



BOUGAINVILLE COPPER LIMITED

INCORPORATED IN PAPUA NEW GUINEA ARBN 007 497 869

P.O.BOX 1274, PORT MORESBY, PAPUA NEW GUINEA

TEL: (675) 321 2044 FAX: (675) 321 3634

Notice to ASX

17 March 2010

NOTICE OF ANNUAL GENERAL MEETING

Attached is the "Notice of Annual General Meeting" for the Company, included are the proxy forms and explanatory notes.

The Annual General meeting details are;

Date: Thursday 29 April 2010

Time: 10.00AM

Venue: Crowne Plaza Ball Room - Hunter Street Port Moresby. PAPUA NEW GUINEA

The notice of meeting, proxies, explanatory notes and annual report will be mailed to shareholders on or before 29 March 2010.

By order of the Board

PAUL D COLEMAN
Company Secretary



Bougainville Copper Limited

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

All correspondence to –
Computershare Investor Services Pty Limited
GPO Box 2975EE Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 613 9415 4000
Facsimile 613 9473 2555
www.computershare.com

Dear Shareholder,

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the Crowne Plaza Hotel on Thursday, 29 April 2010 at 10.00 am.

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

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on Fax No. 613 9473 2555 or in Papua New Guinea Fax No. +675 321 3634 so that it is received by 10.00 am on Tuesday, 27 April 2010.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely,

Paul D Coleman
Company Secretary

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NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bougainville Copper Limited will be held in the Crowne Plaza Hotel, Hunter Street, Port Moresby, Papua New Guinea on Thursday, 29 April 2010.

Ordinary Business

1. To receive and consider the Balance Sheet of the Company as at 31 December 2009 and the Statement of Earnings of the Company for the year ended on that date and the reports of the Directors and Auditors.
2. To elect Directors:
 - Mr Ian Williams retires in accordance with Section 10.3 of the Company's Constitution and being eligible, offers himself for re-election.
3. To amend Regulation 10 of the Constitution.
4. To appoint Auditors and authorise the Directors to fix their fees. PricewaterhouseCoopers, being eligible, offer themselves for re-appointment.
5. To transact any other business which may legally be brought forward.

Proxies

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the member. The proxy need not be a member of the Company. A member wishing to appoint a proxy should fill in the Proxy Form attached and post it so that it reaches the appropriate office of the Company at least 48 hours before the time for holding the meeting. If your shares are registered on the Papua New Guinea Register the Proxy Form should be sent to the Company's registered office at Port Moresby, Papua New Guinea.

If your shares are registered on a branch register the Proxy Form should be sent to the office at which the branch register is kept.

By order of the Board

P D Coleman
Company Secretary

Dated 10 February 2010
Port Moresby
Papua New Guinea



Bougainville Copper Limited

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

Lodge your vote:



By Mail:

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

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

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

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 10.00am, Tuesday 27 April 2010

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

Attending the Meeting

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

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

Turn over to complete the form →



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

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN:



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

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

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Bougainville Copper Limited to be held at Crowne Plaza Hotel, Hunter Street, Port Moresby, Papua New Guinea on Thursday, 29 April 2010 at 10.00am and at any adjournment of that meeting.

STEP 2 Items of Business

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

ORDINARY BUSINESS

		For	Against	Abstain
Item 1	To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	To elect Director - Mr Ian Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To amend Regulation 10 of the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To appoint Auditors and authorise Directors to fix their fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	To transact any other business which may legally be brought forward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____

EXPLANATORY NOTES TO SHAREHOLDERS

Resolution 2

Mr Ian Williams retires by rotation and offers himself for re-election.

The experience, qualifications, competencies and other information about Mr Williams appears below.

I J Williams Age 72 B Eng (Electrical) FAusIMM FIEA

Ian Williams has occupied a number of very senior positions within the mining and processing industries. He has a degree in Electrical Engineering and is a Fellow of the Australasian Institute of Mining and Metallurgy and of the Institute of Engineers. Currently he is Chair of the Pt Hedland Port Authority and a Director of a major private structural fabrication company. His diverse experience includes executive management of open cut and underground mining operations, brown field expansions and new major mining projects. He was responsible for the establishment of two iron ore mines and associated infrastructure for Hamersley Iron Ltd.

Appointed a director of Bougainville Copper Limited in May 2008.

The directors recommend that shareholders vote in favour of the re-election of Mr Williams.

Resolution 3

Changes to the BCL Constitution

Management has made recommendations on some proposed minor improvements to the BCL Constitution, to be put to shareholders as a special resolution (requiring a 75% majority) at the 2010 Annual General Meeting.

Regulation 10.3 - Directors' rotation – requires that one third of directors retire every year (in addition to retirement every three years). This has had the inconvenient effect of retirement and re-election of directors more frequently than every three years, depending on the number of directors appointed to the Board at any one time, and it is therefore proposed that this additional requirement be removed.

It is proposed that:

The Constitution of the Company be amended as follows:

1. Regulation 10.1 to have a new sub-clause (c) in the following terms:
“(c) A director is eligible for re-election.”
2. Regulation 10.3 to have its heading ‘**Rotation of Directors**’ deleted and replaced with the words “**Duration of Director’s Appointments.**”

3. Regulations 10.3(a) and 10.3(b) to be deleted and replaced as follows:
 - “(a) A director must not hold office (without re-election) past the third annual meeting following his or her appointment or 3 years (whichever is the longer period).
 - (b) The directors may from time to time designate one only managing director to be exempt from the operation of this **Regulation 10.3** for the duration of his or her office as managing director. If, at the time a managing director ceases to be the designated person for the purposes of this **Regulation 10.3**, he or she has not submitted himself or herself for re-election for a period longer than provided in the Listing Rules (if applicable), he or she shall submit himself or herself for re-election at the next annual meeting of the Company.”
4. Regulations 10.3(c) and 10.3(d) to be deleted.
5. Regulation 10.6 to be amended by deleting from the first sentence the parenthetical expression “(not being a director retiring by rotation)”.
6. Regulation 10.12(b) to have its heading ‘**Not subject to rotation**’ deleted and replaced with the words ‘**Not subject to term limitation**’.
7. Regulation 10.12(b) to be deleted and replaced as follows:
 - “(b) Subject to **Regulation 10.3(b)** a managing director is not while he continues to hold that office, subject to the term limitation expressed in **Regulation 10.3(a)**, but is otherwise subject to the same provisions as to resignation and removal as the other directors. The appointment of a person as managing director or executive director automatically terminates if he or she ceases for any reason to be a director.”

The directors recommend that shareholders vote in favour of item 3.