



International Base Metals Limited

ACN 100 373 636

Notice of Annual General Meeting and Explanatory Memorandum

Date: 20 November 2014

Time: 2.00pm (AEDT)

**Place: Australian Institute of Company Directors,
Level 1, 20 Bond Street,
Sydney NSW 2000**

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of International Base Metals Limited (**Company** or **IBML**) will be held at 2.00pm (**AEDT**) on 20 November 2014 at Australian Institute of Company Directors, Level 1, 20 Bond Street Sydney NSW 2000.

The accompanying Explanatory Memorandum and Proxy Form provide additional information relating to matters to be considered at the meeting, and form part of this notice of general meeting.

Agenda

A. Annual Financial Statements and Reports

To present the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report (**Annual Report**).

The reports are tabled at the meeting but shareholders are not required to vote on this item. Shareholders are asked to consider the Annual Report and will be provided with a reasonable opportunity at the Annual General Meeting to ask questions of the Directors and Auditor concerning the reports.

The Company is not proposing to provide a hard copy of the Annual Report to Shareholders, unless a Shareholder has already elected to receive a hard copy.

B. Ordinary Resolutions

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

1. Resolution 1 - Re-election of Mr Zhehong Luo as a Director

"That, for the purpose of clause 8.3 of the Constitution and for all other purposes, Mr Zhehong Luo, a Director who retires by rotation, and being eligible, is re-elected as a Director."

2. Resolution 2 - Re-election of Dr Kenneth John Maiden as a Director

"That, for the purpose of clause 8.3 of the Constitution and for all other purposes, Dr Kenneth John Maiden, a Director who retires by rotation, and being eligible, is re-elected as a Director."

Dated 29 October 2014
By order of the Board



John Stone
Company Secretary

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Australian Institute of Company Directors, Level 1, 20 Bond Street Sydney NSW 2000, 2.00pm (AEDT) on 20 November 2014.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Annual Report

In accordance with the Constitution, the business of the Annual General Meeting will include presentation and consideration of the Annual Report, incorporating the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company is not required to provide a hard copy of the Company's Annual Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. However, Shareholders may view the Annual Report on the Company's website www.ibml.com.au.

No resolution is required to be moved in respect of this item.

1. Resolution 1 – Re-election of Mr Zhehong Luo as a Director

Clause 8.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors or, if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office.

A Director who retires by rotation under clause 8.3 of the Constitution is eligible for re - election.

Mr Zhehong Luo retires by rotation and seeks re-election. Mr Qiang Chen has been appointed by Mr Luo as his alternate on the Company's Board.

Mr Luo graduated with a Bachelor of Science from the University of Warwick in England and on return from England in 2005 he started a real estate business and held the position of President - Executive Director of Hangzhou Hongcheng Real Estate Co. Ltd. In 2009 Mr Luo was appointed Chairman and Managing Director of Qinghai West Resources Co. Ltd and Chairman of Qinghai West Rare and Precious Metals Co. Ltd. Under his leadership, these companies have discovered and have developed a number of significant base metal deposits in China. Mr Luo is also a director of Heilongjiang Heilong Resources Investment Co. Ltd and West Minerals Pty Ltd.

MR Zhehong Luo retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Meeting.

The Board, with the exception of Mr Zhehong Luo because of his interest in this resolution, recommends that Shareholders vote in favour of Resolution 1.

2. Resolution 2 – Re-election of Dr Kenneth John Maiden as a Director

Clause 8.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors or, if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office.

A Director who retires by rotation under clause 8.3 of the Constitution is eligible for re - election.

Dr Kenneth Maiden retires by rotation and seeks re-election.

Dr Kenneth Maiden, BSc, PhD has had more than 40 years professional experience as an exploration geologist with major resource companies (CSR and MIM), as an academic (University of the Witwatersrand, Johannesburg) and as a mineral exploration consultant. He has participated in successful base metal exploration programmes in South Australia, Queensland, southern Africa and Indonesia. He brings particular strengths in project generation to the Board and has established mineral exploration companies in Southern Africa, South Australia and Queensland. Dr Maiden is a founding shareholder in the Company and his relevant interest in Shares places him in the top twenty largest shareholders.

Dr Maiden is a Fellow of the Australasian Institute of Mining and Metallurgy, a Member of the Australian Institute of Geoscientists and a Fellow of the Society of Economic Geologists

Dr Maiden retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Meeting.

The Board, with the exception of Dr Kenneth John Maiden because of his interest in this resolution, recommends that Shareholders vote in favour of Resolution 2.

Voting and Proxies

Voting

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the holders of Shares recorded in the Company's register at 7.00pm (AEDT) on Tuesday 18 November 2014, will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time.

Voting Exclusion Statement

Although not specifically required by the Constitution and the Corporations Act, and in the interests of transparency and good governance, each Shareholder listed below has agreed with the Company, that the Company will disregard:

- (1) any votes cast on Resolution 1 by Mr Zhehong Luo and by any Associate of Mr Zhehong Luo.
- (2) any votes cast on Resolution 2 by Dr Kenneth John Maiden and by any Associate of Dr Kenneth John Maiden.

However, the Company need not disregard a vote on any of the Resolutions if:

- (1) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with a voting specification on the proxy appointment in relation to the resolution; or
- (2) it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, if their appointment as proxy did not specify the way they are to vote on the resolution.

Proxies

A Shareholder who is entitled to attend and vote at the meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder.

If a Shareholder appoints two proxies, the appointment of the proxies must specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes.

Where a Shareholder appoints more than one proxy, only the first named proxy is entitled to vote on a show of hands.

A proxy need not be a Shareholder of the Company. Shareholders may appoint the Chairman as their proxy.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 2.00pm (AEDT) on Tuesday 18 November 2014.

Proxies may be only lodged with the Company's share registry:-

- (a) by mail or delivery to:
Boardroom Pty Limited
Level 7, 207 Kent Street
SYDNEY NSW 2000
- (b) by facsimile: +61 2 9290 9655
- (c) www.votingonline.com.au/ibmlagm2014

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by two (2) directors, a director and the company secretary, a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If Shareholders appoint the Chairman as their proxy and do not direct the Chairman as to how to vote, the Chairman will vote in favour of all resolutions.

Enquiries

Shareholders are requested to contact the Company Secretary John Stone on + 61 2 8223 3777 if they have any queries in respect of the matters set out in these documents.

Glossary

Annual General Meeting or Meeting means the meeting convened by the notice.

Associate has the meaning set out in section 12 the Corporations Act.

Board means the board of directors of the Company.

Business Day means Monday to Friday inclusive, except public holidays.

Company means International Base Metals Limited ABN 73 100 373 635.

Constitution means the Company's constitution.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory statement accompanying the Notice.

Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Memorandum.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means an ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.