

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

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|----------------|-----------------------------|
| 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 | 22 February 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.

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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 | 7 March 2016 |
| No. of securities held prior to change | 5,312 options (" Options ") to be granted Rio Tinto Limited ordinary shares ("RT Shares") under the Rio Tinto Limited Share Options Plan 2004 as amended from time to time ("SOP"). |
| Class | Options granted under the SOP. |
| Number acquired | Nil |
| Number disposed | 3,305 Options |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | Nil |
| No. of securities held after change | 2,007 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> | Lapsing of 3,305 Options granted under the terms of the SOP on 7 March 2006. |

+ See chapter 19 for defined terms.

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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 | 11 March 2016 |
| No. of securities held prior to change | 12,280 rights (" Rights ") to be granted RT Shares, being: <ul style="list-style-type: none"> • 1,950 Rights under the Rio Tinto Limited Bonus Deferral Plan as amended from time to time ("BDP")*; • 7,693 Rights under the Rio Tinto Limited Performance Share Plan as amended from time to time ("PSP")*; and • 2,637 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 | 5,217 Rights being: <ul style="list-style-type: none"> • 1,538 Rights granted under the terms of the BDP; • 2,453 Rights granted under the terms of the PSP; and • 1,226 Rights granted under the terms of the MSP. |
| Number disposed | Nil |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | Nil |
| No. of securities held after change | 17,497 Rights, being: <ul style="list-style-type: none"> • 3,488 Rights under the BDP; • 10,146 Rights under the PSP; and • 3,863 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> | Grant of BDP, PSP and MSP Rights under the terms of the BDP, PSP and MSP. |

* 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.

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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 | N/A |
| No. of securities held prior to change | 20,035 RT Shares |

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|---|------------------|
| Class | RT Shares |
| 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 | 20,035 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 | N/A |

| | |
|---|---|
| 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 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 |
| Value/Consideration 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* |
| 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 RT Share Rights that vest.

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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> |

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| 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 |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | N/A |
| No. of securities held after change | 19,349 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> | 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.

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|---|-----|
| 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 |

Part 3 – +Closed period

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| 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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