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## **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at Level 2, 66 Hunter Street, Sydney NSW at 3.00pm (AEDST) on Wednesday, 29 November 2017.**

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*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (02) 9300 3377.***

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## INDO MINES LIMITED

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Shareholders of Indo Mines Limited (**Company**) will be held at Level 2, 66 Hunter Street, Sydney NSW at 3.00pm (AEDST) on Wednesday, 29 November 2017 (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered as Shareholders of the Company on Monday, 27 November 2017 at 5.00pm (AEDST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

### AGENDA

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#### 1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

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#### 2. Resolution 1 - Remuneration Report

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

#### Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) it is cast by a person as a 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 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.

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#### 3. Resolution 2 - Re-election of Director – Mr Peter Chambers

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

*"That, Mr Peter Chambers who retires in accordance with Article 6.3(c) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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By Order of the Board



**Richard Edwards**  
**Company Secretary**

23 October 2017

## **EXPLANATORY MEMORANDUM**

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### **1. Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 2, 66 Hunter Street, Sydney NSW at 3.00pm (AEDST) on Wednesday, 29 November 2017.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form accompanies the Notice.

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### **2. Action to be taken by Shareholders**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **2.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

#### **2.2 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)**

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

Shareholders are able to view the Company's current year Annual Report online at [www.indomines.com.au](http://www.indomines.com.au) and click on the direct link.

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### **3. Annual Report**

The Corporations Act requires the Annual Report to be laid before the Company's annual general meeting. There is no requirement in either in the Corporations Act or the Constitution for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which can be accessed online at [www.indomines.com.au](http://www.indomines.com.au) and click on the direct link;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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#### **4. Resolution 1 – Remuneration Report**

The Remuneration Report is contained in the Directors' Report in the Annual Report. Shareholders can access a copy of the report at the Company's website [www.indomines.com.au](http://www.indomines.com.au).

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* which came into effect on 1 July 2011, amended the Corporations Act to provide that Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2015 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2017 annual general meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary Resolution.

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#### **5. Resolution 2 – Re-election of Director – Mr Peter Chambers**

Article 6.3(c) of the Constitution provides that where the Company has three or more Directors, one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting of the Company.

Article 6.3(b) of the Constitution states that a Director must retire from office no later than (i) the third annual general meeting of the Company; or (ii) 3 years following that Director's last election or appointment.

Article 6.3(f) of the Constitution states that a Director who retires under Article 6.3(c) is eligible for re-election.

In accordance with the Constitution, Mr Peter Chambers will retire and seek re-election.

A summary of Mr Chambers experience and qualifications is as follows:

Mr Peter Chambers most recently held the position of Managing Director - Strategy and Governance with the Rajawali Group which he retired from at the end of June 2014. He served as a member of the Board of Directors of PT. Rajawali Corpora from 2005 until his retirement from the Rajawali board. Mr Chambers is a member of the Board of Commissioners and the Remuneration and Compensation Committee of Excelcomindo, Indonesia's third largest mobile telephone operator. He was one of the key persons when Rajawali established Excelcomindo in the late 1990s.

He has more than 20 years' experience in the finance and telecommunications industries having been the Head of the South East Asia Communication Practice of Coopers and Lybrand (Hong Kong based). Mr Chambers has also held executive roles with various international companies over the years.

Mr Chambers graduated from the Royal Melbourne Institute of Technology in Melbourne, Australia, with a degree in Finance and Accounting.

Mr Chambers was appointed a Director of Indo Mines on 26 November 2012.

Your Directors (other than Mr Chambers) unanimously recommend the re-election of Mr Chambers.

## Schedule 1- Definitions

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In this Notice and the Explanatory Memorandum:

**"AEDST"** means Australian Eastern Daylight Savings Time, being the time in Sydney, NSW.

**"Annual Report"** means the Director's Report, the Financial Report and Auditor's Report in respect of the financial year ended 30 June 2017.

**"Auditor's Report"** means the auditor's report on the Financial Report.

**"Board"** means the Directors of the Company acting as a board.

**"Chairman"** means the person appointed to chair the Meeting.

**"Company"** or **"Indo Mines"** means Indo Mines Limited ABN 40 009 245 210.

**"Constitution"** means the Constitution of the Company as at the date of the Meeting.

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

**"Director"** means a director of the Company.

**"Directors' Report"** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**"Explanatory Memorandum"** means the explanatory memorandum to the Notice.

**"Financial Report"** means the 2017 annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**"Meeting"** has the meaning given in the introductory paragraph of the Notice.

**"Notice"** means this Notice of Meeting.

**"Proxy Form"** means the proxy form accompanying the Notice.

**"Remuneration Report"** means the remuneration report of the Company contained in the director's report.

**"Resolution"** means a resolution referred to in this Notice.

**"Schedule"** means a schedule to this Notice.

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

**"Shareholder"** means a shareholder of the Company.

**"Strike"** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

In this Notice and the Explanatory Memorandum, words importing the singular include the plural and vice versa

# INDO MINES LIMITED

ABN 40 009 245 210

## PROXY FORM

The Company Secretary  
Indo Mines Limited

**By delivery and post:**  
Level 2, 66 Hunter Street  
Sydney NSW 2000

**By facsimile:**  
(61-2) 9221 6333

**Name of  
Shareholder:**

**Address of  
Shareholder:**

**Number of Shares  
entitled to vote:**

### Step 1 - Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

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**the Chairman  
of the Meeting  
(mark box)**

**OR**

Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **Level 2, 66 Hunter Street, Sydney NSW at 3.00m (AEDST) on Wednesday, 29 November 2017** and at any adjournment or postponement of that Meeting.

**Chairman authorise to exercise undirected proxies on remuneration related resolution:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in Step 2 below.

### Step 2 – Instructions as to Voting on Resolutions

#### INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report			
Resolution 2	Re-election of Director – Mr Peter Chambers			

\* If you mark the **Abstain** box for a particular Resolution, 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 – Sign

**Signature of Shareholder(s) – This section must be completed**

**Individual or Shareholder 1**

**Sole Director and Sole Company Secretary**

**Shareholder 2**

**Director**

**Shareholder 3**

**Director/Company Secretary**

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

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#### Proxy Notes:

##### Appointment of Proxy

*Voting 100% of your holding:* Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item, your vote will be invalid on that item.

*Voting a portion of your holding:* Indicate a portion of your voting rights by inserting the percentage or number of Shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement of 100%.

*Appointing a second proxy:* You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies, you must specify the percentage of votes or number of Shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names and the percentage of votes or number of securities for each in Step 1.

A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

##### Signing instructions:

Individual: where the holding is in one name, the shareholder must sign.

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the office of MIS Corporate Pty Ltd, Level 2, 66 Hunter Street, Sydney NSW 2000 or Facsimile (02) 9221 6333 if faxed from within Australia or +61 2 9221 6333 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting.