

PERILYA SCHEME MEETING 2 December 2013



Today's proceedings

- Address by Chairman of Scheme Meeting
- Formal Business Approval of Scheme of Arrangement
- Close of Formal Business
- Refreshments



Chairman's address



Formal Business



Scheme Resolution

"THAT, PURSUANT TO AND IN ACCORDANCE WITH SECTION 411 OF THE CORPORATIONS ACT 2001 (CTH), THE SCHEME OF ARRANGEMENT PROPOSED TO BE ENTERED INTO BETWEEN PERILYA AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES (OTHER THAN ZHONGJIN LINGNAN MINING (HK) COMPANY LIMITED AND ITS RELATED BODIES CORPORATE), AS CONTAINED IN AND MORE PARTICULARLY DESCRIBED IN THE BOOKLET OF WHICH THE NOTICE CONVENING THIS MEETING FORMS PART, IS AGREED TO (WITH OR WITHOUT MODIFICATION AS APPROVED BY THE FEDERAL **COURT OF AUSTRALIA)"**



Voting Majorities

- For the resolution to be passed it must achieve a majority in two ways:
 - First, more than 50% in number of Perilya's shareholders present and voting at this Scheme Meeting (either in person or by proxy, attorney or corporate representative) must vote in favour of the resolution.
 - Second, at least 75% of the total number of Perilya shares voted at this Scheme Meeting (either in person or by proxy, attorney or corporate representative) must be voted in favour of the resolution.
- Zhongjin will not vote any of its Perilya shares on the resolution.



Proxy Votes Received

	Proxy votes	Number of proxy holders	Percentage of valid securities voted	Percentage by number of shareholders
For	124,535,789	668	93.78%	75.9%
Against	4,186,877	152	3.15%	17.3%
Open (Chairman)	4,019,539	50	3.03%	5.7%
Open (Other)	49,704	5	0.04%	0.57%





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- Is not an offer or recommendation to purchase or subscribe for securities in Perilya Limited or to retain any securities currently held.
- Does not take into account the potential and current individual investment objectives or the financial situation of investors.
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