

14/02/2019

## Placement of 7 million shares at \$0.05 per share

---

Indiana Resources Limited (ASX: IDA) ('Indiana' or the 'Company') announces that, further to its news release of 8 February 2019, it has received subscriptions to purchase 7,000,000 fully paid ordinary shares at \$0.05 cents per share to raise \$0.35 million, through a placement to professional investors (the 'Placement').

Proceeds from the Placement will be used to immediately commence exploration activities at the Company's Mali gold exploration interests, complete due diligence on a proposed joint venture over gold exploration licences located in close proximity to the Company's existing tenements (see ASX announcement 8 February 2019) and for working capital. The Company is in advanced discussions with other parties who have expressed an interest in participating in a further share placement and will update the market in due course when these have been completed.

Shares issued under the Placement are subject to a holding lock ('Locked Shares'), until the earlier of the date the Company issues a Cleansing Prospectus or 12 months after the date the Locked Shares were issued.

The Placement was made using the Company's existing share issuance capacity under ASX Listing Rule 7.1. The Placement price of \$0.05 per share represents a premium of 11.0% to the last trading price of \$0.045 (being the closing price on Tuesday, 12 February 2019). Other than regulatory fees, no costs were incurred by the Company in connection with the Placement.

An Appendix 3B follows.

-ENDS-

For further information, please contact:

Chris van Wijk  
Chief Executive Officer  
T: +61 8 9388 7877

Bronwyn Barnes  
Chairman  
T: +61 8 9388 7877

To find out more, please visit [www.indianaresources.com.au](http://www.indianaresources.com.au).

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Indiana Resources Limited (the "Company")

ABN

67 009 129 560

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |                                       |
|---|---|---------------------------------------|
| 1 | +Class of +securities issued or to be issued  | Fully paid ordinary shares ("Shares") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 7,000,000 Shares                      |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares            |

---

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes.</p> <p>Shares are also subject to a holding lock (<b>'Locked Shares'</b>), until the earlier of the date the Company issues a Cleansing Prospectus or 12 months after the date the Locked Shares were issued.</p>
5	Issue price or consideration	\$0.05 per Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Share placement, further to the announcement of 8 February 2019.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2018
6c	Number of +securities issued without security holder approval under rule 7.1	7,000,000
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	14 February 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 102,686,807 7 million Shares are subject to a holding lock, until the earlier of the date the Company issues a Cleansing Prospectus or 12 months after the date the Locked Shares were issued.	+Class Ordinary Shares

+ See chapter 19 for defined terms.

	Number	+Class
9	<p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p> <p>6,898,057</p> <ul style="list-style-type: none"> <li>• 318,066, at zero, expiring 22/07/2019</li> <li>• 300,000 at \$0.20, expiring 22/07/2019</li> <li>• 300,000 at \$0.30, expiring 22/07/2019</li> <li>• 1,272,022, at \$0.12, expiring 22/07/2021</li> <li>• 300,000 at \$0.50, expiring 22/07/2019</li> <li>• 2,000,000 at \$0.125 expiry 30/11/2020</li> <li>• 500,000 at \$0.20 expiry date 4 July 2022</li> <li>• 800,000 at \$0.09 expiry date 14 January 2023</li> <li>• 800,000 at \$0.12 expiry date 14 January 2023</li> <li>• 307,969, at zero exercise price, expiring 25 January 2022</li> </ul>	Unlisted Options

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company has not yet established a dividend policy.
----	--	--

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if	N/A

---

+ See chapter 19 for defined terms.

- applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- 37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

## Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

--

39 +Class of +securities for which quotation is sought

--

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:  
the date from which they do  
the extent to which they  
participate for the next dividend,  
(in the case of a trust,  
distribution) or interest payment  
the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest payment

--

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

--

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

## Quotation agreement

- +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

---

+ See chapter 19 for defined terms.



2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....Date: 14 February 2019  
Print name: Stuart McKenzie  
(Company Secretary)

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	61,117,412
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	1,488,265 fully paid ordinary shares (Appendix 3B, 22 February 2018)  2,000,000 fully paid ordinary shares (Appendix 3B, 23 February 2018)  650,000 fully paid ordinary shares (ratified by shareholders 30 November 2018)  8,498,000 fully paid ordinary shares (Appendix 3B, 13 March 2018)  2,214,890 fully paid ordinary shares (Appendix 3B, 19 April 2018)  3,085,110 fully paid ordinary shares (ratified by shareholders 30 November 2018)  6,500,000 fully paid ordinary shares (ratified by shareholders 30 November 2018)  500,000 fully paid ordinary shares (ratified by shareholders 30 November 2018)  9,655,130 fully paid ordinary shares (Appendix 3B, 21 August 2018)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	95,686,807

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	14,353,021
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li><i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li><i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li><i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	7,000,000 fully paid ordinary shares (Appendix 3B, 14 February 2019)
<b>“C”</b>	7,000,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	14,353,021
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	7,000,000
<b>Total [“A” x 0.15] – “C”</b>	7,353,021

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	95,686,807  
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>  	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	9,568,680
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	Nil
<b>“E”</b>	Nil

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	9,568,680
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total</b> [“A” x 0.10] – “E”	9,568,680