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MINDAX LIMITED

ACN 106 866 442

NOTICE OF GENERAL MEETING

TIME: 12:15pm (WST)
DATE: 11 July 2017
PLACE: Ground Floor
20 Kings Park Road
West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9389 2111.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 12:15pm (WST) on 11 July 2017 at:

Ground Floor
20 Kings Park Road
West Perth WA 6005

Your vote is important

The business of the Meeting affects your Shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 7 July 2017.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1 – RATIFICATION OF ISSUE OF 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 Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 20,000,000 Shares to the parties, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion: For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- (b) by a 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).

RESOLUTION 2 – APPROVAL FOR PLACEMENT OF 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 Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue 591,400,498 Shares at an issue price of \$0.005 each to the parties, for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion: For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- (b) by a 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).

Dated: 9 June 2017

By order of the Board

**DENNIS WILKINS
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Forward looking statements

Certain statements in this Explanatory Statement relate to the future. These statements reflect views only as of the date of this Explanatory Statement. While the Company believes that the expectations reflected in the forward looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Statement will actually occur.

Disclaimers

No person is authorised to give any information or make any representation in connection with the Resolutions that is not contained in this Explanatory Statement. Any information or representation not contained in this Explanatory Statement may not be relied on as having been authorised by the Company or the Board in connection with the Resolutions.

Responsibility for information

The information contained in this Explanatory Statement has been prepared by the Company and is the responsibility of the Company.

BACKGROUND INFORMATION

As announced to ASX on 29 May 2017 the Company has agreed a funding package which will see the injection of approximately \$3M into the Company at an issue price of \$0.005 per share.

The funding is to come from unrelated parties introduced by Mr Yonggang Li, a director of the Company.

As part of the proposed funding arrangements the underwriter to the recent rights issue, Mr Tsang, a director of the Company, has agreed to forgo the majority of his rights to subscribe for shortfall shares under the Underwriting Agreement (refer ASX Announcement 10 May 2017) in favour of this superior funding package.

As at the date of this Notice, a total of \$100,000 has already been received, and is the subject of Resolution 1. The balance of the funding is subject to shareholder approval being received for Resolution 2.

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES

1.1 General

The Company issued 20,000,000 Shares on 8 June 2017 at an issue price of \$0.005 per Share under its Listing Rules 7.1 placement capacity and now seeks, pursuant to Resolution 1 of the Notice, to ratify the allotment and issue of those Shares.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares pursuant to Listing Rule 7.1 without requiring shareholder approval.

The Company proposes Resolution 1 to ratify a previous issue of Shares in accordance with Listing Rule 7.4. The Company confirms that the issue and allotment of the Shares the subject of Resolution 1 did not breach Listing Rule 7.1.

1.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) 20,000,000 Shares were allotted and issued by the Company.
- (b) The issue price per Share was \$0.005.
- (c) The Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue.
- (d) The Shares were allotted as a private placement to Ms Jing Wang, who is not a related party of the Company.
- (e) The funds raised have been applied towards general working capital.
- (f) A voting exclusion statement is included in the Notice.

1.3 Directors' recommendation

The Directors of the Company believe that Resolution 1 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

2. RESOLUTION 2 – APPROVAL FOR PLACEMENT OF SHARES

2.1 General

Resolution 2 seeks the approval of Shareholders to place up to 591,400,498 Shares at \$0.005 per Share in the capital of the Company. The funds raised will be utilised to actively advance the Company's exploration projects and for additional working capital purposes.

Listing Rule 7.1 prohibits a company from issuing shares representing more than 15% of its issued capital in any 12 month period, without the prior approval of its shareholders (subject to certain exceptions). Accordingly, Shareholder approval is being sought under Listing Rule 7.1 for the issue of up to 591,400,498 Shares in the Company.

2.2 Information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.3.

- (a) The maximum number of securities that will be issued under the placement is 591,400,498 Shares.
- (b) Any Shares issued in accordance with Resolution 2 will be issued and allotted within 3 months from the date of the meeting (or such later date as approved by ASX).

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- (c) The Shares will be issued at \$0.005.
 - (d) The Shares will be issued to sophisticated investors who are not related parties of the Company. At the date of this Notice, the names of the allottees are not known.
 - (e) The Shares will rank equally in all respects with the Company's existing Shares on issue.
 - (f) Funds raised by the issue of any Shares will be used to actively advance the Company's exploration projects, provide the ability to seek new opportunities as they present and for additional working capital purposes.
 - (g) It is not known whether any allotments will occur as a single allotment or will occur progressively. However, it would be likely that any issue of Shares will not occur as a single allotment.
 - (h) A voting exclusion statement is included in the Notice.

2.3 Directors' recommendation

The Board believes that the Share placement is beneficial for the Company and recommends Shareholders vote in favour of Resolution 2. The placement will allow the Company to be well funded in order to advance its projects and seek new opportunities as they present. If Shareholders approve this Resolution, the Company will retain the flexibility to issue further securities pursuant to the threshold in Listing Rule 7.1 during the next 12 months.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning set out in sections 11 to 17 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Company or **Mindax** means Mindax Limited (ACN 106 866 442).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of the ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

Shareholders' Agreement means the agreement between the Company, Mr Andrew Tsang and Mr Yonggang Li to document the terms of the re-financing of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules. **Underwriter** means Mr Andrew Tsang, a Director of the Company.

Underwriting Agreement means the agreement of that name made between the Company and the Underwriter dated 29 March 2017.

Voting Power has the meaning given by section 610 of the Corporations Act.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

MINDAX LIMITED
ACN 106 866 442

GENERAL MEETING

I/We

[Empty box for name]

of:

[Empty box for company name]

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

[Empty box for proxy name]

OR:

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 12:15pm (WST), on 11 July 2017 at Ground Floor, 20 Kings Park Road, West Perth Western Australia 6005, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

[Signature box 1]

Sole Director/Company Secretary

Shareholder 2

[Signature box 2]

Director

Shareholder 3

[Signature box 3]

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail in relation to this Proxy Form:

YES NO

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Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Advanced Share Registry , PO Box 1156 Nedlands WA 6909; or
 - (b) facsimile to the Advanced Share Registry on facsimile number +61 8 9262 3723; or
 - (c) email to the Advanced Share Registry at admin@advancedshare.com.auso that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

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