



INDOCHINE MINING LIMITED

ASX:IDC

ACN 141 677 385

19 April 2011

Company Announcements Office
Australian Securities Exchange

18 Pages

Indochine's Share Purchase Plan (SPP)

Indochine Mining Limited (ASX: IDC) (*Indochine*), is pleased to invite shareholders to participate in a share purchase plan ("**SPP**") to purchase up to a maximum of A\$15,000 worth of fully paid ordinary shares in Indochine ("**Shares**").

The SPP follows Indochine's successful placement of Shares to institutional investors announced on 7 April 2011 that raised A\$16 million by placing approximately 53.75 million Shares at A\$0.30 per Share. The placement was significantly oversubscribed.

The purpose of the SPP is to provide eligible shareholders, who held Indochine shares as at 6 April 2011, with the opportunity to increase their shareholding in Indochine at an issue price of \$0.30 per Share (being same as the price paid by investors under the placement) without incurring brokerage, commissions or other transaction costs. Proceeds raised through the placement and SPP will be used predominantly to fund a bankable feasibility study over Indochine's Mt Kare Gold/Silver Project in Papua New Guinea.

The offer document attached, mailed out to eligible shareholders today, contains the Terms & Conditions of the SPP whereby eligible shareholders can participate in the SPP in respect of an amount of A\$5,000, A\$10,000 or A\$15,000, irrespective of the size of an eligible shareholder's existing shareholding. Participation in the SPP is optional and the SPP is scheduled to close at 5.00pm (Sydney time) on 12 May 2011.

Questions in relation to the SPP should be directed to:

Indochine's Share Registry Inquiry Line on

1300 730 644 (within Australia) or +61 2 8280 7471 (outside Australia)
between 8.30 am to 5.30pm (Sydney time) Monday to Friday.

The Directors of Indochine invite eligible shareholders to consider this investment opportunity and thank them for their ongoing support of the company.

Ian W Ross
Chairman

INDOCHINE MINING LIMITED

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INDOCHINE MINING LIMITED

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ACN 141 677 385

Share Purchase Plan

14 April 2011

INDOCHINE MINING LIMITED

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CHAIRMAN'S LETTER

14 April 2011

Dear Shareholder,

On behalf of the Directors of Indochine Mining Limited ("**Indochine**"), I am pleased to invite you to participate in a share purchase plan ("**SPP**") to purchase up to a maximum of A\$15,000 worth of fully paid ordinary shares in Indochine ("**Shares**").

The SPP follows Indochine's successful placement of Shares to institutional investors announced on 7 April 2011 that raised A\$16 million by placing approximately 53.75 million Shares at A\$0.30 per Share. The placement was significantly oversubscribed.

The purpose of the SPP is to provide you as an eligible shareholder with the opportunity to increase your shareholding in Indochine at an issue price of \$0.30 per Share (being same as the price paid by investors under the placement) without incurring brokerage, commissions or other transaction costs. Indochine seeks to raise a maximum of A\$ 13,965,000 under the SPP.

Proceeds raised through the placement and SPP will be used predominantly to fund a bankable feasibility study over Indochine's Mt Kare Gold/Silver Project in Papua New Guinea.

This offer document contains the Term & Conditions of the SPP. With this offer you will also find your personalised Application Form, to be completed in accordance with the instructions on that form. You should read both the offer document and the Application Form in their entirety.

It is important to note that the SPP is scheduled to close at 5.00pm (Sydney time) on 12 May 2011. To participate, you need to ensure that your completed Application Form and your cheque is received by our share registry, Link Market Services Limited before this time and date OR you have paid your application monies via BPAY® pursuant to the instructions set out on the Application Form. You can participate in the SPP in respect of an amount of A\$5,000, A\$10,000 or A\$15,000 (subject to a maximum of A\$15,000 for each eligible shareholder, irrespective of the size of an eligible shareholder's existing shareholding).

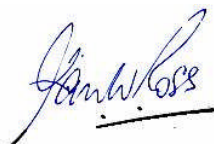
Participation in the SPP is optional and the right to participate will not be transferable.

You should consult your stockbroker, accountant or other independent professional adviser to evaluate whether or not to participate in the SPP.

If you have any questions in relation to the SPP please contact Indochine's Share Registry Inquiry Line on 1300 730 644 (within Australia) or +61 2 8280 7471 (outside Australia) between 8.30 am to 5.30pm (Sydney time) Monday to Friday.

On behalf of the Directors of Indochine, I invite you to consider this investment opportunity and thank you for your ongoing support of our company.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "Ian W. Ross". The signature is written in a cursive style and is positioned above a horizontal line.

IAN W ROSS
Chairman

THIS DOCUMENT IS NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

KEY EVENTS AND DATES

Event	Date
Announcement of SPP	Thursday 7 April 2011
Record Date for determining eligibility to participate in SPP	7.00pm (Sydney time) on Wednesday 6 April 2011
SPP offer opening date / SPP offer date	19 April 2011
SPP offer closing date	5.00pm (Sydney time) on 12 May 2011
Announcement of the number of Shares to be allotted under the SPP and, if applicable, the outcome of any scale-back	18 May 2011
Allotment of new Shares under the SPP	19 May 2011
Expected commencement date for trading of new Shares on ASX	19 May 2011
Despatch of transaction confirmations and, if applicable, a direct credit deposit or refund cheque	20 May 2011

* Indochine reserves the right, in its discretion, to vary these dates by making an announcement to the ASX.

SUMMARY OF SPP

1. What is the SPP?

The SPP provides eligible shareholders with the opportunity to subscribe for up to A\$15,000 worth of Shares at an issue price of A\$0.30 per Share, without incurring any brokerage, commissions or other transaction costs. The right to participate in the SPP is personal and not transferable.

2. Eligible shareholders

Participation in the SPP is optional and is available exclusively to "**eligible shareholders**". In general terms, to be an eligible shareholder you must be registered as the holder of Shares as at the Record Date (being 7.00pm (Sydney time) on 6 April 2011) and your address as recorded in Indochine's register of members must be in Australia or New Zealand.

3. Issue price

The issue price for each new Share under the SPP will be A\$0.30. This is the same as the issue price under the placement of Shares to institutional investors announced on 7 April 2011.

4. How much you can invest

Applications can be made to purchase a parcel of Shares in respect of an amount of A\$5,000 (16,667 Shares), A\$10,000 (33,334 Shares) or A\$15,000 (50,000 Shares). The maximum number of Shares that an eligible shareholder can subscribe will be restricted to A\$15,000 worth of Shares (ie. 50,000 Shares). The A\$15,000 maximum applies to all eligible shareholders irrespective of the number of Shares held as at the Record Date.

5. How to participate

If you would like to participate in the SPP, you can either:

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- return your completed Application Form, together with a cheque payable to “Indochine Mining Limited”:
 - in the enclosed reply paid envelope so that it is received prior to 5.00pm (Sydney time) on 12 May 2011; or
 - by hand delivery to Indochine Mining Limited C/- Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 so that it is received prior to 5.00pm (Sydney time) on 12 May 2011; or
 - make payment by BPAY® in accordance with the instructions on the Application Form and ensure that payment is made prior to 5.00pm (Sydney time) on 12 May 2011. If payment is made by BPAY® there is no requirement to return the Application Form.

6. Scale-back

Indochine seeks to raise a maximum of A\$13,965,000 under the SPP. If applications for Shares under the SPP exceed A\$13,965,000, Indochine may in its discretion undertake a scale-back to the extent and in the manner it sees fit (but which is likely to be undertaken on a pro rata basis based on the value of Shares applied for under the SPP).

SHARE PURCHASE PLAN

TERMS & CONDITIONS

1. SPP Offer

- (a) Indochine Mining Limited ("**Indochine**") offers Eligible Shareholders (defined in clause 2 below) the opportunity to purchase up to A\$15,000 worth of fully paid ordinary shares in Indochine ("**Shares**") at an issue price of A\$0.30 per Share ("**Issue Price**") under a SPP ("**SPP**"), subject to and in accordance with the terms and conditions set out in this booklet.
- (b) In these terms and conditions:
 - (i) the "**SPP Offer**" means the offer in clause 1(a); and
 - (ii) the "**SPP Shares**" means the Shares which are offered for issue, or to be allotted, to Eligible Shareholders under the SPP.
- (c) Only persons who are Eligible Shareholders may participate in the SPP.
- (d) Directors and employees of Indochine who are Eligible Shareholders may participate in the SPP.
- (e) Participation in the SPP is optional.
- (f) If you are an Eligible Shareholder, your rights under the SPP Offer and SPP are personal to you and non-renounceable, which means you cannot transfer them to another person.

2. Eligible Shareholders

- (a) Subject to the remaining paragraphs of this clause 2, an "**Eligible Shareholder**" means a registered holder of Shares as at the "**Record Date**" (being 7.00pm (Sydney time) on 6 April 2011) whose address as recorded in Indochine's register of members is in Australia or New Zealand.
- (b) Indochine has determined that, because of foreign securities laws, it is not practical for holders of Shares with registered addresses outside Australia or New Zealand to participate in the SPP.
- (c) Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand or are "U.S. Persons" (as defined in Regulation S under the United States Securities Act of 1933) ("**U.S. Securities Act**") or who act for the account or benefit of a U.S. Person are not entitled to participate in the SPP. The Shares to be issued under the SPP have not been and will not be registered under the U.S. Securities Act. Accordingly, Indochine shareholders who are located in the United States or who are, or are acting for the account or benefit of, U.S. Persons, are not Eligible Shareholders entitled to participate in the SPP.
- (d) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible

Shareholder, and the certification in the Application Form by one joint holder will be taken to have been given by all joint holders.

- (e) Where a custodian (as defined in ASIC Class Order 09/425) is a registered holder of Shares and holds Shares on behalf of one or more persons ("**Beneficiaries**"), the SPP Offer is made to the custodian and the custodian has the discretion whether to extend the SPP Offer to the Beneficiaries. If a Custodian applies for Shares on behalf of a Beneficiary, Indochine will not issue SPP Shares unless the custodian certifies the following in writing to Indochine:
- (i) either or both of the following:
 - (A) that the custodian holds the Shares on behalf of one or persons that are not custodians ("**Participating Beneficiaries**"); or
 - (B) that another custodian ("**Downstream Custodian**") holds beneficial interests in Shares on behalf of a Participating Beneficiary, and the custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:
 - (C) where sub-paragraph (i)(A) applies – the custodian; and
 - (D) where sub-paragraph (i)(B) applies – the Downstream Custodian, to apply for SPP Shares on their behalf;
 - (ii) the number of Participating Beneficiaries;
 - (iii) the name and address of each Participating Beneficiary;
 - (iv) in respect of each Participating Beneficiary:
 - (A) where sub-paragraph (i)(A) applies - the number of Shares that the custodian holds on their behalf; and
 - (B) where sub-paragraph (i)(B) applies – the number of Shares to which the beneficial interests relate;
 - (v) in respect of each Participating Beneficiary:
 - (A) where sub-paragraph (i)(A) applies – the number or the dollar amount of Shares they instructed the custodian to apply for on their behalf; and
 - (B) where sub-paragraph (i)(B) applies – the number or the dollar amount of Shares they instructed the Downstream Custodian to apply for on their behalf;
 - (vi) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$15,000:
 - (A) the Shares applied for by the custodian under the SPP in accordance with the instructions referred to in sub-paragraph (v); and

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- (B) any other Shares issued to the custodian in the 12 months before the application as a result of an instruction given by them to the custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
 - (vii) that a copy of this SPP offer was given to each Participating Beneficiary; and
 - (viii) where sub-paragraph (i)(B) applies – the name and address of each custodian who holds beneficial interests in the Shares held by the custodian in relation to each Participating Beneficiary.
- (f) Custodians must request a "**Custodian Certificate**" when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the custodian application process, a shareholder should contact Indochine's Share Registry Inquiry Line on 1300 730 644 (within Australia) or +61 2 8280 7471 (outside Australia) between 8.30am to 5.30 pm (Sydney time) Monday to Friday. Applications received from custodians must be accompanied by a duly completed and signed Custodian Certificate.
- (g) In accordance with New Zealand securities law:
- (i) New Zealand beneficiaries will not be entitled to participate in the SPP unless they were expressly named in the share register; and
 - (ii) a person who, on the Record Date was registered as a holder of Shares with a New Zealand address but who as at the time of the SPP Offer no longer holds Shares is not eligible to participate in the SPP.
- (h) A registered holder of Shares will be ineligible to participate in the SPP if their participation would be in breach of ASIC Class Order 09/425.

3. Issue Price

- (a) The Issue Price of A\$0.30 per SPP Share represents:
 - (i) a 3.9% discount to the volume weighted average price of Shares traded on the Australian Securities Exchange ("**ASX**") during the 5 trading days before the SPP Offer date of 14 April 2011; and
 - (ii) a 7.1% discount to the volume weighted average price of Shares traded on the ASX during the 5 trading days before the SPP announcement date of Thursday 7 April 2011.
- (b) The current Share price can be obtained from the ASX website at www.asx.com.au (ASX code: IDC).
- (c) Each person who applies to participate in the SPP accepts the risk that the market price of Shares may change between the Record Date, the date of the SPP Offer, the date on which the applicant sends in an Application Form or makes a BPAY® payment and the date on which Shares are issued to the applicant under the SPP. The effect of this is that the Issue Price may be higher or lower than the market

price of Shares at any given time, and that Shares could be bought on-market at a lower price than the Issue Price.

4. Application to participate

4.1 Applying for SPP Shares

- (a) Participation in the SPP is optional.
- (b) Eligible Shareholders may participate in the SPP by applying to purchase a parcel of Shares in an amount of:
 - (i) A\$5,000 (16,667 Shares);
 - (ii) A\$10,000 (33,334 Shares); or
 - (iii) A\$15,000 (50,000 Shares),up to a maximum amount of A\$15,000 (50,000 Shares) per Eligible Shareholder.
- (c) If you are an Eligible Shareholder and wish to participate in the SPP, you must either:
 - (i) complete and submit your personalised Application Form in accordance with the instructions on it and make payment for the SPP Shares by preparing a cheque for the appropriate amount in Australian dollars (being A\$5,000, A\$10,000 or A\$15,000 as nominated by you on your Application Form) made payable to "Indochine Mining Limited " and sending the cheque with the Application Form to:
 - (A) by mail – Indochine Mining Limited C/- Link Market Services Limited, GPO Box 3560, Sydney, NSW 2001
 - (B) by hand delivery - Indochine Mining Limited , C/- Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2001so that it is received by Indochine's share registry by 5.00pm (Sydney time) on 12 May 2011;

OR

 - (ii) make a payment by BPAY® in the appropriate amount in Australian dollars (being A\$5,000, A\$10,000 or A\$15,000 as nominated by you) by using your customer reference number (which is required to identify your holding) and the biller code, which are both on your personalised Application Form, so that payment is received by Indochine's share registry by 5.00pm (Sydney time) on 12 May 2011. If you make a payment by BPAY® you do not need to send your completed Application Form as receipt of your BPAY® payment will be taken by Indochine as your application.
- (d) Receipts for payment will not be issued.
- (e) If an Eligible Shareholder has more than one holding, the Eligible Shareholder may lodge an Application Form or make a BPAY® payment in respect of more than one holding, but may not apply for SPP Shares with an aggregate value of more than

A\$15,000. Thus, an Eligible Shareholder may only make an application with respect to one holding. If an Eligible Shareholder has multiple holdings they will have multiple customer reference numbers. Eligible Shareholders must use the customer reference number shown on the Application Form when paying for any SPP Shares that are being applied for.

- (f) You should be aware that your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when making payment of application monies via BPAY®. Your financial institution may have set a limit on the amount that you can pay via BPAY®. It is your responsibility to ensure that the amount you wish to pay via BPAY® is received by Indochine's share registry by 5.00pm (Sydney time) on 12 May 2011.

4.2 Indochine's discretion with regard to applications

Indochine may accept or rejection any application under the SPP, including where:

- (a) if you are not making a BPAY® payment, your Application Form is incorrectly completed, incomplete or the application is otherwise determined by Indochine to be invalid;
- (b) you make your payment by cheque and the cheque is dishonoured or has otherwise not been completed correctly;
- (c) the amount of your cheque or BPAY® payment is not equal to A\$5,000, A\$10,000 or A\$15,000. If this occurs, Indochine may either:
 - (i) refund in full your application monies and not allot any SPP Shares to you; or
 - (ii) allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount (namely A\$5,000, A\$10,000 or A\$15,000) that is less than the amount of your payment and refund to you the excess of your application monies;
- (d) it appears that you are applying to purchase more than A\$15,000 worth of Shares in aggregate (including as a result of any Shares you hold directly, jointly or through a custodian or nominee arrangement);
- (e) your Application Form, cheque, or BPAY® payment is received after 5.00pm (Sydney time) on 12 May 2011;
- (f) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian financial institution; or
- (g) Indochine reasonably believes that you are not eligible to participate in the SPP (subject to compliance with any applicable ASIC or ASX requirements).

4.3 Refund

If you are entitled to a fund of all or any of your application monies for SPP Shares the refund will be paid to you, without interest, as soon as practicable:

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- (a) by direct credit to your nominated bank account (as recorded by Indochine's share registry) or cheque; or
 - (b) by returning your Application Form and cheque, if not processed, to your registered address as recorded in Indochine's register of members.

5. Effect of making an application

If you submit a BPAY® payment or complete and return an Application Form together with a cheque:

- (a) you warrant that you are an Eligible Shareholder and eligible to participate in the SPP;
- (b) you are deemed to have accepted the SPP Offer, and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) you acknowledge that your application will be irrevocable and unconditional;
- (d) you agree to pay the Issue Price per SPP Share up to the maximum of:
 - (i) the value you have selected on the Application Form; or
 - (ii) the maximum value of your BPAY® payment or cheque amount;
- (e) you certify and represent to Indochine that you have not applied for more than A\$15,000 worth of SPP Shares;
- (f) you certify that the total of the application price for the following does not exceed A\$15,000:
 - (i) the SPP Shares the subject of your application;
 - (ii) any other SPP Shares or any similar arrangement in the 12 months before the date of your application;
 - (iii) any other Shares which you have instructed a custodian to acquire on your behalf under the SPP; and
 - (iv) any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application for SPP Shares as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in such Shares,even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (g) if you are a custodian, you represent to Indochine that you satisfy any one of the more of the following sub-paragraphs:
 - (i) hold an Australian financial services licence that:

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- (A) covers the provision of a custodial or depository service (as defined by section 766E of the Corporations Act 2001 (Cth) ("**Corporations Act**")); or
 - (B) includes a condition requiring you to comply with the requirements of ASIC Class Order 02/294; or
 - (ii) are exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
 - (A) paragraph 7.6.01(1)(k) or (na) of the Corporations Regulations 2001 (Cth);
 - (B) ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184;
 - (C) ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/829 or 04/1313;
 - (D) an individual instrument of relief granted by ASIC in terms similar to one of the Class Orders referred to in (C) above;
 - (E) paragraph 911A(2)(h) of the Corporations Act;
 - (iii) are a trustee of a:
 - (A) self-managed superannuation fund (within the meaning of section 17A of the Superannuation Industry (Supervision) Act 1993 (Cth)); or
 - (B) superannuation master trust (as defined in ASIC Class Order 09/425);
 - (iv) are the responsible entity of an IDPS-like scheme (as defined in ASIC Class Order 02/296 or any class order that replaces that class order); or
 - (v) are the registered holder of Shares and are noted on Indochine's register of members as holding the Shares on account of another person,
- and that you have provided a Custodian Certificate to Indochine;
- (h) you accept the risk associated with any refund that may be sent to your address (as shown on Indochine's register of members) or to your nominated bank account (as recorded by Indochine's share registry);
 - (i) you acknowledge that no interest will be paid on any application monies held pending the allotment of SPP Shares or subsequently refunded to you for any reason;
 - (j) you acknowledge that neither Indochine or its share registry has provided any investment advice or financial product advice, and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;
 - (k) you acknowledge that Indochine (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
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- (l) you acknowledge that the Shares to be issued under the SPP have not, and will not be, registered under the U.S. Securities Act or the securities law of any other jurisdiction outside Australia or New Zealand and, accordingly, the Shares to be issued under the SPP may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws. You may sell any Shares issued to you under the SPP in standard brokered transactions on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States;
 - (m) you agree not to send this booklet or any other material relating to the SPP to any person in the United States or any other country outside Australia and New Zealand; and
 - (n) you agree to be bound by Indochine' constitution.
 - (o) you authorise Indochine (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
 - (p) you acknowledge that Indochine may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
 - (q) you are responsible for any dishonour fees or other costs Indochine may incur in presenting a cheque for payment that is dishonoured.

6. Scale-back

- (a) If Indochine receives applications for more than A\$13,965,000 of SPP Shares, it may in its discretion undertake a scale-back to the extent and in the manner it sees fit (but which is likely to be undertaken on a pro rata basis based on the value of SPP Shares applied for).
- (b) If there is a scale-back you may receive less than the parcel of SPP Shares for which you have applied. If a scale-back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded up to the nearest whole number of SPP Shares.
- (c) If there is a scale-back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you in accordance with clause 4.3.

7. The Shares

- (a) Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

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- (b) Indochine will apply for new Shares issued under the SPP to be quoted on the ASX.

8. No transaction costs

Eligible Shareholders who participate in the SPP will not pay any brokerage, commissions or other transaction costs in respect of the issue and allotment of SPP Shares.

9. Timetable

- (a) Subject to clause 9(b), the timetable for the key events relating to the SPP is as set out on page 3 of this offer document ("**Timetable**").
- (b) Indochine may, at its discretion, vary any of the dates in the Timetable or in these terms and conditions by lodging a revised timetable with the ASX.

10. Dispute resolution

Indochine may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by Indochine will be conclusive and binding on all shareholders eligible to participate in the SPP and other persons to whom the determination relates. Indochine's rights may be exercised by its board or any delegate of the board.

11. Variation, suspension and termination

- (a) Indochine may at its discretion and at any time:
 - (i) vary, suspend or terminate the SPP. If Indochine does this, it will make an announcement to the ASX. Failure to notify shareholders of changes to or the suspension or termination of the SPP will not invalidate the variation, suspension or termination; or
 - (ii) waive compliance with any provision of the SPP.
- (b) Indochine reserves the right to issue no Shares under the SPP or fewer Shares under the SPP than you apply for under the SPP if Indochine believes the issue of those Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

12. ASIC Class Order 09/425 compliance

- (a) The SPP is offered in compliance with ASIC Class Order 09/425. ASIC Class Order 09/425 provides relief from the requirement for Indochine to provide full prospectus disclosure in relation to the SPP.

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- (b) This instrument also provides relief to allow clients of second or subsequent level custodians to participate in the SPP. Any additional or varied ASIC requirements in the instrument will apply to participation on behalf of such clients.

13. No underwriting

The SPP will not be underwritten.

14. Governing law

These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of SPP Shares are contained in the constitution of Indochine. The terms and conditions of the SPP prevail to the extent of any inconsistency in the Application Form.

15. Important notices

15.1 Consider obtaining financial advice

- (a) The offer to purchase Shares under the SPP is not a recommendation to purchase Shares. You should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP.
- (b) Nothing in these terms and conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.

15.2 New Zealand-specific disclosure

- (a) The Shares under the SPP are not being offered or sold to the public within New Zealand other than to Eligible Shareholders with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).
- (b) This booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This booklet is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

15.3 United States and other countries

- (a) This booklet may not be released or distributed in the United States. The Shares to be issued under the SPP have not been and will not be registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United

States. SPP Shares may not be taken up by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. SPP Shares may not be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

- (b) The SPP does not constitute an offer of Shares for sale in any other jurisdiction in which such an offer would be illegal.

INDOCHINE MINING LIMITED

ACN 141 677 385

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 730 644
From outside Australia: +61 2 8280 7471
ASX Code: IDCJ
Website: www.linkmarketservices.com.au

SRN/HIN:

Entitlement Number:

Record Date:

7:00pm (Sydney time)

6 April 2011

Offer Opens:

19 April 2011

Issue Price per Share:

A\$0.30

Offer Closes

5:00pm (Sydney time):

12 May 2011

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Sydney time) on 12 May 2011. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Indochine Mining Limited receives an amount which is not equal to either A\$5,000, A\$10,000 or A\$15,000, Indochine Mining Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$5,000.



Billers Code: 126920

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.
More info: www.bpay.com.au

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$5,000, A\$10,000 or A\$15,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Indochine Mining Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$5,000, A\$10,000 or A\$15,000, Indochine Mining Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$5,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

INDOCHINE MINING LIMITED

ACN 141 677 385

SRN/HIN:

Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

<input type="checkbox"/>	16,667 Shares A\$5,000.00	OR	<input type="checkbox"/>	33,334 Shares A\$10,000.00	OR	<input type="checkbox"/>	50,000 Shares A\$15,000.00
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B Make your cheque, bank draft or money order payable to "Indochine Mining Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Indochine Mining Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Indochine Mining Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Indochine Mining Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Indochine Mining Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Indochine Mining Limited
C/- Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 12 May 2011. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Indochine Mining Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Indochine Mining Limited SPP Offer Information Line on 1300 730 644 if calling within Australia or +61 2 8280 7471 if calling from outside of Australia.