



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: 10: 00 am

Date: Monday, 17 December 2012

Place: Board Room, Suite 1, Level 3, 275 George 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 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 the ASX, and for all other purposes, the issue by the Company of a placement of 94,200,000 fully paid ordinary shares at A\$0.14 per share in the Company, which raised A\$13,188,000 as announced to the ASX on 7 November 2012 and set out in the attached Explanatory Statement, is hereby approved.

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.

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 Statement who participated in the placement and any associates of those persons. However the Company need not disregard any vote by any such persons on Resolutions 1 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.

General

The shares mentioned in Resolution 1 all rank equally in all respects with the existing fully paid ordinary shares in the Company.

INDOCHINE MINING LIMITED

AUSTRALIA: Suite 1, Level 3, 275 George St Sydney NSW 2000 T +61 2 8246 7007 Fax: +61 2 8246 7005

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 Delivery

C/- Link Market Services
Locked Bag A14
South Sydney, NSW 1235
Australia.

By Hand

C/- Link Market Services Ltd
1A Homebush Bay Drive
Rhodes, NSW 2138
Australia

Facsimile

61 2 9287 0309

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 2001.

Dated: 13 November 2012

By order of the Board

Ashok Jairath

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 item 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 Ratification of Previous Issue of Shares under Placement

The Company previously issued 94,200,000 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 and Petra Capital Pty Ltd, as announced to the ASX on 7 November 2012 at an issue price of A\$0.14. The issue raised A\$13,188,000 for working capital and activities in connection with the recent drilling identifying "bonanza" gold zones, assaying of completed drill holes, and a resource upgrade. The issue was not in breach of Listing Rule 7.1 and has not previously been approved by the shareholders of the Company. Resolution 1 calls for shareholder approval and ratification of the issue pursuant to ASX Listing Rule 7.4. The shares issued rank equally in all respects with all existing ordinary shares previously issued by the Company.



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: 1300 554 474 Overseas: +61 2 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 **10:00am on Monday, 17 December 2012**, at Board Room, Suite 1, Level 3, 275 George Street, Sydney, NSW and at any adjournment or postponement of the meeting.
The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

STEP 2

VOTING DIRECTIONS

Resolution 1

Ratification of Previous Issue of Shares under Placement

For

Against

Abstain*

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 **10:00am on Saturday, 15 December 2012**, 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.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, 1A Homebush Bay Drive, Rhodes NSW 2138

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.