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ABN 78 008 947 813

12 September 2014

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2001

Dear Sir/Madam

Annual General Meeting - Notice of Meeting

Please find attached a copy of the Notice of Meeting for the Annual General Meeting of the Company to be held at 11.00am (WST) on 16 October 2014.

Yours faithfully
Imdex Limited

Paul Evans
Company Secretary



ABN 78 008 947 813

2014 Annual General Meeting

Meeting Documents

Notice of Annual General Meeting & Explanatory Memorandum

Proxy Form for Annual General Meeting

Corporate Representative Certificate for Annual General Meeting

**To be held on Thursday, 16 October 2014 at the Celtic Club,
48 Ord Street, West Perth, Western Australia commencing at
11.00am WST**



ABN 78 008 947 813

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting of Shareholders of Imdex Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on 16 October 2014 commencing at 11.00am WST

Agenda

Ordinary Business

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's reports for the year ended 30 June 2014.

- 1 To consider and, if thought fit, pass with or without amendment, the following Resolution as an Ordinary Resolution:

That, for all purposes, Mr Kevin Dundo, who retires from the office of Director at the end of the Meeting, and being eligible, offers himself for re-election, is re-elected as a Director.

- 2 To consider and, if thought fit, pass with or without amendment, the following Resolution as an Ordinary Resolution:

That, for all purposes, Mr Magnus Lemmel, who retires from the office of Director at the end of the Meeting, and being eligible, offers himself for re-election, is re-elected as a Director.

- 3 To consider and, if thought fit, pass, with or without amendment, the following Resolution as an Ordinary Resolution:

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant Performance Rights under the EPRP, each to acquire 1 ordinary fully paid share in the Company, to Mr Bernie Ridgeway, the Managing Director of the Company, on the terms set out in the accompanying Explanatory Memorandum.

Voting Exclusion: The Company will disregard any votes cast on Resolution 3 by Mr Ridgeway or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. Refer section 3 of the Explanatory Memorandum for details of the voting exclusion.

- 4 To consider and, if thought fit, pass, with or without amendment, the following Resolution as an Ordinary Resolution:

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the allotment and issue of 1,367,180 fully paid ordinary shares in the capital of the Company on the terms set out in the accompanying Explanatory Memorandum.

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 by a person who participated in the issue or any associate of such persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



NOTICE OF ANNUAL GENERAL MEETING

- 5 To consider and, if thought fit, pass, with or without amendment, the following Resolution as an Ordinary Resolution:

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the allotment and issue of 4,092,768 fully paid ordinary shares in the capital of the Company on the terms set out in the accompanying Explanatory Memorandum.

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by a person who participated in the issue or any associate of such persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

- 6 To consider and, if thought fit, pass, with or without amendment, the following Resolution as an Ordinary Resolution:

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the allotment and issue of 900,000 options each exercisable for one fully paid ordinary share in the capital of the Company at an exercise price of \$1.00 each on or before 1 September 2017 on the terms set out in the accompanying Explanatory Memorandum.

Voting Exclusion: The Company will disregard any votes cast on Resolution 6 by a person who participated in the issue or any associate of such persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

- 7 To consider and, if thought fit, pass the following Resolution as an Advisory Resolution:

That, for all purposes, the Directors' and Executives' Remuneration Report, included within the Directors' Report, for the year ended 30 June 2014 be approved.

Voting Exclusion: Refer section 7 of the Explanatory Memorandum for details of the voting exclusions.

- 8 To consider any other business that may be brought before the Meeting in accordance with the Company's Constitution.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting.

Snap Shot Time

Regulation 7.11.37 of the Corporations Regulations 2001 permits the Company to specify a time, not more than 48 hours before the meeting, at which a "snap shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting. The Company's Directors have determined that all Shares of the Company as at 5.00pm WST, 14 October 2014 will, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy;
- (b) a Proxy need not be a member of the Company; and



NOTICE OF ANNUAL GENERAL MEETING

- (c) a member 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 for the Annual General Meeting provides further details on appointing Proxies and lodging the Proxy Form. Proxies must be returned by 11.00am WST on 14 October 2014.

Corporate Representative

If a representative of a Shareholder corporation is to attend the meeting the attached "Appointment of Corporate Representative" form should be completed and produced prior to admission.

By Order of the Board of Directors
Imdex Limited

Paul Evans
Company Secretary
Dated: 5 September 2014

1 Purpose of this Document

This Explanatory Memorandum has been prepared to assist Shareholders with their consideration of the Resolutions in the accompanying Notice of Annual General Meeting.

2 Resolutions 1 and 2 – Re-election of Directors, Mr Kevin Dundo and Mr Magnus Lemmel

In accordance with ASX Listing Rule 14.4 and Article 17 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time and unless mutually agreed, by lot. Further, under clause 17 of the Constitution directors appointed shall hold office until the next annual general meeting of the Company following their appointment and no Director (except the Managing Director) may retain office for more than three years or until the third annual general meeting following the Director's appointment, whichever is the longer.

Mr Kevin Dundo, a Director of the Company since 14 January 2004, seeks re-election for the purposes of clause 17 of the Constitution and for all other purposes pursuant to Resolution 1 of the Notice of Meeting. A record of Mr Dundo's attendance at Board meetings over the 12 month period to 30 June 2014 is set out in the 2014 Annual Report as are further details concerning his qualifications and experience.

The Directors (other than Mr Dundo) recommend that Shareholders vote in favour of Resolution 1 to re-elect Mr Dundo.

Mr Magnus Lemmel, a Director of the Company since 19 October 2006, seeks re-election for the purposes of clause 17 of the Constitution and for all other purposes pursuant to Resolution 2 of the Notice of Meeting. A record of Mr Lemmel's attendance at Board meetings over the 12 month period to 30 June 2014 is set out in the 2014 Annual Report as are further details concerning his qualifications and experience.

The Directors (other than Mr Lemmel) recommend that Shareholders vote in favour of Resolution 2 to re-elect Mr Lemmel.

3 Resolution 3 – Issue of Performance Rights to Mr Ridgeway

Pursuant to Resolution 3, the Company is seeking Shareholder approval for the grant of Performance Rights (each to acquire one ordinary fully paid share in the Company) to the Managing Director, Mr Bernie Ridgeway.

The purpose of the grant of Performance Rights is to provide Mr Ridgeway, as the Managing Director, with a long term incentive to participate in Imdex's growth that is directly aligned with the creation of shareholder value.

A Performance Right entitles the holder to receive one Share in Imdex for no consideration provided that **Performance Measures** (set out below) are met.

The number of Performance Rights to be granted to Mr Ridgeway has been calculated using the following formula:

$$\text{NPR} = (50\% \times \text{TBR}) \div \text{VWAP Price}$$

where:

NPR = Number of Performance Rights to be granted.

TBR = Total Base Remuneration for Mr Ridgeway at the time the NPR calculation is made.

VWAP Price = the volume weighted average price of the Company's Shares traded on ASX during the five trading days immediately preceding 1 July 2014, being \$0.64.

The calculation of the NPR, being the number of Performance Rights to be granted to Mr Ridgeway, is:

$$(925,730 \times 50\%) \div 0.64 = 723,226 \text{ Performance Rights}$$

No amount will be payable by Mr Ridgeway to acquire the Performance Rights or upon the exercise of the Performance Rights.

The performance of Imdex will be measured against a **Peer Group** consisting of the ASX Resources Index (Energy and Metals & Mining Sectors) relative to 3-year Performance Measures which are:

- Relative Earnings Per Share (EPS) – The portion of the Company's net profit after tax allocated to each share on issue compared to the Peer Group. Earnings per share serves as an indicator of a company's profitability.
- Relative Total Shareholder Return (TSR) – A measure of the performance of Imdex shares over time compared to the Peer Group. Total Shareholder Return combines share price appreciation and dividends paid to show the total return to the shareholder expressed as an annualized percentage.

Exercise of the Performance Rights at the end of the 3-year period (30 June 2017) will commence when the Company's Performance (as calculated by the Performance Measures) is at 50% and above of the Peer Group performance. At 50%, the allocation will be 33% of the total entitlement. This entitlement increases on a linear scale and achieves 100% entitlement when the Company's Performance is at the 90th percentile against the Peer Group.

The Company will determine the performance of Imdex against the Performance Measures over the **Performance Period** (being from 1 July 2014 to 30 June 2017) and determine whether, and to what extent, the Performance Measures have been met in or about September 2017 and the number of fully paid ordinary shares into which the Performance Rights, in aggregate, may be exercised at the end of the Performance Period will be determined by reference to the entitlement scale explained above.

If the Performance Measures have been met, fully paid ordinary shares in the Company, ranking equally in all respects with existing ordinary shares will be issued.

Directors will retain discretion to apply a different Peer Group if the selected group ceases to be appropriate.

Further, no Performance Rights will become exercisable if the Performance Measures have not been met or if the Performance Measures for Imdex is negative.

Terms and Conditions of Performance Rights to be issued to Mr Ridgeway:

Shareholder approval for the establishment of the EPRP was obtained for the purposes of ASX Listing Rule 7.2 exception 9 at the FY09 AGM and was renewed at the FY12 AGM. A summary of the general terms and conditions of the Performance Rights issued under the EPRP is set out in Annexure A. Additionally, for the purposes of Item 5 of Annexure A, the Performance Rights will be granted to Mr Ridgeway with the following additional terms:

- (a) The Performance Rights will be exercisable by the holder upon achievement of the Performance Measures (in the proportion determined pursuant to the scale entitlement formula set out above), provided that Mr Ridgeway is employed by or on behalf of the Company at the time the Performance Rights are exercised or he may exercise the Performance Rights or part thereof within three calendar months of ceasing such employment; and
- (b) Mr Ridgeway as the holder of the Performance Rights (and subject to the Performance Measures having first been satisfied and only in the proportion determined pursuant to the scale entitlement formula set out above) may exercise all of the Performance Rights granted to him after the date of issue of the Performance Rights and such portion of the Performance Rights that do not meet the Performance Measures shall expire immediately after the determination has been made pursuant

to the scale entitlement formula specified above and the balance, if not exercised, will expire on the fifth anniversary of their issue.

Requirements of the ASX Listing Rules:

ASX Listing Rule 10.14 provides that a listed entity must not issue equity securities under the EPRP to a related party without Shareholder approval. The proposed grant of Performance Rights to Mr Ridgeway requires approval by Shareholders under the ASX Listing Rules.

As the issue will be made under the EPRP (approved by Shareholders pursuant to ASX Listing Rule 7.2 at the FY09 AGM and renewed at the FY12 AGM), approval is not required under ASX Listing Rule 7.1 (which limits the number of equity securities the Company may issue within a 12 month period to not more than 15% of the total number of ordinary securities on issue without the requirement for Shareholder approval).

Corporations Act:

The Company has formed the view that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to the issue of Performance Rights to Mr Ridgeway. Chapter 2E prohibits the giving of a financial benefit to a related party of a public company, unless the financial benefit has been approved by shareholders, or the giving of that benefit falls within an exception set out in Chapter 2E. Section 211 provides an exception for a benefit that comprises remuneration to an officer of a public company where such remuneration is reasonable in the circumstances of the company and that officer's particular circumstances (i.e. having regard to the responsibilities of or involved in such office). Accordingly, the Company considers that the exception in section 211 of the Corporations Act applies to the proposed issue of Performance Rights to Mr Ridgeway.

Specific Disclosure of Information as Required by the ASX Listing Rules:

For the purposes of ASX Listing Rule 10.14 and 10.15A, the following information is provided:

- (a) The number of Performance Rights to be granted to Mr Ridgeway is 723,226 and the number of fully paid ordinary shares into which those Performance Rights, in aggregate, may be exercised at the end of the Performance Period will be determined by reference to the entitlement scale explained above (with a maximum entitlement equal to the total number of Performance Rights granted).
- (b) No amount will be payable by Mr Ridgeway to acquire the Performance Rights or upon the exercise of the Performance Rights.
- (c) Mr Ridgeway is the only Director (or person referred to in ASX Listing Rule 10.14) presently entitled to participate in the EPRP.
- (d) Subject to the approval of this Resolution 3, the issue of the Performance Rights referred to in this Resolution will be issued in or about October 2014 (but in any event no later than the date that is 3 years after the date of this meeting).
- (e) Details of any Performance Rights issued under the EPRP will be published in each annual report of the Company relating to the period in which the Performance Rights were issued and, where applicable, it will be noted that approval for the issue of the Performance Rights was obtained under ASX Listing Rule 10.14.
- (f) Any additional persons (being related parties of the Company or persons referred to in ASX Listing Rule 10.14) who become entitled to participate in the EPRP after this Resolution was approved and who are not named in this notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
- (g) No loan will be provided to Mr Ridgeway by the Company in connection with the issue of the Performance Rights.

- (h) The only Director (or person referred to under ASX Listing Rule 10.14) who has previously received securities under the EPRP is Mr Ridgeway. Mr Ridgeway was issued 234,375 Performance Rights for nil consideration following approval at the FY09 AGM. The Performance Measures applicable to those Performance Rights were not satisfied. 196,579 Performance Rights were issued to Mr Ridgeway for nil consideration following approval at the FY10 AGM and following the partial successful satisfaction of the Performance Measures, 128,876 shares were issued in October 2013. 153,318 Performance Rights were issued to Mr Ridgeway for nil consideration following approval at the FY11 AGM, the Company will determine whether, and to what extent the Performance Measures to those Performance Rights have been satisfied in or about September 2014. 264,818 Performance Rights were issued to Mr Ridgeway for nil consideration following approval at the FY12 AGM and 300,000 Performance Rights were issued to Mr Ridgeway for nil consideration following approval at the FY13 AGM. The satisfaction or otherwise of the Performance Measures applicable to the Performance Rights issued to Mr Ridgeway following approval at the FY11 AGM, FY12 AGM and FY13 AGM will not be known until September 2014, September 2015 and September 2016 respectively.

Recommendation:

The Board (excluding Mr Ridgeway) recommends that shareholders vote in favour of the approval of the grant of performance rights to the Managing Director pursuant to Resolution 3.

Voting Restrictions:

The Company will disregard any votes cast on this Resolution 3 by Mr Ridgeway or his associates. However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairperson of the meeting as proxy for a person who is entitled to vote as the proxy decides.

As Resolution 3 is a resolution connected directly or indirectly with the remuneration of a member of the Key Management, pursuant to section 250BD of the Corporations Act, a vote on Resolution 3 must not be cast by:

- (a) any member of the Key Management for the Company; or
- (b) a Closely Related Party of a member of the Key Management, who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not specify in writing the way the proxy is to vote on the resolution, if the appointment of the proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management.

4 Resolution 4 – Ratification of the issue of 1,367,180 Shares

Resolution 4 seeks Shareholder ratification for the issue and allotment of 1,367,180 Shares.

A total of 1,367,180 Shares were issued to the previous owners of System Mud Industria e Comercio Ltda (**System Mud**) pursuant to the Share Sale Agreement to acquire the shares in System Mud which completed on 18 April 2012.

4.1 System Mud

On 25 July 2011, Imdex announced to the market the proposed acquisition of System Mud for approximately \$9 million, the final \$1.155 million of which was subject to the issue of 330,000 shares at an

issue price of \$3.50 to be guaranteed over 2 years from the date of purchase. If the share price on the 2 year anniversary date was below \$3.50, 330,000 shares were to be issued to the previous owners and there would be a cash 'top up' of the difference. The deferred consideration amount of \$1.155 million could be reduced by any pre-acquisition items greater than \$25,000 which would result in a liability to Imdex.

At 17 April 2014 the cash 'top up' amount was estimated at \$0.94 million. Instead, to satisfy the deferred consideration commitment to the prior owners, Imdex renegotiated this to be satisfied fully by the issue of shares calculated at the 10 day volume weighted average price from the 2 year anniversary date.

4.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the Shares the subject of Resolution 4:

- (a) the total number of Shares issued by the Company on 24 and 29 April 2014 was 1,367,180;
- (b) the Shares issued on 24 and 29 April 2014 were done so at a deemed issue price of 65.05 cents per Share, being the volume weighted average share price of the Company's Shares on ASX over the ten business days prior to 17 April 2014;
- (c) the 1,367,180 Shares issued on 24 and 29 April 2014 were allotted in four equal portions to Álvaro Magalhães Júnior, Carlos Henrique de Sá Freire Borelli, Eugênio Pereira and Joel Felipe Soares (collectively the vendors of System Mud) as deferred consideration for the purchase by the Company of System Mud;
- (d) all of the Shares allotted and issued rank equally in all respects with the Company's existing Shares on issue;
- (e) no Shares were issued to any related party of the Company;
- (f) no monies were raised by the issue as the issue was in part consideration for the purchase by the Company of all of the shares in System Mud; and
- (g) a voting exclusion statement is contained in this Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 4.

5 Resolution 5 – Ratification of the issue of 4,092,768 Shares

Resolution 5 seeks Shareholder ratification for the issue and allotment of 4,092,768 Shares.

A total of 4,092,768 Shares were issued to the previous owners of 2iC Australia Pty Ltd (**2iC**) pursuant to the Share Sale Agreement to acquire the shares in 2iC which completed on 1 September 2014.

5.1 2iC

On 2 September 2014, Imdex announced to the market the acquisition of 2iC for \$3 million satisfied by the issue of 4,092,768 Shares at 73.3 cents per share, being the 5 day VWAP prior to settlement. As noted above, the acquisition was completed on 1 September 2014 and a total of 4,092,768 Shares were issued.

5.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the Shares the subject of Resolution 5:

- (a) the total number of Shares issued by the Company on 2 September 2014 was 4,092,768;
- (b) the Shares were issued at a deemed issue price of 73.3 cents per Share, being the volume weighted average share price of the Company's Shares on ASX over the five business days prior to the date of issue;
- (c) the 4,092,768 Shares were allotted to the following in consideration for the purchase of 2iC:

	Allottee	Number of Shares in the Company allotted
1.	Pathfinder Resources Aust Pty Ltd	99,308 ordinary shares
2.	Malcolm Geoffrey Ward and Elisabeth Ward	824,828 ordinary shares
3.	John Grullis and Janine Marie Juliette Grullis	191,993 ordinary shares
4.	Andrew Phillip Beach	127,230 ordinary shares
5.	First Technologies Pty Ltd	375,648 ordinary shares
6.	Murray Edward Piggott and Lynette Barbara Piggott	49,667 ordinary shares
7.	Gavin Thomas McLeod	127,230 ordinary shares
8.	Andrew Phillip Beach	331,583 ordinary shares
9.	Robin Edward Piggott and Hazel Mary Piggott	73,781 ordinary shares
10.	Kevin Thomas McLeod and Hiroko McLeod	131,772 ordinary shares
11.	Kevin Thomas McLeod	1,036,816 ordinary shares

12.	Gavin Thomas Nominees Pty Ltd	342,967 ordinary shares
13.	First Corporate Pty Ltd	204,638 ordinary shares
14.	Ivan Cikara and Virginia Abigail Cikara	175,307 ordinary shares

- (d) all of the Shares allotted and issued rank equally in all respects with the Company's existing Shares on issue;
- (e) no Shares were issued to any related party of the Company;
- (f) no monies were raised by the issue as the issue was in consideration for the purchase by the Company of all of the shares in 2iC; and
- (g) a voting exclusion statement is contained in this Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 5.

6 Resolution 6 – Ratification of the issue of 900,000 Options

Resolution 6 seeks Shareholder ratification for the issue of 900,000 options each exercisable for one fully paid ordinary share in the capital of the Company at an exercise price of \$1.00 each on or before 1 September 2017. The options were issued to Atrico Pty Ltd pursuant to a consultancy agreement. The full terms and conditions of the options are set out in Annexure B.

6.1 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the Shares the subject of Resolution 6:

- (a) the total number of options issued was 900,000, each exercisable for one fully paid ordinary share in the capital of the Company at an exercise price of \$1.00 each on or before 1 September 2017 and with the full terms and conditions set out in Annexure B.
- (b) the options were issued to Atrico Pty Ltd on 26 August 2014 for nil consideration, under the terms of a consultancy agreement.
- (c) no options were issued to any related party of the Company;
- (d) no monies were raised by the issue however if all options are exercised the Company will receive \$900,000; and
- (e) a voting exclusion statement is contained in this Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 6.

7 Resolution 7 – Remuneration Report

Included in the Directors' Report contained within the 2014 Annual Report is a Remuneration Report that sets out the details of the remuneration of all Directors and the highest paid group executives. In addition, it describes the Board's remuneration policy.

The Board submits the Remuneration Report to Shareholders for their consideration and adoption by way of a non-binding resolution as required by the Corporations Act.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors (other than the Managing Director and CEO) must go up for re-election.

Voting Restrictions:

The Company will disregard any votes cast on Resolution 7 by a member of the Key Management or a Closely Related Party of such a member. However, these persons may cast a vote on Resolution 7 if:

- (a) the person does so as a proxy;
- (b) the vote is not cast on behalf of a member of the Key Management or a Closely Related Party of such a member; and
- (c) either
 - (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution: or
 - (ii) the proxy is the chair of the meeting and the appointment of the chair as proxy:
 - (A) does not specify the way the proxy is to vote on the resolution; and
 - (B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management.

The Company encourages all Shareholders to cast their vote in relation to Resolution 7 and, to the extent available, the Chairman will vote undirected proxies in accordance with the Chairman's stated voting intentions.

8 Glossary

In this Explanatory Memorandum, the following terms have the following meanings unless the context otherwise requires:

AGM	means an annual general meeting of the Company.
ASIC	means the Australian Securities & Investments Commission.
ASX	means the Australian Securities Exchange operated by ASX Limited ABN 98 008 624 691.
Board	means the Board of Directors.
Closely Related Party	(as defined in the Corporations Act) of a member of the Key Management means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by regulation under the Corporation Act for the purposes of the definition of closely related party under the Corporations Act
Company or Imdex	means Imdex Limited ABN 78 008 947 813.
Constitution	means the Constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a Director of the Company.
EPRP	means the Imdex Limited Employee Performance Rights Plan.
FY09 AGM	means the annual general meeting of the Company held on 15 October 2009.
FY10 AGM	means annual general meeting of the Company held on 14 October 2010.
FY11 AGM	means the annual general meeting of the Company held on 20 October 2011.
FY12 AGM	means the annual general meeting of the Company held on 18 October 2012.
FY13 AGM	means the annual general meeting of the Company held on 17 October 2013.
FY14 AGM	means the annual general meeting of the Company to be held at 11.00am WST on 16 October 2014, the subject of this notice of meeting.
Group	means Imdex and each body corporate that is a subsidiary of Imdex under Division 6 of Part 1.2 of the Corporations Act.
2iC	means 2iC Australia Pty Ltd incorporated in Australia.
Key Management	means the key management personnel of the Company being the Directors of the Company and those other persons having authority for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report the subject of Resolution 7 identifies the Company's key management personnel for the financial year ended 30 June 2014.
Meeting	means the FY14 AGM.
Performance Right	means a performance right issued to employees of the Company pursuant to the EPRP.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
WST	means Australian Western Standard Time.

Annexure A: Resolution 3**Summary of the Terms of the Employee Performance Rights Plan**

1. Under the EPRP the Directors may offer to grant Performance Rights to any executive Director, company secretary or full-time or part-time employee of the Company or a controlled entity at the Board's discretion (**Eligible Person**). The Board will have regard to the Eligible Person's length of service, potential contribution to the growth and profitability of the Company or an associated company and any other matter which the Directors consider relevant.
2.
 - (a) The Directors shall not offer or issue any Performance Rights to any Eligible Person in accordance with the EPRP if the number of Shares to be received on the exercise of the Performance Rights, when aggregated with the number of Shares in the same class which would be issued were each outstanding Performance Right or offer or option to acquire unissued Shares, being an offer made or option or Performance Right acquired pursuant to an employee equity scheme of Imdex extended only to employees or directors of a member of the Group, to be accepted or exercised (as the case may be), exceeds five (5) per cent of the total number of issued Shares in the Company as at the time of the offer.
 - (b) In calculating the number of Shares which may be the subject of a grant of Performance Rights pursuant to Item 2(a), any offer made, or option acquired or share issued by way of or as a result of:
 - i) an offer to a person situated at the time of receipt of the offer outside Australia; or
 - ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act,shall be disregarded.
3. Following receipt of the offer, an Eligible Person or an associate of an Eligible Person may apply for Performance Rights up to the number specified in the offer. No consideration is payable by an Eligible Person to the Company in respect of the grant of a Performance Right.
4. Performance Rights may not be offered to an executive Director or his or her associates without prior Shareholder approval. Performance Rights may not be offered to non-executive Directors under the EPRP.
5. The Board will set performance criteria to be met before the Performance Rights may be exercised.
6. The exercise price (if any) payable on the exercise of a Performance Right shall be determined by the Board, in its absolute discretion at the time of offering the Performance Rights.
7. The exercise period of each Performance Right shall be determined by the Board in its absolute discretion (**Exercise Period**). However, Performance Rights will only be able to be exercised if the performance criteria set by the Board in respect of a Performance Right have been met within the performance period set by the Board (**Expiry Date**).
8. Notwithstanding item 7, the Board, in their discretion, may declare all Performance Rights to be free of any restrictions on exercise if the Board are of the opinion that a specified Event has occurred. An Event occurs when:
 - (a) a takeover bid is made to the holders of Shares;
 - (b) a statement is lodged with the ASX to the effect that a person has become entitled to not less than 50% of the Shares;

- (c) pursuant to an application made to the court, the court orders a meeting to be held in relation to a proposed compromise or arrangement for the purpose of or in connection with a scheme for the reconstruction of Imdex or its amalgamation with any other companies;
 - (d) Imdex passes a resolution for voluntary winding up; or
 - (e) an order is made for the compulsory winding up of Imdex.
9. Notwithstanding item 7, Performance Rights may expire prior to the Expiry Date in the following circumstances:
- (a) the cessation of the Participant's employment which is not due to:
 - i) the death, Total and Permanent Disability, Retirement or redundancy of the Participant as determined by the Board in its absolute discretion;
 - ii) the Participant ceasing to be employed by a company within the Group as a result of a company ceasing to be a member of the Group, or a company in the Group selling a business it conducts to someone other than to another company in the Group; or
 - iii) any other reason as determined by the Board in its absolute discretion
 - (b) the transfer or purported transfer of the Performance Right without the Board's prior written consent (where such transfer is otherwise not permitted by the terms of the Performance Right);
 - (c) a determination of the Board that the Participant has acted fraudulently, dishonestly or in breach of the Participants obligations to Imdex or any company in the Group and the Performance Right is to be forfeited; and
 - (d) the Participant notifying Imdex that the Participant wishes the Performance Right to lapse.
10. All Shares issued upon the exercise of Performance Rights will, upon allotment, rank *pari passu* with all existing Shares in the capital of the Company. If the Shares are quoted, the Company will apply for quotation by ASX of all Shares allotted pursuant to the exercise of Performance Rights. However, the Company will not apply for official quotation by ASX of the Performance Rights.
11. A Performance Right may only be transferred in accordance with its terms of issue or otherwise with the prior written consent of the Board.
12. In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, then the number of Performance Rights to which each holder of Performance Rights is entitled or the exercise price of the Performance Rights or both will be reconstructed in the manner required by the ASX Listing Rules and as otherwise set out in the EPRP.
13. A Performance Right does not entitle a participant to participate in new issues of securities to holders of Shares, unless the Performance Right has been exercised and a Share has been issued or transferred to the Participant in respect of that Performance Right, before the record date for determining entitlements to securities under the new issue.
14. If the Company makes a bonus issue, the number of Shares over which a Performance Right is exercisable will be increased by the number of Shares which the holder of the Performance Right would have received if the Performance Right had been exercised before the record date for the bonus issue. The exercise price will not change.
15. If the Company makes a rights issue, the number of Shares over which a Performance Right is exercisable will not be increased by the number of Shares which the holder of the Performance Right would have received if the Performance Right had been exercised before the record date for the rights issue. The exercise price will also not change.

16. Any notice of exercise of a Performance Right received by the Company will be deemed to be a notice of the exercise of the Performance Right on the first business day after the date of receipt of the notice.
17. Shares provided to a Participant on the exercise of Performance Rights will be held on trust for that Participant by the Trustee for the duration of the restriction period (as determined by the Board) in accordance with the terms of the EPRP and the trust deed established for the purposes of the EPRP.
18. The Directors may alter, delete or add to the provisions of the EPRP without obtaining the consent of Shareholders of the Company provided such alterations or deletions are consistent with the ASX Listing Rules.
19. The rules of the EPRP shall be construed in accordance with the laws of Western Australia and each Performance Right holder submits to the exclusive jurisdiction of the Courts of Western Australia.

A copy of the EPRP will be sent free of charge to any Shareholder on request.

Annexure B: Resolution 6

Terms and Conditions of Options

Terms and conditions of options expiring on 1 September 2017.

1. The exercise price of each Option is \$1.00 (**Exercise Price**).
2. Of the total of 900,000 Options issued to the Option holder, 300,000 Options will vest and become exercisable at each of the following dates:
 - (a) 1 March 2015;
 - (b) 1 September 2015; and
 - (c) 1 March 2016.
3. All Options will expire on 1 September 2017 (**Expiry Date**) unless earlier exercised or lapsed pursuant to clause 4.
4. If the consultancy agreement between the Option holder and the Company is terminated and any Options remain unvested at the date of termination, such Options shall lapse on the date of termination.
5. The Options will not be transferable in whole or in part, and may not be exercised by any person other than the Option holder (except, in the case of the Option holder's death, by his or her legal personal representative).
6. The Options may be exercised at any time in whole or in part by delivering a duly completed form of notice of exercise together with a cheque (or other form of payment agreed in writing by the Company) for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date.
7. The number of Options that may be exercised at one time must be not less than 50,000.
8. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid Ordinary Shares ranking pari passu with the then issued Ordinary Shares.
9. While Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally, Option holders will be afforded a period of at least six business days' notice prior to and inclusive of the books record date (to determine entitlements to the issue) to exercise the Options.
10. Option holders do not participate in any dividends unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
11. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (a) the number of Options, the Exercise Price of the Options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of reconstruction, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of the Options which are not conferred on shareholders; and
 - (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Options will remain unchanged.

12. There will be no change to the Exercise Price of an Option or the number of shares over which an Option is exercisable in the event of the Company making a pro rata issue, or a bonus issue, of shares or other securities to holders of ordinary shares in the Company.
13. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.

Lodge your vote:



Online:

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
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For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

— 000001 000 IMD
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to 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 11:00am (WST) Tuesday, 14 October 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions 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 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 Imdex 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 Imdex Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 16 October 2014 at 11:00am (WST) 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 Resolutions 3 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 3 and 7 are connected directly or indirectly with the remuneration of a member of 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 Resolutions 3 and 7 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, Mr Kevin Dundo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director, Mr Magnus Lemmel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Performance Rights to Mr Bernie Ridgeway	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of the issue of 1,367,180 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of the issue of 4,092,768 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of the issue of 900,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Remuneration Report	<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 / /