

18 April 2017

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Our ref: 7601101.00001

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Amex Resources Limited (AXZ)

Off-market bid by Waratah International (Asia) Limited – Notice of status of defeating conditions

We act for Waratah International (Asia) Limited (**Waratah**).

We refer to Waratah's off-market takeover bid for all the ordinary shares in Amex Resources Limited ABN 55 089 826 237 (**Amex**) (**Offer**).

We attach the following documents:

1. in accordance with section 630(5)(b) of the *Corporations Act 2001* (Cth) (**Act**), a notice under section 630(4) in relation to the fulfilment of a defeating condition;
2. in accordance with section 650F(3)(a) of the Act, a notice under section 650F(1) in relation to freeing the Offer of defeating conditions; and
3. in accordance with section 630(5)(b) of the Act, a notice under section 630(3) in relation to the status of defeating conditions.

Yours faithfully
K&L Gates



Eric Fethers
Partner

WARATAH INTERNATIONAL (ASIA) LIMITED

(Incorporated in the British Virgin Islands)

NOTICE OF FULFILMENT OF DEFEATING CONDITION

SECTION 630(4) OF THE CORPORATIONS ACT 2001 (CTH)

To: Amex Resources Limited ABN 55 089 826 237 (Amex)
ASX Limited ACN 008 624 691

This is a notice dated 18 April 2017 given by Waratah International (Asia) Limited (**Waratah**) in relation to its off-market takeover bid to acquire all of the ordinary shares of Amex (**Offer**) pursuant to its bidder's statement dated 16 March 2017, which is to be read together with the supplementary bidder's statement dated 3 April 2017 (**Bidder's Statement**).

Any capitalised terms which are not defined in this notice have the meaning given to them in the Bidder's Statement.

In accordance with section 630(4) of the *Corporations Act 2001* (Cth), Waratah gives notice that the condition set out in section 6.9(c) of the Bidder's Statement (Cancellation of Mba Delta Project Contractor Conditional Call Option) requiring that the Mba Delta Project Contractor agrees with Amex to the cancellation of the Conditional Call Option for no monetary consideration (**Condition**) was fulfilled on 13 April 2017.


To the extent, however, that the Condition is determined to have not been fulfilled, in accordance with section 650F(1) of the *Corporations Act 2001* (Cth), Waratah gives notice and declares that the Offer and all Takeover Contracts formed by the acceptance of the Offer to be free from the Condition.

As at 4:00pm (AWST) on 13 April 2017, Waratah's voting power in Amex was 92.89%.

The Offer remains open until 5:00pm (Perth time) on 26 April 2017, unless extended.

Date: 18 April 2017

Signed for and on behalf of Waratah International (Asia) Limited


Kenny Xiandong Zhang
Sole Director

WARATAH INTERNATIONAL (ASIA) LIMITED

(Incorporated in the British Virgin Islands)

NOTICE FREEING OFFER OF DEFEATING CONDITIONS

SECTION 650F(1) OF THE CORPORATIONS ACT 2001 (CTH)

To: Amex Resources Limited ABN 55 089 826 237 (Amex)
ASX Limited ACN 008 624 691

This is a notice dated 18 April 2017 given by Waratah International (Asia) Limited (**Waratah**) in relation to its off-market takeover bid to acquire all of the ordinary shares of Amex (**Offer**) pursuant to its bidder's statement dated 16 March 2017, which is to be read together with the supplementary bidder's statement dated 3 April 2017 (**Bidder's Statement**).

Any capitalised terms which are not defined in this notice have the meaning given to them in the Bidder's Statement.

In accordance with section 650F(1) of the *Corporations Act 2001 (Cth)*, Waratah gives notice and declares that the Offer and all Takeover Contracts formed by the acceptance of the Offer to be free from the conditions specified in:

- (a) section 6.9(b) (Cancellation of Amex Options) of the Bidder's Statement;
- (b) section 6.9(d) (Conduct of Business) of the Bidder's Statement; and
- (c) section 6.9(e) (No Material Adverse Change) of the Bidder's Statement.

As at 4:00pm (AWST) on 13 April 2017, Waratah's voting power in Amex was 92.89%.

The Offer remains open until 5:00pm (Perth time) on 26 April 2017, unless extended.

Date: 18 April 2017

Signed for and on behalf of Waratah International (Asia) Limited



Kenny Xiandong Zhang
Sole Director

WARATAH INTERNATIONAL (ASIA) LIMITED

(Incorporated in the British Virgin Islands)

NOTICE OF STATUS OF DEFEATING CONDITIONS

SECTION 630(3) OF THE CORPORATIONS ACT 2001 (CTH)

To: **Amex Resources Limited ABN 55 089 826 237(Amex)**
ASX Limited ACN 008 624 691

This is a notice dated 18 April 2017 given by Waratah International (Asia) Limited (**Waratah**) in relation to its off-market takeover bid to acquire all of the ordinary shares of Amex (**Offer**) pursuant to its bidder's statement dated 16 March 2017, which is to be read together with the supplementary bidder's statement dated 3 April 2017 (**Bidder's Statement**).

Any capitalised terms which are not defined in this notice have the meaning given to them in the Bidder's Statement.

In accordance with section 630(3) of the *Corporations Act 2001* (Cth), Waratah gives notice that:

- (a) on the date of this notice, the conditions set out in sections 6.9(a) (Minimum Acceptance Condition) and 6.9(c) (Cancellation of Mba Delta Project Contractor Conditional Call Option) of the Bidder's Statement have been fulfilled and the Offer is free of these conditions;
- (b) on 18 April 2017, Waratah declared the Offer and all Takeover Contracts formed by the acceptance of the Offer to be free from the conditions set out in sections 6.9(b) (Cancellation of Amex Options), 6.9(d) (Conduct of Business) and 6.9(e) (No Material Adverse Change) of the Bidder's Statement;
- (c) so far as Waratah knows, as at the date of this notice the conditions set out in sections 6.9(b) (Cancellation of Amex Options), 6.9(d) (Conduct of Business) and 6.9(e) (No Material Adverse Change) of the Bidder's Statement had not been fulfilled; and
- (d) so far as Waratah knows, on the date of this notice, the conditions set out in section 6.9(f) (Prescribed Occurrences) of the Bidder's Statement have not been fulfilled and, accordingly, the Offer remains subject to those conditions.

As at 4:00pm (AWST) on 13 April 2017, Waratah's voting power in Amex was 92.89%.

The Offer remains open until 5:00pm (Perth time) on 26 April 2017, unless extended.

Date: 18 April 2017

Signed for and on behalf of Waratah International (Asia) Limited



Kenny Xiaodong Zhang
Sole Director