



INDOCHINE MINING LIMITED

ACN 141 677 385

NOTICE OF THE 2013 ANNUAL GENERAL MEETING

Notice is given that the 2013 Annual General Meeting (AGM or **Meeting**) of Shareholders of Indochine Mining Limited (**Indochine** or the **Company**) will be held as follows:

Time: 11:00am

Date: Tuesday, 19 November 2013

Place: Christie Conference Centre, Yangtze Room, Mezzanine Level, 3 Spring Street, Sydney, Australia

This Notice of AGM 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

Item 1 Financial Report

To receive and consider the Company's Financial Report for the financial year ended 30 June 2013, together with the related Directors' and Auditor's Reports.

Note: There is no requirement for Shareholders to approve these Reports.

Item 2 Adoption of Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2013 be received, approved and adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast by, or on behalf of, any person who is disclosed in the Remuneration Report as a member of the Key Management Personnel (KMP, including any Director), or a Closely-Related Party of any KMP, in relation to the proposed resolution in Item 2.

However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the Chairman of the Meeting as proxy for a person who is permitted to vote, where the Proxy Form does not specify the way the Chairman of the Meeting is to vote and which expressly authorises the Chairman of the Meeting to vote even though the resolution is connected directly or indirectly with the remuneration of a KMP and even though the Chairman of the Meeting is a member of the KMP.

Item 3 Election of a Director – Dr Michael Leggo

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

“That Dr Michael Leggo, who was appointed as a Director since the last AGM, retires in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company.”

Item 4 Election of a Director – Mr Gavan Farley

To consider and, if thought fit, to pass the following as an 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 as a Director of the Company.”

Item 5 Ratification of Previous Issue of Shares under Placement

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

That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the issue by the Company of shares under the placement of 64,039,624 fully paid ordinary shares at A\$0.11 per share on 22 January 2013 and 44,332,874 fully paid ordinary shares at A\$0.07 per share on 17 June 2013 which raised a total of A\$10,147,659.82, as announced to the ASX and set out in the attached Explanatory Statement, is hereby approved.

Voting Exclusion

In respect of Item 5, 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 Item 5 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 Item 5 rank equally in all respects with the existing fully paid ordinary shares in the Company.

SPECIAL BUSINESS**Item 6 Approval of 10% Placement Facility**

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

“That pursuant to, and in accordance with, ASX Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (10% Placement Facility), and on the terms and conditions in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on Item 6 by a person (or any associate of such a person) who may participate in the 10% Placement Facility and a person who might

obtain a benefit from the Placement, except a benefit solely in the capacity of a holder of Shares, if Item 6 is passed.

However, the Company will not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the Chairman of 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.

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.

Dated: 11 October 2013

By order of the Board



Ashok Jairath
Company Secretary

Entitlement to Vote

Pursuant to the Corporations Regulations 2001, the Company has determined that for the purpose of the Meeting, Shares will be taken to be held by persons who are registered holders at 7:00pm (Sydney time) on Friday, 15 November 2013. Accordingly, Share transfers registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

How to Vote

A member may vote by attending the Meeting in person, by proxy or by authorised representative.

Voting in Person

To vote in person, please attend the AGM at the time, date and place set out above. The AGM will commence at 11:00am (Sydney time) on Tuesday, 19 November 2013.

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly-executed Certificate of Appointment of Corporate Representative Form.

Voting by Proxy

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 AGM, i.e. at 11:00am (Sydney time) on Sunday, 17 November 2013.

A Shareholder 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 Shareholder. A proxy need not be a Shareholder. If more than one proxy is appointed, the Shareholder may specify the proportion of the Shareholder's voting rights or the number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of those votes on a poll.

Unless under Power of Attorney (which should have been noted previously by the Company), a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act. If the proxy is executed under a Power of Attorney, the instrument appointing the attorney must accompany the Proxy Form. Any instrument of proxy in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the Meeting.

If a Shareholder appoints the Chairman of the Meeting as proxy, the Shareholder can direct the Chairman of the Meeting how to vote by either marking the boxes on the Proxy Form (Step 2) for Items 2 to 6 of business, or by marking the Chairman's voting authority box on the Proxy Form (Step 1), in which case this will be considered to be an express direction to the Chairman of the Meeting to vote in favour of the proposed resolution in Items 2 and 5 of business even though the Item is connected directly or indirectly with the remuneration of a member of KMP, and/or even if the Chairman of the Meeting has an interest in the outcome of these items of business. If the voting authority box is not completed in Step 1, then the Chairman of the Meeting will not cast any votes on a Shareholder's behalf on Items 2 and 5 of business.

Undirected Proxies

Subject to the paragraph above, the Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

Directed Proxies

Under recent amendments to the Corporations Act, there are now new rules relating to how a proxy must vote directed proxies. In summary:

- (a) a proxy need not vote on a show of hands but, if the proxy does vote, the proxy must vote as directed;
- (b) if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on a show of hands;
- (c) if a proxy is the Chairman of the Meeting, the proxy must vote as directed on a poll;
- (d) if the proxy is not the Chairman of the Meeting, the proxy need not vote on a poll but, if the proxy does vote, the proxy must vote as directed; and
- (e) if the proxy is not the Chairman of the Meeting and does not attend the Meeting or does not vote on a resolution, but the proxy form specifies how to vote and a poll is demanded, then the Chairman of the Meeting is taken to have been appointed as a proxy and must vote as directed.

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:

Link Market Services Limited
(02) 9287 0309

Return of Proxies by Hand Delivery:

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

EXPLANATORY STATEMENT

This Explanatory Statement sets out information in connection with the business to be considered at the 2013 Annual General Meeting (AGM) of Indochine Mining Limited.

ORDINARY BUSINESS

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

Item 1 Adoption of Financial Report

In accordance with section 317 of the Corporations Act, the Financial Report for the year ended 30 June 2013 together with the related Directors' and Auditor's Reports must be laid before the Meeting for consideration. There is no requirement for Shareholders to approve these reports. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments about the reports.

Shareholders will also be given a reasonable opportunity to ask the Company's auditor, questions about the conduct of the audit, the preparation and content of the Auditor's Report, the Company's accounting policies and the independence of the auditor. In accordance with section 250PA of the Corporations Act, Shareholders may submit, to the Company's registered office, written questions to the auditor with regard to the content of the Auditor's Report or the conduct of the audit of the annual financial report to be considered at the Meeting. Such questions, which must be provided to the Company no later than five business days before the Meeting, will be passed on to the auditor for consideration.

As a result of the legislative changes, the 2013 Annual Report has not been automatically mailed to all Shareholders. The 2013 Annual Report can be accessed on the Company's website at www.indochinemining.com.au.

Item 2 Adoption of Remuneration Report

The Corporations Act requires that a resolution be put to the Shareholders to receive, approve and adopt the Remuneration Report as disclosed in the Directors' Report section of the Annual Report. The Remuneration Report sets out the Company's remuneration information in relation to Non-executive Directors, the Chief Executive Officer and other specified executives, collectively termed Key Management Personnel (KMP).

The vote on this resolution is advisory only and non-binding on the Company. The Directors will however take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Shareholders will have the opportunity to ask questions or make comments concerning the Remuneration Report during the Meeting. Under the Corporations Act, 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 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 AGM may use the enclosed Proxy Form to lodge their vote directly.

Any undirected proxies held by the KMP or any of their Closely Related Parties will not be voted on Item 2 (Adoption of Remuneration Report). KMP of Indochine are the Directors 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 KMP for the financial year to 30 June 2013. Their Closely Related Parties are

defined in the Corporations Act, 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.

Item 3 Election of Director – Dr Michael Leggo

Dr Michael Leggo was appointed as a Non-Executive Director of Indochine on 19 April 2013. Under the Company's Constitution, Dr Michael Leggo retires and, being eligible, wishes to stand for re-election.

The qualifications and experience of Dr Michael Leggo is set out in the Directors' Report in the Annual Report.

Item 4 Election of Director – Mr Gavan Farley

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

The qualifications and experience of Mr Gavan Farley is set out in the Directors' Report in the Annual Report.

Item 5 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 64,039,624 fully paid ordinary shares at an issue price of \$0.11 on 22 January 2013 and 44,332,874 fully paid ordinary shares at an issue price of \$0.07 on 17 June 2013, in the capital of the Company to a number of sophisticated and professional investors who are clients of Empire Securities Group Pty Ltd. The issue raised A\$10,147,659.82 for drilling of high grade zones at the major gold/silver project at Mt Kare in Papua New Guinea and for working capital. The issue was not in breach of Listing Rule 7.1 and has not previously been approved by the Shareholders of the Company. Item 5 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.

Item 6 Approval of 10% Placement Facility **6.1 General**

Listing rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placement over 12 month period after the AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement facility under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an

eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 6.2(c) below).

The Company may use the 10% Placement Facility to progress the Mt Kare drilling and Bankable Feasibility Study (BFS), and for general working capital.

The Directors of the Company believe that Item 6 is in the best interest of the Company and unanimously recommend that Shareholders vote in favour of Item 6.

6.2 Description of Listing Rule 7.1A

a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an AGM. A special resolution requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

b) Equity Securities

Any Equity Securities under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities in the Company.

The Company, as at the date of the Notice, has two classes of Equity Securities on issue, Shares and Unlisted Options.

c) Formula for calculating 10% Placement Facility

Listing Rule 7.1.A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 12 month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

(AxD)-E

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully in the 12 months;
- plus the number of fully paid shares issued in the 12 months with the approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval; and
- less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4

d) ASX Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to an entity's placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 908,045,446 (includes shares on offer under current placement) Shares and therefore has a capacity to issue:

- (i) 136,206,817 Equity Securities under Listing Rule 7.1; and
- (ii) Subject to Shareholder approval being sought under Item 6 90,804,545 (includes 10% of current placement on offer) Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in the Listing Rule 7.1A.2 (refer Section 6.2(c) above).

e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

f) 10 % Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

- (i) the date which is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the date of the approval by the Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

6.3 Listing Rule 7.1A

The effect of Item 6 will be to allow Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Item 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.4 Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Item 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in case of Options, only if they are exercised). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or Equity Securities are issued as part of the consideration for the acquisition of new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issue of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placement under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50%, and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.08 50% decrease in Issue Price	\$0.16 Issue Price	\$0.32 100% in Issue Price
Current Variable A 908,045,446 Shares	10% Voting Dilution	90,804,545	90,804,545	90,804,545
	Funds Raised	\$ 3,632,182	\$ 7,264,364	\$ 14,528,727
50% increase in current Variable A 1,362,068,169 Shares	10% Voting Dilution	136,206,817	136,206,817	136,206,817
	Funds Raised	\$ 5,448,273	\$ 10,896,545	\$ 21,793,091
100% increase in current Variable A 1,816,090,892	10% Voting Dilution	181,609,089	181,609,089	181,609,089
	Funds Raised	\$ 7,264,364	\$ 14,528,727	\$ 29,057,454

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No listed Options (including any listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placement under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of the issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.08, being the closing price of the Shares on ASX on 30 September 2013.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Item 6 for the issue of Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change in nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).
- (d) The Company may seek an issue of the Equity Securities for the following purposes:
- (i) Non-cash consideration for the acquisition of the new resources assets and

investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

- (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration and Bankable Feasibility Study (BFS) expenditure and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be vendors of the new resources assets or investments.

- (e) The Company has previously received Shareholder approval for a 10% Placement facility as resolution 6 at the Company's Annual General Meeting on 28 November 2012. Under Listing Rule 7.3A.6 that the following information be provided :

- A. During the 12 months preceding the date of the Meeting, being from and including 19 November 2012 to and including 19 November 2013 (**Preceding 12 Month Period**):

- 1. The Company has issued in aggregate the following Equity Securities:

- i. 157,162,124 Shares; and
- ii. 14,500,000 unlisted Options

- B. Those Equity Securities issued during the Preceding 12 Month Period represent, on a fully diluted basis 19.8% of the total number of Equity Securities that were issued were issued on the first day of the Preceding 12 Month Period; and

- C. During the Preceding 12 Month Period, the Company undertook various issues of Equity Securities. The particulars of the issues are set on the following page.

Date	Class of Equity Securities Issued	Allotees of Equity Securities Issued or Basis of allotment	Issue Price per Security	Discount to Market Price(if any)	Total Cash Consideration	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Non-cash consideration that was paid raised and its current value	No. of Ordinary Shares	No. of Listed Options	No. of Unlisted Options
22 January 2013	Fully Paid Ordinary Shares	Clients of Empire Securities Group, and institutional and sophisticated investors	\$0.11	Nil	\$7,044,358.64	All cash consideration was spent on ongoing and resource extensional drilling and working capital	N/A	64,039,624	-	-
17 June 2013	Fully Paid Ordinary Shares	Clients of Empire Securities Group, and institutional and sophisticated investors	\$0.11	Nil	\$3,850,000.00	All cash consideration was spent on ongoing and resource extensional drilling and working capital	N/A	55,000,000	-	-
17 June 2013	Staff Options	Issued to Company staff under Employee Incentive Scheme approved at the Annual General Meeting 28 November 2012	Zero exercise price options , exercisable upon reaching at certain performance targets on or before 16 January 2018						-	14,500,000
19 August 2013	Fully Paid Ordinary Shares	Clients of Empire Securities Group, and institutional and sophisticated investors	\$0.08	Nil	\$3,049,800.00	All cash consideration was spent on ongoing and resource extensional drilling and working capital	N/A	38,122,500	-	-
TOTAL					\$13,944,158.64			157,162,124		14,500,000

Glossary

10% Placement Facility means the facility under Listing Rule 7.1A to allow the Company to issue Equity Securities up to 10% of its issued share capital through placement over 12 month period after the AGM.

Annual Report means the annual report of the Company for the financial year ended 30 June 2013.

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors.

Closely-Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company or **Indochine** means Indochine Mining Limited, ABN 16 141 677 385.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors mean the directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means this explanatory statement that accompanied and forms part of the Notice.

Key Management Personnel or **KMP** has the same meaning as in the accounting standards (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director, whether executive or otherwise, of the Company).

Listing Rules mean the listing rules of the ASX.

Meeting means the annual general meeting (AGM) convened by the Notice of Annual General Meeting.

Notice of Annual General Meeting or **Notice** means the notice of annual general meeting to which this Explanatory Statement is attached.

Proxy Form means the proxy form attached to or accompanying the Notice.

Remuneration Report means the section in the Directors' Report contained in the Annual Report of the Company titled 'Remuneration Report'.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Trading Day has the same meaning as in the Listing Rules.



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 1300 554 474



X99999999999

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

A 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. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed 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 11:00am on Tuesday, 19 November 2013, at Christie Conference Centre, Yangtze Room, Mezzanine Level, 3 Spring Street, Sydney Australia and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Important for Items 2 and 5: If the Chairman of the Meeting is your proxy and you have not directed the Chairman of the Meeting how to vote on Items 2 and 5 below, please mark box B.

B I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman of the Meeting has an interest in the outcome of Items 2 and 5, and that votes cast by the Chairman of the Meeting (other than as proxy holder) on those items would be disregarded because of that interest.

If you do not mark this box and you have not otherwise directed your proxy how to vote on these resolutions, the Chairman of the Meeting will not cast your votes on Items 2 and 5 and your votes will not be counted in computing the required majority if a poll is called on these resolutions.

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

Items of Business	For	Against	Abstain*		For	Against	Abstain*
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of Previous Issue of Shares under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Dr Michael Leggo as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Mr Gavan Farley as a director	<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).

IDC PRX301R



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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- 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
- 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 Sunday, 17 November 2013**, 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 Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**