



NOTICE OF ANNUAL GENERAL MEETING

Please find attached the **Notice of Annual General Meeting** for Bougainville Copper Limited (ASX: BOC) along with explanatory notes and proxy forms.

This notice reconfirms the Annual General meeting details as follows:

Meeting Date: **Thursday 8th May 2025**
Meeting Time: **1.30 pm (Port Moresby time & AEST)**

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/MRAQ9NT>**

Please refer to the attached meeting documents for additional information.

The notice of meeting, proxy form and explanatory notes were emailed and mailed to shareholders on the 24th April 2025.

The annual report was lodged with the ASX on Monday 31st March 2025 and is on the company website www.bcl.com.pg/results-reports/. If you elected to receive a paper copy of the annual report, it will be mailed to you after the 24th April 2025.

Authorised by the Board

Johnny Auna
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

24th April 2025

Dear Shareholder,

Bougainville Copper Limited (ASX: BOC) Notice of Annual General Meeting

We have pleasure in inviting you to attend our 2025 Annual General Meeting (AGM) and have enclosed the following notices:

1. Notice of Annual General Meeting which sets out the items of business. The AGM will be held at the Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea on Thursday, 8th May 2025 at 1.30 pm (Port Moresby time and AEST).
2. Proxy Form

If you are attending the AGM in person, please bring a copy of the Proxy Form with you to facilitate registration for the AGM.

Virtual Meeting Facility

Bougainville Copper will be providing a virtual AGM 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/MRAQ9NT>

Online registration will open 30 minutes before the AGM.

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 AGM to obtain their login details.

To participate in the AGM 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 AGM 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'.

The virtual meeting provides shareholders an additional opportunity to cast an informed vote during the AGM, and also provides the ability to question the Board before and during the AGM at appropriate times (via a live text facility).



Voting

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

www.investorvote.com.au

Voting through the platform will close 1.30 pm (Port Moresby time and AEST) on Tuesday, 6th May 2025. 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 1.30 pm (Port Moresby time and AEST) on Tuesday, 6th May 2025.

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

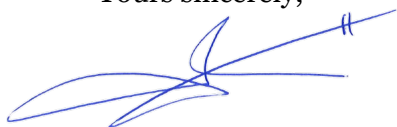
Questions During the AGM

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

I look forward to your attendance at the AGM.

The 2024 Annual Report will be available on the Company website at <http://www.bcl.com.pg/results-reports/> from 2nd May 2025. The annual report will be mailed separately if you elected in 2020 to receive a printed annual report.

Yours sincerely,



Johnny Auna
Company Secretary



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bougainville Copper Limited (ASX:BOC) (**Company**) will be held on Thursday, 8th May 2025 at 1.30 pm (Port Moresby time and AEST) at the Grand Papua Hotel, Mary Street, Port Moresby, and online at <https://meetnow.global/MRAQ9NT>

Ordinary Business

1. RESOLUTION 1

To receive and consider the Balance Sheet of the Company as at 31 December 2024 and the Statement of Comprehensive Income of the Company for the year ended on that date, and the reports of the Directors and Auditors.

Note: This item of ordinary business is for discussion only and is not a resolution.

2. RESOLUTION 2 (a)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

Mr. Kearnneth Nanei be re-elected as director of the Company and hold office in accordance with the Company's Constitution.

RESOLUTION 2 (b)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

Mr. James Rutana be re-elected as director of the Company and hold office in accordance with the Company's Constitution.

3. RESOLUTION 3

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

That, in accordance with Section 190 of the Papua New Guinea Companies Act 1997 (**Companies Act**) and for all other purposes, KPMG be appointed as the Auditor of the Company commencing at the end of this Meeting until the conclusion of the next Annual General Meeting of the Company, and that, in accordance with Section 191 of the Companies Act, the Directors be authorised to fix the fees and expenses of the Auditor.

4. RESOLUTION 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.

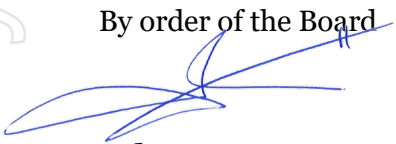
- Delivery by Mail (envelope enclosed) to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001, Australia;
- by fax (within Australia) 1800 783 447,
- by fax (outside Australia) +613 9473 2555;



Voting Entitlements

Only holders of shares of the Company registered as such as at the Voting Entitlement Time of 7.00 pm (Port Moresby time and AEST) on Tuesday, 6 May 2025 are eligible to vote on each item.

By order of the Board



Johnny Auna

Company Secretary

Dated 24 April 2025, Port Moresby, Papua New Guinea



EXPLANATORY NOTES TO SHAREHOLDERS

This Explanatory Memorandum has been prepared to assist Shareholders of the Company (**Shareholders**) in considering each of the Resolutions set out in the Company's Notice of Annual General Meeting.

This Explanatory Memorandum forms part of the Company's Notice of Annual General Meeting to be held on Thursday, 8th May 2025 at 1.30 pm (Port Moresby time and AEST).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions.

The Company's Notice of Annual General Meeting and this Explanatory Memorandum should be read in their entirety and in conjunction with each other. Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

ORDINARY BUSINESS

Resolution 1 - Receipt of financial statements and reports

The 2024 Annual Report, including the Financial Statements, Director's Report and the Auditor's Report included in the 2024 Annual Report (**Reports**) for the Company and for the year ended 31 December 2024 can be downloaded from the Company's website at <http://www.bcl.com.pg/results-reports/>.

Neither the Companies Act nor the Company's Constitution requires Shareholders to vote on the financial statements and reports. However, Shareholders will be given a reasonable opportunity to ask questions at the Meeting.

Resolution 2 (a) - Retirement and Election of Kearnneth Nanei

Mr. Kearnneth Nanei retires by rotation 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. In 2024, Mr. Nanei had extensive involvement in the development of the Bougainville Mining Act 2015. He has also advised the government on autonomy arrangements and preparations and is a current member of the ABG and PNG national government Joint Supervisory Body technical team, the Bougainville Referendum Committee and the Bougainville Mining Advisory Council. He is also a director of Bougainville Minerals Limited, Bougainville Public Investment Corporation and the Arawa School of Nursing. Mr. Nanei was appointed Chief Secretary of the ABG on 15th March 2024.

Mr. Nanei was appointed a director on 25th November 2021.

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



Resolution 2 (b) - Retirement and Election of Mr James Nedy Rutana

Mr. James Nedy Rutana retires by rotation 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 ten years. Mr Rutana was appointed a Commissioner of the Bougainville Constitutional Commission and was involved in the drafting of the Bougainville Constitution in 2002 during that important phase in the establishment of the Autonomous Bougainville Government. Mr Rutana is a director of Bougainville Advance Holdings Limited and Bougainville Advance Holding Trust.

Mr. Rutana was appointed a director on 25th November 2021.

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

Resolution 3 – Appointment of Auditors

In accordance with Regulation 16 of the Company's Constitution, the company must, at each annual meeting, appoint an Auditor to:

- (a) Hold office from the conclusion of the meeting until the conclusion of the next annual general meeting; and
- (b) Audit the financial statements of the company for the accounting period next after the meeting

This resolution is to appoint the Company's Auditor, KPMG, to hold office from the conclusion of this Meeting until the conclusion of the Company's next Annual General Meeting, and to authorise the Directors to fix the fees and expenses of the Auditor, and is formally put to Shareholders, in accordance with Sections 190 - 191 of the Companies Act.

Following a closed tender process, the Company assessed Audit proposals received from two out of four Audit firms approached. Based on their capacity and capability for providing assurance services, value for money and prior industry experience and performance, the Directors recommend shareholders of the Company vote for the appointment of KPMG as its auditors for the 2025 accounting year and to set their fees. As outgoing auditors, PwC have been auditors for the company for the last 20 years and the Company takes this opportunity to thank them for their service.





BOUGAINVILLE
COPPER LIMITED

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

BOC

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

Bougainville Copper Limited Annual General Meeting

The Bougainville Copper Limited Annual General Meeting will be held on Thursday, 8 May 2025 at 1:30pm (Port Moresby time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 1:30pm (Port Moresby time) on Tuesday, 6 May 2025.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MRAQ9NT>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:

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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



BOUGAINVILLE COPPER LIMITED

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

BOC

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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 **1:30pm (Port Moresby time) on Tuesday, 6 May 2025.**

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:

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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: I999999999
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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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, Papua New Guinea and as a virtual meeting on Thursday, 8 May 2025 at 1:30pm (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 Mr. Kearnneth Nanei | <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 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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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