



ASX Announcement

Date: 23 October 2015

ASX Code: COY

DISPATCH OF NOTICE OF 2015 ANNUAL GENERAL MEETING

Coppermoly Ltd is pleased to advise that the Company's 2015 AGM will be held at its registered office at 10am (AEST) on Monday 23 November 2015.

The 2015 AGM Notice of Meeting and Proxy Form, attached below, is being mailed to Shareholders today.

On behalf of the Board.

Paul Schultz

Company Secretary

Coppermoly Ltd

Suite 1B, 91 Upton Street

Bundall, Queensland 4217

Email: info@coppermoly.com.au

Telephone: +61 7 5510 3994

About Coppermoly

Coppermoly's mineral exploration activities are focused entirely on the island of New Britain in PNG where it holds five exploration licences. These licences cover copper, gold, silver, zinc, molybdenum and iron mineralisation. The five current tenements are Mt Nakru, Simuku (a newly consolidated licence combining old EL 1077 Simuku and EL 1445 Talelumas), Makmak, Powell and Wowonga.



ABN 54 126 490 855

Notice of Annual General Meeting – Monday 23 November 2015

Notice is hereby given that the Annual General Meeting of Coppermoly Limited (**Coppermoly** or **the Company**) will be held at the Company's registered office located in

Suite 1B, 91 Upton Street, Bundall, Queensland

on

Monday 23 November 2015 at 10.00am (Queensland time)

for the purpose of transacting the business set out in this Notice.

If you are unable to attend the meeting you are encouraged to complete and return the enclosed Proxy Form which allows you to appoint a proxy to vote on your behalf.

The completed Proxy Form must be received by the Company no later than 10.00am (Queensland time) on Saturday 21 November 2015, being 48 hours before the commencement of the meeting.

ORDINARY BUSINESS

Financial Report

To receive the financial report of the Company and the reports of the Directors and of the Auditors for the financial year ended 30 June 2015.

Note: There is no requirement for Shareholders to vote on the reports.

RESOLUTION 1 Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of section 250R(2) of the *Corporations Act 2001*, and for all other purposes, the Remuneration Report for the financial year ended 30 June 2015 as disclosed in the Company's 2015 Annual Report be adopted."

Note: This Resolution is advisory only and does not bind the Company or the Directors. However, if 25% or more votes that are cast on Resolution 1 are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at that second annual general meeting on an additional resolution on whether another meeting should be held at which all of the Company's Directors, other than the Managing Director, must stand for re-election. Please refer to the attached Explanatory Notes for further information and voting exclusions.

RESOLUTION 2 Re-election of Director – Mr Kevin Grice

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Kevin Grice, who retires as a Director of the Company by rotation in accordance with Article 16.1 of the Company's constitution, and being eligible, be re-elected as a Director of the Company."

Please refer to the attached Explanatory Notes for further information.

RESOLUTION 3 Election of Director – Mr Jincheng Yao

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Jincheng Yao, who was appointed by the Directors since the last Annual General Meeting and retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and Article 15.4 of the Company's constitution, and being eligible, is elected as a Director of the Company."

Please refer to the attached Explanatory Notes for further information.

RESOLUTION 4 Election of Director – Dr Wanfu Huang

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Dr Wanfu Huang, who was appointed by the Directors since the last Annual General Meeting and retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and Article 15.4 of the Company’s constitution, and being eligible, is elected as a Director of the Company.”

Please refer to the attached Explanatory Notes for further information.

RESOLUTION 5 Approval for the Issue of Conditional Securities

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 10.11, and for all other purposes, the issue of 1,755,024 Shares at \$0.02 per Share and 585,008 attaching Options to Mr Michael Howard, a former Director of the Company, in accordance with the agreement between Coppermoly and Mr Howard and otherwise on the terms set out in the Explanatory Notes, be approved.”

Please refer to the attached Explanatory Notes for further information and voting exclusions.

SPECIAL BUSINESS

RESOLUTION 6 Approval of Additional 10% Share Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That for the purpose of ASX Listing Rule 7.1A, and for all other purposes, Shareholders approve the Company having the additional capacity to issue up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this notice.”

Note: At the date of this notice the Company has not approached any existing security holders in relation to the proposed 10% Additional Placement Capacity. Accordingly, no existing shareholder will be excluded from voting under the voting exclusion statement. Please refer to the attached Explanatory Notes for further information.

Final Item of Business:

To transact any other business that may be lawfully brought forward in accordance with the Constitution of the Company and the Act.

Refer to the Explanatory Notes for further information on the proposed resolutions.

By order of the Board
K. Grice
Non-executive Director
Dated: 16 October 2015

HOW TO VOTE

ELIGIBILITY TO ATTEND AND VOTE

You will be eligible to attend and vote at the meeting if you are registered as a holder of Shares at 7.00pm (Sydney time) on Friday 20 November 2015.

VOTING METHODS

You may vote by either attending the meeting in person or by proxy.

A Shareholder entitled to attend and vote at the AGM may appoint not more than two proxies to attend and vote as an alternative to attending the meeting in person.

A proxy need not be a shareholder of the Company.

A proxy appointment may be authorised by a shareholder in any manner approved by Directors (subject to the Act) and as specified in this Notice of Meeting.

An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or if the appointer is a corporation under its common seal or the hand of its duly authorised attorney.

Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the Shareholders' voting rights and neither proxy may vote on a show of hands.

Any corporation which is a Shareholder may, by a resolution of its director(s), authorise any person it thinks fit to act as its representative at the AGM. That person acting in accordance with that authority until it is revoked by the corporation is entitled to exercise the same powers on behalf of that corporation as that corporation could exercise if it were a natural person who is a Shareholder.

A proxy form and the authority, if any, under which it is signed or a copy of that authority certified as a true copy by statutory declaration must be completed and received at the office of Coppermoly Limited, as detailed below:

BY MAIL: Coppermoly Limited
PO Box 6965
Gold Coast Mail Centre
Qld 9726 Australia

BY FAX: + 61 7 5510 3997

BY EMAIL: info@coppermoly.com.au

IN PERSON: Coppermoly Limited
Suite 1B, 91 Upton Street
Bundall Qld 4217 Australia

Proxy forms must be received **no later than 48 hours before the time for holding the meeting, i.e. before 10.00am (Queensland time) Saturday 21 November 2015.**

NOTE

Ordinary resolutions require that more than 50% of the votes cast, in person, by proxy, by representative or by attorney, are cast in favour of the resolution.

Special resolutions require that at least 75% of the votes are cast, in person, by proxy, by representative or by attorney, are cast in favour of the resolution.

All votes will be voted upon by a show of hands in the first instance. A poll may be demanded in accordance with the Company's constitution. Every shareholder who is present in person or by proxy will:

- On a show of hands: have one vote, or
- In a poll: have one vote for each share held by that person.

EXPLANATORY NOTES

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast by the following persons in respect of the noted Resolutions:

- **Resolution 1**

In accordance with section 250R of the Act a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of:

- (a) A member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) A Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above and either:

- (c) The person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (d) The person is the Chair of the meeting and the appointment of the Chair of the meeting as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) authorises the Chair of the meeting to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

- **Resolutions 5**

The Company will disregard any votes cast on Resolution 5 by Mr Michael Howard, and any of his Associates or a member of the Key Management Personnel, and any Closely Related Party. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the General Meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Further, a vote must not be cast on Resolution 5 (and will be taken not to have been cast if cast contrary to this restriction) by a member of the

Key Management Personnel and any Closely Related Party of such a member acting as a proxy, if their appointment does not specify the way the proxy is to vote on this Resolution. However, a member or any Closely Related Party of such a member may vote when acting as proxy if the person is the Chair of the Meeting and the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

- **Resolution 6**

The Company will disregard any votes cast by a person, and any associate of that person, who may participate in the proposed issue and a person, including any associate of that person, who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if it is cast by the Chair the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of this notice the Company has not approached any existing security holders in relation to the proposed 10% Additional Placement Capacity. Accordingly, no existing shareholder will be excluded from voting under the voting exclusion statement.

Financial Report

The Act requires that the financial report be presented to the AGM. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the AGM.

Apart from the matter involving the Remuneration Report, which is required to be voted upon, neither the Act nor the Company's Constitution requires a vote of Shareholders at the AGM on the financial report of the Company. Shareholders will be given ample opportunity to raise questions with respect to the financial report at the meeting.

RESOLUTION 1: Remuneration Report

The Remuneration Report is set out on pages 11 to 15 in Coppermoly Limited's 2015 Annual Report which is also available on the Company's website at www.coppermoly.com.au.

The Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 1 (Remuneration Report). Any undirected proxies held by Directors, (except the Chair of the meeting) or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1 (Remuneration Report). If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either **"For"**, **"Against"** or **"Abstain"** on the proxy form for that item of business.

The Remuneration Report identifies Coppermoly Key Management Personnel for the financial year to 30 June 2015. Their Closely Related Parties are defined in the Act and include certain of their family members, dependents and companies they control.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Notes:

- The cash salaries and fees paid to Directors are modest and at or below industry levels.
- Each Director in office at 30 June 2015 had their directors' fees accrued in the accounts but not paid since the latter of July 2014 or their date of appointment. This is an initiative of the Directors to aid the Company's cash flows.
- The Company plans to pay accrued directors' fees in an orderly manner once it has sufficient funds.
- There have been no options issued to Directors since November 2010. All options previously issued to Directors have now expired.

The Act requires ASX-listed companies to put an annual, non-binding resolution to Shareholders to adopt the Remuneration Report. In line with the legislation this vote will be advisory only and does not bind the Directors or the Company. If 25% or more votes that are cast on Resolution 1 are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at that second annual general meeting on an additional resolution on whether another meeting should be held at which all of the Company's Directors, other than the Managing Director, must stand for re-election. The corresponding vote at the 2014 AGM recorded less than 25% against the adoption of the 2014 Remuneration Report.

The Board recommends Shareholders vote in favour of Resolution 1. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 1. Key Management Personnel and their closely related parties are prohibited from voting on Resolution 1.

RESOLUTION 2: Re-election of Director – Mr Kevin Grice

Article 16.1 of the Constitution requires one third, or at least one, of the Directors retire at the AGM (excluding the managing director and any Director appointed to fill a casual vacancy who is yet to be ratified by a general meeting).

As Mr Yao's and Dr Huang's appointments to the board of the Company are yet to be ratified, Mr Kevin Grice must retire as director of the Company at this AGM. Mr Grice will resign and, being eligible, seek re-election.

Mr Grice, BComm CPA MAICD, is a successful finance executive with significant experience with listed and unlisted exploration companies and general management experience, including as acting Chief Executive and Chief Financial Officer of Renison Consolidated Mines NL (now Laneway Resources Ltd), Chief Financial Officer of ASX Listed Highlands Pacific Limited and various other roles with Ensham Resources, Century Gold Resources Pty Ltd and others.

The Directors (other than Mr Grice) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

**RESOLUTION 3: Election of Director –
Mr Jincheng Yao**

Article 15.4 of the Constitution allows the Board to appoint at any time a person to be a Director but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

In accordance with Article 15.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following AGM and is then eligible for election.

Mr Yao was appointed as a Director on 5 March 2015 and in accordance with the Constitution and the ASX Listing Rules, is now seeking election.

Mr Yao, MBA and Bachelor of Commerce, is a finance professional based in mainland China. He has held various senior executive roles in the Meijin Group and is currently Vice President and Director of Meijin Energy Group Limited. Mr Yao has experience across many aspects of mining and industry in both China and Australia.

The Directors (other than Mr Yao) unanimously recommend that Shareholders vote in favour of Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

**RESOLUTION 4: Election of Director –
Dr Wanfu Huang**

Article 15.4 of the Constitution allows the Board to appoint at any time a person to be a Director but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

In accordance with Article 15.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election.

Dr Huang was appointed as a Director on 11 March 2015 and in accordance with the Constitution and the ASX Listing Rules, is now seeking election.

Dr Huang is a member of the Australian Institute of Geoscientists and holds a PhD, a MSc and a BSc. Dr Huang has more than 20 years' experience in the exploration industry. He has held numerous positions in the industry, covering base metals, gold, iron ore, coal and bauxite in Australia and overseas.

The Directors (other than Dr Huang) unanimously recommend that Shareholders vote in favour of Resolution 4. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 4.

RESOLUTION 5: Approval of issue of Conditional Securities

Mr Michael Howard is a former Non-Executive Director of the Company, having resigned from his position as a Director effective 11 March 2015.

At the time of his resignation, Mr Howard was owed a total of \$51,205 in accrued but unpaid Director's fees and the Company entered into an agreement for Mr Howard to receive Shares and attaching Options in lieu of cash for the accrued Director's fees owed to him, subject to obtaining Shareholder approval prior to such issue.

The issue price for the Shares and the exercise price and ratio for the attaching Options were agreed with Mr Howard on the basis that they were the same as the Company's prior securities issue to Barrick (PD) Australia Limited and Jade Triumph International Limited announced to the ASX in December 2014. The issue price for the Shares was also at a 500% premium to the closing price of Coppermoly's Shares on the ASX on the day prior to that agreement.

ASX Listing Rule 10.11 requires that the Company obtain Shareholder approval prior to the issue, or any agreement to issue, Equity Securities to a Related Party of the Company.

As Mr Howard was a Related Party of the Company, by virtue of his position as a Director up to 11 March 2015, Resolution 5 seeks Shareholder approval for the issue of Conditional Securities to Mr Howard in accordance with Listing Rule 10.11.

Additionally, the Corporations Act restricts the Company from giving certain "benefits" to certain persons, including Directors, on their ceasing employment with the Company, in the absence of prior shareholder approval unless an exemption applies.

The term "benefit" is defined broadly in the Corporations Act and, arguably, includes the agreement to issue Shares and Options to Mr Howard in lieu of cash. Accordingly, Resolution 5 also seeks Shareholder approval for the issue of Conditional Securities to Mr Howard in accordance with section 200E of the Corporations Act.

The effect of Resolution 5 will be that, if passed, Mr Howard will receive 1,755,024 Shares issued at \$0.02 per Share and 585,008 attaching unquoted Options (for no additional consideration), which has been calculated by dividing the net consideration amount of \$35,100, which is the net amount owed to Mr Howard after accounting for PAYG withholding obligations by \$0.02.

RESOLUTION 5: Approval of issue of Conditional Securities (continued)

If Resolution 5 is not passed, no Shares or attaching Options will be issued to Mr Howard as part of the agreement between Mr Howard and Coppermoly, and Coppermoly will be required to pay cash of \$35,100 to Mr Howard within 10 business days of the date of this AGM.

Shareholders should be aware that, if approval is given to issue Shares and Options to Mr Howard

under Listing Rule 10.11, approval will not be required under Listing Rule 7.1 and that the number of Shares issued to Mr Howard will not be counted towards the Company's 15% threshold.

For the purposes of Listing Rule 10.13 and section 200E of the Corporations Act, the following information is provided in respect of the Conditional Securities:

| | |
|---|--|
| <i>Maximum number of securities proposed to be issued</i> | The maximum number of Shares proposed to be issued to Mr Howard is 1,755,024 Shares and 585,008 attaching Options. |
| <i>Issue Price</i> | The issue price of the Conditional Securities proposed to be issued to Mr Howard is \$0.02 per Share, including one attaching Option for every three Shares for no additional consideration. |
| <i>Terms of the securities</i> | <p>All the proposed Shares to be issued to Mr Howard will, from their date of issue, rank equally with all other Shares on issue. The Company will apply for these Shares to be quoted on the ASX.</p> <p>The proposed Options to be issued to Mr Howard will be unquoted. Each unquoted Option will be exercisable at any time prior to the fifth business day prior to the date that is 3 years after the date of their issue. The proposed Options will be exercisable into one new Share at an exercise price of \$0.03.</p> |
| <i>Names of allottees</i> | If Resolution 5 is passed, the Conditional Securities will be issued to Mr Michael Howard. |
| <i>Explanation and valuation of the termination benefits</i> | <p>As noted above, the agreement to issue the Conditional Securities in lieu of a cash payment is arguably a 'termination benefit' for the purpose of the Corporations Act, the purpose of which was to preserve the Company's cash position.</p> <p>Various matters will or are likely to affect that value of the termination benefits being provided to Mr Howard (i.e. the Shares and Options that are being issued to Mr Howard), including the Company's Share price.</p> <p>For example, as at 13 October 2015, the closing price of the Company's Shares on the ASX was \$0.006 per Share. Accordingly, as at 13 October 2015, the Shares to be issued to Mr Howard were arguably valued at \$10,530.14.</p> <p>The Options are not currently, and will not be, quoted on the ASX and as such have no market value. The Options each grant the holder thereof a right of grant of one ordinary share in the Company upon exercise of the Option and payment of the exercise price of the Option described above. Accordingly, the Options may have a present value at the date of their grant.</p> <p>The Options may acquire future value dependent upon the extent to which the Shares exceed the exercise price of the Options during the term of the Options. As a general proposition, Options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:</p> <ul style="list-style-type: none"> (a) the period outstanding before the expiry date of the Options; (b) the exercise price of the Options relative to the underlying price or value of the securities into which they may be converted; |

RESOLUTION 5: Approval of issue of Conditional Securities (continued)

| | |
|---|--|
| <i>Explanation and valuation of the termination benefits (continued)</i> | <p>(c) the proportion of the issued capital as expanded consequent upon exercise represented by the shares issued upon exercise (ie whether or not the Shares that might be acquired upon exercise of the Options represent a controlling or other significant interest);</p> <p>(d) the value of the Shares into which the Options may be converted; and</p> <p>(e) whether or not the Options are listed (ie readily capable of being liquidated).</p> <p>However, as the Conditional Securities were agreed to be issued in lieu of the cash amount of \$35,100 owed to Mr Howard at the time of his resignation, the Company considers the appropriate valuation of these benefits to be \$35,100.</p> |
| <i>Use of funds</i> | The issue of the Conditional Securities will be for the settlement of the amount owed to Mr Howard by the Company for unpaid Director's fees. |
| <i>Date of issue</i> | The Conditional Securities will be issued within 10 days of obtaining Shareholder approval following the Meeting, and in any event, will be issued no later than 1 month after this Meeting. |

RESOLUTION 6: Approval of Additional 10% Share Placement Capacity

ASX Listing Rule 7.1 requires Shareholder approval for an issue of securities in the Company if that issue will, when aggregated with all other issues during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

In accordance with Listing Rule 7.1A, eligible entities may seek shareholder approval at their AGM to issue a further 10% of their issued share capital in addition to the 15% capacity set out in ASX Listing Rule 7.1 (**10% Share Placement Capacity**).

An eligible entity for the purpose of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. At the date of this Notice, the Company is an eligible entity.

Any issue of securities under ASX Listing Rule 7.1A:

- (a) must be in the same class as an existing quoted class of the Company's equity securities;
- (b) may be issued at a maximum of 25% discount to the current market price; and
- (c) must be calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2.

Resolution 6 seeks Shareholder approval for the Company to have the ability to issue securities under the 10% Share Placement Capacity. The approval of Resolution 6 will provide the Company with even greater flexibility to issue securities in addition to the 15% capacity set out in ASX Listing Rule 7.1 without a further requirement to obtain prior Shareholder approval.

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided for the purpose of obtaining shareholder approval for the 10% Share Placement Capacity:

(a) Minimum price

The minimum price at which securities may be issued under the 10% Share Placement Capacity is 75% of the VWAP of securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price of the securities to be issued is agreed; or

RESOLUTION 6: Approval of Additional 10% Share Placement Capacity (continued)

- (ii) if they are not issued within 5 ASX trading days of the date in paragraph (a) (i), the date on which the securities are issued.

(b) Formula for calculating 10% Share Placement Capacity.

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(ii) plus the number of partly paid shares that became fully paid in the 12 months;

plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(iii) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

As required by the ASX Listing Rules, below is a hypothetical example of the potential dilution of Shareholders of the Company where the full 10% Share Placement Capacity is utilised, on the basis of three different assumed issue prices and numbers of equity securities on issue.

Technical information required by Listing Rule 7.3A

| | | Dilution when compared with the current issued share capital | Hypothetical issue price of shares issued under the 10% Share Placement Capacity | | |
|----------------------|--|--|--|----------------------|---|
| | | | \$0.003 50% decrease in Issue Price | \$0.006 per share | \$0.012 100% increase in Issue Price |
| Issued share capital | Current issued share capital 383,729,449 | 10% dilution | 38,372,945 shares | 38,372,945 shares | 38,372,945 shares |
| | | Funds raised | \$115,119 | \$230,238 | \$460,475 |
| | 50% increase in issued share capital 575,594,174 | 10% dilution | 57,559,417 shares | 57,559,417 shares | 57,559,417 shares |
| | | Funds raised | \$172,678 | \$345,357 | \$690,713 |
| | 100% increase in issued share capital 767,458,898 | 10% dilution | 76,745,890 shares | 76,745,890 shares | 76,745,890 shares |
| | | Funds raised | \$230,238 | \$460,475 | \$920,951 |

Note: the table above has been prepared on the following assumptions:

1. The Issue Price of \$0.006 is based on the closing price of shares on 13 October 2015;
2. The current issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A.2;
3. The Company issues the maximum number of securities available under the 10% Share Placement Capacity;
4. No options are exercised prior to the date of issue of any shares under the 10% Share Placement Capacity;
5. The table shows the effect of issues of the Company's equity securities under the 10% Share Placement Capacity, not under the Company's 15% placement capacity under Listing Rule 7.1; and
6. The table does not show an example of dilution that may occur to any particular Shareholder due to any placements under the 10% Share Placement Capacity.

(c) Potential risk of economic and voting dilution
If this Resolution is approved by Shareholders and securities are issued under the 10% Share Placement Capacity, the interests of existing Shareholders who do not participate in the issue would be diluted.

Shareholders should note that in such circumstances, as with any time in the market, there is a risk that:

(i) the market price for equity securities issued under the 10% Share Placement Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and

(ii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date, which may have an effect on the amount of funds raised by the issue of the equity securities.

(d) Timing of potential issues

If Shareholders approve Resolution 6, securities may be issued under the 10% Share Placement Capacity during the period commencing on the date of the Meeting and ending on the first to occur of the following:

(i) 12 months after the date of this Meeting; and

(ii) the date of Shareholder approval for any transaction under Listing Rules 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

The approval under Listing Rules 7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

RESOLUTION 6: Approval of Additional 10% Share Placement Capacity (continued)

(e) Purpose of potential issue

Shares may be issued under the 10% Share Placement Capacity for the following purposes:

(i) non-cash consideration for the acquisition of new resources assets and other investments. If this occurs, the Company will provide a valuation of the non-cash consideration in accordance with ASX Listing Rule 7.1A.3; or

(ii) cash consideration. If this occurs, the Company intends to use the funds raised to continue exploration and development of the Company's current assets, cover general working capital requirements and/or, if appropriate, acquire new assets or investments.

The Company will comply with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon any issue of shares under the 10% Share Placement Capacity.

(f) Allocation policy under the 10% Share Placement Capacity

The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Share Placement Capacity.

Potential allottees of securities under the 10% Share Placement Capacity will be determined on a case-by-case basis, having regard to factors which may include:

(i) the methods of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;

(ii) the effect of any such issue on the control of the Company;

(iii) the financial situation of the Company; and

(iv) advice from corporate, financial and broking advisers.

As at the date of this Notice, no allottees for a placement under the 10% Share Placement Capacity have been determined. They may however include, as well as any existing Shareholders, substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.

(g) Prior shareholder approval

The Company sought and received Shareholder approval under Listing Rule 7.1A at the last AGM held on 24 November 2014.

A total of 197,855,732 equity securities, including shares, convertible notes and options, were issued in the 12 months preceding the date of the AGM. This represented 68.8% of the total number of equity securities on issue at the start of the 12 month period.

The above total includes 95,891,800 shares issued in the 12 months preceding the date of the AGM. This represented 33.3% of the total number of shares on issue at the start of the 12 month period.

RESOLUTION 6: Approval of Additional 10% Share Placement Capacity (continued)

The table below sets out specific details for each issue of equity securities that has taken place in the 12 month period preceding the date of this AGM.

| Issue Date | Number Issued | Class Type | Names of persons who received securities or basis on which those persons were determined | Price per security | Discount to market | Cash received ¹ | Non-cash consideration paid and current value |
|---------------|--------------------|--------------------------------|--|--------------------|--------------------|----------------------------|---|
| 12/12/2014 | 30,000,000 | Ordinary shares | Jade Triumph International Limited (JTI) | \$0.01 | Nil ² | \$300,000 | n/a |
| 19/12/2014 | 38,750,000 | Convertible Notes ³ | | \$0.02 | n/a | \$775,000 | n/a |
| 19/12/2014 | 12,916,666 | Options ⁴ | | Nil | n/a | n/a | n/a |
| 26/3/2015 | 21,250,000 | Convertible Notes ³ | | \$0.02 | n/a | \$425,000 | n/a |
| 26/3/2015 | 7,083,333 | Options ⁴ | | Nil | n/a | n/a | n/a |
| 19/12/2014 | 65,891,800 | Ordinary shares | Barrick (PD) Australia Limited | \$0.02 | Nil ² | n/a | \$1,317,836 |
| 26/3/2015 | 21,963,933 | Options ⁵ | | Nil | n/a | n/a | n/a |
| Totals | 197,855,732 | | | | | \$1,500,000 | \$1,317,836 |

Notes:

- 80% of the funds raised has been spent to 30 September 2015. The amount spent, and the remaining 20% of those funds has been/will be used to fund exploration activity and working capital purposes.
- All issues of Ordinary shares in the previous 12 months were at a premium to the prevailing VWAP at the time of issue.
- The Convertible Notes issued to JTI are unquoted. Each Convertible Note is convertible into one new Share any time prior to 19 December 2016 (**Maturity Date**), at the Option of the holder, subject to such conversion not resulting in the holder breaching the Corporations Act 2001. Each Convertible Note accrues interest a rate of 7% per annum, repayable at maturity and may be repaid by Coppermoly at any time prior to the Maturity Date, subject to Coppermoly paying the holder a break fee equal to 5% of the repayment amount.
- The options issued to JTI are unquoted. Each unquoted option is exercisable at any time prior to 19 December 2016 at an exercise price of \$0.03 and is exercisable into one new Share, subject to the holder only being entitled to exercise one unquoted option for every three Convertible Notes that it elects to convert to Shares.
- The options issued to Barrick (PD) Australia Limited are unquoted. Each unquoted option is exercisable at any time prior to 25 March 2017 at an exercise price of \$0.03 and is exercisable into one new Share subject to such exercise not resulting in the holder breaching the Corporations Act 2001.

Voting Exclusion statement A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholders or class of security holders in relation to the proposed 10% Share Placement Capacity. Accordingly, no existing Shareholder will be excluded from voting under the voting exclusion statement in the Notice.

The Directors of the Company unanimously recommend Shareholders vote in favour of Resolution 6. The Chair of the meeting intends to vote all undirected proxies in favour of Resolution 6.

GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Act means *Corporations Act 2001 (Commonwealth)*.

AEST means Australian Eastern Standard Time.

Associate has the meaning given to that term in the Corporations Act.

AGM means the Annual General Meeting to be held on Monday 23 November 2015.

ASX means ASX Limited.

ASX Listing Rule(s) means the listing rules of the ASX.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Commonwealth)*.

Conditional Securities means the Shares and attaching Options proposed to be issued to Mr Howard in accordance with resolution 5.

Corporations Act means the *Corporations Act 2001 (Commonwealth)*.

Key Management Personnel has the same meaning as in Australian Accounting Standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice means the Notice of Annual General Meeting.

Option means an option to acquire a Share.

Ordinary share and **Share** means a fully paid ordinary share in the capital of Coppermoly that ranks equally with all existing shares on issue.

Queensland time means Australian Eastern Standard Time.

Remuneration Report means the remuneration report which forms part of the Directors' Report on Coppermoly Limited for the financial year ended 30 June 2015 and which is set out in the 2015 Annual Report.

Security has the same meaning contained in ASX Listing Rule 19 "Interpretation and definitions".

Sydney time means Australian Eastern Daylight Time.

Voting Power has the same meaning ascribed to that term in the Corporations Act.

VWAP means Volume Weighted Average Price of Coppermoly Ltd ordinary shares as quoted on the ASX.

Corporate Directory

Coppermoly Limited (ABN 54 126 490 855)

Directors

Dr Wanfu Huang (Non-Executive Director)

Mr Jincheng Yao (Non-Executive Director)

Mr Kevin Grice (Non-Executive Director)

Company Secretary

Mr Paul Schultz

Registered office

Suite 1B, 91 Upton Street,
Bundall, Queensland 4217

Telephone: +61 7 5510 3994

Facsimile: +61 7 5510 3997

Email: info@coppermoly.com.au

Website: www.coppermoly.com.au

All Correspondence to:

| | | |
|---|------------------|---|
| ✉ | By Mail | Coppermoly Limited PO Box 6965 Gold Coast Mail Centre Qld 9726 Australia |
| ✉ | By Email: | info@coppermoly.com.au |
| 💻 | Online: | www.coppermoly.com.au |
| ☎ | By Phone: | +61 7 5510 3944 |
| 📠 | By Fax: | +61 7 5510 3997 |

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Queensland time) Saturday, 21 November 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Queensland Time) on Saturday, 21 November 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

| | | |
|---|------------------|--|
| 📠 | By Fax | + 61 7 5510 3997 |
| ✉ | By Mail | Coppermoly Limited PO Box 6965 Gold Coast Mail Centre QLD 9726 |
| 👤 | In Person | Coppermoly Limited Suite 1B, 91 Upton Street Bundall Qld 4217 |
| ✉ | By Email | Scanned to: info@coppermoly.com.au |

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Coppermoly Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the Company's registered office located at **Suite 1B, 91 Upton Street, Bundall, Queensland on Monday, 23 November 2015 at 10:00am (Queensland time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 1 is connected with the remuneration of a member of key management personnel for Coppermoly Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

| | | For | Against | Abstain* |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | To Adopt the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | To re-elect Mr Kevin Grice as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | To elect Mr Jingcheng Yao as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | To elect Mr Dr Wanfu Huang as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval for the issue of Conditional Securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Approval of Additional 10% Share Placement Capacity (Special Resolution) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015