



BOUGAINVILLE
COPPER LIMITED

Notice to ASX

31 March 2017

NOTICE OF ANNUAL GENERAL MEETING

Attached is the "Notice of Annual General Meeting" for the Company along with explanatory notes and proxy forms.

This notice reconfirms the Annual General meeting details are:

Date: Thursday 27th April 2017

Time: 2.00 pm

Venue: Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea

The notice of meeting, proxy form, explanatory notes and annual report were mailed to shareholders on 30th March 2017.

By order of the Board

Mark Hitchcock
Company Secretary



BOUGAINVILLE COPPER LIMITED

(Incorporated in Papua New Guinea)
Australian Registered Body Number 007 497 869

All correspondence to –
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 613 9415 4000
Facsimile (within Australia) 1800 783 447
(outside Australia) 613 9473 2555
www.computershare.com

Dear Shareholder,

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the Grand Papua Hotel, Mary Street, Port Moresby, on Thursday, 27 April 2017 at 2.00 pm.

If you are attending this meeting, please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on Fax No. (within Australia) 1800 783 447, (outside Australia) +613 9473 2555 or in Papua New Guinea Fax No. +675 309 2898 so that it is received by 2.00 pm on Tuesday, 25 April 2017

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely,

Mark W Hitchcock
Company Secretary

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bougainville Copper Limited will be held in the Grand Papua Hotel, Mary Street, Port Moresby, on Thursday, 27 April 2017 at 2.00 pm.

Ordinary Business

1. To receive and consider the Balance Sheet of the Company as at 31 December 2016 and the Statement of Earnings of the Company for the year ended on that date and the reports of the Directors and Auditors.
2. To elect a Director:

Sir Moi Avei, having been appointed by the board in September 2016, will retire at this annual general meeting in accordance with the company's constitution Item 10.5. Being eligible for re-election, Sir Moi offers himself for election to the board as a director. Sir Moi's experience, qualifications, competencies and other information are detailed below.
3. To appoint Auditors and authorise the Directors to fix their fees. PricewaterhouseCoopers, being eligible, offer themselves for re-appointment.
4. To transact any other business which may legally be brought forward.

Proxies

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. The proxy need not be a member of the Company. A member wishing to appoint a proxy should fill in the Proxy Form attached and deposit it so that it reaches the appropriate office of the Company at least 48 hours before the time for holding the meeting. Delivery by Mail (envelope enclosed): Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001, Australia; by fax (within Australia) 1800 783 447, (outside Australia) +613 9473 2555; in person: Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067, Australia.

Voting Entitlements

Only holders of shares registered as such as at the Voting Entitlement Time of 7.00pm on 25 April 2017 are eligible to vote on each item.

By order of the Board



Mark Hitchcock
Company Secretary

Dated 28 March 2017
Port Moresby
Papua New Guinea

EXPLANATORY NOTES TO SHAREHOLDERS

ORDINARY BUSINESS

Resolution 2 - Retirement and Election of Directors

Sir Moi Avei KCBE

Sir Moi Avei, having been appointed as a director since the last annual general meeting, retires and offers himself for re-election.

The experience, qualifications, competencies and other information about Sir Moi follow:

Sir Moi is a senior statesman of Papua New Guinea and former parliamentarian. He was Deputy Prime Minister from 2004 to 2006 and held ministerial portfolios including Higher Education, National Planning, Bougainville Affairs and Petroleum and Energy. Sir Moi was made a knight for brokering the Bougainville Peace Agreement with Bougainvillean leaders and while Minister of Petroleum he helped lay the early foundations of the PNG LNG Project. He holds a Bachelor Degree from the University of Queensland, Australia. Sir Moi is currently the Chairman of Kumul Petroleum Holdings, OK Tedi Mining, Pacific International Hospital and PNG Water Limited. He is also a Director of LABA (SPI) Logistics Limited and SPI Joint Venture Limited. Additionally he is also Chairman of a number of landowner companies.

Sir Moi was appointed a director from 12th September 2016

The Directors recommend and support the re-election of Sir Moi.



BOUGAINVILLE COPPER LIMITED

(Incorporated in Papua New Guinea)
Australian Registered Body Number 007 497 869

BOC

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 2.00 pm, Tuesday 25 April 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Bougainville Copper Limited hereby appoint

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the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bougainville Copper Limited to be held at the Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea on Thursday, 27 April 2017 at 2.00 pm and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 To elect a Director - Sir Moi Avei	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To appoint Auditors and authorise Directors to fix their fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To transact any other business which may legally be brought forward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
NameContact
Daytime
Telephone

Date

/ /

BOC

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Computershare +