
ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Nemex Resources Limited (ACN 146 243 843) (Company), hereby gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated 7 October 2014 (Notice of Meeting) in respect of an Annual General Meeting of shareholders to be held at 9.30am (WST) on 27 November 2014 at The Business Centre, Level 1, Suite 5, 55 Salvado Road, Subiaco, Western Australia (Meeting), the Directors have determined to add new Resolutions 3A, 5 and 6 as set out below to amend and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the matters set out in this Addendum to the Notice of Meeting.

Definitions in the Notice of Meeting have the same meaning in this Addendum to the Notice of Meeting unless otherwise updated in this Addendum to the Notice of Meeting.

Annexed to this Addendum to the Notice of Meeting is a replacement Proxy Form. To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, completed Proxy Forms annexed to the Notice of Meeting will not be accepted by the Company in relation to the Resolutions to be voted on by Shareholders at the Meeting.

To attend the Meeting and vote on the remaining Resolutions by proxy **PLEASE COMPLETE AND RETURN THE REPLACEMENT PROXY FORM** annexed to this Addendum to the Notice of Meeting.

Proxy Forms annexed to the original Notice of Meeting, whether duly completed or not, **WILL NOT** be accepted by the Company or counted in relation to the Resolutions to be heard at the Meeting.

Additional Resolutions are inserted as follows:

3. RESOLUTION 3A – RATIFICATION OF PRIOR ISSUE – SHARES

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 Rule 7.4 and all other purposes, Shareholders ratify the issue of 10,562,522 Shares, the details of which are set out in the Explanatory Statement."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS

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 Rule 7.4 and all other purposes, Shareholders ratify the issue of 6,818,775 Shares and 6,000,000 Options, the details of which are set out in the Explanatory Statement."

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES

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 Rule 7.4 and all other purposes, Shareholders ratify the issue of 5,181,225 Shares, the details of which are set out in the Explanatory Statement."

Voting Exclusions

Resolutions 3A, 5 and 6

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT

Section 4 of the Explanatory Statement is deleted and replaced with the following:

4. RESOLUTIONS 3 AND 3A – RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS

4.1 General

On 15 September 2014 the Company announced that it had issued 10,562,522 shares at an issue price of 2 cents per share, together with 10,562,522 attaching options (exercisable at 5 cents on or before 31 December 2015) to raise \$211,250 ("Capital Raising"). The Capital Raising was managed by Cicero Advisory Services Pty Ltd. The monies were raised to provide funding for NXR's ongoing working capital requirements.

The Capital Raising was completed under the ASX Listing Rule 7.1 15% discretionary limit for new issues of securities (to the extent of 10,562,522 options), and also under ASX Listing Rule 7.1A 10% discretionary limit for new issues of securities (to the extent of 10,562,522 shares).

Resolutions 3 and 3A seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for all the Shares and Options the subject of the Capital Raising.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both ASX Listing Rules 7.1 and 7.1A.

By ratifying the issue the subject of Resolutions 3 and 3A, the Company will retain the flexibility to issue equity securities in the future (i) up to the 15% annual placement capacity set out in ASX Listing Rule 7.1; and (ii) subject to Resolution 4 being approved at the Meeting, up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

4.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 3A:

- (a) 10,562,522 Shares and 10,562,522 Options were issued on 15 September 2014 on the following basis:
 - (i) 10,562,522 Options issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 10,562,522 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price for the Shares was \$0.02. The Options were issued as free attaching Options on the basis of one Option for every 1 Share subscribed for and issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options have an exercise price of \$0.05 and an expiry date of 31 December 2015 and otherwise on the terms and conditions set out in Schedule 1;
- (d) the Shares and Options were issued to clients of Cicero Advisory Services Pty Ltd (ACN 166 321 393), a licensed securities dealer (AFSL 449190). None of these subscribers are related parties of the Company; and
- (e) the funds raised from the Capital Raising were used for general working capital.

A voting exclusion statement is included in the Notice.

Section 6 of the Explanatory Statement is added to the Explanatory Statement.

6. RESOLUTIONS 5 AND 6 – RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS

6.1 General

On 24 October 2014 the Company announced that it had issued 12,000,000 Shares at an issue price of 3 cents per Share, together with 6,000,000 attaching Options (exercisable at 5 cents on or before 31 December 2015) to raise \$360,000 ("Capital Raising"). The Capital Raising was managed by Cicero Advisory Services Pty Ltd. The monies were raised to provide funding for NXR's ongoing working capital requirements.

The Capital Raising was completed under the ASX Listing Rule 7.1 15% discretionary limit for new issues of securities (to the extent of 6,818,775 Shares and 6,000,000 Options), and also under ASX Listing Rule 7.1A 10% discretionary limit for new issues of securities (to the extent of 5,181,225 Shares).

Resolutions 5 and 6 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for all the Shares and Options the subject of the Capital Raising.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and

obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both ASX Listing Rules 7.1 and 7.1A.

By ratifying the issue the subject of Resolutions 5 and 6, the Company will retain the flexibility to issue equity securities in the future (i) up to the 15% annual placement capacity set out in ASX Listing Rule 7.1; and (ii) subject to Resolution 4 being approved at the Meeting, up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) 12,000,000 Shares and 6,000,000 Options were issued on 24 October 2014 on the following basis;
 - (i) 6,818,775 Shares and 6,000,000 Options issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 5,181,225 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price for the Shares was \$0.03. The Options were issued as free attaching Options on the basis of one Option for every 2 Shares subscribed for and issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options have an exercise price of \$0.05 and an expiry date of 31 December 2015 and otherwise on the terms and conditions set out in Schedule 1;
- (d) the Shares and Options were issued to clients of Cicero Advisory Services Pty Ltd (ACN 166 321 393), a licensed securities dealer (AFSL 449190). None of these subscribers are related parties of the Company; and
- (e) the funds raised from the Capital Raising were used for general working capital.

A voting exclusion statement is included in the Notice.

DATED: 24 OCTOBER 2014
BY ORDER OF THE BOARD



PAUL JURMAN
COMPANY SECRETARY

Enquiries: Shareholders are required to contact the Company Secretary on + 61 8 9388 2277 if they have any queries in respect of the matters set out in this Addendum to the Notice of Meeting.

Completed Proxy can be lodged:

BY MAIL: **Level 1, Suite 5, The Business Centre,
55 Salvado Road, Subiaco,
Western Australia 6008**
Or
**P O Box 131
Subiaco, Western Australia 6904**

BY FAX: **(61 8) 9380 6761**

For your vote to be effective, the completed proxy form must be received by 9.30am (Perth time),
25 November 2014

How to complete the Proxy Form**1 Appointment of a Proxy**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

4 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the time of the Annual General Meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

STEP 1 **APPOINTMENT OF PROXY**

I/We being a member/s of Nemex Resources Limited and entitled to attend and vote hereby appoint

The Chairman
of the Meeting
(mark with an "X")

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding your own name) you are appointing as your proxy.

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, as the proxy sees fit) at the Annual General Meeting of Nemex Resources Limited to be held on 27 November 2014 and at any adjournment 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 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 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 1 marking the appropriate box below under **VOTING DIRECTIONS (STEP 2)**.

STEP 2 **VOTING DIRECTIONS TO YOUR PROXY**

PLEASE MARK ☒ TO INDICATE YOUR DIRECTIONS

	For	Against	Abstain*
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Dr Turner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of Prior Issue – Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3A – Ratification of Prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Ratification of Prior Issue – Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Ratification of Prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business

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

SIGN

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and
Sole Company Secretary
Dated: ____/____/2014

Securityholder 2

Director

Securityholder 3

Director/Company Secretary