

ZINC OF IRELAND NL
ACN 124 140 889

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

IMPORTANT INFORMATION

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

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

The Annual Report is available online at www.zincofireland.com

ZINC OF IRELAND NL
ACN 124 140 889

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Zinc of Ireland NL will be held at 52 Ord Street, West Perth, WA, 6005 at 9.00am (WST) on 25 November 2016 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

AGENDA

ORDINARY BUSINESS

FINANCIAL & OTHER REPORTS

To receive and consider the financial report for the year ended 30 June 2016 and the accompanying Directors' Report, Directors' Declaration, and Auditor's Report.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider, and if thought fit, to pass the following resolution as an **advisory** resolution:

“That the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2016, be adopted.”

The Remuneration Report is set out in the Directors' Report in the Annual Report. Please note that the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Exclusion: In accordance with sections 250R and 250BD of the Corporations Act 2001, the Company will disregard any votes cast on Resolution 1 by any Key Management Personnel (“**KMP**”) and a closely related party of a KMP. However, the Company need not disregard a vote if it is cast by a KMP or a closely related party of a KMP as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

The Company's KMP are set out in the Remuneration Report. Generally speaking, they are people having authority and responsibility for planning, controlling and directing the Company's activities in a direct or indirect manner. KMP include the Directors, and senior executives of the Company.

A closely related party of a KMP generally speaking means a spouse, child, or dependant of the key management personnel, or a child or dependant of the spouse of the KMP. It includes anyone else who is a member of the key management personnel's family who would influence or may be expected to influence the KMP in relation to his or her dealings with the Company. It also includes any company which is controlled by the KMP, and includes any other people prescribed as closely related parties by ASIC in the regulations to the Corporations Act.

KMPs and their closely related parties will commit an offence under the Corporations Act if they vote in relation to Resolution 1 in breach of the voting restrictions.

RESOLUTION 2 – RE-ELECTION OF MR PATRICK JOHN CORR

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

“That Mr Patrick John Corr, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

RESOLUTION 3 – RE-ELECTION OF MR BENJAMIN ALFRED SHARP

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

“That Mr Benjamin Alfred Sharp, having retired in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

RESOLUTION 4 – RE-ELECTION OF MR THOMAS FRANCIS CORR

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

“That Mr Thomas Francis Corr, having retired in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

SPECIAL BUSINESS

RESOLUTION 5 – RATIFICATION OF THE ISSUE OF 2.4c PLACEMENT SECURITIES

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 60,416,665 Shares and 30,208,333 Quoted Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6 – RATIFICATION OF THE ISSUE OF 0.8c PLACEMENT SECURITIES

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 6,250,000 Shares, 3,125,000 Quoted Options and 3,125,000 Unlisted 4c Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 7 – RATIFICATION OF THE ISSUE OF OPTIONS TO CORPORATE ADVISORS

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 12,500,000 Quoted Options to certain corporate advisors (or their respective nominees) on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 8 – APPROVAL FOR ISSUE OF ATTACHING 4c UNLISTED OPTIONS – 2.4c PLACEMENT

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the allotment and issue of 30,208,333 Unlisted 4c Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 9 – APPROVAL OF ISSUE OF OPTIONS TO CORPORATE ADVISERS

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the allotment and issue of up to 5 million Quoted Options, 14 million Unlisted 2c Options, 14.5 million Unlisted 4c Options and 7 million Unlisted 6c Options to its corporate advisers (or their respective nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 10 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of

the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, and any associates of such persons, if this Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DATED THIS 20th DAY OCTOBER 2016

BY ORDER OF THE BOARD

**KEITH BOWKER
COMPANY SECRETARY**

NOTES

Definitions

Terms which are used in this Notice and which are defined in Section 7 of the Explanatory Memorandum have the meanings ascribed to them therein.

Note

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

Proxies

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

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

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

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

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

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

- at Automic Registry Services, Suite 310, 50 Holt Street, Surrey Hills, NSW, 2010; or
- at PO Box 2226, Strawberry Hills, NSW, 2012; or
- on facsimile number +61 8 9 321 2337,

not later than 9:00am (WST) on 23 November 2016.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the share register at 4.00pm (WST) on 23 November 2016.

Bodies Corporate

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

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ZINC OF IRELAND NL
ACN 124 140 889

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of Shareholders of Zinc of Ireland NL to be held at 52 Ord Street, West Perth, WA, 6005 at 9.00am (WST) on 25 November 2016. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in this Explanatory Memorandum are defined in Section 7.

1. FINANCIAL AND OTHER REPORTS

As required by section 317 of the Corporations Act, the financial report for the year ended 30 June 2016 and the accompanying Directors' Report, Directors' Declaration and Auditor's Report will be laid before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote on the reports. However, Shareholders will have an opportunity to ask questions about the report at the Annual General Meeting. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the auditor's report and audit conduct. Written questions may be submitted 5 business days prior to the Meeting addressed to the Chairman and sent to the Company's registered office, about the management of the Company, or addressed to the Company's auditor and sent to the Company's registered office about audit conduct, accounting policies used by the Company and auditor independence. General questions about the management of the Company will also be taken.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about Board Policy for determining the nature and amount of remuneration of the Company's Directors and senior executives;
- a description of the relationship between remuneration policy and the Company's performance;
- a summary of performance conditions, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each executive and non-executive Director, and Key Management Personnel.

The Remuneration Report, which is part of the 2016 Annual Report, has been sent to Shareholders (except those who have made an election not to receive the Annual Report). Copies of the 2016 Annual Report are available by contacting the Company's Share Registry or visiting the Company's web site.

The Meeting presents an opportunity to discuss the Remuneration Report for Shareholders who are interested in doing so. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Shareholders are informed that under the Corporations Act, if 25% or more of the vote on this Resolution are against adopting the Remuneration Report, the Company will be required to consider and report to Shareholders in the next Remuneration Report on what action is proposed to be (if any) or has been taken in response to Shareholder concerns, and if no action is proposed to be taken, the Board's reasons for this.

Shareholders also need to be aware that as a result of the legislation which became effective on 1 July 2011 a "two strikes" process will apply to the results of voting in relation to Resolution 1. This means that if the resolution proposing adoption of the Remuneration Report receives a "no" vote of over 25% of

votes cast by those attending in person or by proxy and permitted to vote, at two successive annual general meetings, then the Company's next annual general meeting must contain an extra resolution ("**Spill Resolution**") proposing that another general meeting ("**Spill Meeting**") should be held within 90 days of that annual general meeting. A simple majority of over 50% of the votes cast at that next annual general meeting is required to pass the Spill Resolution. If the Spill Resolution is passed, within 90 days the Spill Meeting must be held at which all the Directors, except the Managing Director and any new Directors appointed since the annual general meeting of the second strike, will be required to resign and offer themselves for re-election.

If at the Spill Meeting, the resolutions are all passed against re-electing the relevant Directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 Directors. After the Managing Director, the remaining two positions will be filled by the Directors whose re-election resolutions at the Spill Meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two Directors, the Managing Director and any other Director whose re-election has been confirmed at this Spill Meeting, can choose who is to become the third Director, with such appointment to be confirmed by shareholders at the next annual general meeting. The ramifications of this mechanism being invoked include that the Company would not be in compliance with its corporate governance policies as a result of not having three independent directors on the Company's audit committee or any other committees requiring independent directors.

Furthermore, depending on the outcome of voting at the subsequent annual general meeting, Shareholders may be obliged to consider a resolution to requiring the full Board (excluding the Managing Director) to seek re-election.

The Chairman intends to vote all available proxies in favour of adopting the Remuneration Report. 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, the Shareholder is considered to have provided the Chairman with express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intentions.

The Directors make no recommendation on Resolution 1.

3. RESOLUTIONS 2, 3 & 4 – RE-ELECTION OF DIRECTORS

Resolution 2 deals with the re-election of Mr Patrick Corr (appointed as a Director on 25 July 2016) who retires by rotation as required by the Company's Constitution and the Listing Rules and being eligible, has offered himself for re-election.

Mr Corr is a Barrister and Solicitor of the Supreme Court of Western Australia and has specialised in the laws regulating companies and securities in Australia for over a decade. Mr Corr also has considerable legal and management experience with private, public and ASX listed companies, including companies in the natural resources industry with projects located in Australia, Ireland, Canada and various African countries.

The Directors, except for Mr Corr, recommend the re-election of Mr Corr as a Director.

Resolution 3 deals with the re-election of Mr Benjamin Sharp (appointed as a Director on 25 July 2016) who retires by rotation as required by the Company's Constitution and the Listing Rules and being eligible, has offered himself for re-election.

Mr Sharp is a qualified geologist graduating from Curtin University, Western Australia. He has experience in hard rock exploration for base metals (Zn, Pb, Cu), precious metals (Au, PGEs, Ag) and bulk commodities (Fe, Mn) with companies including CSA Global, Zinc Co of Australia and Nautilus Minerals Ltd. He has led successful exploration programs culminating in mineral discoveries in Australia as well as exploring for base metals at seafloor vent sites in the Western Pacific for Nautilus.

The Directors, except for Mr Sharp, recommend the re-election of Mr Sharp as a Director.

Resolution 4 deals with the re-election of Mr Thomas Corr (appointed as a Director on 6 October 2016) who retires by rotation as required by the Company's Constitution and the Listing Rules and being eligible, has offered himself for re-election.

Mr Corr has over 10 years' experience in the finance and resources sectors in both Australia and Europe. He was a founder of Zinc Mines of Ireland Limited (which was acquired by the Company in July 2016) having been a resident of Ireland for several years. Mr Corr was instrumental in the acquisition of the Company's Kildare MVT Project and its other projects.

Mr Corr resides in Ireland and has significant experience with Irish projects and Australian and European capital markets.

The Directors, except for Mr Corr, recommend the re-election of Mr Corr as a Director.

4. RESOLUTIONS 5, 6 & 8 – RATIFICATION AND APPROVAL FOR THE ISSUE OF PLACEMENT SECURITIES

4.1 Background

On 7 September 2016, the Company announced that it had completed a capital raising of approximately \$2.3 million (before costs) at issue prices of \$0.008 and \$0.024 per Share ("**Placements**"). The Shares under the Placements were issued together with 1 free Quoted Option and 1 free Unlisted 4c Option for every 2 Shares subscribed for.

All Shares and Options issued as part of the Placement to date have been issued either with prior Shareholder approval or under the Company's placement capacity pursuant to Listing Rule 7.1. In the case of the Unlisted 4c Options attaching to the 2.4c Placement, the requisite capacity to issue such Unlisted 4c Options was not available at the date on which the Placements were complete, so Shareholder approval for the subsequent issue thereof is required.

Resolution 5 seeks to ratify the issue of the Shares and Quoted Options issued as part of the 2.4c Placement.

Resolution 6 seeks to ratify the issue of the Shares, Quoted Options and 4c Unlisted Options issued as part of the 0.8c Placement that were not the subject of prior Shareholder approval.

Resolution 8 seeks Shareholder approval for the issue of the 4c Unlisted Options as free attaching Options to the subscribers for Shares under the 2.4c Placement.

4.2 Listing Rules Chapter 7

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

Resolutions 5 & 6

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

By ratifying the issue of the Securities the subject of Resolutions 5 and 6, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in

Listing Rule 7.1, and the 10% placement capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

Resolutions 5 and 6 are both ordinary resolutions.

Resolution 8

By approving the issue of Unlisted 4c Options the subject of Resolution 8, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

In the event that Shareholder approval is not obtained for the issue of the Unlisted 4c Options the subject of Resolution 8, the those Options will be nonetheless issued to the extent permissible under the Company's 15% annual placement capacity, thereby reducing the capacity for the Company to issue further securities without first having to seek Shareholder approval.

Resolution 8 is an ordinary resolution.

4.3 Resolution 5 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Securities the subject of Resolution 5:

- (a) 60,416,665 Shares were issued at an issue price of \$0.024 per Share together with 30,208,333 free attaching Quoted Options ;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Quoted Options are exercisable for \$0.02 on or before 21 July 2017 and otherwise on the terms and conditions set out in Schedule 1.
- (d) The Shares and Quoted Options were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, none of whom were related parties of the Company, being those persons who participated in the 2.4c Placement.
- (e) The funds raised from the issue (being approximately \$1.44 million (before costs)) will be used to continue and expand the exploration of the Company's Irish zinc projects, including the drilling at the Kildare project and working capital.

The Chairman intends to vote all available proxies in favour of Resolution 5.

4.4 Resolution 6 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Securities the subject of Resolution 6:

- (a) 6,250,000 Shares were issued at an issue price of \$0.008 per Share together with 3,125,000 free attaching Quoted Options and 3,125,000 free attaching Unlisted 4c Options;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Quoted Options are exercisable for \$0.02 on or before 21 July 2017 and otherwise on the terms and conditions set out in Schedule 1.
- (d) The Unlisted 4c Options are exercisable for \$0.04 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 2.

- (e) The Shares, Quoted Options and 4c Unlisted Options were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, none of whom were related parties of the Company, being those persons who participated in the 0.8c Placement.
- (f) The funds raised from the issue (being approximately \$50,000 (before costs)) will be used to continue and expand the exploration of the Company's Irish zinc projects, including the drilling at the Kildare project and working capital.

The Chairman intends to vote all available proxies in favour of Resolution 6.

4.5 Resolution 8 - Information Required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of the Unlisted 4c Options the subject of Resolution 8:

- (a) 30,208,333 are proposed to be issued for nil cash consideration as they are free attaching Options attaching to the issue of Shares the subject of the 2.4c Placement.
- (b) The Unlisted 4c Options will be issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, being those persons who participated in the 2.4c Placement.
- (c) The Unlisted 4c Options are exercisable for \$0.04 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 2.
- (d) The Unlisted 4c Options will be issued as soon as practicable after the Meeting, and in any event, within 3 months of the date of the Meeting.
- (e) It is anticipated that all of the Unlisted 4c Options will be issued on the same date;
- (f) The Unlisted 4c Options are free attaching options, and as such, no funds will be raised from the issue thereof.

The Chairman intends to vote all available proxies in favour of Resolution 8.

5. RESOLUTIONS 7 & 9 – RATIFICATION AND APPROVAL FOR THE ISSUE OF OPTIONS TO CORPORATE ADVISORS

5.1 Background

In connection with placements conducted by the Company whereby a total of approximately \$3.7 million was raised (before costs), certain brokers and corporate advisers provided assistance with respect to those placement and also provided certain other corporate services. In consideration of the provision of such services, the Company has issued to date 12.5 million Quoted Options and has agreed to issue additional Options to such brokers and corporate advisors.

Resolution 7 seeks the ratification of the prior issue of Options to brokers and corporate advisors, and Resolution 9 seeks approval for the issue of Options to brokers and corporate advisors as set out below.

Both Resolutions 7 and 9 are both ordinary resolutions.

5.2 Listing Rules Chapter 7

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

Resolution 7

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

By ratifying the issue of the Quoted Options the subject of Resolution 7, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, and the 10% placement capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

Resolution 7 is an ordinary resolution.

Resolution 9

By approving the issue of Options the subject of Resolution 9, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

In the event that Shareholder approval is not obtained for the issue of the Options the subject of Resolution 9, the those Options will be nonetheless issued to the extent permissible under the Company's 15% annual placement capacity, thereby reducing the capacity for the Company to issue further securities without first having to seek Shareholder approval.

Resolution 9 is an ordinary resolution.

5.3 Resolution 7 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Quoted Options the subject of Resolution 7:

- (a) 12,500,000 Quoted Options were issued.
- (b) The Quoted Options were issued for nil in cash consideration to certain brokers and corporate advisors (or their respective nominee/s) in consideration of the provision of capital raising services associated and other corporate advisory services in connection with the placements whereby a total of approximately \$3.7 million was raised (before costs);
- (c) The Quoted Options are exercisable for \$0.02 on or before 21 July 2017 and otherwise on the terms and conditions set out in Schedule 1.
- (d) No funds were raised from the issue of the Options the subject of Resolution 7 because they were issued in consideration of the provision of capital raising services associated with the placement and other corporate advisory services.

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

5.4 Resolution 9 - Information Required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of the Options the subject of Resolution 9:

- (a) 5 million Quoted Options, 14 million Unlisted 2c Options, 14.5 million Unlisted 4c Options and 7 million Unlisted 6c Options are proposed to be issued;
- (b) The Options the subject of Resolution 9 are to be issued certain brokers and corporate advisors (or their respective nominee/s) in consideration of the provision of capital raising services associated and other corporate advisory services in connection with the placements whereby a total of approximately \$3.7 million was raised (before costs).
- (c) The Quoted Options are exercisable for \$0.02 on or before 21 July 2017 and otherwise on the terms and conditions set out in Schedule 1.
- (d) The Unlisted 2c Options are exercisable for \$0.02 on or before 30 April 2020 and otherwise on the terms and conditions set out in Schedule 3.
- (e) The Unlisted 4c Options are exercisable for \$0.04 on or before 21 July 2021 and otherwise on the terms and conditions set out in Schedule 2.
- (f) The Unlisted 6c Options are exercisable for \$0.06 on or before 30 September 2021 and otherwise on the terms and conditions set out in Schedule 4.
- (g) The Options the subject of Resolution 9 will be issued as soon as practicable after the Meeting, and in any event, within 3 months of the date of the Meeting.
- (h) It is anticipated that all Options the subject of Resolution 9 will be issued on the same date;
- (i) No funds will be raised from the issue of the Options the subject of Resolution 9 because they are being issued in consideration of the provision of capital raising services associated with the placement and other corporate advisory services.

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

6. RESOLUTION 10 – APPROVAL OF ADDITIONAL 10% CAPACITY

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

The primary purpose for the 10% Placement Facility is to pursue possible future investment opportunities that may arise.

The Directors of the Company believe that Resolution 10 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

6.2 Description of Listing Rule 7.1A

6.2(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

6.2(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue three classes of quoted Equity Securities, being Shares, Quoted Options and partly paid shares (having the ASX codes ZMI, ZMIO & ZMICA respectively).

6.2(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

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 the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

6.2(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 914,132,532 Shares and therefore has a capacity to issue:

- (i) 137,119,879 Equity Securities under Listing Rule 7.1 (subject to the passage of Resolutions 5, 6 and 7); and
- (ii) subject to Shareholder approval being obtained under Resolution 10 (subject to the passage of Resolutions 5, 6 and 7), 91,413,253 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

6.2(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 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 Trading Days of the date in paragraph above, the date on which the Equity Securities are issued.

6.2(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

6.3 Listing Rule 7.1A

The effect of Resolution 10 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities 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 the Company's Equity Securities on the issue date or the Equity Securities are issued as part of 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.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) 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 has on issue. 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.

		Dilution		
Variable "A" in Listing Rule 7.1A.2		\$0.007 50% decrease in issue price	\$0.014 Issue price	\$0.028 100% increase in issue price
Current Variable "A" 914,132,532 Shares	10% voting dilution	91,413,253 Shares	91,413,253 Shares	91,413,253 Shares

	Funds raised	\$639,892	\$1,279,785	\$2,559,571
50% Increase in current Variable "A"	10% voting dilution	137,119,879 Shares	137,119,879 Shares	137,119,879 Shares
1,371,198,798	Funds raised	\$959,839	\$1,919,678	\$3,839,356
100% Increase in current Variable "A"	10% voting dilution	182,826,506 Shares	182,826,506 Shares	182,826,506 Shares
1,828,265,064	Funds raised	\$1,279,785	\$2,559,571	\$5,119,142

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options (including any Listed Options under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) 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 at 10%.
- (iv) 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.
- (v) The table shows only the effect of the issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes the issue of 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.
- (vii) The Issue Price is \$0.014, being the closing price on 14 October 2016.
- (viii) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1, and the total number of Shares on issue and approved or deemed approved at the date hereof for the purpose of Listing Rule 7.1 is 914,132,532.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

(d) The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

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

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (e) The Company has obtained Shareholder approval under Listing Rule 7.1A at its 2014 and 2015 Annual General Meetings.

The Company not issued any Equity Securities under Listing Rule 7.1A during the preceding 12 months before the Meeting date. During the preceding 12 month period before the Meeting date a total of 1,287,602,868 Equity Securities (being 678,644,535 Shares and 608,958,333 Options) were issued, which based on the number of Equity Securities on issue at the commencement of that period comprises 317% of the Company's Equity Securities. Information relating to the issue of Equity Securities in the preceding 12 months are as follows:

Date of App 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds
					If issued for non-cash consideration – a description of the consideration and the current value of the consideration ¹
22/12/2015	335,231,825 (pre-Consolidation basis, being 33,523,183 on a post-Consolidation basis).	Shares	Sophisticated investors who participated in the placement announced on 22 December 2015.	The shares were issued at a price of \$0.0004 per Share. The last traded price before the issued was \$0.001, so the issue price represented a 60% discount.	\$134,092 was raised and was used for working capital purposes.
21 July 2016	(a) 62,500,000 (b) 31,250,000 (c) 31,250,000 (d) 275,000,000 (e) 137,500,000 (f) 137,500,000 (g) 10,000,000 (h) 5,000,000 (i) 5,000,000	(a) Shares (b) Unlisted 4c Options (c) Quoted Options (d) Shares (e) Unlisted 4c Options (f) Quoted Options (g) Shares (h) Unlisted 4c Options	(a), (b) & (c): Those persons who participated in the First Tranche Placement as per the prospectus dated 19 July 2016. (d), (e) & (f): The vendors in the acquisition of Zinc Mines of Ireland Limited by the Company as per the prospectus dated 19 July	(a), (d) & (g): Issue price was \$0.008 when the closing trading price on the previous day was \$0.014, representing a discount of 43%. (b), (c), (e), (f), (h) & (i): These were all issued as free Options and there was trading on any	(a): \$500,000 was raised and was applied towards the costs of the acquisition of Zinc Mines of Ireland Limited, activities at the Company's Irish zinc projects and for working capital purposes.

		(i) Quoted Options	2016. (g), (h) & (i): Certain nominees of Zinc Mines of Ireland Limited as per the prospectus dated 19 July 2016.	market on the day prior to issue.	(b) – (i): No funds were raised through these issues as they were free attaching Options or issued in connection with the acquisition of Zinc Mines of Ireland Limited. The current value of the Quoted Options and Unlisted 4c Options are as follows: (b) \$625,000 (c) \$156,250 (e) \$2,750,000 (f) \$687,500 (h) \$100,000 (i) \$25,000
25 July 2016	(a) 108,375,000 (b) 54,187,500 (c) 54,187,500 (d) 9,454,688	(a) & (d): Shares (b): Unlisted 4c Options (c): Quoted Options	(a), (b), (c): Those persons who participated in the Second Tranche Placement as per the prospectus dated 19 July 2016. (d): The convertible note holders as per resolution 7 of the general meeting of the Company held on 5 July 2016.	(a): Issue price was \$0.008 when the closing trading price on the previous day was \$0.017, representing a discount of 53%. (b) & (c): These were free attaching Options issued persons who participated in the Second Tranche Placement as per the prospectus dated 19 July 2016 and there was trading on any market on the day prior to issue. (a): Issue price was \$0.0064 when the closing trading price on the previous day was \$0.017, representing a discount of 63%.	(a) & (d): A total of \$927,500 was raised from these issues and will be applied towards the ongoing exploration of the Company's Irish zinc projects and for working capital purposes. (b) & (c): No funds were raised through these issues as they were free attaching Options. The current value of the Quoted Options and Unlisted 4c Options are as follows: (b) \$1,083,750 (c) \$270,937
7 September 2016	(a) 103,875,000 (b) 60,416,665 (c) 6,250,000 (d) 9,250,000	(a) - (d): Shares	(a) & (c): Issued pursuant to a placement to sophisticated investors at an issue price of \$0.008. (b) Issued pursuant to a placement to sophisticated investors at an issue price of \$0.024. (d): Issued to certain persons who provided corporate advisory and other services to the Company.	(a) and (c): Issue price was \$0.008 when the closing trading price on the previous day was \$0.022, representing a discount of 64%. (b): Issue price was \$0.024 when the closing trading price on the previous day was \$0.022, representing a premium of 10%. (d): Issued for nil in cash consideration in consideration of corporate advisory services provided to the Company.	A total of approximately \$2.3 million was raised from these issues and will be applied towards the ongoing exploration of the Company's Irish zinc projects and for working capital purposes.
9 September 2016	(a) 85,270,833 (b) 55,187,500 (c) 12,625,000	(a) & (c): Quoted Options (b): Unlisted 4c Options.	(a) & (b): Issued as attaching Options to those persons who subscribed for Shares under the placements the subject of the Appendix 3B dated 7 September 2016. (c): Issued to certain persons who provided corporate advisory and other services to the	(a) & (b): These were free attaching Options issued persons who participated in the placements the subject of the Appendix 3B dated 7 September 2016, and as such were issued for nil in cash consideration. (c): Issued for nil in cash consideration in	No funds were raised through these issues as they were free attaching Options with the placements the subject of the Appendix 3B dated 7 September 2016

			Company.	consideration of corporate advisory services provided to the Company.	or in consideration of corporate advisory services provided to the Company in respect of such placements. The current value of the Quoted Options and Unlisted 4c Options are as follows: (a) \$426,354 (b) \$1,103,750 (c) \$63,125
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1. (a) The current value of the Quoted Options has been calculated by reference to the closing market price of the Quoted Options on ASX on 19 October 2016 being \$0.005.
- (b) The current value of the Unlisted 4c Options has been calculated by management using the Black and Scholes model whereby the value of each Unlisted 4c Options is \$0.020032, based on the following:
- (i) Issued for an issue price of Nil
 - (ii) The valuation date was 20 October 2016..
 - (iii) The Share price as at the valuation date was \$0.011.
 - (iv) The risk free interest rate used was 1.72%.
 - (v) A volatility factor of 58% was used.
 - (vi) The expected dividend yield is 0%.
 - (vii) The value obtained via the Black and Scholes option valuation method is not the valuation that would be obtained pursuant to the relevant Australian tax legislation.

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Board believes that the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders approve Resolution 10.

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

7. DEFINITIONS

In this Explanatory Memorandum:

“0.8c Placement” means the placement referred to in Section 4.1 which was conducted at an issue price of \$0.008 per Share, together with 1 free Quoted Option and 1 free Unlisted 4c Option for every 2 Shares subscribed for;

“2.4c Placement” means the placement referred to in Section 4.1 which was conducted at an issue price of \$0.024 per Share, together with 1 free Quoted Option and 1 free Unlisted 4c Option for every 2 Shares subscribed for;

“10% Placement Facility” has the meaning given to it in Section 6.1;

“10% Placement Period” has the meaning given to it in Section 6.2(f);

“ASIC” means the Australian Securities and Investments Commission;

“ASX” means ASX Limited ACN 008 624 691;

“Board” means the board of Directors;

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

“Chairman” means the chairman of the Board;

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

“Constitution” means the constitution of the Company;

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

“Director” means a director of the Company;

“Equity Securities” has the same meaning as in the Listing Rules;

“Explanatory Memorandum” means this Explanatory Memorandum;

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

“Listed Options” means any listed of options of the Company that may be on issue from time to time;

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

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

“Official List” means the official list of ASX;

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

“Placements” has the meaning given to that term in Section 4.1;

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

“Remuneration Report” means the remuneration report relating to the financial period ended 30 June 2016 and provided to Shareholders;

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

“Schedule” means a schedule to this Notice;

“Section” means a section of this Explanatory Memorandum;

“Securityholder” means a holder of Shares or Options;

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

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“Unlisted 2c Option” means an Option exercisable for 2 cents and otherwise on the terms and conditions set out in Schedule 3;

“Unlisted 4c Option” means an Option exercisable for 4 cents and otherwise on the terms and conditions set out in Schedule 2;

“Unlisted 6c Option” means an Option exercisable for 6 cents and otherwise on the terms and conditions set out in Schedule 4;

“Voting Power” has the meaning given to it in the Corporations Act;

“VWAP” means volume weighted average price;

“WST” means Western Standard Time.

SCHEDULE 1 – TERMS AND CONDITIONS OF QUOTED OPTIONS

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on 21 July 2017 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares issued on exercise:** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **Quotation of Shares issued** 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

- on exercise:** of the Options.
- (j) **Reconstruction of capital:** If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) **Participation in new issues:** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **Change in exercise price:** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) **Quotation:** The Company will apply for quotation of the Options on ASX.
- (n) **Transferability:** 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 THE 4c UNLISTED OPTIONS

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on 21 July 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares issued on** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

exercise:

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

SCHEDULE 3 - TERMS AND CONDITIONS OF THE 2c UNLISTED OPTIONS

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on 30 April 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares issued on** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

exercise:

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

SCHEDULE 4 - TERMS AND CONDITIONS OF THE 6c UNLISTED OPTIONS

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j)**Error! Reference source not found.**, the amount payable upon exercise of each Option will be \$0.06 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on 30 September 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise:** Within 15 Business Days after the Exercise Date, the Company will:
- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

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

AGM Registration Card

Zinc of Ireland NL | ACN 124 140 889

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

[BARCODE]

Holder Number
[HolderNumber]

[Name/Address 1]
[Name/Address 2]
[Name/Address 3]
[Name/Address 4]
[Name/Address 5]
[Name/Address 6]

ZMI: Vote by Proxy

[BARCODE]

Holder Number: [HolderNumber]

Option A – Please choose to vote online, because:

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



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

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

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **9.00 am (WST) on Friday, 25 November 2016** at **52 Ord Street, West Perth, WA, 6005** hereby:

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

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

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution(s) 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 1: Please appoint a Proxy

STEP 2: Voting Direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of the issue of 0.8c Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Patrick John Corr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of the Issue of Options to Corporate Advisors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Mr Benjamin Alfred Sharp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval for Issue of Attaching 4c Unlisted Options - 2.4c Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-Election of Mr Thomas Francis Corr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of Issue of Options to Corporate Advisors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of the Issue of 2.4c Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016

Email Address

STEP 3

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below **by 9.00 am (WST) on Wednesday, 23 November 2016**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:



ONLINE

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



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



BY MAIL

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012



BY HAND

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



ALL ENQUIRIES TO

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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