



COPPERMOLY
Limited

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ASX Announcement

30 January 2015

ASX Code: COY

NOTICE OF EXTRAORDINARY GENERAL MEETING

Coppermoly Ltd advises that it will be holding an Extraordinary General Meeting at its registered office at 11am on Wednesday 4 March 2015.

The Notice of Meeting and Proxy Form, attached below, was mailed to Shareholders today.

On behalf of the Board.

Paul Schultz
Company Secretary
Coppermoly Ltd

About Coppermoly: Coppermoly's mineral exploration activities are focused entirely on the island of New Britain in Papua New Guinea where it holds 6 exploration licences. These licences cover copper, gold, silver, zinc, molybdenum and iron mineralisation. The tenements are Nakru, Simuku, Talelumas, Makmak, Powell and Wowonga.



ABN 54 126 490 855

Notice of General Meeting – Wednesday 4 March 2015

Notice is hereby given of an Extraordinary General Meeting of Coppermoly Limited (**Company**) to be held at the Company's registered office located at

Suite 1B, 91 Upton Street, Bundall, Queensland

on

Wednesday 4 March 2015 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 2 March 2015, being 48 hours before the commencement of the meeting.

ORDINARY BUSINESS

RESOLUTION 1 Ratification of Prior Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 30,000,000 Shares to Jade Triumph on 15 December 2014, issued at an issue price of \$0.01 per Share, on the terms and conditions contained in the Explanatory Notes, be ratified."

Note: The Company will disregard any votes cast by Jade Triumph and any Associates of Jade Triumph. However, the Company need not disregard a vote if it is cast by 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.

RESOLUTION 2 Ratification of Prior Issue of Convertible Notes and Options

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 38,750,000 Convertible Notes, issued at an issue price of \$0.02 per note (each note being convertible into one Share), and 12,916,666 Attaching Options (each exercisable into one Share at an exercise price of \$0.03 per Share), to Jade Triumph on 19 December 2014, on the terms and conditions contained in the Explanatory Notes, be ratified."

Note: The Company will disregard any votes cast by Jade Triumph and any Associates of Jade Triumph. However, the Company need not disregard a vote if it is cast by 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.

RESOLUTION 3 Approval to Issue Convertible Notes and Attaching Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 21,250,000 Convertible Notes, to be issued at an issue price of \$0.02 per note (each note being convertible into one Share), and 7,083,333 Attaching Options (each exercisable into one Share at an exercise price of \$0.03 per Share), to Jade Triumph, on the terms and conditions contained in the Explanatory Notes, be approved.”

Note: The Company will disregard any votes cast by Jade Triumph and any person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed, and any Associates of those persons. However, the Company need not disregard a vote if it is cast by the person chairing the meeting as, or anyone acting 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.

RESOLUTION 4 Approval to Issue Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 21,963,933 unlisted Options (each exercisable into one Share at an exercise price of \$0.03 per Share) to Barrick (or its nominee), on the terms and conditions contained in the Explanatory Notes, be approved.”

Note: The Company will disregard any votes cast by Barrick (or its nominee) and any person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed, and any Associates of those persons. However, the Company need not disregard a vote if it is cast by the person chairing the meeting as, or anyone acting 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.

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.

Please refer to the Explanatory Notes for further information on the proposed resolutions.

By order of the Board
M. Howard
Non-executive Director
Dated: 30 January 2015

HOW TO VOTE

ELIGIBILITY TO ATTEND AND VOTE

You will be eligible to attend and vote at the EGM if you are registered as a holder of Shares at 7.00pm (Sydney time) on Monday 2 March 2015.

VOTING METHODS

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

A Shareholder entitled to attend and vote at the EGM 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.

Where a Shareholder appoints an attorney to act on his/her behalf at the EGM, such appointment must be made by a duly executed power of attorney. An attorney must provide at the point of entry to the EGM written evidence of their appointment (original or certified copy), their name and address and the identity of their appointer.

Any corporation which is a Shareholder may, by a resolution of its director(s), authorise any person it thinks fit to act as its representative at the EGM. 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.

For Proxy Forms without voting instructions that are exercisable by the Chair of the EGM, the Chair of the EGM intends to vote those proxies in the manner stated in the Explanatory Notes. The Chair of the EGM will be deemed to be appointed where a signed Proxy Form is returned that does not contain the name of the proxy or where the person appointed on the Proxy Form is absent from the EGM.

PROXY FORM

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 office of Coppermoly Limited, as detailed below:

BY MAIL:	Coppermoly Limited PO Box 6965 Gold Coast Mail Centre Qld 9726 Australia	IN PERSON:	Coppermoly Limited Suite 1B, 91 Upton Street Bundall Qld 4217 Australia
BY FAX:	+ 61 7 5510 3997	BY EMAIL:	info@coppermoly.com.au

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 2 March 2015.**

NOTE

Ordinary resolutions require that more than 50% of the votes cast, in person, by proxy, by representative or by attorney, are cast in favour of the resolution.

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.

EXPLANATORY NOTES

Outline

These Explanatory Notes have been prepared to assist Shareholders consider the business to be conducted at the EGM.

The Explanatory Notes form part of the Notice of Meeting and explain the Resolutions to be put to Shareholders at the EGM. The Directors recommend that Shareholders read the Notice, including the Explanatory Notes, in full before making any decision in relation to the Resolutions.

The Explanatory Notes include the following information to assist Shareholders:

- Section 1: Details of Resolutions
- Section 2: Summary of Terms of Convertible Notes and Attaching Options
- Section 3: Glossary
- Section 4: Corporate Directory

A Proxy Form is attached at the end of the Notice.

SECTION 1 - DETAILS OF RESOLUTIONS

Resolutions 1 and 2 seek Shareholder ratification for the prior issue of equity securities in accordance with ASX Listing Rule 7.4.

As approval is required for Resolutions 1 and 2 for the same reasons, the explanations for these two Resolutions have been contained in this single summary.

Background

On 12 December 2014, the Company entered into a placement and convertible note agreement with Jade Triumph (**Agreement**), pursuant to which Jade Triumph agreed to subscribe for, and the Company agreed to issue to Jade Triumph:

- (a) 30,000,000 Shares, at an issue price of \$0.01 (**Placement Shares**); and
- (b) 60,000,000 Convertible Notes, at an issue price of \$0.02, together with 19,999,999 unlisted attaching Options (for no additional consideration) (**Attaching Options**).

Jade Triumph is an investment consortium of geologists and financial professionals. Jade Triumph has substantial interests in coal and base metal projects from greenfield exploration to operating mines in China.

However, at the time of entering the Agreement, the Company did not have sufficient capacity to issue all of the Placement Shares and Convertible Notes in reliance on ASX Listing Rules 7.1 and 7.1A. Accordingly, the Agreement was structured so that the capital raising would be undertaken in two separate tranches, comprising the:

- (a) initial upfront issue of the Placement Shares and 38,750,000 Convertible Notes (together with 12,916,666 Attaching Options), which occurred on 19 December 2014 (**Upfront Tranche**); and
- (b) subsequent issue of 21,250,000 Convertible Notes (together with 7,083,333 Attaching Options), which was conditional on the Company first obtaining Shareholder approval (**Conditional Tranche**).

Accordingly, Resolutions 1 and 2 seek ratification for the issue of Shares, Convertible Notes and Attaching Options that occurred as part of the Upfront Tranche. Resolution 3, set out on page 7 of these Explanatory Notes, seeks approval to issue the Convertible Notes and Attaching Options that make up the Conditional Tranche.

ASX Listing Rule 7.4

Broadly, ASX Listing Rules 7.1 and 7.1A (together) provide that, subject to certain exceptions, the prior approval of Shareholders is required in order to issue, or agree to issue, equity securities if the equity securities will, when aggregated with all other equity securities issued by the Company during the previous 12 months, exceed the number that is equal to 25% of the number of equity securities on issue on the date that was 12 months prior to the date the equity securities were issued, or agreed to be issued (as applicable).

ASX Listing Rule 7.4 provides that an issue of equity securities made without the prior approval of Shareholders in accordance with ASX Listing Rules 7.1 and 7.1A, is treated as having been made with the approval of Shareholders if the issue did not breach the ASX Listing Rules at the time of issue and the Company's Shareholders subsequently ratify it.

Accordingly, as the Placement Shares, Convertible Notes and Attaching Options issued as part of the Upfront Tranche were issued in reliance on ASX Listing Rules 7.1 and 7.1A:

- (a) Resolution 1 seeks Shareholder ratification of the 30,000,000 Placement Shares; and
- (b) Resolution 2 seeks Shareholder ratification of the 38,750,000 Convertible Notes and 12,916,666 Attaching Options,

issued to Jade Triumph in accordance with the Upfront Tranche, for the purposes of ASX Listing Rule 7.4.

If Resolution 1 and/or 2 are not passed, the relevant Shares and/or Convertible Notes and Attaching Options issued to Jade Triumph will be required to be included when calculating the Company's 25% placement capacity contained in ASX Listing Rules 7.1 and 7.1A, reducing the Company's ability to raise further funds through the issue of equity securities in the future, without first obtaining Shareholder approval.

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 assist Shareholders in considering whether to approve Resolutions 1 and 2:

Detail	Resolution 1	Resolution 2
Number of securities	30,000,000 Shares.	(a) 38,750,000 Convertible Notes; and (b) 12,916,666 Attaching Options.
Issue Price	The Shares were issued at an issue price of \$0.01 (1 cent).	The Convertible Notes were issued at an issue price of \$0.02 (2 cents) and the Attaching Options were issued for no additional consideration.
Terms	The Shares were allotted as fully paid ordinary Shares and rank equally with all existing Shares on issue (from their date of issue).	Additional details regarding the terms of the Convertible Notes and Attaching Options are contained in Section 2 of these Explanatory Notes. However, in summary: (a) Each Convertible Note has a face value of \$0.02, accrues interest at a rate of 7% per annum, (repayable at maturity) and may be converted into one Share at the request of the note-holder at any time prior to 19 December 2016 (Maturity Date), subject to not having first been repaid by the Company (at its option); and (b) the unlisted Options are exercisable into Shares (at the option of the Optionholder) at any time up to 19 December 2016, at an exercise price of \$0.03 per Option, subject to the Optionholder only being entitled to convert one Option for every three Convertible Notes that have been converted into Shares.
Name of Allottee	The Shares were issued to Jade Triumph.	The Convertible Notes and Attaching Options were issued to Jade Triumph.
Use of funds	A total of \$300,000 (before costs) was raised through the Placement, which has been and will be used for general working capital purposes.	A total of \$775,000 was raised from the issue of the Resolution 2 securities, which has been and will be used for exploration and general working capital purposes. An additional \$387,500 will be raised if all of the Attaching Options that are the subject of Resolution 2 are exercised.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2. The Chair of the EGM intends to vote all undirected proxies in favour of Resolutions 1 and 2.

RESOLUTION 3 Approval to Issue Convertible Notes and Attaching Options

Resolution 3 seeks Shareholder approval for the issue of 21,250,000 Convertible Notes and 7,083,333 Attaching Options to Jade Triumph in accordance with the Conditional Tranche of the securities agreed to be issued pursuant to the Agreement and referred to above, for the purposes of ASX Listing Rule 7.1.

Specifically, as noted previously, ASX Listing Rule 7.1 provides that, subject to certain exceptions, the prior approval of Shareholders is required in order for the Company to issue, or agree to issue, equity securities if the equity securities will, when aggregated with all other equity securities issued by the Company during the previous 12 months, exceed the number that is equal to 25% of the number of securities on issue on the date that is 12 months' prior to the date that the securities are issued, or agreed to be issued (as applicable).

Accordingly, as the issue of the Conditional Tranche securities would exceed the 25% threshold provided for by the ASX Listing Rules 7.1 and 7.1A, Shareholder approval is required for the issue of the Conditional Tranche securities in accordance with ASX Listing Rule 7.1.

As at the date that this Notice of Meeting was approved, Jade Triumph had Voting Power in the Company of approximately 7.8%.

However, as Shareholder approval has not been obtained, and is not currently being sought, for Jade Triumph to increase its Voting Power in the Company above 20%, Jade Triumph will be prevented from converting Convertible Notes into Shares if the issue would result in Jade Triumph, or another person, increasing its Voting Power in the Company above 20%, unless Shareholder approval is separately obtained to enable that to occur, or a separate exception to the restrictions contained in section 606 of the Corporations Act applies (i.e. the "3% creep" exception).

ASX Listing Rule 7.3 disclosure requirements

In accordance with the disclosure requirements of ASX Listing Rule 7.3, the following additional information is provided to assist Shareholders in considering whether to approve the issue of the Conditional Tranche securities in accordance with Resolution 3.

- (a) The number of securities issued will be:
 - (i) 21,250,000 Convertible Notes and
 - (ii) 7,083,333 unlisted Options;
- (b) The Conditional Tranche securities will be issued within 20 business days of obtaining Shareholder approval at the EGM.
- (c) The Convertible Notes will be issued at an issue price of \$0.02 per Convertible Note and the Attaching Options will be issued for no additional consideration;
- (d) The Conditional Tranche securities will be issued to Jade Triumph;
- (e) The terms of the Conditional Tranche securities are the same as the Resolution 2 securities, which terms are summarised in Section 2 of these Explanatory Notes.
- (f) A total of \$425,000 will be raised from the issue of the Conditional Tranche securities, which will be used for further exploration work and general working capital purposes. An additional \$212,500 will be raised if all of the Attaching Options that are the subject of Resolution 3 are exercised.

If Shareholder approval is not obtained for the issue of Conditional Tranche securities, the Company will be prohibited from issuing the Conditional Tranche securities and will be required to consider and pursue other options for raising the necessary funds to meet its working capital requirements and undertake further exploration activity, which may or may not be on less favourable terms than those contained in the Agreement.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolutions 3. The Chair of the EGM intends to vote all undirected proxies in favour of Resolution 3.

RESOLUTION 4 - Approval of Issue of unlisted Options

Resolution 4 seeks Shareholder approval to issue 21,963,933 unlisted Options to Barrick (or its nominee) (**Barrick Options**) for the purposes of ASX Listing Rule 7.1.

Specifically, as previously announced to the ASX on 19 December 2014, it was initially a condition to Barrick agreeing to receive Shares in satisfaction of the second payment of \$1,317,836 (cash) due to it from the Company in accordance with the terms of the Re-Acquisition Agreement, that the Company first raise a minimum of \$1,200,000 through the issue of equity securities on or before 31 December 2014 (**Condition Precedent**).

However, due to restrictions contained in the ASX Listing Rules, the Company was only able to raise \$1,075,000 prior to that date (which it has done through the Placement Shares and Convertible Notes that are the subject of Resolutions 1 and 2).

As a result, Barrick waived the Condition Precedent on the condition that the Company agree to:

- (a) issue Barrick (or its nominee) the Barrick Options, subject to the Company first obtaining Shareholder approval; and
- (b) if Shareholder approval is not obtained on or before 19 March 2015, paying Barrick a cash sum of \$44,000.

Accordingly, Shareholder approval is now being sought to issue the Barrick Options to Barrick (or its nominee) for the purposes of ASX Listing Rules 7.1. If Shareholder approval is not obtained on or before 19 March 2015, the Company will be required to pay Barrick a cash sum of \$44,000.

As at the date that this Notice of Meeting was approved, Barrick had Voting Power in the Company of approximately 19.1%.

It is important to note that, as Shareholder approval has not been, and is not currently being sought for Barrick (or its nominee) to increase its Voting Power in the Company above 20%, the holder of the Barrick Options will be prevented from exercising the Options if the issue would result in it or another person increasing its Voting Power in the Company above 20%, unless Shareholder approval is separately obtained to enable that to occur, or a separate exception to the restrictions contained in section 606 of the Corporations Act applies (i.e. the "3% creep" exception).

ASX Listing Rule 7.3 disclosure requirements

In accordance with the disclosure requirements of ASX Listing Rule 7.3, the following additional information is provided to assist Shareholders in considering whether to approve the issue of the Barrick Options:

- (a) The number of securities issued will be 21,963,933 unlisted Options, which was determined on the basis of one Barrick Option for every three Shares issued to it in satisfaction of the second payment due to it (being the ratio of Attaching Options received by Jade Triumph for each Convertible Note issued to it).
- (b) The Options will be issued as soon as practicable after receiving Shareholder approval pursuant to Resolution 4 and will, in any event, be issued within three months following the date of the EGM.
- (c) The Barrick Options have a deemed issue price of \$0.002 per Option, which is derived by applying a Black-Scholes valuation using the following additional inputs:
 - (i) Share price of \$0.006;
 - (ii) Expected volatility of 119.2%;
 - (iii) No expected dividends; and
 - (iv) A risk free interest rate of 2.51% (based on the Commonwealth Government 2 year bond yield at 30 Nov 2014);
- (d) The Barrick Options will be issued to Barrick, or its nominee;

- (e) Broadly, the terms of the Barrick Options are as follows:
 - (i) Each Option entitles the holder to subscribe for one Share on payment to Coppermoly of the sum of \$0.03; and
 - (ii) Each Option is exercisable at any time on giving written notice to Coppermoly, prior to the date that is 24 months after their date of issue; and
 - (iii) The Attaching Options do not provide a right to participate in any new issue of securities or other entitlements offered to Shareholders during the term of the Attaching Options and Coppermoly may amend their terms in such manner as may be required to comply with ASX Listing Rule 7.22; and
- (f) No funds have or will be raised from the issue of the Barrick Options, however, if all of the Barrick Options are exercised the Company will receive \$658,918.

If Resolution 4 is not passed, the Company must make a cash payment to Barrick of \$44,000, being the theoretical value of the Barrick Options using a Black-Scholes valuation (as at the date that they were agreed to be issued).

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 4. The Chair of the meeting intends to vote all undirected proxies in favour of Resolution 4.

Section 2 – Summary of Terms of Convertible Notes, Attaching Options

The terms of the Convertible Notes and Attaching Options that are the subject of Resolutions 2 and 3 are as follows:

- (a) interest will accrue daily on all Convertible Notes that have not yet been repaid or converted into Shares from their date of issue at a rate of 7% per annum;
- (b) the full face value of all outstanding Convertible Notes and any interest thereon (**Amounts Owing**) will be repayable to Jade Triumph on 5.00pm on 19 December 2016 (**Maturity Date**);
- (c) the Company may, at any time prior to the Maturity Date, elect to repay all or any part of the Amounts Owing (**Repayment Amount**) by making payment of such amount of the Amounts Owing that it wishes to repay and by giving written notice to the holder of the Convertible Notes Subscriber once payment had been made, a fee of an amount equal to 5% of the Repayment Amount;
- (d) the Noteholder may, at any time prior to 5:00pm AEST on the Maturity Date, elect to convert all or any of the Convertible Notes into Shares, subject to such conversion being a Converted Amount of not less than \$50,000;
- (e) the Convertible Notes do not confer any rights to attend, participate in or vote at Shareholders' meetings, any rights to dividends, and are not transferable unless the Company agrees in writing;
- (f) each Attaching Option:
 - (i) entitles the holder to subscribe for one Share on payment to the Company of the sum of \$0.03 (3 cents);
 - (ii) is exercisable at any time on giving written notice to the Company, prior to the Maturity Date, subject to the Holder only being entitled to exercise:
 - 1) such number of Options that is a multiple of 1,000,000 Options; and
 - 2) one Option for every three Shares it is issued on conversion of a Convertible Note to a Share; and
 - (iii) does not provide the Optionholder right to participate in any new issue of securities or other entitlements offered to Shareholders during the term of the Attaching Options and the Company may amend their terms in such manner as may be required to comply with ASX Listing Rule 7.22.

SECTION 3 - GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Act means *Corporations Act 2001 (Commonwealth)*.

Associate has the meaning ascribed to that term in the Corporations Act.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of the ASX.

Attaching Options means the Options the subject of Resolutions 2 and 3, which have or will be issued to Jade Triumph for no additional consideration and otherwise have the terms and conditions set out in the Explanatory Notes.

Barrick means Barrick (PNG Exploration) Limited, a subsidiary of Barrick Gold Corporation.

Board means the Board of Coppermoly Ltd.

Convertible Notes means the unsecured convertible notes having the terms and conditions summarised in Section 2 of the Explanatory Notes.

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

Copper Quest means Copper Quest PNG Limited, a wholly owned subsidiary of Coppermoly Ltd.

EGM means the Extraordinary General Meeting to be held on **Wednesday 4 March 2015**.

Jade Triumph means Jade Triumph International Limited.

Notice means the Notice of Extraordinary General Meeting.

Option means an option to acquire a Share.

Ordinary Share and Share means a fully paid ordinary Share in the capital of Coppermoly Ltd that ranks equally with all existing Shares on issue.

Queensland time means Australian Eastern Standard Time (**AEST**).

Re-Acquisition Agreement means the re-acquisition agreement between the Company, Copper Quest and Barrick dated 14 October 2014 (as amended).

Sydney time means Australian Eastern Daylight Time (**AEDT**).

Voting Power has the meaning ascribed to that term in the Corporations Act.

SECTION 4 - CORPORATE DIRECTORY

Coppermoly Limited (ABN 54 126 490 855)

Directors

Mr Michael Howard (Non-Executive Director)

Mr Ben Faulkner (Non-Executive Director)

Mr Kevin Grice (Non-Executive Director)

Company Secretary

Mr Paul Schultz

Registered office

Suite 1B, 91 Upton Street,

Bundall, Queensland 4217

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Facsimile: +61 7 5510 3997

Email: info@coppermoly.com.au

Website: www.coppermoly.com.au

All Correspondence to:

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Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Queensland Time) on Monday 2 March 2015.**

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 **11:00am (Queensland Time) on Monday, 2 March 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

💻 Online	info@coppermoly.com.au
📠 By Fax	+ 61 7 5510 3997
✉ By Mail	Coppermoly Limited PO Box 6965 Gold Coast Mail Centre QLD 9726 Australia
👤 In Person	Coppermoly Limited 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 Extraordinary General Meeting of the Company to be held at the Company's registered office located at **Suite 1B, 91 Upton Street, Bundall, QLD 4217 on Wednesday 4 March 2015 at 11.00am (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.

Chair of the EGM authorised to exercise undirected proxies: If I/we have appointed the Chair of the EGM as my/our proxy or the Chair of the EGM becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,2,3 and/ or 4, I/we expressly authorise the Chair of the EGM to exercise my/our proxy in respect of every Resolution at their discretion.

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 Prior Issue of Shares – 30,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of the Prior Issue of Securities – 38,750,000 convertible notes and 12,916,666 unlisted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of Securities – 21,250,000 convertible notes and 7,083,333 unlisted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Unlisted Options - 21,963,933 unlisted Options	<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 / / 2015