



# COPPERMOLY Limited

ABN 54 126 490 855

## Notice of General Meeting – Wednesday, 19 March 2014

Notice is hereby given that a General Meeting of **Coppermoly Ltd** will be held at  
**Suite 1B, 91 Upton Street, Bundall, Queensland**  
on  
**Wednesday, 19 March 2014 at 11.00am (Queensland time)**  
for the purpose of transacting the business set out in this Notice.

If you are unable to attend the meeting you are encouraged to complete and return the enclosed Proxy Form which allows you to appoint a proxy to vote on your behalf.

The completed Proxy Form must be received by the Company no later than 11.00am (Queensland time) on Monday 17 March 2014, being 48 hours before the commencement of the meeting.

### **BUSINESS OF THE MEETING - AGENDA**

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#### **RESOLUTION 1 Ratification of the Previous Issue of Securities**

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

“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the Shareholders ratify the prior issue of 52,737,609 new shares at \$0.016 per share issued by way of private placement to Mr Ma Piwu on 31 December 2013.”

*Note: The Company will disregard any votes cast by Mr Ma Piwu and any associates of Mr Ma Piwu. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

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#### **RESOLUTION 2 Approval of Increase in the Pool for the Remuneration of Non-executive Directors**

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

“That in accordance with ASX Listing Rule 10.17, and for all other purposes, the maximum aggregate remuneration payable to non-executive directors as directors’ fees in any financial year be increased by \$100,000 from \$150,000 to \$250,000 per annum to be apportioned between them as determined by Board resolution, or in the absence of a resolution, equally between them.”

*Note: The Company will disregard any votes cast on this resolution by a Director of the Company and any associate of a Director. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

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#### **Final Item of Business:**

To transact any other business that may be lawfully brought forward in accordance with the Constitution of the Company and the Act.

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Refer to the Explanatory Notes for further information on the proposed resolutions.

By order of the Board  
M. Gannon  
Managing Director  
Dated: 10 February 2014

**HOW TO VOTE**

**ELIGIBILITY TO ATTEND AND VOTE**

You will be eligible to attend and vote at the meeting if you are registered as a holder of Coppermoly Limited shares at 7.00pm (Sydney time) on Monday, 17 March 2014.

**VOTING METHODS**

You may vote by either attending the meeting in person or by proxy.

A shareholder entitled to attend and vote at the meeting may appoint not more than two proxies to attend and vote as an alternative to attending the meeting in person.

A proxy need not be a shareholder of the Company.

A proxy appointment may be authorised by a shareholder in any manner approved by Directors (subject to the Act) and as specified in this Notice of Meeting.

An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or if the appointer is a corporation under its common seal or the hand of its duly authorised attorney.

Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholders' voting rights and neither proxy may vote on a show of hands.

Any corporation which is a shareholder of the Company, by a resolution of its director(s), may authorise any person it thinks fit to act as its representative at the meeting. That person acting in accordance with that authority until it is revoked by the corporation is entitled to exercise the same powers on behalf of that corporation as that corporation could exercise if it were a natural person who is a shareholder of the Company.

A proxy form and the authority, if any, under which it is signed or a copy of that authority certified as a true copy by statutory declaration must be completed and received at the registered office of the Company, as detailed below:

**BY MAIL:** Coppermoly Limited  
PO Box 6965  
Gold Coast Mail Centre  
Qld 9726 Australia

**BY FAX:** + 61 7 5592 1011

**IN PERSON:** Coppermoly Limited  
Suite 1B, 91 Upton Street  
Bundall Qld 4217 Australia

Proxy forms must be received **no later than 48 hours before the time for holding the meeting, i.e. before 11.00am (Queensland time) Monday, 17 March 2014.**

**NOTE**

Ordinary resolutions require the support of more than 50% of those shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those shareholders voting in person, by proxy, by representative or by attorney. All votes will be voted upon by a show of hands in the first instance. A poll may be demanded in accordance with the Company's constitution. Every shareholder who is present in person or by proxy will:

- On a show of hands: have one vote, or
- In a poll: have one vote for each share held by that person.

**VOTING EXCLUSION STATEMENT**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast by the following persons in respect of the noted Resolutions:

**Resolution 1**

The Company will disregard any votes cast by Mr Ma Piwu and any of his associates.

However the Company need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Resolution 2**

The Company will disregard any votes cast on this resolution by a Director of the Company and any associate of a Director.

However, the Company need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**EXPLANATORY NOTES**

**RESOLUTION 1: Ratification of Past Private Placement**

**(a) ASX Listing Rule 7.4**

Resolution 1 seeks ratification by Shareholders, for the purposes of ASX Listing Rule 7.4, of the private placement of 52,737,609 new ordinary shares, completed on 31 December 2013 (**Placement**).

ASX Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of Shareholders is required for the issue of equity securities if the equity securities will, when aggregated with the equity securities issued by the Company during the previous 12 months, exceed 15% of the number of equity securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 states that an issue by a company of equity securities made without prior approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the Company's Shareholders subsequently approve it.

Also, where an eligible entity obtains shareholder approval to increase its placement capacity by an additional 10% under ASX Listing Rule 7.1A, any equity securities issued under that additional placement capacity will not be counted in the variable used to calculate additional placement capacity under ASX Listing Rules 7.1 and 7.1A until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue). In addition, any equity securities issued under that additional placement capacity will reduce the balance of equity securities able to be issued under that additional capacity without prior shareholder approval until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue).

By having this Placement ratified by Shareholders, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 and an additional 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. This Placement came within the Company's 15% and additional 10% placement capacity under ASX Listing Rules 7.1 and 7.1A so Shareholder approval was not required in relation to the issue.

Shareholders approved the Company increasing its placement capacity by an additional 10% under ASX Listing Rule 7.1A at the 2013 Annual General Meeting.

***(b) ASX Listing Rule 7.5 disclosure requirements***

In accordance with the disclosure requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to enable them to consider and ratify the Placement in Resolution 1:

- (i) The number of securities issued were 52,737,609 ordinary shares;
- (ii) The new shares were issued at an issue price of \$0.016 (1.6 cents) per share on 31 December 2013;
- (iii) The new shares were allotted as fully paid ordinary shares and rank equally with all existing shares on issue;
- (iv) The new shares were issued to Mr Ma Piwu;
- (v) A total of \$843,802 (less issue costs) was raised by the Placement. The funds raised have been and will be used for further exploration work and general working capital purposes.

If Resolution 1 is not passed, the shares issued through the Placement will be counted towards the Company's 15% limit under ASX Listing Rule 7.1 and 10% limit under ASX Listing Rule 7.1A for a period of 12 months from the date of issue.

**RESOLUTION 2: Approval of Increase in the Pool for the Remuneration of Non-executive Directors**

ASX Listing Rule 10.17 and clause 17.1 of the Company's Constitution provide that an increase to the maximum aggregate amount of the remuneration payable as Directors' fees to Non-executive Directors is to be determined by a general meeting.

This resolution seeks Shareholder approval to increase the amount by \$100,000, from \$150,000 to \$250,000 in aggregate as the maximum Directors' fees payable to Non-executive Directors in each financial year, to be apportioned between them as determined by Board resolution, or in the absence of a resolution, equally between them.

The amount of \$250,000 in aggregate for the Non-executive Director fee pool will:

- Take into account adjustments for the effect of inflation in the years since the pool was first set in 2008;
- Give the Directors scope to appoint additional Non-executive Director(s) in the future to further strengthen and broaden the Board's skills, experience and governance framework; and
- Ensure that the pool is sufficient to attract and retain the calibre of Directors required.

## **NOTICE OF MEETING *CONTINUED***

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### **GLOSSARY**

**\$** means Australian dollars.

**Act** means Corporations Act 2001 (Commonwealth).

**ASX** means ASX Limited.

**Board** means the current board of directors of the Coppermoly Limited.

**Company** means Coppermoly Limited (ACN 126 490 855).

**Explanatory Notes** means the notes included in the Notice which convened this meeting.

**Notice** means the Notice of General Meeting.

**Queensland time** means Australian Eastern Standard Time.

**Share** means a fully paid ordinary share in the capital of the Company.

**Sydney time** means Australian Eastern Daylight Time.

#### **Registered Office:**

Coppermoly Limited (ABN 54 126 490 855)

Suite 1B, 91 Upton Street

Bundall QLD 4217

Australia

[www.coppermoly.com.au](http://www.coppermoly.com.au)



#### All Correspondence to:

✉ **By Mail** Coppermoly Limited  
PO Box 6965  
Gold Coast Mail Centre Qld 9726  
Australia

✉ **By Email:** info@coppermoly.com.au

💻 **Online:** www.coppermoly.com.au

☎ **By Phone:** +61 7 5592 1001

📠 **By Fax:** +61 7 5592 1011

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11am (Queensland time) Monday, 17<sup>th</sup> March 2014.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11am (Queensland Time) on Monday, 17<sup>th</sup> March 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

📠 **By Fax** + 61 7 5592 1011

✉ **By Mail** Coppermoly Limited  
PO Box 6965  
Gold Coast Mail Centre QLD 9726 Australia

👤 **In Person** Suite 1B, 91 Upton Street,  
Bundall QLD 4217 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Coppermoly Limited

ABN 54 126 490 855

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Coppermoly Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the Company's registered office located at **Suite 1B, 91 Upton Street, Bundall, Queensland on Wednesday, 19<sup>th</sup> March 2014 at 11am (Queensland time)** and at any adjournment of that meeting, to act 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.

If you do not wish to direct the Chairman as your proxy to vote on resolution 2, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by the Chair of the meeting for resolution 2, other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on resolution 2 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

|              |  | For                      | Against                  | Abstain*                 |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Ratification of the Previous Issue of Securities - 52,737,609 new shares on 31 December 2013 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Approval of Increase in the Pool for the Remuneration of Non-executive Directors             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014