



BOUGAINVILLE
COPPER LIMITED

Notice to ASX

1 April 2019

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 2nd May 2019

Time: 11.00 am

Venue: Hilton Hotel, Wards Road, Port Moresby, Papua New Guinea

The notice of meeting, proxy form and explanatory notes were mailed to shareholders today, Monday 1st April 2019.

The annual report was lodged with the ASX on Friday 29th March 2019 and will be mailed to shareholders next week.

By order of 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

Dear Shareholder,

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the Hilton Hotel, Wards Road, Hohola, in Port Moresby, on Thursday, 2 May 2019 at 11.00 am.

If you are attending this meeting, please bring this letter with you to facilitate registration into the meeting.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on the corporates behalf. This certificate may be obtained from the Company's share registry web site.
www-au.computershare.com/Investor/help/PrintableForms

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should 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
Email web.queries@computershare.com.au

The completed proxy forms must be received by 11.00 am on Tuesday, 30 April 2019.

I look forward to your attendance at the meeting.

Yours sincerely,

Mark W Hitchcock
Company Secretary

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bougainville Copper Limited will be held in the Hilton Hotel, Wards Road, Hohola, in Port Moresby, on Thursday 2 May 2019 at 11.00 am.

Ordinary Business

1. To receive and consider the Balance Sheets of the Company as at 31 December 2018 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:

Dame Carol Kidu retires in accordance with Section 10.3 of the Constitution and being eligible, offers herself 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.

Voting Entitlements

Only holders of shares registered as such as at the Voting Entitlement Time of 11.00am on 30 April 2019 are eligible to vote on each item.

By order of the Board



Mark Hitchcock
Company Secretary

Dated 1 April 2019
Port Moresby, Papua New Guinea



EXPLANATORY NOTES TO SHAREHOLDERS

ORDINARY BUSINESS

Resolution 2 - Retirement and Election of Directors

Dame Carol Anne Kidu Dr (HON) DBE

Dame Carol Kidu retires by rotation and offers herself for re-election.

The experience, qualifications, competencies and other information about Dame Carol are as follows:

Dame Carol retired from the Papua New Guinea Parliament in 2012 after fifteen years in politics. Dame Carol was the Minister for Community Development for nine years and finished her political career as Leader of the Opposition. Dame Carol focused on legislative and policy reform for social development. Dame Carol has been awarded five honorary doctorates (UNRE- Rabaul, UPNG, Queensland University, Deakin University and James Cook University). Dame Kidu is currently a member of the UNSG's Independent Accountability Panel (IAP) on Women, Children and Adolescents Health, SDGs.2030 and is the Founder and Patron of the Business and Professional Women's Club, the Sir Buri Kidu Heart Institute, and the Ginigoada Foundation. Since retirement from politics, she has developed the Tutu Beach Retreat and the Sir Buri Kidu Library/Learning Centre as on-going social enterprises.

Dame Carol was appointed a director in April 2013.

The Directors recommend and support the re-election of Dame Carol.



BOUGAINVILLE COPPER LIMITED

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Australian Registered Body Number 007 497 869



Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

BOC

Name & Address

Proxy Form

For your vote to be effective it must be received by 11.00 am on Tuesday 30 April 2019

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 as they choose. 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

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

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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


■ Proxy Form

Please mark ☒ to indicate your directions


STEP 1 Appoint a Proxy to Vote on Your Behalf XX

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

☐ 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 Hilton Hotel, Wards Road, Hohola, Port Moresby, Papua New Guinea on Thursday, 2 May 2019 at 11.00 am 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.

ORDINARY BUSINESS	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 - Dame Carol Kidu	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /



BOUGAINVILLE
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BOCRM

Name & Address

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