Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	**Bougainville Copper Limited**
ABN	**007 497 869**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Robert Staley BURNS
Date of last notice	22 February 2007

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	13 March 2007
No. of securities held prior to change	4,971 Options under the Rio Tinto Limited Share Option Plan 2004 and Share Savings Plan. 4,400 Conditional Share Awards under the Rio Tinto Limited Mining Companies Comparative Plan 2004.
Class	Options over Ordinary Shares and Conditional Ordinary Share Awards.

+ See chapter 19 for defined terms.

Number acquired	30 1,405 1,405 900	Correction to balance of Options granted under the Rio Tinto Limited Share Option Plan. Options were granted in accordance with the rules of the Rio Tinto Limited Share Option Plan 2004. Conditional Share Awards were made under the Rio Tinto Limited Mining Companies Comparative Plan 2004. Conditional Shares Awards were made under the Rio Tinto Limited Management Share Plan.
Number disposed	Nil	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	See "Nature of Change" below.	
No. of securities held after change	6,406 6,705	Options under the Rio Tinto Limited Share Option Plan 2004 and Share Savings Plan. Conditional Share Awards under the Rio Tinto Limited Mining Companies Comparative Plan 2004 and Management Share Plan.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	30 1,405 1,405 900	Correction to balance of Options granted under the Rio Tinto Limited Share Option Plan 2004 held as reported in Appendix 3Y Change of Director's Interest Notice on 22 February 2007. Options were granted in accordance with the rules of the Rio Tinto Limited Share Option Plan 2004. The exercise price per option is $74.588. Conditional Shares Awards were made at no cost in accordance with the rules of the Rio Tinto Limited Mining Companies Comparative Plan 2004. Conditional Shares Awards were made at no cost in accordance with the rules of the Rio Tinto Limited Management Share Plan.

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/a
Nature of interest	N/a
Name of registered holder (if issued securities)	N/a
Date of change	N/a
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/a
Interest acquired	N/a
Interest disposed	N/a
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/a
Interest after change	N/a

+ See chapter 19 for defined terms.