



BOUGAINVILLE
COPPER LIMITED

Notice to ASX

28 March 2024

2023 Annual Report

Attached is the 2023 Annual Report for Bougainville Copper Limited [ASX:BOC] which contains the full financial statements and Audit Report for the year ended 2023.

Also attached is the annual appendix 4G statement - Key to Disclosures Corporate Governance Council Principles and Recommendations, which reflects the contents of the Corporate Governance Statement detailed in the Annual Report on pages 12 to 18.

The Annual General Meeting of Bougainville Copper will be held at 1.30 pm on Thursday, 2nd May 2024 at the Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea. A webcast will be available for shareholders to access the meeting and vote. Details of the webcast link will be included in the notice of meeting. All shareholders are cordially invited to attend the Annual General Meeting.

By order of the Board.

A blue ink handwritten signature, appearing to read 'Mark Hitchcock', written over a blue line.

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



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BOUGAINVILLE
COPPER LIMITED

2023 ANNUAL REPORT

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BACKGROUND

From 1972 until 1989 when operations were suspended, Bougainville Copper Limited (Bougainville Copper or the Company) operated a large open pit mine and processing facility at Panguna on Bougainville Island in the North Solomons Province of Papua New Guinea (PNG) producing copper concentrate containing significant quantities of gold and silver. On the 15th May 1989 production was brought to a halt by militant activity.

In the 17 years prior to 1989, the mine produced concentrate containing three million tonnes of copper, 306 tonnes of gold and 784 tonnes of silver. The production had a value of K5.2 billion which represented approximately 44 per cent of Papua New Guinea's total exports over that period. Contributions to the National Government in the form of taxes, duties and dividends were approximately 17 per cent of internally generated Papua New Guinean Government revenue during that time.

A total of K1.1 billion was contributed to the National Government, which represented 62 per cent of the net cash generated by the project between 1972-1989. In addition, payments to the then North Solomons Provincial Government and Panguna landowners, together with provisions made since 1990, amounted to K114 million. Further, Bougainville Copper's presence in the North Solomons Province had promoted the development of significant local business enterprises, to provide goods and services required for the mining operation and for the residents of the province.

Bougainville Copper trained some 12,000 employees, including approximately 1,000 completing full trade apprenticeships and some 400 completing graduate and post-graduate studies that resulted in considerable progress in the localisation of the Company's workforce, and significantly added to the number of skilled workers elsewhere in Papua New Guinea.

In 2012 the Autonomous Bougainville Government (ABG), landowners and Bougainville Copper commenced discussions regarding the future redevelopment of the Panguna mine.

The ABG passed the Bougainville Mining Act 2015. This legislation undermined the Company's pre-existing tenure and control of the mine assets. Under the Bougainville Mining Act, the Special Mining Lease (SML) and Lease(s) for Mining Purposes, held by Bougainville Copper, were replaced by a two-year Exploration Licence (EL1) over the area of the SML.

The Company applied for an extension of EL1 which the ABG refused in early 2018. Bougainville Copper commenced legal proceedings in the PNG National Court and was granted leave to seek a Judicial Review of the renewal application process. An agreement was subsequently reached with the ABG in October 2023 to work towards the granting of an extension of EL1. The conditions of the agreement were met by both parties and EL1 was renewed on 31st January 2024, for five (5) years. BCL lodged an application to discontinue the Judicial Review proceedings on 6th February 2024 and the court granted discontinuance 12th March 2024.

From 2016, the ABG and PNG Government have both held equal shares in Bougainville Copper of 36.4 per cent making it a majority PNG owned company. In 2019, the national government committed to transfer its shareholding to the ABG and the people of Bougainville. This transfer will result in ABG holding a 72.8 per cent share in Bougainville Copper. The remaining 27.2 per cent is held by public and institutional investors.

Bougainville Copper established offices in Buka and Arawa in 2017 and now has 14 full time employees in Bougainville engaging with local stakeholders and delivering small-scale community projects. Exploration activities will now intensify following the awarding of the EL1 extension and resourcing will increase commensurately.

NOTICE OF MEETING

The Annual General Meeting of Bougainville Copper.

When

1.30pm on Thursday, 2nd May 2024

Where

Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea.

A webcast will be available for shareholders to access the meeting and vote. Details of the webcast link will be included in the notice of meeting. All shareholders are cordially invited to attend the Annual General Meeting.

DIRECTORS

Sir Melchior Pesa Togolo (Chairman)

Sir Moi Avei

Peter Maxwell Graham

David Miringtoro Osikore

James Rutana

Kearneth Nanei

Maryanne Hasola

SECRETARIES

Mark Wallace Hitchcock

Johnny Patterson Auna

BOUGAINVILLE COPPER ONLINE

Information about Bougainville Copper is available on our web site and Facebook page

www.bcl.com.pg

www.facebook.com/BougainvilleCopper

www.linkedin.com/company/bougainville-copper-limited

The Annual Report and other information can be downloaded from the web site.



THE YEAR IN BRIEF

NOTABLE EVENTS AND ACTIVITIES IN BOUGAINVILLE

DURING 2023

18th May	Completion of Company backed Kokore Water Supply Project celebrated.
15th June	The Company provides support for 18 th anniversary of AROB Day celebrations.
25th June	Sponsorship provided for annual Bougainville Inter-High and Secondary Schools Carnival.
31st July	Second round of field research and investigations begin as part of Phase 1 of the Panguna Mine Legacy Impact Assessment (PMLIA).
12th July	Announcement of completion of Company backed Mimi Village Water Supply Project.
11th September	Company represented at the Bougainville Business Forum in Buka.
22nd – 23rd September	Siwai Cultural Show sponsorship from the Company.
27th October	Major progress confirmed regarding efforts between Autonomous Bougainville Government and the Company to resolve EL01 tenure dispute.
30th October –1st November	The Company sponsors exchange program involving students from Lonahan and Dapera primary schools.
3rd November	New laptops awarded by the Company to outstanding school leaders at Tonu Secondary School.
16th November	Completion of third and final round of field research associated with Phase 1 of the PMLIA with draft report to be presented to oversight committee in mid-2024.
21st November	Prize provided by the Company for the dux in science at Arawa Secondary School.
5th December	The Company sponsors leadership award at Arawa School of Nursing graduation ceremony.

DURING 2024

3rd January	The Company announces that the Bougainville Copper Foundation is resuming its scholarship program in 2024.
31st January	The Autonomous Bougainville Government announces the awarding of a five-year extension to the Company's EL01 exploration licence for Panguna project.
8th February	Bougainville President Ishmael Toroama meets with project area landowners and confirms 'great support' for the extension of EL01.
8th February	Board appoints David Osikore as Managing Director and Johnny Auna as Chief Financial Officer.
14th February	Company commences local stakeholder awareness consultations regarding the extension of EL01.

SUMMARY OF RESULTS

		CONSOLIDATED		PARENT	
		2023	2022	2023	2022
Investment and other income	(K'000)	3,480	4,033	3,480	3,713
Operating loss after tax	(K'000)	(8,277)	(6,880)	(8,275)	(7,197)
Earnings per share	(toea)	(2.0)	(1.7)	(2.1)	(1.8)
Shareholders' funds	(K'000)	96,137	98,250	95,517	97,628
Return on shareholders' funds	(per cent)	(8.6)	(7.0)	(8.7)	(7.4)

EL1 TENURE

On 31st January 2024, the Autonomous Bougainville Government (ABG) announced that it had taken a decision to award a five-year extension of BCL's EL01 Exploration Licence for the Panguna project area in Central Bougainville. This followed an agreement reached between the Company and the ABG in October 2023, to work towards this significant outcome based on respective undertakings.

In accordance with these undertakings, BCL lodged an application to discontinue the Judicial Review proceedings on 6th February 2024 and the court granted discontinuance 12th March 2024 which ends the Judicial Review proceedings related to the ABG decision back in January 2018 to refuse the granting of the extension. These outcomes are the result of collaborative engagement between the parties over a sustained period with a common goal to amicably resolve what has been a long-running tenure dispute. The ABG's decision opens the way for BCL to increase its activities in the project area in accordance with the Bougainville Mining Act 2015. The Company looks forward to continuing its work with all local stakeholders as it progresses its exploration readiness planning.

LEGACY IMPACT ASSESSMENT

Work continues under the Panguna Mine Legacy Impact Assessment (PMLIA) which involves investigations into the environmental impacts of the Panguna Mine since operations ceased in 1989 and the social and human rights impacts that are directly connected to these. Extensive field investigations are being led by global consulting firm Tetra Tech Coffey.

The project is being predominantly funded by Rio Tinto as the mine's former majority owner with some support from BCL as the former operator. The data and findings from the completed first phase of the assessment are expected to be presented to the PMLIA Oversight Committee in mid-2024. The project has the support of mine-affected communities.

BOUGAINVILLE DIRECTORS

Bougainville Copper's standing as a local company is reflected in the composition of its board. Five of the company's seven directors or 70 per cent are Bougainvillean. The most recent director appointment was Maryanne Hasola who hails from Bana District in Bougainville.

Long-standing director Dame Carol Kidu retired last year while the company marked the sad passing of long-time board member and former prime minister of PNG, Sir Rabbie Namaliu last March. Both made substantial contributions as the board transitioned from its caretaker role.

SHAREHOLDING

The PNG National Government remains committed to the transfer of the Independent State of PNG's 36.4 per cent shareholding in Bougainville Copper to the ABG and people of Bougainville. It has fulfilled the necessary requirements for this to occur, however, the transfer is yet to be completed as the ABG is exploring arrangements whereby a suitable entity receives the shares free from stamp duty charges.

BCL continues to assist where possible as the ABG works to finalise the transfer arrangements. Once this occurs the ABG and people of Bougainville will be BCL's clear majority shareholder with a 72.8 per cent share in the company.

BOUGAINVILLE COPPER FOUNDATION

The Bougainville Copper Foundation (BCF) is pleased to have resumed the awarding of scholarships in 2024 to support tertiary and secondary school education under its flagship program. After accepting applications in January, the Foundation awarded scholarships to 24 Bougainvillean students for tertiary studies, 50% of which are from the tenement area. The BCF is a fully owned subsidiary of BCL and since 1997 it has provided assistance to more than 1,200 students.

COMMUNITY SUPPORT

The Company has remained committed to providing modest yet meaningful support for a range of worthy community activities in Bougainville. A snapshot of this support includes the sponsorship of student academic and leadership awards at Arawa Secondary School, Tonu Secondary School, and Arawa School of Nursing.

The Company was a key sponsor of the Bougainville inter high and secondary schools' sports carnival in June and the Siwai Cultural Show in September. In November BCL supported student exchange excursions involving Lonahan Primary School in Buka and Dapera Primary School in Central Bougainville.

BCL was pleased to support the completion of water infrastructure projects at Kokore and Mimi during last year and backed AROB Day celebrations and New Dawn FM broadcasts of an ABG business forum. The company supported Rotary initiatives and works closely with the UPNG Bougainville Students Association. It also supported completion of local infrastructure projects.

STAKEHOLDER ENGAGEMENT

The Company through its dedicated team on the ground in Bougainville continues to strengthen its relationships with landowners, representatives from all levels of government, veterans, women and youth leaders, schools, church groups and other community leaders.

These community engagement efforts have built all-important trust and were instrumental to the amicable resolution of the long-running tenure dispute.

The goodwill built was emphasised by ABG President Ishmael Toroama who stated the awarding of the EL01 extension to BCL had received 'great support' during a meeting of more than 300 landowners and clan chiefs in Arawa on 8 February 2024. The Company has also embarked on a fresh round of consultations to inform key community groups about the next steps in BCL's exploration planning work.

CHAIRMAN'S STATEMENT AND THE YEAR IN REVIEW

OVERVIEW

The redevelopment of the Panguna Mine remains a fundamental priority of the Autonomous Bougainville Government's (ABG) plan to energise Bougainville's economy. It has in fact been nominated as one of the government's top two medium term priorities, along with the progression of Bougainville's independence mission.

President Ishmael Toroama has observed that having remained dormant since 1989, the time has arrived to pursue Panguna's redevelopment in earnest. The mine's remaining mineral resources, the president has stated, have the potential to transform the lives of Bougainvilleans, support high-impact infrastructure development and increase employment and training opportunities for local people.

In this context, Bougainville Copper throughout 2023 remained focused on continuing the respectful and collaborative relations we have built over several years now with key stakeholders across all sectors of government and among project area landowners and their communities. Our approach to engagement has been motivated by a determination to build trust and a sense of dependability among the people of Bougainville in our company as a worthy partner to lead the redevelopment of Panguna.

Resolution of tenure dispute

Essential to this has been our work with the ABG to find an amicable resolution to the long-running dispute regarding project tenure. In early 2018, the ABG had refused to grant an extension of the Company's EL1 exploration licence. This decision has remained subject to Judicial Review proceedings in the PNG National Court since April 2018. In parallel, Bougainville Copper and the ABG built a constructive dialogue based on a mutual objective to resolve the issue outside the court.

These joint efforts continued in 2023 and last October it was confirmed that terms had been agreed for a Deed of Settlement that would result in ending the Judicial Review proceedings. Then, in February 2024, following the fulfilment of mutual undertakings, the ABG announced the granting of a five (5) year extension to the Company's exploration licence. In response, Bougainville Copper, as agreed, filed a notice with the court of discontinuance of the Judicial Review on 6th March 2024. Discontinuation of the proceedings was granted by the court on 12th March 2024.

The certainty of tenure provided by the extension of EL1 provides impetus now for the Company to intensify its activities in the project area in accordance with the Bougainville Mining Act 2015. It is important to note that the awarding of any future mining licence will be subject to a separate process. Substantive work under the exploration licence will entail advanced stage pre-feasibility activities over the coming years.

In preparation, the Company has mobilised action plans to strengthen its capacity in support of upscaling. This commenced with the recent appointment of Mr David Osikore as Managing Director and Chief Executive Officer, who brings to the role more than 30 years' experience in exploration and mining in both Papua New Guinea and Australia. Mr Johnny Patterson Auna has also been appointed Chief Financial Officer and Company Secretary. He is a financial professional also with more than 30 years' experience in various senior roles and industries. These activities mark a successful transition for the Company from an effective caretaker mode to a more operational phase.

During 2023, the Company also remained committed to its long-running program of community support by continuing to provide modest yet meaningful contributions to a range of worthwhile projects across areas

such as education, sport and culture, water infrastructure development and vocational and industry training. The Company is also pleased to have recommenced the awarding of student scholarships in 2024 through the Bougainville Copper Foundation as an undertaking made in the dialogue to resolve the tenure issue. Bougainville Copper also welcomes the continued progress of the Panguna Mine Legacy Impact Assessment (PMLIA). The data and findings of the first phase of this important work are expected to be presented to the PMLIA oversight committee in mid-2024.

RESULTS

In 2023 Company expenditure continued to be concentrated on securing tenure, stakeholder engagement, support for small-scale community projects and exploration readiness.

For the year ended 31st December 2023, the Group recorded a loss of K8.3 million compared to a loss of K6.9 million in the previous year. Realised gains on sales of investments for the year of K3.8 million are not recorded in the income statement but are reported by a transfer directly to retained earnings in shareholder funds.

The fair value of investments increased by K6.2 million, compared to a decrease of K22.7 million in the previous year. Share market volatility in the previous year had been influenced by events not limited to rising inflation and interest rates, Covid-19 related supply chain disruptions and the war in Ukraine. Income from interest and dividends in 2023 decreased to K3.5 million compared to K4.0 million in the previous year. The Company has total consolidated net assets of K96 million compared to K98 million the previous year.

The Company has sufficient funds to cover planned recurrent expenditure in 2024 and remains debt free.

Bougainville Copper will not pay a dividend.

FINANCIAL ASSETS

Bougainville Copper's financial assets are cash and Australian equities. Interest and dividends from these assets continue to partially fund the Company's activities. Income from interest and dividends was K3.5 million compared to K4.0 million the previous year.

The fair valuation of the Company's investments increased by K6.2 million for 2023 compared to a decrease of K22.7 million in the previous year. There were realised gains on sales of investments for the year of K3.8 million. The Company's investments in Australian listed securities totaled K101.9 million at 31st December 2023 (2022: K104.0 million).

Equities will only be sold when necessary to fund ongoing Company operations.

COMPANY SHAREHOLDING

The PNG National Government remains committed to the transfer of the Independent State of PNG's 36.4 per cent shareholding in Bougainville Copper to the ABG and people of Bougainville. It has fulfilled the necessary requirements for this to occur, however, the transfer is yet to be completed as the ABG is exploring arrangements whereby a suitable entity receives the shares free from stamp duty charges.

Bougainville Copper continues to assist where possible as the ABG works to finalise the transfer arrangements. Once this occurs the ABG and people of Bougainville will be BCL's clear majority shareholder with a 72.8 per cent share in the company.

BOARD

Mr David Osikore, who was appointed to the board in 2019 as an independent director, was appointed to the roles of Managing Director and Chief Executive Officer on 8 February 2024. The overall composition of the board reflects Bougainville Copper's standing as a local company with five of seven directors or 70 per cent being Bougainvillean.

Long-standing director Dame Carol Kidu retired last year while the company also marked the sad passing of long-time board member and former prime minister of PNG, Sir Rabbie Namaliu, last March. Both made substantial contributions as the board transitioned from its caretaker role.

GOVERNANCE AND RISK MANAGEMENT

Bougainville Copper has governance reporting obligations to the Australian Securities Exchange (ASX). A statement on the Company's compliance with the ASX Corporate Governance Principles and Recommendations is contained within this report. The Company has also developed and complies with a comprehensive set of charters and policies. These are available on the Bougainville Copper web site.

The Board and the Audit and Risk Committee reviews the quality of risk assessments and monitors the actions arising to mitigate risk. Bougainville Copper places priority on hazard identification, risk assessment and risk management. Company management undertakes regular risk assessments to identify both risks and opportunities facing the Company. The Company also has a Remuneration and Nomination Committee.

SAFETY

A safe and healthy workforce is essential to the Company's success and Bougainville Copper is committed to achieving zero harm. It is essential that work is only undertaken when deemed safe to do so. The Company for instance employs a stringent travel approval process and is committed to ongoing health and safety training of its staff and contractors.

ENVIRONMENTAL AND SOCIAL ISSUES

The third and final round of extensive field investigations under Phase 1 of the Panguna Mine Legacy Impact Assessment (PMLIA) has been recently completed. The data and findings are expected to be presented to the PMLIA Oversight Committee in the mid-2024.

The work which was conducted by global consulting firm Tetra Tech Coffey forms part of an independent investigation into environmental impacts of the Panguna Mine since operations ceased in 1989 and the social and human rights impacts that are related to these.

The project is being predominantly funded by Rio Tinto as the mine's former majority owner with some support from Bougainville Copper as the mine's former operator. It has the support of mine-affected communities.

COMMUNITY SUPPORT

The Company has continued to provide modest yet meaningful support for various worthy community activities in Bougainville. Support for education has remained a priority as well as sponsorship for grass roots sport and cultural events. Providing awards for student academic excellence and leadership at schools such as Arawa Secondary School and Tonu Secondary as well as the Arawa School of Nursing are illustrative of this commitment.

The Company has also backed student exchange excursions for schools, including Lonahan Primary School in Buka and Dapera Primary School in Central Bougainville. It sponsored the Bougainville inter high and secondary schools' sports carnival in June and was again a major sponsor of the Siwai Cultural Show in September. The Company was pleased to support

the completion of water infrastructure projects at Kokore and Mimi. It also supported AROB Day Celebrations, New Dawn FM community broadcasts, Rotary Club initiatives and again worked closely with the UPNG Bougainville Students Association.

BOUGAINVILLE COPPER FOUNDATION

The Bougainville Copper Foundation (BCF) is a fully owned subsidiary of Bougainville Copper and its results have been consolidated with the Group. The BCF is a non-profit company that supports student scholarships. The BCF had suspended the awarding of new scholarships in 2023 due to tenure uncertainty. The awarding of new scholarships has resumed in 2024 with 24 scholarships to be awarded in support of the tertiary studies of Bougainvillean students, 50% of which are from tenement area.

STAKEHOLDER ENGAGEMENT

Through its committed team on the ground in Bougainville, the Company continued to strengthen its relationships with landowners, all tiers of government, veterans, women and youth leaders, schools, church groups and other community leaders. The goodwill built through these efforts was instrumental in securing the level of support necessary for the amicable resolution of the tenure dispute.

Following the granting of the five-year extension of EL1 to Bougainville Copper, President Toroama communicated the decision to 300 participants of the Panguna Mine Land Owners Clan Chiefs at an Arawa meeting on 8th February 2024. The president advised that the decision had received great support among the landowners. This came after the ABG and landowners resolved in February 2022 under the Panguna Mine Dialogue to work cooperatively towards Panguna's redevelopment with a stated preference that the work be led by a 'local entity'.

MEDIA AND COMMUNICATIONS

Bougainville Copper continues to engage with both PNG and international media and keeps the market informed with regular disclosures and statements published on both the ASX and Company web sites. The Company has remained active in social media and the Bougainville Facebook and LinkedIn pages have 17,000 regular followers. Social media is a popular source of local news and information for people in Bougainville and PNG.

IN CONCLUSION AND THE YEAR AHEAD

It is pleasing that the Company has made significant progress during the reporting period culminating in the ABG's granting of the five-year extension of the EL1 exploration licence. This outcome was only possible through constructive dialogue built on mutual respect and trust. Underpinning these efforts was a shared goal of working together to make Bougainville economically strong which will create new opportunities for investment, business development and employment.

During the year ahead, Bougainville Copper will continue to develop its operational structure to ensure the Company is appropriately resourced to complete the breadth of exploration work required. At the same time, we will intensify activities in the project area under our renewed tenure. The Company will also pursue the other partnerships needed for the meaningful advancement of a project of this scale. In concluding, through the perseverance and persistence of many, including our shareholders and dedicated staff, Bougainville Copper can now enter an exciting new chapter as a proudly local company.



Sir Melchior Pesa Togolo
Executive Chairman
28th March 2024

DIRECTORS' REPORT

THE DIRECTORS OF BOUGAINVILLE COPPER PRESENT THEIR REPORT ON THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST DECEMBER 2023.

THE CURRENT DIRECTORS OF BOUGAINVILLE COPPER AT PRESENT ARE:

Sir Melchior Pesa Togolo CBE Kt

Appointed a Director from 20th October 2017 and as Chairman 21st February 2018.

Sir Melchior held several senior positions with Bougainville's former North Solomons Provincial Government between 1978 and 1990 including the role of Provincial Secretary. Sir Melchior has over thirty years' experience in the minerals sector. He served on the Bougainville Copper Board as an alternate member (1978-1981) and as a full Board Member between 1990 and 1993. Prior to that he was the head of corporate affairs at Placer Dome Niugini Limited. Since 2006 he has served as PNG Country Manager with Nautilus Minerals Inc. Sir Melchior serves on Boards both in PNG and overseas, including the Boards of Credit Corporation (PNG) Ltd, Panamex Holdings (Singapore) Pte Ltd and Heritage Park Hotel in Honiara, Loloata Island Resort. He previously served on the Boards of a number of leading PNG companies, including Westpac Bank PNG Limited, NASFUND and Oil Search. Sir Melchior was a founding member of the Business Council of Papua New Guinea and was Deputy President and President for a total of six years. In 2004 he was awarded Commander of the British Empire for services to industry and commerce in PNG, and in June 2018 he was awarded a Knighthood for Services to Economic Development particularly in mining and petroleum.

Sir Moi Avei KBE

Appointed a Director from 12th September 2016.

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. Sir Moi had an active role in the 2001 Bougainville Peace agreement. Sir Moi was Chairman of OK Tedi Mining Ltd from 2015-2021. He is the Chairman of Pacific International Hospital and PNG Water Limited. He is also a Director of LABA (SPI) Logistics Limited, Laba International Limited, Kibi Ranu Limited, SPI Joint Venture Limited and Turra Holdings Ltd. He is Chairman of several other landowner companies.

Peter Maxwell Graham CBE

Appointed a Director from 20th October 2017.

Mr Graham served as Managing Director of the ExxonMobil PNG Limited from 2009 to 2015 leading the development of the PNG LNG Project and has over forty years' international experience in senior technical and business leadership positions in the minerals, oil and gas sectors. He was Chairman and Independent Director of Kumul Minerals Holdings Limited from 2016 to 2020. From 2015 to 2020 he was Managing Director and Chief Executive Officer of OK Tedi Mining Limited. Mr Graham is Chairman of PNG Sustainable Development Program Limited. He has served as Vice President of PNG Chamber of Mines and Petroleum from 2009 to 2011 and is Chairman of the Port Moresby General Hospital. In 2013 he was awarded Commander of the British Empire for services to the oil and gas industry and for leadership in Community Development in PNG.

David Miringtoro Osikore

Appointed Director from 23rd August 2019 and as Managing Director 8th February 2024.

Mr Osikore brings thirty years' experience in the exploration and mining industries in both Papua New Guinea and Australia having held positions with various exploration and mining companies, including Placer Dome Group of companies, Ingold, Renison Goldfields Limited, Porgera Joint Venture, Misima Mines, Placer PNG Explorations, Aurora Gold, Abelle Limited, Morobe Consolidated Goldfields, Harmony PNG and Pacific Niugini Minerals Limited as well as Bougainville Copper Ltd. He was one of the founding directors of Pantoro Limited and served on its board from 2008 to 2016. He also serves as a director on the board of Niuminco Group Limited

James Rutana

Appointed Director from 25th November 2021.

Mr Rutana is a well-respected Bougainvillean businessman and entrepreneur from North Nasioi, Kieta who has studied microeconomics and international commodity trading in London. He is committed to Bougainville's economic development particularly in sustainable agriculture, and has operated several successful local businesses. Mr Rutana is considered a pioneer in cocoa farming and exporting in PNG and Bougainville. He was instrumental in the establishment of the PNG Cocoa Board and served as founding chairman, as well as the establishment of the PNG Cocoa and Coconut Research Institute, where he served as chairman for ten years. Mr Rutana was appointed a Commissioner of the Bougainville Constitutional Commission and was involved in the drafting of the Bougainville Constitution in 2002 during that important phase in the establishment of the Autonomous Bougainville Government. Mr Rutana is a director of Bougainville Advance Holdings Limited and Bougainville Advance Holding Trust.

Kearnneth Nanei

Appointed Director from 25th November 2021.

Mr Nanei is a highly regarded legal professional graduating from the University of Papua New Guinea. He commenced his career in private practice before his appointment as Secretary and Principal Legal Adviser for the Autonomous Bougainville Government (ABG) Department of Justice and Legal Services in 2010. Mr Nanei had extensive involvement in the development of the Bougainville Mining Act 2015. He has also advised the government on autonomy arrangements and preparations and is a current member of the ABG and PNG national government Joint Supervisory Body technical team, the Bougainville Referendum Committee and the Bougainville Mining Advisory Council. He is also a director of Bougainville Minerals Limited, Bougainville Public Investment Corporation and the Arawa School of Nursing. Mr Nanei was appointed Acting Chief Secretary of the ABG on 15th March 2024.

Maryanne Hasola

Appointed Director from 24th February 2023.

Ms Hasola is a highly regarded women's leader employed by the Internal Revenue Commission of Papua New Guinea having served in senior positions, including company assessor, manager of tax audit director of policy and advice. Ms Hasola has links with the landowners from the lower tailings area of the Panguna mine. Ms Hasola holds a Master of Commerce and Taxation from Curtin University of Technology, Western Australia and a Bachelor of Business Studies specialising in accounting from PNG's Divine Word University and is a member of the Certified Practising Accountants of Papua New Guinea (CPA PNG).

FINANCIAL SUMMARY

For the year ended 31 December 2023, the Company recorded a consolidated loss of K8.3 million compared to K6.9 million in 2022. Expenditure was concentrated again on tenure issues, stakeholder engagements, and delivery of small community projects. The net assets of the group total K96.1 million compared to K98.3 million in 2022.

ACTIVITIES

Bougainville Copper produced copper concentrate containing gold and silver from a mine at Panguna in Central Bougainville, Papua New Guinea, from 1972 until operations were suspended due to militant activity in May 1989. The Company now derives investment income, and is conducting activities in Bougainville in relation to the Exploration Licence it holds over the previous Panguna Special Mining Lease area. The Company has a fully owned subsidiary, Bougainville Copper Foundation Limited (BCF) which was acquired in November 2016.

NET EARNINGS

The net consolidated loss of Bougainville Copper for 2023 was K8.3 million (2022: K6.9 million).

TAXATION

No future income tax benefits have been recognised in the accounts.

SHARE CAPITAL

There was no change in the Company's capital structure during the year.

LONG TERM LOANS

The Company has no loans and no long-term lines of credit are in place.

DIVIDENDS

The Directors have not declared a dividend for 2023.

ACCOUNTING POLICIES

The following standards, amendments and interpretations to existing standards became applicable for the first time during the accounting period ended 31 December 2023:

- IFRS 17, Insurance Contracts. This standard replaced IFRS 4, which permitted a wide variety of practices in accounting for insurance contracts. IFRS 17 fundamentally changes the accounting by all entities that issue insurance contracts.
- Narrow scope amendments to IAS 1, Practice statement 2 and IAS 8. The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies.
- Amendment to IAS 12 – deferred tax related to assets and liabilities arising from a single transaction. These amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.
- Amendment to IAS 12 - International tax reform. These amendments give companies temporary relief from accounting for deferred taxes arising from the Minimum Tax Implementation Handbook international tax reform. The amendments also introduce targeted disclosure requirements for affected companies.

The above changes did not have any material impact on the company.

INTERESTS REGISTER

There were no transactions recorded in the interests register during the year, other than the Directors' interests in the shares of the Company as shown below.

DIRECTORS' INTERESTS

Directors' interests in the share capital of the Company and its related companies as at 19th March 2024 were:

Sir Melchior P Togolo Shares – Bougainville Copper Limited	360
Sir Moi Avei	No interests
Peter M Graham	No interests
David M Osikore Shares – Bougainville Copper Limited	25,555
Kearnneth Nanei	No Interests
James N Rutana Shares – Bougainville Copper Limited	234
Maryanne Hasola	No Interests

AUDITORS

The retiring Auditors PricewaterhouseCoopers, being eligible, offer themselves for re-appointment. Details of amounts paid to the auditors for audit and other services are shown in note 3 to the financial statements

DIRECTORS' REPORT CONTINUED

REMUNERATION OF EMPLOYEES

The Company has a Remuneration and Nomination Committee. Annual Performance Reviews of employees is conducted annually. The outcome of those reviews and recommendations regarding salary reviews is reported to the Remuneration and Nomination Committee. Each employee is provided feedback on their performance. The Company has 18 full time employees.

REMUNERATION OF DIRECTORS

The amount of Directors' remuneration, including the value of benefits, received during the year is shown in note 14 to the financial statements.

DONATIONS

Bougainville Copper Limited does not make political donations. Due to the uncertainty surrounding project tenure, the Bougainville Copper Foundation deferred awarding new scholarships in 2023. As part of its understanding reached with the ABG with the renewal of EL01 Exploration License, the company has agreed to recommence the Scholarship program during 2024. Bougainville Copper Limited provides funding and administrative support to the Foundation.

ENVIRONMENT

Mining operations of the Company were suspended in 1989. The Company was unable to perform care and maintenance or closure rehabilitation at that time. The Company is not aware of any liability being incurred under any environmental legislation.

An agreement has been reached between the Company's previous majority owner at the time of the mine's operation, Rio Tinto; and mine-affected communities to conduct a Panguna Mine Legacy Impact Assessment (PMLIA). The third and final round of extensive field investigations conducted by Tetra Tech Coffey, under Phase 1 of the PMLIA, has been completed. The data and findings are expected to be presented to the PMLIA Oversight Committee in the mid-2024.

The Company is committed to Environmental, Social, Governance (ESG) principles and is also committed to positive social engagement in Bougainville, including programs that promote sustainable communities, in areas such as water infrastructure development, and sport and culture.

Bougainville Copper strongly adheres to accepted principles of good governance and has a comprehensive set of corporate governance policies.

ADDITIONAL INFORMATION

The Directors also state that:

1. There were no significant changes in the state of affairs of the Company during the year except as noted below.
2. The results of the Company during the financial year have not been, in the opinion of the Directors, substantially affected by events of a material and unusual nature other than contained in this report.
3. The Exploration Licence for Panguna was renewed on 31st January 2024 for five years.
4. Events subsequent to balance date.
There is, at the date of this report, no other matter or circumstance that has arisen since 31st December 2023 that has significantly affected, or may significantly affect:
(i) the Company's operations in future financial years;
(ii) the results of those operations in future financial years; or
(iii) the Company's state of affairs in future financial years.
5. No Director has an interest in any contract or proposed contract with the Company, nor is any Director party to any material contract involving Directors' interests, or in receipt of any loans or benefits other than the aggregate amount of emoluments received or due and receivable by Directors shown in the accounts and the amount of fixed salary derived from the Company or from a related corporation.
6. No options over shares of the Company have been granted by the Company during the financial year or since the end thereof; no shares of the Company were issued during the year or have been issued since the end thereof by virtue of the exercise of any option granted by the Company; and no options over shares of the Company are outstanding at the date of this report.

Signed on 28th March 2024 in accordance with a resolution of the Directors of Bougainville Copper Limited.



Sir Melchior P Togolo
Chairman



Peter Graham
Director

MINERAL RESOURCE STATEMENT

In 2012, Bougainville Copper Limited (BCL) prepared an OMS (order of magnitude study) to evaluate the technical and financial viability of re-opening the Panguna mine. As part of the OMS a revised Mineral Resource was reported in accordance with the JORC code (2012). The 2012 Mineral Resource was estimated using geological, mine planning and production data archived in 1989. The archived data sets (including 80,778m of diamond drilling, 4,700m of underground sampling and production blast hole sampling) were reviewed and validated in 2012 by Rio Tinto and ex-BCL staff.

During the operating period, the geological block model underestimated the copper production by approximately five per cent. This low bias was principally attributed to the drill spacing being too wide to sufficiently sample relatively narrow high-grade zones within the ore body, and to material lost during the diamond drilling process. Although the bias has been identified, at this stage no upgrade has been applied to the remaining Mineral Resource. No additional geological data was collected from the deposit as part of the 2012 OMS, although potential remediation, redevelopment, mining, and processing assumptions were updated.

The 31 December 2023 Mineral Resource is unchanged from the 31 December 2022 Mineral Resource. Technical studies supporting the statement are unchanged and remain current. The potential economic viability of the project has been confirmed by a recent evaluation update (November 2019).

BCL lodged an application for a 5-year extension of EL1 with the Autonomous Bougainville Government Department of Mineral and Energy Resources (ABG-DoMER) in July 2016. In January 2018 BCL received a notice from ABG-DoMER of a decision to refuse the grant of BCL's application for extension of EL1. In April 2018, BCL was granted leave in the PNG National Court to seek a Judicial Review of the renewal application process. The grant of leave operated as a stay of the decision to not extend the term of EL1, pending final determination of the Judicial Review.

An agreement was reached with ABG-DoMER on 3rd October 2023 to work towards the extension of the EL. The conditions of the agreement were met by both parties and the EL was renewed on 31st January 2024, for five (5) years. BCL lodged an application to discontinue the proceedings 6th February 2024.

The Bougainville Mining Act 2015 states that until a decision is made on an exploration licence extension application, the term of the exploration licence is deemed to be extended. As a result, EL1 remained extant at 31 December 2023.

The Mineral Resource is reported as DFO (direct feed ore) above a 0.24 per cent copper cut-off grade and PCS (pre-concentrate screening) above cut off grades of 0.16 per cent to 0.20 per cent copper within a confining conceptual pit design based on conventional truck and shovel mining operations at 100 million tonnes per year and a potential 60 million tonnes per year processing rate.

PANGUNA MINERAL RESOURCES

	AS AT DECEMBER 31, 2022					AS AT DECEMBER 31, 2023				
	Tonnes (Mt)	Cu grade (%)	Au grade (g/t)	Cu (Mt)	Au (Moz)	Tonnes (Mt)	Cu grade (%)	Au grade (g/t)	Cu (Mt)	Au (Moz)
Measured	0	-	-	-	-	0	-	-	-	-
Indicated	1,538	0.30	0.33	4.6	16.1	1,538	0.30	0.33	4.6	16.1
Inferred	300	0.3	0.4	0.7	3.2	300	0.3	0.4	0.7	3.2
Total	1,838	0.30	0.34	5.3	19.3	1,838	0.30	0.34	5.3	19.3

Competent Person Statement

The information presented in this release relates to Mineral Resources determined for the Panguna project and contains details of mineralisation that has a reasonable prospect of being economically extracted in the future, but which is not yet classified as Proved or Probable Ore Reserves. This material is defined as a Mineral Resource under the JORC code (2012). Estimates of such material are based largely on geological information with only preliminary consideration of mining, economic and other factors. While in the judgement of the Competent Person there are realistic expectations that all or part of the Mineral Resources will eventually become Proved or Probable Ore Reserves, there is no guarantee that this will occur as the result depends on further technical and economic studies, prevailing economic conditions in the future, and legal and social considerations.

The information in this statement that relates to Mineral Resources is based on information compiled by Mr Daniel Hastings and Mr Gerald Clark who are members of the Australasian Institute of Mining and Metallurgy. Mr Hastings is an independent geological consultant and Mr Clark is an independent geological consultant. Mr Hastings and Mr Clark have experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which they have undertaken to qualify as a competent person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'. Mr Hastings and Mr Clark both consent to the inclusion in the press release of the matters based on their information in the form and context in which it appears.

CORPORATE GOVERNANCE STATEMENT

For the year ended 31st December 2023

This Corporate Governance Statement (CGS) is provided by the Directors of Bougainville Copper Limited, a company incorporated in Papua New Guinea A.R.B.N. 007 497 869 (Company) (ASX: BOC) pursuant to ASX Listing Rule 4.10.3 and reports against the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations' 4th Edition, including the eight principles and 35 specific recommendations included therein (Recommendations). This CGS was approved by a resolution of the Board of the Company dated 28th March 2024 and is effective as at 28th March 2024 and is in addition to and supplements the Company's Appendix 4G lodged with the ASX. The following describes how the Company complies with the eight principles of the Recommendations.

PRINCIPLE 1

LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

The Company has adopted a Board Charter (available at www.bcl.com.pg/charters-important-documents/), which underpins the strategic guidance and effective management oversight provided by the Board. The Board Charter discloses specific responsibilities and functions of the Board and provides for the division of responsibility between the Board and management by formal delegation and a system of Board reserved powers. The Company is an independently managed Papua New Guinean company with its key management comprising a Managing Director/CEO based in Bougainville and a Chief Financial Officer/Company Secretary. The Company has a Community Relations Coordinator based in Bougainville. The Company has scaled up its operations with the approval and issue of EL01 Exploration License to commence advanced stage pre-feasibility activities. The Managing Director/CEO reports directly to the Chairman of the Board.

The Board reviews the Board Charter on an annual basis. The roles and responsibilities of the Board, the Company's chairman, directors and management are outlined in various sections of this CGS and in the Company's Board Charter.

The Board is responsible for setting and reviewing the strategy and business plans of the Company, and for monitoring the performance of the Company against these plans. The directors also monitor compliance with policies prescribed by the Board in areas such as code of conduct, workplace health and safety, environment, business integrity, internal control and risk management. These policies are designed to ensure that the Company complies with the regulatory requirements governing its operations. Without intending to limit this general role of the Board, the specific functions and responsibilities of the Board include those matters particularised in the Company's Board Charter. Management is separately responsible for the ongoing management of the Company in accordance with the strategy and business plans approved by the Board, as outlined in the Company's Board Charter.

In carrying out its responsibilities and powers, the Board at all times recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of the Company's shareholders and all other stakeholders.

The Company undertakes such checks as it considers appropriate in order to verify a person's character, experience, education and background prior to their appointment or re-appointment as a director, or putting them forward to shareholders as a candidate for election or re-election as a director.

The Company has a Remuneration and Nomination Committee. The Remuneration and Nomination Committee reviews director competencies, Board succession planning and director selection and nominations, which are all carried out in accordance with the Remuneration and Nomination Committee Charter. The Remuneration and Nomination Committee Charter is available at www.bcl.com.pg/charters-important-documents/.

The members of the Remuneration and Nomination Committee are Sir Moi Avei (Chairman), Sir Melchior Togolo, David Osikore and James Rutana. The Company Secretary is available to attend meetings. Members of the Remuneration and Nomination Committee possess and display strong business acumen.

The Company provides shareholders with all material information in its possession relevant to its decision on whether to elect or re-elect a director as part of the information circular for each annual general meeting of the Company.

Prior to the nomination of a prospective director for election or re-election, the Board obtains from the prospective candidate:

- details of other commitments of the candidate and an indication of time involved; and
- an acknowledgement to the Company that the candidate will have sufficient time to fulfil the responsibilities as a director.

When a candidate stands for election or re-election as a director, the following information is provided to shareholders on the Company's website and in the Directors Report within the Company's 2023 Annual Report at pages 8 and 9 to enable shareholders to make an informed decision in relation to that vote:

- biographical details, including relevant qualifications and experience and the skills the candidate will bring to the Board;
- details of any other material directorships currently held by the candidate;
- details of any relationship between the candidate and the Company, and the candidate and the directors of the Company;
- if the candidate is standing for re-election the term of office currently served by the director; and
- any other particulars required by law.

At the time of joining the Company, directors and senior executives are provided with and enter into written agreements setting out the terms of their appointment.

- (i) Directors – are provided with and enter into letters of appointment outlining their duties and responsibilities.
- (ii) Senior Executives – The Company retains the services of management under contracts of employment and consultants under a consultancy services agreements.

The Company Secretary is accountable directly to the Board through the Chairman of the Board. Responsibilities of the Company Secretary include providing advice and support to the Board and its committees, managing the day-to-day governance of the Company and assisting with all matters to do with the proper functioning of the Board. The Company Secretary's role includes the responsibility for governance, administrative and legislative matters including ensuring that the Board's processes, procedures and policies are run efficiently and effectively. The Company Secretary has a direct line of communication with each director. The appointment of the Company Secretary is approved by resolution of the Board.

The Board has adopted a Diversity and Inclusion Policy (available at www.bcl.com.pg/company-policies/), which outlines the Company's commitment to ensuring a diverse mix of talent and skills amongst its directors, officers and employees to enhance the Company's financial performance.

The Board recognises the importance of diversity to corporate success and considers diversity when appointing people to the Board or contracting their services. The Diversity and Inclusion Policy details the Board's commitment to engaging directors, contracting management and employees with the best mix of qualifications, skills and experience to develop a cohesive team to achieve business success regardless of gender, age or cultural background.

Given the size of the Board, the early pre-feasibility operational stage of the Company and the challenging labour market in Papua New Guinea, the Board considers that it is not practical to set measurable objectives for achieving gender diversity as recommended by Recommendation 1.5(c) (1). Furthermore, whilst gender diversity is important, the priority for the Company when recruiting is the diversity of experience, background and nationality. As the Company's operations further develop, it will consider adopting and setting measurable objectives for achieving gender diversity.

1. In terms of the representation of women in the organisation, the Company has one female director, Maryanne Hasola. Of the eighteen (18) full time employees three (3) are female.
2. The Company is not a 'relevant employer' under the Workplace Gender Equality Act 2012 (Cth) because it is not a registered higher education provider or an employer of 100 or more employees in Australia.

The Company was not part of the S&P/ASX 300 Index at the commencement of the reporting period.

The Board has a practice of annual self-assessment. The process of evaluation and self-assessment takes the form of a questionnaire completed by each of the directors. Following collation, the results and the adequacy and appropriateness of the self-assessment process are considered and discussed by

the directors at the next Board meeting, and follow-up actions are determined.

The Chairman of the Board is responsible for performing the collation and review of individual directors' responses and presents the results to the Board for discussion and action. In 2023, the Board performed its annual evaluation in accordance with the process described above, which:

- considered the performance of the directors and the Board and the adequacy of the Board's structures and processes, including the Board Charter;
- considered goals and objectives of the Board for the upcoming year; and
- considered whether any improvements or changes to the Board structures and processes, including the Board Charter, Audit and Risk Committee Charter, and Remuneration and Nomination Committee Charter were necessary or desirable.

The last review of self-assessment by the Board was concluded in November 2023.

The senior executives of the Company have employment contracts or consultancy service agreements that clearly set out the roles and responsibilities, and the Company's expectations in terms of performance. The Managing Director conducts an annual performance review of the senior executives in accordance to the documented expectations and prepares a report on the outcome of those reviews and recommendations regarding salary reviews, to the Remuneration and Nomination Committee. Each senior executive is provided with feedback on their performance and if required a development plan is agreed to support and align the ongoing contribution of that senior executive to the needs of the business. Performance reviews for the senior executives were conducted during the reporting period in accordance with the process described above.

PRINCIPLE 2

STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

The Remuneration and Nomination Committee reviews Board succession planning and oversees the selection, appointment and re-appointment of directors to the Board, in accordance with the Remuneration and Nomination Committee Charter. Where appointments are for senior executives, the Remuneration and Nomination Committee will make recommendations to the Board.

The Remuneration and Nomination Committee has adopted a formal charter which sets out the role and terms of reference of the Remuneration and Nomination Committee and the charter is reviewed regularly. The Remuneration and Nomination Committee Charter is available at www.bcl.com.pg/charters-important-documents/.

The Remuneration and Nomination Committee held five meetings in 2023, and the attendance details of the 2023 meeting of the Remuneration and Nomination Committee are set out in the following table on the next page.

CORPORATE GOVERNANCE STATEMENT CONTINUED

DIRECTOR	MEETINGS ATTENDED	MEETINGS WHILST IN OFFICE
Late Sir Rabbie L Namaliu (Committee Chairman – while in office)	Two	Two
Dame Carol A Kidu	Three	Three
Sir Moi Avei (appointed Committee Chairman)	Four	Five
Sir Melchior Togolo	Five	Five
James Rutana	Four	Five
David Osikore	Four	Five

The Board determines the procedure for the selection and appointment of new directors and the re-election of incumbents in accordance with the Company's Constitution and having regard to the ability of the individual to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.

Qualification for Board membership is related to the mix of skills and knowledge that the Board considers will best serve the interests of the Company and all of its shareholders. The Board seeks a mix of skills suitable for a Papua New Guinea, Bougainville based resources company. The mix of skills comprised in the current Board, and that the Board would look to maintain, and build on, includes:

- mining and production industry expertise;
- expertise in management and governance;
- high level of business acumen;
- technical expertise;
- ability to think and plan strategically;
- relevant team oriented behavioural characteristics (such as effective communicators and listeners); and
- Papua New Guinea and Bougainville cultural, community, social and political knowledge and expertise.

The mix of skills of the current Board is set out in the Directors' Report on pages 8 and 9.

The Board consists of seven directors Sir Moi Avei, Peter Graham and Maryanne Hasola are independent non-executive directors. Sir Mel Togolo was the Managing Director until David Osikore was appointed Managing Director and Chief Executive Officer 8th February 2024. James Rutana and Kearnneth Nanei were nominated by their shareholder, the Autonomous Bougainville Government.

Each of the three independent directors are not in any other relationship with the Company which would affect their independent status, nor involved in the management of the Company and are not substantial shareholders of the Company.

The directors were appointed to the Board as follows:

Sir Melchior Pesa Togolo	20 th October 2017
Sir Moi Avei	12 th September 2016
Mr Peter Maxwell Graham	20 th October 2017
Mr David Miringtoro Osikore	23 rd August 2019
Mr James Rutana	25 th November 2021
Mr Kearnneth Nanei	25 th November 2021
Ms Maryanne Hasola	24 th February 2023

Directors appointed by the Board are required by the Company's Constitution to submit themselves for election for a further three years, by shareholders at the Annual General Meeting following their appointment.

Directors are subject to retirement by rotation at least every three years in accordance with the Company's Constitution, but may offer themselves for re-election anytime in the ensuing three years. There is no share ownership qualification for appointment as a director.

Three of the Seven directors are independent non-executive directors. For the purposes of determining a director's independence, the Board considers the following factors:

- whether within the last three years the director or a close family member is or has been employed in an executive capacity or part of the executive management of the Company or any of its child entities (if applicable);
- whether the director receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of the Company;
- whether within the last three years the director or a close family member has a material contractual relationship with the Company or any of its child entities (if applicable) other than as a director, the director's cross directorships or significant links with or involvement in other companies;
- whether within the last three years the director or a close family member has had, either directly or indirectly and whether as principal, employee or consultant, a material (more than 2% of the Company's or the counterparty's consolidated gross revenue per annum) business relationship with the Company or any of its child entities (if applicable), whether as an auditor, professional adviser, supplier or customer, or associated with someone with such a relationship;
- the director's length of service on the Board; and
- whether within the last three years the director or a close family member is, represents, or is, or has been an officer or employee of, or professional adviser to a substantial holder.

All directors are required to, and do, bring independent judgment to bear on Board decisions and act in accordance with their statutory duties of good faith and proper purpose, and in the interests of all shareholders.

Any contracts which may exist or be entered into from time to time in the ordinary course of business between the Company and any company in which a director has declared an interest will be reviewed for materiality to both the Company and the other party to the contract.

All related party transactions, have been determined by the independent directors to be in the best interest of the Company.

The directors can seek independent professional advice, at the Company's expense, in furtherance of their duties. The Board has adopted a procedure for directors wishing to seek such advice to do so by arrangement with the Company Secretary.

Sir Melchior Togolo is the Chairman and was Managing Director until February 2024. The Board, having consideration of the Exploration Licence renewal, has appointed David Osikore as Managing Director and Chief Executive Officer in February 2024 as the company moves to exploration and pre-feasibility.

Directors receive formal appointment letters setting out, amongst other things, the expectations of their appointment. Incoming directors receive an induction to ensure they have a working knowledge of the Company, the political climate of the region in which its assets are situated, its culture and values and the metal mining industry. All directors are expected to maintain the skills required to effectively discharge their obligations to the Company and are provided with resources to help develop and maintain their skills and knowledge. Directors are encouraged to pursue and participate in appropriate continuing education and professional development opportunities so as to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Directors are provided with Board papers prepared by management prior to each Board meeting. These papers include an update from Company management, financial information and other strategy and risk management related documents. The directors also receive ongoing briefings on developments in laws, regulations and accounting standards.

PRINCIPLE 3

ACT LAWFULLY, ETHICALLY AND RESPONSIBLY

The Company values are outlined in the Company's Code of Conduct which acts as a meaningful statement of the way the Company and individuals do business. The Core values are:

- acting with integrity and honesty;
- continuously pursuing high performance;
- working effectively together; and
- caring about people.

The Code of Conduct applies to all directors, officers, employees, consultants and contractors and is available online at www.bcl.com.pg/Company-Policies/ and a copy of each policy, and charter is available in the investors page on the Company's website www.bcl.com.pg.

The Code of Conduct promotes business practices to maintain the Company's integrity and reflects the Company's commitment to ethical and responsible decision making. It is a meaningful statement of the Company's core values and is promoted as such across the Company and reinforced by proper training and proportionate disciplinary action if it is breached. The Company's directors, senior executives, employees, consultants and contractors are required to comply with this policy when dealing with each other, shareholders, customers and the broader community. All consultants and contractors are required to maintain high standards of ethical behaviour in the execution of their duties and comply with all applicable laws and regulations in Papua New Guinea and in every other country in which the Company engages in business.

Other policies, codes and charters adopted by the Company which provide a framework for decisions and actions in relation to ethical conduct in employment include:

- Audit and Risk Committee Charter;
- Remuneration and Nomination Committee Charter; and
- Business Integrity Policy.

The Company has established a system for reporting violations of the Code of Conduct. Reports are prepared in writing to the Company Secretary.

The Company has a whistleblower policy (Tok Out) which is available online at www.bcl.com.pg/Company-Policies/.

The Company is committed to fostering a culture of trust in an environment that encourages reporting of misconduct and unethical behaviour and providing protection to those who speak out. The policy encourages employees to speak up about any unlawful, unethical or irresponsible behaviour within the organisation and applies to employees, suppliers of goods and services, directors and officers and relatives of the individuals listed. The policy provides protection to anyone that raises concerns under the policy through confidentiality, and protection from retaliation. There is an established system for reporting the number, type and jurisdiction of concerns raised under the whistleblower (Tok Out) policy. If concerns are raised summaries are provided to the Audit and Risk Committee on a no names basis.

The Company has an anti-bribery and corruption policy which can be found in Part 4(b) of the Company's Code of Conduct which is available online at www.bcl.com.pg/Company-Policies/. Violations of the Code of Conduct are reported in writing to the Company Secretary.

CORPORATE GOVERNANCE STATEMENT CONTINUED

PRINCIPLE 4

SAFEGUARD INTEGRITY IN CORPORATE REPORTS

The Company has an Audit and Risk Committee, which is appointed by the Board and is comprised of five directors. The Audit and Risk Committee provides the transparency, focus and independent judgement needed to oversee the Company's corporate reporting process. The present members of the Audit and Risk Committee are Sir Melchior Togolo, Kearnneth Nanei, and three independent non-executive directors, Peter Graham (Committee Chairman), and Sir Moi Avei and Maryanne Hasola. The Company Secretary and external auditors are available to attend meetings. All members of the Audit and Risk Committee are financially literate.

The Company considers that more than half of the Audit and Risk Committee are independent directors and that this is satisfactory to allow the Audit and Risk Committee to properly fulfil its responsibilities effectively and is appropriate given the Company's current ownership structure and the early stages of exploration and Pre-feasibility. The Company will continue to monitor and review the Audit and Risk Committee's membership and will appoint committee members where operationally desirable and strategically appropriate.

The Audit and Risk Committee has adopted a formal charter which sets out the role and terms of reference of the Audit and Risk Committee and is reviewed regularly. The Audit and Risk Committee Charter is available at www.bcl.com.pg/charters-important-documents/, and includes information on the requirements for selecting an external auditor.

The qualifications and experience of the committee members is outlined in the Directors' Report on pages 8 and 9.

The Audit and Risk Committee provides a formal structure for reviewing the Company's financial statements, accounting policies, control systems, risk management practices, taxation issues, and for liaison with the external auditors. The Audit and Risk Committee also reviews the adequacy of external audit arrangements on an annual basis.

The Audit and Risk Committee advises the Board of any matters that might have a significant impact on the financial condition of the Company and has the authority to investigate any matters within the terms of reference, while having full access to the information and resources of the Company to fulfil its function. Related party transactions are considered by the Audit and Risk Committee. The Audit and Risk Committee reviews compliance with the Papua New Guinea Companies Act 1997, Corporations Act 2001 (Cth), where appropriate, and the requirements of the ASX and other regulatory requirements.

The Audit and Risk Committee held four scheduled meetings in 2023, and attendance details of the 2023 meetings of the Audit and Risk Committee are set out in the adjacent table.

DIRECTOR	MEETINGS ATTENDED	MEETINGS WHILST IN OFFICE
Peter M Graham (Chairman)	Four	Four
Sir Moi Avei	Three	Four
Sir Melchior P Togolo	Four	Four
Kearnneth Nanei	Four	Four
Maryanne Hasola	Three	Three

Any work conducted by the external auditor, other than the statutory audit, is approved by the Audit and Risk Committee.

As a foreign registered company in Australia, the Company is not required to comply with section 295A of the Corporations Act 2001 (Cth) with respect to declarations in relation to financial statements by the CEO and CFO. However, the Board ensures that it receives the appropriate declarations and assurances including a declaration from the Chairman of the Board and the Company Secretary that accounts have been reviewed and, in their opinion:

- the financial records of the Company for the financial year ended 31 December 2023 have been properly maintained; and
- the financial statements for the financial year ended 31 December 2023 comply with the appropriate accounting standards; and
- the financial statements and notes give a true and fair view of the financial position and performance of the Company and are based on a sound system of risk management and internal control.

The annual and interim financial statements are audited or reviewed by the Company's external auditor prior to release to the market.

PRINCIPLE 5

MAKE TIMELY AND BALANCED DISCLOSURE

The Company makes full and immediate disclosure of material information to its shareholders and the market in accordance with its disclosure obligations under the ASX Listing Rules. In particular, to ensure that trading in its securities takes place in an informed market, the Company has adopted a Disclosure and Communications Policy, which is designed to ensure compliance with the ASX Listing Rules on continuous disclosure and to ensure accountability at a senior executive level for compliance and factual presentation of the Company's financial position. Established reporting systems are in place to ensure compliance with ASX requirements. The Disclosure and Communications Policy is available at www.bcl.com.pg/company-policies/.

Material market announcements are approved by the board at regular board meetings scheduled to coincide with ASX filing timetable requirements. Other material market announcements are circulated to the board via email.

Results presentations and transcripts of the Chairman’s address at annual general meetings are released on the ASX Market Announcements Platform as soon as practically possible after the conclusion of the general meeting. Other presentations to new or substantive shareholders or investor analysts are released on the ASX Market Announcements Platform prior to the presentation. Any video presentations are linked via the company’s Facebook page as soon as practically possible after the conclusion of the presentation.

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

PRINCIPLE 6

RESPECT THE RIGHTS OF SECURITY HOLDERS

The Company recognises the importance of effective communication with shareholders and the general investment community. Apart from the Company’s compliance with its continuous disclosure obligations, the Company keeps investors informed of its corporate governance, financial performance, strategy and prospects via releases to the market via the ASX, the Company’s website www.bcl.com.pg, information mailed and emailed to shareholders and general meetings of the Company. The information provided is balanced and understandable.

This communications program gives shareholders ready access to information and is contained within the Company’s policies titled “Code of Conduct Policy” and “Disclosure and Communications Policy”. The policies are available on the Company’s website at <http://www.bcl.com.pg/company-policies/>.

The communications program includes an investor relations program to facilitate two-way communication with investors. The Company allows shareholders to send communications electronically to the Company via the Company website www.bcl.com.pg/contact/, emails to info@bcl.com.pg and to its security registry as detailed on www.bcl.com.pg/share-registrar.

The Company also encourages shareholders to attend the Company’s annual general meeting and to ask questions of the Board and the auditor and/or to submit questions in writing in advance. At each annual general meeting the Board also ensures that:

- a representative of the Company’s auditor is in attendance to respond directly to questions on audit related matters;
- information about the current developments is provided at the meeting, to make it easy for shareholders to participate and ask questions; and
- the chairman of the Board of directors presents an Address to the Annual General Meeting of current developments.

All substantive resolutions at a meeting of security holders are conducted by poll.

Shareholders may also communicate via Facebook and by telephone. Additionally, details of ASX announcements and Company reports are made available via the Company’s website and are distributed to interested parties via email if requested.

The Company’s share registry also engages with shareholders electronically. Shareholders can contact the Company’s registrar, Computershare Investor Services Pty Ltd, to access their personal information and shareholdings. Contact details are on the Company’s website. The share registrar also distributes statutory documents to shareholders such as annual reports and financial statements.

PRINCIPLE 7

RECOGNISE AND MANAGE RISK

The Company combines the Risk Committee function with the Audit and Risk Committee responsibilities. Please refer to *Principal 4 Safeguard Integrity of Corporate Reporting* for information regarding the composition and operation of the Audit and Risk Committee.

The Company has in place policies and procedures, including a risk identification and management framework (described below), which are continually being developed and updated to help manage material business risks. These policies and procedures have been adopted by the Board, with primary oversight by the Audit and Risk Committee, to ensure that potential business risks are identified and appropriate action is taken. The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to the Board with primary oversight from the Audit and Risk Committee. The Audit and Risk Committee Charter is available on the Company website www.bcl.com.pg/charters-important-documents/.

A summary of the Company’s risk identification and management policies are set out below:

- the Company benefits from a Risk Management Policy, formally adopted by the Board, which can be accessed at www.bcl.com.pg/company-policies/, as well as practices on risk management and corporate assurance developed to manage the Company’s business activities;
- the Audit and Risk Committee receives at least biannually a report from management to identify and review all of the business risks facing the Company. The Audit and Risk Committee report the findings to the Board;
- management provides an annual certificate of compliance to the Board and provides periodic reports and information confirming the status and effectiveness of the plans, controls, policies and procedures implemented to manage business risks. The Chairman of the Board and the Company Secretary endorse the certificate;
- Board approval is required before capital expenditure and revenue commitments exceed certain approved levels as outlined in the Authority Levels and Internal Controls Policy which is available at www.bcl.com.pg/company-policies/;
- the Company has in place a regulatory compliance program;
- safety, health, community and environmental policies are in place, with appropriate management systems which recognise the Company’s commitment to achieving high standards of performance in all its activities in these areas; and

CORPORATE GOVERNANCE STATEMENT CONTINUED

Management provides reports to the Board (through the Audit and Risk Committee) relating to the effectiveness of the internal controls and the management of material business risk. In addition, the Board monitors the Company's material business risks on an ongoing basis.

The Company does not maintain an internal audit function. The Company has limited operations and is of a size that does not warrant an internal audit function. The Audit and Risk Committee regularly review the level of segregation particularly in relation to processes and procedures concerning matters such as payment authorisations and limits of authority and awareness and compliance with the Authority Levels and Internal Controls Policy. The Board and the Audit and Risk Committee maintains oversight of organisational risks including financial risks. The Audit and Risk Committee is responsible for reviewing and improving the Company's risk management framework and internal control processes.

The Company, as exploration and inactive mining production Company, faces risks in its activities, including economic, regulatory, environmental and social sustainability risks, which may materially impact the Company's ability to create or preserve value for shareholders over the short, medium or long term. The Company manages these risks by having in place a number of risk identification and management policies as well as a Communities Policy, which are all available at www.bcl.com.pg/company-policies/.

PRINCIPLE 8

REMUNERATE FAIRLY AND RESPONSIBLY

The Company does not have a separate remuneration committee as recommended by the Recommendations, but does combine the function within the Remuneration and Nomination Committee's responsibilities. Please refer to *Principle 2 Structure the Board to be effective and add value*, for information regarding composition and operation of the Remuneration and Nomination Committee.

The maximum limit for directors' remuneration is determined by shareholders in a general meeting. Within that limit the remuneration of directors is generally determined by the Board after taking into account data on market remuneration levels. At the 2009 Annual General Meeting, the shareholders approved an increase in non-executive directors' fees to A\$55,000, non-executive chairman fees to A\$110,000 and an additional A\$10,000 per annum for directors that are members of a Board committee. Directors are not entitled to retirement benefits.

The Company's eighteen (18) full time employees remuneration is governed by a Remuneration Policy, available at www.bcl.com.pg/company-policies/.

The Company has adopted a Rules for Dealing in BCL Securities Policy, which reinforces the prohibition against insider trading to all directors of the Company. The Rules for Dealing in BCL Securities Policy require that for all dealings in the Company's securities:

- directors and employees must advise the Chairman of the Board in writing, and receive approval in writing from the Chairman of the Board, if they intend to purchase or sell securities in the Company. In regard to their own dealings, the Chairman of the Board is required to notify the chairman of the Audit and Risk Committee; and
- no dealings in securities of the Company may take place in the period from the end of any relevant financial period to the trading day following announcement of the Company's annual results or half year results.

The Rules for Dealing in BCL Securities Policy is available at www.bcl.com.pg/company-policies/.

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DISTRIBUTION OF THE BENEFITS

STATEMENTS OF COMPREHENSIVE INCOME

Bougainville Copper Limited for the year ended 31st December 2023

		CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
	NOTES				
Income					
Interest		7	1	7	1
Dividends		3,473	4,032	3,473	3,712
		3,480	4,033	3,480	3,713
Cost and expenses					
Operating expenses	3	(11,531)	(10,691)	(11,529)	(10,688)
Exchange loss	6	(204)	(163)	(204)	(163)
		(11,735)	(10,854)	(11,733)	(10,851)
Finance costs	12 (b)	(22)	(59)	(22)	(59)
Loss before tax		(8,277)	(6,880)	(8,275)	(7,197)
Income tax	5	-	-	-	-
Loss after tax		(8,277)	(6,880)	(8,275)	(7,197)
Other comprehensive income					
Items that may not be subsequently reclassified to profit or loss (no tax effect):					
Changes in fair value of equity investments	13	6,164	(22,726)	6,164	(22,726)
Total other comprehensive income (loss)		6,164	(22,726)	6,164	(22,726)
Total comprehensive income (loss) for the year		(2,113)	(29,606)	(2,111)	(29,923)
Basic and diluted earnings per share (toea)		(2.06)	(1.72)		

STATEMENTS OF CHANGES IN EQUITY

Bougainville Copper Limited for the year ended 31st December 2023

CONSOLIDATED	SHARE CAPITAL K'000	FAIR VALUE RESERVE K'000	ACCUMULATED LOSSES K'000	TOTAL K'000
Brought forward at 01.01.22	401,063	75,266	(348,473)	127,856
Loss for the year	-	-	(6,880)	(6,880)
Other comprehensive income (loss) for the year	-	(22,726)	-	(22,726)
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings.	-	(3,933)	3,933	-
Balance at 31.12.22	401,063	48,607	(351,420)	98,250
Loss for the year	-	-	(8,277)	(8,277)
Other comprehensive income for the year	-	6,164	-	6,164
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings.	-	(3,780)	3,780	-
Balance at 31.12.23	401,063	50,991	(355,917)	96,137

PARENT	SHARE CAPITAL K'000	FAIR VALUE RESERVE K'000	ACCUMULATED LOSSES K'000	TOTAL K'000
Brought forward at 01.01.22	401,063	75,266	(348,778)	127,551
Loss for the year	-	-	(7,197)	(7,197)
Other comprehensive income (loss) for the year	-	(22,726)	-	(22,726)
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings.	-	(3,933)	3,933	-
Balance at 31.12.22	401,063	48,607	(352,042)	97,628
Loss for the year	-	-	(8,275)	(8,275)
Other comprehensive income for the year	-	6,164	-	6,164
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings.	-	(3,780)	3,780	-
Balance at 31.12.23	401,063	50,991	(356,537)	95,517

BALANCE SHEETS

Bougainville Copper Limited at 31st December 2023

		CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
	NOTES				
FUNDS EMPLOYED:					
Shareholders' funds					
Share capital	11	401,063	401,063	401,063	401,063
Fair value reserve	13	50,991	48,607	50,991	48,607
Accumulated losses		(355,917)	(351,420)	(356,537)	(352,042)
		96,137	98,250	95,517	97,628
Non-current liabilities					
Provisions	7 (d)	504	478	504	478
Other payables	7 (b)	194	194	194	194
Income tax	5 (b)	6,759	6,759	6,759	6,759
Lease Liability	12	30	118	30	118
		7,487	7,549	7,487	7,549
Current liabilities					
Provisions	7 (c)	1,737	1,767	1,737	1,767
Trade payables	7 (a)	1,513	1,438	1,513	1,438
Lease Liability	12	107	421	107	421
		3,357	3,626	3,357	3,626
Total liabilities		10,844	11,175	10,844	11,175
Total funds		106,981	109,425	106,361	108,803
THESE FUNDS ARE REPRESENTED BY:					
Non-current assets					
Investments	4	81,900	96,074	80,800	94,974
Mine assets	8	-	-	-	-
Plant and Equipment	9	731	912	731	912
Right of use assets	12	120	464	120	464
Other receivables	10 (b)	829	829	1,314	1,632
		83,580	98,279	82,965	97,982
Current assets					
Cash and cash equivalents		1,459	1,527	1,454	1,202
Other receivables	10 (a)	1,942	1,619	1,942	1,619
Investments	4	20,000	8,000	20,000	8,000
		23,401	11,146	23,396	10,821
Total assets		106,981	109,425	106,361	108,803

For, and on behalf of, the Board.



Sir Melchior P. Togolo (Chairman)

28th March 2024



Peter M. Graham (Director)

STATEMENTS OF CASH FLOWS

Bougainville Copper Limited for the year ended 31st December 2023

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
Cash flows related to operating activities				
Payments to suppliers	(11,300)	(10,524)	(11,298)	(10,521)
Interest received	7	1	7	1
Interest and finance costs	(22)	(59)	(22)	(59)
Dividends received	3,473	4,032	3,473	3,712
Net operating cash outflows	(7,842)	(6,550)	(7,840)	(6,867)
Cash flows related to investing activities				
Purchases of plant and equipment	(60)	(23)	(60)	(23)
Subsidiary loan account movement	-	-	318	58
Sale of investment assets	8,338	7,815	8,338	7,815
Net investing cash inflows	8,278	7,792	8,596	7,850
Cash flows related to financing activity				
Repayment of lease liabilities	(424)	(559)	(424)	(559)
Net financing cash outflow	(424)	(559)	(424)	(559)
Net increase / (decrease) in cash and cash equivalents	12	683	332	424
Cash and cash equivalents at beginning of year	1,527	965	1,202	899
Effect of exchange rate changes on cash and cash equivalents	(80)	(121)	(80)	(121)
Cash and cash equivalents at end of year	1,459	1,527	1,454	1,202

NOTES TO ACCOUNTS

The principal accounting policies applied in the preparation of these financial statements are set out below. Accounting policies relevant to mining operations are not presented due to mining operations having ceased in 1989. These policies have been consistently applied to all years presented, unless otherwise stated.

These financial statements were authorised for issue in accordance with a Directors' resolution on 28th March 2024.

1. (A) BASIS OF PREPARATION

The financial statements of Bougainville Copper have been prepared in accordance with International Financial Reporting Standards (IFRS) and the PNG Companies Act 1997. The financial statements have been prepared under the historical cost convention except for equity investments which are carried at fair value through other comprehensive income.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

New standards, amendments and interpretations to existing standards that have been adopted by the Company during the year and those that have not been adopted are disclosed in 1. (D) and 1. (E).

1. (B) ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity, and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated, unless the transaction provided evidence of an impairment of the transferred asset. Accounting policies of the subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

MINE ASSETS

Mine assets were originally stated at cost or Director's valuation and subsequently depreciated and amortised at rates considered appropriate by the Company.

The Company ceased depreciating the mine assets from 1991 onwards. Subsequent impairment losses were recognised where the carrying value of the mine assets exceeded their recoverable amounts.

PLANT AND EQUIPMENT

The cost of purchased plant and equipment is the value of the consideration given to acquire the assets and the value of other directly attributable costs which have been incurred in bringing the assets to the location and condition necessary for their intended service. Plant and equipment are stated at cost less accumulated depreciation. Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced item is derecognised. All other repairs and maintenance are charged against income during the reporting period in which they are incurred.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are included in operating profit.

Depreciation is charged on a straight-line basis, so as to write-off the cost of the property and equipment to their residual value over their expected economic useful lives. The estimated economic lives are as follows:

Leasehold improvements	3 years
Motor vehicles	2-4 years
Office furniture and equipment	2-10 years

TAXATION

The income tax expense or benefit for the period, is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax base of assets and liabilities, and their carrying amounts in the financial statements.

Deferred tax assets are recognised for deductible temporary differences, and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities, and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

FOREIGN CURRENCY TRANSLATION

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The financial statements are presented in PNG Kina, which is the Company’s functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the dates of transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and translation at year end exchange rates of monetary assets and liabilities determined in foreign currencies are recognised in determining profit.

PROVISIONS

Provision for compensation is recognised when the Company has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

FINANCIAL ASSETS

Management determines the classification of its financial assets at initial recognition. The classification depends on the purpose for which the financial assets were acquired. The company classifies its financial assets as investments, cash and cash equivalents and other assets.

CLASSIFICATION AND SUBSEQUENT MEASUREMENT

The Company classifies its financial assets as follows:

(i) Equity instruments

Equity instruments that meet the definition of equity from the issuer’s perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer’s net assets. Examples of equity instruments include basic ordinary shares.

The Company’s management has elected, at initial recognition, to irrevocably designate an equity investment through other comprehensive income. When this election is used, fair value gains and losses are recognised in Other Comprehensive Income (OCI) and are not subsequently reclassified to profit or loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. When investments are held for purposes other than for trading the Company’s policy is to designate equity investments as Fair Value through Other Comprehensive Income (FVOCI). Dividends, when representing a return on such investments, continue to be recognised in profit or loss as other income when the Company’s right to receive payments is established.

(ii) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, deposits held at call with banks, and bank deposits and treasury bills with original maturities of three months or less.

(iii) Other receivables - at amortised cost

Other receivables are recognised initially at fair value, less provision for impairment. They are presented as current assets unless collection is not expected for more than twelve months after the reporting date.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all receivable balances. In determining the expected credit loss allowance required, the historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the debtors to settle the receivables.

Other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan and failure to make contractual payments for a period of greater than 120 days past due. Impairment losses on other receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

FINANCIAL LIABILITIES

The Company’s financial liabilities at balance sheet date consist of financial liabilities at amortised cost.

(i) Classification

Financial liabilities that are not classified as at fair value through profit or loss fall into this category and are measured at amortised cost.

(ii) Recognition and measurement

Financial liabilities are measured at amortised cost using the effective interest method. Financial liabilities are derecognised when extinguished.

IMPAIRMENT OF OTHER ASSETS

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

REVENUE RECOGNITION

Interest income is recognised on a time-proportion basis using the effective interest method.

Dividend income is recognised when the right to receive payment is established.

1. (C) ROUNDING OF AMOUNTS

All amounts have been rounded off to the nearest K’000, unless otherwise stated.

1. (D) STANDARDS, AMENDMENTS AND INTERPRETATIONS EFFECTIVE IN THE YEAR ENDED 31ST DECEMBER 2023

The following standards, amendments and interpretations to existing standards became applicable for the first time during the accounting period ended 31 December 2023.

- IFRS 17, Insurance Contracts. This standard replaced IFRS 4, which permitted a wide variety of practices in accounting for insurance contracts. IFRS 17 fundamentally changes the accounting by all entities that issue insurance contracts.
- Narrow scope amendments to IAS 1, Practice statement 2 and IAS 8. The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies.
- Amendment to IAS 12 – deferred tax related to assets and liabilities arising from a single transaction. These amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.
- Amendment to IAS 12 - International tax reform. These amendments give companies temporary relief from accounting for deferred taxes arising from the Minimum Tax Implementation Handbook international tax reform. The amendments also introduce targeted disclosure requirements for affected companies.

The above changes did not have any material impact on the company.

1. (E) STANDARDS, AMENDMENTS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31ST DECEMBER 2023 OR ADOPTED EARLY

The following standards, amendments and interpretations to existing standards have been published and are mandatory for the entity's accounting periods beginning on or after 1st January 2024 or later periods, but the entity has not early adopted them:

- Amendment to IFRS 16 – Leases on sale and leaseback (effective 1 January 2024). These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.
- Amendment to IAS 1 – Non-current liabilities with covenants (effective 1 January 2024). These amendments clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these conditions.
- Amendment to IAS 7 and IFRS 7 - Supplier finance (effective 1 January 2024 - with transitional reliefs in the first year). These amendments require disclosures to enhance the transparency

of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB's response to investors' concerns that some companies' supplier finance arrangements are not sufficiently visible, hindering investors' analysis.

- Amendments to IAS 21 - Lack of Exchangeability (1 January 2025 - early adoption is available). An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

The following New IFRS sustainability disclosure standards became effective after 1 January 2024.

- IFRS S1, 'General requirements for disclosure of sustainability-related financial information (effective 1 January 2024 - This is subject to endorsement by the Accounting Standards Board of PNG). This standard includes the core framework for the disclosure of material information about sustainability-related risks and opportunities across an entity's value chain.
- IFRS S2, 'Climate-related disclosures' (effective 1 January 2024 - This is subject to endorsement by the Accounting Standards Board of PNG). This is the first thematic standard issued that sets out requirements for entities to disclose information about climate-related risks and opportunities

The entity has conducted investigations and does not consider that there are any measurement or recognition issues arising from the release of these new pronouncements that will have a significant impact on the reported financial position or financial performance of the entity.

1. (F) EARNINGS PER SHARE

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares.
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

1. (G) SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as deduction, net of tax, from the proceeds.

1. (H) SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board has been identified as being the chief operating decision maker.

1.(I) LEASES AND RIGHT-OF-USE ASSETS

Right-of-use assets and lease liabilities arising from lease contracts are initially measured on a present value basis. Lease liabilities include the present value of all fixed payments (less any lease incentives receivable), variable lease payments that are based on an index or rate, any amounts expected to be paid under residual value guarantees, the exercise price of any purchase options that are reasonably certain to be exercised and any payments for terminating a lease if the lease term reflects the exercise of that termination option. The lease payments are discounted using the discount rate implicit in the lease, if that rate can be determined, or the company's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to interest expense so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Payments associated with short term leases of 12 months or less and leases of low value assets (less than PGK equivalent of USD5,000) are recognised as an expense on a straight-line basis. Variable lease payments that are not based on an index or rate are recognised as an expense as incurred.

Right-of-use assets are initially measured at cost, comprising the amount on initial recognition of the lease liability plus any lease payments made before commencement of the lease, any initial direct costs and the estimated costs of any restoration required upon completion of the lease contract. Right-of-use assets are subsequently measured at cost less depreciation and any impairment. Right-of-use assets are depreciated on a straight-line basis over the shorter of the term of the lease and the asset's useful life, unless there is a purchase option which is reasonably certain of being exercised, in which case the asset will be depreciated over its useful life.

2. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Mine assets

Mine production was suspended on 15th May 1989 because of attacks on employees. Following repeated instances of damage to mine facilities, the power supply lines and further attacks on employees, it became necessary to evacuate all remaining Company personnel from Bougainville in early 1990. Since the withdrawal of

Company personnel from Bougainville, which was completed on 24th March 1990, there has been no care and maintenance of the Company's assets. Considerable deterioration of the assets has occurred in the intervening period, because of this lack of care and maintenance, their exposure to the elements, vandalism, pilferage and militant action.

With the passage of time, it became clear that a major write-down of assets from their pre-closure levels would be required. To allow for this future write-down, the board recorded an impairment loss in 1991 for deterioration, damage and pilferage of K350 million, with this sum being classified as an extraordinary item.

During 2014, the Autonomous Bougainville Government (ABG) passed the Bougainville Mining (Transitional Arrangement) Act 2014 (Transitional Act) which was replaced by the Bougainville Mining Act 2015 on 1st April 2015 (The Act). This legislation undermined the Company's pre-existing tenure and control of mine assets. In 2014 the Board impaired in full the carrying value of the mine assets. K167 million was charged against income and reversed K31 million in the revaluation reserve.

The Act converted the Special Mining Lease held by the Company to an Exploration Licence (EL1) for a period of two years from the date of the Transitional Act. In July 2016 the Company applied to extend EL1. The ABG commenced processing the application in October 2017 and on 16th January 2018 issued a Notice of Refusal to grant the renewal of the application.

The Company commenced an action in the National Court of Papua New Guinea seeking leave for a Judicial Review of the renewal application process. Leave was granted on 10th April 2018. A stay was granted against the ABG, from giving effect to or relying on the decision to refuse the application by BCL for extension of EL1.

An agreement was reached with the ABG on 3rd October 2023 to work towards the extension of the EL. The conditions of the agreement were met by both parties and the EL was renewed on 31st January 2024, for five (5) years. BCL lodged a notice of discontinuance of the Judicial Review 6th March 2024.

While adhering to the requirements of the Bougainville Mining Act 2015, Bougainville Copper also recognises and maintains the tenements in accordance with the PNG National legislation and the Bougainville Copper agreement.

3. OPERATING EXPENSES	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2023 K'000	2022 K'000	2023 K'000	2022 K'000
Remuneration of directors (note 14)	2,176	2,136	2,176	2,136
Board meetings	107	74	107	74
Auditors' remuneration				
- annual report and financial statements audit	141	128	141	128
- half year review	43	39	43	39
- taxation and consulting services	80	5	80	5
Share registry costs	396	405	396	405
Insurance	169	167	169	167
Legal fees	217	443	217	443
Document cataloguing	27	24	27	24
Order of magnitude costs	6	7	6	7
Social, technical and environmental studies	1,145	980	1,145	980
Community projects	390	465	390	465
Communication and media costs	381	358	381	358
Education scholarships	2	3	-	-
Corporate subscriptions	66	78	66	78
Administrative costs	1,334	353	1,334	353
Employee benefits expense*	2,863	2,973	2,863	2,973
Depreciation right of use assets	366	534	366	534
Depreciation on administration assets	214	256	214	256
Other operating expenses	1,408	1,263	1,408	1,263
	11,531	10,691	11,529	10,688

* The total cost of retirement benefits of the Group in 2023 was K0.1 million (2022: K0.1 million). The Group participates in a multi-employer defined contribution fund, on behalf of all citizen employees with minimum employer and employee contribution rates established by legislation.

4. INVESTMENTS

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
At fair value				
Opening balance	104,074	134,615	102,974	133,515
Increase (decrease) in fair value recognised through other comprehensive income	6,164	(22,726)	6,164	(22,726)
Disposal of investments	(8,338)	(7,815)	(8,338)	(7,815)
Closing balance	101,900	104,074	100,800	102,974
Original cost when purchased				
Opening cost balance	55,467	59,349	54,367	58,249
Disposal of investments	(4,558)	(3,882)	(4,558)	(3,882)
Additions to investments	-	-	-	-
Acquisition of subsidiary	-	-	-	-
	50,909	55,467	49,809	54,367
Fair value reserve year end balance	50,991	48,607	50,991	48,607
Closing fair value balance	101,900	104,074	100,800	102,974

Investments are classified as follows:

Current	20,000	8,000	20,000	8,000
Non-current	81,900	96,074	80,800	94,974
	101,900	104,074	100,800	102,974

Investment assets held by the Company consist of ASX listed shares, and therefore have no fixed maturity date or coupon rate.

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
Listed Securities				
Argo Investments Ltd (ARG)	26,309	27,218	26,309	27,218
Australian Foundation Investment Company Ltd (AFI)	74,491	75,756	74,491	75,756
	100,800	102,974	100,800	102,974

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are categorised as level 1 within the fair value hierarchy. There were no movements between fair value hierarchies during the year.

4. INVESTMENTS - CONTINUED

On disposal of these equity investments, any related balance within the fair value, through other comprehensive income reserve, is reclassified to retained earnings. During 2023, the group sold part of its shares in Argo Investments Limited and Australian Foundation Investment Company Ltd as part of its trading activities to realise profit and to fund day to day operations. The shares sold had a fair value of PGK8,338,294 (2022: PGK7,815,173) and the group realised a gain of PGK3,780,473 (2022: PGK3,933,419) which had already been included in Other Comprehensive Income. This gain has been transferred to retained earnings.

The investment held by the subsidiary represents an investment in unlisted units held in the Pacific Balanced Fund and is classified as level 3 within the fair value hierarchy due to the use of unobservable inputs.

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
Unlisted Securities				
Pacific Balanced Fund	1,100	1,100	-	-
	1,100	1,100	-	-

The financial statements of the Pacific Balanced Fund or similar data for the 2023 Financial Year were not available to allow for the management to determine the fair valuation at balance date. The units are not traded on a secondary market. The carrying amount as disclosed above was determined based on an historic buy-back price of K2.75 per unit.

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
Listed Securities	100,800	102,974	100,800	102,974
Unlisted Securities	1,100	1,100	-	-
	101,900	104,074	100,800	102,974

5. TAXATION

(a) The following reconciliation discloses the items which caused the charge for income tax in the income statement to vary from the income tax prima facie payable on reported earnings:

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
Operating profit/(loss) before taxation	(8,277)	(6,880)	(8,275)	(7,197)
Prima facie income tax @ 30 per cent	(2,483)	(2,064)	(2,483)	(2,159)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income	74	76	74	76
Potential tax benefit not recognised	2,409	1,988	2,409	2,083
Income tax expense/(credit)	-	-	-	-

(b) An agreement between the Independent State of Papua New Guinea, the previous majority shareholder of Bougainville Copper Ltd, Rio Tinto, and Bougainville Copper Limited provides for the deferral of income tax payable of K6,759,000 in respect of the 1989 year, until certain criteria have been met following successful recommencement of operations.

(c) The future income tax benefit relating to tax losses has not been brought to account because their realisation is not probable.

Available tax losses carried forward amount to K115,378,000 (2022: K107,346,000).

6. EXCHANGE FLUCTUATION

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
(a) Exchange gain/(loss) reflected in earnings arising from financial assets:				
Gain/(loss)	(204)	(163)	(204)	(163)
(b) Foreign currency amounts included in current assets, non-current assets, current liabilities and non-current liabilities that are not effectively hedged are:				
Current assets	20,765	8,391	20,765	8,391
Non-current assets	80,800	94,974	80,800	94,974
Current liabilities	801	272	801	272
Kina equivalent of Australian dollars				

7. LIABILITIES

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
Trade Payables				
(a) Current				
Trade creditors	1,513	1,438	1,513	1,438
(b) Non current				
Other payables	194	194	194	194
Provisions (excluding impairment)				
(c) Current				
Compensation*	1,522	1,525	1,522	1,525
Employee entitlements	215	242	215	242
	1,737	1,767	1,737	1,767
(d) Non Current				
Employee entitlements	394	368	394	368
Make good provision - premises lease	110	110	110	110
	504	478	504	478

7. LIABILITIES - CONTINUED

	COMPENSATION	EMPLOYEE ENTITLEMENTS	MAKE GOOD PROVISION PREMISES LEASE
(e) Movements in provisions	K'000	K'000	K'000
Opening balance	1,525	610	110
Provisions recognised during the year	-	262	-
Amounts used during year	(3)	(263)	-
Closing balance	1,522	609	110

* Bougainville Copper was defendant to an action commenced in the National Court by two plaintiffs seeking declarations that they are the lawful representatives of the mine site and the tailings disposal area Landowners and that the Mining Warden is the proper Judicial Officer to determine what, if any, compensation is due to Landowners for the period since the suspension of mining operations. A deed of release was executed by the two plaintiffs agreeing to the payment of statutory compensation for the 1990 year of operation including interest. The Company made a provision in its accounts to cover the Landowner compensation. The proceedings in the National Court were concluded when a Notice of Discontinuance was filed and endorsed in the Buka National Court on 9th June 2016 and served on each plaintiff. The Company has provided for March 1990 to March 1991 compensation to Landowner groups affected by the Company's former mine operations, based on known obligations. The Company has classified the provisions as current as compensation payments commenced in February 2017 and work remains ongoing to resolve the remaining unpaid balance.

8. MINE ASSETS

The company has previously capitalised mine assets of:

	K'000
Mine development and building	395,153
Plant machinery and equipment	549,663
Mine property	62,121
Capitalised work in progress	29,112
Total	1,036,049

Mine assets were fully depreciated or impaired in previous financial years.

During 2014, the Autonomous Bougainville Government passed the Bougainville Mining (Transitional Arrangement) Act 2014 (Transitional Act) which was replaced on 1st April 2015 by the Bougainville Mining Act 2015 (The Act). This legislation undermined the Company's preexisting tenure and control of mine assets.

The Act converted the Special Mining Lease held by the Company to an Exploration Licence (EL1) for a period of two years from the date of the Transitional Act. In July 2016 the Company applied to extend EL1. The ABG commenced processing the application in October 2017 and on 16th January 2018 issued a Notice of Refusal to grant the renewal of the application. The Company commenced legal proceedings in the PNG National Court and was granted leave on 10th April 2018 for a Judicial Review of the renewal application process. A stay was granted against the ABG, from giving effect to or relying on the decision to refuse the application by BCL for extension of EL1.

An agreement was reached with the ABG on 3rd October 2023 to work towards the extension of the EL. The conditions of the agreement were met by both parties and the EL was renewed on 31st January 2024, for five (5) years. BCL lodged a notice of discontinuance of the Judicial Review 6th March 2024 and the court granted a discontinuance on 12th March 2024.

Bougainville Copper Limited, while adhering to the requirements of the Bougainville Mining Act 2015, also recognises and maintains the tenements in accordance with the PNG National legislation and the Bougainville Copper Agreement.

9. PLANT AND EQUIPMENT

CONSOLIDATED AND PARENT	LEASEHOLD	MOTOR	OFFICE	CONSTRUCTION	TOTAL
	ASSETS	VEHICLES	FURNITURE AND	IN PROGRESS	
	K'000	K'000	EQUIPMENT	K'000	K'000
At 31st December 2022					
Cost	1,831	315	952	321	3,419
Accumulated depreciation	(1,598)	(315)	(594)	-	(2,507)
Net book value	233	-	358	321	912
Year ended 31st December 2023					
Opening net book amount	233	-	358	321	912
Additions	-	-	40	20	60
Disposals	-	-	(27)	-	(27)
Depreciation charge	(135)	-	(79)	-	(214)
Closing net book value	98	-	292	341	731
At 31st December 2023					
Cost	1,831	315	939	341	3,426
Accumulated depreciation	(1,733)	(315)	(647)	-	(2,695)
Net book value	98	-	292	341	731

10. OTHER RECEIVABLES

	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2023	2022	2023	2022
	K'000	K'000	K'000	K'000
(a) Current				
Sundry receivables	70	40	70	40
Deposits and bonds	72	88	72	88
Prepayments	154	141	154	141
Goods and services tax receivable	1,646	1,350	1,646	1,350
	1,942	1,619	1,942	1,619
(b) Non Current				
Withholding tax receivable	829	829	511	511
Related party receivables (Note 18)	-	-	803	1,121
	829	829	1,314	1,632

Withholding tax receivable will be offset against future tax payable.

11. ORDINARY SHARES

The issued capital of the Company is 401,062,500 ordinary shares fully paid. No change in issued capital occurred during 2023.

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Bougainville Copper recognises lease liabilities in accordance to IFRS 16. Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate of 7.5%.

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
Amounts recognised in the balance sheet				
(a) Right-of-use-assets				
Properties as at 1st January	464	872	464	872
Additions	34	91	34	91
Remeasurements	(12)	35	(12)	35
Depreciation charges	(366)	(534)	(366)	(534)
Closing net book value 31st December	120	464	120	464
(b) Lease liabilities				
Lease liabilities as at 1st January	539	972	539	972
Additions	34	91	34	91
Remeasurements	(12)	35	(12)	35
Payments	(446)	(618)	(446)	(618)
Interest	22	59	22	59
Closing balance 31st December	137	539	137	539
Lease Liabilities are classified as follows:				
Current	107	421	107	421
Non-current	30	118	30	118
Total	137	539	137	539
Minimum lease payments:				
Not later than 1 year	111	431	111	431
Later than 1 year and not later than 5 years	31	130	31	130
Later than 5 years	-	-	-	-
Total	142	561	142	561
Less: Unexpired finance charges	(5)	(22)	(5)	(22)
Total	137	539	137	539

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES - CONTINUED

	CONSOLIDATED 2023 K'000	CONSOLIDATED 2022 K'000	PARENT 2023 K'000	PARENT 2022 K'000
Present value of lease liabilities:				
Not later than 1 year	107	421	107	421
Later than 1 year and not later than 5 years	30	118	30	118
Later than 5 years	-	-	-	-
Total	137	539	137	539

Amounts recognised in statement of comprehensive income

Depreciation charge right-of-use assets	366	534	336	534
Interest expense	22	59	22	59
Expense relating to short term leases (included in administrative costs)	363	230	363	230
Expense relating to leases of low values not recognised as a liability (included in administrative costs)	26	61	26	61

Accounting for leasing activities as Lessee

Bougainville Copper leases offices and houses for its employees. Rental contracts are typically made for fixed periods of one (1) to three (3) years but may have extension options as described in (ii) below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by Bougainville Copper. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received, and
- any initial direct costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

(i) Variable lease payments

Bougainville Copper does not have any property leases that contain variable payment terms that are linked to sales generated from other operations.

(ii) Extension and termination options

Extension and termination options are included in a number of property leases. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of extension and termination options held are exercisable only by Bougainville Copper and not by the respective lessor.

(iii) Residual value guarantees

Bougainville Copper does not provide residual value guarantees in relation to its leases.

13. FAIR VALUE RESERVE	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2023	2022	2023	2022
	K'000	K'000	K'000	K'000
Fair value reserve	50,991	48,607	50,991	48,607
This reserve records movements for Investment assets to fair value. Refer note 1 (b) and note 19(g) for calculations for 'fair value'.				
Opening balance	48,607	75,266	48,607	75,266
Movement	6,164	(22,726)	6,164	(22,726)
Fair value realised through disposal	(3,780)	(3,933)	(3,780)	(3,933)
Net movement	2,384	(26,659)	2,384	(26,659)
Closing balance	50,991	48,607	50,991	48,607

14. REMUNERATION OF DIRECTORS

Directors' remuneration, including the value of benefits, received during the year was as follows:

	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2023	2022	2023	2022
	K'000	K'000	K'000	K'000
Sir Melchior P Togolo ¹	910	729	910	729
Sir Rabbie L Namaliu ²	40	163	40	163
Dame Carol A Kidu ³	84	163	84	163
Sir Moi Avei ⁴	252	211	252	211
Peter M Graham ⁵	156	163	156	163
David M Osikore ⁶	274	330	274	330
Kearnneth Nanei ⁵	156	171	156	171
James Rutana ⁷	156	206	156	206
Maryanne Hasola ⁸	148	-	148	-
	2,176	2,136	2,176	2,136

¹ Short term benefits paid as Chairman K265,000, Audit and Risk Committee fees of K24,000, Remuneration and Nomination Committee fees of K24,000 and K597,000 as Managing Director, (2022 - Chairman K277,000, Audit and Risk Committee K25,000, Remuneration and Nomination Committee K25,000 and Managing Director K402,000).

² Short term benefits paid to Sir Rabbie Namaliu, until his passing 31st March 2023, comprised of a Base Director fee of K34,000 and Remuneration and Nomination Committee fees of K6,000, (2022 - Director Fee K138,000 and Remuneration and Nomination Committee K25,000).

³ Short term benefits paid to Dame Carol Kidu until her retirement 4th May 2023, comprised of a Base Director fee of K46,000, Remuneration and Nomination Committee fees of K8,000 and an additional fee for Government discussions of K30,000 (2022 - Director K138,000 and Remuneration and Nomination Committee K25,000).

⁴ Short term benefits paid to Sir Moi Avei comprised of a Base Director fee of K132,000, Audit and Risk Committee fees of K24,000, Remuneration and Nomination Committee fees of K24,000 and an additional fee for Government discussions of K72,000 (2022 - Director K138,000, Audit and Risk Committee K25,000, Remuneration and Nomination Committee K25,000 and additional contract fees K23,000).

⁵ Short term benefits paid to Directors comprised of a Base Director fee of K132,000 and Audit and Risk Committee fees of K24,000. (2022 – Director fee K138,000, Audit and Risk Committee K25,000 and Kearnneth Nanei 2021 base director backpay K8,000).

⁶ Short term benefits paid to David Osikore comprised of a Base Director fee of K132,000, Remuneration and Nomination Committee fees of K24,000 and additional fees for landowner and Government discussions K118,000. (2022 – Director fee K138,000, Remuneration and Nomination K25,000 and Landowner and Governmental discussions K167,000).

⁷ Short term benefits paid to James Rutana comprise of a Base Director fee of K132,000 and Remuneration and Nomination Committee fees of K24,000. (2022 – Director fee of K138,000 and Audit and Risk Committee fees of K25,000 and additional fees for landowner and Government discussions K43,000).

⁸ Short term benefits paid to Maryanne Hasola, appointed Director 24th February 2023, comprised of a Base Director fee of K112,000, Audit and Risk Committee fees of K21,000 and additional fees for landowner and Government discussions K15,000. (2022 - Nil).

No other long-term benefits, post-employment benefits, termination benefits or share based payments are payable to the Directors.

15. CONTINGENT LIABILITIES AND ASSETS

A claim has been made from another mine affected Landowner group for statutory compensation for the 1990 year of operation. Discussions remain ongoing with the Landowner group to determine the amount, if any, of statutory compensation that may be due. No provision has been made for any liability that may arise from this further claim.

16. MINING TENEMENTS

Under the Mining Act of the Independent State of Papua New Guinea, the Company holds leases: SML1, LMP B9, B6, B8, B7, B2, B10, B3; and prospecting authorities: Exploration Licenses 1, 2, 3, 4, 5, 6, 7A and 7B on Bougainville Island.

During 2014, the Autonomous Bougainville Government (ABG) passed the Bougainville Mining (Transitional Arrangement) Act 2014 (Transitional Act) which was replaced by the Bougainville Mining Act 2015 (The Act) on 1st April 2015. This legislation undermined the Company's pre-existing tenure and control of mine assets.

The Act converted the Special Mining Lease held by the Company to an Exploration Licence (EL1) for a period of two years from the date of the Transitional Act. In July 2016 the Company applied to extend the EL1. The ABG commenced processing the application in October 2017 and on 16th January 2018 issued a Notice of Refusal to grant the renewal of the application.

The Company commenced an action in the National Court of Papua New Guinea seeking leave for a Judicial Review of the renewal application process. Leave was granted on 10th April 2018 A stay was granted against the ABG, from giving effect to or relying on the decision to refuse the application by BCL for extension of EL1.

An agreement was reached with the ABG on 3rd October 2023 to work towards the extension of the EL. The conditions of the agreement were met by both parties and the EL was renewed on 31st January 2024, for five (5) years. BCL lodged a notice of discontinuance of the Judicial Review 6th March 2024 and the court granted a discontinuance on 12th March 2024.

Bougainville Copper Limited, while adhering to the requirements of the Bougainville Mining Act 2015, also recognises and maintains the tenements in accordance with the PNG National Legislation and the Bougainville Copper Agreement.

17. SEGMENTAL INFORMATION

The Company carried on investment activities during the year. Its assets are primarily cash and equities listed on the Australian Securities Exchange.

18. RELATED PARTY TRANSACTIONS

Transactions with Directors are disclosed in note 14.

The Company acquired 100 per cent of the issued share capital of Bougainville Copper Foundation (BCF) Limited on 24th November 2016. BCF has limited liquid assets and its activities are supported by the parent company loan account.

The following amounts remained outstanding and receivable at the balance date:

	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2023	2022	2023	2022
	K'000	K'000	K'000	K'000
Bougainville Copper Foundation	-	-	803	1,121

The receivable balance in the books of the parent entity relates to financial support provided to Bougainville Copper Foundation by the parent. With the exception of the above the Company did not enter into any other transactions with related parties. The amount has been individually assessed as recoverable.

19. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, equity investments, receivables and accounts payable. The Company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of foreign exchange, price and interest rate risks in respect of investment portfolios to determine market risk. The Company holds the following financial assets and liabilities:

	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2023	2022	2023	2022
	K'000	K'000	K'000	K'000
Cash and cash equivalents	1,459	1,527	1,454	1,202
Other receivables	2,771	2,448	3,256	3,251
Investments	101,900	104,074	100,800	102,974
Trade payables	(1,513)	(1,438)	(1,513)	(1,438)
Other payables	(194)	(194)	(194)	(194)

(a) Financial risk management

Bougainville Copper's activities expose it to a variety of financial risks, including the effects of changes in market prices, foreign currency exchange rates and interest rates. The Company monitors these financial risks and seeks to minimize the potential adverse effects on the financial performance of the Company. The Company does not use any derivative financial instruments to hedge these exposures.

(b) Foreign exchange risk

Bougainville Copper undertakes transactions denominated in foreign currencies from time to time and resulting from these activities, exposures in foreign currencies arise. It is not the Company's policy to hedge these foreign currency risks. Details of exchange fluctuations and foreign currency amounts are shown in note 6.

With all other variables held constant, Bougainville Copper's exposure to this risk is measured by sensitivity analysis, as follows:

	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2023	2022	2023	2022
	K'000	K'000	K'000	K'000
Investments				
Carrying amount at the balance date (excluding BCF investment)	100,800	102,974	100,800	102,974
Change in carrying amount of 'investments' and fair value reserve:				
Had PNG Kina weakened by 10 per cent against the Australian dollar:				
Increase in carrying amount and fair value reserve by:	11,200	11,442	11,200	11,442
Had PNG Kina appreciated by 10 per cent against the Australian dollar:				
Decrease in carrying amount and fair value reserve by:	9,164	9,361	9,164	9,361

(c) Price risk

A large proportion of the Company's assets are held in share "Listed Investment Companies" (see note 4) listed on the Australian Securities Exchange. The value of these shares is subject to market conditions and the fluctuation in AUD / PGK exchange rate. With all other variables held constant, Bougainville Copper's exposure to this risk is measuring by sensitivity analysis, as follows:

	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2023	2022	2023	2022
	K'000	K'000	K'000	K'000
Investments				
Carrying amount at the balance date	100,800	102,974	100,800	102,974
Change in carrying amount of 'investments' and fair value reserve:				
Had the share price increased by 10 per cent:				
Increase in carrying amount and fair value reserve by:	10,080	10,297	10,080	10,297
Had the share price decreased by 10 per cent:				
Decrease in carrying amount and fair value reserve by:	10,080	10,297	10,080	10,297

19. FINANCIAL INSTRUMENTS - CONTINUED

(d) Interest rate risk

Bougainville Copper does not hold financial assets at variable rates, which would expose the Company to cash flow interest rate risk.

(e) Credit risk

Bougainville Copper has no significant concentrations of net credit risk. The Company manages the credit risk of cash and cash equivalents held with banks and financial institutions by maintaining deposits with more than one bank or financial institutions. The minimum credit rating for the banks or financial institutions is B+. The Company does not have trade receivable balance due to its non-operational state and the expected credit loss on other receivable balances is assessed to be insignificant.

(f) Liquidity risk

Bougainville Copper aims to prudently manage liquidity risk by maintaining sufficient cash and other liquid assets or the availability of funding through uncommitted credit facilities. The Company currently has no available credit facilities.

(g) Fair value estimation

Bougainville Copper is not in a position to determine the fair values of its previous mining operations payables due to the significant uncertainties arising from the suspension of mining operations. The face value of bank balances and short term liquid investments are assumed to approximate their fair values. Equity investments are carried at their fair value, being market price.

(h) Capital risk management

Bougainville Copper's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of any dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

20. REMUNERATION OF EMPLOYEES

The number of employees whose remuneration and other benefits was within the specified bands are as follows:

REMUNERATION - CONSOLIDATED AND PARENT

K'000	2023	2022
100-110	2	1
120-130	-	1
130-140	-	1
160-170	-	1
180-190	1	1
190-200	1	-
200-210	1	-
960-970	-	1
1,000-1,100	1	-

Remuneration received by key management personnel in connection with management of the Group during the year in whole numbers was K723,714 for the 8 months up to retirement on 31st August 2023. (2022: K968,881 12 months).

21. EVENTS OCCURRING SUBSEQUENT TO BALANCE DATE

The Exploration License for Panguna was renewed on 31st January 2024 for five years. BCL lodged a notice of discontinuance of the Judicial Review 6th March 2024 and the court granted a discontinuance on 12th March 2024.

Other than stated above, no other matter or circumstance that has arisen since 31st December 2023 and at the date of this report, that has significantly affected, or may significantly affect:

- (a) the company's operations in future financial years;
- (b) the results of those operations in future financial years; or
- (c) the company's state of affairs in future financial years.

DIRECTORS' DECLARATION

DIRECTORS' DECLARATION BOUGAINVILLE COPPER LIMITED

In the Directors' opinion

- (a) the financial statements and notes set out on pages 20 to 39 are in accordance with the PNG Companies Act 1997, including:
- (i) complying with Accounting Standards, the Companies Act 1997 and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Company's and Group's financial positions as at 31st December 2023 and of their performance, as represented by the results of its operations and its cash flows, for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the directors.



Sir Melchior P Togolo
Director



Sir Mōi Avei
Director



Peter M Graham
Director



David M Osikore
Director



Kearnneth Nanei
Director



James Rutana
Director



Maryanne Hasola
Director

Signed on 28th March 2024



Independent auditor's report

To the shareholders of Bougainville Copper Limited

Report on the audit of the financial statements of the Company and the Group

Our qualified opinion

We have audited the financial statements of Bougainville Copper Limited (the Company), which comprise the balance sheets as at 31 December 2023, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes to the financial statements which include a summary of significant accounting policies and other explanatory information for both the Company and the Group. The Group comprises the Company and the entity it controlled at 31 December 2023 or from time to time during the financial year.

In our opinion, except for the possible effects of the matter described in the *Basis for qualified opinion* section, the accompanying financial statements:

- comply with International Financial Reporting Standards and other generally accepted accounting practice in Papua New Guinea; and
- give a true and fair view of the financial position of the Company and the Group as at 31 December 2023, and their financial performance and cash flows for the year then ended.

Basis for qualified opinion

Qualification

The Company's subsidiary holds an investment in an unlisted investment fund with a carrying value of K1.1 million at 31 December 2023. Management has not been provided with audited financial statements of the investee at 31 December 2023 and there is currently no active market for the sale of units in the investment fund. As a result, we have been unable to satisfy ourselves as to the valuation of K1.1 million of the investments recognised in the consolidated statements of financial position at 31 December 2023.

Our audit

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our firm carries out other services for the Group in the areas of taxation and other non-audit services. The provision of these other services has not impaired our independence as auditor of the Company and the Group.

Our audit approach

An audit is designed to provide reasonable assurance about whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the management structure of the Company and the Group, their accounting processes and controls and the industries in which they operate.



Materiality	Audit scope	Key audit matters
<ul style="list-style-type: none"> • For the purpose of our audit of the Group we used overall group materiality of approximately 1% of the Group's net assets. • We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial statements as a whole. • We chose Group's net assets because, in our view, it is the metric against which the performance of the Group and Company is most commonly measured and is a generally accepted benchmark. • We selected 1% based on our professional judgement noting that it is also within the range of commonly acceptable related thresholds. 	<ul style="list-style-type: none"> • We (PwC Papua New Guinea) conducted audit work over the Company and its subsidiary which comprise the Group consolidation. • The Company and its subsidiary are incorporated and operating in Papua New Guinea and audited by PwC Papua New Guinea. • Our audit focused on where the directors made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events. 	<ul style="list-style-type: none"> • Amongst other relevant topics, we communicated the matter referred to in the <i>Basis for qualified opinion</i> section and the following key audit matter to the Audit and Risk Committee: <ul style="list-style-type: none"> - Accounting for / disclosure of impact of the implementation of the Bougainville Mining Act 2015. • This matter is further described in the Key audit matter section of our report.

Key audit matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the current period. The key audit matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Basis for qualified opinion* section, we have determined the matter described below to be a key matter to be communicated in our report. Further, commentary on the outcomes of the particular audit procedures is made in that context.

Key audit matter	How our audit addressed the key matter
<p>Accounting for / disclosure of impact of the implementation of the Bougainville Mining Act 2015</p> <p>(Refer to notes 2, 8 and 16 of the financial statements)</p> <p>Legislation passed in 2014 and 2015 by the Autonomous Bougainville Government (ABG) has challenged the Company's control of the Panguna mine assets.</p> <p>The Special Mining Lease held by the Company was converted to an exploration licence. In January 2018 the Company's application to renew the exploration licence was refused by the ABG. An agreement was reached with the ABG in October 2023 to work towards the extension of the exploration licence. Subsequent to year end the conditions of the agreement were met by both parties and the exploration licence was renewed on 1 February 2024, for five years. As a result the Group prepared a notice of discontinuance of the Judicial Review for lodgement with the courts.</p> <p>There remains continuing uncertainty around the future of mining operations at the Panguna mine and surroundings which impacts the accounting for mine assets and related disclosures.</p>	<p>Our consideration and testing of the uncertainty of future exploration and mining operations has included assessing:</p> <ul style="list-style-type: none"> • if the mine assets remain fully depreciated or impaired, consistent with the accounting treatment in the prior financial year. • correspondence and information the Company has issued and received in relation to assessment of the impact of the relevant legislation, and compliance with the relevant legislation. • the adequacy of financial statement disclosures in relation to the matter.

Information other than the financial statements and auditor's report

The directors are responsible for the annual report which includes other information. Our opinion on the financial statements does not cover the other information included in the annual report and we do not express any form of assurance conclusion on the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial statements

The directors are responsible, on behalf of the company for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards and other generally accepted accounting practice in Papua New Guinea and the Companies Act 1997 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

The Companies Act 1997 requires that in carrying out our audit we consider and report on the following matters. We confirm in relation to our audit of the financial statements for the year ended 31 December 2023:

- With the exception of the matter described in the *Basis for qualified opinion* section, we have obtained all the information and explanations that we have required;
- In our opinion, proper accounting records have been kept by the Company as far as appears from an examination of those records.

Who we report to

This report is made solely to the Company's shareholders, as a body, in accordance with the Companies Act 1997. Our audit work has been undertaken so that we might state to the Company's shareholders those matters which we are required to state to them in an auditor's report and for no other purpose. We do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report or for the opinions we have formed.

PricewaterhouseCoopers

Jonathan Grasso
Partner
Registered under the Accountants Act 1996

Port Moresby
28 March 2024

CORPORATE INFORMATION

Bougainville Copper Limited

(Incorporated in Papua New Guinea 1-1895)

Registered office:

5th Floor, BSP Haus,
Harbour City, Konedobu,
Port Moresby, Papua New Guinea
Telephone: + (675) 309 2800
Postal Address: P O Box 1274, Port Moresby, Papua New Guinea
Email: info@bcl.com.pg
Facebook: www.facebook.com/BougainvilleCopper
Web site: www.bcl.com.pg

Principal registered office in Australia:

Bougainville Copper Limited
A.R.B.N. 007 497 869
Unit 47, Viewpoint Apartments
20 Baywater Drive, Twin Waters, QLD 4564, Australia
Telephone: + (61) 414 641 822
Postal Address PO Box 348, Cotton Tree, QLD 4588, Australia

Share register:

Computershare Investor Services Pty Ltd
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067 Australia.
Telephone: 1300 850 505 (in Australia)
+ (61) 3 9415 4000 (outside Australia)
Facsimile: + (61) 3 9743 2500
Postal Address: GPO Box 2975 Melbourne, VIC 3001
E-mail: web.queries@computershare.com.au
Web site: www.computershare.com

Stock exchanges:

Listed with the Australian Securities Exchange Limited (ASX: BOC)

Auditors:

PricewaterhouseCoopers
P O Box 484
Port Moresby, Papua New Guinea

Bankers:

Commonwealth Bank of Australia
BSP Financial Group

Solicitors: Dentons

Whistle Blower Contacts:

Telephone: +675 1808225 (180 TALK)
E-mail: tokout@bcl.com.pg

CORPORATE INFORMATION CONTINUED

TWENTY LARGEST SHAREHOLDERS

The twenty largest shareholders as at 18th March 2024 and the number of shares held by each were:

NAME AND REGISTERED ADDRESS	SHARES	% OF ISSUED SHARES
1. BOUGAINVILLE MINERALS LTD BUKA, AUTONOMOUS REGION OF, BOUGAINVILLE, PAPUA NEW GUINEA	146,175,449	36.45
2. THE INDEPENDENT STATE OF PAPUA NEW GUINEA PO WARDS STRIP, WAIGANI PAPUA NEW GUINEA	76,430,809	19.06
3. EDA MINERALS LIMITED PORT MORESBY, NATIONAL CAPITAL DISTRICT, PAPUA NEW GUINEA	69,744,640	17.39
4. BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM ROYAL EXCHANGE, NSW, AUSTRALIA	55,658,672	13.88
5. BNP PARIBAS NOMS PTY LTD ROYAL EXCHANGE, NSW, AUSTRALIA	7,737,191	1.93
6. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED SYDNEY, NSW, AUSTRALIA	4,198,365	1.05
7. CITICORP NOMINEES PTY LIMITED MELBOURNE, VIC, AUSTRALIA	2,847,115	0.71
8. NATIONAL NOMINEES LIMITED MELBOURNE, VIC, AUSTRALIA	1,734,667	0.43
9. MRS TEW HUA CAMERON WOODLANDS, WA, AUSTRALIA	1,467,000	0.37
10. BNP PARIBAS NOMINEES PTY LTD (IB AU NOMS RETAIL CLIENT) ROYAL EXCHANGE, NSW, AUSTRALIA	1,272,896	0.32
11. KLAUS KUETTNER BERLIN, GERMANY	1,151,799	0.29
12. DR RICHARD SALLIE NEDLANDS, WA, AUSTRALIA	696,532	0.17
13. CALM HOLDINGS PTY LTD (CLIFTON SUPER FUND A/C) COTTESLOE, WA, AUSTRALIA	644,026	0.16
14. FRANCISROSE PTY LTD (RASTYS SUPER FUND A/C) SHELL COVE, NSW, AUSTRALIA	600,000	0.15
14. MR TREVOR RONALD RUGG COFFS HARBOUR, NSW, AUSTRALIA	600,000	0.15
16. EVEREST ASTROLOGY PTY LTD (EVELYNS S/F A/C) HUONBROOK, NSW, AUSTRALIA.	566,668	0.14
17. ANLYN'S INVESTMENTS PTY LTD (ANLYNS SUPER FUND A/C) BULLI, NSW, AUSTRALIA	566,666	0.14
18. MR GERNOT GUNTHER PROCHASKA NORTH RYDE, NSW, AUSTRALIA	550,000	0.14
19. DEEP VALLEY PTY LIMITED (ISTRIA FAMILY A/C) SAMFORD, QLD, AUSTRALIA	380,336	0.09
20. HFA ADMINISTRATION PTY LTD (HFA ADMIN SUPER FUND A/C) SYDNEY, NSW, AUSTRALIA	377,373	0.09
	373,400,204	93.11

DISTRIBUTION OF SHARES

As of 18th March 2024, the issued shares of the Company were 401,062,500 fully paid shares, each carrying one voting right. The number of shareholders was 14,668. (2023, 14,773).

The distribution of holdings of the issued shares was:

	TOTAL HOLDERS	SHARE UNIT	% UNITS
1 - 1,000 shares	12,338	2,351,720	0.59
1,001 - 5,000 shares	1,579	3,773,884	0.94
5,001 - 10,000 shares	340	2,678,110	0.67
10,001 - 100,000 Shares	348	10,738,639	2.68
100,001 shares and over	63	381,520,147	95.12
Total shareholders	14,668	401,062,500	100.00

There were 11,864 holdings of shares, 80.88 per cent of holders which do not form a marketable parcel. (2023, 87.42 per cent)

93.11 per cent of the total issued shares were held by or on behalf of the twenty largest shareholders. (2023, 93.10 per cent) The substantial shareholders were:

The Autonomous Bougainville Government holds 146,175,449 shares through Bougainville Minerals Ltd, 36.4 per cent.

The Independent State of Papua New Guinea with 76,430,809 shares held in their own name and 69,744,640 held by Eda Minerals Limited, totaling 36.4 per cent. The Papua New Guinea Prime Minister James Marape has committed to transfer the shares held by the national government to the Autonomous Bougainville Government and for the benefit of the people of Bougainville. This remains in process.

APPLICABLE JURISDICTION

The Company is incorporated in Papua New Guinea and is not generally subject to Australian Corporations Law including, in particular, Chapter 6 of the Australian Corporation Law dealing with the acquisition of shares (including substantial shareholdings and take-overs), but is instead subject to the provisions of the Papua New Guinea Companies Act 1997 and the Securities Commission Act 2015.

DISTRIBUTION OF THE BENEFITS

Bougainville Copper Limited year ended 31st December 2023	2023	K MILLION 1972-2022
PNG Government		
Corporate income tax *	-	541.2
Additional profits tax *	-	72.6
Group tax (PAYE)	1.8	133.5
Customs duty	-	104.1
Miscellaneous	-	14.5
Dividends *	-	167.4
Dividend WHT *	-	97.6
Good and Services tax Refundable or offset	(0.3)	(2.0)
	1.5	1,128.9
North Solomons Provincial Government		
Royalties (95% to NSPG)	-	61.4
Non Renewable Resources Fund	-	1.8
Other taxes	-	12.0
	-	75.2
Landowners		
Royalties (5% to Landowners)	-	3.2
Compensation	-	48.1
	-	51.3
Non-Government Shareholders		
Dividends net of Dividend WHT*	-	582.1
Employees		
Wages (less PAYE)	1.5	583.1
Total	3.0	2,420.6

Not included in the above table are the benefits received by the providers of goods and services to Bougainville Copper Limited. A Company survey in 1989 revealed that there were approximately 200 Bougainville based business enterprises dependent largely upon Bougainville Copper Limited's operation. These enterprises employed in excess of 4,000 people prior to the suspension of mining operations.

* These amounts relate to the referable year (i.e. the year in which the amount became due) and hence the cash effect on the PNG economy has a delayed impact.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

BOUGAINVILLE COPPER LIMITED

ABN/ARBN

ARBN 00 497 869

Financial year ended:

31 DECEMBER 2023

Our corporate governance statement¹ for the period above can be found at:²

- | | | |
|-------------------------------------|-----------------------------------|---|
| <input checked="" type="checkbox"/> | These pages of our annual report: | Pages 12 to 18 |
| <input checked="" type="checkbox"/> | This URL on our website: | http://www.bcl.com.pg/charters-important-documents/ |

The Corporate Governance Statement is accurate and up to date as at 28 March 2024 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date:	28 March 2024
Name of authorised officer authorising lodgement:	Mark Hitchcock, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: www.bcl.com.pg/charters-important-documents/.....	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity’s progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> and we have disclosed a copy of our diversity policy at: www.bcl.com.pg/company-policies/.....</p> <p>and we have disclosed the information referred to in paragraph (c) at: set out in our Corporate Governance Statement.....</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: set out in our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: set out in our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: www.bcl.com.pg/charters-important-documents/.....</p> <p>and the information referred to in paragraphs (4) and (5) at: set out in our Corporate Governance Statement</p> <p>[If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: N/A.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: set out in our Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at: set out in our Corporate Governance Statement</p> <p>and the length of service of each director at: set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and (2) any other material breaches of that code that call into question the culture of the organisation.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: www.bcl.com.pg/Company-Policies/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: www.bcl.com.pg/Company-Policies/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: www.bcl.com.pg/Company-Policies/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: www.bcl.com.pg/charters-important-documents/.....</p> <p>and the information referred to in paragraphs (4) and (5) at: set out in our Corporate Governance Statement</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: N/A.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: www.bcl.com.pg/company-policies/.....	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.bcl.com.pg	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: set out in our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: www.bcl.com.pg/charters-important-documents/.....</p> <p>and the information referred to in paragraphs (4) and (5) at: set out in our Corporate Governance Statement</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: N/A.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at: N/A.....</p> <p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: set out in our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: set out in our Corporate Governance Statement.....</p> <p>and, if we do, how we manage or intend to manage those risks at: set out in our Corporate Governance Statement.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.bcl.com.pg/charters-important-documents/.....</p> <p>and the information referred to in paragraphs (4) and (5) at: set out in our Corporate Governance Statement</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: N/A.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: www.bcl.com.pg/company-policies/.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: www.bcl.com.pg/company-policies/.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input checked="" type="checkbox"/> and we have disclosed information about the processes in place at: N/A	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: N/A.....	<input type="checkbox"/> set out in our Corporate Governance Statement

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-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>