

**Schedule 1
Form of Conversion Notice**

**OXIANA LIMITED
U.S.\$105,000,000 5.25 per cent. Convertible Senior Subordinated Bonds Due
2012 (the "Bonds") convertible into Ordinary Shares of
OXIANA LIMITED**

CONVERSION NOTICE

(Please read the notes below before completing this Notice.)

Name, address, telephone and fax numbers and signature of Converting Bondholder:

Name: Date:

Address:
.....
.....

Telephone
Number:

Fax Number:

Attention:

Signature:

To: [Paying, Transfer and Conversion Agent]

cc: Oxiana Limited

I/We hereby irrevocably elect to convert the Bonds specified below into ordinary shares of Oxiana Limited ("**Shares**") at the Conversion Price referred to in, and in accordance with, the Conditions.

1 Total principal amount, number and identifying numbers of Bonds to be converted:

Total principal amount:

Total number of Bonds:

Identifying numbers of Bond Certificates deposited in respect of Bonds to be converted (if relevant):

(Not required for Bonds represented by the Global Bond)

If necessary, the details relating to stated principal amounts and identifying numbers of Bonds and Bond certificates may be attached separately.

2 Name(s), address(es) and telephone and fax numbers of person(s) in whose name(s) the Shares (if any) (together with any other securities or property) required to be delivered on conversion are to be registered:

Name:

Address:
.....
.....

Telephone
Number:

Fax Number:

[CHESS ACCOUNT
Number:]

3 If a U.S. dollar cash amount is to be paid under the Conditions, payment should be made:

* (a) by U.S. dollar cheque made in favour of, and posted to:

Name:

Address:
.....
.....

* (b) by transfer to the following U.S. dollar account:

Bank:

Address:

BIC code:

Account no:

Accountholder:

* Delete as applicable.

4 [To be completed if Conversion Rights are exercised in respect of part only of a Bond] I/We hereby request that the new Bond in respect of the balance of my/our holding not converted:

*(a) be despatched (at my/our risk and expense) to the person whose name and address is given below and in the manner specified below:

Name:

Address:
.....
.....

Manner of
despatch:

(b) be made available for collection at the specified office of the [Registrar] / [Paying, Transfer and Conversion Agent in Luxembourg]*.

* Delete as applicable

5 [The definitive registered Bonds in respect of the Bonds converted hereby accompany this Conversion Notice.] (if applicable)

- (i) Terms not otherwise defined in this Conversion Notice have the meaning given to them in the terms and conditions of the Bonds (the "**Conditions**").
- (ii) This Conversion Notice will be void unless the introductory details and Sections 1 to 5 are completed. This Conversion Notice may be completed by or on behalf of an accountholder of any clearing system in which the relevant Bond is held at such time which has an interest in such Bond. The holding of an interest in a Bond by an accountholder of any clearing system in which the relevant Bond is held in respect of which Conversion Rights are being exercised will be confirmed by the Paying, Transfer and Conversion Agent with the relevant clearing system.
- (iii) Your attention is drawn to Condition 6(h) with respect to the conditions precedent which must be fulfilled before the Bonds specified above will be treated as effectively eligible for conversion.
- (iv) Shares will be delivered in accordance with the rules and procedures of the clearing system through which the Shares are to be delivered and in compliance with applicable law at the time of delivery.
- (v) This Conversion Notice once given shall be irrevocable and may not be withdrawn without the consent in writing of the Issuer.
- (vi) Where the Bonds to be converted are evidenced by the Global Bond, the Conversion Notice need not be signed. In such a case, delivery of the Conversion Notice will constitute confirmation by the beneficial owner of the Bonds to be converted that the information and the representations in the Conversion Notice are true and accurate on the date of delivery.

For Paying, Transfer and Conversion Agent's use only:

- 1** (A) Bond conversion identification reference:
- (B) Conversion Date:
- 2** Aggregate principal amount of Bonds in respect of which definitive registered Bonds (if any) have been deposited for conversion: