



COPPERMOLY
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ASX Announcement

Date: 7 March 2013

ASX Code: COY

**EXTRAORDINARY GENERAL MEETING
AND BOARD RECOMMENDATIONS**

As advised to the ASX on 4 March 2013, Coppermoly Limited (**Coppermoly**) has received a request from shareholders who collectively hold more than 5% of the votes that may be cast at a general meeting (**Requisitioning Shareholders**), to convene an extraordinary general meeting of Coppermoly shareholders (**EGM**) to consider the removal of Dr Geoff Booth, Mr Maurice Gannon, Mr Ben Faulkner and Mr Shawn Uldridge as directors of Coppermoly, and the appointment of four directors nominated by the Requisitioning Shareholders.

The Coppermoly board of directors (**Board**) has resolved to hold EGM on Friday at 11:00am, 10th April 2013 at The Winner's Circle Room, Gold Coast Turf Club, Racecourse Drive, Surfers Paradise, Queensland.

Attached to this announcement is a copy of the notice of meeting convening the EGM that has today been dispatched to Coppermoly's shareholders.

Coppermoly has not received a members' statement from the Requisitioning Shareholders.

Coppermoly advises that:

- (a) The Coppermoly Board (other than Dr Booth) intend to recommend that Shareholders vote **against** the proposed resolution to remove Dr Booth as a director of Coppermoly;
- (b) The Coppermoly Board (other than Mr Gannon) intend to recommend that Shareholders vote **against** the proposed resolution to remove Mr Gannon as a director of Coppermoly;
- (c) The Coppermoly Board (other than Mr Faulkner) intend to recommend that Shareholders vote **against** the proposed resolution to remove Mr Faulkner as a director of Coppermoly;
- (a) The Coppermoly Board (other than Mr Uldridge) intend to recommend that Shareholders vote **against** the proposed resolution to remove Mr Uldridge as a director of Coppermoly; and
- (d) The Coppermoly Board intend to recommend that Shareholders vote **against the** the proposed resolution to appoint the four nominee directors of the Requisitioning Shareholders as directors of Coppermoly.

Dr Booth, Mr Gannon, Mr Faulkner and Mr Uldridge do not intend to make any recommendation in their capacity as directors of Coppermoly, and have each abstained from, the Board's consideration of its recommendation in relation to the resolutions to remove themselves, respectively.

Maurice Gannon
Managing Director / Company Secretary

COPPERMOLY LIMITED

ABN 54 126 490 855

Notice of Extraordinary General Meeting

to be held at **11:00am (AEST)** on
WEDNESDAY 10TH APRIL 2013

**At THE WINNER'S CIRCLE ROOM, GOLD COAST TURF CLUB
RACECOURSE DRIVE
SURFERS PARADISE
QUEENSLAND, AUSTRALIA**

This is a new notice of meeting calling for a new extraordinary general meeting, which is separate and distinct to the notice of meeting sent to shareholders for **the meeting previously scheduled for 8 March 2013, which has been cancelled**

This extraordinary general meeting has been requisitioned by certain members of the Company under section 249D of the *Corporations Act 2001* (Cth).

As any Proxy Forms previously submitted for the meeting scheduled for 8 March 2013 will be invalid, **Shareholders will need to submit new Proxy Forms** for the New EGM

Each of the resolutions are **OPPOSED BY THE CURRENT DIRECTORS** (other than a Director who is subject to the resolution to remove themselves), who consider that

**THE PROPOSED RESOLUTIONS ARE NOT IN THE BEST INTERESTS OF COPPERMOLY
OR THE VAST MAJORITY OF SHAREHOLDERS**

If you have questions about the meeting or the resolutions to be voted on please call the shareholder information line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) Monday to Friday between 9.00am and 5.00pm (AEDST).

If you have recently sold all of your Coppermoly shares, please disregard this document

Chairman's Letter

7 March 2013

Dear Coppermoly Shareholder,

As you are aware, Vangold Resources Ltd and Pacific Kanon Gold Corporation (**Requisitioning Shareholders**) recently requested that Coppermoly Limited (**Coppermoly**) hold an extraordinary general meeting of shareholders (**Original EGM**), to consider the removal of Mr Maurice Gannon and Mr Shawn Uldridge as Directors of Coppermoly, and the appointment of two Directors nominated to represent the Requisitioning Shareholders, which was scheduled to occur on 8 March 2013.

However, on 1 March 2013, Coppermoly received notice from the Requisitioning Shareholders:

- (a) withdrawing their previous requisition notice, and requesting that Coppermoly cancel the Original EGM scheduled for 8 March 2013; and
- (b) requesting that Coppermoly convene a further extraordinary general meeting of Coppermoly shareholders (**New EGM**) to remove **all of the Directors** of Coppermoly and appoint four new Directors nominated by the Requisitioning Shareholders.

Accordingly, Coppermoly has now cancelled the Original EGM and has convened this New EGM (as required by the Corporation Act).

As the Requisitioning Shareholders have not provided Coppermoly or its shareholders with any guidance as to their intentions for Coppermoly, if the proposed resolutions are passed and the Requisitioning Shareholders are successful in obtaining control of Coppermoly, the future of Coppermoly is unknown.

Further, the Directors remain concerned for Coppermoly's future independence if its board of directors comprises individuals who have been nominated by the Requisitioning Shareholders, who hold less than 10% of Coppermoly's shares. This is particularly the case where an associate of the Requisitioning Shareholder has previously expressed a desire to have a first right of refusal for all future capital raisings undertaken by Coppermoly.

Each of the resolutions are **opposed** by the current Directors (other than a Director who is subject to the resolution to remove themselves¹), who consider that the proposed resolutions are **not in the best interests of Coppermoly** or the vast majority of its shareholders.

Further information regarding the background to the Original EGM and the previous requisition is contained in the notice of meeting that was sent to shareholders on 6 February 2013, which is also available on Coppermoly's website and the ASX announcements platform.

As this background has not changed since the Requisitioning Shareholders requested that Coppermoly convene the Original EGM, the Board is increasingly concerned that the primary aim of the Requisitioning Shareholders is to obtain control of Coppermoly without making a takeover offer and paying shareholders a fair price for obtaining control of the Company.

The Directors (other than the Directors to whom the specific resolutions relate) encourage you to **vote AGAINST each of Resolutions 1 to 8** as set out in the notice of meeting. Each of the Directors has abstained from considering and providing a recommendation on the resolutions to remove ourselves, but each recommend that you **vote against all other resolutions**.

The current Directors deplore the additional costs and inconvenience that will be caused by the further requisition that has been lodged by the Requisitioning Shareholders, and appreciates your ongoing support through this process.

If you have any questions or need assistance with the proxy forms, please call the shareholder information line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) or contact Maurice Gannon (Managing Director) on + 61 7 5592 1001.

I look forward to receiving your vote of confidence in our current Board.

Yours sincerely,

Dr. Geoff Booth
Chairman

¹ Each Director has abstained from considering and providing a recommendation on the resolution to remove themselves as a Director.

Notice of Meeting

Notice is given that Coppermoly Limited (**Coppermoly** or **Company**) will hold an Extraordinary General Meeting of the holders of Coppermoly ordinary shares (**Shares**) (**New EGM**) at 11:00 am (AEST) on Wednesday 10th April 2013, at the Winner's Circle Room, Gold Coast Turf Club, Racecourse Drive, Surfers Paradise, Queensland.

AGENDA

The agenda for this New EGM is as follows:

1. Removal of Dr Geoff Booth as director of the Company

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

"That, in accordance with section 203D of the Corporations Act, Dr Geoff Booth be removed as a director of the Company with effect from the close of this meeting."

2. Election of Mr Bruce Counts as a director of the Company

If resolution 1 is passed, to consider and, if thought fit, pass the following as an ordinary resolution:

"That, Mr Bruce Counts, having consented to act, be elected a Director of the Company with effect from the close of this meeting."

3. Removal of Mr Maurice Gannon as director of the Company

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

"That, in accordance with section 203D of the Corporations Act, Mr Maurice Gannon be removed as a director of the Company with effect from the close of this meeting."

4. Election of Mr Stan Yeaman as a director of the Company

If resolution 3 is passed, to consider and, if thought fit, pass the following as an ordinary resolution:

"That, Mr Stan Yeaman, having consented to act, be elected a Director of the Company with effect from the close of this meeting."

5. Removal of Mr Ben Faulkner as director of the Company

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

"That, in accordance with section 203D of the Corporations Act, Mr Ben Faulkner be removed as a director of the Company with effect from the close of this meeting."

6. Election of Mr Kevin Kartun as a director of the Company

If resolution 5 is passed, to consider and, if thought fit, pass the following as an ordinary resolution:

"That, Mr Kevin Kartun, having consented to act, be elected a Director of the Company with effect from the close of this meeting."

7. Removal of Mr Shawn Uldridge as director of the Company

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

"That, in accordance with section 203D of the Corporations Act, Mr Shawn Uldridge be removed as a director of the Company with effect from the close of this meeting."

8. Election of Mr Richard Gorton as a director of the Company

If resolution 7 is passed, to consider and, if thought fit, pass the following as an ordinary resolution:

"That, Mr Richard Gorton, having consented to act, be elected a Director of the Company with effect from the close of this meeting."

By order of the Board

Maurice Gannon

Managing Director

7 March 2013

Notice of Meeting

The following notes and the Explanatory Notes form part of the notice of meeting.

1. Entitlement to attend and vote

The Coppermoly board of directors (**Board**) has determined that only persons who are registered holders of Shares (**Shareholder**) as at 7:00pm AEST on Monday 8 April 2013 will be entitled to attend and vote at the New EGM.

If more than one joint holder of a Share is present at the New EGM (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

2. Voting by Proxy

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. A proxy need not be a Shareholder of Coppermoly.

A proxy must be signed by the Shareholder or his/her attorney, or in the case of a body corporate, executed in accordance with section 127 of the *Corporations Act 2001* (Cth) (**Corporations Act**) or signed by an authorised officer or attorney. If the proxy form is signed by an attorney or by the authorised officer of a body corporate, the power of attorney or other authority (or a notorally certified copy) must accompany the form unless it has previously been provided to the Company. If the proxy form is sent by facsimile, then any accompanying power of attorney or other authority must be certified.

A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes that may be exercised by each proxy, the appointment is of no effect.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair of the New EGM, the Chair of the New EGM intends to vote those proxies in the manner stated in the Explanatory Notes. The Chair of the New 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 form is absent from the New EGM.

3. Proxy Delivery

To be effective, proxy forms must be received by Coppermoly's share registry, in the manner specified below, no later than 11:00am (AEST) on Monday, 8 April 2013, being 48 hours before the New EGM. Proxy forms must be received before that time by one of the following methods:

Post: Coppermoly's Share Registry
Boardroom Pty Limited, as shown on the enclosed pre-addressed envelope.
Facsimile: (Within Australia) 1300 653 459
(Outside Australia) + 61 2 9290 9655
Delivery: Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney, New South Wales
Online: www.boardroomlimited.com.au/vote/coppermolyegm2013

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy form not received in this manner.

4. Voting by Attorney

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

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by Coppermoly, in the manner stipulated in Note 3 above, by no later than 11:00am (AEST) on Monday, 8 April 2013, being 48 hours before the New EGM.

5. Corporate Representatives

In order to vote in person at the New EGM, a Shareholder which is a corporation may appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act, meaning that Coppermoly will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed Certificate should be lodged with Coppermoly's share registry before the New EGM or at the registration desk on the day of the New EGM.

6. Polls

In the event that a poll is demanded, every Shareholder shall have one vote for every Share registered in their name as at 7:00pm (Sydney time) on Monday, 8 April 2013.

7. Required Majority

Each of the Resolutions are ordinary resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

8. General

Shareholders, their proxy, attorney or Corporate Representatives who plan on attending the New EGM are asked to arrive at the venue at least 30 minutes prior to the time the New EGM is scheduled to commence, so that Shareholders can be checked against the Coppermoly's share register, or appointment as proxy, attorney or Corporate Representative can be verified and their attendance noted.

Explanatory notes

These Explanatory Notes have been prepared to assist Shareholders in considering the business to be conducted at the New EGM and to decide how to vote on each of the Resolutions. These Explanatory Notes should be read in conjunction with the notice of meeting sent to Shareholders on 6 February 2013, which is also available on Coppermoly's website and the ASX announcements platform.

The Directors recommend that Shareholders read the Explanatory Notes in their entirety before determining how to vote in relation to each of the Resolutions.

Background to the New EGM and this Notice of Meeting

On 17 January 2013, Coppermoly received from Vangold Resources Ltd (**Vangold Resources**) and Pacific Kanon Gold Corporation (a subsidiary of Vangold Resources Ltd) (together the **Requisitioning Shareholders**), a request to convene a meeting of all Shareholders to consider the removal of Mr Gannon and Mr Uldridge as Directors of Coppermoly and the appointment of two new Directors nominated by the Requisitioning Shareholders (**Previous Requisition Notice**).

As a result of the Previous Requisition Notice, the Directors of Coppermoly called an extraordinary general meeting of Shareholders, which was scheduled to be held on 8 March 2013 (**Original EGM**).

On 1 March 2013, Coppermoly received notice from the Requisitioning Shareholders:

- (a) withdrawing the Previous Requisition Notice, and requesting that Coppermoly cancel the Original EGM; and
- (b) requesting that Coppermoly convene a further extraordinary general meeting of Shareholders to consider the removal of **all of the Directors** of Coppermoly and the appointment of four new Directors nominated by the Requisitioning Shareholders (the **New Requisition Notice**).

The Directors of Coppermoly have now cancelled the Original EGM, and this notice of meeting has been prepared, and the New EGM has been convened, in response to the New Requisition Notice.

What have the Requisitioning Shareholders proposed at the New EGM?

The New Requisition Notice required that the Directors convene the New EGM to consider, and if thought fit, pass resolutions to remove, in accordance with section 203D of the Corporations Act, all of the Directors of Coppermoly.

The Requisition Notice also required the convening of the New EGM to consider the appointment of Mr Counts, Mr Yeaman, Mr Kartun and Mr Gorton as Directors of Coppermoly.

Article 15.6 of Coppermoly's constitution provides that a general meeting may, by ordinary resolution, appoint a qualified Director to act in place of a Director who has been removed from office.

The Requisitioning Shareholders have advised that Mr Counts has been nominated in place of Dr Booth, Mr Yeaman has been nominated in place of Mr Gannon, Mr Kartun has been nominated in place of Mr Faulkner and that Mr Gorton has been nominated in place of Mr Uldridge.

Accordingly, in the event that:

- (a) Dr Booth is removed as a Director of Coppermoly, and Resolution 2 is passed, Mr Counts will be appointed as a Director of Coppermoly;
- (b) Mr Gannon is removed as a Director of Coppermoly, and Resolution 4 is passed, Mr Yeaman will be appointed as a Director of Coppermoly;
- (c) Mr Faulkner is removed as a Director of Coppermoly, and Resolution 6 is passed, Mr Kartun will be appointed as a Director of Coppermoly; and
- (d) Mr Uldridge is removed as a Director of Coppermoly, and Resolution 8 is passed, Mr Gorton will be appointed as a Director of Coppermoly.

Director's Statement

Section 203D of the Corporations Act provides that a director who is the subject of a proposed resolution for their removal from office is entitled to submit a statement for circulation to shareholders.

Mr Maurice Gannon's Director's Statement is set out on pages 13 - 15.

Each of the other Directors has elected not to provide a Directors' Statement. Further information in relation to Mr Uldridge's response to the resolutions to be considered at the Original EGM is, however, contained in the notice of meeting that was sent to Shareholders on 6 February 2013 and is available from Coppermoly's website (<http://www.coppermoly.com.au>) and the ASX announcements platform (www.asx.com) under the code COY.

Explanatory notes

Requisitioning Shareholders – Member's Statement

Section 249P of the Corporations Act provides that the Requisitioning Shareholders may submit a Member's Statement for circulation to shareholders regarding the Resolutions or any other matter that may be properly considered at the New EGM.

The Company has not received a Member's Statement from the Requisitioning Shareholders, nor have the Requisitioning Shareholders provided any guidance as to their intentions for the future direction of Coppermoly or the need for the New EGM.

Explanatory notes

Comments in relation to the proposed Resolutions

The Requisitioning Members' have not provided Coppermoly with a Members' Statement for the New EGM, or any information regarding what their intentions are for the future of Coppermoly.

Further background information regarding the Original EGM, and the Requisitioning Members' reasons for calling the Original EGM is contained in the notice of meeting sent to Coppermoly shareholders on 6 February 2013.

Concerns of Requisitioning Members

Coppermoly understands, however, that the Requisitioning Shareholders have written to Coppermoly's Shareholders advising them that they are concerned with:

- (a) the resignation of Mr. Peter Swiridiuk on 18 January 2013; and
- (b) the convertible notes entered into between Coppermoly and each of Mitchell River Group and Aviva Corporation Limited in early January 2013 (**Convertible Notes**), including specifically, the Requisitioning Shareholders' concern with the conversion price of the Convertible Notes.

As Mr Swiridiuk's resignation and the terms of the Convertible Notes and the financing arrangements proposed by the Requisitioning Shareholders' associates were discussed in the original Members' Statement from the Requisitioning Members and the Original EGM, it is unclear why the Requisitioning Shareholders consider that the New EGM is necessary.

The Directors are also surprised that the Requisitioning Members consider that a conversion price of \$0.033 per share would be disadvantageous to Coppermoly's shareholders², given that the 'Financing Proposal' put forward by the Requisitioning Shareholders' associate, Northern Energy & Mining Ltd (**NEMI**)³, was proposed by NEMI to also be at an issue price of \$0.033 per Share.

As discussed in the notice of meeting for the Original EGM, as the terms of the Convertible Notes were not subject to the same extensive conditions as proposed by NEMI, including that NEMI have a right of first refusal to underwrite any future rights issue undertaken by Coppermoly and to participate in any future financings in Coppermoly, the Directors considered that the terms offered by NEMI were not in the best interests of Coppermoly.

February 5 Announcement

The Directors also understand that the Requisitioning Shareholders are concerned with the announcement released to the ASX by Coppermoly on 5 February 2013, regarding the offer received by Coppermoly for the acquisition of 100% of the West New Britain Project (in which Coppermoly has a 28% interest), and the trading activity that took place following that announcement.

In this regard, the Directors note that they liaised extensively with both Requisitioning Shareholders and Requisitioning Shareholders lawyers regarding these concerns, before requesting that Requisitioning Shareholders refer the matter to ASIC (as the appropriate body to consider such concerns) for its further consideration, as the Directors considered that the Requisitioning Shareholders concerns were baseless and that further communication on the matter was likely to be a waste of the Director's time.

Vangold is attempting to obtain control of Coppermoly

As outlined in the notice of meeting previously sent to Shareholders, Coppermoly initially believed that the purpose of requesting the Original EGM was to pressure the Directors to accept the 'Financing Proposal' from NEMI, or another form of financing, so as to progress the interests of entities associated with Vangold Resources.

As there have been no changes to Coppermoly's operations since the Directors convened the Original EGM, the Directors are now concerned that the primary purpose of the requisitions is to obtain control of Coppermoly without making a takeover offer for Coppermoly and paying Shareholders a fair price for doing so.

² For the sake of completeness, the Directors note that as per Coppermoly's announcement to the ASX dated 22 January 2013, the Convertible Notes are in fact convertible into Coppermoly shares (at the election of the noteholder) at the lower of \$0.033 cents per Share and the issue price of the first rights issue undertaken by Coppermoly after entering into the Convertible Notes.

³ The background to NEMI's 'Financing Proposal' is discussed further in the notice of meeting sent to Shareholders on 6 February 2013, which is also available on Coppermoly's website and the ASX announcement platform.

Explanatory notes

In the context of a Shareholder whose associate (NEMI) has previously expressed a desire to have a right of first refusal for all future capital raisings undertaken by Coppermoly, the Directors remain concerned with Coppermoly's ability to consider any future activities with the required level of independence if the Resolutions are passed. In this regard, the Board is surprised that Vangold wishes to remove Coppermoly's Chairman, Dr Geoff Booth, given that Mr Bruce Counts wrote to Coppermoly after lodging the requisition notice for the Original EGM, welcoming the appointment of Dr Booth and noting that his credentials were exceptional.

It is unclear why the Requisitioning Shareholders now appear to take a different view, and the Directors can only assume that this is because Dr Booth has not simply accepted the financing proposals put forward by the Requisitioning Shareholders.

Of course, the original action taken by the Requisitioning Shareholders, followed by the recent withdrawal and replacement with a new requisition notice, is potentially de-stabilising for the current Board and demands a great deal of management time and attention. The current Directors would obviously prefer to be fully focused on much more constructive and meaningful matters for generating future shareholder wealth.

Explanatory notes

Commentary and recommendations on the resolutions

| Resolution | Commentary | Recommendation |
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| <p>Resolution 1: Removal of Dr Geoff Booth as a director of the Company</p> | <p>Resolution 1 relates to the removal of Dr Booth as a Director of Coppermoly.</p> <p>Dr Booth, BSc, MSc, Ph.D, FAusIMM (CP), MAICD, is a mining and exploration professional with over 30 years of private and public sector experience in North America, the South Pacific, Africa and the Middle East. Dr Booth brings exceptional technical exploration and mining skills as well as valuable finance and management experience to the Board of Coppermoly. Most recently Dr Booth worked as a fund and investment analyst with the LinQ Group. Prior roles have included management of resources with the Citadel Group in the Middle East and feasibility studies for Anvil Mining in Africa. These were preceded by various technical positions with BHP Billiton and WMC in Australia, focussing on both production and operational excellence. During the 1980's and 90's, Dr Booth worked in North America for a variety of resource and energy companies, including Shell Canada, Suncor and Amax Minerals groups.</p> | <p>The Directors (other than Dr Booth) of the Company are unanimously against the removal of Dr Booth as a Director of Coppermoly and recommend that Shareholders vote against Resolution 1.</p> <p>The Directors (other than Dr Booth) believe that there is no justification for the removal of Dr Booth as a Director of Coppermoly.</p> <p>Dr Booth does not make any recommendation in his capacity as a Director of Coppermoly and has abstained from the Board's consideration of its recommendation to Shareholders in relation to Resolution 1.</p> <p>As Dr Booth is the subject of Resolution 1, another Director will assume the position of Chair of the New EGM at the time that Resolution 1 is to be considered by Shareholders.</p> <p>The Chair of the New EGM intends to vote undirected proxies against Resolution 1.</p> |
| <p>Resolution 2: Election of Mr Bruce Counts as a director of the Company</p> <p>(Resolution 2 will be put forward for consideration by Shareholders if Resolution 1 is passed)</p> | <p>Resolution 2 relates to the appointment of Mr Counts as a Director of Coppermoly.</p> <p>Bruce Counts has been President and a Director of Vangold Resources Ltd since November 2012, a company headquartered in Vancouver, Canada. He has been involved in the mineral exploration industry for more than 25 years. Between 1992 and 1997 he was employed by BHP Minerals Canada Ltd. and was an integral member of the team responsible for the discovery and development of the Ekati Diamond Mine(tm). In 1997 Bruce joined Dia Met Minerals Ltd. and was senior consultant on their international portfolio of projects until the sale of the company in 2001. Following this, Bruce consulted to junior exploration companies until 2004, when he became President and CEO of Bluestone Resources Inc. Bruce is also founder and Director of West Melville Metals Inc. Bruce holds a degree in Geological Engineering from the University of British Columbia and is a Professional Geophysicist.</p> | <p>The Directors of the Company are unanimously against the appointment of Mr Counts as a Director of Coppermoly and recommend that Shareholders vote against Resolution 2.</p> <p>While the Directors of Coppermoly have no objection to Mr Counts personally, the Directors consider that the current Coppermoly Board includes an effective composition of financial, technical and operational expertise, that will not be assisted by the appointment of a Director who is appointed to represent the interests of one group of shareholders who hold less than 10% of Coppermoly's Shares</p> <p>The Chair of the New EGM intends to vote undirected proxies against Resolution 2.</p> |
| <p>Resolution 3: Removal of Mr Maurice Gannon as a director of the Company</p> | <p>Resolution 3 relates to the removal of Mr Gannon as a Director of Coppermoly.</p> <p>Mr Gannon holds a Bachelor of Science Degree, a Graduate Diploma in Applied Corporate Governance and a Business Management Certificate. He has over twenty five years' experience in business and financial</p> | <p>The Directors (other than Mr Gannon) of the Company are unanimously against the removal of Mr Gannon as a Director of Coppermoly and recommend that Shareholders vote against Resolution 3.</p> |

Explanatory notes

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| | <p>management and a professional background in earth and environmental sciences. Mr Gannon is a Graduate Member of the Australian Institute of Company Directors, a Fellow of the Australian Institute of Chartered Secretaries, a Fellow of Chartered Secretaries Australia, an Associate Fellow of the Australian Institute of Management and a member of the Australasian Institute of Mining and Metallurgy.</p> <p>Further information relating to Mr Gannon is contained in the attached statement from Mr Gannon.</p> | <p>Mr Gannon is a highly qualified, long standing Director and Officer of Coppermoly. He was recently unanimously appointed to the position of Managing Director.</p> <p>The Directors (other than Mr Gannon) believe that there is no justification for the removal of Mr Gannon as a Director of Coppermoly.</p> <p>Mr Gannon does not make any recommendation in his capacity as a Director of Coppermoly and has abstained from the Board's consideration of its recommendation to Shareholders in relation to Resolution 3.</p> <p>The Chair of the New EGM intends to vote undirected proxies against Resolution 3.</p> |
| <p>Resolution 4: Election of Mr Stan Yeaman as a director of the Company</p> <p>(Resolution 4 will be put forward for consideration by Shareholders if Resolution 3 is passed)</p> | <p>Resolution 4 relates to the appointment of Mr Yeaman as a Director of Coppermoly.</p> <p>Stan Yeaman's career as a geologist covers every continent, starting in central Africa in 1959, the year of his graduation, with BSc (Honours) from St Andrews University, Scotland. He is a Fellow of the Australasian Institute of Mining and Metallurgy. Stan's subsequent career specialised in the geology and mining mainly of copper resources.</p> <p>In 1995 he instigated the Simuku copper project in association with Bob McNeil and brought Placer Development, now part of Barrick Gold, in as a joint venture partner. In 2009 he presented the technical case to Barrick which resulted in the current joint venture with Barrick, exchanging his equity in Simuku for scrip in Coppermoly. Stan was also a key founder shareholder in Coppermoly at its IPO in 2008 by subscribing capital and introducing several investors during the GFC. He has provided his professional knowledge to Coppermoly since its inception.</p> <p>In his earlier career, he worked in the head office of BP, London, establishing that company's world-wide venture into minerals in 1976, identifying, examining, analysing and negotiating deals on countless exploration and mining projects world-wide, culminating in BP's joint venture with WMC at Olympic Dam in 1980. Prior to that, his career was with Anglo American Corporation, Kennecott Copper Corporation and the Commonwealth of Australia's Bureau of Mineral Resources, now Geoscience Australia. Prior to coming to Australia in 1962, he worked as a mine geologist with INCO at Sudbury, Ontario, and prior to that with Anglo American Corp of South Africa on copper exploration in what is now Zambia.</p> | <p>The Directors of the Company are unanimously against the appointment of Mr Yeaman as a Director of Coppermoly and recommend that Shareholders vote against Resolution 4.</p> <p>While the Directors of Coppermoly have no objection to Mr Yeman personally, the Directors consider that the current Coppermoly Board includes an effective composition of financial, technical and operational expertise, that will not be assisted by the appointment of a Director who is appointed to represent the interests of one group of shareholders who hold less than 10% of Coppermoly's Shares.</p> <p>The Chair of the New EGM intends to vote undirected proxies against Resolution 4.</p> |

Explanatory notes

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| <p>Resolution 5: Removal of Mr Ben Faulkner as a director of the Company</p> | <p>Resolution 5 relates to the removal of Mr Faulkner as a Director of Coppermoly.</p> <p>Mr Faulkner holds a Bachelor of Business and is a Senior Private Client Advisor with stockbroking firm RBS Morgans Limited, one of Australia's largest full service retail stockbroking firms. He holds a Bachelor of Business (banking and Finance) from Monash University and a Professional Diploma in Stockbroking. He is a member of the Stockbrokers Association of Australia (SAA) and the Australian Financial Markets Association (AFMA).</p> <p>Further information relating to Mr Faulkner is contained in the attached statement from Mr Faulkner.</p> | <p>The Directors (other than Mr Faulkner) of the Company are unanimously against the removal of Mr Faulkner as a Director of Coppermoly and recommend that Shareholders vote against Resolution 5.</p> <p>The Directors (other than Mr Faulkner) strongly believe that there is no justification for the removal of Mr Faulkner as a Director of Coppermoly.</p> <p>Mr Faulkner does not make any recommendation in his capacity as a Director of Coppermoly and has abstained from the Board's consideration of its recommendation to Shareholders in relation to Resolution 5.</p> <p>The Chair of the New EGM intends to vote undirected proxies against Resolution 5.</p> |
| <p>Resolution 6: Election of Mr Kevin Kartun as a director of the Company</p> <p>(Resolution 6 will be put forward for consideration by Shareholders if Resolution 5 is passed)</p> | <p>Resolution 6 relates to the appointment of Mr Kartun as a Director of Coppermoly.</p> <p>Kevin holds a B.Sc. (Honours) and a Ph.D. in geology from the University of Cape Town. In 1984 he completed the Management Advancement Programme at the University of the Witwatersrand and in 1991 became a member of the Johannesburg Stock Exchange. He has 40 years' experience in exploration and mining geology, resource analysis/investments and investor relations in Africa, Asia, the Middle East and Australia. He is a Fellow of the Australian Institute of Mining and Metallurgy, a Fellow of the Geological Society of South Africa and a Fellow of the South African Institute of Mining and Metallurgy. From June 2000 to June 2010 Kevin worked as an investor relations/geological consultant based in Sydney working with a diverse range of resources clients. Since June 2010 he has worked as a geological consultant in South Korea, Saudi Arabia, Zambia and South Africa and has done technical due diligence on projects in Mozambique, Namibia, Botswana, PNG and Chile.</p> | <p>The Directors of the Company are unanimously against the appointment of Mr Kartun as a Director of Coppermoly and recommend that Shareholders vote against Resolution 6.</p> <p>While the Directors of Coppermoly have no objection to Mr Kartun personally, the Directors consider that the current Coppermoly Board includes an effective composition of financial, technical and operational expertise, that will not be assisted by the appointment of a Director who is appointed to represent the interests of one group of shareholders who hold less than 10% of Coppermoly's Shares.</p> <p>The Chair of the New EGM intends to vote undirected proxies against Resolution 6.</p> |
| <p>Resolution 7: Removal of Mr Shawn Uldridge as a director of the Company</p> | <p>Resolution 7 relates to the removal of Mr Uldridge as a Director of Coppermoly.</p> <p>Mr Uldridge holds a Bachelor of Business (Management) from the University of Queensland and has twelve years' financial markets experience, eight of which have been in the financial advisory and investment management industry. Shawn co-founded William Shaw Securities in 2006, prior to which he worked with a boutique stock broking firm based in Sydney.</p> <p>Further information relating to Mr Uldridge is</p> | <p>The Directors (other than Mr Uldridge) of the Company are unanimously against the removal of Mr Uldridge as a Director of Coppermoly and recommend that Shareholders vote against Resolution 7.</p> <p>Mr Uldridge was appointed to the Board in July 2012 and his appointment was ratified by shareholders at the Company's Annual General Meeting on 14 November 2012.</p> <p>The Directors (other than Mr Uldridge) strongly believe that there is no justification for the removal of Mr Uldridge as a Director</p> |

Explanatory notes

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| | <p>contained in the attached statement from Mr Uldridge.</p> | <p>of Coppermoly. Mr Uldridge does not make any recommendation in his capacity as a Director of Coppermoly and has abstained from the Board's consideration of its recommendation to Shareholders in relation to Resolution 7.</p> <p>The Chair of the New EGM intends to vote undirected proxies against Resolution 7.</p> |
| <p>Resolution 8: Election of Mr Richard Gorton as a director of the Company</p> <p>(Resolution 8 will be put forward for consideration by Shareholders if Resolution 7 is passed)</p> | <p>Resolution 8 relates to the appointment of Mr Gorton as a Director of Coppermoly.</p> <p>Mr. Gorton has 41 years of experience in the international mining industry including South Africa, Australia and North America. He is a Professional Geologist holding a Master's degree in Geology from the University of Cape Town. Mr. Gorton has been involved in exploration, operations and business development arenas. From 1973 to 1986, Mr. Gorton worked for Newmont South Africa Ltd., directing the Company's exploration activities in the search for gold, base metals, diamonds and uranium. During this time, Mr. Gorton was involved in the early discovery stages of the Gamsberg zinc deposit for the O'okiep Copper Company in Namaqualand, South Africa. From 1986 to 1990, Mr. Gorton was Chief Geologist at the Telfer Gold Mine in Western Australia. From 1990 to 1994, Mr. Gorton became Great Basin Exploration Manager and later Director, Exploration North America. From 1994 to 2005, Mr. Gorton became Director of Exploration and Business Development for Newmont Mining Corporation. Mr. Gorton retired in 2005 but continued as a consultant to Newmont. In 2005, Mr. Gorton also co-founded BWG Mining which applies supervised Neural Network technology to multiple exploration data sets targeting new discoveries.</p> | <p>The Directors of the Company are unanimously against the appointment of Mr Gorton as a Director of Coppermoly and recommend that Shareholders vote against Resolution 8.</p> <p>While the Directors of Coppermoly have no objection to Mr Gorton personally, the Directors consider that the current Coppermoly Board includes an effective composition of financial, technical and operational expertise, that will not be assisted by the appointment of a Director who is appointed to represent the interests of one group of shareholders who hold less than 10% of Coppermoly's Shares.</p> <p>The Chair of the New EGM intends to vote undirected proxies against Resolution 8.</p> |

Note: *The information concerning Mr Bruce Counts, Mr Stan Yeaman, Mr Kevin Kartun and Mr Richard Gorton have been provided by the Requisitioning Shareholders and has NOT been verified by the Company*

Director's Statement of Maurice Gannon

Pursuant to Section 203D (4) of the Corporations Act 2001

Dear Shareholders,

- Naturally the incumbent Directors are disappointed by the actions taken by the Requisitioning Shareholders. To call an EGM only to remove it at the very last minute and call another one is a clear waste of management's time and shareholder's money.
- The proxy votes for the original EGM that had been received as at Friday 1 March were overwhelmingly in favour of the current directors and against the appointment of Vangold's nominees.
- While there are various incorrect and unsubstantiated statements and assertions in the previous Members' Statement and subsequent "Message to Coppermoly Shareholders", the Directors have chosen not to publicly debate these matters as we believe shareholders can see these statements, and the Requisitioning Shareholders intentions, for what they are – an attempt to obtain control of Coppermoly. The Directors are, however, personally considering what actions they will take in response to the various misrepresentations made by the Requisitioning Shareholders.
- The Requisitioning Shareholders actions have diverted very large amounts of management time at substantial cost to shareholders.

In this regard, I note that one of the individuals nominated by the Requisitioning Shareholders, Mr Yeaman, has now been a signatory to three separate Requisitions under S249D of the Corporations Act – in 2010, 2012 and 2013.

Those Requisitions have targeted Mr Gannon twice, Mr Faulkner twice, Mr Bob McNeil once, and now Mr Booth and Mr Uldridge.

In this context, it is bewildering to note that:

- Mr Booth was recommended for appointment by Mr Yeaman less than two months ago, and his appointment was acknowledged and commended by Vangold. Now they have sought his removal!
- Mr Uldridge was nominated for appointment as a Director in July 2012, barely seven months ago, also under section 249D requisition, to which Mr Yeaman was a signatory.
- The current Board considers that it is reasonable to expect that it should be allowed to get on with the governance and management of the actual business of Coppermoly – which is exploration and wealth creation for ALL shareholders, without being regularly and constantly diverted to attending to the ambitions of a few small shareholders.
- Plainly, Vangold is seeking control of the Board of Directors. Even targeting two Directors out of four wasn't satisfactory, now they want the full Board.

In contrast the incumbent Directors are thoroughly committed to serving in the best interests of ALL shareholders and have no conflicts of interests.

Director's Statement of Maurice Gannon

- Financing proposals: Please refer to the Explanatory Notes that were provided in the Notice of Extraordinary General Meeting that was issued for the proposed 8th March 2013 meeting. The timelines and the Directors deliberations were outlined in full. The Directors reiterate that their deliberations and decisions have been based upon what they consider to be in the best interests of ALL shareholders.
- Vangold claims to be a supportive and concerned major shareholder and their major shareholder Northern Energy and Mining Inc. (**NEMI**) claims to be an interested future financier for Coppermoly:
 - Vangold's market capitalisation at the time of writing is CAN\$3.2 million – less than half that of Coppermoly;
 - Vangold's shareholding originated by way of Vendor shares in the IPO of Coppermoly. It has contributed very little cash working capital to Coppermoly over the years;
 - Vangold owed money to Coppermoly (for the use of our Kimble base) through 2012 and has unpaid accounts with Coppermoly at the time of writing.
- Vangold has criticised Coppermoly's recent financings:

However, the following extract (in italics) is taken from NEMI's website:

"On July 4, 2012 the Company [NEMI] advanced \$500,000, in consideration for a one year term loan to Vangold Resources Ltd. ("Vangold") that bears simple interest at a rate of 20% per annum payable monthly (the "Vangold Loan"). The outstanding principal will be due and payable on July 4, 2013."

The loan by NEMI also included bonus options issued by Vangold. In October 2012, Vangold also completed a 1:10 share consolidation of its issued capital.

ARE THEY THE SORT OF INVESTORS AND INDIVIDUALS THAT SHOULD CONTROL YOUR COMPANY?

In contrast, the Convertible Notes that were recently issued by Coppermoly to Mitchell River Group and Aviva Corporation Limited were interest free, but instead were issued options in-lieu of interest.

The value of these options has been independently assessed by Coppermoly's auditors as being \$20,000, which is equivalent to 4% p.a.

If the options are not exercised then the Convertible Notes will effectively have been obtained 'interest free'. If the options are exercised, then Coppermoly will receive a further \$100,000 in working capital for the issue of 2 million new shares.

Director's Statement of Maurice Gannon

The Requisitioning Shareholders have criticised recent decisions of Coppermoly, and otherwise largely repeated previous claims – despite these facts being wrong. The Directors have made, and will continue to make, all of their decisions after detailed and due consideration with the singular focus of what is in the best interests of shareholders.

I will be very happy to continue to serve the shareholders of Coppermoly.

I ask only that shareholders make informed and carefully considered decisions about what they consider to be in the best interests of Coppermoly.

I look forward to the outcome of your deliberations and I will, of course, be at the meeting to answer any questions any shareholder may have.

If you have any questions or require any further details in the meantime, as has always been the case, please feel free to contact me on (07) 5592 1001 or by email on MGannon@Coppermoly.com.au

EVERY VOTE IS VITALLY IMPORTANT.

I URGE ALL SHAREHOLDERS TO ATTEND AND VOTE IN PERSON OR ELSE BY PROXY.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'M Gannon', with a stylized flourish at the end.

**Maurice Gannon
Managing Director**