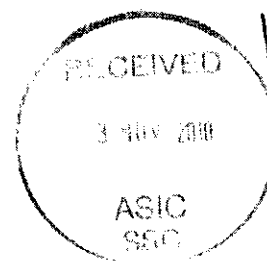


INDOCHINE MINING LTD

(ACN 141 677 385)



SUPPLEMENTARY PROSPECTUS

This supplementary prospectus ("Supplementary Prospectus") relates to the replacement prospectus dated 18 June 2010 for the issue of 60,000,000 ordinary shares in Indochine Mining Ltd ("IML or the Company") with provision to accept oversubscriptions of a further 65,000,000 ordinary shares ("Prospectus").

This Supplementary Prospectus supplements, and should be read together with, the Prospectus as well as the two previous supplementaries dated 23rd of July and 8th of September 2010 (Previous Supplementary Prospectuses). If there is any inconsistency between the Prospectus, the Previous Supplementary Prospectuses and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

Words and expressions used in this Supplementary Prospectus have the same meanings given to them in the Prospectus.

This Supplementary Prospectus is dated November 3rd. 2010 and was lodged with the Australian Securities & Investments Commission ("ASIC") on that date. The ASIC and Australian Securities Exchange ("ASX") and its officers take no responsibility for the contents of this Supplementary Prospectus or the merits of the investment to which the Prospectus relates.

1. AMENDMENTS TO THE PROSPECTUS

Section 3.6

Directors and Officers in the Company

The Interests, direct or indirect of the Directors and officers in the securities of the Company are as follows:

<i>Director/Officer</i>	<i>Number of Shares</i>	<i>Number of Options</i>
<i>Ian W Ross (Non Executive Director & Chairman)</i>	-	4,000,000
<i>Gavan H Farley (Non Executive Director) **</i>	500,000	2,000,000
<i>David A Evans (Managing Director)</i>	17,527,181*	15,000,000
<i>Ross M Hill (Alternate Director)</i>	6,000,000	5,000,000

*Under the employment agreement entered into between the Company and David Evans, upon successful listing, David Evans will be issued 1,500,000 shares (for details of this agreement please see Section 11.2(i))

** Gavan H Farley is the General Manager of Empire securities Group.

Is Replaced with

DIRECTORS AND OFFICERS IN THE COMPANY

The Interests, direct or indirect of the Directors and officers in the securities of the Company are as follows:

Director/Officer	Number of Shares	Number of Options
Ian W Ross (Non Executive Director & Chairman)	500,000***	3,500,000
Gavan H Farley (Non Executive Director) **	500,000	2,000,000
David A Evans (<i>Development Manager</i>)*	10,027,181	7,500,000
Ross M Hill (Alternate Director)	6,000,000	5,000,000

*Under the employment agreement entered into between the Company and David Evans, upon successful listing, David Evans will be issued 1,500,000 shares (for details of this agreement please see Section 11.2(i)) Mr Evans is now the Development Manager after the New CEO was appointed in September.

** Gavan H Farley is the General Manager of Empire securities Group.

***Mr. Ross has exercised 500,000 options

Mr. David Evans has ceded his position as the Managing Director of the Company to the new appointee Mr. Steven Promnitz (see changes and additions to sections 4.1 and 4.2 on the next page) who was appointed Chief Executive Officer (CEO) in September 2010. Mr Evans has, with the Company's knowledge and approval chosen to reduce his holding to a more appropriate level. He has sold 7,500,000 shares and 7,500,000 options. Mr. Evans is still entitled to receive shares on listing and at the various bench marks outlined in his contract, thus remains an important shareholder and executive in the company.

Section 4.1 Board of Directors

David Evans

Title changed from Managing Director to **Development Manager**

Section 4.2 Management

Add the Following:

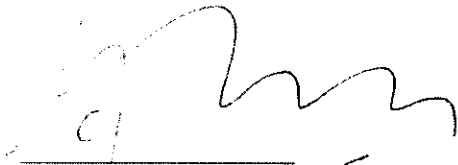
Steven Promnitz BSc (Hons)

Chief Executive Officer

Mr Promnitz has 25 years' experience in the resources sector and was the 2IC and Manager, Corporate Development of **Kingsgate Consolidated (ASX: KCN)**, which owns and operates the Chatree gold mine in Thailand. Before joining Kingsgate, he worked for Citigroup and Westpac, and spent over 15 years with Western Mining Corporation, Rio Tinto and Placer Dome; his roles with Western Mining Corporation included manager, acquisitions and country manager in Argentina. Previously, he was involved in exploration for precious and base metals in Papua New Guinea, Indonesia and Australia.

2. CONSENT TO LODGEMENT

Each Director of IML has consented to the lodgement of this Supplementary Prospectus with ASIC as required by section 720 of the Corporations Act 2001 (Cth). None of the Directors have withdrawn their respective consents before this Supplementary Prospectus was lodged with ASIC.



Gavan H Farley
Director
Indochine Mining Ltd

Dated: November 3rd, 2010