

1 MAY 2018

## INDOCHINE MINING LIMITED

Subject to Deed of Company  
Arrangement

### ASX and POMSoX CODE

**IDC**

#### About IDC

Indochine is an exploration and development company that, pending renewal of the Exploration Licence, is seeking to advance the +2 Moz Mt Kare Au - Ag Project in Papua New Guinea (PNG) to a development decision.

#### PROJECTS

##### MT KARE Au-Ag Project

(licence renewal pending)

#### BOARD AND MANAGEMENT

Keith Murray – Non-Executive Director  
Tony Gates - Non-Executive Director  
Craig Dawson - Non-Executive Director  
Wayne Bramwell – Interim COO  
Ashok Jairath – CFO / Company Secretary

#### CONTACT IDC

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Deed Administrator - Ferrier Hodgson  
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## ASX / POMSoX RELEASE

### CORPORATE UPDATE

#### Judicial Review & ASX Delisting

Indochine Mining Limited (Subject to Deed of Company Arrangement) (ASX & POMSoX: IDC) (**Company**) advises the following.

##### Judicial Review

On 27 April 2018, the PNG National Court, presided by Justice Nablu, delivered the judgement on the Judicial Review of the Minister for Mining's refusal to grant Summit Development Limited (**Summit**) the exploration licence (EL 1093) over the Mt Kare Au-Ag Project area. Justice Nablu upheld the Minister for Mining's decision.

Summit, which is a wholly owned subsidiary of the Company, respects the Court process that gave rise to the decision, but intends to immediately review the published judgement when available to determine the appropriate grounds for appeal.

The Company's and Summit's view is that an appeal is the only way for Summit to secure its rightful tenure of the exploration licence and undertake the development of the Mt Kare project.

Summit is financially solvent (it is not under any form of external administration), has a strong technical team in place and is fully capable of performing its obligations under the existing, or any further, exploration licence that is granted in respect of the Mt Kare area. Summit's accumulated knowledge and experience of Mt Kare and its people is unrivalled.

Summit would particularly like to thank the landowners of Mt Kare for their enduring support and patience as Summit has continued to assert its view as to rightful tenure of EL 1093.

The Company also acknowledges and appreciates the forbearance agreement that has been reached with existing creditors of Summit. The Company re-states its commitment that, subject to successful appeal and subsequent reinstatement of an exploration licence over the Mt Kare project and either the recapitalisation of Indochine or the securing of alternative funding for Summit, it will honour payments to Summit's creditors in full.

For any current or future investors in resource projects in PNG, tenure is fundamental to all investment decisions. As such, the Company will support Summit's proposed appeal of the court's decision to protect the substantial investment it and its shareholders have made in the Mt Kare project to date.

### **ASX Delisting**

Pursuant to the policy set out in section 3.4 of ASX Guidance Note 33 on long term suspended entities ([https://www.asx.com.au/documents/rules/gn33\\_removal\\_of\\_entities.pdf](https://www.asx.com.au/documents/rules/gn33_removal_of_entities.pdf)), ASX's policy is to delist any entity whose securities have been suspended from trading for a continuous period of three years. The Company was scheduled to be removed from the ASX on 19 March 2018, having been suspended on 17 March 2015. The Company has been in ongoing discussions with the ASX with respect to maintaining its ASX listing pending the outcome of the judicial review decision.

Over the past three years the Company and Administrator have worked towards completing the Deed of Company Arrangement and achieving reinstatement of the Company's securities to ASX, which at all times was primarily contingent upon the Company retaining title to EL1093. The delay in achieving a successful recapitalisation and effectuation of the Deed of Company Arrangement within the three year timeframe set by ASX in Guidance Note 33 has frustrated the Company and Administrator, it being completely outside of the Company's (and Administrator's) control and largely attributable to the delays in PNG in considering the renewal of EL1093 (lodged in July 2014 with receipt of decision in January 2016), delays in hearing the Judicial Review (which was granted on 7 April 2016 but heard some 17 months later on 5 September 2017), and then delays in handing down the decision, which occurred on 27 April 2018.

In limited circumstances, the ASX may grant a long term suspended entity a short extension to the three year deadline to achieve reinstatement. In order to obtain a short extension (generally granted to a period of no more than three months), an entity must be in the final stages of implementing a transaction that will lead to the resumption of trading in its securities (for the Company, this meant completion of the Deed of Company Arrangement).

Having regard to Justice Nablu's decision and noting that the timing and outcome of an appeal to that decision remain uncertain, and considering the significant delays faced by the Company to date in PNG in having the Judicial Review heard and obtaining a decision, the Company is not presently able to meet the conditions set out in section 3.4 of ASX Guidance Note 33 to obtain an extension to its delisting date. As a result the Company will be removed from the Official List of ASX at a date to be announced by the ASX. The Company expects ASX to make a delisting announcement imminently.

Delisting will mean that the Company's shares will no longer be able to be traded on the ASX unless and until the Company re-applies to ASX to be re-listed and meets the requirements of Chapters 1 and 2 of the Listing Rules. However, the Company will continue to operate as an unlisted public company in full accordance with the Australian Corporations Act 2001 (Cth) and comply with regulatory requirements.

The Company will continue to communicate with shareholders as required (including as to the status of the Company's deed of company arrangement and any appeal to the judicial decision) and all announcements will be posted on the Company's website (<http://www.indochinemining.com>)

Following delisting, your shareholding in the Company, whether CHESs sponsored or issuer sponsored, will be automatically converted into certificated form on the Company's Australian share register. If you need to update your registered address, we recommend you promptly do this either via your stock broker or via the Company's share registry. For any further information regarding your shareholding in the Company, you can contact the share registry Link Market Services, Level 12, 680 George Street, Sydney, NSW 2000, telephone: 1300 554 474 or +61 2 8280 7100.

The Company thanks creditors and shareholders for their ongoing support and patience.

### **Looking Forward**

Delisting from the ASX is not the end for the Company. In addition to pursuing its challenge to the Judicial Review decision, your Company will continue to identify and review other exploration and mining opportunities, which are either identified by its Corporate Adviser or presented to its Corporate Adviser by third parties in order to restore value to the Company for Shareholders.

For and on behalf of the Company.

**Martin Jones**  
**Deed Administrator**  
**Ferrier Hodgson**

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