

IMDEX Limited
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31 August 2018

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

Dear Sir / Madam,

Annual General Meeting 2018 – Notice of Meeting

Please find attached a copy of the Notice of Meeting and Proxy Form for the 2018 Annual General Meeting of Imdex Limited (ASX: IMD) to be held at 11.00 am (WST) on 4 October 2018.

Yours faithfully
Imdex Limited

A handwritten signature in blue ink, appearing to read "P. Evans", with a long horizontal flourish extending to the right.

Paul Evans
Company Secretary



Notice of 2018 Annual General Meeting

Imdex Limited

11.00 am (WST) on Thursday, 4 October 2018 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, 4 October 2018 commencing at 11.00am (Perth time).

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 2018.

2. Resolution 1 - Re-election of Mr Anthony Wooles

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

"That, for all purposes, Mr Anthony Wooles, 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 - Remuneration Report

To consider and, if thought fit, 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 2018 be approved".

The vote on this Resolution 2 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 2 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 2 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.

4. Resolution 3 - Employee Rights Plan

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

“That, for the purpose of Exception 9 of Listing Rule 7.2 and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the renewal of the Employee Rights Plan (ERP) established in 2009 and that the Company be authorized to issue securities under the ERP within three (3) years from the date of this resolution and the grant of Rights from time to time under the ERP as an exception to Listing Rule 7.1 in accordance with the terms and conditions outlined in the Explanatory Statement”.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of:

- (a) any Director who is entitled to participate in the ERP; or
- (b) any associate of that person or persons.

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 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.

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 3 is a resolution connected directly or indirectly with the remuneration of a member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 3 must not be cast by:

- (a) any member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity); or
- (b) a Closely Related Party of such KMP,

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 on this Resolution 3 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, on the condition that the appointment of 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 KMP for the Company, or if the Company is part of a consolidated entity, of the entity.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including Resolution 3, subject to compliance with the Corporations Act. 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. Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying proxy form.

5. Resolution 4 - Issue of Performance Rights to Mr Bernie Ridgeway

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

“That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to issue a maximum of up to 374,331 Performance Rights under the ERP, 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 Statement”.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

- (a) any Director who is entitled to participate in the ERP; or
- (b) any associate of that person or persons.

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 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.

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 4 is a resolution connected directly or indirectly with the remuneration of a member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by:

- (a) any member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity); or
- (b) a Closely Related Party of such KMP,

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 on this Resolution 4 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, on the condition that the appointment of 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 KMP for the Company, or if the Company is part of a consolidated entity, of the entity.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including Resolution 4, subject to compliance with the Corporations Act. 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. Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying proxy form.

NOTES

1. Proxies

1.1 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.

2. Voting by Proxy

- 2.1 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.
- 2.2 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.
- 2.3 If you are in any doubt as to how to vote, you should consult your professional adviser.

3. Proxy Instructions

- 3.1 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 (Perth time) on 2 October 2018.

4. Corporate Representatives

- 4.1 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.

5. Shareholders Eligible to Vote

- 5.1 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.
- 5.2 The Directors have determined that all Shares of Imdex on the register as at 5.00pm (Perth time) on 2 October 2018 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: 31 August 2018

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. Resolution 1 – Re-election of Director Mr Anthony Wooles

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 (other than the Managing 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 Anthony Wooles a Director of the Company since 1 July 2016, 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 Wooles' attendance at Board meetings over the 12-month period to 30 June 2018 is set out in the 2018 Annual Financial Report as are further details concerning his qualifications and experience.

Recommendation:

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

2. Resolution 2 – Remuneration Report

Included in the Directors' Report contained within the 2018 Annual Financial 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.

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 (other than the Managing Director and CEO) must go up for re-election.

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 2, there are restrictions on members of the Key Management Personnel and their Closely Related Parties (in any capacity) and their proxies voting on Resolution 2.

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 2, subject to compliance with the Corporations Act.

3. Resolution 3 – Employee Rights Plan

In 2009, the Company adopted an Employee Rights Plan (ERP), which was approved by Shareholders at the FY09 AGM. This approval was then renewed by Shareholders at the FY12 AGM and FY15 AGM. That approval, given for the purposes of Listing Rule 7.2, is due to expire on 18 October 2018. The purpose of Resolution 3 is to renew that approval.

Pursuant to ASX Listing Rule 7.2 (Exception 9), Resolution 3 seeks Shareholder approval to the issue of securities of the Company under, and pursuant to, the rules of the ERP as an exception to Listing Rule 7.1 for a period of 3 years.

Listing Rule 7.1

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval.

Listing Rule 7.2 provides certain exceptions to Listing Rule 7.1, allowing certain issues of securities to be excluded from the calculation of the number of securities issued during the 12 month period. Exception 9 of Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to an issue under an employee incentive plan, if within three years before the date of issue, Shareholders have approved the issue of securities under the ERP as an exception to Listing Rule 7.1.

Resolution 3 proposes that Shareholders consider and renew approval of the ERP in accordance with ASX Listing Rule 7.2 (Exception 9), which would enable securities issued under the ERP over the next three years to be excluded from the calculation of the number of securities issued for the purposes of Listing Rule 7.1.

The Board last sought and obtained approval by holders of ordinary securities to the issue of securities under the ERP as an exception to ASX Listing Rule 7.1 at the FY15 AGM. Exception 9 of Listing Rule 7.2 requires certain information to be included in the notice of general meeting as follows:

- (a) the terms of the ERP are substantially the same as those approved by Shareholders at the FY15 AGM, save for some amendments including to the eligible participant definitions and the vesting / lapsing of Rights when cessation of position occurs for a 'Qualifying Reason'. A summary of the ERP is set out in Annexure A. Further, a copy of the current ERP will be released to ASX and will be available on the Imdex website prior to the Meeting. The ERP will also be made available to any Shareholder upon request.
- (b) Since the date of last approval on 20 November 2015, 27,658,936 Performance Rights have been issued and up to a maximum of 3,350,000 will be subject to offer under the ERP to eligible participants prior to the Meeting. Of this total number (including those the subject of offer), 27,978,875 are outstanding.
- (c) Further, the Company intends, subject to Shareholder approval at this annual general meeting, to issue up to a maximum of 374,331 Performance Rights as per Resolution 4 to a Director of the Company.

Corporations Act

Pursuant to the terms of the ERP (see Annexure A for further details) where the recipient (Qualifying Recipient) ceases office or employment with the Company for a "Qualifying Reason" (as defined in the ERP), the Performance Rights granted to them may vest early, with the number of Performance Rights the Qualifying Recipient may be entitled to being calculated as set out in the ERP, and summarized in Annexure A.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if the giving of the benefit is below a certain threshold, is approved by Shareholders or an exemption applies. Broadly, the threshold is prescribed in the Corporations Act as the average annual base salary of the recipient.

The accelerated vesting of Performance Rights under the terms of the PRP is considered a "benefit" (the value of that benefit being the Acceleration Benefit) for the purposes of section 200B. When combined with the Qualifying Recipient's existing termination benefits (Existing Benefits), the Acceleration Benefit may, in some circumstances, result in the total benefit payable exceeding the limit permitted under the Corporations Act without Shareholder approval.

To the extent that the value benefit of the accelerated vesting of these Performance Rights upon retirement from office or employment may be beyond the benefit permitted to be granted by the Company under sections 200B and 200E of the Corporations Act, and to the extent that shareholders have not already approved the giving of those benefits, shareholder approval is now sought under Resolution 3. Approval for the Acceleration Benefit will apply in relation to Performance Rights granted under the ERP up to the date Resolution 3 is passed and any future rights granted under the ERP.

Value of benefit

The value of the Acceleration Benefit cannot be determined as at the date of this Explanatory Statement.

Matters, events and circumstances which are likely to affect the value of the Acceleration Benefit payable to a Qualifying Recipient include:

- (a) the number of Performance Rights held by the Qualifying Recipient prior to cessation of employment or office;
- (b) the proportion of the applicable performance period that has elapsed as at the date of cessation of employment or office; and
- (c) the Company's share price on the date of cessation of employment or office.

The Company would calculate the value of the Acceleration Benefit as being equal to the total value of the number of Performance Rights that vest, where the value of a vested Performance Right is determined as being equal to the closing market price of a share on ASX on the ASX trading day before the date of the calculation.

In accordance with Listing Rule 10.19 the termination benefits that are or may be payable to any officer of the Company will not together exceed 5% of the equity interests of the Company unless further Shareholder approval is obtained.

Recommendation:

As the Directors may have an interest in the outcome of Resolution 3, they consider that it would not be appropriate to make a recommendation to Shareholders as to how to vote in relation to Resolution 3.

Voting Exclusion Statement:

There are restrictions on voting on Resolution 3 by Directors and their associates and KMP and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statement in relation to Resolution 3 in the Notice of Meeting.

4. Resolution 4 - Issue of Performance Rights to Mr Bernie Ridgeway

Pursuant to Resolution 4, 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 2018, being \$1.278.

The current TBR for Mr Ridgeway is \$930,730, which is currently subject to review and potential change. Therefore for the purposes of explaining the maximum calculation of the NPR, the Company confirms that the TBR for the purposes of calculating the NPR will not exceed \$956,790 (representing a notional CPI increase). The Company has taken a considered view at the date of this Notice of Meeting, in order to be able to disclose a maximum NPR figure as is required by the Listing Rules, that this figure is the appropriate maximum TBR to be used for the calculation of the NPR only; however it may be that a lesser NPR will be determined depending on the outcome of the current salary review.

Accordingly, the calculation of the NPR, being the maximum number of Performance Rights which may be granted to Mr Ridgeway, is:

$$(956,790 \times 50\%) \div 1.278 = 374,331 \text{ Performance Rights}$$

To illustrate the minimum number, in the event that the TBR remained unchanged at the time of the calculation, the minimum number of Performance Rights which would be granted to Mr Ridgeway, is:

$$(930,730 \times 50\%) \div 1.278 = 364,135 \text{ Performance Rights}$$

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 2021) will commence when the Company's Performance (as calculated by the Performance Measures) is at 50% and above of the Peer Group performance. The Company's Performance percentage is calculated separately by reference to the two Performance Measures, which is then blended (i.e. if TSR is 50% and EPS is 70%, the blended resultant percentage is 60%). If the blended percentage is less than 50%, the allocation will be nil. 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 following table provides examples of various scenarios assuming different relative percentile rankings (assuming the maximum issue of 374,331 Performance Rights).

	Scenario 1	Scenario 2	Scenario 3
TSR			
Example relative percentile ranking	50%	30%	100%
EPS			
Example relative percentile ranking	70%	50%	90%
Average (blended) percentile rank %	60%	40%	95%
Level of vesting	50%	0%	100%
Example Total Performance Right Entitlement	186,230	0	374,331

The Company will determine the performance of Imdex against the Performance Measures over the Performance Period (being from 1 July 2018 to 30 June 2021) and determine whether, and to what extent, the Performance Measures have been met in or about October 2021 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, other than as set out in the terms of the ERP.

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

Shareholder approval for the establishment of the ERP was obtained for the purposes of ASX Listing Rule 7.2 exception 9 at the FY09 AGM, was renewed at the FY12 AGM and further renewed at the FY15 AGM and subject to Resolution 3 will be renewed at this AGM. A summary of the general terms and conditions of the Performance Rights issued under the ERP 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 in accordance with the ERP but in any event no later than 31 December 2021.

Requirements of the ASX Listing Rules:

ASX Listing Rule 10.14 provides that a listed entity must not issue equity securities under the ERP 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 ERP (approved by Shareholders pursuant to ASX Listing Rule 7.2 at the FY09 AGM, renewed at the FY12 AGM, further renewed at the FY15 AGM and again under Resolution 3), 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:

Under Section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders or an exemption applies. Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes Mr Ridgeway. The term benefit has a wide operation and includes the early vesting of the Performance Rights under the rules of the ERP (refer paragraph 10 of the Annexure A summary of the ERP).

It is proposed, therefore, that this resolution will also approve, under section 200E of the Corporations Act, any 'termination benefit' that may be provided to Mr Ridgeway under the ERP in relation to the Performance Rights to be granted to him, in addition to any other termination benefits that may be provided to Mr Ridgeway as otherwise permitted under the Corporations Act. The termination benefit that may be given under the ERP is the early vesting of the Performance Rights if Mr Ridgeway ceases employment with the Company due to a "Qualifying Reason" (as defined in the ERP and which includes Retirement, total permanent disability and death and as determined by the Board). The value of the 'benefit' cannot yet be determined as it will be dependent on the number of Performance Rights that are subject to any early vest and the Company's share price at that time.

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:

The maximum number of Performance Rights to be granted to Mr Ridgeway is 374,331 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).

- (a) No amount will be payable by Mr Ridgeway to acquire the Performance Rights or upon the exercise of the Performance Rights.
- (b) Mr Ridgeway is the only Director (or person referred to in ASX Listing Rule 10.14) presently entitled to participate in the ERP.
- (c) Subject to the approval of this Resolution 4, the issue of the Performance Rights referred to in this Resolution will be issued in or about October 2018 (but in any event no later than the date that is 3 years after the date of this meeting).
- (d) Details of any Performance Rights issued under the ERP 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.
- (e) 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 ERP 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.
- (f) No loan will be provided to Mr Ridgeway by the Company in connection with the issue of the Performance Rights.
- (g) The only Director (or person referred to under ASX Listing Rule 10.14) who has previously received securities under the ERP is Mr Ridgeway. Mr Ridgeway was issued 264,818 Performance Rights and 300,000 Performance Rights for nil consideration following approval at the FY12 AGM and FY13 AGM respectively. The performance hurdles applicable to those performance rights were not satisfied. 723,226 Performance Rights were issued to Mr Ridgeway for nil consideration following approval at the FY14 AGM and the performance hurdles applicable to those performance rights were not satisfied. 1,558,468 Performance Rights were issued to Mr Ridgeway for nil consideration following approval at the FY15 AGM and the Company will determine whether, and to what extent the Performance Measures to those Performance Rights have been satisfied in or about September 2018. 2,268,946 and 643,762 Performance Rights were issued to Mr Ridgeway for nil consideration following approval at the FY16 AGM and FY17 AGM respectively. The satisfaction or otherwise of the Performance Measures applicable to the Performance Rights issued to Mr Ridgeway following approval at the FY16 AGM and FY17 AGM will not be known until September 2019 and September 2020 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 4.

Voting Restrictions:

The relevant voting exclusion statement is set out in Resolution 4 in the Notice of Meeting.

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.

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 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 (Perth time) on 4 October 2018.

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

Perth time means the time in Perth, Western Australia.

Qualifying Reason has the meaning defined in the ERP and summarised in Annexure A.

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.

Annexure A: Resolution 3 and 4 - Summary of the Terms of the Employee Rights Plan

1. Under the ERP the Directors may offer to grant Rights to any Director, company secretary or full-time or part-time or casual employee, contractor of the Company (or a member of the Group) or a controlled entity at the Board's discretion, or a person whom the Board determines is eligible to receive grants of Rights (**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) Under the ERP, the Directors shall not offer or issue any Rights to any Eligible Person in accordance with the ERP if the number of Shares to be received on the exercise of the Rights, when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 year period, pursuant to an employee equity scheme of Imdex, 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 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, may (together with any securities that can be disregarded in accordance with ASIC Class Order 14/1000 or otherwise) be disregarded.
3. Following receipt of the offer, an Eligible Person or an associate of an Eligible Person may apply for 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 Right.
4. Rights may not be offered to a Director or his or her associates without prior Shareholder approval.
5. The Board will set performance criteria to be met before the Rights may be exercised (**Performance Criteria**).
6. The exercise price (if any) payable on the exercise of a Right shall be determined by the Board, in its absolute discretion at the time of offering the Rights.
7. The exercise period of each Right shall be determined by the Board in its absolute discretion (**Exercise Period**). However, Rights will only be able to be exercised if the Performance Criteria set by the Board in respect of a 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 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, Rights may expire prior to the Expiry Date in the following circumstances:
 - (a) the cessation of the Participant's employment or position which is not due to:
 - i) the death, Total and Permanent Disablement, 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 each of which in (i) to (iii) above are a "Qualifying Reason".
 - (b) the transfer or purported transfer of the Right without the Board's prior written consent (where such transfer is otherwise not permitted by the terms of the 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 Right is to be forfeited; and
 - (d) the Participant notifying Imdex that the Participant wishes the Right to lapse.
10. If the cessation of the Participant's employment or office is due to a Qualifying Reason the number of Rights that vest or lapse will be calculated as follows:

in the case of non-employee Participants:

 - (a) if less than eighteen months of the Performance Period relating to those Rights has elapsed at the date of cessation, all of the Rights will lapse; and
 - (b) if eighteen months or more of the Performance Period relating to those Rights has elapsed at the date of cessation as an Employee, the number of Rights the holder will be entitled to have tested against the Performance Criteria at the end of the Performance Period will be determined by the Board in its absolute discretion.

in the case of employee Participants:

 - (c) the number of Rights the Participant will be entitled to have tested against the Performance Criteria at the end of the applicable performance period will be determined by the Board in its absolute discretion, taking into account the length of the Employee's service in the Performance Period and the Employee's performance.
11. All Shares issued upon the exercise of 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 Rights. However, the Company will not apply for official quotation by ASX of the Rights.
12. A Right may only be transferred in accordance with its terms of issue or otherwise with the prior written consent of the Board.
13. In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, then the number of Rights to which each holder of Rights is entitled or the exercise price of the Rights or both will be reconstructed in the manner required by the ASX Listing Rules and as otherwise set out in the ERP.
14. A Right does not entitle a participant to participate in new issues of securities to holders of Shares, unless the Right has been exercised and a Share has been issued or transferred to the Participant in respect of that Right, before the record date for determining entitlements to securities under the new issue.

15. If the Company makes a bonus issue, the number of Shares over which a Right is exercisable will be increased by the number of Shares which the holder of the Right would have received if the Right had been exercised before the record date for the bonus issue. The exercise price will not change.
16. If the Company makes a rights issue, the number of Shares over which a Right is exercisable will not be increased by the number of Shares which the holder of the Right would have received if the Right had been exercised before the record date for the rights issue. The exercise price will also not change.
17. Any notice of exercise of a Right received by the Company will be deemed to be a notice of the exercise of the Right on the first business day after the date of receipt of the notice.
18. Shares provided to a Participant on the exercise of 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 ERP and the trust deed established for the purposes of the ERP.
19. The Directors may alter, delete or add to the provisions of the ERP without obtaining the consent of Shareholders of the Company provided such alterations or deletions are consistent with the ASX Listing Rules.
20. The rules of the ERP shall be construed in accordance with the laws of Western Australia and each Right holder submits to the exclusive jurisdiction of the Courts of Western Australia.

A copy of the current ERP will be released to ASX and will be available on the Imdex website prior to the Meeting. The ERP will also be made available to any Shareholder upon request.

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
(custodians) www.intermediaryonline.com

For all enquiries call:

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

IMD

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



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: 9999999

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, 2 October 2018

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 216 Balcatta Road, Balcatta, Western Australia on Thursday, 4 October 2018 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 2, 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 2, 3 and 4 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 2, 3 and 4 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 Mr Anthony Wooles	☐	☐	☐
Resolution 2	Remuneration Report	☐	☐	☐
Resolution 3	Employee Rights Plan	☐	☐	☐
Resolution 4	Issue of Performance Rights to Mr Bernie Ridgeway	☐	☐	☐

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

/ /

IMD

999999A

Computershare +