

2 December 2013

RESULTS OF SCHEME MEETING

Perilya Limited (ASX: PEM) (“**Perilya**”) is pleased to announce that Perilya shareholders today voted in favour of the scheme of arrangement (“**Scheme**”), which subject to the further approval of the Federal Court of Australia (“**Court**”), will result in Perilya’s major shareholder, Zhongjin Lingnan Mining (HK) Company Limited (“**Zhongjin Lingnan**”) (a wholly owned subsidiary of Shenzhen Zhongjin Lingnan Nonfemet Co., Limited) acquiring all the outstanding shares in Perilya that it does not already own, as announced to the ASX on 4 September 2013.

The meeting results are consistent with the unanimous recommendation made by the independent Directors of Perilya¹.

Results of Scheme Meeting

The resolution to approve the Scheme was passed at today’s Scheme Meeting by the following majorities:

- 96.86% of votes cast in favour of the resolution; and
- 3.14% of the number of shareholders voting (either in person or by proxy) in favour of the resolution.

These results exceed the majorities required for the purposes of the *Corporations Act 2001 (Cth)*.

The votes cast on the resolution put to a poll at the Scheme Meeting were as follows:

| | Number of votes | Percentage of votes | Number of shareholders voting | Percentage of shareholders voting |
|--------------------------------|--------------------|---------------------|-------------------------------|-----------------------------------|
| Votes “FOR” the resolution | 129,221,032 | 96.86% | 725 | 82.67% |
| Votes “AGAINST” the resolution | 4,186,877 | 3.14% | 152 | 17.33% |
| Total | 133,407,909 | 100% | 877 | 100% |

The number of “ABSTAIN” votes recorded on the resolution was 8,741.

Details of valid proxies that were received by Perilya were as follows:

| Resolution | For | Against | Open | Abstain |
|---------------------|-------------|-----------|-----------|---------|
| Agreement to Scheme | 124,535,789 | 4,186,877 | 4,069,243 | 8,741 |

Second Court Hearing

A hearing before the Court to approve the Scheme is scheduled to be held at 2.15pm on 9 December 2013. Perilya will make a further announcement following consideration of the Scheme by the Court.

¹ The “independent Directors of Perilya” comprise Paul Arndt, Patrick O’Connor and Anna Liscia.

Indicative Timetable

| | |
|----------------------|------------------|
| Second Court Hearing | 9 December 2013 |
| Effective Date | 9 December 2013 |
| Scheme Record Date | 16 December 2013 |
| Implementation Date | 19 December 2013 |

All dates and times are Perth, Western Australia times unless indicated otherwise and are indicative only. Any changes to the above timetable will be announced to ASX and available on Perilya's website <http://www.perilya.com.au/>.

Capitalised terms used in this announcement have the same meaning as set out in the Scheme Booklet dated 31 October 2013 (unless indicated otherwise).

Yours faithfully,
PERILYA LIMITED



Paul Marinko
Company Secretary

For further information:

Investors:

Paul Arndt
Managing Director and CEO
+61 8 6330 1000

Enquiries:

Paul Marinko
Company Secretary
+61 8 6330 1000

Analysts:

Angelo Christou
Chief Financial Officer
+61 8 6330 1000

About Perilya

Perilya is an Australian base and precious metals mining and exploration company, which owns and operates the iconic Broken Hill zinc, lead, silver mine in NSW Australia and, with the successful takeover of GlobeStar Mining Corporation in December 2010, the Cerro de Maimón copper, gold & silver mine in the Dominican Republic. The Company's operations at the Broken Hill mine went through a resizing in 2008 which has resulted in significant improvement in productivity, profitability and cashflows resulting in an extension to the life of mine to approximately 10 years.

In addition to its mining operations, the Company has an active exploration and development program which includes exploration and development programs in the Broken Hill region NSW Australia and in the Flinders region of South Australia in the vicinity of its Beltana zinc silicate project. The Company also has extensive exploration programs underway on its Dominican Republic mining and exploration concessions that include a laterite nickel project and highly prospective copper, gold & silver targets near its Cerro de Maimón mine.

The Company is reviewing options for the development of the Mount Oxide Copper Project in the Mount Isa region in Queensland. In addition, the Company has a 60% interest in the Moblan lithium project located in Quebec, Canada, which is currently undergoing a development study (the remaining 40% is held by SOQUEM, which is an investment company owned by the Quebec Government in Canada).

Perilya is owned 53.37% by Shenzhen Zhongjin Lingnan Nonfermet Co. Ltd, China's third largest zinc producer.

For more details, visit www.perilya.com.au

About Zhongjin Lingnan

Shenzhen Zhongjin Lingnan Nonfermet Company Limited (Zhongjin Lingnan) is a publicly listed company that specializes in the production of non-ferrous metals. As a listed company, Zhongjin Lingnan undertakes cross-industry and cross-region operations that include mining, processing, smelting, manufacturing and R&D. Zhongjin Lingnan is listed on the Shenzhen Stock Exchange (Ticker: 000060) and, as of 1 September 2013, has a market capitalisation of approximately RMB15.12 billion (A\$2.76 billion). Based in Shenzhen, Zhongjin Lingnan has a production base at Shaoguan, a city in the north of Guangdong.

In 2002, Zhongjin Lingnan was ranked among top 500 Chinese businesses for the first time. As one of the top 100 businesses in Shenzhen and Guangdong, the company was listed as an SSE 100 Index constituent stock in the same year. Since then, in recognition of its active role in high-tech operations in Guangdong, Zhongjin Lingnan has been awarded a string of honours as a tax-payer and exporter with significant contribution to the local economy.

Zhongjin Lingnan product portfolio includes fine lead ore, fine zinc ore, mixed lead/zinc ore, fine sulfur ore, electrolytic lead, fine zinc, silver, fine cadmium, germanium ingots, germanium dioxide, indium ingots, sulfuric acid, zinc sulfate, section aluminum, curtain walls, steel stripes, nickel hydroxide, zinc powder for batteries, and fibrous nickel powder, which span over 30 categories. The company offers products up to the international quality standards. Zhongjin Lingnan has obtained LME certifications for its electrolytic lead and fine zinc and LBMA certification for silver. A large number of production facilities in the company reach the ISO9000 standard. Zhongjin Lingnan is highly recognized both at home and abroad.

Zhongjin Lingnan's main activities comprise mining and smelting operations. Its key operations are the Shaoguan and Danxia Smelters and the Fankou lead & zinc mine. The Fankou mine is one of the lowest cost underground lead zinc mines in the world and has over 20 years of mine life remaining