



NOTICE OF ANNUAL GENERAL MEETING

Please find attached the **Notice of Annual General Meeting** for the Company along with explanatory notes and proxy forms.

This notice reconfirms the Annual General meeting details are:

Date: **Thursday 5th May 2021**
Time: **2.00 pm**

Bougainville Copper will be providing the following Meeting choices:

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

Virtual Attendance live webcast: **<https://meetnow.global/MQYG6W6>**

Please refer to the attached meeting documents for additional information.

The notice of meeting, proxy form and explanatory notes are being mailed to shareholders today, Tuesday 12th April 2022.

The annual report was lodged with the ASX on Monday 4th April 2022 and is on the company website www.bcl.com.pg/results-reports/ and at www.investor.vote.com.au. If you elected a paper copy of the annual report, it will be mailed 19th May 2022.

Authorised by the Board



Mark Hitchcock
Company Secretary



BOUGAINVILLE
COPPER LIMITED

(Incorporated in Papua New Guinea)

Australian Registered Body Number 007 497 869

All correspondence to –
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 613 9415 4000
Facsimile (within Australia) 1800 783
447
(outside Australia) 613 9473
2555
www.computershare.com

11 April 2022

Dear Shareholder,

Bougainville Copper Limited (BOC) Notice of Meeting

We have pleasure in inviting you to attend our 2022 Annual General Meeting and have enclosed the following notices:

1. Notice of Meeting which sets out the items of business. The meeting will be held at the Grand Papua Hotel, Mary Street, Port Moresby, on Thursday, 5 May 2022 at 2.00 pm (Port Moresby time).
2. Proxy Form

If you are attending this meeting, please bring a copy of the Proxy Form with you to facilitate registration into the meeting. COVID-19 pandemic protocols will apply. Proof of vaccination may be required.

Virtual Meeting Facility

Bougainville Copper will be providing a virtual Annual General Meeting facility via live webcast. You will need to register your online attendance through the following link on your smartphone, tablet or computer.

<https://meetnow.global/MQYG6W6>

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

The virtual meeting provides shareholders an additional opportunity to cast an informed vote during the meeting, and also provides the ability to question the Board before and during the meeting.



Voting

Shareholders may register their proxy votes through the electronic proxy voting facility prior to the meeting available at:

www.investorvote.com.au

Voting through the platform will close 2.00 pm (Port Moresby time) on Tuesday, 3 May 2022. To gain access to the voting website you will need the control number shown on the proxy and your securityholder reference number (SRN). Shareholders in Australia require a postcode, and other countries require the country which is shown on your proxy form.

Alternatively, you may use the Proxy form enclosed which may be returned in the envelope provided or faxed to our share registry on:

Fax No. within Australia 1800 783 447,
Fax No. outside Australia +613 9473 2555

The completed proxy forms must be received by 2.00 pm (Port Moresby time) on Tuesday, 3 May 2022.

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

Questions During the Meeting

Shareholders will be able to submit questions during the meeting through the online platform, and to the extent practical, will be addressed during the meeting. You may submit written questions relevant to the business of the Annual general meeting prior to the meeting.

I look forward to your attendance at the meeting.

The 2021 Annual Report is available on the Company website at <http://www.bcl.com.pg/results-reports/> from 2nd April 2022. The annual report will be mailed separately if you elected in 2020 to receive a printed annual report.

Yours sincerely,



Mark W Hitchcock
Company Secretary



For personal use only

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bougainville Copper Limited will be held on Thursday, 5 May 2022 at 2.00 pm at the Grand Papua Hotel, Mary Street, Port Moresby, and online at <https://meetnow.global/MQYG6W6>

Ordinary Business

1. To receive and consider the Balance Sheets of the Company as at 31 December 2021 and the Statements of Comprehensive Income of the Company for the year ended on that date, and the reports of the Directors and Auditors.
2. To elect Directors:
 - a) Dame Carol Kidu retires in accordance with Section 10.3 of the company's constitution and being eligible, offers herself for re-election.
 - b) James Rutana, having been appointed by the board in November 2021, will retire at this annual general meeting in accordance with the company's constitution Section 10.5. Being eligible for re-election, Mr Rutana offers himself for election to the board as a director. Mr Rutana's experience, qualifications, competencies and other information are detailed in the explanatory notes attached.
 - c) Kearnneth Nanei, having been appointed by the board in November 2021, will retire at this annual general meeting in accordance with the company's constitution Section 10.5. Being eligible for re-election, Nanei offers himself for election to the board as a director. Mr Nanei's experience, qualifications, competencies and other information are detailed in the explanatory notes attached.
3. To appoint Auditors and authorise the Directors to fix their fees. PricewaterhouseCoopers, being eligible, offer themselves for re-appointment.
4. To transact any other business which may legally be brought forward.

Proxies

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. The proxy need not be a member of the Company. A member wishing to appoint a proxy should fill in the Proxy Form attached and send it so that it reaches the appropriate office of the Company at least 48 hours before the time for holding the meeting.

- Delivery by Mail (envelope enclosed) to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001, Australia;
- by fax (within Australia) 1800 783 447,
- by fax (outside Australia) +613 9473 2555;
- in person: Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067, Australia.

Voting Entitlements

Only holders of shares registered as such as at the Voting Entitlement Time of 7.00 pm (Port Moresby time) on Tuesday 3 May 2022 are eligible to vote on each item.

By order of the Board



Mark Hitchcock
Company Secretary

Dated 11 April 2022, Port Moresby, Papua New Guinea



EXPLANATORY NOTES TO SHAREHOLDERS

ORDINARY BUSINESS

Resolution 2 - Retirement and Election of Directors

a) Dame Carol Kidu

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

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

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 and 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 was a Director of MiBank PNG for nine years until early April 2022 having retired in accordance to PNG Prudential Standards. Since retirement from politics, she has been developing the Tutu Beach Retreat and Library/Learning Centre as a family social enterprise.

Dame Carol was appointed a director in August 2012.

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

b) Mr James Rutana

Mr James Rutana, having been appointed as a director since the last annual general meeting, retires and offers himself for re-election.

The experience, qualifications, competencies and other information about Mr Rutana follows:

Mr Rutana is a well-respected Bougainvillean businessman and entrepreneur from North Nasioi, Kieta who has studied microeconomics and international commodity trading in London. He is committed to Bougainville's economic development particularly in sustainable agriculture, and has operated several successful local businesses. Mr Rutana is considered a pioneer in cocoa farming and exporting in PNG and Bougainville. He was instrumental in the establishment of the PNG Cocoa Board and served as founding chairman, as well as the establishment of the PNG Cocoa and Coconut Research Institute, where he served as chairman for 10 years. Mr Rutana was appointed a Commissioner of the Bougainville Constitutional Commission and was involved in the drafting of Bougainville Constitution in 2002 during that important phase in the establishment of the Autonomous Bougainville Government.

Mr Rutana was appointed a director in November 2021 after being nominated by the Autonomous Bougainville Government, with Bougainville Minerals Limited being a significant shareholder.

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



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c) Mr Kearnneth Nanei

Mr Kearnneth Nanei, having been appointed as a director since the last annual general meeting, retires and offers himself for re-election.

The experience, qualifications, competencies and other information about Mr Nanei follows:

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

Mr Nanei was appointed a director in November 2021 after being nominated by the Autonomous Bougainville Government, with Bougainville Minerals Limited being a significant shareholder.

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

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BOUGAINVILLE COPPER LIMITED

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

BOC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2.00 pm (Port Moresby time) on Tuesday, 3 May 2022.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bougainville Copper Limited to be held at the Grand Papua Hotel, Mary Street, Port Moresby and virtually on Thursday, 5 May 2022 at 2.00 pm (Port Moresby time) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2a	Retirement and re-election of Dame Carol Kidu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	Retirement and re-election of Mr James Rutana	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2c	Retirement and re-election of Mr Kearneth Nanei	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To appoint Auditors and authorise Directors to fix their fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To transact any other business which may legally be brought forward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





BOUGAINVILLE
COPPER LIMITED

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

BOCRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Bougainville Copper Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Bougainville Copper Limited