

**BOUGAINVILLE COPPER LIMITED****1 KINA FULLY PAID SHARES (TOTAL) As of 28 Jun 2011****Top Holders Snapshot - Ungrouped****Composition : ORD**

Rank	Name	Address	Units	% of Units
1.	RIO TINTO LIMITED	C/- COMPANY SECRETARY, RIO TINTO LIMITED, GPO BOX 384D, MELBOURNE	211.774.646	52,80
2.	THE INDEPENDENT STATE OF PAPUA NEW GUINEA	C/- SECRETARY FOR FINANCE, PO WARDS STRIP, WAIGANI PNG	76.430.809	19,06
3.	JP MORGAN NOMINEES AUSTRALIA LIMITED <CASH INCOME A/C>	LOCKED BAG 20049, MELBOURNE VIC, 3001	50.101.611	12,49
4.	CITICORP NOMINEES PTY LIMITED	GPO BOX 764G, MELBOURNE VIC, 3001	16.328.498	4,07
5.	NATIONAL NOMINEES LIMITED	GPO BOX 1406, MELBOURNE VIC, 3001	7.812.983	1,95
6.	RIO TINTO BASE METALS PTY LIMITED	C/- COMPANY SECRETARY, RIO TINTO LIMITED, GPO BOX 384D, MELBOURNE VIC, 3000	4.099.452	1,02
7.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	GPO BOX 5302, SYDNEY NSW, 2001	3.846.037	0,96
8.	J P MORGAN NOMINEES AUSTRALIA LIMITED	LOCKED BAG 7, ROYAL EXCHANGE NSW, 1225	2.088.674	0,52
9.	MR FRANZ HEINRICH RAST	21 NATIONAL AVENUE, BULLI NSW, 2516	1.700.000	0,42
10.	WESTCO NOMINEES LIMITED	163 PENANG ROAD, #02-03 WINSLAND HOUSE II, SINGAPORE 238463,	900.000	0,22
11.	PENSON AUSTRALIA NOMINEES PTY LTD <ARGONAUT ACCOUNT>	GPO BOX 5343, SYDNEY NSW, 2001	890.000	0,22
12.	DEEP INVESTMENTS PTY LIMITED	GPO BOX 1442, SYDNEY NSW, 2001	629.343	0,16
13.	THE NOBLE HOPE FOR CONSTRUCTION PTY LIMITED <SUPERANNUATION FUND A/C>	29 CRAGG STREET, CONDELL PARK NSW, 2200	610.000	0,15

14.	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	LEVEL 8, 50 BRIDGE STREET, SYDNEY NSW, 2000	543.082	0,14
15.	MR DANIEL RONALD WATSON	PO BOX 322, GLENSIDE SA, 5065	450.000	0,11
16.	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	LEVEL 21, 120 COLLINS STREET, MELBOURNE VIC, 3000	425.084	0,11
17.	MR ANTHONY PATRICK CAHILL	40 MANGALORE STREET, ASCOT VALE VIC, 3032	400.000	0,10
18.	DEEP VALLEY PTY LIMITED <ISTRIA FAMILY A/C>	9 CORELLA AVENUE, SAMFORD QLD, 4520	377.000	0,09
19.	MR GARRY RAYMOND CHURCHILL <MINTEK CHURCHILL S/F A/C>	PO BOX 303, CLIFTON BEACH QLD, 4879	337.017	0,08
20.	MRS SUMITHRA RAMBUKWELLA RANAWEERA	96 WIJERAMA MAWATHA, COLOMBO 7, SRI LANKA	312.500	0,08
21.	DR RICHARD SALLIE	SUITE 35, 95 MONASH AVENUE, NEDLANDS WA, 6009	282.152	0,07
22.	MR LEWIS HASWELL FINEY	97 MEMORIAL AVENUE, ST IVES NSW, 2075	240.446	0,06
23.	MR DOUGLAS LESLIE GANNON	17 BOYCE STREET, GLEBE NSW, 2037	230.792	0,06
24.	MR KAYE CLAUDE CASTREE LAUN	8 MICHELANGELO STREET, FIG TREE POCKET QLD, 4069	223.200	0,06
25.	PAN AUSTRALIAN NOMINEES PTY LIMITED	GPO BOX 7033, SYDNEY NSW, 1170	203.363	0,05
26.	MRS PATRICIA ANNE ALLEN	24 GARDENIA PARADE, GREYSTANES NSW, 2145	200.000	0,05
27.	ANIL BAKAYA + JOHN FRANCIS WATTY <BAKAYA SUPER FUND A/C>	3804/22-24 JANE BOLL LANE, MELBOURNE VIC, 3000	198.200	0,05
28.	MR ROBERT STANLEY ALLEN	24 GARDENIA PARADE, GREYSTANES NSW, 2145	168.692	0,04
29.	UBS NOMINEES PTY LTD	LEVEL 16, CHIFLEY TOWER, 2 CHIFLEY SQUARE, SYDNEY NSW, 2000	164.293	0,04
30.	MR GEOK LOO GOH	PO BOX 1418, RAFFLES CITY 911748, SINGAPORE	150.000	0,04
31.	DR RONALD JACK COHEN	22 WILLIFIELD WAY, LONDON NW11 7XT, UNITED KINGDOM	138.412	0,03

32.	KILORAN INVESTMENTS PTY LIMITED <JAYDEE SUPER FUND A/C>	PO BOX 153, NEW LAMBTON NSW, 2305	130.000	0,03
33.	M F CUSTODIANS LTD	LEVEL 18, 8 EXHIBITION STREET, MELBOURNE VIC, 3000	130.000	0,03
34.	WALTER ALTERI SUPERANNUATION PTY LTD <W ALTERI PRINTING P/L SF A/C>	55 SUSSEX STREET, BRIGHTON VIC, 3186	130.000	0,03
35.	MR NICKOLAUS GEORG SCHETTLER + MRS HEATHER MARGARET SCHETTLER	9 MARKET STREET, MOOREBANK NSW, 2170	120.000	0,03
36.	JUSDOP PTY LIMITED <SUPER FUND A/C>	7 ANGLERS PLACE, ELEEBA NSW, 2282	118.827	0,03
37.	CITYCASTLE PTY LTD	6 MACQUARIE ROAD, TOORAK VIC, 3142	110.000	0,03
38.	MR WILLIAM KAM WAH WONG + MRS KITTY WONG	60 OXFORD STREET, BURWOOD NSW, 2134	110.000	0,03
39.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	GPO BOX 5302, SYDNEY NSW, 2001	108.136	0,03
40.	MR GARRY RAYMOND CHURCHILL	PO BOX 303, CLIFTON BEACH QLD, 4879	105.500	0,03
41.	MR TREVOR RONALD RUGG	4/12 SUSAN CLOSE, COFFS HARBOUR NSW, 2450	100.500	0,03
42.	COPPERZONE PTY LTD	LEVEL 21, 500 COLLINS STREET, MELBOURNE VIC, 3000	100.000	0,02
43.	MR KENNETH JOHN JONES + MRS GLORIA JEAN JONES	32 GERSHWIN COURT, NERANG QLD, 4211	100.000	0,02
44.	MR LOUIS KYRIAKOU	9 ROBINHOOD COURT, DONCASTER EAST VIC, 3109	100.000	0,02
45.	MACLEAN WARNER PTY LTD <MACLEAN WARNER S/F A/C>	1/72 ROCHESTER ROAD, BALWYN VIC, 3103	100.000	0,02
46.	N J FALKINGHAM PTY LIMITED <SUPERANNUATION FUND A/C>	PO BOX 119, TURRAMURRA NSW, 2074	100.000	0,02
47.	MRS MARIA BEATRIX SANDBACH	36 PARLINGTON STREET, CANTERBURY VIC, 3126	100.000	0,02
48.	INV PTY LTD	J121/IWAKA 47, PO BOX 7093, KUALA KECANA TIMIKA PAPUA, INDONESIA	92.384	0,02
49.	MR FREDERICK GEORGE STEPHENSON	11 FLORENCE STREET, CLAYFIELD QLD, 4011	90.000	0,02

50.	MR FENG-CHENG WANG	1 ARDEN ROAD, PYMBLE NSW, 2073	90.000	0,02
51.	INVESTMENT CUSTODIAL SERVICES LIMITED <C A/C>	PO BOX 331068, TAKAPUNA AUCKLAND 0740, NEW ZEALAND	84.050	0,02
52.	MR DAVID LEWIS WOOD	38 YONGALA STREET, TAPEROO SA, 5017	76.000	0,02
53.	MR HENRICUS LAMBERTUS VERSTAPPEN	PO BOX 283, STREAKY BAY SA, 5680	75.000	0,02
54.	MR BARRY FRANCIS WELLINGTON	44 PEACHDALE STREET, TINGALPA QLD, 4173	75.000	0,02
55.	MR HARTWIG KOPP	AN DER MOSEBECKE 1, D-32758 DETMOLD, FEDERAL REPUBLIC OF	70.000	0,02
56.	MS BARBARA JANET SMITH	UNIT 3 "TREBORNE", 1 DELAMERE STREET, HAWKER ACT, 2614	70.000	0,02
57.	MRS DIANA RUSSELL CAREY	PO BOX 2, WAITOMO CAVES, 2566, NEW ZEALAND	62.500	0,02
58.	MR JAMES PATRICK CAREY	PO BOX 2, WAITOMO CAVES, 2566, NEW ZEALAND	62.500	0,02
59.	ENBEEAR PTY LTD	C/- MR ALAN G RYDGE, 49 MARKET STREET, SYDNEY NSW, 2000	62.400	0,02
60.	BELL POTTER NOMINEES LTD <BB NOMINEES A/C>	GPO BOX 4718TT, MELBOURNE VIC, 3001	60.500	0,02
61.	MR STEPHEN PETER MURRAY <TALLIN SUPER FUND A/C>	PO BOX 751, MUDGEERABA QLD, 4213	59.000	0,01
62.	PROF NEIL EDWARD BECHERVAISE + DR JILLIAN DE ARAUGO	C/- ARC FINANCIAL SERVICES, PO BOX 2203, MOORABBIN VIC, 3189	55.000	0,01
63.	CANNING NOMINEES PTY LTD	PO BOX 2101, HOTHAM HILL VIC, 3051	55.000	0,01
64.	CANAUST INVESTMENTS LIMITED	C/- GREENWOOD CHALLONER, GPO BOX 4265, SYDNEY NSW, 2001	52.228	0,01
65.	MRS MARIA BEATRIX SANDBACH	36 PARLINGTON STREET, CANTERBURY VIC, 3126	52.000	0,01
66.	THE TRUST COMPANY (SUPERANNUATION) LTD <GPMSF2-YORK SUPER A/C>	GPO BOX 263, SYDNEY NSW, 2001	52.000	0,01
67.	JOHANNES WENZEL PTY LTD <SUPERANNUATION ACCOUNT>	PO BOX 128, NARRE WARREN NORTH VIC, 3804	51.475	0,01

68.	MR KARL CHRISTOFFER FLODIN <FLODIN FAMILY A/C>	84 QUARRY ROAD, DURAL NSW, 2158	50.615	0,01
69.	MISS REBEKAH ABDELMALEK	29 CRAGG STREET, CONDELL PARK NSW, 2200	50.000	0,01
70.	MR ISAAC DANZIGER	PO BOX A2071, SYDNEY SOUTH NSW, 1235	50.000	0,01
71.	ESTATE LATE ISAAC DANZIGER	C/- DIAMOND CONWAY LAWYERS, LEVEL 7, 9 HUNTER STREET, SYDNEY NSW, 2000	50.000	0,01
72.	DREXWILL PTY LTD <THE L FAMILY A/C>	PO BOX 808, WILLOUGHBY NSW, 2068	50.000	0,01
73.	MR NIGEL ARLINGTON KELLNER	107 MACQUARIE STREET, MEREWETHER NSW, 2291	50.000	0,01
74.	MR JOHN IVOR PORTER	75 OLD TAREN POINT ROAD, TAREN POINT NSW, 2229	50.000	0,01
75.	KANSALLIS INTERNATIONAL SA	KANSALLIS HOUSE, PLACE DE D'ETOILE, P O BOX 627, L 2016, LUXEMBOURG	50.000	0,01
76.	MR ZYGMUNT SAWIAK	134 HOWICK STREET, LATHLAIN WA, 6100	50.000	0,01
77.	STEEL INDUSTRIES LIMITED	PO BOX 1249, BOROKO NCD, PAPUA NEW GUINEA	50.000	0,01
78.	TROPIC INVESTMENTS PTY LTD <TROPIC INVESTMENTS S/F A/C>	PO BOX 6715, CAIRNS QLD, 4870	50.000	0,01
79.	MR NOEL JASPER WILSON + MRS PAMELA THERESE WILSON <WILSON SUPER FUND A/C>	PO BOX 90, INGLEWOOD WA, 6932	50.000	0,01
80.	MRS RUTH WORMALD	2/2 BOORALIE RD, TERREY HILLS NSW, 2084	50.000	0,01
81.	MR SPYROS KOKKINOS	PO BOX 895, GISBORNE VIC, 3437	48.000	0,01
82.	RTZ LIMITED	P O BOX 1336, ST JAMES'S SQUARE, LONDON SW1Y 4LD, UNITED KINGDOM	45.991	0,01
83.	MR DECHEN MARCEL	RUE DU CIMETIERE 23, SANDWEILER-LUXEMBOURG 5214, LUXEMBOURG	45.400	0,01
84.	MR ROBERT MAURICE DEEP	GPO BOX 1442, SYDNEY NSW, 2001	45.000	0,01
85.	MR WILLIAM FRANCIS LOWE	711-1 VICTOR STREET, CHATSWOOD NSW, 2057	45.000	0,01

86.	H F A ADMINISTRATION PTY LTD <HFA ADMIN SUPER FUND A/C>	C/-L LAU & CO LEVEL 9, 350 KENT STREET, SYDNEY NSW, 2000	44.500	0,01
87.	MR NIKOLA JARNECIC + MRS BRANKA JARNECIC	8 GREGORY STREET, WOLLONGONG NSW, 2500	44.248	0,01
88.	THOMAS OTTO MAIER	ASENHAMER STRASSE 24, KOESSLARN 94149, GERMANY	41.825	0,01
89.	MR ROLAND GRAHAM MILLS	590 OPIHI ROAD, RD12, PLEASANT POINT 7982, NEW ZEALAND	40.750	0,01
90.	AMALGAMATED DAIRIES LIMITED	PO BOX 36, AUCKLAND 1, NEW ZEALAND	40.440	0,01
91.	H F A ADMINISTRATION PTY LIMITED <SUPER FUND A/C>	C/- L LAU & CO, LEVEL 9 350 KENT STREET, SYDNEY NSW, 2000	40.000	0,01
92.	INVIA CUSTODIAN PTY LIMITED <STRATEGIC HEALTH P/L A/C>	C/- S3783802Q PBR, GPO BOX 4595, MELBOURNE VIC, 3001	40.000	0,01
93.	MRS KATHLEEN ANN JENNINGS	PO BOX 166, LEETON NSW, 2705	40.000	0,01
94.	MR JAMES GRAHAM MCKENZIE + MRS MARGARET DOROTHY MCKENZIE <JAMAR SUPER FUND A/C>	51 MARY WALSH STREET, MARIBYRNONG VIC, 3032	40.000	0,01
95.	MR HUGH JOHN NESS + MRS SALLIE MAY BOYD <ISOLA COMACINA S/FUND A/C>	PO BOX 666, WEST PERTH WA, 6872	40.000	0,01
96.	OVERSEAS INDUSTRIAL CORPORATION ANSTALT	C/- J G MACLEOD ESQ, 43 ABOU ALLA EL MAARI, TANGIER, MOROCCO	40.000	0,01
97.	SKED PTY LTD	6 MAQCUARIE ROAD, TOORAK VIC, 3142	40.000	0,01
98.	MS MARGARET TESKE	UNIT 16, 10 SWAN AVENUE, KLEMZIG SA, 5087	40.000	0,01
99.	BOOM SECURITIES (HK) LTD <CLIENTS ACCOUNT>	25/F AIA TOWER, 183 ELECTRIC ROAD, NORTH POINT, HONG KONG	38.640	0,01
100.	CAPITAL NOMINEES LIMITED	PO BOX 2017, PORT MORESBY NCD, PAPUA NEW GUINEA	38.494	0,01
<b>Totals: Top 100 holders of 1 KINA FULLY PAID SHARES (TOTAL)</b>			<b>386.855.189</b>	<b>96,46</b>
<b>Total Remaining Holders Balance</b>			<b>14.207.311</b>	<b>3,54</b>