



BOUGAINVILLE COPPER LIMITED

Notice to ASX

25 March 2015

NOTICE OF ANNUAL GENERAL MEETING

Attached is the "Notice of Annual General Meeting" for the Company along with the proxy forms and explanatory notes.

This notice reconfirms the Annual General meeting details are:

Date: Wednesday 29th April 2015

Time: 11.00 am

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

The notice of meeting, proxy form, explanatory notes and annual report were mailed to shareholders on 23rd March 2015.

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 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 613 9415 4000
Facsimile (within Australia) 1800 783 447
(outside Australia) 613 9473 25555
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 Grand Papua Hotel, Mary Street, Port Moresby, on Wednesday, 29 April 2015 at 11.00 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. (within Australia) 1800 783 447, (outside Australia) +613 9473 2555 or in Papua New Guinea Fax No. +675 309 2898 so that it is received by 11.00 am on Monday, 27 April 2015.

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



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 Grand Papua Hotel, Mary Street, Port Moresby, on Wednesday, 29 April 2015 at 11.00 am.

Ordinary Business

1. To receive and consider the Balance Sheet of the Company as at 31 December 2014 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:
 - (a) Mr Peter R Taylor who retires in accordance with Section 10.3 of the Company's Constitution and being eligible, offers himself for re-election.
 - (b) Mr Robert S Burns who retires in accordance with Section 10.3 of the Company's Constitution and being eligible, offers himself for re-election.
 - (c) Sir Rabbie L Namaliu who retires in accordance with Section 10.3 of the Company's Constitution and being eligible, offers himself for re-election.
3. To appoint Auditors and authorise the Directors to fix their fees. PricewaterhouseCoopers, being eligible, offer themselves for re-appointment.
4. To transact any other business which may legally be brought forward.

Proxies

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. The proxy need not be a member of the Company. A member wishing to appoint a proxy should fill in the Proxy Form attached and deposit it so that it reaches the appropriate office of the Company at least 48 hours before the time for holding the meeting. Delivery by Mail (reply paid envelope enclosed): Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001, Australia; by fax (within Australia) 1800 783 447, (outside Australia) +613 9473 2555; in person: Yarra Falls, 452 Johnston Street, Abbotsford, VIC, 3067, Australia. 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.

Voting Entitlements

Only holders of shares registered as such as at the Voting Entitlement Time of 7.00pm on 27 April 2015 are eligible to vote on each item.

By order of the Board



Paul D Coleman
Company Secretary

Dated 23 March 2015
Port Moresby
Papua New Guinea

EXPLANATORY NOTES TO SHAREHOLDERS

ORDINARY BUSINESS

Resolution 2 - Election and Retirement of Directors

Mr Peter R Taylor BA BSc LLB FAICD

Mr Peter Taylor retires by rotation and offers himself for re-election.

The experience, qualifications, competencies and other information about Mr Taylor appear below:

Peter Taylor was formerly with a major Australian law firm and admitted to practise law in PNG and Australia. Peter's last 28 years with the Rio Tinto Group include the roles of General Corporate Counsel, Rio Tinto Exploration general manager Commercial, Commercial advisor to RTZ and general manager Commercial Business Development. Currently Peter is a director of several Rio Tinto Group companies including Rio Tinto Marine and Energy Resources Australia. Community and business affiliations include former chairman of international development agency Australian Business Volunteers and immediate past president of the Australia Papua New Guinea Business Council.

Peter was appointed a director of Bougainville Copper in April 1997 and managing director in March 2000.

Appointed Chairman in October 2003.

The Directors recommend and support the re-election of Mr. Taylor

Mr Robert S Burns FRMIT (Primary Metallurgy) FAusIMM MAICD

Mr Robert Burns retires by rotation and offers himself for re-election.

The experience, qualifications, competencies and other information about Mr Burns appear below:

Robert Burns is a former employee of the Rio Tinto Group. His 40 years experience in operational and technical roles include seven years with the company. Other Rio Tinto roles include senior project manager Resource Developments, general manager Wimmera Industrial Minerals, general manager Kelian Equatorial Mining, managing director Northparkes/Peak Mines, general manager Improving Performance Together Team, chairman Northparkes Mines Joint Venture and chief advisor Technology and Innovation. Robert retired from the Rio Tinto Group effective 31 July 2009.

Appointed a director in January 2006.

The Directors recommend and support the re-election of Mr Burns.

Sir Rabbie L Namaliu GCL CSM KCMG BA MA HON.LLD

Sir Rabbie Namaliu retires by rotation and offers himself for re-election.

The experience, qualifications, competencies and other information about Sir Rabbie appear below:

Sir Rabbie served as prime minister of Papua New Guinea between 1988 and 1992 and was a former speaker of the national parliament between 1994 and 1997. Sir Rabbie is chairman and non-executive director of Kina Securities Limited, Kramer Ausenco joint venture and Kina Asset Management Limited. Sir Rabbie is a non-executive director of InterOil Corporation, Marengo Mining Limited and the Post Courier. Sir Rabbie is a member of the PNG Institute of Directors.

Appointed a director from March 2011.

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



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 11.00am, Monday 27 April 2015

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

Attending the Meeting

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

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

Turn over to complete the form →



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

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:



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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bougainville Copper Limited to be held at the Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea on Wednesday, 29 April 2015 at 11.00am and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

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

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2a To Re-elect a Director - Mr Peter R Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b To Re-elect a Director - Mr Robert S Burns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c To Re-elect a Director - Sir Rabbie L Namaliu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To appoint Auditors and authorise Directors to fix their fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To transact any other business which may legally be brought forward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____