

11 September 2020

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

Dear Sir/Madam

Annual General Meeting 2020 – Notice of Meeting

Imdex Limited (ASX:IMD) will be holding its 2020 Annual General Meeting at 11.00 am (WST) on 15 October 2020 (Meeting).

Attached are copies of the following documents in relation to the Meeting:

- Letter to Shareholders regarding the Notice of Annual General Meeting 2020;
- Notice of Annual General Meeting 2020; and
- Proxy Form.

Yours faithfully
Imdex Limited



Paul Evans
Company Secretary

This announcement has been approved for lodgement by the Company Secretary.

ABOUT IMDEX

IMDEX is a leading Mining-Tech company, which enables successful and cost-effective operations from exploration to production. The Company develops cloud-connected sensors and drilling optimisation products to improve the process of identifying and extracting mineral resources for drilling contractors and resource companies globally. www.imdexlimited.com

FURTHER INFORMATION

Contact:
Paul Evans – Company Secretary
Email: Paul.Evans@imdexlimited.com

11 September 2020

**Annual General Meeting of Imdex Limited
to be held on Thursday, 15 October 2020 at 11:00am (AWST)**

Dear Shareholder,

You are invited to attend the Annual General Meeting of the shareholders of Imdex Limited (**Company**) (ASX: IMD) to be held at the Company offices at 216 Balcatta Road, Balcatta, Western Australia, on Thursday 15 October 2020 at 11:00am (AWST).

In accordance with section 5(1)(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the notice of meeting and accompanying explanatory statement (the **Meeting Materials**) will not be physically dispatched but instead is being made available to shareholders electronically. You are able to view and download the Meeting Materials at: <https://www.imdexlimited.com/investors/asx-announcements>. As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

For those who have nominated an email address and have elected to receive electronic communications from the Company, an email will be sent to their nominated email address with a link to an electronic copy of the Meeting Materials.

In order to be able to receive electronic communications by email from the Company in the future, please update your shareholder details online at www.computershare.com.au/easyupdate/imd and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form.

Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab. As a valued shareholder in the Company, we look forward to your participation in the meeting. If you prefer not to vote online, please return the attached proxy form in the return envelope provided. Your proxy voting instructions must be received by 11.00am AWST on Tuesday, 13 October 2020.

The Company will hold a physical meeting with the appropriate social distancing measures in place to comply with the Federal and State Governments' current restrictions for physical gatherings. If COVID-19 circumstances were to change and impact arrangements for the meeting, the Company will update Shareholders by way of an announcement on the ASX and the details will also be made available on the Company's website.

If you have any difficulties obtaining a copy of the Meeting Materials, please contact the Company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Yours sincerely,



Paul Evans Company Secretary



Notice of Annual General Meeting

Imdex Limited

11.00am (AWST) on Thursday, 15 October 2020
216 Balcatta Rd, Balcatta, 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 Annual General Meeting and Explanatory Statement.

If you are unable to attend the Annual 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 Annual General Meeting

Notice is given that an Annual General Meeting of Shareholders of Imdex Limited will be held at 216 Balcatta Rd, Balcatta, Western Australia, Australia on **Thursday, 15 October 2020 commencing at 11.00am (AWST)**.

ITEMS OF BUSINESS

1. Financial Statements

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's reports for the year ended 30 June 2020.

2. Resolution 1 - Re-election of Mr Ivan Gustavino

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

"That, for the purposes of ASX Listing Rules 14.4 and 14.5 and for all other purposes, Mr Ivan Gustavino, 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. Resolution 2 - Re-election of Ms Sally-Anne Layman

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

"That, for the purposes of ASX Listing Rules 14.4 and 14.5 and for all other purposes, Ms Sally-Anne Layman, who retires from the office of Director at the end of the Meeting, and being eligible, offers herself for re-election, is re-elected as a Director".

4. Resolution 3 - Remuneration Report

To consider and, if thought fit, to pass with or without amendment, 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 2020 be approved".

The vote on this Resolution 3 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to Section 250R(4) of the Corporations Act

A vote on this Resolution 3 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel (KMP) details of whose remuneration are included in the Remuneration Report; and
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 3 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
 - (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - (2) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (A) does not specify the way the proxy is to vote on the Resolution; and
 - (B) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

NOTES

1. Explanatory Statement

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

2. Poll

All Resolutions will be conducted by poll.

3. Proxies

Please note that:

- (a) a member of Imdex entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Imdex; and
- (c) a member of Imdex 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.

4. Voting by Proxy

- 4.1 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.
- 4.2 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.
- 4.3 If you are in any doubt as to how to vote, you should consult your professional adviser.

5. Proxy Instructions

The enclosed Proxy Form for the Meeting provides further details on appointing proxies and lodging the Proxy Form. Proxies must be returned by 11.00am (AWST) on 13 October 2020.

6. Corporate Representatives

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.

7. Shareholders Eligible to Vote

- 7.1 Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) permits Imdex 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.
- 7.2 The Directors have determined that all Shares of Imdex on the register as at 5.00pm (AWST) on 13 October 2020 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.

By Order of the Board of Directors

Imdex Limited



Paul Evans Company Secretary

Dated: 11 September 2020

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 Annual General Meeting.

1. Resolutions 1 and 2 – Re-election of Directors Mr Ivan Gustavino and Ms Sally-Anne Layman

In accordance with ASX Listing Rules 14.4 and 14.5 at every annual general meeting an election of Directors must be held and no director may hold office beyond the third annual general meeting following the Director's appointment, or three years, whichever is the longer. Pursuant to 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.

Mr Ivan Gustavino

Mr Ivan Gustavino, a Non-Executive Director of the Company since 2015, 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 Gustavino's attendance at Board meetings over the 12 month period to 30 June 2020 is set out in the 2020 Annual Financial Report as are further details concerning his qualifications and experience.

Directors' Recommendation:

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

Ms Sally-Anne Layman

Ms Sally-Anne Layman, a Non-Executive Director of the Company since 2017, 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 Ms Layman's attendance at Board meetings over the 12 month period to 30 June 2020 is set out in the 2020 Annual Financial Report as are further details concerning her qualifications and experience.

Directors' Recommendation:

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

2. Resolution 3 – Remuneration Report

Included in the Directors' Report contained within the 2020 Annual Financial Report is a Remuneration Report that sets out the details of the remuneration of all Directors and the highest paid group of executives. In addition, it describes the Board's remuneration policy.

In accordance with Section 250R of the Corporations Act, 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 must go up for re-election.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

As set out in the voting exclusion statement to Resolution 3, there are restrictions on members of the Key Management Personnel and their Closely Related Parties (in any capacity) and their proxies voting on Resolution 3.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 3, subject to compliance with the Corporations Act.

Glossary

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

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

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of the Company.

Closely Related Party has the meaning defined in the Corporations Act.

Company or Imdex 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 person appointed to perform the duties of a director of the Company.

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

Meeting or Annual General Meeting means the Annual General Meeting of the Company to be held at 11.00 am (AWST) on 15 October 2020.

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

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.

\$ means Australian dollars.

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **11:00am (AWST) Tuesday, 13 October 2020**

Voting Form

How to Vote on Items of Business

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

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184179
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐

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

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 216 Balcatta Road, Balcatta, Western Australia on Thursday, 15 October 2020 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is 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 Resolution 3 by marking the appropriate box in step 2.

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
1 Re-election of Mr Ivan Gustavino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Sally-Anne Layman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

