

CONSOLIDATED ZINC LIMITED
ACN 118 554 359

**NOTICE OF ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT**

**General Meeting to be held at
Consolidated Zinc Limited
Level 1, 35 Havelock Street, West Perth, WA, 6005
on 25 November 2015 commencing at 10.30am (WST).**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant,
solicitor or other professional adviser without delay.

NOTICE OF GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders of Consolidated Zinc Limited (ACN 118 554 359) will be held at Level 1, 35 Havelock Street, West Perth, WA, 6005 on 25 November 2015 commencing at 10.30am (WST).

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes in more detail the Resolutions to be considered.

GENERAL BUSINESS

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2015, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Statement.”

Voting exclusion statement

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (d) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-Election of Director – Mr Andrew Richards

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Andrew Richards, retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 3 – Ratification of grant of Consultant Options

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 7.4 and for all other purposes, Shareholders approve and ratify the prior grant by the Company of 4,000,000 Consultant Options to Blue Ocean Equities on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by Blue Ocean Equities and any of its associates.

However, the Company will not disregard a vote if:

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

Resolution 4 – Approval to issue Shares to StocksDigital

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 7.1 and for all other purposes, approval is given for the Company to issue up to 750,000 Shares (**StocksDigital Shares**) to StocksDigital on the terms and conditions set out in the Explanatory Statement.”*

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by StocksDigital 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, and any associates of those persons.

However, the Company will not disregard a vote if:

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

Resolutions 5 – Approval of 10% Placement Capacity

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by a person who may participate in the issue of Equity Securities under this Resolution 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, and any associates of those persons.

However, the Company will not disregard a vote if:

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

Resolution 6 – Issue of Shares in relation to convertible loan facility

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 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Shares (**Loan Facility Shares**) to the Copulos Group Companies (and/or their nominees) on the terms and conditions set out in the Explanatory Statement.”*

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by the Copulos Group Companies and their nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

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

Resolution 7 – Ratification of issue of Shares to Richmond Food Systems

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 750,000 Shares (**Richmond Shares**) to Richmond Food Systems on the terms and conditions set out in the Explanatory Statement.”*

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by Richmond Food and any of its associates.

However, the Company will not disregard a vote if:

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

Resolution 8 – Ratification of grant of Prior Placement Options

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior grant by the Company of 250,000

Prior Placement Options to the Prior Placement Advisers on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by the Prior Placement Advisers and any of their associates.

However, the Company will not disregard a vote if:

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

Resolution 9 – Grant of Performance Rights to Mr Will Dix

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 10.11 and for all other purposes, approval is given for the Company to grant up to 2,000,000 Performance Rights to Mr Will Dix (and/or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by Mr Will Dix and his nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

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

Resolution 10 – Grant of Performance Rights to Mr Stephen Copulos

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 10.11 and for all other purposes, approval is given for the Company to grant up to 1,500,000 Performance Rights to Mr Stephen Copulos (and/or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by Mr Stephen Copulos and his nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

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

Resolution 11 - Grant of Performance Rights to Mr Andrew Richards

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 10.11 and for all other purposes, approval is given for the Company to grant up to 1,500,000 Performance Rights to Mr Andrew Richards (and/or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by Mr Andrew Richards and his nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

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

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalized terms used in this notice of General Meeting and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

Voting Prohibition by Proxy Holders

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1 and 9-11 if:

- (a) the person is either:
 - (i) a member of the Key Management Personnel of the Company; or
 - (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolutions 1 and 9-11.

However, the prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if Resolutions 1 and 9-11 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

Voting Entitlements

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 4pm (WST) on 23 November 2015. Accordingly, transactions registered after that time will

be disregarded in determining Shareholder's entitlement to vote at the General Meeting.

By Order of the Board of Directors

.....
Mr Christopher Watts
Company Secretary
Consolidated Zinc Limited

23 October 2015

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with, and forms part of the Notice.

Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website www.consolidatedzinc.com.au or by contacting the Company on (08) 9322 3406.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2015;
- (b) ask questions about, or make comment on, the management of the Company;
- (c) ask questions about, or make comment on, the Remuneration Report;
- (d) ask the auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (e) the content of the Auditor's Report; and
- (f) the conduct of the audit of the Financial Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office

2. Resolution 1 – Adoption of Remuneration Report

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Directors take the decision at the Meeting and the outcome of the vote into account when considering the Company's remuneration policy.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

If at least 25% of the votes cast are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report would go up for re-election.

At the Company's 2014 Annual General Meeting the remuneration report was approved by over 75% of shareholders.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

3. Resolution 2 – Re-Election of Mr Andrew Richards

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 4 Directors and accordingly 1 must retire.

Mr Richards, the Director longest in office since his last election, retires by rotation and, being eligible and offering himself for re-election, seeks re-election.

Mr Richards is a geologist with over 30 years experience in the international mining industry which included company management and project finance. He has worked at a senior level in both production and exploration over a wide variety of areas and commodities and also undertaken technical reviews, project audits and monitored project construction. He is a member of the AusIMM, AIG, SEG and the AICD.

Mr Richards has worked extensively with gold, base metals, rare earths and industrial minerals in Australasia, Asia, Africa and South America. He is and has been on the boards of several listed companies on ASX and AIM and was previously Managing Director and CEO of two ASX listed companies operating in China.

The Board (other than Mr Richards) unanimously supports the re-election of Mr Richards.

4. Resolution 3 – Ratification of grant of Consultant Options

4.1 General

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.4 for ratification of the prior grant of 4,000,000 Consultant Options to Blue Ocean Equities. The Consultant Options were granted as part of the consideration for advisory services provided by Blue Ocean Equities to the Company.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the company's issued capital at the commencement of that 12 month period.

The Consultant Options were granted within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval. Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 ratifying the grant of the Consultant Options will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months.

Resolution 3 is an ordinary resolution.

4.2 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 prior grant of the Consultant Options:

- (a) **Number of Options:** the Company granted 4,000,000 Consultant Options.
- (b) **Issue Price:** the Consultant Options were granted as part of the consideration for advisory services provided by Blue Ocean to the Company. Accordingly, no funds were raised from the grant of the Consultant Options.
- (c) **Holders:** the Consultant Options were granted to Blue Ocean who is not a related part of the Company.
- (d) **Terms of Options:** the Consultant Options are each exercisable at \$0.06 before 5.00pm (WST) on 20 July 2018 and otherwise have the terms and conditions in Schedule 1.
- (e) **Voting Exclusion Statement:** the voting exclusion statement is set forth below Resolution 3 in the Notice.

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

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

5. Resolution 4 – Approval to issue of Shares to StocksDigital

5.1 General

Resolution 4 seeks Shareholder approval for the issue of up to 750,000 Shares to StocksDigital as part of the fee for StocksDigital providing investor relations and digital marketing services to the Company.

A summary of Listing Rule 7.1 is provided in Section 4.1.

The effect of Resolution 4 will be to allow the Company to issue the StocksDigital Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX) without using the Company's 15% annual placement capacity.

Resolution 4 is an ordinary Resolution.

5.2 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 issue of the StocksDigital Shares:

- (a) **Maximum Number of Shares:** the maximum number of Shares to be issued is 750,000;
- (b) **Issue Date:** the Shares will be issued no later than 3 months after the date of the Meeting (or such date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the Shares will be issued on the same date;
- (c) **Issue Price:** the StocksDigital Shares are being issued as part of the fee for StocksDigital providing investor relations and digital marketing services to the Company. Accordingly no funds will be raised from the issue of the StocksDigital Shares.
- (d) **Holders:** the StocksDigital Shares will be issued to StocksDigital who is not a related party of the Company;
- (e) **Terms of Shares:** the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) **Voting Exclusion Statement:** the voting exclusion statement is set forth below Resolution 4 in the Notice.

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

6. Resolution 5 – Approval of 10% Placement Capacity

6.1 General

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out in section 7.2 below).

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue

under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

6.2 Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$8,127,270 based on a share price of 0.037c (being the closing price of Shares on 16 October 2015).

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: CZL) and quoted Options exercisable at \$0.10 on or before 31 July 2016 (ASX Code: CZLO).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under

the entity's 15% placement capacity without shareholder approval; and

(iv) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

6.3 Information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph (a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10%

Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows:

- (i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company will have on issue at the date of the Meeting. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price. The voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.0185 50% decrease in Issue Price	\$0.037 Issue Price	\$0.074 100% increase in Issue Price
219,655,958 (Current)	Shares issued – 10% voting dilution	21,965,596 Shares	21,965,596 Shares	21,965,596 Shares
	Funds raised	\$406,363	\$812,727	\$1,625,454
329,483,937 (50% increase)	Shares issued – 10% voting dilution	32,948,394 Shares	32,948,394 Shares	32,948,394 Shares
	Funds raised	\$609,545	\$1,219,090	\$2,438,181
439,311,916 (100% increase)	Shares issued – 10% voting dilution	43,931,192 Shares	43,931,192 Shares	43,931,192 Shares

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.0185 50% decrease in Issue Price	\$0.037 Issue Price	\$0.074 100% increase in Issue Price
	Funds raised	\$812,727	\$1,625,454	\$3,250,908

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

2. 219,655,958 Shares on issue as at the date of this Notice.
3. The issue price set out above of \$0.037 is the closing price of the Shares on the ASX on 16 October 2015.
4. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue or the Equity Securities are issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration to fund exploration programs associated with its current projects including the Plomosas Project in Chihuahua, Mexico;
- (ii) as cash consideration to undertake due diligence as required and to potentially fund the acquisition of new assets that may be considered complimentary in nature to those assets currently held by the Company and for additional working capital purposes; or
- (iii) as non-cash consideration for the acquisition of assets that are complimentary in nature to those assets currently held by the Company.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties, or associates of a related party, of the Company.

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10%

Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous Approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2014.

During the 12 month period preceding the date of the Meeting, being on and from 25 November 2014, the Company issued a total of 178,187,992 Equity Securities which represents approximately 93% of the total diluted number of Equity Securities on issue in the Company on 28 November 2014.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 2.

The Company's cash balance on 28 November 2014 was approximately \$754,290. Cash raised from issues in the previous 12 months totals \$3,333,000 (before costs). The Company's cash balance at the date of this Notice is approximately \$191,283. Funds raised have been used in relation to due diligence and then the initial work programme in relation to the Plomosas Project in Chihuahua, Mexico and otherwise for general working capital purposes. The remaining funds of \$191,283 are intended to be used for the above purposes and for general working capital.

6.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

7. Resolution 6 – Issue of Shares in relation to convertible loan facility

7.1 General

On 12 October 2015, the Company entered into a convertible loan facility with the Copulos Group Companies to fast track the drilling program at the Plomosas Project in northern Mexico.

The key terms to funding agreement are as follows:

- A\$1 Million facility with A\$500,000 available immediately;
- The facility has a maturity date of 12 months from establishment;
- Subject to Shareholder approval, the Company will pay a fixed fee of 3,000,000 Shares as both interest and facilitation fee for the facility to the Copulos Group Companies;
- Subject to Shareholder approval, the loan will convert to shares at the Company's next capital raising provided the conversion does not breach section 606 of the Corporation Act.

Resolution 6 seek the approval of Shareholders of the issue of up to 3,000,000 Shares to the Copulos Group Companies (and/or their nominees) in lieu of fees and interest in relation to the provision of the convertible loan facility.

The Loan Facility Shares will only be issued to the extent that the issue of those Shares will not breach section 606 of the Corporations Act.

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies. Approval pursuant to Listing Rule 7.1 is not required in order to issue the Loan Facility Shares as approval is being obtained under Listing Rule 10.11.

Each of the Copulos Group Companies is a related party of the Company by virtue of being controlled by a Director of the Company, Mr Stephen Copulos.

7.2 Technical 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 issue of the Loan Facility Shares:

- (a) **Maximum Number of Shares:** the maximum number of Shares to be issued is 3,000,000 to be issued to the Copulos Group Companies (and/or their nominees) as follows:
- (i) 750,000 Shares to Spacetime (and/or its nominee);
 - (ii) 750,000 Shares to City West Corp (and/or its nominee); and
 - (iii) 1,500,000 Shares to Eyeon Investments (and/or its nominee).

- (b) **Issue Date:** the Loan Facility Shares will be issued no later than one month after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) **Issue Price:** the Loan Facility Shares are being issued in satisfaction of both the interest and the facilitation fee for the loan facility. Accordingly, no funds will be raised from the issue of the Loan Facility Shares;
- (d) **Holders:** the Loan Facility Shares will be issued to Spacetime, Citywest Corp and Eyeon Investments. Each of the Copulos Group Companies are related parties of the Company by virtue of being controlled by Director, Mr Stephen Copulos.
- (e) **Terms of Shares:** the Loan Facility Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) **Voting Exclusion Statement:** the voting exclusion statement is set forth below Resolution 5 in the Notice.

The Board unanimously recommends that Shareholders vote in favour of these Resolutions.

8. **Resolution 7 – Ratification of issue of Shares to Richmond Food Systems**

8.1 **General**

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 for ratification of the prior issue of 750,000 Shares to Richmond Food Systems. The Richmond Shares were issued as part of the consideration for marketing and advisory services provided by Richmond Food Systems to the Company.

A summary of Listing Rule 7.1 is provided in Section 4.1.

The Richmond Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

The effect of Shareholders passing Resolution 7 ratifying the issue of the Richmond Shares will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months.

Resolution 7 is an ordinary resolution.

8.2 **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 prior issue of the Richmond Shares:

- (a) **Number of Shares:** the Company issued 750,000 Shares.
- (b) **Issue Price:** the Richmond Shares were issued as part of the consideration for marketing and advisory services provided by

Richmond Food to the Company. Accordingly, no funds were raised from the issue of the Richmond Shares.

- (c) **Holders:** the Richmond Shares were issued to Richmond Food who is not a related part of the Company.
- (d) **Terms of Shares:** the Richmond Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) **Voting Exclusion Statement:** the voting exclusion statement is set forth below Resolution 7 in the Notice.

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

9. Resolution 8 – Ratification of grant of Prior Placement Options

9.1 General

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.4 for ratification of the prior grant of 250,000 Prior Placement Options to the Prior Placement Advisers. On 22 June 2015 the Company completed a placement of 66,250,000 Shares (**Prior Placement**). The Prior Placement Options were granted to the Prior Placement Advisers in consideration for assisting the Company to complete this placement.

A summary of Listing Rule 7.1 is provided in Section 4.1.

The Prior Placement Options were granted within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

The effect of Shareholders passing Resolution 8 ratifying the grant of the Prior Placement Options will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months.

Resolution 8 is an ordinary resolution.

9.2 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 prior grant of the Prior Placement Options:

- (a) **Number of Options:** the Company granted 250,000 Prior Placement Options to the Prior Placement Advisers as follows:
 - (i) DJ Carmichael Pty Limited – 75,000 Prior Placement Options;
 - (ii) Zero Nominees Pty Ltd – 80,000 Prior Placement Options;
 - (iii) Richmond Food Systems – 75,000 Prior Placement Options;
and

- (iv) Kings Park Capital Pty Ltd – 20,000 Prior Placement Options.
- (b) **Issue Price:** the Prior Placement Options were granted in consideration of the Prior Placement Advisers assisting the Company with the Prior Placement. Accordingly, no funds were raised from the grant of the Prior Placement Options.
- (c) **Holders:** the Prior Placement Options were granted to Prior Placemetrn Advisers none of who is a related part of the Company.
- (d) **Terms of Options:** the Prior Placement Options are each exercisable at \$0.064 before 5.00pm (WST) on 6 March 2018 and otherwise have the terms and conditions in Schedule 2.
- (e) **Voting Exclusion Statement:** the voting exclusion statement is set forth below Resolution 8 in the Notice.

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

10. Resolutions 9 to 11 – Grant of Performance Rights to the Directors

10.1 General

Resolutions 9 to 11 seek Shareholder approval pursuant to Listing Rule 10.11 for the grant of a total of 5,000,000 Performance Rights Options to the Directors (and/or their nominees) as follows:

- (a) Mr Will Dix - 2,000,000 Performance Rights;
- (b) Mr Stephen Copulos – 1,500,000 Performance Rights; and
- (c) Mr Andrew Richards – 1,500,000 Performance Rights.

The Company is a small listed company with limited funds, most of which are allocated to specific development activities. As a result, the Board has chosen to grant Performance Rights to the Directors as a key component of the incentive portion of their remuneration in order to retain the services of the Directors and to provide incentive linked to the performance of the Company.

The Board considers that the experience of the Directors will greatly assist the development of the Company. As such, the Board believes that the number of Performance Rights to be granted to the Directors is commensurate with their value to the Company.

Resolutions 9 to 11 are ordinary resolutions.

10.2 Technical 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 grant of the Performance Rights:

- (a) **Maximum Number of Performance Rights:** the maximum number of Performance Rights to be granted is 5,000,000 to be granted to the Directors (and/or their nominees) as follows:

- (i) Mr Will Dix (and/or his nominee):
 - (A) 666,667 Tranche 1 Performance Rights.
 - (B) 666,667 Tranche 2 Performance Rights.
 - (C) 666,666 Tranche 3 Performance Rights.
- (ii) Mr Stephen Copulos (and/or his nominee):
 - (A) 500,000 Tranche 1 Performance Rights.
 - (B) 500,000 Tranche 2 Performance Rights.
 - (C) 500,000 Tranche 3 Performance Rights.
- (iii) Mr Andrew Richards (and/or his nominee):
 - (A) 500,000 Tranche 1 Performance Rights.
 - (B) 500,000 Tranche 2 Performance Rights.
 - (C) 500,000 Tranche 3 Performance Rights.
- (b) **Issue Date:** the Performance Rights will be granted no later than one month after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) **Issue Price:** The Performance Rights will be granted for nil cash consideration. Accordingly no funds will be raised from the grant of the Performance Rights.
- (d) **Holders:** the Performance Rights will be granted to the Directors.
- (e) **Terms of Performance Rights:** the Performance Rights will be granted in three tranches with the vesting conditions and milestone dates set out below:

Tranche		Vesting Condition	Milestone Date
Tranche Performance Rights	1	The Company announces a JORC Code compliant resource of containing not less than 2,000,000 tonnes of mineralisation at a combined grade of at least 17% (Zn+Pb).	30 June 2017
Tranche Performance Rights	2	The Company has operated stage 1 of commercial production at its Plomosas Project	30 September 2016
Tranche Performance Rights	3	The 10 day volume weighted average price of Shares is equal to or greater than \$0.10 for a period of 10 consecutive trading days.	30 June 2018

The Performance Rights will have the following expiry dates:

- (i) The Tranche 1 Performance Rights will expire on 30 June 2017.
- (ii) The Tranche 2 Performance Rights will expire on 30 September 2016.
- (iii) The Tranche 3 Performance Rights will expire on 30 June 2018.

The Performance Rights will have the further terms and conditions in Schedule 4.

- (a) **Voting Exclusion Statement:** the voting exclusion statement is set forth below Resolution in the Notice.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

10% Placement	has the meaning given in Section 5.1 of this Notice
AGM	means Annual General Meeting
Annual General Meeting or Meeting	means the meeting convened by the Notice
Annual Report	means the means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2015.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.
Auditor's Report	means the auditor's report on the Financial Report.
Blue Ocean Equities	means Blue Ocean Equities Pty Limited ACN 151 186 935.
Board	means board of Directors.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Chairman	means the chair of the Meeting.
Citywest Corp	means Citywest Corp Pty Ltd ACN 081 721 413 ATF Copulos (Sunshine) Unit Trust.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the Corporations Regulations 2001 (Cth).
Company	means Consolidated Zinc Limited (ACN 118 554 359).
Constitution	means constitution of the Company.

Consultant Option	means an Option exercisable at \$0.06 before 5.00pm (WST) on 20 July 2018 and otherwise with the terms and conditions in Schedule 1.
Copulos Group Companies	means: <ul style="list-style-type: none"> (a) Spacetime; (b) Citywest Corp; and (c) Eyeon Investments.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means director of the Company.
Directors' Report	means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Eligible Entity	means an entity that, at the date of the relevant general meeting: <ul style="list-style-type: none"> (d) is not included in the A&P/ASX 300 Index; and (e) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.
Equity Securities	has the meaning given in the Listing Rules.
Explanatory Statement	means the explanatory statement incorporated in this Notice.
Eyeon Investments	means Eyeon Investments Pty Ltd ACN 096 482 781 ATF Eyeon Investments Family Trust.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the official Listing Rules of the ASX.
Loan Facility Shares	has the meaning given in Resolution 6.
Notice or Notice of Meeting	means the notice of general meeting incorporating this Explanatory Statement.
Option	means an option to acquire a Share in the Company.

Optionholder	means a holder of an Option
Performance Right	a performance right granted on the terms and conditions set out in Schedule 4, comprising the Tranche 1 Performance Rights, Tranche 2 Performance Rights and Tranche 3 Performance Rights.
Prior Placement Advisers	means: <ul style="list-style-type: none"> (f) DJ Carmichael Pty Limited ACN 003 058 857; (g) Zero Nominees Pty Ltd ACN 091 927 981; (h) Richmond Food Systems; and (i) Kings Park Capital Pty Ltd ACN 128 378 745.
Prior Placement Option	means an Option exercisable at \$0.064 before 5.00pm (WST) on 6 March 2018 and otherwise with the terms and conditions in Schedule 2.
Proxy Form	means the Proxy Form attached to this Notice.
Remuneration Report	means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 201
Resolution	means a resolution contained in this Notice.
Richmond Food Systems	means Richmond Food Systems Pty Ltd ACN 109 629 601.
Richmond Shares	has the meaning given in Resolution 7.
Share	means fully paid ordinary share in the capital of the Company.
Shareholder	means shareholder of the Company.
Spacetime	means Spacetime Pty Ltd ACN 105 191 777 ATF Copulos Executive Super Fund No. 1.
StocksDigital	means S3 Consortium Pty Ltd ACN 135 239 968 (trading as StocksDigital).
StocksDigital Shares	has the meaning given in Resolution 4.
Tranche 1 Performance Right	means a Performance Right granted on the general terms and conditions set out in Schedule 4, and with the relevant performance based milestones set out in Section 10.2.
Tranche 2 Performance Right	means a Performance Right granted on the general terms and conditions set out in Schedule 4, and with the relevant performance based milestones set out in Section 10.2.
Tranche 3 Performance Right	means a Performance Right granted on the general terms and conditions set out in Schedule 4, and with the relevant performance based milestones set out in Section 10.2.

Variable A

means “A” as set out in the calculation in Section 5.2 of this Notice

WST

means Western Standard Time in Australia.

Schedule 1 – Terms and Conditions of Consultant Options

(Defined terms used in this Schedule 1 shall only be applied to this Schedule 1)

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

- (a) The amount payable upon exercise of each Option will be \$0.06 (“**Exercise Price**”).
- (b) Each Option will expire at 5.00pm (WST) on 20 July 2018 (“**Expiry Date**”). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The Options are exercisable at any time on or prior to the Expiry Date (“**Exercise Period**”).
- (d) 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.
- (e) 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**”).
- (f) Within 15 Business Days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded Information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded Information.
- (g) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (h) 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.
- (i) 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 Listing Rules at the time of the reconstruction.
- (j) 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.
- (k) 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.
- (l) The Company intends to endeavour to have the Options listed on ASX however, it is not guaranteed that this will ultimately be the case.
- (m) The 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 Prior Placement Options

(Defined terms used in this Schedule 2 shall only be applied to this Schedule 2)

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

- (a) The amount payable upon exercise of each Option will be \$0.064 (“**Exercise Price**”).
- (b) Each Option will expire at 5.00pm (WST) on 6 March 2018 (“**Expiry Date**”). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The Options are exercisable at any time on or prior to the Expiry Date (“**Exercise Period**”).
- (d) 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.
- (e) 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**”).
- (f) Within 15 Business Days after the later of the following:
 - (iii) the Exercise Date; and
 - (iv) when excluded Information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded Information.
- (g) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (h) 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.
- (i) 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 Listing Rules at the time of the reconstruction.
- (j) 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.
- (k) 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.
- (l) The Company intends to endeavour to have the Options listed on ASX however, it is not guaranteed that this will ultimately be the case.
- (m) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 3 – Issues of Equity Securities since 28 November 2014

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue date and date of Appendix 3B 5 December 2014	39,875,000 (pre-consolidation) ⁹ 19,937,500 (pre-consolidation) ⁹	Shares ² Quoted Options ⁵	18,125,000 Shares and 9,062,500 Options to Tonka Trading Pty Ltd an entity associated with director Mr Blakeman (or its nominee) issued in lieu of Directors Fees as approved at 2014 AGM 6,000,000 Shares and 3,000,000 Options to Glamour Division Pty Ltd, issued in lieu of Directors Fees as approved at 2014 AGM 15,750,000 Shares and 7,875,000 Options to Azalea Family Holdings Pty Ltd, issued in lieu of Directors Fees as approved at the 2014 AGM	Nil cash consideration	Issued in lieu of Directors Fees as approved at the 2014 AGM Current value: Shares ⁷ : \$73,769 Options ⁷ : \$997
Issue date and date of Appendix 3B 4 February 2015	150,000,000 (pre-consolidation) ⁹ 75,000,000 (pre-consolidation) ⁹	Shares ² Quoted Options ⁵	Sophisticated investors being clients of DJ Carmichael, Regency Corporate and the Copulos Group as approved by shareholders at meeting held 5 June 2015	Shares - \$0.002 (no discount or premium) Options - Nil cash consideration (free attaching to Shares on a 1:2 basis).	<u>Shares</u> Amount raised = \$300,000 Amount spent = \$300,000 Use of funds Provide the Company with working capital and funds for the continuance of due diligence investigation and feasibility studies into the concessions and assets of the Plomosas Project, located in Chihuahua, Mexico, and to augment the working capital. Amount remaining = Nil <u>Quoted Options</u> Consideration: free attaching to Shares issued under the Shortfall Current value ⁷ = \$3,750

Issue date and date of Appendix 3B 4 February 2015	50,000,000 (pre-consolidation) ⁹	Quoted Options ⁵	Placement fee for issue to sophisticated investors as approved by shareholders at meeting held 5 June 2015	No issue price (non-cash consideration)	Placement fee in relation to the issue to sophisticated investors Current value ⁷ = \$2,500
Issue date and date of Appendix 3B 25 February 2015	148,947,336 (pre-consolidation) ⁹	Shares ²	Eligible shareholders accepting entitlements pursuant to a Share Purchase Plan dated 5 February 2015	Shares - \$0.019 (5% discount to VWAP of shares quoted on the ASX for the 5 trading days prior to and including the last trading date immediately prior to announcement being 4 February 2015)	<u>Shares</u> Amount raised = \$283,000 Amount spent = \$283,000 Use of funds Provide the Company with working capital and funds for the continuance of due diligence investigation and feasibility studies into the concessions and assets of the Plomosas Project, located in Chihuahua, Mexico, and to augment the working capital. Amount remaining = Nil
Issue date and date of Appendix 3B: 25 February 2015	20,000,000 (pre-consolidation) ⁹	Quoted Options ⁵	Placement fee for issue to investors pursuant to a Share Purchase Plan dated 5 February 2015 as approved by shareholders at meeting held 5 June 2015	Nil cash consideration	Placement fee in relation to the issue to investors pursuant to a Share Purchase Plan Current value ⁷ = \$1,000
Issue date and date of Appendix 3B 10 April 2015	25,000,000 (pre-consolidation) ⁹	Shares ²	Consulting fee paid to Richmond Food Systems on the provision of a \$1.25m convertible loan facility as approved by shareholders at meeting held 5 June 2015	Nil cash consideration	Consulting fee in relation to the provision of a \$1.25m convertible loan facility Current value ⁷ = \$46,250
Issue date and date of Appendix 3B 22 June 2015	66,250,000	Shares ²	Sophisticated investors being clients of DJ Carmichael, Richmond Food Systems and Kings Park Capital as approved by shareholders at meeting held 5 June 2015	Shares - \$0.04 (no discount or premium)	<u>Shares</u> Amount raised = \$2,650,000 Amount spent = \$2,558,717 Use of funds Provide the Company with working capital and funds for the initial work program at the Plomosas Project, located in Chihuahua, Mexico Amount remaining = \$91,283

Issue date and date of Appendix 3B 22 June 2015	250,000	Unquoted Options ⁴	Placement fee for issue to sophisticated investors (Resolution 8 in Notice of AGM)	Nil cash consideration	Placement fee in relation to the issue to sophisticated investors Current value ⁷ = \$5,850
Issue date and date of Appendix 3B 22 June 2015	10,320,000	Shares ²	Unrelated convertible loanholder on conversion of Convertible Loans as approved by shareholders at meeting held 5 June 2015 ³	No issue price on conversion of Convertible Loans (non-cash consideration)	Shares issued on conversion of Convertible Loans. Current value: Shares ⁷ : \$381,840
Issue date and date of Appendix 3B 22 June 2015	1,250,000 5,000,000	Shares ² Unquoted Options ⁴	Consulting fee paid to Richmond Food Systems on the provision of a \$1.25m convertible loan facility as approved by shareholders at meeting held 5 June 2015	Nil cash consideration	Consulting fee in relation to the provision of a \$1.25m convertible loan facility Current value: Shares ⁷ : \$46,250 Options ⁷ : \$117,000
Issue date and date of Appendix 3B 22 June 2015	1,625,000	Shares ²	625,000 Shares to WRECKT Pty Ltd an entity associated with director Mr Dix issued in lieu of Directors Fees and 1,000,000 Shares to Mr Richards issued in lieu of Directors Fees as approved by shareholders at meeting held 5 June 2015	Nil cash consideration	Issued in lieu of Directors Fees Current value: Shares ⁷ : \$60,125
Issue date and date of Appendix 3B 22 June 2015	21,930,000	Shares ²	Eyeon Investments Pty Ltd, Supermax Pty Ltd, CF Sundowner Pty Ltd, Spacetime Pty Ltd and Citywest Corp Pty Ltd, entities associated with director, Mr Copulos on conversion of Convertible Loans as approved by shareholders at meeting held 5 June 2015 ³	No issue price on conversion of Convertible Notes (non-cash consideration)	Shares issued on conversion of Convertible Loans. Current value: Shares ⁷ : \$811,410

Issue date and date of Appendix 3B 22 June 2015	37,500,000	Shares ²	Mexican and Arena Vendors as part consideration to acquire 51% of the issued capital of Mineral Latin American Zinc S.A.P.I. de C.V. as approved by shareholders at meeting held 5 June 2015. The recipients included 25,000,000 Shares to Compania Retec Guaru S.A. De C.V a company associated with Director, Mr Valles and 5,000,000 Shares to Eyeon Investments Pty Ltd, a company associated with Directors, Mr Copulos	Nil cash consideration	Issue of shares to Mexican and Arena Vendors as part consideration to acquire 51% of the issued capital of Mineral Latin American Zinc S.A.P.I. de C.V. Current value: Shares ⁷ : \$1,387,500
Issue date and date of Appendix 3B 1 July 2015	375,000	Shares ²	375,000 Shares to WRECKT Pty Ltd an entity associated with director Mr Dix issued in lieu of Directors Fees as approved by shareholders at meeting held 5 June 2015	Nil cash consideration	Issued in lieu of Directors Fees Current value: Shares ⁷ : \$13,875
Issue date and date of Appendix 3B 1 July 2015	2,500,000	Shares ²	Sophisticated investors being clients of Phillips Capital as approved by shareholders at meeting held 5 June 2015	Shares - \$0.04 (no discount or premium)	<u>Shares</u> Amount raised = \$100,000 Amount spent = Nil Use of funds Provide the Company with working capital and funds for the initial work program at the Plomosas Project, located in Chihuahua, Mexico Amount remaining = \$100,000
Issue date and date of Appendix 3B 5 August 2015	750,000	Shares ²	Issued as part of the consideration for marketing and advisory services provided by Richmond Food Systems (Resolution 7)	Nil cash consideration	Issued as part of the consideration for marketing and advisory services Current value: Shares ⁷ : \$27,750

Issue date and date of Appendix 3B 5 August 2015	4,000,000	Unquoted Options ⁸	Issued as part of the consideration for advisory services provided by Blue Ocean Equities (Resolution 3)	Nil cash consideration	Issued as part of the consideration for marketing and advisory services Current value: Options ⁷ : \$90,266
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Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: CZL/NRU (terms are set out in the Constitution).
3. Convertible loans had an interest rate of 12% per annum and a maturity date of 24 March 2015. For other terms and conditions refer to section 5 of the notice of meetings for meetings held on 5 June 2015.
4. Unquoted Options, exercisable at \$0.064 each, on or before 6 March 2018.
5. Quoted Options ASX Code: CZLO, exercisable at \$0.10 on or before 31 July 2016.
6. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
7. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.037) or Options (\$0.001) as the context requires on the ASX on the trading day prior to the date of finalising of this Notice being 16 October 2015. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).
8. Unquoted Options, exercisable at \$0.06 each, on or before 20 July 2018.
9. On 22 June 2015 the Company completed a consolidation of its shares on the basis of one share for every 20 held and options on issue were consolidated in accordance with the Listing Rules.

Schedule 4 – Terms and Condition of Performance Rights

1. Entitlement

Each Performance Right entitles the holder to be issued one Share upon satisfaction of certain milestones.

2. Vesting Conditions, Milestone Date and Expiry Date

The Vesting Conditions, Milestone Date and Expiry Date of each class of Performance Rights is referred to in the below table.

Tranche	Vesting Conditions	Milestone Date	Expiry Date
Tranche 1	The Company announces a JORC Code compliant resource of containing not less than 2,000,000 tonnes of mineralisation at a combined grade of at least 17% (Zn+Pb).	30 June 2017	30 June 2017
Tranche 2	The Company has operated stage 1 of commercial production at its Plomosas Project for a period of not less than 3 months.	30 September 2016	30 September 2016
Tranche 3	The 10 day volume weighted average price of Shares is equal to or greater than \$0.10 for a period of 10 consecutive trading days.	30 June 2018	30 June 2018

The Performance Rights will lapse on that date (**Lapse Date**) which is the earlier of:

- (a) the Expiry Date referred to in the above table; or
- (b) the Board making a determination that the Holder has acted fraudulently or dishonestly, is in breach of his or her obligations to the Company and any of its related parties (as that term is defined in the Corporations Act 2001 (Cth)) (**Company Group**) (including any breach of Company Group policies or codes of conduct) or has done an act which has brought the Company or any entity within the Company Group into disrepute, or the Company becomes aware of a material misstatement or omission in the financial statements in relation to a company in the Company Group, a Holder is convicted or an offence in connection with the affairs of the Company Group or a Holder has a judgment entered against him in any civil proceedings in respect of the contravention by the Holder of his duties at law, in

equity or under statute, or in his capacity as an employee or officer of the Company Group; or

- (c) if a Vesting Condition is not achieved by the Milestone Date;
- (d) as determined in accordance with item 3 below;

and thereafter no party has any claim against any other party arising under or in respect of the Performance Rights.

3. Ceasing to be an Employee

- (a) If a Holder ceases to be an employee as a Bad Leaver, all Performance Rights held by the Holder, or on the Holder's behalf, for which the relevant Vesting Conditions have not been met at the time of cessation of employment, will lapse or be forfeited (as the case may be) unless the Board determines otherwise.
- (b) If a Holder ceases to be an employee as a Good Leaver all of a Holder's Performance Rights will continue to be held by, or on behalf of, the Holder (or by his estate as a representative) subject to the Plan rules and the Vesting Conditions, except that any continuous service Vesting Condition will be deemed to have been waived, unless the Board determines otherwise.

For the purposes of this item 3:

"Bad Leaver" means an employee who ceases to be an employee by reason of resignation, termination for poor performance or termination for cause.

"Good Leaver" means an employee who ceases to be an employee for any reason other than as a Bad Leaver including (but not limited to) retirement, total and permanent disablement, redundancy, death or termination by agreement.

4. Change in Control

- (a) The Performance Rights will vest on the occurrence of:
 - (i) a sale of the whole or substantially the whole of the business or assets of the Company;
 - (ii) a sale or transfer of more than 50% of the securities in the Company; or
 - (iii) any other event or series of events which allow a realisation of the fair market value of all of the securities in the Company,other than a sale or transfer of securities in the Company for the purpose of achieving a listing of the Company on an exchange.
- (b) Any restrictions on dealing imposed by the Board on Vested Performance Rights will cease to have effect on the occurrence of an event set out in paragraph (a) above.

5. Vesting

- (a) A Performance Right will only vest where the Board determines that each Vesting Condition has been satisfied or waived, or in accordance with item 4.
- (b) Subject to item 6, upon vesting of the Performance Rights, the Vested Performance Rights will be automatically exercised and Shares will be issued without any further action on the part of the holder.
- (c) No amount will be payable on exercise of the Performance Rights.

6. Takeover Provisions

If the exercise of Performance Rights into Shares (or part thereof) under these terms and conditions would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Performance Rights Share that would cause the contravention will be deferred until such time or times thereafter that the conversion would not result in a contravention of section 606(1) of the Corporations Act. Following a deferment under this paragraph, the Company will at all times be required to exercise that number of Performance Rights that would not result in a contravention of section 606(1) of the Corporations Act.

7. Shares issued on exercise

Shares issued on exercise of the Performance Rights rank equally with the then Shares of the Company.

8. Quotation of Shares on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Performance Rights within the period required by the Listing Rules.

9. Participation in new issues

There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

10. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the exercise of an Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.

11. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the number of Shares which must be issued on the exercise of the Performance Rights.

12. Adjustments for reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

13. Quotation of Performance Rights

No application for quotation of the Performance Rights will be made by the Company.

14. Performance Rights not transferable

Performance Rights are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.

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Consolidated Zinc Limited
ACN 118 554 359
PROXY FORM
Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Name (if different from above):

Appointment of Proxy

I/We being a shareholder/s of Consolidated Zinc Limited and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our following directions at the Annual General Meeting of Consolidated Zinc Limited to be held at Level 1, 35 Havelock Street, West Perth, WA, 6005 on 25 November 2015 commencing at 10.30am (WST) and at any adjournment of that meeting.

☐

The Chairman
of the meeting

(mark with an 'X')

OR

IMPORTANT:

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do **not** wish to direct him/her how to vote on any of these resolutions, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on those resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution.

If the person you are appointing as your proxy is someone other than the Chairman of the meeting:
Write the name of that person in the box below.

You must specify the % of your votes that you authorise your proxy to exercise if:

If you hold 2 or more Shares in Consolidated Zinc Limited, you may appoint a second proxy:

Write the name of your second proxy in the box below.

- (a) you have only appointed 1 proxy and do not want him/her to exercise all of your votes; or
- (b) if you have appointed 2 proxies under this proxy form.

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the General Meeting of Consolidated Zinc Limited to be held at Level 1, 35 Havelock Street, West Perth, WA, 6005 on 25 November 2015 commencing at 10.30am (WST) and at any adjournment of that meeting.

Voting directions to your proxy - Please mark only one of the boxes with an "X" for each resolution to indicate your directions.

General Business

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Andrew Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of grant of Consultant Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Shares to StocksDigital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares in relation to convertible loan facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of issue of Shares to Richmond Food Systems	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of grant of Prior Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Grant of Performance Rights to Mr Will Dix	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Grant of Performance Rights to Mr Stephen Copulos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Grant of Performance Rights to Mr Andrew Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

1 If you mark the "Abstain" box with an "x" for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

PLEASE SIGN HERE
implemented

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be

Individual or Shareholder 1

**Sole Director and
Sole Company Secretary**

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

How to complete this Proxy Form

1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution 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 a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy please write the name of that person. To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- | | |
|--------------------|--|
| Individual: | where the holding is in one name, the holder must sign. |
| Joint Holding: | where the holding is in more than one name, all of the shareholders should sign. |
| Power of Attorney: | to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. |

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

6 Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting ie. no later than 10.30am (WST) on 23 November 2015. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Level 1, 35 Havelock Street, West Perth, Western Australia, 6005 or sent by facsimile to the registered office on (08) 9320 7501.