

Indochine's Finalisation of Capital Raising, Cleansing Notice and LR Disclosure

Companies Announcements Office
The Australian Securities Exchange Limited

17 June 2013

Indochine Mining Limited (ASX:IDC) ("Indochine" or the "Company") is pleased to announce the finalization of a capital raising of \$3,850,000 million via private placement of 55,000,000 new IDC shares at \$0.07 per share with existing institutional and sophisticated investors (before costs) .

The placement was finalised on Monday, 17 June 2013. The funds will be used for focused drilling of high grade "bonanza" gold zones at Indochine's Mt Kare Gold/Silver Project in PNG and working capital.

Secondary Trading Exemption: Section 708A(6) Notice & Appendix 3B

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 \$0.07 per share to sophisticated and professional investors to raise \$ 3,850,000 (before costs).
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, 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.

INDOCHINE MINING LIMITED

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



Ashok Jairath
Chief Financial Officer & Company Secretary
Indochine Mining Limited

Indochine: Disclosure Under ASX LR 3.10.5A and 7.1A.4(b)

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Further to the ASX announcement and Appendix 3B lodged by Indochine Mining Limited (ASX: IDC, "Company") on 17 June 2013 regarding finalisation of the Private Placement of 55,000,000 shares at \$0.07 to raise \$ 3,850,000 (before costs), the Company provides the following information under ASX Listing Rule 3.10.5A:

- (a) A total of 55,000,000 shares were issued under the Private Placement. A total of 10,667,126 shares were issued pursuant to Listing Rule 7.1A (representing 1.3% of the post-placement capital) and 44,332,874 shares were issued pursuant to Listing Rule 7.1 (representing 5.3% of the post-placement capital).

The percentage of the post-placement capital held (in aggregate) is as follows:

- pre-placement security holders who did not participate in the placement - 75%
- pre-placement security holders who did participate in the placement - 25%
- participants in the placement who were not previously security holders – 0.4%

- (b) The Company considered the placement as the most efficient method for raising the funds required for a focused bonanza drilling programme at its Mt Kare Gold/ Silver Project in PNG. The placement was seen as a cost efficient way to provide certainty for the increased support of the existing institutional investors at slight premium to the market.
- (c) The placement was not underwritten.
- (d) No fees were paid for shares issued under ASX Listing Rule 7.1A but 853,370 shares were issued as commission.



Ashok Jairath
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

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 | <ul style="list-style-type: none">- Fully Paid Ordinary Shares- Staff Performance Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>55,000,000 Fully Paid Ordinary Shares
14,500,000 Staff Performance Options</p> |
| 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) | <ul style="list-style-type: none">- Issue of shares pursuant to \$ 3,850,000 raised through private placement at \$0.07 per share under listing rules 7.1 & 7.1A- Staff performance options issued for zero exercise price, exercisable upon reaching certain performance targets on or before 16 January 2018 |

+ 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>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>Yes – shares rank equally in all respects with all existing IDC fully paid ordinary shares</p>
<p>5 Issue price or consideration</p>	<p>- \$0.07 per fully paid ordinary share - Zero exercise price options exercisable upon reaching certain performance targets</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Focused drilling of high grade “bonanza” gold zones at Mt Kare Gold/Silver Project in PNG and working capital.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>28 November 2012</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>44,332,874</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>10,667,126</p>

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of securities issued under an exception in rule 7.2	Nil	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Issue Date: 17 June 2013 15 Day VWAP before issue date: \$0.63918 VWAP Source: ASX Issue Price \$0.07	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See completed Annexure 1	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	17 June 2013	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 841,522,946	+Class Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<p>48,250,000 Unquoted, unrestricted and unlisted options exercisable at \$0.20 on various dates.</p> <p>2,000,000 Unquoted and unlisted options exercisable at \$0.40 each (2,000,000 by 8 February 2013 and 400,000 by 2 March 2013).</p> <p>1,500,000 Unquoted and unlisted options exercisable at \$0.50 each (3,000,000 by 8 February 2014 and 500,000 by 2 March 2014)</p> <p>5,000,000 Unquoted and unlisted options exercisable at US\$0.25 each on 17 March 2015.</p> <p>14,500,000 Unquoted Staff Performance Options at zero exercise price upon reaching certain performance targets, expiry 16 January 2018. These options are issued under Staff Option Plan approved at the AGM on 28 November 2012</p>
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

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)

+ See chapter 19 for defined terms.

(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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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

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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)

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

Number	+Class

+ 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:  Date: 17 June 2013
Company Secretary

Print name: A. JAIRATH

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	722,483,322
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>Nil</p> <p>Nil</p> <p>Nil</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	722,483,322
Step 2: Calculate 15% of “A”	
“B”	0.15

+ See chapter 19 for defined terms.

	<i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	108,372,498
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p style="text-align: center;">Nil</p> <p style="text-align: center;">Nil</p> <p style="text-align: center;">64,039,624 or 9% issued 22 January 2013</p> <p style="text-align: center;">44,332,874 or 6% issued 17 June 2013</p>
“C”	108,372,498
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	108,372,498
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	108,372,498
<p>Total [“A” x 0.15] – “C”</p>	<p>0</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	722,483,322
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	72,248,332
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	10,667,126
“E”	10,667,126

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	72,248,332
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	10,667,126
<p>Total ["A" x 0.10] – "E"</p>	<p>61,581,206</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.