



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

NOTICE OF ANNUAL GENERAL MEETING

The 2019 Annual General Meeting of the Company will be held at
10.00 am (IST) on 23 December 2019 (4.30 am GMT, 12.30 pm WST)

at

1101, 11 Floor, B Wing, Peninsula Business Park, Senapati Bapat
Marg, Lower Parel, Mumbai, India 400013

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 8 6153 1861.

**IKWEZI MINING LIMITED
ARBN 151 258 221**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting of the Company will be held at 10.00 am (1ST) on 23 December 2019 (04.30 am GMT, 12.30 pm WST) at 1101, 11 Floor, B Wing, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai, India 400013 (**Meeting**).

The Proxy Form forms part of this Notice of Annual General Meeting (**Notice**).

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 2019 together with the directors' report in relation to that financial year and the auditor's report on the financial report.

4. RESOLUTION 1 – RE-ELECTION OF MR DAVID PILE

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

"That Mr David Pile, who retires by rotation 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 Pile'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 Charter Financial Services Pty Ltd of Perth, Western Australia 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



Alex Neuling
Company Secretary
26 November 2019

IKWEZI MINING LIMITED
ARBN 151 258 221

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2019 Annual General Meeting to be held at 10.00 am (IST) on 23 December 2019 (04.30 am GMT, 12.30 pm WST) at 1101, 11 Floor, B Wing, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai, India 400013 (**Meeting**).

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting dated 26 November 2019. 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, DAVID PILE (ORDINARY RESOLUTION)

Pursuant to Bye-law 88 of the Company's Bye-Laws, at every Annual General Meeting, one third of the Directors (or, if the number of Directors is not a multiple of 3, the number nearest to but not less than one-third) must retire from office by rotation provided that every Director must retire at the third general Annual General Meeting after he was elected or last re-elected. This is in accordance with Listing Rule 14.4, which requires that no Director other than an alternate Director or the Managing Director holds office for more than 3 years without being re-elected. Retiring Directors are eligible for re-election.

The Directors to retire by rotation include any Director who wishes to retire and not offer himself for re-election. Any further Directors to retire are those of the other Directors subject to retirement by rotation who have been longest in office since their appointment or last re-election or, if the Directors have been in office for an equal length of time, by lot (or by agreement amongst such Directors).

These requirements for a Director to retire by rotation do not apply to a Managing Director (but in accordance with the Listing Rules if there is more than one Managing Director, only one is exempt from retirement). In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

Mr David Pile retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election.

David is a Chartered Accountant with comprehensive experience across several industries in Sub-Saharan Africa, South East Asia and Australia. Most recently, he was Chief Financial Officer of Minara Resources, an ASX listed mining company subsequently taken over by Glencore, and prior to that the Chief Financial Officer of Ingwe Collieries, BHP Billiton's South African energy coal operations, where he was also a director of the Richards Bay Coal Terminal.

David was appointed as the Executive Chairman on 27 June 2014. Prior to this, he held the position of Managing Director.

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

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

Section 89(2) of the Companies Act provides that members of a company at each annual general

meeting shall appoint one or more auditors to hold office until the close of the next annual general meeting. In addition, Section 89(6) 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.

Charter Financial Services Pty Ltd are the Company's auditors. Pursuant to Resolution 2, Charter Financial Services Pty Ltd will be re-appointed the Company's auditors until the close of the next Annual General Meeting at a fee to be agreed by the Directors.

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	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	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
Chairman <i>[see agenda item 1]</i>	Mr David Pile or such other person appointed chairman in accordance with the Constitution
Company	Ikwezi Mining Limited Incorporated in Bermuda with registered company number 45349, ARBN 151 258 221
Director	director of the Company
Explanatory Statement	the information attached to the notice, which provides information to Shareholders about the resolutions contained in the Notice
GMT	means Greenwich Mean Time
IST	means Indian Standard Time
Notice or Notice of Annual General Meeting	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	fully paid ordinary share in the capital of the Company
Shareholder	a holder of a Share
WST	Australian Western Standard Time

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

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 **12:30pm (WST)**
Saturday, 21 December 2019.

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

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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.

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.



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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 at 1101, 11 Floor, B Wing, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai, India 400013 on Monday, 23 December 2019 at 10.00 am (IST) (4.30 am GMT, 12.30 pm 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
1 Re-election of Mr David Pile	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of Auditor	<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. 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.

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 / /

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