

**ZEUS RESOURCES LIMITED
(ACN 139 183 190)**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

DATE AND TIME OF MEETING:

28 November 2013 at 12 pm (AEDT)

VENUE OF MEETING:

Radisson Blu Plaza Hotel
27 O'Connell Street
Sydney NSW 2000

These documents should be read in their entirety.

If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Zeus Resources Limited (ACN 139 183 190) (**the Company**) will be held at 12 pm (AEDT) on 28 November 2013 at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 (**the Meeting**).

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting (**the Notice**) describes in more detail the matters to be considered at the Meeting.

Please refer to the Explanatory Statement accompanying this Notice for a glossary of terms and abbreviations used in this Notice and in the Explanatory Statement.

AGENDA

ORDINARY BUSINESS:

Item 1: Financial Statements and Reports

"To receive and consider the Annual Report of the Company for the year ended 30 June 2013 which includes the Annual Financial Report of the Company, the Directors' Report, the Directors' Declaration and the Auditor's Report."

Note: this item of business is **for discussion only and is not a resolution**.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2013."

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

Voting exclusion statement: in accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or parties that are closely related to that person such as close family members and any companies controlled by those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) It is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) It is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the meeting and you are not a Restricted Voter, by marking the box on, and submitting, the Proxy Form you authorise the person chairing the meeting (**the Chair**) to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the meeting to vote "against", or to abstain from voting on, this Resolution.

Resolution 2: Re-election of Director – Mr Chuanxi Ding

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

“That Mr Chuanxi Ding, a director appointed to fulfil a casual vacancy and holding office until the next general meeting of the Company after his appointment, be re-elected as a director”.

Resolution 3: Re-election of Director – Mr Jiangang Zhao

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

“That Mr Jiangang Zhao, a director appointed to fulfil a casual vacancy and holding office until the next general meeting of the Company after his appointment, be re-elected as a director”.

Resolution 4: Re-election of Director – Mr Yong Zhang

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

“That Mr Yong Zhang, a director appointed to fulfil a casual vacancy and holding office until the next general meeting of the Company after his appointment, be re-elected as a director”.

Resolution 5: Re-election of Director – Mr Gregory Clifton Hall

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

“That, Mr Hall, a Director who retires by rotation in accordance with the Company’s Constitution, and being eligible offers himself for re-election, is re-elected as a Director of the Company.”

OTHER BUSINESS:

In accordance with section 250S of the Corporations Act, the Shareholders are invited to ask questions about, or make comments in relation to, the management of the Company and to raise any other business that may be brought forward at the Meeting in accordance with the Constitution of the Company and the Corporations Act.

BY ORDER OF THE BOARD:

Andrew Whitten
Company Secretary

Dated: 25 October 2013

IMPORTANT INFORMATION

Voting Entitlement

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining their voting entitlements for the Meeting will be as it appears on the Company's share register at 7 pm (AEDT) on 26 November 2013 (the **Entitlement Time**).

Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Meeting. Transactions registered after the Entitlement Time will be disregarded in determining which Shareholders are entitled to attend and vote at the Meeting.

Required Majority

- (a) In accordance with the Corporations Act, for the Resolutions to be effective:
 - (i) the Resolutions must be passed at a meeting of which not less than 28 days written notice specifying the intention to propose the Resolutions has been given (satisfied by this Notice);
 - (ii) in the case of ordinary resolutions, the Resolutions must be passed by more than 50% of all the votes cast by Shareholders present and entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative); and
 - (iii) in the case of special resolutions, the Resolutions must be passed by not less than 75% of all the votes cast by Shareholders present and entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative).
- (b) Pursuant to Article 12.8 of the Constitution of the Company, subject to any rights or restrictions for the time being attached to any class or classes of shares, at the Meeting:
 - (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or Representative;
 - (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or Representative of a Shareholder has one vote; and
 - (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or Representative of a Shareholder shall, in respect of each Share, or each partly paid share where those partly paid shares were offered to the Shareholders on a pro rata basis, held by him, or in respect of which he is appointed a proxy, attorney or Representative, have one vote for the Share, but in respect of partly paid shares not issued on a pro rata basis he shall have such number of votes as bears the same proportion to the total of such shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).
- (c) Pursuant to Article 12.9 of the Constitution of the Company, a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is demanded in accordance with Article 12.11 of the Constitution of the Company.

Proxies, Powers of Attorney and Representatives of Corporate Shareholders

- (a) **(Proxy form):** A proxy form in the form required by the Corporations Act accompanies this Notice. Shareholders are recommended to use this proxy form.
- (b) **(Appointment of proxies):** A proxy need not be a Shareholder of the Company. Proxies appointing the Chairman which do not specify the way in which the proxy is to vote on a particular Resolution will be recorded as voting in favour of the Resolutions.
- (c) **(Representatives of Corporate Shareholders):** A body corporate that is a Shareholder may authorise, in accordance with the Corporations Act, by resolution of its Directors or other governing body, such person or persons as it may determine to act as its Representative at the Meeting. A person so authorised shall be entitled to exercise all

the rights and privileges of the body corporate as a Shareholder.

- (d) **(Deposit of proxy forms and powers of attorney):** To be valid forms of proxy, the original instrument and any Power of Attorney or other authority under which the instrument is signed must be received by the registered office of the Company by no later than **12.00 pm (AEDT) on 26 November 2013 (48 hours prior to the Meeting)**.

The proxy form can be sent to the Company:

By Post: Zeus Resources Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235, Australia

By Facsimile: +61 2 9287 0309

By Hand: Deliver to Link Market Services Limited
1A Homebush Bay Drive,
Rhodes NSW 2138

Online: www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

Enquiries

All enquiries in relation to the contents of this Notice or the Explanatory Statement should be directed to the Company Secretary, Mr Andrew Whitten on +61 2 8072 1400 or at awhitten@whittens.com.au.

BY ORDER OF THE BOARD:



Andrew Whitten
Company Secretary

Dated: 25 October 2013

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2013 Annual General Meeting to be held at 12 pm (AEDT) on 28 November 2013 at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2013 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically requested to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on the Company's website at <http://www.zeusresources.com.au>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

Resolution 1: Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2012 Annual Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2013 Annual Report and is also available on the Company's website at <http://www.zeusresources.com.au>.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the Meeting, and then again at the 2014 AGM, the Company will be required to put a resolution to the 2014 AGM to approve the calling of an extraordinary general meeting (spill resolution). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (spill meeting) within 90 days of the 2014 AGM. All of the Directors who were in office when the 2014 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you mark the box on, and submit, the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Resolution 2: Re-election of Director – Mr Chuanxi Ding

The Company's Constitution provides that any Director appointed during the year either to fill a casual vacancy or in addition to existing Directors holds office until the next AGM and is then eligible for re-election.

Mr Ding was appointed as a Director of the Company on 25 February 2013 pursuant to Article 13.5 of the Company's Constitution to fill a casual vacancy. Pursuant to Article 13.5 of the Company's Constitution, Mr Ding will hold office until the next AGM of the Company, at that time, he may be re-elected.

Background details for Mr Ding are set out below:

Mr Ding holds a Bachelor of Project Management from Beijing University of Science and Technology and an Executive Master of Business Administration from Peking University. From 1986-2003 Mr Ding worked at the Shandong Office of the China Metallurgical Geological Bureau where he rose to the position of Deputy General Manager. From 2003-2005, Mr Ding was a Director of the Investment Department of the China Metallurgical Geological Bureau in Beijing and from 2005-2013 has been the Chairman and Chief Executive Officer of Zhengyuan International Mining Company Limited.

The Directors, other than Mr Ding, recommend that shareholders vote for Resolution 2.

Resolution 3: Re-election of Director – Mr Jiangang Zhao

The Company's Constitution provides that any Director appointed during the year either to fill a casual vacancy or in addition to existing Directors holds office until the next AGM and is then eligible for re-election.

Mr Zhao was appointed as a Director of the Company on 25 February 2013 pursuant to Article 13.5 of the Company's constitution to fill a casual vacancy. Pursuant to Article 13.5 of the Company's constitution, Mr Zhao will hold office until the next AGM of the Company, at this time he may be re-elected.

Background details for Mr Zhao are set out below:

Mr Zhao holds a Bachelor of Accounting, a Master of Finance and a Master of Accounting. Presently, Mr Zhao is a manager of the Department of Finance of Zhengyuan international Mining Company Limited.

The Directors, other than Mr Zhao, recommend that shareholders vote for Resolution 3.

Resolution 4: Re-election of Director – Mr Yong Zhang

The Company's Constitution provides that any Director appointed during the year either to fill a casual vacancy or as an addition to existing Directors holds office until the next AGM and is then eligible for re-election.

Mr Zhang was appointed as a Director of the Company on 25 February 2013 pursuant to Article 13.5 of the Company's Constitution to fill a casual vacancy. Pursuant to Article 13.5 of the Company's Constitution, Mr Zhang will hold office until the next AGM of the Company, at this time he may be re-elected.

Background details for Mr Zhang are set out below:

Mr Zhang holds a Bachelor of Engineering from Shandong Construction College and has had an extensive career in property development, real estate sales and investment. Mr Zhang has extensive property interests in China with over 1600 employees. Mr Zhang was instrumental in securing the cornerstone investment in Zeus by China Metallurgical Geological Bureau, via its subsidiary Zhengyuan International Mining Company Limited.

The Directors, other than Mr Zhang, recommend that shareholders vote for Resolution 4.

Resolution 5: Re-election of Director – Mr Gregory Clifton Hall

The Constitution requires that if the Company has 3 or more Directors, one third (or the number of Directors nearest to one third) of those Directors must retire at each AGM, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third AGM following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under Article 13.2 of the Constitution is eligible for re-election. Mr Hall retired by rotation and seeks re-election.

Background details for Mr Hall are set out below:

Mr Hall is a geologist with over 35 years of international experience. From 1998-2005, he was employed by Placer Dome group of companies, service as Chief Geologist- World Wide during the last five years he was there. Placer Dome was acquired by Barrick Gold Corporation in early 2006. Over the course of his illustrious career, Mr Hall had a senior role in the discoveries of both Barrick Gold's Granny Smith mine and Rio Tinto's Yandi iron ore mine. In addition, he took part in the discoveries of Keringal and Wallaby in Australia's Eastern Goldfields, as well as the definition of AngloGold Ashanti's Sunrise gold mine. Mr Hall holds a Bachelor of Applied Science from the University of New South Wales, Australia.

The Directors, other than Mr Hall, recommend that Shareholders vote for Resolution 5.

GLOSSARY

In this Explanatory Statement the following terms have the meaning set out below:

ACN	Australian Company Number.
AEDT	Australian Eastern Daylight Time.
AGM	Annual General Meeting.
ASIC	The Australian Securities and Investments Commission.
The Company	Zeus Resources Limited (ACN 139 183 190) of Westpac Building, Suite 3, Level 11, 50 Pitt Street Sydney NSW 2000.
The Corporations Act	The Corporations Act 2001 (Cth) as amended or replaced from time to time.
The Corporations Regulations 2001 (Cth)	The Corporations Regulations 2001 (Cth) as amended or replaced from time to time.
The Directors	The directors of the Company as at the date of the Notice and Explanatory Statement.
The Entitlement Time	7 pm (AEDT) on 26 November 2013.
The Explanatory Statement	The Explanatory Statement accompanying the Notice.
The Notice	The notice convening the AGM of Shareholders of the Company for the year ended 30 June 2013.
The Meeting	The Annual General Meeting of the Company to be held at 12 pm (AEDT) on 28 November 2013 at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000
The Resolutions	The resolutions set out in the Notice and Explanatory Statement.
Share(s)	A fully paid ordinary share in the capital of the Company.
Shareholder(s)	A person or company registered in the register of Shareholders of the Company as the holder of one or more Shares as at the Entitlement Time.



ZEUS RESOURCES LTD

ABN 70 139 183 190

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:
Zeus Resources Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

SHAREHOLDER PROXY FORM

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

STEP 1

APPOINT A PROXY

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the Chairman
of the Meeting
(mark box)

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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 12:00pm (AEDT) on Thursday, 28 November 2013, at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report

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Resolution 4

Re-election of Director -
Mr Yong Zhang

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Resolution 2

Re-election of Director -
Mr Chuanxi Ding

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Resolution 5

Re-election of Director -
Mr Gregory Clifton Hall

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Resolution 3

Re-election of Director -
Mr Jiangang Zhao

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i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

IMPORTANT - VOTING EXCLUSIONS

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If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 1 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in calculating the required majority if a poll is called on this Item.

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 1.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

ZEU PRX302

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

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

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (AEDT) on Tuesday, 26 November 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Zeus Resources Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**