



**INDOCHINE MINING LIMITED**  
ACN 141 677 385

**ASX:IDC**

9 May 2012

7 Pages

Company Announcements Office  
Australian Securities Exchange Limited (ASX)

**Placement Of Shares - Section 708(A) Notice & Appendix 3B**

Indochine Mining Limited (ASX:IDC) ("Indochine") has announced a private placement to raise \$8,250,000 through the issue of 55,000,000 new IDC shares at \$0.15 per share. The placement closed on 3 May 2012 with the placement finalised and shares allotted today, 9 May 2012. Funds were raised predominantly with some of the Company's largest institutional shareholders, clients of Empire Securities and Petra Capital.

The placement is to advance the major gold / silver project at Mt Kare in Papua New Guinea, with the funds to be used towards:

- progressing the Mt Kare drilling programme;
- the advancement of the Pre-Feasibility Study (PFS) at Mt Kare; and
- working capital requirements.

Commenting on the placement, Indochine's CEO Stephen Promnitz said, "The Company will continue to release drill results from the 24 drillholes pending as the results become available. The drill results and the impending PFS should lead the market to more fully appreciate the quality of the Mt Kare gold/silver project."

**Secondary Trading Exemption: Section 708A(6) Notice**

***Notice pursuant to subsection 708A(5)(e) of the Corporations Act 2001 (Cth)(Act)***

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the company giving this notice to the ASX, a sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

1. Indochine Mining Limited has announced a private placement of 55,000,000 shares at a price of \$0.15 per share to sophisticated and professional investors to raise \$8,250,000.

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**INDOCHINE MINING LIMITED**

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**ASX: IDC**

2. As required under subsection 708A(6) of the Act, the Company advises that:
- the Company issued the Securities to sophisticated and professional investors without the disclosure to investors under Part 6D.2 of the Act;
  - this Notice is being given pursuant to subsection 708A(5)(e) of the Act;
    - a) the provisions of Chapter 2M of the Act as they apply to the Company,
    - b) and section 674 of the Act; and
  - as at the date of this Notice, 9 May 2012, there is no information :
    - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
    - ii. that investors and their professional advisers would reasonably require for the purposes of making an informed assessment of the assets and liabilities, the financial position and performance, the profits and losses and the prospects of the Company, or the rights and liabilities attaching to the Securities.

A copy of the Appendix 3B for the issue is attached.

**Stephen Promnitz**  
Chief Executive Officer  
Indochine Mining Limited

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

### Name of entity

**Indochine Mining Limited (IDC)**

### ABN

**16 141 677 385**

**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   | <b>Fully Paid Ordinary Shares</b>   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <b>55,000,000</b>   |
| 3 | Principal terms of the +securities (eg, 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) | <b>Issue of shares pursuant to \$ 8,250,000 raised through private placement at \$0.15 per share under listing rule 7.1</b> |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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| <p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do;</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment;</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment.</li> </ul> | <p><b>Yes – shares rank equally in all respects with all existing IDC fully paid ordinary shares</b></p>  |        |                    |                    |                                   |
|--|---|--------|--------------------|--------------------|-----------------------------------|
| <p>5 Issue price or consideration</p>  | <p><b>\$0.15 per share</b></p>  |        |                    |                    |                                   |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>  | <p><b>To advance the major gold/silver project at Mt Kare in Papua New Guinea, as detailed in the attached announcement</b></p>   |        |                    |                    |                                   |
| <p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>   | <p><b>9 May 2012</b></p>  |        |                    |                    |                                   |
| <p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>   | <table border="1"> <thead> <tr> <th data-bbox="695 1234 895 1301">Number</th> <th data-bbox="895 1234 1310 1301"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1301 895 1395"><b>464,356,848</b></td> <td data-bbox="895 1301 1310 1395"><b>Fully Paid Ordinary Shares</b></td> </tr> </tbody> </table> | Number | <sup>+</sup> Class | <b>464,356,848</b> | <b>Fully Paid Ordinary Shares</b> |
| Number   | <sup>+</sup> Class  |        |                    |                    |                                   |
| <b>464,356,848</b>   | <b>Fully Paid Ordinary Shares</b>   |        |                    |                    |                                   |

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+ See chapter 19 for defined terms.

|   | Number   | +Class  |
|---|--|---|
| 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | <b>81,976,476</b>                                  | <b>Fully paid ordinary shares escrowed until 9 December 2012.</b>   |
|   | <b>25,250,000</b>                                  | <b>Unquoted, unrestricted and unlisted options exercisable at \$0.20 on various dates.</b>  |
|   | <b>39,080,000</b>                                  | <b>Unquoted and unlisted options exercisable at \$0.20 each at various dates and classified by ASX as restricted securities to be held in escrow for a period of 24 months from commencement of official quotation.</b>                                       |
|   | <b>2,400,000</b>                                   | <b>Unquoted and unlisted options exercisable at \$0.40 each (400,000 by 2 March 2013 and 2,000,000 by 8 February 2013) classified by ASX as restricted securities to be held in escrow for a period of 24 months from commencement of official quotation.</b> |
|   | <b>3,500,000</b>                                   | <b>Unquoted and unlisted options exercisable at \$0.50 each (500,000 by 2 March 2014 and 3,000,000 by 8 February 2014) classified by ASX as restricted securities to be held in escrow for a period of 24 months from commencement of official quotation.</b> |
|   | <b>5,000,000</b>                                   | <b>Unquoted and unlisted options exercisable at US\$0.25 each on 17 March 2015.</b>   |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)         | <b>Full participation in any future dividends.</b> |   |

+ See chapter 19 for defined terms.

## Part 2 – Bonus issue or pro rata issue

11 to 33

|                       |
|-----------------------|
| <b>Not applicable</b> |
|-----------------------|

## 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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

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

38 to 42

|                       |
|-----------------------|
| <b>Not applicable</b> |
|-----------------------|

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+ See chapter 19 for defined terms.

## 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.
  - 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 not available now, 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: *Robert J Waring*  
(~~Director~~ Company Secretary)

Date: 9 May 2012

Print name: **Robert J Waring**

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