

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Bougainville Copper Limited
ARBN	007 497 869

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter Robert TAYLOR
Date of last notice	29 April 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	26 May 2014
No. of securities held prior to change	26,981 RT Shares
Class	RT Shares
Number acquired	Nil
Number disposed	9,500 RT Shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil consideration
No. of securities held after change	17,481 RT Shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off-market transfer of 9,500 directly held RT Shares for nil consideration to The Taylor Superannuation Fund, in which Mr Taylor holds an interest as a beneficiary.

+ See chapter 19 for defined terms.

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Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Interest as a beneficiary of The Taylor Superannuation Fund in the holding registered in the name of Mr Peter Robert Taylor & Mrs Denise Elizabeth Quay <The Taylor Super Fund A/C>
Date of change	26 May 2014
No. of securities held prior to change	5,690 RT Shares
Class	RT Shares
Number acquired	9,500 RT Shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil consideration
No. of securities held after change	15,190 RT Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market transfer of 9,500 RT Shares from Mr Taylor's direct holding, for nil consideration.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect interest in Rio Tinto Limited Shares (" RT Shares ") acquired under myShare, the Rio Tinto Limited Global Employee Share Plan (" myShare "), held by Computershare Trustees (Jersey) Limited on behalf of Mr Taylor, and a conditional right to additional matching RT Shares (" Matching RT Share Rights ").
Date of change	No change
No. of securities held prior to change	48 RT Shares 47 Matching RT Share Rights*
Class	RT Shares and Matching RT Share Rights
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	48 RT Shares 47 Matching RT Share Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

* In accordance with the rules of myShare, upon vesting of the Matching Share Rights, Mr Taylor may receive additional Shares in lieu of dividends that would have been paid to him in the period from grant on the base number of shares being the subject of the Matching Share Rights that vest.

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Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	No change
No. of securities held prior to change	14,730 rights (" Rights ") to be granted ordinary shares in Rio Tinto Limited (" RT Shares "), being: <ul style="list-style-type: none"> • 2,712 Rights under the Rio Tinto Limited Bonus Deferral Plan as amended from time to time ("BDP")*; • 8,512 Rights under the Rio Tinto Limited Performance Share Plan as amended from time to time ("PSP")*; and • 3,506 Rights under the Rio Tinto Limited Management Share Plan as amended from time to time ("MSP")*.
Class	Rights under the terms of the BDP, the PSP and the MSP.
Number acquired	N/A
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
No. of securities held after change	14,730 Rights, being: <ul style="list-style-type: none"> • 2,712 Rights under the BDP; • 8,512 Rights under the PSP; and • 3,506 Rights under the MSP.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	N/A

* In accordance with the rules of the BDP, the PSP and the MSP, upon vesting Mr Taylor may receive Rights to additional RT Shares equal to the value of dividends that would have been paid to him since the date of award, on the number of RT Shares allocated following the vesting of those Rights.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	No change
No. of securities held prior to change	7,343 Options to be granted RT Shares (" Options ") under the Rio Tinto Limited Share Option Plan 2004 as amended from time to time (" SOP ")
Class	Options granted under the SOP.
Number acquired	N/A
Number disposed	N/A

+ See chapter 19 for defined terms.

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	7,343
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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