



IMX Resources

Notice of annual general meeting

IMX Resources Limited

ACN 009 129 560

The Orchid Room

Grand Chifley, Adelaide

208 South Tce,

Adelaide

22 November 2012 at 3pm (Adelaide time)

Location	The Orchid Room, Grand Chifley Adelaide, 208 South Tce, South Australia
Date	22 November 2012
Time	3.00 p.m. (Adelaide time)

Notice is hereby given that an annual general meeting of Shareholders of IMX Resources Limited (**Company**) will be held at 3pm (Adelaide time) on Thursday 22 November 2012 at The Orchid Room, Grand Chifley Adelaide, 208 South Terrace, Adelaide, South Australia (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 20 November 2012 at 5.00pm (WST) (5.00am Toronto time in Canada)

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2012, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Re-election of Director – John Nitschke

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

"That, for the purpose of clause 46 of the Constitution and for all other purposes, John Nitschke, a Director who was appointed on 23 December 2009, and last re-elected at the November 2010 Annual General Meeting, retires, and being eligible, is re-elected as a Director."

3. Resolution 2 – Election of Director – Kellie Benda

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

"That, for the purpose of Listing Rule 14.4 and for all other purposes, Kellie Benda, a Director who was appointed by the Directors as an addition to the Board since the last Annual General Meeting, on 1 August 2012, retires, and being eligible, is elected as a Director."

4. Resolution 3 – Election of Director – David Constable

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

"That, for the purpose of Listing Rule 14.4 and for all other purposes, David Constable, a Director who was appointed by the Directors as an addition to the Board since the last Annual General Meeting, on 1 August 2012, retires, and being eligible, is elected as a Director."

5. Resolution 4 – Removal of Auditor

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

"That, pursuant to and in accordance with section 329(1) of the Corporations Act and for all other purposes, BDO Australia Ltd be removed as auditor of the Company."

6. Resolution 5 – Appointment of Auditor

Resolution 5 is conditional on Resolution 4 being passed.

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That, subject to Resolution 4 being passed, pursuant to and in accordance with section 327D of the Corporations Act and for all other purposes, KPMG having been nominated and consented in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company."

7. Resolution 6 – Approval of Additional 10% Capital Raising Capacity

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, the Shareholders approve the Company having the additional capacity to issue Equity Securities in an amount up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum without the need to seek further Shareholder approval."

8. Resolution 7 – Approval of grant of options to Neil Meadows

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

"That approval be given for all purposes, including Listing Rule 10.14, for the issue to Neil Meadows of two million options, vesting immediately upon grant, with an expiry of five years in accordance with the terms of his appointment letter, as further described in the Explanatory Memorandum, and as announced to the ASX on November 3, 2011."

9. Resolution 8 – Adoption of Remuneration Report

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

"That the Remuneration Report of the Company be adopted by the Shareholders."

10. Resolution 9 – Spill Meeting Resolution

Resolution 9 will be put to the Meeting, but is conditional on (even if it is passed), 25% or more of the votes on Resolution 8 (Adoption of Remuneration Report) being cast against the adoption of the Remuneration Report.

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

"That:

- *an extraordinary general meeting of Shareholders (the **Spill Meeting**) be held within 90 days of the passing of this Resolution;*
 - *all of the Directors (other than the Managing Director, Neil Meadows) who were directors of the Company when the Board resolved to make the Directors' Report for the financial year ending 30 June 2012 (being John Nitschke, David Constable, Stephen Hunt, Yuan Gang Song and Kellie Benda) and who remain in office as at the date of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
 - *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*
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Dated 18 October 2012

BY ORDER OF THE BOARD

Caroline Rainsford
Company Secretary

IMX RESOURCES LIMITED

A C N 009 129 560

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held 3pm (Adelaide time) on Thursday 22 November 2012 at The Orchid Room, Grand Chifley Adelaide, 208 South Terrace, Adelaide South Australia.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

1.1 Shareholders on the Canadian Share Register

If you are a registered Shareholder on the Canadian Share Register of Company and are unable to attend the Meeting in person, please date and execute the accompanying Proxy Form and return it not later than 5:00 am WST (5:00 pm Toronto time in Canada) on Monday 19 November 2012 to:

Computershare Investor Services Inc.
100 University Avenue, 9th Floor
Toronto, Ontario, Canada
M5J 2Y1
Fax: 1-866-249-7775 (inside North America)
Fax: +1-416-263-9524 (outside North America)

If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the Proxy Form in accordance with the instructions provided to you by your broker or intermediary.

The Board of Directors has fixed 5:00 pm WST (5:00 am Toronto Time in Canada) on 20 November 2012 as the record date which entitles Shareholders to vote at the Meeting (**Voting Record Date**) and 10 October 2012 as the record date which entitles Shareholders of record at the close of business on 10 October 2012 to receive the Notice of Meeting (**Notice Record Date**). If you become a registered Shareholder on the Canadian Share Register by acquiring Shares between the Notice Record Date and the Voting Record Date and wish to vote such Shares at the Meeting by proxy, contact Computershare Investor Services Inc. for further information. If you become a non-registered Shareholder by acquiring Shares between the Notice Record Date and the Voting Record Date and wish to vote such Shares at the Meeting, you should contact your broker or intermediary for instructions on how to do so.

1.2 Voting by Non-Registered Shareholders on the Canadian Share Register

Only registered shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. Some shareholders on the Canadian Share Register of the Company are “non-registered” Shareholders because the Shares they own are not registered on the Canadian Share Register in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. Shares beneficially owned by a non-registered Shareholder are registered either: (i) in the name of an intermediary that the non-registered Shareholder deals with in respect of the Shares (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the intermediary is a participant. The Company will have distributed copies of these materials to the clearing agencies and intermediaries for distribution to non-registered Shareholders.

Intermediaries are required to forward the materials to non-registered Shareholders unless a non-registered Shareholder has waived the right to receive them. Generally, non-registered Shareholders who have not waived the right to receive Meeting Materials will either: (i) be given a voting instruction form which is not signed by the intermediary and which, when properly completed and signed by the non-registered Shareholder and returned to the intermediary or its service company, will constitute voting instructions (often called a **voting instruction form**) which the intermediary must follow, or, (ii) be given a Proxy Form which has already been signed by the intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the non-registered Shareholder but which is otherwise not completed by the intermediary. Because the intermediary has already signed the Proxy Form, this Proxy Form is not required to be signed by the non-registered Shareholder when submitting the Proxy Form. In this case, the non-registered Shareholder who wishes to submit a Proxy Form should properly complete the Proxy Form and deposit it with Computershare Investor Services Inc. as set out above.

In either case, the purpose of these procedures is to permit non-registered Shareholders to direct the voting of the Shares they beneficially own. Non-registered Shareholders should carefully follow the instructions of their intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

1.3 Disclosure Required by National Instrument 71-1-2

The Company is a “designated foreign issuer” as such term is defined by Canadian National Instrument 71-102. The Company is subject to the foreign regulatory requirements of the ASX and the Australian Securities & Investments Commission. As such, the Company is exempt from certain requirements otherwise imposed on reporting issuers in Canada, including in connection with meetings of shareholders.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company's share registry (Computershare) in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder of the Company; and
- (c) a Shareholder of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Exclusions

Pursuant to requirements of the Corporations Act and Listing Rules, certain voting exclusions apply to Resolutions 6, 7, 8 and 9. Please refer to discussion of the relevant Resolutions below for details of the applicable voting exclusions.

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered opportunities to:

- (a) discuss the Annual Report (which is online at www.imxresources.com.au - click on the direct link);
- (b) ask questions or make comments on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Re-election of Director – John Nitschke

Clause 46.1 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 46.1 of the Constitution is eligible for re-election.

In calculating the number of Directors, of which one third must retire and if eligible, be re-elected, the following people are not included in the calculation:

- Neil Meadows (as Managing Director, pursuant to clause 63.6 of the Constitution); and
- Any Director who was appointed during the year by the Directors (being Kellie Benda and David Constable) (pursuant to clause 45.2 of the Constitution).

As the Company has 4 non-executive Directors that are to be included in the calculation of the number of Directors that must retire and stand for re-election, accordingly, one Director must retire due to the operation of clause 46.1 of the Constitution.

John Nitschke will retire in accordance with clause 46.1 of the Constitution and being eligible, seek re-election. John Nitschke's background and experience is as follows:

**John Stephen Nitschke, B.Eng (Hons), MSc, DIC, FAusIMM, GAICD
Independent, Non-Executive Chairman - Age 59**

Experience, expertise and directorships

John Nitschke is a mining engineer with over 30 years experience in the resources industry. He was formerly EGM – Australian Operations at Oxiana. His experience also includes project management of surface and underground mines for MIM Holdings, optimisation of several projects for Normandy Mines and provision of high level technical and management support to operations and studies for various mining companies. John Nitschke is currently a Non-Executive Director of ASX listed Venturix Limited.

Special responsibilities

Chair of the Board
Chair of the Nomination and Remuneration Committee
Member of the Audit and Risk Committee

Interests in shares and options

500,000 options over ordinary shares in the Company (granted and approved by shareholders)

The Board (excluding John Nitschke) recommends that shareholders vote **in favour** of Resolution 1. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 1.

5. Resolution 2 – Election of Director – Kellie Benda

Clause 45.1 of the Company's Constitution allows the Board to appoint a person as a Director as an addition to the existing Directors. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Kellie Benda was appointed on 1 August 2012 and accordingly will retire, and being eligible, seeks re-election.

Details of Kellie Benda's background and experience are as follows:

**Kellie Benda, BA, LLB, MappFin, ASIA, Harvard, AMP FAICD, FAIM
Independent, Non-Executive Director - Age 44**

Experience, expertise and directorships

Kellie Benda is credentialed and highly experienced in the fields of business, law and finance. She has worked for top International legal and professional services firms in senior positions including Mallesons King & Wood and PricewaterhouseCoopers. She practiced as an Investment Banker with global US and French banks advising ASX200-300 companies across equity capital markets and mergers and acquisitions, specialising in the mining and resources sector. Kellie Benda has also served as an Executive General Manager across operations, finance and corporate services. Kellie Benda has been as Executive Director and Head of Corporate Finance for a stockbroker. She holds a Bachelor of Laws and Bachelor of Arts, a Master of Applied Finance and is a graduate of Harvard Business School AMP.

Kellie Benda is a Fellow of the Australian Institute of Company Directors and a board member (WA) and a Fellow of the Australian Institute of Management. She is also currently on the boards of the Australia Youth Orchestra and chairs charity, Ready to Work Inc.

Special responsibilities

Chairman of the Audit and Risk Management Committee
Member of the Nomination and Remuneration Committee

Interests in shares and options

Nil.

The Board (excluding Kellie Benda) recommends that Shareholders vote **in favour** of Resolution 2. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 2.

6. Resolution 3 – Election of Director – David Constable

Clause 45.1 of the Company's Constitution allows the Board to appoint a person as a Director as an addition to the existing Directors. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

David Constable was appointed on 1 August 2012 and accordingly will retire, and being eligible, seeks re-election.

Details of David Constable's background and experience are as follows:

**David Constable, B.Sc(Hons), MBA
Independent, Non-Executive Director - Age 64**

Experience, expertise and directorships

David Constable is a Canadian-based exploration geologist and investor relations specialist with over 40 years' experience as a director and senior executive with Canadian-listed mining companies, specialising in mineral exploration, marketing and communication. He holds a Bachelor of Science (Hons.) degree, Masters of Business Administration (MBA) and is a member of the Canadian Institute of Company Directors.

David Constable has a track record of success in helping grow small exploration and mining companies listed on the Toronto Stock Exchange (TSX) into successful major mining companies. He listed Normandy Mining on the TSX in 1997 and served as Vice President Investor Relations for the Americas until Normandy's acquisition by Newmont Mining in 2002. From 2002-10, David Constable was Vice President Investor Relations for FNX Mining Company listed on the TSX. Currently David Constable serves as a non executive director of Sandspring (TSXV: SSP), U3O8 (TSXV: UWE), Woulfe Mining (TSXV: WOF) and Tiger Springs (ASX/TSX:TGS). He has previously served as a director of dual-listed entities Magma Metals (ASX/TSX: MMW) and Moly Mines Limited (ASX/TSX: MOL).

Special responsibilities

Member of the Audit and Risk Management Committee

Interests in shares and options

Nil.

The Board (excluding David Constable) recommends that Shareholders vote **in favour** of Resolution 3. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 3.

7. Auditor

7.1 Resolution 4 – Removal of Auditor

The Company has been satisfied with the work of BDO. However, the completion of the acquisition of Continental Nickel Limited represented a substantial increase in Tanzanian operations and the subsequent listing on the Toronto Stock Exchange brings additional reporting and disclosure requirements. Consequently, the Company's Audit and Risk Committee in conjunction with the Chief Financial Officer decided to put the audit services to tender to ensure the changing needs of the Company would be met. At the conclusion of the tender, it was proposed that the auditor should be changed.

Resolution 4, as a resolution to remove BDO as auditor of the Company is being proposed, instead of asking BDO to resign, purely for timing reasons (as pursuant to the Corporations Act, the resignation of an auditor requires ASIC consent which has the potential to delay the process).

A notice of intention to propose Resolution 4 was given to the Company by a Shareholder pursuant to section 329(1A) of the Corporations Act on 11 October 2012 (**Removal Notice**). A copy of the Removal Notice is set out in Schedule 2.

If this Resolution is passed, the removal of BDO as the Company's auditor will take effect at the close of the Meeting. If this Resolution is not passed, BDO will remain the Company's auditor.

The Board recommends that Shareholders vote **in favour** of Resolution 4. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 4.

7.2 Resolution 5 – Appointment of Auditor

Resolution 5 is conditional on Resolution 4 being passed.

It is proposed that KPMG be appointed as auditor of the Company pursuant to section 327D(2) of the Corporations Act. KPMG's appointment as auditor will be until the Company's 2013 annual general meeting (being the maximum duration permitted by the Corporations Act), at which point Shareholders will be asked to vote on the continued appointment of KPMG as the Company's auditor.

KPMG has consented to act in the capacity of the Company's auditor and all other requirements of the Corporations Act in relation to the appointment of auditors have been, or, at the date of the Notice are being met.

A number of firms, including BDO, were invited to present to the Company during the tender process and KPMG was successful. KPMG was then nominated by a Shareholder pursuant to section 328B of the Corporations Act to be appointed as the auditor for the Company. A copy of this nomination is set out in Schedule 3.

Resolution 5 is a special resolution and as such requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting (by proxy, attorney or otherwise).

If this Resolution is passed, the appointment of KPMG as the Company's auditor will take effect at the close of the Meeting. If this Resolution is not passed, then ASIC will appoint an auditor to the Company, to hold office until the Company's 2013 annual general meeting.

The Board recommends that Shareholders vote **in favour** of Resolution 5. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 5.

8. Resolution 6 – Approval of Additional 10% Capital Raising Capacity

8.1 General

Under Listing Rule 7.1, the Company is permitted, without Shareholder approval, to issue Equity Securities in an amount up to 15% of the number of shares that it had on issue 12 months earlier (**15% Capital Raising Capacity**).

The Listing Rules were recently amended, in August 2012, to include a new Listing Rule 7.1A which enables the Company to seek Shareholder pre-approval for the capacity to issue additional Equity Securities, up to a further 10% of the Company's issued capital, in the 12 month period following the Meeting. This 10% capacity under Listing Rule 7.1A is separate to and in addition to the existing 15% Capital Raising Capacity under Listing Rule 7.1.

The purpose of the new Rule is to provide mid to small-cap companies with more options for raising capital.

Resolution 6 seeks Shareholder approval (as a special resolution) for the Company to be able to issue additional Equity Securities up to 10% of the Company's issued share capital (**Additional Equity Securities**) over the 12 month period following the Meeting, each at an issue price of not less than 75% of the VWAP for the relevant Equity Securities being issued, calculated over the 15 trading days on which trades in those Equity Securities recorded immediately before either (1) the day on which the price at which those Equity Securities are to be issued is agreed; or (2) if the Equity Securities are not issued within 5 trading days of the date in paragraph (1), the date on which the Equity Securities are issued (**Additional 10% Capital Raising Capacity**).

If Resolution 6 was passed, the Additional 10% Capital Raising Capacity would facilitate capital raising by the Company as necessary (up to the 10% limit), without incurring the expense of having to convene a further general meeting of Shareholders.

The Additional Equity Securities that the Company is permitted to issue under the Additional 10% Capital Raising Capacity must be in an existing class of the Company's quoted securities – this includes the Shares and listed Options.

The formula for calculating the number of Additional Equity Securities that the Company can issue is set out in Listing Rule 7.1A.2. In summary, it would apply to the Company as follows:

If the Company has obtained the approval of Shareholders at the Meeting (ie. if Resolution 6 is passed), the Company may issue or agree to issue, during the approval period (ie. the 12 month period after the date of the Meeting or, in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), the date of such approval, whichever occurs first), a number of Equity Securities calculated in accordance with the formula:

(A x D) – E

A = the number of Shares on issue 12 months before the date of issue or agreement,

- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2 (which contains numerous exceptions to Listing Rule 7.1 and Listing Rule 7.1A, including in relation to issues of Shares pursuant to pro rata issues, upon the conversion of convertible securities such as Options; under off-market bids, mergers by scheme of arrangement or approved employee incentive schemes, or certain issues of preference shares, etc – refer to Listing Rule 7.2 for full details),
- plus the number of party paid Shares that became fully paid in the 12 months,
- plus the number of Shares issued with Shareholder approval under Listing Rule 7.1 (i.e the 15% Capital Raising Capacity rule) or Listing Rule 7.4 (which relates to subsequent approvals by Shareholders of an issue of Equity Securities),
- Less the number of Shares cancelled in the 12 months.

D = 10%

E = The number of Shares issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are *not* issued with the approval of Shareholders under Listing Rule 7.1 or Listing Rule 7.4.

As at the date of this Notice, the Company has 362,440,145 Shares on issue, which would enable the Company (if Resolution 6 is passed) to issue up to an additional 36,244,015 listed Options or Shares. The actual number of Additional Equity Securities that the Company would be able to issue under the Additional 10% Capital Raising Capacity will be calculated at the time of issue in accordance with Listing Rule 7.1A.2.

Resolution 6 is a special resolution and as such requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting (by proxy, attorney or otherwise).

The Directors believe that Resolution 6 is in the best interests of the Company and its Shareholders as it provides the Company with additional capital raising capacity and flexibility and unanimously recommend that Shareholders vote **in favour** of this Resolution. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 6.

Capitalised terms used in this section 8 of the Explanatory Memorandum have the same meaning as in the Listing Rules unless otherwise defined in Schedule 1.

8.2 Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the issue of Additional Equity Securities pursuant to the Additional 10% Capital Raising Limit, and a person (and any associates of such a person) who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

At the date of the Notice, the Company has not approached any particular existing Shareholder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under this voting exclusion.

8.3 Specific information in relation to Equity Securities to be Issued Under Additional 10% Capital Raising Capacity

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Additional 10% Capital Raising Capacity as follows:

- (a) If the Company chooses to utilise the Additional 10% Capital Raising Capacity, the Additional Equity Securities would be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in the class of Equity Securities proposed to be issued were recorded, immediately before:
 - (i) the date on which the price at which the Additional Equity Securities were to be issued is agreed; or
 - (ii) if the Additional Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Additional Equity Securities were issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Additional Equity Securities under the Additional 10% Capital Raising Capacity, the existing Shareholders' voting power and economic interest in the Company would be diluted as shown in the below table (in the case of listed Options, only if the listed Options are exercised). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of any issue of the Additional Equity Securities than on the date of the Meeting; and
 - (ii) the Additional Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Additional Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Additional Equity Securities.
- (c) The below table shows the dilution of existing Shareholders on the basis of the assumed issue price of Shares being \$0.135 and the current number of Shares on issue calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

- (d) The table also shows:
- (i) two examples where the number of shares on issue has changed, by an increase of 50% and an increase of 100%. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the assumed issue price .

Number of Shares on issue		Dilution		
		\$0.0675 50% decrease in Issue Price	\$0.135 Issue Price	\$0.27 100% increase in Issue Price
Shares currently on issue - 362,440,145 Shares	10% Voting Dilution	36,244,015 Shares	36,244,015 Shares	36,244,015 Shares
	Funds raised	\$2,446,471.00	\$4,892,942.00	\$9,785,884.00
50% increase in number of Shares on issue 543,660,218 Shares	10% Voting Dilution	54,366,022 Shares	54,366,022 Shares	54,366,022 Shares
	Funds raised	\$3,669,706.00	\$7,339,413.00	\$14,678,826.00
100% increase in number of Shares on issue 724,880,290 Shares	10% Voting Dilution	72,488,029 Shares	72,488,029 Shares	72,488,029 Shares
	Funds raised	\$4,892,942.00	\$9,785,884.00	\$19,571,768.00

- (e) The table has been prepared on the following assumptions:
- (i) The Company issues the maximum number of Additional Equity Securities available under the Additional 10% Capital Raising Capacity;
 - (ii) No Options (both listed and unlisted) (including any listed Options issued under the Additional 10% Capital Raising Capacity) are exercised into Shares before the date of the issue of the Additional Equity Securities;
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Capital Raising Capacity, based on that Shareholder's holding at the date of the Meeting;
 - (v) The table shows only the effect of issues of Additional Equity Securities under Listing Rule 7.1A, not under the 15% Capital Raising Capacity under Listing Rule 7.1;

- (vi) The issue of Additional Equity Securities under the Additional 10% Capital Raising Capacity consists only of Shares. If the issue of Additional Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders; and
 - (vii) The issue price is assumed to be \$0.135, being the closing price of the Shares on the ASX on 9 October 2012.
- (f) If the Company chooses to utilise the Additional 10% Capital Raising Capacity, the Company would only issue and allot the Additional Equity Securities during the 12 month period following the Meeting. The approval under Resolution 6 for the issue of the Additional Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (g) The Company may seek to issue the Additional Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of new resources assets or investments; or
 - (ii) to raise equity funds. In such circumstances, the Company intends to use the funds raised for continued exploration and project development expenditure on the Company's base and precious metals assets in Tanzania and for general working capital..
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Capital Raising Capacity. The identity of the allottees of Additional Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company including, but not limited to, rights issues or other issues in which existing Shareholders can participate;
 - (ii) the effect of the issue of the Additional Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The allottees under the Additional 10% Capital Raising Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (j) Further, if the Company is successful in acquiring new resources assets or investments, the allottees under the Additional 10% Capital Raising Capacity may be the vendors of the new resources assets or investments.
- (k) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

9. Resolution 7 – Approval of grant of options to Neil Meadows

9.1 General

Neil Meadows was appointed as Managing Director of the Company on 2 November 2011. His appointment as Managing Director was an important step for the Company, as it entered a new growth phase, and he has brought significant experience to the Company. Since his appointment, the Board believes that his performance has met expectations and that his remuneration is appropriate.

As disclosed in the Remuneration Report, Neil Meadows' initial remuneration package included fixed remuneration of \$475,000 per annum (inclusive of superannuation), a short term cash incentive component equal to 30% of the fixed remuneration package (but subject to key performance indicators) and a long term incentive component equal to 30% of the fixed remuneration package in the form of options, to be issued for nil consideration. These options were offered to Neil Meadows subject to approval by Shareholders and were proposed to comprise:

- one million options being exercisable at a premium of 25% above the closing market price on Neil Meadows' commencement date (25 November 2011) or the first trading day thereafter (being 35 cents per share); and
- one million options at a premium of 50% above the closing market price on Neil Meadows' commencement date (25 November 2011) or the first trading day thereafter (being 42 cents per share),

(together, the **Proposed Options**).

The Proposed Options are proposed to be granted to Neil Meadows pursuant to the Company's Share and Option Incentive Plan, as approved by Shareholders at the Company's 2010 annual general meeting (**Plan**). Before the Proposed Options are granted however, they must be approved by Shareholders in accordance with Listing Rule 10.14. The Proposed Options were offered to Neil Meadows as a typical component of a Managing Director's salary being long term incentives which are used to align management's long term objectives with those of the Company and the Shareholders.

The exercise price and terms and conditions of the Proposed Options comply with the requirements of the Plan.

All of the Directors of the Company (being John Nitschke, Neil Meadows, Kellie Benda, David Constable, Yuan Gang Song and Stephen Hunt) are entitled to participate in the Plan. Since the Plan was approved by Shareholders at the 2010 annual general meeting of the Company, the following Shares and Options have been issued pursuant to the Plan:

Director name/ associate	Date of issue	number of options	price
Stephen Hunt	14.2.2011	350,000	0.49c
Bwindi Pty Ltd ATF Bwindi Family Trust (John Nitschke)	14.2.2011	500,000	0.45c
Jie Song (Yuan Gang Song)	14.2.2011	485,000	0.45c

No loans by the Company will be made to Neil Meadows in relation to the grant of the Proposed Options.

If Resolution 7 is approved by Shareholders (by an ordinary resolution), the Proposed Options will be granted to and vest with Neil Meadows immediately following the conclusion of the Meeting.

The Board (excluding Neil Meadows) recommends that Shareholders vote **in favour** of Resolution 7. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 7.

9.2 Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on this Resolution by Neil Meadows and any associate of Neil Meadows.

However, the Company need not disregard a vote if:

- (a) it is cast by any of the abovementioned persons as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by any of the abovementioned persons chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with Listing Rule 14.11.1 and Section 250BD of the Corporations Act, the Company will also disregard any votes cast (in any capacity) by any Director who is eligible to participate in the Plan (as listed at 9.1 above) or any of their associates (as defined in Listing Rule 14.11), as well as any votes cast as proxy by the Key Management Personnel or their Closely Related Parties, unless the vote is cast as proxy for a person entitled to vote, in accordance with a direction on the proxy form or by the Chairman where he/she has been expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

10. Remuneration Report

10.1 Resolution 8 – Adoption of Remuneration Report

The Company's Remuneration Report is set out in pages 23 to 31 of the Annual Report. The Remuneration Report (among other things) provides Shareholders with information relating to the Group's remuneration policies and details of the remuneration for the Key Management Personnel (which includes the Directors (both executive and non-executive) and other specified senior managers of the Group).

The Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders (as a non-binding resolution). If the Company receives a 'no' vote of 25% or more in relation to its Remuneration Report at two consecutive annual general meetings, then the Company is required at the second annual general meeting to put an additional resolution to Shareholders, to consider whether a further meeting (within 90 days) should be held to consider the composition of the Board (see Resolution 9) (**Two Strikes Rule**).

At the Company's 2011 annual general meeting, the resolution for the adoption of the Remuneration Report received more than 25% 'no' votes, which resulted in the Company's 'first strike'.

Although under the Corporations Act, Resolution 8 is of an advisory only nature, the Board takes the Shareholders' concerns very seriously and since the 2011 annual general meeting has put into place a number of new initiatives that seek to address Shareholders' concerns.

The Board and Management team have sought to ensure future remuneration for Directors and Executives is benchmarked against relevant industry peers, current market practices and delivers transparent performance-based incentives that enable the Company to attract and retain high quality Directors, Executives and employees.

An HR specialist was engaged for a short term contract in early 2012 to benchmark salaries, including that of the Managing Director, and to oversee the implementation of a new short term incentive (STI) scheme for all staff members.

A remuneration consultant has been engaged to advise upon remuneration and salary review processes. At the time of writing the Remuneration Report, the consultant's recommendations were being considered by the Nomination and Remuneration Committee, ahead of a recommendation to the Board for adoption and implementation during the 2013 financial year.

As the Remuneration Report for the financial year ending 30 June 2011 received a 'no' vote of 25% or more at the 2011 annual general meeting, this is considered to be the Company's 'first strike'. If there is a 'no' vote of 25% or more on Resolution 8, then this will be the Company's 'second strike' (see the commentary on Resolution 9 for further discussion of the consequent effects).

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

The Chairman intends to exercise all undirected proxies **in favour** of Resolution 8. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 8, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorization for the Chairman to vote your proxy in accordance with the Chairman's intention.

10.2 Voting Exclusion

A vote on Resolution 8 must not be cast (in any capacity) by, or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 8 as proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the person is to vote on Resolution 8; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the Chairman is to vote on Resolution 8; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 8 is connected directly or indirectly with the remuneration of the Key Management Personnel.

10.3 Resolution 9 - Spill Meeting Resolution

As described above, Resolution 9 will be put to the Meeting, but is conditional on (even if it is passed), 25% or more of the votes on Resolution 8 (Adoption of Remuneration Report) being cast against the adoption of the Remuneration Report (**Second Strike**).

The purpose of Resolution 9 is to consider whether an extraordinary general meeting of the Company should be convened within 90 days of the Meeting, to consider the composition of the Board (**Spill Meeting**).

At the Spill Meeting (if Resolution 9 is passed), the following Directors will automatically vacate office immediately prior to the conclusion of the Spill Meeting, unless the relevant Director stands for re-election at the Spill Meeting and is re-elected:

- John Nitschke;
- David Constable;
- Stephen Hunt;
- Yuan Gang Song; and
- Kellie Benda.

The Directors listed above are subject to vacate office at the Spill Meeting due to the terms of section 250V of the Corporations Act. Neil Meadows is not included in this list of Directors as section 250V of the Corporations Act does not apply to a Managing Director of a company who may continue in office without re-election (pursuant to the terms of the Listing Rules).

The Directors unanimously believe that if Resolution 9 is passed and the Spill Meeting held, it would be extremely disruptive to the operations of the Company if the entire Board was simultaneously removed. The approximate cost to the Company being required to convene and hold the Spill Meeting would be in the order of \$50,000, assuming the Spill Meeting would be held in Adelaide.

The Board unanimously recommends that Shareholders vote against Resolution 9.

The Chairman intends to exercise all undirected proxies **against** Resolution 9. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 9, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorization for the Chairman to vote your proxy in accordance with the Chairman's intention.

10.4 Voting Exclusion

A vote on Resolution 9 must not be cast (in any capacity) by, or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 9 as proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the person is to vote on Resolution 9; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the Chairman is to vote on Resolution 9; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 9 is connected directly or indirectly with the remuneration of the Key Management Personnel.

Schedule 1 - Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Additional 10% Capital Raising Capacity means the facility for the Company to issue Equity Securities up to 10% of its issued share capital through placements over the 12 month period following the approval of Resolution 6, pursuant to Listing Rule 7.1A.

Additional Equity Securities has the meaning given in Section 8.1.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2012.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

BDO means BDO Australia Limited, ACN 050 110 275, the Company's auditor for the financial year ending 30 June 2012.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means IMX Resources Limited A C N 009 129 560

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Group means the Company and the entities it controlled at the end of, or during, the year ended 30 June 2012.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscriber for one Share and includes both the Company's listed and unlisted options (unless the context requires otherwise).

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company for the financial year ended 30 June 2012 as set out in pages 23 to 31 of the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Schedule 2 – Notice of Intention to Propose Removal of Auditor

Resolution to Remove Auditor

To the Company Secretary, IMX Resources Limited (**the Company**)

Pursuant to section 329(1A) of the *Corporations Act 2001* (Cth) I hereby request the Company to convene a general meeting of the Company to consider and, if thought fit, pass a resolution that BDO Australia Ltd be removed as auditor of the Company.


.....

Stephen Hunt
11 October 2012

Schedule 3 – Notice of Nomination of KPMG as Auditor

Nomination of Auditor

To the Company Secretary, IMX Resources Limited (**the Company**)

Pursuant to section 328B(1) of the *Corporations Act 2001* (Cth) I, as a member of the Company, hereby nominate KPMG for appointment as auditor of the Company, with such nomination to be considered at the next general meeting of the Company, subject to removal of the current auditor, BDO Australia Ltd.

I request that a copy of this resolution is sent to all persons entitled to receive notice of a general meeting of the Company, KPMG and BDO Australia Ltd.


.....

Stephen Hunt
11 October 2012

Lodge your vote:



By Mail:


Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



000001 000 IXR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



For your vote to be effective it must be received by 3:00pm (Adelaide time) Tuesday 20 November 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the Annual Report:

www.imxresources.com.au

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is: SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of IMX Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of IMX Resources Limited to be held at The Orchid Room, Grand Chifley, Adelaide, 208 South Terrace, Adelaide on Thursday, 22 November 2012 at 3:00pm (Adelaide time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions (Resolutions 7, 8 and 9): Where I/we have appointed the Chairman as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 7, 8, and 9 (except where I/we have indicated a different voting intention in step 2 below) even though Resolutions 7, 8, and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 7, 8 and 9 by marking the appropriate box in step 2 below. Alternatively, you can authorise the Chairman to vote as he sees fit by marking the box immediately above.

If you do not mark the box immediately above, and you have not directed the Chairman how to vote on Resolutions 7, 8 and 9, the Chairman will not cast votes as your proxy on Resolutions 7, 8 and 9 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 7, 8 and 9.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 9 where the Chairman of the Meeting will be voting against.

STEP 2 Items of Business

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

- Resolution 1 Re-election of Director - John Nitschke
- Resolution 2 Election of Director - Kellie Benda
- Resolution 3 Election of Director - David Constable
- Resolution 4 Removal of Auditor
- Resolution 5 Appointment of Auditor
- Resolution 6 Approval of Additional 10% Capital Raising Capacity
- Resolution 7 Approval of Grant of Options to Neil Meadows
- Resolution 8 Adoption of Remuneration Report

	For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each of the above Resolutions 1 to 8.

The Chairman of the Meeting will be voting all available proxies AGAINST Resolution 9 below.

Resolution 9 Spill Meeting Resolution (if applicable)

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /