

METHES ENERGIES INTERNATIONAL LTD  
Form DEFR14A  
October 01, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14a INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

METHES ENERGIES INTERNATIONAL LTD.  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

- Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
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AMENDMENT NO. 1  
to the  
PROXY STATEMENT  
for the  
2014 ANNUAL MEETING OF STOCKHOLDERS  
of  
METHES ENERGIES INTERNATIONAL LTD

Explanatory Note

This Amendment No. 1 to the proxy statement dated September 18, 2014 (the "Proxy Statement") for the Annual Meeting of Stockholders of Methes Energies International Ltd (the "Company"), provides new information as to the number of votes available to the holders of the Company's outstanding shares of Series A-1 and A-2 convertible preferred stock and the total number of votes which may be cast at the meeting. There are no other changes to Proxy Statement.

The sixth paragraph on page 1 of the Proxy Statement entitled "STOCKHOLDER'S VOTING RIGHTS" is hereby amended to read as follows:

Only holders of record at the close of business on the Record Date will be entitled to notice of, and to vote at, the Meeting or at any adjournment or postponements thereof. On the Record Date there were 11,460,431 outstanding shares of our common stock, par value \$0.001 per share ("Common Stock"), 21,008 outstanding shares of our Series A-1 Convertible Preferred Stock, par value \$0.001 per share ("Series A-1 Preferred") and 90,814 outstanding shares of our Series A-2 Convertible Preferred Stock, par value \$0.001 per share ("Series A-2 Preferred"). As of the Record Date, each share of Common Stock is entitled to one vote, each share of Series A-1 Preferred to 1.1 votes and each share of Series A-2 Preferred to 1.08 votes. In the aggregate, the holders of all classes, voting as a single class, may cast 11,582,102 votes at the Meeting.

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Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting to Be Held on Tuesday, October 28, 2014:

The proxy materials for the Annual Meeting, including this Amendment No. 1, the Annual Report and the Proxy Statement are available at <https://www.iproxydirect.com/MEIL>.

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