



INDOCHINE MINING LIMITED
ACN 141 677 385

1 September 2011

Companies Announcements Office
Australian Securities Exchange

ISSUE OF SHARES

Indochine Mining Limited (ASX Code: IDC) announces the issue of 68,000,000 ordinary fully paid shares at a deemed price of \$0.25 per share, as partial consideration to acquire all of the issued shares in Summit Development Limited, the PNG company that owns the Mt Kare exploration licence EL 1093. The shares were issued pursuant to shareholder approval at an Extraordinary General Meeting held on 1 June 2011 and after all conditions under the purchase agreement having been satisfied. A copy of the Appendix 3B is attached.

Secondary Trading Exemption

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, a sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- a) the Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- b) as at 1 September 2011 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- c) as at 1 September 2011 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 purpose of making an informed assessment of:
 - A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - B) the rights and liabilities attaching to the Securities.

INDOCHINE MINING LIMITED

Robert J Waring
Company Secretary

INDOCHINE MINING LIMITED

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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 | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 68,000,000 Ordinary Shares |
| 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) | Shares issued on the same terms as existing IDC fully paid ordinary shares, except that: <ul style="list-style-type: none">• 34,000,000 shares voluntary escrow until 31 August 2012• 34,000,000 shares voluntary escrow until 31 August 2013 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p>	<p>Yes – shares rank equally in all respects with all existing IDC fully paid ordinary shares, except that :</p> <ul style="list-style-type: none"> • 34,000,000 shares voluntary escrow until 31 August 2012 • 34,000,000 shares voluntary escrow until 31 August 2013 				
<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>5 Issue price or consideration</p>	<p>Deemed value \$0.25 per share per agreement</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue approved by shareholders at the Extraordinary General Meeting held on 1 June 2011.</p> <p>Partial consideration to acquire all of the issued shares in Summit Development Limited, the PNG company that owns the Mt Kare exploration licence EL 1093. Summit is now wholly owned by IDC.</p>				
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>31 August 2011</p>				
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1413 895 1480">Number</th> <th data-bbox="895 1413 1385 1480">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1480 895 1572">409,356,848</td> <td data-bbox="895 1480 1385 1572">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	⁺ Class	409,356,848	Fully Paid Ordinary Shares
Number	⁺ Class				
409,356,848	Fully Paid 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 clause 2 if applicable)	81,976,476	Fully paid ordinary shares escrowed until 9 December 2012.
		20,000,000	Unquoted and unrestricted options exercisable at US\$0.25 on or before 18 November 2011.
		25,250,000	Unquoted, unrestricted and unlisted options exercisable at \$0.20 on various dates.
		39,580,000	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.
		2,400,000	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.
		3,500,000	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.
		5,000,000	Unquoted and unlisted options exercisable at US\$0.25 each on 17 March 2015.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full participation in any future dividends.	

+ See chapter 19 for defined terms.

Part 2 – Bonus issue or pro rata issue

11 to 33

Not applicable

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 to 42

Not applicable

+ 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: **1 September 2011**

Print name: **Robert J Waring**

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+ See chapter 19 for defined terms.