



17 June 2008

The Manager, Companies
Australian Securities Exchange
Company Announcements Office
Level 4
20 Bridge Street
SYDNEY NSW 2000

NOTICE OF GENERAL MEETING

Dear Sir/Madam,

Please find attached the Notice of General Meeting and Explanatory Memorandum, the letter from the Chairman, Managing Director & CEO and Managing Director & CEO Elect titled 'All eyes on the prize' together with the Proxy Form ('the General Meeting correspondence') for Oxiana's General Meeting to be held at the Melbourne Convention Centre, Latrobe Theatre, Cnr Spencer and Flinders Streets, Melbourne on Friday, 18 July 2008 at 2.30pm (Melbourne time).

The General Meeting correspondence was sent to shareholders today.

The General Meeting correspondence together with a map of the venue will also be made available on Oxiana's website at www.oxiana.com.au.

Yours faithfully,

David J. Forsyth
Company Secretary

For personal use only

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of Oxiana Limited (Company) will be held at the Melbourne Convention Centre, Latrobe Theatre, Cnr Spencer and Flinders Streets, Melbourne on Friday, 18 July 2008 at 2:30pm (Melbourne time).

The Explanatory Memorandum that accompanies and forms part of this Notice of General Meeting describes the various matters to be considered.

Agenda

Special Business

1. Change of Company Name

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That for the purposes of section 157(1) of the Corporations Act 2001 and for all other purposes, the Company adopt 'OZ Minerals Limited' as the new name of the Company.'

2. Election of Directors

- (i) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That Mr Owen Leigh Hegarty, who retires in accordance with article 6.3(h) of the Company's Constitution and being eligible offers himself for re-election, be appointed as a Director of the Company.'
- (ii) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That Mr Peter Mansell, who retires in accordance with article 6.3(h) of the Company's Constitution and being eligible offers himself for re-election, be appointed as a Director of the Company.'
- (iii) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That Dr Peter Cassidy, who retires in accordance with article 6.3(h) of the Company's Constitution and being eligible offers himself for re-election, be appointed as a Director of the Company.'
- (iv) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That Mr Anthony Larkin, who retires in accordance with article 6.3(h) of the Company's Constitution and being eligible offers himself for re-election, be appointed as a Director of the Company.'
- (v) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That Mr Richard Knight, who retires in accordance with article 6.3(h) of the Company's Constitution and being eligible offers himself for re-election, be appointed as a Director of the Company.'
- (vi) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That Mr Dean Pritchard, who retires in accordance with article 6.3(h) of the Company's Constitution and being eligible offers himself for re-election, be appointed as a Director of the Company.'

3. Increase in Directors' Fee Limit

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That the maximum total amount of Director's fees payable by the Company to non-executive Directors, be increased by \$1,500,000 per annum to a maximum of \$2,700,000 per annum with effect from 20 June 2008.'

4. Approval of Mr Owen Hegarty's Managing Director and CEO Termination Payments

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That for the purposes of Section 200E of the Corporations Act 2001 and for all other purposes, the Company approve the benefits payable to Mr Owen Hegarty in connection with his retirement as Managing Director and CEO as described in the Explanatory Memorandum accompanying the Notice convening this meeting.'

By order of the Board



David J. Forsyth
Company Secretary
Date: 17 June 2008

Voting Exclusion Statement

In respect of Resolution 3 the Company will disregard any votes cast on the Resolution by:

- a Director of the Company; and
- an associate of such a Director.

In respect of Resolution 4 the Company will disregard any votes cast on the Resolution by:

- Mr Owen Leigh Hegarty; and
- an associate of Mr Owen Leigh Hegarty.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Notes

Proxies and Company Representatives

A proxy form is enclosed. To be valid, duly signed proxies (and any authority under which the proxy is signed or a certified copy of the authority) must be received at the Company's Share Registry, Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235, not less than 48 hours before the commencement of the meeting or any adjournment of the meeting. These proxy forms may be returned in the reply paid envelope provided. As an alternative, signed proxy forms may be faxed to +61 2 9287 0309.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on their behalf. If a member is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a member and may be an individual or a body corporate. When more than one proxy is appointed, and the proportion of the member's voting rights is not specified, each proxy may exercise half the votes. If more than one proxy is present at the meeting, neither will be entitled to vote on a show of hands.

A proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be signed in accordance with Section 127 of the Corporations Act 2001 or by attorney.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A member which is a body corporate and entitled to attend and vote at the meeting, or a proxy which is a body corporate and is appointed by a member entitled to attend and vote at the meeting, may appoint an individual to act as its representative at the meeting by providing that person with:

- (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

A copy of the letter, certificate or resolution, or other evidence satisfactory to the Chairman of the meeting, must be produced prior to admission to the meeting.

Voting Entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the General Meeting will be as it appears in the share register at 7pm (Melbourne time) on Wednesday, 16 July 2008.

Explanatory Memorandum

This Explanatory Memorandum sets out more details of the matters to be dealt with at the General Meeting of the Company.

Background

On 3 March 2008 the Company announced that it had entered into a merger implementation agreement (MIA) with Zinifex Limited (Zinifex) to merge their respective businesses.

To reflect a true merger of equals, it was agreed that both groups of shareholders should receive equivalent value in the merger, that all current directors of both companies would form the Board of the merged entity, that the senior management team would be drawn from the two companies' existing management teams and that the merged entity would be re-named.

The merger is proceeding by way of a scheme of arrangement between Zinifex and the Company (Scheme) under which Zinifex shareholders will receive 3.1931 Oxiana shares for each Zinifex share held. On 16 June 2008 the resolution put to Zinifex shareholders to approve the Scheme was approved by the requisite majorities of Zinifex shareholders.

The following resolutions are proposed as part of the merger of equals under the MIA. The Directors of the Company recommend that you vote in favour of each of the resolutions described below. Each Director of the Company who holds shares in the Company, or who has control over voting rights attaching to shares in the Company, intends to vote those shares in favour of Resolution 1 and Resolution 2.

Resolution 1 – Change of Company Name

The merger of Oxiana Limited and Zinifex Limited creates a major diversified base and precious metals mining company with greater global capability.

To reflect the implementation of a 'merger of equals' between the Company and Zinifex Limited, the Company proposes to change its name from Oxiana Limited to OZ Minerals Limited.

Using both the 'O' and the 'Z' reflects the precursor companies equally and provides a recognisable link for the marketplace to both former organisations.

Under Section 157(1) of the Corporations Act 2001, a Company must obtain member approval by a special resolution to adopt a new name.

The name change is subject to and will take effect when the Australian Securities and Investments Commission effects the change and alters the Company's registration details.

Accordingly, Resolution 1 seeks member approval to change the Company name.

Resolution 2 – Election of Directors

Under the MIA, on the date of the Court hearing to approve the Scheme, expected to be held on 20 June 2008 (provided that the Scheme is approved by the Court), the Company must reconstitute its board to include the Zinifex Directors. In accordance with article 6.2(b) of the Company's Constitution, the Directors of the Company will appoint the current Zinifex Directors as Directors of the Company. The newly appointed Non-Executive Directors will, in accordance with article 6.3(h), retire at the General Meeting and offer themselves for re-election.

Also under the MIA, on the date of the Court hearing to approve the Scheme, Mr Owen Hegarty will retire as Managing Director and CEO of the Company, thereby under the Company's Constitution automatically ceasing to be a Director of the Company. The Directors of the Company will in accordance with the MIA appoint Mr Hegarty as a Non-Executive Director. He will, in accordance with article 6.3(h), retire at the General Meeting, and offer himself for re-election.

Following are details in relation to those individuals whom shareholders will be asked to consider for re-election as Directors of the Company.

Mr Owen Hegarty

Owen Hegarty has more than 35 years experience in the mining industry in Australia and internationally, including 24 years with the Rio Tinto Group. From 1983 to 1988 he was Managing Director of Rio Tinto's Asian businesses and from 1988 to 1993 he was Managing Director of Rio Tinto's Australian copper and gold mining and smelting business unit.

Mr Hegarty became Managing Director of Oxiana Limited in 1994. Mr Hegarty is Deputy Chairman of the Minerals Council of Australia and is a fellow of the Australasian Institute of Mining and Metallurgy (AusIMM).

Mr Hegarty was awarded the 2005 AusIMM Institute Medal for his leadership and achievements in the mining industry.

Mr Hegarty is a Non-Executive Director of Range River Gold Limited (since 1994).

Mr Peter Mansell

Peter Mansell joined the Zinifex Board as Chairman in March 2004. Mr Mansell has a broad range of experience in the management, direction, development and governance of listed entities. He was a corporate and resources Partner in the law firm Freehills from 1988 until February 2004. At various times he has been Freehills National Chairman, Managing Partner of the Perth office and a member of the

Explanatory Memorandum continued.

National Board. He is a fellow of the Australian Institute of Company Directors. He was President of Western Australia Division in 2002 to 2003 and sat on the National Board of that body during his presidency. Mr Mansell has previously been a Non-Executive Director for Hardman Resources Limited (from May 2006 to December 2006), Tethyan Copper Company Limited (from February 2005 to May 2006), Foodland Associated Limited (from October 2003 to November 2005) and Non-Executive Chairman of JDV Limited (from December 2001 to August 2005).

Mr Mansell is also the Chairman of Western Australia Newspaper Holdings Limited, since November 2006, having been appointed as Director since September 2001, Chairman of ThinkSmart Limited (since April 2007), and a Non-Executive Director of Great Southern Plantations Limited (since November 2005) and Bunnings Property Management Limited (since June 1998) which is the responsible entity of Bunnings Warehouse Property Trust.

Dr Peter Cassidy

Peter Cassidy joined the Zinifex Board in March 2004. Dr Cassidy has 35 years of experience in the resource sector, both in Australia and internationally. He was Chief Executive Officer of Goldfields Ltd from 1995 until its merger with Delta Gold in January 2002 to form AurionGold Limited. He remained a Director of AurionGold until January 2003. Prior to 1995, he was Executive Director - Operations of RGC Limited. Dr Cassidy was Chairman of Sino Gold Mining Ltd from November 2005 to November 2006 and was a Non-Executive Director of Oxiana from April 2002 until November 2007.

Dr Cassidy is also a Non-Executive Director of Energy Developments Ltd (since April 2003), Lihir Gold Ltd (since January 2003) and Sino Gold Mining Ltd (since October 2002) and Chairman of Allegiance Mining N.L. (since 1 April 2008), which is a subsidiary of Zinifex.

Mr Anthony Larkin

Anthony Larkin joined the Zinifex Board in March 2004. Mr Larkin was Executive Director - Finance of Orica Ltd from 1998 to 2002. Prior to that he had a successful career with BHP spanning 39 years, during which he held various senior finance executive roles including Group General Manager Finance, BHP Minerals, for seven years and Corporate Treasurer. In 1993 he was seconded to the position of Chief Financial Officer of Fosters Brewing Group until 1997. He was the Chairman of Ausmelt Ltd from 2004 to 2007.

Mr Larkin is also a Non-Executive Director of Corporate Express Limited (since July 2004), Incitec Pivot Ltd (since May 2003) and Eyecare Partners Limited (since August 2007).

Mr Richard Knight

Richard Knight joined the Zinifex Board in March 2004. Mr Knight is a mining engineer with more than 40 years experience both in Australia and internationally. He has previously been Chief Executive Officer of Energy Resources of Australia Limited, an Executive Director of North Limited and Managing Director of Inco Australia Management Pty Ltd. He was a Non-Executive Director of St Barbara Mines Ltd from May 2005 to December 2006.

Mr Knight is also the Non-Executive Chairman of Heuris Partners, a Melbourne based advisory and strategic planning practice and a Non-Executive Director of Newcrest Mining Limited (since February 2008).

Mr Dean Pritchard

Dean Pritchard joined the Zinifex Board in March 2004. Mr Pritchard is a civil engineer with over 30 years experience in the engineering and construction industry. He was Chief Executive Officer of Baulderstone Hornibrook from 1991 to 1997. He was Chairman of ICS Global Limited from 1999 to 2007.

Mr Pritchard is also a Non-Executive Director of Spotless Group Limited (since May 2007) and Onesteel Ltd (since October 2000). He is also the Chairman of Steel & Tube Holdings Limited (since May 2005), which is a New Zealand subsidiary of OneSteel Ltd.

Resolution 3 – Increase in Directors' Fee Limit

As stated above, on 20 June 2008, the Company intends to appoint six additional Non-Executive Directors in connection with the merger with Zinifex and therefore to cater for the increase in the size of the Board the Company proposes to increase the maximum total fee pool for fees payable to Directors by \$1,500,000 to \$2,700,000 per annum.

The Board has taken the advice of independent remuneration consultants to ensure that the proposed increase in the Directors' fee limit is appropriate and in line with the market and to ensure that the increased fee limit will provide the capacity to cater for the increase in the size of the Board.

Article 6.5(a) of the Company's Constitution provides that the amount of fees paid to Non-Executive Directors must not exceed in aggregate the amount determined by the members in general meeting. ASX Listing Rule 10.17 also requires member approval prior to an increase in the total amount of fees payable to Non-Executive Directors of the Company.

The last increase to the maximum aggregate remuneration payable to Non-Executive Directors of the Company was approved by shareholders on 17 April 2008. Zinifex currently has a maximum fee pool limit of \$2,000,000 per annum. If combined with the Oxiana \$1,200,000 per annum limit, the fee pool would total \$3,200,000 per annum. We are proposing a maximum of \$2,700,000 per annum.

Accordingly, Resolution 3 seeks member approval to increase the maximum aggregate remuneration payable to Non-Executive Directors of the Company.

Given their interest in the subject matter of this Resolution, the Directors make no recommendation to shareholders in relation to this Resolution.

Resolution 4 – Approval of Mr Owen Hegarty's Managing Director and CEO Termination Payments

Background

This Resolution seeks shareholder approval for certain termination payments to Mr Owen Hegarty in connection with his formal resignation as the Managing Director and CEO of the Company on 20 June 2008.

Mr Owen Hegarty was appointed as the Managing Director of the Company on 30 September 1994. Mr Hegarty later assumed the title of Managing Director and CEO. On 3 March 2008 the Company announced that Mr Owen Hegarty had agreed to stand aside as Managing Director and CEO to allow Mr Andrew Michelmore to assume the role to facilitate the merger of the Company with Zinifex Limited and in accordance with clause 5.9 of the MIA.

Mr Hegarty's employment contract, dated 7 December 2006, provided for the following:

- three year term with a base salary of \$1.3 million per annum (inclusive of superannuation) and subject to annual review;
- annual short term incentives of up to 50% of the base salary dependant upon meeting key performance targets and corporate objectives;
- 2 million options per year exercisable at a 35% premium to the 30 day Volume Weighted Average Price (VWAP). The vesting of the options is to be based on Oxiana's three-year total shareholder returns (TSR) exceeding comparator companies with vesting of the options being 50% at the median and the remaining 50% on a pro-rata basis between the median and the 75th percentile; and
- 250,000 retention shares, to be purchased on-market and to be delivered for continuous service at each of the 1st, 2nd and 3rd anniversaries of contract commencement.

Explanatory Memorandum Continued.

Termination Payments

As a consequence of his early retirement from the position of Managing Director and CEO of the Company, the Company has agreed (subject to shareholder approval) to pay Mr Hegarty a retirement package made up of the following termination payments:

Termination Payments	Cash	Equity
Salary (including superannuation) to be paid out in full for the duration of the current contract of employment (i.e. 20 June 2008 to 31 December 2009) based on current remuneration.	\$2,291,100	-
Short Term Incentive Payment covering the period from 1 January 2008 until the end of the contract (31 December 2009).	\$1,500,000	-
Retention Payments <ul style="list-style-type: none"> • Retention/Transition Payment • Retention Shares <ul style="list-style-type: none"> - 250,000 shares (originally to vest 1 January 2009) to vest 18 July 2008 (subject to shareholder approval). Book value \$3.06. - 250,000 shares (originally to vest 1 January 2010) to vest 18 July 2008 (subject to shareholder approval). Book value \$3.01. 	\$160,000	-
Long Term Incentive – Unvested Options The unvested options granted in accordance with the contract of employment (details below) will be paid out in cash:		
<ul style="list-style-type: none"> • 2,000,000 granted 2 May 2007, were due to vest on 1 June 2010. Fair value \$0.779. 	\$1,558,000	-
<ul style="list-style-type: none"> • 2,000,000 granted 18 April 2008, were due to vest on 1 June 2011. Fair value \$0.855. 	\$1,710,000	-
<ul style="list-style-type: none"> • 2,000,000 were to be granted in April 2009 in accordance with Mr Hegarty's employment contract. Fair value \$0.965. 	\$1,930,000	-
TOTAL	\$9,149,100	\$1,517,500

The short term incentive payment includes payments for each of the final two years of Mr Hegarty's contract based on current performance and the expectation that Mr Hegarty would have met performance targets and corporate objectives which are calculated to be a maximum of 50% of Mr Hegarty's base salary. Mr Hegarty's base salary for the final two years is \$1.5 million per annum (including superannuation).

The retention/transition payment is a payment in recognition of Mr Hegarty agreeing to fill the role as the Chairman of the Integration Sub-Committee of the Board in accordance with the Merger Implementation Agreement. This Committee is expected to operate from June to December 2008.

In relation to the retention shares granted in accordance with Mr Hegarty's contract of employment the Board has exercised its discretion to allow early vesting. The early vesting of the retention shares recognises Mr Hegarty's willingness to make himself available to

the Company in the capacity of Non-Executive Director to ensure the Company receives the ongoing benefit of his service with the Company.

In relation to the options granted in accordance with Mr Hegarty's contract of employment the Board has determined to allow cash payments in lieu of the options granted on 2 May 2007, 18 April 2008 and to be granted in April 2009. The cash payments recognise that in relinquishing his role, Mr Hegarty has given up considerable value he would have reasonably expected to receive in the future, by virtue of his continued employment as Managing Director and CEO of the Company. The valuations are based on a 30 day volume weighted average price of Oxiana shares for the period ended 30 May 2008 and the method for determining the fair value of the options stated in the above table is set out below.

Valuation Methodology Overview

The valuation methodology used by Mercer (Australia) Pty Ltd to value the options issued to Mr Hegarty under the Oxiana Limited Executive Option Plan, utilises the assumptions underlying the Black-Scholes option pricing methodology to produce a Monte-Carlo simulation model.

The aim of any option valuation method is to value the expected difference between the share price and the exercise price of the option under a given set of assumptions. The International Accounting Standards Board requires the valuation to be undertaken in a risk-neutral framework whilst allowing for variables such as volatility, dividends, the risk free rate, the withdrawal rate and performance hurdles along with constants such as the strike price, term and vesting periods.

The accepted framework developed by Black, Scholes and Merton's option pricing model can accommodate these features. The underlying premise is that a share's future price movements can be represented by a statistical formula which provides the probability of the share price being equal to a given price at a given time.

Shareholder Approval

Shareholder approval is being sought for the termination payments under section 200E of the Corporations Act 2001. Section 200B of the Corporations Act 2001 requires a company to obtain shareholder approval before giving a benefit to a Director in connection with the Director's retirement or removal from office unless the benefit falls within certain exceptions set out in the Corporations Act 2001.

A payment will only fall within those exceptions if the amount is less than a prescribed multiple of the Director's remuneration and if the nature of the payment falls within one of the categories set out in the Corporations Act 2001 (for example, an 'exempt benefit' or a payment in connection with a person's retirement from a Board or managerial office and the payment is for past services the person rendered to the Company).

The Board has received legal advice that the payments do not technically fall within any of the categories of exception set out in the Corporations Act except for the payments in relation to Mr Hegarty's accrued annual leave and long service leave. These payments amount to approximately \$950,000 as at the date of Mr Hegarty's retirement. Mr Hegarty may receive these payments without shareholder approval as they fall within an exception and are below the specified limit set out in the Corporations Act 2001.

The termination payments listed in the table above covering both cash and equity therefore require shareholder approval for the purposes of section 200E of the Corporations Act 2001 and for all other purposes.

The total value of termination payments to be approved by shareholders is \$10,666,600.

All Directors, with the exception of Mr Hegarty in abstention, recommend that shareholders vote in favour of Resolution 4. Mr Hegarty makes no recommendation in light of his personal interest in this Resolution.

All eyes n the priZ e

OZ Minerals. 18 07 08



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A Merger of Equals. The Birth of a Major Minerals Company.

The whole is greater than the sum of its parts. Oxiana and Zinifex bring together their complementary strengths to create a new force in Australian business. With the scale and capabilities of this merged enterprise, we now have an historic opportunity to fulfil our vision of becoming a major minerals company. From day one **OZ Minerals** is ready for action, poised for growth.



Barry Cusack

Dear Shareholder,

I am delighted to inform you that yesterday the shareholders of Zinifex voted in favour of the Scheme of Arrangement to merge the businesses of Oxiana and Zinifex to create one of Australia's largest diversified miners.*

This new company will have enhanced capability to deliver shareholder value through a superior combination of assets, financial capacity, a strong team of people and, above all, through its commitment to growth.

Oxiana is now convening an Extraordinary General Meeting to consider matters related to the governance of the newly merged company.

Oxiana and Zinifex become OZ Minerals

At the time the merger was announced, you may recall that both Boards took the decision that a new name was needed to reflect the company transformation that was occurring. I am pleased to now reveal to you that the proposed new name is OZ Minerals Limited.

In many ways the name OZ Minerals was a natural choice for the new Group as it reflects the bringing together of two companies in a true merger of equals. It is a strong name which proudly recognises the heritage and achievements of both companies while at the same time symbolising a new start for what is a significantly changed company.

Board Recommendations

Voting to approve the new name will be the first item of business of the EGM and the Directors of the new company unanimously endorse the change to OZ Minerals.

The second resolution is to re-elect the current Directors of Zinifex – Peter Mansell (Zinifex Chairman), Peter Cassidy, Anthony Larkin, Richard Knight and Dean Prichard – to the Board of the Company. Their appointment was agreed as part of the Merger Implementation Agreement between Oxiana and Zinifex and it too reflects the merger of equals principle that underlies this transaction. These Directors have successfully overseen the listing and significant growth in value of Zinifex over the past four years. They have extensive resources industry experience in business, legal, technical and financial fields.

Also as a part of the second resolution shareholders are asked to re-elect Owen Hegarty to the Board. Owen is expected to retire as Managing Director and CEO of Oxiana on 20 June 2008 (which is the Court approval date for the scheme). This move to non-executive Director requires shareholder approval.

A company with the scale and vision of OZ Minerals will require a Board with a commensurate breadth of experience and capability and the current Board recommends you vote in favour of this very valuable addition to the governance of the new organisation.

If you pass this resolution, OZ Minerals will have a Board comprising eleven Directors. While this is a relatively large number, I have concluded it is an appropriate number for the size of the company, especially during the integration phase. It is envisaged that the number of Directors could be reduced as the integration workload declines within the next 1-2 years.

To cater for the increase in the number of Directors it is also proposed in a third resolution that the company's fee limit for fees payable be increased from \$1.2 million to \$2.7 million per annum.

The final resolution is to seek approval of Owen Hegarty's termination payments as he retires as Managing Director and CEO of Oxiana to allow Andrew Michelmore to assume the role. The conditions of Owen's termination payments are detailed in the attached Notice of Meeting and it is unanimously recommended by the Board – with the exception of Mr Hegarty in abstention – that this package be approved by shareholders. Mr Hegarty's outstanding leadership of Oxiana to date has contributed to significant growth in shareholder value and his willingness to make himself available to the Company as a non-executive Director is in the interests of the Company's ongoing success.

The Board recommends voting in favour of each of these resolutions for the best governance and operation of the new company.

A handwritten signature in dark ink that reads "Barry Cusack".

Barry Cusack
Chairman

**Final approval is subject to Court approval on 20 June 2008.*

Changing the shape of the Australian Resources Sector.



Owen Hegarty

Dear Shareholder,

I am proud to see the beginning of OZ Minerals. Oxiana has an enviable reputation for growth and delivering on its promises and the merger with Zinifex is one of the biggest steps we have taken toward fulfilling our vision of creating a major mining company.

The name OZ Minerals is a bold symbol of the coming together of these companies to create an entity that is stronger than the sum of its parts. OZ Minerals will start life with a proud heritage, which is clearly celebrated in its name; 'O' from Oxiana and 'Z' from Zinifex.

The industrial growth in the economies of the developing world is on a scale which is unparalleled in history and the mining industry will be a major beneficiary.

OZ Minerals will have a new place in our sector and as such has been given a unique opportunity for growth.

Therefore, the strategy OZ Minerals plans to pursue is designed to generate the maximum possible shareholder value from capitalising on the opportunities presented by demand for commodities, which are the building blocks of industrialising economies.

I am proud to have been Oxiana's founding Managing Director and CEO, and I sincerely thank you as a shareholder for your loyalty and support. I look forward to your continued support for OZ Minerals under its new CEO Andrew Michelmore, who is equally determined to continue our growth vision.

Owen Hegarty
Managing Director and CEO
Oxiana Limited

Poised for Growth.



Andrew Michelmore

Dear Shareholder,

This is the start of something big. Following approval of our merger*, you are all now investors in a company with superior scale, financial capability, assets and Board and Management.

I feel privileged to be charged with the leadership of this organisation which I consider to have immense potential for growth. I will be working to make the organisation a success for all of its stakeholders - for shareholders, employees, customers, suppliers, the communities we are a part of and for the nations and states in which we operate.

Runs on the board, projects in the pipeline

OZ Minerals will now use its extensive expertise to deliver its exciting development pipeline, identify new opportunities, discover new mineral deposits, develop those resources efficiently and produce highly sought after and valuable commodities.

OZ Minerals is a name with which we are proud to go forward and we ask you to support its adoption. In addition to the growth opportunities and shareholder value we will pursue relentlessly on your behalf, we will ensure OZ Minerals is known equally for the respect it shows to its employees, customers, suppliers and communities, its integrity in its dealings, and its focus on action and achieving tangible and valuable results.

We have not yet revealed the full OZ Minerals 'brand'. This will be rolled out, subject to your approval of the resolution.

All Eyes on the Prize

I look forward to using the capability which OZ Minerals has to seize the tremendous opportunities with which the company is presented and to create a truly great global diversified minerals company. I trust you too are excited about being part of this story.

Over the coming weeks you will be seeing more on OZ Minerals as we work towards the EGM on July 18th. Until then, it's all eyes on the prize.

Andrew Michelmore
Managing Director and CEO Elect

**Final approval is subject to Court approval on 20 June 2008.*

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All eyes  n the priZe

OZ Minerals. 18 07 08

APPOINTMENT OF PROXY

If you would like to attend and vote at the General Meeting, please bring this form with you. This will assist in registering your attendance.

You can also lodge your vote on-line at
www.linkmarketservices.com.au



X99999999999

I/We being a member(s) of Oxiana Limited and entitled to attend and vote hereby appoint

A the **Chairman of the Meeting (mark box)** **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the General Meeting of the Company to be held at 2:30pm (Melbourne time) on Friday, 18 July 2008, at the Melbourne Convention Centre, Latrobe Theatre, Cnr Spencer and Flinders Streets, Melbourne and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert in the appropriate box below.

SPECIAL BUSINESS	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 2 (iv) Re-election of Mr Anthony Larkin as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (i) Re-election of Mr Owen Leigh Hegarty as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 2 (v) Re-election of Mr Richard Knight as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (ii) Re-election of Mr Peter Mansell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 2 (vi) Re-election of Mr Dean Pritchard as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (iii) Re-election of Dr Peter Cassidy as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 3 Increase in Directors' Fee Limit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				Resolution 4 Approval of Mr Owen Hegarty's Managing Director and CEO Termination Payments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

IMPORTANT: FOR ITEMS 3 AND 4 ABOVE

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of Items 3 and 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of these Items and that votes cast by him/her for these Items, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 3 and 4 and your votes will not be counted in calculating the required majority if a poll is called on these Items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 3 and 4.

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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

D SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual) <input type="text"/>	Joint Securityholder 2 (Individual) <input type="text"/>	Joint Securityholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, all securityholders must sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the *Corporations Act 2001* (Cwlth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).



How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all securityholders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 2:30pm (Melbourne time) on Wednesday, 16 July 2008, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to Oxiana Limited's share registry as follows:
Oxiana Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: (02) 9287 0309
- lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website);
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.