

31 March 2015

**Company Announcements Office
Australian Securities Exchange Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000**

**NON-RENOUNCEABLE RIGHTS ISSUE
LETTERS TO SHAREHOLDERS**

Please find attached copies of the following two letters which have been sent today in relation to the rights issue (**Entitlement Offer**) forming part of the capital raising described in the prospectus lodged by Goldminex Resources Limited (**Company**) with the Australian Securities and Investments Commission and the ASX on 19 March 2015:

- (a) a letter to shareholders of the Company who currently have registered addresses in Australia and New Zealand and, provided this remains the case as at the record date on 7 April 2015, will be entitled to participate in the Entitlement Offer; and
- (b) a letter to shareholders of the Company who currently have registered addresses outside Australia or New Zealand and, provided this remains the case as at the record date on 7 April 2015, will not be entitled to participate in the Entitlement Offer.

For further information about the Entitlement Offer please call 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time).



**Wayne Longbottom
Secretary**

31 March 2015

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

Dear Shareholder

Participation in Pro-Rata Non-Renounceable Rights Issue

On 17 March 2015, Goldminex Resources Limited (**Goldminex** or **the Company**) announced a pro-rata non-renounceable rights issue (**Entitlement Offer**). The Entitlement Offer forms part of the capital raising described in the prospectus lodged by the Company with the Australian Securities and Investments Commission and the ASX on 19 March 2015 (**Prospectus**), under which the Company is seeking to raise \$5.25 million to complete the acquisition of the Enzumo Group and for the other purposes described in the Prospectus.

At the general meeting of shareholders held on 16 March 2015, all resolutions were approved, including those relating to the Enzumo acquisition and the 10:1 consolidation of the Company's issued share capital (**Consolidation**). In accordance with the ASX Listing Rules, the ASX has at the Company's request suspended trading in the Company's securities pending its re-compliance with the admission requirements of the ASX Listing Rules.

Full details of the Entitlement Offer are set out in the Prospectus lodged with ASX on 19 March 2015. A copy of the Prospectus is available to download from both the ASX website (at www.asx.com.au) and Goldminex's website (at www.goldminex.com.au).

Eligible shareholders will receive on or around 9 April 2015 a copy of the Prospectus including a personalised Entitlement and Acceptance Form which will provide detailed instructions on how to participate in the Entitlement Offer.

Timetable

The anticipated timetable for the Entitlement Offer, as well as the capital raising generally and the Consolidation, is as follows:

General Meeting held at which all Acquisition Resolutions were approved	16 March 2015
Lodgement of Prospectus with ASX and ASIC	19 March 2015
General Offer opens	20 March 2015
Record date for the Consolidation	20 March 2015
Notices of revised, post-Consolidation holdings sent to Shareholders	27 March 2015
Notice of Entitlement Offer details sent to Shareholders	31 March 2015
Ex Date (Entitlement Offer) *	1 April 2015
Record Date to identify Eligible Shareholders entitled to participate in Entitlement Offer	7 April 2015

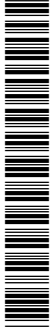
Prospectus despatched to Eligible Shareholders	9 April 2015
Entitlement Offer opens	9.00 am (Sydney time), 9 April 2015
Offers close	5.00 pm (Sydney time), 23 April 2015
Company notifies ASX of under subscriptions (Entitlement Offer)	28 April 2015
Expected allotment date	30 April 2015
Expected date for despatch of holding statements	4 May 2015
Re-quotation of Shares (including New Shares) on ASX	5 May 2015

* Please note that trading in Shares will be suspended until the Company re-complies with the admission requirements of the ASX Listing Rules. Hence Shares will not be quoted on an "ex" basis, nor on a deferred settlement basis (as would normally be the case the next business day after the offer closes)

This timetable is indicative only. Subject to the ASX Listing Rules, the Directors reserve the right to vary the dates for the Entitlement Offer at their discretion. Should this occur, then the variation will have a consequential effect on the anticipated date of issue and re-quotation of the New Shares.

The key information in connection with the Entitlement Offer is set out below for your reference, and as required by the ASX Listing Rules:

- the Entitlement Offer is non-renounceable and is being undertaken on the basis of one (1) new fully paid ordinary share (**New Share**) for every one (1) ordinary share held by eligible shareholders on a post-Consolidation basis;
- the issue price is A\$0.20 per New Share;
- the record date to determine entitlements for eligible shareholders is 7.00pm Sydney time on 7 April 2015 (**Record Date**). Only registered shareholders with a registered address in Australia and New Zealand as at the Record Date are eligible to participate in the Entitlement Offer;
- eligible shareholders will be able to apply for additional New Shares in excess of their entitlement at the same issue price of A\$0.20 per New Share. Allocation of additional New Shares applied for will be at the discretion of Goldminex;
- each New Share will rank equally with and be issued on the same terms as those quoted fully paid ordinary shares already issued by the Company. Application for quotation of the New Shares offered under the Entitlement Offer was made by the Company on 23 March 2015;
- for the purposes of calculating your entitlement, fractional entitlements to New Shares will be rounded up to the nearest whole number of shares;
- the Entitlement Offer is not underwritten;
- the Entitlement Offer is non-renounceable, accordingly rights will not be tradeable on ASX or otherwise transferrable. Shareholders who do not take up their entitlements in full will not receive any value in respect of that part of their entitlement that they do not take up. Shareholders who are not eligible to receive entitlements will not receive any value in respect of entitlements they would have received had they been eligible;
- a maximum of 12,279,387 (based on the undiluted share capital of the Company as at 19 March 2015 on a post-Consolidation basis) New Shares will be issued under the Entitlement Offer. This number is also subject to reconciliation of entitlements and rounding. Based on that number, the number of ordinary shares to be issued to the Enzumo vendors (14,000,000) and the number of ordinary shares available to be issued under the General Offer (assuming the Entitlement Offer is fully subscribed) (13,970,613), the maximum number of listed ordinary shares on issue following the Entitlement Offer will be 52,529,387;

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- no shareholder approval will be required for the Entitlement Offer (at the general meeting held on 16 March 2015, shareholders passed resolutions approving the issue of shares under the Prospectus, including the participation of specified related parties in the capital raising);
 - Goldminex does not have a dividend policy and does not intend to declare a dividend in the near future;
 - the proceeds from the Entitlement Offer (along with the proceeds from the General Offer) will be directed to the acquisition of Enzumo, business and market development, product development, working capital and costs of the offers.

Actions required of eligible shareholders

Pursuant to the Entitlement Offer there are a number of actions eligible shareholders may take:

- take up all or some of your entitlements;
- take up all of your entitlements and apply for additional New Shares;
- not participate in the Entitlement Offer and if so, you do not need to take any action.

Before taking up the Entitlement Offer, eligible shareholders should read the announcements released to the market and all the information set out in the Prospectus, including the risk factors. If you have any enquiries, please consult your professional advisor.

If you are eligible and wish to participate in the Entitlement Offer, it will be necessary for you to complete and return the personalised Entitlement and Acceptance Form that will accompany the Prospectus expected to be sent to eligible shareholders on 9 April 2015 in accordance with the instructions on that Form. You will need to ensure your application money for the entitlements you wish to take up is received by Computershare Investor Services Pty Ltd by no later than 5.00pm Sydney time on 23 April 2015.

For further information about the Entitlement Offer please call 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time).



Wayne Longbottom
Secretary



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31 March 2015

Dear Overseas Shareholder,

Pro-Rata Non-Renounceable Rights Issue

On 17 March 2015, Goldminex Resources Limited (**Goldminex or the Company**) announced a pro-rata non-renounceable rights issue (**Entitlement Offer**). The Entitlement Offer forms part of the capital raising described in the prospectus lodged by the Company with the Australian Securities and Investments Commission and the ASX on 19 March 2015 (**Prospectus**), under which the Company is seeking to raise \$5.25 million to complete the acquisition of the Enzumo Group and for the other purposes described in the Prospectus.

At the general meeting of shareholders held on 16 March 2015, all resolutions were approved, including those relating to the Enzumo acquisition and the 10:1 consolidation of the Company's issued share capital. In accordance with the ASX Listing Rules, the ASX has at the Company's request suspended trading in the Company's securities pending its re-compliance with the admission requirements of the ASX Listing Rules.

Full details of the Entitlement Offer are set out in the Prospectus lodged with ASX on 19 March 2015. A copy of the Prospectus is available to download from both the ASX website (at www.asx.com.au) and Goldminex's website (at www.goldminex.com.au).

Goldminex has determined, pursuant to the Corporations Act 2001 (Cth) and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers under the Entitlement Offer to shareholders with a registered address outside of Australia and New Zealand.

Accordingly, in compliance with ASX Listing Rule 7.7.1(a) and the Corporations Act, Goldminex wishes to advise that it will not be extending the Entitlement Offer to shareholders with registered addresses outside of Australia and New Zealand as at the record date, being 7.00pm Sydney time on 7 April 2015. Your GMX shareholding is currently registered to an address outside of Australia and New Zealand.

For further information about the Entitlement Offer please call 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time).

Wayne Longbottom
Secretary