

For personal use only



IKWEZI MINING LIMITED
(Incorporated in Bermuda with registered company number 45349)
ARBN 151 258 221

NOTICE OF ANNUAL GENERAL MEETING

The 2014 Annual General Meeting of the Company will be held at
2.00 pm (WST) on 5 December 2014 (10.00 am local time GMT +4)

at

2nd Floor, Block B, Ruisseau Creole Offices
La Mivoie, Riviere Noire, Mauritius

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9321 0771.

**IKWEZI MINING LIMITED
ARBN 151 258 221**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 Annual General Meeting of Shareholders of the Company will be held at 2.00 pm (WST) on 5 December 2014 (10.00 am local time, GMT + 4) at

2nd Floor, Block B, Ruisseau Creole Offices, La Mivoie, Riviere Noire, Mauritius. **(Meeting)**.

The Proxy Form forms part of this Notice of Annual General Meeting **(Notice)**.

AGENDA

- 1. APPOINTMENT OF CHAIRMAN OF THE MEETING**
- 2. CONFIRMATION OF NOTICE AND QUORUM**

ORDINARY BUSINESS

- 3. FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2014 together with the directors' report in relation to that financial year and the auditor's report on the financial report.

- 4. RESOLUTION 1 – FIXING THE NUMBER OF DIRECTORS**

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

“That the maximum number of Directors for the time being be nine (9), and that the Directors be and hereby are authorised to fill any vacancies on the Board of the Company and to appoint additional Directors up to the maximum number determined as aforesaid or such other maximum number as may be determined from time to time by the members of the Company in general meeting.”

- 5. RESOLUTION 2 – RE-ELECTION OF MR ALEX NEULING**

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

“That Mr Alex Neuling, who ceases to hold office pursuant to bye-law 87 (2) of the Bye-laws of the Company and being eligible and recommended by the Board of Directors for re-election offers himself for re-election, be re-elected as a Director.”

Details of Mr Neuling's experience and qualifications are provided in the accompanying Explanatory Statement.

6. RESOLUTION 3 – RE-ELECTION OF MR RANALDO ANTHONY

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

"That Mr Ranaldo Anthony, who retires by rotation in accordance with bye-law 88 of the Bye-laws of the Company and, being eligible and recommended by the Board of Directors for re-election offers himself for re-election, be re-elected as a Director."

Details of Mr Anthony's experience and qualifications are provided in the accompanying Explanatory Statement.

7. RESOLUTION 4 – RE-APPOINTMENT OF AUDITOR

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

"That Messrs Deloitte Touche Tohmatsu of Perth, Western Australia be and hereby are appointed as Auditors of the Company until the conclusion of the next annual general meeting at a fee to be agreed by the Directors."

SPECIAL BUSINESS

8. RESOLUTION 5 – REDUCTION OF SHARE CAPITAL

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"THAT, with effect from 8 December 2014 (the **"Effective Date"**):

- i. the issued and paid-up share capital of the Company be reduced by cancelling the paid-up share capital of the Company to the extent of A\$0.009 on each of the shares with a par value of A\$0.01 each in the share capital of the Company in issue on the Effective Date (the "Capital Reduction") so that each issued share with a par value of A\$0.01 shall be treated as one (1) fully paid-up share with a par value of A\$0.001 as at the Effective Date and any liability of the holder of such shares to make any further contribution to the share capital of the Company on each share shall be treated as satisfied;*
- ii. subject to and forthwith upon the Capital Reduction taking effect, all the authorised but unissued shares with a par value of A\$0.01 each (which shall include the authorised but unissued shares resulting from the Capital Reduction) be cancelled and the authorised share capital of the Company of A\$9,000,000 be diminished by such amount representing the amount of shares so cancelled and, forthwith upon such cancellation, the authorised share capital of the Company be increased to A\$9,000,000 by the creation of such number of shares with a par value of A\$0.001 each as shall represent the difference between 9,000,000,000 shares with a par value of A\$0.01 each and the number of shares with a par value of A\$0.001 each in the Company in issue after the Capital Reduction; and*

- iii. *subject to and forthwith upon the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company, and such sum in the contributed surplus account be, thereafter, utilised in its entirety to partially set-off against the accumulated losses of the Company which, based on the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 30 June 2014, amounted to approximately A\$3,059,197”*

By Order of the Board

Alex Neuling

Alex Neuling
Company Secretary
7 November 2014

For personal use only

IKWEZI MINING LIMITED
ARBN 151 258 221

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2014 Annual General Meeting to be held at 2.00pm (WST) on 28 November 2014 (10am local time, GMT+4) at 2nd Floor, Block B, Ruisseau Creole Offices, La Mivoie, Riviere Noire, Mauritius.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in the Explanatory Statement are defined in the Glossary.

Details of the Resolutions to be considered at the Meeting are set out below.

1. RESOLUTION 1 – FIXING THE NUMBER OF DIRECTORS

Bye-law 87 (2) of the Company's Bye-laws provides that the maximum number of Directors is to be fixed by the Board, but may not be more than nine (9) unless the Company in general meeting determines otherwise. The Directors are authorised to fill additional vacancies and may do so if it is determined that the governance needs of the Company require additional skills and directors and the proposed directors are appointed in accordance with the Bye-laws of the Company. Pursuant to Resolution 1, approval is sought for the fixing of the maximum number of Directors at nine (9).

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR, ALEX NEULING

In accordance with clause 87 (2) of the Company's Bye-laws, Mr Alex Neuling, having been appointed by the Board of Directors of the Company since the last General Meeting, holds office until the 2014 Annual General Meeting of the Company, and being eligible, is recommended by the Board of Directors for re-election as a Director at the 2014 Annual General Meeting of the Company.

Mr Alex Neuling was appointed as a non-executive director of the Company effective 27 June 2014.

Mr Neuling is a Chartered Accountant and Chartered Secretary with over 15 years corporate and financial experience including as director, chief financial officer and/or company secretary of various ASX-listed companies in the mining, mineral exploration, oil and gas and other sectors. Mr Neuling has been the Company's Company Secretary since July 2011.

The Directors recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR, RANALDO ANTHONY

In accordance with ASX Listing Rule 14.4 and Bye-law 88 of the Company's Bye-Laws, at every Annual General Meeting, one-third of the Directors (or if the number of Directors is not a multiple of 3, then such number that is nearest to but not less than one-third must retire from office by rotation and are eligible for re-election.

For personal use only

The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement or by lot.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement). In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

Mr Rinaldo Anthony retires by rotation at this meeting and, being eligible, offers himself for re-election.

Mr Anthony is a registered South African geologist and a member of the Geological Society of South Africa. Rinaldo previously worked for BHP Billiton in the mineral resource department of the Energy Coal Division, where he was responsible for the reporting of global energy coal reserves and resources. Most recently, Rinaldo was Deputy Chief Executive Officer of Nucoal South Africa.

The Directors recommend that Shareholders vote in favour of Resolution 3.

4. **RESOLUTION 4 – RE-APPOINTMENT OF AUDITORS**

Bye-law 155 of the Bye-laws provides that members of the company at each annual general meeting shall appoint an auditor to hold office until the close of the next annual general meeting. In addition, bye-law 157 of the Bye-laws Section 89(6) provides that the remuneration of an auditor of the Company appointed by the members shall be fixed by the members in such manner as the members may determine.

Deloitte Touche Tomatsu are the Company's auditors. Pursuant to Resolution 4, Deloitte Touche Tohmatsu will be re-appointed the Company's auditors until the close of the next annual general meeting at a fee to be agreed by the Directors.

The Directors recommend that Shareholders vote in favour of Resolution 4.

5. **RESOLUTION 5 – REDUCTION OF SHARE CAPITAL**

The Company, as an exempted foreign company incorporated in Bermuda, is subject to the Bermuda Companies Act 1981. Under Bermuda law, shares may not be issued for consideration which is below their par value.

In order to provide the Company with the ability to issue additional shares below the current par value of A\$0.01 per Share, the Directors wish to seek Shareholder approval for a reduction of the Company's share capital.

Pursuant to Resolution 5, the par value of the Company's shares (both issued and unissued) will be reduced from A\$0.01 to A\$0.001 and the number of shares in the authorised capital of the Company will be increased from 900,000,000 shares with a par value of A\$0.01 each to 9,000,000,000 shares with a par value of A\$0.001 each.

Shareholders should note that if Resolution 5 is approved, the proposed capital reduction will not change the number of issued and paid-up Shares, or the percentage interest held by each Shareholder. All Shares on issue and those issued in future will have a par value of A\$0.001 and will each rank pari passu in all respects with each other. Approval of Resolution 5 will have no effect on the underlying assets, business operations, management or financial position of the Company.

For personal use only

The Company's shares are fully paid and consequently the proposed capital reduction will not involve the diminution of any liability in respect of unpaid share capital. It will also not result in a return of any share capital or other assets to Shareholders. Any capital cancelled will be credited to the contributed surplus account of the Company, and will be utilised to partially offset the accumulated losses of the Company which, based on the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 30 June 2014, amounted to approximately A\$3,059,197.

The Directors recommend that Shareholders vote in favour of Resolution 5, which pursuant to the Bye-laws must be passed as a special resolution.

6. GLOSSARY

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

ASX	ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	means the Listing Rules of ASX
Board	board of Directors
Bye-laws	means the bye-laws of the Company as amended from time to time
Companies Act	Means the Companies Act 1981 of Bermuda as amended from time to time
Chair	Mr David Pile or such other person appointed chairman in accordance with the Constitution
Company	Ikwezi Mining Limited Incorporated in Bermuda with registered company number 45349, ARBN 151 258 221
Director	director of the Company
Explanatory Statement	the information attached to the notice, which provides information to Shareholders about the resolutions contained in the Notice
GMT	means Greenwich Mean Time
Notice or Notice of Meeting	this notice of general meeting including the Explanatory Statement and the Proxy Form
Resolution	means a resolution in this Notice of Annual General Meeting
Share	fully paid ordinary share in the capital of the Company
Shareholder	a holder of a Share
WST	Australian Western Standard Time



Ikwezi Mining Limited
ARBN 151 258 221

┌ 000001 000 IKW
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 2:00pm (WST) Wednesday, 3 December 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



Update your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

View the Annual Report:

www.ikwezimining.com

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

This Document is printed on Greenhouse Friendly™ ENVI-Laser Carbon Neutral Paper

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ikwezi Mining Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ikwezi Mining Limited to be held on the 2nd Floor, Block B, Ruisseau Creole Offices, La Mivoie, Riviere Noire, Mauritius on Friday, 5 December 2014 at 10:00am (local time GMT + 4) / 2:00pm (WST) and at any adjournment or postponement of that Meeting.

STEP 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Fixing the Number of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Alex Neuling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Ranaldo Anthony	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Reduction of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

I KW

1 9 1 5 2 1 A

Computershare +

For personal use only