



BOUGAINVILLE  
COPPER LIMITED

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**Notice to ASX**

**11 May 2020**

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## **NOTICE OF ANNUAL GENERAL MEETING**

Please find attached the **Notice of Annual General Meeting** for the Company along with explanatory notes and proxy forms.

This notice reconfirms the Annual General meeting details are:

Date: **Thursday 11<sup>th</sup> June 2020**

Time: **1.00 pm**

With the current Government restrictions on gatherings and restricted travel to and within Papua New Guinea, due to the COVID-19 pandemic, Bougainville Copper will be providing the following Meeting choices:

Physical Venue: **Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea**

Virtual Attendance live webcast: **<https://web.lumiagm.com>  
Meeting ID: 318 696 366**

Please refer to the attached meeting documents for additional information.

The notice of meeting, proxy form and explanatory notes were mailed to shareholders Friday 8<sup>th</sup> May 2020.

The annual report was lodged with the ASX on Friday 1<sup>st</sup> May 2020 and will be mailed to shareholders this week.

Authorised by the Board



Mark Hitchcock  
**Company Secretary**

Telephone: (675) 309 2800

Postal Address: P O Box 1274, Port Moresby, Papua New Guinea

Registered Office: Level 5, BSP Haus, Harbour City, Lot 2 on Allotment 34, Section 44, Granville, Port Moresby, NCD

Incorporated in Papua New Guinea A.R.B.N 007 497 869



facebook.

<https://www.facebook.com/BougainvilleCopper>



**BOUGAINVILLE**  
**COPPER LIMITED**

(Incorporated in Papua New Guinea)  
Australian Registered Body Number 007 497 869

**All correspondence to –**  
Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 613 9415 4000  
Facsimile (within Australia) 1800 783 447  
(outside Australia) 613 9473 2555  
[www.computershare.com](http://www.computershare.com)

8 May 2020

Dear Shareholder,

### **Bougainville Copper Limited (BOC) Notice of Meeting**

We have pleasure in inviting you to attend our 2020 Annual General Meeting and have enclosed the following notices:

1. Notice of Meeting which sets out the items of business. The meeting will be held at the Grand Papua Hotel, Mary Street, Port Moresby, on **Thursday, 11 June 2020 at 1.00 pm.**
2. Proxy Form

If you are attending this meeting, please bring a copy of the Proxy Form with you to facilitate registration into the meeting.

### **Virtual Meeting Facility**

There are currently Government restrictions on gatherings, due to the COVID-19 pandemic and travel to and within Papua New Guinea is limited. Bougainville Copper will be providing a virtual Annual General Meeting facility via live webcast. You will need to register your online attendance through the following link on your smartphone, tablet or computer.

**<https://web.lumiagm.com>**

Enter the following Meeting ID: **318 696 366**

While attending the virtual meeting may restrict some of the features of attending the physical Annual General Meeting, we consider it provides a balance for shareholders giving them the opportunity to cast an informed vote during the meeting, and also provides the ability to question the Board before and during the meeting, while also ensuring the health and safety of the Directors and Shareholders.

### **Voting**

Shareholders may register their proxy votes through the electronic proxy voting facility prior to the meeting available at:

**[www.investorvote.com.au](http://www.investorvote.com.au) and use control no 133833**

Voting through the platform will close 1.00pm Tuesday 9 June 2020. To gain access to the voting sight you will need your securityholder reference number (SRN) and postcode, both shown on your proxy form.

Alternatively you may use the Proxy form enclosed which may be returned in the envelope provided or faxed to our share registry on:

Fax No. within Australia 1800 783 447,  
Fax No. outside Australia +613 9473 2555

The completed proxy forms must be received by 1.00 pm on Tuesday, 9 June 2020.

Corporate shareholders are reminded that they will be required to complete a "Certificate of Appointment of Representative" to enable a person to vote on the corporates behalf. This certificate may be obtained from the Company's share registry web site.  
[www-au.computershare.com/Investor/help/PrintableForms](http://www-au.computershare.com/Investor/help/PrintableForms)

### **Questions During the Meeting**

Shareholders will be able to submit questions during the meeting through the online platform, and to the extent practical, will be addressed during the meeting. You may submit written questions relevant to the business of the Annual general meeting prior to the meeting.

I look forward to your attendance at the meeting.

The 2019 Annual Report is available at <http://www.bcl.com.pg/results-reports/> and will be mailed separately. You will be required to elect this year to continue receiving printed annual reports.

Yours sincerely,



Mark W Hitchcock  
**Company Secretary**

## NOTICE OF THE ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting of shareholders of Bougainville Copper Limited will be held on Thursday, 11 June 2020 at 1.00 pm at the Grand Papua Hotel, Mary Street, Port Moresby, and online at <https://web.lumiagm.com>, Meeting ID: 318 696 366

### Ordinary Business

1. To receive and consider the Balance Sheets of the Company as at 31 December 2019 and the Statements of Comprehensive Income of the Company for the year ended on that date, and the reports of the Directors and Auditors.
2. To elect a Directors:  
  
Sir Moi Avei retires in accordance with Section 10.3 of the Constitution and being eligible, offers himself for re-election.
3. To appoint Auditors and authorise the Directors to fix their fees. PricewaterhouseCoopers, being eligible, offer themselves for re-appointment.
4. To transact any other business which may legally be brought forward.

### Proxies

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. The proxy need not be a member of the Company. A member wishing to appoint a proxy should fill in the Proxy Form attached and deposit it so that it reaches the appropriate office of the Company at least 48 hours before the time for holding the meeting.

- Delivery by Mail (envelope enclosed) to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001, Australia;
- by fax (within Australia) 1800 783 447,
- by fax (outside Australia) +613 9473 2555;
- in person: Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067, Australia.
- Online via [www.investorvote.com.au](http://www.investorvote.com.au) using control no 133833

### Voting Entitlements

Only holders of shares registered as such as at the Voting Entitlement Time of 7.00 pm on 9 June 2020 are eligible to vote on each item.

By order of the Board



**Mark Hitchcock**  
**Company Secretary**

Dated 8 May 2020, Port Moresby, Papua New Guinea

## **EXPLANATORY NOTES TO SHAREHOLDERS**

### **ORDINARY BUSINESS**

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#### **Resolution 2 - Retirement and Election of Directors**

**Sir Moi Avei**                      KCBE

Sir Moi Avei retires by rotation and offers himself for re-election.

The experience, qualifications, competencies and other information about Sir Moi are as follows:

Sir Moi is a senior statesman of Papua New Guinea and former parliamentarian. He was Deputy Prime Minister from 2004 to 2006 and held ministerial portfolios including Higher Education, National Planning, Bougainville Affairs and Petroleum and Energy. He holds a Bachelor Degree from the University of Queensland, Australia. Sir Moi is the Chairman OK Tedi Mining, Pacific International Hospital and PNG Water Limited. He is also a Director of LABA (SPI) Logistics Limited and SPI Joint Venture Limited. He is Chairman of several landowner companies.

Sir Moi was appointed a director in September 2016.

The Directors recommend and support the re-election of Sir Moi.



BOUGAINVILLE  
COPPER LIMITED

(Incorporated in Papua New Guinea)  
Australian Registered Body Number 007 497 869

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

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## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1.00pm Tuesday 9 June 2020**.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

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### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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## Proxy Form

Please mark ☒ to indicate your directions

### Step 1

### Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Bougainville Copper Limited hereby appoint

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the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bougainville Copper Limited to be held at the Grand Papua Hotel, Mary Street, Port Moresby on Thursday, 11 June 2020 at 1.00pm and at any adjournment or postponement of that meeting.

### Step 2

### Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	To re-elect a Director - Sir Moi Avei	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To appoint Auditors and authorise Directors to fix their fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To transact any other business which may legally be brought forward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3

### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare





**BOUGAINVILLE**  
COPPER LIMITED

(Incorporated in Papua New Guinea)  
Australian Registered Body Number 007 497 869

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Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Bougainville Copper Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Bougainville Copper Limited**