



IRON MOUNTAIN

mining limited

IRON MOUNTAIN MINING LIMITED

ACN 112 914 459

Circular to Shareholders

including

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Annual General Meeting of Iron Mountain Mining Limited

**to be held at K & L Gates, Level 32, 44 St Georges Terrace, Perth, Western Australia
on 15 January 2014 commencing at 10.00am (WST).**

This document should be read in its entirety. If after reading this Circular to Shareholders, you have any questions or doubts as to how you should vote, you should contact your stockbroker, solicitor, accountant or professional adviser.

Corporate Directory

Directors	Simon Christopher England LLB (Hons) BCom GAICD Chairman Robert Sebek B.App.Sc., B.Sc.(Hons), MBA Managing Director Zhukov Pervan MB.BS(WA), F.R.A.C.G.P., F.A.I.C.D., DIP. CLINICAL NUTRITION Director David Zohar BSc DipEd Director
Company Secretary	Shoshanna Zohar LLB (Hons)
Head Office	Level 7, 231 Adelaide Terrace, PERTH, WESTERN AUSTRALIA 6000 Phone: (08) 9225 6475 Fax: (08) 9225 6474 Website: www.ironmountainmining.com.au
Registered Office	Level 7, 231 Adelaide Terrace, PERTH, WESTERN AUSTRALIA 6000
Auditors	Rothsay Chartered Accountants 96 Parry Street PERTH, WA 6000
Share Registry	Computershare Investor Services Pty Ltd Level 2, 45 St Georges Terrace, PERTH, WESTERN AUSTRALIA 6000
ASX Code	IRM

Notice of Annual General Meeting

NOTICE IS GIVEN THAT a General Meeting of Iron Mountain Mining Limited (ACN 112 914 459) (**the Company**) will be held at K&L Gates, Level 32, 44 St Georges Terrace, Perth, Western Australia on 15 January 2014 commencing at 10.00am (WST).

The Explanatory Memorandum accompanying this Notice of Meeting forms part of the Notice of Meeting. Defined terms used in the Notice of Meeting and Explanatory Memorandum are defined in the Glossary at the end of the Explanatory Memorandum.

AGENDA BUSINESS

Equal capital reduction

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

"That, in accordance with section 256B and 256C of the Corporations Act and for all other purposes, approval is given for the issued share capital of the Company to be reduced by \$1,359,337 by returning to shareholders on a pro-rata basis 1 cent for each Share held as at the Record Date as more particularly described in the Explanatory Memorandum."

Notice of Annual General Meeting (cont.)

VOTING NOTES

"Snap-Shot" Time

The Corporations Act permits the Company to specify a time, not more than 48 hours before the Meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting.

The Board has determined that all Shares that are quoted on ASX at 4:00pm WST on 13 January 2014 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the shares at that time.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) any member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion is not specified each proxy may exercise half of the votes.

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms. The proxy form is to be used by Shareholders who wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting, or if they cannot attend, to send the Company a completed proxy form. Lodgement of a proxy form will not preclude a Shareholder from attending and voting in person.

Your completed proxy form (and any necessary supporting documentation) must be received by the Company **no later than 10.00am (WST) on 13 January 2014**, being 48 hours before the commencement of the Meeting.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by the Company by 10.00am (WST) on 13 January 2014, unless it has been previously provided to the Company.

Corporate Shareholders

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative.

DATED: 6 December 2013

BY ORDER OF THE BOARD



Shoshanna Zohar
Company Secretary
Iron Mountain Mining Limited

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolution contained in the accompanying Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

RESOLUTION – EQUAL CAPITAL REDUCTION

1. BACKGROUND TO THE RESOLUTION

The Board has completed a review of the Company's capital management options and has decided to focus on carefully evaluating its current tenement portfolio, relinquishing non-core tenements, sourcing joint ventures and farm-out agreements and expenditure management. The Board is carefully reviewing exploration expenditure to ensure it is directed to projects and tenements that offer the best chance of returning value to the Company. As a result of this review, the Board determined that the Company's cash reserves exceed the Company's current capital requirements. Following this determination, the Board resolved that the Company would, subject to Shareholder approval, return a sum to Shareholders.

The Board resolved to return approximately \$1,359,337 to Shareholders under the Capital Return, being an amount equivalent to \$0.01 per Share on issue.

Following completion of the Capital Return (if approved by Shareholders), it is estimated that the Company will have net cash reserves of approximately \$1,700,000 and 135,933,713 Shares on issue. These remaining funds will be used to maintain the Company's reduced tenement portfolio and for general working capital. The Board considers the remaining funds will be sufficient to meet the Company's short to medium term funding requirements.

Set out below is the information relevant to the Capital Return in order to assist Shareholders to make a decision as to whether the Capital Return is in the best interests of the Company.

2. ADDITIONAL INFORMATION FOR SHAREHOLDERS

2.1 Entitlement to participate

All Shareholders who are registered on the Company's share register as at 4.00pm (WST) on 23 January 2014 (the **Record Date**) will participate in the Capital Return.

2.2 Amount of entitlement

Each Shareholder will receive \$0.01 cash per Share held as at the Record Date.

2.3 Indicative timetable

The Company has lodged with ASIC a copy of the Notice of Meeting and Explanatory Statement in accordance with section 256C of the Corporations Act.

The Capital Return will take effect in accordance with the timetable as follows:

Event	Date
Meeting held and results announced to ASX	15 January 2014
Last date of trading on a pre-Capital Return basis	17 January 2014
Record Date	4.00pm (WST) on 23 January 2014
Entitlement paid to Shareholders	28 January 2014

Note: the above timetable is indicative only and is subject to change.

Explanatory Memorandum (cont.)

3. SHAREHOLDER APPROVAL AND REGULATORY REQUIREMENTS

3.1 Regulatory requirements

The Capital Return is an "equal capital reduction" in accordance with section 256B(2) of the Corporations Act as:

- (a) it relates only to ordinary shares in the capital of the Company;
- (b) it applies to each holder of Shares in the same proportion to the number of Shares they hold as at the Record Date; and
- (c) the terms of the capital reduction are the same for each holder of Shares.

Under section 256C of the Corporations Act, an equal capital reduction must be approved by an ordinary resolution passed at a general meeting of the Company. The Resolution seeks this approval from Shareholders. An ordinary resolution requires a simple majority of votes cast by Shareholders present (whether in person, by proxy or representative) and entitled to vote on the resolution.

Under section 256B of the Corporations Act, the Company must not effect a capital reduction unless it:

- (a) is fair and reasonable to Shareholders as a whole;
- (b) does not materially prejudice the Company's ability to pay its creditors; and
- (c) is approved by Shareholders.

3.2 Fair and reasonable

The Board considers that the Capital Return is fair to Shareholders as a whole, as the terms of the Capital Return are the same for each Shareholder and the Capital Return is on a pro-rata basis.

In addition, the Board considers the Capital Return is reasonable given the circumstances of the Company because:

- (a) the Company is reviewing its exploration expenditure and will seek joint venture and farm-out agreements in the future as a way of reducing exploration costs; and
- (b) on completion of the Capital Return the Company will have approximately \$1,700,000 in cash, which the Board estimates will be sufficient to fund the Company's basic exploration and administrative costs.

3.3 Ability to pay creditors

As at 6 December 2013, the Company had \$29,732.44 of trade creditors and \$196,755.12 of current liabilities.

The Board has undertaken a review to assess the impact of the Capital Return on the Company's ability to pay its creditors. The review concluded that with an estimated cash balance of \$1,700,000 after the Capital Return, and after allowing for planned expenditure on exploration activities and administrative costs, the Company would have the capacity to meet the claims of its creditors following the Capital Return. The review contains estimated figures and it is likely that the Company will end up with capital of approximately \$1,700,000. The estimate is based on the Company spending minimum expenditure commitments on all of its current exploration tenements and cutting some staff salaries in 2014.

As a consequence of the matters referred to above, the Board is satisfied that the Capital Return will not materially prejudice the Company's ability to pay its creditors.

3.4 Approval by Shareholders

The requirement for Shareholder approval of the Capital Return will be satisfied if the Resolution is passed at the Meeting.

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Explanatory Memorandum (cont.)

3.5 The opinion of the Board

The Board believes that:

- (a) the Capital Return is fair and reasonable for the reasons set out in section 3.2 above;
- (b) the Capital Return does not materially prejudice the Company's ability to pay its creditors for the reasons set out in section 3.3 above; and
- (c) the Company will remain solvent following the Capital Return.

3.6 Advantages

The primary advantage in approving the Capital Return is that it will enable the Company to return a sum of money to its Shareholders and reward Shareholders for their support of the Company.

3.7 Disadvantages

A disadvantage of the Capital Return is that, following its implementation, the Company will have a reduced capital base from which to operate. As set out above, following the Capital Return, the Company's net cash reserves of approximately \$1,700,000 will be sufficient to meet the Company's short to medium term exploration and administration funding requirements.

4. EFFECT OF THE CAPITAL RETURN

4.1 Effect on the Company

The Capital Return will be paid entirely from the Company's existing cash reserves. The effect of the Capital Return is that the Company's cash resources will be reduced by approximately \$1,359,337, while at the same time the Company's paid up share capital will be decreased by a corresponding amount.

To illustrate the effect of the Capital Return on the Company's financial position, the unaudited pro-forma balance sheet of the Company (assuming the Capital Return is carried out) is set out in Appendix 1.

4.2 Effect on Shareholders

The effect of the Capital Return is that Shareholders will receive \$0.01 for each Share held on the Record Date. The Capital Return will have no effect on the number of Shares held by Shareholders, the paid or unpaid amount in relation to those Shares or on the proportionate interests in the share capital of the Company.

4.3 Effect on creditors

The Company will have sufficient cash reserves to pay its creditors after the Capital Return (see section 3.3 above).

4.4 Effect on Options

The Company currently has on issue 37,250,000 unlisted Options with varying exercise prices and exercise dates.

In accordance with the terms of those Options and the ASX Listing Rules, the number of Options on issue will remain the same following the Capital Return. However, the exercise price of each Option will be reduced by the same amount paid in respect of each Share under the Capital Return meaning that the exercise price for each Option will be reduced by \$0.01. The Company will separately advise Option-holders of this reduction in exercise price.

4.5 Effect on capital structure

The Capital Return will have no effect on the total number of Shares on issue. Following the Capital Return, the Company will continue to have an issued share capital of 135,933,713 Shares. As set out above, the number of Options on issue will remain the same.

Explanatory Memorandum (cont.)

5. TAXATION IMPLICATIONS FOR SHAREHOLDERS

The Company is seeking a Class Ruling (**Class Ruling**) from the Australian Taxation Office confirming that:

- (a) no part of the proposed Capital Return will be treated as a dividend for tax purposes;
- (b) if the cost base of a Share is less than the proposed Capital Return amount (on a cents per share basis) then a capital gain will arise for the difference;
- (c) otherwise, the cost base for each Share will be reduced by the proposed Capital Return amount (on a cents per share basis) for the purpose of calculating any future capital gain or loss on the ultimate disposal of that Share; and
- (d) for Shareholders who are not tax residents of Australia, no Australian capital gain or loss should arise as a consequence of the proposed Capital Return.

The Class Ruling will be published by the Australian Taxation Office and notice will be included in the Gazette. The Company will provide a link to the Class Ruling on its website as soon as it becomes available.

The summary in this section is general in nature. In addition, particular taxation implications will depend on the circumstances of each Shareholder. Accordingly, Shareholders are encouraged to seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisers assume any liability or responsibility for advising Shareholders about the potential tax consequences for them from the proposed Capital Return.

6. DIRECTORS' INTERESTS AND RECOMMENDATIONS

6.1 Directors' interests

Some of the Directors hold Shares and, accordingly, will take part in the Capital Return. No Director will receive any payment or benefit of any kind as a consequence of the Capital Return other than as a Shareholder.

The table below sets out the interests of the Directors (held directly or indirectly) in the Company as at the date of the Notice of Meeting and Explanatory Memorandum.

Director	Number of Shares held
Mr Simon England	1,420,834
Dr Zhukov Pervan	3,031,427
Mr Robert Sebek	none
Mr David Zohar	42,433,491

6.2 Directors' recommendations

The Board recommends that Shareholders vote **in favour of** the Resolution.

Appendix 1

UNAUDITED PRO-FORMA STATEMENT OF FINANCIAL POSITION

Pro Forma Balance Sheet Iron Mountain Mining (IRM) Group including Interest in Red River Resources Limited (RVR)

	Audited June 2013	Adjustments for Sale of Property
	\$	\$
Cash and Cash Equivalents	4,902,872	632,239
Trade and Trade receivables	173,678	-
Assets held for sale	632,239	(632,239)
Total Current Assets	5,708,789	-
Investments accounted for using the equity method	282,478	-
Available for sale financial assets	35,393	-
Property Plant and Equipment	822,703	-
Exploration and Evaluation Expenditure	-	-
Total Non-Current Assets	1,140,574	-
Total Assets	6,849,363	-
Trade and other payables	164,938	-
Provisions	60,169	-
Total Current Liabilities	225,107	-
Total Liabilities	225,107	-
Net Assets	6,624,256	-
Contributed Equity	14,314,976	-
Reserves	1,241,826	-
Accumulated losses	(8,932,546)	-
Capital and reserves attributable to the owners or IRM	6,624,256	-
Non Controlling interest	-	-
Total Equity	6,624,256	-

Appendix 1

UNAUDITED PRO-FORMA STATEMENT OF FINANCIAL POSITION

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Acquisition of 69.11% of RVR	Approximate post balance date transactions affecting cash	Pro Forma at time of capital return	Effect of capital Return	Pro Forma post capital return
\$	\$	\$	\$	\$
(365,986)	(2,100,000)	3,069,125	(1,359,337)	1,709,788
21,067	-	194,745	-	194,745
-	-	-	-	-
(344,919)	(2,100,000)	3,263,870	(1,359,337)	1,904,533
-	-	282,478	-	282,478
1,500	-	36,893	-	36,893
24,812	-	847,515	-	847,515
-	-	-	-	-
26,312	-	1,166,886	-	1,166,886
(318,607)	(2,100,000)	4,430,756	(1,359,337)	3,071,419
29,547	-	194,485	-	194,485
21,400	-	81,569	-	81,569
50,947	-	276,054	-	276,054
50,947	-	276,054	-	276,054
(369,554)	(2,100,000)	4,154,702	(1,359,337)	2,795,365
199,834	-	14,514,810	(1,359,337)	13,155,473
-	-	1,241,826	-	1,241,826
(668,903)	(2,100,000)	(11,701,449)	-	(11,701,449)
(469,069)	(2,100,000)	4,055,187	(1,359,337)	2,695,850
99,515	-	99,515	-	99,515
(369,554)	(2,100,000)	4,154,702	(1,359,337)	2,795,365

Glossary

In this Circular, the following terms have the following meaning unless the context otherwise requires:

"ASIC"	means the Australian Securities and Investments Commission.
"ASX"	means ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited.
"Board"	means the board of Directors of the Company.
"Capital Return"	means the proposed return of capital to Shareholders by way of an equal capital reduction, being the subject of the Resolution.
"CGT"	means capital gains tax.
"Company" or "IRM"	means Iron Mountain Mining Limited (ACN 112 914 459) including its subsidiaries.
"Corporations Act"	means the Corporations Act 2001 (Cth).
"Director"	means a director of the Company.
"Explanatory Memorandum"	means this explanatory memorandum.
"Meeting"	means the General Meeting convened by the Notice of Meeting.
"Notice of Meeting"	means the notice of meeting attached to this Explanatory Memorandum.
"Options"	means options to subscribe for Shares.
"Record Date"	means 4.00pm (WST) on 23 January 2014.
"Resolution"	means the resolution the subject of the Notice of Meeting.
"Shareholder"	means a person who holds Shares.
"Shares"	means fully paid ordinary shares in the capital of the Company.
"WST"	means Western Standard Time.

Proxy Form



1 SHAREHOLDER »

Name, address and daytime telephone number of shareholder of Iron Mountain Mining Limited.

Name

Address

.....

Daytime phone no.

Insert here the name of the person you wish to appoint as proxy; **shareholders cannot appoint themselves.**

2 APPOINTS »

The Shareholder listed in section 1 appoints its proxy in accordance with this section 2 to act generally at the Meeting and to vote in accordance with the directions in section 4 (or if no directions have been given, to the extent permitted by law, as the proxy sees fit) at the Meeting to be held at K&L Gates, Level 32, 44 St Georges Terrace, Perth at 10.00am (WST) on 15 January 2014 and at any adjournment or postponement of that Meeting.

If the Chair of the Meeting is appointed as your proxy, please place a mark in the box. If you do not tick this box, please write the name of your proxy in the space to the right.

By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the Meeting for those resolution/s other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution/s and your votes will not be counted in calculating the required majority if a poll is called on the resolution/s.

Name of proxy – please print

.....

If the Chairman of the Meeting is appointed, or taken to be appointed, as a proxy, the shareholder can direct the Chairman of the Meeting to vote for or against, or to abstain from voting on, the Resolution/s by marking the appropriate box opposite the Resolution/s on the proxy form.

If the Chairman of the Meeting is the proxy and the relevant shareholder does not mark any of the boxes opposite the Resolution/s, the relevant shareholder will be deemed to have directed the Chairman to vote in favour of the Resolution/s.

The Chairman intends to vote in favour of the Resolution/s for all undirected proxies.

3 APPOINTMENT OF A SECOND PROXY (OPTIONAL)

If you want to appoint two proxies you may state here the percentage of your voting rights applicable to this proxy form. If you do not specify a particular percentage, each proxy is entitled to exercise 50% of your voting rights applicable to this proxy form.

A shareholder is entitled to appoint up to two persons (whether shareholders or not) to attend the Meeting and vote as proxies. If you wish to appoint two proxies please either photocopy the proxy form or telephone Sherry Hingston on (08) 9225 4936 to obtain a second form.

Both forms should be completed with the nominated percentage of your voting rights on each form. Please return the proxy forms together.

Percentage of voting rights: _____ %

4 PROXY'S VOTING INSTRUCTIONS (OPTIONAL)

If you wish to direct your proxy how to vote, place a mark on the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The direction will be invalid if a mark is made against more than one box for a particular item, or, if you have split your direction, if the total shareholding shown in "FOR", "AGAINST", "ABSTAIN" and "PROXY'S DISCRETION" boxes is more than your total shareholding on the share register. Each person who attends the Meeting is entitled to one vote only on a show of hands. A person who holds proxies for more than one shareholder cannot vote on a show of hands if he or she holds proxies directing him or her to vote both for and against a resolution

	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
1. Equal capital reduction	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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Proxy Form (cont.)

5 SIGNATURE OF SHAREHOLDER(S) »

All single or joint holders of shares must sign this form.

Signature:

Signature:

Or, in the case of a company:

THE COMMON SEAL of the company is affixed in accordance with)
its constitution in the presence of:/Executed by the company by its)
duly authorised officers in accordance with sub-section 127(1) of the)
Corporations Act 2001:*)

..... Signature of Director

..... Name of Director (Print)

..... Signature of Director/Secretary

..... Name of Director/Secretary (Print)

or signed by under Power of Attorney on behalf of the company.

* *delete as appropriate*

This proxy form must be signed by the shareholder and, in the case of joint shareholders, by each of the joint shareholders. In the case of a corporation, this proxy form must be executed in accordance with section 127 of the Corporations Act 2001. In the case of a Sole Director/Secretary company, please indicate "Sole Director". If this proxy form is signed under Power of Attorney the original Power of Attorney (or a copy certified as a true copy by statutory declaration) must be forwarded with the proxy form.

Important Information

Deadline for Receipt of proxies To be effective, a completed proxy form together with the power of attorney (if any) under which it is signed, must be received by the Company at its registered office or Company office, Level 7, 231 Adelaide Terrace, Perth not less than 48 hours before the appointed time of the General Meeting ie. no later than 10.00am WST on 13 January 2014.

Destination of Completed Proxy Form Once the Proxy Form is completed and all details checked by you, the form is to be sent or delivered to the Company's office at Level 7, 231 Adelaide Terrace, Perth WA 6000 or PO Box 3235, 249 Hay Street, East Perth 6892 or sent by facsimile to the registered office on (08) 9225 6474.

For Further Information If you need any further information about this form or attendance at the Company's General Meeting, please contact Shoshanna Zohar, Company Secretary or Sherry Hingston, General Office Manager on (08) 9225 4936.

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