



235 St Georges Terrace  
Perth WA 6000

GPO Box A29  
Perth WA 6837  
Australia

ABN: 51 194 660 183  
Telephone: +61 8 9263 7171  
Facsimile: +61 8 9263 7129  
www.kpmg.com.au

3 March 2021

**TO BENEFICIARIES (formerly Creditors of Indochine Mining Limited)**

Dear Sir/Madam

**Indochine Creditors' Trust  
Indochine Mining Limited (formerly subject to Deed of Company Arrangement)  
ACN 141 677 385 (the Company)**

I was appointed as Trustee of the Indochine Creditors' Trust (**the Trust**) following effectuation of the Deed of Company Arrangement (**DOCA**) on 19 January 2021.

The DOCA contemplates that upon effectuation of the DOCA all creditors' claims (other than secured claim) against the Company would be extinguished and in lieu of that, creditors will maintain a right as a beneficiary of the Trust.

**Statement of Position**

I note that there will be insufficient funds to permit the payment of a dividend to beneficiaries of the Trust. The statement of position is set out below for your reference.

Statement of Position as at 22 February 2021	Amount \$
<b>Assets available</b>	
Cash at Bank	408,023
Estimated GST refund	1,927
<b>Total Assets available</b>	<b>409,950</b>
Less: Cost of administration	
Deed Administrator's fee for the period 3 August 2015 to 19 January 2021	(750,464)
Deed Administrator's expenses / disbursements as at 19 January 2021	(72,497)
Trustee's fees to completion	(75,000)
<b>Total cost of administration</b>	<b>(897,961)</b>
<b>Total assets available to beneficiaries</b>	<b>(488,011)</b>
Unsecured claims	(1,997,474)
<b>Estimated surplus/(deficiency)</b>	<b>(2,485,485)</b>



### Notice of Meeting of Beneficiaries

I advise that a meeting of beneficiaries has been convened at **11:00am (AWST)** on **Friday, 19 March 2021**. At this meeting, beneficiaries will be requested to approve the remuneration of the former Deed Administrator as detailed in the attached Remuneration Approval Request (**Annexure A**).

Accordingly, please find attached the following:

- 1 **Notice of meeting of beneficiaries (Annexure B)** to be held on Friday, 19 March 2021. The meeting commences at 11.00am (AWST). Please arrive for registration at least 15 minutes prior to the meeting.
- 2 **Appointment of Proxy Form (Annexure C) and Proof of Debt Form (Annexure D)** for the purpose of voting at the meeting. These forms should be lodged with this office by 4:00pm on Thursday, 18 March 2021.

You are not required to lodge your Proof of Debt again if you have done so previously in the administration unless you wish to amend your claim.

- 3 **Teleconference facility** will be made available at the meeting. In line with the current Covid restrictions in WA and the continued requirement to maintain physical distancing where possible, beneficiaries who wish to attend the meeting are encouraged to do so via the telephone conference facility.

Beneficiaries are required to complete the attached **Attendance by Electronic Facilities (Annexure E)** Form and lodge it with this office no later than 2 business days prior to the meeting, i.e. by 4:00pm on Wednesday, 17 March 2021 in order to be provided with the conference ID.

Should you have any queries, please do not hesitate to email Georga Webb of this office at [gwebb1@kpmg.com.au](mailto:gwebb1@kpmg.com.au).

Your faithfully

A handwritten signature in black ink, appearing to read 'Martin Jones', written over a horizontal line.

**Martin Jones**  
Trustee

Encl.

# Annexure A – Remuneration Approval Request

---

*Schedule 2 to the Corporations Act 2001, Section 70-50*  
*Insolvency Practice Rules (Corporations) 2016, Section 70-45*

**Indochine Creditors' Trust**  
**Indochine Mining Limited (formerly subject to Deed of Company Arrangement)**  
**ACN 141 677 385 ("the Company")**

## Remuneration Approval Request

This report contains the following information:

- Part 1: Declaration
- Part 2: Executive summary
- Part 3: Remuneration
- Part 4: Disbursements
- Part 5: Report on progress of the administration
- Part 6: Summary of receipts and payments
- Part 7: Questions
- Part 8: Approval of remuneration and internal disbursements
- Schedule A: Resolution 1 details

Next steps for beneficiaries:

- Please review the contents of this report, which sets out the resolution to be approved by beneficiaries at the meeting of beneficiaries to be held at 11:00AM (AWST) on Friday, 19 March 2021.
- Refer to the circular to beneficiaries dated 3 March 2021 for details as to how you can attend the meeting of beneficiaries in person or by proxy in order to vote on the resolutions contained in this report.

## 1 Declaration

I, Martin Jones of KPMG (previously of Ferrier Hodgson), have undertaken a proper assessment of this remuneration claim for my appointment as Deed Administrator of the Company in accordance with the Corporations Act 2001 (Cth) (**the Act**), the Australian Restructuring Insolvency & Turnaround Association (**ARITA**) Code of Professional Practice (**the Code**) and applicable professional standards.

I am satisfied that the remuneration claimed is in respect of necessary work, properly performed, or to be properly performed, in the conduct of the deed administration.

## 2 Executive summary

### 2.1 Summary of remuneration approval sought for the Company

To date, remuneration totalling \$125,000 (plus GST) has been approved and paid in the deed administration of the Company. This report details approval sought for the following remuneration:



Period	Amount (excl GST) \$
<b>Current remuneration approval sought:</b>	
3 August 2015 to 19 January 2021	750,464
<b>Total current remuneration approval sought</b>	<b>750,464</b>
<b>Past remuneration approved:</b>	
3 August 2015 to completion	125,000
<b>Total past remuneration approved</b>	<b>125,000</b>

Please refer to Part 3 for full details of the calculation and composition of the remuneration approval being sought.

Payment of the remuneration will be subject to the availability of funds available in the Creditors' Trust.

## 2.2 Comparison to estimate of costs provided to creditors (now beneficiaries) in the Initial Remuneration Notice

The remuneration approval sought differs to the estimate of costs provided to beneficiaries in our previous Remuneration Approval Request for the following reasons:

- The DOCA administration was initially intended to last for about 12-18 months. The rejection of our application to renew the exploration licence 1093 (**EL1093**) for the Mt Kare project in Papua New Guinea (**PNG**) by the Minister for Mining was not anticipated and consequently caused a significant delay to the DOCA effectuation.
- Following rejection of our renewal application, the Deed Administrator had to liaise with local and international stakeholders with a view to exploring options available to appeal against the rejection and preserving operations in PNG.
- The Deed Administrator proceeded to apply for a judicial review on 1 March 2016 of the Minister for Mining's rejection of our renewal application for EL1093. A number of legal submissions had been made and substantive hearing for the judicial review was held on 5 September 2017. The judicial review was ultimately unsuccessful after a court ruling. An appeal of this decision was subsequently heard but due to multiple factors including the global Covid-19 pandemic, the outcome of our appeal had been delayed. As a result, the conditions precedent for the DOCA had to be extended to align with the anticipated delivery of the outcome of the appeal.
- The delay in the delivery of the appeal outcome had the effect of delaying the DOCA effectuation. As a result, the Deed Administrator had to continue maintaining and preserving operations at the Mt Kare Gold/Silver Project in good standing.
- The Deed Administrator also made multiple applications to ASIC for extension of time to hold the Annual General Meeting (**AGM**) for the financial years of 2015, 2016, 2019 and 2020. The Company was unable to hold the AGM on time due to a number of reasons, including delay in the appeal decision by the PNG Supreme Court of Appeal.
- Given the protracted delay in the appeal decision, the Deed Administrator had held numerous discussions with the Secured Creditor to consider the alternative options to restructure the Company instead of continuing the DOCA.



### **3 Remuneration**

#### **3.1 Remuneration claim resolution**

I will be seeking approval of the following resolution with respect to remuneration. Details to support the resolution are included in Part 3.2.

#### **Resolution 1:**

*"That the remuneration of the former Deed Administrator, as set out in the Remuneration Approval Request dated 3 March 2021, for the period from 3 August 2015 to 19 January 2021 be fixed in the amount of \$750,464, plus any applicable GST, and may be paid."*

#### **3.2 Details of remuneration**

The basis of calculating the remuneration claims are set out below, including the details of the major tasks performed and the costs associated with each of those major tasks.



### 3.2.1 Resolution 1: 3 August 2015 to 19 January 2021

The below table sets out time charged to each major task area performed by the former Deed Administrator and their staff for the period 3 August 2015 to 19 January 2021, which is the basis of the Resolution 1 claim. Please refer to Schedule A for further details with respect to the tasks performed.

Indochine Mining Limited (formerly subject to Deed of Company Arrangement)																
Employee	Title	Rate \$ / hour (excl GST)	Total actual hours	Amount (\$) (excl GST)	Assets		Creditors		Employees		Trade On		Investigations		Administration	
					Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)	Hours	Amount (\$)
					Martin Jones	Partner	625	54.9	34,313	-	-	-	-	-	-	-
Andrew Smith	Partner	625	0.2	125	-	-	-	-	-	-	-	-	-	-	0.2	125
Martin Jones	Partner	595	106.6	63,427	-	-	-	-	-	-	-	-	-	-	106.6	63,427
Malcolm Field	Executive Director	575	0.5	288	-	-	-	-	-	-	-	-	0.2	115	0.3	173
Sean Powell	Director	550	12.2	6,710	-	-	-	-	-	-	-	-	10.6	5,830	1.6	880
Malcolm Field	Director	525	17.1	8,963	1.1	578	1.1	578	-	-	0.4	196	3.5	1,838	11.0	5,775
Lauren McCann	Associate Director / Senior Manager	500	180.0	90,000	16.7	8,350	8.8	4,400	-	-	36.8	18,400	-	-	117.7	58,850
Lauren McCann	Manager	450	162.8	73,260	2.6	1,170	7.5	3,375	-	-	19.0	8,550	5.4	2,430	128.3	57,735
Yvonne Liew	Manager	450	28.8	12,960	0.5	225	0.1	45	0.2	90	4.2	1,890	-	-	23.8	10,710
Lauren McCann	Manager	400	494.7	197,880	254.7	101,880	43.6	17,440	5.8	2,320	118.1	47,240	7.0	2,800	65.5	26,200
Kieran Chu	Manager	400	1.0	400	-	-	-	-	-	-	-	-	-	-	1.0	400
Bob Bickford	Assistant Manager	390	4.5	1,755	-	-	-	-	-	-	-	-	-	-	4.5	1,755
Miranda Stephens	Assistant Manager	390	21.3	8,307	-	-	-	-	-	-	0.7	273	-	-	20.6	8,034
Bob Bickford	Assistant Manager	360	0.2	72	-	-	0.2	72	-	-	-	-	-	-	-	-
Dawn Murchison	Assistant Manager	360	1.0	360	1.0	360	-	-	-	-	-	-	-	-	-	-
Miranda Stephens	Assistant Manager	360	4.6	1,656	-	-	-	-	-	-	-	-	-	-	4.6	1,656





Genevieve Caldera	Team Assistant	180	1.5	270	-	-	-	-	-	-	-	-	-	-	1.5	270
Jacqui Daniel	Team Assistant	180	21.6	3,888	-	-	-	-	-	-	-	-	-	-	21.6	3,888
Amy Jamieson	Team Assistant	180	0.4	72	-	-	-	-	-	-	-	-	-	-	0.4	72
Melissa Kroon	Team Assistant	180	0.1	18	-	-	-	-	-	-	-	-	-	-	0.1	18
Lisa Brandt	Team Assistant	180	6.2	1,116	-	-	-	-	-	-	-	-	-	-	6.2	1,116
Emily Mullett	Team Assistant	180	1.4	252	-	-	-	-	-	-	-	-	-	-	1.4	252
Francesca Fragnito	Team Assistant	180	0.6	108	-	-	-	-	-	-	-	-	-	-	0.6	108
Brendan Buckley	Admin Supervisor	140	1.6	224	-	-	-	-	-	-	-	-	-	-	1.6	224
Aimee Henry	Admin Supervisor	140	0.6	84	-	-	-	-	-	-	-	-	-	-	0.6	84
Samuel Herriman	Admin Supervisor	140	5.9	826	-	-	-	-	-	-	-	-	-	-	5.9	826
Jacob Newland	Admin Supervisor	140	11.5	1,610	-	-	-	-	-	-	-	-	-	-	11.5	1,610
Talia Newland	Admin Supervisor	140	0.1	14	-	-	-	-	-	-	-	-	-	-	0.1	14
Elizabeth Ralph	Admin Supervisor	140	0.1	14	-	-	-	-	-	-	-	-	-	-	0.1	14
Keith Robinson	Admin Supervisor	140	5.8	812	-	-	-	-	-	-	-	-	-	-	5.8	812
Sarah Smith	Admin Supervisor	140	2.8	392	-	-	-	-	-	-	-	-	-	-	2.8	392
<b>Total (\$) (excl GST)</b>			<b>2345.7</b>	<b>875,464</b>	<b>277.4</b>	<b>112,827</b>	<b>228.3</b>	<b>78,459</b>	<b>20.5</b>	<b>6,698</b>	<b>774.2</b>	<b>264,568</b>	<b>41.0</b>	<b>17,058</b>	<b>1,004.3</b>	<b>395,855</b>
<b>Previous Fee Approval</b>				<b>(125,000)</b>												
<b>Resolution 1: Further fee approval sought</b>				<b>750,464</b>												
GST (\$)				75,046												
<b>Total (\$) (incl GST)</b>				<b>825,510</b>		<b>112,827</b>		<b>78,459</b>		<b>6,698</b>		<b>264,568</b>		<b>17,058</b>		<b>395,855</b>
Average hourly rate				373		407		344		327		342		416		394

### 3.2.2 Comparison between current total and previous estimates

The total remuneration for the DOCA period from 3 August 2015 to 19 January 2021 is \$875,464 (plus GST). This amount differs to the estimate of costs previously provided to creditors in the Administrators' Remuneration Approval Request Report dated 4 May 2015 for the reasons stipulated in section 2.2 above.

### 3.3 Likely impact on dividends

The former Deed Administrator's remuneration and disbursements are a priority expense that rank ahead of the payment of creditors, that the work is necessary to undertake the administration for the DOCA period.

## 4 Disbursements

### 4.1 Types of disbursements

Disbursements are divided into three types:

- Externally provided professional services. These are recovered at cost. An example is legal fees.
- Externally provided non-professional costs such as travel, accommodation and search fees. These disbursements are recovered at cost.
- Internal disbursements such as photocopying, printing and postage. These disbursements, if charged to the former deed administration, would generally be charged at cost; although if a data room is utilised, the fee will comprise an initial setup fee and then a fee based on the duration and size of the data room or the number of users per month. Certain services provided by KPMG may require the processing of electronically stored information into specialist review platforms. Where these specialist resources are utilised, the fee will be based on units (e.g. number of computers), size (e.g. per gigabyte) and/or period of time (e.g. period of hosting). The relevant rates for internal disbursements are set out below:

Disbursement type	Charges (excl GST)
Advertising	At cost
ASIC industry funding model levy – metric events	At prescribed ASIC rates
Couriers	At cost
Data room hosting (incl 100GB of data + 40 users)	\$3,500 per month
Data room hosting (burst user fees above 40 users)	\$50 per user per month
Data room hosting (burst storage fees per GB above 100GB)	\$10 per GB per month
eDiscovery services	Variable
Photocopying / printing (outsourced)	At cost
Postage	At cost
Searches	At cost
Staff travel reimbursement	Up to \$100/day
Staff vehicle use	At prescribed ATO rates
Storage and storage transit	At cost
Telephone calls	At cost

*Note: Above rates are applicable for the financial year ending 30 June 2021. Disbursements charged at cost do not require creditor approval.*

### 4.2 Disbursements paid from the administration to date

There have been no disbursements paid from the administration to date.

## 5 Report on progress of the administration

The Remuneration Approval Request must be read in conjunction with the circular to beneficiaries dated 3 March 2021.

## 6 Summary of receipts and payments

A summary of receipts and payments for the period 19 January 2021 to 26 February 2021 is set out below:

For the period 19 January 2021 to 26 February 2021	Amount \$
<b>Receipts</b>	
Transfer of funds from Deed Administrator	408,023
<b>Total receipts</b>	<b>408,023</b>
<b>Cash at bank at 26 February 2021</b>	<b>408,023</b>

## 7 Approval of remuneration

For information about how approval of the resolutions for remuneration will be sought, refer to the circular to beneficiaries dated 3 March 2021.

## 8 Questions

If you require further information in respect of the above, or have other questions, please contact Georga Webb of this office on 08 9278 2133.

The restructuring partners of KPMG are members of ARITA. KPMG follows the Code. A copy of the Code may be found on the ARITA website at [www.arita.com.au](http://www.arita.com.au).

An information sheet concerning approval of remuneration in external administrations can also be obtained from the Australian Securities & Investments Commission website at [www.asic.gov.au](http://www.asic.gov.au).

Dated this 3<sup>rd</sup> day of March 2021



**Martin Jones**  
Trustee

**Schedule A – Resolution 1**

The below table contains more detailed descriptions of the tasks performed within each task area performed by the former Deed Administrator and their staff for the period 3 August 2015 to 19 January 2021, which is the basis of the Resolution 1 claim in section 3.2.1.

Task area	General description	Includes
<b>Assets</b>  <b>277.4 hours</b> <b>\$112,826.50</b> <b>(excl GST)</b>	Sale of business as a going concern	<ul style="list-style-type: none"> <li>– Preparing information memorandum / setting up Data room</li> <li>– Liaising with valuers, auctioneers and interested parties</li> <li>– Liaising with potential purchasers</li> <li>– Internal meetings to discuss / review offers received</li> </ul>
	Plant and equipment	<ul style="list-style-type: none"> <li>– Liaising with valuers, auctioneers and interested parties</li> <li>– Reviewing asset listings</li> </ul>
	Debtors	<ul style="list-style-type: none"> <li>– Correspondence with debtors</li> <li>– Reviewing and assessing debtors ledgers</li> <li>– Liaising with debt collectors and solicitors</li> </ul>
	Other assets	<ul style="list-style-type: none"> <li>– Tasks associated with realising other assets</li> </ul>
	Creditor enquiries, requests and directions	<ul style="list-style-type: none"> <li>– Receive and respond to creditor enquiries</li> <li>– Maintaining creditor request log</li> <li>– Review and prepare initial correspondence to creditors and their representatives</li> <li>– Documenting</li> <li>– Considering reasonableness of creditor requests</li> <li>– Obtaining legal advice on requests</li> <li>– Documenting reasons for complying or not complying with requests or directions</li> <li>– Compiling information requested by creditors</li> </ul>
<b>Creditors</b>  <b>228.3 hours</b> <b>\$78,459.00</b> <b>(excl GST)</b>	Retention of title claims	<ul style="list-style-type: none"> <li>– Search to the PPSR register</li> <li>– Notify PMSI creditors identified from PPSR register</li> <li>– Receive initial notification of creditors' intention to claim</li> <li>– Provision of retention of title claim form to creditor</li> <li>– Adjudicate retention of title claim</li> </ul>

Task area	General description	Includes
		<ul style="list-style-type: none"> <li>Forward correspondence to claimant notifying outcome of adjudication</li> </ul>
	Secured creditor reporting	<ul style="list-style-type: none"> <li>correspondence</li> <li>Responding to secured creditor's queries</li> </ul>
	Creditor reports	<ul style="list-style-type: none"> <li>General reports to creditors</li> </ul>
	Dealing with proofs of debt	<ul style="list-style-type: none"> <li>Receipting and filing proofs of debt when not related to a dividend</li> <li>Corresponding with OSR and ATO regarding proofs of debt when not related to a dividend</li> </ul>
<b>Employees</b>	Employee enquiries	<ul style="list-style-type: none"> <li>Receive and follow up employee enquiries via telephone</li> <li>Review and prepare correspondence to creditors and their representatives via facsimile, email and post</li> </ul>
<b>20.5 hours</b> <b>\$6,697.50</b> <b>(excl GST)</b>	Employee dividend	<ul style="list-style-type: none"> <li>Correspondence with employees regarding dividend</li> <li>Correspondence with ATO regarding SGC proof of debt</li> <li>Receipting proofs of debt</li> <li>Adjudicating proofs of debt</li> <li>Ensuring PAYG is remitted to ATO</li> </ul>
<b>Trade on</b>	Trade-on management	<ul style="list-style-type: none"> <li>Liaising with suppliers</li> <li>Liaising with management and staff</li> <li>Attendance on site</li> <li>Authorising purchase orders</li> <li>Maintaining purchase order registry</li> <li>Preparing and authorising receipt vouchers</li> <li>Preparing and authorising payment vouchers</li> </ul>
<b>774.2 hours</b> <b>\$264,568.00</b> <b>(excl GST)</b>	Processing receipts and payments	<ul style="list-style-type: none"> <li>Entering receipts and payments into accounting system</li> </ul>
	Budgeting and financial reporting	<ul style="list-style-type: none"> <li>Reviewing Company's budgets and financial statements</li> <li>Preparing budgets</li> <li>Preparing weekly financial reports</li> <li>Finalising trading profit or loss</li> <li>Meetings with secured creditor</li> </ul>
<b>Investigation</b>	Conducting investigation	<ul style="list-style-type: none"> <li>Collection of Company books and records</li> <li>Reviewing Company's books and records</li> <li>Preparation of investigation file</li> <li>Lodgement of investigation with ASIC</li> </ul>
<b>41.0 hours</b> <b>\$17,057.50</b> <b>(excl GST)</b>		

Task area	General description	Includes
<b>Administration</b>  <b>1,004.3 hours</b> <b>\$395,855.00</b> <b>(excl GST)</b>	Correspondence	<ul style="list-style-type: none"> <li>– General correspondence / update to shareholders</li> </ul>
	Document maintenance / file review / checklist	<ul style="list-style-type: none"> <li>– Administration reviews</li> <li>– Filing of documents</li> <li>– File reviews</li> <li>– Updating checklists</li> </ul>
	Bank account administration	<ul style="list-style-type: none"> <li>– Preparing correspondence opening and closing accounts</li> <li>– Requesting bank statements</li> <li>– Bank account reconciliations</li> <li>– Correspondence with bank regarding specific transfers</li> </ul>
	ASIC forms	<ul style="list-style-type: none"> <li>– Preparing and lodging ASIC forms</li> <li>– Correspondence with ASIC regarding statutory forms</li> </ul>
	ATO and other statutory reporting	<ul style="list-style-type: none"> <li>– Notification of appointment</li> <li>– Preparing BASs</li> <li>– Completing group certificates</li> </ul>
	Finalisation	<ul style="list-style-type: none"> <li>– Notifying ATO of finalisation</li> <li>– Cancelling ABN / GST / PAYG registration</li> <li>– Completing checklists</li> <li>– Finalising WIP</li> </ul>
	Planning / review	<ul style="list-style-type: none"> <li>– Discussions regarding status / strategy of administration</li> </ul>

# Annexure B – Notice of meeting of beneficiaries

---

## Indochine Creditors' Trust

Indochine Mining Limited (formerly subject to Deed of Company Arrangement)  
ACN 141 677 385 ("the Company")

NOTICE IS GIVEN that a meeting of beneficiaries of the Indochine Creditors' Trust will be held on Friday, 19 March 2021 at 11:00am (AWST). **Telephone conference facility will be available for the meeting.**

### Agenda

1. To hear an account of the Trustee's dealings to date.
2. To consider and if thought appropriate *"That the remuneration of the former Deed Administrator, as set out in the Remuneration Approval Request dated 3 March 2021, for the period from 3 August 2015 to 19 January 2021 be fixed in the amount of \$750,464, plus any applicable GST, and may be paid."*
3. Any other business that may be lawfully brought forward.

For a person to be eligible to attend and vote at the meeting of beneficiaries on your behalf, please complete and return your proxy form by **no later than 4:00pm (AWST) on 17 March 2021**, to:

Attention: Georga Webb  
c/- KPMG Restructuring Perth  
Fax: (08) 9278 2133  
Email: [gwebb1@kpmg.com.au](mailto:gwebb1@kpmg.com.au)

Proxy forms submitted for previous meetings of creditors are not valid for this meeting.

Beneficiaries wishing to attend the meeting by telephone conference facility are required to provide a written statement to the Trustee via email to [gwebb1@kpmg.com.au](mailto:gwebb1@kpmg.com.au) setting out the appointed proxy, the address and facsimile to which the notices are to be sent, a telephone number at which the proxy may be contacted on and submit a proxy form to the Trustee no later than 2 business day before the day on which the meeting is to be held, i.e. **by 4:00PM (AWST) Wednesday, 17 March 2021**.

The details to attend by telephone are as follows:

Dial-in number (toll free): 1800 113 880  
Dial-in number (AU): (02) 9455 9995  
Conference ID: will be provided upon receipt of completed **Statement for attendance**

Beneficiaries should dial in no more than 5 minutes before the scheduled meeting time.

*Note:*

*A company may only be represented by proxy or by an attorney appointed pursuant to IPR Sections 75-25 and 75-150 or, by a representative appointed under Section 250D of the Act.*

Dated this 3<sup>rd</sup> day of March 2021

  
**Martin Jones**  
Trustee

# Annexure C – Appointment of Proxy

Return to no later than 4:00 PM, Thursday 18 March 2021 to:

KPMG GPO Box A29, PERTH WA 6837

Tel: +61 8 9278 2133

Fax: +61 8 9263 7129

Email: gwebb1@kpmg.com.au

---

## Indochine Creditors' Trust

Indochine Mining Limited (formerly subject to DOCA) ACN 141 677 385

Date of Appointment: 19/01/2021

---

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

1

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

2 of

(address)

3 Tel:

4 Email:

---

### 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).

1 I/We, as named in Section A above, a beneficiary of the Indochine Creditors' Trust, appoint

2

(name of person appointed as proxy)

3

4 or in his / her absence

(address of person appointed as proxy)

5

(name of person appointed as alternate proxy)

6

7 as \*my / \*our proxy

(address of person appointed as alternate proxy)

to vote at the meeting of beneficiaries to be held on Friday, 19 March 2021 at 11:00 AM AWST at KPMG, Level 8, 235 St Georges Terrace PERTH WA, or at any adjournment of that meeting in accordance with the instructions in Section C below.

---

### C. Voting Instructions

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

2 **general proxy**, to vote on \*my / \*our behalf **and / or**

3 **special proxy**, to vote on \*my / \*our behalf specifically as follows:

Resolution	For	Against	Abstain
1. That the remuneration of the former Deed Administrator, as set out in the Remuneration Approval Request dated 3 March 2021, for the period from 3 August 2015 to 19 January 2021 be fixed in the amount of \$750,464, plus any applicable GST, and may be paid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

---

### D. Signature

1 Dated:

2 Signature:

3 Name / Capacity:

## Assistance Sheet: Completing a Proxy Form

### Section A – Name and Contact Details of Person or Entity Entitled to Attend Meeting

1. Insert the full name of the employee, individual, sole trader, partnership or company that the debt is owed to.
2. Insert the address of the employee, individual, sole trader, partnership or company that the debt is owed to.
3. Insert the telephone number of the employee, individual, sole trader, partnership or company that the debt is owed to.
4. Insert the email address of the employee, individual, sole trader, partnership or company that the debt is owed to.

### Section B – Appointment of Person to Act as Proxy

1. Insert the name of the person who will be exercising the beneficiary's vote at the meeting. If someone is attending the meeting in person, that person's name should be inserted. Alternatively, if someone is unable to attend, but you still want to cast a vote at the meeting, then you can appoint the Chairperson of the meeting to vote on your behalf by inserting the words 'the Chairperson' here.
2. Insert the address of the person nominated at (2) that will be attending the meeting as proxy. If you have elected 'the Chairperson' because no one is attending in person, leave this row blank.
3. Cross out any wording that is **not** applicable.
4. If the person you have elected to attend is unavailable on the day, you may nominate a second person to attend in their absence. Alternatively, you can appoint the Chairperson of the meeting to vote on your behalf by inserting 'the Chairperson'.
5. Insert the address of the second person here. If you have elected 'the Chairperson', leave this row blank.
6. Cross out any wording that is not applicable.

### Section C – Voting Instructions

1. Cross out any wording that is not applicable.
2. Insert an 'X' in this box if you want the person who is attending the meeting to vote as they see fit on each of the resolutions in the 'Resolution' table. If you select this option, proceed to Section D, **unless** you wish to vote specifically on certain resolutions, in which case you also insert an 'X' in the special proxy box and select 'For', 'Against' or 'Abstain' on the resolutions. The person voting at the meeting will have discretion to vote as they see fit on any resolutions where you have **not** selected 'For', 'Against' or 'Abstain'.
3. Insert an 'X' in this box if you want the person who is attending the meeting, to vote exactly in accordance with your instructions. If you select this option, you must select 'For', 'Against' or 'Abstain' for each of the resolutions in the 'Resolution' table. Do not tick more than one box for each resolution.

### Section D – Signature Instructions

1. Insert the date that the proxy form is being signed.
2. The form should be signed by **one** of the following persons:
  - If the debt is owed to an employee/individual, then the individual that the debt is owed to; or
  - If the debt is owed to a sole trader, then the sole trader that the debt is owed to; or
  - If the debt is owed to a partnership, then one of the partners of the partnership; or
  - If the debt is owed to a company, then a duly authorised office of the company (normally a director or secretary of the company).
3. Insert the name of the person signing the form, and note their capacity (that is, their role):
  - If the debt is owed to a sole trader, note their capacity as proprietor, eg: "[Full name], proprietor"; or
  - If the debt is owed to a partnership, note their capacity as partner, eg: "[Full name], partner of the firm named in Section A above"; or
  - If the debt is owed to a company, note their capacity as director or secretary, eg: "[Full name], director/secretary of the company named in Section A above"

# Annexure D – Formal Proof of Debt or Claim Form

Return to no later than 4:00 PM, Thursday 18 March 2021 to:  
KPMG GPO Box A29, PERTH WA 6837  
Tel: +61 8 9278 2133  
Fax: +61 8 9263 7129  
Email: gwebb1@kpmg.com.au

---

## Indochine Creditors' Trust

Indochine Mining Limited (formerly subject to DOCA) ACN 141 677 385 (the Company)

Date of Appointment: 19/01/2021

---

### A. Name and Contact Details of Beneficiary

<sup>1</sup> \_\_\_\_\_ (the Beneficiary)

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

<sup>2</sup> of \_\_\_\_\_

*(insert address)*

<sup>3</sup> Tel: \_\_\_\_\_

<sup>4</sup> Email: \_\_\_\_\_

Tick this box to elect to receive electronic notification of notices or documents, in accordance with Section 600G of the Corporations Act 2001, at the email address specified above.

---

### B. Details of Debt or Claim

<sup>1</sup> Amount owing: \_\_\_\_\_

*(insert dollars and cents, inclusive of GST if applicable)*

<sup>2</sup> Nature of Debt or Claim: \_\_\_\_\_

*(insert description of debt and/or reference any supporting documentation)*

<sup>3</sup> Select one of the following options:

The Beneficiary is formerly an unsecured creditor of the indebted Company

The Beneficiary is a former employee of the indebted Company

The Beneficiary is a related party to the indebted Company (please indicate: secured / unsecured)

---

For all claims:

<sup>4</sup> I have attached supporting documentation to substantiate my claim

<sup>5</sup> To my knowledge or belief the beneficiary has not, nor has any person by the beneficiary's order had or received any satisfaction or security for the sum or any part of it except for the following:

\_\_\_\_\_  
*(insert details and value of security where relevant)*

---

### C. Signature

<sup>1</sup> Dated: \_\_\_\_\_

<sup>2</sup> Signature: \_\_\_\_\_

<sup>3</sup> Name / Capacity: \_\_\_\_\_

## Assistance Sheet: Completing a Proof of Debt Form

### Section A – Name and Contact Details of Beneficiary

1. Insert the full name of the employee, individual, sole trader, partnership or company that the debt is owed to.
2. Insert the address of the employee, individual, sole trader, partnership or company that the debt is owed to.
3. Insert the telephone number of the employee, individual, sole trader, partnership or company that the debt is owed to.
4. Insert the email address of the employee, individual, sole trader, partnership or company that the debt is owed to.

### Section B – Details of Debt or Claim

1. The amount owing should only include debts or claims which arose prior to the date of appointment.
2. Insert the currency if not Australian dollars.
3. Type of beneficiary: tick one of the options only.
4. For all claims, ensure supporting documentation is attached, such as invoices, statements, agreements.
5. For secured claims, 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

### Section C – Signature Instructions

1. Insert the date that the proof of debt form is being signed.
2. The form should be signed by **one** of the following persons:
  - If the debt is owed to an employee/individual, then the individual that the debt is owed to; or
  - If the debt is owed to a sole trader, then the sole trader that the debt is owed to; or
  - If the debt is owed to a partnership, then one of the partners of the partnership; or
  - If the debt is owed to a company, then a duly authorised office of the company (normally a director or secretary of the company).
3. Insert the name of the person signing the form, and note their capacity (that is, their role):
  - If the debt is owed to a sole trader, note their capacity as proprietor, eg: "[Full name], proprietor"; or
  - If the debt is owed to a partnership, note their capacity as partner, eg: "[Full name], partner of the firm named in Section A above"; or
  - If the debt is owed to a company, note their capacity as director or secretary, eg: "[Full name], director/secretary of the company named in Section A above"]

# Annexure E – Attendance by Electronic Facilities

Return to no later than 4:00 PM, Wednesday 17 March 2021 to:

**Beneficiaries please note – only to be completed if you wish to attend the meeting by electronic facilities**

KPMG GPO Box A29, PERTH WA 6837  
Tel: +61 8 9278 2133  
Fax: +61 8 9263 7129  
Email: gwebb1@kpmg.com.au

---

**Company: Indochine Creditors' Trust**  
**Indochine Mining Limited (formerly subject to DOCA) ACN 141 677 385**  
**Date of Appointment: 19/01/2021**

For the meeting of beneficiaries of the Indochine Creditors' Trust to be held on Friday, 19 March 2021 at 11:00 AM (AWST) or at any adjournment of that meeting.

The following electronic facilities will be available at the meeting: Telephone

---

## A. **Nomination of beneficiary to attend meeting via electronic facilities**

1

.....  
*(name of beneficiary - person)*

2

.....  
*(name of the person and proxy or attorney – if any)*

3

.....  
*(address that notices to the person, proxy or attorney may be sent)*

<sup>4</sup>Select one of the following options:

- Email  
 Telephone .....

<sup>5</sup>Select as applicable. Omit if you do not need to appoint a proxy:

- A completed Appointment of Proxy for the meeting is enclosed. **OR**  
 An Appointment of Proxy for the meeting has already been submitted.

<sup>6</sup>Select as applicable:

- I have previously submitted a Proof of Debt or Claim Form. **OR**  
 A Proof of Debt or Claim Form is enclosed.

---

## B. **Signature**

<sup>1</sup> Dated:

.....  
<sup>2</sup> Signature:

.....  
<sup>3</sup> Name / Capacity:

---