



BOUGAINVILLE COPPER LIMITED

INCORPORATED IN PAPUA NEW GUINEA ARBN 007 497 869

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

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

Notice to ASX

6 March 2013

NOTICE OF ANNUAL GENERAL MEETING

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

The Annual General meeting details are;

Date: Monday 8th April 2013

Time: 2.00PM

Venue: Grand Papua Hotel - Mary Street Port Moresby. PAPUA NEW GUINEA

The notice of meeting, proxies, explanatory notes and annual report were mailed to shareholders on Wednesday 6th March 2013.

By order of the Board

PAUL D COLEMAN
Company Secretary



Bougainville Copper Limited

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

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



Dear Shareholder,

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the Grand Papua Hotel, Mary Street, Port Moresby, on Monday, 8 April 2013 at 2.00 pm.

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

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on Fax No. (within Australia) 1800 783 447, (outside Australia) +613 9473 2555 or in Papua New Guinea Fax No. +675 321 3634 so that it is received by 2.00 pm on Saturday, 6 April 2013.

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

I look forward to your attendance at the meeting.

Yours sincerely,

Paul D Coleman
Company Secretary



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

Lodge your vote:



By Mail:

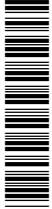
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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

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

For all enquiries call:

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



Proxy Form

For your vote to be effective it must be received by 2:00pm, Saturday 6 April 2013

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

Attending the Meeting

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

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

Turn over to complete the form →



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

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN:



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

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

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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

the Chairman of the meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Bougainville Copper Limited to be held at the Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea on Monday, 8 April 2013 at 2.00pm and at any adjournment of that meeting.

STEP 2 Items of Business

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

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 To elect a Director -			
(i) Dame Carol Kidu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To appoint Auditors and authorize Directors to fix their fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To transact any other business which may legally be brought forward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Bougainville Copper Limited will be held at the Grand Papua Hotel, Mary Street, Port Moresby, Papua New Guinea on Monday, 8 April 2013 at 2.00 pm.

Ordinary Business

1. To receive and consider the Balance Sheet of the Company as at 31 December 2012 and the Statement of Earnings of the Company for the year ended on that date and the reports of the Directors and Auditors.
2. To elect Directors.
3. To appoint Auditors and authorize the Directors to fix their fees. PricewaterhouseCoopers, being eligible, offer themselves for re-appointment.
4. To transact any other business which may legally be brought forward.

Proxies

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

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

Voting Entitlement

Only holders of shares registered as such as at the Voting Entitlement Time of 2.00 pm on 6 April 2013 are eligible to vote on each item.

By Order of the Board,



Paul D Coleman
Company Secretary

Dated: 7 February 2013
Port Moresby
Papua New Guinea

EXPLANATORY NOTES TO SHAREHOLDERS

ORDINARY BUSINESS

Election and Retirement of Directors

There are several changes to the Board of Directors of the company that will occur at the Annual General Meeting.

1. Retirement of Mr Jean-Sebastien Jacques

Having been appointed by the Board as a director since the last annual general meeting, in accordance with the company's constitution Item 10.5, Mr Jean-Sebastien Jacques will retire at the 2013 annual general meeting. Following his recently announced appointment as Chief Executive Copper for Rio Tinto, Mr Jacques has decided not to stand for election as a director of Bougainville Copper Limited at this annual general meeting. In his new position as the leader of the Rio Tinto copper group, it is anticipated that Mr Jacques will continue to have an oversight and an interest in the future of Bougainville Copper.

2. Retirement of Mr Ian Williams

In accordance with the company's constitution, Item 10.3, Mr Ian Williams being eligible for election, does not seek to be re-elected as a member of the board of the company. Bougainville Copper Limited recognises the long and valuable service of Mr Williams to its deliberations, and thanks him for his contribution.

3. Election of Dame Carol Kidu as a member of the board.

Having been appointed by the board to fill a casual vacancy in April 2012, and in accordance with the company's constitution Item 10.5, Dame Carol Kidu now retires, and being eligible offers herself for re-election to the board as a director.

Dame Carol's details are below.

Carol Kidu, DBE Dr (Hons)

Age: 64

Appointed a director in April 2013

Dame Carol Kidu, (a teacher by profession) was first elected to Parliament in Papua New Guinea in 1997 and retired in the 2012 election. Between 2002 and 2012, she was the only woman in the 109 member Papua New Guinea Parliament and ended her political life as the Leader of the Opposition after a six month political impasse and Constitutional crisis.

She was the Minister for Community Development from 2002 until August 2011 and has been described as a "visionary reformer" because of her commitment to transform legislative and policy frameworks for social development in Papua New Guinea communities as they interface with Western society. She has championed integrated community development policies with a special focus on social justice for marginalised groups. In addition to her Ministerial work, she established the Parliamentary Committee on HIV in 2003 and the PNG Parliamentary Group on Population and Development (PNG PPD) in 2008.

Dame Kidu has been awarded three Honorary Doctorates; the Imperial Award of Dame of the British Empire; the PNG International Woman of Courage Award by the Secretary of State of the United States of America; Pacific Person of the Year in 2007; the Regional Rights Resource Team Pacific Human Rights Award for her contribution to promoting the rights of Pacific Islanders; the Cross of Knight in the Order of the Legion d'Honneur of the Republic of France. These awards have been to recognise her commitment to improving the rights of marginalised or neglected groups such as women, the disabled, children, HIV positive people and indigenous minorities.

Dame Kidu's international experience includes the Pacific representative on the Board of the Commonwealth of Learning; an international advisor on the Board of the Cairns Institute; a member of the Global Commission on HIV and the Law, a regional member of the Pacific Leaders Green Growth initiative, a non resident Fellow of the Lowy Institute; and a member of the High Level Taskforce on ICPD 2014 and beyond. She has recently been appointed as Asia/Pacific Patron of the Australian Centre for Leadership for Women and a Patron for the Australian Volunteers International (AVI).

The directors recommend that shareholders vote in favour of the election of Dame Carol Kidu.