



INDOCHINE MINING LIMITED

ACN 141 677 385

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17th February 2011

Companies Announcements Office  
Australian Securities Exchange

**QUOTATION OF SECURITIES  
APPENDIX 3B**

Indochine Mining Ltd ( ASX:IDC) announce the following changes to the number of quoted securities in accordance with the listing rules:

**Shares Issued**

Indochine announces the issue of and is seeking the quotation of 400,000 fully paid Ordinary Shares were issued as a part of a termination settlement with an employee.

**New (Unlisted) Options Issued**

Indochine has issued a total of 3,250,000 options over fully paid shares exercisable at 20c expiring at various dates as listed in the attached 3B notice. These options were issued as a part of a settlement to parties who had, prior to the listing on the ASX in December 2010, held 21,000,000 options priced at 10c. Due to the ASX admission rules (Condition 11) requiring all securities to be priced at no less than 20c, the company was required to re-price these 10c options to 20c. The holders of the options were disadvantaged and the Board has agreed to issue options as compensation. The company carried out a valuation of the options using the standard Black Scholes model before and after the repricing, and compensated the holders for the lost value with a combination of extending the date of expiry and the issuance of the 3,250,000 more options.

The company also cancelled, following agreement between the parties, 17,000,000 Broker options exercisable at 30, 40 and 50 cents expiring at 3, 6 and 9 months from listing, and issued 5,000,000 (2,000,000 @ 40 cents expiring February 2013, 3,000,000 @ .50 cents, expiring February 2014). All these options are subject to 24 month escrow from the listing date. Also 900,000 options exercisable @ 30c expired without being exercised on 9 February 2011.

Yours faithfully

**INDOCHINE MINING LIMITED**



**Gavan H Farley**  
Company Secretary

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.

Name of entity

**INDOCHINE MINING LIMITED**

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 Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	400,000 Fully Paid Ordinary Shares (New Issue) 8,250,000 Options New Issue
3	Principal terms of the +securities (e.g. 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)	Options 2,750,000 Expire July 5 <sup>th</sup> 2014 Ex. Price 20c 500,000 Expire 30 <sup>th</sup> dec 2015 Ex Price 20c 2,000,000 Expire Feb 8 <sup>th</sup> 2013 Ex Price 40c 3,000,000 Expire Feb 8 <sup>th</sup> 2014 Ex Price 50c

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Fully Paid Ordinary Shares rank equally with existing quoted shares Options are not Quoted					
	If the additional securities do not rank equally, please state:						
	<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>						
5	Issue price or consideration	Refer to Attached Announcement					
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Refer attached announcement					
7	Date of entering +securities into uncertificated holdings or despatch of certificates	18 February 2011					
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="803 842 951 877">Number</th> <th data-bbox="951 842 1365 877">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="803 877 951 961">270,640,745</td> <td data-bbox="951 877 1365 961">Fully Paid Ordinary Shares *</td> </tr> </tbody> </table>		Number	+Class	270,640,745	Fully Paid Ordinary Shares *
Number	+Class						
270,640,745	Fully Paid Ordinary Shares *						

<p>9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <tr> <td colspan="2" data-bbox="950 189 1365 241">SHARES</td> </tr> <tr> <td data-bbox="787 241 950 283">90,763,541</td> <td data-bbox="950 241 1365 283">Fully paid ordinary shares – escrowed *</td> </tr> <tr> <td data-bbox="787 283 950 315">4,972,627</td> <td data-bbox="950 283 1365 315">Escrowed various dates to Feb</td> </tr> <tr> <td data-bbox="787 315 950 346">2,731,015</td> <td data-bbox="950 315 1365 346">2011 Escrowed until March 3<sup>rd</sup></td> </tr> <tr> <td data-bbox="787 346 950 378">1,083,333</td> <td data-bbox="950 346 1365 378">2011 Escrowed until March 31<sup>st</sup></td> </tr> <tr> <td data-bbox="787 378 950 430">81,976,476</td> <td data-bbox="950 378 1365 430">2011 Escrowed until Dec. 9<sup>th</sup> 2012</td> </tr> <tr> <td colspan="2" data-bbox="950 483 1365 535">OPTIONS-----</td> </tr> <tr> <td data-bbox="787 535 950 598">20,000,000</td> <td data-bbox="950 535 1365 598">Unquoted and unrestricted options exercisable at US\$0.25 on or before 18 November 2011.</td> </tr> <tr> <td data-bbox="787 598 950 661">25,250,000</td> <td data-bbox="950 598 1365 661">Unquoted, unrestricted and unlisted options exercisable at \$0.20 on various dates.</td> </tr> <tr> <td data-bbox="787 661 950 724">39,580,000</td> <td data-bbox="950 661 1365 724">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.</td> </tr> <tr> <td data-bbox="787 724 950 787">2,600,000</td> <td data-bbox="950 724 1365 787">Unquoted and unlisted options exercisable at \$0.40 each</td> </tr> <tr> <td data-bbox="787 787 950 850">300,000</td> <td data-bbox="950 787 1365 850">6 months from listing, and</td> </tr> <tr> <td data-bbox="787 850 950 913">2,000,000</td> <td data-bbox="950 850 1365 913">Feb 8<sup>th</sup> 2013 classified by ASX as restricted securities and to be held in escrow for a period of 24 months from commencement of official quotation.</td> </tr> <tr> <td data-bbox="787 913 950 976">4,500,000</td> <td data-bbox="950 913 1365 976">Unquoted and unlisted options exercisable at \$0.50 each</td> </tr> <tr> <td data-bbox="787 976 950 1039">1,500,000</td> <td data-bbox="950 976 1365 1039">exercisable 9 months from listing, 3,000,000 exercisable by feb 8<sup>th</sup></td> </tr> <tr> <td data-bbox="787 1039 950 1102">2014</td> <td data-bbox="950 1039 1365 1102">classified by ASX as restricted securities and to be held in escrow for a period of 24 months from commencement of official quotation.</td> </tr> <tr> <td data-bbox="787 1102 950 1165">5,000,000</td> <td data-bbox="950 1102 1365 1165">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</td> </tr> </table>	SHARES		90,763,541	Fully paid ordinary shares – escrowed *	4,972,627	Escrowed various dates to Feb	2,731,015	2011 Escrowed until March 3 <sup>rd</sup>	1,083,333	2011 Escrowed until March 31 <sup>st</sup>	81,976,476	2011 Escrowed until Dec. 9 <sup>th</sup> 2012	OPTIONS-----		20,000,000	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.	2,600,000	Unquoted and unlisted options exercisable at \$0.40 each	300,000	6 months from listing, and	2,000,000	Feb 8 <sup>th</sup> 2013 classified by ASX as restricted securities and to be held in escrow for a period of 24 months from commencement of official quotation.	4,500,000	Unquoted and unlisted options exercisable at \$0.50 each	1,500,000	exercisable 9 months from listing, 3,000,000 exercisable by feb 8 <sup>th</sup>	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
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<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>Options have no entitlement to any future dividends unless exercised.</p>
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**Part 2 – Bonus issue or pro rata issue**

<p>Questions 11 - 33</p>	<p>Not applicable</p>
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**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)**

Questions 38 to 42

Not applicable

**Quotation agreement**

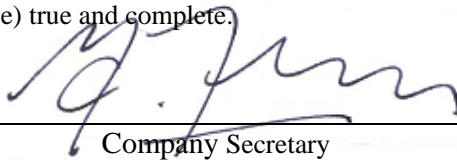
1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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:

  
\_\_\_\_\_  
Company Secretary

Date:

17 February 2011

Print name:

**Gavan Hugh Farley**

c:\my documents\ajw\pls\asx\appendix 3b dec 10.doc