

17 April 2008

**OXIANA LIMITED 2008 ANNUAL GENERAL MEETING
AUSTRALIAN STOCK EXCHANGE AND MEDIA RELEASE**

Oxiana Limited Chairman Barry Cusack outlined the major steps Oxiana has taken in continuing to grow its business at the Company's Annual General Meeting for 2008 held today at the Melbourne Exhibition and Convention Centre.

Addressing the meeting, Mr Cusack highlighted the Group's strong performance at its operations, sound financial performance, successful developments and expansions and merger and acquisition plans.

Mr Cusack also detailed the Company's plans for its merger with Zinifex to create a mid-scale diversified mining company of global relevance.

"The merger makes great sense to both parties, we share the same vision, our portfolios are complementary, the timing is right, the market is right and the ratios are right."

"With the unique combination of skilled and experienced people, high quality assets, diverse project pipeline, prospective exploration portfolio and financial strength, I believe the merged company will deliver value to shareholders which is superior to that which either could do alone."

Oxiana's Managing Director and CEO, Owen Hegarty also discussed the merger which he described as "the biggest single move we have made in growing our business to date".

Mr Hegarty also detailed the Company's view on the outlook for commodities markets which he said were experiencing "perfect storm for demand but a nightmare for supply."

"Demand will continue to grow in China and other developing economies with supply experiencing major challenges; grades are declining globally, there are fewer discoveries being made, capital and operating costs are increasing, there are widespread project delays and this is being compounded by new projects more commonly having to be developed in non-traditional mining domains."

"Oxiana is well positioned through its own production capacity, new projects and expansions to capitalise on the strong outlook for commodities as is the new company which will be formed through the planned merger with Zinifex," he said.

ENDS

Full details of the Chairman's address and Managing Director and CEO's presentations from the AGM are attached.

Oxiana's Annual General Meeting will be webcast live at 10.00am at www.oxiana.com.au and available for replay after 2.00pm.

Investor enquires contact: Richard Hedstrom

Ph: 03 8623 2210

Media enquiries contact: Natalie Worley

Ph: 03 8623 2217

OXIANA LIMITED | Respect – Action – Performance – Openness | WWW.OXIANA.COM.AU

For personal use only

Oxiana Limited
Annual General Meeting 2008
10.00am, 17 April 2008
Melbourne Exhibition and Convention Centre

Chairman's Address

Welcome

On behalf of the Board of Directors I am delighted to welcome all to the Oxiana Limited Annual General Meeting for 2008.

Welcome to those in the audience and to those who are viewing this event live via webcast.

The motto behind me again reads "Building a major mining company." This is Oxiana's firm vision and one that has not changed. We have previously declared our growth ambitions, and throughout 2007 and into 2008 we have made further strides to take us towards that goal.

Housekeeping

Some housekeeping first.

Please ensure your mobile phones are switched to silent or switched off for the duration of this meeting.

In the event of a fire or emergency the following evacuation procedure is to be followed:

- First an ALERT ALARM will sound and will make a BEEP-BEEP-BEEP sound. Wait where you are for instruction.
- The second EVACUATION ALARM makes a WHOOP-WHOOP-WHOOP sound. This is the signal to follow the fire wardens directions to evacuate the area via the fire stairs. LIFTS ARE NOT TO BE USED
- You will then be guided to move quietly and calmly to the Assembly Areas at the corner of Clarendon St and Normanby Roads. (point).

Introductions

Directors

During 2007 Peter Cassidy resigned from the Board and we thank Peter for his contribution to Oxiana over the past six years.

Other than this there were no changes in 2007

For personal use only

Ronnie Beevor, Chair of the Nomination and Remuneration Committee, member of the Audit committee
Mike Eager, Chair of the Compliance Committee, member of the Audit committee.
Brian Jamieson, Chairman of the Audit Committee and Member of the Compliance Committee

Managing Director Owen Hegarty

Company Secretary David Forsyth

Auditors – KPMG, Michael Bray Partner
Lawyers – Clayton Utz, Charles Rosedale Partner

Outline of the structure of the meeting

I will shortly hand over to MD and CEO Owen Hegarty who will give an overview of the Company's performance and discuss our strategy.

I will then rejoin you to discuss the proposed merger with Zinifex and the outlook for the merged group as well as Board matters before moving on to shareholders questions and the formal business of the meeting.

Brief overview of the year

Before I hand over to Owen let me just say that from the Board's perspective 2007 was another year of very good performance for Oxiana's operations and, in line with our vision, we undertook significant steps to grow the business.

Our market capitalisation grew by around \$1 billion in 2007 to \$5.4 billion.

Our financial results were sound although they were impacted by lower commodity prices - especially zinc - and provisional pricing adjustments. Demand for our products continued to be strong and stocks of copper and zinc on world exchanges remain at historical lows measured in days or weeks of consumption. This underlying strength of demand, coupled with constraints on supply, gives us confidence the future remains propitious for our growth. Accordingly we have pursued vigorously our exploration, our expansions and acquisitions.

We undertook the acquisition of Perth based Agincourt Resources Limited and with it the Martabe project in Indonesia which is nearing approval and commencement of construction.

Prominent Hill, an earlier acquisition, will be commissioned before the end of this year, and we continue to achieve positive and encouraging exploration results there. Studies for an underground mining operation to expand output at Prominent Hill and extend beyond the initial 10-year mine life are underway. We continue to find new ore to replace current mining at Golden Grove and potential for expansion is also the subject of ongoing study. We continue to find more copper and to a lesser extent gold at our Sepon operations and have commenced an expansion of the copper plant.

Your Board placed considerable emphasis on sound governance, risk management and sustainability.

For personal use only

Governance

As is our common practice, your Board visited each of our sites and, at Sepon, the Compliance Committee undertook a formal review of operations and practices.

We also established a Risk Management Policy which formalised and strengthened Oxiana's existing practices and our financial and business process risk was strengthened with the formal introduction of an Internal Audit function assisted by external experts.

We conducted an externally facilitated review of Board performance, we assessed our practices against the ASX guidelines for good corporate governance, we held discussions with institutional investors and such bodies as Risk Metrics, ACSI, CGI Glass and the Australian Shareholders' Association.

Most importantly, we have tried to ensure we meet the highest standards of corporate governance and corporate responsibility without becoming bureaucratic or impeding our capacity for and commitment to action.

I think it is important to point out the very good relationship that exists between the Board and Management at Oxiana which facilitates very transparent dealings between the two.

Dividends

In 2007 our total dividends declared were 8c per share. The interim dividend of 4 cents was fully-franked while the final dividend of 4 cents was unfranked. The company did not have sufficient tax credits this year to frank the final dividend, as a significant share of Oxiana's earnings are generated off shore.

Our clear policy is to pay dividends which are as high as possible after taking into consideration the growing company's need for capital. Dividends will be franked to the extent that Oxiana has tax credits available to do so.

Owen will now elaborate on the company's performance in 2007 and the first quarter of 2008 and Oxiana's strategy.

PRESENTATION BY MANAGING DIRECTOR AND CEO OWEN HEGARTY (Slides 1-23)

Barry Cusack, Chairman, returns

Thank you to Owen

Thank you Owen. Before I go on I wish to say a few words about Owen as this may be his last AGM as Managing Director and CEO of this Company. We are pleased he will become a Non-Executive Director of the new Company and that he will be closely involved in the integration process if the merger with Zinifex proceeds.

The development of Oxiana to-date under his stewardship has been exceptional. In 1996 Owen became involved in Golden Plateau which was later re-named Oxiana. In 2000 Oxiana acquired Sepon and

For personal use only

brought on the Sepon gold mine by 2002, followed by the copper operation in 2005. Oxiana acquired Minotaur Resources and with it the outstanding Prominent Hill project which is now being developed. The company also acquired Golden Grove, which has seen marked improvements in operating performance under our management and acquired Agincourt Resources, and with it Martabe, which is on schedule to be in production by the end of 2009.

Through all of this Owen built the team, identified and pursued the prospects and led the charge. He has built a superb team and has created a culture of 'can do' and 'do it well', in all respects.

And also under Owen's stewardship has been the single biggest step we have taken towards growing this Company to date, the planned merger with Zinifex.

It is also pleasing to note that if the merger proceeds, Owen's drive and passion will continue to be available to the company as a member of the new Board.

Oxiana Zinifex Merger

Introduction

This merger had been agreed by your Board to create a leading Australian diversified mining company of global relevance, which has the ability to pursue growth opportunities even more quickly and successfully than on a stand-alone basis – due to its enhanced financial strength, its market position and its Board and management capability.

This new company will be well-positioned for any operating environment, and will be able to capture the benefits from this current extended period of strong metal demand growth and supply constraint.

The proposed merger makes great sense to both parties; we share the same vision, our portfolios are complementary, the timing is right, the market is right and the ratios are right.

The scrip based merger means that both sets of shareholders will benefit from the significant ongoing benefits expected from the merger.

About Zinifex

(Slide 25)

Zinifex is another Melbourne-based company. It was listed in 2004 and has been one of the most successful companies on the ASX since its listing – thanks to a combination of very strong operating performance and healthy commodity prices.

Last year, Zinifex divested its smelting assets via a Scheme of Arrangement into Nyrstar, leaving Zinifex as a pure mining company with a strong financial profile.

Zinifex owns and operates two mines in Australia. The highly profitable Century zinc-lead-silver mine in Queensland produces approximately 500,000t of zinc in concentrate a year and has a projected life to at least 2015. The Rosebery mine in Tasmania produces around 85,000t of zinc in concentrate each year and also benefits from the production of copper, lead, silver and gold as secondary products.

Like Oxiana, Zinifex has been focused on growing its existing assets as well as adding new ones. In 2007, Zinifex added significantly to the resource base at Rosebery and is actively exploring around Century where further zinc and also copper mineralisation is very promising.

Zinifex also has a bid in the market for Allegiance minerals which is scheduled to close on Friday, 18 April. At present, Zinifex has acquired around 84% of the shares in Allegiance and has assumed Board and management control of that company.

Allegiance has the Avebury nickel mine in Tasmania which is near Rosebery and which fits both companies' aspirations to enter into production of that valuable metal.

Zinifex also acquired Canadian company Wolfden Resources in 2007 and with it the High Lake and Izok Lake high grade zinc and copper resources.

Zinifex has a pipeline of projects, the timing of which complements Oxiana's pipeline very well. The Dugald River project in Queensland is currently under feasibility study for a sizable zinc, lead, silver and potentially copper operation, and pre-feasibility studies are underway at Izok Lake and High Lake.

Zinifex has also increased its exploration effort significantly in the past few years and is exploring in its own right and through joint ventures in Australia, Canada, China, Mexico, Sweden and Tunisia.

(Slide 26)

Zinifex has had excellent financial performance – delivering profits of \$4 billion in just 4 years since floating.

Zinifex's full 06/07 profit after tax was \$1.33 billion and recently announced 07 half year profit was a substantial \$1.3 billion – a 75% increase on the previous corresponding half due mainly thanks to the proceeds raised through the Nyrstar sale.

Zinifex has impressive balance sheet strength with approximately \$2billion of cash on hand as at 31 December 2007. At a time when global banking systems are under pressure, such financial strength provides significant capacity and security and will continue to facilitate the implementation of our growth strategy.

Rationale

(Slide 27)

Both companies have significant growth aspirations and together the ability to achieve these aspirations will be greatly improved.

The new company will have four key features:

- 1) Firstly, complementary assets – this is one of the real features of the new company and a key reason why the combination makes clear sense. It increases diversity for both existing companies and provides a stronger base of assets for each, producing strong cash flow, near term projects and projects in feasibility study. The new company will have greater scale and be the world's

second largest zinc in concentrate producer by mine production - and post Prominent Hill will be greater than 200,000t/a copper producer. The new company's mines are all high grade, produce high quality products, have good producing margins and substantial mine lives. The new company also has a strong and complementary development pipeline – delivering shareholders near, medium and long-term growth.

significant diversification – the new company will be more diversified by commodity and geography. A larger Australian asset base creates the opportunity to take on more risk and the company will be focused on further diversification

- 2) Second, a highly experienced Board and management team – Andrew Michelmore is an excellent CEO to take this company forward and the new company is fortunate to have an executive with his skills and experience committed to the company. Our current Managing Director has been an extremely successful and effective leader of Oxiana and we all praise him roundly for that. Owen was nearly half way through his 3 year contract and a search for a successor at Oxiana at the appropriate time would have tapped a global talent pool including internal and external candidates. Andrew would certainly have been on any wish list for a CEO for this or any other mining company.

Uniquely, both organisations also come with experienced management teams providing extensive domestic and offshore operational, development and exploration expertise.

- 3) Third, financial strength – the financial strength of the combined group will be considerable. A strong balance sheet and cash flow generation is a great advantage in these times of volatile credit markets and provides the ability to move quickly as opportunities arise.

The group will also occupy a stock market position that will make it a compelling investment for Australian and international investors in metals. It will be the third largest diversified company on the ASX and, based on current prices, will be among the 25 largest companies listed on the ASX. It will have the capability to compete on the world stage as we continue to grow and broaden our portfolio of assets across different geographies and commodities.

- 4) and Fourthly, the new company retains the long-held Oxiana vision of growing a major mining house – the new company will, through growing its assets and leveraging its financial strength to capture the opportunity presented in the global commodities market, be in an excellent position to continue to grow organically - through expansion, new developments and exploration success - and through merger and acquisition.

Time table

(Slide 28)

A hearing of the Supreme Court of Victoria has been sought by Zinifex for the 2nd of May. The intended date for the scheme meeting is 16 June to vote on the proposed merger. The Scheme Booklet is expected to be mailed to Zinifex shareholders during the first half of May. Assuming the Scheme is approved the implementation date will be 1 July.

Once the merger is approved, Oxiana shareholders will be asked to approve a new name for the merged group, in order to reflect that this is a true merger of equals. Once Zinifex shareholders approve the merger, Oxiana will call an EGM in order to approve the new name and to ratify the appointment of Directors and associated matters. We expect the EGM to be held in mid-July.

Conclusion

The Oxiana Board and the Zinifex Board are fully supportive of the proposed merger, and Zinifex

Directors have, in the absence of a superior offer, unanimously recommended that Zinifex shareholders vote in favour of the merger. With the unique combination of skilled and experienced people, high quality assets, diverse project pipeline, prospective exploration portfolio and financial strength, I believe the merged company will deliver enhanced value to our shareholders which is superior to that which either could do alone

It will be creating a leading Australian headquartered miner with global relevance which has the ability to take on greater risk and has the capacity to pursue the significant opportunities which exist in our sector which are suitable for a company of this scale and tenor.

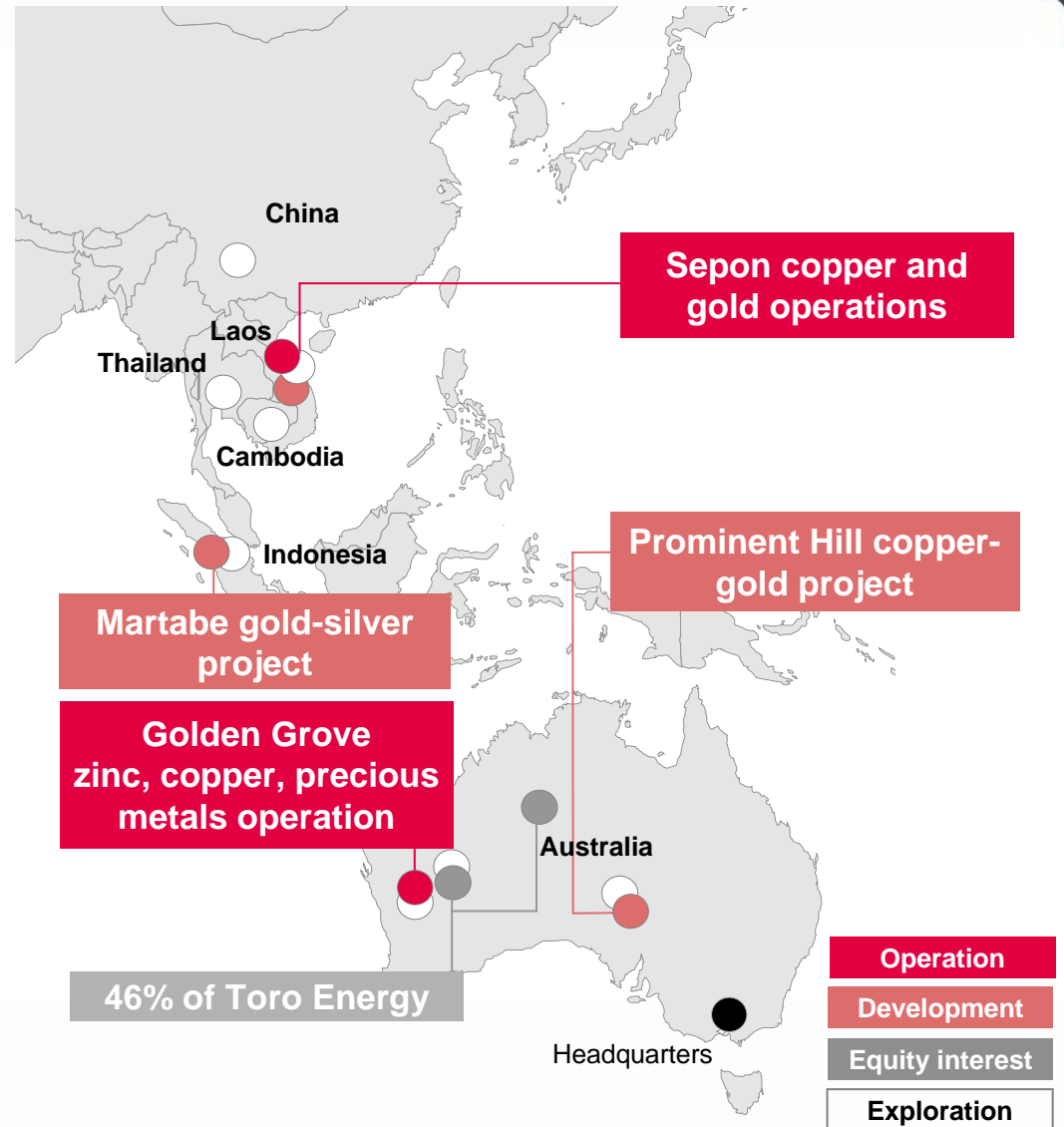
Rest assured that your Board and management will remain focused on its growth vision and on growing value for you as is our obligation and responsibility at this time of great opportunities for our industry.

For personal use only

● Oxiana Annual General Meeting 08

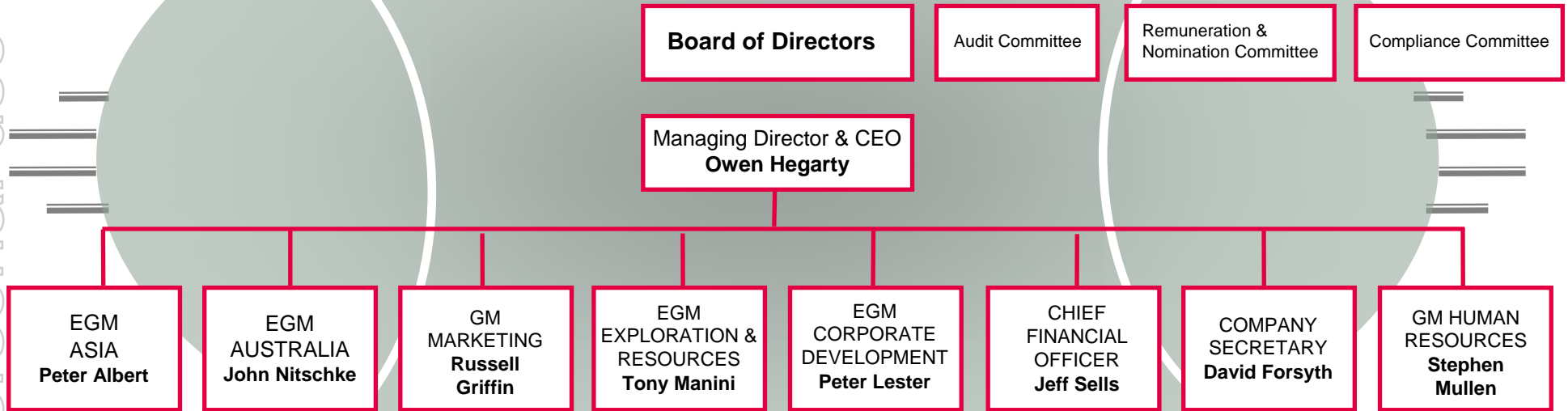


- REVIEW OF OPERATIONS
- DEVELOPMENT PIPELINE
- EXPLORATION AND RESOURCES
- TRAINING
- COMMODITY OUTLOOK
- GROWTH STRATEGY



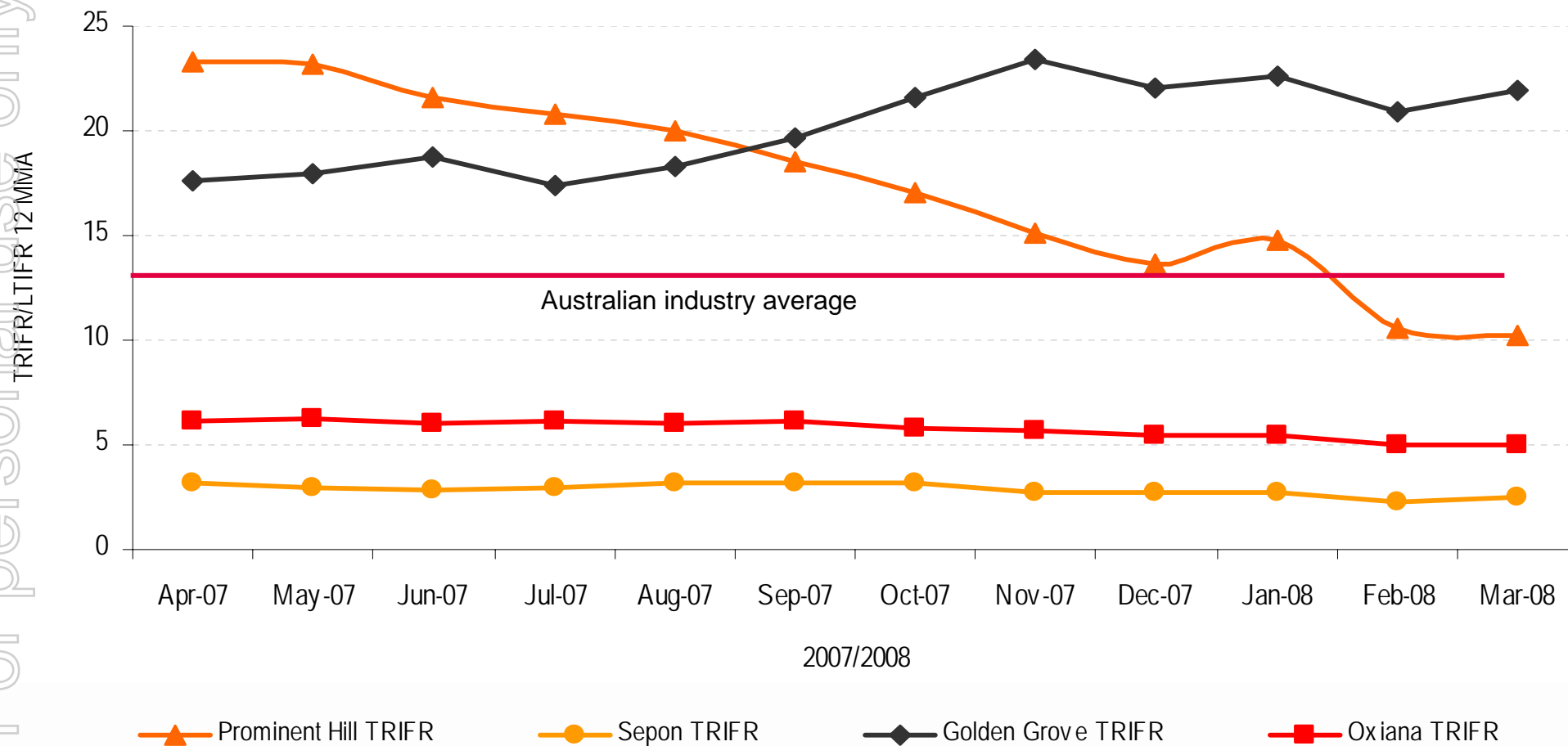
For personal use only

Management structure



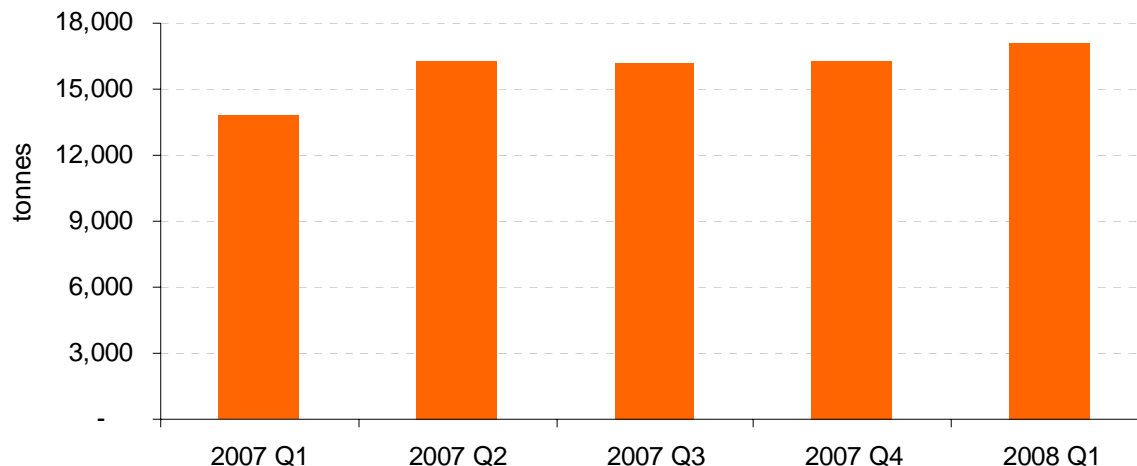
For personal use only

TRIFR 12MMA - Oxiana Total, Sepon, Golden Grove & Prominent Hill

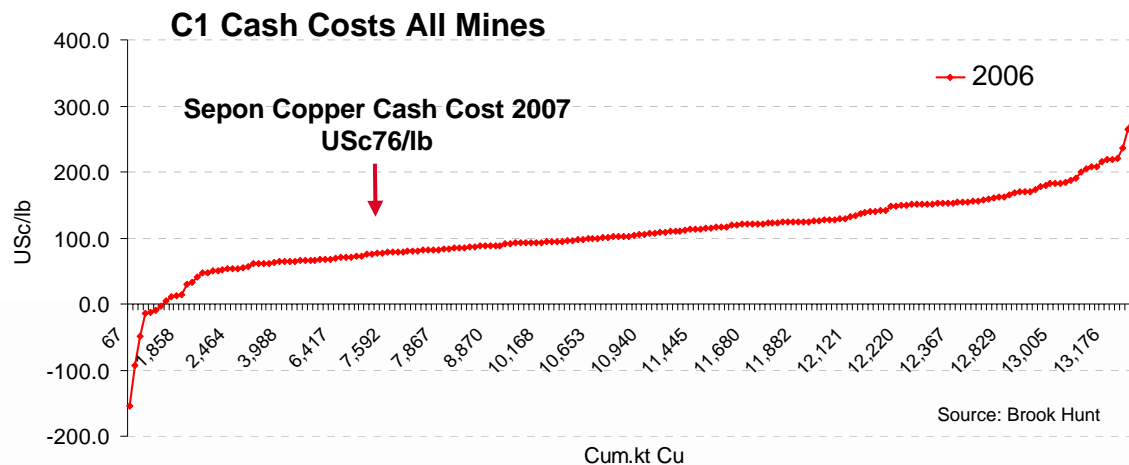


- Strong operating performance.
- Record annual and quarterly production.
- Costs contained in a difficult environment.
- Margin improvement programs effective.
- Copper continues to be discovered at Thengksam, Pha Bing and Nam Pa.
- Exploration for primary copper is now a focus.
- Expansion from 60,000t/a to 80,000t/a by 2010.
- Target >100,000t/a.

Sepon Copper Production

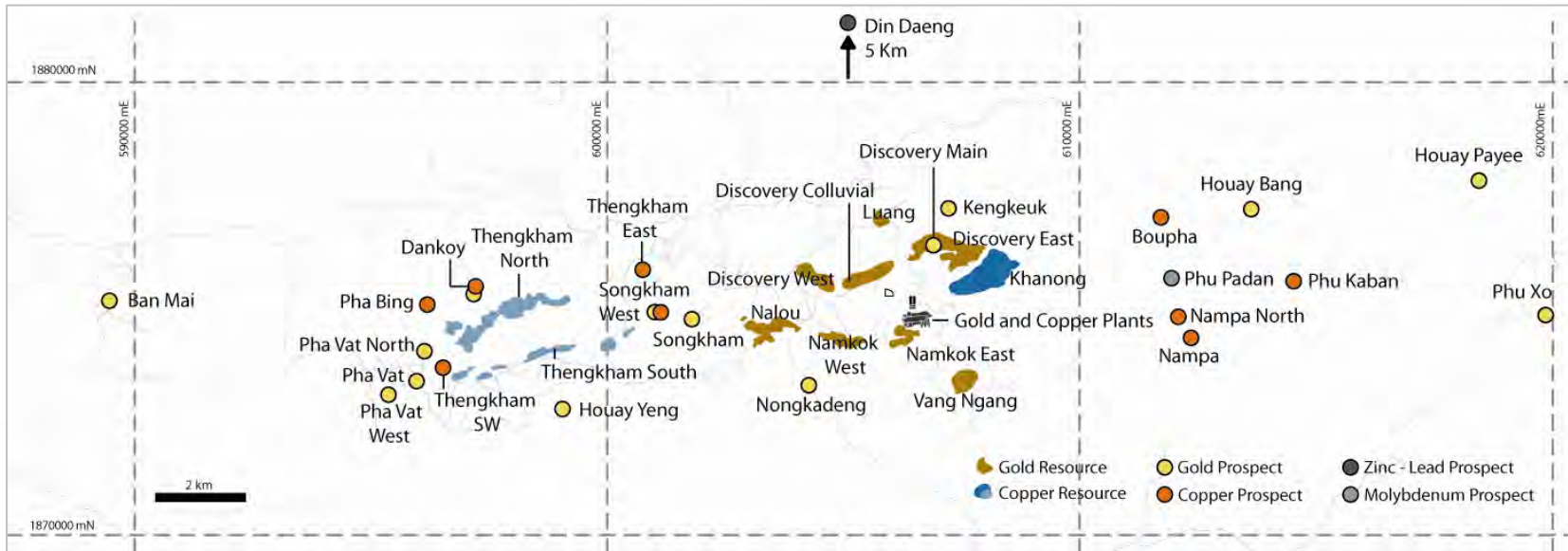
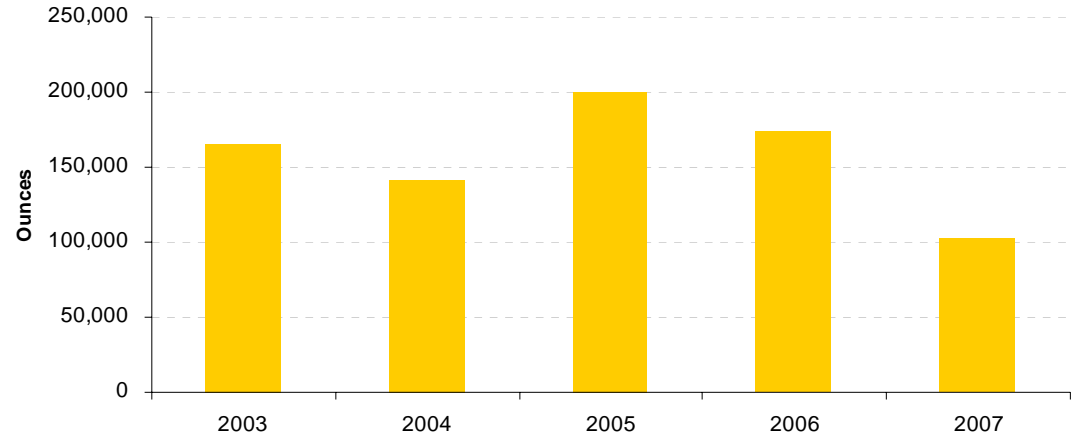


Operating costs impacted by consumables and labour costs

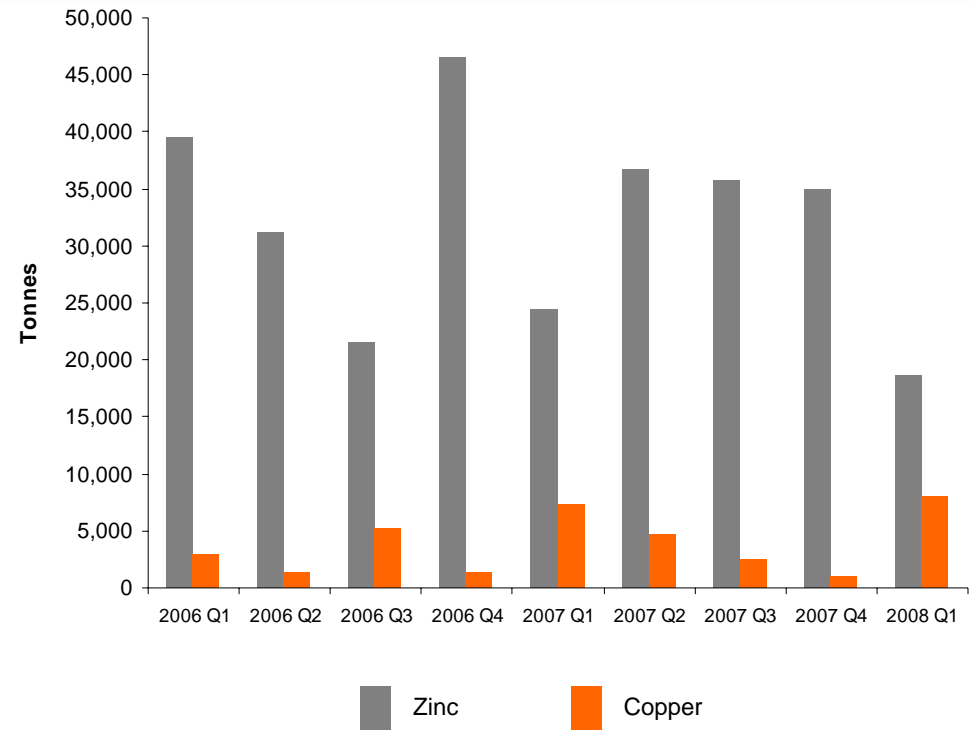


- Production for 2007 10% more than forecast.
- > 800,000oz produce to date.
- New oxide gold resources at
 - Pha Vat North
 - Dankoy and
 - Houay Yeng.
- Primary gold project progresses.

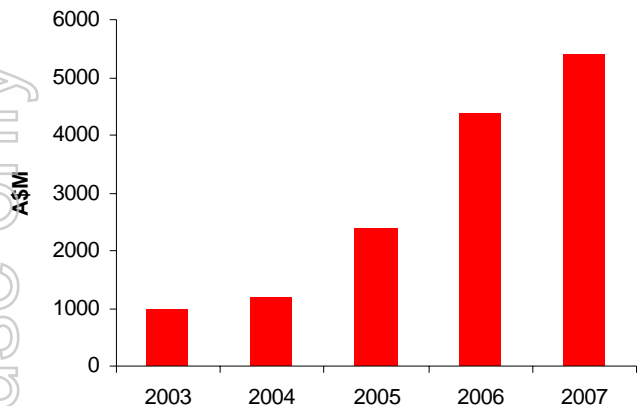
Sepon Gold Production



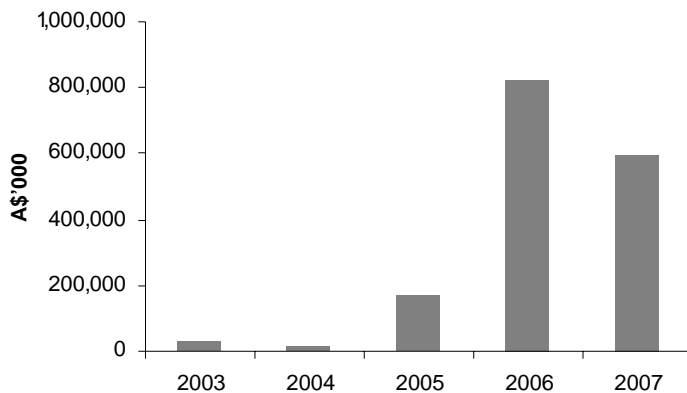
- Record quarterly copper production Q1 2008.
- Throughput up >1.7mt planned for 2008 due to mill improvement project.
- Lowest quartile cash costs due to significant by-product credits.
- Significant discoveries in 2007 with high grade extensions to Gossan Hill and Scuddles.
- Expansions studies – mine life to beyond 2020, underground and open-pit.



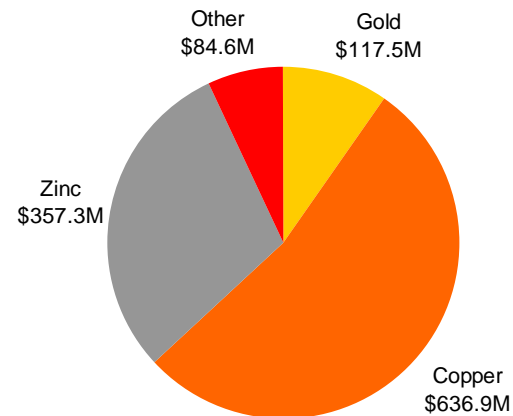
Oxiana Market Capitalisation



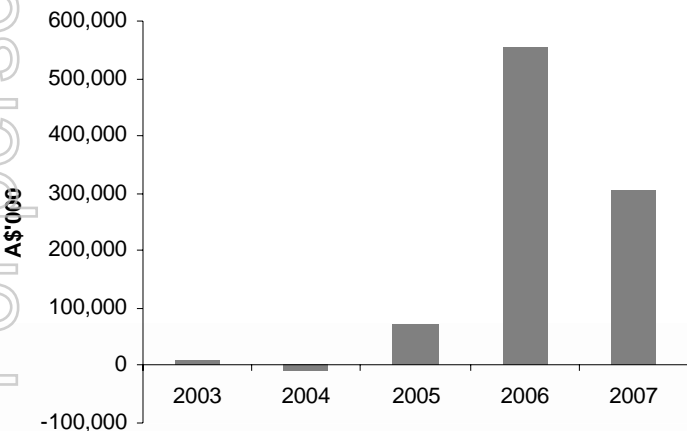
Oxiana EBITDA



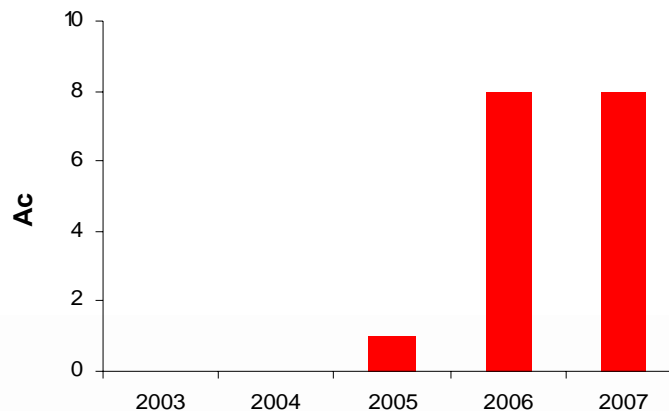
Gross Revenue By Commodity



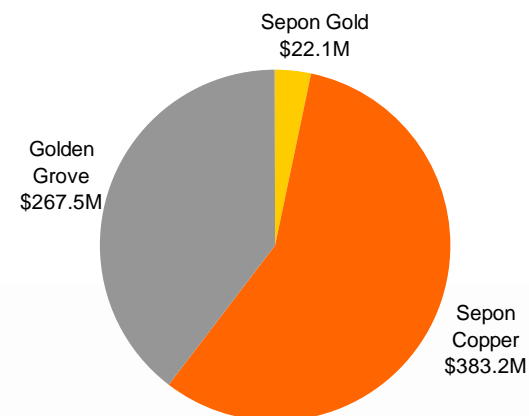
Oxiana NPAT



Oxiana Dividend cents per share

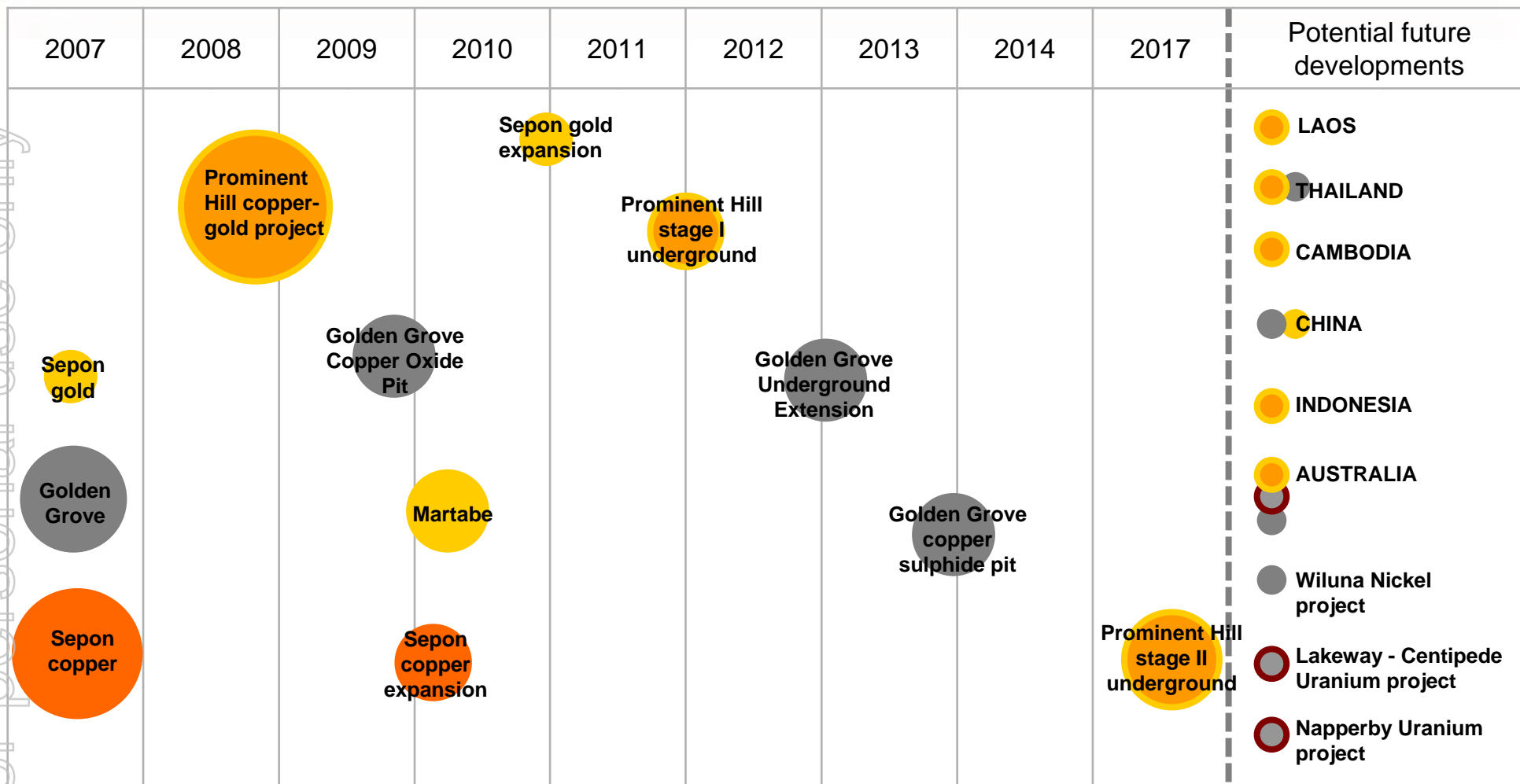


EBITDA By Operation



Development pipeline

For personal use only



- Potential future developments
- LAOS
 - THAILAND
 - CAMBODIA
 - CHINA
 - INDONESIA
 - AUSTRALIA
 - Wiluna Nickel project
 - Lakeway - Centipede Uranium project
 - Napperby Uranium project

- Gold
- Copper-gold
- Uranium
- Copper
- Other base metals

Status: Under construction

Mining type: Open-pit

Resource base: 1.9Mt copper, 3.7Moz gold

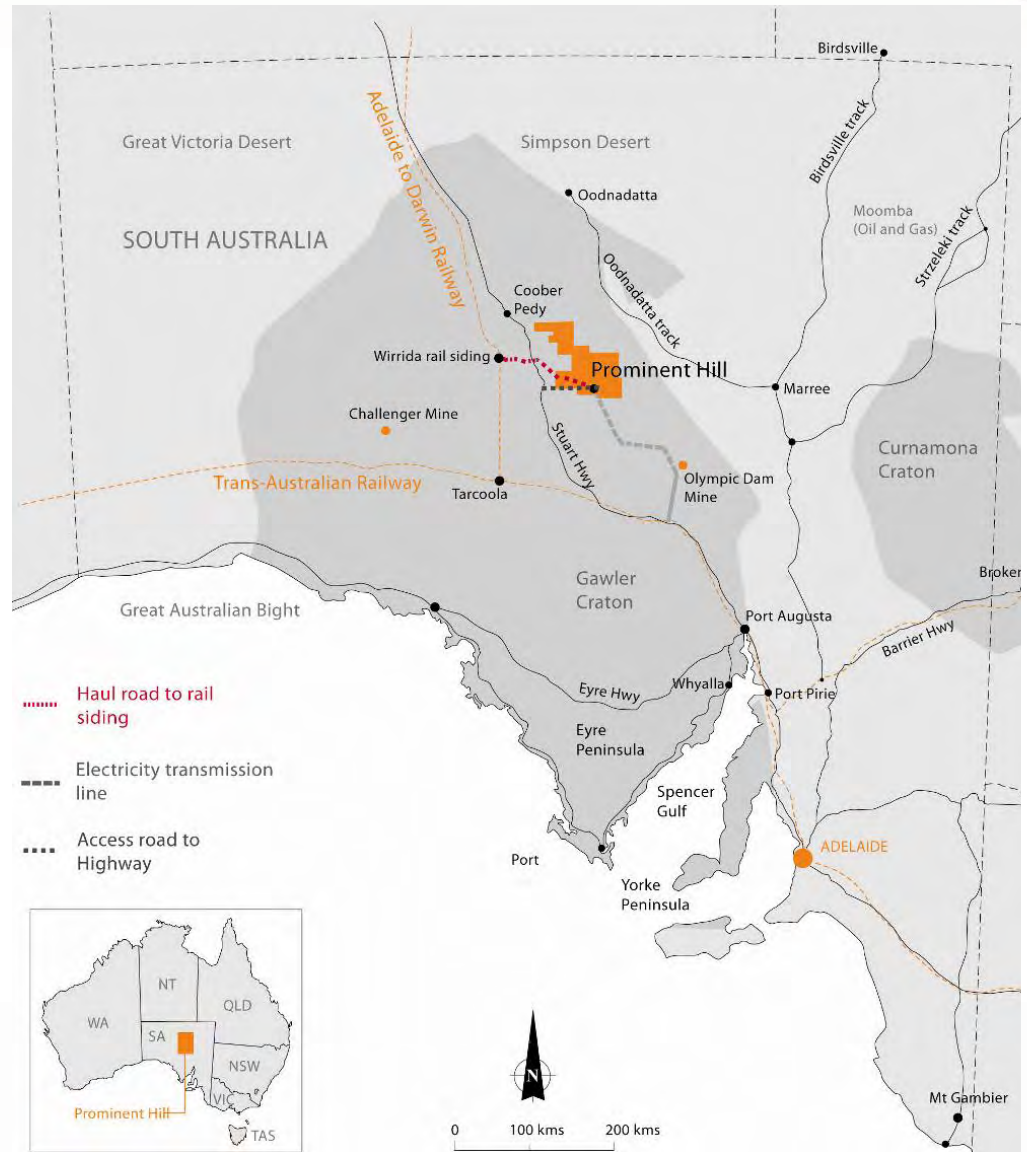
Plant: 8Mtpa crush, grind, flotation

Production:
 2009(f) 110,000t - 120,000t copper
 73,000oz - 85,000oz gold

Cash cost: 85c/lb LOM

Capital cost: A\$1.08 billion

First production: Fourth quarter 2008



For personal use only

Mining & Operations **53M bcm mined to date**

Pre-strip complete, below budget

First ore mining commenced

All key management operations positions filled

Engineering **95% complete**

Infrastructure **79% complete**

Village 100%

Access and airstrip 100%

Main water pipeline 100%

Tailings facility 92%

Powerline 76%

Concentrate Haul Road 41%

Process plant **42% complete**

Earthworks 100%

Concrete 93%

Tankage 75%

Structural steel erection 40%

Mechanical installation 18%

Ball mill being installed

Crusher being installed

SAG Mill delay

Overall Construction **58% complete**

Current Site Workforce 1100

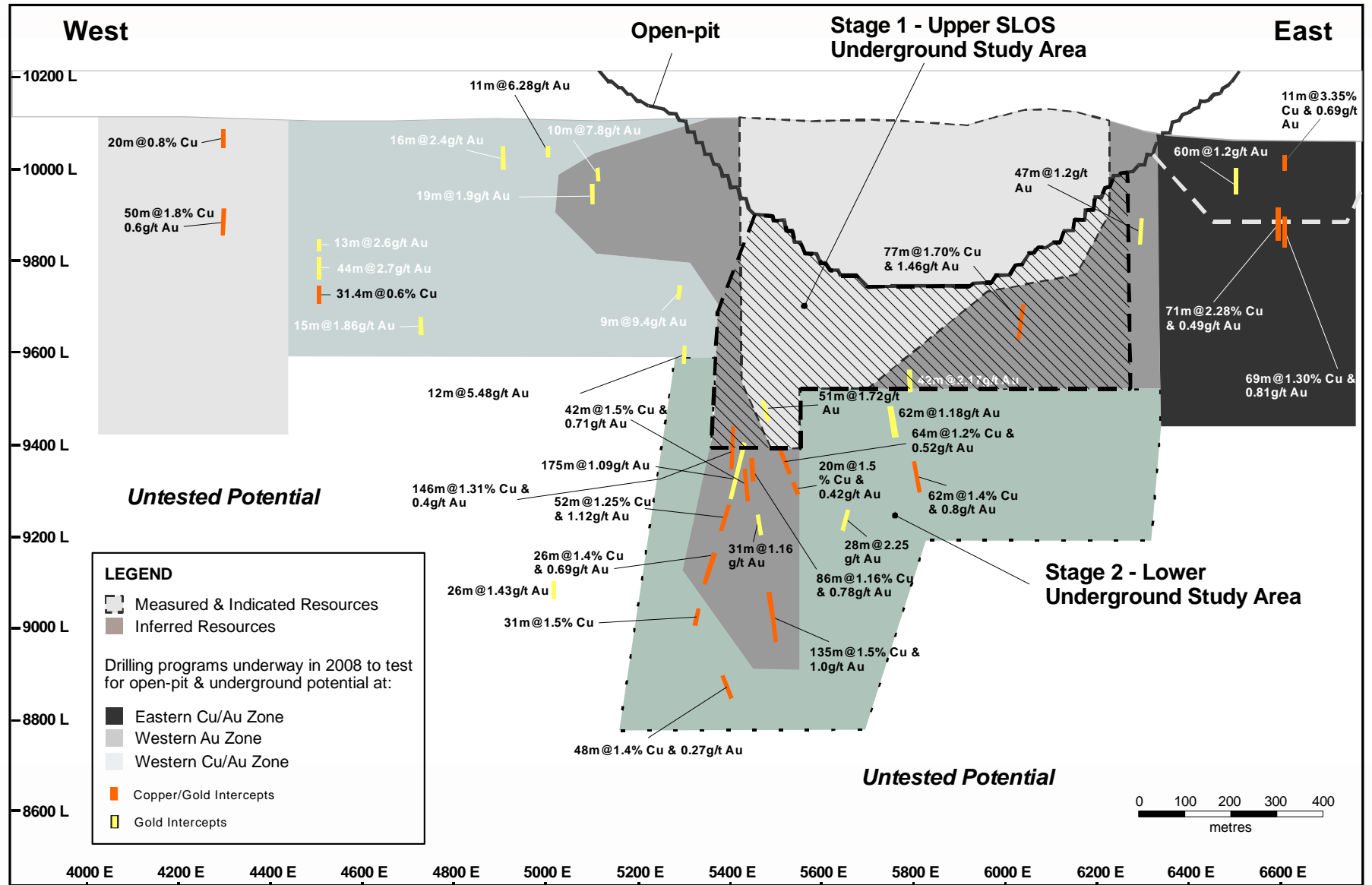
Costs on Target



Flotation plant



Aerial view of the Prominent Hill site.

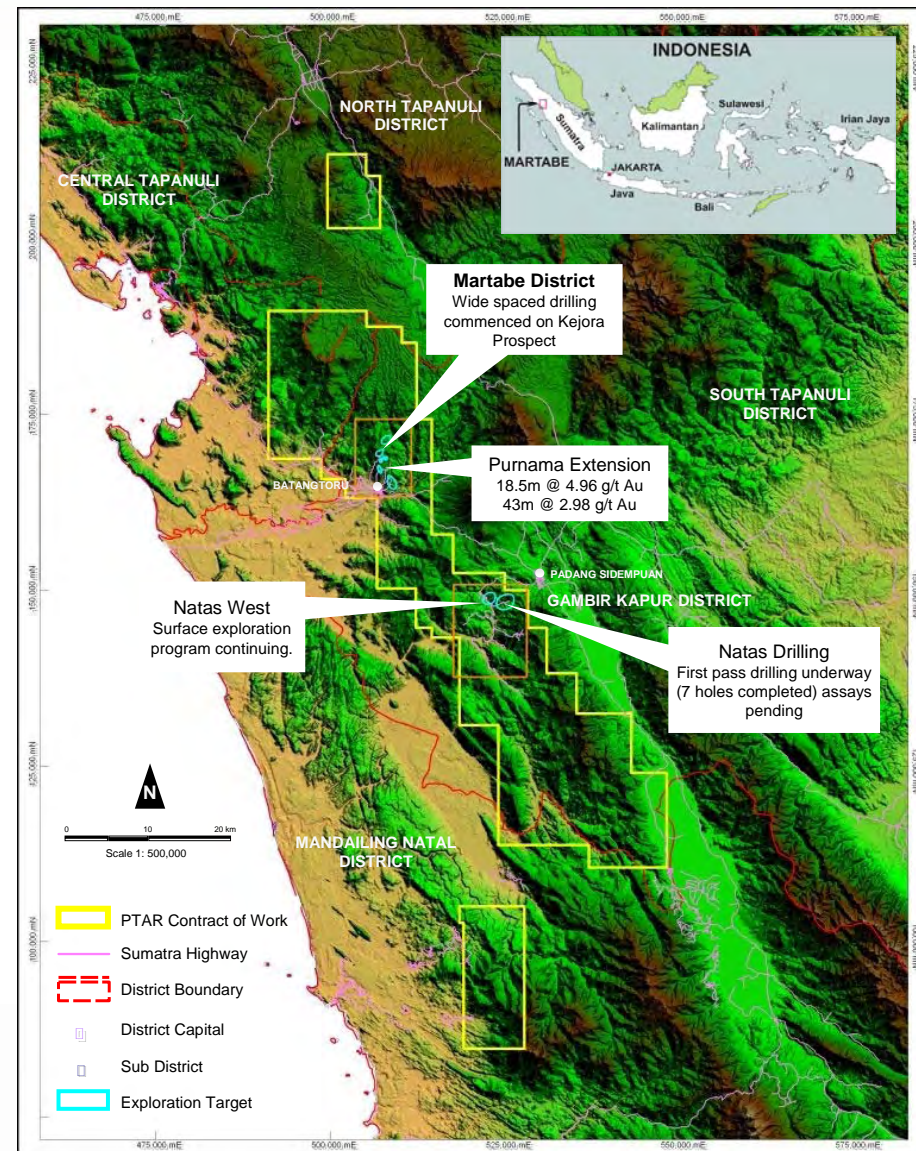


For personal use only

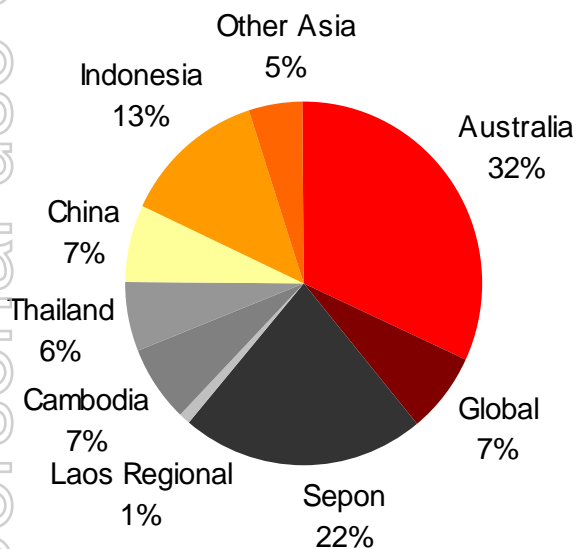
- Final approvals proceeding on schedule.
 - AMDAL approved.
 - Feasibility study approved.
 - Final construction permit awaited.
- Preferred EPCM contractor named.

Martabe

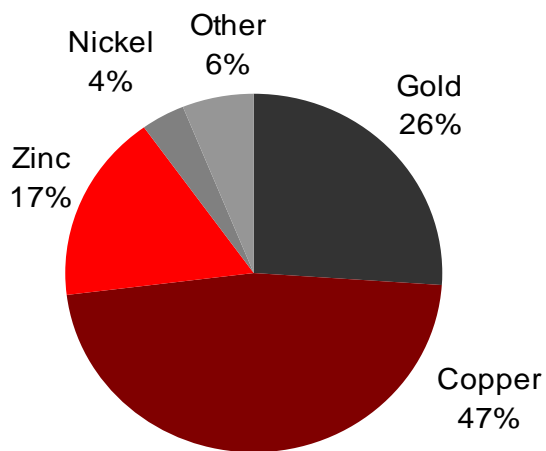
- Large resource base – 6Moz gold, 60 Moz silver.
- Production 200,000oz/a gold, 2 Moz/a silver.
- First production – end 2009.
- US\$310 million capital cost.
- Exploration
 - Purnama pit extensions, Baskara and Pelangi deposits, new mine prospects.
 - Targets in COW area – 2,563km².
- Leverage into rest of Indonesia.



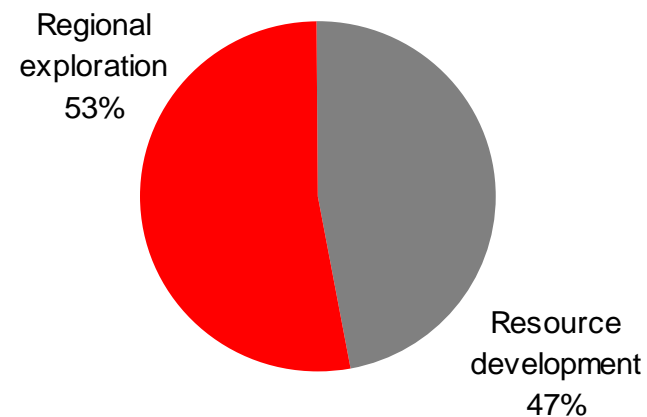
2008 Regional Exploration Budget by Country



2008 Regional Exploration Budget by Commodity



2008 Budget Exploration V Resource Development Split



For personal use only

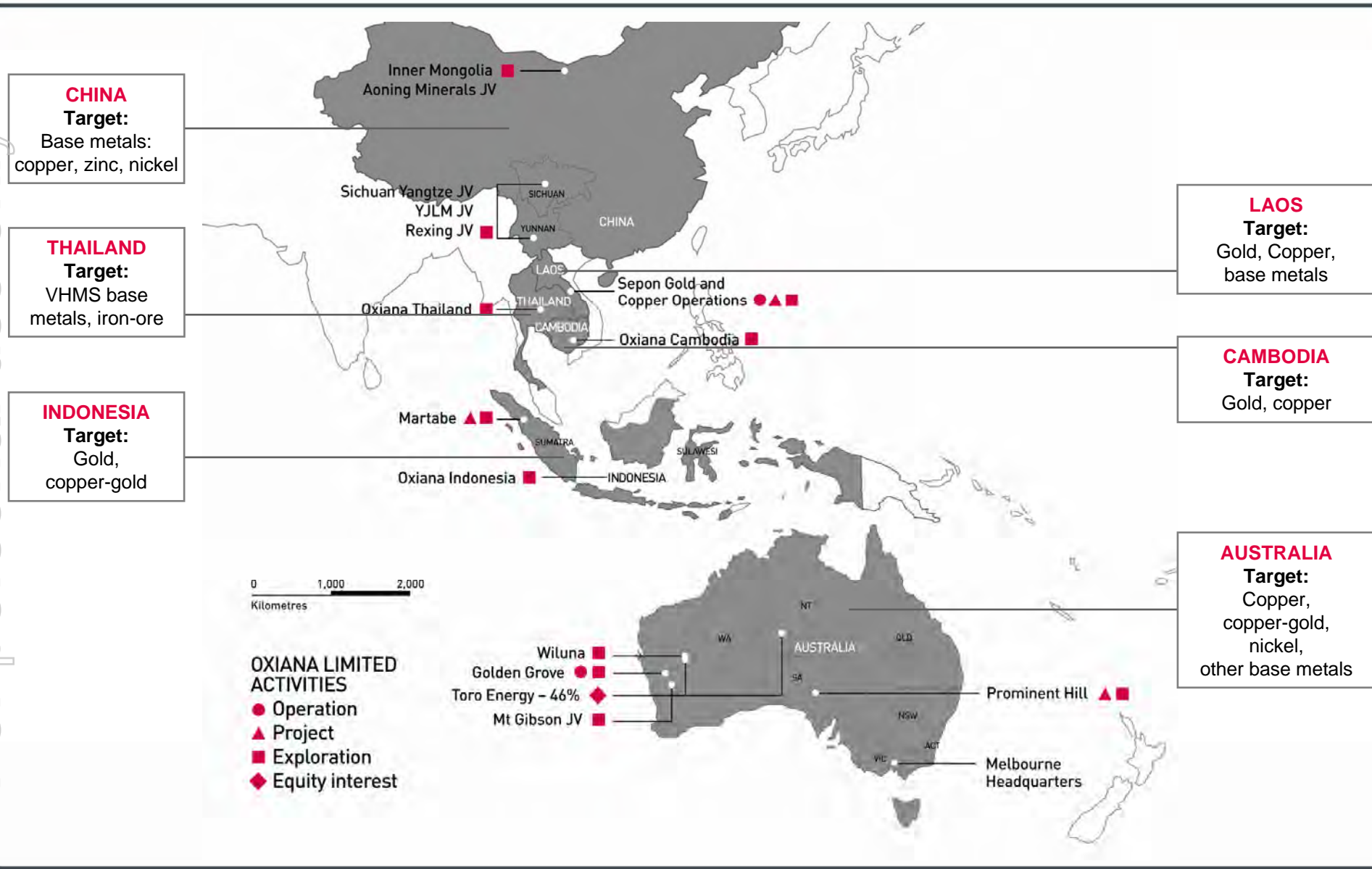
Total Oxiana Group Resources (Contained Metal) *

	Gold (Moz)	Silver (Moz)	Copper (Mt)	Zinc (Mt)	Lead (Mt)	Nickel (Mt)	Cobalt (Mt)
Sepon Gold	3.4	12.5					
Sepon Copper	0.4	26.1	1.6				
Golden Grove Operations	0.9	46.3	0.7	1.5	0.1		
Prominent Hill	3.7	15.8	1.9				
Martabe	5.9	60.0					
Wiluna Nickel Laterite						0.6	0.05
Total Resources 2007	14.4	160.6	4.2	1.5	0.1	0.6	0.05
Total Resources 2006	7.2	96.1	3.7	1.3	0.1	-	-

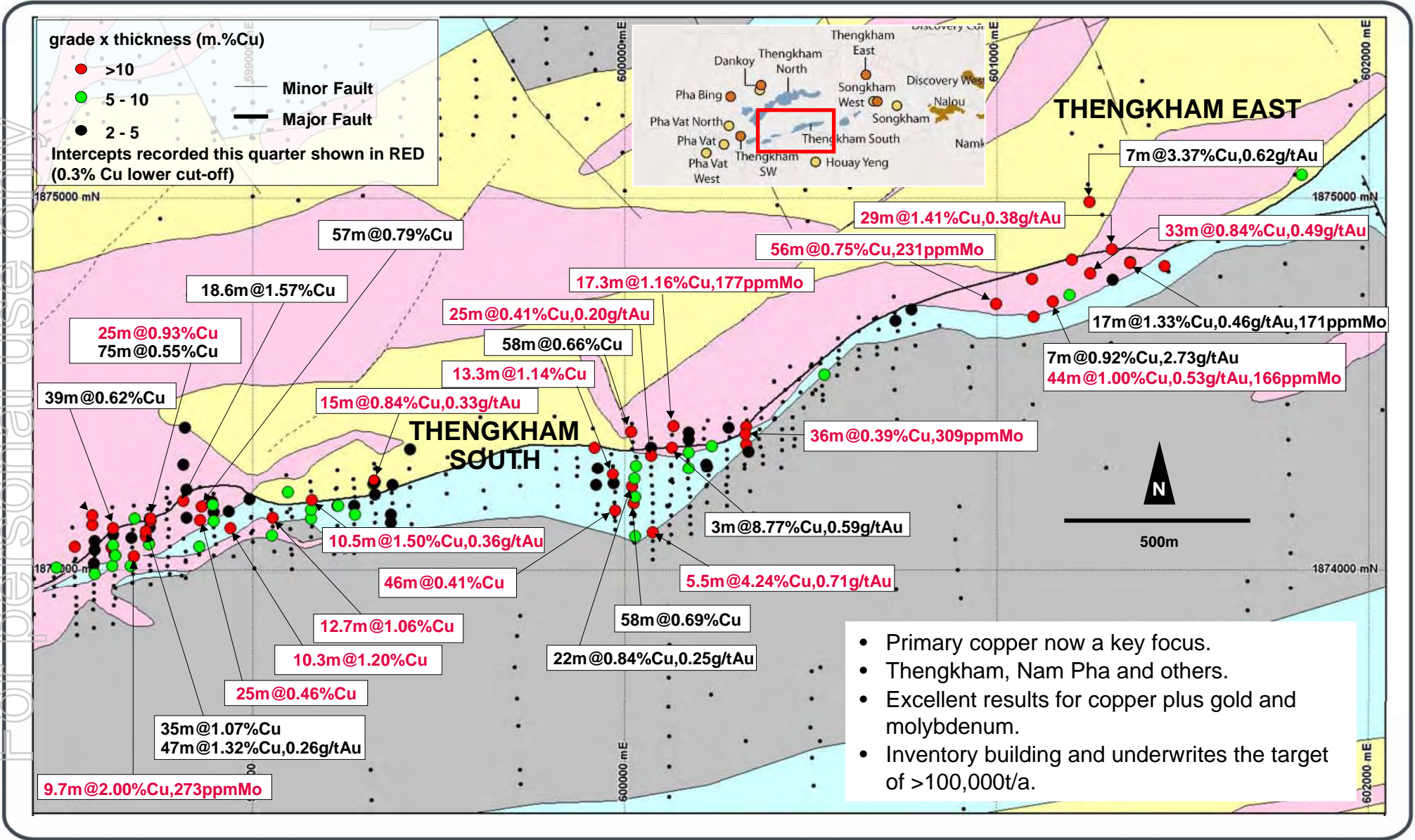
Details of Ore Reserves and Mineral Resources are tabulated above and documented in the Oxiana Limited Resources and Reserves Statement at 30 June 2007 (Oxiana Limited ASX Release 19/02/08).

Significant figures do not imply precision. Figures are rounded according to JORC Code guidelines.

For personal use only



Sepon – primary copper potential growing



- Primary copper now a key focus.
- Thengkhams, Nam Pha and others.
- Excellent results for copper plus gold and molybdenum.
- Inventory building and underwrites the target of >100,000t/a.

- Major commitment at each site.
- Pre-employment training
 - local people
 - no previous mining experience
 - TAFE Certificate in Metaliferrous mining.

Prominent Hill

- 3 groups graduated.
- now working for Oxiana, Thiess.

Sepon

- Oxiana – Rio Tinto Pre-employment Technical Training program.
- precursor to Apprenticeship program.

Golden Grove

- Bayalgu Pre-employment training program.
- 12 graduates.
- mining and civil construction.
- expanding to admin.



Trainees of the 2008 Prominent Hill Pre-employment training program.

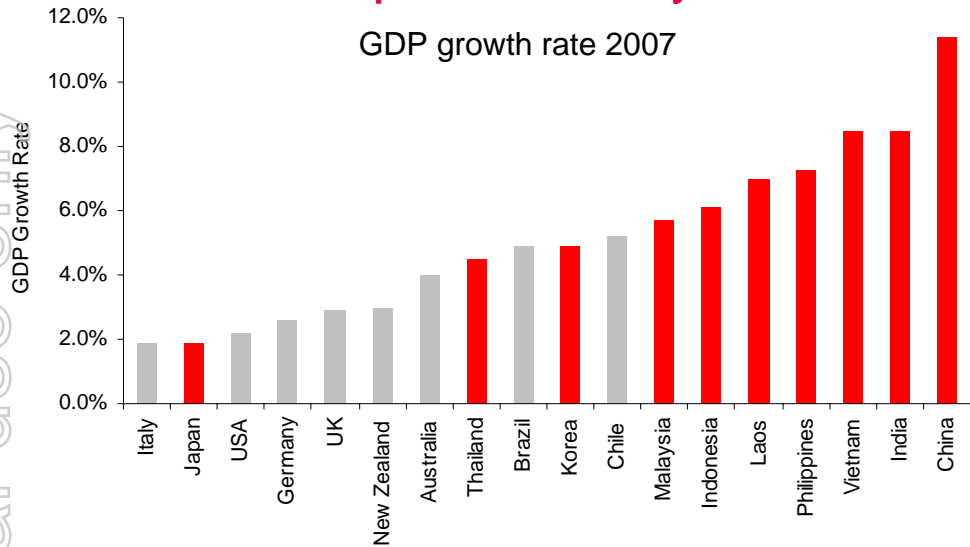


Students from the Sepon Rio Tinto/Oxiana pre-employment technical training program.

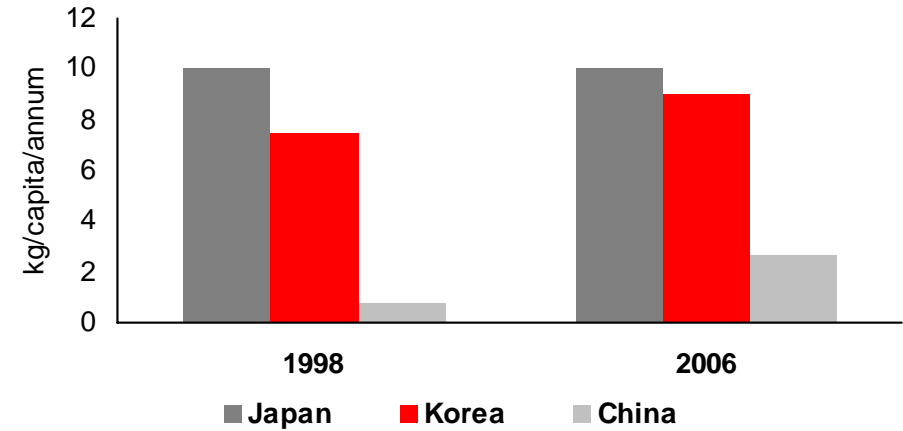


Michael Long with Levi Thorne, Mill Process Operator at Golden Grove and part of the Bayalgu program.

Global expansion driven by China



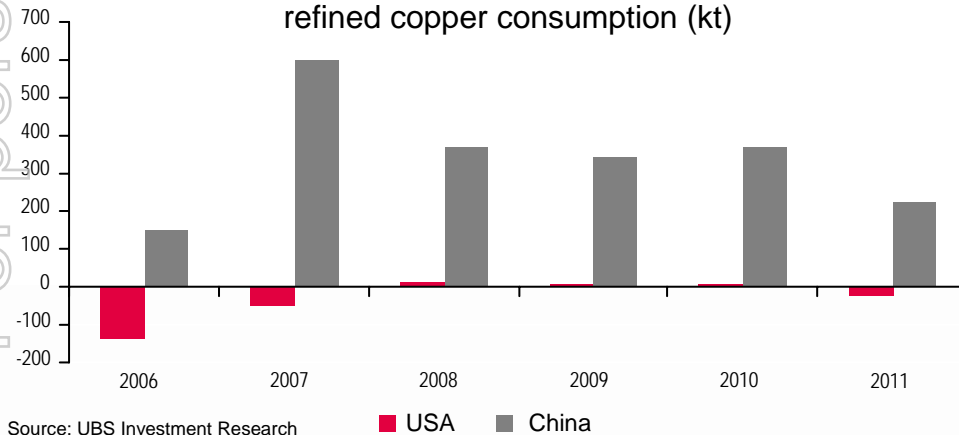
Comparative copper intensity



Source: Broker research

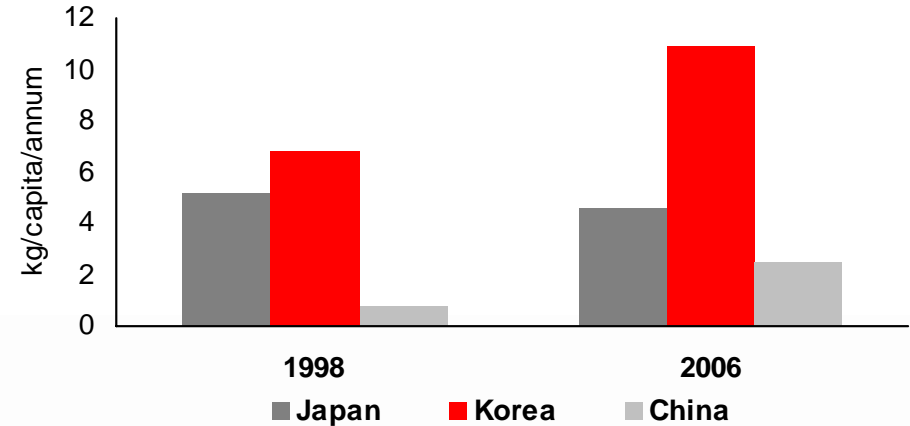
US impact minimal

Relative impact: China vs. US, incremental refined copper consumption (kt)



Source: UBS Investment Research

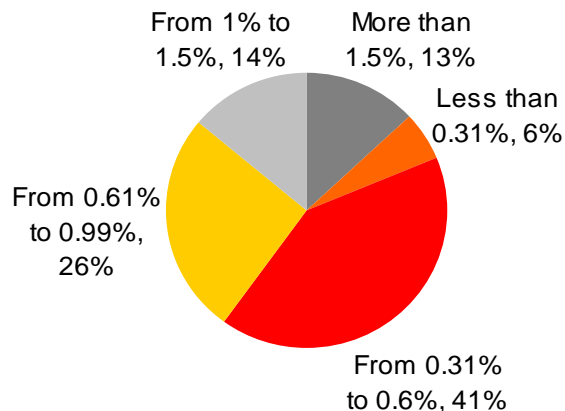
Comparative zinc intensity



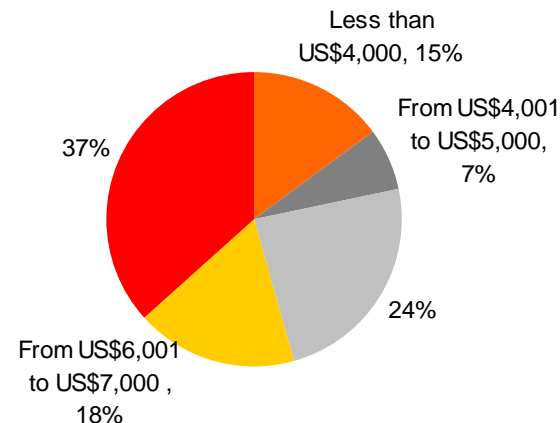
Source: Broker research

- Fewer discoveries.
- New mining domains.
- Declining head-grades.
- Increasing capital costs.
- Project delays.
- Increasing operating costs.
- Continuing disruption
 - power supply
 - water supply
 - acid shortages
 - technical staff availability
 - labour availability & disputes
 - country risk.

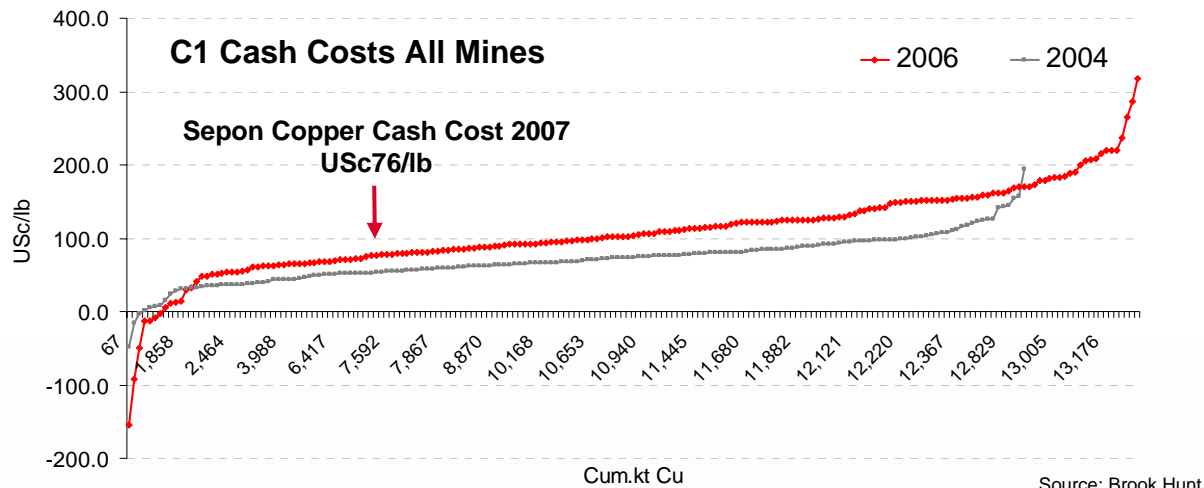
Copper grades of 66 projects



Capital costs of new copper projects

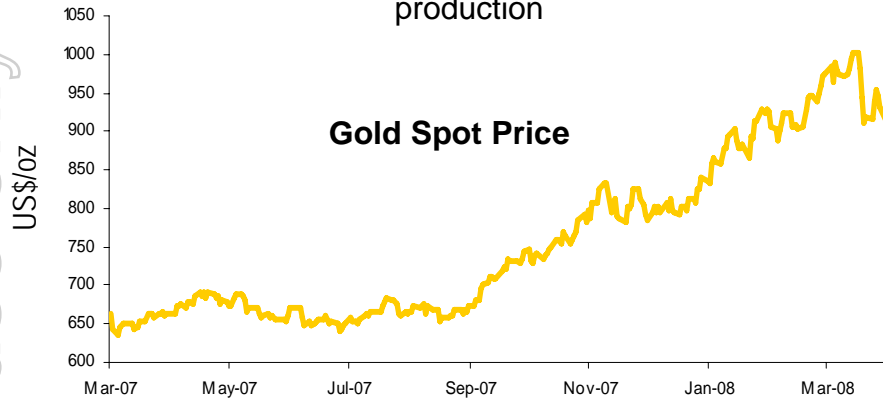


Operating costs impacted by consumables and labour costs



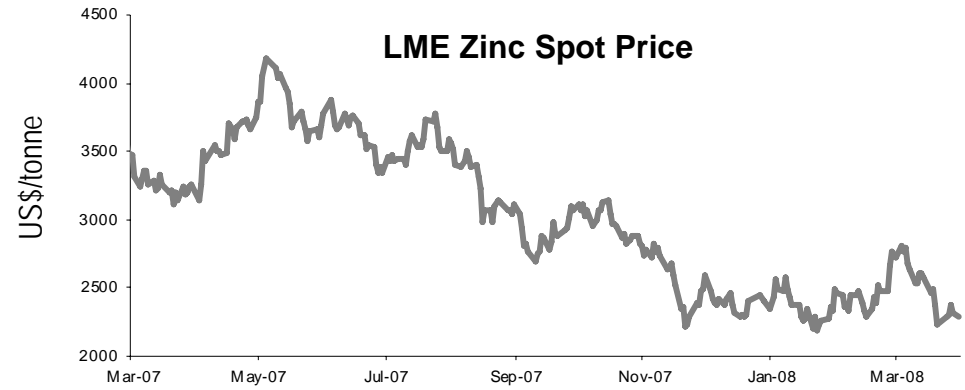
Gold

- Record highs reached
- Oxiana increasing resources and production



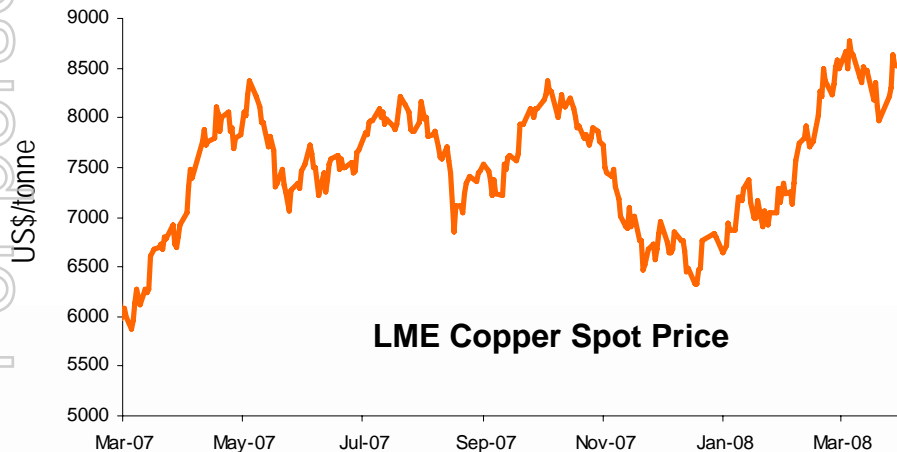
Zinc

- Inventories low
- Global growth strong



Copper

- Price on the move
- Supply lagging



Silver

Silver



For personal use only

VISION: TO BUILD A MAJOR MINING COMPANY

DOMAIN

- Asia, Australia, Pacific.
- Elsewhere for the right value adding asset.

COMMODITIES

- CORE: Copper, zinc, gold.
- ADDITIONAL: Nickel, bulk commodities.

OPERATIONS

- Operate high quality mineral assets.
- Low cost/high margin.
- Long life.
- Upside.
- Stable and secure domains.

GROWTH

- Maintain a full development pipeline.
- Expansions at each operation.
- New mines.
- Exploration commitment – near mine and greenfields.
- Merger and acquisition.

VISION: TO BUILD A MAJOR MINING COMPANY

- 50:50 merger of equals.
- Zinifex scheme of arrangement.
- New company name.
- Complementary:
 - Operations
 - Development pipelines
 - Exploration.
- High quality assets.
- Experienced and committed Board and Management.
- Strong cash flows and balance sheet.
- Enhanced market position.
- Platform for further growth.

- Safety performance improving.
- Operations performing well.
- Expansions at each operation.
- 2 major new operations in development.
- Exploration commitment.
- Strong outlook for Oxiana's commodities.
- Clear growth strategy.

BUILDING A MAJOR MINING COMPANY

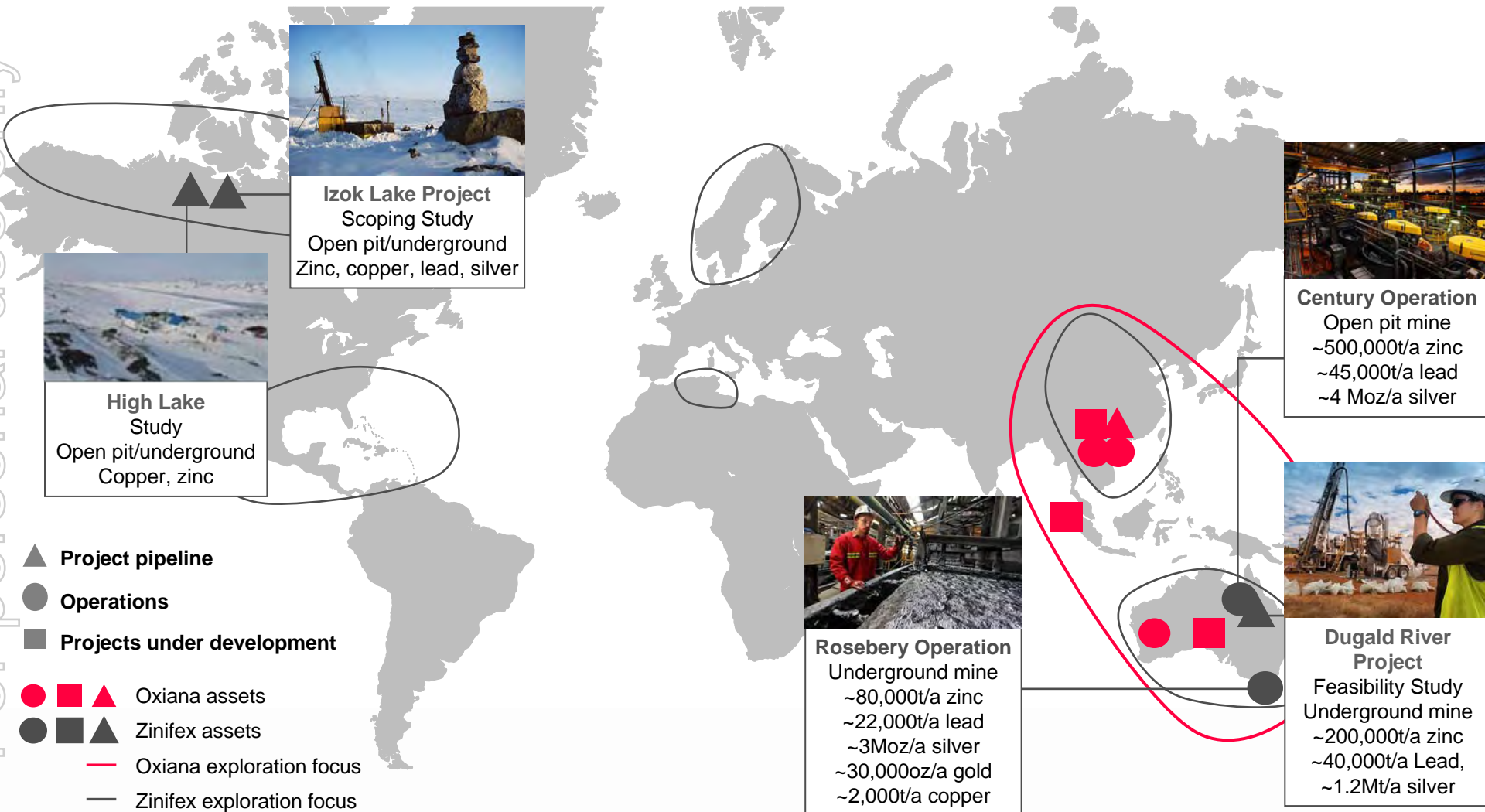
For personal use only

● Oxiana Annual
General Meeting 08



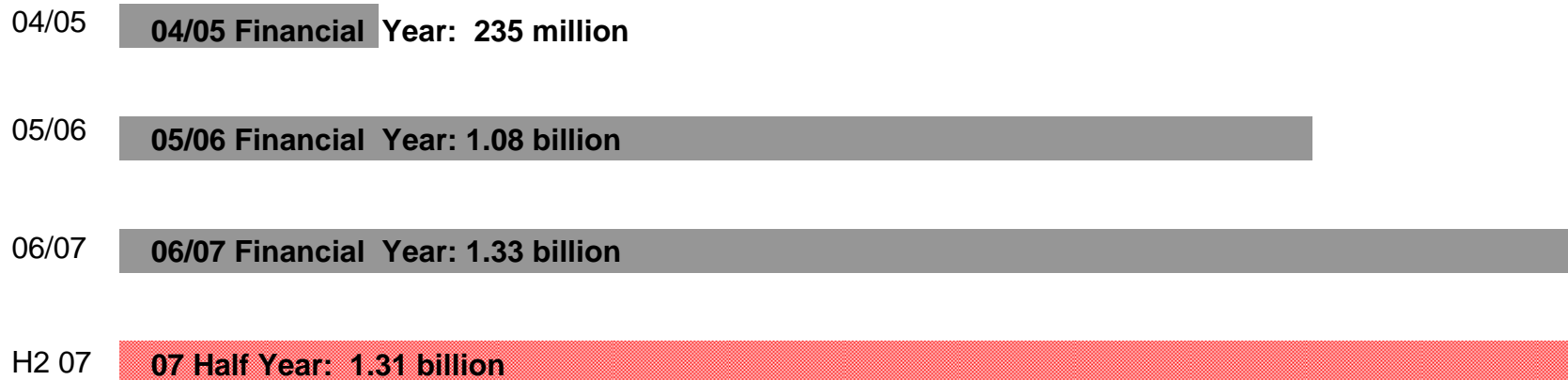
BARRY CUSACK - CHAIRMAN

Zinifex key assets



For personal use only

Zinifex Historical NPAT



Merged company proforma 2007

	Merged company Proforma 2007
EBITDA	\$1,666 million
NPAT	\$918 million
Cash on hand ¹	\$2,474 million
Interest bearing debt ¹	\$539 million
Net cash balance ¹	\$1,935 million

¹ Proforma as at December 31 2007

For personal use only

- Complementary assets
 - Operations
 - Explorations
 - Development pipeline.
- Highly experienced Board and management team.
- Financial strength, market position.
- Growth vision.

For personal use only

	Date
Zinifex scheme book lodged with ASIC.	Early May
Zinifex scheme meeting.	Mid June
Merger implementation date.	1 July
Oxiana EGM.	Mid July

For personal use only

For personal use only

● Oxiana Annual General Meeting 08



Oxiana share price V ASX 200 Index

For personal use only

