

AustralianZircon

NL ABN 60 063 389 079

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Important Information

This is an important document that should be read in its entirety. If you do not understand this document you should consult your professional advisor without delay.

If you wish to discuss any aspect of this document with the Company please contact
Mr Graham Seppelt on telephone (+61) (0)419 035 297

**AUSTRALIAN ZIRCON NL
ACN 063 389 079**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 Annual General Meeting of the members of Australian Zircon NL will be held at the Offices of Holman Hodge, Level 5, 420 King William Street, Adelaide, SA at 4.30pm (Adelaide time) on 30 November 2016 to consider the following business and, to consider and, if thought fit, to pass the following Resolutions:

AGENDA

FINANCIAL & OTHER REPORTS

To receive and consider the financial report for the year ended 30 June 2016 and the accompanying Directors' Report, Directors' Declaration and Auditor's Report.

ORDINARY RESOLUTION 1 – RE-ELECTION OF MR JEREMY SHERVINGTON AS DIRECTOR

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

“That Mr Jeremy Shervington, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

ORDINARY RESOLUTION 2 – RE-ELECTION OF MR JOHANN JOOSTE-JACOBS AS DIRECTOR

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

“That Mr Johann Jooste-Jacobs, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

ORDINARY RESOLUTION 3 – RE-ELECTION OF MR ALAN COULTHARD AS DIRECTOR

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

“That, Mr Alan Coulthard, be re-elected as a Director of the Company with immediate effect.”

SPECIAL RESOLUTION 4 – CHANGE OF NAME OF THE COMPANY

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

“That the name of the Company be changed to “Erinbar Limited”, subject to and taking effect from the time immediately after the company has changed type to become a company limited by shares.”

DATED this 4th day of November 2016.

BY ORDER OF THE BOARD

J D Shervington
Chairman

Notes:**Definitions**

Terms which are used in this Notice and which are defined in Section 8 of the Explanatory Memorandum have the meanings ascribed to them therein.

Address

If you have recently changed your address or if there is an error in the name and address used for this Notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

Voting Entitlement

The Board has determined that a Shareholder's entitlement to vote at the Meeting will, in accordance with the Corporations Act, be the entitlement of that Shareholder set out in the register of members as at 6pm Adelaide time on the 28th day of November 2016.

This means that any Shareholder registered at 6pm Perth time on the 10th day of October 2016 is entitled to attend and vote at the Meeting.

Proxies

A member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the member at the Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Meeting the member may appoint 2 proxies. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A form of proxy is attached with this notice.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A proxy's authority to speak and vote for a Shareholder at the Meeting is suspended if the Shareholder is present at the Meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments. To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and either:

- Return the proxy form by post to Australian Zircon NL, PO Box 424, West Perth, WA 6872; or
- Return the proxy form by delivery to Australian Zircon NL, 52 Ord Street, West Perth WA 6005 ; or
- Send the proxy form to Australian Zircon NL on facsimile number +61 (0) 8 9481 5142.

To be effective a completed proxy form must be received by the Company by no later than 4.30pm (Adelaide Time) on 28 November 2016.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in like manner as the proxy.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

AUSTRALIAN ZIRCON NL
ACN 063 389 079

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the 2016 Annual General Meeting of Australian Zircon NL to be held at 4.30pm (Adelaide time) on 30 November 2015 at the Offices of Holman Hodge, Level 5, 420 King William Street, Adelaide, SA 5000. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in the Notice and this Explanatory Memorandum are defined in Section 6.

1. AGENDA ITEM 1

As required by Section 317 of the Corporations Act 2001, the Company's financial report for the year ended 30th June 2016 and the accompanying Directors' report, Directors' Declaration and auditor's report will be laid before the Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote on the reports. However, shareholders will have an opportunity to ask questions about the reports at the AGM.

2. RESOLUTION 1

Mr Jeremy Shervington, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election. Mr Shervington is a solicitor specialising in laws regulating companies and the securities industry in Australia. He is also a director of various unlisted public and private companies.

The other Directors unanimously support the re-election of Mr Jeremy Shervington under Resolution 1.

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

3. RESOLUTION 2

Mr Johann Jooste-Jacobs, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election. Mr Jacobs has more than 30 years experience in the resource sector where he has managed established companies and acquisitions, expansions or start-up mining operations in Australia, South Africa, and Indonesia. He is also a director of various listed and unlisted public and private companies.

The other Directors unanimously support the re-election of Mr Johann Jooste-Jacobs under Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

4. RESOLUTION 3

Resolution 3 deals with the Re-Election of Mr Alan Coulthard. Mr Coulthard, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election. Mr Coulthard, is a retired accountant, currently residing in the UK. He was most recently employed by American Express in the UK and has also worked in the accounting area in Australia and the USA. He has been a director of a number of public and private companies including ASX listed companies Unitract Ltd, Papillon Resources Ltd, Prairie Mining Ltd and Northern Manganese Ltd."

The other Directors unanimously support the re-election of Mr Alan Coulthard under Resolution 3.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 3.

5. RESOLUTION 4

The Board considered it appropriate that the Company change its name given that it is no longer focussed on zircon exploration/mining.

6. DEFINITIONS

In this Explanatory Memorandum:

“**Chairman**” means the chairman of the Meeting;

“**Company**” means Australian Zircon NL ACN 063 389 079;

“**Constitution**” means the constitution of the Company as amended from time to time;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a director of the Company;

“**Explanatory Memorandum**” means this explanatory memorandum;

“**Meeting**” means the meeting of Shareholders convened by this Notice;

“**Notice**” and “**Notice of Meeting**” means the notice of meeting to which this Explanatory Memorandum is attached;

“**Resolution**” means a resolution set out in this Notice and “**Resolutions**” has a corresponding meaning;

“**Section**” means a section of this Explanatory Memorandum;

“**Share**” means an ordinary fully paid share in the capital of the Company and “**Shareholder**” has a corresponding meaning.

AUSTRALIAN ZIRCON NL
ABN 60 063 389 079
PROXY FORM

Australian Zircon NL
 PO Box 424
 West Perth WA 6872
 Fax Number: +8 9481 5142
 Email: seppelt@bold.net.au

I/We _____

of _____

being a shareholder(s) of Australian Zircon NL hereby appoint _____
 of _____

or failing him/her _____

of _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 4.30pm, 30 November 2016 at the Offices of Holman Hodge, Level 5, 420 King William Street, Adelaide SA 5000 and at any adjournment thereof in respect of []% of my/our shares or, failing any number being specified, **ALL** of my/our shares in the Company. If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (An additional proxy form will be supplied by the Company on request.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a Resolution, the proxy may abstain or vote at his or her discretion.

I/we direct my/our proxy to vote as indicated below:

<u>Number</u>	<u>Resolution</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1	Re-Election of Mr Jeremy Shervington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-Election of Mr Johann Jooste-Jacobs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-Election of Mr Alan Coulthard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies given by a natural person must be signed by each appointing shareholder or the shareholder's attorney duly authorised in writing. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by the appointor's attorney duly authorised in writing. The Chairman intends to vote all undirected proxies in favour of each Resolution.

As witness my/our hand/s this _____ day of _____ 2016

If a natural person:

SIGNED by:

 Signature

 Signature (if joint holder)

If a company:

Executed in accordance with section 127 of the Corporations Act

 Signature of Director

 Signature of Director / Secretary