

Accelerated Non-Renounceable Pro-Rata Entitlement Offer Cleansing Notice

Not For Distribution Or Release In The United States
Or To U.S. Persons

Companies Announcements Office
ASX Limited

3 October 2013

This notice is given by Indochine Mining Limited (ACN 141 677 385) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the **Act**) as modified by the Australian Securities & Investments Commission Class Order 08/35.

Indochine Mining Limited has announced an accelerated non-renounceable pro-rata entitlement offer (the **Entitlement Offer**) of 2 new Indochine Mining Limited shares (**New Shares**) for every 5 Indochine Mining Limited shares held as at 7.00pm (Australian Eastern Daylight Time) on 10 October 2013 by Indochine Mining Limited shareholders with a registered address in Australia or New Zealand and certain other jurisdictions in which Indochine Mining Limited has decided to make the Entitlement Offer.

Indochine Mining Limited advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act as modified by ASIC Class Order 08/35;
- (c) as at the date of this notice, Indochine Mining Limited has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Indochine Mining Limited; and
 - (ii) section 674 of the Act as it applies to Indochine Mining Limited;
- (d) as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Act as modified by ASIC Class Order 08/35; and
- (e) the potential effect the Entitlement Offer will have on the control of Indochine Mining Limited, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given the structure of the Entitlement Offer as a pro-rata offer and the current level of holdings of substantial holdings (based on substantial holding notices that have been given to Indochine Mining Limited and lodged with ASX on or prior to the date of this notice), Indochine Mining Limited does not expect the Entitlement Offer to have any material

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effect on the control of Indochine Mining Limited and, as such, does not expect any material consequences to flow from that.



Ashok Jairath

Chief Financial Officer & Company Secretary
Indochine Mining Limited

IMPORTANT INFORMATION

This notice does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to, or for the account or benefit of, any 'U.S. person' (as defined in Regulation S under the *Securities Act of 1933* (the 'Securities Act')) ('U.S. Person'), or in any other jurisdiction in which such an offer would be illegal. The securities referred to herein have not been and will not be registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons, unless the securities have been registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available.