



IMX Resources

Notice of general meeting

IMX Resources Limited

ABN 67 009 129 560

The President's Room

Celtic Club

48 Ord Street

West Perth

17 September 2014 at 2:30 pm (Perth time)

Notice of general meeting

IMX Resources Limited ABN 67 009 129 560

Location	The President's Room, Celtic Club, 48 Ord Street, West Perth, Western Australia
Date	17 September 2014
Time	2:30 pm (Perth time)

Notice is hereby given that a general meeting of Shareholders of IMX Resources Limited (the **Company**) will be held at 2:30 pm (Perth time) on Wednesday 17 September 2014 at The President's Room, Celtic Club, 48 Ord Street, West Perth, Western Australia (the **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 15 September 2014 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. Resolution 1 – Ratification of shares issued under the Unconditional Placement

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 54,999,993 fully paid ordinary shares in the capital of the Company on 8 August 2014 for an issue price of 2.7 cents per share, on the terms and conditions set out in the Explanatory Memorandum, be approved and ratified."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any associates of those persons. However, the Company will not disregard the vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person 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.

2. Resolution 2 – Approval of issue of Shares under the Conditional Placement

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

"That, in accordance with ASX Listing Rule 7.1, and for all other purposes, the proposed issue and allotment of 55,000,008 fully paid ordinary shares in the capital of the Company at an issue price of 2.7 cents per share, on the terms and conditions contained in the Explanatory Memorandum, be approved."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 2 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit arising solely in their capacity as a holder of Shares, together with their respective associates. However, the Company will not disregard the vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by

the person 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.

Dated 13 August 2014

BY ORDER OF THE BOARD

Stuart McKenzie
Company Secretary

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 at 2:30 pm (Perth time) on Wednesday 17 September 2014 at The President's Room, Celtic Club, 48 Ord Street, West Perth, Western 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 Background

On 4 August 2014, the Company announced an underwritten placement of 110,000,001 Shares to sophisticated and professional investors at an issue price of 2.7 cents (**Placement**), comprising:

- (a) an initial issue of 54,999,993 Shares on 8 August 2014 (**Unconditional Placement Shares**), which raised approximately \$1,485,000 before costs; and
- (b) an agreement to subsequently issue a further 55,000,008 Shares (**Conditional Placement Shares**) to raise approximately \$1,485,000 before costs. The issue of the Conditional Placement Shares is conditional on Resolution 2 being approved by Shareholders.

1.2 Use of funds

The Company's Nachingwea Property is located in south-eastern Tanzania and is prospective for graphite, nickel, gold and copper mineralization and includes an existing nickel resource at Ntaka Hill.

Nachingwea lies in the world class Mozambique Belt which is well endowed with high grade, coarse flake graphite as evidenced by IMX's recent discovery at the Chilalo graphite prospect. The Nachingwea Property is also prospective for gold mineralization with a significant anomaly recently identified at the Kishugu gold prospect.

The Company is focused on graphite and gold exploration at the Chilalo and Kishugu prospects and will use the proceeds under the Placement to conduct exploration at both Chilalo and Kishugu.

In addition, proceeds will be applied towards the completion of a retention feasibility study on the Ntaka Hill Tenement, costs associated with renewal of the Nachingwea tenements and funding working capital.

The Company intends to apply the funds raised in the following manner:

Use of proceeds	Indicative amount
Chilalo graphite exploration and evaluation	\$600,000
Kishugu gold exploration and evaluation	\$400,000
Ntaka Hill Nickel Tenement Retention Feasibility Study	\$500,000
Tenement holding costs	\$350,000
Working capital and costs associated with the Offer	\$1,150,000

The above table sets out the Company's current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the way that funds will be applied. The Company reserves the right to alter the intended use of funds on this basis.

1.3 Shareholders on the Canadian Share Register

If you are a registered Shareholder on the Canadian Share Register of the Company and are unable to attend the Meeting in person, please date and execute the accompanying Proxy Form and return it not later than 2:30 am Toronto time on Monday 15 September 2014 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 on Monday 15 September 2014 as the record date (being 5:00 am Toronto time) which entitles Shareholders to vote at the Meeting (**Voting Record Date**) and 6 August 2014 as the record date which entitles Shareholders of record at the close of business on 6 August 2014 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.

1.4 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.

1.5 Disclosure Required by National Instrument 71-102

The Company is a “reporting issuer” subject to the securities laws of certain provinces of Canada, including disclosure requirements relating to proxies, notices of shareholder meetings and disclosure in connection with those meetings. However, the Company currently has the status of a “designated foreign issuer” as such term is defined by Canadian National Instrument 71-102. As such, the Company is exempt from certain requirements otherwise imposed on reporting issuers in Canada, including proxies, notices of shareholder meetings and disclosure in connection with those meetings, provided generally that the Company complies with the relevant foreign disclosure requirements of an approved foreign jurisdiction. The Company is subject to the foreign regulatory requirements of the ASX and the Australian Securities & Investments Commission.

Canadian shareholders are cautioned that the disclosures contained in this Notice of Meeting and Explanatory Memorandum may not be comparable to what would otherwise be disclosed by reporting issuers that are not designated foreign issuers.

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.

3. Resolution 1 – Ratification of issue of Unconditional Placement Shares

Resolution 1 seeks ratification and approval by Shareholders under Listing Rule 7.4 for the issue of 54,999,993 Shares to professional and sophisticated investors on 8 August 2014.

ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue Equity Securities without obtaining prior shareholder approval if the result is that the amount of capital issued within the previous 12 month period is greater than 15% of the total issued securities of the Company (**15% Threshold**). Listing Rule 7.4 contemplates the ratification of previous issues of securities made without prior shareholder approval (provided that the issue did not breach the 15% Threshold) with the effect being that the issue is treated as having been made with approval, thereby reinstating the Company's 15% issuing capacity under Listing Rule 7.1.

The issue of the Unconditional Placement Shares (i.e. the shares the subject of Resolution 1) did not breach the 15% Threshold in Listing Rule 7.1 at the time of their issue.

Accordingly, Resolution 1 seeks approval under Listing Rule 7.4 to ratify the issue and allotment of shares under the Unconditional Placement on 8 August 2014.

In accordance with ASX Listing Rule 7.5, the Directors provide the following information to enable Shareholders to consider and ratify the issue of Shares in Resolution 1:

- **Number of Securities Issued:** 54,999,993 Shares.
- **Issue Price:** 2.7 cents per share, raising a total of \$1,485,000 before costs.
- **Terms:** The Unconditional Placement Shares have been issued on the same terms and conditions as the Company's existing Shares and rank equally with all other Shares on issue.
- **Allottees:** The Unconditional Placement Shares were issued to professional and sophisticated investors who are clients of BBY Limited, and who are not related parties of the Company.
- **Use of funds:** The Company intends to predominately use the funds raised from the placement to conduct exploration at the Chilalo graphite prospect and the Kishugu gold prospect, and to complete a tenement retention feasibility study on the Ntaka Hill Nickel Project, as well as funding working capital.

Recommendation of Directors

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 1. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 1.

4. Resolution 2 – Approval of issue of Conditional Placement Shares

As set out in Section 1.1 above, the Company has agreed to issue 55,000,008 Conditional Placement Shares, subject to Shareholders approving Resolution 2.

As set out above in Section 3, ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue securities without obtaining shareholder approval if the result would breach the 15% Threshold.

Resolution 2 seeks Shareholder approval for the purpose of ASX Listing Rule 7.1 to issue 55,000,008 Shares to professional and sophisticated investors who are clients of BBY Limited, and who are not related parties of the Company (**Conditional Placement Investors**) to raise approximately \$1,485,000 before costs.

If Resolution 2 is approved by Shareholders:

- (a) 55,000,008 Conditional Placement Shares will be issued to Conditional Placement Investors in a single lot, not later than three months after the date of the Meeting; and
- (b) the Conditional Placement Shares to be issued will not be counted towards the 15% Threshold under Listing Rule 7.1, when calculating how many Equity Securities can be issued without Shareholder approval.

In accordance with ASX Listing Rule 7.3, the Directors provide the following information to enable members to approve the issue of shares:

- **Number of Securities Issued:** 55,000,008 Shares.
- **Issue Price:** 2.7 cents per share, raising a total of \$1,485,000 before costs.
- **Terms:** The Conditional Placement Shares will be issued on the same terms and conditions as the Company's existing Shares and rank equally with all other Shares on issue.
- **Allottees:** Conditional Placement Investors (as defined above).
- **Use of funds:** See use of funds in Section 1.2 above.

Recommendation of Directors

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 2. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 2.

Schedule 1 Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

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

Board means the board of Directors.

Business Day has the same meaning as in the Listing Rules.

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

Company means IMX Resources Limited ACN 009 129 560.

Conditional Placement Shares means 55,000,008 Shares to be issued to professional and sophisticated investors who are clients of BBY Limited, and who are not related parties of the Company subject to Shareholders approving Resolution 2.

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.

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

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

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.

Proxy Form means the proxy form attached to the Notice.

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 the holder of a Share.

Unconditional Placement Shares means 54,999,993 Shares issued on 8 August 2014 to professional and sophisticated investors who are clients of BBY Limited, and who are not related parties of the Company.

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.

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

Proxy Form

 **For your vote to be effective it must be received by 2:30pm (Perth time) Monday, 15 September 2014**

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 or abstain as they choose (to the extent permitted by law). 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 help tab, "Printable 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 your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

Review your securityholding

Update your securityholding

Your secure access information is:



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

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.

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 General Meeting of IMX Resources Limited to be held in The President's Room, Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 17 September 2014 at 2:30pm (Perth time) and at any adjournment or postponement of that meeting.

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.

	For	Against	Abstain
Resolution 1 Ratification of shares issued under the Unconditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of issue of Shares under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /