



# **Zamia Gold Mines Limited**

ACN 120 348 683

## **Notice of Annual General Meeting and Explanatory Notes**

**Date: 19 November 2008**

**Time: 2.00pm**

**Place: Zamia Gold Mines Limited  
Level 8, 275 George Street  
Sydney NSW 2000**

# Chairman's Letter to Shareholders

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13 October 2008



Dear Shareholder(s)

I have great pleasure in enclosing your Notice for the second Annual General Meeting of Zamia Gold Mines Limited. The meeting will be held on Wednesday, 19 November 2008 commencing at 2.00pm (Australian Eastern Summer Time) at Level 8, 275 George Street, Sydney, New South Wales.

The items of ordinary business will be familiar to you, being the motions to receive and consider the Financial Report, the re-election of Directors and to approve the Company's Remuneration Report within the Directors' Report. The Directors' Report begins on page 9 of the Annual Report for 2008 which is enclosed.

You are encouraged to attend the meeting in person. However, if you are unable to do so, then kindly complete the enclosed proxy form and return it to our share registry by mail or fax.

If I or any of my fellow Directors is appointed as a proxy we will, of course, vote in accordance with any instructions given to us. If, as the Meeting's Chairman, I am given discretion as to how to vote, I will vote in favour of each of the items of business to be considered.

I sincerely hope that you will be able to join us at the meeting and take advantage of the opportunity to meet and speak with Directors and senior executives.

Yours sincerely

A handwritten signature in black ink that reads "Stephen Blackman". The signature is written in a cursive, flowing style.

Stephen E Blackman  
Chairman

# Notice of Annual General Meeting

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**Notice is given** that a General Meeting of shareholders of Zamia Gold Mines Limited ("ZGM" or "the Company") will be held at the Boardroom of the Company, Level 8, 275 George Street, Sydney NSW 2000 at 2.00pm on 19 November 2008.

The accompanying Explanatory Notes and Proxy Form provide additional information relating to matters to be considered at the meeting, and form part of this notice of general meeting.

## Agenda

### **A. Financial Statements and Reports**

To receive and consider the Company's Financial Statements for the year ended 30 June 2008 together with the related Directors' and Auditor's reports.

### **B. Ordinary Resolutions**

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

#### **1. Re-election of Andrew Skinner as a Director**

That Andrew Skinner be re-elected as a Director of the Company. Mr Skinner, who retires in accordance with the Company's Constitution and the ASX Listing Rules and being eligible, offers himself for re-election as a Director of the Company.

#### **2. Re-election of Colin Seaborn as a Director**

That Colin Seaborn be re-elected as a Director of the Company. Mr Seaborn, having been appointed in accordance with the Company's Constitution as a Director of the Company on 17 December 2007 to fill a casual vacancy, and being eligible, offers himself for re-election as a Director of the Company.

#### **3. Re-election of Ronald Norman Lees as a Director**

That Ronald Norman Lees be re-elected as a Director of the Company. Mr Lees, having been appointed in accordance with the Company's Constitution as a Director of the Company on 24 January 2008 to fill a casual vacancy, and being eligible, offers himself for re-election as a Director of the Company.

#### **4. Adopt the Remuneration Report**

That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2008 be adopted.

Dated: 13 October 2008

By order of the Board

A handwritten signature in blue ink, appearing to read 'Geoffrey Broomhead', with a stylized flourish at the end.

Geoffrey Broomhead  
Company Secretary

# Voting and Proxies

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## Voting

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), that the holders of shares recorded in the Company's register at 7.00pm AEST, 17 November 2008, will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time.

## Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by Andrew Skinner and by any associate of Mr Skinner.

The Company will disregard any votes cast on Resolution 2 by Colin Seaborn and by any associate of Mr Seaborn.

The Company will disregard any votes cast on Resolution 3 by Ronald Norman Lees and by any associate of Mr Lees.

However, the Company need not disregard a vote on any of the Resolutions if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with a voting specification on the proxy appointment in relation to the resolution; or
- (b) it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, if their appointment as proxy did not specify the way they are to vote on the resolution.

## Proxies

A shareholder who is entitled to attend and vote at the 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 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 of the Company.

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 2.00pm AEST on 17 November 2008.

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

- (a) by mail or delivery to:  
Registries Limited  
Level 7, 207 Kent Street  
SYDNEY NSW 2000
- (b) by facsimile: 61 (0) 2 9279 0664

Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by 2 directors, a director and the company secretary, a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, 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 an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

# Explanatory Notes

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## RESOLUTION ONE - RE-ELECTION OF ANDREW SKINNER AS A DIRECTOR

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

ASX Listing Rule 14.4 states that a director of the Company must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

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

A Chartered Accountant, Andrew, has built a career specialising in Superannuation and Taxation. His pre-eminence in the industry is widely recognised and he is frequently published in industry and professional publications and is a regular presenter on various shows, including the Television Education Network among others. Since July 2000 he has operated his own accounting and consultancy practice, specialising in taxation, superannuation planning and compliance.

Andrew is an Associate of the Institute of Chartered Accountants, Fellow of the Taxation Institute of Australia, Member of the Taxpayer's Association and Member of Superannuation Australia.

## RESOLUTION TWO - RE-ELECTION OF COLIN SEABORN AS A DIRECTOR

Pursuant to clause 74.2 of the Constitution, the Directors may at any time appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also states that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Colin Seaborn was appointed as a Director on 17 December 2007 and retires in accordance with the Constitution and the ASX Listing Rules and, being eligible for re-election, offers himself for re-election at the Meeting.

Colin has over 20 years experience with CRA/Comalco Group companies in metallurgical operations, process development, business analysis and general management. He has run his own business development and process improvement consultancy over the past 12 years for both large and growing companies in a range of industry sectors.

Colin is a Member of the Australasian Institute of Mining and Metallurgy and has no other directorships in listed companies.

## RESOLUTION THREE - RE-ELECTION OF RONALD NORMAN LEES AS A DIRECTOR

Pursuant to clause 74.2 of the Constitution, the Directors may at any time appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also states that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company.

Mr R N (Sam) Lees was appointed as a Director on 24 January 2008 and retires in accordance with the Constitution and the ASX Listing Rules and, being eligible for re-election, offers himself for re-election at the Meeting.

Sam has over 35 years experience in mineral exploration and mine geology; has worked in all states of Australia as well as in Africa, North America and the Middle East in a wide range of geological environments which included most metalliferous commodities; has held senior positions with Teck Explorations Limited, Goldrim Mining Australia Limited, Gilfillan Associates Pty Limited and Michelago Limited.

Sam is a Fellow of the Australian Institute of Geoscientists, the Australasian Institute of Mining and Metallurgy and the Australian Institute of Company Directors. He has no other directorships in listed companies.

## RESOLUTION FOUR – ADOPT THE REMUNERATION REPORT

The Corporations Act 2001 requires the Company to put a resolution to the Annual General Meeting that the Company's remuneration report be adopted. The vote on this resolution 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. The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the remuneration report.

The remuneration report, which details the Company's policy on the remuneration of Directors and senior executives, is set out on pages 14 to 17 of the Company's Annual Report 2008. It is also available at the Company's website at: [www.zamiagold.com.au](http://www.zamiagold.com.au).

The Directors recommend that you vote in favour of the adoption of the Remuneration Report.

# Glossary

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

**Board** means the Directors of the Company acting as a board, or the Board's delegate;

**Company or ZGM** means Zamia Gold Mines Limited ACN 120 348 683;

**Explanatory Notes** means the explanatory notes attached to this notice of meeting; and

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