



Notice of General Meeting
Explanatory Statement
and Proxy Form

Date of Meeting

Wednesday, 6th November 2013

Time of Meeting

10.00 am WST

Place of Meeting

At the offices of the Company's auditors:
Bentleys (WA) Pty Ltd
Level 1, 12 Kings Park Road
West Perth

Impact Minerals Limited
309 Newcastle Street
Northbridge WA 6003
T 61 8 6454 6666
F 61 8 6454 6667

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders will be held at **Level 1, 12 Kings Park Road, West Perth at 10.00 am (WST) on Wednesday, 6th November 2013.**

AGENDA

Ordinary Business

1. Resolution 1 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT

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, the Shareholders hereby ratify the issue of 48,067,069 Shares to sophisticated and professional investors at a price of A\$0.038 per Share to raise a total of A\$1,826,549 in the manner and on the terms and conditions described in the Explanatory Statement.”

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by those persons who participated in the Tranche 1 Placement and any Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or 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.

2. Resolution 2 – APPROVAL OF TRANCHE 2 PLACEMENT

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, the Shareholders hereby approve the issue of 30,880,299 Shares to sophisticated and professional investors at a price of A\$0.038 per Share to raise a total of A\$1,173,451 in the manner and on the terms and conditions described in the Explanatory Statement.”

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 2 by those persons who may participate in or might obtain a benefit in the Tranche 2 Placement and any Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or 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.

3. Resolution 3 – RATIFICATION OF ISSUE TO ENDEAVOUR VENDORS

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, the Shareholders hereby ratify the issue of 6,712,882 Shares at a deemed issue price of A\$0.0298 per Share to the Endeavour Vendors pursuant to the acquisition of certain joint venture interests of Endeavour, in the manner and on the terms and conditions described in the Explanatory Statement.”

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 3 by the Endeavour Vendors and any Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or 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.

4. Resolution 4 – APPROVAL OF GRANT OF EMPLOYEE OPTIONS

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

“Shareholders hereby approve the granting of 6,250,000 Options to employees and proposed employees of the Company (**Employee Options**) for nil consideration pursuant to the Company’s Employee Option Plan in the manner and on the terms and conditions described in the Explanatory Statement.”

Voting exclusion: In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by those persons who may participate in or might obtain a benefit in the Employee Options and any Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or 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.

By order of the Board of Directors

James Cooper-Jones
Company Secretary
Dated 01 October 2013

General Notes

Explanatory Statement

The Explanatory Statement to Shareholders attached to this Notice of General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.

Voting Entitlement

The Directors have determined in accordance with regulation 7.11.37 of the Corporations Regulations that, for the purposes of attending and voting at the Meeting, Shares will be taken to be held by the registered holders at 10.00am (WST) on Monday, 4th November 2013.

Proxy

A Shareholder entitled to attend to vote at the Meeting is entitled to appoint a proxy to attend and to vote instead of the Shareholder. The proxy need not be a Shareholder. Proxy Forms must be lodged at the principal office of Impact Minerals Limited at 309 Newcastle Street, Northbridge WA 6003 or by facsimile (+61 8 6454 6667) **no later than 48 hours** before the time of the Meeting. A Proxy Form accompanies this Notice of Meeting.

Explanatory Statement

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolution in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary. All amounts referred to in this Explanatory Statement are in Australian dollars unless specified otherwise.

2. Capital Raising

On 19 September 2013, the Company announced it had agreed to a placement of 78,947,368 Shares at an issue price of A\$0.038 per Share to raise up to A\$3,000,000 pursuant to an offer without disclosure to sophisticated and professional investors (as those terms are defined in section 708 of the Corporations Act) (**Investors**) under Part 6D of the Corporations Act (**Capital Raising**).

The Capital Raising comprises:

- (a) the issue of 48,067,069 Shares at A\$0.038 per Share (**Tranche 1 Shares**) to be issued to Investors; Tranche 1 Shares have been issued prior to this General Meeting under the Company's 15% capacity under Listing Rule 7.1 (**Tranche 1 Placement**); and
- (b) the issue of 30,880,299 Shares at A\$0.038 per Share (**Tranche 2 Shares**) to be issued to Investors; Tranche 2 Shares will be issued subject to Shareholder approval at this General Meeting (**Tranche 2 Placement**).

The funds raised by the Capital Raising will be used:

- (a) for the maiden drill program at the Mulga Tank project; and
- (b) to provide general working capital for development of the Company's exploration projects.

3. Purpose of General Meeting

The purpose of the General Meeting is to enable Shareholders to:

- (a) ratify the issue of Shares pursuant to the Tranche 1 Placement (Resolution 1); and
- (b) approve the issue of Shares to the Tranche 2 Placement (Resolution 2); and
- (c) ratify the issue of Shares pursuant to the Endeavour Vendor (Resolution 3); and
- (d) approve the issue to Employee Options (Resolution 4).

4. Resolution 1 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT

Ratification of the issue of the Tranche 1 Shares is now being sought.

The effect of Shareholders passing Resolution 1 will be to "refresh" the number of securities which the Company can issue within any 12 month period in accordance with Listing Rule 7.1. This will allow the Company to raise further working capital of up to a maximum of 15% of the Company's total issued Shares, without the need to obtain Shareholder's approval prior to the Capital Raising.

Listing Rules information requirements

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 1, the Company seeks Shareholder ratification of the issue of the Shares to Investors as set out below so as to restore the Company's capacity under Listing Rule 7.1 to issue further securities representing up to 15% of the Company's issued capital in the next 12 months.

For the purposes of Listing Rule 7.5, the Company provides the following information to Shareholders:

- (a) the Company issued 48,067,069 Shares on or about Monday 23rd September 2013 at an issue price of A\$0.038 per Share to raise A\$1,826,549;
- (b) the issued Shares rank equally with all other Shares on issue;
- (c) the Shares were issued to sophisticated and professional investors (as those terms are defined in section 708 of the Corporations Act) as determined by the Directors;
- (d) none of the persons to whom the Shares have been issued is (or is an Associate of) a Director; and
- (e) the funds raised by the issue of Shares are being used:
 - (i) for the maiden drill program at the Mulga Tank project; and
 - (ii) to provide general working capital for development of the Company's exploration projects.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

5. Resolution 2 – APPROVAL OF TRANCHE 2 PLACEMENT

Subject to Shareholder approval, the Company is proposing to issue the Tranche 2 Shares.

Listing Rules information requirements

Listing Rule 7.1 provides that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in general meeting unless another exception to Listing Rule 7.1 applies.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1.

The effect of Resolution 2, if passed, will be that the issue of the Tranche 2 Shares will be exempt from the 15% limit under Listing Rule 7.1. This will allow the Company to issue the Tranche 2 Shares and provide flexibility during the next 12 month period to issue further equity securities in order to raise capital, if required.

For the purposes of Listing Rule 7.3, the Company provides the following information to Shareholders:

- (a) the maximum number of Tranche 2 Shares the Company proposes to issue is 30,880,299 at an issue price of A\$0.038 per Share raising A\$1,173,451;
- (b) the Tranche 2 Shares will be issued on a date that is no later than 3 months after the date of the General Meeting and it is intended that the issue will occur progressively;
- (c) the Tranche 2 Shares will be issued to professional and sophisticated investors (as those terms are defined in section 708 of the Corporations Act) as determined by the Directors;
- (d) the Tranche 2 Shares will be issued as fully paid ordinary Shares, ranking equally with the Company's existing Shares;
- (e) the Company will apply for the Tranche 2 Shares to be quoted on ASX; and
- (f) it is proposed that the funds raised by the Tranche 2 Placement will be used:

- (i) for the maiden drill program at the Mulga Tank project; and
- (ii) to provide general working capital for development of the Company's exploration projects.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – RATIFICATION OF ISSUE TO ENDEAVOUR VENDORS

As announced to ASX on 30 January 2013, 8 March 2013 and 13 June 2013 Impact entered into an option agreement with Endeavour Mining Pty Ltd (**Endeavour**), to acquire Endeavour's 50% joint venture interest in the Mulga Tank Project in Western Australia and its 80% joint venture interest in the Broken Hill Project in New South Wales (**Option Agreement**).

Impact exercised the option to acquire the relevant joint venture interests under the Option Agreement.

In consideration for the granting of this exclusive option and for the subsequent acquisition of these joint venture rights, Impact has issued 6,712,882 Shares (**Vendor Shares**) to the Endeavour Vendors and paid \$349,265 of Endeavour debt in cash.

Listing Rule information requirements

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 3, the Company seeks Shareholder ratification of the issue of the Vendor Shares so as to restore the Company's capacity under Listing Rule 7.1 to issue further securities representing up to 15% of the Company's issued capital in the next 12 months.

For the purposes of Listing Rule 7.5, the Company provides the following information to Shareholders:

- (a) the Company issued 6,712,882 Vendor Shares on 13 June 2013;
- (b) the Vendor Shares were issued at a deemed issue price of \$0.0298 per Vendor Share;
- (c) all Vendor Shares issued rank equally with all other Shares on issue;
- (d) the Vendor Shares were issued and allotted to the Endeavour Vendors;
- (e) the Vendor Shares were issued as consideration under the Endeavour Transaction and accordingly, no funds were raised from the issue of the Vendor Shares;
- (f) none of the persons to whom Vendor Shares have been issued is (or is an Associate of) a Director; and
- (g) an appropriate voting exclusion statement is included in the Notice.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – APPROVAL OF GRANT OF EMPLOYEE OPTIONS

The Company is seeking the approval of Shareholders to grant a maximum of 6,250,000 unlisted Options to proposed employees of the Company (**Employee Options**) under the Employee Option Plan for nil consideration. The proposed employees are presently employed by Invictus Gold Limited (**Invictus**) and qualify as "eligible employees" under the Employee Option Plan because Invictus is a related body corporate of Impact.

Although Shareholder approval of the grant of these Options is not strictly required by law or the Listing Rules given the Employee Options are to be issued under the Company's Employee Option Plan (as approved by Shareholders at last year's Annual General Meeting), Impact considers it appropriate in the circumstances

that Shareholders are given the opportunity to consider and, if thought fit, approve the granting of these Employee Options.

As announced to ASX on 23 August 2013, Impact is proposing to acquire all of the issued shares it does not already own in Invictus under a scheme of arrangement merger (**Merger**). Subject to the Merger being approved by Invictus securityholders and by the Court on terms that are reasonably acceptable by the parties, all Unlisted Invictus Options on issue (**Unlisted Invictus Options**) are to be cancelled for no cash consideration.

Impact is proposing to grant the Employee Options to certain holders of Unlisted Invictus Options who will continue to be employed by the Company following the Merger to provide those employees with an incentive having regard to the fact that their existing Unlisted Invictus Options are to be cancelled.

Subject to receiving Shareholder approval of this Resolution 4, the Employee Options will be granted in two tranches as follows and otherwise on the terms and conditions set out in Annexure A:

	Number	Exercise Price	Vesting Date	Expiry Date
Tranche 1	2,800,000	\$0.06	30 November 2013	30 November 2015
Tranche 2	3,450,000	\$0.10	30 November 2014	30 November 2016

The terms and conditions of these options, including exercise price, vesting and expiry dates, are consistent with the majority of all other Impact unlisted options. Accordingly the Employee Option Plan will be aligned across the whole company including employees and Directors.

The market price of Shares will normally determine whether or not the Employee Options will be exercised. If the Employee Options are exercised at a price that is lower than the price at which Shares are trading on ASX, there may be a perceived cost to the Company.

If all Employee Options proposed to be granted are exercised and paid for, the Company will receive a total of \$513,000. The funds raised from the Shares issued as a result of the exercise of the Employee Options will be used for general working capital purposes as the Board thinks fit.

The Directors consider the grant of the Employee Options to be reasonable in the circumstances given the need to attract and retain employees of high calibre, whilst maintaining cash reserves.

It is noted that Shareholder approval for the grant of the Employee Options is not required for the purposes of Listing Rule 7.1 as the granting of these Options qualifies under Listing Rule 7.2 Exception 9, which exempts an issue under an employee incentive scheme (such as the Employee Option Plan) if within 3 years before the date of issue the holders of ordinary securities have approved the issue of securities under the scheme as an exception to Listing Rule 7.1. As noted above, the Employee Option Plan was approved for this purpose at last year's Annual General Meeting, which was held on 29 November 2012.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

A\$	Australian dollars.
ASIC	Australian Securities and Investments Commission.
Associate	Has the meaning given to it by Division 2 of Part 1 of the Corporations Act.
ASX	ASX Limited ACN 008 624 691, trading as the Australian Securities Exchange.
Board	Board of Directors.
Business Day	Has the meaning given it in the Listing Rules.
Capital Raising	Has the meaning given in Section 2 of the Explanatory Statement.
Company or Impact	Impact Minerals Limited ACN 119 062 261.
Constitution	The Company's constitution.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Employee Options	Those unlisted Options proposed to be granted to employees of Impact under the Employee Option Plan.
Employee Option Plan	Impact's Long Term Incentive Plan as approved by Shareholders on 29 November 2012.
Endeavour	Endeavour Minerals Pty Ltd ACN 063 725 708.
Endeavour Vendors	Peter David Timms, Jennifer Anne Timms, Daven Philip Richard Timms, Vladimir David, Belinda Roberts, Collingridge Investments Pty Ltd ACN 082 406 915 ATF the McHugh Superannuation Fund, Braden Timms, Quentin Timms and Tricia Hirst.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of General Meeting.
General Meeting or Meeting	General Meeting of Shareholders of the Company or any meeting adjourned thereof, convened by the Notice.
Investors	Has the meaning given in Section 2 of the Explanatory Statement.
Invictus	Invictus Gold Limited ACN 145 891 907.
Listing Rules	The listing rules published by ASX.
New Shares	Shares issued pursuant to the Placement.
Notice or Notice of Meeting or Notice of General Meeting	The Notice of General Meeting which accompanies this Explanatory Statement.
Option	An option to acquire a Share.

Option Agreement	The agreement entered into by the Company, Invictus, Endeavour and the Endeavour Vendors on 8 March 2013.
Proxy Form	The proxy form accompanying this Notice of Meeting.
Resolution	A resolution set out in the Notice.
Share	Fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.
Vendor Shares	The Shares issued pursuant to the Endeavour Transaction on the terms set out in the Explanatory Statement.
WST	Western Standard Time, being the time in Perth, Western Australia.

ANNEXURE A – TERMS AND CONDITIONS OF EMPLOYEE OPTIONS

In addition to the specified exercise prices and expiry dates, the Employee Options will be issued on the following terms:

- (a) Each Employee Option entitles the holder to subscribe for one (1) fully paid ordinary Share in Impact.
- (b) Any Employee Option not exercised by their expiry date will automatically expire.
- (c) Impact must give the optionholder a certificate or Holding Statement stating the:
 - (i) number of Employee Options issued to the optionholder;
 - (ii) exercise price of the Employee Options; and
 - (iii) date of issue of the Employee Options.
- (d) The Employee Options are transferable. Subject to the ASX Listing Rules and the Corporations Act, the optionholder may transfer some or all of the Employee Options at any time before they expire by a:
 - (i) proper ASTC transfer or any other method permitted by the Corporations Act; or
 - (ii) prescribed instrument of transfer.
- (e) An instrument of transfer of an Employee Option must be:
 - (i) in writing;
 - (ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - (iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - (iv) delivered to Impact, at the place where Impact's register of optionholders is kept, together with the certificate (if any) of the Employee Option to be transferred and any other evidence as the Impact Directors require to prove the title of the transferor to that Employee Option, the right of the transferor to transfer that Employee Option and the proper execution of the instrument of transfer.
- (f) Impact will apply to ASX for Official Quotation of the Shares issued on exercise of Employee Options.
- (g) The optionholder is not entitled to participate in any new issue to existing Impact Shareholders of securities in Impact unless they have exercised their Employee Options before the "record date" for determining entitlements to the new issue of securities and participate as a result of holding Impact Shares. Impact must give the optionholder notice of the proposed terms of the issue or offer in accordance with ASX Listing Rules.
- (h) If Impact makes a bonus issue of Impact Shares or other securities to Impact Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Impact Share has been issued in respect of the Employee Option before the "record date" for determining entitlements to the issue, then the number of underlying Impact Shares over which the Employee Option is exercisable is increased by the number of Impact Shares which the optionholder would have received if the optionholder had exercised the Employee Option before the "record date" for determining entitlements to the issue.
- (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of Impact, then the rights of the optionholder (including the number of Employee Options to

which the optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (j) Any calculations or adjustments which are required to be made will be made by Impact's board of Directors and will, in the absence of manifest error, be final and conclusive and binding on Impact and the optionholder.
- (k) Impact must, within a reasonable period, give to the optionholder notice of any change to the exercise price of any Employee Options held by the optionholder or the number of Impact Shares which the optionholder is entitled to subscribe for on exercise of an Employee Option.
- (l) To exercise Employee Options, the optionholder must give Impact or its share registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of Impact from time to time) specifying the number of Employee Options being exercised and Impact Shares to be issued;
 - (ii) payment of the exercise price for the Impact Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment approved by Impact; and
 - (iii) any certificate for the Employee Options.
- (m) The optionholder may only exercise Employee Options in multiples of 5,000 Employee Options unless the optionholder exercises all Employee Options held by the optionholder.
- (n) Employee Options will be deemed to have been exercised on the date the exercise notice is lodged with the Directors of Impact.
- (o) If the optionholder exercises less than the total number of Employee Options registered in the optionholder's name:
 - (i) the optionholder must surrender their option certificate (if any); and
 - (ii) Impact must cancel the option certificate (if any) and issue the optionholder a new option certificate or Holding Statement stating the remaining number of Employee Options held by the optionholder.
- (p) Within 10 days after receiving an application for exercise of Employee Options and payment by the optionholder of the exercise price, Impact must issue the optionholder the number of Impact Shares specified in the application.
- (q) Subject to Impact's Constitution, all Impact Shares issued on the exercise of Employee Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of Impact at the date of issue.
- (r) These terms and the rights and obligations of the optionholder are governed by the laws of Western Australia. The optionholder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

Lodge your vote:

By Mail:
Impact Minerals Limited
309 Newcastle Street
Northbridge WA 6003

Alternatively you can fax your form to
(within Australia) 08 6454 6667
(outside Australia) +61 8 6454 6667

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



000001 000 IPT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

 **For your vote to be effective it must be received by 10:00am WST Monday, 4th November 2013**

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 as they choose. 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

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable 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.

Turn over to complete the form ➔



Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Review your securityholding

Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

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



I 9999999999 I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of 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 General Meeting of Impact Minerals Limited to be held at Bentleys (WA) Pty Ltd, Level 1, 12 Kings Park Road, West Perth, Western Australia on Wednesday, 6th November 2013 at 10:00am WST and at any adjournment or postponement of that meeting.

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	Ratification of Issue of Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Issue to Endeavour Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Grant of Employee Options	<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.

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 / /