

IMX RESOURCES LIMITED

A.B.N. 67 009 129 560

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

AND

PROXY FORM

DATE AND TIME OF MEETING

11 November 2009 at 4:00 pm

PLACE OF MEETING

The Stirling Room, Level 1
The Parmelia Hilton,
Cnr Mill Street and St. Georges Terrace,
Perth, WA

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IMX RESOURCES LIMITED
ABN 67 009 129 560

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROXY FORM**

Notice is hereby given that the Twenty Fifth Annual General Meeting of shareholders of the Company will be held at 4.00pm on Wednesday 11 November 2009, at The Stirling Room, Level 1, The Parmelia Hilton, Cnr Mill St. and St. Georges Tce, Perth, WA.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the consolidated financial statements, of the Company and its controlled entities and the reports of the directors and auditor for the financial year ended 30 June 2009.

2. Remuneration Report

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

That for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report contained in the 2009 Annual Report for the year ended 30 June 2009 be adopted by shareholders.

3. Election of Director

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

That Mr Stephen B Hunt retires by rotation in accordance with clause 46.1 of the Company's Constitution and, being eligible, is re-elected a director of the Company.

4. Appointment of Auditor

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

That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, BDO Kendalls Audit & Assurance (WA) Pty Ltd A.B.N. 79 112 284 787, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.

* * * *

VOTING BY PROXY:

A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg "the Company Secretary").

Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.

A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at PO Box 879, Subiaco WA 6904 or by faxing 08 9382 2399. Alternatively, you may photocopy the enclosed form.

A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office Level 2, 100 Railway Road, Subiaco, WA 6008 or the address or fax number set out below, **not less than 48 hours before** the time for commencement of the meeting. Please send by post to PO Box 879, Subiaco, Western Australia 6904 or by fax to (+61 8) 9382 2399.

The Company will accept proxy appointments by a corporate member executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.

A Corporate security holder will be required to complete a "Certificate of Appointment of Corporate Representative" to enable a person to attend on their behalf. A form of this Certificate may be obtained from the Company's share registry.

The time nominated by the Board for the purpose of determining the voting entitlements at the meeting is 4pm Perth time on 9 November 2009.

Explanatory Memorandum to Shareholders to Accompany Notice of Annual General Meeting

Introduction:

The memorandum has been prepared for the information of shareholders in IMX Resources Limited in connection with the Annual General Meeting to be held on 11 November 2009 at 4:00pm WST.

ITEM 1

To receive and consider the financial statements and reports for the year ended 30 June 2009.

To discuss the Company's financial statements and reports for the year ended 30 June 2009. The Annual Report 2009 has been sent to all shareholders who have "opted in" to receive one and will be tabled at the meeting. Furthermore, the Annual Report has been posted on the Company's web site www.imxres.com.au and lodged with the Australian Securities Exchange. There is no legal requirement for a formal resolution to accept the financial statements and reports.

As a shareholder, you are entitled to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than five business days before the 11 November 2009.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The auditor will also answer written questions submitted prior to the Annual General Meeting.

ITEM 2

Adoption of Remuneration Report.

The Corporations Act requires that the directors put a resolution to shareholders each year, that the remuneration report included in the Annual Report be adopted.

The Remuneration Report is set out in the Directors Report of the Company's Annual Report. The Annual Report is available on the Company's website at www.imxres.com.au.

The Remuneration Report:

- outlines the Board's policy for determining the nature and amount of remuneration of directors, and executives of the Company; and
- details the remuneration (including options) of each director of the Company for the year; and
- summarises the terms of any contract under which any director or executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The vote on the resolution is advisory only and does not bind the directors or the Company. Nor does it affect the remuneration paid or payable to the Company's directors or executives. The Company will not be required to alter any arrangements in the Remuneration Report should the resolution not be passed. However, the Board will take the outcome of the resolution into account when considering future remuneration policy.

ITEM 3

To Re-elect Mr Stephen Hunt as a Director.

Mr Hunt, retires by rotation in accordance with clause 46.1 of the Company's Constitution and, being eligible, seeks re-election.

Mr Hunt has had more than 20 years experience in the minerals marketing industry, mostly with BHP. Mr Hunt is an executive director of minerals trading company, Standout Group, which he founded in 2008. He was previously a non executive director of Australian Zircon Limited.

ITEM 4

Appointment of Auditor

Stantons International (Stantons) have given notice of their intention to resign as auditor of the Company (under section 329 (5) of the Corporations Act); this is subject to receipt of the consent of the Australian Securities & Investments Commission (ASIC) and shareholder approval of this Resolution for the appointment of BDO Kendalls as auditor.

Subject to ASIC consenting to the resignation of Stantons and Stantons submitting a resignation to the Company, it is proposed that the Company appoint BDO Kendalls as auditor of the Company.

In accordance with section 328B (1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for BDO Kendalls to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

BDO Kendalls has given its written consent to act as the Company's auditor subject to shareholder approval of this Resolution.

If this Resolution is passed, the appointment of BDO Kendalls as the Company's auditor will take effect at the close of this AGM.

BY ORDER OF THE BOARD

KG FRANCE

Company Secretary

Dated at PERTH this 30th day of September 2009.

* * * *

IMX RESOURCES LIMITED

ABN 67 009 129 560

PROXY FORM

I/We (name of shareholder).....of
(address).....

being a member/members of

IMX Resources Limited HEREBY APPOINT (name).....of
(address).....or failing him
(name).....of (address).....

or failing that person then the Chair of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 11 November 2009 and at any adjournment thereof. My/our Proxy is also authorised to agree on my/our behalf that the meeting is duly convened notwithstanding that less than the requisite period of notice may have been given.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution please place a mark in this box.

By marking this box you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest . If you do not mark this box, and you have not directed your proxy how to vote , the Chair will not cast your votes on the resolution and your votes will not be counted in computing the required majority if a poll is called on the resolution/s.

It is the Chairman's intention to vote in favour of all resolutions in relation to undirected proxies.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Item 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To re-elect Mr S B Hunt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To appoint BDO Kendalls as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

Dated

2009.

This Proxy is appointed to represent _____ % of my voting right.
My total voting right is _____ shares

If the shareholder is an individual:

Signature: _____

If the shareholder is a company:

THE COMMON SEAL of)
was)
hereunto affixed by authority of the)
Directors in the presence of:)

Director/Sole Director
Sole Secretary

Director/Secretary

Print name:

Print name:

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