



IRON ROAD LIMITED

ABN 51 128 698 108

Notice of Annual General Meeting Proxy Form and Explanatory Statement

Date of Meeting

Friday 28 November 2014

Time of Meeting

10.00am (AEDT)

Place of Meeting

Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales

*This Notice of Annual General Meeting and Explanatory Statement 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 without delay.*

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF IRON ROAD LIMITED ABN 51 128 698 108 ("Iron Road"/the "Company") WILL BE HELD AT THE RADISSON BLU PLAZA HOTEL, 27 O'CONNELL STREET, SYDNEY, NEW SOUTH WALES ON FRIDAY 28 NOVEMBER 2014, AT 10.00 AM (AEDT).

AGENDA

BUSINESS

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

ORDINARY BUSINESS

To receive and consider the annual financial report of the Company and the reports of the Directors and the Auditors for the financial year ended 30 June 2014.

Note: A copy of the Company's 2014 Annual Report is available at <http://www.ironroadlimited.com.au>.

1. Resolution 1 - Adoption of Remuneration Report

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

"That, the remuneration report forming part of the Company's 2014 Annual Report, be adopted."

Voting Exclusion

In accordance with the Corporations Act (2001) ("Corporations Act"), the Company will disregard:-

- (a) any votes cast (in any capacity) on Resolution 1 by or on behalf of
 - (i) a member of the Key Management Personnel listed in the Remuneration Report (KMP); or
 - (ii) a KMP's Closely Related Party; and
- (b) any votes cast as a proxy on Resolution 1 by any other person who is a member of the KMP at the date of the meeting, or by a Closely Related Party of any such person.

Closely Related Party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

However the Company need not disregard a vote cast on Resolution 1 if it is cast:

- (a) by any person referred to above as proxy for a person entitled to vote on the Resolution, in accordance with a direction in the proxy appointment specifying how the proxy is to vote on the Resolution; or
- (b) by the person chairing the meeting as proxy for a person entitled to vote on the Resolution where the proxy appointment does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Please read the information under the heading 'Chairman as proxy' which deals with the Chairman's voting of undirected proxies on Resolution 1.

If you are a member of the KMP or a Closely Related Party of any such member, you may be held liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company will disregard.

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. **Resolution 2 – Re-election of Mr Jerry Ellis as a Director**

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

“That, Mr Jerry Ellis, who retires in accordance with the Constitution of the Company and being eligible offers himself for re-election, be elected as a Director.”

3. **Resolution 3 – Re-election of Mr Julian Gosse as a Director**

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

“That, Mr Julian Gosse, who retires in accordance with the Constitution of the Company and being eligible offers himself for re-election, be elected as a Director.”

4. **Resolution 4 – Employee Share Option Plan Refresh**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

‘That, for the purposes of Listing Rule 7.2 Exception 9(b) and for all other purposes, Shareholders approve the Iron Road Limited Employee Share Option Plan and the grant of Options and the conversion into Shares under such Option Scheme, a summary of which is set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.’

Voting Exclusion: Under Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by:-

- (a) a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company; and
- (b) an associate of that Director.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (b) it is cast by the Chairman of the meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. **Resolution 5 – Adoption of the Iron Road Equity Incentive Plan**

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

“That, for the purpose of Listing Rule 7.2 Exception 9(b) and for all other purposes, Shareholders approve the Iron Road Equity Incentive Plan, a summary of which is set out in the Explanatory Statement accompanying this Notice of Annual General Meeting and the issue of securities under such incentive plan, as an exception to Listing Rule 7.1.”

Voting exclusion: The Company will disregard any votes cast on Resolution 5 by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any person associated with that Director. However, the Company will not disregard any votes cast on Resolution 5 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman of the Meeting acting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

See the Additional Voting Exclusion for Resolutions 5-7 set out below.

6. **Resolution 6 – Approval of Potential Termination Benefits Under the Iron Road Equity Incentive Plan**

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

“That, for the purpose of Sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the giving of benefits under the Iron Road Equity Incentive Plan, to a person by the Company in connection with that person ceasing to hold a managerial or executive office in the Company (or any of its related bodies corporate), for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting exclusion: In order for Resolution 6 to be effective under the Corporations Act in relation to a person receiving a benefit under Resolution 6, no vote may be cast by that person or an associate of any such person. However, a person may cast a vote on Resolution 6 and will not lose the benefit of the approvals being sought if the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form.

See the Additional Voting Exclusion for Resolutions 5-7 set out below.

7. **Resolution 7 – Approval of issue of Incentive Plan Securities to Mr Andrew Stocks**

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

“That, for the purpose of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue to the Managing Director, Mr Andrew Stocks (or his nominee), of up to 3,000,000 securities under the Iron Road Equity Incentive Plan, and, if applicable, the issue of Shares upon the exercise of those securities on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting exclusion: The Company will disregard any votes cast on Resolution 7 by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any person associated with that Director. However, the Company will not disregard any votes cast on Resolution 7 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman of the Meeting acting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

See the Additional Voting Exclusion for Resolutions 5-7 set out below.

BY ORDER OF THE BOARD



GRAHAM ANDERSON
Company Secretary
Dated 8 October 2014

ADDITIONAL VOTING EXCLUSION FOR RESOLUTIONS 5-7

The Company will disregard any votes cast on Resolutions 5-7 by any member of the Key Management Personnel of the Company, or a closely related party of such member, acting as proxy if their appointment does not specify the way the proxy is to vote on Resolutions 5-7. However, the Company will not disregard any votes cast on Resolutions 5-7 by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolutions 5-7, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolutions 5-7 are connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

ENTITLEMENT TO ATTEND AND VOTE

You will be entitled to attend and vote at the Annual General Meeting if you are registered as a Shareholder of the Company as at 7pm (AEDT) on Wednesday 26 November 2014. This is because, in accordance with the Corporations Regulations 2001 (Cth), the Board of Directors has determined that the Shares on issue at that time will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

HOW TO VOTE

Voting in person

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

Corporate Representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission. A form of the certificate can be obtained from the Company's registered office.

Voting by Proxy

A Shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy, it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the meeting (refer above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number below no later than 10am (AEDT) Wednesday 26 November 2014, being 48 hours before the time of the meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

In person

Registered Office
14 Emerald Terrace
West Perth, Western Australia 6005

By mail
PO Box 389
West Perth, Western Australia 6872

By fax
(08) 9322 7211

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Voting by attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at one of the addresses listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the meeting.

Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on each of the proposed Resolutions.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution:-

- The Chairman intends to vote in favour of the Resolution, as proxy for that Shareholder on a poll; and
- For Resolution 1, the Shareholder will have given the Chairman express authority to vote as the Shareholder's proxy on the relevant resolution even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company and even though the Chairman is a member of the KMP, unless the Shareholder expressly indicates to the contrary in the proxy appointment.

If you do not want to put the Chairman of the meeting in the position to cast your votes in favour of any of the proposed Resolutions, you should complete the appropriate box on the proxy form, directing your proxy to vote against, or to abstain from voting, on the resolution.

Other members of KMP as proxy

If a Shareholder appoints a Director (other than the Chairman of the meeting) or another member of KMP (or a Closely Related Party of any such person) as their proxy and does not direct the proxy how to vote on Resolution 1 by marking the 'For', 'Against' or 'Abstain' box opposite the relevant Resolution on the proxy appointment, the proxy will not be able to exercise the Shareholder's proxy and vote on their behalf on the relevant Resolution.

QUESTIONS FROM SHAREHOLDERS

The Chairman of the meeting will allow a reasonable opportunity for Shareholders at the meeting to ask questions about and make comments on the management of the Company and on the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report (Reports), as well as each of the Resolutions to be considered at the meeting.

A representative of the Company's auditor will attend the meeting. During the meeting's consideration of the Reports, the Chairman of the meeting will allow a reasonable opportunity for Shareholders at the meeting to ask the auditor's representative questions relevant to the:-

- Conduct of the audit;
- Preparation and content of the Auditor's Report for the financial year ended 30 June 2014;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- Independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company's auditor if the question is relevant to the content of the Auditor's Report or the conduct of the audit.

If you wish to submit a question in advance of the meeting, you may do so by sending your question to one of the addresses or facsimile numbers above by no later than 21 November 2014. The Company and the auditor will attempt to respond to as many of the more frequently asked questions as possible. Due to the large number of questions that may be received, the Company and the auditor will not be replying on an individual basis.

Explanatory Statement

This Explanatory Statement is for the information of Shareholders of Iron Road Limited (the Company) in connection with Resolutions to be considered at the Annual General Meeting of the Company to be held on Friday 28 November 2014 at 10.00am (AEDT). If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

Ordinary Business

Annual Financial Report

The Annual Report 2014 (including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2014) is available for review by Shareholders at www.ironroadlimited.com.au and will be tabled at the meeting.

Whilst there is no requirement for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2014;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

Resolution 1 – Adoption of Remuneration Report

The Board submits its Remuneration Report for the year ended 30 June 2014 to Shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is included in the 2014 Annual Report. The report:

- explains the Company's remuneration principles relating to the nature and amount of the remuneration of Directors, senior managers and other group executives of the Company;
- discusses the relationship between such principles and the Company's performance; and
- sets out remuneration details for each Director and for each relevant executive of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The vote on the Remuneration Report is advisory only and will not bind the Company, however the Board places importance on the outcome of the vote and will take it into account when considering the Company's remuneration policies.

The Corporations Act provides for a 'two strikes rule' in relation to voting on the Remuneration Report. This rule would apply if, at two consecutive Annual General Meetings, the resolution for adoption of the Remuneration Report were to receive a 'no' vote of 25% or more of the votes cast on the resolution. In that case, a further resolution (a 'spill resolution') would be required to be put to Shareholders at the second of those Annual General Meetings. If passed, the spill resolution would require an extraordinary general meeting of the Company (a 'spill meeting') to be held within 90 days of the second Annual General Meeting, for the purpose of considering the election of Directors. At the spill meeting, the Directors (other than the Managing Director) who were in office at the date of approval by the Board of the most recent Directors' Report would cease to hold office, unless re-elected at the meeting. For any spill resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it.

In addition, if comments are made on the Remuneration Report at an Annual General Meeting and 25% or more of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, the Company's Remuneration Report for the subsequent financial year will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the Board's reasons for adopting such a position.

At the Company's 2013 Annual General Meeting, 99% of the votes cast on the resolution for adoption of the Remuneration Report were in favour of the resolution and no comments were made on the Remuneration Report at that meeting.

During this item, Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Please read the information under the heading 'Chairman as proxy' which deals with the Chairman's voting of undirected proxies on this Resolution.

A voting exclusion applies to this item of business, as set out in the Notice of Annual General Meeting.

Directors' recommendation

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2 - To Re-elect Mr Jerry Ellis as a Director

The Constitution of the Company requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each Annual General Meeting of the Company.

Mr Jerry Ellis therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

Mr Ellis was appointed as a Director on 10 December 2010.

Mr Ellis has had a long and distinguished career in business, particularly in the resources sector. Mr Ellis' career included three decades at BHP Ltd, Chairing the company from 1997 to 1999. He also served on the boards of a number of listed companies and governing bodies including Newcrest Mining, Aurora Gold, the International Copper Association, Australia and New Zealand Banking Group, the International Council on Metals and the Environment and the American Mining Congress.

Mr Ellis is Chairman of Alzheimers Australia (NSW), a former Chancellor of Monash University, former President of the Minerals Council of Australia and former Chairman of the Australia-Japan Foundation and the Australian National Occupational Health and Safety Commission. He is also a member of the Sentient Advisory Council.

The Board of Directors, with Mr Ellis abstaining, recommends that Shareholders vote in favour of Resolution 2.

Resolution 3 - To Re-elect Mr Julian Gosse as a Director

The Constitution of the Company requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each Annual General Meeting of the Company.

Mr Julian Gosse therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

Mr Gosse was appointed as a Director on 27 February 2009.

Mr Gosse has served as a professional Director for the last 20 years on various publicly listed company Boards. Prior to this he was involved in the Stockbroking, Merchant Banking and Venture Capital industries.

The Board of Directors, with Mr Gosse abstaining, recommends that Shareholders vote in favour of Resolution 3.

Resolution 4 – Employee Share Option Plan Refresh

Background

The Company has established an Employee Share Option Plan, which was approved at the Company's General Meeting of Shareholders held on 25 July 2011. A copy of the Employee Share Option Plan can be obtained by requesting a copy from the Company.

Listing Rule 7.1 requires a listed company to obtain Shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of the issued capital of that company in any rolling 12 month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 (Exception 9 (b)) which provides that issues under an employee incentive plan are exempt for a period of 3 years from the date on which Shareholders approve the issue of securities under that plan as an exception to Listing Rule 7.1.

Therefore, approval under Listing Rule 7.2 (Exception 9 (b)) expired on 25 July 2014 and the Company seeks Shareholder approval to refresh the Employee Share Option Plan.

A summary of the Employee Share Option Plan is attached at Annexure A of this Notice of Annual General Meeting.

Specific information required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2 (Exception 9(b)), the following information is provided:-

- (a) a summary of the material terms of the Employee Share Option Plan is set out in Annexure A.
- (b) 800,000 unlisted options have been issued to date under the Employee Share Option Plan, of which 300,000 have been forfeited and 500,000 have an expiry date of 25 July 2016.
- (c) A voting exclusion statement has been included in the Notice of Annual General Meeting for the purposes of this Resolution.

Resolution 5 – Adoption of Iron Road Equity Incentive Plan

5.1 Background

The Directors considered that it was desirable to establish an equity incentive plan pursuant to which Participants can be offered the opportunity to be granted Shares or performance rights to acquire Shares in the Company (**Performance Rights**) (together 'Incentive Plan Securities'). Accordingly, the Directors adopted the Iron Road Equity Incentive Plan (**Incentive Plan**) on 8 October 2014.

The purpose of the Plan is to attract, motivate and retain persons with the skills and experience to deliver exceptional performance and outcomes in the pursuit of the Company's key strategic objectives and it:

- (a) provides a mechanism by which Iron Road's employees and executive Director may acquire Shares for the purposes of sharing in the future of the Company;
- (b) reinforces a performance focused culture by incorporating a long term performance based element to the total remuneration packages of certain employees;
- (c) encourages teamwork and co-operation among the members of the leadership team;
- (d) attracts executives with the requisite capability; and
- (e) maintains a stable leadership team by helping retain key talent.

The Plan forms part of the Company's remuneration policy and provides the Company with a mechanism for driving long term performance for Shareholders and the retention of executives. It is targeted at Iron Road's Managing Director and senior management (as determined by the Board from time to time) whose responsibilities provide them with the opportunity to significantly influence long term Shareholder value.

The Company is not required under the Corporations Act or the Listing Rules to obtain shareholder approval for an equity based incentive plan, however the Board is seeking Shareholder approval for the Plan as recommended by ASX Corporate Governance Council's Principles and Recommendations.

In addition, approval is sought under Listing Rule 7.2 (Exception 9(b)) which provides an exemption from the Listing Rule 7.1 in relation to the 15% annual limit on securities issued under an employee share incentive scheme provided, within three years before the date of issue, Shareholders have approved the issue of securities under the Plan. In the absence of such approval, the issue can still occur but is counted as part of the 15% limit for Listing Rule 7.1, which would otherwise apply during a 12 month period.

5.2 Summary of the Plan Rules

Type of Plan

Awards under the Plan will be structured as either Shares or Performance Rights to acquire Shares. The Board has the discretion to issue such Shares or Performance Rights with or without specific performance criteria to be satisfied within defined time restrictions and it is intended that offers will be subject to performance criteria consistent with the Company's key strategic objectives.

Plan Committee

The Plan will be administered by the Board or a Plan Committee. The Plan Committee will be a committee of the Board which has been delegated the authority to administer the Plan on behalf of the Board.

Eligibility to Participate

The Plan Committee has the discretion to determine which persons are eligible to participate in the Plan. Eligible persons include individuals that are employees and executive Directors of the Company and any related bodies corporate of the Company, or their eligible nominees. Eligible nominee includes a spouse, parent, child, sibling or body corporate or trust controlled by such persons.

Purchase Price

The Plan Committee has the discretion to issue such Shares or Performance Rights for nil consideration or require or invite an eligible Participant to pay application money on account of those Shares or Performance Rights. It is anticipated that Shares or Performance Rights will be offered for nil consideration.

Performance Conditions

The Plan Committee may impose performance conditions on the Shares or Performance Rights. Performance conditions have yet to be determined by the Plan Committee however they will be consistent with the Company's key strategic objectives.

Number of Shares or Performance Rights to be Issued

The Plan Committee has the discretion to determine the number of Shares or Performance Rights to be allocated to eligible Participants and will take into account the Participant's role, capacity to deliver significant shareholder value, non-equity based level of remuneration and comparable attraction and retention arrangements adopted by similar companies in the exploration and mining industry.

Performance Based Shares

Performance Based Shares are Shares that may carry a trading restriction during a specified trading restriction period and a right by the Company to buy back or facilitate the transfer of those Performance Based Shares to a third party for an amount equal to any monies paid by the Participant to acquire the Shares.

Expiry of Restrictions over Performance Based Shares

Any trading restriction applied to Performance Based Shares will cease to apply upon the earlier of the satisfaction of performance criteria as determined by the Plan Committee or the occurrence of a Trigger Event, such as the acquisition of over 50% of the Shares in the Company by any entity other than present and future funds of The Sentient Group Limited or its associates, the approval of the sale of over 50% of the Company's interest in the Central Eyre Iron Project, any other event which causes a change of control of the Company or any event which the Board reasonably considers and determines in its full discretion to be a Trigger Event.

Rights Attaching to Shares

Any issue of Shares under the Plan will entitle the Participant to receive any dividend paid and the right to exercise any voting rights or appoint a proxy at any meeting of Shareholders.

Cessation of Employment

If upon the cessation of a Participant's employment, the Participant is not a Good Leaver, the Company may require that the Participant relinquish any legal or beneficial interest in any Performance Based Shares held (being Shares subject to restriction). A Good Leaver is determined by the Plan Committee and includes termination of employment by reason of genuine redundancy, resignation under reasonable circumstances if so determined by the Plan Committee, death or invalidity.

Vesting of Performance Rights

The Plan Committee may impose vesting conditions on any Performance Rights issued. Upon the satisfaction of such vesting conditions imposed in the letter of offer or the occurrence of a Trigger Event (as set out above), the Performance Rights will become exercisable.

In the normal course, the number of Performance Rights that will vest will be determined by reference to whether the vesting conditions (if any) have been achieved.

Lapse of Performance Rights

Performance Rights will lapse where the Participant ceases to be an employee or executive Director and is not a Good Leaver, or a resolution is passed to wind up the Company or the Participant is dismissed for cause.

Adjustment to Performance Rights

In order to participate in an issue of new Shares, the Participant must first exercise the Performance Rights before the record date of that issue.

There will be no change to the Exercise Price (if any) if the Company makes an offer of Shares to all Shareholders (other than by way of a bonus issue – see below).

Where the Company undergoes a reorganisation of capital, (other than a bonus issue or issue for cash), the terms of the Performance Rights may be changed to the extent necessary to ensure compliance with the Listing Rules.

Where the Company makes a bonus issue to Shareholders and a Performance Right held is not exercised prior to the record date of that bonus issue, the Performance Right will, when exercised, entitle the Participant to one Share plus

the number of bonus Shares which would have been issued had the Performance Right been exercised prior to the record date.

Material Change

If the Board approves a material change to the business strategy of the Company caused by unexpected changes to market conditions or the regulatory regime applying to the Company's business, which does not otherwise result in a Trigger Event and the material change is reasonably likely to adversely impact the ability of Participants to satisfy performance criteria and/or vesting conditions, the Plan Committee may determine that some or all of the unvested Performance Based Shares or Performance Rights become unrestricted/vest immediately, or amend the performance criteria and/or vesting conditions, as applicable so as to ensure that they remain relevant in light of material changes to the Company's business strategy.

5.3 Regulatory Requirements

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 9(b):

- (a) no securities have previously been issued under the Plan;
- (b) a summary of the terms of the Plan is set out above; and
- (c) a voting exclusion statement for Resolution 5 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

5.4 Board Recommendation

The Board, excluding Mr Andrew Stocks, who has abstained from making such recommendation as he is a potential Participant under the Incentive Plan, recommend that Shareholders approve Resolution 5.

Resolution 6 – Approval of Potential Termination Benefits Under the Iron Road Equity Incentive Plan

6.1 Background

The Iron Road Limited Equity Incentive Plan is summarised in detail in section 5 of this Explanatory Statement.

The purpose of Resolution 6 is for Shareholders to approve the potential provision of termination benefits to Participants under the Plan.

The Company is seeking this approval to provide the Company with the flexibility to continue to remunerate employees fairly and responsibly in the future and in a manner that appropriately drives long term performance for Shareholders.

6.2 Regulatory Requirements

The Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by Shareholders or an exemption applies.

Amendments to the Corporations Act in 2009 significantly expanded the scope of these provisions and lowered the threshold for termination benefits that do not require Shareholder approval. The term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Plan.

If Shareholder approval is given under this Resolution the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

6.3 Details of the Termination Benefit

As described above, where the Participant's employment ceases due to genuine redundancy, resignation under reasonable circumstances if so determined by the Plan Committee, death or invalidity, some or all of a Participant's unvested Performance Rights will not lapse and may vest or Shares may become unrestricted or the performance criteria may be waived. This may constitute a "benefit" for the purposes of Section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval in respect of any current or future Participant in the Plan who holds:

- (a) a managerial or executive office in the Company (or any of its related bodies corporate) at the time of their leaving or at any time in the three years prior to their leaving; and

- (b) Performance Rights or Shares under the Plan at the time of their leaving.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The Board's current intention is to only exercise their discretion to determine the vesting of Performance Rights or the removal of a trading restriction or performance criteria on Performance Based Shares:

- (a) where an employee leaves employment without fault on their part; and
- (b) so as only to preserve that number of unvested Performance Rights or Performance Based Shares as are pro-rated to the date of leaving.

6.4 Value of the Termination Benefits

The value of the termination benefits that a Participant may receive or the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting, the number of Shares that become unrestricted and the number of Performance Rights that vest.

The following additional factors may also affect the benefit's value:

- (a) the Participant's length of service and length of performance period at the time they cease employment;
- (b) the status of the performance conditions at the time the Participant's employment ceases; and
- (c) the number of unvested Performance Rights or Shares that the Participant holds at the time they cease employment.

6.5 Board Recommendation

The Board, excluding Mr Andrew Stocks, who has abstained from making such recommendation as he is a potential Participant under the Incentive Plan, recommend that Shareholders approve Resolution 6.

Resolution 7 – Approval of Issue of Incentive Plan Securities to the Managing Director, Mr Andrew Stocks

7.1 Background

Shareholders are being asked to approve Resolution 7 to allow Incentive Plan Securities to be issued to the Company's Managing Director, Mr Andrew Stocks.

Performance conditions for Mr Stocks have yet to be determined by the Plan Committee, however they will be consistent with the Company's key strategic objectives and will be outlined in his Letter of Offer.

The Board has determined that the grant of Incentive Plan Securities under the Plan to Mr Andrew Stocks is an appropriate form of long term incentive for the Company's Key Management Personnel. The Board considers that Mr Andrew Stocks is essential to the operation of Iron Road's ongoing business.

In determining Mr Andrew Stocks' remuneration package, including the proposed issue of Incentive Plan Securities under the Incentive Plan, the Board considered and will continue to consider the scope of the role of Mr Stocks, the business challenges facing Iron Road and market practice for the remuneration of executive officers in positions of similar responsibility. Accordingly, they have determined this proposed maximum grant of Incentive Plan Securities is, in their opinion, appropriate and reasonable remuneration.

7.2 Regulatory Requirements

Resolution 7 seeks Shareholder approval in order to comply with the requirements of Listing Rule 10.14.

As the Board has determined that the issue of Incentive Plan Securities to Mr Stocks is reasonable remuneration, shareholder approval is not required under Chapter 2E of the Corporations Act.

7.3 Listing Rules

Listing Rule 10.14 provides that a company must not issue Equity Securities to a Director of the Company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Under Resolution 7, the Company seeks approval from Shareholders for the issue of Incentive Plan Securities to Mr Andrew Stocks, who by virtue of his position as a Director of the Company is a related party of the Company.

In compliance with the information requirements of Listing Rule 10.15, Shareholders are advised of the following information:

- (a) Nature of relationship between allottee and the Company
The Incentive Plan Securities are proposed to be issued to Mr Andrew Stocks, who is the Managing Director of the Company and as such, is a related party of the Company.
- (b) Details of the maximum number of securities that may be issued
The maximum number of securities that may be acquired by Mr Andrew Stocks under Resolution 7 is 3,000,000. The current value of Incentive Plan Securities to be granted to Mr Stocks is approximately 100% of Mr Stocks' total fixed remuneration, determined by the volume weighted average price of ordinary shares in the Company immediately prior to Board approval of the issue.
If the performance conditions are achieved to the greatest extent possible, then, if Performance Rights are issued, each Performance Right awarded will convert into one Iron Road Share upon vesting.
- (c) Issue price
There is no issue price for the 3,000,000 Incentive Plan Securities.
- (d) Previous issues under the Plan
At the date of this Notice of Annual General Meeting no Performance Rights have been granted or Shares issued to Mr Andrew Stocks or any other person referred to in Listing Rule 10.14 or otherwise under the Plan.
- (e) Eligible participants under the Plan
An individual, including an employee and executive Director engaged by the Company or any related body corporate of the Company, that is determined by the Plan Committee in their absolute discretion to be eligible for participation.
- (f) Issue date
The latest date that the Company will issue Incentive Plan Securities under Resolution 7 will be no later than 12 months after the date of the Annual General Meeting.
- (g) Terms of any loan
The Company will not be providing a loan in connection with Mr Andrew Stocks' acquisition of Incentive Plan Securities under the Plan.
- (h) Voting exclusion statement
A voting exclusion statement for Resolution 7 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

Board Recommendation

The Board, excluding Mr Andrew Stocks, who has abstained from making such recommendation as he is a potential Participant under the Incentive Plan, recommend that Shareholders approve Resolution 7.

ANNEXURE A

TERMS AND CONDITIONS OF ESOP

The Iron Road Employee Share Option Plan (ESOP) is constituted by the Plan Rules, Trust Deed, Option Plan and Trust Handbook and invitations made under the ESOP. Following is a summary of the terms and conditions of the ESOP:

1. Purpose – The purpose of the ESOP is to assist in the recruitment, reward, retention and motivation of ESOP Participants of the Company.
2. Eligibility – The Board may from time to time in its absolute discretion invite ESOP Participants of the Company, being Directors, senior executives, employees and consultants, to participate in the ESOP through the issue of Options and/or Shares to the Trustee on such terms as it sees fit.
3. Offers – Invitations to invited ESOP Participants must set out the number of ESOP Options, vesting terms, amounts payable upon issue of ESOP Options, applicable performance conditions (if any), restrictions on dealings with securities under the ESOP and any other conditions. ESOP Options will be issued at their arms length value determined in accordance with accounting standard AASB2 using the Black-Scholes method of valuation. Offers will not be made where the issue would result in the Company exceeding the limit that applies under ASIC Class Order 03/184 in respect of new issues of securities under employee share schemes.
4. ESOP Trust – The Company has established the Trust for the purpose of administering the ESOP and holding ESOP Options and ESOP Shares offered under the ESOP. The Company will make a payment to the Trust equal to the value of the ESOP Options and ESOP Shares. The Trustee grants Share Units to ESOP Participants which are referable to Options and Shares held by the Trust. Share Units are not transferable.

ESOP Participants may at any time (subject to vesting and performance conditions) request that the Trustee transfer legal title to ESOP Shares the subject of Share Units to the ESOP Participant. Bonus Share Units are issued by the Trust to the ESOP Participant when the ESOP Participant redeems Share Units equal to the value of the loan advanced by the Trust to the employee for the initial acquisition of Share Units (being the issue price of ESOP Options). The effect of this is that at the time ESOP Shares are sold the ESOP Participant will receive the value of the purchase price of the ESOP Options.

ESOP Participants are entitled to any dividends paid on their ESOP Shares which are held by the Trust.

5. Loan – The Trustee will lend ESOP Participants, on a non-recourse basis, amounts to enable them to accept offers for ESOP Options and ESOP Shares under the ESOP and to exercise ESOP Options. Interest may be charged at the Trustee's discretion in consultation with the Company. The loan is repayable upon the Share Units being cancelled or the underlying ESOP Options or ESOP Shares lapsing, sold or being transferred to the ESOP Participant and occurs through the redemption of Share Units. The effect of this is that full consideration is provided by the ESOP Participant for the issue and exercise of securities under the ESOP.

If following the exercise of ESOP Options, the ESOP Shares are sold, the ESOP Participant's Share Units are redeemed and the employee or Director receives an amount equivalent to the net consideration from the sale of the ESOP Shares (less repayment of any outstanding loans and other amounts owing by the ESOP Participant used to fund the exercise of ESOP Options) so that the Company is fully reimbursed for amounts loaned for the exercise of ESOP Options under the ESOP. Other than this, no funds will be repaid to the Company under loans.

6. Dealings with Options – Options granted under the ESOP may only be transferred with the prior consent of the Board or by force of law following the death or bankruptcy of an ESOP Participant.
7. Vesting, exercise and lapse – ESOP Options will only vest when any performance conditions specified at the time of grant have been satisfied. ESOP Options lapse on the earlier of (amongst other things):
 - a. any date specified by the Board; or
 - b. 60 days after the ESOP Participant ceases employment or contractual relations with the Company unless the Board determines otherwise.

Once any vesting and performance conditions are satisfied an ESOP Participant can direct the Trustee to exercise ESOP Options. If the Trustee requires additional funds to exercise the options, the Company may advance such funds to the Trust.

ESOP Participants ceasing employment or contractual obligations before ESOP Options are vested will have their Share Units redeemed for their issue price and the loan (used to fund the exercise of the ESOP Options) repaid. ESOP Participants ceasing employment after ESOP Options have vested will have their ESOP Options exercised and ESOP Shares sold, so that they can receive the net proceeds after any outstanding loans to exercise ESOP Options have been repaid.

8. Takeovers, schemes of arrangement and winding-up – In the event of a takeover bid being made for Shares in the Company, the Board recommending that Shareholders accept any takeover bid, or a takeover bid becoming unconditional, the Board may, having regard to the performance conditions relating to ESOP Options, determine that unvested ESOP Options vest on a pro rata basis and can be exercised within a specific period, failing which they lapse.
9. Withholding – The Company is entitled, if required, to reimbursement by an ESOP Participant for any income or employment taxes resulting from the issue of ESOP Options or ESOP Shares.
10. Amendments – The Board can make such amendments to the ESOP or ESOP Option terms as it sees fit, subject to the Listing Rules. The Board may also make amendments to performance conditions attaching to ESOP Options if it is determined that the original performance condition is no longer appropriate or necessary, provided that the interests of the relevant ESOP Participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of grant.

Amendments to ESOP Option terms are subject to the Listing Rules and may not reduce the rights of an ESOP Participant in respect of granted ESOP Options or ESOP Shares other than amendments introduced primarily for the purpose of complying with present or future laws, correcting manifest errors or changes in tax laws.
11. Overseas ESOP Participants – The Board may decide that ESOP Options held by ESOP Participants who suffer a tax disadvantage or restrictions on their ability to deal with their ESOP Options or ESOP Shares transferred overseas vest prior to the transfer.

ESOP Options granted to overseas residents are subject to such alterations or conditions as the Board considers necessary having regard to relevant laws in such countries.
12. Terms of ESOP Shares – Shares issued under the ESOP are fully paid ordinary shares in the capital of the Company, and (subject to repayment of any loan) are freely transferable by the ESOP Participant.
13. Operation – The operation of the ESOP is subject to the Listing Rules and Corporations Act.

SCHEDULE 1 - DEFINITIONS

In this Notice of Annual General Meeting and Explanatory Statement:

AEDT	Australian Eastern Daylight Time
ASX	Australian Securities Exchange
Equity Securities	has the same meaning given in the Listing Rules.
Incentive Plan	Iron Road Equity Incentive Plan
Incentive Plan Securities	Shares or Performance Rights issued under the Incentive Plan.
Listing Rules	Listing rules of the ASX
Performance Right	a right to acquire a Share in the Company
Resolution	a resolution set out in the Notice of Meeting
Shareholder	holder of a share in the Company
Trading Days	a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	Volume Weighted Average Price

IRON ROAD LIMITED
ABN 51 128 698 108
PROXY FORM

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Email Address:

Contact Name (if different from above):

Step 1: Appointment of Proxy

I/We being a Shareholder/s of Iron Road Limited and entitled to attend and vote hereby appoint

The Chairman
of the meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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, as the proxy sees fit) at the Annual General Meeting of Iron Road Limited to be held at The Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales on 28 November 2014 at 10.00am (AEDT) and at any adjournment of that meeting.

Chairman authorised to exercise proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default) and am/are entitled to vote on the relevant Resolution, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in relation to Resolution 1 (and any motion for amendment of, or any procedural motion relating to that resolution) even though that resolution (and any such motion) may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company and even though the Chairman is a member of the Key Management Personnel.

If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman how to exercise your proxy on Resolution 1 by marking the appropriate box below.

Chairman to vote undirected proxies in favour: I/we acknowledge that 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.

Step 2: Voting directions to your proxy – please mark to indicate your directions

Special Business

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Jerry Ellis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Julian Gosse as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Employee Share Option Plan Refresh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of the Iron Road Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Potential Termination Benefits Under the Iron Road Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Issue of Incentive Plan Securities to Mr Andrew Stocks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the Abstain box for a particular Resolution, 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.

Note - Appointment of a second proxy (see instructions attached).

- If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

 %

PLEASE SIGN HERE
be implemented

This section must be signed in accordance with the instructions attached to enable your directions to

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

How to complete this Proxy Form

Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Share Registry of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your securities or update your details using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. 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. 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.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution 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 a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

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 Secretary on 08 9322 2700 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

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, all of the Shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's Share 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.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate can be obtained from the Company's Share Registry.

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 not later than 48 hours before the commencement of the meeting. ie. no later than 10.00am (AEDT) on Wednesday 26 November 2014. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at 14 Emerald Terrace, West Perth Western Australia 6005 or by post to PO Box 389, West Perth, Western Australia 6872 or sent by facsimile to the registered office on 08 9322 7211.