

10 May 2017

Company Announcements Office
ASX Limited
Exchange Centre
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Sydney NSW 2000

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Our ref: fethere.7601101.00001

Dear Sir/Madam

Amex Resources Limited (AXZ)

Notice of compulsory acquisition and Notice of buy out to remaining holder of securities following a takeover bid

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**).

As at the date of this letter, Waratah and its associates have a relevant interest in 96.23% of all of the ordinary shares in Amex and Waratah therefore intends to proceed with the compulsory acquisition of all of the remaining ordinary shares in Amex.

We attach:

1. a Notice of compulsory acquisition following takeover bid pursuant to section 661B(1)(d) of the *Corporations Act 2001* (Cth) (**Act**). The Notice of compulsory acquisition and the accompanying cover letter have today been lodged with ASIC and sent to the Amex shareholders who did not accept the Offer and whose shares are being compulsorily acquired; and
2. a Notice of buy out to remaining holder of securities following a takeover bid pursuant to section 662B(1)(d) of the Act. The Notice of buy out has today been lodged with ASIC and sent to the sole Amex shareholder who was not provided with the Notice of compulsory acquisition in accordance with section 662B(1)(c)(ii) of the Act.

Yours faithfully
K&L Gates



Eric Fethers
Partner

10 May 2017

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Our ref: fethere.7601101.00001

Dear Amex Shareholder

Notice of compulsory acquisition following takeover bid for Amex Resources Limited (Amex)

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

As you may be aware, Waratah made offers under an off-market takeover bid for all of the ordinary shares in Amex (**Offer**).

The Offer Period ended at 5.00pm on 26 April 2017.

At the end of the Offer Period, Waratah and its associates had a relevant interest in 96.23% of the shares in Amex and therefore, Waratah is entitled to proceed with the compulsory acquisition of all of the ordinary shares in Amex in respect of which Waratah did not receive acceptances and in respect of which Waratah and its associates do not otherwise have a relevant interest. The compulsory acquisition will be on the same terms as the Offer (ie A\$0.50 per Amex share).

This letter is being sent to you because our records show that you are currently registered as a holder of ordinary shares in Amex and that you did not accept the Offer.

We **attach** a formal Notice of compulsory acquisition following a takeover bid (**Notice**) which Waratah is required to give you under the Corporations Act 2001 (Cth).

You should read the Notice in its entirety as it contains information regarding the compulsory acquisition procedure.

Please note that you do not need to sign or return the attached Notice. In due course, Amex will send you a letter with further details about the compulsory acquisition, including information about how you may claim your consideration.

Yours faithfully



Eric Fethers
Partner

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

To each holder of:

Fully paid ordinary shares
(Bid Class Securities)

Name of target company or body

In

Name ('the Company')
Amex Resources Limited
ACN/ARBN/ARSN
55 089 826 237

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Waratah International (Asia) Limited

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

- closed
- are scheduled to close

Date offers closed or are scheduled to close

on

Date
2 6 / 0 4 / 1 7
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(See subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

Description of securities

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

- 661A(1)
- 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

- 4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date of lodgement

Date

/ /
[D] [D] [M] [M] [Y] [Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature


Name of person signing

Kenny Zhang

Capacity

Director

Signature



Date signed

/
[D] [D] [M] [M] [Y] [Y]

Notice of right of buy out to remaining holder of securities following a takeover bid

Notice

Description of class of securities to which the bid relates.

To each holder of:

Ordinary shares, to whom a notice of compulsory acquisition has not been sent,
(*Bid Class Securities*)

Name of target company

in

Name (the Company)

Amex Resources Limited

ACN/ARBN/ARSN

55 089 826 237

Name of bidder.

1. Under a takeover bid offers were made by

Waratah International (Asia) Limited

in respect of the acquisition of Bid Class Securities in the Company.

2. You are, or are entitled to be, registered as the holder of securities in respect of which the takeover offers were made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

3. The bidder gives you notice under subsection 662B(1) of the Corporations Act 2001 (the Act) that the bidder and their associates have relevant interests in at least 90% (by number) of the securities in the bid class.

4. You, (or anyone who acquires the securities after the day on which this notice is given) as the holder of remaining securities in the bid class, have the right, under section 662C of the Act, within one month after this notice is given to give the bidder a written notice requiring the bidder to acquire your securities in the bid class. A notice sent by post to you is taken to be given to you 3 days after it is posted.

5. Unless otherwise agreed, the terms on which the securities will be acquired by the bidder will be the same as the terms which applied to the acquisition of securities under the bid immediately before the end of the offer period.

Insert paragraph 6 only where alternative forms of consideration were offered under the bid.

6. You are entitled, in your notice to the bidder under paragraph 4, to elect which of the following forms of consideration will apply to the acquisition of your securities

Details of alternative terms

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be

Signature

Name of person signing

Kenny Zhang

Capacity

Sole Director

Signature



Date signed

10/05/17
[D] [D] [M] [M] [Y] [Y]