



29 June 2021

NOTICE OF GENERAL MEETING AND PROXY FORM

In accordance with Listing Rule 3.17, Zeus Resources Ltd (ACN 139 183 190) (the **Company**) (**ASX: ZEU**) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for the General Meeting as despatched to Shareholders in lieu of Notice of Meeting;
2. Notice of General Meeting; and
3. Proxy Form.

This announcement was authorised for release to the ASX by the Board of the Company.

ENDS

For further information, please contact:

Emily Austin

Assistant Company Secretary

melbourne.cosec@boardroomlimited.com.au

29 June 2021

Dear Shareholder,

GENERAL MEETING 2021

It is my pleasure to invite you to join a General Meeting (**GM**) of Zeus Resources Limited (the **Company** or **ZEUS**) to be held at Boardroom Pty Limited, Level 12, 225 George Street, NSW 2000 at 12:00 pm (AEST) on, Friday, 30 July 2021.

On 29 March 2021, the Australian Securities and Investments Commission (**ASIC**) adopted a temporary “**no-action**” position in relation to the convening and holding of Shareholder meetings. The “no-action” position facilitates, amongst other things, providing Shareholders with the contents of the meeting electronically by the Company.

Accordingly, the Company will not be sending hard copies of the Notice of Meeting to Shareholders. Instead, a copy of the Notice of the Meeting (**Notice**) will be available on the Company’s website at: <https://www.zeusresources.com/investors/>.

If you have elected to receive notices by e-mail, you will receive an e-mail to your nominated e-mail address with a link to the electronic copy of the Notice of Meeting and proxy form. If you have not elected to receive notices by e-mail, a copy of your proxy form will be posted to you, together with this letter.

ZEUS respects the rights of shareholders to participate in the GM and understands the importance of the GM to the Company's shareholders (**Shareholders**). Your participation in the GM is important to us and we encourage all Shareholders and proxy holders to participate in the GM.

Health and safety of our shareholders, employees and the broader community is important. As a result, please be mindful of any potential health risks and government restrictions in response to the COVID-19 pandemic. The GM will be held physically, and the Company will seek to ensure that appropriate social gathering and physical distancing measures are in place at the GM. However, if you cannot attend in person, and to minimise risks to Shareholders and our community, Shareholders are encouraged to vote on the resolutions to be considered at the GM by proxy.

The Notice sets out the procedures for participation and voting in the GM. The business of the GM affects your Shareholding, and your vote is important. We encourage you to participate by voting on the resolutions to be considered at the GM.

Shareholders who are unable to attend and vote in person at the GM may appoint a proxy to do so on their behalf. If you would like to appoint a proxy, you should complete and return the Proxy Form enclosed with this letter so that it is received by ZEUS' share registry, Boardroom Pty Limited, by 12:00 pm (AEST) on Wednesday, 28 July 2021. You can also submit a direct vote prior to the GM or appoint a proxy to attend the GM and vote on your behalf electronically at <https://www.votingonline.com.au/zeugm2021>, following the prompts and instructions. You will need your Voting Access Code (VAC) to hand, which is set out in your Proxy Form. Online proxies and proxy voting forms must be received before the deadline of 12:00 pm (AEST) on Wednesday, 28 July 2021.

For all enquiries regarding the Notice of Meeting, your holding of shares, change of address or other registry matters, please contact BoardRoom on 1300 737 760 (for callers within Australia) and +61 2 9290 9600 (for callers outside Australia).

The situation regarding COVID-19 is evolving rapidly hence Shareholders are encouraged to monitor the Company's ASX Announcements for any further updates in relation to the Meeting.

On behalf of the Board, thank you for your continuing support of ZEUS and I look forward to seeing some of you at our GM in July 2021.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Dongfeng Zhang', with a stylized flourish at the end.

DONGFENG ZHANG
CHAIRMAN



ZEUS
RESOURCES LTD

ZEUS RESOURCES LIMITED

ACN 139 183 190

NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

Date of Meeting: Friday, 30 July 2021

Time of Meeting: 12:00 pm (AEST)

Place of Meeting: The offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000

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NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (**GM** or **Meeting**) of Shareholders of Zeus Resources Limited ACN 139 183 190 (the **Company**) will be held at 12:00 pm (AEST) on Friday, 30 July 2021 at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding, and your vote is important.

VOTING ENTITLEMENT AND VOTES OF MEMBERS

For the purpose of determining a person's entitlement to vote at the General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at **7:00 pm (AEST) on Wednesday, 28 July 2021**, being two days prior to the date of the General Meeting.

To vote in person, attend the Meeting at the time, date and place set out above.

On a show of hands, each member entitled to vote and present in person or by proxy or, in the case of a body corporate, by a corporate representative at the General Meeting shall have one vote.

VOTING BY PROXY

A member entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that member at the Meeting.

- (a) A proxy need not be a member of the Company;

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- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the member may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that member;
 - (c) If the member appoints only one proxy, that proxy is entitled to vote. Voting will take place by proxy and not a show of hands;
 - (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded;
 - (e) A Proxy Form accompanies this Notice;
 - (f) Unless the member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting;
 - (g) If a member wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company;
 - (h) The Proxy Form must be signed by the member or his or her attorney duly authorised in writing or, if the member is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act;
 - (i) If any attorney or authorised officer signs the Proxy Form on behalf of a member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form;
 - (j) The Chair of the Meeting intends to vote all available proxies in favour of all Resolutions;
 - (k) The Proxy Form (together with any relevant authority) must be received by no later than **12:00 pm (AEST) on Wednesday, 28 July 2021**; and
 - (l) The completed Proxy Form may be lodged as follows:
 - **By mail:** Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
 - **In person:** Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000
 - **By facsimile:** + 61 2 9290 9655
 - **Online:** on www.votingonline.com.au/zeugm2021

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 must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

BUSINESS OF THE MEETING

Resolution 1 – Ratification of prior issue of Placement Shares

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

“That for the purposes of ASX Listing Rule 7.4, the issue of 27,000,000 Shares under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approved and ratified”.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- *any person who participated in the issue of Placement Shares; and*
- *any associates of these persons.*

However, the Company need not disregard a vote if it is cast by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;*
- *the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or*
- *a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
 - *the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.*

Resolution 2 – Approval of future issue of free attaching Placement Options

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

“That, for the purposes of ASX Listing Rule 7.1, the issue of 9,000,000 free attaching unlisted new Options under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approved”.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- *any person who participated in the issue of Placement Options*
- *any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); and*
- *any associates of these persons.*

However, the Company need not disregard a vote if it is cast by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;*
- *the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or*
- *a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a*

beneficiary provided the following conditions are met:

- *the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
- *the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.*

Resolution 3 – Approval of future issue of Contractor Options

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

“That, for the purposes of ASX Listing Rule 7.1, the issue of 12,000,000 unlisted new Options under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, in approved”.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- *any person who participated in the issue of Placement Options;*
- *any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); and*
- *any associates of these persons.*

However, the Company need not disregard a vote if it is cast by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;*
- *the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or*
- *a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
 - *the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.*

BY ORDER OF THE BOARD



Emily Austin

Assistant Company Secretary

Dated: 29 June 2021

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting convening the General Meeting of Zeus Resources Limited to be held on Friday, 30 July 2021 at 12:00 pm (AEST) at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000.

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice. Both documents should be read in their entirety and in conjunction with each other.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary contained in this Explanatory Statement.

Resolution 1 – Ratification of prior issue of Placement Shares

1.1 Explanation

The Company seeks Shareholders' ratification of a previous issue of 27,000,000 Placement Shares at an issue price of \$0.03 per Share on 18 June 2021 pursuant to ASX Listing Rule 7.4.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 permits the issue of Securities made under ASX Listing Rule 7.1 and to be ratified by Shareholders. If Shareholders ratify the issue of Securities under ASX Listing Rule 7.1 and ASX Listing Rule 7.4 then that issue of Securities will not reduce the company's 15% placement capacity.

Accordingly, if Shareholders ratify the Company's previous issue of Placement Shares (made under Listing Rule 7.1) by way of approving Resolution 1, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.

If Resolution 1 is not passed the issue of Securities under the Listing Rule 7.1 and Listing Rule 7.4, that issue of Securities will reduce the Company's 15% placement capacity effectively decreasing the number of equity Securities the Company can issue without shareholder approval over the next 12 month period following the date of the issue of the Placement shares.

As per the announcement released to the ASX on 9 June 2021, the Placement Shares were issued under the Company's 15% placement capacity. In order to restore the Company's capacity to issue equity securities, it is proposed that the Shareholders ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required. As advised in the Company's ASX announcement on 9 June 2021, the proceeds raised will provide funds to conduct exploration for and maintain the existing tenements; to carry out research work on new projects and explore; and to meet the funds required for the Company's normal operations.

Resolution 1 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

1.2 Information required by Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following Information:

Recipients of Issue	The Placement Shares were issued to professional and sophisticated investors who are clients of Mac Equity Partners International Pty Ltd, the lead manager of the Placement and. None of the
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	recipients are related parties of the Company.
Number and class of securities	27,000,000 Shares
Material terms of the Securities	Fully Paid Ordinary Shares
Issue date	18 June 2021
Issue price	\$0.03 per Share
Purpose of the issue	To conduct exploration for and maintain existing tenements; to carry out research work on new projects and explore; and to meet the funds required for the Company's normal operations
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice

1.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

1.4 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Approval of future issue of free attaching Placement Options

2.1 Explanation

The Company seeks Shareholder approval for the future issue of 9,000,000 free attaching unlisted new Options, exercisable at \$0.10 and with a twelve-month expiry from the date of issue, pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue securities during any 12-month period in excess of 15% of the number of securities on issue at the commencement of that 12-month period without Shareholder approval.

As per the announcement released to the ASX on 9 June 2021, the Company raised funds through a Placement to conduct exploration for and maintain the existing tenements; to carry out research work on new projects and explore; and to meet the funds required for the Company's normal operations. These Options were unable to be issued under the Company's existing capacity and issue of the Options were subject to Shareholder approval.

The Company requires Shareholder approval under ASX Listing rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply. The effect of Resolution 2 will be to allow the Company to issue the Placement Options the subject of the Resolution within 10 days after the date of the meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1.

If Resolution 2 is not passed, the Company will not proceed with the issue of the Options to the investors, and they will not receive the Options as described above.

Resolution 2 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

2.2 Information required by Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, Shareholders are provided the following Information:

Recipients of Issue	The Placement Options are proposed to be issued to professional and sophisticated investors who participated in the Placement and are clients of Mac Equity Partners International Pty Ltd, the lead manager of the Placement and. None of the recipients are related parties of the Company.
Number and class of securities	9,000,000 unlisted Options
Material terms of the Securities	Placement Options exercisable at \$0.10 with a twelve-month expiry from the date of issue
Issue date	No later than 10 days after the date of the Meeting
Issue price	Nil cash consideration for the issue of Placement Options
Purpose of the issue	To conduct exploration for and maintain existing tenements; to carry out research work on new projects and explore; and to meet the funds required for the Company's normal operations.
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice

2.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

2.4 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

Resolution 3 – Approval of future issue of Contractor Options

3.1 Explanation

The Company seeks Shareholder approval for the future issue of 12,000,000 unlisted new Options exercisable at \$0.03 and with a six-month expiry from the date of issue, pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue securities during any 12-month period in excess of 15% of the number of securities on issue at the commencement of that 12-month period without Shareholder approval.

As per the announcement released to the ASX on 9 June 2021, the Company entered into a contract and engaged Cloud Securities Pte. Ltd. (Cloud Securities) to assist with the Company's growth and development. Under the contract the Company agreed to issue to Cloud Securities or their designated nominees, 12,000,000 unlisted new Options exercisable at and with a six-month expiry from the date of issue subject to Shareholder approval at the General Meeting. Terms of the agreement with Cloud Securities was announced to ASX on 9 June 2021.

The Company requires Shareholder approval under ASX Listing rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply. The effect of Resolution 3 will be to allow the Company to issue the Contractor Options the subject of the Resolution within 10 days after the date of the meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1.

If Resolution 3 is not passed, the Company will not proceed with the issue of the Options to the investors, and they will not receive the Options as described above.

Also, if Resolution 3 is not passed, the agreement with Cloud Securities may still go ahead however the agreement between the Company and Cloud Securities may be terminated at any time at either party's sole discretion by giving notice in writing.

Resolution 3 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

3.2 Information required by Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, Shareholders are provided the following Information:

Recipients of Issue	Cloud Securities Pte. Ltd. or their designated nominees who are not Related Parties of the Company
Number and class of securities	12,000,000 unlisted Options
Material terms of the Securities	Options exercisable at \$0.03 with a six-month expiry from the date of issue
Issue date	No later than 10 days after the date of the Meeting
Issue price	Nil cash consideration for the issue of Placement Options
Purpose of the issue	Contractor Options are issued to Cloud Securities under an agreement. Cloud Securities was engaged by the Company to assist with the Company's growth and development
Voting exclusion	A voting exclusion statement applies to this item of business as set out in the Notice

3.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

3.4 Chair's available proxies

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

GLOSSARY

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Assistant Company Secretary means Ms. Emily Austin.

Associate has the meaning given to that term in sections 10 to 17 of the Corporations Act.

ASX means ASX Limited or the market operated by it, as the context requires.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Cloud Securities means Cloud Securities Pte. Ltd.

Company means Zeus Resources Limited (ACN 139 183 190).

Constitution means the Company's constitution.

Contractor Option means 12,000,000 unlisted Options exercisable at \$0.03 with a six-month expiry from the date of issue.

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

Directors means the directors of the Company from time to time.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to subscribe for a Share.

Placement Option means 9,000,000 unlisted Options exercisable at \$0.10 with a twelve-month expiry from the date of issue.

Placement Share means placement for 27,000,000 new Shares at \$0.03 per Share.

Proxy Form means the proxy form accompanying the Notice.

Related Party as defined in section 228 of the Corporations Act and Chapter 19 of the ASX Listing Rules.

Resolution means a resolution set out in the Notice.

Securities as defined in Chapter 19 of the ASX Listing Rules.

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

Shareholder means a holder of a Share.



ZEUS
RESOURCES LTD

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (AEST) on Wednesday 28 July 2021.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/zeugm2021>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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.

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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm (AEST) on Wednesday, 28 July 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/zeugm2021>
+ 61 2 9290 9655

📠 **By Fax** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

☐**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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Zeus Resources Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **The offices of Boardroom Pty Limited, Level 12, 225 George Street on Friday, 30 July 2021 at 12:00pm (AEST)** 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.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of future issue of free attaching Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of future issue of Contractor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021