



International Base Metals Limited

ACN 100 373 636

Notice of Annual General Meeting and Explanatory Memorandum

Date: 19 November 2015

Time: 2.00pm (AEDT)

Place: Level 7

The Sebel Residence Chatswood

37 Victor Street

Chatswood NSW 2067

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 19 November 2015 at Level 7, The Sebel Residence Chatswood, 37 Victor Street, Chatswood NSW 2067.

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 2015 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 Rui Liu as a Director

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

2. Resolution 2 - Re-election of Mr Jinhua Wang as a Director

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

3. Resolution 3 – Re-election of Mr Hugh Thomas as a Director

"That, for the purpose of clause 8.1 of the Constitution and for all other purposes, Mr Hugh Thomas, a Director who was appointed to fill a casual vacancy effective from 11 May 2015, retires, and being eligible, is re-elected as a Director."

Dated 21 October 2015
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 2.00pm (AEDT) on 19 November 2015 at Level 7, The Sebel Residence Chatswood, 37 Victor Street, Chatswood NSW 2067.

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 2015 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 Rui Liu 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 Rui Liu retires by rotation and seeks re-election. Mr Aidong Yang has been appointed by Mr Liu as his alternate on the Company's Board.

Mr Rui Liu has worked in geology and the mineral industry since his graduation from University. He became the Deputy Director of Heilongjiang Geology Mineral Testing Application Research Institute in 1988 and later went to Botswana as Deputy General Manager of CGC Botswana Co., Ltd. He has been General Manager and Chairman of Heilong Group since 2005. He was formerly a Director of Heilongjiang Longxing International Resource Development Group Co. Ltd. He holds the position of Executive Deputy Chairman of the Heilongjiang Mining Industry Association and is the Deputy Chairman of Heilongjiang Gold and Silver Jewellery Association.

Mr Rui Liu 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 Rui Liu because of his interest in this resolution, recommends that Shareholders vote in favour of Resolution 1.

2. Resolution 2 – Re-election of Mr Jinhua Wang 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 Jinhua Wang retires by rotation and seeks re-election. Mr Xianwu Deng has been appointed by Mr Wang as his alternate on the Company's Board.

Mr Wang holds a Bachelor Degree in Mining Engineering a Masters degree of Industrial Engineering and he has rich experience in mining projects development and marketing.

He established Hangzhou Kings Industry Co. Ltd in 2002 a company engaged in the investment and management of fluorspar mines and the fluoride chemical industry and the company possesses the largest fluorspar reserves in China and is an industrial leader.

Mr Wang 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 Jinhua Wang because of his interest in this resolution, recommends that Shareholders vote in favour of Resolution 2.

3. Resolution 3 – Re-election of Mr Hugh Thomas as a Director

Mr Thomas was appointed as a Director on 11 May 2015 to fill a casual vacancy on the Board. Clause 8.1 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors. Any Director so appointed holds office only until the next annual general meeting and is then eligible for re-election.

Mr Thomas retires at the end of the Annual General Meeting and seeks re-election.

Hugh Thomas has had significant experience in the resources sector as a company director, senior financial executive and investment banker working throughout the Asian region, including China, as well as parts of Africa. He has a deep understanding of the complexities that are frequently involved in establishing new projects and in negotiating transactions in culturally diverse jurisdictions.

Mr Thomas was based in Hong Kong for several years in senior positions with JP Morgan and Morgan Stanley, returning to Australia in 2011 to take up a senior position with South African investment bank, Investec, in Sydney. Since 2014, Mr Thomas has worked as an independent investment banker and company director, based in Sydney.

The Board, with the exception of Mr Hugh Thomas because of his interest in this resolution, recommends that Shareholders vote in favour of Resolution 3.

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 17 November 2015, 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 Rui Liu and by any Associate of Mr Rui Liu.
- (2) any votes cast on Resolution 2 by Mr Jinhua Wang and by any Associate of Mr Jinhua Wang
- (3) any votes cast on Resolution 3 by Mr Hugh Thomas and any by any associate of Mr Hugh Thomas.

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 17 November 2015.

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

- (a) by mail or delivery to:
Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000
- (b) by facsimile: +61 2 9290 9655
- (c) www.votingonline.com.au/ibmlagm2015

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



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2.00pm (AEDT) on Tuesday, 17 November 2015.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/ibmlagm2015
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **before 2.00pm (AEDT) on Tuesday, 17 November 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** www.votingonline.com.au/ibmlagm2015
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

International Base Metals Limited

ACN 100 373 636

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **International Base Metals Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting of the Company to be held at Level 7, The Sebel Residence Chatswood, 37 Victor Street, Chatswood NSW 2067 on Thursday, 19 November 2015 at 2.00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of Mr Rui Liu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Jinhua Wang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Hugh Thomas as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2015