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## ASX Announcement

11 April 2016

ASX Code: **COY**

### PLACEMENT AGREEMENT

Coppermoly Ltd (**Coppermoly** or **the Company**) is pleased to announce that it has issued further securities today to new investor, Ever Leap Services Limited (**Ever Leap**) following approval by Coppermoly Shareholders at a general meeting held 30 March 2016 (see the ASX announcements dated 26 February 2016 and 30 March 2016 for further details). This issue of additional securities raises approximately \$2,269,000 (before costs).

An Appendix 3B for this issue of securities is attached to this announcement.

Coppermoly Director, Dr Wanfu Huang said "Coppermoly is delighted to have now finalised the funding agreement with major investor Ever Leap in a very difficult capital market for junior exploration companies. With the final receipt of funds from Ever Leap, Coppermoly will get back on the ground in PNG and direct its efforts on its major projects with the prime purpose of increasing the value of the Company's assets.

Coppermoly will concentrate its immediate efforts on the most advanced project, the Mt Nakru tenement, which includes the Nakru 1 and adjacent Nakru 2 prospects where drilling in 2014 intersected high grade near-surface copper mineralisation. The exploration effort will also be expanded to other prospective areas on the Nakru tenement, Simuku and the Company's other tenements."

### APPOINTMENT OF DIRECTOR

With the allotment of these securities Ever Leap is entitled to appoint a representative to the Board of Coppermoly. Ever Leap have nominated Mr Lin Zule as their representative. Mr Lin holds a master's degree in finance, and is currently the CFO of Ever Leap parent company Shanxi Xierun Investment Limited. Mr Lin has more than 15 years of experience in financial management. The existing Coppermoly board has approved Mr Lin's appointment as a Director of Coppermoly.

### SECTION 708A CORPORATIONS ACT CLEANSING STATEMENT

Coppermoly provides the following Cleansing Notice under Section 708A of the *Corporations Act 2001* (Cth) (**Act**) in relation to the allotment of 317,250,000 new fully paid ordinary shares in Coppermoly (**Shares**) to Ever Leap as detailed in the ASX announcements mentioned above and as detailed in the attached Appendix 3B.

In accordance with the requirements of section 708A (5)(e) of the Act, under which this notice is given, the Company confirms that:

1. As a disclosing entity, the Company is subject to regular reporting and disclosure obligations;
2. The shares issued are in the same class of ordinary shares as are quoted on the ASX;
3. The Company issued the shares without the disclosure to investors under Part 6D.2 of the Act, and that notification is being given under 708A (5)(e) of the Act;

4. As at the date of this notice:
  - a) the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and
  - b) the Company has complied with section 674 of the Act; and
5. As at the date of this notice there is no excluded information (as that expression is defined in sections 708A(7) and 708(8) of the Act) in relation to the Company.

On behalf of the Board.

Paul Schultz  
**Company Secretary**  
**Coppermoly Ltd**

***About Coppermoly:*** Coppermoly (COY) has been listed on the ASX since 2008. 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**.

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Coppermoly Limited

ABN

54 126 490 855

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | (a) Fully paid ordinary shares in the Company ( <b>Shares</b> ); and<br>Unlisted options:<br>(b) Deferred options;<br>(c) Attached options.   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | Number of securities issued:<br>(a) 317,250,000 Shares;<br>Maximum number of Shares that may be issued on:<br>(b) exercise of Deferred options: 250,000,000;<br>(c) exercise of Attached options: 83,333,333  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) Fully paid ordinary shares;<br>(b) Shares to be issued on exercise of unlisted Deferred options issued on 11 April 2016. The Options may be exercised into Shares any time between 1 February 2017 and 31 January 2020. These options have no exercise price.<br>(c) Shares to be issued on exercise of unlisted Attached options issued on 11 April 2016. The Options may be exercised into Shares any time between 1 February 2017 and 31 January 2020. The exercise price is \$0.008 per option. |

+ See chapter 19 for defined terms.

Appendix 3B  
New issue announcement

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>(a) \$0.004 per Share; (b) \$0.004 per Deferred option, including (c) one Attached option for every three Deferred options issued.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Funds raised from the issue of Securities will fund new exploration work on the Company's tenements located on New Britain Island, PNG and general working capital requirements.</p>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>23 November 2015</p>
<p>6c Number of <sup>+</sup>securities issued without security holder approval under rule 7.1</p>	<p>NIL</p>
<p>6d Number of <sup>+</sup>securities issued with security holder approval under rule 7.1A</p>	<p>NIL</p>

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<sup>+</sup> See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Number of securities issued: (a) 317,250,000 Shares; (b) 250,000,000 unlisted Deferred options; (c) 83,333,333 unlisted Attached options; all approved at a general meeting of the Company's Shareholders held 30 March 2016.	
6f	Number of +securities issued under an exception in rule 7.2	NIL	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1: 114,072,670 Rule 7.1A: <u>76,048,447</u> 190,121,117	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	11 April 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 760,484,473 (including 317,250,000 additional shares)	+Class Fully paid ordinary shares

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<p>60,000,000</p> <p>Convertible Notes: Nil conversion price; Maturity 19 December 2016</p> <p>19,999,999</p> <p>Options: Exercise price \$0.03; Expiry 19 December 2016</p> <p>21,963,933</p> <p>Options: Exercise price \$0.03; Expiry 25 March 2017</p> <p>585,008</p> <p>Options: Exercise price \$0.03; Expiry 3 December 2018</p> <p>250,000,000</p> <p>Options: No exercise price; Exercisable between 1 February 2017 and 31 January 2020</p> <p>83,333,333</p> <p>Options: Exercise price \$0.008; Exercisable between 1 February 2017 and 31 January 2020</p>

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No dividend distribution is envisaged in the near future

**Part 2 - Pro rata issue**

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates

+ See chapter 19 for defined terms.

15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	

+ See chapter 19 for defined terms.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) <sup>+</sup>Securities described in Part 1

(b) All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 A copy of any trust deed for the additional <sup>+</sup>securities

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+ See chapter 19 for defined terms.



**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

**Quotation agreement**

1. +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
2. We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: \_\_\_\_\_  
(Director/Company secretary)

Date: 11 April 2016

Print name: Paul Schultz

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	383,729,449
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>NIL</p> <p>1,755,024 (<i>approved Dec 2015</i>) 57,750,000 (<i>approved Mar 2016</i>) 317,250,000 (<i>approved Mar 2016</i>)</p> <p>NIL</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	NIL
<b>“A”</b>	760,484,473

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	114,072,670
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	NIL
“C”	NIL
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	114,072,670
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	NIL
<b>Total</b> [“A” x 0.15] – “C”	114,072,670 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	760,484,473
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	76,048,447
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	NIL
<b>“E”</b>	NIL

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	76,048,447
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	NIL
<b>Total</b> [“A” x 0.10] – “E”	76,048,447 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.