



IKWEZI MINING LIMITED
(Incorporated in Bermuda with registered company number 45349)
ARBN 151 258 221

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

**To be held virtually via teleconference through Zoom on 17 January
2022 at 03: 00 PM (WST).**

<p>The 2021 Annual Report may be viewed on the Company's website at http://ikweziminig.com/</p>

IMPORTANT INFORMATION

**DUE TO THE ONGOING COVID-19 PANDEMIC, SHAREHOLDERS WILL NOT BE ABLE
TO ATTEND THE MEETING IN PERSON.**

*This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote,
they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by
telephone on +61 419 242 096*

IKWEZI MINING LIMITED
ARBN 151 258 221

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting of the Company will be held virtually, via Zoom, on 17 January 2022 at 03:00 pm (WST) (**Meeting**).

Due to the ongoing COVID-19 pandemic, Shareholders will only be able to attend and participate in the Meeting via teleconference through Zoom and all voting will be conducted by poll using proxy instructions received in advance of the Meeting or by the online poll at the Meeting. Please refer to the Explanatory Statement attached to the Notice for further details.

AGENDA

- 1. APPOINTMENT OF CHAIRMAN OF THE MEETING**
- 2. CONFIRMATION OF NOTICE AND QUORUM**

ORDINARY BUSINESS

3. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2021 together with the directors' report in relation to that financial year and the auditor's report on the financial report.

4. RESOLUTION 1 – ELECTION OF DIRECTOR, NITIN AGRAWAL

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

"That Mr Nitin Agrawal, who retires in accordance with the Company's Bye-laws and, being eligible, offers himself for re-election, be re-elected as an Executive Director"

Details of Mr Agrawal's experience and qualifications are provided in the accompanying Explanatory Statement.

5. RESOLUTION 2 – APPOINTMENT OF AUDITOR

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

"That Eyesure Financial Services of Roodeport, South Africa be and hereby are appointed as Auditors of the Company until the conclusion of the next annual general meeting at a fee to be agreed by the Directors"

By Order of the Board

(06 December 2021)

IKWEZI MINING LIMITED
ARBN 151 258 221

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually via Zoom on 17 January 2022 at 3:00 pm (WST).

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Statement.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

2.1 Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting and for shareholders to be able to attend and vote at the Meeting virtually via teleconference through Zoom and online polling. If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

2.2 No attendance in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

2.3 Proxies

All voting will be conducted by poll using proxy instructions received in advance of the Meeting (and via online polling during the Meeting - see Section 2.5 below).

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised Proxy Form which will be enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences).

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice.

You must return a Proxy Form by the time and in accordance with the instructions set out on the Proxy Form.

2.4 Remote attendance via Zoom

The Meeting will be accessible to all Shareholders via Zoom, which will allow Shareholders to listen to and observe the Meeting. If you wish to attend the virtual Meeting, please use the dial in details below to join the Zoom call. The dialing number will be ready to receive calls 30 minutes before the Meeting. Shareholders should note that the teleconference will not provide for a voting mechanism during the Meeting.

Meeting Link:	https://zoom.us/j/94065798950?pwd=NIJONWJtTnJQeVNsUVJGMDZrT0s3UT09
Conference ID:	940 6579 8950
Passcode:	814449

2.5 Remote voting via online polling

Shareholders will be able to vote on each Resolution via online polling during the Meeting. Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at wayne@castletons.com.au to notify the Company Secretary that you intend to participate and vote on a poll at the meeting. Once verified, the Company will email you a personalised poll form. You will need to attend the Meeting by Zoom to follow the Meeting and timing of the poll (see Zoom details above at Section 2.4).

2.6 Questions to be submitted in advance only

Shareholders are asked to submit questions that relate to the formal items of business in the Notice in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at wayne@castletons.com.au by no later than 12 January 2022. The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each per Resolution.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting dated 06 December 2021. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Details of the Resolutions to be considered at the Meeting are set out below.

1. RESOLUTION 1 – ELECTION OF DIRECTOR, NITIN AGRAWAL (ORDINARY RESOLUTION)

In accordance with clause 86 (2) of the Company's Bye-laws, Mr Nitin Agrawal, having been appointed by the Board of Directors of the Company since the last General Meeting, will retire and offer himself for election by Shareholders.

Mr Nitin Agrawal was appointed as an executive director of the Company effective 29 May 2020.

Mr Nitin Agrawal's vast experience in business development and mining of coal and other resources led to the successful launch and comprehensive expansion of Ikwezi Mining.

He is currently the Chairman of Ikwezi Mining Limited, Executive Director and CEO of Ikwezi Mining (Pty) Ltd and Group Executive Director for the Oza Holdings Group. He holds a bachelor's degree in Science and IT.

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

2. RESOLUTION 2 – APPOINTMENT OF AUDITORS (ORDINARY RESOLUTION)

Eyesure Financial Services are the Company's auditors having been appointed by the Board pursuant to Section 89(4) of the Companies Act and Bye-law 158 of the Company's Bye-laws to hold office until the close of the 2021 Annual General Meeting.

Pursuant to Resolution 2, Eyesure Financial Services will be appointed the Company's auditors until the close of the next annual general meeting at a fee to be agreed by the Directors.

Section 89(6) of the Companies Act provides that the remuneration of an auditor appointed by the members shall be fixed by the members or by the Directors, if they are authorised to do so by the members.

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

3. GLOSSARY

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

ASX	means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	means the Listing Rules of ASX
Board	means Board of Directors
Bye-laws	means the bye-laws of the Company as amended from time to time
Companies Act	means the Companies Act 1981 of Bermuda as amended from time to time
Company	means Ikwezi Mining Limited Incorporated in Bermuda with registered company number 45349, ARBN 151 258 221
Director	means a director of the Company
Explanatory Statement	means the information attached to the notice, which provides information to Shareholders about the resolutions contained in the Notice
Notice or Notice of Annual General Meeting	means this notice of annual general meeting of the Company including the Explanatory Statement and the Proxy Form
Resolution	means a resolution in this Notice of Annual General Meeting
Share	means fully paid ordinary share in the capital of the Company
Shareholder	means a holder of a Share
WST	means Australian Western Standard Time

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00 PM (AWST)** on **Friday, 14 January 2022**.

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

S00000112Q01

IKW

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

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

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I/We being a member/s of Ikwezi Mining 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 Ikwezi Mining Limited to be held as a virtual meeting on Monday, 17 January 2022 at 3:00 PM (AWST) 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
Item 1 Election of Director, Nitin Agrawal			
Item 2 Appointment of Auditor			

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.

Step 3

Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

/ /
Date

Update your communication details (Optional) By providing your email address, you consent to receive future Notice

Mobile Number

Email Address

of Meeting & Proxy communications electronically