



INDOCHINE MINING LIMITED (Subject to Deed of Company Arrangement)

ACN 141 677 385

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

Notice is given that the 2018 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Indochine Mining Limited (Subject to Deed of Company Arrangement) (**Indochine** or the **Company**) will be held as follows:

Time: 11.30 AM

Date: 29 November 2018

Place: Ferrier Hodgson, Level 28, 108 St Georges Terrace, Perth, Western Australia

This Notice of AGM should be read in conjunction with the attached Explanatory Statement and is accompanied by a Proxy Form for those Shareholders wishing to vote by proxy. Please follow the instructions at the end of the Proxy Form carefully.

ORDINARY BUSINESS

Financial Report

To receive and consider the Company's Financial Report for the financial year ended 30 June 2018, together with the related Directors' and Auditor's Reports.

Note: There is no requirement for Shareholders to approve these Reports.

Resolution 1 Election of a Director – Craig Dawson

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

"That Mr Craig Dawson, retiring by rotation in accordance with clause 63 of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

OTHER BUSINESS

To transact any other business that may be properly brought before the meeting.

Further information in relation to these Resolutions is set out in the attached Explanatory Statement.

Dated: 17 October 2018

By order of the Board

Ashok Jairath

Company Secretary

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Entitlement to Vote

Pursuant to the Corporations Regulations 2001, the Company has determined that for the purpose of the Meeting, Shares will be taken to be held by persons who are registered holders at 11.30 AM (Perth time) on 29 November 2018. Accordingly, Share transfers registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

How to Vote

A member may vote by attending the Meeting in person, by proxy or by authorised representative.

Voting in Person

To vote in person, please attend the AGM at the time, date and place set out above. The AGM will commence at 11.30 AM (Perth time) on 29 November 2018.

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly-executed Certificate of Appointment of Corporate Representative Form.

Voting by Proxy

To be effective, Proxy Forms must be received by the Company's share registry, Link Market Services, at least 48 hours before the time for holding the AGM, i.e. at 11.30 AM (Perth time) on 27 November 2018.

A Shareholder entitled to attend and vote is entitled to appoint not more than two persons as his/her proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder. If more than one proxy is appointed, the Shareholder may specify the proportion of the Shareholder's voting rights or the number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of those votes on a poll.

Unless under Power of Attorney (which should have been noted previously by the Company), a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act. If the proxy is executed under a Power of Attorney, the instrument appointing the attorney must accompany the Proxy Form. Any instrument of proxy in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the Meeting.

If a Shareholder appoints the Chairman of the Meeting as proxy, the Shareholder can direct the Chairman of the Meeting how to vote by either marking the boxes on the Proxy Form (Step 2) for Resolution 1 of business, or by marking the Chairman's voting authority box on the Proxy Form (Step 1), in which case this will be considered to be an express direction to the Chairman of the Meeting to vote in favour of the proposed Resolution even if the Chairman of the Meeting has an interest in the outcome of these items of business. If the voting authority box is not completed in Step 1, then the Chairman of the Meeting will not cast any votes on a Shareholder's behalf on Resolutions 1.

Undirected Proxies

Subject to the paragraph above, the Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

Directed Proxies

The Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution. In summary:

- (a) a proxy need not vote on a show of hands but, if the proxy does vote, the proxy must vote as directed;
- (b) if a proxy is appointed by two or more Shareholders who specify different ways to vote on a Resolution, the proxy must not vote on a show of hands;
- (c) if a proxy is the Chairman of the Meeting, the proxy must vote as directed on a poll;
- (d) if the proxy is not the Chairman of the Meeting, the proxy need not vote on a poll but, if the proxy does vote, the proxy must vote as directed; and
- (e) if the proxy is not the Chairman of the Meeting and does not attend the Meeting or does not vote on a Resolution, but the proxy form specifies how to vote and a poll is demanded, then the Chairman of the Meeting is taken to have been appointed as a proxy and must vote as directed.

Return of Proxies by Mail:

Indochine Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South, NSW 1235

Return of Proxies by Facsimile:

Link Market Services Limited
(02) 9287 0309

Return of Proxies by Hand Delivery:

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
or
Level 12, 680 George Street, Sydney, NSW 2000

EXPLANATORY STATEMENT

This Explanatory Statement sets out information in connection with the business to be considered at the 2018 Annual General Meeting of Indochine Mining Limited (subject to Deed of Company Arrangement).

ORDINARY BUSINESS

1. Resolution 1 Election of Director - Mr Craig Dawson

Clause 63(a) of the Constitution provides that one third of the Directors and any other Director who would have held office for more than 3 years and more than 3 annual general meetings since their last election must retire from office. A Director retiring in accordance with clause 63(a) is eligible for re-election.

Mr Craig Dawson has equally held office the longest since his last election and has agreed to retire by rotation and seek re-election.

Mr Craig Dawson was appointed as a Non-Executive Director of Indochine on 18 February 2014. The qualifications and experience of Mr Craig Dawson are set out in the Directors' Report in the 2018 Annual Report which can be found at www.indochinemining.com

Glossary

Administrator	means Martin Bruce Jones.
Annual General Meeting or Meeting or AGM	means the 2018 general meeting of the Company to be held on 29 November 2018 pursuant to the Notice of Annual General Meeting.
Annual Report	means the annual report for the Company for the financial year ended 30 June 2018.
Associate	has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.
Board or Board of Directors	means the board of Directors of the Company
Chairman	means the Administrator.
Company or Indochine	means Indochine Mining Limited (Subject to Deed of Company Arrangement) ACN 141 677 385.
Constitution	means the constitution of the Company, as amended from time to time.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Statement	means this Explanatory Statement that accompanied and forms part of the Notice.
Notice of Annual General Meeting or Notice	means the notice of annual general meeting to which this Explanatory Statement is attached.
Proxy Form	means the proxy form attached to or accompanying the Notice.
Resolution	means a Resolution to be passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll.
Shareholder	means a holder of a Share.

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