

4 May 2015

TO CREDITORS AS ADDRESSED

Dear Sir/Madam

**Indochine Mining Limited
(Administrators Appointed) (the Company)
ACN 141 677 385**

We refer to the appointment of Martin Jones, Darren Weaver and Ben Johnson as Joint and Several Voluntary Administrators of the Company on 27 March 2015 pursuant to section 439A of the Corporations Act 2001 (**the Act**).

On 10 April 2015, the first meeting of creditors was held and our appointment as Joint and Several Administrators was ratified.

A second meeting of creditors has been convened for **Wednesday, 13 May 2015** for creditors to determine the future of the Company. I enclose the following regarding the meeting of creditors:

1. Notice of Second Meeting of Creditors to be held on **Wednesday, 13 May 2015 at 11:00am (AWST) at the offices of Ferrier Hodgson, Level 28, 108 St Georges Terrace PERTH WA 6000**. I note that there is also a video conference link from the primary venue to the offices of **Ferrier Hodgson, Level 13, Grosvenor Place, 225 George Street, Sydney, New South Wales**

You should arrive for registration at least thirty (30) minutes prior to the meeting.

2. Informal Claim Form for Voting Purposes. If you submitted this form for the purposes of the first meeting of creditors, you do not need to submit another form for this meeting unless you seek to amend your claim.

A person is not entitled to vote at the meeting unless they provide particulars of their debt or claim to the Administrators before the meeting. Please note this form is for voting purposes only. All creditors must furnish details of their claims, indicating whether they rank as secured, preferential or unsecured, and whether they claim title to any goods supplied to the Company or any lien/pledge over goods in their possession which are property of the Company.

3. Appointment of Proxy Form. This form enables you to appoint another person to act on your behalf at the meeting. Proxy Forms submitted at the first meeting of creditors are not valid for this meeting.

The Informal Claim Form for Voting Purposes and Proxy Form should be lodged with this office before the meeting and, in any event not later than 4.00pm on the day prior to the meeting.

SYDNEY	Affiliated through:
MELBOURNE	Zolfo Cooper
ADELAIDE	CARIBBEAN
BRISBANE	UNITED KINGDOM
PERTH	UNITED STATES
KUALA LUMPUR	KLC Kennic Lui & Co.
SINGAPORE	CHINA
	HONG KONG

Forms can be sent by facsimile on (08) 9214 1400 marked to the attention of Max Gould or scanned and emailed to max.gould@fh.com.au. However, Corporations Regulation 5.6.36A requires lodgement of the original of the Proxy Form with the Administrators' office within 72 hours of lodging the faxed/emailed copy.

4. Administrators' report to creditors pursuant to Section 439A(4)(a) of the Act which includes an opinion, with supporting reasons, on each of the following matters:
- Whether it would be in the creditors' interests to execute a deed of company arrangement.
 - Whether it would be in the creditors' interests for the Company to be wound up.
 - Whether it would be in the creditors' interests for the administration to end.

Creditors also have the option to adjourn the meeting for a period not exceeding forty-five (45) business days.

5. Administrators' Remuneration Request Approval Report which sets out:
- Details of time spent by category of staff at the rates applicable for such staff.
 - A summary of the work undertaken by the Administrators' and their staff in the administration.
 - A summary of the likely tasks and estimated remuneration of the Deed Administrators, should creditors resolve that the Company execute a Deed of Company Arrangement.
 - A summary of the likely tasks and estimated remuneration of the Liquidators, should creditors resolve that the Company be wound up.

For further information concerning the Voluntary Administration process and Ferrier Hodgson, you may wish to visit our website at www.ferrierhodgson.com.

Should you have any questions regarding the administration or the enclosed report, please do not hesitate to contact either Max Gould or Lauren McCann of this office on (08) 9214 1444.

Yours faithfully

Indochine Mining Limited



Martin Jones

Joint and Several Administrator

Encls.

Form 529
Notice of Meeting

Corporations Act 2001
Subregulation 5.6.12(2)

Indochine Mining Limited
(Administrators Appointed) (the Company)
ACN 141 677 385

NOTICE is given that a meeting of creditors of the Company will be held on 13 May 2015 at 11:00am (AWST) at the offices of Ferrier Hodgson, Level 28, 108 St Georges Tce, Perth, Western Australia and also a video conference link from the primary venue to the offices of Ferrier Hodgson, Level 13, Grosvenor Place, 225 George Street, Sydney, New South Wales.

Agenda

1. To consider a statement by the Directors about the Company's business, property, affairs and financial circumstances.
2. To consider the circumstances leading to the appointment of the Administrators to the Company, details of the proposed Deed of Company Arrangement and the various options available to creditors.
3. To consider the report of the Administrators.
4. To fix the remuneration of the Administrators.
5. To resolve that:
 - The Company execute a Deed of Company Arrangement; or
 - The Administration should end; or
 - The Company be wound up.
6. If it is resolved that the Company execute a Deed of Company Arrangement, to fix the remuneration of the Deed Administrators and Trustees.
7. If it is resolved that the Company be wound up, to fix the remuneration of the Liquidators
8. If it is resolved that the Company be wound up, consider whether a Committee of Inspection is to be appointed, and if so, the members of that Committee.
9. If it is resolved that the Company be wound up, consider whether, pursuant to Section 477(2A) of the Corporations Act 2001 (**the Act**), creditors authorise the Liquidators to compromise a debt owed to the Company of any amount.
10. If it is resolved that the Company be wound up, consider whether, pursuant to Section 477(2B) of the Act, creditors authorise the Liquidators to enter into contracts with duration of longer than three (3) months for that company.
11. If it is resolved that the Company be wound up, consider whether, subject to obtaining the approval of the Australian Securities & Investments Commission (**ASIC**) pursuant to Section 542(4) of the Act, the books and records of the Company and of the Liquidators may be disposed of by the Liquidators 12 months after the dissolution of the Company or earlier at the discretion of ASIC.

12. Any other business that may be lawfully brought forward.

For a person to be eligible to attend and vote at the meeting on your behalf, a Form 532, Appointment of Proxy, is to be completed and submitted by no later than 4:00pm on 12 May 2013, to:

Indochine Mining Limited (Administrators Appointed)
c/- Ferrier Hodgson
GPO Box 2537

Tel: 08 9214 1444
Fax: 08 9214 1400
Email: max.gould@fh.com.au

Note: In accordance with Regulation 5.6.36A of the Corporations Regulations 2001, if a proxy is submitted by facsimile, the original document must be lodged within 72 hours after lodging the faxed copy.

A company may only be represented by proxy or by an attorney appointed pursuant to Corporations Regulations 5.6.28 and 5.6.31 respectively or, by a representative appointed under Section 250D of the Act.

In accordance with Subregulation 5.6.23(1) of the Corporations Regulations, creditors will not be entitled to vote at the meeting unless they have previously lodged particulars of their claim against the Company in accordance with the Corporations Regulations and that claim has been admitted, for voting purposes, wholly or in part.

Dated this 4th day of May 2015



Martin Jones
Joint and Several Administrator

Form 532
Appointment of Proxy

Corporations Act 2001
Regulation 5.6.29

Indochine Mining Limited (Administrators Appointed) (the Company)
ACN 141 677 385

Instructions:

Please complete Sections A, B, C and D and submit in accordance with the Section E.

* Strike out if inapplicable.

A. Name and Contact Details of Person or Entity Entitled to Attend Meeting

(if entitled in a personal capacity, given name and surname; if a corporate entity, full name of company, etc)

of

(address)

Tel:

Fax:

B. Appointment of Person to Act as Proxy

Note: You may nominate "the Chairperson of the meeting" as your proxy (or your alternate proxy in the event that the first-named proxy is not in attendance).

*I / *We, as named in Section A above, a *creditor / *eligible employee creditor / *contributory / *debenture holder / *member of the Company, appoint

(name of person appointed as proxy)

or in his / her absence

(address of person appointed as proxy)

(name of person appointed as alternate proxy)

*as *my / *our proxy*

(address of person appointed as alternate proxy)

to vote at the second meeting of creditors to be held on 13 May 2015 at 11:00am at the offices of Ferrier Hodgson, or at any adjournment of that meeting in accordance with the instructions in Section C below.

C. Voting Instructions

*Note: A **general proxy** is entitled to vote on any resolution, subject to Regulation 5.6.33 of the Corporations Regulations 2001, as they see fit at the meeting – tick the “**general proxy**” box.*

*A **special proxy** is entitled to vote **only** in accordance with your specific instructions – tick the “**special proxy**” box and indicate your specific voting instructions by ticking **one option only** for each resolution for which you wish to give such instructions.*

*Your proxy may act as both a **special proxy**, in accordance with your instructions in relation to specific resolutions, and as a **general proxy**, in relation to resolutions where you have not issued specific instructions – tick **both** the “**general proxy**” and “**special proxy**” boxes. Your proxy will then be authorised to vote specifically in accordance with your instructions in relation to those resolutions where specific instructions have been given, and generally in relation to resolutions where no specific instructions have been given, and other business of the meeting.*

*My / *Our proxy, as named in Section B above, is entitled to act as *my / *our :

☐ **general proxy**, to vote on *my / *our behalf generally, as *he / *she determines, subject to any specific instructions below, if applicable.

and / or

☐ **special proxy**, to vote on *my / *our behalf specifically, in accordance with the following special instructions: *(for each resolution for which you wish to give specific voting instructions, please tick one option only)*

Resolution	For	Against	Abstain
1. That the Company execute a Deed of Company Arrangement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Company be wound up.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the Administration should end.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the remuneration of the Administrators, as set out in the Remuneration Approval Request Report dated 4 May 2015, for the period from 27 March 2015 to 30 April 2015 be fixed in the amount of \$ 109,930 (plus GST) and may be paid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the remuneration of the Administrators, as set out in the Remuneration Approval Request Report dated 4 May 2015, for the period from 1 May 2015 to 13 May 2015 be fixed at the scale of rates outlined in the Remuneration Approval Request Report up to a maximum amount of \$45,000 (plus GST), but subject to upward revision by resolution of creditors, and that the Administrators be authorised to make monthly payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against	Abstain
Where the Company enters a DOCA			
6. That the remuneration of the Deed Administrators, as set out in the Remuneration Approval Request Report dated 4 May 2015, for the period from 13 May 2015 to the execution of the Deed of Company Arrangement be fixed at the scale of rates outlined in the Remuneration Approval Request Report up to a maximum amount of \$25,000 (plus GST), but subject to upward revision by resolution of creditors, and that the Deed Administrators be authorised to make monthly payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That the remuneration of the Deed Administrators, as set out in the Remuneration Approval Request Report dated 4 May 2015, for the period from Execution of the DOCA to wholly effectuation or termination for the DOCA be fixed at the scale of rates outlined in the Remuneration Approval Request Report up to a maximum amount of \$125,000 (plus GST), but subject to upward revision by resolution of creditors, or the Committee of Inspection should one be appointed, and that the Liquidators be authorised to make monthly payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That the remuneration of the Trustees, as set out in the Remuneration Approval Request Report dated 4 May 2015, for the period from wholly effectuation of the DOCA to finalisation of the Creditors' Trust be fixed at the scale of rates outlined in the Remuneration Approval Request Report up to a maximum amount of \$75,000 (plus GST), but subject to upward revision by resolution of creditors, or the Committee of Inspection should one be appointed, and that the Trustees be authorised to make monthly payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Where the Company enters into Liquidation			
9. That the remuneration of the Liquidators, as set out in the Remuneration Approval Request Report dated 4 May 2015, for the period 13 May 2015 to completion of the Liquidation be fixed at the scale of rates outlined in the Remuneration Approval Request Report up to a maximum amount of \$150,000 (plus GST), but subject to upward revision by resolution of creditors, or the Committee of Inspection should one be appointed, and that the Liquidators be authorised to make monthly payments on account of such accruing remuneration as incurred.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against	Abstain
10. That, pursuant to Section 477(2A) of the Corporations Act 2001, creditors authorise the Liquidators to compromise a debt owed to the Company up to a maximum limit of any amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. That, pursuant to Section 477(2B) of the Corporations Act 2001, creditors authorise the Liquidators to enter into any agreement on the Company's behalf where:			
a) the term of the agreement may end; or	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) obligations of a party to the agreement may, according to the terms of the agreement, be discharged by performance; more than three months after the agreement is entered into.			
12. That, subject to obtaining the approval of the Australian Securities & Investments Commission (ASIC) pursuant to Section 542(4), the books and records of the Company and of the Liquidators be disposed of by the Liquidators 12 months after the dissolution of the Company or earlier at the discretion of ASIC.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

D. Signature

Dated:

Signature:

Name / Capacity #:

If an individual, insert full name
 If a sole trader, insert in accordance with the following example: "full name, proprietor"
 If a partnership, insert in accordance with the following example: "full name, partner of the firm named in Section A above"
 If a company, pursuant to Regulations 5.6.28 and 5.6.31 of the Corporations Regulations 2001, it may only be represented by proxy or attorney respectively, or by a representative appointed under Section 250D of the Corporations Act 2001. The document appointing the proxy, attorney or representative must be in executed in accordance with Section 127 of the Corporations Act 2001, in which instance, insert in accordance with the following example: "full name, director / secretary / director/secretary of the company named in Section A above" or under the hand of some officer duly authorised in that capacity, and the fact that the officer is so authorised must be stated in accordance with the following example: "full name, for the company named in Section A above (duly authorised under the seal of the company)" – a copy of authority / power of attorney is to be annexed.

E. Submitting the Proxy

For a person to be eligible to attend and vote at the meeting on your behalf, this form is to be completed and submitted by no later than on , to:

Indochine Mining Limited (Administrators Appointed)
 c/- Ferrier Hodgson
 GPO Box 2537
 PERTH WA 6001

Tel: 08 9214 1444
 Fax: 08 9214 1400
 Email: max.gould@fh.com.au

Note: In accordance with Regulation 5.6.36A of the Corporations Regulations 2001, if a proxy is submitted by facsimile, the original document must be lodged within 72 hours after lodging the faxed copy.

Certificate of Witness (to be completed only in special circumstances – see below)

*This certificate is only to be completed **only if the person giving the proxy is blind or incapable of writing**. The certificate of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.*

I

.....
(name of witness)

of

.....
(address of witness)

certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him/her before he/she signed or marked the instrument.

Dated:

Signature:

Form 535
Formal Proof of Debt or Claim (General Form)

Corporations Act 2001
Regulation 5.6.49(2)

Indochine Mining Limited
(Administrators Appointed) (the Company)
ACN 141 677 385

Instructions:

Please complete Sections A, B and C and submit to:

Indochine Mining Limited (Administrators Appointed)
 c/- Ferrier Hodgson
 GPO Box 2537
 PERTH WA 6001

Tel: 08 9214 1444
 Email: max.gould@fh.com.au

Fax: 08 9214 1400

* *Strike out if inapplicable.*

A. Name and Contact Details of Creditor
 ("the Creditor")

(if in a personal capacity, given name and surname; if a corporate entity, full name of company, etc)

of

(address)

Tel:

Fax:

Email:

B. Details of Debt or Claim

To the Administrators of the Company

1. This is to state that the Company was, on 27 March 2015, and still is justly and truly indebted to the Creditor for dollars

(amount in words)

and

cents (inclusive of GST, if applicable).

Particulars of the debt are:

Date	Consideration ¹	Net \$	GST \$	Total \$	Remarks ²
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-
- Under "Consideration" state how the debt arose, for example "goods sold and delivered to the company between the dates of", "moneys advanced in respect of the Bill of Exchange".
 - Under "Remarks" include details of vouchers substantiating payment.

- To my knowledge or belief the Creditor has not, nor has any person by the Creditor's order, had or received any satisfaction or security for the sum or any part of it,
*except for:

(insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, indicate "refer attached" above and show them in a schedule in the following form:)

Date	Drawer	Acceptor	Amount \$	Due Date
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-
- *I am employed by the Creditor / *I am the Creditor's agent
*and authorised in writing by the Creditor to make this statement.
I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

C. Signature

Dated:

Signature:

Name / Capacity #:

- # If the Creditor is an individual, insert full name
If the Creditor is a sole trader, insert in accordance with the following example: "full name, proprietor"
If the Creditor is a partnership, insert in accordance with the following example: "full name, partner of the firm named in Section A above"
If the Creditor is a company, insert in accordance with the following example: "full name, director / secretary / director/secretary of the company named in Section A above" or under the hand of some officer duly authorised in that capacity, and the fact that the officer is so authorised must be stated in accordance with the following example: "full name, for the company named in Section A above (duly authorised under the seal of the company)".
Where this form is completed by, for example, a solicitor or accountant of the Creditor, sign this form as the Creditor's authorised agent; where this form is completed by an authorised employee of the Creditor, indicate occupation (eg: credit manager, etc)