



**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

**25 August 2015 at 9:30 am (Perth time)**

Notice of general meeting

IMX Resources Limited ABN 67 009 129 560

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<b>Location</b>	The President's Room, Celtic Club, 48 Ord Street, West Perth, Western Australia
<b>Date</b>	25 August 2015
<b>Time</b>	9:30 am (Perth time)

Notice is hereby given that a general meeting of Shareholders of IMX Resources Limited (the **Company**) will be held at 9:30 am (Perth time) on 25 August 2015 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 21 August 2015 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

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### 1. Resolution 1 – 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 250,000,000 fully paid ordinary shares in the capital of the Company at an issue price of 1.2 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 1 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.

### 2. Resolution 2 – 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 91,943,168 fully paid ordinary shares in the capital of the Company for an issue price of 1.0 cents per share on 15 April 2015, 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 2 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.

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**3. Resolution 3 – Participation of Directors in the Conditional Placement**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of up to a total of 13,166,666 ordinary shares at an issue of price of 1.2 cents per share in the Company to Directors Dr Derek Fisher, Mr Bruce McFadzean and Mr Nicholas Corlis (or their nominees) pursuant to the Conditional Placement, be approved."*

**Voting exclusion statement:** In accordance with section 224 of the Corporations Act, the Company will disregard any votes cast on Resolution 3 by each of Dr Fisher, Mr McFadzean and Mr Corlis and any associates thereof. 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.

Dated 21 July 2015

**BY ORDER OF THE BOARD**

Stuart McKenzie  
Company Secretary

**EXPLANATORY MEMORANDUM**

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**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 9:30 am (Perth time) on 25 August 2015 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 20 July 2015, the Company announced the Conditional Placement, a placement of 250,000,000 Shares to sophisticated and professional investors at an issue price of 1.2 cents per share. Issue of shares under the Conditional Placement is subject to the approval of Shareholders. The Conditional Placement is being undertaken in parallel with a Share Purchase Plan under which existing shareholders may apply to purchase up to A\$15,000 of ordinary shares in IMX at an issue price of 1.2 cents per share. The Company has capped the maximum number of new shares to be issued under the SPP at 83,333,333 for a value of \$1,000,000.

The Placement was led by a group company of Chen Yonglian (**Madame Chen**), who has agreed to subscribe for 133,333,333 shares for A\$1.6 million, representing approximately 12% of IMX's shares on issue after the Placement (but before the SPP). Madame Chen is a highly influential Chinese business person with significant private business interests including:

- A commodities trading company with average annual turnover of US\$600 million and managing iron ore importing for Shougang Group (one of China's largest steel producers);
- A finance and investment company which is one of Beijing's largest companies including being the largest shareholder of Shougang Group; and
- A property development company responsible for multi-billion dollar property developments.

**1.2 Use of funds raised from the Conditional Placement**

The Company expects to receive a final US\$4 million payment in September 2015 under its joint venture with private equity fund Fig Tree Resources, however this remains subject to a positive outcome on the geotechnical study program and the completion of Fig Tree's fundraising activities.

IMX's efforts are currently focused on completing the Pre-feasibility Study (**PFS**) for the Chilalo Graphite Project. The Company has made significant progress with the PFS in recent months and the Placement will effectively eliminate the Company's reliance on funds from Fig Tree to complete the PFS.

Important momentum has also continued with several parties for the Company's offtake and finance discussions with respect to Chilalo, as outlined in recent announcements, and the capital raising provides further support for the Company as it seeks to advance these discussions.

The proceeds will also give IMX the ability to advance exploration of the highly prospective gold targets which have been identified at Kishugu and Naujombo, with additional exploration currently being carried out in order to better understand the geology and delineate drill targets.

The Company will also use the proceeds to meet tenement holding costs, expenses associated with the Placement and SPP and for general working capital.

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

<b>Use of proceeds</b>	<b>Indicative amount</b>
Completion of pre-feasibility study on the Chilalo Graphite Project	\$0.75 million
Advancement of initiatives to secure offtake partners and financing for development of Chilalo	\$0.50 million
Continue exploration programs at the Kishugu and Naujombo gold targets to identify drill targets	\$0.35 million
Tenement holding costs at the Nachingwea Property	\$0.40 million
Working capital and costs associated with the Offer	\$1.00 million

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 9:30 am Toronto time on 23 August 2015 to:

Computershare Investor Services Inc.  
 100 University Avenue, 9<sup>th</sup> 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 Friday 21 August 2015 as the record date (being 5:00 am Toronto time) which entitles Shareholders to vote at the Meeting (**Voting Record Date**) and 23 July 2015 as the record date which entitles Shareholders of record at the close of business on 23 July 2015 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 71-1-2**

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.

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## **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 How to vote – voting in person**

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

## **2.2 How to vote – voting by corporate representative**

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate “Appointment of Corporate Representative” form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company’s share registry.

## **2.3 How to vote – voting by proxy**

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. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy.

If you do not wish to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a Shareholder. If a representative of a corporate proxy is to attend the Meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company’s share registry.

You are entitled to appoint up to 2 proxies to attend the Meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company’s share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the Proxy Form.

Sections 250BB and 250BC of the Corporations Act took effect on 1 August 2011 and apply to voting by proxy. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chairman of the Meeting, who must vote the proxies as directed.

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 9:30 am (WST) on Sunday 23 August 2015. Any proxy form received after that time will not be valid for the Meeting.

**Online:** At [www.investorvote.com.au](http://www.investorvote.com.au)

**By mail:** Share Registry – Computershare Investor Services Pty Limited, GPO  
Box 242, Melbourne Victoria 3001, Australia

**By fax:** 1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

**By mobile:** Scan the QR Code on your proxy form and follow the prompts

**Custodian voting:** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

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

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### 3. Resolution 1 – Approval of issue of Shares under the Conditional Placement

As set out in Section 1.1 above, the Company has agreed to issue 250,000,000 Conditional Placement Shares, subject to Shareholders approving Resolution 1.

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 (the **15% Threshold**).

Resolution 1 seeks Shareholder approval for the purpose of ASX Listing Rule 7.1 to issue 250,000,000 Conditional Placement Shares to professional and sophisticated investors (**Conditional Placement Investors**) to raise approximately \$3,000,000 before costs. The Conditional Placement includes a proposed allotment to directors as set out in Resolution 3.

As set out in section 1.1, Madame Chen has agreed to subscribe for \$1.6 million worth of shares under the Conditional Placement.

If Resolution 1 is approved by Shareholders:

- (a) 250,000,000 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;
- (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; and
- (c) On completion of the Placement, Madame Chen will have a relevant interest of approximately 12% in IMX's shares on issue.

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:** 250,000,000 Shares.
- **Issue Price:** 1.2 cents per share, raising a total of \$3,000,000 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 1. The Chairman of the meeting intends to vote undirected proxies **in favour** of Resolution 1.



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#### 4. Resolution 2 – Approval and ratification of issue of Shares under the Unconditional Placement

Resolution 2 seeks ratification and approval by Shareholders under Listing Rule 7.4 for the issue of 91,943,168 Shares (the **Unconditional Placement Shares**) to professional and sophisticated investors for an issue price of 1.0 cents per share on 15 April 2015 who are not related parties of the Company.

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.

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 2) did not breach the 15% Threshold in Listing Rule 7.1 at the time of their issue.

Accordingly, Resolution 2 seeks approval under Listing Rule 7.4 to ratify the issue and allotment of shares under the Unconditional Placement on 15 April 2015.

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 2:

- **Number of Securities Issued:** 91,943,168 Shares.
- **Issue Price:** 1.0 cents per share, raising a total of \$919,431 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 not related parties of the Company.
- **Use of funds:** The Company has predominantly used the funds raised from the Unconditional Placement to advance the Chilalo Graphite Project, in particular, moving ahead with a Pre-feasibility Study on the development of a 50,000 tonnes per year graphite mining and processing operation at Chilalo and progressing initiatives to secure offtake and financing support for the development of Chilalo. Funds were also used on regional exploration at the Nachingwea Property, meeting tenement renewal costs and funding working capital.

#### 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.

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#### 5. Resolution 3 – Participation of Directors in the Conditional Placement

Resolution 3 seeks approval by Shareholders under Listing Rule 10.11 and for all other purposes, for the issue of up to a total of 13,166,666 ordinary shares at an issue price of 1.2 cents per share in the Company to Directors Dr Derek Fisher, Mr Bruce McFadzean and Mr Nicholas Corlis (or their nominees) pursuant to the Conditional Placement.

Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue Equity Securities to a related party. Directors Derek Fisher, Bruce McFadzean and Nicholas Corlis wish to participate in the placement of ordinary shares in the Company at an issue price of 1.2 cents per share as previously announced to ASX on 20 July 2015. Their participation must be approved by Shareholders in accordance with Listing Rule 10.11.

In compliance with Listing Rule 10.13, Shareholders are advised:

- The Company will issue:
  - Up to 9,166,666 Shares to Dr Fisher no later than one month after the date of the meeting;
  - Up to 3,500,000 Shares to Mr McFadzean no later than one month after the date of the meeting;
  - Up to 500,000 Shares to Mr Corlis no later than one month after the date of the meeting;
- The issue price of the Shares will be 1.2 cents;
- The Shares issued will rank equally with the existing Shares on issue; and
- The funds from the issue of the Shares will be applied in accordance with section 1.2 above.

Tables 1 and 2 below set out the relevant interests of Derek Fisher, Bruce McFadzean and Nicholas Corlis prior to and following the issue of the Shares the subject of Resolution 3.

**Table 1. Relevant interests of Dr Fisher, Mr Corlis and Mr McFadzean immediately prior to the issue of Shares to Dr Fisher, Mr Corlis and Mr McFadzean and the passing of Resolution 1.**

Director	Number of Shares	Voting Power
Derek Fisher	450,369	0.05%
Nicholas Corlis	2,099,845	0.25%
Bruce McFadzean	N/A	N/A

**Table 2. Relevant interests of Dr Fisher, Mr Corlis and Mr McFadzean immediately following the issue of Shares to Dr Fisher, Mr Corlis and Mr McFadzean and the passing of Resolution 1.**

Director	Number of Shares	Voting Power
Derek Fisher	9,616,535	0.88%
Nicholas Corlis	2,599,845	0.24%
Bruce McFadzean	3,500,000	0.32%

## 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 250,000,000 Shares to be issued to professional and sophisticated investors subject to Shareholders approving Resolution 1.

**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.

**Nachingwea Property** means the 5,800km<sup>2</sup> tenement package located in South-east Tanzania and controlled by the Company on which the Chilalo Graphite Project, Kishugu and Naujombo Gold Prospects and Ntaka Hill Nickel Project are situated.

**Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in the 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 91,943,168 Shares issued on 15 April 2015 to professional and sophisticated investors.

**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:

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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



## Proxy Form



### Vote online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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



 **For your vote to be effective it must be received by 9:30am (Perth time) Sunday, 23 August 2015**

### 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 for Postal Forms

**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](http://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.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

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 General Meeting of IMX Resources Limited to be held in the President's Room, Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 25 August 2015 at 9:30am (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	Approval of issue of Shares under the Conditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of shares issued under the Unconditional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of participation of Directors in 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_