



IMX Resources

Notice of annual general meeting

IMX Resources Limited

ABN 67 009 129 560

The Stirling Room

Crowne Plaza Perth

54 Terrace Road

Perth

21 November 2013 at 3:00 pm (Perth time)

Notice of annual general meeting

IMX Resources Limited ABN 67 009 129 560

Location	The Stirling Room, Crowne Plaza Perth, 54 Terrace Road, Perth, Western Australia
Date	21 November 2013
Time	3:00 p.m. (Perth time)

Notice is hereby given that an annual general meeting of Shareholders of IMX Resources Limited (the **Company**) will be held at 3:00 pm (Perth time) on Thursday 21 November 2013 at The Stirling Room, Crowne Plaza Perth, 54 Terrace Road, 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 19 November 2013 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 2013, 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 2012 Annual General Meeting, retires, and being eligible, is re-elected as a Director."

3. Resolution 2 – Election of Director – Robert Sun

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, Robert Sun, a Director who was appointed by the Directors on 23 May 2013, as an addition to the Board since the last Annual General Meeting, retires, and being eligible, is elected as a Director."

4. Resolution 3 – 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."

5. Resolution 4 – 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."

Dated 11 October 2013

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 3:00 pm (Perth time) on Thursday 21 November 2013 at The Stirling Room, Crowne Plaza Perth, 54 Terrace Road, 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 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 5:00 pm Toronto time on Monday 18 November 2013 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 Tuesday 19 November 2013 as the record date which entitles Shareholders to vote at the Meeting (**Voting Record Date**) and 10 October 2013 as the record date which entitles Shareholders of record at the close of business on 10 October 2013 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, RRIAs, 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 71-102

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.

1.4 TSX Director Waiver Disclosure

As of 31 December 2012, the TSX introduced new requirements for annual elections of directors of TSX listed entities. Section 461.1 of the TSX Company Manual requires that at each Annual General Meeting, all directors of a TSX listed entity must stand for re-election and all shareholders must be permitted to vote on the election of all directors. IMX applied for and received, a waiver of this requirement from the TSX, which waiver requires that certain disclosures be made to shareholders. The waiver was granted on the basis that the Company's securities are listed on the ASX; the Company was incorporated under the (Australian) Corporations Act 2001; at least 75% of the Company's trading value and volume over the six months immediately preceding the request for the waiver occurred on the ASX; and the Company confirmed to TSX that it is in compliance with director election standards and practices of Australia and the ASX. The waiver lapses annually and the Company intends to re-apply for each subsequent meeting at which directors are to be elected.

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 3 and 4. 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 available online at www.imxresources.com.au);
- (b) ask questions or make comments on the management of the Company; and
- (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 of 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 five 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 Robert Sun) (pursuant to clause 45.2 of the Constitution).

As the Company has three non-executive Directors that are to be included in the calculation of the number of Directors that must retire and stand for re-election, 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, seeks re-election. John Nitschke's background and experience is as follows:

John Nitschke, B.Eng (Hons), MSc, DIC, FAusIMM, GAICD
Independent, Non-Executive Chairman - Age 60

Experience, expertise and directorships

John Nitschke is a mining engineer with over 35 years' experience in the mining industry, including operating at executive levels in large resource companies. Recent roles include Executive General Manager (EGM) Projects and Technical Services for OZ Minerals Limited, EGM Australian Operations for Oxiana Limited, EGM Development for Newmont Australia and EGM Western Australia for Normandy Group. Significant projects managed by Mr Nitschke include the development of the Prominent Hill Copper-Gold Project, the Golden Grove Underground Zinc Operation and the Sepon Copper Expansion Project. He is also a Non-Executive Director of ASX listed company, Venturex Resources 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

2,500,000 ordinary shares in IMX
100,000 listed options over ordinary shares in IMX
500,000 unlisted options over ordinary shares in IMX
1,137,900 replacement options over ordinary shares

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 – Robert Sun

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

Robert Sun was appointed on 23 May 2013 and accordingly will retire, and being eligible, seeks re-election. Details of Robert Sun's background and experience are as follows:

Robert Sun, M. Econ (Commerce), M. Econ (IEM)

Non-Executive Director - Age 50

Experience, expertise and directorships

Robert (Wei) Sun is an executive with the privately owned Chinese company Sichuan Taifeng Group which holds a 13.06% interest in IMX Resources Limited and is entitled to nominate one Non-Executive Director to the Board while it holds more than 10% of the Company's issued and outstanding shares. He is a resource investment analyst with significant experience in international trade and the resource industries of China, Canada and Australia. He has held positions as a business manager and resource and project analyst with major Chinese and Australian companies. Robert has exceptional communication skills being able to communicate on a corporate and technical level in Chinese and English. He has maintained a close association with major Chinese companies involved in the mining and minerals exploration industries and has well established contacts within the Asian investment sector. Prior to his appointment as a Director, since 16 March 2012 Mr Sun acted as Alternate Director for Mr Song Yuan Gang. Mr Sun is also a Non-Executive Director of Peppinini Minerals Limited (ASX: PNN) and Ferrowest Resources Limited (ASX: FWL).

Special responsibilities

Nil

Interests in shares and options

Nil

The Board (excluding Robert Sun) 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. Remuneration Report

6.1 Resolution 3 – Adoption of Remuneration Report

The Company's Remuneration Report is set out in pages 24 to 34 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).

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders (as a non-binding resolution). The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies

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.

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 3.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3. 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 3, 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.

6.2 Voting Exclusion

A vote on Resolution 3 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 3 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 3; 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 3; and
 - (ii) expressly authorises the Chairman to exercise the Proxy if Resolution 3 is connected directly or indirectly with the remuneration of Key Management Personnel.

7. Resolution 4 – Approval of Additional 10% Capital Raising Capacity

7.1 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 amended in August 2012, to include a new Listing Rule 7.1A which enables eligible entities 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.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P ASX 300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity.

The purpose of Listing Rule 7.1A is to provide mid to small-cap companies with more options for raising capital.

Resolution 4 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**).

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, which includes the Shares and listed Options.

If Resolution 4 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.

One of ASX's aims in introducing Listing Rule 7.1A was to help improve access to capital and funding for small to mid-cap companies and to provide greater flexibility for eligible entities by providing the ability to raise capital (up to the 10% limit), without incurring the administrative and cost burden associated with holding a meeting of shareholders.

Should Resolution 4 be passed, the Company has no current plans to utilize the Additional 10% Capital Raising Capacity at this time. The Company has consistently sought to minimise dilution to Shareholders, as demonstrated by the US\$60 million earn-in and joint venture agreement that was recently completed with MMG Exploration Holdings Limited that represented a premium to the value implied by the Company's market capitalisation.

Maximum number of Equity Securities that may be issued

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 4 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 partly 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 396,497,145 Shares on issue, which would enable the Company (if Resolution 4 is passed) to issue up to an additional 39,649,714 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 4 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 4 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 4.

Capitalised terms used in this section 6 of the Explanatory Memorandum have the same meaning as in the Listing Rules unless otherwise defined in Schedule 1.

7.2 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.

7.3 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) Details of all equity securities issued during the 12 months preceding the date of the meeting are set out in the table below.

	Ordinary shares	Stock options
Date of issue	November 21, 2012	1. November 21, 2012 2. March 19, 2013
Number issued	33,909,000	1. 2,000,000 2. 2,690,451
Class/type of equity security	Fully paid ordinary shares	1. Unlisted stock options 2. Unlisted stock options
Summary of terms	N/A	1. 1,000,000 at an exercise price of \$0.35, expiring 25 November 2016 1. 1,000,000 at an exercise price of \$0.42, expiring 25 November 2016 2. Exercise price of \$0.174, expiring 2 January 2016
Persons who received equity securities	Institutional investors and clients of Octa Philip Securities Limited and Patersons Securities Limited	1. Managing Director, Neil Meadows 2. Azure Capital Limited
Price	\$0.11	1. 1,000,000 at an exercise price of \$0.35 1. 1,000,000 at an exercise price of \$0.42 2. Exercise price of \$0.174
Discount to market price	0.04 discount to the 5 day VWAP of 16 November 2012	N/A
Total cash consideration	\$3,730,000	Nil
Amount of cash consideration spent	\$3,730,000	N/A
Use of cash consideration	Proceeds were used to fund exploration activity at the Company's Ntaka Hill nickel sulphide project and regional exploration work on the Nachingwea tenements. This included costs associated with engagement of a drilling contractor, expatriate and national staff, assaying, capital equipment including a mobile sample preparation laboratory and tenement administration. Such exploration activity resulted in an updated mineral resource estimate for the Sleeping Giant deposit and an increase in the global mineral resource at Ntaka Hill.	N/A
Intended use for remaining cash	N/A	N/A
Non-cash consideration	N/A	1. Options issued pursuant to employment agreement 2. Options issued as remuneration for corporate advisory services
Current value of non-cash consideration (calculated using the Black-Scholes model)	N/A	1. \$2,900 2. \$10,761.80

- (b) 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.
- (c) If Resolution 4 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.
- (d) The below table shows the dilution of existing Shareholders on the basis of the assumed issue price of Shares being \$0.066 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.
- (e) 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		
		\$0.033	\$0.066	\$0.132
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Shares currently on issue:	10% Voting Dilution	39,649,714	39,649,714	39,649,714
		Shares	Shares	Shares
396,497,145	Funds raised	\$1,308,440.56	\$2,616,881.12	\$5,233,762.25
Shares				
50% increase in number of Shares on issue:	10% Voting Dilution	59,474,571	59,474,571	59,474,571
		Shares	Shares	Shares
594,745,717	Funds raised	\$1,962,660.84	\$3,925,321.69	\$7,850,643.37
Shares				
100% increase in number of Shares on issue:	10% Voting Dilution	79,299,429	79,299,429	79,299,429
		Shares	Shares	Shares
792,994,290	Funds raised	\$2,616,881.16	\$5,223,762.31	\$10,467,524.63
Shares				

- (f) 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 \$0.066 being the closing price of the Shares on the ASX on 8 October 2013.
- (g) 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 4 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).

- (h) 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 in Tanzania and South Australia, both of which are jurisdictions in which the Company has operated successfully for some time. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A(3); or
 - (ii) cash consideration. In such circumstances, the Company may use the funds towards an acquisition of new resources, assets or investments or regional exploration at the Nachingwea exploration project in Tanzania and/or general working capital.
- (i) 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).
- (j) 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.
- (k) 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.
- (l) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

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 3, pursuant to Listing Rule 7.1A.

Additional Equity Securities has the meaning given in Section 6.1.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2013.

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.

Board means the board of Directors.

Business Day means: 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.

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 ACN 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 2013.

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 subscribe 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 2013 as set out in pages 24 to 34 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.

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 (Perth time) Tuesday, 19 November 2013

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 ➔



Update your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

View the Annual Report:

www.imxresources.com.au

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

IND

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 Stirling Room, Crowne Plaza Perth, 54 Terrace Road, Perth on Thursday, 21 November 2013 at 3:00pm (Perth Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting 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 Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolutions 3 is connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman.

Important 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 Resolution 3 by marking the appropriate box in step 2 below.

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	Re-election of Director - John Nitschke	☐	☐	☐
Resolution 2	Election of Director - Robert Sun	☐	☐	☐
Resolution 3	Adoption of Remuneration Report	☐	☐	☐
Resolution 4	Approval of Additional 10% Capital Raising Capacity	☐	☐	☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 / /