



NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

**Annual General Meeting of
IronClad Mining Limited
ABN 79 124 990 405**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of IronClad Mining Limited will be held at C.W.A. House, 2nd Floor, 1174 Hay Street West Perth WA 6005 on Thursday 24th October 2013 at 9.30am

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9485 1040.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out in this Notice of Meeting.

PROXIES

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of the member. If two proxies are appointed, and a member does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.
2. Where more than one proxy is to be appointed or voting intentions cannot be adequately expressed using this form an additional form of proxy is available from the Company or you may copy this form.
3. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.
4. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.For a company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.
5. In order to vote on behalf of a company that is a shareholder of IronClad Mining, a valid Power of Attorney in the name of the attendee, must be lodged with the Company prior to the Meeting in a like manner as this proxy.
6. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged at the registered office of the Company, at Level 2, 679 Murray Street, WEST PERTH WA 6005, or by facsimile (61 8) 9485 1050 not less than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote.
7. An instrument appointing a proxy:
 - a) Shall be in writing under the hand of the appointer or of his attorney, or if the appointer is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
 - b) May specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
 - c) Shall be deemed to confer authority to demand or join in demanding a poll; and
 - d) Shall be in such form as the Directors determine and which complies with Section 250A of the Corporations Act 2001 and the Listing Rules;
 - e) Must be lodged with the Company prior to the Meeting in a like manner as this proxy.
8. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of the Company will be held at 9.30am (WST) on Thursday 24th October 2013 at **C.W.A. House, 2nd Floor, 1174 Hay Street, West Perth WA 6005.**

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on 22nd October 2013.

AGENDA

ORDINARY BUSINESS

Financial Reports

To receive the Financial Report of the company for the year ended 30 June 2013 and the reports by directors and auditors thereon.

1. Adoption of Remuneration Report (Non-binding)

To receive, consider and adopt, with or without amendment the remuneration report of the company and of the consolidated group for the year end 30th June 2012 as an advisory resolution

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes the Company adopts the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2012."

Short explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a. a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b. a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- c. the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- d. the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

2. Election of Mr. Robert J. Mencil

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

"That Mr Robert J. Mencil being appointed during the year in accordance with the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-appointed Director of the Company."

3. Re-election of Mr. Ian D. Finch as Director

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

“That Mr Ian D. Finch who retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-appointed Director of the Company.”

By Order of the Board



Neil. W McKay
Company Secretary

20th September 2013

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of members of IronClad Mining Limited ("IronClad") in connection with the business to be conducted at the Annual General Meeting of Members to be held on 9.30am (WST) on Thursday 24th October 2013 at **C.W.A. House, 2nd Floor, 1174 Hay Street, West Perth WA 6005.**

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

Shareholders should note that all directors approved the proposal to put the resolutions to shareholders as outlined in the Notice of General Meeting and to prepare the Explanatory Statement.

1. RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)

The Corporations Act 2001 has expanded the disclosure requirements of companies whose shares are quoted on Australian Stock Exchange Limited by requiring that the Directors of the company include a remuneration report in the Company's annual report. Section 250R(2) of the Corporations Act also requires that the Directors put a resolution to shareholders each year that the remuneration report be adopted.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than an executive director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report is set out in the Company's Annual Report. The Annual Report is also available on the Company's website at www.ironcladmining.com

The Remuneration Report:

- outlines the Board's policy for determining the nature and amount of remuneration of Directors, the company secretary and senior managers of the Company; and
- discusses the relationship between the Board's remuneration policy and the Company's performance; and
- details and explains any performance condition applicable to the remuneration of a Director, secretary or senior manager, and
- details the remuneration (including options) of each Director of the Company for the year (the Company has no executives other than the executive directors); and

- summarises the terms of any contract under which any Director or the company secretary is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The vote on the resolution is advisory only and does not bind the Directors or the Company. Nor does it affect the remuneration paid or payable to the Company's Directors or the company secretary. The Company will not be required to alter any arrangements in the Remuneration Report should the resolution not be passed. However, the Board will take the outcome of the resolution into account when considering future remuneration policy.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Voting Exclusion and Proxy Restrictions

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

2. RESOLUTION 2 – ELECTION OF MR. ROBERT J. MENCEL AS DIRECTOR

Clauses 11.11 and 11.12 of the Constitution provide that the Company in general meeting may by resolution and the Directors may at any time appoint any person to be a director, either to fill a casual vacancy or as an additional to the existing Directors. Any Director appointed under Clause 11.11 holds office until the next annual general meeting of the Company and is eligible for re-election.

Mr. Robert Mencil stands down and seeks re-election in accordance with clause 11.12 of the Constitution.

Details regarding Mr. Mencil are set out in the Company's 2013 Annual Report.

3. RESOLUTION 3 – RE ELECTION OF MR. IAN D. FINCH AS DIRECTOR

Clauses 11.3, 11.4, 11.5 and 11.6 of the Constitution provide that, at the annual general meeting, in every year one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except a Managing Director), must retire from office. A retiring Director is eligible for re-election. The Directors to retire at any annual general meeting must be those who have been longest in office since their last election but, as between person who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.

Mr. Ian Finch retires and seeks re-election in accordance with clause 11.4 of the Constitution.

Details regarding Mr. Finch are set out in the Company's 2013 Annual Report.

**Appointment of Proxy – IronClad Mining Limited ABN 79 124 990 405
PROXY FORM**

I/WE	The Secretary IronClad Mining Limited P O Box 1124 WEST PERTH WA 6872
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being a member/members of IronClad Mining Limited (the “Company”) 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

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 **C.W.A. House, 2nd Floor, 1174 Hay Street, West Perth on Tuesday 24th October 2013 at 9.30 am.**
and at any adjournment of that meeting in respect ofof my/our shares or, failing any number being specified, ALL of my/our shares.

The Chair will vote all available proxies in favour of all the resolutions if no directions are given.

<p>Important – this section applies to Resolution 1 and 3</p> <p>If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Resolution 1 or 3, please place a mark in the box.</p> <p>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.</p> <p>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.</p>	<input style="width: 30px; height: 30px;" type="checkbox"/>
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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
1. Adoption of Remuneration Report (Non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr. Robert J. Mencil as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr. Ian D. Finch as Director	<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 appointor’s attorney, this form must be accompanied by the authority under which the appointment was signed, or a certified copy of the authority.

