



Notice of Extraordinary General Meeting and Explanatory Memorandum

IronRidge Resources Limited

ACN: 127 215 132

Date of Meeting: 6 July 2017

Time of Meeting: 10.00am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000,
Australia

Notice is given that an Extraordinary General Meeting of shareholders of **IronRidge Resources Limited ACN 127 215 132 (Company)** will be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000, Australia on 6 July 2017, at 10:00am (Brisbane time).

AGENDA

ORDINARY BUSINESS

Resolution 1. Authority to issue shares for potential acquisition of Tekton Minerals Pte Ltd

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That the Directors be authorised pursuant to Rule 6.2(a) to issue and allot 10,000,000 Shares for the purposes of acquiring the entire issued share capital of Tekton Minerals Pte Ltd.”

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
12 June 2017

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 Extraordinary General Meeting to be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000, Australia on 6 July 2017, at 10:00am (Brisbane 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

Resolution 1 – Authority to issue shares for proposed acquisition

The Resolution seeks shareholder approval for the purposes of Rule 6.2(a) of the Constitution to specifically authorise the Directors to issue and allot 10,000,000 Shares to facilitate the acquisition by the Company of the entire issued share capital of Tekton Minerals Pte Ltd (**Tekton**).

Under Rule 6.1 of the Constitution, the Company is required to make an offer of equity securities first to existing Shareholders pro rata to their existing holdings (the "**Pre-emption Rights**"). Rule 6.2(a) enables the issue of equity securities which are wholly paid up otherwise than in cash free of such pre-emption rights where this is approved by an ordinary resolution of the Shareholders.

Tekton is a Singapore incorporated company that has exploration rights in Chad. In August 2016, the Company acquired a 6% equity interest in Tekton and entered into a subscription agreement to enable the Company to acquire up to a 60% interest by the investment of US\$3.5 million over a period of 18 months (**Subscription Agreement**). IronRidge also has 3 nominee Directors appointed to the Tekton Board under arrangements which give IronRidge control of the Tekton Board. Following discussions and strategic planning reviews of the operations and IronRidge's global project generation initiatives, Tekton and IronRidge have mutually agreed to restructure the arrangements with the four key shareholders of Tekton and on 12 June 2017 entered into an Agreement for the acquisition of Shares (**Majority Sale Agreement**) of those shareholders to acquire the approximately 84% equity interest in Tekton held by them. The Majority Sale Agreement is subject to the Company securing binding sale agreements to acquire the remaining 10% equity interest held by the remaining shareholders of Tekton (**Minority Sale Agreements**), as well as the entry into new employment agreements with the four key shareholders of Tekton, and approval by the Shareholders of IronRidge.

The proposed aggregate consideration under the Majority Sale Agreement and the Minority Sale Agreements will be satisfied by the issue of 10,000,000 Shares in the Company. The issue of 10,000,000 Shares to the shareholders of Tekton will give them a 4% interest in the issued capital of the Company as at the date of this notice.

As a result of completion of the Majority Sale Agreement and the Minority Sale Agreements, the Subscription Agreement (and associated shareholders agreement between the Company and the other shareholders of Tekton) will be terminated.

The Company's Share price has increased since the Company listed on AIM in February 2015, due largely to its successful project generation initiatives in Africa. The Company, through its partnership with Tekton, has secured exploration rights in Chad which the directors believe have strong potential for gold discoveries. The Board of the Company believes that:

- Tekton represents exceptional frontier exploration opportunities with first mover access rights to an exciting pipeline of gold projects.
- The acquisition provides IronRidge with 100% ownership of highly prospective frontier gold provinces potentially hosting several multi million ounce gold deposits across the portfolio.
- Tekton brings with it a highly professional and experienced team with a proven track record in target generation, project development, government relations, logistics and security with francophone African expertise.

The Company has also continued to expand on its gold portfolio in the Ivory Coast, entering into unconditional Earn-In Agreements with the right to acquire licenses that complement and enhance existing projects.

Given the strength of the IronRidge share price, this 100% acquisition opportunity is delivered more cost-effectively by the issue and allotment of securities on the terms outlined above, Tekton's desire to receive shares in IronRidge in lieu of cash is a resounding endorsement of IronRidge's global project generation initiatives and future strategies for growth and continued value accretion.

Two of IronRidge's directors, Nicholas Mather and Vincent Mascolo are directors of Tekton and, as noted above, the Tekton Board arrangements give IronRidge control of the Tekton Board. This transaction is therefore being treated as a related party transaction pursuant to AIM Rule 13. The independent directors of IronRidge (being all the directors of IronRidge other than Mr Mather and Mr Mascolo) consider, having consulted with the Company's nominated adviser, that the terms of the transaction are fair and reasonable insofar as the Company's shareholders are concerned.

The IronRidge directors strongly support this resolution and recommend all shareholders vote in favour.

ENQUIRIES

Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Karl Schlobohm (Company Secretary) on +61 (7) 3303 0661 or kschlobohm@ironridgeresources.com.au

INTERPRETATION

ASIC means the Australian Securities and Investments Commission

AIM means the AIM market of that name operated by the London Stock Exchange

AIM Rules for Companies means the rules which set out the obligations, responsibilities and guidance notes in relation to companies whose shares are admitted to AIM, including the AIM guidance note for Mining and Oil and Gas companies, as published by the London Stock Exchange from time to time

Board means the board of Directors of the Company

Closely Related Party or CRP (as defined in the Corporations Act) of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls' or
- (f) a person prescribed by the regulations for the purposes of the definition of a closely related party

Company means IronRidge Resources Limited 127 215 132

Corporations Act means Australia's *Corporations Act 2001* (Cth)

Director means a director of the Company

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting

Key Management Personnel or KMP has the definition given in the Accounts Standard AASB 124 Related Party Disclosure as "those persons having authority and responsibility for planning, directing and controlling the activities of the entity directly and indirectly, including any director (whether executive or otherwise) of that entity"

Meeting and Extraordinary General Meeting means the extraordinary general meeting to be held on 6 July 2017

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

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders

Resolution means a resolution proposed at the Meeting

Shareholder means a holder of Shares in the Company

Shares means fully paid ordinary shares on issue 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

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 Extraordinary General Meeting of the Company to be held at 10:00am (Brisbane time) on 6 July 2017, at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, Australia and at any adjournment of that meeting.

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain, subject to compliance with the Corporations Act. 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/s he 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, subject to compliance with the Corporations Act. 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).

B

To direct your proxy how to vote on any resolution please insert

X

in the appropriate box below.

For Against Abstain

Resolution 1: Authority to issue shares for the acquisition of Tekton Minerals Pte Ltd

* 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)

Sole Director and Sole Company Secretary

Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

Contact Name

Contact Daytime Telephone

Date

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 (kschlobohm@ironridgeresources.com.au) or by mail as follows:

IronRidge Resources Ltd
GPO Box 5261
Brisbane Qld 4001
Australia

Proxy Form

Notes

Entitlement to Vote

For the purposes of determining those shareholders entitled to attend and vote at the Extraordinary General Meeting of the Company, shall be those persons recorded in the register of shareholders as at 10:00am (Brisbane time) on 4 July 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 Extraordinary General Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Extraordinary 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 Karl Schlobohm (Company Secretary) by either mail to GPO Box 5261, Brisbane, Qld 4001; or facsimile to (07) 3303-0681, or scanned and emailed to kschlobohm@ironridgeresources.com.au