



**COPPERMOLY**  
Limited

ABN 54 126 490 855

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Coppermoly Ltd will be held at The Paradise Room, Gold Coast Turf Club, Racecourse Drive, Surfers Paradise, Queensland on Wednesday 19<sup>th</sup> November 2008 at 1.00pm.

### **ITEMS OF BUSINESS**

#### **Financial Report and Directors' and Auditor's Reports**

The Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2008 will be presented for consideration.

Coppermoly Ltd's Annual Report, which includes the Financial Report for the year ended 30 June 2008, is available on-line at [www.coppermoly.com.au](http://www.coppermoly.com.au). Following consideration of the Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions on the Reports.

A representative of the Auditors will be available to answer questions about the conduct of the audit and the preparation and content of the Auditor's Report.

#### **Resolution 1: Re-Election of Director – Mr Robert D. McNeil**

That Mr Robert D. McNeil, who retires as a Director of the Company in accordance with Article 16.1 of the Company's Constitution and, being eligible, offers himself for re-election, be and is hereby re-appointed a Director of the Company.

#### **Resolution 2: Advisory/Non-binding Vote on Remuneration Report**

That the Remuneration Report in the Company's Annual Report be adopted.

#### **Resolution 3: Appointment of Auditor**

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

"That the Company's initial provisional auditor, BDO Kendalls, continue as auditor of the Company and be paid professional fees as remuneration."

A Notice of Nomination of BDO Kendalls as auditor of the Company is enclosed (Annexure A) with this Notice in accordance with Section 328B(3) of the Corporations Act 2001.

Without limitation, Section 327B of the Corporations Act 2001 is relevant to this resolution.

## **Resolution 4: Approval of Remuneration of Non-Executive Directors**

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

“That in accordance with Australian Securities Exchange Listing Rule 10.17, and for all other purposes, the maximum aggregate remuneration payable to Non-Executive Directors as Directors’ Fees in any financial year be set at \$150,000 per annum to be apportioned between them as determined by Board resolution, or in the absence of a resolution, equally between them.”

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

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a 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 Corporations Act 2001.

## **Eligibility to Attend and Vote at Meeting**

The Company has determined that all shares of the Company that are quoted shares at 7.00pm on 17 November 2008 will be taken for the purposes of the meeting to be held by the persons who held them at that time.

By order of the Board



M. Gannon  
**Company Secretary**

## **Notes**

- (i) A member entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote instead of such member.
- (ii) Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the members’ voting rights and neither proxy may vote on a show of hands.
- (iii) A proxy need not be a Member of the Company.
- (iv) 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 not less than 48 hours before the time for holding the meeting.

## **EXPLANATORY STATEMENT TO MEMBERS**

### **Resolution 1: Re-Election of Director – Mr Robert D. McNeil**

Article 16.1 of the Company's Constitution requires that one-third of the Company's Directors will retire from office and be eligible for re-election each year.

### **Resolution 2: Advisory/Non-binding Vote on Remuneration Report**

A vote on the adoption of the Remuneration Report is a requirement of the Corporations Act 2001. The vote on the resolution is advisory only and does not bind the Directors or the Company.

The Directors believe remuneration as per the report is modest and is at or below industry levels.

### **Resolution 3: Appointment of Auditor**

Section 327A(1) of the Corporations Act 2001 requires that the Directors appoint an auditor within one month of the Company's registration. BDO Kendalls is the Company's initial provisional auditor. Under Section 327A(2) an auditor appointed under subsection (1) holds office until the Company's first Annual General Meeting.

Section 327B of the Corporations Act 2001 requires that the Company appoint an auditor at its first Annual General Meeting.

### **Resolution 4: Approval of Remuneration of Non-Executive Directors**

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

This being the first Annual General Meeting of the Company, this resolution seeks Shareholder approval to increase the amount by \$150,000 to \$150,000 in aggregate as the maximum Directors' fees payable to Non-Executive Directors in each financial year, to be apportioned between them as determined by Board resolution, or in the absence of a resolution, equally between them.

The amount of \$150,000 in aggregate for the Non-Executive Director fee pool will:

- give the Directors scope to appoint additional Non-Executive Director(s) in the future to further strengthen and broaden the Board's skills, experience and governance framework; and
- ensure that the pool is sufficient to attract and retain the caliber of Directors required.

**ANNEXURE A**

**COPY OF SHAREHOLDER NOMINATION OF AUDITOR**

1 October 2008

Mr Maurice Gannon  
Company Secretary  
Coppermoly Ltd  
PO Box 6965  
GOLD COAST MAIL CENTRE QLD 9726

Dear Mr Gannon

Pursuant to Section 328B(1) of the Corporations Act 2001, Robert D. McNeil, as a shareholder of Coppermoly Ltd hereby nominates the Company's initial provisional auditor, BDO Kendalls, to continue as auditor of the Company at the next Annual General Meeting or any adjournment thereof.

Yours sincerely



R.D. McNeil

I/We <sup>(1)</sup>

of

being a member of Coppermoly Ltd hereby appoint

Name <sup>(2)</sup>

failing whom, or if no person is named, the Chairman of the meeting as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting of Coppermoly Ltd to be held at The Paradise Room, Gold Coast Turf Club, Racecourse Drive, Surfers Paradise, Queensland on Wednesday, 19 November 2008 at 1.00pm, and any other day to which the meeting is adjourned or postponed.

**Regarding Resolution 4**

The Chairman of the meeting intends to vote undirected proxies **for** each resolution.

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman 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 on the resolution.

**My proxy is authorised to exercise <sup>(3)</sup> all / \_\_\_\_\_ my voting rights.**

I direct that my proxy vote in the following manner:-

Ordinary Resolutions		For	Against	Abstain
<b>No. 1</b>	Re-Election of Director – Mr Robert D. McNeil			
<b>No. 2</b>	Advisory/Non-binding Vote on Remuneration Report			
<b>No. 3</b>	Appointment of Auditor			
<b>No. 4</b>	Remuneration of Non-Executive Directors			

Signature: <sup>(4)</sup>

Date:

**Notes:**

- (1) Insert name and address of member(s), as it appears in the register of members.
- (2) Insert name of proxy. The proxy must be a natural person.
- (3) A member is entitled to appoint 1 or 2 proxies to attend and vote at the meeting. If you appoint another proxy you must delete the word "all" and insert the proportion of your voting rights given to the proxy in this form. An additional proxy form for the other proxy will be supplied on request.
- (4) All joint holders of shares must sign this form. A corporation must sign in accordance with its Constitution.

**IMPORTANT:** Please complete this form where indicated and return to the Company Secretary, at the registered office or forward to P.O. Box 6965, Gold Coast Mail Centre, Queensland 9726, Australia.  
Proxy forms must be received not less than 48 hours before the time for holding the meeting.