

20 20 ANNUAL REPORT



BOUGAINVILLE
COPPER LIMITED

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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 seventeen 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 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 challenges Bougainville Copper's previously established control of the mine assets and may amount to expropriation against the purposes of the National Government's Bougainville Copper Agreement Act (1967). 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 has been granted leave to seek a Judicial Review of the renewal application process. The Judicial Review is ongoing.

From 2016, the ABG and PNG Government have both held equal shares in Bougainville Copper of 36.4 per cent. More than 72.8 per cent of the company is owned by Papua New Guineans including Bougainvilleans. The remaining 27.2 per cent is held by public and institutional investors. There are approximately 6,100 Papua New Guineans including Bougainvilleans who hold shares in the Company. Bougainville Copper is now a majority PNG owned company.

In December 2019, PNG Prime Minister James Marape repeated a previous government commitment to transfer shares held by the national government to the people of Bougainville. This is yet to occur however a process is in place.

BOUGAINVILLE COPPER ONLINE

Information about Bougainville Copper is available on our web site www.bcl.com.pg and Facebook page www.facebook.com/BougainvilleCopper.

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

NOTICE OF MEETING

The Annual General Meeting of Bougainville Copper.

When

2pm on Thursday, 29th April 2021

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 Rabbie Langanai Namaliu
Dame Carol Anne Kidu
Sir Moi Avei
Peter Maxwell Graham
David Miringtoro Osikore

SECRETARY

Mark Wallace Hitchcock

THE YEAR IN BRIEF

Bougainville Copper Limited maintained an active presence in Bougainville during 2020, but faced operating constraints due to measures imposed in PNG and Bougainville to combat the global Coronavirus pandemic. Despite these challenges, the Company continued its positive engagement with key local stakeholders, including project area landowners and continued its support of selected community projects and activities.

The Autonomous Region of Bougainville held parliamentary and presidential elections between August and September 2020 with Ishmael Toroama succeeding John Momis as President. The Company maintains respectful and constructive relations with the newly elected Autonomous Bougainville Government.

Notable events and activities in Bougainville during 2020 include:

- **27th February 2020**, commencement of New Dawn FM and ABG Health Department weekly talk back radio program sponsored by Bougainville Copper.
- **20th March 2020**, PNG government confirms first case of COVID-19 with a 21-day state of emergency (SOE) declared in Bougainville on 23rd March. This was further extended.
- **12th August - 1st September 2020**, parliamentary and presidential elections held in the Autonomous Region of Bougainville.
- **23rd September 2020**, Hon. Ishmael Toroama declared winner of the presidential election over 24 other candidates.
- **29th September 2020**, fourth Autonomous Bougainville Government sworn in.
- **30th September 2020**, the Company welcomes Rio Tinto's readiness to enter talks with key stakeholders, including Bougainville Copper, about social and environmental issues arising from Rio Tinto's prior operation of the Panguna mine.
- **2nd October 2020**, President Toroama announces his 14-member cabinet with Rodney Osioko the new Minister for Mineral and Energy Resources.
- **8th December 2020**, the Company sponsors laptops for the inaugural Principal's Award for Leadership at Tonu Secondary College and duxes of Arawa Secondary School.
- **25th December 2020**, the Company supports New Dawn FM Christmas carols broadcast.
- **31st December 2020**, Bougainville SOE officially lifted but restrictions remain due to continuing concerns over rising COVID-19 case numbers.
- **26th January 2021**, the Company sponsors Bougainville Music Arts Academy roadshow that commenced in Arawa.
- **27th January 2021**, President Toroama issues statement rejecting media reports linking Australian companies to the future operation of the Panguna mine.
- **29th January 2021**, Panguna Development Company Limited (PDCL) states that it, along with eight of nine mine-affected landowner associations are united and had made steps to begin dialogue with the ABG regarding the Panguna mine.
- **5th February 2021**, first Joint Supervisory Body meeting between PNG national government and ABG held in Arawa following outcome of referendum on Bougainville's political future.
- **8th February 2021**, former sports administrator Peter Tsiamalili Jr declared winner of the byelection for the Bougainville regional seat in Papua New Guinea's national parliament.
- **19th and 26th February 2021**, completion of Company sponsored water supply projects at Baiaruai-Kupe and Mimi to provide fresh, running water to local communities.
- **25th February 2021**, PDCL releases resolutions of December meeting involving eight mine-affected landowner associations, including support for the awarding of EL1 Exploration Licence to Bougainville Copper.

CORONAVIRUS PANDEMIC

The first case of COVID-19 in PNG was confirmed on 20 March 2020 with a State of Emergency (SOE) declared in Bougainville on 23 March. Associated travel restrictions and community health measures have restricted the Company's activities. The SOE in Bougainville was officially lifted on 31 December 2020, however, further public health directives were issued on 26 February 2021 due to an exponential rise in case numbers in Bougainville. Papua New Guinea and Bougainville are following 'Niupela Pasin' or a 'New Normal' way of living, with social distancing and hygiene measures in place to prevent the spread of COVID-19.

BOUGAINVILLE ELECTIONS

The Autonomous Region of Bougainville held parliamentary and presidential elections between August and September 2020. A total of 440 candidates contested 40 seats in the Bougainville House of Representatives while 25 candidates contested the presidential election.

On 23 September, Hon. Ishmael Toroama was declared the winner of the presidential election succeeding John Momis who had completed two five-year terms as permitted under the constitution. President Toroama and his new government will engage in consultations with the PNG Government regarding Bougainville's 2019 referendum, in which 98 per cent voted for independence from PNG.

A byelection for the Bougainville regional seat in Papua New Guinea's national parliament was also held following the resignation of Joe Lera who contested the Bougainville presidential election. On 8 February 2021, former Papua New Guinea Sports Foundation executive director, Peter Tsiamalili Jr was declared the new regional member.

EL1 TENURE AND JUDICIAL REVIEW

On 10 April 2018, Bougainville Copper was granted leave in the PNG National Court to seek a Judicial Review of the January 2018 decision by the Autonomous Bougainville Government (ABG) to refuse an extension of Exploration Licence EL1 (covering the Special Mining Lease 1 at Panguna). A stay was granted against the ABG from giving effect to or relying on the decision to refuse the extension of EL1.

As the application remains unresolved the Exploration Licence is deemed to continue until a determination by the court or reconsideration by the ABG. The Judicial Review is expected to proceed in 2021.

SHAREHOLDING STATUS

The PNG government and the ABG continue to hold equal shares in Bougainville Copper of 36.4 per cent each. The PNG government has previously committed to transfer its shares to the ABG and the people of Bougainville. Mine-affected landowners believe 17.4 per cent of the shareholding should be distributed among their nine landowner associations.

The share transfer process remains ongoing and during the Joint Supervisory Body meeting between the national government and the ABG on 5 February 2021 the work in progress was acknowledged.

PRESIDENT'S MINING STATEMENT

In a statement on 27 January 2021, Bougainville's President Ishmael Toroama rejected reports linking Australian companies to the future operation of the Panguna mine. One company was previously connected to the co-sponsorship of controversial mining law amendments that failed to win parliamentary support under the previous Momis government. These amendments were voted down by parliament in March 2020.

The President made it clear that the current ABG was not colluding with any company or landowner group to redevelop the Panguna mine at this time and that any company wishing to develop Bougainville's mineral resources must come through the proper channels.

Bougainville Copper remains committed to respectful and constructive engagement with the ABG regarding the future of the Panguna mine.

MINING RESERVE

President Toroama, in his statement, also reaffirmed that the indefinite mining reserve (moratorium) that was put in place over the Panguna mining area in April 2018, remained in place. This reserve does not apply to Bougainville Copper's EL1 Exploration Licence and unresolved application for an extension which predated the introduction of the moratorium.

LANDOWNER SUPPORT

Bougainville Copper has continued to strengthen its relations among customary heads, the agents authorised to represent landowners in the Panguna project area.

On 29 January 2021, the Panguna Development Company Limited (PDCL), whose membership comprises legally appointed block agents from the project area, issued a statement supporting President Toroama's position on the Panguna mine, while at the same time confirming that it, along with eight of nine mine-affected landowner associations, community leaders and chiefs were united and had made steps to begin dialogue with the ABG regarding the Panguna mine. The group expressed support for Bougainville Copper being involved in this process given the Company is now majority owned by the people of Bougainville and PNG and continued to have a positive presence on Bougainville.

At a meeting on 17 December 2020, the group also passed a series of resolutions, including support for the awarding of Exploration Licence EL1 to Bougainville Copper.

COMMUNITY ENGAGEMENT AND PROJECTS

Notwithstanding the challenges presented by the Coronavirus pandemic, the Company maintained its community presence in Bougainville with engagement of our village liaison officers and other staff integral to this work. The Company continued its support for selected community projects and activities and in February 2021 for example completed water supply projects in Baiaruai and Mimi villages. Similar projects are underway to deliver fresh, running water to other communities.

The Company has also provided support and sponsorship for a range of activities across education and training, sport and culture.

BOARD

The composition of the board has remained unchanged in 2020 but the Company is actively seeking suitably qualified candidates from both within and outside Bougainville to support the board's transition from a caretaker status.

		CONSOLIDATED		PARENT	
		2020	2019	2020	2019
Investment and other income	(K'000)	3,733	5,227	3,635	5,227
Operating loss after tax	(K'000)	(6,567)	(8,642)	(6,649)	(8,537)
Earnings per share	(toea)	1.6	(2.2)	1.6	(2.1)
Shareholders' funds	(K'000)	121,044	111,929	120,802	111,769
Return on shareholders' funds	(per cent)	(5.4)	(7.7)	(5.5)	(7.6)

CHAIRMAN'S STATEMENT AND THE YEAR IN REVIEW

OVERVIEW

Like many companies around the world, Bougainville Copper faced a constrained operating environment in 2020 due to the global Coronavirus pandemic.

While travel restrictions and other measures introduced in Papua New Guinea and Bougainville limited some of our activities, the Company managed to maintain an active local presence through the work of our engagement staff, including Bougainville-based village liaison officers. We also continued our program of support for worthwhile community projects and activities.

The year was also notable in that Bougainville held general and presidential elections. Former revolutionary commander, peacemaker and cocoa farmer Ishmael Toroama was elected president, succeeding John Momis who had completed the two five-year terms permissible under Bougainville's constitution.

President Toroama and the newly elected members of his Autonomous Bougainville Government (ABG) have been entrusted with the consultations regarding Bougainville's 2019 referendum result, where 98 per cent voted for independence from PNG. There is also an increasing focus on developing Bougainville's economy to support greater levels of financial self-reliance with mineral development among key areas of consideration.

A byelection for the Bougainville regional seat in Papua New Guinea's national parliament was held in January 2021 and this was won by former sports administrator and businessman Peter Tsiamalili Jr who is pro-development and advocates unity.

While the PNG government and the ABG continue to hold equal shares in Bougainville Copper of 36.4 per cent each, the National Government has undertaken to transfer its shares to the ABG and the people of Bougainville. In late December 2020 mine-affected landowner associations passed a resolution that 17.4 per cent of the National Government's shareholding should be distributed among the nine landowner associations. The share transfer from the PNG government is yet to occur and remains subject to an ongoing process.

The Company is pleased to have strengthened relationships with tenement customary landowners in 2020. This included the Panguna Development Company Limited (PDCL), whose membership is limited to tenement landowners including the block agents appointed by the Land Titles Commission. PDCL continues to consolidate its membership, provide leadership and has become a prominent voice. Bougainville Copper is supportive of their efforts to unify landowners.

In late January 2021, the PDCL along with eight of nine mine-affected landowner associations and chairs of three Panguna district community governments released a statement confirming they had taken steps to commence dialogue with the newly-elected ABG about the Panguna mine. The group expressed its support for Bougainville Copper's involvement in this process given the majority ownership stake the people of Bougainville and PNG have in the Company today. It also noted that Bougainville Copper continued to have a positive presence on Bougainville and was respectful and helpful in its dealings with local people.

Against this backdrop, however, uncertainty continues regarding Bougainville Copper's project tenure rights.

In April 2018, Bougainville Copper was granted leave in the PNG National Court for a Judicial Review of the Momis government's January 2018 decision to refuse an extension of the Company's EL1 Exploration Licence (covering Special Mining Lease 1 at Panguna). The Company maintains the process was legally and procedurally flawed.

The courts granted a stay against the ABG from giving effect to or relying on its renewal refusal decision. As the application remains to be heard the Exploration Licence is deemed to continue until a determination by the court or any lawful reconsideration by the ABG. The Judicial Review is expected to proceed in 2021.

The Company is resolute in taking all reasonable steps to protect our project tenure in the interests of all shareholders. We remain committed to respectful and constructive engagement with the ABG, but are also confident our rights will be ultimately upheld through the court proceedings.

RESULTS

During 2020 Company expenditure continued to be concentrated on tenure issues, stakeholder engagement and support for smaller-scale community projects and activities. For the year ended 31st December 2020, the Group recorded a loss of K6.6 million compared to a loss of K8.6 million in the previous year. The Company has total consolidated net assets of K121 million compared to K112 million the previous year with sufficient funds to cover planned recurrent expenditure in 2021. It remains debt free.

Bougainville Copper will not pay a dividend.

FINANCIAL ASSETS

Bougainville Copper's financial assets continue to be cash and Australian equities. Interest and dividends from these assets continue to partially fund the Company's ongoing activities.

The fair valuation of the Company's equity investments increased by K15.7 million compared to an increase of K18.4 million in the previous year. There were realised gains on sales of investments for the year of K8.9 million.

The current investment strategy will be maintained through the coming year and equities will only be sold when necessary to fund ongoing Company operations.

1990/91 LANDOWNER COMPENSATION

In February 2017, Bougainville Copper commenced payment of K14.6 million to 2,123 landowners in agreed compensation for the period March 1990 to March 1991. Since then, more than 98 per cent of payments have been made to individual landowners. K1.36 million in Social Inconvenience Compensation has been provided for the area covered by the previous SML. Discussions with landowners remain ongoing with regard to the appropriate distribution of these payments.

BOUGAINVILLE COPPER FOUNDATION

The Bougainville Copper Foundation (BCF) is a fully owned subsidiary of Bougainville Copper and operates as a 'not for profit Company' in supporting sponsorship for students. Due to the continued uncertainty surrounding project tenure, the BCF deferred the awarding of new scholarships for 2020 and 2021.

BOARD

There have been no changes to the composition of the Board of Directors in 2020. The Company is however continuing the process of identifying additional, suitably qualified Bougainvillean candidates for board positions. This is consistent with the board's orderly transition 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. In addition, the Company has developed and complies with a comprehensive set of charters and policies. These can be found 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 uncompromising emphasis on hazard identification, risk assessment and risk management. The Company activated a response and recovery plan in March 2020 in response to the COVID-19 pandemic. Company management undertakes regular risk assessments to identify both significant risks and opportunities facing the Company. The Company also has a Remuneration and Nomination Committee.

SAFETY

Bougainville Copper believes that a safe and healthy workforce is essential to the Company's success and sustainability and is committed to achieving zero harm. It is paramount that work is only undertaken when it is deemed safe to do so. The Company for example adheres to a stringent travel approval process and is committed to ongoing training of its staff and contractors in areas such as first aid and defensive driving.

During 2020, the Company adapted to the challenges presented by the Coronavirus pandemic. In the interests of staff and visitor safety the offices in Port Moresby, Buka and Arawa were temporarily closed, allowing staff to work remotely during the lock-down period. Bougainville Copper also actively promotes good hygiene, social distancing, the use of personal protection equipment and the importance of COVID-19 testing among its staff and the broader community.

ENVIRONMENTAL AND SOCIAL ISSUES

In September 2020, The Human Rights Law Centre in Australia filed a complaint with the Australian OECD National Contact Point (Aus NCP) against Rio Tinto, on behalf of 156 Bougainville community members, about environmental and social issues arising from Rio Tinto's historic interest in the Panguna mine, as the majority shareholder of Bougainville Copper during the operation of the mine site.

Rio Tinto has entered into discussions with those who have filed the complaint through the Aus NCP process and has stated that it remains ready to enter into discussions with other relevant parties such as Bougainville Copper, the ABG and the PNG government. Bougainville Copper welcomed this positive development and has commenced engagement with Rio Tinto, landowners and the ABG regarding these issues.

BOUGAINVILLE

In 2020 Bougainville has not escaped the disruptions associated with the global Coronavirus pandemic. While it has so far avoided high levels of infections, authorities have been concerned about an exponential rise in case numbers in March 2021. The community is being urged to remain vigilant.

Putting this aside, the sense of hope and optimism about the future that followed the referendum, and the election of a new president appears to be sustained. President Toroama leads a government in which 70 per cent are new members of parliament. He has made clear a desire to empower women and youth and for the first time has appointed two women to cabinet.

COMMUNITY RELATIONS

Travel restrictions and other health-related measures introduced in PNG and Bougainville limited the scope of the Company's community interactions in 2020. Notwithstanding, having a dedicated team on the ground in Bougainville enabled meaningful levels of engagement with government, customary landowners, community leaders and groups throughout the year.

The Company remained committed to its program of community development and supported various local projects and activities. In February 2021, the Bougainville Copper backed water supply projects were completed in the villages of Baiaruai and Mimi with similar projects underway.

Bougainville Copper also provided sponsorship for a number of other activities throughout the year in areas such as education, health, sport and culture. These included recognising academic excellence and student leadership at various local schools, supporting athlete participation in sporting events and sponsoring the broadcast of Christmas carols in Bougainville.

MEDIA AND COMMUNICATIONS

Bougainville Copper has continued its engagement with local and international media and keeps the market informed with regular disclosures and statements that are published on both the Company and ASX web sites.

The Company continues to operate Facebook and LinkedIn pages which are a popular source of news and information in Bougainville and publishes regular content on its Bougainville Live web site blog page.

IN CONCLUSION AND THE YEAR AHEAD

Despite continued challenges during 2020, Bougainville Copper was able to make some steady gains in terms of strengthening its community relationships in Bougainville and building critical support among customary landowners from the project area.

The election of a new president and government, as well as a new governor of the Autonomous Region of Bougainville, through the regional seat byelection, also gives cause for optimism that new levels of clarity and direction will be provided in the year ahead regarding Bougainville's plans for economic recovery and growth.

As a local company in which the people of Bougainville have a significant ownership stake, we firmly believe that Bougainville Copper is well-placed as a prospective project partner for any future redevelopment of the Panguna mine.



Sir Melchior Pesa Togolo
Executive Chairman

31st March 2021

DIRECTORS' REPORT

THE DIRECTORS OF BOUGAINVILLE COPPER PRESENT THEIR REPORT ON THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST DECEMBER 2020.

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 Mel serves on Boards both in PNG and overseas, including the Boards of Panamex Holdings (Singapore) Pte Limited, Heritage Park Hotel in Honiara and Loloata Island Resort. He has 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 Rabbie Langanai Namaliu GCL CSM KCMG

Appointed a Director from 2nd March 2011.

Sir Rabbie served as Prime Minister of Papua New Guinea between 1988 and 1992 and was a former Speaker of the PNG National Parliament between 1994 and 1997. Sir Rabbie first served as Foreign Affairs and Trade Minister from 1982 to 1984 and again as Minister for Foreign Affairs and Immigration from 2002 to 2006, and then Minister for Treasury between 2006 and 2007. Sir Rabbie served as Ministers for Primary Industry 1984 to 1985, Senior Minister for State and Tourism 1998 and Petroleum and Energy 1998 to 1999. Sir Rabbie has been Chairman and Non-Executive Director of Kramer Ausenco for over ten years, Chairman and Non-Executive Director of Kina Asset Management Limited, Non-Executive Director of Yandera Mining Limited, a subsidiary of Era Resources (formerly Marengo Mining) and Non-Executive Director of the Post Courier. Sir Rabbie was the former Chairman of the RH Foundation and has been the PNG Patron and Director of YWAM Medical Ships since 2012, a member of the Australia Pacific Security College Advisory Board based at the Crawford School of Public Policy at the Australian National University (ANU) in Canberra, Australia and is a member of the PNG Institute of Directors and Chairman and Patron of several other charitable organisations.

Dame Carol Anne Kidu Dr (Hon) DBE

Appointed a Director in from 9th August 2012.

Dame Carol retired from the Papua New Guinea Parliament in 2012 after fifteen years in politics including a period as Opposition Leader. Dame Carol was the Minister for Community Development for nine years and focused on legislative and policy reform for social development. Dame Carol has been awarded six honorary doctorates (UNRE-Rabaul, UPNG, Queensland University, Deakin University, James Cook University, UNITECH Lae). She is the Founder and Patron of the Business and Professional Women's Club, the Sir Buri Kidu Heart Institute, and the Ginigoada Foundation. Dame Carol is a Director of MiBank PNG. Since retirement from politics, she has been developing the Tutu Beach Retreat and Library/Learning Centre as a family social enterprise.

Sir Moi Avei CBE

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 is the Chairman OK Tedi Mining, Pacific International Hospital and PNG Water Limited. He is also a Director of LABA (SPI) Logistics Limited and SPI Joint Venture Limited. He is Chairman of several other landowner companies.

Peter Maxwell Graham CBE

Appointed a Director from 20th October 2017.

Mr Graham served as Managing Director of ExxonMobil PNG Limited from 2009 to 2015 leading the development of 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 is currently Chairman of PNG Sustainable Development Program Limited, and 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 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.

Mr Osikore brings 30 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. Mr Osikore is a professional Member of the Australian Institute of Mining and Metallurgy (MAusImm).

FINANCIAL SUMMARY

For the year ended 31st December 2020, the Company recorded a consolidated loss of K6.6 million compared to K8.6 million in 2019. Expenditure although impacted from the challenges presented by the Coronavirus pandemic continued to be concentrated on tenure issues, stakeholder engagements, and delivery of small community projects. Income from interest and dividends was comparable with 2019.

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 acquired a fully owned subsidiary when it acquired the shares in Bougainville Copper Foundation (BCF) Limited in November 2016.

NET EARNINGS

The net consolidated loss of Bougainville Copper for 2020 was K6.6 million (2019: K8.6 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 2020.

ACCOUNTING POLICIES

The following standards, amendments and interpretations to existing standards became applicable for the first time during the accounting period beginning 1 January 2020.

- Amendments to IFRS 3 – definition of a business. This amendment revises the definition of a business.
- Amendments to IAS 1 and IAS 8 on the definition of 'material'. These amendments use a consistent definition of materiality throughout IFRSs and the Conceptual Framework for Financial Reporting, clarify the explanation of the definition of material and incorporate guidance about immaterial information.
- Amendments to IFRS 9, IAS 39 and IFRS 7 – interest rate benchmark reform. These amendments provide reliefs in relation to hedge accounting and interest rate benchmark reform.
- Amendment to IFRS 16, 'Leases' – Covid-19 related rent concessions. As a result of the coronavirus (COVID-19) pandemic, rent concessions have been granted to lessees. In many cases, the concessions will result in accounting for the concession as variable lease payments in the period(s) in which the event or condition that triggers the reduced payment occurs.

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

DIRECTORS' INTERESTS

Directors' interests in the share capital of the Company and its related companies as at 31st March 2021 were:

Sir Melchior P Togolo Shares – Bougainville Copper Limited	36
Sir Rabbie L Namaliu Shares – Bougainville Copper Limited	1,000
Dame Carol A Kidu	No interests
Sir Moi Avei	No interests
Peter M Graham	No interests
David M Osikore Shares – Bougainville Copper Limited	25,036

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 above.

DIRECTORS' REPORT CONTINUED

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.

REMUNERATION OF EMPLOYEES

The Company has a Remuneration and Nomination Committee. The Managing Director conducted an Annual Performance Review of the Senior Executives. The outcome of those reviews and recommendations regarding salary reviews was reported to the Remuneration and Nomination Committee. Each Senior Executive was provided feedback on their performance. The Company has eighteen 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 continued uncertainty surrounding project tenure, the BCF deferred the awarding of new scholarships for 2020. Bougainville Copper Limited provides funding and administrative support to the Foundation.

ENVIRONMENT

Mining operations of the Company were suspended in 1989, and the Company has not had sufficient access to its mine site to assess environmental circumstances. The Company is not aware of any liability being incurred under any environmental legislation.

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. Events subsequent to balance date.
There is, at the date of this report, no other matter or circumstance that has arisen since 31st December 2020 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.

4. 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.
5. 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 31st March 2021 in accordance with a resolution of the Directors of Bougainville Copper Limited.



Sir Melchior P Togolo
Chairman



Sir Moi Avei
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 2020 Mineral Resource is unchanged from the 31 December 2019 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.

BCL lodged an application for a 5-year extension of EL01 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 EL01. 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 operates as a stay of the decision to not extend the term of EL01, pending final determination of the Judicial Review. As the application remains unresolved, the exploration licence is deemed to continue until a determination by the court or reconsideration by the ABG. A Judicial Review of the renewal application process for EL01 is expected to proceed in 2021.

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, EL01 remains extant.

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, 2019					AS AT DECEMBER 31, 2020				
	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 2020

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 31st March 2021 and is effective as at 31st March 2021 and is in addition to and supplements the Company's Appendix 4G which is 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 of a General Manager/ Company Secretary and a Community Relations Consultant under a consultancy services agreement. The Company has two Senior Project Officers, of which one is permanently based in Bougainville. The Company has scaled operations to manage delivery of community projects in the mine affected area. The Chairman of the Board also acts as the Managing Director. The General Manager reports directly to the Chairman of the Board acting in the role of Managing Director.

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. While the Company is transitioning to a more active operational status the position of Managing Director

is fulfilled by the Chairman of the Board. The General Manager reports directly to the Chairman of the Board acting in the role of Managing Director. 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 Rabbie Namaliu (Chairman), Dame Carol Kidu, Sir Moi Avei and David Osikore. The Company Secretary is available to attend meetings. Members of the Remuneration and Nomination Committee 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 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 a consultant under a consultancy services agreement.

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 limited operational status 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 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, Dame Carol Kidu and five (5) of the eighteen (18) full time employees 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 2020, 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 March 2021.

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 Chairman of the Board in the capacity as 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 four scheduled meeting in 2020, and the attendance details of the 2020 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
Sir Rabbie L Namaliu (Committee Chairman)	Four	Four
Dame Carol A Kidu	Three	Four
Sir Moi Avei	Four	Four
Mr David M Osikore	Four	Four

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 Company's Annual Report on pages 8 and 9.

The Board consists of six directors, of which Sir Rabbie Namaliu, Dame Carol Kidu, Sir Moi Avei, Peter Graham and David Osikore are independent non-executive directors. Sir Melchior Togolo is the Chairman and Managing Director. Each of the five 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 Rabbie Langanai Namaliu	2 nd March 2011
Dame Carol Anne Kidu	9 th August 2012
Sir Moi Avei	12 th September 2016
Mr Peter Maxwell Graham	20 th October 2017
Mr David Miringtoro Osikore	23 rd August 2019

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.

Five of the six 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 Managing Director. The Board considers that its existing practices in having the Chairman fulfil the role of Managing Director is satisfactory to allow the Company to properly fulfil its responsibilities effectively and is appropriate given the size of the Board, the Company's current ownership structure and the limited operational status of the Company's operations. The Board will continue to monitor and review the Managing Director role and will appoint a CEO where operationally desirable and strategically appropriate.

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 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, code 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 a system for reporting the number, type and jurisdiction of concerns raised under the whistleblower (Tok Out) policy. 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.

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 three 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, Managing Director Sir Melchior Togolo and two independent non-executive directors, Peter Graham

CORPORATE GOVERNANCE STATEMENT CONTINUED

(Committee Chairman) and Sir Moi Avei. The Company Secretary and external auditors are available to attend meetings. All members of the Audit and Risk Committee are financially literate.

Two of the three directors are non-executive independent directors being Peter Graham (committee Chairman) and Sir Moi Avei. The Company considers that the majority 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 limited operational status of the Company's operations. 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 of the 2020 Annual Report.

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 2020, and attendance details of the 2020 meetings of the Audit and Risk Committee are set out in the table below.

DIRECTOR	MEETINGS ATTENDED	MEETINGS WHILST IN OFFICE
Peter M Graham (Chairman)	Four	Four
Sir Moi Avei	Four	Four
Sir Melchior P Togolo	Four	Four

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 2020 have been properly maintained; and
- the financial statements for the financial year ended 31 December 2020 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 communicate via the Company's website contact page, email, 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 provide 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
- a formal risk analysis involving senior management is facilitated at least annually which includes consultants specialising in risk management. The Company's risk register is updated and outcomes are reviewed by the Audit and Risk Committee and the Board.

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 an 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 has eighteen (18) full time employees as part of the Company's team. 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 his 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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STATEMENTS OF COMPREHENSIVE INCOME

Bougainville Copper Limited for the year ended 31st December 2020

		CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
		2020	2019	2020	2019
	NOTES	K'000	K'000	K'000	K'000
Income					
Interest		6	4	6	4
Dividends		3,727	5,223	3,629	5,223
		3,733	5,227	3,635	5,227
Cost and expenses					
Operating expenses	3	(9,656)	(13,492)	(9,640)	(13,387)
Exchange loss	6	(565)	(224)	(565)	(224)
		(10,221)	(13,716)	(10,205)	(13,611)
Finance costs	12 (b)	(79)	(153)	(79)	(153)
Loss before tax		(6,567)	(8,642)	(6,649)	(8,537)
Income tax	5	-	-	-	-
Loss after tax		(6,567)	(8,642)	(6,649)	(8,537)
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	15,682	18,404	15,682	18,404
Total other comprehensive income		15,682	18,404	15,682	18,404
Total comprehensive income for the year		9,115	9,762	9,033	9,867
Basic and diluted earnings per share (toea)		(1.64)	(2.15)		

STATEMENTS OF CHANGES IN EQUITY

Bougainville Copper Limited for the year ended 31st December 2020

	SHARE CAPITAL	FAIR VALUE RESERVE	ACCUMULATED LOSSES	TOTAL
CONSOLIDATED	K'000	K'000	K'000	K'000
Brought forward at 01.01.19	401,063	43,065	(341,961)	102,167
Loss for the year	-	-	(8,642)	(8,642)
Other comprehensive income for the year	-	18,404	-	18,404
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings.	-	(4,058)	4,058	-
Balance at 31.12.19	401,063	57,411	(346,545)	111,929
Loss for the year	-	-	(6,567)	(6,567)
Other comprehensive income for the year	-	15,682	-	15,682
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings.	-	(8,894)	8,894	-
Balance at 31.12.20	401,063	64,199	(344,218)	121,044

	SHARE CAPITAL	FAIR VALUE RESERVE	ACCUMULATED LOSSES	TOTAL
PARENT	K'000	K'000	K'000	K'000
Brought forward at 01.01.19	401,063	43,065	(342,226)	101,902
Loss for the year	-	-	(8,537)	(8,537)
Other comprehensive income for the year	-	18,404	-	18,404
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings.	-	(4,058)	4,058	-
Balance at 31.12.19	401,063	57,411	(346,705)	111,769
Loss for the year	-	-	(6,649)	(6,649)
Other comprehensive income for the year	-	15,682	-	15,682
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings.	-	(8,894)	8,894	-
Balance at 31.12.20	401,063	64,199	(344,460)	120,802

All amounts are expressed in Papua New Guinea Kina. Rounding to the nearest thousand Kina has been adopted. The notes on pages 24 to 39 form part of these accounts and are to be read in conjunction with them.

BALANCE SHEETS

Bougainville Copper Limited at 31st December 2020

		CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
		2020	2019	2020	2019
	NOTES	K'000	K'000	K'000	K'000
FUNDS EMPLOYED:					
Shareholders' funds					
Share capital	11	401,063	401,063	401,063	401,063
Fair value reserve	13	64,199	57,411	64,199	57,411
Accumulated losses		(344,218)	(346,545)	(344,460)	(346,705)
		121,044	111,929	120,802	111,769
Non-current liabilities					
Provisions	7 (d)	345	244	345	244
Other payables	7 (b)	194	194	194	194
Income tax	5 (b)	6,759	6,759	6,759	6,759
Lease Liability	12	508	1,024	508	1,024
		7,806	8,221	7,806	8,221
Current liabilities					
Provisions	7 (c)	1,878	1,827	1,878	1,827
Trade payables	7 (a)	1,453	1,301	1,449	1,301
Lease Liability	12	453	737	453	737
		3,784	3,865	3,780	3,865
Total liabilities		11,590	12,086	11,586	12,086
Total funds		132,634	124,015	132,388	123,855
THESE FUNDS ARE REPRESENTED BY:					
Non-current assets					
Investments	4	118,316	109,434	117,216	108,334
Mine assets	8	-	-	-	-
Plant and Equipment	9	1,265	1,410	1,265	1,410
Right of use assets	12	808	1,665	808	1,665
Other receivables	10 (b)	829	829	1,687	1,769
		121,218	113,338	120,976	113,178
Current assets					
Cash and cash equivalents		3,057	1,634	3,053	1,634
Other receivables	10 (a)	1,359	1,043	1,359	1,043
Investments	4	7,000	8,000	7,000	8,000
		11,416	10,677	11,412	10,677
Total assets		132,634	124,015	132,388	123,855

For, and on behalf of, the Board.



Sir Melchior P Togolo (Chairman)

31st March 2021



Sir Moi Avei (Director)

STATEMENTS OF CASH FLOW

Bougainville Copper Limited for the year ended 31st December 2020

	CONSOLIDATED 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Cash flows related to operating activities				
Payments to suppliers	(8,712)	(12,585)	(8,699)	(12,468)
Interest received	6	4	6	4
Interest and finance costs	(79)	(153)	(79)	(153)
Dividends received	3,727	5,223	3,629	5,223
Net operating cash out flows	(5,058)	(7,511)	(5,143)	(7,394)
Cash flows related to investing activities				
Purchases of plant and equipment	(220)	(855)	(220)	(855)
Proceeds from sales of plant and equipment	-	7	-	7
Subsidiary Loan account movement	-	-	81	(105)
Sale of investment assets	21,659	9,706	21,659	9,706
Purchases of investment assets	(13,859)	-	(13,859)	-
Net investing cash in flows	7,580	8,858	7,661	8,753
Cash flows related to financing activities				
Repayment of lease liabilities	(581)	(634)	(581)	(634)
Net financing cash out flows	(581)	(634)	(581)	(634)
Net increase in cash and cash equivalents	1,941	713	1,937	725
Cash and cash equivalents at beginning of year	1,634	1,145	1,634	1,133
Effect of exchange rate changes on cash and cash equivalents	(518)	(224)	(518)	(224)
Cash and cash equivalents at end of year	3,057	1,634	3,053	1,634

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 31st March 2021.

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 Directors 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 revenue 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. The Company’s policy is to designate equity investments as Fair Value through Other Comprehensive Income (FVOCI) when those investments are held for purposes other than for trading. 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. 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

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 IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all receivable balance. In the 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.

NOTES TO ACCOUNTS CONTINUED

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 2020

The following standards, amendments and interpretations to existing standards became applicable for the first time during the accounting period beginning 1st January 2020.

- Amendments to IFRS 3 – definition of a business. This amendment revises the definition of a business. According to feedback received by the IASB, application of the current guidance is commonly thought to be too complex, and it results in too many transactions qualifying as business combinations.
- Amendments to IAS 1 and IAS 8 on the definition of 'material'. These amendments to IAS 1, 'Presentation of financial statements', and IAS 8, 'Accounting policies, changes in accounting estimates and errors', and consequential amendments to other IFRSs:
 - use a consistent definition of materiality throughout IFRSs and the Conceptual Framework for Financial Reporting
 - clarify the explanation of the definition of material; and
 - incorporate some of the guidance in IAS 1 about immaterial information.
- Amendments to IFRS 9, IAS 39 and IFRS 7 – interest rate benchmark reform. These Phase 1 amendments provide reliefs in relation to hedge accounting and interest rate benchmark reform and have the effect that IBOR reform should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness should continue to be recorded in the income statement. Given the pervasive nature of hedges involving IBOR based contracts, the reliefs will affect companies in all industries who do hedge accounting.
- Amendment to IFRS 16, 'Leases' – Covid-19 related rent concessions. As a result of the coronavirus (COVID-19) pandemic, rent concessions have been granted to lessees. Such concessions might take a variety of forms, including payment holidays and deferral of lease payments. This amendment provides an optional practical expedient for lessees from assessing whether a rent concession related to COVID-19 is a lease modification. Lessees can elect to account for such rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concession as variable lease payments in the period(s) in which the event or condition that triggers the reduced payment occurs.

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 2020 OR ADOPTED EARLY

The following standards, amendments and interpretations to existing standards have been published and are mandatory for the Company's accounting periods beginning on or after 1st January 2021 or later periods, but the Company has not early adopted them:

- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2 (effective 1.1.21) – The Phase 2 amendments address issues that arise from the implementation of the reforms, including the replacement of one benchmark with an alternative one.
- Amendments to IAS 1, Presentation of financial statements on classification of liabilities (effective 1.1.22). These narrow-scope amendments to IAS 1 clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability.
- A number of narrow-scope amendments to IFRS 3, IAS 16, IAS 37 and some annual improvements on IFRS 1, IFRS 9, IAS 41 and IFRS 16 (effective 1.1.22).
 - Amendments to IFRS 3, 'Business combinations' update a reference in IFRS 3 to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations.
 - Amendments to IAS 16, 'Property, plant and equipment' prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognise such sales proceeds and related cost in profit or loss.
 - Amendments to IAS 37, 'Provisions, contingent liabilities and contingent assets' specify which costs a company includes when assessing whether a contract will be loss-making.
 - Annual improvements make minor amendments to IFRS 1, 'First-time Adoption of IFRS', IFRS 9, 'Financial instruments', IAS 41, 'Agriculture' and the Illustrative Examples accompanying IFRS 16, 'Leases'.
- IFRS 17 'Insurance contracts' (effective 1.1.23) replaces IFRS 4. IFRS 17 will fundamentally change the accounting by all entities that issue insurance contracts and investment contracts with discretionary participation features.

The Company has conducted investigations and does not consider that there are any material 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) CONTRIBUTED EQUITY

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. Sufficient access to the mine site has not been possible, and the extent of the necessary write-downs has not been capable of being reliably measured or estimated.

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 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 seeks to challenge the Company's control of the mine assets and may reflect an expropriation of assets for the purpose of the Bougainville Copper Act. 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 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 for the following reasons:

1. The required majority consent of the landowners was not evident during the Mining Wardens hearing and shows Bougainville Copper does not have the social licence to operate the mine.
2. The reopening of the Panguna Mine is a divisive issue, and has the potential to adversely affect the ABG's preparation for the conduct of the referendum given that it was Bougainville Copper's past operation of Panguna Mine that ignited the Bougainville Crisis which resulted in the loss of about 20,000 lives. Hence, it is in Bougainville's best interest to maintain peace and unity.

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 restraining order was granted against the defendants, the ABG, from giving effect to or relying on the decision to refuse the application by Bougainville Copper for extension of EL1.

NOTES TO ACCOUNTS CONTINUED

2. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS - CONTINUED

Panguna Minerals Limited (PML), a company 50 per cent owned by SMLOLA and 50 per cent by Central Exploration Pty Ltd (a company 70 per cent owned by RTG Mining Inc) was joined to the proceedings on 22nd August 2018. An application by Bougainville Copper for leave to appeal the joinder decision was dismissed on 11th March 2019. The application for leave to appeal the joinder was then heard by a three-person bench of the Supreme court on 27th June 2019 and again refused on 6th February 2020. Bougainville Copper noted that the difficulty of the question was reflected in the fact that, the members of the three-person bench were split as to the proper outcome. PML will now be a defendant to the proceeding, and its activities will be given due scrutiny.

BCL welcomes the certainty that the ruling brings and looks forward to the prosecution of its claims against the defendants, and remains confident of our tenement position, and believe the court proceedings will uphold the Company's rights.

The Judicial Review of the renewal application process for EL1 did not proceed in 2020 and is now expected to be heard in 2021.

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.

The directors of the company continue to take all possible steps to protect and optimise tenure in Bougainville.

3. OPERATING EXPENSES

	CONSOLIDATED 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Remuneration of directors (note 14)	1,842	1,574	1,842	1,574
Board meetings	41	86	41	86
Auditors' remuneration				
- annual report and financial statements audit	119	115	119	115
- half year review	36	35	36	35
- taxation and consulting services	64	15	64	15
Share registry costs	337	346	337	346
Insurance	38	233	38	233
Legal fees	375	644	375	644
Document cataloguing	62	372	62	372
Order of magnitude costs	67	680	67	680
Social, technical and environmental studies	701	1,307	701	1,307
Community projects	436	1,450	436	1,450
Communication and media costs	341	454	341	454
Education scholarships	16	104	-	-
Corporate subscriptions	54	70	54	70
Administrative costs	2,893	3,322	2,893	3,322
Depreciation right of use assets	638	730	638	730
Depreciation on administration assets	365	533	365	533
Other operating expenses	1,231	1,422	1,231	1,421
	9,656	13,492	9,640	13,387

4. INVESTMENTS

At fair value	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2020	2019	2020	2019
	K'000	K'000	K'000	K'000
Opening balance	117,434	108,736	116,334	107,636
Increase in fair value recognised through other comprehensive income	15,682	18,404	15,682	18,404
Disposal of investments	(21,659)	(9,706)	(21,659)	(9,706)
Additions to investments	13,859	-	13,859	-
Acquisition of subsidiary	-	-	-	-
Closing balance	125,316	117,434	124,216	116,334
Original cost when purchased				
Opening cost balance	60,023	65,671	58,923	64,571
Disposal of investments	(12,765)	(5,648)	(12,765)	(5,648)
Additions to investments	13,859	-	13,859	-
Acquisition of subsidiary	-	-	-	-
	61,117	60,023	60,017	58,923
Fair value reserve year end balance	64,199	57,411	64,199	57,411
Closing fair value balance	125,316	117,434	124,216	116,334
Investments are classified as follows:				
Current	7,000	8,000	7,000	8,000
Non-current	118,316	109,434	117,216	108,334
	125,316	117,434	124,216	116,334

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

Listed Securities	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2020	2019	2020	2019
	K'000	K'000	K'000	K'000
Argo Investments Ltd	33,121	34,152	33,121	34,152
Aust Foundation Invest Co	91,095	82,182	91,095	82,182
	124,216	116,334	124,216	116,334

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.

NOTES TO ACCOUNTS CONTINUED

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. From 20 January 2020 to 30 January 2020, the group sold part of its shares in Agro Investments Limited and Aust Foundation Invest Co. as part of its trading activities to generate profit and fund day to day operations. The shares sold had a fair value of PGK21,658,681 and the group realised a gain of PGK8,893,885 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 are classified as level 3 within the fair value hierarchy due to the use of unobservable inputs.

	CONSOLIDATED 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 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 2020 Financial Year were not readily available to allow for the management to determine the fair valuation at balance date. The units are not traded. The carrying amount as disclosed above was determined based on an historic buy-back price of K2.75 per unit.

	CONSOLIDATED 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Listed Securities	124,216	116,334	124,216	116,334
Unlisted Securities	1,100	1,100	-	-
	125,316	117,434	124,216	116,334

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 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Operating profit/(loss) before taxation	(6,567)	(8,642)	(6,649)	(8,537)
Prima facie income tax @ 30 per cent	(1,970)	(2,593)	(1,995)	(2,561)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income	273	57	273	57
Potential tax benefit not recognised	1,697	2,536	1,722	2,504
Income tax expense/(credit)	-	-	-	-

(b) An agreement between the Independent State of Papua New Guinea and the previous majority shareholder of Bougainville Copper Ltd, Rio Tinto, 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 K93,663,911 (2019 K87,927,575).

6. EXCHANGE FLUCTUATION

	CONSOLIDATED 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
(a) Exchange gain/(loss) reflected in earnings arising from financial assets:	(565)	(224)	(565)	(224)
Gain/(loss)	(565)	(224)	(565)	(224)
(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	9,137	8,148	9,137	8,148
Non-current assets	117,216	108,334	117,216	108,334
Current liabilities	339	780	339	780
Kina equivalent of Australian dollars				

7. LIABILITIES

	CONSOLIDATED 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Trade Payables				
(a) Current				
Trade creditors	1,453	1,301	1,449	1,301
(b) Non current				
Other payables	194	194	194	194
Provisions (excluding impairment)				
(c) Current				
Compensation*	1,585	1,628	1,585	1,628
Employee entitlements	293	199	293	199
	1,878	1,827	1,878	1,827
(d) Non Current				
Employee entitlements	235	134	235	134
Make good provision - premises lease	110	110	110	110
	345	244	345	244

NOTES TO ACCOUNTS CONTINUED

7. LIABILITIES - CONTINUED

	COMPENSATION	EMPLOYEE ENTITLEMENTS	MAKE GOOD PROVISION PREMISES LEASE
(e) Movements in provisions	K'000	K'000	K'000
Opening balance	1,628	333	110
Provisions recognised during the year	-	273	-
Amounts used during year	(43)	(78)	-
Closing balance	1,585	528	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 has 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 provision as current as compensation payments commenced in February 2017.

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 by the Bougainville Mining Act 2015 (The Act) on 1st April 2015. This legislation seeks to challenge the Company's control of the mine assets and may reflect an expropriation of assets for the purpose of the Bougainville Copper Act.

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 the processing of 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 restraining order was granted against the ABG, from giving effect to or relying on the decision to refuse the extension of EL1. So long as the restraining order is in place and, until a determination is made on that decision-making process, Bougainville Copper holds rights over EL1.

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.

The Directors of the Company continue to take all possible steps to protect and optimise tenure in Bougainville.

9. PLANT AND EQUIPMENT

	LEASEHOLD ASSETS	MOTOR VEHICLES	OFFICE FURNITURE AND EQUIPMENT	CONSTRUCTION IN PROGRESS	TOTAL
	K'000	K'000	K'000	K'000	K'000
At 31st December 2019					
Cost	1,365	315	602	752	3,034
Accumulated depreciation	(1,129)	(231)	(264)	-	(1,624)
Net book value	236	84	338	752	1,410
Year ended 31st December 2020					
Opening net book amount	236	84	338	752	1,410
Additions	-	-	11	209	220
Transfers	135	-	67	(202)	-
Disposals	-	-	-	-	-
Depreciation charge	(204)	(48)	(113)	-	(365)
Closing net book value	167	36	303	759	1,265
At 31st December 2020					
Cost	1,500	315	681	759	3,255
Accumulated depreciation	(1,333)	(279)	(378)	-	(1,990)
Net book value	167	36	303	759	1,265

10. OTHER RECEIVABLES

	CONSOLIDATED 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
(a) Current				
Sundry receivables	34	42	34	42
Deposits and bonds	80	85	80	85
Prepayments	424	342	424	342
Goods and services tax receivable	821	574	821	574
	1,359	1,043	1,359	1,043
(b) Non Current				
Withholding tax receivable	829	829	511	511
Related party receivables (Note 18)	-	-	1,176	1,258
	829	829	1,687	1,769

Withholding tax receivable will be offset against future tax payable.

NOTES TO ACCOUNTS CONTINUED

11. ORDINARY SHARES

The issued capital of the Company is 401,062,500 ordinary shares fully paid. No change in issued capital occurred during 2020.

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 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Amounts recognised in the balance sheet				
(a) Right-of-use-assets				
Properties as at 1 st January	1,665	2,361	1,665	2,361
Additions	-	49	-	49
Remeasurements	(125)	(15)	(125)	(15)
Disposals	(94)	-	(94)	-
Depreciation charges	(638)	(730)	(638)	(730)
Closing net book value 31 st December	808	1,665	808	1,665
(b) Lease liabilities				
Lease liabilities as at 1 January	1,761	2,361	1,761	2,361
Additions	-	49	-	49
Remeasurements	(125)	(15)	(125)	(15)
Disposals	(94)	-	(94)	-
Payments	(660)	(787)	(660)	(787)
Interest	79	153	79	153
Closing balance 31 st December	961	1,761	961	1,761
Lease Liabilities are classified as follows:				
Current	453	737	453	737
Non-current	508	1,024	508	1,024
Total	961	1,761	961	1,761
Minimum lease payments:				
Not later than 1 year	505	839	505	839
Later than 1 year and not later than 5 years	539	1,105	539	1,105
Later than 5 years	-	-	-	-
Total	1,044	1,944	1,044	1,944
Less: Unexpired finance charges	(83)	(183)	(83)	(183)
Total	961	1,761	961	1,761

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

Present value of lease liabilities:

Not later than 1 year	453	737	453	737
Later than 1 year and not later than 5 years	508	1,024	508	1,024
Later than 5 years	-	-	-	-
Total	961	1,761	961	1,761

Amounts recognised in statement of comprehensive income

Depreciation charge right-of-use assets	638	730	638	730
Interest expense	79	153	79	153
Expense relating to short term leases (included in administrative costs)	46	61	46	62
Expense relating to leases of low values not recognised as a liability (included in administrative costs)	26	40	26	40

Accounting for leasing activities

Bougainville Copper leases offices and, houses for its employees. Rental contracts are typically made for fixed periods of 2 to 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 BCL. 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
- any initial direct costs, and
- restoration 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.

NOTES TO ACCOUNTS CONTINUED

13. FAIR VALUE RESERVE	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2020	2019	2020	2019
	K'000	K'000	K'000	K'000
Fair value reserve	64,199	57,411	64,199	57,411

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	57,411	43,065	57,411	43,065
Movement	15,682	18,404	15,682	18,404
Fair value realised through disposal	(8,894)	(4,058)	(8,894)	(4,058)
Net movement	6,788	14,346	6,788	14,346
Closing balance	64,199	57,411	64,199	57,411

14. REMUNERATION OF DIRECTORS

Directors' base fees were reduced 10% from 1st April 2020 to 31st December 2020 in response to the COVID-19 pandemic impact on the Company's activities. Directors' remuneration, including the value of benefits, received during the year was as follows:

	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2020	2019	2020	2019
	K'000	K'000	K'000	K'000
Sir Melchior P Togolo ¹	794	739	794	739
Sir Rabbie L Namaliu ²	148	157	148	157
Dame Carol A Kidu ²	148	157	148	157
Sir Moi Avei ³	311	318	311	318
Peter M Graham ⁴	148	157	148	157
David M Osikore ⁵	293	46	293	46
	1,842	1,574	1,842	1,574

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

¹ Short term benefits paid as Chairman K248,000, Audit and Risk Committee fee of K23,000, Remuneration and Nomination Committee fees of K23,000 and K500,000 as Managing Director, (2019 - Chairman K266,000, Audit and Risk Committee K24,000 and Managing Director K449,000).

² Short term benefits paid to the Directors comprise of a Base Director fee of K125,000 and Remuneration and Nomination Committee fees of K23,000, (2019 - Director K133,000 and Remuneration and Nomination Committee K24,000).

³ Short term benefits paid to Sir Moi Avei comprised of a Base Director fee of K125,000, Audit and Risk Committee fee of K23,000, Remuneration and Nomination Committee fees of K23,000 and an additional contract for Governmental discussions of K140,000 (2019 - Director K133,000, Audit and Risk Committee K24,000, Remuneration and Nomination Committee K24,000 and additional contract fees K137,000).

⁴ Short term benefits paid to the Directors comprise of a Base Director Fee of K125,000 and Audit and Risk Committee fees of K23,000, (2019 - Director K133,000 and Audit and Risk Committee K24,000).

⁵ Short term benefits paid to David Osikore comprised of a Base Director fee of K125,000, Audit and Risk Committee fees of K23,000 and additional fees for landowner and Governmental discussions K145,000. (2019 - Director K46,000 from 23rd August 2019).

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 Land 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 100 per cent interest in 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 seeks to challenge the Company's control of the mine assets and may reflect an expropriation of assets for the purpose of the Bougainville Copper Act.

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 the processing of the application in October 2017 and on 16th January 2018 issued a Notice of Refusal to grant the renewal of the application for the following reasons:

1. The required majority consent of the landowners was not evident during the Mining Wardens hearing and shows Bougainville Copper does not have the social licence to operate the mine.
2. The reopening of the Panguna Mine is a divisive issue and has the potential to adversely affect the ABG's preparation for the conduct of the referendum given that it was Bougainville Copper's past operation of Panguna Mine that ignited the Bougainville Crisis which resulted in the loss of about 20,000 lives. Hence, it is in Bougainville's best interest to maintain peace and unity.

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 restraining order was granted against the defendants, the ABG, from giving effect to or relying on the decision to refuse the application by Bougainville Copper for extension of EL1.

Panguna Minerals Limited (PML), a company 50% owned by SMLOLA and 50% by Central Exploration Pty Ltd (a company 70% owned by RTG Mining Inc.) was joined to the proceedings on 22nd August 2018. BCL applied for leave to appeal the joinder decision. The leave to appeal was dismissed on 11th March 2019. The application for leave to appeal the joinder was then heard by a three-person bench of the Supreme court on 27th June 2019 and again refused on 6th February 2020. Bougainville Copper noted that the difficulty of the question was reflected in the fact that the members of the bench were split as to the proper outcome. PML will now be a defendant to the proceeding, and its activities will be given due scrutiny.

BCL welcomes the certainty that the ruling brings and looks forward to the prosecution of its claims against the defendants, and remains confident of our tenement position, and believe the court proceedings will uphold the Company's rights. The Judicial Review of the renewal application process for EL1 did not proceed in 2020 and is now expected to be heard in 2021.

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.

The Directors of the Company continue to take all possible steps to protect and optimise tenure in Bougainville.

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 a loan account.

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

	CONSOLIDATED	CONSOLIDATED	PARENT	PARENT
	2020	2019	2020	2019
	K'000	K'000	K'000	K'000
Bougainville Copper Foundation	-	-	1,176	1,258

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.

NOTES TO ACCOUNTS CONTINUED

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 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Cash and cash equivalents	3,057	1,634	3,053	1,634
Other receivables	2,188	1,872	3,046	2,812
Investments	125,316	117,434	124,216	116,334
Trade payables	(1,453)	(1,301)	(1,449)	(1,301)
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 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Investments				
Carrying amount at the balance date	124,216	116,334	124,216	116,334
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:	13,802	12,926	13,802	12,926
Had PNG Kina appreciated by 10 per cent against the Australian dollar:				
Decrease in carrying amount and fair value reserve by:	11,292	10,576	11,292	10,576

(c) Price risk

A large proportion of the Company's assets are held in shares of "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 measured by sensitivity analysis, as follows:

	CONSOLIDATED 2020 K'000	CONSOLIDATED 2019 K'000	PARENT 2020 K'000	PARENT 2019 K'000
Investments				
Carrying amount at the balance date	124,216	116,334	124,216	116,334
Change in carrying amount of 'investments' and fair value reserve:				
Had the share price increased by 10 per cent:				
Increased in carrying amount and fair value reserve by:	12,422	11,663	12,422	11,663
Had the share price decreased by 10 per cent:				
Decrease in carrying amount and fair value reserve by:	12,422	11,663	12,422	11,663

(d) Interest rate risk

Bougainville Copper no longer holds 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 receivables and 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 dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

20. EVENTS OCCURRING SUBSEQUENT TO BALANCE DATE

There is, at the date of this report, no matter or circumstance that has arisen since 31st December 2020 that has significantly affected, or may significantly affect:

- the company's operations in future financial years;
- the results of those operations in future financial years; or
- 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 financial position as at 31st December 2020 and of its 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 Rabbie L Namaliu
Director



Dame Carol A Kidu
Director



Sir Moi Avei
Director



Peter M Graham
Director



David M Osikore
Director

Signed on 31st March 2021

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 2020, and the statements of comprehensive income, statements of changes in equity and statements of cash flow 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 entities it controlled at 31 December 2020 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 of our report, 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 2020, 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 2020. Management has not been provided with audited financial statements of the investee at 31 December 2020 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 balance sheet at 31 December 2020.

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

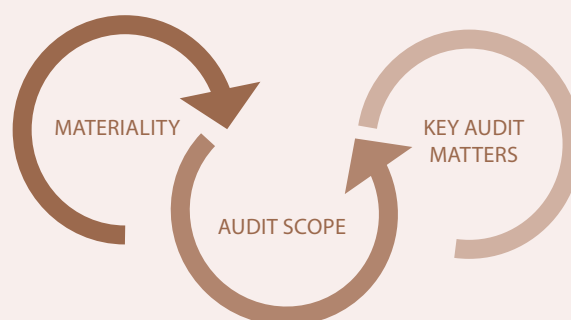
We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants (IESBA Code)*, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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.



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Port Moresby, Papua New Guinea

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Independent auditor's report continued

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 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 net assets because, in our view, it is the metric against which the performance and position of the Group 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 subsidiary which comprise the Group consolidation. The Company and subsidiary comprising the the Group 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 matters section of our report.

Key audit matters

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><i>(Refer to notes 2, 8 and 16 of the financial statements)</i></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. The Company commenced an action in the National Court of Papua New Guinea and was granted leave in April 2018 for a Judicial Review of the renewal application process.</p> <p>These events continue uncertainty around the future of exploration and mining operations at the Panguna mine and surroundings which impacts accounting for mine assets and related disclosures.</p>	<p>Our consideration and testing of the uncertainty of future exploration and mining operations has included:</p> <ul style="list-style-type: none"> Confirming the mine assets remain fully depreciated or impaired, consistent with the accounting treatment in the prior financial year. Reviewing 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. Reviewing the directors assessment of the impact of the relevant legislative requirements and ongoing implications. Reviewing 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.



Independent auditor's report continued

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 2020:

- 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
31 March 2021

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
Level 11, 307 Queen Street, Brisbane, QLD 4001
Telephone: + (61) 7 3218 3900
Facsimile: + (61) 7 3218 3901
Postal Address GPO Box 2268, Brisbane QLD 4001, 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
Bank South Pacific

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 29th March 2021 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\C PO WARDS STRIP, WAIGANI PAPUA NEW GUINEA	76,430,809	19.06
3. EDA MINERALS LIMITED PORT MORESBY, NCD, PAPUA NEW GUINEA	69,744,640	17.39
4. J P MORGAN NOMINEES AUSTRALIA PTY LIMITED SYDNEY NSW, AUSTRALIA	57,129,324	14.24
5. CITICORP NOMINEES PTY LIMITED MELBOURNE, VIC, AUSTRALIA	6,159,327	1.54
6. BNP PARIBAS NOMINEES PTY LTD SIX SIS LTD <DRP A/C> SYDNEY, NSW, AUSTRALIA	2,867,019	0.71
7. NATIONAL NOMINEES LIMITED MELBOURNE, VIC, AUSTRALIA	2,640,371	0.66
8. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED SYDNEY, NSW, AUSTRALIA	2,097,306	0.52
9. BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP> SYDNEY, NSW, AUSTRALIA	1,349,383	0.34
10. BNP PARIBAS NOMS PTY LTD <DRP> SYDNEY, NSW, AUSTRALIA	1,308,112	0.33
11. KLAUS KUETTNER BERLIN, GERMANY	1,151,799	0.29
12. MRS JABINDERJIT KAUR PIARA SINGH KUALA LUMPUR, MALAYSIA	900,000	0.22
13. BNP PARIBAS NOMINEES PTY LTD <LGT BANK AG DRP> SYDNEY, NSW, AUSTRALIA	777,924	0.19
14. FRANCISROSE PTY LTD <RASTYS SUPER FUND A/C> SHELL COVE, NSW, AUSTRALIA	600,000	0.15
15. MR MALCOLM MCCOLL DEER PARK, VIC, AUSTRALIA	600,000	0.15
16. MR TREVOR RONALD RUGG COFFS HARBOUR, NSW, AUSTRALIA	600,000	0.15
17. EVEREST ASTROLOGY PTY LTD <EVELYNS S/F A/C> HUONBROOK, NSW, AUSTRALIA	566,668	0.14
18. ANLYN'S INVESTMENTS PTY LTD <ANLYNS SUPER FUND A/C> BULLI, NSW, AUSTRALIA	566,666	0.14
19. GERNOT PROCHASKA + MRS STELLA PROCHASKA YEUNG NORTH RYDE, NSW, AUSTRALIA	550,000	0.14
20. NATIONAL NOMINEES LIMITED <DB A/C> MELBOURNE, VIC, AUSTRALIA	481,337	0.12
	372,696,134	92.93

DISTRIBUTION OF SHARES

As of 29th March 2021, the issued shares of the Company were 401,062,500 fully paid shares, each carrying one voting right. The number of shareholders was 14,769. (2020, 14,823)

The distribution of holdings of the issued shares was:

	TOTAL HOLDERS	SHARE UNIT	% UNITS
1 - 1,000 shares	12,436	2,389,963	0.60
1,001 - 5,000 shares	1,591	3,854,126	0.96
5,001 - 10,000 shares	341	2,730,885	0.68
10,001 - 100,000 Shares	338	10,501,086	2.62
100,001 shares and over	63	381,586,440	95.14
Total shareholders	14,769	401,062,500	100.00

There were 12,559 holdings of shares, 85.03 per cent of holders which do not form a marketable parcel. (2020, 90.35 per cent)

92.93 per cent of the total issued shares were held by or on behalf of the twenty largest shareholders. (2020, 92.75 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, totalling 36.4 per cent. The Papua New Guinea Prime Minister James Marape has committed to transfer the shares held by the national government for the benefit of the people of Bougainville and the Autonomous Bougainville Government. This is yet to occur.

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 31 st December 2020	2020	K MILLION 1972-2019
PNG Government		
Corporate income tax *	-	541.2
Additional profits tax *	-	72.6
Group tax (PAYE)	1.7	128.3
Customs duty	-	104.1
Miscellaneous	-	14.5
Dividends *	-	167.4
Dividend WHT *	-	97.6
Good and Services tax Refundable or offset	(0.2)	(1.2)
	1.5	1,124.5
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	-	47.9
	-	51.1
Non-Government Shareholders		
Dividends net of Dividend WHT*	-	582.1
Employees		
Wages (less PAYE)	1.5	578.7
Total	3.0	2,411.6

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.

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BOUGAINVILLE
COPPER LIMITED



POSTAL ADDRESS

PO Box 1274
Port Moresby, NCD

PORT MORESBY OFFICE

Level 5 BSP Haus
Harbour City, Port Moresby, NCD
Papua New Guinea

CONTACT NUMBER

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