

17 November 2014

## Non-Renounceable Entitlement Offer

IMX Resources (ASX: IXR, TSX: IXR, IXR.WT) (the **Company**) is pleased to announce that it will undertake a non-renounceable pro rata entitlement offer (**Entitlement Offer**) to eligible shareholders on the basis of one share (**New Shares**) at an issue price of \$0.012 for every two fully paid ordinary shares (**Shares**) to raise approximately \$3.0 million (before costs).

The Entitlement Offer will be available to all holders of Shares in the Company (**Shareholders**) with a registered address in Australia and New Zealand (**Eligible Shareholders**) as at 5.00 pm (AWST) on 24 November 2014 (**Record Date**) who hold shares in the capital of the Company as at the Record Date (**Entitlement**). The Company will make an application to the ASX for official quotation of the New Shares.

The right to subscribe for the New Shares in accordance with an Entitlement under the Entitlement Offer) will be non-renounceable and the Entitlement Offer will not be underwritten.

Shares issued pursuant to the Entitlement Offer will rank equally with all shares on issue. Entitlements which are not taken up by Eligible Shareholders will form part of the shortfall. Subject to any restrictions imposed by law, Eligible Shareholders who have subscribed for their Entitlements in full may apply for additional shares under the shortfall (**Shortfall Shares**). Shortfall Shares will be issued to Eligible Shareholders at the discretion of the Directors. Subject to the Corporations Act 2001(Cth) and the ASX Listing Rules, the Directors reserve the right to deal with the Shortfall Shares which are not taken up by Eligible Shareholders under the Entitlement Offer within 3 months after the Closing Date, including by inviting persons to apply for the Shortfall Shares.

The issue price offered under the Entitlement Offer will be \$0.012 per share. The issue price represents a discount of 25% to the closing price of 0.016 for shares in the Company last traded on the Australian Securities Exchange (**ASX**) on 14 November 2014 and a 37% discount to the last 5 day volume weighted average price of \$0.019 in the period to 14 November 2014.

The Company will use the proceeds from the Entitlement Offer for exploration and evaluation work at its Chilalo Graphite Project and Kishugu Gold Prospect, for completion of study work required to retain the tenement on which a nickel resource exists, to meet costs associated with holding tenements on its Nachingwea Property in south-east Tanzania and for working capital.

The number of issued Shares following the close of the Rights Issue is as follows:

- |  |             |
|--|-------------|
| • Number of Shares currently on issue:   | 507,497,146 |
| • Maximum number of New Shares to be issued under the Rights Issue <sup>1</sup> :      | 253,748,573 |
| • Maximum number of Shares on issue upon completion of the Rights Issue <sup>2</sup> : | 761,245,719 |

Notes:

<sup>1</sup> The number of New Shares to be issued assumes that no options or performance rights currently on issue are exercised or converted prior to the Record Date.

<sup>2</sup>Assumes that the Entitlement Offer is fully subscribed and that no options or performance rights currently on issue are exercised or converted prior to the Record Date.

The Company has decided that it is unreasonable to extend the Entitlement Offer to shareholders with a registered address outside Australia and New Zealand (**Excluded Shareholders**) having regard to:

- a) the number of Shareholders outside Australia and New Zealand;
- b) the number and value of New Shares that would be offered to Shareholders outside of Australia and New Zealand; and
- c) the cost of complying with the legal requirements, and requirements of regulatory authorities, in the overseas jurisdictions.

Accordingly, the Entitlement Offer will not be extended to Excluded Shareholders.

#### **Proposed timetable**

It is proposed that the Entitlement Offer be conducted according to the following indicative table:

<b>Event</b>	<b>Date</b>
Entitlement Offer announced via ASX	17 November 2014
Shares quoted on an "ex" basis	20 November 2014
Record Date to identify Shareholders entitled to participate in issue	24 November 2014
Offer Document lodged with ASX	25 November 2014
Offer Document and Entitlement and Acceptance Forms despatched to Eligible Shareholders	25 November 2014
Closing Date for acceptance and payment	4 December 2014
Issue of New Shares and despatch of holding statements	10 December 2014
Commencement of trading of New Shares	11 December 2014

This timetable is indicative only and subject to change. Subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, the Directors of the Company reserve the right to vary these dates, including the closing date of the Entitlement Offer, without prior notice. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment. In that event, application money will be returned without interest.

Full details of the terms and conditions of the Entitlement Offer will be contained in the Offer Document to be lodged with the ASX and to be despatched to Eligible Shareholders in accordance with the timetable set out above.

In connection with the Entitlement Offer, the following documents are enclosed:

- Letter to eligible shareholders
- Letter to excluded shareholders
- Letter to option holders

- Cleansing Notice
- Appendix 3B



**PHIL HOSKINS**  
**Acting CEO**

For further information, please contact:  
Phil Hoskins – Acting CEO  
Tel: +61 8 9388 7877

Stuart McKenzie – General Manager Commercial and  
Company Secretary  
Tel: +61 8 9388 7877

**Media**

Nicholas Read/Paul Armstrong – Read Corporate  
Telephone: +61 8 9388 1474  
E: [info@readcorporate.com.au](mailto:info@readcorporate.com.au)

**About IMX Resources Limited**

IMX Resources Limited is an Australian-based exploration company, listed on the Australian Securities Exchange and Toronto Stock Exchange (“TSX”), with projects located in Australia and East Africa.

In Tanzania, IMX controls (85%) the Nachingwea Property in south-eastern Tanzania. The Nachingwea Property lies in the world-class Mozambique Belt which is prospective for graphite, nickel, gold and copper mineralization.

At Nachingwea, IMX is carrying out exploration at its Chilalo Graphite Project and at its Kishugu Gold Prospect and there is a significant nickel resource at its Ntaka Hill Nickel Project.

**Cautionary Statement:** The TSX does not accept responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

On 19 June 2014 IMX announced the appointment of Voluntary Administrators to Termite Resources NL (“Termite”). Termite was wholly-owned by an incorporated joint venture entity, the board of which comprised nominees of IMX and Taifeng Yuanchuang International Development Co., Ltd. Termite held the joint venture's interests in the Cairn Hill iron ore mine, located 55 kilometres south-west of Cooper Pedy in South Australia.

The Voluntary Administrator's final report to creditors was issued on 4 September 2014 and the second meeting of creditors took place on 15 September 2014, at which creditors voted to place Termite in liquidation.

Visit: [www.imxresources.com.au](http://www.imxresources.com.au)

**Forward-looking Statements:** This News Release includes certain “forward-looking statements”. Forward-looking statements and forward-looking information are frequently characterised by words such as “plan,” “expect,” “project,” “intend,” “believe,” “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may”, “will” or “could” occur. All statements other than statements of historical fact included in this release are forward-looking statements or constitute forward-looking information. There can be no assurance that such information of statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such information. Important factors could cause actual results to differ materially from IMX’s expectations.

These forward-looking statements are based on certain assumptions, the opinions and estimates of management and qualified persons at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements or information. These factors include the inherent risks involved in the exploration and development of mineral properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal prices, the possibility of project cost overruns or unanticipated costs and expenses, the ability of contracted parties to

provide services as contracted, uncertainties relating to the availability and costs of financing needed in the future and other factors.

There can be no assurance that exploration at the Nachingwea Property, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

IMX undertakes no obligation to update forward-looking statements or information if circumstances should change. The reader is cautioned not to place undue reliance on forward-looking statements or information. Readers are also cautioned to review the risk factors identified by IMX in its regulatory filings made from time to time with the ASX, TSX and applicable Canadian securities regulators.

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Dear Shareholder

### Non - Renounceable Entitlement Offer

IMX Resources Limited ACN 009 129 560 (the **Company**) is pleased to announce an opportunity for holders of shares in the Company (**Shareholders**) with a registered address in Australia and New Zealand (**Eligible Shareholders**) as at 5.00 pm (AWST) on 24 November 2014 (**Record Date**) to participate in a non-renounceable pro rata entitlement offer (**Entitlement Offer**).

Pursuant to the Entitlement Offer, the Company will issue up to 253,748,573 fully paid ordinary shares in the capital of the Company (**New Shares**) at an issue price of \$0.012 each, to raise approximately \$3.0 million (before costs). The New Shares will be offered on the basis of one New Share for every two fully paid ordinary shares (**Shares**) held in the capital of the Company as at the Record Date (**Entitlement**).

The New Shares will be fully paid and will rank equally with the Company's existing issued Shares. The Company will make an application to the Australian Securities Exchange (**ASX**) for official quotation of the New Shares.

The rights to subscribe for the New Shares in accordance with an Entitlement under the Entitlement Offer are non-renounceable and the Entitlement Offer is not underwritten. In determining Entitlements, any fractional entitlements have been rounded up to the nearest whole number of Shares. It is expected that the New Shares will be entered into uncertificated holdings and holding statements despatched on 10 December 2014.

An Offer Document setting out full details of the Entitlement Offer, a copy of which will be lodged with the ASX on 25 November 2014, will be sent to all Eligible Shareholders, together with an Entitlement and Acceptance Form, on 25 November 2014. A copy of the Offer Document will also be available on the ASX website (<http://www.asx.com.au>). Full details of the terms and conditions of the Entitlement Offer will be contained in the Offer Document.

Pursuant to the ASX Listing Rules (**Listing Rules**), the Company is required to provide you with certain information before proceeding with the Entitlement Offer. This notice contains all the information required by Appendix 3B of the Listing Rules.

The number of issued Shares and the total number of issued Shares at the close of the Entitlement Offer are as follows:

•	Number of Shares on issue:	507,497,146
•	Maximum number of New Shares to be issued under the Entitlement Offer <sup>1</sup> :	253,748,573
•	Maximum number of Shares on issue upon completion of the Entitlement Offer <sup>2</sup> :	761,245,719

Notes:

<sup>1</sup> The number of New Shares to be issued assumes that no options or performance rights currently on issue are exercised or converted prior to the Record Date.

<sup>2</sup> Assumes that the Entitlement Offer is fully subscribed and that no options or performance rights currently on issue are exercised or converted prior to the Record Date.

The Company will use the proceeds raised by the Entitlement Offer conduct further exploration and evaluation work on the Chilalo Graphite Project and the Kishugu Gold Prospect, to complete a tenement

retention feasibility study on the Ntaka Hill Nickel Project, as well as funding working capital and to meet Entitlement Offer costs. Further details are set out in section 1.3 of the Offer Document.

Please note that Shareholders at the Record Date that have a registered address outside Australia and New Zealand (**Excluded Shareholders**) will not be eligible to participate in the Entitlement Offer.

Eligible Shareholders may:

- take up all their Entitlement;
- allow all or part of their Entitlement to lapse;
- take up part of their Entitlement and allow the balance to lapse; or
- take up all of their Entitlement and apply for additional New Shares under the shortfall.

If you decide not to accept all or part of your Entitlement, you are not required to take any action. The New Shares not accepted will form part of the shortfall. Eligible Shareholders who have subscribed for their Entitlements in full may apply for additional New Shares under the shortfall.

If you wish to take up all or some of your Entitlement you must complete the Entitlement and Acceptance Form (for the number of New Shares you wish to take up) in accordance with the instructions set out on the reverse of that form and arrange for payment of the application money (in respect of that part of your Entitlement you intend to take up) in accordance with that form and also section 2.5 of the Offer Document by 5.00 pm (AWST) on 4 December 2014 (**Closing Date**).

As required under the Listing Rules, the Company informs you that no Shareholder approval is required for the Entitlement Offer and, therefore, no Shareholder approval will be sought.

It is proposed that the Entitlement Offer be conducted according to the following indicative table:

<b>Event</b>	<b>Date</b>
Entitlement Offer announced via ASX	17 November 2014
Shares quoted on an "ex" basis	20 November 2014
Record Date to identify Shareholders entitled to participate in issue	24 November 2014
Offer Document lodged with ASX	25 November 2014
Offer Document and Entitlement and Acceptance Forms despatched to Eligible Shareholders	25 November 2014
Closing Date for acceptance and payment	4 December 2014
Issue of New Shares and despatch of holding statements	10 December 2014
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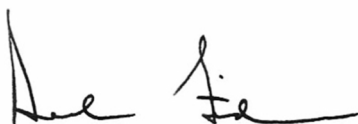
This timetable is indicative only and subject to change. Subject to the Corporations Act 2001 (Cth) and the Listing Rules, the Directors of the Company, reserve the right to vary these dates, including the Closing Date, without prior notice. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment. In that event, application money will be returned without interest.

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Before taking up Entitlements under the Entitlement Offer, Eligible Shareholders should read all the information set out in the Offer Document, including the summary risk factors in section 3 of the Offer Document. If you have any queries, please consult your professional adviser.

For further information on your Entitlement to the Entitlement Offer, or how to deal with the Entitlement Offer, please contact the Company's share registry, Computershare Limited by telephone on + 61 8 9323 2000 or by facsimile on + 61 8 9323 2033 , the Company Secretary by telephone on +61 8 9388 7877 or consult your professional adviser.

Yours faithfully,



**Derek Fisher**  
**CHAIRMAN**



Dear Shareholder

**Non-Renounceable Entitlement Offer**

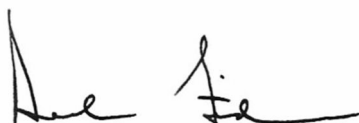
As you may be aware, IMX Resources Limited ACN 009 129 560 (the **Company**) is currently undertaking a non-renounceable pro rata entitlement offer (**Entitlement Offer**). The Company expects that the Entitlement Offer will close on 4 December 2014.

The Entitlement Offer is only open to existing holders of shares in the Company with a registered address in Australia and New Zealand (**Eligible Shareholders**) as at 5.00 pm (AWST) on 24 November 2014 (**Record Date**). Pursuant to the Entitlement Offer, the Company will issue up to 253,748,573 fully paid ordinary shares in the capital of the Company (**New Shares**) at an issue price of \$0.012 each, to raise approximately \$3.0 million (before costs). The New Shares will be offered on the basis of one New Share for every two fully paid ordinary shares held in the capital of the Company as at the Record Date.

In accordance with ASX Listing Rule 7.7.1 and sections 708AA, the Company has determined that it would be unreasonable to extend the Entitlement Offer to those shareholders that, at the Record Date, have a registered address in a place outside of Australia and New Zealand (**Excluded Shareholders**). Accordingly, the Company wishes to advise that it will not be extending the Entitlement Offer to you.

Should you have any queries please contact, the Company Secretary by telephone on +61 8 9388 7877 or consult your professional adviser.

Yours faithfully



**Derek Fisher**  
**CHAIRMAN**





Dear Option Holder

## Non - Renounceable Entitlement Offer

### Overview of Entitlement Offer

The purpose of this letter is to notify you, as a holder of options over unissued shares in IMX Resources Limited ACN 009 129 560 (the **Company**), of a non-renounceable pro rata entitlement offer (**Entitlement Offer**).

Only shareholders of the Company with a registered address in Australia and New Zealand (**Eligible Shareholders**) as at 5.00 pm (AWST) on 24 November 2014 (**Record Date**) are entitled to participate in the Entitlement Offer.

Pursuant to the Entitlement Offer, the Company will issue up to 253,748,573 fully paid ordinary shares in the capital of the Company (**New Shares**) at an issue price of \$ 0.012 each, to raise approximately \$ 3.0 million (before costs). The New Shares will be offered on the basis of one New Share for every two fully paid ordinary shares (**Shares**) held in the capital of the Company as at the Record Date (**Entitlement**).

The rights to subscribe for the New Shares in accordance with an Entitlement under the Entitlement Offer are non-renounceable and the Entitlement Offer is not underwritten.

### Your participation

The terms and conditions of your options entitle you to participate in the Entitlement Offer only if you exercise some or all of your options into shares, and these shares are entered in the Company's share register before the Record Date.

This letter serves as notice to allow you to exercise your options should you wish to participate in the Entitlement Offer. If you do not want to participate, no action is required by you.

If you would like to participate in the Entitlement Offer (in respect of shares that would be issued to you on exercise on any of your options), please deliver the required notice of the exercise of your option together with the relevant payment, in cleared funds, to Computershare at GPO Box D182, Perth Western Australia, 6840, so that it is received prior to the Record Date.

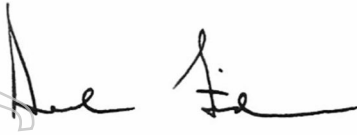
Please note that the offer to participate in the Entitlement Offer is not being made to shareholders of the Company who have a registered address outside Australia or New Zealand. Therefore, if you are not a resident of Australia or New Zealand, you will not be entitled to participate in the Entitlement Offer even if you exercise your options in the Company.

### Further details

An Offer Document, a copy of which will be lodged with the ASX on 25 November 2014, will be sent to all Eligible Shareholders, together with an Entitlement and Acceptance Form, on 25 November 2014. A copy of the Offer Document is also available on the ASX website (<http://www.asx.com.au>). Full details of the terms and conditions of the Entitlement Offer are contained in the Offer Document.

For further information on your Entitlement to the Entitlement Offer, or how to deal with the Entitlement Offer, please contact the Company's share registry, Computershare Limited by telephone on + 61 8 9323 2000 or by facsimile on + 61 8 9323 2033, the Company Secretary by telephone on +61 8 9388 7877 or consult your professional adviser.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Derek Fisher', written over the 'For personal use only' watermark.

**Derek Fisher**  
**Chairman**

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17 November 2014

## Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

IMX Resources Limited (ACN 009 129 560) (**IMX**) (ASX Code: IXR) today announced a pro rata non-renounceable entitlement offer (**Entitlement Offer**). Under the Entitlement Offer, shareholders with a registered address in Australia and New Zealand (**Eligible Shareholders**) are invited to subscribe for one ordinary share (**New Shares**) for every two existing ordinary shares held as at 5:00 pm (AWST) on 24 November 2014. If fully subscribed, the Entitlement Offer will raise approximately \$3.0 million before costs.

This notice is given by IMX under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**).

IMX confirms that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act and without a prospectus for the New Shares being prepared;
- (b) this notice is being given under section 708AA(2)(f) of the Act;
- (c) as at the date of this notice, IMX has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to IMX; and
  - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no "excluded information" of the type referred to in and for the purposes of sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this Notice under section 708AA(7) of the Act; and
- (e) the potential effect that the issue of New Shares will have on the control of IMX, and the consequences of that effect, will depend on a number of factors, including investor demand for New Shares. However, given the structure of the Entitlement Offer as a pro rata issue, the potential effect that the issue of the New Shares will have on the control of IMX is as follows:
  - (i) if all Eligible Shareholders take up their entitlements under the Entitlement Offer, the Entitlement Offer will have no significant effect on the control of IMX;
  - (ii) If some Eligible Shareholders do not take up their entitlements under the Entitlement Offer then the interests of those Eligible Shareholders will be diluted;
  - (iii) the proportional interests of shareholders with an address outside of Australia and New Zealand will be diluted because such shareholders are not entitled to participate in the Entitlement Offer;
  - (iv) although the issue of New Shares which are not taken up by Eligible Shareholders under the Entitlement Offer may increase the voting power of the investors who may be allocated New Shares via the shortfall process, it is not expected to have any material effect on the control of IMX.

Yours faithfully

**Stuart McKenzie**  
Company Secretary

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

IMX Resources Limited

ABN

67 009 129 560

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Fully-paid Ordinary Shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | Up to 253,748,573 shares under a one for two pro rata entitlement offer, subject to the reconciliation of entitlements and rounding |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully-paid Ordinary Shares  |

+ See chapter 19 for defined terms.

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**Appendix 3B**  
**New issue announcement**

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4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
5	<p>Issue price or consideration</p>	<p>\$0.012 per share</p>
6	<p>Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To carry out further exploration and evaluations work at the Chilalo Graphite Project and Kishugu Gold Prospect located within the Nachingwea Property in south-east Tanzania; completion of study work required under the Tanzanian Mining Act; tenement holding costs; and general working capital.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p>	<p>No</p>
	<p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A							
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A							
6f	Number of +securities issued under an exception in rule 7.2	N/A							
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A							
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A							
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	10 December 2014							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">761,245,719</td> <td>Fully-paid ordinary shares</td> </tr> <tr> <td style="text-align: center;">13,490,201</td> <td>Listed stock options</td> </tr> </tbody> </table>	Number	+Class	761,245,719	Fully-paid ordinary shares	13,490,201	Listed stock options	
Number	+Class								
761,245,719	Fully-paid ordinary shares								
13,490,201	Listed stock options								

+ See chapter 19 for defined terms.

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**Appendix 3B**  
**New issue announcement**

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	10,475,847	Unlisted stock options
	11,051,998	Performance Rights
	19,529,100	Share Appreciation Rights
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Entity has not yet established a dividend policy.	

**Part 2 - Pro rata issue**

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-renounceable
13 Ratio in which the +securities will be offered	One share for every two shares held on the Record Date
14 +Class of +securities to which the offer relates	Fully-paid Ordinary Shares
15 +Record date to determine entitlements	24 November 2014
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number
18 Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.            Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand.
19 Closing date for receipt of acceptances or renunciations	4 December 2014

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20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	25 November 2014
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A – there will be no rights trading
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

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**Appendix 3B**  
**New issue announcement**

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

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+ See chapter 19 for defined terms.

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**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....Date: 17 November 2014  
(Company Secretary)

Print name: Stuart McKenzie

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+ See chapter 19 for defined terms.

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