

22 December 2017

Non-Renounceable Entitlement Offer – Despatch of Offer Document

Indiana Resources Limited (**ASX: IDA**) is pleased to advise that the Offer Document in connection with its non-renounceable pro rata entitlement offer ('**Entitlement Offer**') and the Entitlement and Acceptance Form have been despatched to eligible shareholders today.

A copy of the Offer Document and the Entitlement and Acceptance Form are included in this announcement.

Any enquiries regarding the Entitlement Offer should be directed to the Company Secretary.

A handwritten signature in black ink, appearing to read "Stuart McKenzie".

STUART MCKENZIE
Company Secretary

For further information, please contact:
Stuart McKenzie – Commercial Manager and Company Secretary
Tel: +61 8 9388 7877



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 6.5 cents each on the basis of 1 New Share for every 3 Shares held by Eligible Shareholders at the Record Date to raise up to \$1.17 million before costs.

The last date for acceptance and payment in full is 5.00 pm (AWST) on 19 January 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 15 December 2017. 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 15 December 2017. 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 1 New Share for every 3 Shares held on the Record Date at the issue price of 6.5 cents per New Share. The issue price represents a discount of 13% to the closing price of the Shares last traded on the ASX on 14 December 2017 and a 21% discount on the last 30 day volume-weighted average price of Indiana shares to that date.

Up until July this year, we had focused our efforts on exploration at the Naujombo and Kishugu Gold Projects and assessing the potential for lower cost development of the Ntaka Hill Nickel Project.

Exploration at Kishugu and Naujombo has confirmed the opportunity at these projects. RAB drilling in 2016 intersected zones of anomalous gold within the bedrock,¹ and Aircore drilling in 2017 that targeted areas identified from 2016 exploration, including a strong gold in soil anomaly at Naujombo South, intersected significant zones of mineralisation in the bedrock. Most encouraging was the discovery of a new open-ended gold mineralised zone at Naujombo South.²

Our Ntaka Hill Nickel Project 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 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. The Company recently 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. Notwithstanding the development options at Ntaka Hill, the Company believes that with an improving outlook for nickel prices, driven largely by emerging demand associated with the use of nickel sulphate in lithium-ion batteries, there is an opportunity to monetise the Company's interest in Ntaka Hill.

As previously reported, due to the significant uncertainty created by new legislation passed by the Tanzanian Government in July 2017 relating to the natural resources sector, we elected to halt exploration until there was greater clarity on any potential impact on the Company's activities. While there have been positive developments in the months following the changes to legislation, including the appointment of the Honourable Angellah Kairuki as the new Minister of Minerals, who stated that her top priority was improving relations with investors with a view to both restoring investor confidence, uncertainty remains.

While the Company remains committed to its Tanzanian assets, the Board has elected to commence a search for a new project outside Tanzania and that process is continuing.

While the Company currently has approximately \$350,000 of unaudited cash reserves 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 project generation activity and to ensure that the Company is well positioned to take advantage of any opportunity to acquire a suitable project that arises. 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.

¹ ASX announcement 12 October 2016. Since announcing these exploration results on 12 October 2016, Indiana confirms that it is not aware of any new information or data that materially affects the information included in that announcement.

² ASX announcement 4 August 2017. Since announcing these exploration results on 4 August 2017, Indiana confirms that it is not aware of any new information or data that materially affects the information included in that announcement.

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.

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 20 December 2017 (**Record Date**) will be entitled to apply for 1 New Share for every 3 Shares held at an issue price of 6.5 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 17,957,575 New Shares will be issued and the Company will raise approximately \$1.34 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
Entitlement Offer announced via ASX and application for quotation (Appendix 3B)	15 December 2017
Letter to unlisted option holders	15 December 2017
Letter to eligible and excluded shareholders	18 December 2017
Shares quoted on an "ex" basis	19 December 2017
Record Date to identify Shareholders entitled to participate in issue	20 December 2017
Offer Document lodged with ASX Offer Document and Entitlement and Acceptance Forms despatched to Eligible Shareholders	22 December 2017
Last day to extend the Entitlement Offer closing date	16 January 2018
Closing Date for acceptance and payment	19 January 2018
Securities quoted on a deferred settlement basis	22 January 2018
Entity notifies ASX of under subscriptions	No later than 24 January 2018
Issue of New Shares	25 January 2018
Despatch of holding statements	29 January 2018
Commencement of trading of New Shares	29 January 2018
Placement of shortfall shares	19 April 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 \$1.17 million (before costs), should all shareholders participate in the Entitlement Offer. As at 14 December 2017, 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 project generation activity and to ensure that it is well positioned to take advantage of any opportunity to acquire a suitable project that arises. Proceeds will also be used to support ongoing tenement holding costs and administration and corporate expenses.

Recently completed study work has demonstrated the potential for a smaller scale (lower capital cost) operation, based on the existing higher-grade resources at the Ntaka Hill Nickel Project. While the Company's immediate focus is on monetising Ntaka Hill, should that process be enhanced by completion of further study work, proceeds from the Entitlement offer will be utilised for such a purpose.

Should greater clarity emerge with respect to the impact of recent legislative changes on the Company's activities in Tanzania, completion of the Entitlement Offer will enable the Company to readily resume exploration at its Naujombo and Kishugu Gold Projects, where attractive results had been achieved prior to ceasing exploration activity in Tanzania (see ASX announcement 4 August 2017). Proceeds will also be used to meet tenement holding costs and general corporate requirements 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 71,830,302 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	53,872,727
Maximum number of New Shares that may be issued pursuant to the Entitlement Offer ¹	17,957,575
Maximum number of issued Shares upon completion of the Entitlement Offer ²	71,830,302

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 8,078,353 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).

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	4.64	3.48
Shareholder 2	1,000,000	1.86	1.39
Shareholder 3	500,000	0.93	0.70
Shareholder 4	250,000	0.46	0.35
Shareholder 5	50,000	0.09	0.07

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	317,601	0.59%	158,800	7,940.00
Derek Fisher	192,342	0.36%	96,171	4,808.55
Bruce McFadzean	93,334	0.17%	46,667	2,333.35

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 9.0 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 Tanzania and it may acquire assets in 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**).

Key aspects of the Amending Legislation 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; and
- (f) 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 cease its exploration activities until the impact of the Amending Legislation is fully understood.

While Indiana considers that the Amending Legislation 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 recent review conducted by Presidential Committees, there is no certainty that is the case. Regulations that are expected to provide important guidance on the practical operation of the Amending legislation and its impact on the Company's activities, the Regulations may not provide the guidance sought and/or may be on worse terms than the Amending Legislation.

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 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 southern Tanzania 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 to perform certain functions in 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, with a judgment expected in the December Quarter of 2018. 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 Tanzanian shillings, 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 shilling and 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 actors 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), 19 January 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 20 December 2017 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.

For all enquiries:

Phone:
 Indiana Resources Limited +61 8 9388 7877

Web:
 www.investorcentre.com/contact

Make your payment:

 See overleaf for details of the Entitlement Offer and how to make your payment

Non-Renounceable Entitlement Offer — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (AWST) on Friday 19 January 2018**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please consult your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of your shareholding and Entitlement for this Entitlement Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your controlling participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Offer Document lodged with ASX on 15 December 2017.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip if you make a BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, money order or bank draft payable in Australian dollars to "**Indiana Resources Limited**" and cross "**Not Negotiable**". Your payment must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Paperclip (do not staple) your payment to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Entitlement Offer →

Entitlement and Acceptance Form

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IND

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name:

Entitlement No:

Offer Details: Existing shares entitled to participate as at
20 December 2017:

Entitlement to New Shares
on a 1 for 3 basis:

Amount payable on full acceptance
at 6.5 cents per New Share:

STEP 2 Make Your Payment

	Bill Code:
	Ref No:

Pay by Mail:

 Make your cheque, money order or bank draft payable to
"Indiana Resources Limited" and cross "Not Negotiable".
Return your payment with the below payment slip to:
Computershare Investor Services Pty Limited
GPO Box 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your
payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5.00pm (AWST) on Friday 19 January 2018. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Indiana Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, money order or bank draft, the payment slip below must be received by CIS by no later than 5.00pm (AWST) on Friday 19 January 2018. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with your payment attached. Neither CIS nor Indiana Resources Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

[Detach here](#) - - -

Indiana Resources Limited Acceptance Payment Details

Entitlement taken up:

Number of additional New Shares applied for:

Amount enclosed at 6.5 cents per New Share: **A\$**



Entitlement No:

Payment must be received by 5:00pm (AWST) on Friday 19 January 2018

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>