

# 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	25 January 2016

### 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	15 February 2016
No. of securities held prior to change	15,302 rights (" <b>Rights</b> ") to be granted Rio Tinto Limited ordinary shares (" <b>RT Shares</b> "), being: <ul style="list-style-type: none"> <li>• 1,950 Rights under the Rio Tinto Limited Bonus Deferral Plan as amended from time to time ("<b>BDP</b>")*;</li> <li>• 9,506 Rights under the Rio Tinto Limited Performance Share Plan as amended from time to time ("<b>PSP</b>")*; and</li> <li>• 3,846 Rights under the Rio Tinto Limited Management Share Plan as amended from time to time ("<b>MSP</b>")*.</li> </ul>
Class	Rights under the terms of the BDP, the PSP and the MSP.
Number acquired	178 Rights under the MSP, representing the value of dividends that would have been paid since grant on the RT Shares to which Mr Taylor becomes entitled following the vesting of 1,209 Rights on 15 February 2016.

+ See chapter 19 for defined terms.

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<b>Number disposed</b>	3,200 Rights being: <ul style="list-style-type: none"> <li>• 628 Rights under the PSP that lapsed due to the performance adjustment, in accordance with the terms of the PSP;</li> <li>• 1,185 Rights under the PSP, which have vested resulting in a grant of a corresponding allocation of RT Shares in accordance with the terms of the PSP; and</li> <li>• 1,387 Rights under the MSP, which have vested resulting in a grant of a corresponding allocation of RT Shares in accordance with the terms of the MSP.</li> </ul>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Acquisition and Disposal of Rights under the MSP and PSP for nil consideration, resulting in a grant of a corresponding allocation of RT Shares in accordance with the terms of the MSP and PSP.
<b>No. of securities held after change</b>	12,280 Rights, being: <ul style="list-style-type: none"> <li>• 1,950 Rights under the BDP;</li> <li>• 7,693 Rights under the PSP; and</li> <li>• 2,637 Rights under the MSP.</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of the Rights under the MSP and PSP.

\* In accordance with the rules of the BDP, the MSP, and the rules of the PSP in respect of awards granted from 2013, upon vesting Mr Taylor may receive additional RT Shares in lieu of dividends that would have been paid to him in the period from grant on the base number of RT Shares the subject of the Rights that vest.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	16 February 2016
<b>No. of securities held prior to change</b>	17,463 RT Shares
<b>Class</b>	RT Shares
<b>Number acquired</b>	2,572 RT Shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Acquisition of RT Shares pursuant to the vesting of Rights under the MSP and PSP for nil consideration.
<b>No. of securities held after change</b>	20,035 RT Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of RT Shares pursuant to the vesting of Rights under the MSP and PSP.

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Direct or indirect interest	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	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> ”).
Date of change	N/A
No. of securities held prior to change	318 RT Shares 304 Matching RT Share Rights*
Class	RT Shares and Matching RT Share Rights
Number acquired	N/A
Number disposed	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	318 RT Shares 304 Matching RT Share Rights*
<b>Nature of change</b> 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 RT Share Rights that vest.

Direct or indirect interest	Indirect
<b>Nature of indirect interest (including registered holder)</b> 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	N/A
No. of securities held prior to change	19,349 RT Shares
Class	RT Shares
Number acquired	N/A
Number disposed	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	19,349 RT Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

+ See chapter 19 for defined terms.

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	N/A
No. of securities held prior to change	5,312 options (" <b>Options</b> ") to be granted RT Shares under the Rio Tinto Limited Share Option Plan 2004 as amended from time to time (" <b>SOP</b> ")
Class	Options granted under the SOP.
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	5,312 Options
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

## 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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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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<sup>+</sup> See chapter 19 for defined terms.