

# **ZINC OF IRELAND NL**

## **ACN 124 140 889**

---

### **PROSPECTUS**

---

For an offer of up to 100 Quoted Options at an issue price of 1 cent per Quoted Option to raise up to \$1.

**This Prospectus has been prepared for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the future sale of Quoted Options issued prior to the date of this Prospectus and Shares issued upon the exercise of Quoted Options.**

#### **IMPORTANT NOTICE**

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Quoted Options offered by this Prospectus should be considered as highly speculative.

---

---

## CONTENTS

---

CORPORATE DIRECTORY .....	1
IMPORTANT NOTES .....	2
1. DETAILS OF THE OFFER.....	3
2. PURPOSE AND EFFECT OF THE OFFER.....	6
3. RIGHTS AND LIABILITIES ATTACHING TO SHARES .....	10
4. RISK FACTORS .....	15
5. ADDITIONAL INFORMATION .....	20
6. DIRECTORS' AUTHORISATION .....	27
7. GLOSSARY .....	28

---

---

## CORPORATE DIRECTORY

---

### Directors

Patrick Corr  
*Non-executive Chairman*

Benjamin Sharp  
*Technical Director*

Steve Bamford  
*Non-executive Director*

### Company Secretary

Keith Bowker

### Registered Office

Suite 1, 56 Kings Park Road  
West Perth WA 6005

Telephone: + 61 8 9481 0544  
Facsimile: +61 8 9481 0655

### Solicitors to the Company

Jeremy Shervington  
52 Ord Street  
WEST PERTH WA 6005  
Telephone: +61 8 9481 8760

### ASX Code

ZMI

### Auditor\*

Bentleys (WA) Pty Ltd  
London House, Level 3  
216 St Georges Terrace  
Perth WA 6000

### Share Registry\*

Automic Registry Services  
Level 1  
7 Ventnor Ave  
West Perth WA 6005

Telephone: +61 8 9324 2099  
Facsimile: +61 8 9321 2337

\* This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus

---

## IMPORTANT NOTES

---

This Prospectus is dated 9 September 2016. A copy of the Prospectus was lodged with ASIC on that date. ASIC takes no responsibility for the contents of this Prospectus.

The expiry date of the Prospectus is 13 months after the date of the Prospectus (**Expiry Date**). No Quoted Options will be issued on the basis of this Prospectus after the Expiry Date.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

Applications for Quoted Options offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons in jurisdictions outside Australia into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not, and is not intended to, constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

## RISK FACTORS

Potential investors should be aware that subscribing for Quoted Options involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares and Quoted Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Quoted Options pursuant to this Prospectus.

---

## **1. DETAILS OF THE OFFER**

### **1.1 Background**

As announced on 7 September 2016, the Company completed placements of Shares at issue prices of \$0.008 and \$0.024 thereby raising approximately \$2.3 million (before costs) ("**Placements**"). All of the Shares under the Placements were issued to investors qualifying under Section 708 of the Corporations Act.

Shares under the Placements were issued together with 1 free attaching Quoted Option for every 2 Shares subscribed for. A total of 97,895,833 Quoted Options were issued as part of, or in connection with, the Placements.

In addition, Shares under the Placements were issued together with 1 free attaching Unquoted Option for every 2 Shares subscribed for. A total of 55,187,500 Quoted Options were issued as part of, or in connection with, the Placements to date. An additional 30 million Unquoted Options will be issued following shareholder approval being obtained at a shareholder meeting anticipated to be held in October 2016.

The primary purpose of the Offer is to remove any trading restrictions that may have attached to the Quoted Options issued by the Company prior to the date of this Prospectus, and allow for secondary trading of the Shares that may be issued in future if the Quoted Options are exercised.

### **1.2 Offer**

The Offer is for up to 100 Quoted Options at an issue price of 1 cent per Quoted Option to raise up to \$1.

All of the Quoted Options offered will rank equally with the Quoted Options on issue at the date of this Prospectus. The terms of the Quoted Options are set out in Section 3.1 of this Prospectus.

The Company is required to issue this Prospectus to allow for secondary trading on the ASX of the Quoted Options on issue at the date of this Prospectus and resultant Shares that may be issued in the future if any of these Quoted Options are exercised.

### 1.3 Timetable

Lodgement of a copy of this Prospectus with ASIC and ASX	9 September 2016
Closing Date*	5.00pm (Perth time) 9 September 2016
Despatch of confirmation of issue of Quoted Options*	12 September 2016
Quotation of Quoted Options on ASX*	13 September 2016

*\* The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without notice.*

### 1.4 Minimum subscription

There is no minimum subscription for the Offer.

### 1.5 Oversubscriptions

No oversubscriptions for the Offer will be accepted by the Company.

### 1.6 Not underwritten

The Offer is not underwritten.

### 1.7 Applications

The Offer will only be extended to specified parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

Applications for Quoted Options must be made using an Application Form.

Applications for Quoted Options must be for a minimum of 100 Quoted Options and include payment by cheque made payable to "**Zinc of Ireland NL**" and crossed "Not Negotiable" in respect of all Quoted Shares applied for.

Complete Application Forms together with payment in full must be mailed or delivered to the address set out on the Application Form to be received by no later than the Closing Date.

## **1.8 ASX listing**

Application for Official Quotation of the Quoted Options will be made within 7 days after the date of this Prospectus. If ASX does not admit the Quoted Options to Official Quotation within 3 months after the date of the Prospectus, (or such period as varied by ASIC), the Company will not issue any Quoted Options and will repay all application monies for the Quoted Options within the time prescribed under the Corporations Act, without interest being paid to the applicants.

The fact that ASX may admit the Quoted Options to Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Quoted Options now offered for subscription.

## **1.9 Issue of Quoted Options**

The Quoted Options under the Offer will be issued as soon as practicable after the Closing Date.

Where the number of Quoted Options issued is less than the number applied for, or where no allotment is made surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Pending the allotment and issue of the Quoted Options or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Quoted Options issued to the issuer sponsored subregister and confirmation of issue for CHESS holders will be mailed to Applicants being issued Quoted Options as soon as practicable after their issue.

## **1.10 Applicants outside Australia**

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law.

This Prospectus does not, and is not intended to, constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

Persons in jurisdictions outside Australia into whose possession this Prospectus comes should consult their professional advisers as to whether any government or other consents are required, or whether any other formalities need to be observed should they wish to make an application for Quoted Options on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

---

## **2. PURPOSE AND EFFECT OF THE OFFER**

### **2.1 Purpose of the Offer**

The primary purpose of the Offer is to remove any trading restrictions that may have attached to Quoted Options issued by the Company prior to the date of this Prospectus, and allow for secondary trading of the Shares that may be issued in future if the Quoted Options are exercised.

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
  - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) a prospectus is lodged with ASIC before the day of which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

All of the funds raised from the Offer will be applied towards the expenses of the Offer.

### **2.2 Estimated expenses of the Offer**

The total expenses of the Offer are estimated to be approximately \$5,000 primarily comprising ASIC fees and legal costs.

Costs incurred in excess of the funds raised from the Offer will be paid out of existing cash reserves.

### **2.3 Effect on capital structure**

The effect of the Offer on the capital structure of the Company, assuming all Quoted Options are issued and no Options are exercised prior to the Closing Date is set out below.

#### **Shares**

	<b>Number</b>
Shares on issue as at the date of the Prospectus	914,132,532
<b>Total Shares on issue after completion of the Offer</b>	914,132,532



## Partly Paid Shares

	Number
Partly Paid Shares on issue as at the date of this Prospectus <sup>1</sup>	1,159,035
<b>Total Partly Paid Shares on completion of the Offers</b>	<b>1,159,035</b>

### Note:

1. The Partly Paid Shares are paid to \$0.75 of \$9.00.

## Quoted Options

	Number
Quoted Options on issue as at the date of the Prospectus	325,833,333
Quoted Options offered pursuant to the Offer	100
<b>Total Quoted Options on issue after completion of the Offer</b>	<b>325,833,433</b>

## Unlisted Options

	Number
Unlisted Options on issue as at the date of the Prospectus <sup>1</sup>	453,324,949
<b>Total Unlisted Options on issue after completion of the Offer</b>	<b>453,324,949</b>

1. Comprising:
  - (a) 48,399,949 unquoted Options exercisable at \$0.30 each on or before 31 December 2016;
  - (b) 121,800,000 unquoted Options exercisable at \$0.02 each on or before 30 April 2020; and
  - (c) 283,125,000 unquoted Options exercisable at \$0.04 each on or before 21 July 2021.

## 2.4 Financial effect of the Offer

The expenses of the Offer (approximately \$5,000) will be met from the Company's existing cash reserves. As such, the Offer will have a negative effect on the Company's cash reserves of approximately \$5,000.

## 2.5 Statement of Financial Position

The unaudited statement of financial position as at 30 June 2016 and the unaudited pro-forma statement of financial position as at 30 June 2016 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. The pro-forma balance sheet has been prepared assuming all Quoted Options offered are issued.

The pro-forma statement of financial position has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does

not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Note	Unaudited Actual 30 Jun 2016 \$	Unaudited Pro Forma 30 Jun 2016 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	1	72,303	3,495,038
Trade and other receivables		17,412	17,412
<b>TOTAL CURRENT ASSETS</b>		89,715	3,512,450
<b>NON-CURRENT ASSETS</b>			
Acquisition of ZMI		-	2,927,794
Trade and other receivables		25,568	25,568
<b>TOTAL NON-CURRENT ASSETS</b>		25,568	2,953,362
<b>TOTAL ASSETS</b>		115,283	6,465,812
<b>CURRENT LIABILITIES</b>			
Trade and other payables		243,760	92,997
Loans & Borrowings	2	60,000	-
<b>TOTAL CURRENT LIABILITIES</b>		303,760	92,997
<b>TOTAL LIABILITIES</b>		303,760	92,997
<b>NET (LIABILITIES)/ASSETS</b>		(188,477)	6,372,815
<b>EQUITY</b>			
Issued capital	3	19,928,257	26,411,245
Reserves		2,146,253	2,224,047
Accumulated losses		(22,262,987)	(22,262,477)
<b>TOTAL (DEFICIENCY)/EQUITY</b>		(188,477)	6,372,815

**Notes:**

	Unaudited Actual 30 Jun 2016 \$	Unaudited Pro Forma 30 Jun 2016 \$
<b>1. Cash and cash equivalents</b>		
Cash at bank – 30 June 2016	72,303	72,303
Placements	-	3,698,000
Payment of creditors	-	(150,253)
Share issue costs	-	(125,012)
	72,303	3,495,038
<b>2. Loans &amp; Borrowings</b>		
Balance – 30 June 2016	60,000	60,000
Interest accrued	-	2,268
Conversion of Converting Loans	-	(62,268)
	60,000	-

### 3. Issued capital

Balance – 30 June 2016	19,928,257	19,928,257
Placements	-	3,698,000
Issue of Consideration Securities	-	2,750,000
Issue of Adviser Offer Securities	-	100,000
Conversion of Converting Loans	-	60,000
Share issue costs	-	(125,012)
	19,928,257	26,411,245

## 2.6 Details of substantial holders

Based on publically available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	Options <sup>1</sup>	% of Shares held	% of Shares held (fully diluted)
<b>Benjamin Alfred Sharp</b>	46,667,700	46,667,700 <sup>1</sup>	5.1	5.5

1. Comprised of 23,333,850 Quoted Options and 23,333,850 Unquoted Options.

## 2.7 Escrow arrangements

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

No Quoted Options to be issued will be subject to escrow restrictions, either voluntary or ASX imposed.

---

### 3. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

The following sets out the terms of the Quoted Options offered by this Prospectus and a summary of the more significant rights and liabilities attaching to Shares to be issued on exercise of the Quoted Options.

This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

#### 3.1 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 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) **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.

### **3.2 Rights and liabilities attaching to Shares**

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **General meetings**

Each shareholder is entitled to receive notice of, attend and vote at meetings of the shareholders of the Company subject to any restrictions imposed by the Corporations Act and the ASX Listing Rules.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

(c) **Dividend rights**

The Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend. Subject to the rights of any preference Shareholders and to the rights of the holders of any shares credited or raised under any special arrangement as to dividend, the dividend as declared shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares in accordance with Part 2H.5 of Chapter 2H of the Corporations Act. The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry

interest as against the Company.

The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

The Directors may from time to time grant to Shareholders or any class of shareholders the right to elect to reinvest cash dividends paid by the Company by subscribing for Shares in the Company on such terms and conditions as the Directors think fit. The Directors may, at their discretion, resolve in respect of any dividend which it is proposed to pay or to declare on any Shares of the Company, that holders of such Shares may elect to forgo their right to the whole or part of the proposed dividend and to receive instead an issue of Shares credited as fully paid to the extent and on the terms and conditions of the Constitution.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of Shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Variation of rights**

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.



---

## **4. RISK FACTORS**

### **4.1 Introduction**

The Quoted Options are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Quoted Options pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares and Quoted Options. While most risk factors are largely beyond the control of the Company and its Directors, the Company will seek to mitigate the risks where possible and where the Directors consider it prudent to do so.

The following summary, which is not exhaustive, represents some of the principal risk factors which affect the Company.

### **4.2 Risks relating to the Company's current operations**

#### **(a) Tenure and access for tenements in Ireland**

Mining and exploration tenements in the Republic of Ireland are subject to periodic renewal. Where a licensee has met the terms of the grant, renewal will not be denied. However, if expenditure conditions are not met there is no guarantee that current or future tenements or future applications for mining tenements will be approved.

Generally speaking, exploration works may only be conducted on an exploration tenement once agreement has been reached with the relevant landowners. Access to land for exploration purposes can be affected by land ownership, nature reserves and national parks, government regulation and environmental restrictions. Access is critical for exploration and development to succeed and for satisfactory commercial arrangements to be negotiated with the relevant landowners and occupiers

#### **(b) Exploration success**

The Company's projects are at various stages of exploration, and Shareholders should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of the tenements, or any other licenses that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The Company's future exploration activities may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title

process, changing government regulations and many other factors beyond the control of the Company.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

In respect of the Company's drilling program at its Kildare project which is ongoing, no samples have been submitted for assay at the date of this Prospectus, nor have any assay results been received. As such, there can be no guarantee that this drilling program will yield positive results. Even if drilling results are positive, there is no guarantee that an economic ore deposit will be discovered or will be able to be economically exploited at any time in the future.

(c) **Sovereign Risk**

The Company's major projects are located in the Republic of Ireland. Possible sovereign risks associated with operating in Ireland include, without limitation, changes in the terms of mining legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its shares.

No assurance can be given regarding future stability in Ireland or any other country in which the Company may, in the future, have an interest.

#### **4.3 General risks relating to the Company**

(a) **Trading Price of Securities**

The Company's operating results, economic and financial prospects and other factors will affect the trading prices of the Company's securities. In addition, the price of the Company's securities is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar and United States dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Company's securities.

In particular, security prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(b) **Failure to raise capital**

The cash position of the Company is considered sufficient to meet the objectives of the Company in the near future. However, additional funding may be required by the Company to develop its projects, to effectively implement the Company business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of explorations, development or production on the Company's projects or even loss of an interest. There can be no assurance that additional finance will be available when needed, or if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(c) **Exploration and Development Risks**

The business of exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on many factors such as:

- (i) the discovery and/or acquisition of economically recoverable reserves;
- (ii) access to adequate capital for project development;
- (iii) design and construction of efficient development and production infrastructure within capital expenditure budgets;
- (iv) securing and maintaining title to interests;
- (v) obtaining consents and approvals necessary for the conduct of exploration, development and production;
- (vi) obtaining consents and approvals necessary for the procurement of sufficient power capacity; and
- (vii) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Whether or not income will result from projects undergoing exploration and development programs depends on successful exploration and establishment of production facilities.

There can be no assurance that any exploration on current or future interests will result in the discovery of economic deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically developed.

(d) **Changes to key personnel**

The Company's business model depends on a management team with the talent and experience to develop exploration projects and the Company's core business operations. There is a risk that operating and financial performance would be adversely affected by the loss of these key personnel.

(e) **No market sector diversification**

As the Company is entirely exposed to the mining sector, its business performance may be affected should this sector perform poorly.

(f) **Commodity price volatility and exchange rate risks**

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(g) **Environmental**

Although the Company intends to conduct its activities in an environmentally responsible manner, if it is responsible for environmental damage it may incur substantial costs for environmental rehabilitation, damage control and losses by third parties resulting from its operations. Environmental and safety legislation may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. This may lead to increased costs or other difficulties with compliance for the Company.

(h) **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(i) **Management of growth**

There is a risk that management of the Company will not be able to implement the Company's growth strategy. The capacity of the

management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

(j) **Potential acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or projects. Any such future transactions would be accompanied by the risks commonly encountered in making such acquisitions.

(k) **Economic**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(l) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(m) **Government policy changes**

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Western Australia and/or the Republic of Ireland may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

#### **4.4 Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Company's Securities.

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

---

## **5. ADDITIONAL INFORMATION**

### **5.1 Litigation**

As at the date of this Prospectus, the Company is not involved in any governmental legal or arbitration proceedings and the Directors are not aware of any governmental legal or arbitration proceedings pending or threatened against the Company.

### **5.2 Continuous disclosure obligations**

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the annual financial report most recently lodged with ASIC by the Company;
- (ii) any half-year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in (i) and before the lodgement of a copy of this Prospectus with ASIC; and
- (iii) any continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in Section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of a copy of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of a copy of this Prospectus with ASIC are set out in the table below.

<b>Date</b>	<b>Description of Announcement</b>
07/09/2016	Section 708A Cleansing Notice & Appendix 3B
07/09/2016	Completion of Capital Raising
07/09/2016	Sulphide Mineralisation Intersected at Kildare Drilling
02/09/2016	Results of General Meeting
30/08/2016	Capital Raising
26/08/2016	Trading Halt
16/08/2016	Drilling Commenced at Kildare Project
10/08/2016	Drilling to Commence at Kildare Project
03/08/2016	Change in substantial holding
03/08/2016	Change in substantial holding
03/08/2016	Notice of General Meeting/Proxy Form
28/07/2016	Change of Company Name and Code
28/07/2016	Quarterly Activities Report and Appendix 5B
26/07/2016	Top 20 & Distribution Schedule for New Classes of Options
25/07/2016	Final Director's Interest Notice
25/07/2016	Initial Director's Interest Notice
25/07/2016	Initial Director's Interest Notice

25/07/2016	Appendix 3B
22/07/2016	Completion of Acquisition of Irish Zinc Projects
21/07/2016	Appendix 3B
19/07/2016	Prospectus
05/07/2016	Update - Consolidation/Split - GXN
05/07/2016	Results of General Meeting
09/06/2016	Consolidation/Split - GXN
03/06/2016	Notice of General Meeting/Proxy Form
25/05/2016	Converting Loan Agreement
20/05/2016	Update on Acquisition of Zinc Mines of Ireland Limited
28/04/2016	Quarterly Activities Report and Appendix 5B
17/03/2016	Acquisition of Irish Zinc Projects
15/03/2016	Half Year Financial Statements
15/03/2016	Trading Halt
29/01/2016	Quarterly Activities Report and Appendix 5B
23/12/2015	Appendix 3B
23/12/2015	Cleansing Prospectus
22/12/2015	Appendix 3B
30/11/2015	Results of Annual General Meeting
10/11/2015	Final Director's Interest Notice
04/11/2015	Initial Director's Interest Notice
02/11/2015	Expiry of Listed Options

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.



### 5.3 Market price of Shares and Quoted Options

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of the sale were:

	\$	Date
Highest	\$0.028	11 August 2016
Lowest	\$0.006	12 July 2016
Last	\$0.018	8 September 2016

The highest, lowest and last market sale prices of the Quoted Options on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of the sale were:

	\$	Date
Highest	\$0.012	24, 30, 31 August 2016
Lowest	\$0.008	10 August 2016, 8 September 2016
Last	\$0.008	8 September 2016

### 5.4 Interests and fees and benefits of Directors

Other than as set out in this Prospectus, no Director holds, or has held within the 2 years preceding lodgement of a copy of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:

- (a) as an inducement to become, or to qualify as, a Director; or
- (b) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (ii) the Offer.

## Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Directors	Shares	Partly Paid Shares	Options
Patrick Corr <sup>1</sup>	31,375,000	NIL	31,375,000 <sup>2</sup>
Benjamin Sharp	46,667,700	NIL	46,667,700 <sup>3</sup>
Steven Bamford	NIL	NIL	NIL

1. All Securities were issued as consideration for the acquisition of Zinc Mines of Ireland Limited (ACN 601 744 361), of which Patrick Corr and Benjamin Sharp were vendors, which was approved by Shareholders on 5 July 2016.
2. Comprised of 15,687,500 Quoted Options and 15,687,500 Unquoted Options.
3. Comprised of 23,333,850 Quoted Options and 23,333,850 Unquoted Options.

## Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is determined by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The table below shows the total annual remuneration paid to both executive and non-executive directors and proposed directors in each of the past two financial years and the proposed remuneration for the current financial year.

Director	Remuneration for the year ended 30 June 2015	Remuneration for the year ended 30 June 2016	Proposed remuneration for year ended 30 June 2017
Patrick Corr	NIL	NIL	\$40,000
Benjamin Sharp	NIL	NIL	\$40,000
Steven Bamford	\$3,000	\$36,000	\$30,000

## **5.5 Fees and benefits of experts and advisers**

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, holds, or has held within the 2 years preceding lodgement of a copy of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with

- (a) the formation or promotion of the Company; or
- (b) the Offer.

Jeremy Shervington has acted as the Australian solicitors to the Company in relation to the Offer. The Company estimates it will pay Jeremy Shervington \$5,000 (excluding GST and disbursements) for these services. During the 2 years preceding lodgement of a copy of this Prospectus with ASIC, Jeremy Shervington has received, or is owed, fees of approximately \$4,000 (excluding GST and disbursements) from the Company for legal services. Patrick Corr is an employee of Jeremy Shervington and will participate in the fees received thereby.

## **5.6 Consents**

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of

that party as specified in this Section.

Jeremy Shervington has given its written consent to being named as the Australian solicitors to the Company in this Prospectus. Jeremy Shervington has not withdrawn its consent prior to the lodgement of a copy of this Prospectus with ASIC.

## **5.7 Electronic Prospectus**

Pursuant to Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

## **5.8 Clearing House Electronic Subregister System (CHES) and Issuer Sponsored holdings**

The Company will not be issuing share certificates. The Company is a participant in CHES. Investors who do not wish to hold their securities through CHES will be issuer sponsored by the Company. Because the subregisters are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors whose holding changes in the course of a calendar month will be issued with a statement that sets out the changes in their Shareholding, including any Quoted Options issued to them under this Prospectus. On issue a notice will be despatched by post advising holders of their Holder Identification Number or Securityholder Reference Number and the number of Quoted Options issued.

A monthly statement for sponsored holders is despatched to holders if there has been any changes to the number of Shares held during the preceding month. That statement is despatched in the week following the relevant month end.

## **5.9 Privacy Act**

If you complete an application for Quoted Options, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Quoted Options, the Company may not be able to accept or process your application.

---

## **6. DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of a copy of this Prospectus with ASIC.

---

**Patrick Corr**  
**Non-executive Chairman**  
**For and on behalf of**  
**ZINC OF IRELAND NL**

---

## 7. GLOSSARY

**\$** means the lawful currency of the Commonwealth of Australia.

**Applicant** means an investor who applies for Quoted Options.

**Application Form** means an application form either attached to or accompanying this Prospectus.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

**ASX Listing Rules** means the listing rules of the ASX.

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHESS.

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

**Closing Date** means the date specified in the timetable set out at section 1.3 of this Prospectus (unless extended).

**Company** means Zinc of Ireland NL (ACN 124 140 889).

**Constitution** means the constitution of the Company as at the date of this Prospectus.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the directors of the Company as at the date of this Prospectus.

**Offer** means the offer to which this Prospectus relates as set out in section 1.1 of this Prospectus.

**Official Quotation** means official quotation on ASX.

**Prospectus** means this prospectus.

**Quoted Option** means an Option exercisable at \$0.02 and expiring 21 July 2017 trading under the ASX code ZMIO.

**Security** means an Option, a Share, a Partly Paid Share or all of them (as applicable).

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

**Shareholder** means a holder of a Share.

**Unquoted Option** means an Option exercisable at \$0.04 and expiring 21 July 2021.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Zinc of Ireland NL

ABN

23 124 140 889

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Quoted Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Up to 100  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Quoted options exercisable for \$0.02 on or before 21 July 2017. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>\$0.01 each</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue pursuant to the Prospectus lodged on 9 September 2016</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>6 May 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Up to 100</p>

---

+ See chapter 19 for defined terms.



6d	Number of +securities issued with security holder approval under rule 7.1A	-
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	-
6f	Number of securities issued under an exception in rule 7.2	-
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	-
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements.	-
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<div>7.1 607,365</div> <div>7.1A n/a</div> <div>(Refer to Annexure 1)</div>
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	Anticipated on 9 September 2016

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in section 2 if applicable)	Number	<sup>+</sup> Class
		914,132,532	Fully paid ordinary Shares
		1,159,035	Partly paid ordinary Shares
		Up to 325,833,433	Options exercisable at \$0.02 each and expiring 21 July 2017

  

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in section 2 if applicable)	Number	<sup>+</sup> Class
		48,399,949	Unlisted options exercisable at \$0.30 each and expiring on 31 December 2016
		121,800,000	Unlisted options exercisable at \$0.02 each and expiring on 30 April 2020
		283,125,000	Unlisted options exercisable at \$0.04 each and expiring 21 July 2021

  

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
----	--	-----

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	

+ See chapter 19 for defined terms.

13	Ratio in which the <sup>+</sup> securities will be offered	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	
15	<sup>+</sup> Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	

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

## Appendix 3B

### New issue announcement

---

- |    |   |  |
|----|---|--|
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?                                    |  |
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?   |  |
| 33 | <sup>+</sup> Despatch date  |  |

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a) ☒ Securities described in Part 1
- (b) ☐ All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

---

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

## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

## Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

--

42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

Number	<sup>+</sup> Class

---

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

### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 9 September 2016

Print name: Keith Bowker

== == == == ==

---

+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	139,689,134 (adjusted to post consolidation)
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	<b>95,798,750</b> shares following conversion of convertible notes (adjusted to post consolidation) <b>33,523,182</b> shares issued pursuant to a Placement to Sophisticated Investors (adjusted to post consolidation) <b>275,000,000</b> shares issued for the consideration of Zinc Mines of Ireland Limited <b>62,500,000</b> shares issued pursuant to a Placement <b>10,000,000</b> shares issued to advisers <b>108,375,000</b> shares issued pursuant to a Placement <b>9,454,688</b> shares issued following conversion of converting loans <b>103,875,000</b> shares issued pursuant to a Placement
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	838,215,754

+ See chapter 19 for defined terms.



<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	125,732,363
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>75,916,665 Shares 45,958,333 Quoted Options 3,250,000 Unquoted Options</p>
<b>“C”</b>	125,124,998
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	125,732,363
<p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	125,124,998
<b>Total [“A” x 0.15] – “C”</b>	<p>607,365</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

## Part 2

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

---

+ See chapter 19 for defined terms.

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

---

+ See chapter 19 for defined terms.