

20 July 2017

REVISED APPENDIX 3B & SUPPLEMENTARY PROSPECTUS

Enclosed herewith is a revised Appendix 3B with the respect to the Company's non-renounceable rights issue. The revised Appendix 3B contemplates that the rights issue is fully subscribed by all eligible shareholders, including partly paid shareholders, who may be issued up to 386,345 shares and 386,345 new options (for a total subscription amount of \$1,931) if they all take up their entitlements.

Also enclosed is a supplementary prospectus lodged with ASIC on 19 July 2017.

Yours faithfully,



Patrick Corr

Non-Executive Chairman
Zinc of Ireland NL

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Zinc of Ireland NL

ABN

23 124 140 889

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued | (i) Fully paid ordinary shares
(ii) Fully paid ordinary shares
(iii) Fully paid ordinary shares
(iv) Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) 20,000,000
(ii) 4,000,000
(iii) Up to 313,097,189
(iv) Up to 313,097,189 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (i), (ii) & (iii) - Fully paid ordinary shares
(iv) - Options exercisable at \$0.015 on or before 21 July 2021 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(i), (ii) & (iii) – Yes, the shares rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company.</p> <p>(iv) – No, however shares issued upon exercise of the options will rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company.</p>
5	Issue price or consideration	<p>(i) nil</p> <p>(ii) deemed issue price of \$0.01 per share</p> <p>(iii) \$0.005 per share</p> <p>(iv) nil</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(i) Conversion of Class A Performance Rights</p> <p>(ii) Issued to a creditor of the Company</p> <p>(iii) & (iv) - Issue pursuant to a Prospectus lodged with ASX on 19 July 2017</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2016
6c	Number of +securities issued without security holder approval under rule 7.1	4,000,000 fully paid ordinary shares

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	-
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	-
6f	Number of securities issued under an exception in rule 7.2	20,000,000 fully paid ordinary shares Up to 313,097,189 fully paid ordinary shares Up to 313,097,189 options
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	-
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements.	-
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 183,084,457 7.1A 124,722,972 (Refer to Annexure 1)
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	(i) & (ii) - 19 July 2017 (iii) & (iv) – Anticipated on 14 August 2017

+ See chapter 19 for defined terms.

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8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		Up to 1,251,229,721	Fully paid ordinary Shares
		1,159,035	Partly paid ordinary Shares
		330,833,333	Options exercisable at \$0.02 each and expiring 21 July 2017
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Up to 313,097,189	Options exercisable at \$0.015 each and expiring 21 July 2021
		Number	+Class
		129,800,000	Unlisted options exercisable at \$0.02 each and expiring on 30 April 2020
		326,333,333	Unlisted options exercisable at \$0.04 each and expiring 21 July 2021
		7,000,000	Unlisted options exercisable at \$0.06 each and expiring 30 September 2021
		1,250,000	Class B Performance Rights expiring 26 May 2021
		1,500,000	Class C Performance Rights expiring 26 May 2021
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	1,500,000	Class D Performance Rights expiring 26 May 2021
		2,600,000	Class E Performance Rights expiring 26 May 2021
		N/A	

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	1 share for every 3 shares held and 1 new option (ex. price \$0.015 expiring 21 July 2021) for every share subscribed
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares and partly paid shares Options exercisable at \$0.015 expiring on or before 21 July 2021
15	⁺ Record date to determine entitlements	24 July 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Fractions will be rounded up to the nearest whole number
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Any countries outside Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	7 August 2017
20	Names of any underwriters	The offer is not underwritten
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a

⁺ See chapter 19 for defined terms.

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23	Fee or commission payable to the broker to the issue	A fee of up to 4% may be paid
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	n/a
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	26 July 2017
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	19 July 2017
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	⁺ Despatch date	14 August 2017

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☒ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

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New issue announcement

- 40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

- 42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

Number	⁺ Class

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 20 July 2017

Print name: Keith Bowker

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	269,011,173 (adjusted to post consolidation)
Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	275,000,000 shares issued for the consideration of Zinc Mines of Ireland Limited 62,500,000 shares issued pursuant to a Placement 10,000,000 shares issued to advisors 108,375,000 shares issued pursuant to a Placement 9,454,688 shares issued following conversion of converting loans 110,125,000 shares issued pursuant to a Placement 60,416,665 shares issued pursuant to a Placement 9,250,000 issued to corporate advisors 20,000,000 shares on conversion of Class A Performance Rights 313,097,189 shares pursuant to a Prospectus lodged on 19 July 2017
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-
“A”	1,247,229,715

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	187,084,457
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	4,000,000 ordinary shares
“C”	4,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	187,084,457
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	4,000,000
Total [“A” x 0.15] – “C”	183,084,457 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,247,229,715
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	124,722,972
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	-
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	124,722,972
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	124,722,972 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

**THIS IS A SUPPLEMENTARY DOCUMENT THAT IS INTENDED TO BE
READ WITH THE PROSPECTUS DATED 18 JULY 2017
("THE PROSPECTUS")
ISSUED BY ZINC OF IRELAND NL 124 140 889 ("THE COMPANY")**

1. This Supplementary Prospectus is dated the 19th day of July 2017 and is issued in relation to a Prospectus dated the 18th day of July 2017 lodged with ASIC by the Company on the 18th day of July 2017.
2. Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.
3. The definition of "**Eligible Participant**" in Section 8 of the Prospectus is amended by replacing that definition with the following:

"means a Shareholder or Partly Paid Shareholder as at 5.00pm WST on the Record Date who:

 - (a) has a registered address in Australia or New Zealand; and
 - (b) is eligible under all applicable securities laws to receive an offer under the Offer and to participate in the Offer."
3. A definition of "**Partly Paid Shareholder**" is added to Section 8 of the Prospectus as follows:

"means a holder of a Partly Paid Share."
4. A definition of "**Partly Paid Share**" is added to Section 8 of the Prospectus as follows:

"means a partly paid share in the Company, with an initial paid amount of \$0.75 of \$9.00"
5. The definition of "**Share**" in Section 8 of the Prospectus is amended by replacing that definition with the following:

"means a fully paid ordinary share the Company, and for the purpose of determining Entitlements, means a fully paid ordinary share in the Company or a Partly Paid Share."
6. As a result of the amendments set out in this Supplementary Prospectus, and in the event that all Partly Paid Shareholders take up there full Entitlements, an additional 386,345 Shares and 386,345 New Options may be issued under the Offer and up to a maximum of \$1,931 raised thereby. As a result, there may also be various immaterial changes to the capital structure of the Company following the Offer, the financial position of the Company following the Offer, and the use of funds raised under the Offer, from those set out in the Prospectus.

7. This Supplementary Document was lodged with the Australian Securities and Investments Commission on 19 July 2017. ASIC and ASX take no responsibility for the contents of this Supplementary Document.

DATED this 19th day of July 2017.

Each of the Directors have consented in writing to the lodgement of this Supplementary Document.

A handwritten signature in blue ink, consisting of a large, stylized 'P' followed by a long horizontal stroke.

Signed for and on behalf of
Zinc of Ireland NL
Patrick John Corr (Director)