



29 July 2015

Dear Shareholder

## Invitation to Participate in Tyranna Resources (IronClad Mining) Limited Share Purchase Plan

Support for the change of name at the forthcoming General Meeting has been overwhelming and the Directors are confident that the resolution to change the name from IronClad Mining Limited will receive more than the minimum percentage required of 75%.

With the change of name comes a new challenge, that of re-badging the Company following the merger with Trafford. This entails a complete makeover of IronClad starting with a new corporate identity, a change of project focus and a reduction in overheads.

With this in mind the Board of IronClad Mining Limited (ASX : IFE) is now pleased to announce a Share Purchase Plan ("SPP") to all eligible shareholders to acquire additional new shares in the Company, free of brokerage and transaction costs. "Eligible Shareholders" means existing IronClad shareholders in Australia and New Zealand who are registered on the Company's share register at 5pm WST on 24 July, 2015. This is an excellent way for those shareholders holding less than a marketable parcel to increase their shareholding, enabling them to trade on ASX.

The SPP offer provides Eligible Shareholders the ability to subscribe for between \$750 and \$15,000 worth of new IronClad shares without reference to the size of their shareholding. Shares are offered at the issue price of 2 cents per share.

Under this SPP the Company plan to raise up to \$300,000 by the issue of 15,000,000 ordinary shares at 2 cents per share to compliment the \$300,000 placement issued to sophisticated investors, announced today. The SPP represents a 16% discount to the previous 10 day volume weighted average price and a 11% discount when compared to the 15 day VWAP.

IronClad (Tyranna) is forging ahead with plans to become a gold producing company, committed to adding to shareholder wealth through the employment of all of the considerable skills and experience at its disposal to wherever worthwhile opportunities occur.

In South Australia, the Company holds a dominant tenement position, having under its control over 10,000 Km<sup>2</sup> of highly prospective ground at both Wilcherry Hill, at the northern end of the Eyre Peninsula and around the Challenger gold mine to the North of the Gawler Craton.

The 8000 km<sup>2</sup> (approx.) of IronClad controlled tenements surrounding the Challenger gold mine are highly prospective for gold and other minerals. Given the level of advanced exploration that has been undertaken since the early 1990's IronClad believe that a 500,000oz target of shallow, low cost gold ore is achievable in the medium term. Under the terms of the joint venture with Kingsgate Consolidated, such ore could be treated at the Challenger gold milling facility. This would mean that only nominal capital would be required in order to commence gold production.

Further information can be obtained from IronClad's website or by following the link below:

<http://www.ironcladmining.com>

Full details of the SPP and how to participate are set out in the attached SPP offer documentation (consisting of an SPP Offer Document and an application form for the shares).

The SPP offer is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

The SPP provides shareholders the opportunity to acquire shares at a significant discount to market and is intended to raise \$300,000 (subject to discretion with eligible offers possibly being scaled back if the SPP is oversubscribed).

To apply for a parcel of shares please read these documents carefully and follow the instructions on the enclosed personalised application form. You may also wish to discuss this investment with your financial advisor.

Your continuing support as a shareholder of IronClad Mining Limited is appreciated. Participation in the SPP is optional. The Directors of IronClad intend to subscribe for shares under the SPP.

Yours sincerely

A handwritten signature in black ink, appearing to read 'I D Finch', written in a cursive style.

Ian D. Finch  
**Executive Chairman**

## THE OFFER AT A GLANCE

### Key Dates\*

24 July 2015	<b>Record Date 5.00pm (WST)</b> The date on which IronClad Mining Limited (Tyranna Resources) determined Eligible Shareholders registered on that date.
31 July 2015	<b>Opening Date</b> The date the SPP opens.
13 August 2015	<b>Closing Date</b> The date on which the SPP closes. Applications and payments (incl. BPAY) must be received by 5.00pm (WST).
20 August 2015	<b>Share Allotment and Despatch Date</b> The date shares are allotted and holding statements sent to shareholders.
21 August 2015	<b>Share Trading Date</b> The date on which Shares expected to commence trading on ASX.

*\*IronClad Mining Limited has the discretion to alter any of the Key Dates without notice.*

### Offer Details

Issue Price	The issue price is 2.0 cents per share which represents 16% discount to the 10 day VWAP and a 11% discount to the 15 day VWAP.
Minimum Application Amount	The minimum application amount is \$750.
Maximum Application Amount	The maximum application amount is \$15,000.
Permitted Application Amounts	Each Eligible Shareholder is entitled to subscribe for a parcel of shares valued at any of \$750, \$1,500, \$3,000, \$4,500, \$6,000, \$9,000, \$12,000 or \$15,000.

## Valuation of Shares

On the record date of the SPP (24 July 2015), the closing price of Shares as traded on ASX was 2.6 cents.

Under the SPP the Company is offering one (1) Share at an issue price of \$0.02 per Share to raise up to \$300,000.

## QUESTIONS AND ANSWERS

### 1. What is the Share Purchase Plan?

The Share Purchase Plan (SPP) is an opportunity for eligible shareholders as at 24 July 2015 to purchase additional ordinary shares in the Company without brokerage and commission costs.

It also provides an excellent way for those shareholders holding less than a marketable parcel to increase their shareholding without incurring brokerage and commission costs, thus enabling them to be able to trade on ASX.

All shares issued to shareholders under the SPP will rank equally with existing shares and will carry the same voting rights and other entitlements.

### 2. What is the Issue Price of the Shares?

The issue price is 2 cents per share. You should note that the market price of the Company's shares may rise or fall between the date of this offer and the date the shares are allotted under the SPP. This means that the issue price may be higher, equal or lower than the price of the shares traded on ASX at the time the shares applied for under the SPP are allotted and issued.

### 3. How will the Funds Raised be used?

Description	Value	%
Challenger J.V. and Woomera Area infill drilling of known Gold anomalies	\$250,000	83.33
General Working Capital	\$50,000	16.67
<b>TOTAL</b>	<b>\$300,000</b>	<b>100.00</b>

### 4. How many Shares can I apply for under the SPP?

Regardless of the number of shares you currently own, you are entitled to apply for a parcel of shares in the Company valued at any of \$750, \$1,500, \$3,000, \$4,500, \$6,000, \$9,000, \$12,000 or \$15,000.

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the Plan in all capacities is \$15,000.

**By applying to purchase shares under the SPP, you will agree to be bound by the terms and conditions of the SPP as set out in this offer document.**

**5. How do I apply for Shares under the SPP?**

If you wish to participate in the SPP, please follow the instructions set out on the enclosed personalised application form and send this form together with your cheque or money order made payable to "Tyranna Resources Limited" to:

Advanced Share Registry  
PO Box 1156, Nedlands, WA 6909

Alternatively you can make a BPAY payment as shown on the application form. If you make a BPAY payment, you do not need to return the application form. Please note that New Zealand shareholders are not able to make a BPAY payment.

Shareholders should note that if they do make payment via BPAY you are certifying that at the time of payment you have not received shares under the SPP in excess of \$15,000 including any shares of the same class under any previous share purchase plan or any similar arrangement in the 12 months prior to making payment.

If you wish to participate you should ensure that your application form and payment is received by no later than 5.00pm (WST) on 13 July 2015.

Please allow adequate time for mail deliveries.

You will not be able to withdraw or revoke your application once you have sent us the completed application form and payment.

**6. How long is the SPP offer open for?**

The SPP opens on 31 July 2015 and is expected to close on Thursday 13 August 2015. The Directors reserve the right to vary the Closing Date.

If you wish to participate you should ensure that your application form and payment is received by no later than 5.00pm (WST) on 13 August 2015.

**7. Do I have to participate in the SPP?**

Participation in the SPP is voluntary.

Before you apply for shares under the SPP we recommend you seek independent financial advice from your professional advisor or stockbroker.

**8. Further assistance**

If you have any questions in relation to the SPP please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company Secretary on (08) 9485 1040 or the Company's share registry on (08) 9389 8033.



**IRONCLAD**  
MINING LIMITED

**TYRANNA RESOURCES LIMITED  
(FORMELY)  
IRONCLAD MINING LIMITED SHARE PURCHASE PLAN  
Terms and Conditions**

**This document sets out the terms and conditions of the offer under the Share  
Purchase Plan**

**Purpose**

The purpose of the Share Purchase Plan (**Plan**) is to offer shareholders of IronClad Mining Limited ABN 79 124 990 405 (**Company**) the opportunity to acquire additional fully paid ordinary shares in the Company up to a maximum value of \$15,000 without the need to pay brokerage or commission costs and without the need for the Company to issue a Prospectus as provided for in ASIC Class Order 09/425, upon such terms and conditions as the Board of IronClad Mining Limited in its absolute discretion sees fit.

**Shareholders Eligibility to Participate**

Participation in the Plan is open to each person registered as a holder of ordinary shares in the Company on 24 July 2015 (**Record Date**), who has an address in Australia or New Zealand (**Eligible Shareholders**) subject to the conditions detailed below.

Due to foreign security laws, it is not practical for shareholders who are resident in other countries to participate under the Plan.

Participation in the Plan is optional and is subject to the following terms and conditions. Offers made under the Plan are non-renounceable.

Joint shareholders are taken to be a single registered holding for the purpose of the Plan, and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one offer under the Plan, those joint holders may only apply for the aggregate maximum parcel of shares between any joint or individual holdings, being \$15,000.

Trustees and nominees are able to apply for one maximum parcel of shares under the Plan for each beneficiary that is expressly noted on IronClad Mining Limited's share register as a trustee or nominee for a named beneficiary. If IronClad Mining Limited's share register does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple holdings apply.

By electing to participate in the Plan, the shareholder shall be deemed to have certified that the aggregated maximum amount subscribed for under the Plan does not exceed \$15,000. Furthermore shareholders will be deemed to have confirmed, in relation to all shares applied for them under the Plan that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to

be bound by IronClad Resources Limited's Constitution in respect of all the shares issued to them under the Plan.

#### **Issue Price**

The price of shares to be issued under the Plan will be \$0.02 (2 cents) per share. The issue price is approximately a 16% discount to the previous 10 day volume weighted average price or a 11 % discount when compared to the 15 day VWAP.

The market price of shares in IronClad Mining Limited may rise or fall between the date of this offer and the date that new shares are issued to you. This means that the issue price may be higher, equal or lower than the price of the shares traded on ASX at the time the shares applied for under the Plan are issued and allotted.

#### **Application and Notices**

At the discretion of the Directors of the Company, Eligible Shareholders will be sent the SPP offer documentation, consisting of an SPP Offer Document and an application form for the shares.

Eligible Shareholders may apply to purchase a parcel of shares under the Plan valued at any of \$750, \$1,500, \$3,000, \$4,500, \$6,000, \$9,000, \$12,000 or \$15,000.

If you wish to participate in the Plan you must complete the attached personalised application form and provide payment in accordance with the instructions set out on the application form.

The number of shares to which you are entitled will be calculated by dividing the subscription amount elected by the purchase price per share.

Applications will not be accepted after 13 August 2015 (**Closing Date**) of the offer, unless the Directors elect to vary the Closing Date.

The Company reserves the right to reject any application where there is non-compliance with this rule or any other terms or conditions of the Plan.

Oversubscriptions or refunds of other application monies will be without interest.

#### **Raising Amount and Scale back**

The SPP is intended to raise a Maximum Amount of \$300,000. The Company, however, reserves absolute discretion regarding the final amount to be raised by this SPP.

If the subscriptions received by IronClad Mining Limited exceeds \$300,000 or such other amount as determined by the Directors, the Company may in its absolute discretion choose to undertake a scale back to the extent and in the manner it sees fit. Any scale back will be announced on 20 August 2015 (**Allotment Date**) unless the Directors vary the Closing Date for the SPP.

**Shortfall**

In the event that the SPP is not fully subscribed, any shortfall may be placed at the discretion of the Directors.

**Shares Issued Under the Plan**

Shares issued under the Plan will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHESS notifications will be issued in respect of all shares.

After the issue of shares under the Plan, the Company will make application for these shares to be listed for quotation on the official list of the ASX.

**Modification and Termination of the Plan**

IronClad Mining Limited may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant or application, and the decision of IronClad Mining Limited will be conclusive and binding on all participants and other persons to whom the determination relates.

IronClad Mining Limited reserves the right to waive strict compliance with any provision of these terms and conditions. The power of IronClad Mining Limited under these conditions may be exercised by the Directors of the Company or any delegate of the Directors of the Company.

**ASIC Relief**

This offer of new shares under the Plan is made in accordance with the relief granted under ASIC Class Order 09/425. This class order grants relief from the requirement to prepare a prospectus for the offer of new shares under the Plan. However, given that ASIC Class Order 09/425 does not provide relief for the grant of options, the Company has issued the Prospectus for the offer of free attaching options. Please refer to the enclosed Prospectus for further information in relation to the offer of free attaching options.

**Contact Details**

If you have any questions regarding the Plan or how to deal with this offer, please contact your professional advisor or stockbroker.

If you require information on how to complete the application form, please contact the Company's share registry on (08) 9389 8033 or the Company Secretary (08) 9485 1040.



## SHARE PURCHASE PLAN APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

### TYRANNA RESOURCES LIMITED

(Formerly IRONCLAD MINING LIMITED)

ABN: 79 124 990 405

**REGISTERED OFFICE:**  
Level 2, 679 Murray Street  
West Perth WA 6005  
Australia

**SHARE REGISTRY:**  
Advanced Share Registry Ltd  
**All Correspondence to:**  
**PO Box 1156**  
**NEDLANDS WA 6909 AUSTRALIA**  
150 Stirling Highway  
**NEDLANDS WA 6009 AUSTRALIA**  
T: +61 8 9389 8033 F: +61 8 9389 7871  
E: ?@?  
W: www.advancedshareregistry.com.au

Code:

Holder Number:

Record Date:

### NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 13 AUGUST 2015

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: *(please mark "X" to indicate one choice only)*

Total Subscription Amount @ \$0.010 per share		Number of Shares		Total Subscription Amount @ \$0.02 per share		Number of Shares	
<input type="checkbox"/>	A	<input style="width: 100px;" type="text" value="\$15,000"/>	<input style="width: 100px;" type="text" value="750,000"/>	<input checked="" type="checkbox"/>	E	<input style="width: 100px;" type="text" value="\$4,500"/>	<input style="width: 100px;" type="text" value="255,000"/>
<input type="checkbox"/>	B	<input style="width: 100px;" type="text" value="\$12,000"/>	<input style="width: 100px;" type="text" value="600,000"/>	<input type="checkbox"/>	F	<input style="width: 100px;" type="text" value="\$3,000"/>	<input style="width: 100px;" type="text" value="150,000"/>
<input type="checkbox"/>	C	<input style="width: 100px;" type="text" value="\$9,000"/>	<input style="width: 100px;" type="text" value="450,000"/>	<input type="checkbox"/>	G	<input style="width: 100px;" type="text" value="\$1,500"/>	<input style="width: 100px;" type="text" value="75,000"/>
<input type="checkbox"/>	D	<input style="width: 100px;" type="text" value="\$6,000"/>	<input style="width: 100px;" type="text" value="300,000"/>	<input type="checkbox"/>	H	<input style="width: 100px;" type="text" value="\$750"/>	<input style="width: 100px;" type="text" value="37,500"/>

- (2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We hereby authorise you to place my/our name(s) on the register of members in respect of the new Securities allotted to me/us.
- (4) I/We agree to be bound by the Constitution of the Company and the terms of the SPP.
- (5) I/We hereby agree to accept any lesser number of new Shares applied for.
- (6) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification – see overleaf for details.**
- (7) My/Our contract details in case of enquiries are:

**NAME & TELEPHONE NUMBER**

(  )

**EMAIL ADDRESS**

@

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

**PAYMENT INFORMATION – Please also refer to payment instructions overleaf.**

<p><b>BPAY</b> Biller Code: Ref:</p>	<p><b>BY POST – CHEQUE/MONEY ORDER</b> All cheques (expressed in Australian currency) are</p>	<p>REGISTRY DATE STAMP</p>
--	---	----------------------------

**BPAY** this payment via internet or phone banking. Your **BPAY** reference number is unique to this offer and is not to be used for any other offer.

to be made payable to 'TYRANNA RESOURCES LIMITED' and crossed "Not Negotiable".

E. & O.E.

## LODGEMENT INSTRUCTIONS

### PAYMENT INSTRUCTIONS

#### BPAY

Biller Code:

BPAY this payment via internet or phone banking. Your reference number is quoted on the front of this form. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time. You do not need to return this form if you have made payment via BPAY. Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

#### CHEQUE/MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed 'Not Negotiable'.

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued. When completed, this form together with the appropriate payment should be forwarded to the share registry:

Advanced Share Registry Ltd  
PO Box 1156, NEDLANDS WA 6909

**Applications must be received by Advanced Share Registry Ltd no later than 5.00pm WST on the Closing Date.**

### CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

### LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

### CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to Tyranna Resources Limited (formerly IronClad Mining). If you did not receive a custodian certificate, contact Advanced Share Registry Ltd. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Advanced Share Registry Ltd.

### ENQUIRIES

All enquiries should be directed to the Company's share registry:

Advanced Share Registry Ltd

PO Box 1156, Nedlands WA 6909 AUSTRALIA 110 Stirling Highway, Nedlands WA 6009 AUSTRALIA

Telephone +61 8 9389 8033 Facsimile +61 8 9389 7871

### PRIVACY STATEMENT

Personal information is collected on this form by Advanced Share Registry Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Advanced Share Registry Ltd or you would like to correct information that is inaccurate please contact them at the address on this form.