



Zamia Metals Limited

ACN 120 348 683

Notice of Annual General Meeting and Explanatory Memorandum

Date: Thursday 30 November 2017
Time: 11.00 am (AEDT)
Place: Hall Chadwick
Level 40,
2 Park Street
Sydney NSW 2000

THIS DOCUMENT IS IMPORTANT

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If you do not understand this document or are in any doubt as to how to deal with it, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of the Shareholders of **Zamia Metals Limited (Zamia or Company)** will be held to conduct the business specified below:

Location: Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000

Date: Thursday 30 November 2017

Time: 11.00 am (AEDT)

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum forms part of this Notice and should be read in conjunction with it. We refer Shareholders to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

Agenda

A. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and Auditor's Report for the year ended 30 June 2017.

The Company's Financial Report, Directors' Report and Auditor's Report contained in the Report to Shareholders are placed before the Meeting, providing Shareholders an opportunity to discuss those documents and ask questions, though there is no requirement that Shareholders approve these reports. The auditor will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

B. Resolutions

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

1. Adopt the Remuneration Report for the year ended 30 June 2017

"That the Remuneration Report for the year ended 30 June 2017 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by, or on behalf of:

- a member of the KMP (Key Management Personnel); and
- their Closely Related Parties,

unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the person chairing the Meeting as proxy for a person who is entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

2. Re-election of Qiang Chen as Director

"That, for the purposes of clause 75.1(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Qiang Chen, a Director appointed on 6 November 2008, retires and, being eligible, is re-elected as a Director."

3. Re-election of Jiniu Deng as a Director

“That, for the purposes of clause 75.1(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Jiniu Deng, a Director appointed on 1 October 2013, retires and, being eligible, is re-elected as a Director.”

4. Ratification of prior issue of Shares and Options

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders of the Company ratify the prior allotment and issue of 72,000,000 Shares and 36,000,000 unlisted Options which were issued on 3 January 2017, on the terms and conditions which are described in the Explanatory Memorandum which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by a person who participated in the issue. The Company will also disregard any votes cast on Resolution 4 by an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated: 23 October 2017

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 Shareholders recorded on the Company's register at 7.00 pm (AEDT) on Tuesday 28 November 2017 will be entitled to attend and vote at the Meeting. If you are not a registered Shareholder on the Record Date, you will not be entitled to attend and vote at the Meeting.

If you cannot attend the Meeting in person, we encourage you to sign and return the accompanying proxy form in accordance with the instructions set out below and those set out on the proxy form.

Proxies

A Shareholder who is entitled to attend and vote at the Annual General 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 Shareholder's 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.

A proxy may decide whether to vote on any Resolution, 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 a Resolution, the proxy may vote on that Resolution only in accordance with the direction. If a proxy is not directed how to vote on a Resolution, the proxy may vote as he or she thinks fit (unless the proxy is the Chairman, in which case the Chairman will vote in favour of the Resolution, subject to the below).

Appointing a member of KMP

A Shareholder wishing to appoint a member of KMP or a Closely Related Party of any member of KMP as proxy should note that the KMP or Closely Related Party will not be able to vote undirected proxies on Resolution 1. That is, the Shareholder must direct them how to vote by marking the boxes on the proxy form for Resolution 1, otherwise that Shareholder's vote will not be counted for the purposes of Resolution 1.

Appointing the Chairman

If the Shareholder appoints the Chairman of the Meeting as proxy, the Shareholder can direct the Chairman how to vote by either marking the relevant boxes on the proxy form (ie. 'for', 'against' or 'abstain') or by marking the Chairman's voting direction box on the proxy form which will be considered as an express direction to the Chairman to vote in favour of each Resolution even though Resolution 1 is connected directly with the remuneration of a member of KMP and/or even if the Chairman has an interest in the outcome of Resolution 1.

If no direction is provided and the Chairman's voting box is not marked (or if the direction is to 'abstain') the Chairman will not be able to cast the Shareholder's votes on Resolution 1 and those votes will not be counted in calculating the required majority on a poll.

In respect of Resolutions 2 to 4, if a Shareholder appoints the Chairman as the Shareholder's proxy and does not specify how the Chairman is to vote on a Resolution, the Chairman will vote the Shareholder's Shares in favour of that Resolution on a poll.

Returning proxies and authorising documents

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 (AEDT) on Tuesday 28 November 2017.

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

- (a) by mail or delivery to:
Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000
- (b) by facsimile: 61 (0) 2 9290 9655
- (c) by online: www.votingonline.com.au/zgmagm2017

Directed Proxies

The Corporations Act sets out how a proxy must vote directed proxies. If a proxy form specifies the way a proxy is to vote on a resolution, then:

- a proxy need not vote on a show of hands, but if the proxy does vote, the proxy must vote as directed;
- if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on a show of hands;
- if the proxy is the Chairman, the proxy must vote as directed on a poll;
- if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does vote, the proxy must vote as directed; and
- if the proxy is not the Chairman and does not attend the Annual General Meeting or does not vote on a Resolution, but the proxy form specifies how to vote and a poll is demanded, then the Chairman is taken to have been appointed as the proxy and must vote as directed.

Power of Attorney

A Shareholder's attorney may sign the Shareholder's proxy form on behalf of the Shareholder. By signing the proxy form, the Shareholder's attorney confirms that the authority under which he or she executed the proxy form has not been revoked.

If the Shareholder's attorney signs the proxy form, then the attorney must, when it sends the proxy form to the Company, also send the authority (or a certified copy of the authority) under which the proxy form was signed. Each of the proxy form and authority must be received at least forty eight (48) hours before the Annual General Meeting, being 11.00am AEDT on Tuesday 28 November 2017.

Bodies Corporate

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

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the Annual General Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on behalf of the appointing body all of the powers that the appointing body could exercise at the Annual General Meeting or in voting on a resolution.

Questions

If you have any questions about any matter contained in the Notice of Meeting or Explanatory Memorandum, please contact the Company Secretary, John Stone on +61 (2) 8223 3744 or at info@zamia.com.au.

Explanatory Memorandum

Explanatory Memorandum

This Explanatory Memorandum is dated 23 October 2017.

This Explanatory Memorandum explains and contains information about the Resolutions set out in the accompanying Notice of Meeting. This Explanatory Memorandum is designed to assist Shareholders in determining how they wish to vote on the Resolutions.

This Explanatory Memorandum forms part of, and should be read together with, the Notice of Meeting.

All Resolutions are ordinary resolutions and are not dependent on any other Resolution.

If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional advisor.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary.

Forward Looking Statements

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect the views held by the Board as at the date of this Explanatory Memorandum.

While the Company believes that the expectations reflected in the forward looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

RESOLUTION 1 – TO ADOPT THE REMUNERATION REPORT FOR THE PERIOD ENDED 30 JUNE 2017

The Remuneration Report, which details the Company's policy on the remuneration of Directors and senior executives, is set out on pages eighteen (18) to twenty (20) of the Report to Shareholders. It is also available on the Company's website at: www.zamia.com.au.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company; and
- sets out the remuneration arrangements in place for Directors and other members of KMP.

Section 250R(2) of the Corporations Act requires the Company to put a resolution to the Annual General Meeting that the Remuneration Report be adopted. The outcome of the vote on Resolution 1 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.

At the Meeting, the Chairman must allow a reasonable opportunity for Shareholders to ask questions about and make comments on the Remuneration Report as well as the remuneration policies of the Company generally.

Pursuant to the Corporations Act:

- the Company is required to disregard any votes cast on Resolution 1 by any member of KMP and their Closely Related Parties, except where the member of KMP or their Closely Related Parties are voting in accordance with a directed proxy; and
- a 'two-strike' process in relation to the advisory and non-binding vote on the Remuneration Report has been introduced. Under the 'two-strike' process, if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in relation to the adoption of the Company's remuneration report are against the adoption of the relevant remuneration report, at the second of these annual general meetings, the Company must put to the vote a resolution that another general meeting be held within 90 days (of the date of the second annual general meeting) at which all of the Directors, who were Directors when the 25% 'no' vote was passed at the second annual general meeting, must stand for re-election.

The Company's 2016 remuneration report did not receive a 'strike' at the Company's 2016 annual general meeting.

Board Recommendation: *Noting that each Director has a personal interest in their own remuneration, the subject of Resolution 1, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on Resolution 1.*

RESOLUTION 2 – RE-ELECTION OF QIANG CHEN AS A DIRECTOR

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

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

Mr Chen has extensive experience in international commodities trading and private equity investment. In the 1990s Mr Chen was the Marketing Manager of China Metallurgical Import and Export Company Australia Pty Ltd (CMIEC).

Mr Chen established PT Group, a specialised global trading house in 1996 and has built up the company into a well-known iron ore trading company. Mr Chen is also a director Brownstone International Pty Limited, a private equity investment company, with interests in Australia and China.

Since 2006 Mr Chen has been the Managing Director of West Minerals Pty Ltd, a subsidiary of China's West Resources Co. Ltd, a privately held large exploration company in China.

Mr Chen holds a Bachelor's and Master's degree in Mining Engineering from the University of Science and Technology, Beijing.

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

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Board Recommendation: *The Directors (other than Qiang Chen) recommend that Shareholders vote in favour of Resolution 2.*

RESOLUTION 3 – RE-ELECTION OF JINIU DENG AS A DIRECTOR

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

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

Dr Jiniu Deng is a well-known Beijing-based geologist and professor-level senior engineer with a doctorate degree from the Chinese University of Geosciences and post-doctoral award from the Central South University of China. Dr Deng is Chairman of Beijing Simen Mineral Resource Exploration Co Ltd and was formerly Chairman of Qinghai West Resources Co Ltd and an Executive Director of West Mining Co Ltd.

Dr Deng's past exploration successes include the discovery of lead-zinc in the Xitieshan deposit, nickel in the Hami Tulaergen deposit of Xinjiang Autonomous Region, and copper and lead-zinc in the Huogeqi deposit of Inner Mongolia. Dr Deng has been honoured with numerous scientific, academic and business awards in China.

Dr Deng brings to the Board extensive geological, mining and business experience.

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Board Recommendation: *The Directors (other than Jiniu Deng) recommend that Shareholders vote in favour of Resolution 3.*

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS

On 3 January 2017, the Company issued and allotted 72,000,000 Shares (with 36,000,000 free attaching unlisted Options) as part of a placement that raised \$216,000 for the Company. Resolution 4 proposes that Shareholders of the Company approve and ratify the allotment and issue of 72,000,000 Shares and 36,000,000 unlisted Options, which were issued on 3 January 2017 utilising the Company's existing capacity under ASX Listing Rule 7.1.

Resolution 4 is an ordinary resolution and is not conditional on the other resolutions detailed in this Notice of Meeting being approved.

The Chairperson will cast all available proxies in favour of Resolution 4.

ASX Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12 month period without the approval of the Shareholders of the Company.

ASX Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1 and/or 7.1A), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

The effect of approval of this Resolution 4 is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 after this Resolution is adopted, instead of having to wait 12 months after the issue.

In accordance with ASX Listing Rule 7.5, the following information is provided to Shareholders in relation to Resolution 4:

- (a) The Company issued 72,000,000 Shares on 3 January 2017.
- (b) As part of the Share issue, the Company also issued 36,000,000 free attaching unlisted Options on 3 January 2017. The unlisted options are exercisable at \$0.003 per share expiring 31 December 2018.
- (c) Each of the Shares were issued at an issue price of 0.3 cents (\$0.003) per Share. Each of the unlisted Options were issued for nil consideration, as free attaching Options for Shares subscribed for under the placement.
- (d) The Shares and Options were issued to sophisticated and professional investors.
- (e) The Shares rank equally in all respects with the Company's fully paid ordinary shares on issue.
- (f) The terms of the unlisted Options are set out in Annexure A.

- (g) The Shares and Options were issued as part of a placement that raised \$216,000. Funds raised under the placement are being used for working capital purposes and the transaction costs of the acquisition as announced on 11 October 2016 that Zamia had executed a Share Sale and Purchase Agreement (SSPA) with the shareholders of Kirkham International Pte Ltd (Kirkham Vendors) where Zamia agreed to acquire 100% of Kirkham International Pte Ltd (Kirkham) subject to satisfaction of certain conditions precedent as outlined in that and subsequent announcements
- (h) In the event that the Options are exercised, funds raised will be used for working capital purposes and other activities of the Company.
- (i) The Company notes that the Voting Exclusion Statement on page 3 applies to this Resolution 4.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 4.

Glossary

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

Annual General Meeting or **Meeting** means the Annual General Meeting of the Company convened for the purposes of considering the Resolutions to be held at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000, on Thursday 30 November 2017 at 11.00am (AEDT)

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange.

Board means the Directors of the Company.

Closely Related Party is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by key management personnel.

Company or **Zamia** means Zamia Metals Limited ACN 120 348 683.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice of Meeting.

KMP means the key management personnel of the Company (which includes each of the Directors and executives named in the Company's 2017 Remuneration Report).

Listing Rules means the listing rules of the ASX.

Notice or **Notice of Meeting** means the notice of meeting which accompanies the Explanatory Memorandum.

Option means an option to acquire a Share.

Record Date means 7.00pm (Sydney time) on Tuesday 28 November 2017 being the date on which a Shareholder must be recorded on the Company's register in order to be entitled to attend and vote at the Meeting.

Report to Shareholders means the Annual Report of the Company for the year ended 30 June 2017.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of a Share

Annexure A – Terms of Options

- (a) Each Option entitles the holder to one Share in the capital of the Company.
- (b) The Options are to be exercised by completing an Option exercise form and providing payment for the number of Shares in respect of which the Options are exercised, to the registered office of the Company.
- (c) The exercise price of the Options is 0.3 cents each and the Options expire on 31 December 2018 (**Expiry Date**).
- (d) The Options are not transferable.
- (e) All Shares issued upon exercise of Options will rank pari passu in any respects with the Company's then issued Shares. The Company will apply for Official Quotation by the ASX of all Shares issued upon exercise of Options.
- (f) There are no participating rights and entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising their Options. However, the Company will ensure that option holders will be allowed ten business days' notice to convert their Options to Shares to participate in an entitlement issue on the same basis as Shareholders.
- (g) If any takeover bid (including by way of scheme of arrangement or otherwise) is publicly announced in respect of the Company, then the following provisions apply in relation to the takeover bid:
 - (i) the Company must promptly give written notice of the takeover bid to the option holder whereupon all Options (which have not lapsed or expired), notwithstanding anything to the contrary, must be exercised at any time prior to the expiry of the later of:
 - A. 60 days after receiving such notice; and
 - B. the date that a takeover bid (which is recommended for acceptance by the Board) becomes unconditional,("Takeover Exercise Period") or, if applicable, within the further seven-day period referred to in (iv) below.
 - (ii) The dates referred to in paragraph (g)(i)(A) and (B) above only apply where they occur before the Expiry Date. For the avoidance of doubt, where the Expiry Date occurs before a date referred to in (g)(i)(A) or (B), the Options must be exercised on or before the Expiry Date.
 - (iii) If, during the Takeover Exercise Period, the person making the takeover bid ("bidder") offers to grant options in the capital of the bidder ("Replacement Options") to the option holder (and, for the avoidance of doubt, this does not obligate the Company in any way to procure such an offer from the bidder) in consideration for the cancellation or acquisition of the Options, the option holder may, in their discretion, accept such Replacement Options instead of exercising their Options.
 - (iv) If no offer of Replacement Options is made during the Takeover Exercise Period and accepted, the option holder has (other than in the case of a scheme of arrangement) a further seven days' grace after the expiry of the Takeover Exercise Period within which to exercise their Options (Grace Period), whereupon unexercised Options will lapse. For the avoidance of doubt, where the Expiry Date occurs before the end of the Grace Period, the Options must be exercised on or before the Expiry Date. In the case of a scheme of arrangement, the Options will lapse at the end of the Takeover Exercise Period.
 - (v) If the takeover bid lapses or is withdrawn or closes without being recommended for acceptance by the Board, whether the bid is conditional or unconditional, then the provisions of all the paragraphs hereof will revive in respect of any unexercised Options which Options will remain on foot.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date of the Options, the number of Options or the exercise price of the Options, or both, shall be reconstructed in accordance with the Listing Rules.

(i) Adjustment for bonus issues

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the option holder would have received if the option holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the exercise price of the Options.

(j) Adjustment for pro rata issue

If the Company makes a pro rata issue of Shares or other securities to existing Shareholders (other than a bonus issue or an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the exercise price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = \frac{O - E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the five trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.



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 11:00am AEDT on Tuesday 28 November 2017.**

 **TO VOTE ONLINE**  **BY SMARTPHONE**

- STEP 1: VISIT** www.votingonline.com.au/zgmagm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**



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:

- (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

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 **11:00am AEDT on Tuesday 28 November 2017.** 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** www.votingonline.com.au/zgmagm2017
- 📠 **By Fax** +61 2 9290 9655
- ✉ **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.

Zamia Metals Limited

ACN 120 348 683

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 **Zamia Metals Limited** 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 Annual General Meeting of **Zamia Metals Limited** to be held at **Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Thursday 30 November 2017 at 11:00am AEDT** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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 | To adopt the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Qiang Chen as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Jiniu Deng as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Ratification of prior issue of Shares and 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 / /2017