



Zamia Metals Limited

(Formerly Zamia Gold Mines Limited)

ACN 120 348 683

Notice of Annual General Meeting and Explanatory Notes

Date: 8 October 2010

Time: 11:00am

**Place: Zamia Metals Limited
Level 8, 275 George Street
Sydney NSW 2000**



Chairman's Letter to Shareholders

3 September 2010

Dear Shareholder(s)

I have great pleasure in enclosing your Notice for the fourth Annual General Meeting of Zamia Metals Limited (formerly Zamia Gold Mines Limited) The meeting will be held on Friday, 8 October 2010 commencing at 11:00 am (Australian Eastern Summer Time) at Level 8, 275 George Street, Sydney, New South Wales.

The items of ordinary business will be familiar to you, being the motions to receive and consider the Financial Report, the re-election of Directors and to approve the Company's Remuneration Report within the Directors' Report. The Directors' Report begins on page 19 of the Annual Report for 2010.

You are encouraged to attend the meeting in person. However, if you are unable to do so, then kindly complete the enclosed proxy form and return it to our share registry by mail or fax.

If I or any of my fellow Directors is appointed as a proxy we will, of course, vote in accordance with any instructions given to us. If, as the Meeting's Chairman, I am given discretion as to how to vote, I will vote in favour of each of the items of business to be considered.

I sincerely hope that you will be able to join us at the meeting and take advantage of the opportunity to meet and speak with Directors and senior executives.

Yours sincerely

A handwritten signature in black ink, appearing to read "K. Maiden", written in a cursive style.

Ken Maiden
Chairman

Notice of Annual General Meeting

Notice is given that a General Meeting of shareholders of Zamia Metals Limited (“ZGM” or “the Company”) will be held at the Boardroom of the Company, Level 8, 275 George Street, Sydney NSW 2000 at 11:00 am on 8 October 2010.

The accompanying Explanatory Notes and Proxy Form provide additional information relating to matters to be considered at the meeting, and form part of this notice of general meeting.

Agenda

A. Financial Statements and Reports

To receive and consider the Company’s Financial Statements for the year ended 30 June 2010 together with the related Directors’ and Auditor’s reports.

B. Ordinary Resolutions

To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:

1. Re-election of Andrew Skinner as a Director

That Andrew Skinner be re-elected as a Director of the Company. Mr Skinner, who retires in accordance with the Company’s Constitution and the ASX Listing Rules and being eligible, offers himself for re-election as a Director of the Company.

2. Re-election of Alan John Humphris as a Director

That Alan John Humphris be re-elected as a Director of the Company. Mr Humphris, having been appointed in accordance with the Company’s Constitution as a Director of the Company on 11 January 2010 to fill a casual vacancy, and being eligible, offers himself for re-election as a Director of the Company.

3. Adopt the Remuneration Report

That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report as contained in the Directors’ Report for the year ended 30 June 2010 be adopted.

Dated: 3 September 2010

By order of the Board



John Stone – Company Secretary

Voting and Proxies

Voting

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), that the holders of shares recorded in the Company's register at 5.00 pm AEST, 6 October 2010, will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time.

Proxies

A shareholder who is entitled to attend and vote at the meeting may appoint up to two proxies to attend and vote on behalf of that shareholder.

If a shareholder appoints two proxies, the appointment of the proxies must specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes.

Where a shareholder appoints more than one proxy, only the first named proxy is entitled to vote on a show of hands.

A proxy need not be a shareholder of the Company.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11.00 am AEST, 6 October 2010.

Proxies may be only lodged with the Company's share registry:

- (a) by mail or delivery to:
Registries Limited
Level 7, 207 Kent Street
SYDNEY NSW 2000
- (b) by facsimile: +61 2 9290 9655
- (c) Or online at www.registries.com.au/vote/zamiaagm2010

Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by 2 directors, a director and the company secretary, a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

Explanatory Notes

RESOLUTION ONE - RE-ELECTION OF ANDREW SKINNER AS A DIRECTOR

Clause 75.1 (b) of the Constitution of the Company, requires that one third of the Directors retire by rotation at the annual general meeting of the Company.

ASX Listing Rule 14.4 states that a director of the Company must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Andrew Skinner retires in accordance with the Constitution and the ASX Listing Rules and, being eligible for re-election, offers himself for re-election at the Meeting.

Andrew has built a career specialising in superannuation and taxation. His pre-eminence in the industry is widely recognised and he is frequently cited in industry and professional publications and is a regular presenter on various shows including the Television Education Network. Since July 2000 he has operated his own accounting and consultancy practice, specialising in taxation, superannuation planning and compliance.

Mr Skinner is a BEc, MEc, CA, FTIA, he is a founding Director of the Company and Chairs the Audit Committee

RESOLUTION TWO - RE-ELECTION OF ALAN JOHN HUMPHRIS AS A DIRECTOR

Pursuant to clause 74.2 of the Constitution, the Directors may at any time appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also states that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Humphris was appointed as a Director on 11 January 2010 and retires in accordance with the Constitution and the ASX Listing Rules and, being eligible for re-election, offers himself for re-election at the Meeting.

Alan Humphris is a BSc, BEc, LLB, FCPA ,and an investment banker with more than 30 years experience in Australian and international markets. He is Managing Director of Balmoral Capital Pty Limited, an investment banking firm specialising in providing corporate advisory services, which he founded in 1997. This followed a career in merchant banking with JP Morgan and Hambros Australia.

RESOLUTION THREE – ADOPT THE REMUNERATION REPORT

The Corporations Act 2001 requires the Company to put a resolution to the Annual General Meeting that the Company's remuneration report be adopted. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the remuneration report.

The remuneration report, which details the Company's policy on the remuneration of Directors and senior executives, is set out on pages 23 to 25 of the Company's Annual Report 2010. It is also available at the Company's website at: www.zamiagold.com.au.

The Directors recommend that you vote in favour of the adoption of the Remuneration Report.

Glossary

In the Notice of Meeting and Explanatory Notes, unless the context otherwise requires:

Board means the Directors of the Company acting as a board, or the Board's delegate;

Company or ZGM means Zamia Metals Limited ACN 120 348 683;

Explanatory Notes means the explanatory notes attached to this notice of meeting; and

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



FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760 (outside Australia) +61
2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia

«NameAddress1»
«NameAddress2»
«NameAddress3»
«NameAddress4»
«NameAddress5»
«NameAddress6»

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11am
Wednesday 6th October 2010

TO VOTE ONLINE

Reference Number:



STEP 1 : VISIT www.registries.com.au/vote/zamiaagm2010

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: «VAC»

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

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

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **11am on Wednesday, 6th October 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Registries Limited, GPO Box 3993,
Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Registries Limited,
Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

www.registries.com.au/vote/zamiaagm2010
or turnover to complete the Form →

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Zamia Metals Limited

«NameAddress1»
 «NameAddress2»
 «NameAddress3»
 «NameAddress4»
 «NameAddress5»
 «NameAddress6»

STEP 1 - Appointment of Proxy

I/We being a member/s of **Zamia Metals Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')
 OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) 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 at the **Annual General Meeting of Company Limited to be held at the Level 8, 275 George Street, Sydney, NSW 2000 on Friday, 8th of October 2010 at 11am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Re-election of Andrew Skinner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Alan John Humphris as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, 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.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2010