



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: 3 September 2014

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

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 following shares is hereby approved:

- 38,296,655 fully paid ordinary shares at A\$0.09 per share in the Company, which raised A\$3,446,699 from sophisticated investors to advance the Mt Kare Project and working capital as announced to the ASX on 31 March 2014
- 92,333,175 fully paid ordinary shares which included placement of 73,366,641 shares at A\$0.042 per share that raised \$3,081,399 from sophisticated investors for working capital, and issue of 7,029,540 for past and present consulting services and issue of 11,936,994 shares in lieu of brokerage for the March 2014 and June 2014 placement as announced to the ASX on 6 June 2014.

The terms and purpose of the issue of the above shares is set out in the attached Explanatory

Resolution 2 Approval to Issue of Unlisted Options

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

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of 46,166,588 Options, as referred to in the Explanatory Statement, is approved."

INDOCHINE MINING LIMITED

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

Resolution 3 Approval of Issue of New Shares

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

“That approval be given under and for the purpose of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of new Shares, to a maximum of 200,000,000 within three months from the date of this meeting, at a price not lower than eighty per cent (80%) of the average market price of the Shares over the last five (5) days on which sales were recorded before the issue is made, for the purposes and on the terms and conditions outlined in the Explanatory Memorandum.”

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 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.

In respect of Resolution 2, 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 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

In respect of Resolution 3, The Company will disregard any votes cast on that Resolution by any person who may participate in the proposed issue of Placement Shares or any person that may obtain a benefit, other than in that person’s capacity as a Shareholder, and any associate of any of those person. However the Company need not disregard any vote by any such persons 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 and 3 rank equally in all respects with the existing fully paid ordinary shares in the Company. The shares to be issued on exercise of the options in Resolution 2 will also rank equally to fully paid shares on issue at the time.

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 or;
Level 12, 680 George Street
Sydney, NSW 2000

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: 30 July 2014

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.

Resolution 1 Ratification of Previous Issue of Shares under Placement

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.

The Company previously issued:

- 38,296,655 fully paid ordinary shares at A\$0.09 per share in the Company, which raised A\$3,446,699 from sophisticated investors to advance the Mt Kare Project and working capital as announced to the ASX on 31 March 2014
- 92,333,175 fully paid ordinary shares which included placement of 73,366,641 shares at A\$0.042 per share that raised \$3,081,399 from sophisticated investors for working capital, and issue of 7,029,540 for past and present consulting services and issue of 11,936,994 shares in lieu of brokerage for the March 2014 and June 2014 placement as announced to the ASX on 6 June 2014.

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.

SPECIAL BUSINESS

The following item of special business will be considered at the Meeting.

Resolution 2 Approve the issue of 46,166,588 Options

On 6 June 2014 the Company completed the issue of 92,333,175 fully paid ordinary shares. The 92,333,175 shares were issued in accordance with ASX Listing 7.1. In addition, the Company has agreed, subject to shareholder approval, to issue 1 free attaching Option for each 2 Shares issued. Accordingly the Company seeks approval to issue 46,166,588 Options pursuant to this Resolution 2. Approval is sought for the purposes of ASX Listing Rule 7.1 and all other purposes.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits the Company from issuing or agreeing to issue more than 15% of its issued equity securities in any 12 month period without the approval of shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies.

For the purpose of ASX Listing Rule 7.1, the issue of a convertible security is treated as an issue of the capital of the Company on a fully converted basis.

If Resolution 2 is approved, the Options issued by the may be treated by the Company as having been made with approval under ASX Listing Rule 7.1. The Company will therefore be able to issue

additional equity securities without the Options the subject of Resolution 2 (and any Shares issued upon exercise of such Options) counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3

The following information is provided in compliance with ASX Listing Rule 7.3:

- a) ASX Listing Rule 7.3.1: The maximum number of securities the entity is to issue
46,166,588 Options.
- b) ASX Listing Rule 7.3.2: The date by which securities will be issued
If shareholder approval is obtained, the issue of the Options will occur within three months of the date of the General Meeting.
- c) ASX Listing Rule 7.3.3: Issue price of securities
Options will be issued for nil consideration.
- d) ASX Listing Rule 7.3.4: Name of allottees or basis on which allottees are determined
36,683,321 Options will be issued to professional and/or sophisticated investors who participated in the Company's June 2014 capital raise.
3,514,770 Options will be issued to consultants for geological and other consulting services.
5,968,497 Options will be issued to Empire Securities Group Pty Ltd as brokerage for March 2014 and June 2014 placement.
- e) ASX Listing Rule 7.3.5: Terms of securities
See Annexure A for terms of Options.
- f) ASX Listing Rule 7.3.6: Intended use of the funds raised
No funds will be raised from the issue of Options. It is anticipated that any funds raised from the exercise of Options (if this occurs) will be used for working capital. There is no guarantee that the Options will be exercised at all.
- g) ASX Listing Rule 7.3.7: Dates of allotment
If shareholder approval is obtained, the allotment of the Options will occur progressively and within three months of the date of the Meeting.
- h) ASX Listing Rule 7.3.8: Voting exclusion statement
A voting exclusion statement is included in the Notice.

Resolution 3 Approve the issue of 200,000,000 shares

Under Resolution 3, the Company is seeking approval to issue up to 200,000,000 new Shares within three months of the date of this Meeting (Placement Shares). The company currently has 1,095,830,301 shares outstanding, subject to the full issuance under Resolution one; Placement Shares would represent 14 % of the issued shares immediately after the issuance.

The new capital raised will be used for working capital, exploration and project development, which is anticipated to partly include advancing a production scale development drive, associated drilling and sampling, and related access.

It is noted that if approval is granted by shareholders, it does not necessarily mean the Company will issue the shares. It provides the Company with the flexibility to issue the shares as outlined below. The company may raise these shares in multiple tranches up to 200,000,000 shares within the three (3) month period.

Shareholder approval

ASX Listing Rule 7.1 provides that subject to certain exceptions (which do not apply in the present circumstances) a listed company may not, subject to certain exceptions, issue shares or options to subscribe for shares equal to more than 15% of the company's issued share capital in any 12 months without obtaining shareholder approval. However, issues made with the prior approval of the shareholders in a general meeting are not subject to this restriction and will not be counted as part of the 15% limit.

Accordingly, if Shareholders approve the proposed issue of the Placement Shares:

- (a) the Company will be permitted to issue the Placement Shares; and
- (b) the Placement Shares will not be counted towards the Company's 15% limit in respect of issues of equity securities in the following 12 month period.

Under ASX Listing Rule 7.3.2, shares approved for issue pursuant to ASX Listing Rule 7.1 must be issued within 3 months of the date of the approval.

The information required by ASX Listing Rule 7.3 in relation to the issue of the Placement Shares is set out below.

ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires the following information be provided to Shareholders when seeking approval for the purposes of ASX Listing Rule 7.1:

- (a) the maximum number of Shares that will be issued under the Resolution 3 is 200,000,000, which upon issuance would represent 14% of the total shares outstanding shares;
- (b) the issue will occur progressively and it is intended that the Shares will be issued no later than 3 months after the date of this meeting.
- (c) the Company intends to issue the Placement Shares at a price that is not less than eighty per cent (80%) of the average market price for Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue of the Shares is made. By way of example, the VWAP over the last month ended 30 June 2014 was \$0.033. Should this be the VWAP calculated in accordance with the above formula, under the terms of Resolution 1 the Company would be able to issue up to 200,000,000 shares at a price not less than \$0.026 for total consideration of \$5,200,000.00.
- (d) it is intended that the Placement Shares will be issued to investors who are not related parties of the Company. The identity of the investors has not yet been determined but all are expected to be professional and/or sophisticated investors. The identity of the investors will be at the discretion of the Company or in consultation with any broker the Company may engage to assist in the placing of the Shares or both and who are not related parties;
- (e) the Placement Shares will rank equally with, and on the same terms as, the Company's then issued Shares; and

- (f) the Placement Shares will be issued to raise the funds for working capital, exploration and project development, which is anticipated to partly include advancing a production scale development drive, associated drilling and sampling, and related access.

Annexure A

Terms and Conditions of Options Expiring on 3 September 2016

- (a) Each Option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company (Share).
- (b) Each Option is exercisable at an exercise price of \$0.085 per Option at any time prior to 5pm (AEST) on 3 September 2016 (Expiry Date) by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - a. upon the bankruptcy, liquidation or winding up of an Option holder or the happening of any other event which results in the Option holder being deprived of the legal or beneficial ownership of such Option; or
 - b. upon the liquidation or winding up of the Company for any reason other than by way of members' voluntary winding up.
- (d) The Options will be unlisted Options.
- (e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- (f) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing fully paid ordinary shares.
- (g) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- (h) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- (i) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the Options. The Company will ensure that holders will be given at least seven business days notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to shareholders.
- (j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (l) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.



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: +61 1300 554 474

SHAREHOLDER PROXY 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 General Meeting of the Company to be held at **11:00am on Wednesday, 3 September 2014, at Board Room, Suite 1, Level 3, 275 George Street, Sydney Australia** 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

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

Resolution 2

Approval to Issue of Unlisted Options

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 3

Approval of Issue of New Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

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; and
- (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, 1 September 2014**, 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 or Level 12, 680 George Street, Sydney NSW 2000.

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