



ACN 126 490 855

Offer Booklet

For a non-renounceable entitlement offer of one New Share for every three Shares registered as being held by Eligible Shareholders at the Record Date at an issue price of \$0.007 per New Share to raise approximately \$3,214,543, with no minimum subscription (**Offer**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Offer Booklet, you have any questions about the Shares being offered pursuant to this Offer Booklet or any other matter, then you should consult with your stockbroker, accountant or other professional adviser.

Neither ASIC nor ASX, nor any of their respective officers or employees take any responsibility for this Offer or the merits of the investment to which this Offer relates.

The Shares offered in accordance with this Offer Booklet should be considered as a speculative investment.

Important Notices

The Offer Booklet is not a prospectus prepared in accordance with the Corporations Act and has not been lodged with ASIC. Accordingly, this Offer Booklet does not necessarily contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document. As Coppermoly is a listed disclosing entity which meets the requirements of section 708AA of the Corporations Act, as modified by ASIC Instrument 2016/84, the Offer and the Shortfall Offer will be made without a prospectus.

No person is authorised to give information or to make any representation in connection with this Offer Booklet, which is not contained in the Offer Booklet. Any information or representation not so contained may not be relied on as having been authorised by Coppermoly in connection with this Offer Booklet.

Privacy Act

If you complete an Application Form, you will be providing personal information to Coppermoly (directly or via Coppermoly's share registry). Coppermoly collects, holds and will use that information to assess your application, service your needs as a holder of Shares and facilitate the distribution of payments and corporate communications to you as a Shareholder.

The information may also be used and disclosed to persons inspecting Coppermoly's register, bidders for your Shares in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and Coppermoly's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact Coppermoly or its share registry if you wish to do so at the relevant contact numbers set out in this Offer Booklet.

Overseas Shareholders

Each of the Offer and the Shortfall Offer does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make

such an offer, invitation or issue. This Offer Booklet has not been, nor will it be, lodged, filed or registered with any regulatory authority in the securities laws of any country.

Subject to certain exceptions in respect of certain Shareholders resident in foreign jurisdictions, Coppermoly has determined that it would be unreasonable to make the Offer and the Shortfall Offer to Shareholders resident outside Australia or New Zealand, having regard to the number of Shareholders and the costs in complying with the legal and regulatory requirements in those jurisdictions. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia and New Zealand. Accordingly, Application Forms will not be sent to Shareholders outside of Australia or New Zealand.

The distribution of this Offer Booklet and the accompanying Application Form outside of Australia or New Zealand may be restricted by law and persons who come into possession of this Offer Booklet and the accompanying Application Form should seek advice on and observe those restrictions.

Any failure to comply with those restrictions may constitute a violation of applicable securities laws. Coppermoly reserves the right to treat as invalid any Application Form which does not comply with the requirements of this Offer Booklet or the Application Form or which Coppermoly believes has been sent for, or on the account of, an Ineligible Shareholder or a person not entitled to participate in the Offer.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your application for New Shares is subject to all requisite authorities and clearances being obtained for Coppermoly to lawfully receive your application monies.

Hong Kong – Warning

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to Eligible Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority in accordance with the Financial Markets Conduct Act 2013 (New Zealand). This document is not an investment statement or prospectus in accordance with New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus prepared in accordance with New Zealand law is required to contain.

United States

None of the information in this Offer Booklet, or the Application Form that will accompany this Offer Booklet when it is despatched to Eligible Shareholders, constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America (**United States**).

Neither this Offer Booklet (or any part of it), the accompanying ASX announcements nor the Application Form when that is to be made available, may be released or distributed directly or indirectly, to persons in the United States.

The New Shares have not been, and will not be, registered pursuant to the United States Securities Act of 1933 (as amended) (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States.

Notice to Nominees and Custodians

Eligible Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement in accordance with the Offer or the Shortfall Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Application Form will be taken by Coppermoly to constitute a representation that there has been no breach of those regulations.

Capitalised terms

Capitalised terms used in this Offer Booklet have the same meaning as those given in the Glossary contained in section 7 of this Offer Booklet.

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2. Timetable

Announcement of Offer and Appendix 3B lodged with ASX	Friday, 23 November 2018 (Before Market Open)
Notice sent to Eligible and Ineligible Shareholders regarding Offer	Monday, 26 November 2018
Shares quoted on an 'ex-basis'	Tuesday, 27 November 2018
Record Date for determining Entitlements	Wednesday, 28 November 2018
Offer Booklet and Application Form dispatched to Eligible Shareholders	Monday, 3 December 2018
Last date to extend the Closing Date of the Offer and Shortfall Offer	Friday, 7 December 2018
Closing Date for applications in accordance with the Offer and Shortfall Offer	Wednesday, 12 December 2018
Expected commencement of trading of New Shares on a deferred settlement basis on ASX	Thursday, 13 December 2018
Latest date for advising ASX of subscriptions received for the Offer and Shortfall Offer	Monday, 17 December 2018
Issue date and deferred settlement trading ends	Wednesday, 19 December 2018
Normal trading of New Shares re-commences	Thursday, 20 December 2018
Holding statements dispatched to successful Applicants	Thursday, 20 December 2018

Subject to the ASX Listing Rules and the Corporations Act, the Directors reserve the right to vary these dates.

You cannot withdraw an application once it has been accepted. No cooling-off rights apply to the Offer or the Shortfall Offer.

3. Chairman's Letter

Dear Shareholder,

The Board is pleased to offer all Eligible Shareholders the opportunity to acquire one (1) New Share for every three (3) existing Shares registered in the named of Eligible Shareholders as at the Record Date, being 7:00pm AEST on 28 November 2018 at an issue price of \$0.007 per New Share, to raise up to \$3,214,543 (before expenses) (**Offer**). The Offer is not underwritten.

Eligible Shareholders are also entitled to subscribe for any New Shares not subscribed for by other Eligible Shareholders in accordance with the Offer (**Shortfall Offer**). Any New Shares not taken up in accordance with the Shortfall Offer may be placed within three months of the Closing Date.

The funds raised pursuant to the Capital Raising are planned to be used to:

- (a) undertake additional exploration activity on Coppermoly's Exploration Licences during the 2019 calendar year, including:
 - i. resource modelling, target generation and extension drilling on Coppermoly's Mt Nakru Exploration Licences; and
 - ii. target generation on Coppermoly's Simuku Exploration Licence; and
- (b) fund other general working capital and expenses of the Offer during the 2019 calendar year.

As the Offer is non-renounceable, your Entitlements will not be tradeable on the ASX or otherwise transferable. Eligible Shareholders who do not take up their Entitlements in full will not receive any value for those Entitlements that they do not take up.

Applicants for Shares pursuant to this Offer Booklet should be aware that there are various risks associated with an investment in Shares in Coppermoly, including those risks summarised in section 5 of this Offer Booklet. Accordingly, any potential investors should consult with their professional advisers before deciding whether to apply for any Shares pursuant to this Offer Booklet.

The Board thanks all Shareholders for their continuing support for Coppermoly and recommends the Offer.

Yours sincerely,



Kevin Grice
Non-executive Director
Coppermoly Limited

4. Investment Overview

4.1 The Offer

The Offer is being undertaken as a non-renounceable entitlement offer of one (1) New Share for every three (3) existing Shares held by Eligible Shareholders registered as at the Record Date, being 7.00pm AEST on 28 November 2018, at an issue price of \$0.007 per New Share.

Fractional entitlements to Shares will be rounded up to the nearest whole number.

Eligible Shareholders will receive a personalised Application Form setting out their Entitlement which will accompany a paper copy of this Offer Booklet. Ineligible Shareholders, will not be entitled to participate in the Offer or to subscribe for New Shares.

Based on the capital structure of Coppermoly as at the date of this Offer Booklet (and assuming no existing Options or Convertible Notes are exercised prior to the Record Date), approximately 459,220,496 New Shares will be issued pursuant to this Offer Booklet to raise up to approximately \$3,214,543 (excluding expenses).

All of the New Shares issued pursuant to this Offer Booklet will rank equally with the existing Shares on issue as at the date of this Offer Booklet.

The purpose of the Offer and the intended use of the funds to be raised are set out in section 4.3 of this Offer Booklet.

There is no minimum subscription for the Offer or Shortfall Offer and the Offer is not underwritten.

4.2 Shortfall Offer

In addition to the Offer, Eligible Shareholders may apply to receive any New Shares not taken up in accordance with the Offer (**Shortfall Shares**) by participating in the Shortfall Offer.

The issue price of Shortfall Shares offered in accordance with the Shortfall Offer is the same as the Offer, being \$0.007.

Eligible Shareholders who wish to apply for Shortfall Shares can do so in accordance with the instructions contained in section 6.2 of this Offer Booklet.

Shares will only be offered in accordance with the Shortfall Offer if the Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions received in accordance with the Offer.

Subject to the Directors retaining discretion to refuse to accept applications for Shortfall Shares (in whole or in part) where the effect of issuing Shortfall Shares to the Applicant will result in the Applicant's, or another person's, voting power in Coppermoly increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, Applicants of New Shares pursuant to the Shortfall Offer will be allocated the lesser of:

- (a) the number of Shortfall Shares applied for by the Applicant; and
- (b) if the number of Shortfall Shares available for subscription is less than the aggregate number of Shortfall Shares applied for by all unsatisfied Applicants, the number of Shortfall Shares applied for, scaled on a pro rata basis according to all unsatisfied Eligible Shareholders' respective shareholdings in Coppermoly as at the Closing Date for the Offer.

If, following the allocation process referred to in paragraphs (a) and (b) immediately above, there are any remaining Shortfall Shares, that allocation process will be repeated continuously until all applications for Shortfall Shares have been satisfied in full or there are no further Shortfall Shares.

It is possible that, depending on the extent to which Eligible Shareholders participate in the Offer or Shortfall Offer, one or more Eligible Shareholders could increase their Shareholding significantly by participating in the Capital Raising.

The control effect of the Offer and Shortfall Offer is set out in section 4.8 of this Offer Booklet.

4.3 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$3,214,543.

The funds raised pursuant to the Capital Raising are planned to be used to:

- (a) undertake additional exploration activity on Coppermoly's Exploration Licences during the 2019 calendar year, including:
 - i. resource modelling, target generation and extension drilling on Coppermoly's Mt Nakru Exploration Licences; and
 - ii. target generation on Coppermoly's Simuku Exploration Licence; and
- (b) fund other general working capital and expenses of the Offer during the 2019 calendar year.

The Directors intend to place the shortfall of any Shares not subscribed for pursuant to the Offer or Shortfall Offer, within three months following the Closing Date, and to carry out additional capital raising activities if necessary.

There is, however, no guarantee that Coppermoly will raise sufficient funds to meet its exploration and working capital requirements. Please refer to the risks in section 5 of this Offer Booklet, particularly in relation to future funding risks.

The above table is a statement of current intentions as at the date of this Offer Booklet. As with any budget, the allocation of funds set out in the above table may change depending on a number of factors including intervening events (including additional requirements arising from exploration and other activities), regulatory developments, market and general economic conditions and other new circumstances. In light of this, the Board reserves the right to alter the way the funds are ultimately applied.

4.4 Effect of the Offer

The principal effect of the Offer and Shortfall Offer, assuming that the Offer is fully subscribed and that no Options or Convertible Notes are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by up to \$3,214,543 (before deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 1,377,661,488 at the date of this Offer Booklet to up to 1,836,881,984 Shares.

4.5 Effect on capital structure

The effect of the Offer on Coppermoly's capital structure, assuming that all Entitlements are accepted and that no Options or Convertible Notes are exercised prior to the Record Date, is set out below:

Shares

Shares currently on issue	1,377,661,488
New Shares offered pursuant to the Offer	459,220,496
Total Shares on issues after completion of the Offer	1,836,881,984

Options

Unquoted Options currently on issue expiring on 3 December 2018 and having an exercise price of \$0.03 per Option	585,008

Convertible Notes

Convertible Notes maturing on 19 December 2020 (Maturity Date) convertible at any time prior to the Maturity Date at a conversion price of \$0.02 per Convertible Note	60,000,000

As the exercise price of the unquoted Options is more than four times the Share price as at the date of this Offer Booklet, the Board does not anticipate that any of the Options will be exercised prior to the Record Date for the Offer and, therefore, the Options are not likely to give rise to any impact on the control of Coppermoly.

As the conversion price of the Convertible Notes is almost three times the Share price as at the date of this Offer Booklet, the Board does not anticipate that any of the Convertible Notes will be converted into Shares prior to the Record Date for the Offer and, therefore, the Convertible Notes are not likely to give rise to any impact on the control of Coppermoly.

4.6 Dilution of Eligible Shareholders that do not accept their Entitlement

The dilutionary effect the Offer on the shareholding of existing Shareholders will depend on whether they are an Eligible Shareholder and, if so, whether they elect to subscribe for some or all of their Entitlements. If Eligible Shareholders take up all of their Entitlements pursuant to the Offer, Eligible Shareholders will hold the same percentage interest in Coppermoly as they did immediately prior to the Record Date for the Offer. However, to the extent that any Eligible Shareholder fails to take up their full Entitlement to New Shares pursuant to the Offer, and Ineligible Shareholders are unable to participate in the Offer, that Shareholder's percentage holding in Coppermoly will be diluted.

As the Offer is one New Share for every three (3) Shares held by Eligible Shareholders, the maximum amount that any Shareholder will be diluted is 25%. The following table sets out the potential dilution of Eligible Shareholders if they do not accept their Entitlements in full:

Shareholder 1	1,000,000	0.073%	333,334	1,000,000	0.054%
Shareholder 2	2,500,000	0.181%	833,334	2,500,000	0.136%
Shareholder 3	5,000,000	0.363%	1,666,667	5,000,000	0.272%
Shareholder 4	10,000,000	0.726%	3,333,334	10,000,000	0.544%

4.7 Effect on relevant interest of substantial security holders

As at 28 November 2018, being the day prior to the date of this Offer Booklet, the following persons are believed to have a relevant interest in 5% or more of Coppermoly's Shares:

Ever Leap	708,333,333	51.42%
Shenzhen Beilite	273,333,333	19.84%
Barrick (PD) Australia Limited (Barrick)	73,201,447	5.313%

If the Offer is fully subscribed and Ever Leap and Shenzhen Beilite subscribe for all of their Entitlements (if any) pursuant to the Offer, there will be no change to their relevant interests in Coppermoly's Shares.

If Ever Leap and Shenzhen Beilite do not fully participate in the Offer, their relevant interest in Coppermoly's Shares may reduce depending on the extent to which other Eligible Shareholders participate in the Offer and Shortfall Offer.

Similarly, if Ever Leap and Shenzhen Beilite subscribe for all of their Entitlements (if any) pursuant to the Offer, but the Offer is not fully subscribed, they may increase their relevant interest in Coppermoly. The extent to which their relevant interest in Coppermoly's Shares may increase is dependent upon the level that other Shareholders subscribe for their full Entitlement or not. In particular, it is possible that Ever Leap may increase its relevant interest up to 54.42%¹ and Shenzhen Beilite may increase its relevant interest to up to 22.84% if they participate in the Offer.

As at the date of this Offer Booklet, Coppermoly has not received any commitment from any Eligible Shareholder as to whether they will subscribe for their Entitlements pursuant to the Offer or participate in the Shortfall Offer or not. Further, as the Offer has not been extended to Shareholders who are recorded in Coppermoly's share register as having an address in the PRC, Shenzhen Beilite may potentially be ineligible to participate in the Offer unless Coppermoly is satisfied that it is permitted to do so having regard to the legal and other requirements of any regulatory body in the PRC.

The potential effect on control is set out in section 4.8 and is influenced by a number of factors, including the level of subscriptions received from Eligible Shareholders.

¹ Rounded up to the nearest 0.01%.

4.8 Effect on control

As the acquisition of Shares pursuant to the Offer and Shareholder Shortfall Offer does not satisfy the requirements of exception 10 of section 611 of the Corporations Act, no person (including Ever Leap and Shenzhen Beilite) shall be entitled to acquire Shares pursuant to the Offer or Shortfall Offer if to do so would result in their, or another person's, voting power increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, unless a separate exception to the restrictions contained in section 606 of the Corporations Act applies.

One such exception that may apply is exception 9 of section 611 of the Corporations Act (i.e. the "3% creep" exception). Specifically, if Ever Leap or Shenzhen Beilite sought to rely on the "3% creep" exception, it is possible that Ever Leap or Shenzhen Beilite could acquire sufficient Shares so that they would acquire voting power in Coppermoly of up to 54.42% and 22.84% respectively if they each subscribed for their full Entitlement (if any) pursuant to the Offer and applied for Shortfall Shares pursuant to the Shortfall Offer, depending on the extent to which other Eligible Shareholders subscribe for their Entitlement pursuant to the Offer and/or participate in the Shortfall Offer.

As Ever Leap already has voting power in Coppermoly of 51.42%, the increase of Ever Leap or Shenzhen Beilite's voting power as a result of the Offer and Shortfall Offer is not expected to have any effect on the control of Coppermoly.

However, for illustrative purposes, the table below sets out the number of Shares and potential voting power that Ever Leap and Shenzhen Beilite could obtain in Coppermoly based on the following scenarios:

- (a) Ever Leap and Shenzhen Beilite participate for their full Entitlement (if any) and are allocated the maximum amount they are entitled to receive pursuant to the Shortfall Offer and applications are received for 25% of all other Shareholders' Entitlements pursuant to the Offer;
- (b) Ever Leap and Shenzhen Beilite participate for their full Entitlement (if any) and applications are received for 50% of all other Shareholders' Entitlements pursuant to the Offer;
- (c) Ever Leap and Shenzhen Beilite participate for their full Entitlement (if any) and applications are received for 75% of all other Shareholders' Entitlements pursuant to the Offer; and
- (d) Ever Leap and Shenzhen Beilite participate for their full Entitlement (if any) and applications are received for 100% of all other Shareholders' Entitlements pursuant to the Offer.

Ever Leap and Shenzhen Beilite Potential Voting Power				
Shareholder Outcomes	Level of Acceptance by Eligible Shareholders (other than Ever Leap and Shenzhen)			
	25%	50%	75%	100%
New Shares subscribed for by Eligible Shareholders (excluding Ever Leap and Shenzhen Beilite)	32,999,569	65,999,137	98,998,706	131,998,274

Ever Leap and Shenzhen Beilite Potential Voting Power				
Shareholder Outcomes	Level of Acceptance by Eligible Shareholders (other than Ever Leap and Shenzhen)			
	25%	50%	75%	100%
Total Shares held by Ever Leap after the Offer	944,444,444	944,444,444	944,444,444	944,444,444
Voting Power of Ever Leap after the Offer (%)	54.34	53.33	52.36	51.42
Total Shares held by Shenzhen Beilite after the Offer	364,444,444	364,444,444	364,444,444	364,444,444
Voting Power of Shenzhen Beilite after the Offer (%)	20.97	20.58	20.20	19.84

As noted in section 4.7, the Offer has not been extended to Shareholders who are recorded in Coppermoly's share register as having an address in the PRC. Accordingly, while the above table outlines the potential number of Shares held by, and voting power of, Shenzhen Beilite based on several scenarios, Shenzhen Beilite may be ineligible to participate in the Offer unless Coppermoly is satisfied that it is permitted to do so, having regard to the legal and other requirements of any regulatory body in the PRC.

However, if neither Ever Leap or Shenzhen Beilite participate in the Offer, but the Offer is fully subscribed by other Eligible Shareholders up to the maximum extent permitted by the Corporations Act, this could alter the current control of Coppermoly as a result of Ever Leap's voting power decreasing and, potentially, Ever Leap ceasing to be able to vote the majority of shares that may be cast at any annual general meeting of Shareholders.

For illustrative purposes, the tables below set out the number of Shares and potential voting power that Ever Leap and Shenzhen Beilite would retain if neither Ever Leap or Shenzhen Beilite participated in the Offer, based on the following scenarios:

- (a) Ever Leap and Shenzhen Beilite do not participate for any of their Entitlement (if any) pursuant to the Offer and Shortfall Offer and applications are received for 25% of all other Shareholders' Entitlements pursuant to the Offer;
- (b) Ever Leap and Shenzhen Beilite do not participate for any of their Entitlement (if any) pursuant to the Offer and Shortfall Offer and applications are received for 50% of all other Shareholders' Entitlements pursuant to the Offer;
- (c) Ever Leap and Shenzhen Beilite do not participate for any of their Entitlement (if any) pursuant to the Offer and Shortfall Offer and applications are received for 75% of all other Shareholders' Entitlements pursuant to the Offer; and
- (d) Ever Leap and Shenzhen Beilite do not participate for any of their Entitlement (if any) pursuant to the Offer and Shortfall Offer and applications are received for 100% of all other Shareholders' Entitlements pursuant to the Offer.

Ever Leap Potential Voting Power				
Shareholder Outcomes	Level of Acceptance by Eligible Shareholders (other than Ever Leap and Shenzhen Beilite)			
	25%	50%	75%	100%
New Shares subscribed for by Eligible Shareholders (excluding Ever Leap and Shenzhen Beilite)	32,999,569	65,999,137	98,998,706	131,998,274
Total Shares held by Ever Leap after the Offer	708,333,333	708,333,333	708,333,333	708,333,333
Voting Power after the Offer (%)	50.21	49.07	47.97	46.92
Shenzhen Beilite Potential Voting Power				
Shareholder Outcomes	Level of Acceptance by Eligible Shareholders (other than Ever Leap and Shenzhen Beilite)			
	25%	50%	75%	100%
New Shares subscribed for by Eligible Shareholders (excluding Ever Leap and Shenzhen Beilite)	32,999,569	65,999,137	98,998,706	131,998,274
Number of Shares held by Shenzhen Beilite after the Offer	273,333,333	273,333,333	273,333,333	273,333,333
Voting Power after the Offer (%)	19.38	18.93	18.51	18.11

4.9 Interests of Directors

The relevant interest of each of the Directors as at the date of this Offer Booklet, together with their respective Entitlements in accordance with the Offer, is set out in the table below.

Mr Kevin Grice (Non-Executive Director)	2,075,600	691,867
Mr Jincheng Yao (Non-Executive Director)	33,318,356	11,106,119
Mr Wanfu Huang (Non-Executive Director)	59,793,188	19,931,063
Mr Zule Lin (Non-Executive Director)	1,554,338	518,113

The Board recommends that all Shareholders take up their Entitlement and advises that Mr Kevin Grice and Mr Wanfu Huang and each of their associated entities each intend to take up their respective Entitlements in accordance with the Offer. Further, as the Offer has not been extended to Shareholders who are recorded in Coppermoly's share register as having an address in China, Mr Jincheng Yao and Mr Zule Lin may potentially be ineligible to participate in the Offer unless Coppermoly is satisfied that it is permitted to do so having regard to the legal and other requirements of any regulatory body in the PRC.

4.10 Overseas shareholders

The offer of Shares pursuant to this Offer Booklet does not, and is not intended to, constitute an offer or invitation in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Offer Booklet.

It is not reasonable for Coppermoly to comply with the securities laws of all overseas jurisdictions in which Shareholders are resident having regard to the number of overseas Shareholders and the number and value of Shares these Shareholders would be offered and the cost of complying with the regulatory requirements in each relevant jurisdiction.

Accordingly, the Offer and Shortfall Offer is not being extended, and no Shares will be issued, to Shareholders with a registered address that is outside Australia, New Zealand and Hong Kong unless the Board is satisfied, in its sole discretion, that it would not contravene the local laws of the country in which the Shareholder is resident to offer Shares.

The Offer is being made to Eligible Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

Subject to their being less than 50 Shareholders with a registered address in Hong Kong as at the Record Date, the Offer will be made to Eligible Shareholders with registered addresses in Hong Kong in reliance on certain securities laws exclusions including certain exclusions as specified in Part 1 of the Seventeenth Schedule of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong). Accordingly, the contents of this document have not been reviewed by any regulatory authority in Hong Kong and Eligible Shareholders with registered addresses in Hong Kong are advised to exercise caution in relation to the Offer and Shortfall Offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

Eligible Shareholders that are resident in Australia, New Zealand and Hong Kong holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up any Entitlement in accordance with the Offer and the Shortfall Offer does not breach regulations in the relevant overseas jurisdiction. The return of a duly completed Application Form will be taken by Coppermoly to constitute a representation that there has been no breach of those regulations.

5. Risks

5.1 Introduction

The Shares offered in accordance with this Offer Booklet are considered highly speculative. An investment in Coppermoly is not risk free and the Directors strongly recommend that potential investors consider the risk factors described below, together with information contained elsewhere in this Offer Booklet and otherwise disclosed to the ASX, and consult their professional advisers before deciding whether to apply for Shares pursuant to this Offer Booklet.

In addition to the specific risks that relate directly to Coppermoly, there are also other general risks, many of which are largely beyond the control of Coppermoly and the Directors, that investors should consider. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of Coppermoly and the market price of any Shares issued pursuant to this Offer Booklet.

5.2 Company specific

(a) Current funding risk

The Offer is not underwritten and there are restrictions in the Corporations Act that limit the extent that Coppermoly's existing substantial Shareholders can participate in the Offer and the Shortfall Offer.

Therefore, it is highly unlikely that the Offer will be fully subscribed. The Directors have tried to mitigate this risk by offering Shortfall Shares for sale in accordance with the Shortfall Offer, but there can be no guarantee that any or all of the Shortfall Shares will be subscribed for.

Accordingly, it is likely that the proceeds of the Offer will be less than the maximum amount sought, of \$3,214,543, and Coppermoly will need to consider alternative methods to raise additional capital, such as undertaking further placements of Shares.

However, there is no certainty that Coppermoly will be able to raise additional capital, or that it will be able to do so on favourable terms.

If Coppermoly is able to raise additional capital, it may be required to do so at a significant discount to the issue price of the New Shares in accordance with the Offer. If this occurs, this may significantly dilute existing Shareholders.

If Coppermoly cannot raise additional capital through the issue of additional Shares, it may be forced to dispose of some or all of its interest in one or more of its assets. If Coppermoly is required to dispose of assets in those circumstances to a third party, it is likely that such disposal will not be on favourable terms, including price.

If Coppermoly is not able to raise additional funding in a timely manner through either the issue of additional Shares or the disposal of assets, it could have a significant detrimental effect on the financial position and viability of Coppermoly.

(b) Exploration Licence extension risk

Coppermoly's wholly owned subsidiary, Copper Quest, is the legal holder of three Exploration Licences and one Exploration Licence application, being the following:

- (1) Exploration Licences:
 - (A) EL 1043 (Nakru);
 - (B) EL 2379 (Simuku); and

(C) EL 2514 (Makmak).

(2) Exploration Licence Application:

(A) ELA 2578 (Kori).

The Exploration Licences have the following expiry dates:

- (1) EL 1043 (Nakru) was granted for a two year term ending on 7 December 2018. In September 2018, Coppermoly lodged an application to extend the term of this Exploration Licence for a further two years to 7 December 2020, which is currently pending approval;
- (2) EL 2379 (Simuku) was granted for a two year term ending on 10 September 2019; and
- (3) EL 2514 (Makmak) was granted for a two year term ending on 11 September 2019.

While Copper Quest has applied to renew the Nakru Exploration Licence, there is no certainty that the terms of this Exploration Licence will be extended.

The departmental procedure for Exploration Licence extensions requires the approval at a Warden's Hearing, followed by consideration and recommendation by the Mining Advisory Council and the final approval by the Papua New Guinean Minister of Mining. Shareholders should be aware that, pending extension, granted Exploration Licences remain in good standing until a decision is made.

There is a risk that one or more of the Exploration Licences will not be extended, or that the terms of the extension are not favourable to Coppermoly. This could have a significant adverse impact on the performance of Coppermoly and the Shares.

There is also a risk that one or more of the Exploration Licence applications will not be granted or, if they are granted, are not granted on favourable terms.

(c) Key sensitivities of Coppermoly's Exploration Licences

The future success of Coppermoly is largely dependent on the success of the West New Britain Project as well as Coppermoly's other copper/gold Exploration Licences. The West New Britain Project and Coppermoly's other Exploration Licences are subject to the following key sensitivities:

- (1) the delineation of sufficient copper/gold reserves so as to result in the viable extraction and processing of copper/gold from the West New Britain Project;
- (2) copper, gold and other relevant material commodity prices;
- (3) mining and processing costs of copper, gold and other ores;
- (4) the capital cost to construct any required processing plant and associated facilities or the cost of transporting any extracted materials to a third party's processing facility;
- (5) national/provincial/local governments' stakes that may be included in any subsequent development agreement; and
- (6) consent from the customary landowners or other parties for access to Exploration Licences.

There is also no guarantee that Coppermoly will be able to obtain all of the necessary approvals, permits, licences and consents required to develop the West New Britain Project.

(d) Sovereign and political risk in Papua New Guinea

Coppermoly's Exploration Licences are located in Papua New Guinea.

Possible sovereign risks associated with operating in Papua New Guinea, like most other mining jurisdictions include, without limitation, changes in mining legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may adversely affect the financial performance of Coppermoly and the market price of its Shares.

No assurance can be given as to the future stability of Papua New Guinea or any other country in which Coppermoly may have an interest in the future.

As at the date of this Offer Booklet, upon the grant of a mining licence, or special mining licence, the State of Papua New Guinea (**State**) may elect, at its discretion, to take up to a 30% participating interest in any major mineral development in Papua New Guinea, in consideration for paying the licence holder 30% of the costs incurred to that point.

The price at which the State is entitled to acquire this interest is unlikely to reflect the market value of that interest. If the State exercises this discretion, this is likely to have the effect of transferring value in Coppermoly from the then-existing Shareholders to the State.

This may have a significant adverse effect on the value of any Shares issued.

(e) Land access

The grant of an exploration tenement in Papua New Guinea is a sufficient right to access the land over which the licence is granted. The grant of a mining licence, however, does not confer an automatic right of access to the land. Consent for access is required from the customary landowners or other parties who have an interest in the land before commencing mining activities. This consent cannot always be guaranteed. Landowners may require the payment of compensation to allow Coppermoly's work programs to proceed.

(f) Future funding requirements

Coppermoly's capital requirements depend on numerous factors.

Coppermoly will require further financing in order to progress the West New Britain Project, and its other Exploration Licences. For the foreseeable future, it is expected that this funding will be from equity financing.

Any equity financing undertaken may dilute existing Shareholders.

There is also no guarantee that Coppermoly will be able to secure any additional funding or be able to secure funding on terms that are favourable to Coppermoly.

This may require that Coppermoly reduce the scope of its operations or, if necessary, dispose of some of its interest in one or more of its assets to a third party.

Similarly, while debt financing is unlikely to be available to Coppermoly for the foreseeable future, any debt financing, if available, may involve restrictions on financing and operating activities.

Depending on the level of control exercisable by Ever Leap after the acquisition of any Shares in accordance with the Capital Raising, Ever Leap may be able to determine the outcome of Shareholders' resolutions. This could mean that future funding proposals and their terms could be determined to a greater extent by certain of Coppermoly's substantial shareholders.

5.3 Industry specific risk

(a) Resource estimates

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. While these estimates may be appropriate when made, they may change significantly when new information or techniques become available.

There are risks associated with such estimates. Resource estimates depend to some extent on interpretations, which may prove to be inaccurate and require adjustment. Adjustments to resource estimates could affect Coppermoly's future plans and ultimately its financial performance and the value of its Shares.

(b) Exploration and mining regulatory risk

The business of exploration, project development and mining involves many risks.

Exploration is a high risk activity that requires large amounts of expenditure over extended periods of time. There can be no guarantee that planned exploration and evaluation programs will lead to positive exploration and evaluation results or the delineation of a commercial deposit or, further, a commercial mining operation.

The future exploration activities of Coppermoly may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents and land access issues, changing government regulations and many other factors beyond the control of Coppermoly.

Each of these may have a significant adverse effect on the future performance of Coppermoly and the market price of its Shares.

(c) Environmental

The operations and proposed activities of Coppermoly are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, Coppermoly's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is Coppermoly's intention to conduct its activities in accordance with industry best practice, including compliance with all environmental laws.

As a result of its geographical location, Papua New Guinea may experience high levels of rainfall from time to time which may impact upon accessibility or cause delays to Coppermoly's work programs. There is a risk that Coppermoly's intended exploration activity may be delayed for prolonged periods as a result of extended rainfall.

Events, such as unpredictable rainfall may impact on Coppermoly's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on Coppermoly for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

5.4 General risks

(a) Economic and market conditions

Share market conditions may affect the value of Coppermoly's quoted securities regardless of Coppermoly's operating performance. Share market conditions are affected by many factors such as:

- (1) general economic outlook;
- (2) commodity prices;
- (3) interest rates and inflation rates;
- (4) changes in investor sentiment toward particular market sectors;
- (5) the demand for, and supply of, capital; and
- (6) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for securities in general and resource exploration securities in particular. Neither Coppermoly nor the Directors warrant the future performance of Coppermoly or any return on an investment in Coppermoly.

(b) Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Coppermoly are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, Coppermoly, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for New Shares in accordance with this Offer Booklet.

(c) Regulatory and policy risks

Coppermoly's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. Coppermoly requires permits from regulatory authorities to authorise Coppermoly's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that Coppermoly will not obtain these permits on acceptable terms, in a timely manner or

at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict Coppermoly from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of Coppermoly's activities or forfeiture of one or more of Coppermoly's Exploration Licences.

Any adverse changes in government policies or legislation may also affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of Coppermoly. It is possible that the current system of exploration and mine permitting in Papua New Guinea may change, resulting in impairment of rights and possibly expropriation of Coppermoly's properties without adequate compensation.

(d) Foreign exchange rate risk

Coppermoly's revenue and expenditure, are and will be, taken into account in Australian dollars. Most of Coppermoly's operating and exploration expenses are incurred in PNG Kina. Copper and gold is sold throughout the world based principally on a US dollar price. Therefore, Coppermoly is exposed to fluctuations and volatility in the USD/AUD and PNG/AUD exchange rates and the USD copper and gold prices. Movements in these exchange rates and/or the USD copper and gold price may adversely or beneficially affect Coppermoly's results or operations and cash flows.

5.5 Speculative investment

The above risk factors ought not to be taken as exhaustive of the risks faced by Coppermoly or by investors in Coppermoly. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Coppermoly and the value of the Shares offered pursuant to this Offer Booklet.

Therefore, the Shares to be issued pursuant to this Offer Booklet carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in Coppermoly is speculative and should consult their professional advisers before deciding whether to apply for any Shares pursuant to this Offer Booklet.

6. Acceptance of Offer and Shortfall Offer

6.1 Acceptance of Offer

Your acceptance of the Offer must be made on the Application Form accompanying this Offer Booklet. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for your maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your full Entitlement:
 - (1) complete the Application Form; and
 - (2) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Application Form. If you are paying via BPAY® please refer to section 6.6; or
- (b) if you only wish to accept part of your Entitlement:
 - (1) fill in the number of Shares you wish to accept in the space provided on the Application Form; and
 - (2) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at \$0.007 per New Share). If you are paying via BPAY® please refer to section 6.6; or
- (c) if you do not wish to accept any part of your Entitlement, you are not obliged to do anything.

The Directors retain the discretion to refuse to accept applications for Shares (in whole or in part) where the effect of issuing Shares to the Applicant will result in the Applicant's, or another person's, voting power in Coppermoly increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%.

6.2 Application for Shortfall Shares

If you wish to apply for Shares in excess of your Entitlement by applying for Shortfall Shares, you may do so in accordance with the instructions referred to the Application Form. Please read the instructions carefully. Any Shortfall Shares applied for in excess of your Entitlement will be issued from the excess of any New Shares not applied for in accordance with the Offer (if any) and there is no guarantee that you will receive all, or any, of the amount of the Shortfall Shares applied for pursuant to the Shortfall Offer.

For payment by cheque/bank draft, please refer to section 6.5. If you are paying via BPAY® please refer to section 6.6.

6.3 Allocation of Shortfall Shares

Subject to the Directors retaining discretion to refuse to accept applications (in whole or in part) for Shortfall Shares where the effect of issuing Shortfall Shares to the Applicant will result in the Applicant's, or another person's, voting power in Coppermoly increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, Applicants in accordance with the Shortfall Offer will be allocated the lesser of:

- (a) the number of Shortfall Shares applied for by the Applicant; and
- (b) if the number of Shortfall Shares available for subscription is less than the aggregate number of Shortfall Shares applied for by all unsatisfied Applicants, the number of Shortfall Shares applied for, scaled on a pro rata basis according to all unsatisfied

Applicants' respective shareholdings in Coppermoly as at the Closing Date for the Offer.

If, following the allocation process referred to in paragraphs (a) and (b) immediately above, there are any remaining Shortfall Shares, that allocation process will be repeated continuously until all applications for Shortfall Shares have been satisfied in full or there are no further Shortfall Shares.

6.4 **No Cooling-Off Rights**

Cooling-off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your application once it has been accepted.

6.5 **Payment by cheque/bank draft**

All cheques must be drawn on an Australian bank cheque or bank draft made payable in Australian currency to "**Coppermoly Limited – Issue A/C**" and crossed "Not Negotiable".

Eligible Shareholders must ensure that their completed Application Form and cheque reaches Coppermoly's Share Registry no later than 5.00 AEST on the Closing Date (by post) at:

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

6.6 **Payment by BPAY®**

For Eligible Shareholders wishing to pay via BPAY®, please follow the instructions on the Application Form. You can only make a payment via BPAY® if you are an Eligible Shareholder and the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Application Form but are taken to have made the declarations on that Application Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (AEST) on the Closing Date. You should be aware that your financial institution may implement cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any application monies received for more than your final allocation of New Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

The Offer is non-renounceable. Accordingly, Shareholders may not sell or transfer all or part of their Entitlement.

6.7 **Representations you will be taken to make by acceptance**

By completing and returning your Application Form or making a payment by cheque, bank draft or BPAY®, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this Offer Booklet and the Application Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Application Form;

- (b) agreed to be bound by the terms of the Offer, the provisions of this Offer Booklet and Coppermoly's constitution;
- (c) authorised Coppermoly to register you as the holder of the New Shares allotted to you;
- (d) warranted that you are an Eligible Shareholder and that you are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue of New Shares pursuant to the Offer;
- (e) declared that you were the registered holder as at the Record Date of the Shares indicated in the Application Form as being held by you on the Record Date;
- (f) agreed to apply for and be issued up to the number of New Shares specified in the Application Form, or for which you have submitted payment of any application monies via BPAY®, cheque or bank draft at the issue price of \$0.007 per New Share;
- (g) authorised Coppermoly, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you;
- (h) acknowledged that the information contained in this Offer Booklet and your Application Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (i) acknowledged that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Coppermoly and is given in the context of Coppermoly's past and ongoing continuous disclosure announcements to the ASX;
- (j) acknowledged the statement of risks in the 'Risk Factors' Section of this Offer Booklet and that investments in Coppermoly are subject to risk;
- (k) acknowledged that none of Coppermoly or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Coppermoly, nor do they guarantee the repayment of capital; and
- (l) authorised Coppermoly to correct any errors in your Application Form.

The Directors' (or their delegates') decision as to whether to treat an Application Form as valid and how to construe, amend or complete the Acceptance Form is final and binding.

6.8 Enquiries concerning your Entitlement

If you have any queries concerning your Entitlement please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or (+61) 2 9290 9600 (outside Australia).

6.9 Allotment

Shares issued pursuant to the Offer and Shortfall Offer will be allotted in accordance with ASX Listing Rules and the timetable set out in this Offer Booklet.

Where the number of Shares issued is less than the number applied for, or where no allotment is made, any surplus application money received by Coppermoly will be refunded to the Applicant in full as soon as practicable after the Closing Date of the Offer. No interest will be paid on any application money refunded to Applicants.

Pending the allotment and issue of Shares or payment of refunds pursuant to this Offer Booklet, all application money will be held by Coppermoly on trust for the Applicants in a separate bank account as required by the Corporations Act. Coppermoly will, however, be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares issued pursuant to the Offer and Shortfall Offer will be mailed to Applicants in accordance with ASX Listing Rules and timetable set out at the commencement of this Offer Booklet.

6.10 ASX listing

An application has been made for Quotation of the Shares offered pursuant to this Offer Booklet. If ASX does not grant Quotation of the New Shares offered pursuant to this Offer Booklet, Coppermoly will not issue any New Shares and will repay all application money for the Shares as soon as reasonably practicable, without interest.

6.11 Continuous disclosure obligations

Coppermoly is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all ASX listed companies, Coppermoly is required to immediately disclose to the market any information that a reasonable person would expect to have a material effect on the price or the value of Coppermoly’s securities.

As such, this Offer Booklet should be read in conjunction with the publicly available information in relation to Coppermoly which has been notified to ASX and does not include all of the information that would be included in a prospectus prepared in accordance with the Corporations Act. Investors should therefore have regard to the other publicly available information in relation to Coppermoly before making a decision as to whether or not to invest.

Coppermoly’s announcements are also available through Coppermoly’s website located at www.coppermoly.com.au.

6.12 Clearing House Electronic Sub Register System (CHES) and Issuer Sponsorship

Coppermoly will not be issuing share certificates. Coppermoly is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by Coppermoly. Because the sub registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that Coppermoly will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them in accordance with this Offer Booklet. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures pursuant to CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in Coppermoly during the preceding month.

6.13 Governing Law

This Offer Booklet and the contracts formed on acceptance of the Acceptance Forms are governed by the laws of Queensland, Australia. Each applicant submits to the non-exclusive

jurisdiction of the courts of Queensland, Australia.

6.14 Taxation

The taxation consequences arising from an investment in any New Shares will depend on the particular circumstances of each Applicant and it is the responsibility of all Applicants to satisfy themselves of the taxation treatment that applies to them by consulting their own professional tax advisers.

6.15 Enquiries

Any questions concerning the Offer should be directed to Coppermoly's Share Registry on 1300 737 760 (within Australia) or (+61) 2 9290 9600 (outside Australia).

7. Glossary

\$	means the lawful currency of the Commonwealth of Australia.
AEST	means Australian Eastern Standard Time.
Applicant	means an Eligible Shareholder who applies for Shares pursuant to the Offer or Shortfall Offer.
Application Form	means an entitlement and acceptance form in the form accompanying a paper copy of this Offer Booklet, pursuant to which Eligible Shareholders may apply for Shares pursuant to the Offer and Shortfall Offer.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it (as the context requires).
ASX Listing Rules	means the listing rules of ASX.
ASX Settlement Operating Rules	means the settlement rules of the securities clearing house which operates CHES.
Board	means the board of Directors unless the context indicates otherwise.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
Capital Raising	means, together, the Offer and the Shortfall Offer.
CHES	means the ASX's clearing house electronic subregister system.
Closing Date	means the date specified in the timetable set out at the commencement of this Offer Booklet (unless extended).
Convertible Note	means the convertible notes issued to Jade Triumph, which have an aggregate face value of \$1,200,000 and which are convertible into Shares at the election of the Noteholder at an issue price of \$0.02 per Share.
Copper Quest	means Copper Quest PNG Limited, being a wholly owned subsidiary of Coppermoly.
Coppermoly	means Coppermoly Limited ACN 126 490 855.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of Coppermoly as at the date of this Offer Booklet.
Eligible Shareholder	means a Shareholder as at the Record Date that is not an Ineligible Shareholder.
Entitlement	means the entitlement of an Eligible Shareholder pursuant to the Offer.
Exploration Licence	means an exploration licence as that term is defined in the Mining Act.
Exploration Licence Application	means an exploration licence application as that term is defined in the Mining Act.
Hong Kong	means the Hong Kong Special Administrative Region of the People's Republic of China.

Ineligible Shareholder	means a Shareholder that is recorded in Coppermoly's share register as having an address outside of Australia and New Zealand and, subject to their being less than 50 Shareholders with a registered address in Hong Kong on the Record Date, Hong Kong, unless Coppermoly is satisfied (in its sole discretion) that the offer of New Shares to Shareholders with a registered in a particular place pursuant to this Offer Booklet would not be unlawful under the local laws of that place, either unconditionally or after compliance with such conditions as the Board, in its sole discretion, considers is reasonable in the circumstances.
Jade Triumph	means Jade Triumph International Limited.
Mining Act	means the Mining Act 1992 of Papua New Guinea.
Mining Advisory Council	means the regulatory body in Papua New Guinea which makes recommendations to the minister of the Mineral Resources Authority in relation to grants and extensions of licences and related issues.
New Share	means any Shares to be issued pursuant to the Offer.
Offer	means the non-renounceable entitlement offer to Eligible Shareholders contained in this Offer Booklet.
Offer Documents	means each of the documents associated with the Offer and sent to Shareholders, including this Offer Booklet.
Option	means an option to acquire a Share.
PRC	means the People's Republic of China.
Quotation	means official quotation of the Shares on ASX and the term ' Quoted ' has a corresponding meaning.
Record Date	means 7.00pm AEST on the date specified in the timetable set out at the commencement of this Offer Booklet.
Share	means a fully paid ordinary share in the capital of Coppermoly.
Share Registry	means Boardroom Pty Limited ACN 003 209 836.
Shareholder	means a holder of a Share.
Shortfall	means any New Shares not applied for in accordance with the Offer (if any).
Shortfall Offer	means the offer to acquire any New Shares not applied for in accordance with the Offer on the terms and conditions set out in section 4.1 of this Offer Booklet.
Shortfall Shares	means the Shares offered pursuant to the Shortfall Offer.
Warden's Hearing	has the meaning given to that term in accordance with section 108 of the Mining Act.
West New Britain Project	means, together, EL 1043 (Nakru), EL 2379 (Simuku), EL 2514 (Makmak) and ELA 2578 (Kori).

8. Corporate Directory

Directors

Mr Kevin Grice (Non-Executive Director)

Mr Jincheng Yao (Non-Executive Director)

Mr Wanfu Huang (Non-Executive Director)

Mr Zule Lin (Non-Executive Director)

Company secretary

Mr Stephen Kelly

Registered office

Telephone: 07 3217 7544

2/42 Morrow Street, Taringa, Queensland 4068

Facsimile: 07 3876 0695

Email: info@coppermoly.com.au

Website: www.coppermoly.com.au

Share Registry

Boardroom Pty Limited

Telephone: 02 9290 9600

Facsimile: 02 9279 0664

Lawyers

Piper Alderman

Riparian Plaza, Level 26, 71 Eagle Street

Brisbane QLD 4000