

RNS Number : 3965S  
Zambezi Resources Ltd  
18 May 2009

**18 May 2009**

**Zambezi Resources Limited (AIM: ZRL)**

**Notice of General Meeting**

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Shareholders of Zambezi Resources Limited ("**Company**") will be held at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda on 22 June 2009 at 9.00am Atlantic Daylight Time (ADT), for the purpose of transacting the following business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to the following Resolutions accompanies this Notice of Meeting.

**AGENDA**

**BUSINESS**

**Resolution 1 - Approval of Share Issue to Creditors**

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

*"That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the directors of the Company to allot and issue up to 161,685,161 Shares at a deemed issue price of AUD\$0.02 each to a number of the Company's creditors on the terms and conditions set out in the Explanatory Memorandum."*

**Resolution 2 - Approval of Placement of Shares**

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

*"That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the directors of the Company to allot and issue up to 50,000,000 Shares at an issue price which is at least 80% of the average market price of Shares over the last five days on which sales in Shares were recorded before the day on which the issue is made or, if there is a prospectus relating to the issue, over the last five days on which sales in the Shares were recorded before the date of the prospectus, on the terms and conditions set out in the Explanatory Memorandum."*

## **BY ORDER OF THE BOARD**

**Lloyd Flint**  
**Chief Financial Officer**  
**18 May 2009**

### **Proxies**

Registered Shareholders for the Company only can vote at the meeting personally or by proxy, attorney or representative. A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. A proxy may, but need not be, a Shareholder of the Company. The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the respective offices of Computershare Services, for Australian holders not later than 8.00pm Western Australian Standard Time on 18 June 2009 and UK holders not later than 1.00pm London Time on 18 June 2009. For the convenience of Shareholders a Proxy Form is enclosed with notices sent to Shareholders.

A Shareholder that is a corporation may elect to appoint a representative in accordance with the Articles of Association in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company not later than 1.00pm London Time on 18 June 2009.

### **CHESS Depositary Interests**

Holders of CHESS Depositary Interests ("CDI") are invited to attend the meeting but are not entitled to vote at the meeting. In order to have votes cast at the meeting on their behalf, CDI holders must complete, sign and return the CDI Form of Instruction enclosed with the Notice sent to them to Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth, WA 6000, Australia or GPO Box D182, Perth WA 6840, Australia so that CDI holders can direct CHESS Depositary Nominees Pty Ltd to vote the underlying shares on their behalf. The CDI Form of Instruction needs to be received at the address shown on the form by not later than 8.00pm Western Standard Time on 18 June 2009.

### **CREST Depositary Interests**

Holders of CREST Depositary Interests ("DI") are invited to attend the meeting but are not entitled to vote at the meeting. In order to have votes cast at the meeting on their behalf, DI holders must complete, sign and return the Form of Instruction enclosed with the Notice to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE so

that DI holders can direct Computershare Company Nominees Limited to vote the underlying shares on their behalf. The Form of Instruction needs to be received at the address shown on the form by not later than 1.00pm London Time on 18 June 2009.

The notice is available from the Zambezi website at [www.zambeziresources.com/](http://www.zambeziresources.com/)

**For more information contact:**

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