

# 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

<b>Name of entity</b>	<b>Bougainville Copper Limited</b>
<b>ARBN</b>	<b>007 497 869</b>

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.

<b>Name of Director</b>	Peter Robert TAYLOR
<b>Date of last notice</b>	11 December 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	Acquisition – 1 January 2015 Disposal – 6 January 2015
<b>No. of securities held prior to change</b>	13,836 rights (" <b>Rights</b> ") to be granted ordinary shares in Rio Tinto Limited (" <b>RT Shares</b> "), being: <ul style="list-style-type: none"> <li>1,818 Rights under the Rio Tinto Limited Bonus Deferral Plan as amended from time to time ("<b>BDP</b>")*;</li> <li>8,512 Rights under the Rio Tinto Limited Performance Share Plan as amended from time to time ("<b>PSP</b>")*; and</li> <li>3,506 Rights under the Rio Tinto Limited Management Share Plan as amended from time to time ("<b>MSP</b>")*.</li> </ul>
<b>Class</b>	Rights under the terms of the BDP, the PSP and the MSP.
<b>Number acquired</b>	90 Rights under the MSP representing the value of the dividends that would have been paid since grant on the RT Shares to which Mr Taylor becomes entitled following vesting of 1,087 Rights under the MSP on 1 January 2015.

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<b>Number disposed</b>	1,177 Rights under MSP, being the aggregate number of Rights which have vested, resulting in a grant of a corresponding allocation of RT shares in accordance with the terms of the MSP.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Acquisition and disposal of Rights under the MSP for nil consideration resulting in a grant of a corresponding allocation of RT Shares under the terms of the MSP.
<b>No. of securities held after change</b>	12,749 Rights, being: <ul style="list-style-type: none"> <li>• 1,818 Rights under the BDP;</li> <li>• 8,512 Rights under the PSP; and</li> <li>• 2,419 Rights under the MSP.</li> </ul>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Vesting of the Rights under the MSP.

\*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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	6 January 2015
<b>No. of securities held prior to change</b>	18,448 RT Shares
<b>Class</b>	RT Shares
<b>Number acquired</b>	1,177 RT Shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Acquisition of RT Shares pursuant to the vesting of Rights under the MSP for nil consideration.
<b>No. of securities held after change</b>	19,625 RT Shares
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Acquisition of RT Shares pursuant to the vesting of Rights under the MSP.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Indirect interest in RT Shares acquired under myShare, the Rio Tinto Limited Global Employee Share Plan (" <i>myShare</i> "), held by Computershare Trustees (Jersey) Limited on behalf of Mr Taylor, and a conditional right to additional matching RT Shares (" <i>Matching RT Share Rights</i> ").
<b>Date of change</b>	N/A

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<b>No. of securities held prior to change</b>	166 RT Shares 164 Matching RT Share Rights*
<b>Class</b>	RT Shares and Matching RT Share Rights
<b>Number acquired</b>	N/A
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
<b>No. of securities held after change</b>	166 RT Shares 164 Matching RT Share Rights
<b>Nature of change</b> <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 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	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>
<b>Date of change</b>	N/A
<b>No. of securities held prior to change</b>	15,190 RT Shares
<b>Class</b>	RT Shares
<b>Number acquired</b>	N/A
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
<b>No. of securities held after change</b>	15,190 RT Shares
<b>Nature of change</b> <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

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	No change

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<b>No. of securities held prior to change</b>	7,343 Options to be granted RT Shares (" <i>Options</i> ") under the Rio Tinto Limited Share Option Plan 2004 as amended from time to time (" <i>SOP</i> ")
<b>Class</b>	Options granted under the SOP.
<b>Number acquired</b>	N/A
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
<b>No. of securities held after change</b>	7,343
<b>Nature of change</b> <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

## 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.

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

## Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	Mr Taylor was not subject to any closed period that would have required him to obtain prior written clearance from the Company for the acquisition or disposal of securities that are the subject of this notice.*
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

\* Clearance has been obtained under the Rio Tinto Dealing Rules in respect of the vesting of Mr Taylor's Rights under the MSP and the resulting acquisition of RT Shares.

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