



Zinc Co
Australia
Limited

ABN 96 119 397 938

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:	Thursday 26 November 2009
Time of Meeting:	2.30 pm
Place of Meeting:	The Celtic Club (President's Meeting Room) 48 Ord Street, WEST PERTH WA 6005

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Zinc Co Australia Limited will be held at The Celtic Club (President's Meeting Room), 48 Ord Street, West Perth, Western Australia, at 2.30pm on Thursday 26 November 2009.

AGENDA

ORDINARY BUSINESS

Agenda Item 1 - Financial Statements and Reports

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's Reports for the year ending 30 June 2009.

Resolutions

1. Adoption of Remuneration Report

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

"That for all purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the year ending 30 June 2009."

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

2. Re-election of Directors

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

"That, for all purposes, Gary Ernest Comb, who retires as a Director of Zinc Co Australia Limited, pursuant to the Constitution and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Explanatory Statement

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

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

"Snap-shot" Time

The Company may specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company's Directors have determined that all shares of the Company that are quoted on ASX at 5.00pm (WST) on Monday 23 November 2009 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

BY ORDER OF THE BOARD

Alex Dermedgoglou
Company Secretary

23 October 2009

Explanatory Statement

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

Agenda Item 1 - Financial Statements and Reports

The Annual Financial Report as at 30 June 2009 is tabled for information of shareholders but does not require any formal resolution.

Resolution 1 - Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ending 30 June 2009 is set out in the Director's report contained in the Company's Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-Executive Directors and executive employees of the Company.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

Resolution 2 – Re-election of Directors

Pursuant to both the Listing Rules and the Company's Constitution, Directors must retire by rotation at least once every three years. Gary Ernest Comb retires as a director of the Company and offers himself for re-election.



Zinc Co
Australia
Limited

ABN 96 119 397 938

**PROXY FORM
APPOINTMENT OF PROXY**

ANNUAL GENERAL MEETING

I/We

being a member of Zinc Co Australia Limited entitled to attend and vote at the Meeting, hereby

appoint

(Name of proxy)

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's Nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting of Zinc Co Australia Limited to be held The Celtic Club (Presidents Room), 48 Ord Street, West Perth, Western Australia on 26 November 2009 commencing at 2.30pm (WST) and at any adjournment of that meeting. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting directions to your proxy – please mark ☒ to indicate your directions

	For	Against	Abstain*
Resolution 1. Adoption of Remuneration Report	☐	☐	☐
Resolution 2. Re-election of Gary Ernest Comb	☐	☐	☐

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

Dated this day of 2009

Signatures:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary
--

ZINC CO AUSTRALIA LIMITED
ABN 96 119 397 938

Instructions for Completing 'Appointment of Proxy' Form

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

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

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

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

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

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

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

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. For the purpose of Section 1109 N of the Corporations Act, shares in the Company will be taken to be held by the persons who are registered holders at 5.00pm WST on Monday 23 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.
7. To be effective, this proxy (and the Power of Attorney, if any, under which it is signed or a notorially certified copy thereof) must be lodged at the office of the Company, 3rd Floor, 33 Ord Street, West Perth, Western Australia, 6005, or sent by facsimile to (08) 9321 0070 or by email to info@zincco.com.au not less than forty eight (48) business hours before the time for holding the Annual General Meeting.