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# IMPACT MINERALS LIMITED

ACN 119 062 261

## NOTICE OF ANNUAL GENERAL MEETING

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**TIME:** 3.30 pm (WST)

**DATE:** 9 November 2016

**PLACE:** The Celtic Club  
48 Ord Street  
West Perth, Western Australia 6005

**Your Annual Report is available online at:**  
**[www.impactminerals.com.au](http://www.impactminerals.com.au)**

*This Notice of Annual General 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 Annual General Meeting please do not hesitate to contact the Company Secretary on (08) 6454 6666.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

The Annual General Meeting of the Shareholders of Impact Minerals Limited to which this Notice of Meeting relates will be held at 3.30 pm (WST) on Wednesday, 9 November 2016 at the Celtic Club, 48 Ord Street, West Perth, Western Australia 6005.

### YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important.

### HOW TO VOTE

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Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote;
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile; or
- lodging your proxy and voting online at [www.investorvote.com.au](http://www.investorvote.com.au) by following the instructions set out on the attached Proxy Form.

### VOTING IN PERSON

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Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

### VOTING BY A CORPORATION

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A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Shareholders can download and fill out the "Appointment of Corporate Representative" form from the website of the Company's share registry at:  
<https://www-au.computershare.com/Investor/help/PrintableForms>.

## VOTING BY PROXY

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- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy votes, they must cast all directed proxies as directed.
- If a proxy does not vote on a resolution which has been directed by the Shareholder, the proxy for that resolution will automatically default to the Chair, who will vote the proxy as directed.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.

*However, where a member of the Key Management Personnel or a Closely Related Party of such a member is appointed as a proxy, the proxy may only vote on Resolution 1 if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy.*

- If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Adoption of the Remuneration Report).
- Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- If a proxy has 2 or more appointments that specify different ways to vote on a resolution then the proxy must not vote on a show of hands.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
- If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Meeting, the Company Secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice of Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions.

## **LODGEMENT OF PROXY FORMS**

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A Proxy Form accompanies this Notice and to be effective must be received at the Company's share registry:

- By mail:**                   Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne VIC 3001, Australia;
- Delivery:**                Computershare Investor Services Pty Limited  
Level 11, 172 St Georges Terrace, Perth WA 6000;
- By fax:**                    1800 783 447 (within Australia)  
or +61 3 9473 2555 (outside Australia)
- Online:**                    [www.investorvote.com.au](http://www.investorvote.com.au).
- By mobile:**               Scan the QR Code on your Proxy Form and follow the prompts
- Custodian voting:**    For Intermediary Online subscribers only (custodians) please visit  
[www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

so that it is received not later than 3.30 pm (WST) on Monday, 7 November 2016.

**Proxy Forms received after this time will be invalid.**

## **SHAREHOLDERS WHO ARE ENTITLED TO VOTE**

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The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4.00 pm WST on 7 November 2016.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Impact Minerals Limited will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia 6005 at 3.30 pm (WST) on Wednesday, 9 November 2016.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

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#### 1. ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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#### 2. RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2016 be adopted."*

The Remuneration Report is contained in the Directors' Report in the Company's Annual Report for the year ended 30 June 2016.

Note: Whilst the Corporations Act requires the Remuneration Report to be put to the vote, the vote on this Resolution is advisory only and does not bind the Directors of the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

**Voting Prohibition Statement:** The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

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### 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - FELICITY GOODING

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

*"That, Felicity Gooding, who ceases to hold office in accordance with Article 6.3(j) of the Company's Constitution and, being eligible, offers herself for election, be re-elected a Director of the Company."*

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### 4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MARKUS ELSASSER

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

*"That, Markus Elsasser, being a Director of the Company who retires in accordance with Article 6.3(c) of the Company's Constitution and, being eligible, offers himself for election, be re-elected a Director of the Company."*

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### 5. RESOLUTION 4 - RATIFICATION OF PRIOR 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 24,508,334 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman 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.

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### 6. RESOLUTION 5 - RATIFICATION OF PRIOR 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,416,667 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman 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.

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## 7. RESOLUTION 6 - APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person (and any associates of such person) who may participate in the proposed issue and a person (and any associates of such person) who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman 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.

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## 8. RESOLUTION 7 - APPROVAL OF INCREASE IN NON-EXECUTIVE DIRECTORS FEES

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

*"That, for the purposes of Article 6.5(a) of the Company's Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate sum that may be paid to Directors by way of remuneration for their services as directors of the Company be increased by \$100,000 to \$250,000 per annum."*

**Voting Prohibition Statement:** The Company will disregard any votes cast on this Resolution:

- (a) by a Director and their associates; and
- (b) as proxy by a member of the Key Management Personnel or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

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**DATED: 7 OCTOBER 2016**  
**BY ORDER OF THE BOARD**

**BERNARD CRAWFORD**  
**COMPANY SECRETARY**  
**IMPACT MINERALS LIMITED**

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## EXPLANATORY STATEMENT

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This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Impact Minerals Limited (“**Impact**” or the “**Company**”).

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Statement.

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### 1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to lay its Financial Report, Directors’ Report and Auditor’s Report for the last financial year before the Annual General Meeting (“**AGM**”).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company’s Auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company and the independence of the Auditor.

In addition to taking questions at the Meeting, written questions to the Company’s auditor about:

- (a) the content of the auditor’s report to be considered at the Meeting; and
- (b) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company’s registered office.

The Company’s 2016 Annual Report is available on the Company’s website at [www.impactminerals.com.au](http://www.impactminerals.com.au).

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### 2. RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

#### 2.1 Introduction

In accordance with section 250R(2) of the Corporations Act the Company is required to put a resolution at its Annual General Meeting to its Shareholders that the Remuneration Report be adopted.

The Directors’ Report for the year ended 30 June 2016 contains a Remuneration Report which explains the Board’s policies in relation to the nature and level of remuneration paid to Key Management Personnel (including Directors), and sets out remuneration details, service agreements and the details of any share based compensation.

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 annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors who were directors of the Company when the resolution to make the directors' report considered at the second of those annual general meetings was passed (other than the Managing Director) must go up for re-election.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. A reasonable opportunity will be provided for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting.

## **2.2 Voting on the Remuneration Report**

Pursuant to the Corporations Act, if you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report (other than the Chair) or any Closely Related Party of that member as your proxy to vote on the Remuneration Report, you must direct the proxy how they are to vote. Where you do not direct a member of Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on the Remuneration Report, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution.

The above note on voting does not apply if the voter is the Chair of the meeting and the undirected proxy expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

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### **3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - FELICITY GOODING**

The Company's Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next Annual General Meeting and is then eligible for re-election.

Ms Gooding, appointed to the Board on 18 February 2016, retires in accordance with Article 6.3(j) of the Constitution and being eligible, seeks re-election.

Details of Ms Gooding's qualifications and experience are set out in the Company's 2016 Annual Report.

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### **4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MARKUS ELSASSER**

Article 6.3(c) of the Company's Constitution requires that at the Annual General Meeting in every year one-third of the Directors (rounded down to the nearest whole number excepting the Managing Director), must retire from office.

A Director who retires by rotation under Article 6.3(c) of the Constitution is eligible for re-election.

Dr Markus Elsasser, last elected to the Board on 21 November 2013, retires in accordance with Article 6.3(c) of the Constitution and being eligible, seeks re-election.

Details of Dr Markus Elsasser's qualifications and experience are set out in the Company's 2016 Annual Report.

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## **5. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF SHARES**

### **5.1 General**

On 13 May 2016, the Company announced that it had raised \$588,200 via a placement of 24,508,334 Shares to a variety of professional and sophisticated investors at 2.4 cents per Share.

The Company issued the Shares without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares.

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.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **5.2 Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Shares and Options:

- a) 24,508,334 Shares were issued;
- b) the Shares were issued at 2.4 cents per Share;
- 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;
- d) the Shares were issued to a variety of professional and sophisticated investors, none of whom were a related party of the Company; and
- e) the funds will be used for (i) a drill programme at the Company's Commonwealth, Silica Hill, Doughnut and Welcome Jack Prospects; (ii) follow up work at the Company's Broken Hill Project; and (iii) working capital.

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## 6. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES

### 6.1 General

On 26 May 2016, the Company announced that it had raised \$250,000 via a placement of 10,416,667 Shares to a sophisticated investor at 2.4 cents per Share.

The Company issued the Shares without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 5.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 6.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Shares and Options:

- a) 10,416,667 Shares were issued;
- b) the Shares were issued at 2.4 cents per Share;
- 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;
- d) the Shares were issued to a sophisticated investor who is not a related party of the Company; and
- e) the funds will be used for (i) a drill programme at the Company's Commonwealth, Silica Hill, Doughnut and Welcome Jack Prospects; (ii) follow up work at the Company's Broken Hill Project; and (iii) working capital.

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## 7. RESOLUTION 6 - APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

### 7.1 General

ASX Listing Rule 7.1A enables eligible entities, subject to Shareholder approval, to issue Equity Securities up to 10% of their issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity, as its market capitalisation based on a Share price of \$0.03 (being the closing price of the Shares on ASX on 15 September 2016) is less than \$300 million.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## **7.2 Description of Listing Rule 7.1A**

### **a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an AGM.

### **b) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice, the Company has on issue only one class of quoted Equity Securities, namely quoted Shares.

### **c) Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 12 month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (iv) less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

D is 10%;

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

**d) Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 788,771,085 Shares. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

**e) Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the Volume Weighted Average Price ("VWAP") of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

**f) 10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

**7.3 Listing Rule 7.1A**

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

## 7.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company currently has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A		Dilution		
		\$0.015 50% decrease in Issue Price	\$0.03 Issue Price	\$0.06 100% increase in Issue Price
Current Variable A 788,771,085 Shares	10% voting dilution	78,877,108 Shares	78,877,108 Shares	78,877,108 Shares
	Funds raised	\$1,183,156	\$2,366,313	\$4,732,626
50% increase in current variable A 1,183,156,627 Shares	10% voting dilution	118,315,662 Shares	118,315,662 Shares	118,315,662 Shares
	Funds raised	\$1,774,734	\$3,549,469	\$7,098,939
100% increase in current variable A 1,577,542,170 Shares	10% voting dilution	157,754,217 Shares	157,754,217 Shares	157,754,217 Shares
	Funds raised	\$2,366,313	\$4,732,626	\$9,465,253

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
  - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (iv) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (v) The issue price is \$0.03, being the closing price of the Shares on ASX on 15 September 2016.
- (d) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

- (e) The Company may seek to issue the Equity Securities for the following purposes:
  - (i) cash consideration. In such circumstances, the Company intends to use the funds raised towards exploration work on the Company's Commonwealth, Broken Hill and Clermont Projects and/or general working capital; or
  - (ii) non-cash consideration for the acquisition of new resources, assets, investments or for the payment of goods or services provided to the Company. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard, but not limited to, the following factors:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.

- (f) In the 12 months preceding the date of the AGM, the Company has issued 87,091,684 Equity Securities. This represents approximately 9.9% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of all issues of Equity Securities by the Company during the 12 months preceding the date of the AGM are as follows:

Date of issue:	13 May 2016
Number of equity securities issued:	45,166,683
Class of equity security:	Fully paid ordinary shares
Summary of the terms of the class of equity security:	The Shares rank equally in all respects with existing ordinary shares of the Company.
Names of persons to whom the equity securities were issued or the basis on which those persons were determined:	The Shares were issued to existing Shareholders under the terms of the Share Purchase Plan (SPP) announced to ASX on 20 April 2016.
Price at which the equity securities were issued:	\$0.024 per Share.
Discount of price to closing market price (if any):	Discount of 17.6% to the volume weighted average price (VWAP) of the Company's Shares traded on ASX during the 5 trading days immediately prior to the announcement date of the SPP Offer on 14 April 2016.
Total cash consideration received:	\$1,084,000 (before costs)
Amount of cash consideration spent and its use:	The following has been spent on the Commonwealth Project: <ul style="list-style-type: none"> <li>- Geology \$292,529</li> <li>- Geochemistry/Geophysics \$83,494</li> <li>- Drilling \$431,561</li> <li>- Other Exploration \$92,393</li> </ul>
Intended use of remaining cash consideration:	Drill programme at the Commonwealth, Silica Hill, Doughnut and Welcome Jack Prospects; follow up work at the Company's Broken Hill Project; and working capital
Non-cash consideration (if any):	n/a
Current value of non-cash consideration:	n/a

Date of issue:	13 May 2016
Number of equity securities issued:	24,508,334
Class of equity security:	Fully paid ordinary shares
Summary of the terms of the class of equity security:	The Shares rank equally in all respects with existing ordinary shares of the Company.
Names of persons to whom the equity securities were issued or the basis on which those persons were determined:	Placement to professional and sophisticated investors at the same price as the SPP.
Price at which the equity securities were issued:	\$0.024 per Share.
Discount of price to closing market price (if any):	Premium of 4.05% to VWAP of the Company's Shares traded on ASX during the 5 trading days immediately prior to the date of issue.
Total cash consideration received:	\$588,200 (before costs)
Amount of cash consideration spent and its use:	n/a
Intended use of remaining cash consideration:	Drill programme at the Commonwealth, Silica Hill, Doughnut and Welcome Jack Prospects; follow up work at the Company's Broken Hill Project; and working capital

Non-cash consideration (if any):	n/a
Current value of non-cash consideration:	n/a
Date of issue:	13 May 2016
Number of equity securities issued:	1,000,000
Class of equity security:	Unlisted Options
Summary of the terms of the class of equity security:	Exercisable at \$0.0367 on or before 29 September 2018
Names of persons to whom the equity securities were issued or the basis on which those persons were determined:	The options were issued to employees under the terms of the Company's Director and Employee Option Acquisitions Plan.
Price at which the equity securities were issued:	Nil
Discount of price to closing market price (if any):	n/a
Total cash consideration received:	n/a
Amount of cash consideration spent and its use:	n/a
Intended use of remaining cash consideration:	n/a
Non-cash consideration (if any):	Employee incentive remuneration
Current value of non-cash consideration:	Each Unlisted Option has been valued at \$0.0128 (total value of \$12,800) as at 15 September 2016 using the Black-Scholes option valuation methodology.*

\* The value of Options is measured using a Black-Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option.

Date of issue:	13 May 2016
Number of equity securities issued:	3,000,000
Class of equity security:	Unlisted Options
Summary of the terms of the class of equity security:	Exercisable at \$0.045 on or before 29 September 2019
Names of persons to whom the equity securities were issued or the basis on which those persons were determined:	The options were issued to employees under the terms of the Company's Director and Employee Option Acquisitions Plan.
Price at which the equity securities were issued:	Nil
Discount of price to closing market price (if any):	n/a
Total cash consideration received:	n/a
Amount of cash consideration spent and its use:	n/a
Intended use of remaining cash consideration:	n/a
Non-cash consideration (if any):	Employee incentive remuneration
Current value of non-cash consideration:	Each Unlisted Option has been valued at \$0.0144 (total value of \$43,200) as at 15 September 2016 using the Black-Scholes option valuation methodology.*

\* The value of Options is measured using a Black-Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of

the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option.

Date of issue:	13 May 2016
Number of equity securities issued:	3,000,000
Class of equity security:	Unlisted Options
Summary of the terms of the class of equity security:	Exercisable at \$0.07 on or before 29 September 2020
Names of persons to whom the equity securities were issued or the basis on which those persons were determined:	The options were issued to employees under the terms of the Company's Director and Employee Option Acquisitions Plan.
Price at which the equity securities were issued:	Nil
Discount of price to closing market price (if any):	n/a
Total cash consideration received:	n/a
Amount of cash consideration spent and its use:	n/a
Intended use of remaining cash consideration:	n/a
Non-cash consideration (if any):	Employee incentive remuneration
Current value of non-cash consideration:	Each Unlisted Option has been valued at \$0.0143 (total value of \$42,900) as at 15 September 2016 using the Black-Scholes option valuation methodology.*

\* The value of Options is measured using a Black-Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option.

Date of issue:	26 May 2016
Number of equity securities issued:	10,416,667
Class of equity security:	Fully paid ordinary shares
Summary of the terms of the class of equity security:	The Shares rank equally in all respects with existing ordinary shares of the Company.
Names of persons to whom the equity securities were issued or the basis on which those persons were determined:	Placement to a sophisticated investor at the same price as the SPP.
Price at which the equity securities were issued:	\$0.024 per Share.
Discount of price to closing market price (if any):	Premium of 6.67% to VWAP of the Company's Shares traded on ASX during the 5 trading days immediately prior to the date of issue.
Total cash consideration received:	\$250,000 (before costs)
Amount of cash consideration spent and its use:	n/a
Intended use of remaining cash consideration:	Drill programme at the Commonwealth, Silica Hill, Doughnut and Welcome Jack Prospects; follow up work at the Company's Broken Hill Project; and working capital
Non-cash consideration (if any):	n/a
Current value of non-cash consideration:	n/a

- (g) A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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**8. RESOLUTION 7 - APPROVAL OF INCREASE IN NON-EXECUTIVE DIRECTORS FEES**

Resolution 7 seeks Shareholder approval, for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the aggregate amount of fees available to be paid to Non-Executive Directors by \$100,000 from \$150,000 per annum to an aggregate amount of \$250,000 per annum.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for Non-executive Directors for the following reasons:

- a) expected growth of the Company and increased responsibilities for non-executive Directors;
- b) non-executive Directors' fees may in the future need to be increased to retain Directors (noting the need for orderly succession planning);
- c) to attract new Directors of a calibre required to effectively guide and monitor the business of the Company;
- d) the Directors may from time to time appoint additional non-executive Directors to ensure the Board has the appropriate skills and experience;
- e) Corporate Governance best practice is such that non-executive Directors are remunerated via fixed cash based fees and not through equity based performance schemes; and
- f) to remunerate Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates.

The maximum aggregate fees payable to Directors has not been increased since 2006.

The Company's non-executive Chairman is entitled to Directors' fees of \$65,000 per annum (plus statutory superannuation) and non-executive Directors are entitled to Directors' fees of \$25,000 per annum (plus statutory superannuation).

It is not intended to fully utilise the increased aggregate fees in the immediate future.

Details of securities issued by the Company to non-executive directors over the preceding 3 years under Listing Rule 10.11 or 10.14 are set out below:

- between 10 December 2014 and 21 July 2015, the Company issued 568,180 Shares to Markus Elsasser and 568,180 Shares to Paul Ingram in lieu of Director fees;

- on 29 September 2015, the Company issued the following unquoted Options under the Company's Director and Employee Option Acquisition Plan:
  - 4,000,000 unquoted Options (ex @ \$0.0367, exp 29/09/2018), 2,000,000 unquoted Options (ex @ \$0.045, exp 29/09/2019) and 2,000,000 unquoted Options (ex @ \$0.07, exp 29/09/2020) to Peter Unsworth;
  - 2,000,000 unquoted Options (ex @ \$0.0367, exp 29/09/2018), 1,000,000 unquoted Options (ex @ \$0.045, exp 29/09/2019) and 1,000,000 unquoted Options (ex @ \$0.07, exp 29/09/2020) to Markus Elsasser;
  - 2,000,000 unquoted Options (ex @ \$0.0367, exp 29/09/2018), 1,000,000 unquoted Options (ex @ \$0.045, exp 29/09/2019) and 1,000,000 unquoted Options (ex @ \$0.07, exp 29/09/2020) to Paul Ingram; and
  - 2,000,000 unquoted Options (ex @ \$0.0367, exp 29/09/2018), 1,000,000 unquoted Options (ex @ \$0.045, exp 29/09/2019) and 1,000,000 unquoted Options (ex @ \$0.07, exp 29/09/2020) to Aaron Hood.

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## GLOSSARY

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**\$** means Australian dollars.

**10% Placement Facility** has the meaning given in Section 7.1 of the Explanatory Statement.

**10% Placement Period** has the meaning given in Section 7.2 of the Explanatory Statement.

**AGM** or **Annual General Meeting** means the meeting convened by the Notice of Meeting.

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2016.

**ASIC** means the Australian Securities and Investment Commission.

**ASX** means Australian Securities Exchange Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

**Closely Related Party** of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** means Impact Minerals Limited (ACN 119 062 261).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

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

**Equity Securities** has the meaning given in the ASX Listing Rules.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Meeting** means the meeting convened by the Notice of Meeting.

**Notice, Notice of Meeting or Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

**Option** means an option to acquire a Share.

**Resolution** means a resolution as set out in the Notice of Meeting, or any of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company, unless specified to the contrary.

**Shareholder** means a holder of a Share.

**Trading Day or Trading Days** has the meaning given in the ASX Listing Rules.

**VWAP** means volume weighted average price.

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

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**

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

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://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: 138925**

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 3:30pm (WST) Monday, 7 November 2016**

### 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](http://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** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Impact Minerals 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 Impact Minerals Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 9 November 2016 at 3:30pm (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 1 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 7 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 1 and 7 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 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Felicity Gooding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director – Markus Elsasser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of Increase in Non-Executive Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 / / \_\_\_\_\_