

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains resolutions to be voted on at a general meeting of the Company to be held at 11 a.m. on 14 November 2016. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (FSMA), who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document.

The Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective and that dealings in the Firm Placing Shares will commence on 1 November 2016 and that Second Admission will become effective and that dealings in the Conditional Placing Shares will commence on 15 November 2016. The Placing Shares being issued pursuant to the Placing will, on Admission, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after Admission and will otherwise rank *pari passu* in all respects with the then issued Ordinary Shares.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the FCA or any other competent authority.

IRONVELD plc

(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 4095614)

Placing of 40,000,003 new Ordinary Shares at 4.5 pence per Ordinary Share

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 8 to 11 of this document and which contains the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of the Company, to be held at the registered office of the Company at Lakeside, Fountain Lane, St Mellons, Cardiff, CF3 0FB on 14 November 2016 at 11 a.m., is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 11 a.m. on 10 November 2016. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

If you have any questions relating to return of the Form of Proxy, please telephone the Company's registrars, Capita Asset Services on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. The registrars are open between 9.00 a.m. – 5.30 p.m. Monday to Friday, excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Placing nor give any financial, legal or tax advice.

The Directors, whose names and details are set out on page 8 of this document, accept responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of

the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. A copy of this document is available at the Company's website.

Shore Capital and Corporate Limited (**SCC**), which is regulated in the United Kingdom by the FCA, is acting as nominated adviser to the Company for the purposes of the AIM Rules. Shore Capital Stockbrokers Limited (**SCS**), which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting as broker in the United Kingdom for the purposes of the AIM Rules exclusively to the Company and no one else in connection with the Placing. Persons receiving this document should note that, in connection with the Placing, SCC and SCS are acting exclusively for the Company and no one else and will not be responsible to anyone, other than the Company, for providing the protections afforded to customers of SCC and SCS or for advising any other person on the transactions and arrangements described in this document. No representation or warranty, express or implied, is made by SCC or SCS as to any of the contents of this document in connection with the Placing, or otherwise.

Unless otherwise excluded by the FSMA or by law, SCC and SCS do not accept any liability whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in respect of the Placing. SCC and SCS accordingly disclaim all and any liability which they might otherwise have in respect of this document.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Basis on which information is presented

In the document, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom.

References to defined terms

Certain terms used in this document are defined and explained at the section of this document under the heading "Definitions".

All times referred to in this document are, unless otherwise stated, references to London time.

CONTENTS

	Page
Definitions	5
Expected timetable of principal events	7
Statistics relating to the Placing	7
Letter from the Chairman	8
Introduction	
Details of Placing	
Use of proceeds	
Status of the Ironveld Project	
Irrevocable undertakings	
Director Participation	
General Meeting	
Action to be taken	
Recommendation	
Notice of General Meeting	12

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Act”	the Companies Act 2006 (as amended);
“Admission”	First Admission and / or Second Admission, as the context requires;
“AIM”	the AIM Market operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time;
“BBBEE”	Broad – Based Black Economic Empowerment;
“Company” or “Ironveld”	Ironveld plc, a company incorporated and registered in England and Wales with registered number 4095614;
“Conditional Placing”	the placing of the Conditional Placing Shares pursuant to the Placing, conditional, <i>inter alia</i> , on the passing of the Resolutions at the GM;
“Conditional Placing Shares”	11,155,555 Placing Shares;
“CREST”	the computerised settlement system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations) which facilitates the transfer of title to shares in uncertificated form;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) as amended;
“Directors” or “Board”	the directors of the Company whose names are set out on page 8 of this document, or any duly authorised committee thereof;
“Enlarged Share Capital”	the issued ordinary share capital of the Company as enlarged by the Placing Shares and shares issued to Shore Capital in lieu of fees;
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST;
“Existing Ordinary Shares”	the 328,287,688 ordinary shares of £0.01 (1 pence) each in the capital of the Company in issue at the date of this document;
“FCA”	the UK Financial Conduct Authority;
“Firm Placing”	the placing of the Firm Placing Shares pursuant to the Placing;
“Firm Placing Shares”	28,844,448 Placing Shares;
“First Admission”	the admission of the Firm Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting;
“FSMA”	Financial Services and Markets Act 2000;
“General Meeting” or “GM”	the general meeting of the Company to be held at 11 a.m. on 14 November 2016;
“Group”	the Company and its subsidiaries as at the date of this document;
“High Purity Iron”	world class grade in high purity iron located at the Project site;
“IDC”	Industrial Development Corporation of South Africa Ltd, which is owned by the South African Government;
“Ironveld Mining”	Ironveld Mining (Pty) Ltd, a company registered in South Africa under number 2007/025393/07 which will be a wholly owned subsidiary in the Group;
“Ironveld Smelting”	Ironveld Smelting (Pty) Ltd, a company registered in South Africa under number 2012/145048/07 which will be a 74% owned subsidiary in the Group following the issue of ordinary shares in its capital to its BBBEE partners;
“Loan Facility”	the loan facility granted by Sylvania Metals Pty Limited described in paragraph 4 of the letter from the Chairman under the sub-heading “Sylvania Loan Facility”; and

"London Stock Exchange"	London Stock Exchange plc;
"Notice of General Meeting"	the notice convening the General Meeting which is set out at the end of this document;
"Ordinary Shares"	the Company's ordinary shares of £0.01 (1 pence) each;
"Placing"	the Firm Placing and / or the Conditional Placing as the context requires;
"Placing Agreement"	the conditional agreement dated 26 October 2016 and made between (1) SCC (2) SCS and (3) the Company in relation to the Placing, further details of which are set out in this document;
"Placing Price"	4.5 pence per Placing Share;
"Placing Shares"	the 40,000,003 new Ordinary Shares to be issued and allotted by the Company pursuant to the Placing, consisting of the Firm Placing Shares and / or Conditional Placing Shares as the context requires;
"Placing Warrants"	the 40,000,003 unlisted warrants to subscribe for new Ordinary Shares at 6.75 pence per share for a period of 12 months from First Admission or Second Admission as applicable;
"Project" or "Ironveld Project"	the High Purity Iron, Vanadium and Titanium project located on the Northern Limb of the Bushveld Complex in Limpopo Province, South Africa owned by the Group;
"Prospectus Rules"	the prospectus rules made by the FCA pursuant to section 73A of the FSMA;
"Resolutions"	the resolutions set out in the Notice of General Meeting;
"SCC"	Shore Capital and Corporate Limited, the Company's nominated adviser for the purposes of the AIM Rules;
"SCS"	Shore Capital Stockbrokers Limited, the Company's broker for the purposes of the AIM Rules;
"Second Admission"	the admission of the Conditional Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
"Shareholders"	holders of Ordinary Shares from time to time;
"Shore Capital"	SCC and / or SCS as the case may be;
"UK"	the United Kingdom of Great Britain and Northern Ireland.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2016

Announcement of the Placing and publication of this document	26 October
First Admission and commencement of dealings in the Firm Placing Shares	1 November
CREST accounts credited in respect of the Firm Placing Shares	1 November
Dispatch of share certificates in respect of the Firm Placing Shares	By 10 November
Latest time and date for receipt of Forms of Proxy for the General Meeting	By 11 a.m. on 10 November
General Meeting	11 a.m. on 14 November
Second Admission, completion of the Placing and commencement of dealings in the Conditional Placing Shares	15 November
CREST accounts credited in respect of the Conditional Placing Shares	15 November
Dispatch of share certificates in respect of the Conditional Placing Shares	By 25 November

STATISTICS RELATING TO THE PLACING

Number of Ordinary Shares as at the date of this document	328,287,688
Number of Placing Shares to be issued	40,000,003
Ordinary Shares issued to Shore Capital in lieu of fees	2,266,667
Enlarged Share Capital following the Placing	370,554,358
Placing Price per Placing Share	4.5 pence
Gross proceeds of the Placing receivable by the Company	£1.8 million
Market capitalisation at the Placing Price on Second Admission	£16.7 million
Placing Shares expressed as a percentage of the Enlarged Share Capital	10.79%
Number of Placing Warrants to be issued	40,000,003

LETTER FROM THE CHAIRMAN

Ironveld plc

(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 4095614)

Directors:

Giles Clarke (Non executive Chairman)
Peter Cox (Chief Executive Officer)
Vred von Ketelhodt (Chief Financial Officer)
Nicholas Harrison (Non executive Director)
Rupert Fraser (Non executive Director)

Registered office:

Lakeside
Fountain Lane
St Mellons
Cardiff
CF3 OFB

26 October 2016

Dear Shareholders and warrant holders

Placing of 40,000,003 new Ordinary Shares at 4.5 pence per share

and

Notice of General Meeting

1. Introduction

The Company today announced that it is proposing to raise £1.8 million (before expenses) through a conditional placing of 40,000,003 Placing Shares at the Placing Price. In addition, one Placing Warrant will be issued to each Placée in respect of each Placing Share. Further details of the terms of the Placing are set out below under the heading "Details of Placing" and "Use of proceeds".

28,844,448 of the Placing Shares are being placed pursuant to existing authorities granted to the Directors at the Company's annual general meeting held on 18 December 2015 whilst the remaining 11,155,555 Placing Shares are being placed conditional, *inter alia*, on the passing of the Resolutions being proposed at the GM. The Firm Placing is conditional, *inter alia*, on First Admission (which is expected to become effective with dealings in the Firm Placing Shares to commence on 1 November 2016); and the Conditional Placing is conditional, *inter alia*, on Second Admission (which is expected to become effective with dealings in the Conditional Placing Shares to commence on 15 November 2016). The Placing has not been underwritten.

The main purpose of this document is to set out the reasons for, and details of, the Placing, to explain why the Directors consider that they are in the best interests of the Company and its Shareholders as a whole, and to recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

2. Details of Placing

The Placing will raise, in aggregate, £1.8 million (before commissions and expenses) through the conditional placing of the Placing Shares at a price of 4.5 pence per share with institutional and other investors. Having considered the price at which the Ordinary Shares are currently traded, feedback from investor marketing and other factors, the Directors have resolved that the Placing Price is appropriate.

The Firm Placing Shares are being placed pursuant to existing authorities granted to the Directors at the Company's annual general meeting held on 18 December 2015 while the Conditional Placing Shares are being placed conditional, *inter alia*, on the passing of the Resolutions at the GM.

The Placing Shares, when issued, will represent approximately 10.79 per cent. of the Company's Enlarged Share Capital immediately following Second Admission. The Placing Shares will rank in full for all dividends with a record

date on or after the date of Admission and otherwise equally with the Ordinary Shares in issue from the date of Admission.

The Firm Placing (which is not being underwritten) is conditional, amongst other things, upon:

- (a) the Placing Agreement becoming unconditional in all respects (save for First Admission and Second Admission) and not having been terminated in accordance with its terms prior to First Admission; and
- (b) Admission of the Firm Placing Shares becoming effective on or before **8.00 am on 1 November 2016** or such later date as the Company and Shore Capital may agree, being no later than **8.00 am on 4 November 2016**.

The Conditional Placing (which is not being underwritten) is conditional, amongst other things, upon:

- (a) the Placing Agreement becoming unconditional in all respects (save for Second Admission) and not having been terminated in accordance with its terms prior to Admission;
- (b) the Resolutions set out in the Notice of General Meeting forming part of this Circular being approved by the Shareholders; and
- (c) Admission of the Conditional Placing Shares becoming effective on or before **8.00 am on 15 November 2016** or such later date as the Company and Shore Capital may agree, being no later than **8.00 am on 30 November 2016**.

2.1. Placing Warrants

One Placing Warrant will be issued to each Placee in respect of each Placing Share under both the Firm Placing and the Conditional Placing. In total 40,000,003 Placing Warrants will be issued, 28,844,448 pursuant to the Firm Placing and 11,155,555 pursuant to the Conditional Placing. The Placing Warrants are exercisable at 6.75 pence at any time during the 12 months from the First Admission or Second Admission, as applicable.

2.2. The Placing Agreement

Pursuant to the terms of the Placing Agreement, Shore Capital has conditionally agreed to use its reasonable endeavours, as agent for the Company, to procure subscribers for the Placing Shares at the Placing Price with certain institutional and other investors.

The Placing Agreement contains warranties from the Company in favour of Shore Capital in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Shore Capital in relation to certain liabilities it may incur in respect of the Placing. Shore Capital has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a material breach of the warranties given in the Placing Agreement, the failure of the Company to comply in any material respect with its obligations under the Placing Agreement, the occurrence of a *force majeure* event which in Shore Capital's opinion may be material and adverse to the Company or the Placing, or a material adverse change affecting the financial position or business or prospects of the Company.

As part of the Placing, Shore Capital has agreed that certain fees due to Shore Capital will be satisfied through the issue of 2,266,667 Placing Shares at the Placing Price on Second Admission.

2.3. Settlement and dealings

Application will be made to the London Stock Exchange for the Firm Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective and that dealings in the Firm Placing Shares will commence on 1 November 2016.

Application will be made to the London Stock Exchange for the Conditional Placing Shares to be admitted to trading on AIM. It is expected that Second Admission will become effective and that dealings in the Conditional Placing Shares will commence on 15 November 2016, subject to the passing of the Resolutions at the GM.

The Placing Shares being issued pursuant to the Placing will, on Admission, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after Admission and will otherwise rank *pari passu* in all respects with the issued Ordinary Shares.

3. Use of proceeds

The Company intends to use the net proceeds of the Firm Placing and Conditional Placing for the Company's funding requirements up until 30 June 2017, by which time the Directors expect to have completed the full funding of the Project.

4. Status of the Ironveld Project

Overview

The Group is the owner of a High Purity Iron, Vanadium and Titanium project located in the Northern Limb of the Bushveld Complex in Limpopo Province, South Africa.

The Definitive Feasibility Study published in April 2014 confirmed the Project's viability to deliver an exceptionally high grade iron product (called "High Purity Iron"). The Project involves the Group mining its own VTM ore as feedstock for a 15 MW DC smelter which will produce High Purity Iron powder as well as vanadium and titanium products.

The Directors believe that all three products are in demand and the Group has entered into offtake agreements for all the products for the first five years of production. Iron powders are widely used in powder metallurgy (which the Directors believe is a growing market, driven by the continuous introduction of new materials and technologies), in magnetic materials and in the manufacturing of welding rods.

Whilst vanadium has historically been used as ferrovanadium or as a steel additive adding a considerable increase of strength to steel, it is the development of vanadium redox flow battery systems for grid energy storage applications that the Directors believe has the most potential to significantly impact on the demand for vanadium.

Titanium slag is used in the manufacture of paint, paper and plastics but scientists have recently developed a new battery with a new gel material made from titanium dioxide which can be charged up to 70 % in only two minutes and has a longer projected lifespan over 20 years which again the Directors believe will, if commercialised, increase demand for titanium.

Key mining rights and prospecting rights together with the relevant approvals have been granted in respect of the Project to enable the mining to commence. The Project is supported by excellent infrastructure of roads, rail and has access to power and water. The Group has a formal letter from Eskom confirming power supply availability for the smelter and has opted for the 'self-build' option, allowing the Group to ensure build quality of the network and to standards that will ensure the Group's operations are stable. The land lease for the smelter is being processed by the Department of Public Works and the Group is in the process of appointing Tenova Pyromet, part of the Techint Group, to design and supply the smelter.

Project Funding

The Company announced on 6 October 2016 that IDC has approved a R244m funding package for the Project and was in the process of executing formal funding agreements. Under the term of the funding package IDC will provide senior loan facilities to Ironveld Mining and Ironveld Smelting, subsidiaries of the Company. The total value of the facilities represents R244.08 million and will form part of an approximately R871 million financing package for the development of the Project.

Established in 1940, IDC is a national development finance institution set up to promote economic growth and industrial development. It is owned by the South African government under the supervision of the Economic Development Department. IDC's main objective is to be the primary source of commercially sustainable development and innovation to benefit both South Africa and the rest of Africa.

The Company is in the advanced stages of negotiating the remaining debt agreements for the Project.

Sylvania Loan Facility

At the time of the acquisition of the assets of the Ironveld Project from the Sylvania Group in July 2012, the Company entered into a loan facility of R15 million with Sylvania Metals Pty Limited ("Sylvania"). Under the terms of the Loan Facility the Company undertook to grant Sylvania warrants as a guarantee. The Loan Facility, which now bears interest at 4% above the South African prime rate, was repayable no later than 30 June 2016, subsequently extended to 31 December 2016. The Directors' intention is to pay off the Loan Facility as part of the funding package for the Ironveld Project. As a consequence, the Directors have entered into an agreement with Sylvania which extends the repayment date for the R15 million principal amount to 30 June 2017.

5. Irrevocable undertakings

The Company has received irrevocable undertakings to vote in favour of the Resolutions from Directors who hold, or are interested in, an aggregate of 22,158,380 Ordinary Shares, representing 6.75 per cent. of the Company's current issued share capital.

6. Director Participation

Giles Clarke and Nick Harrison, both directors of the Company, are to participate in the Firm Placing, subscribing for 777,778 Ordinary Shares and 555,556 Ordinary Shares respectively. In addition, Westleigh Investments Holdings Limited ("WIHL"), a company wholly owned and controlled by Giles Clarke and Nick Harrison is to participate in the Placing, subscribing for 888,889 Ordinary Shares. Following the completion of the Placing and Second Admission, and subject to shareholder approval, Giles Clarke will hold an interest in 9,148,580 Ordinary Shares (representing 2.47% of the Enlarged Share Capital), Nick Harrison will hold an interest in 4,147,840 Ordinary Shares (representing 1.12% of the Enlarged Share Capital) and WIHL will hold an interest in 10,062,470 Ordinary Shares (representing 2.72% of the Enlarged Share Capital).

7. General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held at the Company's registered office at Lakeside, Fountain Lane, St Mellons, Cardiff, CF3 0FB on 14 November 2016 at 11 a.m., at which the Resolutions will be proposed as ordinary or special resolutions as set out below:

Ordinary Resolution

1. to provide the Directors with the relevant authority pursuant to section 551 of the Act to issue and allot equity securities up to an aggregate nominal value of £245,777.77 which will facilitate, inter alia, the Conditional Placing and provide the Directors with authority to issue and allot further equity securities up to an aggregate nominal value of £741,110;

Special Resolution

2. to disapply pre-emption rights pursuant to section 570 of the Act in connection with the issue and allotment of equity securities up to an aggregate nominal value of £245,777.77 which will facilitate, inter alia, the Conditional Placing and provide the Directors with authority to issue and allot further equity securities on a non-pre-emptive basis up to an aggregate nominal value of £741,110.

Resolution 1 will be proposed as an ordinary resolution and require a majority of more than 50 per cent. of the Shareholders voting in person or by proxy in favour of the resolution. Resolution 2 will be proposed as a special resolution and will require not less than 75 per cent. of the Shareholders voting in person or by proxy in favour of the resolution.

8. Action to be taken

The Form of Proxy for use at the General Meeting accompanies this document. Whether or not you intend to be present at the General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, but in any event so as to be received by no later than 11 a.m. on 10 November 2016. Unless the Form of Proxy is received by this date and time, it will be invalid. Alternatively, CREST members who wish to appoint a proxy or proxies via CREST may do so in accordance with the procedures set out in the Notice of General Meeting and the Form of Proxy. **The completion and return of the Form of Proxy or appointment of a proxy via CREST will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.**

9. Recommendation

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their beneficial holdings amounting, in aggregate, to 22,158,380 Ordinary Shares, representing 6.75 per cent. of the Company's current issued share capital of the Company.

Yours faithfully

Giles Clarke

Non executive Chairman

Ironveld plc

(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 4095614)

Notice of General Meeting

Notice is hereby given that a general meeting (**Meeting**) of Ironveld plc (**Company**) will be held at the Company's registered office at Lakeside, Fountain Lane, St Mellons, Cardiff, CF3 0FB on 14 November 2016 at 11 a.m., for the purpose of considering and, if thought fit, passing the following resolutions (**Resolutions**), of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution:

1. **THAT**, subject to the passing of resolution 2, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (**Act**) to allot equity securities (as defined in section 560(1) of the Act):
 - a. up to an aggregate nominal amount of £245,777.77 in connection with the Conditional Placing (as defined in the circular to shareholders accompanying this notice of general meeting (**Circular**)) including the Placing Warrants to be granted in connection with the Conditional Placing;
 - b. up to an aggregate nominal amount of £741,110 in connection with an offer by way of a rights issue:
 - I. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - II. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- c. in any other case, up to an aggregate nominal amount of £741,110 (such amount to be reduced by the nominal amount of any equity securities allotted under resolution 1(b) above in excess of £741,110),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months from the date this resolution is passed or, if earlier, the date of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

For the purposes of this resolution 1 and resolution 2: **Relevant Securities** means:

- I. shares in the Company other than shares allotted pursuant to: an employee share scheme (as defined by section 1166 of the Act); a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
 - II. any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.
2. **THAT**, subject to and conditional on the passing of resolution 1, in accordance with section 570 of the Act, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 1 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - a. the allotment of Conditional Placing Shares (as defined in the Circular) and shares to the advisers up to an aggregate nominal value of £134,222.22 in connection with the Conditional Placing (as defined in the Circular);
 - b. the allotment of equity securities up to an aggregate nominal value of £111,555.55 in connection with the Placing Warrants (as defined in the Circular);

- c. the allotment of equity securities up to an aggregate nominal amount of £3,333.333 pursuant to the warrant instrument dated 16 August 2012;
- d. the allotment of equity securities up to an aggregate nominal amount of £166,641.88 pursuant to options granted to directors, employees and consultants;
- e. the allotment of equity securities up to an aggregate nominal amount of £741,110 in connection with an offer by way of a rights issue:
 - i. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- f. the allotment (otherwise than pursuant to resolutions 2(a) to 2 (d) above) of equity securities up to an aggregate nominal amount of £741,110.

The power granted by this resolution will expire 15 months from the date this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot Relevant Securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of Relevant Securities already made, offered or agreed to be made pursuant to such authorities.

Dated 26 October 2016

BY ORDER OF THE BOARD

Kirsti Pinnell

Company Secretary

Registered office:

Lakeside

Fountain Lane

St Mellons

Cardiff CF3 0FB

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company 48 hours before the time appointed for holding the Meeting or adjourned Meeting shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. In calculating the period of 48 hours mentioned above, no account shall be taken of any part of a day that is not a working day. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
2. A member who is entitled to attend, speak and vote at the Meeting may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the Meeting in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the Meeting (although voting in person at the Meeting will terminate the proxy appointment). A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chairman of the Meeting or another person as a proxy. You can only appoint a proxy using the procedures set out in these Notes and in the notes to the proxy form.

3. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrars, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 48 hours (Excluding non business days) before the time appointed for holding the Meeting.
4. The notes to the proxy form include instructions on how to appoint a proxy by using the CREST proxy appointment service.
5. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
6. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 2 to 4 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.