



Notice of Annual General Meeting and Explanatory Memorandum

IronRidge Resources Limited

ACN: 127 215 132

Date of Meeting: 3 January 2017

Time of Meeting: 2:00 pm (Sydney time)

Place of Meeting: 19 Massey Street, Gladesville, NSW 2111, Australia

Notice of Annual General Meeting

Notice is given that the 2016 Annual General Meeting of shareholders of **IronRidge Resources Limited ACN 127 215 132 (Company)** will be held at 19 Massey Street, Gladesville, NSW 2111, Australia on 3 January 2017, at 2:00pm (Sydney time).

Agenda

ORDINARY BUSINESS

Annual Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Income Statements, Balance Sheets, Statement of Changes in Equity, Statement of Cash Flows and notes to and forming part of the accounts for the Company for the financial year ended 30 June 2016.

See Explanatory Statement below for further information.

Resolution 1. Re-Election of Nick Mather as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That in accordance with Article 40.1(c) of the Company's Constitution, Nick Mather, who retires in accordance with the Company's Constitution and, being eligible for re-election offers himself for re-election, be re-elected as a Director of the Company.

See Explanatory Statement below for further information.

Resolution 2. Re-Election of Kenichiro Tsubaki as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That in accordance with Article 38.2 of the Company's Constitution, Kenichiro Tsubaki, who retires in accordance with the Company's Constitution and, being eligible for re-election offers himself for re-election, be re-elected as a Director of the Company."

See Explanatory Statement below for further information.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board



Karl Schlobohm
Company Secretary
1 December 2016

Explanatory Memorandum

EXPLANATORY STATEMENT

This Explanatory Memorandum is provided to Shareholders of IronRidge Resources Limited ACN 127 215 132 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at 19 Massey Street, Gladesville, NSW 2111, Australia on 3 January 2017 at 2:00pm (Sydney time).

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Meeting material. The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

ORDINARY BUSINESS

Consider the Company's Annual Report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Income Statements, Balance Sheets, Statement of Changes in Equity, Statement of Cash flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2016. The Company's Annual Report for the financial year ended 30 June 2016 was previously sent to all shareholders. No voting is required for this item.

Resolution 1 – Re-Election of Nick Mather as a Director

Mr Mather was appointed to the Board of Directors on incorporation of the Company on 24 August 2007. In accordance with the Company Constitution, Mr Mather will retire at the Annual General Meeting, and will stand for re-election.

Mr Mather's special area of experience and expertise is the generation of and entry into undervalued or unrecognised resource exploration opportunities. He has been involved in the junior resources sector at all levels for more than 25 years. In that time he has been instrumental in the delivery of major resource projects that have delivered significant gains to shareholders. As an investor, securing projects and financiers, leading exploration campaigns and managing emerging resource companies Mr Mather brings a wealth of valuable experience.

Mr Mather is currently the Managing Director and co-founder of DGR Global Limited (ASX), and a Director of Lakes Oil NL (ASX), Dark Horse Resources Ltd (ASX) and Aus Tin Mining Ltd (ASX). Mr Mather also currently acts as an Executive Chairman of Armour Energy Ltd (ASX) and an Executive Director of SolGold plc (LSE:AIM).

The Directors (with Mr Mather abstaining) recommend that you vote in favour of this Ordinary Resolution.

Resolution 2 – Re-Election of Kenichiro Tsubaki as a Director

Mr Tsubaki was appointed to the Board of Directors on 31 March 2016. In accordance with the Company Constitution, Mr Tsubaki will retire at the Annual General Meeting, and will stand for re-election.

Mr Tsubaki joined the Board as part of the Company's strategic alliance with Sumitomo Corporation and brings to IronRidge a wealth of expertise in the strategic development, marketing, operational and corporate development of the Company's Gabonese iron ore assets.

Mr Tsubaki is currently Head of Sumitomo's Iron & Steel Making Raw Materials Department Tokyo.

Prior to this appointment Mr Tsubaki has held several key roles with Sumitomo Corporation including the Division Manager for Sumitomo South Africa.

The Directors (with Mr Tsubaki abstaining) recommend that you vote in favour of this Ordinary Resolution.

Explanatory Memorandum

ENQUIRIES

Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Vincent Mascolo (Managing Director) on +61 (0) 418 285 412 or vmascolo@ironridgeresources.com.au

Interpretation

ASIC means the Australian Securities and Investments Commission

ASX means the ASX Limited ACN 008 624 691

Board means the board of Directors of the Company

Company means IronRidge Resources Limited 127 215 132

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

Director means a director of the Company

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting

Meeting and Annual General Meeting means the annual general meeting to be held on 3 January 2017

Notice of Meeting means this Notice of Meeting convening the Meeting and the Explanatory Memorandum

Resolution means a resolution proposed at the Meeting

Shareholder means a holder of Shares in the Company

Proxy Form

Appointment of Proxy

I/We being a member(s) of IronRidge Resources Limited and entitled to attend and vote hereby appoint

A	the chairman of the Meeting (mark box)		OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person you are appointing as your proxy	
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or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm (Sydney time) on 3 January 2017, at 19 Massey Street, Gladesville, NSW 2111, Australia and at any adjournment of that meeting.

If the Chairman is appointed as your proxy, you acknowledge that the Chairman may exercise your proxy even if he/she has an interest in the outcome of the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (An additional proxy form will be supplied by the Company on request).

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares. (Note: proxy will be over all shares if left blank). If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

I/we direct my/our proxy to vote as indicated below:

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an addition form of proxy is available on request. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B	To direct your proxy how to vote on any resolution please insert	X	in the appropriate box below.	
		For	Against	Abstain
Resolution 1:	Re-election of Nick Mather as a Director			
Resolution 2:	Re-election of Kenichiro Tsubaki as a Director			

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

C SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

Contact Name	Contact Daytime Telephone	Date
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This form should be signed by the securityholder. If a joint holding, either security holder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).

Proxy Form

How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company or you may copy this form.

To appoint a second proxy you must:

- (a) On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual:** where the holding is in one name, the holder must sign.
- Joint Holding:** where the holding is in more than one name, either securityholder may sign.
- Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

6 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged via email (vmascolo@ironridgeresources.com.au) or by mail as follows:

IronRidge Resources Ltd
Brisbane Qld 4001
Australia

Notes

Entitlement to Vote

For the purposes of determining those shareholders entitled to attend and vote at the Annual General Meeting of the Company, shall be those persons recorded in the register of shareholders as at 2:00pm (Sydney Time) on 1 January 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

How to Vote

You may vote by attending the Annual General Meeting in person, by proxy or authorised representative.

Voting in Person

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

Voting by Proxy

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on their behalf. Where a member is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a member of the Company. Members who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act 2001 (Cth).

If a representative of the Company is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, either security holder may sign.
- Power of Attorney:** To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.

To vote by proxy, the proxy form provided with this notice (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not less than forty eight (48) hours before the scheduled time for the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Completed proxies can be returned to Vincent Mascolo by either mail to GPO Box 5261, Brisbane, Qld 4001; or facsimile to (07) 3303-0681, or scanned and emailed to vmascolo@ironridgeresources.com.au