



Notice of Annual General Meeting – 16 November 2011

Notice is hereby given that the Annual General Meeting of Coppermoly Ltd will be held at **The Winner's Circle Room, Gold Coast Turf Club, Racecourse Drive, Surfers Paradise, Queensland on Wednesday 16th November 2011 at 1.00pm (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 Coppermoly Limited no later than 1pm (Queensland time) on Monday 14th November 2011, being 48 hours before the commencement of the meeting.

BUSINESS

Financial Report

1. To receive the financial report of the Company and the reports of the Directors and of the Auditors for the financial year ended 30 June 2011.

Note: There is no requirement for shareholders to approve the reports.

Remuneration Report

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

“That, the Remuneration Report for the financial year ended 30 June 2011 as disclosed in the Company's Annual Report be adopted.”

Note: This Resolution is advisory only and does not bind the Company or the Directors.

The Chairman of the meeting will not vote undirected proxies in regard to this resolution. Please refer to the attached Explanatory Notes.

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

By order of the Board
M. Gannon
Director & Company Secretary
Dated: 10 October 2011

NOTICE OF MEETING CONTINUED

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 (Brisbane time) on 14 November 2011.

VOTING METHODS

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

A shareholder entitled to attend and vote at the AGM 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 directors may authorise any person it thinks fit to act as its representative at the AGM. 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 returned to the Secretary at the registered office or forwarded to:

P.O. Box 6965, Gold Coast Mail Centre, Queensland 9726, Australia.

Proxy forms must be received **no later than 48 hours before the time for holding the meeting, i.e. before 1pm (Queensland time) Monday 14 November, 2011.**

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. There are no special resolutions proposed at this AGM.

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

There are no voting exclusions other than the voting exclusion applicable to directors and other key management personnel of Coppermoly Limited and their closely related parties.

EXPLANATORY NOTES

Financial Report

The Act requires that the financial report be presented to the AGM. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the AGM.

Apart from the matter involving the Remuneration Report, which is required to be voted upon, neither the Act nor the Company's Constitution requires a vote of shareholders at the AGM on the report. Shareholders will be given ample opportunity to raise questions with respect to the report at the meeting.

Remuneration Report

The Remuneration Report is set out in Coppermoly Limited's 2011 Annual Report which is also available on the Company's website www.coppermoly.com.au.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Item 2 (Remuneration Report). If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Item 2 (Remuneration Report) by marking either **"For", Against"** or **"Abstain"** on the proxy form for that item of business.

The Remuneration Report identifies Coppermoly Limited's key management personnel for the financial year to 30 June 2011. Their closely related parties are defined in the Act and include certain of their family members, dependents and companies they control.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Notes:

- The cash salaries and fees paid to Directors are modest and at or below industry levels.
- Non-Executive Directors receive fees of between \$20,000 and \$25,000 per annum.
- The values of options shown in the Remuneration Report are accounting (Black-Scholes) valuations and do not represent or equate to cash payments. All options that have been issued to Directors to-date are subject to substantial share price performance hurdles.
- The Directors and Officer's Option Plan and all options issued to Directors to-date were approved by shareholders at the Company's 2010 Annual General Meeting.

The Act requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation this vote will be advisory only and does not bind the Directors or the Company.

Retirement of Director

Article 16.1 of the Company's Constitution provides that one-third of the Company's Directors (excluding Directors appointed under Article 15.4 or Article 19.3 and the Managing Director) will retire from office and be eligible for re-election each year.

A Director who retires by rotation is eligible to offer himself for re-election.

Mr Robert McNeil (B.Sc., M.Sc.) has notified the Company that he will retire at the close of the Company's 2011 Annual General Meeting and will not stand for re-election.

GLOSSARY

- **The Act** means Corporations Act 2001 (Commonwealth).
- **Explanatory Notes** means the notes included in the Notice which convened this meeting.
- **Notice** means the Notice of Annual General Meeting.
- **Remuneration Report** means the remuneration report which forms part of the Director's Report on Coppermoly Limited for the financial year ended 30 June 2011 and which is set out in the 2011 Annual Report.

Registered Office:

Coppermoly Limited (ABN 54 126 490 855)
Level 1, 94 Bundall Road
Bundall QLD 4217
Australia
www.coppermoly.com.au

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>

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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 1PM MONDAY 14th NOVEMBER 2011

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy mark the box. If you wish to appoint someone other than the Chairman 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 Chairman 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.

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.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) 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.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form and, if applicable, any Power of Attorney under which it is signed must be received at an address given below **by 1pm on Monday 14th November 2011**, i.e. not later than 48 hours before the commencement of the meeting at 1pm on Wednesday, 16th November 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged:

BY MAIL - Coppermoly Limited - PO Box 6965
Gold Coast Mail Centre QLD 9726 Australia

BY FAX - + 61 7 5592 2275

IN PERSON - Coppermoly Limited,
Level 1, 94 Bundall Road, 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

<Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>
 <Address 6>

<BARCODE>

STEP 1 - Appointment of Proxy

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

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Coppermoly Limited to be held at The Winner's Circle Room, Gold Coast Turf Club, Racecourse Drive, Surfers Paradise, Queensland on Wednesday the 16th of November 2011 at 1pm** 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 the Chairman of the Meeting is appointed as your proxy or may be appointed by default and you do not wish to direct him how to vote in respect of a resolution please mark this box. By marking this box you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution. Any votes cast by the Chairman of the Meeting in respect of any resolution in which he has an interest, other than as proxy holder, will be disregarded. If you do not mark this box and you have not directed your proxy how to vote the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

	For	Against	Abstain*
BUSINESS			
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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 votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2011

STEP 4 - Lodgement of a Proxy

This Proxy Form and any Power of Attorney under which it is signed must be received by Coppermoly Ltd by **1pm on Monday, 14th November 2011**.

BY MAIL - Coppermoly Limited - PO Box 6965 **BY FAX -** + 61 7 5592 2275 **IN PERSON -** Coppermoly Limited, Level 1, 94 Bundall Road, Bundall QLD 4217 Australia