



216 Balcatta Road, Balcatta  
Western Australia 6021

PO Box 1262, Osborne Park  
Western Australia 6916

**Tel:** +61 (0) 8 9445 4020  
**Fax:** +61 (0) 8 9445 4042

[imdex@imdexlimited.com](mailto:imdex@imdexlimited.com)

[www.imdexlimited.com](http://www.imdexlimited.com)

ABN 78 008 947 813

24 August 2015

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

Dear Sir/Madam

### Dispatch of Notice of Meeting

Imdex Limited (**Imdex**, ASX:IMD) announces that a notice of general meeting (**Notice**) was dispatched to shareholders today in connection with the two-tranche placement and share purchase plan announced on 21 August 2015.

A copy of the Notice is attached to this announcement.

ASX Limited (**ASX**) has granted Imdex a waiver in respect of the application of voting exclusions in the Notice relating to Resolution 1 - Ratification of Issue of Tranche 1 Shares and Resolution 2- Approval for Issue of Tranche 2 Shares (**Waiver**).

In accordance with the ASX Listing Rules, the voting exclusion statements set out on page 1 of the Notice require Imdex to disregard any votes cast on Resolution 1 and Resolution 2 by any person who participated, or may participate, in the issue of ordinary shares the subject of those resolutions, and any of their associates. The Waiver allows Imdex to count the votes cast on Resolution 1 and Resolution 2 by shareholders who are acting solely in a fiduciary, nominee or custodial capacity (**Nominee Holders**) on behalf of beneficiaries who did not or will not participate in the issue of ordinary shares the subject of those resolutions, on the following conditions:

1. the beneficiaries provide written confirmation to the Nominee Holders that they have no interest in the outcome of Resolution 1 or Resolution 2, nor are they an associate of a person who has an interest in the outcome of Resolution 1 or Resolution 2;
2. the beneficiaries direct the Nominee Holders to vote for or against Resolution 1 or Resolution 2;
3. the Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries; and
4. the terms of the waiver are immediately released to the market.

Yours faithfully  
**Imdex Limited**

**Paul Evans**  
Company Secretary



## **Imdex Limited**

ACN 008 947 813

### **Notice of Meeting and Explanatory Statement**

General Meeting to be held at:

Time: 11am (Perth time)

Date: 24 September 2015

Place: Celtic Club  
48 Ord Street  
West Perth, Western Australia

---

**This is an important document and should be read in its entirety. Please read it carefully.  
A Proxy Form is enclosed within this Notice of General Meeting and Explanatory Statement.**

If you are unable to attend the General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor and/or other professional adviser without delay.

# NOTICE OF MEETING



IMDEX LIMITED  
ACN 008 947 813

## NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Imdex Limited will be held at Celtic Club 48 Ord Street, West Perth, Western Australia on Thursday, 24 September 2015 commencing at 11am (Perth time).

If you are unable to attend the Meeting you are encouraged to complete and return the proxy form attached to this Notice of Meeting. The completed proxy form must be received at the office of the Company's share registrar, Computershare Investor Services Pty Ltd, by no later than 11am (Perth time) on Tuesday, 22 September 2015.

### Agenda

#### Ordinary Business

##### 1. Ratification of Issue of Tranche 1 Shares

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 allotment and issue of 32,400,000 fully paid ordinary shares at an issue price of \$0.20 per share to the Tranche 1 Recipients, on the terms set out in the Explanatory Statement accompanying this Notice of General Meeting, be ratified."*

*Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by the Tranche 1 Recipients and any associate of such person. 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.*

##### 2. Approval for Issue of Tranche 2 Shares

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 7.1 and for all other purposes, approval be and is hereby given for the issue and allotment of 107,600,000 fully paid ordinary shares at \$0.20 per share to the Tranche 2 Recipients as set out in the Explanatory Statement accompanying this Notice of General Meeting."*

*Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by the Tranche 2 Recipients, any associate of the Tranche 2 Recipients and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares in the Company, if Resolution 2 is passed, and any of their 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.*

## NOTICE OF MEETING

### 3. Approval for Alternate Placement

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

*"That, in the event that Resolution 2 is not passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be and is hereby given for the issue and allotment of that number of Shares, which when multiplied by the issue price, will raise up to \$21,520,000 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting."*

*Voting Exclusion: The Company will disregard any votes cast on Resolution 3 by a person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares in the Company, if Resolution 3 is passed, and any of their 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.*

### 4. Placement of Shortfall Shares in SPP

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 7.1 and for all other purposes, approval is given for the issue and allotment of the Shortfall Shares to the Shortfall Recipients, on the same terms as those offered under the SPP as detailed in the Explanatory Statement accompanying this Notice of General Meeting"*

*Voting Exclusion: The Company will disregard any votes cast on Resolution 4 by any person who may participate in the proposed issue of Shortfall Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

### 5. Approval for Related Party participation in Shortfall Shares in SPP

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 10.11 and section 195(4) of the Corporations Act 2001 (Cth) and for all other purposes, approval be and is hereby given to allow the Company to issue and allot a minimum of 375,000 shares and a maximum of up to all of the Shortfall Shares to the Related Parties of the Company (or their nominee) on the same terms as those offered under the SPP as detailed in the Explanatory Statement accompanying this Notice of General Meeting."*

*Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by any Director, Mr Magnus Lemmell or their associates and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those 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 directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

## Other Business

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

### Explanatory Statement

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

# NOTICE OF 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 Shareholders' entitlements to vote at the Meeting.

The Directors have determined that all Shares of the Company on the register as at 5.00 pm (Perth time) on 22 September 2015 shall, for the purposes of determining voting entitlements at the 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 Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (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 Meeting provides further details on appointing proxies and lodging the Proxy Form. Proxies must be returned by 11am (Perth time) on 22 September 2015.

## Voting by Proxy

A Shareholder can direct its proxy to vote for, against or abstain from voting on each resolution by marking the appropriate box in the Voting Directions section of the proxy form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

If the Chairman is to act as your proxy in relation to the meeting (whether by appointment or by default) and you have not given directions on how to vote by marking the appropriate box in the Voting Directions section of the proxy form, the Chairman intends to vote all valid undirected proxies in respect of each of the Resolutions in favour of the relevant resolution.

If you are in any doubt as to how to vote, you should consult your professional adviser.

## Corporate Representative

If a representative of a Shareholder corporation is to attend the Meeting, a “Corporate Representative Certificate” should be completed and produced prior to the meeting. Please contact the Company's Share Registry for a pro forma certificate if required.

By Order of the Board of Directors  
**Imdex Limited**

**Paul Evans**  
Company Secretary  
Dated 24 August 2015

# EXPLANATORY STATEMENT

## Purpose of this Document

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

## 1. Background

On 21 August 2015 the Company announced that it had agreed to raise approximately \$28 million through an offer of fully paid ordinary shares in the Company by way of a private placement in Australia and other agreed jurisdictions (**Placement**). The Company appointed Euroz to act as lead manager and bookrunner to the Placement.

The Placement is to be conducted in two tranches. The first tranche will raise \$6,480,000 (before costs), and will be comprised of 32,400,000 Shares at an issue price of \$0.20 per Share. It is anticipated that the Tranche 1 Shares will be issued on or about 28 August 2015. The Tranche 1 Shares will be, or have been, issued to the Tranche 1 Recipients under the Company's existing 15% placement capacity prior to the date of the Meeting and as such, are not subject to Shareholder's prior approval under Listing Rule 7.1. Resolution 1 seeks Shareholder approval under Listing Rule 7.4 to ratify the issue of the Tranche 1 Shares. Shareholder ratification will enable the Company to issue Shares in the next 12 months under its 15% placement capacity without the need to seek prior Shareholder approval.

The second tranche will raise a further \$21,520,000 (before costs) and will be comprised of 107,600,000 Shares at an issue price of \$0.20 per Share. The issue of the Tranche 2 Shares requires Shareholder approval pursuant to Listing Rule 7.1. If the issue of the Tranche 2 Shares is approved by Shareholders, it is anticipated that the Tranche 2 Shares will be settled on 25 September 2015 and then issued and allotted to the Tranche 2 Recipients on 28 September 2015.

The Placement proceeds will be used to reduce the Company's current debt and to provide funding for general working capital. As detailed in the Company's accounts released to ASX on 19 August 2015, the Company's financiers have reset the bank covenants for FY2016, conditional on a minimum debt reduction of \$25 million by 30 September 2015. If Resolution 2 is not passed, the Company will be required to urgently seek alternate financing to facilitate the debt reduction (and its ability to continue as a going concern may be at risk).

As an alternate to the Placement, and only to be utilized in the event that Resolution 2 is not passed by Shareholders, Resolution 3 has been included to provide the Company with the authority to proceed with the Alternate Placement.

## 2. Resolution 1 – Ratification of Issue of Tranche 1 Shares

### 2.1 Background

Resolution 1 is an ordinary resolution and proposes to ratify the issue of the Tranche 1 Shares. The Tranche 1 Shares will be, or have been, issued to the Tranche 1 Recipients on or about 28 August 2015 pursuant to the Placement. Further details in relation to the Placement are set out in Section 1 above.

### 2.2 ASX Listing Rules 7.1 and 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 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 a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach 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.

The effect of this Resolution 1 is that the Company, for the purposes of Listing Rule 7.1 will be able to refresh its 15% placement capacity with effect from the date of the General Meeting.

## 2.3 Technical Information required by Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the Shares the subject of Resolution 1:

- (a) the total number of Shares to be issued or which have been issued, by the Company on or about 28 August 2015 is 32,400,000;
- (b) the issue price of each Share is \$0.20;
- (c) the Tranche 1 Shares will be, or have been issued on the same terms as, and will rank equally with, all fully paid ordinary shares in the Company on issue;
- (d) the Tranche 1 Shares will be, or have been allotted to the Tranche 1 Recipients, being clients of Euroz who are sophisticated and professional investors;
- (e) no Tranche 1 Recipient is a related party of the Company;
- (f) the funds raised from the issue of the Tranche 1 Shares will be utilised by the Company to reduce debt and to provide funding for general working capital; and
- (g) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 1.

## 3. Resolution 2: Approval for Issue of Tranche 2 Shares

---

### 3.1 General

Resolution 2 is an ordinary resolution and seeks Shareholder approval to the issue of the Tranche 2 Shares, pursuant to the Placement. Further details in relation to the Placement are set out in Section 1 above.

### 3.2 Listing Rule 7.1

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) the prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Directors to issue the Tranche 2 Shares to the Tranche 2 Recipients, notwithstanding that the Company has already utilised the Company's 15% annual placement capacity under Listing Rule 7.1 (including through the issue of the Tranche 1 Shares).

### 3.3 Technical Information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the total number of Shares to be issued by the Company will be 107,600,000;
- (b) the issue price of each Share is \$0.20;
- (c) the Shares are anticipated to be allotted and issued on 28 September 2015 and, in any event, no later than 3 months after the date of the Meeting;
- (d) the allotment of the Tranche 2 Shares is expected to occur on one date and not progressively;
- (e) the Tranche 2 Shares will be issued on the same terms as, and will rank equally with, all fully paid ordinary shares in the Company on issue;
- (f) the Shares will be allotted to the Tranche 2 Recipients, being clients of Euroz who are sophisticated and professional investors;
- (g) no Tranche 2 Shares will be issued to related parties of the Company;

- (h) the funds raised from the issue of the Tranche 2 Shares will be utilised by the Company to reduce existing debt and to provide funding for general working capital; and
- (i) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 2.

## **4. Resolution 3: Approval for Alternate Placement**

---

### **4.1 General**

Resolution 3 is conditional on whether Resolution 2 (Approval for Issue of Tranche 2 Shares) is approved. If Resolution 2 is passed, the Company will withdraw Resolution 3.

Resolution 3 is an ordinary resolution and seeks Shareholder approval to the issue of up to that number of Shares, when multiplied by the issue price, will raise up to \$21,520,000 (**Alternate Placement**) to professional and sophisticated investors.

As set out Section 1, the Company's financiers have reset the bank covenants for FY2016, conditional on a minimum debt reduction of \$25 million by 30 September 2015. If Resolution 2 is not approved, Resolution 3 will permit the Company to raise capital by the issue of Shares.

### **4.2 Listing Rule 7.1**

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) the prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The effect of Resolution 3 will be to allow the Directors to issue Shares the subject of Resolution 3, notwithstanding that the Company has already utilised the Company's 15% annual placement capacity under Listing Rule 7.1 (including through the issue of the Tranche 1 Shares).

### **4.3 Technical Information required by Listing Rule 7.3**

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the total number of Shares to be issued by the Company will be that number of Shares which, when multiplied by the issue price, equals \$21,520,000;
- (b) consistent with Listing Rule 7.3.3, the issue price of each Share will be a minimum of 80% of the volume weighted average market price for Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made;
- (c) the Shares are anticipated to be allotted and issued prior to 30 September 2015 and, in any event, no later than 3 months after the date of the Meeting;
- (d) the allotment of the Shares is expected to occur on one date and not progressively;
- (e) the Shares will be issued on the same terms as, and will rank equally with, all fully paid ordinary shares in the Company on issue;
- (f) the Shares will be allotted to sophisticated and professional investors who are not related parties of the Company;
- (g) the funds raised from the issue of the Shares will be utilised by the Company to reduce existing debt and to provide funding for general working capital; and
- (h) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 3.



## 5. Resolution 4: Placement of Shortfall Shares under the SPP

---

### 5.1 General

Under the terms of the SPP, the Directors reserve the right to place any Shortfall Shares in their absolute discretion at a price not less than the price of the Shares being offered under the SPP. Resolution 4 is an ordinary resolution and seeks Shareholder approval pursuant to Listing Rule 7.1 to the issue of the Shortfall Shares. A summary of ASX Listing Rule 7.1 is set out in Section 3 above.

The effect of Resolution 4 will be to allow the Directors to issue the Shortfall Shares to the Shortfall Recipients and that issue will then, if Resolution 4 is passed, not utilise any of its 15% annual placement capacity under Listing Rule 7.1.

### 5.2 Technical Information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the total number of Shortfall Shares to be issued by the Company will be the number of Shares not taken up in the SPP. By way of example:
  - (i) if no Shares were taken up in the SPP, the (maximum) Shortfall Shares would be 35,000,000; and
  - (ii) if 50% of the Shares were taken up in the SPP (being 17,500,000), the number of Shortfall Shares would be 17,500,000;
- (b) the issue price of each Share is \$0.20;
- (c) the Shares are anticipated to be allotted and issued on 28 September 2015 and, in any event, no later than 3 months after the date of the Meeting;
- (d) the allotment of the Shortfall Shares is expected to occur on one date and not progressively;
- (e) the Shortfall Shares will be issued on the same terms as, and will rank equally with, all fully paid ordinary shares in the Company on issue;
- (f) the Shares will be allotted to the Shortfall Recipients, being those sophisticated and exempt investors who apply for Shortfall Shares, and subject to the passing of Resolution 4 would include the Directors;
- (g) the funds raised from the issue of the Shortfall Shares will be utilised by the Company to reduce debt and to provide funding for general working capital; and
- (h) a voting exclusion statement is included in the Notice of Meeting.

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

## 6. Resolution 5: Approval for Related Party participation in the Shortfall Shares in SPP

---

### 6.1 General

Resolution 5 is an ordinary resolution and provides for the issue of Shortfall Shares to the Directors, Mr Magnus Lemmell or their nominees (**Related Parties**).

The issue of Shortfall Shares to the Related Parties pursuant to this Resolution is to be approved by Shareholders under the requirements of Listing Rule 10.11.

Subject to approval of this Resolution 5 (and there being any Shortfall Shares in the SPP):

- (a) each of the Related Parties will subscribe for a minimum of \$15,000 of Shortfall Shares (in addition to, if applicable, their entitlement of \$15,000 of Shares under the SPP, which entitlement subscription does not require approval of shareholders); and
- (b) the Related Parties may, in aggregate, subscribe for a maximum of up to 100% of the Shortfall Shares.

The maximum number of Shares to be issued pursuant to the SPP is 35,000,000 Shares. The Related Parties' entitlements under the SPP (for which they have committed to subscribe, being \$15,000 each) total 300,000 Shares, meaning the maximum number of Shortfall Shares that could arise, if no other shareholder subscribed for Shares in the SPP is 34,700,000 Shortfall Shares (which, whilst unlikely, is shown for illustrative purposes only). If Resolution 5 is approved, the Related Parties will subscribe for a minimum of 375,000 Shortfall Shares and may subscribe for a maximum of 34,700,000 Shortfall Shares. None of the Related Parties would acquire a voting power of more than 19.9% as a result of the issue of Shortfall Shares pursuant to this Resolution.

## 6.2 Listing Rule 10.11

Listing Rule 10.11 restricts the Company's ability to issue securities to related parties, including directors (or an entity controlled by a director) or a person who has been a director of the Company during the last 6 months, unless approval is obtained from Shareholders. The effect of passing Resolution 5 will be to allow the Company to issue a minimum of 375,000 Shares and a total maximum amount of 34,700,000 Shortfall Shares to the Related Parties (in aggregate), without breaching Listing Rule 10.11 or using the Company's 15% placement capacity under Listing Rule 7.1.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

## 6.3 Specific Information Required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, information regarding the possible issue of Shortfall Shares to the Related Parties is provided as follows:

- (a) the Shortfall Shares would be issued to Mr Bernie Ridgeway, Mr Kevin Dundo, Mr Ivan Gustavino, Ms Betsy Donaghey, Mr Ross Kelly and Mr Magnus Lemmell or their nominees;
- (b) subject to their being a Shortfall Share issue, and subject to their being sufficient allocation available:
  - (i) the minimum number of Shortfall Shares to be issued by the Company to the Related Parties (in aggregate) will be 375,000 Shares; and
  - (ii) the maximum number of Shortfall Shares to be issued by the Company to the Related Parties will be the number of Shares not taken up in the SPP. By way of example:
    - (A) if no Shares were taken up in the SPP (other than the Related Parties' entitlement which they have committed to take up), the maximum number of Shortfall Shares that could be issued to the Related Parties (in aggregate) would be 34,700,000 Shares; and
    - (B) if 50% of the Shares were taken up in the SPP, the maximum number of Shortfall Shares that could be issued to the Related Parties (in aggregate) would be 17,500,000 Shares;

For the avoidance of doubt, it should be noted that the Directors (those of whom are eligible to participate) intend to apply for their full entitlement of up to \$15,000 each in the SPP, but if the SPP is fully subscribed by eligible shareholders, there would be no Shortfall and the Related Parties would not receive any Shortfall Shares under this Resolution 5;

- (c) the Shortfall Shares to Related Parties are anticipated to be allotted and issued on or about 28 September 2015 and, in any event, no later than 1 month after the date of the Meeting;
- (d) the Shortfall Shares will be issued to Mr Bernie Ridgeway, Mr Kevin Dundo, Mr Ivan Gustavino, Ms Betsy Donaghey, Mr Ross Kelly and Mr Magnus Lemmell or their nominees at an issue price of \$0.20 each per Share and otherwise on the same terms and conditions as the Shortfall Shares the subject of Resolution 4;
- (e) the funds raised from the issue of the Shortfall Shares will be utilised by the Company to reduce debt and to provide funding for general working capital; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

## 6.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the giving of financial benefits to related parties without shareholder approval, subject to certain exceptions. One exception is where the benefit is given on "arm's length" terms, such that it would be reasonable in the circumstances of the Company and related party, in this case the directors, were dealing at arm's length. As such, reliance is placed on the exception to section 208 of the Corporations Act in relation to Resolution 5.

## 6.5 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

Approval of Resolution 5 in the Notice of Meeting may result in the Directors having a "material personal interest" in the subject of that Resolution on the basis that approval is sought for each Director to participate in the issue of Shortfall Shares. In the absence of approval under section 195 of the Corporations Act, the Directors would not be able to form a quorum at any meetings necessary to carry out the issue of Shortfall Shares to Directors as contemplated by Resolution 5. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the matter to Shareholders to resolve upon.

## 7. Glossary

---

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

**Alternate Placement** means the possible alternative placement the subject of Resolution 3 which is alternate to the Placement and would only proceed if Resolution 2 was not passed.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

**Company** means Imdex Limited ACN 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.

**Euroz** means Euroz Securities Limited.

**Explanatory Statement** means this explanatory statement accompanying the Notice of Meeting.

**Meeting** or **General Meeting** means the General Meeting of the Company to be held at 11am (Perth time) on 24 September 2015.

**Notice** or **Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement.

**Perth time** means the time in Perth, Western Australia.

**Placement** has the meaning set out in Section 1.

**Related Parties** means the related parties of the Company specified in section 6.1.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Shortfall Shares** means any Shares not taken up by eligible Shareholders under the SPP.

**Shortfall Recipients** means the recipients of the Shortfall Shares, being sophisticated or exempt investors who apply for and are allotted Shortfall Shares.

**SPP** means the Share Purchase Plan announced by the Company on 21 August 2015 for the Company to raise a maximum of \$7,000,000 at an issue price of \$0.20 per Share with all eligible shareholders as at the record date of 20 August 2015 being able to apply for up to \$15,000 each.

# EXPLANATORY STATEMENT

**Tranche 1 Shares** means 32,400,000 Shares at an issue price of \$0.20 each, issued to the Tranche 1 Recipients.

**Tranche 2 Shares** means 107,600,000 Shares at an issue price of \$0.20 each, to be issued to the Tranche 2 Recipients.

**Tranche 1 Recipients** means the recipients of the Tranche 1 Shares, being clients of Euroz who are sophisticated and professional investors.

**Tranche 2 Recipients** means the recipients of the Tranche 2 Shares, being clients of Euroz who are sophisticated and professional investors.

**\$** means Australian dollars.

## Lodge your vote:



### Online:

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



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

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

## Proxy Form



### Vote online

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

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

**Control Number: 137956**

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 (Perth time) Tuesday, 22 September 2015**

## How to Vote on Items of Business

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

### Appointment of Proxy

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

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

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

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

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

☐

**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.

# 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 General Meeting of Imdex Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 24 September 2015 at 11:00am (Perth time) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of Issue of Tranche 1 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for Issue of Tranche 2 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Alternate Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Placement of Shortfall Shares in SPP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for Related Party participation in Shortfall Shares in SPP	<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 / /