

15 January 2020

ASX: NZC

SCHEME UPDATE

Nzuri Copper Limited (**Nzuri** or the **Company**) (ASX: NZC) provides the following update on its proposed scheme of arrangement (**Scheme**) pursuant to which all of the issued capital in Nzuri is proposed to be acquired by Xuchen International Limited (**Xuchen**), a subsidiary of Chengtun Mining Co., Ltd.

Court hearing

Nzuri advises that the Supreme Court of Western Australia (**Court**) has today approved the despatch of a replacement Scheme booklet (**Replacement Scheme Booklet**). The Court has further ordered that Nzuri convene a meeting of its shareholders (**Ratification Meeting**) to consider and, if thought fit, ratify the approval of the Scheme provided by shareholders at the meeting held on 19 August 2019 (**Scheme Meeting**).

Despatch of the Replacement Scheme Booklet

The Replacement Scheme Booklet will be released on the Australian Securities Exchange (**ASX**) and despatched to Nzuri shareholders following lodgement with the Australian Securities and Investments Commission (**ASIC**).

The Replacement Scheme Booklet will be despatched to Nzuri shareholders on or before 21 January 2020.

Replacement Scheme Booklet Information

This Replacement Scheme Booklet replaces the Scheme booklet dated 31 May 2019 (**Original Scheme Booklet**), as amended and updated by the first supplementary disclosure dated 12 June 2019 and the second supplementary disclosure dated 1 August 2019.

The purpose of this Replacement Scheme Booklet is to:

- provide updated information to Nzuri shareholders about the following matters:
 - the remaining regulatory approval required to be obtained by Xuchen in the People's Republic of China;
 - changes in the proposed funding of the Scheme consideration by Xuchen;
 - updates to the indicative timetable for the Scheme;
 - amendments to the loan facility provided to Nzuri by Xuchen;
 - updates to the Independent Expert's Report, to reflect the developments noted above and the passage of time; and
 - general updates to the information regarding Nzuri and its financial information given the passage of time; and
- convene the Ratification Meeting, at which Nzuri shareholders will have the opportunity to consider and, if thought fit, to ratify the previous approval of the Scheme at the Scheme Meeting (**Ratification Resolution**).

A mark-up showing the differences between the Original Scheme Booklet and the Replacement Scheme Booklet will be made available on Nzuri's website: www.nzuricopper.com.au.

Ratification Meeting

The Ratification Meeting will be held at 3.00pm (WST) on Thursday, 20 February 2020 at the office of the Company, Unit 13, 100 Railway Road, Daglish, Perth, WA 6008.

Nzuri shareholders are encouraged to vote on the Ratification Resolution by attending the Ratification Meeting in person or by returning the proxy form that accompanies the Replacement Scheme Booklet. Details on how to lodge a proxy vote are included in the Replacement Scheme Booklet.

Court Approval Hearing

If the resolution is passed at the Ratification Meeting and all conditions of the Scheme are satisfied or waived, Nzuri will apply to the Court for orders approving the Scheme.

Indicative Timetable

The key events and the expected timing in relation to the Ratification Meeting and implementation of the Scheme are set out in the table below:

Event	Date
Replacement Scheme Booklet despatched to Nzuri shareholders	On or before 21 January 2020
Latest date and time for receipt of proxy forms for the Ratification Meeting	3.00pm on 18 February 2020
Time and date for determining eligibility to vote at the Ratification Meeting	4.00pm on 18 February 2020
Ratification Meeting	3.00pm on 20 February 2020
If the Ratification Resolution is passed by Nzuri shareholders:	
Court date for approval of the Scheme	10.00am on 27 February 2020
Effective date of the Scheme	28 February 2020
Record date for determining entitlements to the Scheme consideration	4 March 2020
Implementation Date for the Scheme	11 March 2020

The above dates are indicative only. The conditions precedent to the Scheme must be either satisfied or waived prior to the Court hearing for the approval of the Scheme. Any changes to the above timetable will be announced through ASX and notified on the Nzuri website.

END

This announcement was lodged with ASX by Hannah Hudson, Company Secretary & Chief Financial Officer, pursuant to delegated Board authority.

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