



INDOCHINE MINING LIMITED

ACN 141 677 385

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of shareholders of Indochine Mining Limited ('Indochine' or 'the Company') will be held as follows:

Time: 11.00 am

Date: Wednesday, 1 June 2011

Place: Sofitel Wentworth Hotel, 61 Phillip Street, Sydney Australia

This notice should be read in conjunction with the accompanying Explanatory Statement.

This notice 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

Resolution 1 Approval of Issue of Shares to Acquire Summit Development Limited

To consider and, if thought fit, to pass the following resolution:

That for the purposes of Listing Rule 7.1 of the Australian Securities Exchange (ASX), and for all other purposes, the issue by the Company of 68,000,000 fully paid ordinary shares in the Company as partial consideration to acquire all of the issued shares in Summit Development Limited, the PNG company that owns the Mt Kare exploration licence EL 1093, as announced to the ASX on 7 April 2011 and set out in the attached Explanatory Notes, is hereby approved.

Resolution 2 Ratification of Previous Issue of Shares under Placement

To consider and, if thought fit, to pass the following resolution:

That for the purposes of Listing Rule 7.4 of ASX, and for all other purposes, the issue by the Company of a placement of 53,750,629 fully paid ordinary shares at \$0.30 per share in the Company which raised \$16,125,189, as announced to the ASX on 7 April and 14 April 2011 and set out in the attached Explanatory Notes, is hereby approved.

Resolution 3 Approval of Proposed Issue of Shares under Placement

To consider and, if thought fit, to pass the following resolution:

That for the purposes of Listing Rule 7.1 of ASX, and for all other purposes, the issue by the Company of a proposed placement of up to 11,000,000 fully paid ordinary shares at \$0.30 per share in the Company to raise up to \$3,300,000, as set out in the attached Explanatory Notes, is hereby approved.

INDOCHINE MINING LIMITED

AUSTRALIA: Suite 503, Level 5, 2 Bligh St Sydney NSW 2000 T +61 2 8246 7007 Fax: +61 2 8246 7005

CAMBODIA: 1/528 Boeung Kak 1, Khan Toul Kork Phnom Penh 12151 Ph: +855 23 881 900 Fax: +855 23 881 300

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 Notes.

VOTING EXCLUSION STATEMENT

In respect of Resolution 1, the Company will disregard any votes cast on that Resolution by the person, and associates of that person, being the persons as detailed in the Explanatory Notes who is a party to the sale of Summit Development Limited to the Company, and a person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities and any associates of those persons.

In respect of Resolutions 2 and 3, the Company will disregard any votes cast on that Resolution by the person, and associates of that person, being the persons as detailed in the Explanatory Notes who participated in the first placement or who may participate in the proposed placement, and a person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities and any associates of those persons.

However the Company need not disregard any vote by any such persons on Resolutions 1, 2 and 3 if:

- it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- it is cast by any of them who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

General

The shares mentioned in Resolutions 1, 2 and 3 all rank equally in all respects with the existing fully paid ordinary shares in the Company.

PROXIES

To be effective, proxy forms must be received by the Company at its registered office at least 48 hours before the time for holding the meeting.

Mail and Hand Delivery

Suite 503, Level 5, 2 Bligh Street
Sydney NSW 2000

By Facsimile

(02) 8246 7005

A member 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 member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a proxy form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

Dated: 29 April 2011

By order of the Board

Gavan H Farley

Company Secretary

NOTICE OF INDOCHINE MINING LIMITED EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT

This Explanatory Statement sets out information in connection with the business to be considered at the Extraordinary General Meeting of Indochine Mining Limited.

ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting. ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its expanded capital in any 12-month period without requiring shareholder approval. ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders for issues made under Listing Rule 7.1.

Resolution 1 Approval of Issue of Shares to Acquire Summit Development Limited

On 7 April 2011 Indochine Mining Limited (ASX: IDC) announced that it had finalised an agreement for the acquisition of the circa 2 million ounce Mt Kare Gold/Silver Project in Papua New Guinea (PNG). The Company also announced that a \$16 million private placement of shares at A\$0.30 per share to undertake the Bankable Feasibility Study over the project was oversubscribed and shareholders will be offered a Share Purchase Plan at the same price. Resolution 2 seeks shareholder approval of the placement that has been completed. The cost of the acquisition, inclusive of fees, will be approximately A\$27 million payable in cash (37%) and Indochine shares (63% or 68 million Indochine shares at a deemed price of A\$0.25). Indochine will assume ownership of Summit Development Limited (Summit), the PNG company that owns the Mt Kare exploration licence EL 1093. The Summit shareholders, a PNG based family, are expected to become long term Indochine shareholders. The transaction is subject to shareholder approval as set out in Resolution 1.

Indochine and Summit will immediately commence work on a full feasibility study focusing on metallurgy and processing options, as well as environmental studies and an updated independent genealogical and social mapping study. The bankable feasibility study is anticipated to be completed in 18 months, during the third quarter of 2012. A JORC-code compliant resource statement, based on the prior drilling, is expected to be completed within six months. A Pre-Feasibility Study is anticipated to be completed within 12 months.

A foreign, non-JORC code compliant resource statement was prepared in 2007 over the Mt Kare Gold Project within exploration license EL 1093, 20 kilometres southwest of Barrick's multi-million ounce Porgera gold mine. This foreign resource statement at Mt Kare is the most recent, relevant assessment of this significant deposit based on almost all drilling to date (340 drillholes), prepared by an internationally respected organisation in the sector, and no further estimates have been prepared. A waiver was sought from the ASX listing rule 5.6 to release this foreign resource statement consistent with the Companies Update 11/07 and 05/04. A Canadian NI 43-101 resource statement was prepared by Snowden in August 2007 with an indicated and inferred resource of 1.7 million ounces of gold in 24.5 million tonnes at 2.1 grams per tonne gold or 1.9 million ounces of gold equivalent, at a 1 gram/tonne gold equivalent (AuEq) cutoff grade. At a 3 gram/tonne AuEq cutoff grade, there is an Indicated Resource of 740,000 ozs in 4.6 million tonnes at 5 grams/tonne gold. Details are provided in the table below.

Upon completing the transaction, Indochine and Summit will commence work immediately on a JORC-code compliant resource statement by a competent person based on the prior drilling with completion of the work expected within the next six months. However, although the same categories are used in this foreign resource statement as in the JORC Code, it is uncertain that following evaluation, the resource will be able to be reported in accordance with the JORC Code. The Company will also commence a full feasibility study focusing on metallurgy, processing options and environmental studies, which will include an updated independent genealogical and social mapping study. The Company is excited as to the future potential of the project given that the previous resource statement was calculated using a cut-off grade based on a gold price of US\$300 per ounce.

Foreign Resource Statement (NI43-101, non-JORC) Mt Kare

Snowden's 21 June 2007 Mineral Resources reported at various cut-off grades							
Category	Cut-off Equivalent (AuEq g/t)	Tonnage (,000 t)	Gold Grade (g/t Au)	Silver Grade (g/t Ag)	Contained Gold (,000 oz)	Contained Silver (,000 oz)	Contained Gold Equivalent (AuEq koz)
Indicated	1	18,830	2.31	17.31	1,396	10,479	1,588
	2	8,559	3.66	22.51	1,008		
	3	4,587	5.04	25.37	743	3,741	812
Inferred	1	5,753	1.56	9.53	288	1,763	320
	2	1,331	2.77	11.77	119		
	3	476	3.85	11.22	59	172	
Total	1	24,583	2.13	15.49	1,684	12,242	1,908

Mineral Resources, under National Instrument NI 43-101, were prepared by Mr Robert Sim of Longview Technical Group. Ms Lynn Olssen MAUSIMM (CP), Senior Consultant and full time employee of Snowden approved the resource estimation, the resources estimation procedure and QAQC data. Lynn Olssen is a Qualified Person as defined by NI43-101.

The resources have been tabulated for a gold equivalent grade (AuEq) of 54.55 silver ounces per 1 gold ounce, based on a gold price of US\$300/oz and a silver price of US\$5.50/oz. Numbers not in italics have been previously reported; numbers in italics have been calculated.

Resource Statement is extracted from original report titled "Buffalo Gold Limited: Mt Kare Technical Report Update, August 2007 (NI43-101, Snowden)" available publicly on www.SEDAR.com.

Competent Person Statement

David Meade a full time employee of the Indochine Mining Group (Indochine Resources Ltd) is a member of the Australian Institute of Geoscientists and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity undertaken to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2004 Edition).

After review of the Foreign Resource Statement report titled; "Buffalo Gold Limited: Mt Kare, Technical Report Update, 2007" which was prepared as a National Instrument 43-101 (NI 43-101) Technical Report, and the included statements of qualified persons relating to the accuracy of the report, David Meade accepts responsibility for the accuracy of the information supplied herein.

Resolution 1 calls for shareholder approval of the proposed issue of 68 million Indochine shares to the shareholders of Summit pursuant of ASX Listing Rule 7.1. The shares will rank equally in all respects with all existing ordinary shares previously issued by the Company. The issue date of the shares will be no later than three months from the date of the meeting, or such other date as ASX may permit.

Resolution 2 Ratification of Previous Issue of Shares under Placement

The Company previously issued 53,750,629 fully paid ordinary shares in the capital of the Company to a number of sophisticated and professional investors who are clients of Empire Securities Group Pty Ltd, as announced to the ASX on 7 April and 14 April 2011, at an issue price of A\$0.30. The issue raised A\$16,125,189 for general working capital purposes, mainly in connection with the acquisition of the Mt Kare Gold/Silver project in Papua New Guinea, and to fund a bankable feasibility study over the project. The issue was not in breach of Listing Rule 7.1 and has not previously been approved by the shareholders of the Company. Resolution 2 calls for shareholder approval and ratification of the issue pursuant of ASX Listing Rule 7.4. The shares issued rank equally in all respects with all existing ordinary shares previously issued by the Company.

Resolution 3 Approval of Proposed Issue of Shares under Placement

The Company proposes to issue up to 11,000,000 fully paid ordinary shares in the capital of the Company to a number of sophisticated and professional investors who are clients of Empire Securities Group Pty Ltd, at an issue price of A\$0.30. The issue will raise up to A\$3,300,000 for general working capital purposes, mainly in connection with the acquisition of the Mt Kare Gold/Silver project in Papua New Guinea, and to fund a bankable feasibility study over the project. The issue has not previously been approved by the shareholders of the Company. Resolution 3 calls for shareholder approval of the proposed issue pursuant of ASX Listing Rule 7.1. The shares will rank equally in all respects with all existing ordinary shares previously issued by the Company. The issue date of the shares will be no later than three months from the date of the meeting, or such other date as the ASX may permit.



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



By fax: +61 2 9287 0309



All enquiries to: Telephone: (02) 8280 7111



X99999999999

SHAREHOLDER VOTING FORM

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

STEP 1

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 (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 11:00am on Wednesday, 1 June 2011, at Sofitel Wentworth Hotel, 61 Phillip Street, Sydney Australia and at any adjournment or postponement of the meeting.

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 **X**

STEP 2

VOTING DIRECTIONS

Resolution 1

Approval of Issue of Shares to Acquire Summit Development Limited

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Ratification of Previous Issue of Shares under Placement

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

Approval of Proposed Issue of Shares under Placement

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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i * 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

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:

- (a) 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.
- (b) 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.

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 **11:00am on Monday, 30 May 2011**, 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.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.investorcentre.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 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, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Extraordinary General Meeting, please bring this form with you. This will assist in registering your attendance.