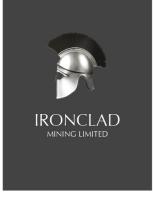
Dear Shareholder 17 November 2008

Due to the restructure of the Company's auditor's changing from a partnership to an audit company they need to retire and be reappointed as auditors of IronClad Mining. Corporate records already show RLF Bentleys Audit & Corporate Pty Ltd as the Company's auditors. However, it is prudent to formally record their retirement and reappointment. Section 250R of the Corporation Act states that the business of an AGM may include the appointment of an auditor notwithstanding the fact that it is not referred to in the notice of meeting. The Board of the Company unanimously recommends that shareholders vote to change auditors.

The Company has received the following letter from a shareholder of the Company "For the purposes of Section 328B(1) of the Corporations Act 2001, I Neil Wilson McKay being a Registered Office: member of IronClad Mining Limited hereby nominate RLF Bentleys Audit & Corporate Level 2, 679 Murray St. Pty Ltd, trading as Bentleys, as auditor of the Company at the Annual General Meeting to be held on 28th November 2008".

Below is a Resolution seeking to make that change and to be put to members, as an additional Principal Office: resolution, at the forthcoming Annual General Meeting to be held at The Celtic Club, 48 Ord Level 7, 431-439 King William St. Street, West Perth at 08.30 a.m. Friday 28<sup>th</sup> November 2008. Notice of which has already been circulated.



West Perth, WA, Australia, 6005 Telephone: +61 (0)8 9485 1040 Facsimile: +61 (0)8 9485 1050

Adelaide, SA, Australia, 5000 Telephone: +61 (0)8 8212 7577 Facsimile: +61 (0)8 8212 7377 Website: ironcladmining.com

## **Resolution 3**

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

"That, for the purposes of Section 328B(1) of the Corporations Act and for all other purposes, RLF Bentleys Audit & Corporate Ptv Ltd. trading as Bentleys, having been nominated and having consented in writing to act as auditor of the Company, be appointed auditor of the Company."

## Appointment of Proxy – Ironclad Mining Limited ABN 79 124 990 405

PROXY FOR	IM .	
I/WE	The Secretary Ironclad Mining Limited PO Box 1124 WEST PERTH WA 6872	
being a member/members of Ironclad Mining Limited (the "Cor	npany") hereby appoint	
Print proxy's name in full of		
print proxy's address and (if you wish to appoint two proxies)		
print second proxy's name in full of print second proxy's address		
proxy/proxies to vote for me/us on my/our behalf at the Annual November at 8.30 a.m. at The Celtic Club, 48 Ord Semeeting in respect of	Street, West Perth and at any adjournment of ling any number being specified, ALL of my/our sl	f that
If you do not wish to direct your proxy how to vote, please place		
If the Chair of the meeting is appointed as your proxy, or may be direct your proxy how to vote as your proxy in respect of a reso		
By marking this box, you acknowledge that the Chair of the mean interest in the outcome of the resolution/s and that votes cas resolutions other than as proxy holder will be disregarded becare.	st by the Chair of the meeting for those	
If you do not mark the box, and you have not directed your provotes on the resolution and your votes will not be counted in ca on the resolution.		
If you wish to indicate how your proxy is to vote, please tick the resolution, the proxy may abstain or vote at his or her discretion		en on a
IMMs direct mulaur proviets yets as indicated below:		

ORDINARY BUSINESS					
RESOLUTION			FOR	AGAINST	ABSTAIN
Appointment of Auditor					
Proxy No. 1 2. If the appointm	% Proxy No. ent of a proxy is sign	2 led by the a	on of your voting rights alloon _%. sppointer's attorney, this for ned, or a certified copy of t	m must be accomp	
	PRO	XY FOF	RM		
Signed this	day of		2008		
If a natural person:					
SIGNED by in the presence of:		)	(Signature)		
(Signature of Witness)					
(Name of Witness in full)					
If a Company:					
THE COMMON SEAL of		)			
ACN was affixed in the presence o	of:	) )			
(Signature of Secretary/other	Director)		(Signature of Direct	tor/Sole Director	·)
(Name of Secretary/other Di	rector in full)		(Name of Director/S	Sole Director in t	full)

## **PROXY VOTES**

A vote given in accordance with the terms of an instrument or proxy is valid not withstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or the authority under which the instrument was executed), or the transfer of the Share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the instrument is used or the power is exercised.

## REPRESENTATIVES OF CORPORATE SHAREHOLDERS

A body corporate ("the Appointer") that is a Shareholder may authorise, in accordance with Section 250D of the Corporations Act 2001, by resolution of its Directors or other governing body such person or persons as it may determine to act as its Representative at any Meeting of the Company or of any class of Shareholders. A person so authorised shall be entitled to exercise all the rights and privileges of the Appointer as a Shareholder. When a Representative is present at a Meeting of the Company, the Appointer shall be deemed to be personally present at the Meeting unless the Representative is otherwise entitled to be present at the Meeting.