

Dear Shareholder

17 November 2008



IRONCLAD  
MINING LIMITED

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 member of IronClad Mining Limited hereby nominate RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentleys, as auditor of the Company at the Annual General Meeting to be held on 28<sup>th</sup> November 2008".

Registered Office:  
Level 2, 679 Murray St.  
West Perth, WA, Australia, 6005  
Telephone: +61 (0)8 9485 1040  
Facsimile: +61 (0)8 9485 1050

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

Principal Office:  
Level 7, 431-439 King William St.  
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 Pty 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 FORM**

I/WE	The Secretary Ironclad Mining Limited PO Box 1124 WEST PERTH WA 6872
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being a member/members of Ironclad Mining Limited (the "Company") hereby appoint

\_\_\_\_\_

of \_\_\_\_\_

and (if you wish to appoint two proxies) \_\_\_\_\_

of \_\_\_\_\_

or, in the proxy's/proxies' absence or if no other appointee is mentioned, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the **28<sup>th</sup> November at 8.30 a.m. at The Celtic Club, 48 Ord Street, West Perth** and at any adjournment of that meeting in respect of .....of my/our shares or, failing any number being specified, ALL of my/our shares.

If you do not wish to direct your proxy how to vote, please place a mark in the box.  If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do <b>not</b> wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.  By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.  If you do not mark the box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.	<input type="checkbox"/>
If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his or her discretion.  I/We direct my/our proxy to vote as indicated below:	

ORDINARY BUSINESS			
RESOLUTION	FOR	AGAINST	ABSTAIN
3. <b>Appointment of Auditor</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Note: 1. If you have appointed two proxies the proportion of your voting rights allocated to each proxy is: Proxy No. 1 _____% Proxy No. 2 _____%. 2. If the appointment of a proxy is signed by the appointer's attorney, this form must be accompanied by the authority under which the appointment was signed, or a certified copy of the authority.			

**PROXY FORM**

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 of: \_\_\_\_\_ )

\_\_\_\_\_  
 (Signature of Secretary/other Director)

\_\_\_\_\_  
 (Signature of Director/Sole Director)

\_\_\_\_\_  
 (Name of Secretary/other Director in full)

\_\_\_\_\_  
 (Name of Director/Sole Director in full)

**PROXY VOTES**

A vote given in accordance with the terms of an instrument or proxy is valid notwithstanding 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.