

11 July 2018

## **NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT 2001**

This notice is given by Zinc of Ireland NL (ASX: ZMI) ("ZMI" or "Company") pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ("Corporations Act").

Following the passing of resolution 3 at the General Meeting held on 9 July 2018 ("**Meeting**"), the Company has issued at the total of 351,000,000 quoted ZMIOC options ("**Options**") as part of Tranche 1 of the placement to investors qualifying under section 708 of the Corporations Act.

Following the passing of Resolutions 4 to 8 at the Meeting, the Company has also issued a total of 190,000,000 fully paid ordinary shares ("**Shares**") at \$0.005 per share together with 190,000,000 free attaching Options to investors qualifying under section 708 of the Corporations Act as part of Tranche 2 of the placement.

In accordance with section 708A(5)(e) of the Corporations Act, the Company gives notice that:

1. the Company issued the Shares and Options without disclosure under part 6D.2 of the Corporations Act;
2. as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company and section 674 of the Corporations Act; and
3. as at the date of this notice, there is no "excluded information" (as defined in sections 708A(7) and 708A(8) of the Corporations Act ).

Yours faithfully,



**Patrick Corr**  
Non-Executive Director  
Zinc of Ireland NL

# 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) Quoted options (iii) Quoted options (iv) Unlisted Class A director options (v) Unlisted Class B director options (vi) Unlisted options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(i) 190,000,000 (ii) 190,000,000 (iii) 351,000,000 (iv) 15,000,000 (v) 15,000,000 (vi) 50,000,000

+ See chapter 19 for defined terms.

3	<p>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)</p>	<p>(i) Fully paid ordinary shares (ii) &amp; (iii) Quoted options exercisable at \$0.015 each and expiring 21 July 2021 (iv) Unlisted Class A director options exercisable at \$0.015 each and expiring 11 July 2021 (v) Unlisted Class B director options exercisable at \$0.02 each and expiring 11 July 2021 (vi) Unlisted options exercisable at \$0.015 each and expiring 11 July 2020</p>
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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(i) Yes, the shares rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company. (ii) &amp; (iii) Yes, the options rank equally in all respects from the date of issue with the existing quoted options of the Company and the shares issued upon exercise of the quoted options will rank equally in all respects from the date of issue with the existing quoted fully paid ordinary shares of the Company. (iv), (v) &amp; (vi) No, however, shares issued upon exercise of the unlisted 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	<p>Issue price or consideration</p>	<p>(i) \$0.005 per share (ii), (iii), (iv) &amp; (v) Nil (vi) Deemed issue price of \$0.001 per share</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i), (ii) &amp; (iii) Issued pursuant to placement as per resolution 3 to 8 passed at the GM held on 9 July 2018. (iv) &amp; (v) Issue of unlisted director options pursuant to resolution 9 passed at the GM held on 9 July 2018. (vi) Issue of unlisted options to brokers and corporate advisers pursuant to resolution 10 passed at the GM held on 9 July 2018.</p>

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	14 November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	-
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)	90,000,000 Fully paid ordinary shares 90,000,000 Quoted options 351,000,000 Quoted options 50,000,000 Unlisted options  Approved at general meeting on 9 July 2018
6f	Number of securities issued under an exception in rule 7.2	100,000,000 Fully paid ordinary shares 100,000,000 Quoted options 15,000,000 Class A director options 15,000,000 Class B director 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.	-

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+ See chapter 19 for defined terms.

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	7.1 291,854,282 7.1A 194,569,521  <i>(Refer to Annexure 1)</i>
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7	Dates of entering +securities into uncertificated holdings or despatch of certificates	11 July 2018
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	Number	+Class
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	
	1,945,695,208	Fully paid ordinary Shares
	1,159,035	Partly paid ordinary Shares
	1,057,556,300	Options exercisable at \$0.015 each and expiring 21 July 2021

	Number	+Class
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	
	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
	750,000	Class B Performance Rights expiring 26 May 2021
	1,250,000	Class C Performance Rights expiring 26 May 2021

1,250,000	Class D Performance Rights expiring 26 May 2021
2,200,000	Class E Performance Rights expiring 26 May 2021
50,000,000	Unlisted options exercisable at \$0.015 and expiring 11 July 2020
15,000,000	Unlisted Class A director options exercisable at \$0.015 and expiring 11 July 2021
15,000,000	Unlisted Class B director options exercisable at \$0.02 and expiring 11 July 2021

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the <sup>+</sup> securities will be offered	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	
15	<sup>+</sup> Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

<sup>+</sup> See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	

29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

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+ 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

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+ See chapter 19 for defined terms.

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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 <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 38)

Number	<sup>+</sup> Class

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<sup>+</sup> 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: 11 July 2018

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	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	914,132,532
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li><i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li><i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<b>20,000,000</b> shares on conversion of Class A Performance Rights <b>86,692,822</b> shares pursuant to a Prospectus lodged on 19 July 2017 <b>226,018,022</b> shares under the Rights Issue Shortfall <b>4,000,000</b> Ordinary Shares <b>153,848,644</b> Ordinary Shares <b>3,188</b> Exercise of Options <b>351,000,000</b> Ordinary Shares <b>190,000,000</b> Ordinary shares
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	1,945,695,208

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	291,854,282
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“C”</b>	
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	291,854,282
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total [“A” x 0.15] – “C”</b>	291,854,282 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,945,695,208
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	194,569,521
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>“E”</b>	

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	194,569,521
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> [“A” x 0.10] – “E”	194,569,521 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.