

ZINC OF IRELAND NL
ACN 124 140 889

NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

IMPORTANT INFORMATION

*This is an important document that should be read in its entirety.
If you do not understand it you should consult your professional advisers without delay.*

*If you wish to discuss any aspect of this document with the Company please contact
the Company Secretary on telephone (+61 8) 9481 0544*

ZINC OF IRELAND NL
ACN 124 140 889
NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of Zinc of Ireland NL will be held at 52 Ord Street, West Perth, WA, 6005 at 9.00am (WST) on 19 May 2017 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

AGENDA

RESOLUTION 1 – APPROVAL OF ZMI PERFORMANCE RIGHTS PLAN 2017

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

“That, in accordance with Listing Rule 7.2, Exception 9, and for all other purposes, Shareholders approve the performance rights plan for employees and contractors (including Directors) of the Company known as the “ZMI Performance Rights Plan 2017” and the grant of Performance Rights under the Plan on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel, or a Closely Related Party of such member.

A vote may be cast by such person as proxy for a person who is entitled to vote on this Resolution, provided:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of Key Management Personnel.

RESOLUTION 2 – APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR – MR PETER VAN DER BORGH

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

“That, subject to the passage of Resolution 1, in accordance with Listing Rule 10.14 and Chapter 2E of the Corporations Act, and for all other purposes, Shareholders approve the issue of up to 500,000 Class A Performance Rights, 750,000 Class B Performance Rights, 500,000 Class C Performance Rights, 500,000 Class D Performance Rights and 900,000 Class E Performance Rights to Mr Peter van der Borgh (or his nominee) under the ZMI Performance Rights Plan 2017, for no consideration and on the terms and conditions set out in the Explanatory Memorandum.”

RESOLUTION 3 – APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR – MR THOMAS CORR

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

“That, subject to the passage of Resolution 1, in accordance with Listing Rule 10.14 and Chapter 2E of the Corporations Act, and for all other purposes, Shareholders approve the issue of up to 500,000 Class A Performance Rights, 500,000 Class C Performance Rights, 500,000 Class D Performance Rights and 900,000 Class E Performance Rights to Mr Thomas Corr (or his nominee) under the ZMI Performance Rights Plan 2017, for no consideration and on the terms and conditions set out in the Explanatory Memorandum.”

RESOLUTION 4 – APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR – MR BENJAMIN SHARP

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

“That, subject to the passage of Resolution 1, in accordance with Listing Rule 10.14 and Chapter 2E of the Corporations Act, and for all other purposes, Shareholders approve the issue of up to 500,000 Class A Performance Rights, 500,000 Class B Performance Rights, 250,000 Class C Performance Rights, 250,000 Class D Performance Rights and 400,000 Class E Performance Rights to Mr Benjamin Sharp (or his nominee) under the ZMI Performance Rights Plan 2017, for no consideration and on the terms and conditions set out in the Explanatory Memorandum.”

RESOLUTION 5 – APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR – MR PATRICK CORR

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

“That, subject to the passage of Resolution 1, in accordance with Listing Rule 10.14 and Chapter 2E of the Corporations Act, and for all other purposes, Shareholders approve the issue of up to 500,000 Class A Performance Rights, 250,000 Class C Performance Rights, 250,000 Class D Performance Rights and 400,000 Class E Performance Rights to Mr Patrick Corr (or his nominee) under the ZMI Performance Rights Plan 2017, for no consideration and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusions – Resolutions 2, 3, 4 & 5: The Company will disregard any votes cast on Resolutions 2, 3, 4 and 5 by any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on Resolutions 2, 3, 4 and 5 must not be cast by or on behalf of a member of the Key Management Personnel, or a Closely Related Party of such member.

A vote may be cast by such person as proxy for a person who is entitled to vote on the relevant Resolution, provided:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the relevant Resolution; or

- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the relevant Resolution, but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of Key Management Personnel.

RESOLUTION 6 – SECTION 195 APPROVAL

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

“That, pursuant to and in accordance with section 195 of the Corporation Act and for all other purposes, Shareholders approve the transactions contemplated in Resolutions 1 to 5”.

RESOLUTION 7 – AMENDMENT TO THE COMPANY’S CONSTITUTION – SALE OF UNMARKETABLE PARCELS

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

“That for the purposes of section 136(2) of the Corporations Act, and for all other purposes, the Company amends its Constitution by inserting a new clause 25 relating to the sale of unmarketable parcels of Shares as set out in the Explanatory Memorandum.”

DATED THIS 12th DAY OF APRIL 2017

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'Patrick Corr', with a long horizontal flourish extending to the right.

**PATRICK CORR
DIRECTOR**

NOTES

Definitions

Terms which are used in this Notice and which are defined in Section 5 of the Explanatory Memorandum have the meanings ascribed to them therein.

Note

If you have recently changed your address or if there is any error in the name and address used for this notice, please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

Proxies

A Shareholder who is entitled to vote at this Meeting has a right to appoint a proxy and should use the proxy form enclosed with this notice. The proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received:

- at Automic Registry Services, Suite 310, 50 Holt Street, Surry Hills, NSW, 2010; or
- at PO Box 2226, Strawberry Hills, NSW, 2012.

not later than 9.00am (WST) on 17 May 2017.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the share register at 5.00pm (WST) on 17 May 2017.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ZINC OF IRELAND NL
ACN 124 140 889
NOTICE OF GENERAL MEETING
EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the General Meeting of Shareholders of Zinc of Ireland NL to be held at 52 Ord Street, West Perth, WA, 6005 at 9.00am (WST) on 19 May 2017. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in this Explanatory Memorandum are defined in Section 5.

1. RESOLUTION 1 – APPROVAL OF ZMI PERFORMANCE RIGHTS PLAN 2017

1.1 Background to the Plan

The Plan provides for the issuance of Performance Rights which, upon a determination by the Board that the performance conditions attached to the Performance Rights have been met, will result in the issue of Shares in the Company for each Performance Right.

The Company wishes to exempt issues of securities under the Plan from contributing towards the rolling annual limit of 15% of issued Shares prescribed by Listing Rule 7.1. This limit otherwise applies to all new issues of equity securities made without Shareholder approval. Shareholder approval of the Plan is therefore sought under Listing Rule 7.2, Exception 9, whereby the Shareholders may approve in advance the issue of securities made under the Plan as an exception to the limit under Listing Rule 7.1.

No securities have been issued under the Plan and the Plan has not previously been approved by Shareholders.

Pursuant to the Listing Rules, Shareholders must re-approve the Plan and all unallocated Performance Rights issuable pursuant thereto every three years.

Further information about the Plan is set out below. A copy of the Plan can be obtained by contacting the Company.

Reasons for the Plan

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the implementation of the Plan will:

- (a) enable the Company to incentivise and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
- (b) enable the Company to recruit, incentivise and retain additional key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
- (c) link the reward of key staff with the achievements of strategic goals and the long term performance of the Company;
- (d) align the financial interest of participants of the Plan with those of Shareholders; and
- (e) provide incentives to participants of the Plan to focus on superior performance that creates Shareholder value.

Outline of the Plan

This section gives a brief outline of how the Board intends to implement initial participation under the rules of the proposed Plan.

Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. They are also used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Plan to employees and contractors (including Directors) to achieve the objectives outlined above. A Performance Right is a right to be issued Shares upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board.

In accordance with the requirements of the Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Plan.

Overview of the Plan rules and terms and conditions

The Board is cognizant of general Shareholder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Plan to Eligible Participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting, Shares are automatically issued.

The Board considers the Plan a crucial mechanism to encourage and retain high level executive, employee and contractor performance. The Board intends to implement the Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive, management, employee and contractor performance.

The main features of the Plan (and the terms and conditions to be attached to the Plan) are summarised as follows:

Eligible Participants: The eligible participants under the Plan are full time employees and part-time employees of the Company and its subsidiaries (including Directors) ("**Eligible Employees**") and contractors engaged by the Company and its subsidiaries who are determined by the Board to be eligible participants for the purposes of the Plan ("**Eligible Contractors**") (each a **Eligible Participant**). In accordance with the Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Plan and be granted Performance Rights.

Individual Limits: The Plan does not set out a maximum number of Shares that may be made issuable to any one person or company.

Consideration Payable: Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

Offer and Performance Conditions: The Performance Rights issued under the Plan to Eligible Participants may be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter ("**Offer**") made by the Company to the Eligible Participant which is subject to acceptance by the Eligible Participant within a specified period. The performance conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the Eligible Participant and/or by the Company (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest, or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board in its absolute discretion determines whether performance conditions have been met.

Expiry Date and Lapse: Performance Rights may have an expiry date as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without shareholder approval.

If a performance condition of a Performance Right is not achieved by the expiry date then the Performance Rights will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Participant for the purposes of the Plan for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

Retirement, Disability, Redundancy, Death or removal as a Director: Under the Plan, upon the retirement, total and permanent disability, bona fide redundancy, death of a participant or in the case of persons holding managerial or executive office who are participants, removal from that office, those Performance Rights which have not satisfied the performance condition but have not lapsed, will lapse.

Forfeiture: If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited.

Assignment: Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

Takeover Bid or Change of Control: If a Change of Control occurs, the Board may, in its absolute discretion, permit the exercise of all or a specified number of Eligible Participant's unvested Incentives, having first given reasonable consideration to the status and likelihood of the attainment (or otherwise) of the relevant performance conditions.

Alteration in Share Capital: Appropriate adjustments will be made to the number of Performance Rights in accordance with the Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

Pro Rata Issue of Securities: If Shares are offered pro rata for subscription to the Company's Shareholders by way of a rights issue during the currency of and prior to exercise of any Performance Rights, there will be no adjustment to the exercise price of the Performance Rights.

Bonus Issue: If Shares are issued pro rata to the Company's Shareholders by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation of reserves or distributable profits, the number of Performance Rights to which each holder is entitled will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the holder as a result of such action.

Participation in other Opportunities: There are no participation rights or entitlements inherent in the Performance Rights.

Termination, Suspension or Amendment: The Board may terminate, suspend or amend the Plan at any time subject to any resolution of the Company required by the Listing Rules.

ASIC class order and case by case relief: Notwithstanding any other provisions of the Plan, every covenant or other provisions set out in any class order relief, exemption or modification granted from time to time by ASIC in respect of the Plan pursuant to its power to exempt and modify the Corporations Act and required to be included in the Plan in order for that exemption or modification to have full effect, is deemed to be contained in the Plan.

1.2 Information required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2 Exception 9(b) the following information is provided:

- (a) The material terms of the Plan are summarised above.
- (b) This is the first approval sought under Listing Rule 7.2 Exception 9 with respect to the Plan.
- (c) No securities have been issued under the Plan.
- (d) A voting exclusion statement has been included for the purposes of Resolution 1.

The Chairman intends to exercise all available proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTIONS 2 TO 5 - APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO DIRECTORS

2.1 Background

The Company proposes to issue a total of 8,850,000 Performance Rights to the Directors, under the Plan. A determination by the Board that the performance conditions attached to the Performance Rights have been met, will result in the issue of ten ordinary Shares in the Company for each relevant Performance Right. If all the Performance Rights which are proposed to be issued to Directors pursuant to Resolutions 2 to 5 are exercised, a total of 88,500,000 Shares would be issued.

The principal terms of the Performance Rights to be granted to the Directors are summarised in Section 1 above.

In the Company's present circumstances, the Board considers that the incentives to the Directors that will be represented by the grant of these Performance Rights, are a cost effective and efficient reward by the Company to appropriately incentivise the continued performance of the Directors and are consistent with the strategic goals and targets of the Company.

The Performance Rights will be issued to the Directors on the following performance conditions and expiry dates:

Class	Performance Condition	Expiry Date
Class A Performance Rights	JORC Resource 1: the Company delineating a global Inferred Resource, which is determined in accordance with the provisions of the JORC Code, containing at least 2.5 million tonnes of zinc & lead at an average grade of not less than 8% zinc & lead (combined) (" Class A Performance Condition ")	4 years after issue
Class B Performance Rights	JORC Resource 2: the Company delineating a global Inferred Resource, which is determined in accordance with the provisions of the JORC Code, containing at least 12.5 million tonnes of zinc & lead at an average grade of not less than 8% zinc & lead (combined) (" Class B Performance Condition ")	4 years after issue
Class C Performance Rights	Market Capitalisation - \$50M: The market capitalisation of the Company reaching at least \$50 million on an undiluted basis determined by reference to the preceding 20 day VWAP (" Class C Performance Condition ")	4 years after issue
Class D Performance Rights	Market Capitalisation - \$75M: The market capitalisation of the Company reaching at least \$75 million on an undiluted basis determined by reference to the preceding 20 day VWAP (" Class D Performance Condition ")	4 years after issue

Class E Performance Rights	Market Capitalisation - \$100M: The market capitalisation of the Company reaching at least \$100 million on an undiluted basis determined by reference to the preceding 20 day VWAP (" Class E Performance Condition ")	4 years after issue
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At the date of this Notice the Company has not delineated any JORC resource in respect of its projects. Further, the market capitalisation of the Company at the date of this Notice is approximately \$10 million. As such the performance conditions attaching to the Class C Performance Rights, Class D Performance Rights and Class E Performance Rights relate to increases in the Company's market capitalisation of approximately 500%, 750% and 1000% respectively.

If the performance condition of a Performance Right is satisfied prior to the relevant milestone date, the Performance Right will vest. If the performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date, then the Performance Right will lapse.

Shareholder approval is required under Listing Rule 10.14 and section 208 of the Corporations Act for the proposed grant of the Performance Rights because the Directors are related parties of the Company.

2.2 Regulatory Requirements – Chapter 2E of the Corporations Act & Listing Rule 10.14

Chapter 2E of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

Without an exception, the issue of the Performance Rights to the Directors requires Shareholder approval because:

(a) the issue of the Performance Rights constitutes giving a financial benefit; and

(b) the Directors are related parties of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Performance Rights to the Directors (or their respective nominees).

In accordance with Listing Rule 10.14, the Company must not permit a Director and any of his associates to acquire securities under an employee incentive scheme unless it obtains Shareholder approval.

Pursuant to Listing Rule 7.2, exception 14, as Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required.

Resolutions 2 to 5 are all ordinary resolutions.

2.2 Information required by Listing Rule 10.15 and section 219 of the Corporations Act

Listing Rule 10.15 and section 219 of the Corporations Act requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval for the grant:

- (a) The Director Performance Rights Recipients are Messrs Peter van der Borgh, Thomas Corr, Benjamin Sharp and Patrick Corr and they are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Performance Rights to be issued to the Director Performance Rights Recipients (and/or their respective nominees), pursuant to Resolutions 2 to 5 (being the nature of the financial being provided), is an aggregate total of 8,850,000 Performance Rights as follows:

Director	Class A	Class B	Class C	Class D	Class E	Total	Total Shares to be issued upon vesting of all Performance Rights
Peter van der Borgh	500,000	750,000	500,000	500,000	900,000	3,150,000	31,500,000
Thomas Corr	500,000	-	500,000	500,000	900,000	2,400,000	24,000,000
Benjamin Sharp	500,000	500,000	250,000	250,000	400,000	1,900,000	19,000,000
Patrick Corr	500,000	-	250,000	250,000	400,000	1,400,000	14,000,000
Total	2,000,000	1,250,000	1,500,000	1,500,000	2,600,000	8,850,000	88,500,000

Note: Each Performance Right converts into 10 Shares upon vesting.

- (c) the Performance Rights will be granted as incentive Performance Rights and as such will be granted for no monetary consideration. Further, no monies will be payable on the conversion of Performance Rights into Shares;
- (d) no securities have been issued under the Plan to date;
- (e) under the rules of the Plan, only eligible participants under the Plan (being full time employees, part-time employees and contractors of the Company and its subsidiaries (including Directors)) are entitled to participate in the Plan. The persons referred to in ASX Listing Rule 10.14 who are entitled to participate in the Plan are all Directors, being, as at the date of the Notice, Messrs Peter van der Borgh, Thomas Corr, Benjamin Sharp and Patrick Corr;
- (f) a voting exclusion statement is included in the Notice for Resolutions 2 to 5;
- (g) no loans will be made in relation to, and no funds will be raised from, the issue or vesting of Performance Rights;
- (h) the Company will grant the Performance Rights to the Director Performance Rights Recipients no later than 12 months after the date of the Meeting or such longer period of time as ASX allows;
- (i) the terms and conditions of the Performance Rights are summarised in Section 1.1 and the relevant performance conditions and expiry dates of the Performance Rights are set out in Section 2.1;
- (j) The value of the financial benefit received by the Directors in the event that the Performance Rights vest will depend upon the price of the Shares at the vesting date. It should be noted that the relevant Shares will not be issued until some uncertain time in the future and the exact Share price at that time is very difficult to predict.

The Performance Rights are not to be quoted on ASX and as such have no actual market value. The Performance Rights are capable of being converted to Shares at any time after the relevant performance conditions are met and accordingly have a value at the date of granting. If the Company's Shares are trading at any price above zero at the time of vesting, the effect will be to give an immediate financial benefit to the Director who held Performance Rights which have vested.

Given that the performance conditions for the Class A and B Performance Rights are non-market conditions, the theoretical value of each of the Class A and B Performance Rights has been calculated by reference to a

50% discount to 20 day VWAP of the Company's Shares being \$0.011, and multiplied by ten (because each Performance Right converts into ten Shares upon vesting) and approximates \$0.055 for each Class A and B Performance Right. The 50% discount to the 20 day VWAP of Shares has been applied given the inherent uncertainty as to whether the Class A Performance Condition and Class B Performance Condition (and other general terms and conditions of the Plan) will be satisfied, and as such, the risk that these Performance Rights will lapse and never be converted to Shares. Further, given that the relevant Shares will not be issued until some uncertain time in the future and there is uncertainty as to the price of Shares at such time, it is considered that a 50% discount to the 20 day VWAP of Shares is appropriate.

The theoretical value of the Class C, D and E Performance Rights have been calculated using the Monte Carlo pricing model and based on the assumptions set out below, the Performance Rights were ascribed the following values:

Class	Value per Performance Right
Class C Performance Right	\$0.051
Class D Performance Right	\$0.035
Class E Performance Right	\$0.025

Assumptions:

- (a) Valuation date: 9 March 2017
- (b) Market price of Shares (20 Day VWAP): \$0.012
- (c) Current market capitalisation: \$10,969,590
- (d) Exercise price: Nil
- (e) Risk free rate: 2% (being the Australian Government Bond Rate)
- (f) Volatility: 75%
- (g) Each Performance Right converts into 10 Shares upon vesting and as such, the value above as based upon the value of the underlying Shares that will be issued upon vesting of the Performance Rights and multiplied by 10.

As such, the theoretical value of the financial benefit constituted by the Performance Rights packages proposed to be issued to each of the Director Performance Rights Recipients are as follows:

Director	Value of Financial Benefit
Peter van der Borgh	\$134,250
Thomas Corr	\$93,000
Benjamin Sharp	\$86,500
Patrick Corr	\$59,000

- (k) the relevant interests of the Director Performance Rights Recipients in securities of the Company are set out below:

Director	Shares	Listed Options	Unlisted Options
Peter van der Borgh	400,000	-	-
Thomas Corr	27,000,000	13,975,000	15,000,000
Benjamin Sharp	46,666,700	23,333,350	23,333,350
Patrick Corr	31,375,000	15,687,500	15,687,500

- (l) the remuneration and emoluments from the Company to the Director Performance Rights Recipients for the previous financial year and the proposed remuneration and emoluments for the current financial year (not including the value of the proposed Performance Rights the subject of Resolutions 2 to 5 are set out below):

(m) Director	Previous Financial Year (Ended 30 June 2016)²	Current Financial Year (Ending 30 June 2017)
Peter van der Borgh ¹	-	\$94,378 ³
Thomas Corr	-	\$113,665 ⁴
Benjamin Sharp	-	\$41,069
Patrick Corr	-	\$37,742

1. A salary review will be completed at the end of the first year of Mr van der Borgh's directorship (being October 2017) whereby consideration will be given to such factors as the market capitalisation of the Company, the financial position of the Company and the prevailing rates of senior executives of companies similar to the Company.

2. All Director Performance Rights Recipients were appointed subsequent to the financial year ended 30 June 2016.

3. Mr Peter van der Borgh is paid wages of £6,250 per month. From his date of appointment (6 October 2016) to 31 March 2017, Mr Peter van der Borgh has been paid \$63,503 and the remaining wages for the 3 months to 30 June 2017 has been converted to Australian dollars based on the exchange rate as at 9 April 2017.

4. Mr Thomas Corr is paid a fee of €10,000 per month. From his date of appointment (6 October 2016) to 31 March 2017, Mr Thomas Corr has been paid \$71,325 and the remaining fees for the 3 months to 30 June 2017 have been converted to Australian dollars based on the exchange rate as at 9 April 2017.

- (n) if the Performance Rights which are proposed to be issued to the Director Performance Rights Recipients pursuant to Resolutions 2 to 5 are exercised, a total of 88,500,000 Shares would be issued. This will increase the number of Shares on issue from 914,132,532 to 1,002,632,532 (assuming Resolutions 2 to 5 are passed, that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by approximately 9.1%.

- (o) the trading history of the Shares and Listed Options on ASX in the 12 months before the date of this Notice is as follows:

	Shares (ASX: ZMI)	Listed Options (ASX: ZMIO)
Highest	\$0.028 (10 August 2016)	\$0.012 (30 August 2016)
Lowest	\$0.006 (12 July 2016)	\$0.001 (30 March 2017)
Latest (10 April 2017)	\$0.011	\$0.002

- (p) the primary purpose of the grant of the Performance Rights to the Director Performance Rights Recipients is to provide a performance linked incentive component in the remuneration package for the Directors to motivate and reward the performance of the Director Performance Rights Recipients in their role as Directors;

- (q) Mr Patrick Corr declines to make a recommendation to Shareholders in relation to Resolutions 2 to 5 due to his material personal interest in the outcome of the Resolution 5 and because he is excluded from voting in his capacity as a Shareholder on each of Resolutions 2 to 5. However, in respect of Resolutions 2 to 5, Mr Patrick Corr notes that:

- (i) the issue of Performance Rights to the Director Performance Rights Recipients (or their respective nominee/s) is aimed at aligning the interests of the Director Performance Rights Recipients with those of Shareholders.

- (ii) the issue of Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations that it would if alternative cash forms of remuneration were given to the Director Performance Rights Recipients; and

- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed;

- (r) Each of Messrs Peter van der Borgh, Thomas Corr and Benjamin Sharp decline to make any recommendation to Shareholders in relation to Resolutions 2 to 5 due to their respective material personal interest in the outcomes thereof and because each of them is excluded from voting in their respective capacities as Shareholders on each of Resolutions 2 to 5. They do each, however, note the same matters as Mr Patrick Corr noted as contained in (p) above.

- (s) in determining the number of Performance Rights to be issued, each Director considered the experience of the Director Performance Rights Recipients, the Company's business objectives, the current market price of

Shares, the current market practices when determining the number of Performance Rights to be granted as well as the performance conditions and expiry date of those Performance Rights;

- (t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 2 to 5.

The Chairman intends to exercise all available proxies in favour of Resolutions 2 to 5. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolutions 2 to 5, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolutions 2 to 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 6 – SECTION 195 APPROVAL

In accordance with section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a “material personal interest” are being considered.

The Directors have a material personal interest in the outcome of Resolutions 1 to 5. In the absence of this Resolution 6, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 1 to 5.

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

Resolution 6 is an ordinary resolution.

4. RESOLUTION 7 – AMENDMENT TO THE COMPANY'S CONSTITUTION – SALE OF UNMARKETABLE PARCELS

The Company has a number of Shareholders who hold Unmarketable Parcels of Shares, being lots of less than \$500. As at 10 April 2017, there were approximately 1,064 Shareholders holding Unmarketable Parcels representing a total of approximately 10 million Shares.

The Board seeks Shareholder approval to adopt a new clause 25 of the Constitution as the administrative costs the Company incurs in respect of Shareholders who hold Unmarketable Parcels is the same as the administrative costs the Company incurs in respect of Shareholders who hold Marketable Parcels. These administrative costs include issuing shareholder statements, distributing annual reports and other shareholder communications and generally maintaining the Company's records. Given the Company's size, the Company wishes to reduce these administrative costs so as to operate more efficiently.

Resolution 7 is a special resolution and as such, must be approved by a majority of 75% of the votes cast by Shareholders at the Meeting in person or by proxy.

The Board unanimously recommends that you vote in favour of this Resolution.

The Chairman intends to vote all available proxies in favour of Resolution 7.

The following is the full form of the proposed new clause 25 to be inserted in the Constitution:

“25 Sale of Unmarketable Parcels

For the purpose of this clause 25, the following terms have the meanings ascribed to them below:

“Marketable Parcel” has the meaning ascribed to it by the Listing Rules.

“Minority Member” means the holder of less than a Marketable Parcel of the relevant securities.

“Purchaser” means the person or persons (including a Member or Members) to whom the relevant securities are disposed or sold in accordance with clause 25.1.

“Sale Consideration” means the proceeds of any sale or other disposal of the relevant securities of a Minority Member pursuant to clause 25.

“Sale Notice” means the written notice given to Minority Members in accordance with clause 25.1.

“Sale Notice Date” means the date of the Sale Notice sent by the Company to a Minority Member advising that the Company intends to sell that Minority Member’s securities on that Minority Member’s behalf under clause 25.1.

25.1 Subject to the Listing Rules, the Company is entitled to sell securities of a Minority Member on the following conditions:

- (a) the Company must give to the Minority Member a Sale Notice;
- (b) the Minority Member must be given at least 6 weeks from the Sale Notice Date in which to advise the Company that the Minority Member wishes to retain the Minority Member’s security holding;
- (c) if the Minority Member advises the Company under Clause 25.1(b) that the Minority Member wishes to retain the Minority Member’s security holding, the Company must not sell it pursuant to the Sale Notice; and
- (d) subject to Clause 25.1(c), at the expiry of the 6 week period, the Company is entitled to sell all of the Minority Member’s securities in the Company which are, at the Sale Notice Date, less than a Marketable Parcel.

25.2 For the purposes of the sale of securities under Clause 25.1 each Minority Member;

- (a) appoints the Company as the Minority Member’s agent to sell, as soon as practicable after the expiry of the 6 week period after the Sale Notice Date, all of the Minority Member’s relevant securities at a price or for a consideration determined by the Directors, and to receive the Sale Consideration on behalf of the Minority Member; and
- (b) appoints the Company and each of its Directors jointly and severally as the Minority Member’s attorneys in that Minority Member’s name and on that Minority Member’s behalf to affect all transfer documents, deed or other documents or instruments necessary to transfer the relevant securities from the Minority Member to the Purchaser.

25.3 The Company must bear all costs of and incidental to the sale of security holdings under this Clause 25.

25.4 The Purchaser is not bound to see to the regularity of the actions and proceedings of the Company under this Clause 25 or to the application of the Sale Consideration in respect of a Minority Member’s relevant securities. After the Purchaser’s name is entered in the Register in respect of the relevant securities the validity of the sale or other disposal may not be impeached by any person and the remedy of any person aggrieved by the sale or other disposal is in damages only and against the Company exclusively. The title of the Purchaser is not affected by any irregularity in connection with the sale or disposal of the relevant securities to the Purchaser.

25.5 With respect to the receipt and payment of the Sale Consideration:

- (a)** *the Sale Consideration must be received by the Company and paid by the Company to the Minority Member or as that Minority Member may direct;*
 - (b)** *the Sale Consideration received by the Company must be paid into a bank account opened and maintained by the Company for that purpose only;*
 - (c)** *the Company must hold the Sale Consideration in trust for the Minority Members whose securities are sold under this Clause 25 pending distribution of the Sale Consideration;*
 - (d)** *the Company must as soon as practicable after the sale of securities of Minority Members, and to the extent that it may reasonably do so, distribute the Sale Consideration. In this regard the Sale Consideration will not be distributed to a Minority Member until the Company has received any certificate relating to that Minority Member's securities (or is satisfied that the certificate has been lost or destroyed); and*
 - (e)** *the provisions of the applicable legislation dealing with unclaimed moneys apply to any Sale Consideration unable to be distributed by the Company for any reason.*
- 25.6** *This Clause 25 may be invoked only once in any 12 month period.*
- 25.7** *The power to sell in this Clause 25 lapses following the announcement of a takeover offer or the making of a takeover announcement. However, despite this Clause 25.7, the procedure provided in this Clause 25 may be recommenced after the close of the offers made under the takeover offer or takeover announcement."*

5. DEFINITIONS

In this Explanatory Memorandum:

“ASIC” means the Australian Securities and Investments Commission;

“ASX” means ASX Limited ACN 008 624 691;

“Board” means the board of Directors;

“Business Day” has the meaning given to it in the Listing Rules;

“Chairman” means the chairman of the Board;

“Change of Control”

- (a) in the case of a Takeover Bid, an offeror who previously had voting power of less than 50% in the Company obtains voting power of more than 50%;
- (b) shareholders of the Company approve a proposed compromise or arrangement for the reconstruction of the Company or its amalgamation with any other company or companies at a meeting convened by the Court pursuant to section 411(4)(a) of the Corporations Act;
- (c) any person becomes bound or entitled to acquire shares in the Company under section 414 of the Corporations Act (compulsory acquisition following a scheme or contract); or Chapter 6A of the Corporations Act (compulsory acquisition of securities);
- (d) a selective capital reduction is approved by shareholders of the Company pursuant to section 256C(2) of the Corporations Act which results in a person who previously had voting power of less than 50% in the Company obtaining voting power of more than 50%; or
- (e) in any other case, a person obtains voting power in the Company which the Board (which for the avoidance of doubt will comprise those directors immediately prior to the person acquiring that voting power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board;

“Closely Related Party” has the meaning given to that term in the Corporations Act;

“Company” means Zinc of Ireland NL (ACN 124 140 889);

“Constitution” means the constitution of the Company;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Director” means a director of the Company;

“Director Performance Rights Recipients” means the Directors who are proposed to be issued Performance Rights pursuant to Resolutions 2, 3, 4 and 5;

“Eligible Contractors” has the meaning ascribed to that term in Section 1.1;

“Eligible Employees” has the meaning ascribed to that term in Section 1.1;

“Eligible Participant” has the meaning ascribed to that term in Section 1.1;

“Explanatory Memorandum” means this Explanatory Memorandum;

“Inferred Resource” has the meaning given to the term in the JORC Code;

“JORC Code” means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia;

“Key Management Personnel” has the meaning given to it in the Accounting Standards. **“KMP”** has the same meaning;

“Listed Option” means those Options on issued which are quoted on ASX under the code ASX: ZMIO.

“Listing Rules” means the official listing rules of the ASX;

“Notice” and **“Notice of Meeting”** means the notice of meeting to which this Explanatory Memorandum is attached;

“Official List” means the official list of ASX;

“Option” means an option to acquire one Share and **“Optionholder”** has a corresponding meaning;

“Performance Rights” means a performance right granted under the Plan;

“Plan” means the ZMI Performance Rights Plan 2017 as contemplated by Resolution 1;

“Resolution” means a resolution set out in this Notice;

“Schedule” means a schedule to this Notice;

“Section” means a section of this Explanatory Memorandum;

“Securityholder” means a holder of Shares or Options;

“Share” means an ordinary fully paid ordinary share in the capital of the Company and **“Shareholder”** has a corresponding meaning;

“Takeover Bid” has the meaning given to that term in section 9 of the Corporations Act;

“Unlisted Option” means an Option exercisable for \$0.004 on or before 21 July 2021;

“Unmarketable Parcel” means a parcel of Shares which is not a Marketable Parcel (as defined in Section 4);

“VWAP” means volume weighted average price;

“WST” means Western Standard Time.

Vote by Proxy

ZMI:

Holder Number:

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser.
Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

STEP 1: Please appoint a Proxy

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **9.00am (WST) on 19 May 2017 at 52 Ord Street, West Perth, WA, 6005** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 3, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 2, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Voting Direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Approval of ZMI Performance Rights Plan 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of the Grant of Performance Rights to a Director - Mr Patrick Corr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of the Grant of Performance Rights to a Director - Mr Peter Van Der Borgh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the Grant of Performance Rights to a Director - Mr Thomas Corr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Amendment to the Company's Constitution - Sale of Unmarketable Parcels	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the Grant of Performance Rights to a Director - Mr Benjamin Sharp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9.00am (WST) on Wednesday, 17 May 2017** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:



ONLINE

<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.



BY MAIL

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012



BY HAND

Automic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010



ALL ENQUIRIES TO

Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.