



**INDOCHINE MINING LIMITED (Subject to Deed of Company Arrangement)**

ACN 141 677 385

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## **NOTICE OF THE 2016 ANNUAL GENERAL MEETING**

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Notice is given that the 2016 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:** 10.30 AM

**Date:** 29 November 2017

**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 2016, together with the related Directors' and Auditor's Reports.

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

#### **Resolution 1 Adoption of Remuneration Report**

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

"That the Company's Remuneration Report for the financial year ended 30 June 2016 be adopted."

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

#### **Voting Exclusion**

In accordance with the Corporations Act, the Company will disregard any votes cast by, or on behalf of, any person who is disclosed in the Remuneration Report as a member of the Key Management Personnel (**KMP**) including any Director, or a Closely-Related Party of any KMP, in relation to the Resolution 1.

However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the Chairman of the Meeting as proxy for a person who is permitted to vote, where the Proxy Form does not specify the way the Chairman of the Meeting is to vote and which expressly authorises the Chairman of the Meeting to vote even

though the Resolution is connected directly or indirectly with the remuneration of a KMP and even though the Chairman of the Meeting is a member of the KMP.

**Resolution 2 Election of a Director – Mr Keith Murray**

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

“That Mr Keith Murray, 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: 9 October 2017

By order of the Board

**Ashok Jairath**

Company Secretary

## **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 10.30 AM (Perth time) on 27 November 2017. 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 10.30 AM (Perth time) on 29 November 2017.

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 10.30 AM (Perth time) on 27 November 2017.

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 Resolutions 1 to 2 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 though the Resolution is connected directly or indirectly with the remuneration of a member of KMP, and/or 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 to 2.

**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

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## EXPLANATORY STATEMENT

This Explanatory Statement sets out information in connection with the business to be considered at the 2016 Annual General Meeting of Indochine Mining Limited (subject to Deed of Company Arrangement).

The original deadline to hold the AGM was 30 November 2016. The Company was unable to meet this deadline due to it being subject to a Deed of Company Arrangement and the delay in the finalisation of audited accounts. On 25 November 2016, the Company sought an extension for a period of three months from ASIC to hold the AGM. This extension was granted by ASIC on 10 February 2017, under which the Company was required to hold the AGM by 28 February 2017. The Company was unable to meet this deadline and sought financial reporting deferral relief and extension to hold the AGM. On 14 March 2017, the Company was granted financial reporting deferral until 31 January 2018 and extension to hold the AGM until 31 March 2018.

## ORDINARY BUSINESS

The following items of ordinary business will be considered at the Meeting.

### 1. Resolution 1 Adoption of Remuneration Report

The Corporations Act requires that a Resolution be put to the Shareholders to receive, approve and adopt the Remuneration Report as disclosed in the Directors' Report section of the Annual Report. The Remuneration Report sets out the Company's remuneration information in relation to Non-executive Directors and other specific executives, collectively termed Key Management Personnel (**KMP**).

The vote on this Resolution is advisory only and non-binding on the Company. The Directors will however take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Shareholders will have the opportunity to ask questions or make comments concerning the Remuneration Report during the Meeting. Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of these AGMs on a Resolution (**Spill Resolution**) that another meeting be held within 90 days at which all of the Directors (other than the Managing Director and CEO) must go up for re-election.

At the Company's previous AGM, the votes cast against the remuneration report considered at that AGM were less than 25%. Accordingly, the Spill Resolution is not relevant for this AGM.

Indochine encourages all Shareholders to cast their votes on Resolution 1. Shareholders not attending the AGM may use the enclosed Proxy Form to lodge their vote directly.

Any undirected proxies held by the KMP or any of their Closely Related Parties will not be voted for this Resolution. The KMP of Indochine are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of Indochine, directly or indirectly. The Remuneration Report identifies Indochine's KMP for the financial year to 30 June 2016. Closely Related Parties of the KMP is defined in the Corporations Act and includes family members, dependents and companies controlled by members of the KMP.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the Proxy Form.

**2. Resolution 2 Election of Director - Mr Keith Murray**

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

Mr Keith Murray was first appointed as a Non-Executive Director of Indochine on 20 October 2014. The qualifications and experience of Mr Keith Murray are set out in the Directors' Report in the 2016 Annual Report.

## Glossary

|   |   |
|---|---|
| <b>Administrator</b>                            | means Martin Bruce Jones.   |
| <b>Annual General Meeting or Meeting or AGM</b> | means the 2016 general meeting of the Company to be held on 29 November 2017 pursuant to the Notice of Annual General Meeting.  |
| <b>Annual Report</b>                            | means the annual report for the Company for the financial year ended 30 June 2016.  |
| <b>ASIC</b>                                     | means the Australian Securities and Investments Commission.   |
| <b>Associate</b>                                | has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.   |
| <b>ASX</b>                                      | means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires.   |
| <b>Board or Board of Directors</b>              | means the board of Directors of the Company   |
| <b>Chairman</b>                                 | means the Administrator.  |
| <b>Closely Related Party</b>                    | <p>of a member of the Key Management Personnel means:</p> <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of the member's spouse;</li><li>(c) a dependent of the member or the member's spouse;</li><li>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;</li><li>(e) a company the member controls; or</li></ul> <p>a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.</p> |
| <b>Company or Indochine</b>                     | means Indochine Mining Limited (Subject to Deed of Company Arrangement) ACN 141 677 385.  |
| <b>Constitution</b>                             | means the constitution of the Company, as amended from time to time.  |
| <b>Corporations Act</b>                         | means <i>Corporations Act 2001</i> (Cth).   |

|   |  |
|---|--|
| <b>Directors</b>                                  | means the directors of the Company.  |
| <b>Explanatory Statement</b>                      | means this Explanatory Statement that accompanied and forms part of the Notice.  |
| <b>Key Management Personnel</b>                   | has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group. |
| <b>Notice of Annual General Meeting or Notice</b> | means the notice of annual general meeting to which this Explanatory Statement is attached.  |
| <b>Proxy Form</b>                                 | means the proxy form attached to or accompanying the Notice.   |
| <b>Remuneration Report</b>                        | means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2016.   |
| <b>Resolution</b>                                 | 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.   |
| <b>Share</b>                                      | means a fully paid ordinary share in the issued capital of the Company and <b>Shares</b> means any two or more of them.  |
| <b>Shareholder</b>                                | means a holder of a Share.   |




**LODGE YOUR VOTE**

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Indochine Mining Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

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

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X999999999999**

**PROXY FORM - AGM 2016**

I/We being a member(s) of Indochine Mining Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Wednesday, 29 November 2017 at Ferrier Hodgson, Level 28, 108 St Georges Terrace, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an**

**Resolutions**

|  | For                      | Against                  | Abstain*                 |
|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Election of a Director – Mr Keith Murray | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Monday, 27 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**