
CONSOLIDATED ZINC LIMITED

ACN 118 554 359

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at Level 1, 35 Havelock Street, West Perth, Western Australia on Monday 27 June 2016 at 9.00 am (WST).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9322 3406.

CONSOLIDATED ZINC LIMITED

ACN 118 554 359

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Consolidated Zinc Limited (**Company**) will be held at Level 1, 35 Havelock Street, West Perth, Western Australia on Monday 27 June at 9.00 am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday 25 June at 9.00 am (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 15.

AGENDA

1. Resolution 1 – Ratification of March Placement

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 issue by the Company of 1,000,000 Shares (**March Placement Shares**) each at an issue price of \$0.045 and 500,000 Placement Options (**March Placement Options**) each exercisable at \$0.06 on or before 31 December 2018 on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Shayden Nominees 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 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.

2. Resolution 2 – Ratification of Tranche 1 Placement

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 issue by the Company of 35,000,000 Shares (**Tranche 1 Placement Shares**)"*

each at an issue price of \$0.04 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 Tranche 1 Placement 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
- (b) 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.

3. Resolution 3 – Authority to grant Placement Options to Tranche 1 Placement Participants

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 and authorise the Directors to issue up to 17,500,000 Placement Options (**Tranche 1 Placement Options**) each exercisable at \$0.06 on or before 31 December 2018 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 issue of the Tranche 1 Placement Options 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 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.

4. Resolution 4 – Authority to issue Tranche 2 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 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue up to 127,500,000 Shares (**Tranche 2 Placement Shares**) each at an issue price of \$0.04 and 63,750,000 Placement Options (**Tranche 2 Placement Options**) each exercisable at \$0.06 on or before 31 December 2018 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 Tranche 2 Placement 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 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.

5. Resolution 5 – Authority for Mr Stephen Copulos to participate in Tranche 2 Placement

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

*"That, subject to Resolution 2 being passed, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr Stephen Copulos (and/or his nominees) to participate in the Tranche 2 Placement by subscribing for up to 24,450,000 Tranche 2 Placement Shares (**Copulos Tranche 2 Placement Shares**) each at an issue price of \$0.04 and 12,225,000 Placement Options (**Copulos Tranche 2 Placement Options**) each exercisable at \$0.06 on or before 31 December 2018 on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

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:

- (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.

6. Resolution 6 – Authority to grant Adviser 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 7.1 and for all other purposes, Shareholders approve and authorise the Directors to grant up to 36,000,000 Placement Options (**Adviser Options**) to the Advisors (or their 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 of the Adviser Options and a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed 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
- (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.

7. Resolution 7 – Approval of convertibility of March Copulos Group Convertible Loans

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, Shareholders approve and authorise the March Copulos Group Convertible Loans held by Citywest and Eyeon Investments to be convertible into up to 6,777,778 Shares (**Copulos Group Conversion Shares**) and 3,388,889 Placement Options (**Copulos Group Conversion Options**) each exercisable at \$0.06 on or before 31 December 2018 on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the Copulos Group and their nominees 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 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.

8. Resolution 8 – Issue of Shares in relation to March Copulos Group Convertible Loans

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 Directors to issue up to 400,000 Shares (**Copulos Group Facility Shares**) to the Copulos Group (and/or their 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 the Copulos Group and their nominees 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 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.

9. Resolution 9 – Approval of convertibility of March Retzos Group Convertible Loans

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, Shareholders approve and authorise the Retzos Group Convertible Loans held by Westpark and Retzos to be convertible into up to 4,444,444 Shares (**Retzos Group Conversion Shares**) and 2,222,222 Placement Options (**Retzos Group Conversion Options**) each exercisable at \$0.06 on or before 31 December 2018 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 of the Retzos Group Conversion Securities and a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed 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
- (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.

10. Resolution 10 – Issue of Shares in relation to Retzos Group Convertible Loans

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 Directors to issue up to 262,000 (**Retzos Group Facility Shares**) to the Retzos Group (and/or their 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 of the Retzos Group Facility Shares and a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed 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
- (b) 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.

11. Resolution 11 – Ratification of issue of Shares to DJ Carmichael in lieu of December Placement fees

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 issue by the Company of 555,555 Shares (**Carmichael Shares**) to DJ Carmichael on the terms and conditions set out in the Explanatory Memorandum.*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by DJ Carmichael 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 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 18 May 2016

BY ORDER OF THE BOARD

Andrew Beigel
Company Secretary

CONSOLIDATED ZINC LIMITED

ACN 118 554 359

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 1, 35 Havelock Street, West Perth, Western Australia on Monday 27 June at 9.00 am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company 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; and
- (c) a member of the Company 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.

3. Background

On 22 December 2015, the Company announced a placement of Shares to new and existing sophisticated and professional investors at an issue price of \$0.045 per Share, with a free 1 for 2 unlisted Placement Option, to raise \$1,300,000 (before costs) (**December Placement**). The

Company completed the December Placement in two tranches on 31 December 2015 and 8 February 2016.

As announced on 22 December 2015, DJ Carmichael acted as lead manager and corporate adviser to the Company in relation to the December Placement.

On 22 March 2016, the Company announced it had arranged an interim funding package totaling \$550,000 with existing shareholders to maintain high levels of drilling activity on its Plomosas Zinc Project. The interim funding package consisted of:

- (a) a placement of 1,000,000 Shares at \$0.045 per Share to Shayden Nominees, an existing sophisticated and professional investor, at an issue price of \$0.045 per Share, with a free 1 for 2 unlisted Placement Option, to raise \$45,000 (before costs) (**March Placement**);
- (b) a convertible loan facility of \$305,000 with the Copulos Group, which was anticipated to be converted in May 2016 subject to shareholder approval and on the same terms as the December Placement; and
- (c) a convertible loan facility of \$200,000 with the Retzos Group, which was anticipated to be converted in May 2016 subject to shareholder approval and on the same terms as the December Placement.

On 6 May 2016, the Company announced a further placement of 162,500,000 Shares to new and existing sophisticated and professional investors at an issue price of \$0.040 per Share, with a free 1 for 2 unlisted Placement Option, to raise \$6,500,000 (before costs) (**May Placement**). The May Placement was to be completed in two tranches (being the Tranche 1 and the Tranche 2 Placements).

As announced on 6 May 2016, the Company has appointed DJ Carmichael to act as lead manager and corporate adviser to the Company in relation the May Placement.

The funds raised from the May Placement have been, or will be, used to accelerate the resource drilling that is currently underway both below the current extent of mining in the Cuevitas Zone and at Tres Amigos both of which form part of the Company's highly prospective Plomosas Zinc Project in northern Mexico, and provide general working capital.

4. Resolution 1 – Ratification of March Placement

4.1 General

On 5 April 2016, the Company issued 1,000,000 Shares each at an issue price of \$0.045 and 500,000 Placements Options to Shayden Nominees to raise \$45,000 (before costs) under the March Placement.

The funds raised from the issue of the March Placement Shares were used to maintain high levels of drilling activity on its Plomosas Zinc Project. The March Placement Options were granted as free attaching Options on the basis of one Placement Option for every two Shares subscribed for. Accordingly, no funds were raised from the issue of the March Placement Options.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, 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 number of ordinary securities on issue at the commencement of that 12 month period.

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

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1, providing that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 1 seeks Shareholder approval for the ratification of the issue of the March Placement Shares and March Placement Options pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolution 1 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 1 is an ordinary resolution.

4.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the issue of the March Placement Shares and March Placement Options is provided as follows:

- (a) 1,000,000 Shares and 500,000 Placement Options were issued by the Company pursuant to the March Placement.
- (b) The March Placement Shares were issued at \$0.045 per Share and the March Placement Options were granted as free attaching Options on the basis of one Placement Option for every two Shares subscribed for.
- (c) The March Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The March Placement Options are each exercisable at \$0.06 on or before 31 December 2018 and otherwise have the terms and conditions in Schedule 1.
- (d) The March Placement Shares and March Placement Options were issued to Shayden Nominees, who is not a related party of the Company.
- (e) The funds raised from the issue of the March Placement Shares were used to maintain high levels of drilling activity on its Plomosas Zinc Project. No funds were raised from the grant of the March Placement Options.
- (f) A voting exclusion statement is included in the Notice.

5. Resolution 2 – Ratification of Tranche 1 Placement

5.1 General

On 13 May 2016, the Company issued 35,000,000 Shares each at an issue price of \$0.04 to sophisticated and professional investors to raise \$1,000,000 (before costs) as tranche 1 of the May Placement.

The funds raised from the issue of the Tranche 1 Placement Shares have been, or will be, used for the purposes set out in Section 3.

A summary of Listing Rules 7.1 and 7.4 is set out in Section 4.1.

The Tranche 1 Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolution 1 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 1 is an ordinary resolution.

5.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the issue of the Tranche 1 Placement Shares is provided as follows:

- (a) 35,000,000 Shares were issued by the Company pursuant to the Tranche 1 Placement.
- (b) The Tranche 1 Placement Shares were issued at \$0.040 per Share.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company.
- (e) The funds raised from the issue of the Tranche 1 Placement Shares have been, or will be, used for the same purpose as the funds raised under the May Placement.
- (f) A voting exclusion statement is included in the Notice.

6. Resolution 3 – Authority to grant Placement Options to Tranche 1 Placement Participants

6.1 General

As part of Tranche 1 of the May Placement, the Company agreed, subject to Shareholder approval, to grant 17,500,000 Placement Options to the participants in tranche 1 of the May Placement as free attaching Options on the basis of one Option for every two Shares issued under the May Placement.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the grant of the Tranche 1 Placement Options.

Given the grant of the Tranche 1 Placement Options would result in the Company exceeding the 15% threshold set out in Listing Rule 7.1 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

A summary of Listing Rule 7.1 is set out in Section 4.1.

Resolution 3 is an ordinary resolution.

6.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3 information regarding the grant of the Tranche 1 Placement Options is provided as follows:

- (a) The maximum number of securities that the Company may issue under Resolution 3 is 37,500,000 Placement Options.
- (b) The Tranche 1 Placement Option may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Tranche 1 Placement Options will be granted on the same date.
- (c) The Tranche 1 Placement Options will be granted as free attaching Options on the basis of one Placement Option for every two Shares subscribed for pursuant to tranche 1 of the May Placement. Accordingly, no funds will be raised from the grant of the Tranche 1 Placement Options.
- (d) The Tranche 1 Placement Options are each exercisable at \$0.06 on or before 31 December 2018 and otherwise have the terms and conditions in Schedule 1.
- (e) The Tranche 1 Placement Options will be granted to the participants in tranche 1 of the May Placement who were sophisticated and professional investors, none of whom are related parties of the Company.
- (f) A voting exclusion statement is included in the Notice.

7. Resolution 4 - Authority to issue Tranche 2 Placement Securities

7.1 General

As announced to the ASX on 6 May 2016, as part of the May Placement the Company intends to issue up to 127,500,000 Shares each at an issue price of \$0.04, and 63,750,000 Placement Options, to sophisticated and professional investors to raise up to \$5,100,000 (before costs) (**Tranche 2 Placement**).

The funds raised from the issue of the Tranche 2 Placement Shares and the Tranche 2 Placement Options (together, **Tranche 2 Placement Securities**) will be used for the purposes set out in Section 3.

A summary of Listing Rule 7.1 is set out in Section 5.1.

Given the Tranche 2 Placement Securities to be issued under Resolution 4 will exceed the 15% threshold set out in Listing Rule 7.1 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

Resolution 4 is an ordinary resolution.

7.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3 information regarding the issue of the Tranche 2 Placement Securities is provided as follows:

- (a) The maximum number of securities that the Company may issue under the Tranche 2 Placement is 127,500,000 Shares and 63,750,000 Placement Options.
- (b) The Tranche 2 Placement Securities may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Tranche 2 Placement Securities will be issued on the same date.
- (c) The Tranche 2 Placement Shares will be issued at \$0.04 per Share and the Tranche 2 Placement Options will be granted as free attaching Options on the basis of one Placement Option for every two Shares subscribed for.
- (d) The Tranche 2 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Tranche 2 Placement Options are each exercisable at \$0.06 on or before 31 December 2018 and otherwise have the terms and conditions in Schedule 1.
- (e) The Tranche 2 Placement Securities will be issued to sophisticated and professional investors, none of whom will be related parties of the Company (other than the Copulos Tranche 2 Placement Securities to be issued to Director, Mr Stephen Copulos or his nominees. See Section 8 for further details).
- (f) The funds raised from the issue of the Tranche 2 Placement Securities will be aggregated with and used for the same purpose as the funds raised by the Tranche 1 Placement.
- (g) A voting exclusion statement is included in the Notice.

8. Resolution 5 – Authority for Mr Stephen Copulos to participate in Tranche 2 Placement

8.1 General

It is proposed that Director, Mr Stephen Copulos and/or his nominees, participate in the Tranche 2 Placement by subscribing for up to 24,450,000 Tranche 2 Placement Shares and up to 12,225,000 Tranche 2 Placement Options (together, the **Copulos Tranche 2 Placement Securities**). Further details of the Tranche 2 Placement are set out in Section 7.1.

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. Mr Stephen Copulos is a related party of the Company by virtue of being a Director and therefore approval is required under Listing Rule 10.11 for the issue of Securities to him.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Copulos Tranche 2 Placement Securities to Mr Stephen Copulos.

Resolution 5 is an ordinary resolution.

8.2 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13 information regarding the issue of the Copulos Tranche 2 Placement Securities to Mr Stephen Copulos (and/or his nominees) is provided as follows:

- (a) The maximum number of securities to be issued to the Mr Stephen Copulos and/or his nominees is 24,500,000 Shares and 12,225,000 Placement Options.
- (b) The Copulos Tranche 2 Placement Securities may be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Copulos Securities will be issued on the same date.
- (c) The Copulos Tranche 2 Placement Shares will be issued at an issue price of \$0.04 per Share and the Copulos Tranche 2 Placement Options will be granted as free attaching Options on the basis of one Placement Option for every two Shares subscribed for.
- (d) The Copulos Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. The Copulos Tranche 2 Placement Options are each exercisable at \$0.06 on or before 31 December 2018 and otherwise have the terms and conditions in Schedule 1.
- (e) The Copulos Tranche 2 Placement Securities will be issued to Director, Stephen Copulos and/or his nominees.
- (f) The funds raised from the issue of the Copulos Tranche 2 Placement Securities will be aggregated with and used for the same purpose as the funds raised by the Tranche 2 Placement.
- (g) A voting exclusion statement is included in the Notice.

9. Resolution 6 – Authority to grant Adviser Options

9.1 General

The Company is proposing to grant up to 36,000,000 Placement Options to the Advisors as consideration for advisory and professional services provided in connection with the May Placement as follows.

A summary of Listing Rule 7.1 is provided in Section 5.1.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the grant of the Adviser Options to the Advisors.

Resolution 6 is an ordinary resolution and is subject to the passing of each of the other Acquisition Resolutions and completion of the Acquisition occurring.

9.2 Specific information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Placement Options to be granted under Resolution 6 is 36,000,000.

- (b) The Company will grant the Adviser Options no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the Adviser Options will be granted on the same date.
- (c) The Adviser Options will be granted for nil cash consideration as part of the fee for advisory and professional services provided in connection with the May Placement. Accordingly no funds will be raised from the grant of the Adviser Options.
- (d) The Adviser Options will be granted to the Advisors (or their nominees) none of whom are related parties of the Company.
- (e) The Adviser Options will each be exercisable at at \$0.06 on or before 31 December 2018 and otherwise have the terms and conditions in Schedule 1.
- (f) A voting exclusion statement is included in the Notice.

10. Resolution 7 – Approval of convertibility of March Copulos Group Convertible Loans

10.1 General

On 14 March 2016 the Company entered into convertible loan facilities with Citywest and Eyeon Investments to provide working capital (**March Copulos Group Convertible Loans**). The funding is being provided by Citywest and Eyeon Investments as follows:

- (a) a \$150,000 facility provided by Citywest; and
- (b) a \$155,000 facility provided by Eyeon Investments.

The key terms of the March Copulos Group Convertible Loans are as follows:

- The March Copulos Group Convertible Loans were drawdown as a single drawdown on the issue date.
- Nil Interest is payable.
- The March Copulos Group Convertible Loans have a maturity date of 12 months from establishment of the loan.
- Subject to Shareholder approval, the loan will convert at the option of the Copulos Group to equity within 4 business days after Shareholder approval is obtained. Conversion will be on the same terms as the December Placement (being Shares at an issue price of \$0.045 each with a free attaching 1 for 2 Placement Option).
- The March Copulos Group Convertible Loans are transferable subject to the Company's consent.
- The March Copulos Group Convertible Loans are unsecured.
- Subject to Shareholder approval, the Company will pay a fixed fee of 400,000 Shares as interest for the facility to the Copulos Group (and/or their nominees). The Company is seeking approval to issue these Shares pursuant to Resolution 8. Refer to Section 8 for further details.

Resolution 7 seeks Shareholder approval under Listing Rule 10.11 for the ability of Citywest and Eyeon Investments to convert the March Copulos Group Convertible Loans into up to 6,777,778 Shares and 3,388,889 Placement Options.

A summary of Listing Rule 10.11 is provided in Section 8.1. Each of Citywest and Eyeon Investments is a related party of the Company by virtue of being controlled by a Director of the Company, Mr Stephen Copulos.

If Shareholder approval is given under Listing Rule 10.11 for the ability to convert the March Copulos Group Convertible Loans (together the **Copulos Group Convertible Loans**), approval is not required under Listing Rule 10.11 for the issue of the Copulos Group Conversion Shares and Copulos Group Conversion Options to Citywest and Eyeon Investments on conversion of the March Copulos Group Convertible Loans pursuant to exception 7 of Listing Rule 10.12.

Resolution 7 is an ordinary resolution.

10.2 Specific information required by Listing Rule 10.13

For the Purposes of Listing Rule 10.13, information regarding the ability to convert the March Copulos Group Convertible Loans is provided as follows:

- (a) The March Copulos Group Convertible Loans have been entered into with, and will be convertible by, Citywest and Eyeon Investments.
- (b) The March Copulos Group Convertible Loans will be convertible by Citywest and Eyeon Investments into a maximum as follows:
 - (i) 3,444,444 Shares and 1,722,222 Placement Options to Citywest; and
 - (ii) 3,333,334 Shares and 1,666,667 Placement Options to Eyeon Investments.

If approved by Shareholders, the March Copulos Group Convertible Loans will become equity securities for the purposes of the Listing Rules at the time of the approval being obtained. The aggregate issue price of the March Copulos Group Convertible Loans is \$305,000

- (c) The amount drawdown under the March Copulos Group Convertible Loans (\$305,000 in aggregate) will be convertible into Shares each at an issue price of \$0.045 together with one free attaching Placement Option for each two Shares subscribed for.
- (d) The Copulos Group Conversion Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's other existing Shares on issue. The Copulos Group Conversion Options are each exercisable at \$0.06 on or before 31 December 2018 and otherwise have the terms and conditions in Schedule 1.
- (e) Further terms and conditions of the March Copulos Group Convertible Loans are set out in Section 10.1.
- (f) Citywest and Eyeon Investments are related parties of the Company by virtue of being controlled by Director, Mr Stephen Copulos.
- (g) The March Copulos Group Convertible Loans will be convertible at Citywest and Eyeon Investments' election within 4 business days after the date of the Meeting.

- (h) The funds raised from the issue of the Copulos Group Convertible Loan will be used for the purposes set out in Section 3.
- (i) A voting exclusion statement is included in the Notice.

11. Resolution 8 – Issue of Shares in relation to March Copulos Group Convertible Loans

11.1 General

As outlined in Section 10.1, the Company has agreed, subject to Shareholder approval, to issue 400,000 Shares to the Copulos Group and/or their nominees as interest for the March Copulos Group Convertible Loans.

The key terms of the March Copulos Group Convertible Loans are set out in Section 10.1.

Resolution 8 seeks Shareholder approval under Listing Rule 10.11 for the issue of the Copulos Facility Shares to the Copulos Group (and/or their nominees) pursuant to the March Copulos Group Convertible Loans.

A summary of Listing Rule 10.11 is provided in Section 8.1 . Approval pursuant to Listing Rule 7.1 is not required in order to issue the Copulos Group 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.

11.2 Specific 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 Copulos Group Facility Shares:

- (a) The maximum number of Shares to be issued to the Copulos Group and/or their nominees is 400,000 Shares.
- (b) The Copulos 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) and it is intended that all of the Copulos Facility Shares will be issued on the same date.
- (c) The Copulos Group Facility Shares are being issued in satisfaction of the interest for the March Copulos Group Convertible Loans. Accordingly, no funds will be raised from the issue of the Copulos Group Facility Shares.
- (d) The Copulos Group Facility Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Copulos Facility Shares will be issued to Citywest and Eyeon Investments (and/or their nominees). Each of Citywest and Eyeon Investments are related parties of the Company by virtue of being controlled by Director, Mr Stephen Copulos.
- (g) A voting exclusion statement is included in the Notice.

12. Resolution 9 – Approval of convertibility of March Retzos Group Convertible Loans

12.1 General

On 16 March 2016 the Company entered into convertible loan facilities with Westpark and Retzos to provide working capital (**March Retzos Group Convertible Loans**). The funding is being provided by Westpark and Retzos as follows:

- (a) a \$100,000 facility provided by Westpark; and
- (b) a \$100,000 facility provided by Retzos.

The key terms of the March Retzos Group Convertible Loans are as follows:

- The March Retzos Group Convertible Loans were drawdown as a single drawdown on the issue date.
- Nil Interest is payable.
- The March Retzos Group Convertible Loans have a maturity date of 12 months from establishment of the loan.
- Subject to Shareholder approval, the loan will convert at the option of the Retzos Group to equity within 4 business days after Shareholder approval is obtained. Conversion will be on the same terms as the December Placement (being Shares at an issue price of \$0.045 each with a free attaching 1 for 2 Placement Option).
- The March Retzos Group Convertible Loans are transferable subject to the Company's consent.
- The March Retzos Group Convertible Loans are unsecured.
- Subject to Shareholder approval, the Company will pay a fixed fee of 262,000 Shares as interest for the facility to the Retzos Group (and/or their nominees). The Company is seeking approval to issue these Shares pursuant to Resolution 10. Refer to Section 12 for further details.

Resolution 9 seeks Shareholder approval under Listing Rule 7.1 for the ability of Westpark and Retzos to convert the March Retzos Group Convertible Loans into up to 4,444,444 Shares and 2,222,222 Placement Options.

A summary of Listing Rule 7.1 is provided in Section 6.1.

If Shareholder approval is given under Listing Rule 7.1 for the ability to convert the March Retzos Group Convertible Loans, approval is not required under Listing Rule 7.1 for the issue of the Retzos Group Conversion Shares and Retzos Group Conversion Options to Westpark and Retzos on conversion of the March Retzos Group Convertible Loans pursuant to exception 4 of Listing Rule 7.2.

Resolution 9 is an ordinary resolution.

12.2 Specific information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the ability to convert the March Retzos Group Convertible Loans is provided as follows:

- (a) The March Retzos Group Convertible Loans have been entered into with, and will be convertible by, Westpark and Retzos.
- (b) The March Retzos Group Convertible Loans will be convertible by Westpark and Retzos into the maximum number of Securities as follows:
 - (i) 2,222,222 Shares and 1,111,111 Placement Options to Westpark; and
 - (ii) 2,222,222 Shares and 1,111,111 Placement Options to Retzos.

If approved by Shareholders, the March Retzos Group Convertible Loans will become equity securities for the purposes of the Listing Rules at the time of the approval being obtained. The aggregate issue price of the March Retzos Group Convertible Loans is \$200,000.

- (c) The amount drawdown by the Company pursuant to the March Group Convertible Loans (\$200,000 in aggregate) will be convertible into Shares each at an issue price of \$0.045 together with one free attaching Placement Option for each two Shares subscribed for.
- (d) The March Retzos Group Conversion Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's other existing Shares on issue. The March Retzos Group Conversion Options are each exercisable at \$0.06 on or before 31 December 2018 and otherwise have the terms and conditions in Schedule 1.
- (e) Further terms and conditions of the March Retzos Group Convertible Loans are set out in Section 12.1.
- (f) The March Retzos Group Convertible Loans will be convertible at Westpark and Retzos' election within 4 business days after the date of the Meeting.
- (g) The funds raised from the issue of the March Retzos Group Convertible Loan will be used for the purposes set out in Section 3.
- (h) A voting exclusion statement is included in the Notice.

13. Resolution 10 – Issue of Shares in relation to Retzos Group Convertible Loans

13.1 General

As outlined in Section 12.1, the Company has agreed, subject to Shareholder approval, to issue 262,000 Shares to the Retzos Group and/or their nominees as interest for the March Retzos Group Convertible Loans.

The key terms of the March Retzos Group Convertible Loans are set out in Section 12.1.

Resolution 10 seeks Shareholder approval under Listing Rule 7.1 for the issue of the Retzos Group Facility Shares to the Retzos Group (and/or their nominees) pursuant to the March Retzos Group Convertible Loans.

A summary of Listing Rule 7.1 is provided in Section 6.1.

Resolution 10 is an ordinary resolution.

13.2 Specific 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 Retzos Group Facility Shares:

- (a) The maximum number of Shares to be issued to the Retzos Group and/or their nominees is 262,000 Shares.
- (b) The Retzos Group Facility Shares will be issued no later than three months after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Retzos Facility Shares will be issued on the same date.
- (c) The Retzos Group Facility Shares are being issued in satisfaction of the interest for the March Retzos Group Convertible Loans. Accordingly, no funds will be raised from the issue of the Retzos Group Facility Shares.
- (d) The Retzos Group Facility Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Retzos Facility Shares will be issued to Westpark and Retzos (and/or their nominees) neither of whom are related parties of the Company
- (g) A voting exclusion statement is included in the Notice.

14. Resolution 11 – Ratification of issue of Shares to DJ Carmichael in lieu of December Placement fees

14.1 General

On 31 December 2015 the Company issued 555,555 Shares to DJ Carmichael in lieu of fees of \$25,000 payable for the lead manager and corporate advisory services provided by DJ Carmichael in respect of the December Placement. The number of Shares issued to DJ Carmichael was calculated using the price per Share of the December Placement of \$0.045 per Share.

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.4 for the ratification of the prior issue of 555,555 Shares to DJ Carmichael. A summary of Listing Rule 7.1 and Listing Rule 7.4 is provided in in Section 5.1.

The Carmichael 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 11 ratifying the issue of the Carmichael 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 11 is an ordinary resolution.

14.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the issue of the Carmichael Shares is provided as follows:

- (a) 555,555 Shares were issued to DJ Carmichael.
- (b) The Carmichael Shares were issued in lieu of the fees for corporate advisory services provided by DJ Carmichael to the Company for the December Placement and accordingly no funds were raised from the issue of the Carmichael Shares.
- (c) The Carmichael Shares were issued to DJ Carmichael, who is not a related party of the Company.
- (d) The Carmichael Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) A voting exclusion statement is included in the Notice.

15. Definitions

Adviser Options has the meaning in Resolution 6.

Advisors means DJ Carmichael, Hartleys Limited, Morgans Financial Limited, Blue Ocean Equities and other advisors who assist the Company with the May Placement.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Carmichael Shares has the meaning in Resolution 11.

Chairman means the person appointed to chair the Meeting.

Citywest means Citywest Corp Pty Ltd ACN 081 721 413 ATF Copulos (Sunshine) Unit Trust.

Company means Consolidated Zinc Limited ACN 118 554 359.

Corporations Act means the Corporations Act 2001 (Cth).

Copulos Group means Citywest and Eyeon Investments.

Copulos Group Conversion Shares has the meaning in Resolution 7.

Copulos Group Conversion Options has the meaning in Resolution 7.

Copulos Group Facility Shares has the meaning in Resolution 8.

Copulos Tranche 2 Placement Options has the meaning in Resolution 5.

Copulos Tranche 2 Placement Shares has the meaning in Resolution 5.

December Placement has the meaning in Section 3.

Director means a director of the Company.

DJ Carmichael means DJ Carmichael Pty Limited ACN 003 058 857.

Carmichael Shares has the meaning in Resolution 11.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Eyeon Investments means Eyeon Investments Pty Ltd ACN 096 482 781 ATF Eyeon Investments Family Trust.

Listing Rules means the listing rules of ASX.

March Copulos Group Convertible Loans has the meaning in Section 10.1.

March Retzos Group Convertible Loans has the meaning in Section 12.1.

March Placement has the meaning in Section 3.

March Placement Options has the meaning in Resolution 1.

March Placement Shares has the meaning in Resolution 1.

May Placement has the meaning in Section 3.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option to acquire a Share in the Company.

Placement has the meaning in Section 3.

Placement Option means an Option exercisable at \$0.06 on or before 31 December 2018 and otherwise with the terms and conditions in Schedule 1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Retzos means Chris Retzos as trustee for Retzos Executive Superannuation Fund.

Retzos Group means Retzos and Westpark.

Retzos Group Conversion Shares has the meaning in Resolution 9.

Retzos Group Conversion Options has the meaning in Resolution 9.

Retzos Group Facility Shares has the meaning in Resolution 10.

Retzos Loan Facility has the meaning in Section 13.1.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Securities means Shares and Options.

Shayden Nominees means Shayden Nominees Pty Ltd ACN 320 400 785 ATF C & M Income Trust.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Tranche 1 Placement Options has the meaning in Resolution 3.

Tranche 1 Placement Shares has the meaning in Resolution 1.

Tranche 2 Placement has the meaning in Section 7.1.

Tranche 2 Placement Options has the meaning in Resolution 4.

Tranche 2 Placement Securities has the meaning in Section 7.1.

Tranche 2 Placement Shares has the meaning in Resolution 4.

Westpark means Westpark Operations Pty Ltd ACN 084 391 864.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 1 – Terms and Conditions of Placement Options

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 31 December 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”).
 - (i) Within 15 Business Days after the later of the following:
 - (ii) the Exercise Date; and
 - (iii) 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.
- (f) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) The Company intends to endeavour to have the Options listed on ASX however, it is not guaranteed that this will ultimately be the case.
- (l) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.]

CONSOLIDATED ZINC LIMITED

ACN 118 554 359

PROXY FORM

The Company Secretary
Consolidated Zinc Limited

By delivery:

Level 1
35 Havelock Street
WEST PERTH WA 6005

By post:

PO Box 6872
WEST PERTH WA 6872

By facsimile:

+61 8 9320 7501

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled to _____

votes in the Company, hereby appoint:

The Chairman of the Meeting (mark box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf at the Meeting to be held at Level 1, 35 Havelock Street, West Perth, Western Australia on Monday, 27 June 2016 at 9.00am (WST) and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit, except for as set out below).

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Ratification of March Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Authority to grant Placement Options to Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Authority to issue Tranche 2 Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Authority for Mr Stephen Copulos to participate in Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Authority to grant Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of convertibility of March Copulos Group Convertible Loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Shares in relation to March Copulos Group Convertible Loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of convertibility of March Retzos Group Convertible Loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of Shares in relation to March Retzos Group Convertible Loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Ratification of issue of Shares to DJ Carmichael in lieu of December	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(continued on next page)

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

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

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
<div></div>	<div></div>	<div></div>
Contact Name	Contact Daytime Telephone	Date

¹Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders should sign.
Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the General Meeting (WST).

Hand deliveries: Level 1
35 Havelock Street
WEST PERTH WA 6005

Postal address: PO Box 6872
WEST PERTH WA 6872

Facsimile: (08) 9320 7501 if faxed from within Australia or + 61 8 9320 7501 if faxed from outside Australia.