

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:	Friday 21 November 2014
Time of Meeting:	3.00 pm WST
Place of Meeting:	The Celtic Club 48 Ord Street, WEST PERTH WA 6005

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Zenith Minerals Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, at 3.00 pm WST on Friday 21 November 2014.

AGENDA ORDINARY BUSINESS

AGENDA ITEM 1 - FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's Reports for the year ending 30 June 2014.

Note: There is no requirement for Shareholders to approve these reports

RESOLUTIONS

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Company adopts the annual Remuneration Report as set out in the Directors' Report for the financial year ending 30 June 2014."

Please note that in accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel whose remuneration is included in the Remuneration Report and any of their closely related parties. However, the Company will not disregard a vote cast on this Resolution by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as

indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

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

"That, Mr Rodney Michael Joyce, who retires as a Director of Zenith Minerals Limited, pursuant to clause 14.4 of the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

SPECIAL BUSINESS

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – EARAHEEDY MANGANESE TENEMENTS

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 of 833,334 Shares at a deemed issue price of \$0.12 per Share to Rio Tinto Exploration Pty Ltd, for the purpose and on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any person associated with that person. However, the Company will not disregard a vote cast on this Resolution by such person if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a 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 – RATIFICATION OF PRIOR ISSUE OF SHARES – DEVELIN CREEK TENEMENTS

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 of 500,000 Shares at a deemed issue price of \$0.10 per Share to Fitzroy Copper Pty Ltd, for the purpose and on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any person associated with that person. However, the Company will not disregard a vote cast on this Resolution by such person if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a 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 – RATIFICATION OF PRIOR ISSUE OF SHARES - 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 of 10,000,000 Shares at an issue price of \$0.08 per Share to the parties pursuant to the Placement, for the purpose and on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any person associated with that person. However, the Company will not disregard a vote cast on this Resolution by such person if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a 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 – APPROVAL TO ISSUE SECURITIES TO MR RODNEY MICHAEL JOYCE

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 the issue of up to 2,500,000 Shares at an issue price of \$0.08 per Share pursuant to the Placement to Mr Rodney Michael Joyce (or his nominee(s)), for the purpose and on the terms set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on this Resolution by Mr Rodney Michael Joyce and any person associated with Mr Rodney Michael Joyce. However, the Company will not disregard a vote cast on this Resolution by such person if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a 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 ADDITIONAL 10% PLACEMENT FACILITY

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

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

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under the Additional 10% Placement Facility and any 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 person associated with those persons. However, the Company will not disregard a vote cast on this Resolution by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person is the Chairman of the Meeting acting 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.

Important note: The persons to whom any Equity Securities under the Additional 10% Placement Facility may be issued to are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

Explanatory Statement

The Explanatory Statement accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual 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.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

Entitlement to attend and vote

For the purposes of voting at this Annual General Meeting, a Shareholder's voting entitlement will be taken to be the entitlement of the Shareholder shown on the register of Shareholders at 3.00 pm AWST on Wednesday 19 November 2014.

BY ORDER OF THE BOARD

Melinda Nelmes

Company Secretary

14 October 2014

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their 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.

Explanatory Statement

This Explanatory Statement accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting.

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

Agenda Item 1 - Financial Statements and Reports

The Annual Financial Report as at 30 June 2014 (including the financial statements, Directors' Reports and Auditor's Report) is tabled for the information of Shareholders. A copy of the Annual Financial Report can be accessed on-line at <http://www.zenithminerals.com.au/>. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Report. However, time will be allowed during the Annual General Meeting for consideration by Shareholders of the Annual Financial Report (including the associated Directors' Report and Auditor's Reports).

The Company's auditor, PKF Mack & Co, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

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

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5.00pm (WST) on Friday, 14 November 2014 to info@zenithminerals.com.au.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

The Company's Remuneration Report for the year ended 30 June 2014 is set out in the 2014 Annual Report and is also available on the Company's website at <http://www.zenithminerals.com.au/>.

The Remuneration Report includes an explanation of the Company's remuneration policies and the remuneration arrangements in place for Directors and certain senior executives whose remuneration arrangements are required by law to be disclosed.

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

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, then the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote. If the Company's remuneration report receives at least 25% of the votes cast against its adoption at two consecutive annual general meetings (that is 'two strikes'), the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting (**Spill Meeting**) to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of that second annual general meeting. All of the Directors who were in office when

the Company's Directors' Report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company. Further information will be provided on the Spill Resolution and Spill Meeting for any annual general meeting at which the Company may face a 'second strike'.

The Company's Remuneration Report did not receive a "no" vote of 25% or more at the Company's previous annual general meeting held on 29 November 2013.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Directors' recommendations

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

The Chairman intends to vote all available proxies to the extent expressly authorised in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Pursuant to Listing Rule 14.4 and clause 14.4 of the Company's Constitution, Directors must retire by rotation at least once every three years. For this reason, Mr Rodney Michael Joyce retires as a Director of the Company and offers himself for re-election.

Further details about Mr Rodney Michael Joyce are set out in the Company's 2014 Annual Report which is available on the Company's website at <http://www.zenithminerals.com.au/>.

Board Recommendation

The Directors (other than Mr Rodney Michael Joyce) unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – EARAHEEDY MANGANESE TENEMENTS

Background

On 23 July 2014, the Company announced the purchase of Rio Tinto Limited's (ASX:RIO) Earahedy tenements for a total consideration value of \$100,000, made up of 833,334 Shares issued at a deemed issue price of \$0.12 per Share to Rio Tinto Limited's subsidiary Rio Tinto Exploration Pty Limited. The purpose of Resolution 3 is for Shareholders to approve and ratify the issue of the 833,334 Shares, which was undertaken without Shareholder approval.

Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it. Under Resolution 3, the Company seeks Shareholder approval for, and ratification of, the issue of the securities described above issued under Listing Rule 7.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months.

The securities issued, for which approval and ratification is sought under Resolution 3, comprise 0.67% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of Annual General Meeting).

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) Number of securities issued and date of issue

Under Resolution 3, the Company seeks from Shareholders approval for, and ratification of, the issue of 833,334 Shares, issued on 23 July 2014.

(b) The price at which the securities were issued

The Shares were issued at a deemed issue price of \$0.12 per Share.

(c) Terms of the securities

The Shares are fully paid ordinary shares in the capital of the Company and are on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company has applied to ASX for official quotation of the Shares.

(d) Persons to whom the securities were issued to

The Shares were issued to Rio Tinto Exploration Pty Limited.

Rio Tinto Exploration Pty Limited was not a related party of the Company (or associate of such persons) at the time of issue of the Shares.

(e) The use of the funds raised and value of consideration

The Shares were issued as consideration paid by the Company pursuant to the terms of the acquisition of the Earraheedy tenements. The total non-cash consideration value of the 833,334 Shares at a deemed issue price of \$0.12 was \$100,000.

(f) Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice preceding this Explanatory Statement.

Board Recommendation

The Board believes that the ratification of these issues is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – DEVELIN CREEK TENEMENTS

Background

On 7 July 2014, the Company announced the purchase of an initial 51% equity in the Develin Creek Project from Fitzroy Resources Limited's (ASX:FRY) subsidiary, Fitzroy Copper Pty Ltd. Total consideration for the transaction was \$250,000, made up of \$200,000 cash consideration and the issue of 500,000 Shares at a deemed issue price of \$0.10 per Share to Fitzroy Copper Pty Ltd. The purpose of Resolution 4 is for Shareholders to approve and ratify the issue of the 500,000 Shares, which was undertaken without Shareholder approval.

Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it. Under Resolution 4, the Company seeks Shareholder approval for, and ratification of, the issue of the securities issued under Listing Rule 7.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months.

The securities issued, for which approval and ratification is sought under Resolution 4, comprise 0.40% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of Annual General Meeting).

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) Number of securities issued and date of issue

Under Resolution 4, the Company seeks from Shareholders approval for, and ratification of, the issue of 500,000 Shares, issued on 19 August 2014.

(b) The price at which the securities were issued

The Shares were issued at a deemed issue price of \$0.10 per Share.

(c) Terms of the securities

The Shares are fully paid ordinary shares in the capital of the Company and are on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company has applied to ASX for official quotation of the Shares.

(d) Persons to whom the securities were issued to

The Shares were issued to Fitzroy Copper Pty Ltd.

Fitzroy Copper Pty Ltd was not a related party of the Company (or associate of such persons) at the time of issue of the Shares.

(e) The use of the funds raised and value of consideration

The Shares were issued as consideration paid by the Company pursuant to the terms of the acquisition of the Develin Creek tenements. The total non-cash consideration value of the 500,000 Shares at a deemed issue price of \$0.10 was \$50,000.

(f) Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice preceding this Explanatory Statement.

Board Recommendation

The Board believes that the ratification of these issues is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES - PLACEMENT

Background

On 18 September 2014, the Company announced that the Company had received commitments in a share placement to raise \$1,000,000, comprising 12,500,000 ordinary fully paid shares at \$0.08 per share to sophisticated and professional investors (**Placement**). On 18 September 2014, the Company issued 10,000,000 Shares at \$0.08 per Share and raised \$800,000 under the Placement. Mr Rodney Michael Joyce

intends to participate in the Placement, subject to shareholder approval under ASX Listing Rule 10.11 for the remaining 2,500,000 Shares, as outlined in Resolution 6. The purpose of Resolution 5 is for Shareholders to approve and ratify the issue of the 10,000,000 Shares issued to sophisticated and professional investors, which was undertaken without Shareholder approval.

Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it. Under Resolution 5, the Company seeks Shareholder approval for, and ratification of, the issue of the securities issued under Listing Rule 7.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months.

The securities issued, for which approval and ratification is sought under Resolution 5, comprise 10.11% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of Annual General Meeting).

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) Number of securities issued and date of issue

Under Resolution 5, the Company seeks from Shareholders approval for, and ratification of, the issue of 10,000,000 Shares, issued on 18 September 2014.

(b) The price at which the securities were issued

The Shares were issued for \$0.08 per Share.

(c) Terms of the securities

The Shares are fully paid ordinary shares in the capital of the Company and are on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company has applied to ASX for official quotation of the Shares.

(d) Persons to whom the securities were issued to

The Shares were issued to sophisticated and professional investors (pursuant to section 708(8) and 708(11) of the Corporations Act), each of whom were not related parties to the Company (or associate of such persons) at the time of issue of the Shares.

(e) The use of the funds raised and value of consideration

The issue of the Shares raised a total of \$800,000, which is to be used to fund initial drilling at the Company's new exploration projects Develin Creek (copper-zinc-gold-silver) in Queensland, and Kavaklitepe (gold) in Turkey.

(f) Voting exclusion statement

A voting exclusion statement for Resolution 5 is included in the Notice preceding this Explanatory Statement.

Board Recommendation

The Board believes that the ratification of these issues is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends Shareholders vote in favour of Resolution 5.

RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES TO MR RODNEY MICHAEL JOYCE

Background

As outlined above under Resolution 5, Mr Rodney Michael Joyce (or his nominee(s)), subject to Shareholder approval, intends to participate in the Placement to take up to 2,500,000 Shares under the Placement.

The relevant interests in the Company of Mr Rodney Michael Joyce will increase from 5,407,756 Shares (currently held), which represents approximately 4.37% of the issued capital of the Company as at the date of this Notice of Meeting to 7,907,756 shares, which is 6.27% of the Company's share capital if Resolution 6 is approved, assuming no further issues of securities by the Company.

Shareholder approval is required under Listing Rule 10.11 for the issue of the Shares under the Placement, to Mr Rodney Michael Joyce (or his nominee(s)), as he is a Director and therefore a related party of the Company. Accordingly the Company seeks approval under Resolution 6 for the purposes of Listing Rule 10.11.

Given that Mr Rodney Michael Joyce will be participating in the Placement on the same arm's length terms as parties who are not related parties of the Company, approval is not being sought under Chapter 2E of the Corporations Act in accordance with section 210 of the Corporations Act.

Regulatory Requirements

Listing Rule 10.11 provides that, unless a specified exception applies, a Company must not issue or agree to issue securities to a related party without the approval of ordinary shareholders. A "related party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act.

As noted above, Shareholder approval is being sought under ASX Listing Rule 10.11 as Resolution 6 proposes the issue of securities to Director Mr Rodney Michael Joyce or his nominee(s).

As Shareholder approval is being sought under ASX Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following information:

(a) Name of person to whom securities will be issued

The person receiving the securities is Mr Rodney Michael Joyce (or his nominee(s)), a Director of the Company.

(b) Maximum number of securities to be issued

The maximum number of Shares that may be acquired by Mr Rodney Michael Joyce (or his nominee(s)) under the Placement pursuant to Resolution 6 is 2,500,000 Shares.

(c) Date by which the securities will be issued

The securities will be issued within 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 Shares will be issued on the same date.

(d) Issue price

The Shares will be issued at an issue price of \$0.08 per Share.

(e) Terms of the securities

The Shares are fully paid ordinary shares in the capital of the Company and are on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company has applied to ASX for official quotation of the Shares.

(f) Voting exclusion statement

A voting exclusion statement in respect of the Resolution 6 is included in the Notice preceding this Explanatory Statement.

(g) Intended use of funds

The issue of the 2,500,000 Shares will raise a total of \$200,000 which is to be used to fund initial drilling at the Company's new exploration projects Develin Creek (copper-zinc-gold-silver) in Queensland, and Kavaklitepe (gold) in Turkey.

Board Recommendation

The Directors (other than Mr Rodney Michael Joyce who has a material person interest in Resolution 6) recommend Shareholders vote in favour of Resolution 6.

RESOLUTION 7 - APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

Background

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company is an eligible entity as at the time of this Notice of Annual General Meeting and is expected to be an eligible entity as at the time of the Annual General Meeting.

Resolution 7 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 7 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (b) below).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

Regulatory Requirements

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

(a) Minimum Issue Price

Equity securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice of Annual General Meeting, the Company has on issue one class of quoted Equity Securities, namely Shares.

The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the VWAP for securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the Equity Securities are issued; or
- (ii) the date on which the price of Equity Securities is agreed, provided that the issue is thereafter completed within 5 business days.

(b) Dilution

As at the date of this Notice of Annual General Meeting, the Company has 123,634,608 Shares on issue and if shareholders approve Resolution 3, 4, 5 and 6, the Company will have 126,134,608 Shares on issue. If Shareholders approve Resolutions 3, 4, 5 and 6 the Company will have the capacity to issue a maximum of approximately 12,613,460 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

(A x D) – E

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

- (1) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid shares that became fully paid in the 12 months;
- (3) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;
- (4) less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

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

If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

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

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Annual General Meeting (and assumes that Resolution 3, 4, 5 and 6 are passed).

The below table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 or Listing Rule 10.11 that are approved at a Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.04 50% decrease in Issue Price	\$0.08 Issue Price	\$0.12 50% increase in Issue Price
Current Variable A 126,134,608 Shares	10% voting dilution	12,613,460 Shares	12,613,460 Shares	12,613,460 Shares
	Funds raised	\$504,538	\$1,009,077	\$1,513,615
50% increase in current Variable A 189,201,912 Shares	10% voting dilution	18,920,191 Shares	18,920,191 Shares	18,920,191 Shares
	Funds raised	\$756,808	\$1,513,615	\$2,270,423
100% increase in current Variable A 252,269,216 Shares	10% voting dilution	25,226,921 Shares	25,226,921 Shares	25,226,921 Shares
	Funds raised	\$1,009,076	\$2,018,153	\$3,027,230

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
2. No Options are exercised into Shares before the date of the issue of the Equity Securities.
3. The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.
4. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
7. The issue price is 8 cents, being the closing price of the Shares on ASX on 13 October 2014.

(c) Issue Period

If Shareholders approve Resolution 7, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting; and
- (ii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **Additional 10% Placement Period**).

The Company will only issue Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

(d) Purpose of Issues

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

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

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

(e) Allocation Policy

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

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

The persons to whom Equity Securities will be issued to under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders. Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the persons to whom Equity Securities will be issued to under the Additional 10% Placement Facility will be the vendors of the new resources assets or investments.

The persons to whom Equity Securities will be issued to under the Additional 10% Placement Facility will not include related parties of the Company.

(f) Previous issues of Equity Securities under Listing Rule 7.1A .

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2013 annual general meeting on 29 November 2013.

In the 12 months preceding this Notice of Annual General Meeting, the Company has issued 29,103,334 Equity Securities which represents 30.46% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of the Equity Securities issued in the 12 month period are outlined in Schedule 1 of this Explanatory Statement.

(g) Voting exclusion statement

A voting exclusion statement for Resolution 7 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. Accordingly, the proposed persons to whom any Equity Securities may be issued to under the Additional 10% Placement Facility are not as yet known or identified.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 7.

GLOSSARY

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

2014 Annual Report	The Company's annual report dated 24 September 2014.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited.
Board	board of Directors.
Chairman	chairman of the Annual General Meeting.
Company or Zenith	Zenith Minerals Limited ACN 119 397 938.
Company Secretary	the company secretary of the Company.
Constitution	constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Directors' Report	the annual directors' report of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	the explanatory statement that accompanies this Notice of Annual General Meeting.
Key Management Personnel	key management personnel of the Company (as defined in Section 9 of the Corporations Act).
Listing Rules	listing rules of the ASX.
Meeting or Annual General Meeting	the annual general meeting convened by this Notice of Annual General Meeting.
Notice or Notice of Annual General Meeting or Notice of Meeting	this notice of Annual General Meeting.
Option	an option to subscribe for a Share.
Placement	has the meaning given to that term in the Explanatory Statement for Resolution 5.
Proxy Form	the proxy form enclosed with this Notice of Annual General Meeting.
Remuneration Report	the Company's remuneration report for the year ended 30 June 2014.
Resolution	Resolution contained in this Notice of Annual General Meeting.
Schedule	Schedule to this Notice of Annual General Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.
VWAP	volume weighted average price.
WST	Australian Western Standard Time.

SCHEDULE 1

DETAILS OF EQUITY SECURITIES ISSUED IN THE 12 MONTHS PRIOR TO THE DATE OF THE ANNUAL GENERAL MEETING

Issue Date	Number	Type	Terms	Allottees	Issue Price	Discount to market price at issue date	Total cash consideration or non-cash consideration and current value of that non-cash consideration	Funds used (as at the Meeting)	Use of funds (and intended use for remaining funds, if any)
21 March 2014	15,076,186 Shares 1,693,814 Shares (restricted). 1,000,000 unlisted options.	Shares and Unlisted Options	Shares to rank equally with existing ordinary shares. Unlisted options are exercisable at \$0.13 and expire on 21 December 2017.	15,076,186 ordinary shares issued as consideration to S2M2 Coal Pty Limited non-related shareholders for their shares in S2M2 Coal Pty Ltd. 1,693,814 escrowed ordinary shares issued as consideration to Creekwood Nominees for their shares in S2M2 Coal Pty Ltd. Unlisted options issued at nil consideration to Managing Director of Company.	Deemed issued price of \$0.08.	N/A	Shares issued as consideration for acquisition of S2M2 Coal Pty Ltd at \$0.08 per share. The value of the non-cash consideration was \$1,341,000. The current value of the non-cash consideration is \$1,341,000 based on the closing price of 8 cents on 13 October 2014. Unlisted options issued as part of Managing Director's remuneration. The current value of the Options is \$48,485.	N/A	N/A
23 July 2014	833,334	Shares	Shares to rank equally with existing ordinary shares.	Rio Tinto Exploration Pty Limited	Deemed issue price of \$0.12	No discount, issued at 4.35% premium to closing price on 23 July was \$0.115	Shares issued as consideration for purchase of Exploration Licences E69/2255, E69/2256 and E69/2257. The value of the non-cash consideration was \$100,000. The current value of the non-cash consideration is \$66,667 based on the closing price of 8 cents on 13 October 2014.	N/A	N/A

19 August 2014	500,000	Shares	Shares to rank equally with existing ordinary shares.	Fitzroy Copper Pty Ltd	Deemed issue price of \$0.10	No discount to closing price on 19 August 2014 was \$0.10	<p>Shares issued as part consideration for purchase of 51% interest in Exploration Permit No. 16749, 17604 and 18845.</p> <p>The value of the non-cash consideration was \$50,000.</p> <p>The current value of the non-cash consideration is \$40,000 based on the closing price of 8 cents on 13 October 2014.</p>	N/A	N/A
18 September 2014	10,000,000	Shares	Shares to rank equally with existing ordinary shares	Sophisticated and professional investors pursuant to the Placement	\$0.08	11.11% discount to closing price on 18 September 2014 was \$0.09	\$800,000	To be used to fund initial drilling at the Company's new exploration projects Develin Creek (copper-zinc-gold-silver) in Queensland, and Kavaklitepe (gold) in Turkey.	No funds have been used to date. To be used to fund initial drilling at the Company's new exploration projects Develin Creek (copper-zinc-gold-silver) in Queensland, and Kavaklitepe (gold) in Turkey.

CORPORATE REPRESENTATIVE FORM

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the annual general meeting of the members of Zenith Minerals Limited to be held on 21 November 2014 and at any adjournments of that meeting/all meetings of the members of Zenith Minerals Limited.

DATED 2014

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointor Company and the name or position of the appointee (e.g. "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (e.g. director) of each Company officer who signs this Certificate on behalf of the Company.
- Insert the date of execution where indicated.
- Send or deliver the Certificate to the registered office of the Company at 2nd Floor, 33 Ord Street, West Perth, Western Australia, 6005 or PO Box 1426, West Perth, WA 6872 or send by facsimile to (08) 9481 0411 or by email to info@zenithminerals.com.au, not later than 5.00pm AWST Wednesday, 19 November 2014.

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on their behalf.

Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.

2. A proxy need not be a member of the Company.

In the case of joint holders, signatures are required by the first named and one other joint holder.

3. Corporate shareholders should comply with the execution requirements as set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two Directors of the Company;
- a Director and a Company Secretary of the Company; or
- for a proprietary company that has a sole Director who is also the sole Company Secretary, that Director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Law, a document must appear to have been executed in accordance with Section 129(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and confirm to the requirements of Section 127(1) or (2), as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole Company Secretary of the Company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. For the purpose of Section 1109 N of the Corporations Act, shares in the Company will be taken to be held by the persons who are registered holders at 5.00pm WST on Wednesday, 19 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.
7. To be effective, this proxy (and the Power of Attorney, if any, under which it is signed or a notarially certified copy thereof) must be lodged at the office of the Company, 2nd Floor, 33 Ord Street, West Perth, Western Australia, 6005, or posted to PO Box 1426, West Perth, WA 6872 or sent by facsimile to (08) 9481 0411 or by email to info@zenithminerals.com.au, not less than forty eight (48) business hours before the time for holding the Annual General Meeting.