



INDOCHINE MINING LIMITED

ACN 141 677 385

NOTICE OF 2011 ANNUAL GENERAL MEETING

Notice is given that the 2011 Annual General Meeting (AGM) of shareholders of Indochine Mining Limited (Indochine or the Company) will be held as follows:

Time: 10.00 am

Date: Thursday, 24 November 2011 (AEST)

Place: Essex Room, Level 4, Shangri-La Hotel, 176 Cumberland Street, The Rocks, Sydney Australia

This notice 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

Resolution 1 Adoption of Financial Report

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

"That the Company's Financial Report for the financial year ended 30 June 2011, together with the related Directors' and Auditor's Reports, be received, approved and adopted."

Resolution 2 Adoption of Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2011 be received, approved and adopted."

Resolution 3 Election of Director – Mr Gavan H Farley

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

"That Mr Gavan Farley, retiring by rotation in accordance with clause 63 of the Company's Constitution and being eligible for re-election, be re-elected 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 Notes.

Dated: 14 October 2011

By order of the Board

A handwritten signature in black ink, appearing to read "R. Waring", is written over a horizontal line.

Robert J Waring
Company Secretary

INDOCHINE MINING LIMITED

AUSTRALIA: Suite 503, Level 5, 2 George Street Sydney NSW 2000 Ph: +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.

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.

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:

(02) 9287 0309

Return of Proxies by Hand Delivery:

Link Market Services Limited
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 2011 Annual General Meeting of Indochine Mining Limited.

ORDINARY BUSINESS

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

Resolution 1 Adoption of Financial Report

This item of business relates to the receipt, approval and adoption of the Company's Financial Report for the year ended 30 June 2011 together with the related Directors' and Auditor's Reports. As a result of the legislative changes, the 2011 Annual Report has not been automatically mailed to all members. The 2011 Annual Report can be accessed on the Company's website at www.indochinemining.com

Resolution 2 Adoption of Remuneration Report

The Corporations Act requires that a resolution be put to the members to receive, approve and adopt the Remuneration Report as disclosed in the Directors' Report section of the Annual Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting. Under the Corporations Act 2001, if 25% or more of 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 those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must go up for re-election. Indochine encourages all shareholders to cast their votes on Item 2. Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote directly.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Item 2 (Adoption of Remuneration Report). Key management personnel of Indochine are the Directors of Indochine 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 key management personnel for the financial year to 30 June 2011. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Item 2 (Indochine Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business.

Resolution 3 Election of Director – Mr Gavan H Farley

Mr Gavan Farley was appointed as a Non-Executive Director of Indochine on 27 January 2010 and Company Secretary on 17 May 2010. Under the Company's Constitution, Mr Farley retires by rotation and, being eligible, wishes to stand for re-election.

The qualifications and experience of Directors are set out in the Directors' Report in the Annual Report.



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



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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 Meeting¹ (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 Annual General Meeting of the Company to be held at **10:00am (AEST) on Thursday, 24 November 2011, at Essex Room, Level 4, Shangri-La Hotel, 176 Cumberland Street, The Rocks, Sydney Australia** and at any adjournment or postponement of the meeting.

i ¹ If you appoint a proxy, we encourage you to direct your proxy how to vote on each item of business. The Chairman of the Meeting, Directors and other Key Management Personnel of the Company and their closely related parties (see the Notice of Meeting and overleaf) will not cast any votes in respect of Resolution 2 (Remuneration Report) that arise from any undirected proxy that they hold.

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

	For	Against	Abstain ²
Resolution 1 Adoption of Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director - Mr Gavan H Farley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i ² 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 should 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.

If the Chairman of the meeting or another of the Key Management Personnel of the company or their closely related parties is your proxy, that person will not vote your shares on Resolution 2 (Remuneration Report) if you have not directed them how to vote on that item.

Key Management Personnel of the company are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the company, directly or indirectly. The Remuneration Report identifies the company's Key Management Personnel for the financial year to 30 June 2011. Their closely related parties are defined in the *Corporations Act 2001* (Cth), and include certain of their family members, dependants and companies they control.

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 (AEST) on Tuesday, 22 November 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.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 Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**