



**ZEUS**  
RESOURCES LTD

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**ZEUS RESOURCES LIMITED**  
**ACN 139 183 190**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**EXPLANATORY STATEMENT**  
**PROXY FORM**

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**Date of Meeting:** Friday, 14 January 2022

**Time of Meeting:** 1:00 pm (AEDT)

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

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Zeus Resources Limited ACN 139 183 190 (the **Company**) will be held at 1:00 pm (AEDT) on Friday, 14 January 2022 at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000.

## YOUR VOTE IS IMPORTANT

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

## VOTING ENTITLEMENT AND VOTES OF SHAREHOLDERS

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For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a Shareholder of the Company and the holder of Shares if that person is registered as a holder of those Shares at **7:00 pm (AEDT) on Wednesday, 12 January 2022**, being two days prior to the date of the Annual General Meeting.

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

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

## VOTING BY PROXY

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

- (a) A proxy need not be a shareholder of the Company;
- (b) If the shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to

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- exercise. If the shareholder 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 shareholder;
- (c) If the shareholder 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 shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting;
  - (g) If a shareholder 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 shareholder or his or her attorney duly authorised in writing or, if the shareholder 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 shareholder, 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 Chairman 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 **1:00 pm (AEDT) on Wednesday, 12 January 2022**; 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/zeuagm2021](http://www.votingonline.com.au/zeuagm2021)

## **CORPORATE REPRESENTATIVE**

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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 Share Registry at least 24 hours in advance of the Meeting.

## BUSINESS OF THE MEETING

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### **Item 1 – Financial and related reports**

To receive and consider the Financial Report of the Company and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2021.

### **Resolution 1 – Adoption of the Remuneration Report (non-binding resolution)**

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

*“THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2021 included in the Directors' Report of the Annual Report, as required under section 300A of the Corporations Act 2001 (Cth) be adopted.”*

**Note:** This resolution is advisory only and does not bind the Company or the Directors.

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of Key Management Personnel (**KMP**) named in the remuneration report for the year ended 30 June 2021, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with the directions of how to vote on the Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

#### **Voting Prohibition - s250BD and s250R**

In accordance with Section 250BD and Section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the KMP for the Company; or
- a closely related party of a member of the KMP for the company.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the proxy is the Chair of the Meeting, and the appointment of the Chairman as proxy:

a. does not specify the way the proxy is to vote on this Resolution; and

expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Resolution 2 – Re-Election of Director – Dr Dongfeng Zhang**

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

*“THAT, Dr Dongfeng Zhang, having been appointed as a Director on 25 September 2019, and who retires in accordance with clause 13.2 of the Company's Constitution and ASX Listing Rule 14.5, and being eligible, be elected as a Director of the Company.”*

### **Resolution 3 – Re-Election of Director – Mr Jian Liu**

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

*“THAT, Mr Jian Liu, being a Director who retires in accordance with clause 13.5 of the Company’s Constitution, and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company.”*

### **Resolution 4 – Re-Election of Director – Mr Yicheng Zhang**

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

*“THAT, Mr Yicheng Zhang, being a Director who retires in accordance with clause 13.5 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company.”*

### **Resolution 5 – Re-Election of Director – Mr Colin Mackay**

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

*“THAT, Mr Colin Mackay, being a Director who retires in accordance with clause 13.5 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company.”*

### **Resolution 6 – Approval of 10% Placement Facility**

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

*“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”*

#### **Voting Exclusion Statement:**

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

- *any person who is expected to participate in, or who will obtain a material benefit as a result of, a proposed issue of Shares under the 10% Placement Facility (except a benefit solely in the capacity of a holder of Shares); and*
- *any associates of those 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; or*
- *the Chairman 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 Chairman to vote on the resolution as the Chairman decides; or*
- *a holder 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 holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

**Resolution 7 – Amendment of Constitution**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“**THAT** in accordance with Section 136(2) of the Corporations Act, the Company’s Constitution be amended as set out in the Explanatory Memorandum with immediate effect.”*

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read "Emily Austin". The signature is written in a cursive style with a long, sweeping tail on the letter "n".

Emily Austin

**Corporate Governance Advisor**

Dated: 13 December 2021

## EXPLANATORY STATEMENT

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This Explanatory Statement forms part of the Notice of Meeting convening the Annual General Meeting of Zeus Resources Limited to be held on **Friday, 14 January 2022 at 1:00 pm (AEDT)** 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.

### **Item 1 – Financial and related reports**

#### **Explanation**

Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2021 to be laid before the Company's Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Zeus.

As permitted by the Corporations Act, a printed copy of the Company's 2021 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2021 Annual Report is available from the Company's website ([www.zeusresources.com](http://www.zeusresources.com)).

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Company Auditor in relation to the conduct of the audit.

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### **Resolution 1 – Adoption of Remuneration Report (non-binding resolution)**

#### **Explanation**

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2021 Annual Report and is available from the Company's website ([www.zeusresources.com](http://www.zeusresources.com)). The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the CEO.

The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

### **Voting Consequences**

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Annual Financial Report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors 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 of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous Annual General Meeting, the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### **Voting Exclusion**

A voting exclusion statement applies to this resolution, as set out in the Notice.

### **Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

### **Chairman's available proxies**

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

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## **Resolution 2 – Re-Election of Director – Dr Dongfeng Zhang**

### **Explanation**

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

ASX Listing Rule 14.5 and clause 13.2 of the Company's Constitution require that any Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is the longer. A Director may retire and offer themselves for re-election prior to the expiry of that period.

Dr Dongfeng Zhang, who has been a Non-Executive Director since 25 September 2019, retires in accordance with clause 13.2 of the Company's Constitution and ASX Listing Rule 14.5, and being eligible in accordance with clause 13.3 of the Company's Constitution, offers himself for re-election.

### **About Dr Zhang**

Dr Dongfeng Zhang graduated from Central South University, Ph.D., is currently the Chairman of Zhengyuan International Mining Co., Ltd.

From 2019 to present, he served as the Chairman of Zhengyuan International Mining Co., Ltd; From 2017 to 2019, he served as the Dean of the Kunming Institute of China Metallurgical Geology Bureau; From 2014 to 2017, he served as the Dean of the Third Geological Exploration Institute of China Metallurgical Geology Bureau; and from

2011 to 2014, he served as the manager of the fourth branch of Shanxi Metallurgical Geotechnical Investigation Corporation.

**If the resolution is not approved**

If this resolution is not approved, Dr Zhang will retire as a Director following the date of the Meeting.

**Board Recommendation**

The Board, with Dr Zhang abstaining, unanimously recommends that Shareholders vote in favour of resolution 2.

**Chairman's Available Proxies**

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

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**Resolution 3 – Re-Election of Director – Mr Jian Liu**

**Explanation**

Clause 13.5 of the Company's Constitution and ASX Listing Rule 14.4, provide that a director appointed as addition to the current board or to fill a casual vacancy is required to submit themselves for election by Shareholders at the next annual general meeting.

Mr Jian Liu, who was appointed on 22 December 2020, retires in accordance with clause 13.5 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible in accordance with clause 13.3 of the Company's Constitution, offers himself for re-election.

**About Mr Liu**

Mr Jian Liu has a Bachelor of Science in Geology from the Ocean University of China and a Master of Science in Project Management from Lancaster University, UK. He is a geologist who has been involved in the Chinese, Australian, African, and Southeast Asian exploration and mining industry for over 10 years.

He is particularly knowledgeable about exploration, and has experience in company management, strategic planning and investment. Before joining Zeus, Mr Liu worked as Managing Director for Zhonghe Resources (Namibia) Development (Pty) Ltd, a subsidiary of China Uranium Corporation (CUC), and as Global Investment Project Manager for CUC, a subsidiary of China National Nuclear Corporation (CNNC). CNNC is one of the top state-owned enterprises in China and oversees all aspects of China's nuclear industry.

**If the resolution is not approved**

If this resolution is not approved, Mr Liu will retire as a Director following the date of the Meeting.

**Board Recommendation**

The Board, with Mr Liu abstaining, unanimously recommends that Shareholders vote in favour of resolution 3.

**Chairman's available proxies**

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

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**Resolution 4 – Re-Election of Director – Mr Yicheng Zhang**

**Explanation**

Clause 13.5 of the Company's Constitution and ASX Listing Rule 14.4, provide that a director appointed as addition to the current board or to fill a casual vacancy is required to submit themselves for election by Shareholders at the next annual general meeting.

Mr Yicheng Zhang, who was appointed on 28 October 2021, retires in accordance with clause 13.5 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible in accordance with clause 13.3 of the Company's Constitution, offers himself for re-election.

#### **About Mr Zhang**

Mr Yicheng Zhang holds double degrees in Business Management & Information Technology from University of Technology Sydney, after finishing his secondary education at The King's School in England. Mr Yicheng Zhang has gained extensive experience in the mining industry when he worked in Western Australia and successfully facilitated the deal to acquire VDM Group, a mining service provider in trade and construction.

As the General Manager of Geolord Investment Group, the family enterprise, Mr Zhang has invested and developed multiple large property projects in Sydney, Auckland, and Christchurch. Meanwhile, as the General Manager of Chonwin International business department, he is in charge of all business development and investment for the group in Australia, New Zealand, and PNG.

#### **If the resolution is not approved**

If this resolution is not approved, Mr Zhang will retire as a Director following the date of the Meeting.

#### **Board Recommendation**

The Board, with Mr Zhang abstaining, unanimously recommends that Shareholders vote in favour of resolution 4.

#### **Chairman's available proxies**

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

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### **Resolution 5 – Re-Election of Director – Mr Colin Mackay**

#### **Explanation**

Clause 13.5 of the Company's Constitution and ASX Listing Rule 14.4, provide that a director appointed as addition to the current board or to fill a casual vacancy is required to submit themselves for election by Shareholders at the next annual general meeting.

Mr Colin Mackay, who was appointed on 6 December 2021 retires in accordance with clause 13.5 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible in accordance with clause 13.3 of the Company's Constitution, offers himself for re-election.

#### **About Mr Mackay**

Mr Mackay holds a masters in Economic history from Edinburgh University. He began his career in Hong Kong as a financial journalist, (SCMP and Asian Wall Street Journal), a commodities trader (Bear Stearns Bank) and a stockbroker (Berisford Cresvale) specialising in resource stocks.

During the 1990s, Mr Mackay became Managing Director of Westminster Fund Management GmbH, a company investing European capital into start-ups and small companies in the Asia Pacific region. During this period Mr Mackay successfully acquired several small ASX-listed shell companies, including Aquarius Platinum, Lonestar Resources, and Magna Pacific Holdings and financed and codeveloped them until they were all bought-out at a substantial profit.

#### **If the resolution is not approved**

If this resolution is not approved, Mr Mackay will retire as a Director following the date of the Meeting.

#### **Board Recommendation**

The Board, with Mr Mackay abstaining, unanimously recommends that Shareholders vote in favour of resolution 5.

## Chairman's available proxies

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

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### **Resolution 6 – Approval of 10% Placement Facility**

#### **Explanation**

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under Listing Rule 7.1 (**10% Placement Capacity**).

The Company seeks shareholders' approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using its 15% Placement Capacity under ASX Listing Rule 7.1.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.

#### **Eligibility**

ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index, are eligible to seek shareholder approval under ASX Listing Rule 7.1A. As at the date of this Notice, the Company is eligible to seek shareholder approval under ASX Listing Rule 7.1A.

#### **Formula**

The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:

#### ***(A x D) - E***

Where:

**A** is the number of fully paid ordinary securities on issue at the commencement of the 12-month period before the date of issue or agreement (relevant period):

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,

- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period.

*(‘A’ has the same meaning in ASX 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 rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.

### **Conditions of issue under the 10% Placement Capacity**

There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:

- (a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.
- (b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (**VWAP**) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:
  - i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or
  - ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.

### **Period of validity of shareholder approval**

In the event that the Company obtains shareholder approval of Resolution 10, such approval will cease to be valid upon the earlier of:

- (c) 12 months after the date of this Annual General Meeting;
- (d) the time and date of the entity’s next Annual General Meeting; or

- (e) if applicable, the time and date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2,

(the **Placement Period**).

#### **Information to be provided to shareholders under ASX Listing Rule 7.3A**

(f) **Minimum issue price**

The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:

- i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or
- ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.

(g) **Risk of dilution to Shareholders**

If Resolution 6 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:

- the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of the Meeting; and
- 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.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of **\$0.089** per share which was the closing price of the Company's shares on the ASX on **7 December 2021**; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue as at the date of this Notice, being **219,150,000**.

The table also shows:

- two examples where variable 'A' has increased by 20%, 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price <i>\$0.0445</i>	Issue price <i>\$0.089</i>	100% increase in issue price <i>\$0.178</i>
<b>7 December 2021</b> <b>Variable 'A'</b> 219,150,000 Shares	<b>10% voting dilution</b>	21,915,000 Shares	21,915,000 Shares	21,915,000 Shares
	<b>Funds raised</b>	\$975,217.50	\$1,950,435	\$3,900,870
<b>20% increase in current Variable 'A'</b> 262,980,000 Shares	<b>10% voting dilution</b>	26,298,000 Shares	26,298,000 Shares	26,298,000 Shares
	<b>Funds raised</b>	\$1,170,261	\$2,340,522	\$4,681,044
<b>50% increase in current Variable 'A'</b> 328,725,000 Shares	<b>10% voting dilution</b>	32,872,500 Shares	32,872,500 Shares	32,872,500 Shares
	<b>Funds raised</b>	\$1,462,826.25	\$2,925,652.50	\$5,851,305
<b>100% increase in current Variable 'A'</b> 438,300,000 Shares	<b>10% voting dilution</b>	43,830,000 Shares	43,830,000 Shares	43,830,000 Shares
	<b>Funds raised</b>	\$1,950,435	\$3,900,870	\$7,801,740

The table has been prepared on the following assumptions:

- the Company issues the maximum number of shares available under the 10% Placement Capacity;
- no options to acquire shares on issue in the Company are exercised, and no other convertible securities on issue convert into shares;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;

- the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1;
- the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and
- the issue price is \$0.089, being the closing price of the Company's shares on the ASX on 7 December 2021.

(h) **Period of validity**

The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 10 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(i) **Reason for issue of shares under 10% Placement Capacity**

The Company may seek to issue the Equity Securities for cash consideration only, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(j) **Allocation policy**

The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:

- fundraising options (and their viability) available to the Company at the relevant time;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation of the Company and the urgency of the requirement for funds; and
- advice from the Company's corporate, financial, legal and broking advisers.

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice.

It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.

The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.

(k) **Previous approval**

The Company has not previously obtained approval under ASX Listing Rule 7.1A and this will be first time the Company will be using this facility if approved by the Shareholders.

**If the resolution is not approved**

If this resolution is not approved, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval, as provided for in Listing Rule 7.1A, and will remain subject to the 15% Placement Capacity limit on issuing Equity Securities without Shareholder approval as set out in Listing Rule 7.1. This may impact the Company's ability to raise funds of the same kind as outlined in the table above.

**Voting Exclusion**

A voting exclusion statement applies to this resolution, as set out in the Notice.

**Board Recommendation**

The Board unanimously recommends that shareholders vote in favour of resolution 6.

**Chairman's available proxies**

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

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**Resolution 7 – Amendment of Constitution**

**Explanation**

Under Section 136(2) of the Corporations Act, a company can modify or repeal its constitution or a provision of its constitution by special resolution of shareholders. A special resolution requires the approval of 75% of the votes cast by the shareholders present or eligible to vote (in person, by proxy or corporate representative) in order to be passed.

This special resolution to amend the Constitution is proposed to the new constitution which is fit for the Company's current purpose.

Copies of the Company's existing Constitution, and the Proposed Constitution, are available at <https://www.zeusresources.com/investors/>. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Corporate Governance Advisor at [emily.austin@boardroomlimited.com.au](mailto:emily.austin@boardroomlimited.com.au).

It is proposed that clause 13.12 of the Company Constitution be amended to the following:

*"13.12 Appointment of Director by Vast Honour Global Limited*

*While the Company is quoted on the official list of the ASX and Vast Honour Global Limited is the holder of more than 10% of the fully paid ordinary Shares in the capital of the Company:*

- (a) Vast Honour Global Limited may give notice in writing to the Company of one person Vast Honour Global Limited nominates as a Director of the Company; and*
- (b) the Board must, in accordance with Article 13.5 resolve to appoint the person nominated under Article 13.12(a) to be a Director, subject to that person being eligible for appointment under the Corporations Act and the Listing Rules.”*

The Company's current Constitution has not changed since initially adopted 2012. Since then, there have been a number of developments in the structure of the Company and the shareholding, previously the Constitution required Vast Honour Global Limited (**Vast**) to hold 30% of fully paid ordinary Shares in the capital of the Company in order for the clause 13.12 (a) and (b) to apply however Vast no longer holds 30% shareholding in the Company due to expansion of the Company and dilution of Shares and therefore it is proposed to amend the percentage of shareholding to 10% so that the clause 13.12 of the Company Constitution becomes relevant.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the proposed changes. The Directors believe these amendments do not materially alter the position of shareholders in respect of the Company's governance, and accordingly will not have a significant impact on shareholders.

#### **Board Recommendation**

The Board unanimously recommends that shareholders vote in favour of resolution 7.

#### **Chairman's available proxies**

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

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## GLOSSARY

**AEDT** means Australian Eastern Daylight Time.

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

**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.

**Chairman** means the chair of the Meeting.

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

**Constitution** means the Company's constitution.

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

**Corporate Governance Advisor** means Ms. Emily Austin.

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**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.