
INDIORE LIMITED

ACN 057 140 922

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30am WST

DATE: 27 November 2018

PLACE: Armada Advisors and Accountants
18 Sangiorgio Court
Osborne Park WA 6017

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm WST on 23 November 2018.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018."

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PETER RICHARDS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, Peter Richards, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – NIK SENAPATI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Nik Senapati, a Director who was appointed as an additional Director, on 28 September 2018, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if 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, it is cast by the person chairing 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.

6. RESOLUTION 5 – ISSUE OF OPTIONS TO RELATED PARTY – NIK SENAPATI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 333,333 Options to Nik Senapati (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Nik Senapati (or his nominee) or any of their associates. However, the Company need not disregard a vote if 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, it is cast by the person chairing 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. RESOLUTION 6 – ISSUE OF CONVERTIBLE NOTES – FIRST SAMUEL LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue the First Tranche Notes, the

Second Tranche Notes, the Third Tranche Notes and the Fourth Tranche Notes with a combined face value of \$6,000,000 pursuant to the Note Deed on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing 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.

8. RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS – TIMOTHY LEE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,750,000 Performance Rights to Mr Timothy Lee (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing 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.

9. RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS – SEAN FREEMAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,500,000 Performance Rights to Mr Sean Freeman (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing 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.

10. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS – DASARI RAO

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,375,000 Performance Rights to Mr Dasari Rao (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing 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.

11. RESOLUTION 10 – ISSUE OF DIRECTOR INCENTIVE SHARES – DAVID MENDELAWITZ

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 31,689,190 Shares as Director incentive remuneration to David Mendelawitz (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 10 Excluded Party**). However, the Company need not disregard a vote if 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, provided the Chair is not a Resolution 10 Excluded Party, it is cast by the person chairing 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 26 October 2018

By order of the Board

Sean Henbury
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6168 8000.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at **www.indiore.com**.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PETER RICHARDS

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Peter Richards, who has served as a director since 12 August 2009 and was last re-elected on 25 November 2016, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Richards is an internationally experienced business executive with a proven track record in achieving financial, operational, and safety targets. He has more than 30 years' of local and international experience with companies such as British Petroleum (including its mining arm Seltrust Holdings), Wesfarmers and Dyno Nobel, providing him with a broad understanding of the global mining and mining services industries. Mr Richards has a proven record of managing and supporting complex financial and corporate activities. This experience has afforded significant exposure to the investment, broking and analyst community. Peter's global experience provides him with exposure to diverse cultures and societies and has equipped him to understand the environment in which businesses operate.

Mr Richards also currently holds the positions of Director for Emeco Holdings Limited, GrainCorp Limited and Cirralto Limited.

3.3 Independence

If elected the board considers Peter Richards will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Peter Richards and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – NIK SENAPATI

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders.

Dr Nik Senapati, having been appointed by other Directors on 28 September 2018 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Dr Nik Senapati is the Honorary advisor to Federation of Indian Chambers of Commerce and Industry (FICCI) in Australia and is an advisor to Dua Associates and Consulting in New Delhi. Dr Senapati is also the President of the Australia India Business Council in Queensland. Until 2015 Dr Senapati was country head of Rio Tinto in India, a role that he held for almost 10 years.

Dr Senapati is a geologist and has spent over 35 years in the mining industry with roles in exploration, operations, strategy and external relations. He chaired the mining committee of Confederation of Indian Industry, was instrumental in establishing the Sustainable Mining Initiative for the Indian mining industry and initiated the Skills Council in the Mining Sector. Dr Senapati was educated in India, Australia and as a Rhodes Scholar in the UK.

Dr Senapati does not hold any other material directorships.

4.3 Independence

Dr Nik Senapati has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Dr Nik Senapati will be an independent director.

4.4 Board recommendation

The Board supports the re-election of Dr Nik Senapati and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of

\$19,199,632 (based on the number of Shares on issue and the closing price of Shares on the ASX on 28 September 2018).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: IOR).

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded 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 ASX trading days of the date in section 5.2(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 28 September 2018.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0425 50% decrease in Issue Price	\$0.085 Issue Price	\$0.1275 50% increase in Issue Price
225,878,025 (Current Variable A)	Shares issued - 10% voting dilution	22,587,802 Shares	22,587,802 Shares	22,587,802 Shares
	Funds raised	\$959,982	\$1,919,963	\$2,879,945
338,817,038 (50% increase in Variable A)	Shares issued - 10% voting dilution	33,881,703 Shares	33,881,703 Shares	33,881,703 Shares
	Funds raised	\$1,439,972	\$2,879,945	\$4,319,917
451,756,050 (100% increase in Variable A)	Shares issued - 10% voting dilution	45,175,605 Shares	45,175,605 Shares	45,175,605 Shares
	Funds raised	\$1,919,963	\$3,839,926	\$5,759,890

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 225,878,025 Shares on issue, being existing Shares as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 28 September 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration and development expenditure on the Company's current assets and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources, assets and investments including/excluding previously announced acquisitions, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

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

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 30 November 2017 (**Previous Approval**).

The Company has issued 17,349,707 Shares (260,245,610 pre-Consolidation) pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 27 November 2017, the Company also issued a further 35,031,245 Shares (525,468,677 pre-Consolidation), 333,333 Options (5,000,000 pre-Consolidation) and 7,333,333 Performance Rights (110,000,000 pre-Consolidation), which represents approximately 26.55% of the total diluted number of Equity Securities on issue in the Company on 27 November 2017, which was 2,412,456,094 (pre-Consolidation).

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 2.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

5.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in

an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

6. RESOLUTION 5 – ISSUE OF OPTIONS TO RELATED PARTY – NIK SENAPATI

6.1 General

On 28 September 2018, the Company announced the appointment of Dr Nik Senapati as Non-Executive Director of the Company.

The Company has agreed, subject to obtaining Shareholder approval, to issue 333,333 Options (**Related Party Options**) to Dr Senapati (or his nominee) on the terms and conditions set out below.

Resolution 5 seeks Shareholder approval for the grant of the Related Party Options to Dr Senapati (or his nominee).

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Related Party Options constitutes giving a financial benefit and Dr Senapati is a related party of the Company by virtue of being a Director.

The Directors (other than Dr Senapati who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options because the agreement to grant the Related Party Options, reached as part of the remuneration package for Dr Senapati, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

6.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Related Party Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

6.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the Related Party Options will be granted to Dr Nik Senapati (or his nominee);
- (b) the number of Related Party Options to be issued is 333,333;
- (c) the Related Party Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (d) the Related Party Options will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the terms and conditions of the Related Party Options are set out in Schedule 3.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to Dr Senapati (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7. RESOLUTION 6 – ISSUE OF CONVERTIBLE NOTES – FIRST SAMUEL LIMITED

7.1 General

As announced on 4 September 2018, the Company entered into an unsecured note deed with First Samuel Limited (on behalf of its MDA clients) (**Noteholder**) pursuant to which the Company proposes to issue convertible notes to the Noteholder (**Note Deed**).

Pursuant to the terms of the Note Deed, within 12 months of the date of the Note Deed, the Company may require the Noteholder to apply for the following convertible notes in accordance with the terms of the Note Deed:

- (a) Notes with a face value of \$2,000,000 (the **First Tranche Notes**);
 - (b) Notes with a face value of \$2,000,000 (the **Second Tranche Notes**);
 - (c) Notes with a face value of \$1,000,000 (the **Third Tranche Notes**); and
 - (d) Notes with a face value of \$1,000,000 (the **Fourth Tranche Notes**),
- (together, the **Notes**).

The material terms and conditions of the Notes are summarised in Schedule 1.

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Notes to the Noteholder pursuant to the Note Deed. If Shareholder approval is given under ASX Listing Rule 7.1 for the issue of the Notes, Shareholder approval is not required under ASX Listing Rule 7.1 for the issue of the Shares upon conversion of the Notes pursuant to exception 4 of ASX Listing Rule 7.1.

7.2 ASX Listing Rules 7.1 and 7.2

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (exception 4) provides that ASX Listing Rule 7.1 does not apply to an issue on conversion of convertible securities, provided that the entity complied with the ASX Listing Rules when it issued the convertible securities.

The effect of Resolution 6 will be to allow the Company to issue the Notes to the Noteholder pursuant to the Note Deed during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), and to allow the Company to issue the Shares on conversion of those Notes, without using the Company's 15% annual placement capacity.

7.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

- (a) the maximum number of Notes to be issued is 6,000,000;
- (b) the Notes will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Notes will occur on the same date;
- (c) the combined face value of the Notes is \$6,000,000;
- (d) the Notes will be issued to the Noteholder, which is not a related party of the Company;
- (e) The conversion price of the Notes is set out Schedule 1;
- (f) The terms and conditions of the Notes are set out in Schedule 1. Any Shares issued on conversion of the Notes will be fully paid ordinary shares on the same terms and conditions as the Company's existing Shares on issue; and
- (g) the Company intends to use the funds raised from the Notes towards its Phase 3 wet plant expansion, mine development and general working capital.

8. RESOLUTIONS 7 – 9 – ISSUE OF PERFORMANCE RIGHTS

8.1 General

Mr Timothy Lee is the Financial Controller and Joint Company Secretary of the Company.

Mr Sean Freeman is the Chief Operating Officer of the Company.

Mr Dasari Rao is the Director of NSL Mining Resources India (PvT) Ltd, an Indian subsidiary of the Company.

The Board is seeking Shareholder approval by way of Resolutions 7 – 9 (inclusive) to issue Performance Rights to Mr Timothy Lee, Mr Sean Freeman and Mr Dasari Rao (or their nominees) respectively, in accordance with the terms set out below.

Resolution 7 seeks Shareholder approval for the issue of 2,750,000 unlisted Performance Rights to Mr Timothy Lee (or his nominee) at no cost and at an exercise price of nil, which shall vest upon satisfaction of each of the vesting conditions set out in paragraph (a) of Schedule 4, within 12 months of the date of completion of the Project.

Resolution 8 seeks Shareholder approval for the issue of 5,500,000 unlisted Performance Rights to Mr Sean Freeman (or his nominee) at no cost and at an exercise price of nil, which shall vest upon satisfaction of each of the vesting conditions set out in paragraph (a) of Schedule 4, within 12 months of the date of completion of the Project.

Resolution 9 seeks Shareholder approval for the issue of 1,375,000 unlisted Performance Rights to Mr Dasari Rao (or his nominee) at no cost and at an exercise price of nil, which shall vest upon satisfaction of each of the vesting conditions set out in paragraph (a) of Schedule 4, within 12 months of the date of completion of the Project.

A summary of ASX Listing Rule 7.1 is set out in section 7.2 above.

The effect of Resolution 7 will be to allow the Company to issue 2,750,000 unlisted Performance Rights to Mr Timothy Lee (or his nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The effect of Resolution 8 will be to allow the Company to issue 5,500,000 unlisted Performance Rights to Mr Sean Freeman (or his nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The effect of Resolution 9 will be to allow the Company to issue 1,375,000 unlisted Performance Rights to Mr Dasari Rao (or his nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Performance Rights:

- (a) the maximum number of Performance Rights to be issued is:
 - (i) 2,750,000 in respect of Mr Lee;
 - (ii) 5,500,000 in respect of Mr Freeman; and
 - (iii) 1,375,000 in respect of Mr Rao;
- (b) the Performance Rights will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Performance Rights will occur on the same date;

- (c) the issue price will be nil per Performance Right;
- (d) the Performance Rights will be issued to Mr Lee, Mr Freeman and Mr Rao (or their nominees). None of these recipients are a related party of the Company;
- (e) the Performance Rights will be issued on the terms and conditions set out in Schedule 4; and
- (f) no funds will be raised from the issue of the Performance Rights as they will be issued for nil cash consideration to Mr Lee, Mr Freeman and Mr Rao (or their nominees) in order to incentivise each of them to provide dedicated and ongoing commitment to the Company.

9. RESOLUTION 10 – ISSUE OF DIRECTOR INCENTIVE SHARES TO RELATED PARTY

9.1 General

On 15 October 2018, the Company announced the appointment of Mr David Mendelawitz as Managing Director and Chief Executive Officer of the Company.

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of up to 31,689,190 Shares (**Plan Securities**) under the Plan to Mr David Mendelawitz (or his nominee) on the terms and conditions set out below.

Resolution 10 seeks Shareholder approval to issue the Plan Securities to David Mendelawitz (or his nominee).

9.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 6.2 above.

The issue of the Plan Securities constitutes giving a financial benefit and Mr Mendelawitz is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Mendelawitz, who has a material personal interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Plan Securities because the agreement to issue the Plan Securities, reached as part of the remuneration package for Mr Mendelawitz, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 ASX Listing Rule 10.14

In addition, ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

9.4 Technical Information required by ASX Listing Rule 10.14

Pursuant to and in accordance with ASX Listing Rule 10.15A, the following information is provided in relation to Resolution 10:

- (a) the maximum number of Plan Securities to be issued to Mr Mendelawitz (or his nominee) is 31,689,190 Shares, being:
- (i) **(Project Incentive)** 10,000,000 Shares, subject to the following:
- (A) 3,000,000 Shares to be issued 6 months after the date on which the Project is completed on time and on budget, with the completion being certified by an independent report, provided that this condition is satisfied on or before 5 years after the date on which Resolution 10 is passed (and for the avoidance of doubt, the Company will require further Shareholder approval prior to the issue of any such Shares after the 3 year period set out in section 9.4(g) of this Notice);
- (B) 4,000,000 Shares to be issued 6 months after the date on which, based on the ROM Feed, there is a constant production of iron ore:
- (I) at 58% Fe or higher averaged over the 3-month period after completion of the Project; and
- (II) at an average rate of at least 33,333 tonnes per month over the 3-month period after completion of the Project,
- provided that this condition is satisfied on or before 5 years after the date on which Resolution 10 is passed (and for the avoidance of doubt, the Company will require further Shareholder approval prior to the issue of any such Shares after the 3 year period set out in section 9.4(g) of this Notice); and
- (C) 3,000,000 Shares to be issued 6 months after the date on which, based on the ROM Feed, there is a constant production of iron ore:
- (I) at 58% Fe or higher averaged over the 12-month period after completion of the Project; and
- (II) at least 400,000 tonnes produced over the 12-month period after completion of the Project,
- provided that this condition is satisfied on or before 5 years after the date on which Resolution 10 is passed (and for the avoidance of doubt, the Company will require further Shareholder approval prior to the issue of any such Shares after the 3 year period set out in section 9.4(g) of this Notice); and
- (ii) **(Short Term Incentive)** 8,513,514 Shares (in the event that the Company's operational requirements require an allocation of Shares rather than a cash payment) as Short Term Incentives under the Plan over the period of three (3) years following the passing of Resolution 10, subject to each of the conditions set out in section 9.4(a)(i)(A) – (C) above being satisfied (excluding

the 6 month waiting period in respect of each of those conditions), and based on the following:

- (A) Mr Mendelawitz qualifying for the maximum Short Term Incentive entitlement payable under the Plan in each year (being 35% of his base salary, subject to the Company achieving 85% of its budgeted net profit for the relevant financial year, and an additional 1% of his base salary for each 1% exceeding 85% of the Company's budgeted net profit, up to a maximum of an additional 25% of his base salary);
- (B) Mr Mendelawitz's current base salary of \$325,000 per annum potentially increasing over that three (3) year period up to \$350,000 in the year ending 30 June 2020 and \$375,000 in the year ending 30 June 2021¹;
- (C) a notional share price of \$0.074 has been used for the purposes of calculating the maximum number of 8,513,514 Shares to be issued to Mr Mendelawitz over the period of three (3) years following the passing of Resolution 10. If the Company's share price increases over the period of three (3) years following the passing of Resolution 10, the maximum number of Shares that may be issued to Mr Mendelawitz as Short Term Incentives under the Plan will be less than 8,513,514 Shares;
- (D) the issue price for Shares as Short Term Incentives under the Plan is the volume weighted average price of the Company's Shares on the first five trading days of July following the conclusion of the financial year in respect of which the Short Term Incentive entitlement is to be determined; and
- (E) where a Short Term Incentive entitlement arises in respect of a financial year, the entitlement will not be paid (and shares will not be issued) until the Company's auditors have issued an unqualified audit opinion in respect of the relevant financial year. Mr Mendelawitz's salary for the relevant periods will be reported to Shareholders in the Company's Remuneration Report in accordance with the Corporations Act;

Note:

¹ The quoted amounts of \$350,000 and \$375,000 for Mr Mendelawitz's base salary in respect of the years ending 30 June 2020 and 30 June 2021 are indicative only and have been used purely for the purposes of calculating the maximum number of Shares that may be issued to Mr Mendelawitz as Short Term Incentives under the Plan pursuant to Resolution 10. The Directors of the Company are not bound to increase Mr Mendelawitz's base salary to these amounts, nor are the Directors of the Company constrained to limit Mr Mendelawitz's base salary to these amounts. If, and to the extent that, Mr Mendelawitz's base salary exceeds the quoted amounts of \$350,000 and \$375,000 in respect of the years ending 30 June 2020 and 30 June 2021 respectively, and consequently his entitlement to Shares as Short Term Incentives under the Plan may exceed the maximum number of Shares approved by Shareholders pursuant to Resolution 10, the

Company will reduce the number of Shares issued as Short Term Incentives under the Plan to comply with that cap and will gross up the cash component of Mr Mendelawitz's entitlement. For a full explanation of the philosophy of the Directors in relation to remuneration, Shareholders are referred to the Remuneration Report which commences on page 19 of the Company's 2018 Annual Report.

- (iii) **(Long Term Incentive)** 13,175,676 Shares as Long Term Incentives under the Plan over the period of three (3) years following the passing of Resolution 10, subject to each of the conditions set out in section 9.4(a)(i)(A) – (C) above being satisfied (excluding the 6 month waiting period in respect of each of those conditions), and based on the following:
- (A) Mr Mendelawitz qualifying for the maximum Long Term Incentive entitlement payable under the Plan in each year (being 300% of his base salary of \$325,000 for the financial year ending 30 June 2019, divided into 3 equal parts over 3 years, subject to the Company achieving its total shareholder return target for the relevant financial year);
 - (B) a notional share price of \$0.074 has been used for the purposes of calculating the maximum number of 13,175,676 Shares to be issued to Mr Mendelawitz over the period of three (3) years following the passing of Resolution 10. If the Company's share price increases over the period of three (3) years following the passing of Resolution 10, the maximum number of Shares that may be issued to Mr Mendelawitz as Long Term Incentives under the Plan will be less than 13,175,676 Shares;
 - (C) the issue price for Shares as Long Term Incentives under the Plan is the volume weighted average price of the Company's Shares on the first five trading days of July following the conclusion of the financial year in respect of which the Long Term Incentive entitlement is to be determined;
 - (D) where a Long Term Incentive entitlement arises in respect of a financial year, the entitlement will not be paid (and shares will not be issued) until the Company's auditors have issued an unqualified audit opinion in respect of the relevant financial year; and
 - (E) where a Long Term Incentive entitlement arises in respect of a financial year, the entitlement will vest 12 months after the Company's auditors have issued an unqualified audit opinion in respect of the relevant financial year as contemplated in paragraph (D).

The terms of the Plan Securities will otherwise be governed by the rules of the Plan;

- (b) the Plan Securities will be issued to Mr Mendelawitz (and/or his nominee(s)) for nil consideration and no consideration will be payable upon the vesting and exercise of the Plan Securities. Accordingly, no

loans will be made in relation to, and no funds will be raised from, the issue or vesting of the Plan Securities;

- (c) the issue of the Plan Securities under the Plan has not previously been approved. The Plan was previously approved on 30 November 2017. No Shares have previously been issued under the Plan to persons referred to in ASX Listing Rule 10.14 (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained);
- (d) as at the date of this Notice, all Directors are entitled to participate in the Plan;
- (e) details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14;
- (f) any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 10 is approved and who were not named in the Notice will not participate in the Plan until approval is obtained under ASX Listing Rule 10.14; and
- (g) the Plan Securities will be issued to Mr Mendelawitz (and/or his nominee(s)) no later than 3 years after the Meeting.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Plan Securities to Mr Mendelawitz (and/or his nominee(s)) as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Plan Securities pursuant to Resolution 10 will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 5.2.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (b) a spouse or child of the member;
- (c) a child of the member's spouse;
- (d) a dependent of the member or the member's spouse;
- (e) 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 dealing with the entity;
- (f) a company the member controls; or
- (g) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means IndiOre Limited (ACN 057 140 922).

Consolidation means the consolidation of the Company's securities on a 15 for 1 basis as approved by Shareholders at the general meeting held on 28 June 2018.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

First Tranche Notes has the meaning given in Section 7.1.

Fourth Tranche Notes has the meaning given in Section 7.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Long Term Incentive has the meaning given in Schedule D of the Executive Services Agreement entered into by the Company and Mr David Mendelawitz on or about 15 October 2018.

Note Deed has the meaning given in Section 7.1.

Noteholder has the meaning given in Section 7.1.

Notes has the meaning given in Section 7.1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option or Related Party Option as the context requires.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Performance Right means a right to acquire a Share upon certain performance vesting conditions being satisfied and otherwise on the terms and conditions set out in Schedule 4.

Plan means the Employee Share Plan of the Company, as summarised in Schedule 2 of the Notice of Annual General Meeting for the Company held on 30 November 2017.

Plan Securities has the meaning given in section 9.1.

Project means the Kurnool Phase 3 Expansion Project of the Company located in India.

Project Incentive has the meaning given in Schedule B of the Executive Services Agreement entered into by the Company and Mr David Mendelawitz on or about 15 October 2018.

Proxy Form means the proxy form accompanying the Notice.

Related Party Option means an Option granted pursuant to Resolution 5 with the terms and conditions set out in Schedule 3.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

ROM Feed means the Run-of-Mine Feed.

Second Tranche Notes has the meaning given in Section 7.1.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Short Term Incentive has the meaning given in Schedule C of the Executive Services Agreement entered into by the Company and Mr David Mendelawitz on or about 15 October 2018.

Third Tranche Notes has the meaning given in Section 7.1.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF NOTES

Face Value (A\$)	First Tranche Notes - \$2,000,000 Second Tranche Notes - \$2,000,000 Third Tranche Notes - \$1,000,000 Fourth Tranche Notes - \$1,000,000
Maturity Date	The third anniversary of the date of the Note Deed or such other date as agreed by the parties.
Interest Rate	12% per annum (or, if no Event of Default has occurred and is subsisting, 10% per annum).
Security	Unsecured.
Repayment Date (if not converted)	Repayment of the Face Value, a redemption premium of \$1,000,000 and interest is due and payable on the Maturity Date, unless converted to Shares in accordance with the terms of the Note Deed.
Conversion	<p>The number of Shares to be issued on redemption of the Notes (Redemption Shares) is to be calculated as follows:</p> $\text{Redemption Shares} = \frac{X}{\text{Conversion Price}}$ <p>Where:</p> <p>X is the aggregate of all amounts payable on redemption of the Notes (ie the Face Value, the redemption premium, interest and any other outstanding monies payable under the Note Deed).</p> <p>Conversion price means the amount calculated as follows:</p> <p>Conversion Price = VWAP* x 0.85</p> <p><i>*VWAP means the volume weighted average price of Shares sold on ASX during the 30 consecutive trading days prior to the date the Redemption Shares are to be issued.</i></p>
Shares rank equally	Shares issued on conversion of the Notes shall rank equally in all respects with the existing Shares.
Voting Rights	The Noteholder will not have any voting rights prior to conversion

SCHEDULE 2 – ISSUES OF EQUITY SECURITIES SINCE 30 NOVEMBER 2017

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 18 May 2018 Appendix 3B – 18 May 2018	650,614,024 (43,374,268 post-Consolidation)	Shares ²	Clients of Shaw and Partners and Aitken Murray Capital Partners (sophisticated and professional investors)	Issue Price: \$0.014 (discount of 6.67% - Share price was \$0.015 – pre-consolidation)	Cash Amount raised = \$9,108,596 Amount spent = \$2,650,238 Use of funds: Phase 3 expansion of the Company's Kurnool wet beneficiation plant in India and general working capital.
Issue – 6 July 2018 Appendix 3B – 6 July 2018	63,671,691 (4,244,779 post-Consolidation)	Shares ²	Clients of Shaw and Partners and Aitken Murray Capital Partners (sophisticated and professional investors)	Issue Price: \$0.014 (discount of 6.67% - Share price was \$0.015 – pre-consolidation)	Cash Amount raised = \$891,404 Amount spent = \$nil Use of funds: Phase 3 expansion of the Company's Kurnool wet beneficiation plant in India and general working capital.
	35,714,286 (2,380,952 post-Consolidation)	Shares ²	Aitken Murray Capital Partners and Shaw and Partners (or their nominees) pursuant to a joint lead manager mandate	Nil cash consideration as the Shares were issued in satisfaction of capital raising services provided, as approved by Shareholders at a general meeting on 28 June 2018	Non-cash consideration – placement fee to joint lead managers Current value ⁴ = \$202,381
	35,714,286 (2,380,952 post-Consolidation)	Shares ²	MG Partners II Limited (or its nominees) pursuant to a settlement agreement	Nil cash consideration as the Shares were issued in accordance with the settlement agreement between the Company and MG Partners II Limited, as approved by Shareholders at a general meeting on 28 June 2018	Non-cash consideration – settlement payment Current value ⁴ = \$202,381
	5,000,000 (333,333 post-Consolidation)	Unquoted Options ³	Raymond Betros (or his nominees)	Nil cash consideration as the Unquoted Options were issued as part of Mr Betros' remuneration package, as approved by Shareholders at a general meeting on 28 June 2018	Non-cash consideration – remuneration package for services as a Director Current value ⁴ = \$27,840
	110,000,000 (7,333,333 post-Consolidation)	Performance Rights ⁵	Cedric Goode (or his nominees)	Nil cash consideration as the Performance Rights were issued as part of Mr Goode's remuneration package as approved by Shareholders at general meeting on 28 June 2018	Non-cash consideration – remuneration package for services as a Director ⁶ Current value ⁴ = \$586,666

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: IOR (terms are set out in the Constitution).
3. Unquoted Options, exercisable at a price of 130% of the 5 day volume weighted average price of the Company's Shares prior to the date of grant, on or before 36 months after the date of grant. The full terms and conditions of the unquoted options were disclosed in the Notice of Meeting for the Shareholders' meeting held on 28 June 2018.
4. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.085) on the ASX on 28 September 2018. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares). In respect of the Performance Rights, the value is based on the closing price of the Shares (\$0.08) on the ASX on 17 October 2018.
5. The full terms and conditions of the Performance Rights were disclosed in the Notice of Meeting for the Shareholders' meeting held on 28 June 2018.
6. As announced on 6 July 2018, the Company issued 110,000,000 Performance Rights to Cedric Goode. On or about 31 August 2018, Cedric Goode resigned from the Company.

SCHEDULE 3 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be 130% of the 5-day volume weighted average price ending on the Exercise Date (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on 26 November 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

A summary of the terms and conditions of the Performance Rights is set out below:

- (a) **(Vesting Condition):** The Performance Rights of each holder shall vest as follows:
 - (i) 40% upon the Project being completed on time and on budget, with the completion being certified by an independent report;
 - (ii) 30% within 3 months of completion of the Project if, based on the ROM Feed, there is a constant production of iron ore:
 - (A) at 50% Fe or higher, averaged over the 3 month period; and
 - (B) at an average rate of at least 33,333 tonnes per month over the 3 month period; and
 - (iii) 30% within 12 months of completion of the Project if, based on the ROM Feed, there is a constant production of iron ore:
 - (A) at 58% Fe or higher, averaged over the 12 month period; and
 - (B) at least 400,000 tonnes produced over the 12 month period.
- (b) **(Vesting):** Upon the Vesting Condition being satisfied, the Company shall notify the holder in writing that the relevant Performance Rights have vested (**Vested Performance Rights**).
- (c) **(Consideration):** The Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting of the Performance Rights.
- (d) **(Automatic Vesting):** Upon satisfaction of the Vesting Condition, each Performance Right will automatically vest into one Share.
- (e) **(Lapse of a Performance Right):** A Performance Right will lapse upon the earlier to occur of:
 - (i) 12 months from the date of completion of the Project; or
 - (ii) the Performance Right lapsing in accordance with rule (f).
- (f) **(Ceasing to be an Eligible Holder):** If a holder ceases to be a consultant, contractor or employee of the Company, or a subsidiary of the Company, then:
 - (i) the Board must deem any unvested Performance Rights of the holder to have immediately lapsed and be forfeited; and
 - (ii) any Performance Rights that have vested will continue in existence in accordance with their terms of issue and any Shares issued on vesting will remain the property of the holder.
- (g) **(Other circumstances):** The Performance Rights will not lapse and be forfeited where the holder ceases to be a consultant, contractor or employee of the Company for one of the following reasons:
 - (i) death or total permanent disability (in respect of total permanent disability being that because of a sickness or injury, the holder is unable

to work in his or her own or any occupation for which they are suited by training, education, or experience for a period beyond one year); or

- (ii) any other reason that the Board determines is reasonable to permit the holder to retain his Performance Rights,

and in those circumstances the Performance Rights will continue to be subject to the Vesting Condition.

- (h) **(Takeover, Scheme of Arrangement or Change of Control):** The Performance Rights will automatically vest where:

- (i) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies and the Shareholders of the Company approve the proposed compromise or arrangement at such meeting;

- (ii) a takeover bid:

- (A) is announced;

- (B) has become unconditional; and

- (C) the person making the takeover bid has a Relevant Interest (as that term is defined in the Corporations Act) in 50% or more of the Shares; or

- (iii) any person acquires a Relevant Interest (as that term is defined in the Corporations Act) in 50.1% or more of the Shares by any other means.

- (i) **(Share ranking):** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.

- (j) **(Listing of Shares on ASX):** The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.

- (k) **(Transfer of Performance Rights):** A Performance Right is only transferable:

- (i) with the consent of the Board; or

- (ii) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.

- (l) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

- (m) **(Adjustment for bonus issue):** If securities are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled, will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any

event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.

- (n) **(Adjustment for reconstruction):** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the Vesting Condition) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (o) **(Dividend and Voting Rights):** A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.

PROXY FORM

INDIORE LIMITED
ACN 057 140 922

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Armada Advisors and Accountants, 18 Sangiorgio Court, Osborne Park WA 6018, on 27 November 2018 at 10:30am WST, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5 and 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Peter Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Nik Senapati	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to Related Party – Nik Senapati	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Convertible Notes – First Samuel Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Performance Rights – Timothy Lee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Performance Rights – Sean Freeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of Performance Rights – Dasari Rao	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of Director Incentive Shares – David Mendelawitz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail

in relation to this Proxy Form:

YES ☐ NO ☐

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to IndiOre Limited, PO Box 1755, West Perth, Western Australia 6872; or
 - (b) facsimile to the Company on facsimile number +61 8 6165 4068; or
 - (c) email to the Company at admin@indiore.com,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.