

**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 Limited ("**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 and the Supplementary Prospectus lodged with ASIC on, and dated, 23 July 2010 ("**First Supplementary Prospectus**"). If there is any inconsistency between the Prospectus, First Supplementary Prospectus 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 8 September 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 Prospectus**

**(i) New Section 3.20 is inserted as follows:**

*"In accordance with section 724(2)(b) because of a new circumstance which involves the Company being unlikely to be able to comply with:*

- (i) *section 724(1)(a)(ii) of the Corporations Act relating to the timing for raising the Minimum Subscription as set out in section 3.4 of the Prospectus; and*
- (ii) *section 724(1)(b)(ii) of the Corporations Act relating to the timing for the Company's Shares being quoted on the ASX as set out in section 3.11 of the Prospectus,*

*the Company gives each Applicant, who has subscribed under the Offer up to the date of this Supplementary Prospectus:*

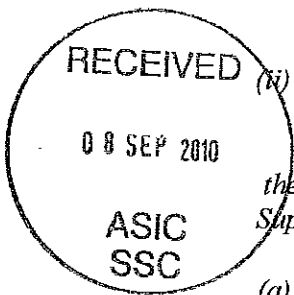
- (a) *a copy of this Supplementary Prospectus; and*
- (b) *one month to withdraw their application and on election to do so, each such Applicant will be repaid their Application Money in full,*

*noting that interest on Application Monies is not payable by the Company."*

**(ii) Amendment to section 3.4 is inserted as follows:**

The following words in the last paragraph of this section:

*"If the Minimum Subscription has not been raised within four (4) months after the date of this Prospectus, the Directors will not allot any Shares and the Company will repay all Application Monies received, without interest, as soon as practicable."*



Be replaced with:

*"If the Minimum Subscription has not been raised within six (6) months after the date of this Prospectus, the Directors will not allot any Shares and the Company will repay all Application Monies received, without interest, as soon as practicable."*

**(iii) Amendment to section 3.11 is inserted as follows:**

The following words in the second paragraph of this section:

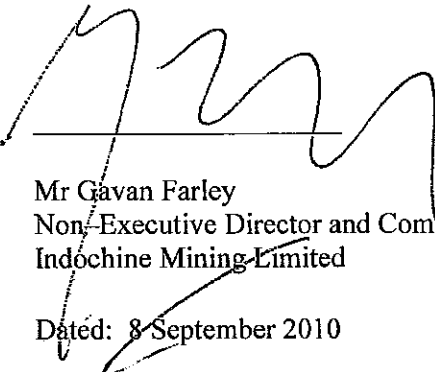
*"Despite section 3.4, if approval for Official Quotation is not granted within three (3) months after the date of this Prospectus (or such period as is permitted by the Corporations Act), the Company will not allot or issue any of the Shares offered by this Prospectus, and it will repay all Application Monies without interest as soon as practicable."*

Be replaced with:

*"Despite section 3.4, if approval for Official Quotation is not granted within six (6) months after the date of this Prospectus (or such period as is permitted by the Corporations Act), the Company will not allot or issue any of the Shares offered by this Prospectus, and it will repay all Application Monies without interest as soon as practicable."*

## 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.



Mr Gavan Farley  
Non-Executive Director and Company Secretary  
Indochine Mining Limited

Dated: 8 September 2010