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**MZI RESOURCES LIMITED**

**ACN 077 221 722**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10.00am (WST)

**DATE:** 25 November 2014

**PLACE:** City West Receptions  
45 Plaistowe Mews  
West Perth, Western Australia, 6005

*This Notice of Annual General Meeting should be read in its entirety.*

*If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9328 9800.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The general meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on 25 November 2014 at:

City West Receptions  
45 Plaistowe Mews  
West Perth, Western Australia, 6005

### YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

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To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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## NOTICE OF GENERAL MEETING

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Notice is given that an Annual General Meeting of Shareholders will be held at 10.00am (WST) on 25 November at 45 Plaistowe Mews, West Perth, Western Australia, 6005.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10.00am (WST) on 23 November 2014.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

### AGENDA

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#### A. ORDINARY BUSINESS

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##### REPORTS AND FINANCIAL STATEMENTS

To receive and consider the Company's financial report, and the reports of directors and auditors, for the year ended 30 June 2014.

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##### RESOLUTION 1 – RE- ELECTION OF MR MALCOLM RANDALL

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 11.7(a) of the Constitution and for all other purposes, Mr Malcolm Randall, retires by rotation, and being eligible, is re-elected as a Director."*

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##### RESOLUTION 2 – REMUNERATION REPORT

To consider and, if thought fit, to pass, the following resolution in accordance with section 250R(2) of the Corporations Act:

*"That the Remuneration Report be adopted."*

**Voting Prohibition:** A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; and
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution as a proxy for a person who is entitled to vote if:

- (c) the person is appointed as proxy by writing that specifies how the proxy is to vote on the proposed resolution; or
- (d) the person is the Chairman, who may vote undirected proxies on this Resolution in accordance with the express authorisation in the Proxy Form.

**Note:** This Resolution is advisory only and does not bind the Directors of the Company.

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#### B. SPECIAL BUSINESS

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##### RESOLUTION 3 – CONSOLIDATION OF SHARE CAPITAL

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

*"That, in accordance with section 254H of the Corporations Act, the issued share capital of the Company be consolidated through the conversion of every forty Shares on issue into one Share and that any resulting fractions of a Share be rounded up to the next whole number of Shares".*

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##### RESOLUTION 4 – AMENDMENT OF RIGHTS ISSUE OPTIONS

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

*"That, for the purposes of Listing Rule 6.23.4, the waiver from Listing Rule 6.23.3 granted by ASX to MZI, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve an amendment to the expiry date of 133,934,910 unlisted Options previously issued under the Rights Issue on the terms and conditions set out in the Explanatory Statement".*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution 4 by:

- (a) a person who holds an unlisted Option that is the subject of the Resolution 4; and
- (b) an associate of those persons.

However, the entity need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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## C. MAJORITY REQUIRED FOR RESOLUTIONS TO BE PASSED

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Resolutions 1, 3 and 4 will be passed if at least 50% of the votes on the particular resolution (either in person, proxy, attorney or by corporate representative) are in favour of that resolution. Resolution 2 is advisory only and does not bind the Directors of the Company.

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## D. PROXIES

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Each Shareholder that is entitled to attend and vote is entitled to appoint a proxy. Each Shareholder that is entitled to attend and vote is entitled to appoint a proxy. The proxy does not need to be a Shareholder. A Shareholder that is entitled to cast two or more votes may appoint not more than two proxies to attend and vote on their behalf. The person or persons so appointed need not necessarily be Shareholders. Where two proxies are appointed, each proxy should be appointed to represent a specified portion or number of the Shareholder's voting rights (failing which each appointee will be entitled to cast half the Shareholder's votes).

A Proxy Form together with instructions on how to complete the Proxy Form is attached.

To vote by proxy, please complete and sign the enclosed Proxy Form and return it to Computershare Investor Services Pty Limited by:

- (a) Mail to:  
Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne Victoria 3001  
Australia; or
- (b) Facsimile to:  
1800 783 447 (within Australia) or  
+61 3 9473 2555 (outside Australia); or
- (c) Online:  
At [www.investorvote.com.au](http://www.investorvote.com.au); or
- (d) By Mobile:  
Scan the QR Code on your Proxy form and follow the prompts.

### Custodian Voting

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

To be valid, properly completed proxy forms must be received by the Company no later than 48 hours before the Meeting.

A body corporate Shareholder may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the meeting.

If you return your Proxy Form but do not nominate a representative, the Chairman of the General Meeting will be your proxy and will vote on your behalf as you direct on the proxy form. If your nominated representative does not attend the meeting then your proxy will revert to the Chairman of the General Meeting and he will vote on your behalf as you direct on the proxy form.

The Chairman will vote undirected proxies in favour of Resolutions 1, 3 and 4. In respect of Resolution 2, Shareholders should refer to the important information below under the heading "Important information concerning proxy votes on Resolution 2".

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## E. IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTION 2

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The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the advisory resolution to adopt the Company's Remuneration Report and resolutions connected directly or indirectly with the remuneration of the Company's Key Management Personnel. Key Management Personnel of the Company are Directors and all other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2014. "Closely Related Party" is defined in the Corporations Act 2001 and includes certain family members, dependants and companies controlled by Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all resolutions. In particular, Shareholders who intend to appoint the Company's Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all Resolutions.

If the Chairman of the AGM is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote for, against or abstain from voting on Resolution 2 by marking the appropriate box opposite the Resolution on the Proxy Form. You should direct the Chairman how to vote on this Resolution.

However, if the Chairman of the Meeting is your proxy and you do not direct the Chairman how to vote in respect of Resolution 2 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chairman to vote your proxy **in favour** of Resolution 2.

This express authorisation acknowledges that the Chairman may vote your proxy even if:

- (a)** the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company; and
- (b)** the Chairman has an interest in the outcome of the resolution and that votes cast by the Chairman for this resolution, other than as authorised proxy holder, will be disregarded because of that interest.

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DATED: 20<sup>TH</sup> OCTOBER 2014

BY ORDER OF THE BOARD



KEITH VULETA  
COMPANY SECRETARY

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM to be held at 10.00am (WST) on 25 November 2014 at City West Receptions, 45 Plaistowe Mews, West Perth, Western Australia, 6005.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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## FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company's financial report is available on the Company's website at [www.mzi.com.au](http://www.mzi.com.au).

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## RESOLUTION 1 – RE-ELECTION OF MR MALCOLM RANDALL

Clause 11.7(a) of the Constitution provides, amongst other things, that no Director may hold office for a period in excess of three years, or until the third annual general meeting following the Director's appointment, whichever is the longer. Directors who retire from office in accordance with clause 11.7(a) are eligible for re-election.

Accordingly, Mr Malcolm Randall who was last elected on 29 November 2011 will retire and offers himself for re-election. Mr Randall currently is the non-executive chairman of the Company.

Mr Randall is an experienced company Director and chairman with extensive experience in corporate management and marketing in the resources sector, including more than twenty years with the Rio Tinto group of companies. His experience extends over a broad range of commodities including iron ore, diamonds, base metals, coal, uranium and industrial minerals both in Australia and internationally.

The Directors, other than Mr Randall, recommend that Shareholders vote in favour of Resolution 1.

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## RESOLUTION 2 – REMUNERATION REPORT

The Remuneration Report is in the Directors' report section of the Company's annual report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers; and
- (b) sets out remuneration details for each Director and each of the Company's executives named in the Remuneration Report for the financial year ended 30 June 2014.

Overall remuneration policies are determined by the Board and are adapted to reflect competitive market and business conditions. The Chairman of the AGM will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

The Corporations Act requires the Company to put a resolution to its members that the Remuneration Report be adopted. However, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, a resolution must then be put to Shareholders at the second of those annual general meetings, proposing the calling of a general meeting to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene another general meeting of Shareholders within 90 days of the annual general meeting (**Spill Meeting**). All Directors who were in office at the date of the approval of the applicable directors' report must stand for re-election at the Spill Meeting.

Given that less than 25% of votes that were cast at the Company's 2013 annual general meeting were voted against the adoption of the Company's 2013 remuneration report, regardless of the outcome of this Resolution, no Spill Resolution will be put to Shareholders at the Meeting.

## RESOLUTION 3 – CONSOLIDATION OF SHARE CAPITAL

### (a) Background

The Company proposes to consolidate its share capital through the conversion of every forty Shares into one Share (**Share Consolidation**). Under section 254H of the Corporations Act, the Company may consolidate its Shares if the consolidation is approved by an ordinary resolution of Shareholders at a general meeting.

Where the consolidation of a Shareholder's holding results in an entitlement to a fraction of a Share, the fraction will be rounded up to the next whole number of Shares.

If the Share Consolidation is approved, from the date the Share Consolidation takes effect (being the date advised to the ASX), all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of post-Share Consolidation Shares. After the Share Consolidation takes effect, the Company will arrange for new holding statements to be issued to Shareholders.

### (b) Reasons for the Share Consolidation

As at the last date practicable before finalising this document (being 15 October 2014), the Company had 2,885,242,323 Shares on issue. When compared to the Company's peers listed on the ASX, the Company's current issued share capital is very high compared to its market capitalisation.

The Board believes that the Share Consolidation:

- (a) is likely to improve the market perception and attractiveness of investing in the Company;
- (b) is likely to make the Company more attractive to investment by institutional investors;
- (c) will establish a share price that is more appropriate for the Company; and
- (d) is likely to reduce the volatility of the Company's share price.

### (c) Effect of the Share Consolidation

If Resolution 3 is approved, the Share Consolidation will reduce the number of Shares on issue from 2,885,242,323 Shares to approximately 72,131,000 Shares (subject to rounding). As the Share Consolidation will apply equally to all Shareholders, each Shareholder's holding will be reduced in the same ratio as the total number of Shares (subject to the rounding of fractions of shares).

The Share Consolidation should not materially affect the percentage interest of each Shareholder and, of itself, is not likely to directly impact on the Company's market capitalisation.

The aggregate value of each Shareholder's holding should not change (subject to the rounding of fractions of shares) solely as a result of the Share Consolidation. However, the price per share can be expected to increase to reflect the reduced number of Shares on issue.

### (d) Indicative Timetable

Key Event	Indicative Date*
Company notifies ASX that Shareholders have approved the Share Consolidation	25 November 2014
Last day for trading of Shares on a pre-consolidated basis	26 November 2014
First day of trading of Shares on a post-consolidated basis (deferred settlement)*	27 November 2014
Last day to register transfers on a pre-consolidation basis	1 December 2014
First day to register transfers on a post-consolidated basis	2 December 2014
First day for dispatch of new holding statements	2 December 2014
Last day to register transfers on a post-consolidated basis	8 December 2014
Last date for dispatch of new holding statements	8 December 2014
Normal trading in consolidated shares commences	9 December 2014

\* This is an indicative timetable only. The Company will confirm the timetable for the Share Consolidation if and when Resolution 3 is approved.

### (e) Tax considerations

The summary in this section is general in nature. In addition, particular taxation implications will depend on the circumstances of each Shareholder. Accordingly, Shareholders are encouraged to seek their own professional advice in relation to their tax position. Neither MZI nor any of its officers, employees or advisers assumes any liability or responsibility for advising Shareholders about the potential tax consequences of the Share Consolidation.

The Share Consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no material change to the proportionate interests held by each Shareholder in the Company as a result of the Share Consolidation. Accordingly no capital gains tax event will occur as a result of the Share Consolidation and therefore there should be no taxation implications arising for Shareholders that hold Shares held on capital account.

**(f) Effect on convertible securities**

If the Share Consolidation is approved by Shareholders, the Company will re-organise the terms of all Options and other equity securities on issue in the Company in accordance with their terms and in any case in accordance with the requirements of the ASX Listing Rules. The Share Consolidation will not result in any change to the substantive rights and obligations of the existing Securityholders of the Company.

The effect of the Share Consolidation on the Company's convertible securities, being Options, is set out below (ignoring the effect of rounding). The table also does not take into account the proposed amendments to the expiry date of the 133,634,910 Rights Issue Options, being the subject of Resolution 4 below.

Options	Pre-consolidation		Post-consolidation	
Expiry	Exercise Price	Number	Exercise Price	Approximate Number
31 December 2015	\$0.04	20,000,000	\$1.60	500,000
30 June 2015	\$0.04	5,000,000	\$1.60	125,000
30 June 2016	\$0.075	5,000,000	\$3.00	125,000
3 July 2016	\$0.02	4,500,000	\$0.80	112,500
5 December 2016	\$0.016	50,000,000	\$0.64	1,250,000
30 June 2015	\$0.02	133,634,910	\$0.80	3,340,873
2 July 2017	\$0.01648	79,500,000	\$0.6592	1,987,500
27 June 2017	\$0.02	8,000,000	\$0.80	200,000

The precise number of post-Consolidation Shares and Options will depend on the effect of rounding up on each Shareholder's and each Option-holder's individual holdings. Where the consolidation of an Option-holder's holding results in an entitlement to a fraction of an Option, the fraction will be rounded up to the next whole number of Options.

**(g) No other material information**

Other than as set out in this document, and other than information previously disclosed to Shareholders, there is no other information that is known to Directors which may reasonably be expected to be material to the making of a decision by Shareholders whether or not to vote in favour of the Share Consolidation.

**(h) Directors recommendation**

MZI's directors unanimously recommend that Shareholders vote in favour of the Share Consolidation. Each Director intends to vote all MZI shares held or controlled by him or her in favour of the Share Consolidation.

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**RESOLUTION 4 – AMENDMENT OF RIGHTS ISSUE OPTIONS**

**(a) Background**

On 30 May 2014, the Company issued a prospectus for a pro-rata non-renounceable rights issue offering one new unlisted Option for every five shares held by eligible Shareholder (**Rights Issue**). The Rights Issue closed on 27 June 2014 and the Company proceeded to issue 133,634,910 Options, with each Option having an exercise price of \$0.02 and an expiry date of 5pm (AWST) on 30 June 2015 (**Right Issue Options**).

**(b) Reasons for the extension**

At the time the prospectus was issued, the Company expected to have funding in place so as to enable it to commence construction of its Keysbrook Project in mid-2014, with first production expected in mid-2015. The expiry date of the Right Issue Options was set to coincide with this major milestone in the development of the Keysbrook Project.

Since issuing the Rights Issue Options, it has taken longer than anticipated to reach agreement on the terms of the project debt facilities to fund the development of the Keysbrook Project, such that the Company now expects to commence construction of the Keysbrook Project in late 2014, pushing the expected timing for first production back until late 2015.



The exercise date of the Rights Issue Options (being 30 June 2015) was linked to the expected timing of production as:

- (a) commencing production would be seen by the markets as a significant milestone which further de-risks the project and is expected to result in a re-rating of the share price; and
- (b) the Rights Issue Options themselves are a potential financing tool as the Rights Issue Option conversion proceeds were intended to off-set part of one of the financing facilities.

On the basis of these delays, the Company considers that it is appropriate to amend the terms of the Rights Issue Options such that they expire on 30 October 2015 (rather than 30 June 2015 as currently prescribed in the Rights Issue Option terms).

**(c) ASX Listing Rules**

Listing Rule 6.23.3 provides that changes to options which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise is prohibited.

On 16 October 2014, the ASX granted the Company a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to amend the terms of the Rights Issue Options to extend the expiry date to 30 October 2015, subject to the Company obtaining Shareholder approval at this AGM.

Shareholder approval is also required under Listing Rule 6.23.4, which requires that a change which is not prohibited by Listing Rule 6.23.3 can only be made with Shareholder approval.

Accordingly, the Company is seeking Shareholder approval under this Resolution 4 for the purposes of the ASX waiver and Listing Rule 6.23.4.

**(d) Section 195 of the Corporations Act**

All of the Directors took up their entitlements under the Rights Issue. As a result,

Director	Number of Rights Issue Options
Malcolm Randall	1,750,000
Peter Gazzard	1,909,590
Keith Vuleta	631,490

Mr Nathan Wong did not acquire any Rights Issue Options under the Rights Issue as he does not hold any Shares in the Company.

Where a director has a material personal interest in a matter that is being considered at a directors' meeting, section 195(1) of the Corporations Act prohibits that director from being present while the matter is being considered at the meeting, or from voting on the matter. Further, section 195(4) of the Corporations Act provides that where there are insufficient directors to form a quorum at a directors' meeting because of section 195(1) of the Corporations Act, the directors can call a general meeting of shareholders to consider the matter.

The Directors consider that they may be unable to form a quorum to consider the matters relating to Resolution 4, as all of the directors (other than Mr Nathan Wong) hold Rights Issue Options. Accordingly, the Directors are also seeking approval of Shareholders under section 195(4) of the Corporations Act in relation to the matters the subject of Resolution 4.

**(e) Directors recommendation**

Mr Nathan Wong (being the only Director who does not hold Rights Issue Options) recommends that Shareholders vote in favour of Resolution 4.

Messrs Randall, Gazzard and Vuleta decline to give a recommendation as each of them hold Rights Issue Options and may be considered to have a material personal interest in the subject matter of Resolution 4.

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**ENQUIRIES**

Shareholders may contact the Company Secretary on (+61 8) 9328 9800 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

**AGM or Meeting** means the annual general meeting convened by this Notice.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Chairman** means the chair of the AGM.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company; or
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** means MZI Resources Limited (ACN 077 221 722).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors.

**Keysbrook Project** means the Keysbrook mineral sands project, located in Western Australia.

**Notice or Notice of Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Option-holder** means the registered holder of an Option.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report for the year ended 30 June 2014 forming part of the Directors' report in the Company's 2014 financial report.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Rights Issue** means the pro-rata non-renounceable rights issue of one new Option for every five Shares held, as outlined in the prospectus dated 30 May 2014.

**Rights Issue Options** means the 133,634,910 unlisted Options issued in connection with the Rights Issue, each currently having an exercise price of \$0.02 and an expiry date of 5pm (AWST) on 30 June 2015.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Consolidation** means the proposal the subject of Resolution 3 to consolidate the Company's share capital through the conversion of every forty Shares into one Share.

**Shareholder** means the registered holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.



MZI Resources Ltd  
ABN 52 077 221 722

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 763 480  
(outside Australia) +61 3 9415 4858

000001 000 MZI  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 10.00am (WST) Sunday 23 November 2014**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of MZI Resources Ltd hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MZI Resources Ltd to be held at City West Receptions, 45 Plaistowe Mews, West Perth, Western Australia on Tuesday, 25 November 2014 at 10.00am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Mr Malcolm Randall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Consolidation of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Amendment of Rights Issue Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_ / /

Date

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