASX.

Notice means the Notice of General Meeting.

Ordinary share and **Share** means a fully paid ordinary share in the capital of Coppermoly that ranks equally with all existing shares on issue.

Queensland time or **Qld time** means AEST.

Security has the same meaning contained in ASX Listing Rule 19 "Interpretation and definitions".

Voting Power has the same meaning ascribed to that term in the Corporations Act.

Corporate Directory	
Coppermoly Limited (ABN 54 126 490 855)	
Directors (all Non-Executive Directors) Dr Wanfu Huang Mr Jincheng Yao Mr Kevin Grice Mr Zule Lin	Registered office Suite 1B, 91 Upton Street, Bundall, Queensland 4217 Telephone: +61 7 5510 3994 Facsimile: +61 7 5510 3997
Company Secretary Mr Paul Schultz	Email: info@coppermoly.com.au Website: www.coppermoly.com.au



All Correspondence to:

- ✉ **By Mail** Coppermoly Limited
PO Box 6965
Gold Coast Mail Centre
QLD 9726 Australia
- ✉ **By Fax:** +61 7 5510 3997
- 👤 **In Person** Coppermoly Limited
Suite 1B, 91 Upton Street
Bundall QLD 4217 Australia
- ✉ **By Email** info@coppermoly.com.au

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Queensland Time) on Monday 18 December 2017.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting therefore by **10:30am (Queensland Time) on Tuesday 21 November 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- ✉ **By Email** info@coppermoly.com.au
- ✉ **By Fax** + 61 7 5510 3997
- ✉ **By Mail** Coppermoly Limited
PO Box 6965
Gold Coast Mail Centre
QLD 9726 Australia
- 👤 **In Person** Coppermoly Limited
Suite 1B, 91 Upton Street
Bundall QLD 4217 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Coppermoly Limited

ABN 54 126 490 855

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Coppermoly Limited** and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at a General Meeting of the Company to be held at the **Suite 1B, 91 Upton Street, Bundall QLD on Wednesday, 20 December, 2017 at 10:30am (Queensland Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Initial Placement of 164,072,670 Shares to Shenzhen Beilite Jades Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Conditional Placement consisting of 109,260,663 Shares to Shenzhen Beilite Jades Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017