



NOTICE OF ANNUAL GENERAL MEETING

Please find attached 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 29th April 2021**
Time: **2.00 pm**

With the current Government restrictions on gatherings and restricted travel to and within Papua New Guinea, due to the resurgence of the COVID-19 pandemic, Bougainville Copper will be providing the following Meeting choices:

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

Virtual Attendance live webcast: **<https://web.lumiagm.com>**
Meeting ID: 392 962 971

Please refer to the attached meeting documents for additional information.

The notice of meeting, proxy form and explanatory notes were mailed to shareholders Friday 26th March 2021.

The annual report was lodged with the ASX on Wednesday 31st March 2021 and will be mailed to shareholders who elected to receive a paper copy this 6th April 2021.

Authorised by 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 783 447 447
(outside Australia) 613 9473 2555
www.computershare.com

26 March 2021

Dear Shareholder,

Bougainville Copper Limited (BOC) Notice of Meeting

We have pleasure in inviting you to attend our 2021 Annual General Meeting and have enclosed the following notices:

1. 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, 29 April 2021 at 2.00 pm.
2. Proxy Form

If you are attending this meeting, please bring a copy of the Proxy Form with you to facilitate registration into the meeting.

Virtual Meeting Facility

There are currently Government restrictions on gatherings, due to the COVID-19 pandemic and travel to and within Papua New Guinea is limited. Bougainville Copper will be providing a virtual Annual General Meeting facility via live webcast. You will need to register your online attendance through the following link on your smartphone, tablet or computer.

<https://web.lumiagm.com>

Enter the following Meeting ID: **392 962 971**

While attending the virtual meeting may restrict some of the features of attending the physical Annual General Meeting, we consider it provides a balance for shareholders giving them the opportunity to cast an informed vote during the meeting, and also provides the ability to question the Board before and during the meeting, while also ensuring the health and safety of the Directors and Shareholders.

Voting

Shareholders may register their proxy votes through the electronic proxy voting facility prior to the meeting available at:

www.investorvote.com.au/BOC

Voting through the platform will close 2.00 pm Tuesday, 27 April 2021. To gain access to the voting website you will need your securityholder reference number (SRN) and postcode, which are both shown on your proxy form.

Alternatively, you may use the Proxy form enclosed which may be returned in the envelope provided or faxed to our share registry on:

Fax No. within Australia 1800 783 447,
Fax No. outside Australia +613 9473 2555

The completed proxy forms must be received by 2.00 pm on Tuesday, 27 April 2021.

Corporate shareholders are reminded that they will be required to complete a “Certificate of Appointment of Representative” to enable a person to vote on the corporates behalf. This certificate may be obtained from the Company’s share registry web site. www-au.computershare.com/Investor/help/PrintableForms

Questions During the Meeting

Shareholders will be able to submit questions during the meeting through the online platform, and to the extent practical, will be addressed during the meeting. You may submit written questions relevant to the business of the Annual general meeting prior to the meeting.

I look forward to your attendance at the meeting.

The 2020 Annual Report will be available on the Company website at <http://www.bcl.com.pg/results-reports/> from 31 March 2021. The annual report will be mailed separately if you elected in 2020 to receive a printed annual report.

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 on Thursday, 29 April 2021 at 2.00 pm at the Grand Papua Hotel, Mary Street, Port Moresby, and online at <https://web.lumiagm.com>, Meeting ID: 392 962 971

Ordinary Business

1. To receive and consider the Balance Sheets of the Company as at 31 December 2020 and the Statements of Comprehensive Income of the Company for the year ended on that date, and the reports of the Directors and Auditors.
2. To elect a Directors:
 - a) Sir Melchior Togolo retires in accordance with Section 10.3 of the Constitution and being eligible, offers himself for re-election.
 - b) Sir Rabbie Namaliu retires in accordance with Section 10.3 of the Constitution and being eligible, offers himself for re-election.
 - c) Peter Graham retires in accordance with Section 10.3 of the Constitution and being eligible, offers himself for re-election.
 - d) David Osikore, having been reappointed by the board in June 2020, will retire at this annual general meeting in accordance with the company's constitution Section 10.5. Being eligible for re-election, Mr Osikore offers himself for election to the board as a director. Mr Osikore's experience, qualifications, competencies and other information are detailed in the explanatory notes attached.
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) to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001, Australia;
- by fax (within Australia) 1800 783 447,
- by fax (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 7.00 pm on Tuesday 27 April 2021 are eligible to vote on each item.

By order of the Board



Mark Hitchcock
Company Secretary

Dated 26 March 2021, Port Moresby, Papua New Guinea

EXPLANATORY NOTES TO SHAREHOLDERS

ORDINARY BUSINESS

Resolution 2 - Retirement and Election of Directors

a) Sir Melchior Togolo CBE Kt

Sir Melchior Togolo retires by rotation and offers himself for re-election.

The experience, qualifications, competencies and other information about Sir Melchior are as follows:

Sir Melchior held several senior positions with Bougainville's former North Solomons Provincial Government between 1978 and 1990 including the role of Provincial Secretary. Sir Melchior has over thirty years' experience in the minerals sector. He served on the Bougainville Copper Board as an alternate member (1978-1981) and as a full Board Member between 1990 and 1993. Prior to that he was the head of corporate affairs at Placer Dome Niugini Limited. Since 2006 he has served as PNG Country Manager with Nautilus Minerals Inc. Sir Melchior serves on Boards both in PNG and overseas, including the Boards of Panamex Singapore Holdings Limited, Heritage Park Hotel in Honiara and Loloata Island Resort. He has previously served on the Boards of a number of leading PNG companies, including Westpac Bank PNG Limited, NASFUND and Oil Search. Sir Melchior was a founding member of the Business Council of Papua New Guinea and was President for six years. In 2004 he was awarded Commander of the British Empire for services to industry and commerce in PNG, and in June 2018 he was awarded a Knighthood for Services to Economic Development particularly in mining and petroleum.

Sir Melchior was appointed a Director in October 2017 and as Chairman in February 2018.

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

b) Sir Rabbie Namaliu GCL CSM KCMG

Sir Rabbie Namaliu retires by rotation and offers himself for re-election.

The experience, qualifications, competencies and other information about Sir Rabbie are as follows:

Sir Rabbie served as Prime Minister of Papua New Guinea between 1988 and 1992 and was a former Speaker of the PNG National Parliament between 1994 and 1997. Sir Rabbie first served as Foreign Affairs and Trade Minister from 1982 to 1984 and again as Minister for Foreign Affairs and Immigration from 2002 to 2006, and then Minister for Treasury between 2006 and 2007. Sir Rabbie served as Ministers for Primary Industry 1984 to 1987, Senior Minister for State and Tourism 1998 and Petroleum and Energy 1998 to 1999. Sir Rabbie has been Chairman and Non-Executive Director of Kramer Auseco for over ten years, Chairman and Non-Executive Director of Kina Asset Management Limited, Non-Executive Director of Yandera Mining Limited, a subsidiary of Era Resources (formerly Marengo Mining) and Non-Executive Director of the Post Courier. Sir Rabbie was the former chairman of the RH Foundation and has been the PNG Patron and Director of YWAM Medical Ships since 2012, a member of the Australia Pacific Security College Advisory Board based at the Crawford School of Public Policy at the Australian National University (ANU) in Canberra, Australia and is a member of the PNG Institute of Directors and Chairman and Patron of several other charitable organisations.

Sir Rabbie was appointed a Director in March 2011.

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

c) Peter Graham CBE

Peter Graham retires by rotation and offers himself for re-election.

The experience, qualifications, competencies and other information about Mr Graham are as follows:

Mr Graham served as Managing Director of ExxonMobil PNG Limited from 2009 to 2015 leading the development of PNG LNG Project and has over forty years' international experience in senior technical and business leadership positions in the minerals, oil and gas sectors. He is currently Chairman of PNG Sustainable Development Program Limited, and was Chairman and Independent Director of Kumul Minerals Holdings Limited from 2016 to 2020. From 2015 to 2020 he was Managing Director and Chief Executive Officer of OK Tedi Mining Limited. Mr Graham has served as Vice President of PNG Chamber of Mines and Petroleum from 2009 to 2011 and is Chairman of the Port Moresby General Hospital. In 2013 he was awarded Commander of the British Empire for services to the oil and gas industry and for leadership in Community Development in PNG.

Mr Graham was appointed a Director in October 2017.

The Directors recommend and support the re-election of Mr Graham.

d) David Osikore

David Osikore, 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 Mr Osikore follows:

Mr Osikore brings 30 years' experience in the exploration and mining industries in both Papua New Guinea and Australia having held positions with various exploration and mining companies, including Placer Dome Group of companies, Ingold, Renison Goldfields Limited, Porgera Joint Venture, Misima Mines, Placer PNG Explorations, Aurora Gold, Abelle Limited, Morobe Consolidated Goldfields, Harmony PNG and Pacific Niugini Minerals Limited as well as Bougainville Copper Ltd. He was one of the founding directors of Pantoro Limited and served on its board from 2008 to 2016. Mr Osikore is a professional Member of the Australian Institute of Mining and Metallurgy (MAusImm).

Mr Osikore was first appointed a Director in August 2019 and again in June 2020.

The Directors recommend and support the re-election of Mr Osikore.



BOUGAINVILLE COPPER LIMITED

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

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact

BOC



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00 PM on Tuesday, 27 April 2021**.

Proxy Form

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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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 Your Number

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, 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 on Thursday, 29 April 2021 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.

		For	Against	Abstain
Resolution 1	To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2a	Retirement and Re-election of Sir Melchior Togolo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	Retirement and Re-election of Sir Rabbie Namaliu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2c	Retirement and Re-election of Peter Graham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2d	Retirement and Re-election of David Osikore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To appoint Auditors and authorise Directors to fix their fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





BOUGAINVILLE
COPPER LIMITED

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

BOCRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Bougainville Copper Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Bougainville Copper Limited