



**INDOCHINE MINING LIMITED**

ACN 141 677 385

---

14 April 2011

Companies Announcements Office  
Australian Securities Exchange

**Finalisation of Placement of Shares  
and Notice under Section 708A(5)(e)**

We refer to the announcement of a placement by Indochine Mining Limited (ASX Code: IDC or the Company) made on 7 April 2011 and are pleased to advise of the issue of 53,750,629 ordinary shares at a price of \$0.30 per share to raise \$16,125,189. The shares issued pursuant to the placement rank equally in all respects with all existing ordinary shares previously issued by the Company. As detailed in the announcement, the main purpose of the fundraising is to undertake the Bankable Feasibility Study over the Mt Kare Gold/Silver Project in Papua New Guinea.

A copy of Appendix 3B as required by Listing Rule 3.10.3 is attached.

**Notice Under Section 708A(5)(e)**

Indochine advises that on 13 April 2011 it issued the 53,750,629 fully paid ordinary shares at an issue price of \$0.30 per share (New Shares).

The Company gives notice that:

- (1) this notice is being given under section 708A(5)(e) of the Corporations Act 2001 (Corporations Act);
- (2) the Company issued the New Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- (3) as at the date of this notice, the Company has complied with:
  - (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (b) section 674 of the Corporations Act; and
- (4) except as may be set out in this notice, there is no other information that is excluded information as at the date of this notice which is required to be set out in this notice under section 708A(6)(e) of the Corporations Act.

**INDOCHINE MINING LIMITED**

A handwritten signature in black ink, appearing to read "G. Farley", is written over a horizontal line.

**Gavan H Farley**  
Director/Company Secretary

---

**INDOCHINE MINING LIMITED**

**AUSTRALIA:** Suite 503, Level 5, 2 Bligh St Sydney NSW 2000 T +61 2 8246 7007 Fax: +61 2 8246 7005

**CAMBODIA:** 1/528 Boeung Kak 1, Khan Toul Kork Phnom Penh 12151 Ph: +855 23 881 900 Fax: +855 23 881 300

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

# 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 (ASX CODE: 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	53,750,629 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)	Placement of fully paid Ordinary Shares at an issue price of \$0.30

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes - rank equally with existing fully paid Ordinary Shares</p>				
5	Issue price or consideration	<p>The issue price was \$0.30 cents per share and the total amount raised was \$16,125,189.</p>				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Funds raised to raise funds for the purposes set out on attached covering letter.</p>				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>13 April 2011</p>				
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>332,778,348</td> <td>Fully paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	332,778,348	Fully paid Ordinary Shares
Number	+Class					
332,778,348	Fully paid Ordinary Shares					

	<b>Number</b>	<b>+Class</b>
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Fully paid ordinary shares – escrowed until 9 December 2012
	81,976,476	
	20,000,000	<b>Options</b> 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 to 2 <sup>nd</sup> March 2013, and 2,000,000 8 February 2013 classified by ASX as restricted securities and 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 exercisable by March 2 <sup>nd</sup> 2014, 3,000,000 exercisable by 8 February 2014 classified by ASX as restricted securities and 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, classified by ASX as restricted securities and to be held in escrow until 17 March 2011.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full participation in any future dividends.

**Part 2 – Bonus issue or pro rata issue – 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 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  
  
 If the additional securities do not rank equally, please state:  
 • the date from which they do  
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now   
 Example: In the case of restricted securities, end of restriction period.  
 (If issued upon conversion of another security, clearly identify that other security)

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

Number	+Class

**Quotation agreement**

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 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:   
 \_\_\_\_\_  
 (Director/Company Secretary)

Date: 14 April 2011

Print name: **Gavan Hugh Farley**