

16/07/2018

Non-Renounceable Entitlement Offer

Indiana Resources Limited (ASX: IDA) ('Indiana' or the 'Company') announces the commencement of a non-renounceable pro rata entitlement offer ('Entitlement Offer') to eligible shareholders on the basis of ten shares ('New Shares') at an issue price of 6.0 cents for every seventeen fully paid ordinary shares ('Shares') to raise up to approximately \$3.0 million (before costs).

Shares issued pursuant to the Entitlement Offer will rank equally with all shares on issue. Entitlements which are not taken up by Eligible Shareholders will form part of the shortfall. Subject to any restrictions imposed by law, Eligible Shareholders who have subscribed for their Entitlements in full may apply for additional shares under the shortfall ('Shortfall Shares'). Shortfall Shares will be issued to Eligible Shareholders at the discretion of the Directors. Subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, the Directors reserve the right to deal with the Shortfall Shares which are not taken up by Eligible Shareholders under the Entitlement Offer within three months after the Closing Date, including by inviting persons to apply for the Shortfall Shares.

Key information about the Entitlement Offer

The Entitlement Offer will be available to all holders of Shares in the Company ('Shareholders') with a registered address in Australia and New Zealand ('Eligible Shareholders') as at 5.00 pm (AWST) on 19 July 2018 ('Record Date'). The Company will make an application to the ASX for official quotation of the New Shares.

The right to subscribe for the New Shares under the Entitlement Offer will be non-renounceable and the Entitlement Offer has not been underwritten at this stage.

The issue price offered under the Entitlement Offer will be 6.0 cents per share. The issue price represents a discount of 1.64% to the closing price of 6.1 cents for shares in the Company last traded on the Australian Securities Exchange ('ASX') (12 July 2018) and a 7.8 % discount to the 30 day volume weighted average price of 6.51 cents per share to 13 July 2018.

Exploration in Mali

In May this year, Indiana entered into a binding agreement to acquire 100% of the shares of Mukuyu Resources Limited ('Mukuyu'), the owner of interests in two highly prospective gold exploration licences in western Mali, Koussikoto Ouest ('Koussikoto'), in which it holds 75% and Kenieko Nord ('Kenieko'), in which it holds 95% ('Acquisition'), with the remaining interest in both licences being held by local partners. In July, all conditions precedent to the acquisition of Mukuyu had been satisfied or waived and the Acquisition has now completed.

Indiana Chairman, Bronwyn Barnes commented, "We are firmly committed to achieving exploration success at Koussikoto and Kenieko. The recent results of reconnaissance drilling at Koussikoto, together with the exceptional location of the property, demonstrate the discovery potential. The acquisition of Koussikoto and Kenieko is the first step in building a strategic landholding in Mali as we seek to establish the Company as a Mali focused gold exploration company. This capital raising will fund the ongoing exploration and in particular, further drilling targeted to expand the gold mineralisation revealed by the first reconnaissance program."

Koussikoto and Kenieko cover a total area of 126km² and are located in the prolifically gold mineralised Kenieba Province of western Mali, approximately 550 km west of the capital city of Bamako (Figure 1).

Koussikoto covers an area of 100km² and straddles a regionally significant structure referred to as the Main Transcurrent Zone in the far west of the Kenieba Province, along strike from the Massawa (+3Moz) and Sabodala (+2Moz) gold deposits in Senegal (Figure 1).

A number of broad gold-in-soil anomalies have been previously delineated, with trenching returning results such as 22m @ 3.29 g/t Au and 15m @ 2.29 g/t Au. Prior to completion of the Acquisition, shallow follow up drilling beneath these trenches intersected high-grade gold mineralisation, including 18m @ 3.35 g/t Au and 4.5m @ 18.55 g/t Au.¹

A recently completed reconnaissance drilling programme of 4,325m has highlighted the potential at Koussikoto. Results have been received for 150 holes at Koussikoto. Assay results for the drilling programme at Kenieko, comprising 19 holes for 358m, are expected shortly. Significant intersections for Koussikoto include the following:²

- **8m @ 3.37 g/t Au, from 12m**
- **8m @ 3.00 g/t Au, from 16m**
- **5m @ 4.86 g/t Au, from 12m**
- **4m @ 2.16 g/t Au, from 4m**
- **2m @ 1.34 g/t Au, from 16m**

Kenieko covers an area of 26km² and is located in proximity to the SMSZ, to the north of the Loulo Gold Mine Camp (+12Moz, Randgold Resources – see Figure 1).

The Company will use the proceeds from the Entitlement Offer to carry out further exploration at Koussikoto and Kenieko, building on the positive results achieved to date. Indiana is committed to building a strategic tenement package in Mali and completion of the Entitlement Offer will strongly position the Company to consider a range of transactions. As part of the commitment to expanding the Company's interests in Mali, proceeds from the Offer will also be used to recruit executive management to support continued exploration in Mali and consider other potential acquisition opportunities that are in line with the Company's strategy. In addition, proceeds will also be used to support efforts to realise the value of Company's interest in Ntaka Hill, meet tenement holding costs and for general corporate and administration expenses.

In south-east Tanzania, Indiana also holds the Naujombo and Kishugu gold exploration properties and it held the Ntaka Hill Nickel Project, under a Retention Licence. The enactment of legislation in July 2017 and the introduction of the Mining Regulations in January 2018, had the effect of cancelling Retention Licences. Following discussions with the Ministry of Minerals, Indiana has lodged an application for a Prospecting Licence over the area covered by the Ntaka Hill Retention Licence as a precursor to applying for a mining licence. The Company continues to engage constructively with the Government of Tanzania and is confident that a satisfactory resolution can be reached.

Subject to securing tenure at Ntaka Hill, the Company believes that with an improving outlook for nickel prices, there is an opportunity to enter into a transaction on Ntaka Hill that will enable the Company to realise the value of its interest in Ntaka Hill and provide a pathway forward for the development of Ntaka Hill.

The number of issued Shares following the close of the Rights Issue is as follows:

- Number of Shares currently on issue: **86,053,677**

¹ ASX announcement 1 March 2018. Indiana confirms that it is not aware of any new information or data that materially affects the information included in that announcement.

² ASX announcements 29 June 2018 and 12 July 2018. Indiana confirms that it is not aware of any new information or data that materially affects the information included in those announcements.

- Maximum number of New Shares to be issued under the Rights Issue^A: 50,619,810
- Maximum number of Shares on issue upon completion of the Rights Issue^B: 136,673,487

Notes:

^A The number of New Shares to be issued assumes that no options or performance rights currently on issue are exercised or converted prior to the Record Date.

^B Assumes that the Entitlement Offer is fully subscribed and that no options or performance rights currently on issue are exercised or converted prior to the Record Date.

The Company has decided that it is unreasonable to extend the Entitlement Offer to shareholders with a registered address outside Australia and New Zealand ('**Excluded Shareholders**') having regard to:

- a) the number of Shareholders outside Australia and New Zealand;
- b) the number and value of New Shares that would be offered to Shareholders outside of Australia and New Zealand; and
- c) the cost of complying with the legal requirements, and requirements of regulatory authorities, in the overseas jurisdictions.

Accordingly, the Entitlement Offer will not be extended to Excluded Shareholders.

Proposed timetable

It is proposed that the Entitlement Offer be conducted according to the following indicative table:

Event	Date
Offer Document lodged with ASX Entitlement Offer announced via ASX and application for quotation (Appendix 3B)	16 July 2018
Letter to unlisted option holders	16 July 2018
Letter to eligible and excluded shareholders	17 July 2018
Shares quoted on an "ex" basis	18 July 2018
Record Date to identify Shareholders entitled to participate in issue	19 July 2018
Offer Document and Entitlement and Acceptance Forms despatched to Eligible Shareholders	24 July 2018
Last day to extend the Entitlement Offer closing date	8 August 2018
Closing Date for acceptance and payment	13 August 2018
Securities quoted on a deferred settlement basis	14 August 2018
Entity notifies ASX of under subscriptions	No later than 16 August 2018
Issue of New Shares Deferred settlement trading ends	20 August 2018

Event	Date
Despatch of holding statements	20 August 2018
Commencement of trading of New Shares	21 August 2018
Placement of shortfall shares	13 November 2018

This timetable is indicative only and subject to change. Subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, the Directors of the Company reserve the right to vary these dates, including the closing date of the Entitlement Offer, without prior notice. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment. In that event, application money will be returned without interest.

Full details of the terms and conditions of the Entitlement Offer are contained in the Offer Document lodged with the ASX and to be despatched to Eligible Shareholders in accordance with the timetable set out above.

In connection with the Entitlement Offer, the following documents are enclosed:

- Letter to eligible shareholders;
- Cleansing Notice;
- Appendix 3B; and
- Offer Document.

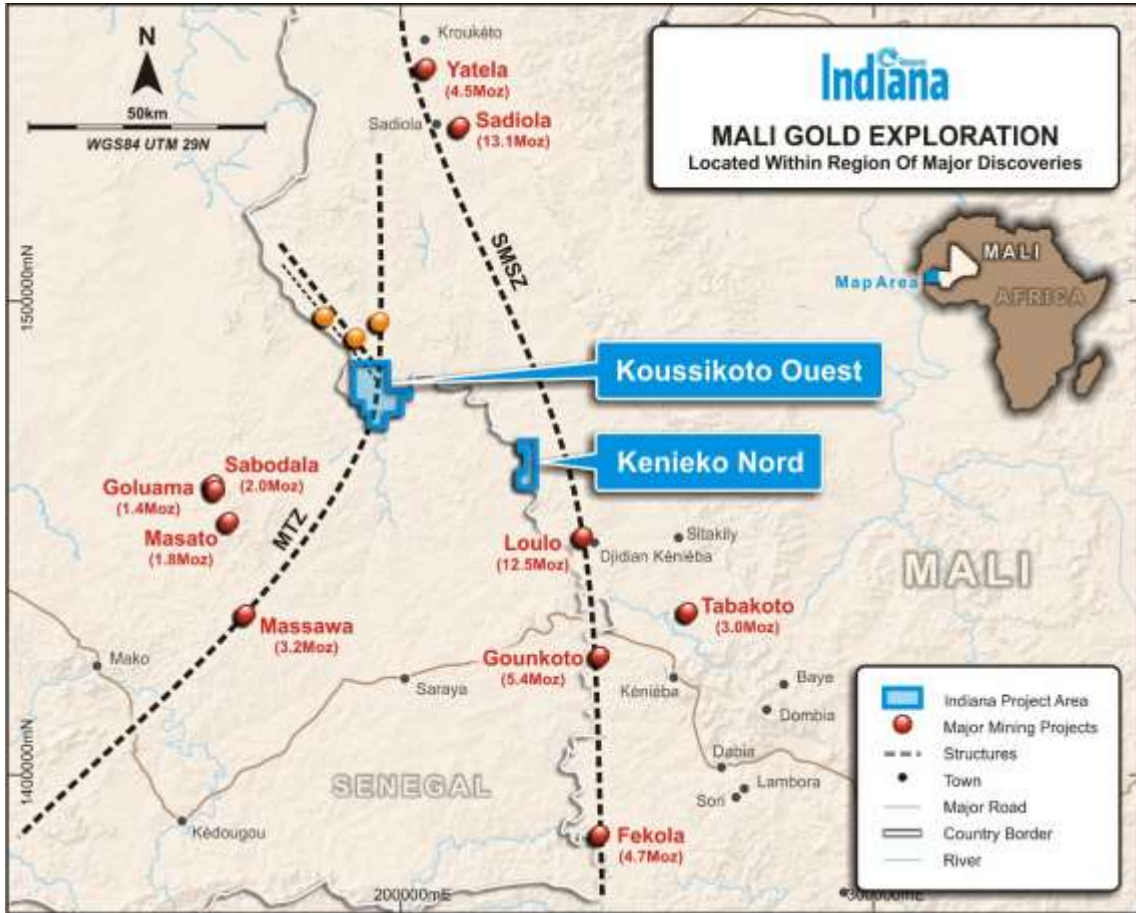
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For further information, please contact:

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T: +61 8 9388 7877

Stuart McKenzie
Commercial Manager and Company Secretary
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Figure 1 – Koissikoto and Kenieko: Located in Attractive Regional Setting





Indiana Resources Limited

ACN 009 129 560

ENTITLEMENT OFFER OFFER DOCUMENT

For a non-renounceable pro rata offer of New Shares at an issue price of 6.0 cents each on the basis of 10 New Shares for every 17 Shares held by Eligible Shareholders at the Record Date to raise approximately \$3.0 million before costs.

The last date for acceptance and payment in full is 5.00 pm (AWST) on 13 August 2018.

THIS IS AN IMPORTANT DOCUMENT. IF YOU DO NOT UNDERSTAND IT, OR ARE IN DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER

THE NEW SHARES OFFERED BY THIS DOCUMENT SHOULD BE CONSIDERED AS SPECULATIVE

IMPORTANT NOTICES

This Offer Document is issued pursuant to section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) (as modified by ASIC Class Order 08/35) for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer Document was lodged with ASX on 16 July 2018. Neither ASIC or ASX takes any responsibility for the content of this Offer Document.

This Offer Document is not a prospectus and does not contain all of the information that an investor would find in a prospectus or which may be required by an investor in order to make an informed investment decision regarding, or about the rights attaching to, New Shares. Nevertheless, this Offer Document contains important information and requires your immediate attention. It should be read in its entirety. If you are in any doubt as to how to deal with this Offer Document, you should consult your professional adviser as soon as possible.

This Offer Document does not, and is not intended to, constitute an offer or invitation in the United States, or to any person acting for the account or benefit of a person in the United States, or in any other place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No offer is being made to Shareholders with a registered address outside Australia and New Zealand. The distribution of this Offer Document and the Entitlement and Acceptance Form (including electronic copies) outside Australia and New Zealand may be restricted by law. If you come into possession of these documents, you should observe such restrictions and should seek your own advice about such restrictions. Please refer to Section 1.9.

Information about the Company is publicly available and can be obtained from ASIC and ASX (including its website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Offer Document and do not constitute part of the Entitlement Offer. This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

No person is authorised to give any information or make any representation in connection with the Entitlement Offer which is not contained in this Offer Document. Any such extraneous information or representation may not be relied upon.

This Offer Document contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Offer Document, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management. We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Document, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 3 of this Offer Document

Applications for New Shares by Eligible Shareholders may only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out the Entitlement of an Eligible Shareholder to participate in the Entitlement Offer. Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement. By returning an Entitlement and Acceptance Form or lodging an Entitlement and Acceptance Form with your stockbroker or otherwise arranging for payment for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have received and read this Offer Document, you have acted in accordance with the terms of the Entitlement Offer detailed in this Offer Document and you agree to all of the terms and conditions as detailed in this Offer Document.

Please refer to the glossary in Section 5 for terms and abbreviations used in parts of this Offer Document.

Chairman's letter

Dear Shareholder

On behalf of the Board of Indiana, I am pleased to invite you to participate in a non-renounceable *pro rata* Entitlement Offer announced by the Company on 16 July 2018. This Entitlement Offer provides you with the opportunity to increase your investment in the Company.

Eligible Shareholders will have the opportunity under the Entitlement Offer to subscribe for 10 New Shares for every 17 Shares held on the Record Date at the issue price of 6.0 cents per New Share. The issue price represents a discount of 1.64% to the closing price of the Shares last traded on the ASX (12 July 2018) and a 7.8% discount on the last 30 day volume-weighted average price of Indiana shares to that date.

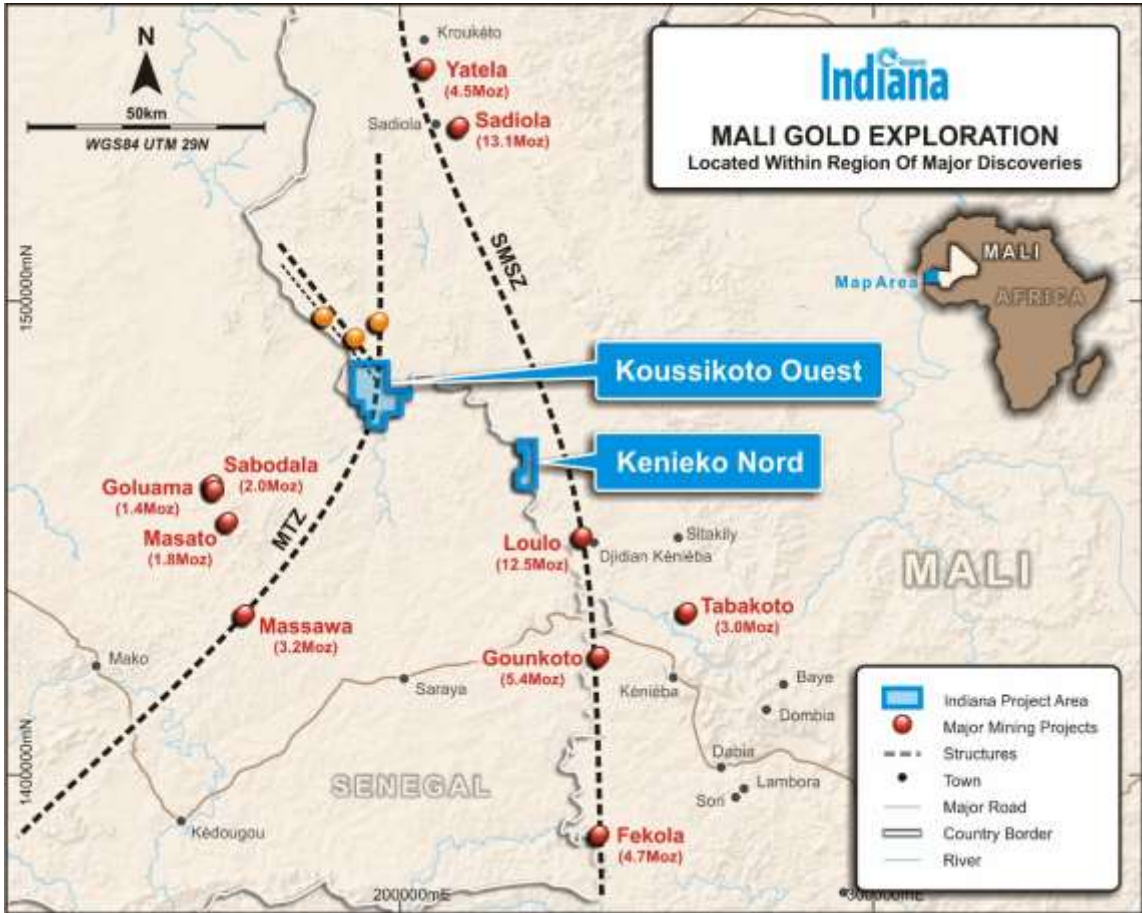
Acquisition of exploration properties in Mali

In May this year, Indiana entered into a binding agreement to acquire 100% of the shares of Mukuyu Resources Limited (**Mukuyu**), the owner of interests in two highly prospective gold exploration licences in western Mali, Koussikoto Ouest (**Koussikoto**), in which it holds 75% and Kenieko Nord (**Kenieko**), in which it holds 95% (**Acquisition**), with the remaining interest in both licences being held by local partners. In July this year, all conditions precedent to the acquisition of Mukuyu had been satisfied or waived and the Acquisition has now completed.

Koussikoto and Kenieko cover a total area of 126km² and are located in the prolifically gold mineralised Kenieba Province of western Mali, approximately 550 km west of the capital city of Bamako (Figure 1).

We are firmly committed to exploration at Koussikoto and Kenieko and increasing the Company's landholding in Mali to ensure every possibility of exploration success.

Figure 1 – Koissikoto and Kenieko: Located in Attractive Regional Setting



Koussikoto

Koussikoto covers an area of 100km² and straddles a regionally significant structure referred to as the Main Transcurrent Zone in the far west of the Kenieba Province, along strike from the Massawa (+3Moz) and Sabodala (+2Moz) gold deposits in Senegal (Figure 1).

A number of broad gold-in-soil anomalies have been previously delineated, with trenching returning results such as 22m @ 3.29 g/t Au and 15m @ 2.29 g/t Au. Prior to completion of the Acquisition, shallow follow up drilling beneath these trenches intersected high-grade gold mineralisation, including 18m @ 3.35 g/t Au and 4.5m @ 18.55 g/t Au.¹

A recently completed reconnaissance drilling programme of 4,325m has highlighted the potential at Koussikoto. Results have been received for 150 holes at Koussikoto. Assay results for the drilling programme at Kenieko, comprising 19 holes for 358m are expected shortly. Significant intersections for Koussikoto include the following:²

- **8m @ 3.37 g/t Au, from 12m**
- **8m @ 3.00 g/t Au, from 16m**
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- **4m @ 2.16 g/t Au, from 4m**
- **2m @ 1.34 g/t Au, from 16m**

Kenieko

Gold prospective rocks along the eastern side of the Kenieba Province are transected by a NNW-SSE trending strike-slip fault known as the Senegal-Malian Shear Zone (**SMSZ**). This structure is present over a strike length of more than 500km. The Sadiola (13Moz), Yatela (+4Moz), Loulo (+12Moz) and Fekola (+4Moz) gold deposits are related to this major structure (Figure 1).

Kenieko covers an area of 26km² and is located in proximity to the SMSZ, to the north of the Loulo Gold Mine Camp (+12Moz, Randgold Resources – see Figure 1). The property is bounded to the west by the Faleme River, defining the border between Mali and Senegal. Soil sampling, which appears to be incomplete over the permit area, is the only work done to date.

Upcoming drilling

At this stage, the Company intends to implement a multi-faceted exploration campaign at Koussikoto and Kenieko, which is expected to commence following the end of the rainy season in October 2018. This programme is expected to follow up and infill drill adjacent to recent significant intersections and include an expanded programme of reconnaissance auger and aircore drilling to investigate poorly explored areas in the west and east of Koussikoto.

Tanzanian assets

Indiana held the Ntaka Hill Nickel Project, located in south-east Tanzania, under a Retention Licence, however the enactment of legislation in July 2017 and introduction of the Mining Regulations in January 2018, had the effect of cancelling Retention Licences. Following discussions with the Ministry of Minerals, Indiana has lodged an application for a Prospecting Licence over the area covered by the Ntaka Hill Retention Licence. The Company continues to engage constructively with the Government of Tanzania and is confident that a satisfactory resolution can be reached.

Ntaka Hill is host to a large mineral resource, with over 350,000 tonnes of contained nickel,³ comprised of:

- Measured and Indicated Resources of 20,323 kt at 0.58% Ni for 117,880 tonnes of contained

¹ ASX announcement 1 March 2018. Indiana confirms that it is not aware of any new information or data that materially affects the information included in that announcement.

² ASX announcements 29 June 2018 and 12 July 2018. Indiana confirms that it is not aware of any new information or data that materially affects the information included in those announcements.

³ Indiana confirms that it is not aware of any new information or data that materially affects the information included in the announcement of 19 August 2013 and that all material assumptions and technical parameters underpinning the estimates in that announcement continue to apply and have not materially changed.

nickel; and

- Inferred Resources of 35,930 kt at 0.70% Ni for 238,500 tonnes of contained nickel.

Previous studies had considered only large-scale development options at Ntaka Hill. In 2017, the Company completed a study that demonstrated the potential for a smaller scale (lower capital cost) operation, based on the existing higher-grade resources. Analysis carried out by joint venture partner, Fig Tree, has shown similar project development potential. Subject to securing tenure at Ntaka Hill, the Company believes that with an improving outlook for nickel prices, there is an opportunity to enter into a transaction on Ntaka Hill that will enable the Company to realise the value of its interest in Ntaka Hill and provide a pathway for the development of Ntaka Hill.

Use of funds from the Entitlement Offer

While the Company currently has approximately \$680,000 of unaudited cash reserves (as at 30 June 2018) and operates with a low-cost profile with administration and corporate expenses of \$270,000 per quarter, the Board considers it prudent to undertake the Entitlement Offer.

Funds raised from the Entitlement Offer will be used to carry out further exploration at Koussikoto and Kenieko, building on the positive results achieved to date. We are committed to building a strategic tenement package in Mali and completion of the Entitlement Offer will strongly position the Company to consider a range of transactions. As part of the commitment to expanding the Company's interests in Mali, proceeds from the Offer will also be used to recruit a business development specialist. In addition, proceeds will also be used to support efforts to realise the value of Company's interest in Ntaka Hill, meet tenement holding costs and for general corporate and administration expenses.

The details of the Entitlement Offer are set out in this Offer Document together with your personalised Entitlement and Acceptance Form. I encourage you to read the Offer Document in its entirety before making your investment decision. A description of risk factors that you may wish to consider is set out in Section 3.

On behalf of the Board, I recommend this Entitlement Offer to you and look forward to your continuing investment in the Company. I thank you for your ongoing support as a Shareholder of the Company.

Yours sincerely

Bronwyn Barnes
Chairman

1. Details of the Entitlement Offer

1.1 The Entitlement Offer

Indiana Resources Limited ACN 009 129 560 (the **Company**) is making a non-renounceable pro rata offer (**Entitlement Offer**) of fully paid ordinary shares in the capital of the Company (**New Shares**) to Shareholders with a registered address in Australia and New Zealand (**Eligible Shareholders**). Eligible Shareholders who are on the Company's share register at 5.00 pm (AWST) on 19 July 2018 (**Record Date**) will be entitled to apply for 10 New Shares for every 17 Shares held at an issue price of 6.0 cents each per New Share. The issue price is payable in full on application.

If all Shareholders take up their Entitlement under the Entitlement Offer, up to 50,619,810 New Shares will be issued and the Company will raise up to approximately \$3.0 million before costs. The number of New Shares to which you are entitled is shown on the accompanying Entitlement and Acceptance Form.

The Entitlement Offer is not underwritten.

The New Shares will be fully paid and will rank equally with the Company's existing issued Shares.

1.2 Key dates

The Entitlement Offer is open for acceptance until 5.00 pm (AWST) on the Closing Date or such other date as the Directors shall determine, subject to the Listing Rules. Other key dates for the Entitlement Offer are as follows:

Event	Date
Offer Document lodged with ASX	
Entitlement Offer announced via ASX and application for quotation (Appendix 3B)	16 July 2018
Letter to unlisted option holders	16 July 2018
Letter to eligible and excluded shareholders	17 July 2018
Shares quoted on an "ex" basis	18 July 2018
Record Date to identify Shareholders entitled to participate in issue	19 July 2018
Offer Document and Entitlement and Acceptance Forms despatched to Eligible Shareholders	24 July 2018
Last day to extend the Entitlement Offer closing date	8 August 2018
Closing Date for acceptance and payment	13 August 2018
Securities quoted on a deferred settlement basis	14 August 2018
Entity notifies ASX of under subscriptions	No later than 16 August 2018
Issue of New Shares	
Deferred settlement trading ends	20 August 2018
Despatch of holding statements	20 August 2018
Commencement of trading of New Shares	21 August 2018
Placement of shortfall shares	13 November 2018

The timetable outlined above is indicative only and subject to change. The Directors, reserve the right to vary these dates, including the Closing Date, without prior notice but subject to the Corporations Act and the Listing Rules. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment. In that event, Application Money will be returned without interest. See Section 1.7 for further details.

1.3 Use of proceeds and effect of the Entitlement Offer on the Company

The immediate financial effect of the Entitlement Offer on the Company will be to increase cash reserves by up to approximately \$3.0 million (before costs), should all shareholders participate in the Entitlement Offer. As at 13 July 2018, the Company's unaudited cash and cash equivalents totalled \$350,000 net of obligations to creditors.

The Company will use the proceeds from the Entitlement Offer to undertake its exploration program at the Koussikotio Ouest and Kenieko Nord properties in Western Mali. Proceeds will also be used to support ongoing tenement holding costs and administration and corporate expenses.

The use of funds described above is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

As the Entitlement Offer is not underwritten, the allocation of the funds raised will depend on the level of acceptances and the amount of Application Monies received. The Company will need to consider alternative methods of raising funds should it not raise the full amount under the Entitlement Offer.

The principal effect of the Entitlement Offer (if fully subscribed) on the Company's capital structure will be to increase the total number of issued Shares to a maximum of 50,619,810 Shares. The following table sets out the number of issued Shares at the date of the Entitlement Offer and the total number of issued Shares at the close of the Entitlement Offer based on the maximum number of New Shares that may be issued under the Entitlement Offer:

Shares	Number
Issued Shares as at the date of this document	86,053,677
Maximum number of New Shares that may be issued pursuant to the Entitlement Offer ¹	50,619,810
Maximum number of issued Shares upon completion of the Entitlement Offer ²	136,673,487

Notes:

¹The number of New Shares to be issued assumes that no options or performance rights currently on issue are exercised or converted prior to the Record Date.

²Assumes that the Entitlement Offer is fully subscribed and that no options or performance rights currently on issue are exercised or converted prior to the Record Date.

In addition to Shares, the Company also has on issue 5,090,088 unquoted options. The Company is not anticipating any of these are exercised prior to the Record Date.

Details of the effect of the Entitlement Offer on control of the Company are set out in Section 1.10.

1.4 Entitlements

Each Eligible Shareholder who is registered as the holder of Shares at 5.00 pm (AWST) on the Record Date is entitled to participate in the Entitlement Offer. The number of New Shares to which you are entitled is shown on your Entitlement and Acceptance Form accompanying this Offer Document.

You may accept all, or only part, of your Entitlement by completing the Entitlement and Acceptance Form and returning it in accordance with the instructions set out on the reverse of that form prior to the Closing Date. If you decide not to accept all or part of your Entitlement or fail to do so by the Closing Date, your rights to participate in the Entitlement Offer will lapse and the New Shares not taken up by you will form part of the Shortfall. If your acceptance exceeds your Entitlement as shown on the Entitlement and Acceptance Form, any excess will be deemed to be an application for additional New Shares under the Shortfall Offer.

As a result of this Entitlement Offer, Shareholders who do not take up all of their Entitlement will have their percentage shareholding in the Company diluted.

In determining Entitlements, any fractional entitlements have been rounded up to the nearest whole number of Shares.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. The sale by Applicants of New Shares prior to the receipt of a holding statement is at the Applicant's own risk.

1.5 No rights trading

The rights to New Shares under the Entitlement Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Entitlement Offer to any other party. If you do not take up your Entitlement to New Shares under the Entitlement Offer by the Closing Date, the Entitlement Offer to you will lapse.

1.6 ASX listing

The Company has made an application to ASX for Official Quotation of the New Shares. If ASX does not grant quotation for the New Shares, the Company will not allot any New Shares and all Application Money will be refunded without interest.

The fact that ASX may grant Official Quotation of the New Shares is not to be taken in any way as an indication of the merits of the Entitlement Offer or the New Shares under this Offer Document.

1.7 Refund of Application Money

Application Monies will be held in a subscription account established and held by the Company on behalf of each Eligible Shareholder until the New Shares are issued. If necessary, Application Money will be refunded as soon as reasonably practicable, without interest. Interest earned on any Application Money will be for the benefit of the Company and will be retained by the Company regardless of whether New Shares are issued under the Entitlement Offer.

1.8 Shortfall

If you do not wish to take up any part of your Entitlement under the Entitlement Offer, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall and will be dealt with in accordance with this Section 1.8.

Subject to any restrictions imposed by law, Eligible Shareholders who have subscribed for their Entitlements in full may apply for additional New Shares under the Shortfall Offer (**Shortfall Shares**). For instructions on how to apply for Shortfall Shares please refer to Section 2.4.

Shortfall Shares will be issued to Eligible Shareholders at the discretion of the Directors. Therefore, the Directors cannot guarantee that your Application for Shortfall Shares will be successful. The Directors reserve the right to allot to an Application a lesser number of Shortfall Shares than the number for which the Applicant applies, or to reject an Application or to not proceed with the placing of the Shortfall Shares. If the number of Shortfall Shares allotted is fewer than the number applied for, surplus Application Monies will be refunded in full without interest in accordance with the Corporations Act.

Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to deal with the Shortfall Shares which are not taken up by Eligible Shareholders under the Entitlement Offer within 3 months after the Closing Date, including by inviting persons to apply for the Shortfall

Shares. Such Shortfall Shares will only be issued at an issue price that is not less than the issue price offered to Eligible Shareholders under the Offer Document and will not be issued to the Directors or to related parties (or their associates).

Should there be a shortfall, it is presently the intention of the Directors to participate in the issue of Shortfall Shares, subject to the approval of the Company's shareholders.

1.9 Excluded Shareholders

The Company will not make the Entitlement Offer to Shareholders with a registered address outside Australia and New Zealand (**Excluded Shareholders**). The Company has decided that it is unreasonable to extend the Entitlement Offer to Excluded Shareholders having regard to:

- (a) the number of Shareholders outside Australia and New Zealand;
- (b) the number and value of New Shares that would be offered to Shareholders outside of Australia and New Zealand; and
- (c) the cost of complying with the legal requirements, and requirements of regulatory authorities, in the overseas jurisdictions.

Accordingly, the Entitlement Offer will not be extended to Excluded Shareholders.

The Company reserves the right in its absolute discretion to offer the Entitlement Offer to a Shareholder with an address in the Company's share register outside Australia or New Zealand if the Company is satisfied that it is not precluded from lawfully issuing New Shares to that Shareholder either unconditionally or after compliance with conditions which the Directors in their sole discretion regard as acceptable.

1.10 Effect on control

The potential effect that the issue of New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand for New Shares. However, given the structure of the Entitlement Offer as a pro rata issue, the potential effect that the issue of the New Shares will have on the control of the Company is as follows:

- (a) if all Eligible Shareholders take up their entitlements under the Entitlement Offer, the Entitlement Offer will have no significant effect on the control of the Company;
- (b) if some Eligible Shareholders do not take up their entitlements under the Entitlement Offer then the interests of those Eligible Shareholders will be diluted;
- (c) the proportional interests of shareholders with an address outside of Australia and New Zealand will be diluted because such shareholders are not entitled to participate in the Entitlement Offer;
- (d) although the issue of New Shares which are not taken up by Eligible Shareholders under the Entitlement Offer may increase the voting power of the investors who may be allocated New Shares via the shortfall process, it is not expected to have any material effect on the control of the Company.

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 25% (as compared to their holdings and number of Shares on issue prior to the Entitlement Offer, as at the date of this Offer Document).

Examples of how the dilution may impact Shareholders, based on the issued share capital as at the date of this Offer Document, are set out in the table below:

Holder	Holding as at Record Date	% holding as at Record Date	% holding if Entitlements not taken up
Shareholder 1	2,500,000	2.91	1.83
Shareholder 2	1,000,000	1.16	0.73
Shareholder 3	500,000	0.29	0.37
Shareholder 4	250,000	0.29	0.18
Shareholder 5	50,000	0.06	0.04

1.11 Directors interests and participation

Each Director's relevant interest in the securities of the Company at the date of this Entitlement Offer Document and their Entitlement is set out in the table below.

Director	Shares	Voting power	Entitlement	\$
Bronwyn Barnes	2,692,601	3.13	1,583,883	95,033
Derek Fisher	256,457	0.30	150,857	9,051
Bruce McFadzean	124,446	0.14	73,204	4,392

Each of the Directors have advised they or their related entities intend to take up their Entitlements in full.

1.12 Market prices for Shares on ASX

The lowest and highest market prices of the Shares of the Company on ASX during the 3 months immediately preceding the date of this Offer Document were 8.1 cents and 5.0 cents respectively.

1.13 Notice to nominees and custodians

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an entitlement under the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

1.14 CHESS

The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.15 Enquiries

If you have any enquiries in relation to the Entitlement and Acceptance Form or your Entitlement, please contact the Company Secretary by telephone on +61 8 9388 7877 or consult your professional adviser.

2. Actions required by Shareholders

Acceptance of the Entitlement Offer must be made by Eligible Shareholders on the Entitlement and Acceptance Form accompanying this Offer Document. The Directors reserve the right to reject any applications for New Shares that are not made in accordance with the terms of this Offer Document or the instructions on the Entitlement and Acceptance Form.

2.1 Taking up all of your Entitlement

If you wish to take up all of your Entitlement, complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form and arrange for payment of the Application Money in accordance with Section 2.5.

2.2 Allow all or part of your Entitlement to lapse

If you decide not to accept all or part of your Entitlement to New Shares, or fail to accept by the Closing Date, your Entitlement will lapse. The New Shares not subscribed for will form part of the Shortfall.

If you do nothing, although you will continue to own the same number of Shares, your shareholding in Indiana will be diluted.

As the Entitlement Offer is non-renounceable, you will not receive any payment for Entitlements you do not take up.

2.3 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement under the Entitlement Offer and allow the balance to lapse, please complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up in accordance with the instructions set out on the reverse of that form and arrange for payment of the applicable amount of Application Money in accordance with Section 2.5.

2.4 Applying for Shortfall Shares

Subject to any restrictions imposed by law, Eligible Shareholders who have subscribed for their Entitlements in full may apply for additional New Shares under the Shortfall Offer by completing the section of the Entitlement and Acceptance Form entitled "Shortfall Shares" in accordance with the instructions set out on the reverse of that form.

2.5 Payment and return of Entitlement and Acceptance Form

You may pay the Application Money by BPAY®, cheque, money order or bank draft.

Payment by BPAY®

Those who elect to pay by BPAY® must follow the instructions for BPAY® described in the Entitlement and Acceptance Form (which includes the biller code and your unique customer reference number). Please note that should you choose to pay by BPAY® payment:

- (a) you do **not** need to submit the personalised Entitlement and Acceptance Form but are taken to make the statements on that form; and
- (b) if you do **not** pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Money.

Applicants should be aware that their own financial institution may implement earlier cut off times with respect to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY® must be received by no later than 2.00 pm (AWST) on the Closing Date.

Payment by cheque, money order or bank draft

Those who elect to pay by cheque, money order or bank draft must follow the instructions described in the Entitlement and Acceptance Form. You must ensure that:

- (a) your Entitlement and Acceptance Form is complete;
- (b) your cheque, money order or bank draft for the applicable amount of Application Money must be made in Australian currency, drawn on an Australian branch of a financial institution, be made payable to "Indiana Resources Limited" and crossed "Not Negotiable";
- (c) your completed Entitlement and Acceptance Form and cheque, money order or bank draft are received by the Company's Share Registry by no later than 5.00 pm (AWST) on the Closing Date at:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

2.6 Implications of acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application Monies by BPAY will be taken to constitute a representation by you that:

- (a) you have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application Monies, the Application may not be varied or withdrawn except as required by law.

3. Risk factors

The Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

Activities in the Company and its controlled entities, as in any business, are subject to risks which may impact on the Company's future performance.

Prior to deciding whether to take up their Entitlement, Shareholders should read the entire Offer Document and review announcements made by the Company to ASX (at www.asx.com.au under the code IDA) in order to gain an appreciation of the Company, its activities, operations, financial position and prospects.

Shareholders should also consider the following summary risk factors which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to increase their shareholding in the Company. The following risk factors are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed.

Future capital requirements

The Company has finite financial resources and no cash flow from producing assets and therefore will require additional financing in order to meet its minimum expenditure commitments for its tenements and implement its strategy as previously disclosed.

The Company will require further financing in the future, in addition to amounts raised pursuant to the Entitlement Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or Entitlement Offer price) or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Shares and of securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing shareholders will be diluted.

Country Risk

The Company's principal assets are located in Mali and Tanzania and it may acquire assets in other foreign countries in the future. There are risks associated with exploration and mining activities and investments generally in foreign countries that may adversely affect the business, costs, expenditure and profitability of the Company. These risks include without limitation:

- (a) changes in foreign country government, government policies, regulatory regime, economic change, civil instability and attitudes towards foreigners or their businesses;
- (b) land access and environmental regulation may be adverse or beneficial; and
- (c) the applicable legal regime including investment into and repatriation of revenue out of the foreign country.

Failure to comply strictly with applicable laws, regulations and local practices could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

In July 2017, the Tanzanian Government passed legislation which included a number of changes with respect to the legal and regulatory framework governing the natural resources sector in Tanzania (**Amending Legislation**). In January 2018, the Mining Regulations (**Regulations**), which accompany the Amending Regulations were published

Key aspects of the Amending Legislation and Regulations include:

- (a) Depending on the scale of the project and the minerals being mined, the Tanzanian Government may hold a free carried interest of at least 16%;
- (b) An increase in the royalty rate for certain minerals (including gold and copper) from 4% to 6%;
- (c) Retention of earnings in Tanzania, with repatriation of profits permitted in accordance with Tanzanian law;
- (d) Disputes to be adjudicated in Tanzania under Tanzanian law;
- (e) Local content, corporate social responsibility (CSR) and the requirement for mineral rights' holders to make an integrity pledge;
- (f) Cancellation of Retention Licences; and
- (g) Restrictions on the export of raw resources for beneficiation outside Tanzania.

While Indiana remains committed to advancing exploration at Kishugu and Naujombo, due to the uncertainty associated with certain aspects of the Amending Legislation, the Company decided that it was prudent to place its Tanzanian exploration activities on hold until the uncertainty associated with the Amending Legislation and Regulations has been removed.

While Indiana considers that the Amending Legislation and Regulations appears to be designed to address the mining and export of precious metals and metal concentrates from existing operations in Tanzania, which have been the focus of a review conducted by Presidential Committees, there is no certainty that is the case.

Litigation risk

The Company is subject to litigation risks. All industries, including the minerals exploration industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

Exploration, development, mining and processing risks

The exploration licences of the Company are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of these licences, or any other licences that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a wide range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, tribal and traditional ownership processes, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend on the Company having access to sufficient development capital to allow for progressing exploration opportunities towards mining operations, being able to maintain title to its licences and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful, this could lead to

a diminution in the value of the licences, a reduction in the base reserves of the Company and possible relinquishment of the licences.

Each of the Company's mining licences and permits are for a specific term and carry with them annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in these tenements if licence conditions are not met or insufficient funds are available to meet expenditure commitments.

The exploration costs of the Company are based on certain assumptions with respect to method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially affect the Company's viability.

Logistics and infrastructure

The Company's exploration projects in Mali and Tanzania are subject to logistical risk of a long supply line and lack of nearby engineering and other support facilities. They are located in remote areas of western Mali and southern Tanzania, both of which lack basic infrastructure, including sources of power, water, housing, food and transport.

Owing to a shortage of skilled local personnel, the Company engages expatriate workers and consultants to perform certain functions in Mali and Tanzania. In order to develop any of its exploration properties, the Company will need to establish the facilities and material necessary to support operations in the remote locations in which they are situated. The remoteness of the properties will also affect the potential viability of mining operations, as the Company will also need to establish more significant sources of power, water, physical plant and transport infrastructure in the area. The lack of availability of such sources may adversely affect mining feasibility and may, in any event, require the Company to arrange significant financing, locate adequate supplies and obtain necessary approvals from national regional governments, none of which can be assured.

Termite Administration

In September 2015, a letter of demand was received from the liquidators of Termite Resources NL (**Termite**) which provided notice of a potential claim against former Directors and Officers of Termite including the Company itself.

Termite was wholly owned by an incorporated joint venture entity, itself a 51% owned subsidiary of Indiana. Termite undertook the operation of the Cairn Hill iron ore mine in South Australia. As a result of the sudden and steep downturn in iron ore prices in the second quarter of 2014, Indiana announced on 19 June 2014 that the directors of Termite had appointed voluntary administrators to Termite. Subsequently, on 15 September 2014, creditors of Termite voted to place that company into liquidation.

In January 2016, the Company entered into a Standstill Deed with the Liquidators, under which Termite, at the request of the Company and the Individual Defendants, agreed not to constitute proceedings against Indiana without notice. No such notice has been given.

In April 2016, the Liquidators commenced formal proceedings against certain previous directors and officers of Termite. A trial concluded in September 2017. No proceedings have commenced against the Company.

The quantum of the claim is put in the alternative as the amount of the unsatisfied liabilities to unsecured creditors at the date of administration (mostly made up of damages claims from long term logistics creditors for early termination of their contracts on appointment of the administrators) said to be estimated at \$75 million, alternatively about \$46 million plus interest, being the amount repaid by Termite to Outback. The Company's current belief is that such a claim has little merit.

Termite's insurer has been notified and reimbursed the respective directors and officers for legal costs incurred to date. The Company is also confident that any liability against the Directors and

Officers arising from the claim also falls within the D&O Policy. As a result, it is unlikely that the Company would incur any economic loss as a result of a claim against the Directors and Officers of Termite.

There is a risk that the Company will be pursued as a defendant. If that event materialises, the Company may incur out of pocket legal expenses that may materially affect its activities and financial position.

Key personnel

Recruiting and retaining qualified personnel are important to the Company's success. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons is strong. There can be no assurance given that there will be no detrimental impact on the Company if one or more Directors leave the Company.

Joint Venture Parties, Agents and Contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party. Further, the Company is unable to predict the risk of insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity. The effects of such failures may have an adverse effect on the Company's operations.

No minimum subscription

There is no minimum subscription under the Entitlement Offer. As such, there is no guarantee that the Company will raise sufficient funds to enable the development of the Company's projects and there may be restrictions of the financing and operating activities of the Company. Further, the Company may be required to reduce the scope of its operations or anticipated expansion and it may affect the Company's ability to continue as a going concern.

Stock market conditions

As with all stock market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares might trade below or above the issue price for the New Shares.

General factors that may affect the market price of Shares include without limitation economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

Commodity price volatility and exchange rate risk

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity prices and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand for minerals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, prices of various commodities and services may be denominated in United States dollars or other foreign currencies including those of Tanzania and Mali, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar and the Tanzanian and Mali currencies against the Australian dollar as determined in international markets.

Liquidity risk

There can be no guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX

at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid under the Entitlement Offer.

Investment risk

An investment in New Shares should be considered speculative. New Shares carry no guarantee with respect to the payment of any dividends, returns of capital or the market value of those New Shares.

Uninsurable risks

The Company's business is subject to a number of risks and hazards generally, including without limitation, adverse environmental conditions, industrial accidents, labour disputes, civil unrest and political instability, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in development, monetary losses and possible legal liability. The Company maintains insurance to protect against certain risks in such amounts as it considers reasonable. However, its insurance will not cover all the potential risks associated with its operations and losses from such events may cause the Company to incur significant costs that could have a material adverse effect upon its performance.

Estimation of Mineral Resources and Ore Resources

There is a degree of uncertainty to the estimation of Mineral Resources and Ore Reserves and corresponding grades being mined or dedicated to future production. Until Mineral Resources or Ore Reserves are actually mined and processed, the quantity of Mineral Resources and Ore Reserves must be considered as estimates only. In addition, the grade of Mineral Resources and Ore Reserves may vary depending on, among other things, metal prices. Any material change in quantity and grades of Mineral Resources, Ore Reserves, or stripping ratio may affect the economic viability of the properties. In addition, there can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

Fluctuation in the prices of nickel, base or precious metals and graphite, results of drilling, metallurgical testing and the evaluation of mine plans subsequent to the date of any estimate may require revision of such estimate. Any material reductions in estimates of Mineral Resources and / or Ore Reserves, could have a material adverse effect on the Company's financial condition.

Metallurgical risks

The economic viability of base metal and gold recovery depends on a number of factors such as the development of an economic process route for metal concentrates. Further, changes in mineralogy may result in inconsistent metal recovery.

Competition risk

The industry in which the Company is involved is subject to domestic and global competition. Although the Company undertakes all reasonable due diligence in its business decisions and operations, the Company has no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

Speculative nature of investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this document.

4. Additional information

4.1 Offer Document not investment advice

The Offer Document is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice or investment advice nor a recommendation to acquire New Shares. It has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to provide financial product advice in respect of the New Shares.

The Offer Document does not purport to contain all the information that you may require to evaluate a possible application for New Shares.

Before deciding whether to take up your entitlements to New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Offer Document, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant or other independent professional adviser.

4.2 Effects of rounding and warning against share splitting

All Entitlements will be rounded up to the nearest whole number of New Shares.

If the Company reasonably believes that a Shareholder has been a party to the splitting or division of a shareholding in an attempt to obtain an advantage from the rounding up of Entitlements, then the Company reserves the right to round the Entitlement of such holdings so as to provide only the number of New Shares that would have been received but for the splitting or division.

4.3 Tax

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under the Offer. The Company does not accept any responsibility in this regard, and Shareholders should consult with their professional tax adviser.

4.4 Privacy

The Entitlement and Acceptance Form requires you to provide information that may be personal information for the purpose of the Privacy Act 1988 (Cth). The Company (and the Share Registry on its behalf) collects, holds and uses personal information in order to assess applications for New Shares, service the needs of Shareholders, provide facilities and services and to administer the Company.

Access to information may also be provided to the Company's related bodies corporate, agents and service providers, regulatory bodies, mail houses and the Share Registry.

If you do not provide the information requested of you in the Entitlement and Acceptance Form, the Share Registry will not be able to process your application for New Shares or administer your holding of Shares appropriately.

5. Glossary

In this Offer Document:

\$ means Australian dollars, unless otherwise specified.

Applicant means a person who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form.

Application Money means the aggregate amount of money payable for New Shares applied for in a duly completed Entitlement and Acceptance Form.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 trading as the Australian Securities Exchange.

AWST means Australian Western Standard Time.

Closing Date the last day for payment and return of Entitlement and Acceptance Forms, being 5.00 pm (AWST), 13 August 2018.

Company Secretary means the company secretary of the Company.

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder at the Record Date who is not an Excluded Shareholder.

Entitlement means the number of New Shares that a Shareholder is entitled to apply for under the Entitlement Offer, as determined by the number of Shares held by that Shareholder on the Record Date.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Excluded Shareholder means a Shareholder as at the Record Date whose registered address is not situated in Australia or New Zealand.

Listing Rules means the official listing rules of ASX.

Indiana or **Company** means Indiana Resources Limited ACN 009 129 560.

New Share means a new Share to be issued under the Entitlement Offer.

Official Quotation means "quotation" (as that term is used in the Listing Rules) of all of the New Shares on ASX when allotted which if conditional may only be conditional on customary pre-quotation conditions.

Record Date means 19 July 2018 or such other date as may be determined by the Directors.

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

Shareholder means a holder of Shares.

Share Registry means Computershare Limited ACN 005 485 825.

Shortfall means the number of New Shares offered under the Entitlement Offer for which valid applications have not been received from Eligible Shareholders before the Closing Date.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 1.8.

16 July 2018

Dear Shareholder

Non - Renounceable Entitlement Offer

On 16 July 2018, Indiana Resources Limited ACN 009 129 560 (the **Company**) announced an opportunity for holders of shares in the Company (**Shareholders**) with a registered address in Australia and New Zealand (**Eligible Shareholders**) as at 5.00 pm (AWST) on 19 July 2018 (**Record Date**) to participate in a non-renounceable pro rata entitlement offer (**Entitlement Offer**).

Pursuant to the Entitlement Offer, the Company will issue up to 50,619,810 fully paid ordinary shares in the capital of the Company (**New Shares**) at an issue price of 6.0 cents each, to raise up to approximately \$3.0 million (before costs). The New Shares will be offered on the basis of 10 New Share for every 17 fully paid ordinary shares (**Shares**) held in the capital of the Company as at the Record Date (**Entitlement**).

The New Shares will be fully paid and will rank equally with the Company's existing issued Shares. The Company will make an application to the Australian Securities Exchange (**ASX**) for official quotation of the New Shares. No Shareholder approval is required for the Entitlement Offer.

The rights to subscribe for the New Shares in accordance with an Entitlement under the Entitlement Offer are non-renounceable and the Entitlement Offer is not underwritten. In determining Entitlements, any fractional entitlements have been rounded up to the nearest whole number of Shares.

An Offer Document setting out full details of the Entitlement Offer, a copy of which will be lodged with the ASX on 24 July 2018, will be sent to all Eligible Shareholders, together with an Entitlement and Acceptance Form. A copy of the Offer Document is also available on the ASX website (<http://www.asx.com.au>). Full details of the terms and conditions of the Entitlement Offer will be contained in the Offer Document.

If fully subscribed, on completion of the Entitlement Offer the Company will have 136,673,487 fully paid ordinary shares on issue. This assumes no options or performance rights currently on issue are exercised or converted prior to the Record Date.

The Company will use the proceeds from the Entitlement Offer to carry out exploration at the Company's Koussikoto Ouest and Kenieko Nord exploration properties and to increase the Company's landholding in western Mali. In addition, proceeds will also be used to support efforts to monetise the Company's interest in Ntaka Hill, meet tenement holding costs and for general corporate and administration expenses. Further details are set out in section 1.3 of the Offer Document.

Please note that Shareholders at the Record Date that have a registered address outside Australia and New Zealand (**Excluded Shareholders**) will not be eligible to participate in the Entitlement Offer.

Eligible Shareholders may:

- take up all their Entitlement;
- allow all or part of their Entitlement to lapse;
- take up part of their Entitlement and allow the balance to lapse; or
- take up all of their Entitlement and apply for additional New Shares under the shortfall.

Further details on how to take up your Entitlements, including paying by BPAY or cheque are set out in section 2 of the Offer Document. Application monies (and a completed Entitlement and Acceptance Form if paying by cheque, money

order or bank draft) are due by 5.00 pm (AWST) on 13 August 2018 (**Closing Date**). It is proposed that the Entitlement Offer be conducted according to the following indicative table:

Event	Date
Offer Document lodged with ASX	
Entitlement Offer announced via ASX and application for quotation (Appendix 3B)	16 July 2018
Letter to unlisted option holders	16 July 2018
Letter to eligible and excluded shareholders	17 July 2018
Shares quoted on an "ex" basis	18 July 2018
Record Date to identify Shareholders entitled to participate in issue	19 July 2018
Offer Document and Entitlement and Acceptance Forms despatched to Eligible Shareholders	24 July 2018
Last day to extend the Entitlement Offer closing date	8 August 2018
Closing Date for acceptance and payment	13 August 2018
Securities quoted on a deferred settlement basis	14 August 2018
Entity notifies ASX of under subscriptions	No later than 16 August 2018
Issue of New Shares	
Deferred settlement trading ends	20 August 2018
Despatch of holding statements	20 August 2018
Commencement of trading of New Shares	21 August 2018
Placement of shortfall shares	13 November 2018

This timetable is indicative only and subject to change. Subject to the Corporations Act 2001 (Cth) and the Listing Rules, the Directors of the Company, reserve the right to vary these dates, including the Closing Date. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment. In that event, application money will be returned without interest.

Before taking up Entitlements under the Entitlement Offer, Eligible Shareholders should read all the information set out in the Offer Document, including the summary risk factors in section 3 of the Offer Document. If you have any queries, please consult your professional adviser.

For further information on your Entitlement to the Entitlement Offer, or how to deal with the Entitlement Offer, please contact the Company's share registry, Computershare Limited by telephone on + 61 8 9323 2000 or by facsimile on + 61 8 9323 2033, the Company Secretary by telephone on +61 8 9388 7877 or consult your professional adviser.

Yours faithfully,



Bronwyn Barnes
CHAIRMAN

16 July 2018

Non-renounceable entitlement offer – Cleansing notice

This notice is given by Indiana Resources Limited (**Indiana** or the **Company**) (ASX: IDA) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**), as notionally modified by ASIC Class Order 08/35 (**Class Order**).

Indiana (ASX Code: IDA) today announced a pro rata non-renounceable entitlement offer (**Entitlement Offer**). Under the Entitlement Offer, shareholders with a registered address in Australia and New Zealand (**Eligible Shareholders**) are invited to subscribe for 10 ordinary shares (**New Shares**) for every 17 existing ordinary shares held as at 5:00 pm (AWST) on 19 July 2018. If fully subscribed, the Entitlement Offer will raise approximately \$3.0 million before costs.

An Offer Document will be despatched to Eligible Shareholders on 24 July 2018, together with a personalised Entitlement and Acceptance Form. For informational purposes, a sample copy of this Offer Document follows this notice.

For the purposes of section 708AA(7) of the Act, Indiana advises that:

- (a) The New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act (as notionally modified by the Class Order) and without a prospectus for the New Shares being prepared;
- (b) This notice is being given under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**);
- (c) As at the date of this notice, Indiana has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Indiana; and
 - (ii) section 674 of the Act; and
- (d) As at the date of this notice, there is no "excluded information" of the type referred to in, and for the purposes of, sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this Notice.
- (e) the potential effect that the issue of New Shares will have on the control of Indiana, and the consequences of that effect, will depend on a number of factors, including investor demand for New Shares. However, given the structure of the Entitlement Offer as a pro rata issue, the potential effect that the issue of the New Shares will have on the control of Indiana is as follows:
 - (i) if all Eligible Shareholders take up their entitlements under the Entitlement Offer, the Entitlement Offer will have no significant effect on the control of Indiana;
 - (ii) if some Eligible Shareholders do not take up their entitlements under the Entitlement Offer then the interests of those Eligible Shareholders will be diluted;
 - (iii) the proportional interests of shareholders with an address outside of Australia and New Zealand will be diluted because such shareholders are not entitled to participate in the Entitlement Offer; and
 - (iv) although the issue of New Shares which are not taken up by Eligible Shareholders under the Entitlement Offer may increase the voting power of the investors who may be allocated New Shares via the shortfall process, it is not expected to have any material effect on the control of Indiana.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Stuart McKenzie', written in a cursive style.

Stuart McKenzie
COMPANY SECRETARY

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 | 50,619,810 shares under a one for three pro rata entitlement offer announced on 16 July 2018 |
| 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) | Shares: 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"> • 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 	<p>The Shares rank equally with the Entity's existing class of securities, being fully-paid ordinary shares.</p>
5	Issue price or consideration	6.0 cents
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To carry out exploration at the Company's Mali exploration properties and to ensure that the Company is well positioned to take advantage of any suitable project acquisition opportunities that arise.</p>
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>	<p>No</p>
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
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	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	20 August 2018					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="695 1630 1046 1664">Number</th> <th data-bbox="1046 1630 1410 1664">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1664 1046 1865">136,673,487</td> <td data-bbox="1046 1664 1410 1865">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	136,673,487	Ordinary Shares	
Number	+Class						
136,673,487	Ordinary Shares						

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) 5,090,088 <ul style="list-style-type: none"> • 100,000 at \$1.40, expiring 17/09/2018 • 318,066, at zero, expiring 22/07/2019 • 300,000 at \$0.20, expiring 22/07/2019 • 300,000 at \$0.30, expiring 22/07/2019 • 1,272,022, at \$0.12, expiring 22/07/2021 • 300,000 at \$0.50, expiring 22/07/2019 • 2,000,000 at \$0.125 expiry 30/11/2020 • 500,000 at \$0.20 expiry date 4 July 2022 	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.
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	10 for 17
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	19 July 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Fractional entitlements will be rounded up to the nearest whole number
17	Policy for deciding entitlements in relation to fractions	All countries other than Australia and New Zealand

<p>18 Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	<p>N/A</p>
<p>19 Closing date for receipt of acceptances or renunciations</p>	<p>13 August 2018</p>
<p>20 Names of any underwriters</p>	<p>N/A</p>
<p>21 Amount of any underwriting fee or commission</p>	<p>N/A</p>
<p>22 Names of any brokers to the issue</p>	<p>N/A</p>
<p>23 Fee or commission payable to the broker to the issue</p>	<p>N/A</p>
<p>24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders</p>	<p>N/A</p>
<p>25 If the issue is contingent on security holders' approval, the date of the meeting</p>	<p>N/A</p>
<p>26 Date entitlement and acceptance form and offer documents will be sent to persons entitled</p>	<p>24 July 2018</p>
<p>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</p>	<p>N/A</p>
<p>28 Date rights trading will begin (if applicable)</p>	<p>N/A – there will be no rights trading</p>
<p>29 Date rights trading will end (if applicable)</p>	<p>N/A</p>
<p>30 How do security holders sell their entitlements <i>in full</i> through a broker?</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

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 ⁺Issue date

Part 3 - Quotation of securities

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

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺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 ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺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 ⁺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

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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)

--

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

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.

+ See chapter 19 for defined terms.

- 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: 16 July 2018
 Print name: Stuart McKenzie
 (Company Secretary)