

**IRONCLAD**  
MINING LIMITED

**IRONCLAD MINING LIMITED**  
**ABN 79 124 990 405**

---

## **ENTITLEMENT ISSUE PROSPECTUS**

---

For a pro rata non renounceable entitlement issue of one (1) Share for every four (4) Shares held by Shareholders at an issue price of \$0.75 per Share to raise approximately \$11,349,727 together with one free attaching option exercisable at \$0.75 per Option on or before 30 March 2012 (**Entitlement Issue**) . There is also an invitation to apply for Additional Shares.

**This Offer closes at 5.00 pm Western Australia time on 31<sup>st</sup> March 2011 unless extended in accordance with the terms of the Offer.**

**Manager to the Offer**

**Lead Underwriter**

**Intersuisse Limited ACN 002 918 247 (AFS Licence 246827)**

**INTERSUISSE**

**IMPORTANT NOTICE**

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered by this Prospectus should be considered speculative. Investors may lose some or all of their investment.

The Company will apply to ASX for quotation of the Shares and Options within seven days after the date of this Prospectus.

---

## TABLE OF CONTENTS

---

1.	SUMMARY OF IMPORTANT DATES, KEY OFFER DETAILS AND IMPORTANT NOTES .....	1
	KEY OFFER DETAILS.....	2
2.	LETTER FROM THE CHAIRMAN .....	4
3.	CORPORATE DIRECTORY.....	5
4.	DETAILS OF THE OFFER.....	6
5.	COMPANY UPDATE AND PURPOSE AND EFFECT OF THE OFFER.....	11
6.	RIGHTS AND LIABILITIES ATTACHING TO THE SHARES AND OPTIONS .....	14
7.	RISK FACTORS .....	17
8.	ADDITIONAL INFORMATION .....	21
9.	AUTHORITY OF DIRECTORS.....	31
10.	DEFINITIONS .....	32

---

1. **SUMMARY OF IMPORTANT DATES, KEY OFFER DETAILS AND IMPORTANT NOTES**

**TIMETABLE AND IMPORTANT DATES\***

Lodgement of Prospectus and Appendix 3B with ASIC and ASX	23 February 2011
Notice sent to Shareholders	24 February 2011
Ex Date	25 February 2011
Record Date for determining Shareholder entitlements	3 March 2011
Prospectus despatched to Shareholders	9 March 2011
Closing Date of Offer	31 March 2011
Securities Quoted on a Deferred Settlement Basis	1 April 2011
Notify ASX of under-subscriptions	5 April 2011
Despatch date/Shares entered into shareholders security holdings	8 April 2011

\* The dates above and other dates referred to in this Prospectus (except the date of this Prospectus) are indicative only and subject to the Listing Rules and the Corporations Act. The Company in consultation with the Underwriter, reserves the right to change any date, including extending the Closing Date of the Offer without prior notice.

## KEY OFFER DETAILS

Shares on issue at the date of the Prospectus	60,531,874
Shares offered pursuant to the Offer	15,132,969
Offer Price	\$0.75
Shareholders Entitlement	1 new Share for every 4 Shares
Maximum amount to be raised under the Offer (before Offer costs)	\$11,349,727
Free attaching Option	15,132,969
Exercise Price	\$0.75
Term	On or before 30 March 2012

This assumes that no Shares are issued pursuant to the exercise of existing options on or before the Record Date.

### IMPORTANT NOTES

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisers.

This Prospectus is dated 22 February 2011 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is that date which is 13 months after the date of this Prospectus (**Expiry Date**). No Shares will be allotted or issued on the basis of this Prospectus after the Expiry Date.

Applications for Shares and Additional Shares offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form or Additional Shares Application Form which accompanies this Prospectus.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

## **ELECTRONIC PROSPECTUS**

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian or New Zealand resident and must only access the Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

---

2. **LETTER FROM THE CHAIRMAN**



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

Principal Office:  
307 Pulteney St.  
Adelaide, SA, Australia, 5000  
Telephone: +61 (0)8 8224 0411  
Facsimile: +61 (0)8 8227 0411  
Website: [ironcladmining.com](http://ironcladmining.com)

22 February 2011

Dear Shareholder,

Your Company is now embarking on the exciting final stages of development at the Wilcherry Hill Iron ore project. This prospectus outlines the details of a fully underwritten rights issue to raise a large proportion of the capital required to commence production later this year.

One feature of the Wilcherry Hill project that differentiates it from most, if not all, other iron projects in Australia today, is the relatively low capital start up cost of around \$26 Million. This fact alone allows members the opportunity to participate in the project, should they wish, to a high level. It is with this in mind that your board has, for the third time, decided to make the offer of increased participation to you by way of an exclusive shareholder rights issue.

The robust nature of the project and continuation of for high iron ore demand from China may mean that your Company is able to raise the remaining start up capital by way of a simple debt facility. Current cash flow projections indicate that such a facility could be paid back quickly from production.

Whilst it is never easy for any project to pass from exploration stage to production stage within a 4 year period, we are now standing on the cusp of so doing.

I wholeheartedly recommend this offer to you and look forward to the exciting times ahead.



Ian D Finch  
Chairman

---

3. **CORPORATE DIRECTORY**

**Directors**

Ian D. Finch  
*Executive Chairman*

Neil W. McKay  
*Non Executive Director*

Peter W. Rowe  
*Non Executive Director*

**Company Secretary**

Neil W. McKay

**Registered Office**

Level 2  
679 Murray Street  
WEST PERTH WA 6005

Telephone: (08) 9485 1040  
Facsimile: (08) 9485 1050

Email: [admin@ironcladmining.com](mailto:admin@ironcladmining.com)

Website: [www.ironcladmining.com](http://www.ironcladmining.com)

**Manager to the Issue**

**Lead Underwriter**

Intersuisse Limited ACN 002 918 247  
(AFS Licence 246827)  
Level 37, 530 Collins Street,  
Melbourne, VIC 3000

Telephone (03) 9629 8288  
[www.intersuisse.com.au](http://www.intersuisse.com.au)  
email: [suisse@intersuisse.com.au](mailto:suisse@intersuisse.com.au)

**Share Registry\***

Advanced Share Registry Ltd  
150 Stirling Highway  
NEDLANDS WA 6009

Telephone: (08) 9389 8033

**Solicitors**

Hunt & Humphry  
Level 2  
20 Kings Park Road  
PERTH WA 6005

**Auditor\***

Bentleys  
Level 1  
12 Kings Park Road  
WEST PERTH WA 6005

\*This party has been included for information purposes only. It has not been involved in the preparation of this Prospectus.



---

## 4. DETAILS OF THE OFFER

### 4.1 Offer

By this Prospectus, the Company offers for subscription of 15,132,969 Shares pursuant to a pro-rata non-renounceable entitlement issue to Shareholders of one (1) new Share for every four (4) Shares held on the Record Date at an issue price of \$0.75 per Share together with one free attaching option exercisable at \$0.75 per Option on or before 30 March 2012 fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company (and assuming no existing Options are exercised prior to the Record Date), the maximum number of Shares to be issued pursuant to the Offer is 15,132,969. The Offer, if successful, will raise \$11,349,727. The purpose of the Offer and the use of funds raised are set out in Section 5 of this Prospectus.

Holders of existing Options will not be entitled to participate in the Offer. The Company currently has 3,550,000 Options on issue as at the date of this Prospectus. Options may be exercised by the Option holder prior to the Record Date in order to participate in the Offer.

### 4.2 Rights Trading

Entitlements to Shares pursuant to the Offer are non renounceable and accordingly, rights will not be traded on ASX.

### 4.3 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
  - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
  - (ii) attach your cheque (at \$0.75 per Share) for the amount indicated on the Entitlement and Acceptance Form; or
- (b) if you only wish to accept of your Entitlement in part:
  - (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
  - (ii) attach your cheque for the appropriate application monies (at \$0.75 per Share);
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

**Please note: You can apply for Additional Shares over and above your Entitlement. Please see Section 4.6 Additional Shares.**

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "**Ironclad Mining Limited – Trust Account**" and crossed "**Not Negotiable**".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5.00pm WST on the Closing Date being 31<sup>st</sup> March 2011.

Please note that all payments using the Bpay payment option must be made by 4.00pm (WST) on the Closing Date being 31<sup>st</sup> March 2011.

Your payment and Entitlement and Acceptance Form should be mailed to:

Advanced Share Registry Pty Ltd. 150 Stirling Highway  
Nedlands, WA 6008

#### 4.4 **Maximum Subscription**

The maximum subscription in respect of the Offer is \$11,349,727.

#### 4.5 **Offer is underwritten**

The Offer is underwritten by Intersuisse Limited. Any portion of the Entitlements that are not accepted will lapse and (subject to allocations of applications for Additional Shares and the Underwriting Agreement) the Underwriter will subscribe for the Shares not accepted in the Issue. Please see section 8.3 for more details.

#### 4.6 **Additional Shares**

Shareholders who wish to apply for Additional Shares above their Entitlement can complete the Additional Application Form attached to the back of this Prospectus and return it, together with a cheque for the value of those Shortfall Shares (at \$0.75 per Share) to the Company. The Company and the Underwriter together reserves the right to scale back or reduce to zero the number of Additional Shares applied for by any Shareholder. Additional Shares will not be issued to Shareholders where to do so would involve a breach of the Listing Rules or any applicable law

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "**Ironclad Mining Limited – Trust Account**" and crossed "**Not Negotiable**". Your payment and Additional Application Form should be mailed to:

Advanced Share Registry Pty Ltd.  
150 Stirling Highway  
Nedlands, WA 6008

The offer of the Additional Shares in relation to the Shortfall is a separate offer pursuant to this Prospectus. The issue price of any Shares offered pursuant to the Additional Shares Offer shall be \$0.75 cents being the price at which the Entitlement has been offered to Shareholders pursuant to this Prospectus.

#### 4.7 **Australian Securities Exchange Listing**

Application for official quotation by ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If the Shares are not quoted on ASX before the expiration of 3 months after the date of issue of the Prospectus (or such period as modified by the ASIC) the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

#### 4.8 **Allotment of Shares and Options**

Shares and Options issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date. The Company will allot the Shares and Options on the basis of a Shareholder's Entitlement. Where the number of Shares issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

Pending the allotment and issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

#### 4.9 **Offer in New Zealand**

The Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations 2001. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

The Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Offer must be made.

There are differences in how securities are regulated under Australian law.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Offer. If you need to make a complaint about the Offer, please contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offer may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

As noted in the Prospectus at Section 3.6, the Company will apply to the ASX for quotation of the Shares offered under this Prospectus. If quotation is granted, the Shares offered under this Prospectus will be able to be traded on the ASX. If you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

#### 4.10 **Overseas Shareholders**

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

Shareholders resident in New Zealand should consult their professional advisers as to whether any government or other consents are required, or other formalities need to be observed, to enable them to exercise their Entitlements under the Offer.

#### 4.11 **Taxation Implications**

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to Applicants. Potential Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Shares offered pursuant to this Prospectus.

#### 4.12 **Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will not be issuing share certificates. The Company will apply to ASX to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

#### 4.13 **Privacy Act**

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

---

5. **COMPANY UPDATE AND PURPOSE AND EFFECT OF THE OFFER**

5.1 **Update on the Company and Purpose of the Offer**

The purpose of the Offer is to raise \$11,349,727 (before expenses of the Offer). The funds raised, after deducting the expenses of the Offer (of approximately \$668,870), will be allocated towards the completion of Stage 1 of the Wilcherry Hill Iron Ore Project and working capital.

**Wilcherry Hill Iron Project - Stage 1  
Capital Expenditure**

	\$
Infrastructure	15,626,167
Mining	3,000,000
Management	2,162,617
Geology/Metallurgy	891,879
Statutory Payments	<u>2,725,000</u>
<b>Sub Total</b>	<b><u>24,405,663</u></b>
Contingency	<u>2,440,566</u>
<b>TOTAL</b>	<b><u><u>26,846,229</u></u></b>

Current cash flows indicate the Company will need to raise the remaining start up capital for the Wilcherry Hill Iron Project. Although not yet determined, this finance could be by way of debt or equity, the mix of which will be determined by the directors at the relevant point in time.

**Effect of the Offer and Pro Forma Balance Sheet**

The principal effect of the Offer will be to (assuming the Offer is fully subscribed):

- (a) increase the cash reserves by approximately \$10,680,857 immediately after completion of the Offer after deducting the estimated expenses of the Offer;
- (b) increase the number of Shares on issue from 60,531,874, to approximately 75,664,843 Shares following completion of the Offer (assuming no Options are exercised prior to completion of the Offer); and
- (c) increase the number of Options on issue by approximately 15,132,969.

5.2 **Balance Sheet**

The unaudited Balance Sheet as at 31 December 2010 and the unaudited Pro Forma Balance Sheet as at 31 December 2010 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Shares pursuant to the Offer in this Prospectus are issued.

The unaudited Consolidated Balance Sheets have been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

**Balance Sheet and Pro Forma Balance Sheet as at 31 December 2010 (Unaudited)**

	<b>31 Dec 10  Actual \$</b>	<b>31 Dec 10  Pro- forma \$</b>
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	6,139,557	16,820,414
Trade and other receivables	<u>452,955</u>	<u>452,955</u>
<b>TOTAL CURRENT ASSETS</b>	<b>6,592,512</b>	<b>17,273,369</b>
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	149,381	149,381
Exploration & Evaluation	25,671,765	25,671,765
Receivables	<u>56,372</u>	<u>56,372</u>
<b>TOTAL NON-CURRENT ASSETS</b>	<b>25,877,518</b>	<b>25,877,518</b>
<b>TOTAL ASSETS</b>	<b><u>32,470,030</u></b>	<b><u>43,150,887</u></b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	482,256	482,256
Provisions	<u>61,701</u>	<u>61,701</u>
<b>TOTAL CURRENT LIABILITIES</b>	<b>543,957</b>	<b>543,957</b>
<b>TOTAL LIABILITIES</b>	<b><u>543,957</u></b>	<b><u>543,957</u></b>
<b>NET ASSETS</b>	<b><u><u>31,926,073</u></u></b>	<b><u><u>42,606,930</u></u></b>

## EQUITY

Contributing Equity	34,811,112	45,491,969
Reserves	2,498,850	2,747,850
Accumulated Losses	<u>5,383,889</u>	<u>5,632,889</u>
<b>TOTAL EQUITY</b>	<b><u>31,926,073</u></b>	<b><u>42,606,930</u></b>

Notes:

1. Pro forma adjustments reflect the Offer being fully subscribed, and the Company receiving proceeds of \$11,349,727 via the issuance of 15,132,969 Shares at a price of \$0.75 per Share. The Company's anticipated cash costs associated with the Entitlements Issue, being approximately \$668,870, have been applied against the proceeds received, giving a net cash inflow of \$10,680,857. The Black & Scholes valuation of 1,200,000 Options issued to the Underwriter has been valued at \$ 249,000

### 5.3 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below, assuming that the Offer is fully subscribed.

#### Shares

	Number
Shares on issue at date of Prospectus	60,531,874
Shares offered pursuant to the Offer	15,132,969
<b>Total Shares on issue after completion of the Offer<sup>1</sup></b>	<b>75,664,843</b>

#### Options

	Number
Unquoted exercisable at \$3.00 on or before 11 June 2011	3,000,000
Unquoted exercisable at \$1.50 on or before 31 August 2012	320,000
Unquoted exercisable at \$2.00 on or before 31 August 2012	80,000
Unquoted exercisable at \$1.25 on or before 26 May 2013	150,000
Options offered pursuant to the Entitlement Offer	15,132,969
Options issued to the Underwriter	1,200,000
<b>Total Options on issue after completion of the Offer</b>	<b>19,882,969</b>

Notes:

1. The tables above assume that no Options are exercised prior to completion of the Offer.



---

## 6. RIGHTS AND LIABILITIES ATTACHING TO THE SHARES AND OPTIONS

### 6.1 SHARES

#### (a) Terms of Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

#### (b) General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

#### (c) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

#### (d) Dividend Rights

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a share, all dividends will be declared and paid according to the proportion which the amount paid on the Share is to the total amount payable in respect of the Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay or credit to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

The Directors may from time to time grant to Shareholders or any class of shareholders the right to elect to reinvest cash dividends paid by the Company by subscribing for Shares in the Company on such terms and conditions as the Directors think fit. The Directors may, at their discretion, resolve in respect of any dividend which it is proposed to pay or to declare on any Shares of the Company, that holders of such Shares may elect to forgo their right to the whole or part of the proposed dividend and to receive instead an issue of Shares credited as fully paid to the extent and on the terms and conditions of the Constitution. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

(e) **Winding-Up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(f) **Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

(g) **Future Increase in Capital**

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of Rights**

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

## **6.2 OPTIONS**

### **Terms of the Options**

- 6.2.1 Each option entitles the holder, on exercise, to one ordinary fully paid share in the Company.
- 6.2.2 Shares issued on exercise of options will rank equally with other ordinary shares of the Company.
- 6.2.3 Options are only freely transferable to related parties. Quotation of options on ASX will be sought and the Company will apply to ASX for official quotation of Shares issued on the exercise of options.
- 6.2.4 An option may only be exercised after that option has vested and any other conditions imposed by the Board on exercise satisfied
- 6.2.5 There are no participating rights or entitlements inherent in the options and option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the options. However, the Company will ensure that the record date for determining entitlements to any such issue will be at least 9 Business Days after the issue is announced. Option holders shall be afforded the opportunity to exercise all options which they are entitled to prior to the date for determining entitlements to participate in any such issue.
- 6.2.6 If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves ("Bonus Issue"), each option holder, holding any options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those options the number of Shares which would have been issued under the Bonus Issue ("Bonus Shares") to a person registered as holding the same number of Shares as that number of Shares to which the option holder may subscribe pursuant to the exercise of those options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise). The Bonus Shares will be paid by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the Bonus Issue and upon issue rank pari passu in all respects with the other Shares issued upon exercise of the options.
- 6.2.7 In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any options, the number of options to which each option holder is entitled or the exercise price of his or her options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the Listing Rules.

---

## 7. RISK FACTORS

### 7.1 Risks Associated with Investment

Prospective investors should be aware that the market price of the Shares following official quotation may be influenced by many unpredictable factors and that subscribing for Shares involves various risks. The value of the Company's securities on the ASX may rise and fall depending on a range of factors, some of which are beyond the control of the Company.

The Company is in the development stage for the mining and export of Direct Shipping Ore ("DSO") from its Wilcherry Hill project. This represents Stage 1 of a 3 Stage production programme. Any profitability in the future from the Company's business will be dependent upon the successful development, production and marketing of iron ore from the Company's projects.

The Shares being offered under this Prospectus are considered speculative due to the present stage of development of the Company. This Prospectus carries no guarantee with respect to the return of capital or price at which the Shares will trade.

The factors detailed below should be considered by any potential investors; however, this is by no means an exhaustive list of the risks that may affect the Company.

### 7.2 Share Market

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance.

Share market conditions are affected by many factors including but not limited to the following:

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) mineral price fluctuations;
- (e) changes in investor sentiment toward particular market sectors;
- (f) the demand for, and supply of, capital;
- (g) terrorism or other hostilities; and
- (h) other factors beyond the control of the Company.

### 7.3 Exploration and Development Risk

Whilst independently audited resources exist (as disclosed and announced on ASX) on some of the Company's mineral properties, there can be no assurance that a feasibility study will lead to the delineation of economic resources or that any resources can be extracted at a cost that is economically viable for the Company.

Accordingly, no assurance can be given that the cost estimates and the underlying assumptions made by the Company will be realised in practice, which may materially and adversely affect the Company's viability and the market value of the Shares.

The Company is in the development stage for the mining and export of Direct Shipping Ore ("DSO"). This represents Stage 1 of a 3 Stage production programme. Any profitability in the future from the Company's business will be dependent upon the successful development, production and marketing of iron ore from the Company's projects which is by its nature an uncertain and speculative endeavor. The Directors are aware of many of the difficulties and risks associated with iron ore exploration and development and will use their best business judgment to minimize the impact of development risk on the Company.

The successful exploration of mineral properties is speculative. Most exploration projects do not result in the discovery of commercially viable deposits. The mineral tenements of the Company are at various stages of exploration and development. There can be no assurance that further exploration of tenements held or acquired by the Company in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited into a producing mine.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions.

#### 7.4 **Operating Risks**

The operations of the Company may be affected by various factors, including failure to locate or identify deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

#### 7.5 **Commercialisation Risks**

Even if the Company discovers commercial quantities of minerals, there is a risk the Company will not achieve a commercial return. The Company may not be able to transport the minerals at a reasonable cost or may not be able to sell the minerals to customers at a rate which would cover its operating and capital costs. The Company has to receive regulatory and environmental approval to convert its exploration permits into production concessions. There is a risk that these approvals may not be obtained.

#### 7.6 **Future Capital Needs**

Further funding of projects will likely be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance and market value of Shares.

A failure to meet cash calls under any joint venture or similar agreement would likely result in a default of joint venture obligations which, if not remedied, could result in forfeiture of permits or concessions.

#### 7.7 **Economic and Government Risks**

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries including, but not limited to, the following:

- (a) general economic conditions in Australia and its major trading partners;
- (b) changes in Government policies, taxation and other laws;
- (c) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the commodities (resources) sector;
- (d) movement in, or outlook on, interest rates and inflation rates; and
- (e) natural disasters, social upheaval or war in Australia or overseas.

#### 7.8 **Compliance Risk**

The Company has acquired and presently holds an interest in various mining tenements. Title to these tenements is subject to the Company, as tenement holder, complying with the terms and conditions of each tenement, including the minimum annual expenditure commitments. There is a risk that if the Company does not comply with the terms and conditions of each tenement, it may lose its interest in the relevant tenement.

The Company has implemented appropriate policies and practices to mitigate the risk that the terms and conditions attaching to each of the tenements it has acquired an interest in are not complied with. These policies and procedures ensure that the Company will comply with not only the terms and conditions of its tenements but legal obligations throughout its operations.

#### 7.9 **Commodity Price and Exchange Rate Risk**

As the Company's potential earnings will be derived from the sale of mineral commodities, either in processed or concentrate forms, the Company's future market value, revenues and cash flows will be impacted by changes in the prices of these commodities. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major metal producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Company's cost base will be in Australian dollars. Consequently changes in the Australian dollar exchange rate will impact on the earnings of the Company. The exchange rate is affected by numerous factors beyond the control of the Company, including interest rates, inflation and the general economic outlook.

Section 5.1. Further, the Risk Section should say something to this effect as the company may not be able to access the capital.

## 7.10 **Termination of Underwriting Agreement**

The Underwriting Agreement is summarised below at section 8.3 and prospective investors should note the termination events set out in that section. If one or more of these events occur the Underwriter has the discretion to terminate the Underwriting Agreement.

In the event that the Underwriting Agreement is terminated there may be a shortfall of Shares taken up and less money than expected may be raised from the Offer. As a result the Company may not be able to progress its expenditure plans as set out in this Prospectus and this may negatively impact upon the value of the Shares.

The directors and management of the Company will use their best business judgement to address any issues arising from the termination of the Underwriting Agreement if such a situation arises.

---

8. **ADDITIONAL INFORMATION**

8.1 **Continuous Disclosure Obligations**

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the financial statements of the Company for the financial year ended 30 June 2010 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
  - (ii) any half year financial statements of the Company lodged with ASIC since the lodgement of the last financial statements for



the year ended 30 June 2010 lodged with ASIC before the issue of this Prospectus; and

- (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since lodging the last annual report for the year ended 30 June 2010:

<b>Date</b>	
<u>31/01/2011</u>	Quarterly Cashflow Report
<u>31/01/2011</u>	Quarterly Activities Report
<u>12/01/2011</u>	TRF: Placement of Shares
<u>07/01/2011</u>	Appendix 3B - Rounding
30/12/2010	Change in Substantial Shareholding from TRF
30/12/2010	Section 708(A) Cleansing Statement
30/12/2010	Trading Policy
30/12/2010	Appendix 3B
22/12/2010	Appointment of Senior General Manager of Projects
22/12/2010	Finalises Placement
15/12/2010	Placement of 15% of issued Shares
15/12/2010	Feasibility Study
13/12/2010	Trading Halt
08/12/2010	Boardroom Radio Intersuisse Buy Report
07/12/2010	Roadshow Presentation December 2010
07/12/2010	AGM presentation 2010 Amended
29/11/2010	Results of Meeting
29/11/2010	AGM 2010 Presentation
08/11/2010	Brisbane Mining 2010 Presentation
29/10/2010	Quarterly Activities Report

29/10/2010	Quarterly Cashflow Report
28/10/2010	Notice of Annual General Meeting/Proxy Form
26/10/2010	Boardroom Radio Feasibility Study Update
25/10/2010	Change of Director`s Interest Notice Amendment
21/10/2010	Change of Director`s Interest Notice
18/10/2010	Wilcherry Hill Project Feasibility Update
05/10/2010	Company Insight - Progress at Wilcherry Hill
01/10/2010	Annual Report to shareholders
30/09/2010	Proactive Investors London Interview
30/09/2010	Boardroom Radio Resource Upgrade and Sales Contract
21/09/2010	Direct Shipping Magnetite Resource
15/09/2010	TRF: Iron Ore Project Sales Contract Boost for Project
14/09/2010	Sales Contract Boost for Iron Ore Project
14/09/2010	OMH: Exclusive Sales and Marketing Agreement with IFE
08/09/2010	JORC Code Upgrade at Wilcherry Hill
06/09/2010	Boardroom Radio Bative Title Agreement
03/09/2010	Rights Issue Shortfall Placed
01/09/2010	TRF: IFE Native Title signing Re-Release
01/09/2010	Native Title signing paves way for new SA iron ore project
23/08/2010	Senior Management Change at IronClad
04/08/2010	Renounceable Issue Closes
02/08/2010	Amended Quarterly Cashflow Report
30/07/2010	Quarterly Activities Report
30/07/2010	Quarterly Cashflow Report
27/07/2010	TRF: Best Gold Mineralisation to date at Wilcherry Hill
20/07/2010	Options Lapsed
06/07/2010	Boardroom Radio MRRT Round Table Discussion
05/07/2010	Despatch of Entitlements Issue Prospectus

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website [www.ironcladmining.com](http://www.ironcladmining.com).

## 8.2 **Directors' interests**

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer,
- (d) and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director:
- (e) to induce him to become, or to qualify him as, a Director; or
- (f) for services rendered by him in connection with the formation or promotion of the Company or the Offer.

All Directors have stated that they intend to take up their full Entitlement under the Offer. The direct and indirect interests of the Directors in the securities of the Company as at the date of this Prospectus are as follows:

Director	Shares		Options	
	Direct	Indirect	Direct	Indirect
Ian D. Finch	13,200	50,545	-	500,000
Neil W. McKay	-	13,200	-	500,000
Peter W. Rowe	-	-	-	-

- (a) Ian D. Finch has received cash fees of \$101,750 (excluding GST) prior to the day before the date of this Prospectus for services rendered to the Company since 1 July 2010.
- (b) Neil W. McKay has received cash fees of \$40,000 (excluding GST) prior to the day before the date of this Prospectus for services rendered to the Company since 1 July 2010.
- (c) Peter W. Rowe has received cash fees of \$20,000 (excluding GST) prior to the day before the date of this Prospectus for services rendered to the Company since 1 July 2010.
- (d) The annual financial report for the period ended 30 June 2010 details amounts paid to Directors prior to 1 July 2010.
- (e) The Company has effected Directors' and Officers' Liability and Corporate Reimbursement insurance on behalf of the Directors. The Company intends to maintain this insurance.

### 8.3 Material contracts

#### Underwriting Agreement

The Company has entered into an Underwriting Agreement with Intersuisse Limited dated 22 February 2011.

Under the Underwriting Agreement Intersuisse Limited agrees to underwrite the subscription of 15,132,969 ordinary shares to be offered at \$0.75 per Share under the Prospectus by subscribing or procuring the subscription of any shortfall. The amount underwritten is approximately \$11,349,727. As is usual in such matters, the Underwriting Agreement contains a number of termination events whereby the Underwriter may terminate the Underwriting Agreement prior to the allotment of Shares in this Issue upon certain events occurring. , these events are as follows:

- (a) the Underwriter becomes aware of any information in respect of the Issue, the Disclosure Document or any related document which, in the reasonable opinion of the Underwriter, is untrue, incorrect or misleading or deceptive in its content in a material way or the Underwriter becomes aware of any material omission or non-disclosure therein or there is made public any item, transaction or event of a material nature not previously made public, which the Underwriter reasonably considers to be material (not being an item, transaction or event the full particulars of which have been advised to the Underwriter in writing

prior to the date of this Agreement or referred to in the Issue, the Disclosure Document or any related document and the Company has specifically drawn such matter(s) to the attention of the Underwriter) noting the potential for such item, transaction or event to render information untrue, incorrect, misleading or deceptive in relation to the Issue.);

- (b) any default by the Company in the performance of its obligations under this Agreement which the Underwriter reasonably considers to be material;
- (c) save in the context of any restructure of the Company agreed with the Underwriter to achieve objectives to facilitate the Issue, the occurrence or announcement of any material adverse change in the condition, management or financial position, business, operations or prospects of the Company including without limitation:
  - (i) any one or more of the provisions of the constituent documents of the Company being altered;
  - (ii) the Company resolving to reduce its share capital in any way;
  - (iii) the Company disposing, or agreeing to dispose of the whole, or a substantial part, of its business or any of its property, unless agreed to in advance by the Underwriter in writing;
  - (iv) the Company charging, or agreeing to charge, any part of its business or property, unless agreed to in advance by the Underwriter in writing; or
  - (v) any change in the current board of directors or senior management of the Company without the prior written consent of the Underwriter;
- (d) there is a contravention by the Company of any provision of its constitution or of any legislation of the Commonwealth of Australia or any State or Territory thereof relating to the securities industry or taxation or any of the Listing Rules;
- (e) there is any new outbreak or escalation of hostilities or new acts of terrorism after the date of this Agreement involving any of Australia, Japan, the United Kingdom, the United States of America, Afghanistan, Iraq, Iran, North Korea, Canada, Indonesia, any member of the Organisation of Petroleum Exporting Countries or any other country of the Middle East, People's Republic of China, Russia or other countries of the Commonwealth of Independent States which, in the reasonable opinion of the Underwriter, would have a material adverse effect on the Issue;
- (f) any of the following indices close below the following values:

4,649 in the case of the Australian All Ordinaries Index (Iress Code "XAO");  
4,581 in the case of the S&P ASX 200 Resources (Iress Code "XJR")  
6,418 in the case of the S&P ASX Small Resources (Iress Code "XSR");  
11,462 in the case of the Dow Jones Industrial Average;

on two or more days (consecutive or non-consecutive) on which the relevant exchange or exchanges is or are open after the date of this Agreement;

- (g) If the Company's share price, as stated on the ASX, falls below 70 cents on any two days (consecutive or non consecutive);
- (h) any person acquires a relevant interest (as that term is defined in the Corporations Act) in more than 20% of the issued share capital of the Company (excepting the existing owners of the Company at the date of this Agreement and excepting where any such acquisition is permitted under section 611 of the Corporations Act 2001);
- (i) any law being introduced into the Parliament of the Commonwealth of Australia or any of the legislatures of the States or Territories of Australia or any prospective law or other measures being passed or becoming effective, having the effect of restricting capital issues or company profits or imposing any excess profits, tax or any other measure which, in the reasonable opinion of the Underwriter, is likely to have an adverse effect on the success of the Issue, the underwriting of the Issue, or the financial position or prospects of the Company;
- (j) any law or budget being introduced into the Parliament of the Commonwealth of Australia or any of the legislatures of the States or Territories of Australia or any prospective law or other measure being passed or becoming effective, or there being adopted any measure or policy by any government authority effecting any major change in monetary or fiscal policy;
- (k) at any time, excepting any event required to restructure or structure the Company with the prior written approval of the Underwriter to achieve agreed objectives to facilitate the Issue:
  - (i) the Company is wound up, or suffers any act whereby it might be wound up;
  - (ii) a meeting is called to consider a resolution for the winding up of the Company;
  - (iii) proceedings are commenced against the Company which would materially impact upon or inhibit the Company carrying on its business; or
  - (iv) the Company otherwise becomes an externally administered body corporate (within the meaning of the Corporations Act);
- (l) the Company fails to comply with a statutory demand in accordance with the Corporations Act or any proceedings are commenced or threatened against the Company for its winding up;
- (m) an increase in the interest rate for the issue of Australian Government or semi-Government securities by one half of one percent or more above that prevailing on the date of the signing of this Agreement;
- (n) any material breach of any warranty given by the Company to the Underwriter;

- (o) ASIC makes any stop order or gives notice of an intention to hold a hearing in relation to the Disclosure Document under the Law;
- (p) unconditional approval or conditional approval (provided such conditions would not, in the reasonable opinion of the Underwriter, have a material adverse effect on the success of the Issue or the Underwriting of the Issue) by the ASX for Quotation is refused, or is not granted prior to 5pm Western Standard Time on a date which is within 7 days after the Closing Date or such approval is granted but then withdrawn;
- (q) a court or ASIC concludes that the Disclosure Document fails to comply with the Corporations Act or any other applicable laws;
- (r) a supplementary or replacement document in relation to the Issue is required to be lodged under section 719 of the Corporations Act;
- (s) in the opinion of the Underwriter, the Company has not taken all necessary steps to satisfactorily complete the Due Diligence Programme and a review of any associated documentation;
- (t) in the reasonable opinion of the Underwriter, the Company has not taken all necessary steps to satisfactorily complete ongoing due diligence;
- (u) in the reasonable opinion of the Underwriter, there has been any breach of the Law which may effect the Company share price, which includes but is not limited to market misconduct and/or other prohibited conduct as described in Chapter 7 of the Corporations Act; and
- (v) the ASX does not indicate in writing that it will grant Quotation (subject only to customary listing conditions) on or before 5.00pm Western Standard Time on the Listing Approval Date.
- (w) Any sub-underwriter of the Underwriter who agrees in accordance with a sub-underwriting agreement to sub-underwrite more than 20% of the Issue and fails to subscribe for its portion of the Shortfall Shares in the Issue.

The remaining provisions of the Underwriting Agreement are considered standard for this type of agreement.

#### 8.4 **Interests and Consents of Experts and Advisers**

Other than as set out below or elsewhere in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of Shares pursuant to this Prospectus; or
- (c) the Offer of Shares pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer pursuant to this Prospectus.

Pursuant to Section 716 of the Corporations Act, Hunt & Humphry has given, and has not withdrawn its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Hunt & Humphry has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Hunt & Humphry act as Solicitors to the Company. Hunt & Humphry will be paid approximately \$5,000 for services in relation to this Prospectus.

Intersuisse Limited has acted as Manager to the Offer, and it and its associated company, Phillip Capital Pty Ltd, is entitled to receive fees being 2% of the \$11,349,727 (plus GST) as well reimburse all reasonable costs, professional fees and expenses of and incidental to the Offer. In December 2010, Intersuisse Limited and Phillip Capital Pty Ltd managed a Placement of Shares for the Company and received gross professional fees being \$325,668.75 (plus GST). Phillip Capital Pty Ltd is currently engaged by the Company until October 2011 at \$10,000 per month (plus GST).

Intersuisse Limited is also the Lead Underwriter in respect of the Offer, and it is entitled to receive fees being 3.5% of \$11,349,727 (plus GST where applicable) and 1,200,000 Options exercisable at \$0.75 prior to 30<sup>th</sup> March 2011, and, at its discretion may pay part of the underwriting fee to third parties who act as sub-underwriters or as otherwise agreed.

Pursuant to Section 716 of the Corporations Act, Bentleys has given, and has not withdrawn its consent to being named as Auditor to the Company in the Corporate Directory of this Prospectus. Bentleys has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Pursuant to Section 716 of the Corporations Act, Advanced Share Registry Limited has given, and has not withdrawn its consent to being named as the share registry to the Company in the Corporate Directory of this Prospectus and to the reference to its name in Section 6.2 in the form and context in which it is named. Advanced Share Registry Limited has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

## 8.5 **Legal Proceedings**

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.



## 8.6 Estimated Expenses of Offer

In the event that the Offer is fully subscribed, the estimated expenses of the Offer are as follows:

	<b>\$</b>
ASIC fees	2,010
ASX fees	18,625
Management Fees	226,995
Underwriting fees	397,240
Legal & compliance expenses	5,000
Printing and other expenses	20,000
<b>Total</b>	<u>669,870</u>

## 8.7 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$1.05 on 21 October 2010

Lowest: \$0.74 on 31 January, 1 & 2 February 2011

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was 75 cents on 18 February 2011.

## 8.8 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an application form from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

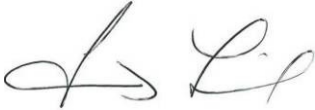
---

9. **AUTHORITY OF DIRECTORS**

9.1 **Directors' Consent**

Each of the Directors of Ironclad Mining Limited has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act.

Dated the **22 February 2011**

A handwritten signature in black ink, appearing to read 'I D Finch', written in a cursive style.

**Signed for and on behalf of  
Ironclad Mining Limited  
Mr Ian D. Finch  
Executive Chairman**

---

10. **DEFINITIONS**

**Additional Shares** means those Shares that Shareholders may apply for under section 4.6 of this Prospectus that comprise any shortfall under the Offer.

**Applicant** means a Shareholder who applies for Shares pursuant to the Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASTC Settlement Rules** means the settlement rules of the securities clearing house which operates CHESS.

**ASX** means the ASX Limited (ACN 008 624 691).

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Closing Date** means the closing date of the Offer, being 5.00pm (WST) on 31 March 2011 (unless extended).

**Company** means Ironclad Mining Limited (ABN 79 124 990 405).

**Constitution** means the Company's Constitution as at the date of this Prospectus.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company at the date of this Prospectus.

**Dollar** or "\$" means Australian dollars.

**Entitlement** means the entitlement of a Shareholder who is eligible to participate in the Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form either attached to or accompanying this Prospectus.

**Intersuisse Limited** means Intersuisse Limited ACN 002 918 247 (Australian Financial Services Licence No: 246827)

**Issue** means the issue of Shares offered by this Prospectus.

**Lead Underwriter** means Intersuisse Limited ACN 002 918 247 (Australian Financial Services Licence No: 246827)

**Listing Rules** or **ASX Listing Rules** means the Listing Rules of the ASX.

**Manager to the Offer** means Intersuisse Limited ACN 002 918 247 (Australian Financial Services Licence No: 246827)

**Offer** means the non-renounceable entitlement offer pursuant to the Prospectus of one (1) new Share for every four (4) Shares held by a Shareholder on the Record Date issued to raise \$11,349,727.

**Offer Period** means the period commencing on the Record Date and ending on the Closing Date.

**Official List** means the official list of ASX.

**Option/s** means an option to purchase a Share exercisable at \$0.75 on or before 30 March 2012.

**Phillip Capital Pty Ltd** means Phillip Capital Pty Ltd ACN 066 066 911 (Australian Financial Services Licence No: 246796)

**Prospectus** means this prospectus.

**Quotation** and **Official Quotation** means official quotation on ASX.

**Record Date** means 5.00pm (WST) on 3 March 2011.

**Related Corporation** has the meaning given to that term in the Corporations Act.

**Securities** means Shares and Options.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**Shortfall** means those Shares under the Offer not applied for by Shareholders under their Entitlement.

**WST** means Western Standard Time.



## INSTRUCTIONS TO APPLICANTS

Please post or deliver the completed Additional Shares Application Form together with a cheque to the share registry of the Company. If an Applicant has any questions on how to complete this Additional Shares Application Form, please telephone the Company. The Form must be received by the Share Registry no later than **5.00pm on the Closing Date of Offer (or such earlier date as directed by the Company)**.

### A. Application for Shares

The Additional Shares Application Form must only be completed in accordance with instructions included in the Prospectus.

### B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

### C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

### D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

### E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Additional Shares Application Form.

### F. CHESSE HIN or existing SRN Details

The Company participates in CHESSE. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHESSE HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

### G. Cheque Details

Make cheques payable to "Ironclad Mining Limited – Trust Account" in Australian currency and cross them "**Not Negotiable**". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Additional Shares Application Form.

### H. Declaration

By completing the Additional Shares Application Form, the Applicant will be taken to have made to the Company the declarations and statements therein. The Additional Shares Application Form does not need to be signed.

If an Additional Shares Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Additional Shares Application Form, and how to construe, amend or complete it, shall be final. An Additional Shares Application Form will not however, be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque.

**Forward your completed application together with the application money to:**

**Ironclad Mining Limited – Trust Account**  
**C/O Advanced Share Registry Ltd**  
**PO Box 1156**  
**NEDLANDS WA 6909**

### CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Additional Shares Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Additional Shares Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson- Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund