

**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) 6269 3300*

**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 9 July 2018 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

**AGENDA**

**RESOLUTION 1 – RATIFICATION OF ISSUE OF PLACEMENT SHARES (TRANCHE 1) – LISTING RULE 7.1**

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

*“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 210,600,000 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who participated in the issue, or any associates of such a person. 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.

**RESOLUTION 2 – RATIFICATION OF ISSUE OF PLACEMENT SHARES (TRANCHE 1) – LISTING RULE 7.1A**

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

*“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 140,400,000 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who participated in the issue, or any associates of such a person. 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.

**RESOLUTION 3 – APPROVAL FOR THE ISSUE OF ATTACHING OPTIONS (TRANCHE 1)**

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

*“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the allotment and issue of 351,000,000 Attaching Options on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed, or any associates of such a person. 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.

#### **RESOLUTION 4 – APPROVAL FOR THE ISSUE OF PLACEMENT SHARES & ATTACHING OPTIONS (TRANCHE 2)**

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

*“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the allotment and issue of 90,000,000 Shares and 90,000,000 Attaching Options on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed, or any associates of such a person. 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.

#### **RESOLUTION 5 – APPROVAL FOR PARTICIPATION IN PLACEMENT BY DIRECTOR – THOMAS CORR**

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

*“That, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 40,000,000 Shares and 40,000,000 Attaching Options to Mr Thomas Corr (or his nominee), a Director, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who is to receive securities in relation to the Company, or any associate of these persons. 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.

#### **RESOLUTION 6 – APPROVAL FOR PARTICIPATION IN PLACEMENT BY DIRECTOR – PATRICK CORR**

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

*“That, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 10,000,000 Shares and 10,000,000 Attaching Options to Mr Patrick Corr (or his nominee), a Director, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who is to receive securities in relation to the Company, or any associate of these persons. 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.

#### **RESOLUTION 7 – APPROVAL FOR PARTICIPATION IN PLACEMENT BY DIRECTOR – RICHARD MONTI**

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

*“That, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 20,000,000 Shares and 20,000,000 Attaching Options to Mr Richard Monti (or his nominee), a Director, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who is to receive securities in relation to the Company, or any associate of these persons. 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.

#### **RESOLUTION 8 – APPROVAL FOR PARTICIPATE IN PLACEMENT BY RELATED PARTY – JOHN CORR**

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

*“That, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 30,000,000 Shares and 30,000,000 Attaching Options to John Corr (or his nominee), a related party, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who is to receive securities in relation to the Company, or any associate of these persons. 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.

#### **RESOLUTION 9 – APPROVAL FOR ISSUE OF INCENTIVE OPTIONS TO A DIRECTOR - RICHARD MONTI**

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

*“That, for the purpose of Listing Rule 10.11, and Section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 15,000,000 Class A Director Options and 15,000,000 Class B Director Options to Mr Richard Monti (or his nominee) on the terms and conditions set out in the Explanatory Memorandum Notice”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed or any associates of those persons. 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 the direction on the proxy form to vote as the proxy decides.

#### **RESOLUTION 10 - APPROVAL OF ISSUE OF OPTIONS TO BROKERS & CORPORATE ADVISERS**

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

*“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the allotment and issue of up to 50 million Broker Options to certain Brokers and corporate advisers (or their respective nominees) on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed, or any associates of such a person. 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.

## **RESOLUTION 11 – APPROVAL OF LEONORA TRANSACTION - LISTING RULE 11.4**

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

*“That, for the purposes of Listing Rule 11.4 and for all other purposes, Shareholders approve the disposal of an interest in the Leonora Gold Project without a pro rata offer of securities in the acquirer of that interest being made, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a party to the transaction the subject of this Resolution or any associates of that party (or those parties). 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 direction on the proxy form, or, if 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 proxy decides.

**DATED THIS 25th DAY OF MAY 2018**

**BY ORDER OF THE BOARD**

**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; or
- on facsimile number +61 2 8583 3040,

not later than 9.00am (WST) on 7 July 2018.

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 9.00am (WST) on 7 July 2018.

### **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 9 July 2018. 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. APPROVALS ASSOCIATED WITH PLACEMENT**

### **1.1 Background**

As announced on 16 May 2018, the Company is undertaking a placement at \$0.005 per Share (**Placement**) in two tranches. Each Share issued as part of the Placement will be issued with a free Attaching Option (exercisable at \$0.015 on or before 21 July 2021, and listed on ASX under the code ZMIOC).

On 24 May 2018, the Company announced that it had issued 351,000,000 Shares as part of the Placement pursuant to the placement capacities available under Listing Rules 7.1 and 7.1A (**Tranche 1**). The Attaching Options as part of Tranche 1 will be issued subject to Shareholder approval being obtained.

The Company has received acceptances and commitments from sophisticated and institutional investors to raise a total of \$450,000 via the issue of 90,000,000 Shares and 90,000,000 Attaching Options as a second tranche of the Placement (**Tranche 2**). All securities to be issued as part of Tranche 2 will be issued subject to Shareholder approval being obtained.

Of Tranche 2, 60 million Shares and 60 million Attaching Options are proposed to be issued to German based Delphi Untemehmensberatung. Delphi has lodged statutory documents relating to its substantial holding in the Company, the latest of which (at the date of this Notice) was announced to ASX on 28 May 2018.

In addition to the Tranche 1 and Tranche 2, it is proposed that certain of the Directors (and other related parties) of the Company will participate in a placement on the same terms and conditions as the other subscribers under the Placement to the extent of \$500,000 via the issue of 100,000,000 Shares and 100,000,000 Attaching Options (**Related Party Placement**). All securities to be issued as part of the Related Party Placement will be issued subject to Shareholder approval being obtained.

The ratifications and approvals being sought in respect of the Placement and the Related Party Placement are as follows:

- (a) Resolution 1 – Ratification of Tranche 1 Shares issued under Listing Rule 7.1.
- (b) Resolution 2 - Ratification of Tranche 1 Shares issued under Listing Rule 7.1A.
- (c) Resolution 3 – Approval for the issue of the Tranche 1 Attaching Options.
- (d) Resolution 4 – Approval for the issue of the Tranche 2 Shares and Attaching Options.
- (e) Resolution 5 – Approval for participation in the Related Party Placement by Thomas Corr.
- (f) Resolution 6 - Approval for participation in the Related Party Placement by Patrick Corr.
- (g) Resolution 7 - Approval for participation in the Related Party Placement by Richard Monti.
- (h) Resolution 8 - Approval for participation in the Related Party Placement by John Corr.

## **1.2 Listing Rule Chapter 7**

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1) and 10% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1A)

Listing Rule 7.2 sets out the exceptions to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or 7.1A (as the case may be).

By ratifying the issue of the Tranche 1 Shares the subject of Resolutions 1 and 2, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, and the 10% placement capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

By approving the issue of Tranche 1 Attaching Options and the Tranche 2 Shares and Attaching Options the subject of Resolutions 3 and 4, the Company will retain the flexibility to issue equity securities in the future up to the 15% and 10% annual placement capacities set out in Listing Rule 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

In the event that Shareholder approval is not obtained for the issue of the Shares and Attaching Options the subject of Resolutions 3 and 4, those Shares will be nonetheless issued to the extent permissible under the Company's 15% and 10% annual placement capacities, thereby reducing the capacity for the Company to issue further securities without first having to seek Shareholder approval.

## **1.3 Listing Rules Chapter 10**

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party.

Furthermore, Shareholder approval of the issue of securities to related parties as part of the Related Party Placement under Listing Rule 10.11 means that the issue of securities to the related parties will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

The Directors consider that participation in the Related Party Placement will be on arms' length terms as the Related Party Placement will be made on the same terms to all other parties who participate in the Placement the subject of Resolutions 1 to 4, regardless of whether they are associated with the Company or not. Accordingly, the proposed participation by the related parties in the Related Party Placement falls within the "arm's length terms" exemption provided by Section 210 of the Corporations Act to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act.

## **1.4 Resolution 1 – Information Required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 1:

- (a) 210,600,000 Shares were issued at an issue price of \$0.005 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act.



- (d) The funds raised from the issue (being in total \$1,053,000 (before costs)) will be used to fund the Company's drilling program at the Kildare Project and working capital.

Resolution 1 is an ordinary resolution and the Chairman intends to vote all available proxies in favour of Resolution 1.

#### **1.5 Resolution 2 – Information Required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 2:

- (a) 140,400,000 Shares were issued at an issue price of \$0.005 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act;
- (d) The funds raised from the issue (being in total \$702,000 (before costs)) will be used to fund the Company's drilling program at the Kildare Project and working capital.

Resolution 2 is an ordinary resolution and the Chairman intends to vote all available proxies in favour of Resolution 2.

#### **1.6 Resolution 3 – Information Required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of the Attaching Options the subject of Resolution 3:

- (a) 351,000,000 Attaching Options are proposed to be issued for nil cash consideration as they are free attaching Options attaching to the issue of Shares the subject of the Tranche 1 Placement.
- (b) The Attaching Options will be issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, being those persons who participated in the Tranche 1 Placement.
- (c) The Attaching Options are exercisable for \$0.015 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 1.
- (d) The Attaching Options will be issued as soon as practicable after the Meeting, and in any event, within 3 months of the date of the Meeting.
- (e) It is anticipated that all of the Attaching Options will be issued on the same date;
- (f) The Attaching Options are free attaching options, and as such, no funds will be raised from the issue thereof.

Resolution 3 is an ordinary resolution and the Chairman intends to vote all available proxies in favour of Resolution 3.

#### **1.7 Resolution 4 – Information Required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of Shares and Attaching Options the subject of Resolution 4:

- (a) A maximum of 90,000,000 Shares are proposed to be issued at an issue price of \$0.005 per Share together with 1 free Attaching Option for every Share subscribed for. Up to a total of 90,000,000 Attaching Options are proposed to be issued for nil issue price.
- (b) The Shares and Attaching Options will be issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, none of whom are related parties, including German based Delphi Untemehmensberatung (to the extent of 60 million Shares and 60 million Attaching Options). Delphi has lodged statutory documents relating to its substantial holding in the Company, the latest of which (at the date of this Notice) was announced to ASX on 28 May 2018.
- (c) The Shares are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Attaching Options are exercisable for \$0.015 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 1.
- (e) The Shares and Attaching Options will be issued as soon as practicable after the Meeting, and in any event, within 3 months of the date of the Meeting.
- (f) It is anticipated that all of the Shares and Attaching Options will be issued on the same date;
- (g) The funds raised from the issue of the Shares (being in total \$450,000 (before costs)) will be used to fund the Company's drilling program at the Kildare Project and working capital. The Attaching Options are free attaching options, and as such, no funds will be raised from the issue thereof.

Resolution 4 is an ordinary resolution and the Chairman intends to vote all available proxies in favour of Resolution 4.

#### **1.8 Resolution 5 – Information Required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolution 5:

- (a) A maximum of 40,000,000 Shares and 40,000,000 Attaching Options will be issued to Mr Thomas Corr, a Director (or his nominee);
- (b) The Shares the subject of Resolution 5 will be issued at an issue price of \$0.005, and the Attaching Options will be issued for nil cash consideration as they are free attaching Options;
- (c) The Shares and Attaching Options the subject of Resolution 5 will be issued no later than 1 month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that allotment will occur on the same date;
- (d) The Shares the subject of Resolution 5 are fully paid ordinary shares in the capital of the Company and will rank equally with the Company's current issued Shares;
- (e) The Attaching Options are exercisable for \$0.015 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 1;
- (f) The funds raised from the issue of the Shares (being in total \$200,000 (before costs)) will be used to fund the Company's drilling program at the Kildare Project and working capital. The Attaching Options are free attaching options, and as such, no funds will be raised from the issue thereof.

Resolution 5 is an ordinary resolution and the Chairman intends to vote all available proxies in favour of Resolution 5.

### **1.9 Resolution 6 – Information Required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolution 6:

- (a) A maximum of 10,000,000 Shares and 10,000,000 Attaching Options will be issued to Mr Patrick Corr, a Director (or his nominee);
- (b) The Shares the subject of Resolution 6 will be issued at an issue price of \$0.005, and the Attaching Options will be issued for nil cash consideration as they are free attaching Options;
- (c) The Shares and Attaching Options the subject of Resolution 6 will be issued no later than 1 month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that allotment will occur on the same date;
- (d) The Shares the subject of Resolution 6 are fully paid ordinary shares in the capital of the Company and will rank equally with the Company's current issued Shares;
- (e) The Attaching Options are exercisable for \$0.015 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 1;
- (f) The funds raised from the issue of the Shares (being in total \$50,000 (before costs)) will be used to fund the Company's drilling program at the Kildare Project and working capital. The Attaching Options are free attaching options, and as such, no funds will be raised from the issue thereof.

Resolution 6 is an ordinary resolution and the Chairman intends to vote all available proxies in favour of Resolution 6.

### **1.10 Resolution 7 – Information Required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolution 6:

- (a) A maximum of 20,000,000 Shares and 20,000,000 Attaching Options will be issued to Mr Richard Monti, a Director (or his nominee);
- (b) The Shares the subject of Resolution 6 will be issued at an issue price of \$0.005, and the Attaching Options will be issued for nil cash consideration as they are free attaching Options;
- (c) The Shares and Attaching Options the subject of Resolution 6 will be issued no later than 1 month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that allotment will occur on the same date;
- (d) The Shares the subject of Resolution 6 are fully paid ordinary shares in the capital of the Company and will rank equally with the Company's current issued Shares;
- (e) The Attaching Options are exercisable for \$0.015 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 1;
- (f) The funds raised from the issue of the Shares (being in total \$100,000 (before costs)) will be used to fund the Company's drilling program at the Kildare Project and working capital. The Attaching Options are free attaching options, and as such, no funds will be raised from the issue thereof.

Resolution 7 is an ordinary resolution and the Chairman intends to vote all available proxies in favour of Resolution 7.

### 1.11 Resolution 8 – Information Required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolution 8:

- (a) A maximum of 30,000,000 Shares and 30,000,000 Attaching Options will be issued to Mr John Corr (or his nominee). John Corr is a related party by virtue of section 228(3) of the Corporations Act because he is parent of both Thomas Corr and Patrick Corr;
- (b) The Shares the subject of Resolution 8 will be issued at an issue price of \$0.005, and the Attaching Options will be issued for nil cash consideration as they are free attaching Options;
- (c) The Shares and Attaching Options the subject of Resolution 8 will be issued no later than 1 month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that allotment will occur on the same date;
- (d) The Shares the subject of Resolution 8 are fully paid ordinary shares in the capital of the Company and will rank equally with the Company's current issued Shares;
- (e) The Attaching Options are exercisable for \$0.015 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 1;
- (f) The funds raised from the issue of the Shares (being in total \$150,000 (before costs)) will be used to fund the Company's drilling program at the Kildare Project and working capital. The Attaching Options are free attaching options, and as such, no funds will be raised from the issue thereof.

Resolution 8 is an ordinary resolution and the Chairman intends to vote all available proxies in favour of Resolution 8.

## 2. RESOLUTION 9 – APPROVAL FOR ISSUE OF INCENTIVE OPTIONS TO A DIRECTOR - RICHARD MONTI

### 2.1 Background

As announced on 16 May 2018, it is proposed that Richard Monti (a Director) will be issued, as part of an incentive package, 15 million unlisted options exercisable for \$0.015 (**Class A Director Options**) and 15 million unlisted options exercisable for \$0.02 (**Class B Director Options**), in each case expiring in 3 years from the date of issue.

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

Given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered the performance of the Directors and the performance and value of the Company are closely related. As such, the Director Options proposed to be granted to Mr Monti will generally only be of benefit if the performance is to the level whereby the value of the Company increases sufficiently to warrant exercising those Director Options.

Shareholder approval is required under Listing Rule 10.11 and section 208 of the Corporations Act for the proposed grant of the Director Options because Mr Monti is a related party of the Company.

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

Section 208 of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless one of the exceptions to Section 208 applies or shareholders have approved the giving of that benefit to the related party.

A “financial benefit” is defined in the Corporations Act in broad terms and includes a public company, issuing securities, and buying an asset from a related party.

Section 208 of the Corporations Act provides that for a public company to give a financial benefit to a related party of that company, the public company must:

- (a) obtain the approval of members in the way set out in Section 217 and 227; and
- (b) give the benefit within 15 months after the approval.

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party.

Furthermore, Shareholder approval of the issue of the Director Options to Mr Monti under Listing Rule 10.11 means that the grant of the Director Options will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

## **2.3 Information required by Listing Rule 10.15 and section 219 of the Corporations Act**

### **2.3.1 Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolution 9:

- (a) The Director Options will be issued to Mr Richard Monti (or his nominee), a Director;
- (b) The maximum number of Director Options to be issued to Mr Monti (or his nominee) is 15 million Class A Director Options and 15 million Class B Director Options;
- (c) The Director Options will be issued not later than 1 month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that allotment will occur on the same date being the date following the Meeting.
- (d) The Class A Director Options will be issued on the terms and conditions set out in Schedule B and the Class A Director Options will be issued on the terms and conditions set out in Schedule C;
- (e) The Director Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Director Options. If the all of Director Options issued to Mr Monti are exercised, a total of \$525,000 will be raised from the exercise thereof

### **2.3.2 Information required by Section 219 of the Corporations Act**

***The related party to whom the resolutions would permit the financial benefit to be given.***

The related party to whom a financial benefit will be given is Mr Richard Monti (or his nominee), a Director.

### ***The nature of the financial benefit***

The financial benefit proposed to be given is 15,000,000 Class A Director Options 15,000,000 Class B Director Options.

If all of the Director Options issued to Mr Monti are all exercised, payment of \$525,000 will be made.

### ***Directors' interest in the outcome***

Mr Monti's interest in the outcome of Resolution 9 is 15,000,000 Class A Director Options 15,000,000 Class B Director Options.

No other Director has any interest in the outcome of Resolution 9.

### ***Relevant Director's remuneration package***

Mr Monti currently receives annual remuneration of \$84,000. Mr Monti has not received any remuneration from the Company in the two preceding financial years as he was only appointed as a Director on 15 May 2018.

### ***Related party's existing interest***

Mr Monti does not have an interest in any securities in the Company at the date of this Notice. Mr Monti will subscribe for 20 million Shares and 20 million Attaching Options for an aggregate subscription amount of \$100,000 as part of the Related Party Placement (subject to the passage of Resolution 7).

Assuming that Shareholder approval for Resolutions 7 and 9 are obtained, and the securities the subject thereof issued to Mr Monti, he will have an interest in:

- (a) 20 million Shares;
- (b) 20 million Attaching Options;
- (c) 15 million Class A Director Options; and
- (d) 15 million Class B Director Options.

### ***Dilution***

The dilution effect if all Director Options are exercised, and assuming that other than the Shares on issue at the date of this Notice, no other Shares are issued (and assuming no other Options are exercised will be 1.7% on Shareholders.

### ***Trading history***

In the last 12 months before the date of this Notice, the highest, lowest and latest trading prices (as at 24 May 2018) of the listed Shares on ASX are as set out below:

	Shares (ASX: ZMI)
Highest (8 November 2017)	\$0.009
Lowest (2 August 2017, 31 October 2017, 26 March 2018)	\$0.004
Latest (24 May 2018)	\$0.007

### ***Valuation of financial benefit***

The value of the financial benefits to be provided to Mr Monti has been calculated by management using a Black and Scholes model as follows:

Financial Benefit	Value of Financial Benefit
15,000,000 Class A Director Options	\$54,195
15,000,000 Class B Director Options	\$48,345
<b>Total</b>	<b>\$102,540</b>

1. Issued for an issue price of Nil
2. The valuation date was 22 May 2018.
- 2 The Black and Scholes option valuation methodology was used as the basis for the calculation.
3. The Share price as at the valuation date was \$0.007.
4. Exercise price of \$0.015 in the case of Class A Director Options and \$0.02 in the case of Class B Director Options.
4. The risk free interest rate used was 2.21%.
5. A volatility factor of 107% was used.
6. There are no vesting conditions.
7. The expected dividend yield is 0%.
8. The value of each Class A Director Option is \$0.003613 and each Class B Director Option is \$0.003223.
9. The value obtained via the Black and Scholes option valuation method is not the valuation that would be obtained pursuant to the relevant Australian tax legislation.

### ***Directors' recommendation and basis of recommendation***

Patrick Corr recommends that Shareholders vote in favour of the issue of the Director Options to Mr Monti on the basis that the Director Options are to be issued as an incentive to Mr Monti, and in order to retain his valuable services and provide incentives linked to the performance of the Company.

Also, given the speculative nature of the Company's activities and the small management team responsible for its running, Mr Corr considers that Mr Monti's the performance and value of the Company are closely related. As such, the Director Options will generally only be of benefit if the Company performs to the level whereby the value of the Company increases sufficiently to warrant exercising those Director Options.

Peter van der Borgh recommends that Shareholders vote in favour of the issue of Options to Mr Monti on the same basis as Mr Corr's recommendation.

Thomas Corr recommends that Shareholders vote in favour of the issue of Options to Mr Monti on the same basis as Patrick Corr's recommendation.

The number of Director Options to be issued to Mr Monti (i.e. 15 million of each of the Class A Director Options and Class B Director Options) has been determined having given consideration to the input and value that Mr Monti provides to the Company, and also, the level of incentive provided by such incentive package.

The Chairman intends to vote all available proxies in favour of Resolution 9.

## **3. RESOLUTION 10 – APPROVAL OF ISSUE OF OPTIONS TO BROKERS AND CORPORATE ADVISERS**

### **3.1 Background**

As announced on 16 May 2018, in connection with the Placement, certain brokers and corporate advisors will be issued 50 million unlisted options exercisable at 1.5 cents and expiring in two years (**Broker Options**). The issue of the Broker Options will be made in consideration of the provision of certain capital raising services as well as ongoing corporate advisory services.

### **3.2 Listing Rules Chapter 7**

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1) and 10% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1A).

By approving the issue of Broker Options the subject of Resolution 10, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

In the event that Shareholder approval is not obtained for the issue of the Broker Options the subject of Resolution 10, if those Broker Options are nonetheless issued to the extent permissible under the Company's 15% annual placement capacity, this will reduce the capacity for the Company to issue further securities without first having to seek Shareholder approval.

Resolution 10 is an ordinary resolution.

### **3.3 Resolution 10 - Information Required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of the Broker Options the subject of Resolution 10:

- (a) 50 million Broker Options are proposed to be issued;
- (b) The Broker Options the subject of Resolution 10 are to be issued certain Brokers and corporate advisors (or their respective nominee/s) in consideration of the provision of capital raising services and other corporate advisory services in connection with the Placement, and other ongoing corporate advisory services. The deemed issue price of the Broker Options will be \$0.001 each.
- (c) The Broker Options are exercisable for \$0.015 on or before the date that is 2 years from the issue date thereof and otherwise on the terms and conditions set out in Schedule 4.
- (d) The Broker Options the subject of Resolution 10 will be issued as soon as practicable after the Meeting, and in any event, within 3 months of the date of the Meeting.
- (e) It is anticipated that all Broker Options the subject of Resolution 10 will be issued on the same date;
- (f) No funds will be raised from the issue of the Broker Options the subject of Resolution 10 because they are being issued in consideration of the provision of capital raising services and other corporate advisory services in connection with the Placement, and other ongoing corporate advisory services.

The Chairman intends to vote all available proxies in favour of Resolution 10.

## **4. RESOLUTION 11 – APPROVAL OF LEONORA TRANSACTION - LISTING RULE 11.4**

### **4.1 Background & Key Terms of Disposal**

On 21 November 2016, the Company announced that it had entered into (via its wholly owned subsidiary, Messina Resources Limited) a binding Terms Sheet (**Terms Sheet**) with Roman Kings Pty Ltd (**Roman Kings**) in respect of the Company's non-core Leonora Gold Project comprised of two tenements, being M37/1202 and E37/893 (**Leonora Gold Project**).

As announced on 18 May 2018, the Company entered into an agreement with Roman Kings and Kingwest Resources Limited (**Kingwest**) varying the Terms Sheet (**Variation Agreement**).

The Variation Agreement has the effect that the Company will transfer 75% of its current 100% interest in the Leonora Gold Project (**75% Interest**) to Roman Kings subject to (amongst certain standard conditions) (**Transaction**):



- (a) Kingwest being listed on ASX by no later than 31 August 2018; and
- (b) necessary regulatory approvals being obtained.

Under the Terms Sheet, Roman Kings was required to be listed on ASX by 21 May 2018 in order to be entitled to retain any interest in the Leonora Gold Project. As such, the Variation Agreement grants an extension of time for Roman Kings to be listed on ASX via the listing of Kingwest on ASX. In order for Kingwest to be listed on ASX (amongst other things) it will be required to raise in the order of \$5 million.

Upon settlement of the Transaction, the Company will receive \$490,000 cash in consideration of the aggregate of the 75% interest (**Cash Consideration**). At settlement, the Company will also receive 1 million shares in Kingwest (Kingwest listing prospectus offer price is 20 cents per share) in consideration of the Company's existing shares in Roman Kings issued as part of the Original Agreement (**Kingswest Share Consideration**). The Company will also retain the right to receive a payment of \$5 per ounce in a mineral resource grading above 1g/t of gold established in the future (**Royalty**).

The Kingswest Share Consideration may be subject to ASX imposed escrow, and upon payment of the consideration to ZMI, a joint venture will be formed between ZMI and Roman Kings on the basis of 25:75 respectively, and whereby the parties will either contribute to the development of the Leonora Gold Project in proportion to its interest or be diluted.

#### ***Background on Kingwest:***

Kingswest is an unlisted public company that was incorporated on 13 March 2018 for the purpose of becoming a significant gold exploration and mining company in the WA Eastern Goldfields Region. Kingwest has entered into agreements to acquire all of the shares in Roman Kings as well as other exploration licences.

The tenements held by Kingwest or its subsidiaries (comprised of one mining licence, three prospecting licences, nine exploration licences, and three exploration licences) are located in Western Australia and may be prospective for gold, other precious metals and base metals such as nickel, copper and cobalt. Kingwest has also entered into an option with an Australian private company to acquire two pending exploration licences. The tenements (including those under option) can be classified as constituting a single large project area located between Leonora, Laverton and Leinster, consisting of 935.77km<sup>2</sup> in area.

Kingwest is seeking to raise in the order of \$5 million in order to satisfy the ASX listing requirements.

Further information about Kingwest can be found on its website at <http://www.kingwestresources.com.au/>.

## **4.2 About Leonora Project**

The Leonora Gold Project is a non-core asset of the Company. It is comprised of two tenements, being M37/1202 (**Crawfords**) and E37/893 (**Gambier Lass**).

On 30 May 2018, the Company announced the details the maiden JORC Code mineral resource estimate for the Crawfords Deposit, which is part of the Leonora Gold Project, as commissioned and established by Roman Kings.

The Leonora Gold Project has been impaired in the financial statement of the Company to nil and has not contributed any earnings to the Company recently or in the past.

### **4.3 Listing Rule 11.4**

Listing Rule 11.4 provides that a company must not dispose of a major asset if, at the time of the disposal, it is aware that the entity acquiring the asset intends to issue or offer securities with a view to becoming listed. However, the rule does not apply in the following cases:

- (a) the securities, except those to be retained by the Company, are offered pro rata to shareholders, or in another way that in ASX's opinion is fair in all the circumstances; or
- (b) the Company's Shareholders approve the disposal without a pro-rata offer being made.

On the basis of a technical interpretation of the Listing Rules and the associated ASX Guidance Note, despite the Leonora Gold Project being a non-core asset of the Company, the Company is seeking Shareholder approval under Listing Rule 11.4(b).

### **4.4 Advantages and Disadvantages**

The Directors have assessed the advantages and disadvantages of the Transaction as set out below and are of the view that the advantages outweigh the disadvantages and accordingly, the Transaction is in the best interests of the Company.

#### **(a) Advantages**

- i. The Cash Consideration will be utilised to intensify the Company's focus on exploring and developing its Irish zinc projects.
- ii. The Company will retain an interest in the Leonora Gold Project and will hold 1 million Shares in Kingwest. As such, the Company retains exposure to any upside attached to the Leonora Gold Project and the other assets of Kingwest without having all of the associated risks and associated financing requirements.
- iii. By disposing of the 75% Interest and the listing of Kingwest, it will provide the project with the capital requirements and focus to allow it to progress. It will also enable continued exploration on the surrounding prospective tenure of Kingwest.
- iv. Following the disposal of the 75% Interest and the listing of Kingwest, the Company will have the capacity to focus solely on the development and exploration of its Irish zinc projects.
- v. The Company is entitled to receive a payment of \$5 per ounce in a mineral resource grading above 1g/t of gold established in the future.

#### **(b) Disadvantages**

- i. The Company will no longer be the owner of 100% of the Leonora Gold Project. As such, the Company will no longer control the development of the Leonora Gold Project.

- ii. There is no guarantee that, after the trading restrictions in respect of the Kingswest Consideration Shares to be issued to the Company are lifted, the market for the shares in Kingwest will be liquid so that the Company can realise cash from the Kingswest Consideration Shares .
- iii. There is no guarantee that the market price of the Kingwest shares will increase, and as such the value attributable to the Kingswest Consideration Shares and the indirect interest in the Leonora Gold Project, may decrease.
- iv. Upon settlement of the Transaction, the Company will retain a 25% interest in the Leonora Gold Project and will be required to either contribute to the development of the Leonora Gold Project in proportion to its interest or be diluted. In the event that the Company does not contribute, the dilution may occur to the point where the Company's residual interest in the Leonora Gold Project becomes nominal or zero.

#### **4.5 Future direction of Company following Disposal**

Following Settlement of the Transaction, the Company intends to continue its focus on exploring and developing its Irish zinc projects. This has been the direction of the Company since the acquisition of the Irish zinc projects which was approved by Shareholders in July 2016.

#### **4.6 Directors' Recommendations**

Based on the information available, each of the Directors consider that the Disposal is in the best interests of the Company. The Directors therefore unanimously recommend Shareholders vote in favour of Resolution 11.

## 5. DEFINITIONS

In this Explanatory Memorandum:

**“ASIC”** means the Australian Securities and Investments Commission;

**“ASX”** means ASX Limited ACN 008 624 691;

**“Attaching Option”** means an Option on the terms and conditions set out in Schedule 1;

**“Board”** means the board of Directors;

**“Broker Options”** means an Option on the terms and conditions set out in Schedule 4;

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

**“Chairman”** means the chairman of the Board;

**“Class A Director Option”** means an Option on the terms and conditions set out in Schedule 2;

**“Class B Director Option”** means an Option on the terms and conditions set out in Schedule 3;

**“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;

**“Explanatory Memorandum”** means this Explanatory Memorandum;

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

**“JORC Code”** means 2012 Edition of 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;

**“Leonora Gold Project”** has the meaning contemplated by that term in Section 4.1;

**“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;

**“Placement”** has the meaning contemplated by Section 1.1;

**“Related Party Placement”** has the meaning contemplated by Section 1.1;

**“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;

**“Tranche 1”** has the meaning contemplated by Section 1.1;

**“Tranche 2”** has the meaning contemplated by Section 1.1;

**“VWAP”** means volume weighted average price;

**“WST”** means Western Standard Time.

## SCHEDULE 1 – TERMS AND CONDITIONS OF ATTACHING OPTIONS

(a) **Entitlement**

Each Attaching Option entitles the holder to subscribe for one Share upon exercise of the Attaching Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Attaching Option will be \$0.015 (**Exercise Price**).

(c) **Expiry Date**

Each Attaching Option will expire at 5:00 pm (WST) on 21 July 2021 (**Expiry Date**). An Attaching Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Attaching Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Attaching Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Attaching Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Attaching Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Attaching Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- i. allot and issue the number of Shares required under these terms and conditions in respect of the number of Attaching Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- iii. if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Attaching Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance

with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Attaching Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Attaching Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Attaching Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Attaching Options without exercising the Attaching Options.

(l) **Change in exercise price**

An Attaching Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Attaching Option can be exercised.

(m) **Quotation**

The Company will apply for quotation of the Attaching Options on ASX.

(n) **Transferability**

The Attaching Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## SCHEDULE 2 – TERMS AND CONDITIONS OF CLASS A DIRECTOR OPTIONS

For the purpose of this Schedule, a Class A Director Option will be referred to as an Option.

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on the date that is 3 years from the issue date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
  - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.



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| (h) <b>Shares issued on exercise:</b>              | Shares issued on exercise of the Options rank equally with the then issued shares of the Company.   |
| (i) <b>Quotation of Shares issued on exercise:</b> | If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.  |
| (j) <b>Reconstruction of capital:</b>              | If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.              |
| (k) <b>Participation in new issues:</b>            | There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. |
| (l) <b>Change in exercise price:</b>               | An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.  |
| (m) <b>Unquoted:</b>                               | The Company will not apply for quotation of the Options on ASX.   |
| (n) <b>Transferability:</b>                        | The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.   |

### SCHEDULE 3 – TERMS AND CONDITIONS OF CLASS B DIRECTOR OPTIONS

For the purpose of this Schedule, a Class B Director Option will be referred to as an Option.

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on the date that is 3 years from the issue date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:**

Within 15 Business Days after the Exercise Date, the Company will:

  - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

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| (h) <b>Shares issued on exercise:</b>              | Shares issued on exercise of the Options rank equally with the then issued shares of the Company.   |
| (i) <b>Quotation of Shares issued on exercise:</b> | If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.  |
| (j) <b>Reconstruction of capital:</b>              | If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.              |
| (k) <b>Participation in new issues:</b>            | There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. |
| (l) <b>Change in exercise price:</b>               | An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.  |
| (m) <b>Unquoted:</b>                               | The Company will not apply for quotation of the Options on ASX.   |
| (n) <b>Transferability:</b>                        | The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.   |

## SCHEDULE 4 – TERMS AND CONDITIONS OF BROKER OPTIONS

For the purpose of this Schedule, a Broker Option will be referred to as an Option.

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on the date that is 2 years from the issue date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
  - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

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|--|---|
| (h) <b>Shares issued on exercise:</b>              | Shares issued on exercise of the Options rank equally with the then issued shares of the Company.   |
| (i) <b>Quotation of Shares issued on exercise:</b> | If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.  |
| (j) <b>Reconstruction of capital:</b>              | If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.              |
| (k) <b>Participation in new issues:</b>            | There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. |
| (l) <b>Change in exercise price:</b>               | An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.  |
| (m) <b>Unquoted:</b>                               | The Company will not apply for quotation of the Options on ASX.   |
| (n) <b>Transferability:</b>                        | The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.   |



Zinc of Ireland NL | ABN 23 124 140 889

# GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

## Vote by Proxy: ZMI

Your proxy voting instruction must be received by **9.00am (WST) on Saturday, 7 July 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

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

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is 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.

#### 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.

#### 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.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT	<b>Return your completed form:</b>   <b>BY MAIL</b> Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012   <b>IN PERSON</b> Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010	<b>Contact us – All enquiries to Automic:</b>   <b>WEBCHAT</b> <a href="https://automic.com.au/">https://automic.com.au/</a>   <b>EMAIL</b> <a href="mailto:hello@automic.com.au">hello@automic.com.au</a>   <b>PHONE</b> <b>1300 288 664 (Within Australia)</b> <b>+61 2 9698 5414 (Overseas)</b>
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STEP 1: Please appoint a Proxy	<b>Complete and return this form as instructed only if you do not vote online</b> I/We being a Shareholder entitled to attend and vote at the General Meeting of Zinc of Ireland NL, to be held at <b>9.00am (WST) on Monday, 9 July 2018</b> at <b>Address, City, Postcode</b> hereby:  <b>Appoint the Chairman of the Meeting (Chair)</b> 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.
	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>  <b>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</b> 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.

STEP 2: Your Voting Direction	<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	1 Ratification of Issue of Placement Shares (Tranche 1) – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2 Ratification of Issue of Placement Shares (Tranche 1) – Listing Rule 7.1a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3 Approval for the issue of Attaching Options (Tranche 1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4 Approval for the issue of Placement Shares & Attaching Options (Tranche 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5 Approval for Participation in Placement by Director – Thomas Corr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6 Approval for Participation in Placement by Director – Patrick Corr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7 Approval for Participation in Placement by Director – Richard Monti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	8 Approval for Participate in Placement by Related Party – John Corr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	9 Approval for issue of Incentive Options to a Director - Richard Monti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	10 Approval of issue of Options to Brokers & Corporate Advisers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	11 Approval of Leonora Transaction - Listing Rule 11.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>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.</i>				

STEP 3: Sign	<b>SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED</b>		
	Individual or Securityholder 1 <div style="border: 1px solid black; height: 25px; width: 100%;"></div> Sole Director and Sole Company Secretary	Securityholder 2 <div style="border: 1px solid black; height: 25px; width: 100%;"></div> Director	Securityholder 3 <div style="border: 1px solid black; height: 25px; width: 100%;"></div> Director / Company Secretary
	Contact Name..... Contact Daytime Telephone..... Date ____ / ____ / ____		
	Email Address _____ By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).		