



## Retail Entitlement Offer

### **Indochine Mining Limited**

(ACN 141 677 385)

Details of a 2-for-5 accelerated non-renounceable pro rata entitlement offer of fully paid ordinary shares in Indochine Mining Limited at an issue price of \$0.070 per New Share

Retail Entitlement Offer closes  
at 5.00 pm (AEDT) on 1 November 2013

The Directors reserve the right to issue the shortfall as a placement at their discretion at not less than the issue price in this entitlement offer and the shares will be issued within three months after close of the offer.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS.**

This is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both documents should be read in their entirety.

If you have any questions please contact your professional adviser or the Indochine Shareholder Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) from 8.30am to 5.00pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period.



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## 1. Letter from the Chairman

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15 October 2013

Dear Shareholder,

On behalf of the Indochine Mining Limited (**Indochine**) Directors I am pleased to invite you to participate in the non-accelerated component of a 2-for-5 accelerated non-renounceable pro rata Entitlement Offer of New Shares in Indochine at an Issue Price of \$0.070 per share (**Retail Entitlement Offer**). This means that you will have the opportunity to purchase 2 New Shares at \$0.070 per New Share for every 5 Indochine Shares you owned at 7.00pm (AEDT) on Thursday, 10 October 2013.

### **Details of the Entitlement Offer**

This offer to you is part of the Entitlement Offer to raise up to approximately \$24.63 million announced by Indochine on 3 October 2013. Approximately \$5.5 million was raised in the accelerated institutional component of the Entitlement Offer and the Placement to existing Institutional Shareholders and new Institutional Investors. Indochine is seeking to raise the remaining \$20.8 million through the Retail Entitlement Offer to which this Retail Offer Booklet relates.

The \$0.070 Issue Price represents a 4.1% discount to the closing price of Indochine shares on 3 October 2013 (the last trading day before the Entitlement Offer was announced), a 4.1% discount to the theoretical ex-entitlement price<sup>1</sup> and a 10.2% discount to the 30-day VWAP (volume weighted average price). The Issue Price is the same price at which New Shares were issued to institutions under the institutional component of the Entitlement Offer.

As the Retail Entitlement Offer is non-renounceable, you are not entitled to transfer, sell or trade your entitlements.

### **Use of Proceeds of the Entitlement Offer**

The proceeds of the Entitlement Offer would be used to fund underground drilling, underground adit development, the first part of a feasibility study and environmental study with a focus on the treatment plant design, together with bulk samples for metallurgical testwork and the completion of a Landowner Investigation Report, at the company's Mount Kare project, as well as for working capital. The aim is to develop between 800-1200m of underground development, ~10,000m of drilling and increase the size and contained gold ounces of the high grade zones.

### **Purpose of this booklet**

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<sup>1</sup> The theoretical ex-entitlement price is the theoretical price Indochine shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take up of the Entitlement Offer. The theoretical ex-entitlement price is a theoretical

This Retail Offer Booklet and the enclosed personalised Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer and I encourage you to read them carefully before deciding whether or not to participate in the Retail Entitlement Offer. In particular, you will find in this Retail Offer Booklet the following important information:

- in Section 2 – the key dates for the Retail Entitlement Offer;
- in Section 4 – an overview of the Entitlement Offer;
- in Section 5 – a 'How to Apply' section detailing how to accept all or part of your Entitlement;
- in Section 6 – the ASX/POMSoX Announcement and Investor Presentation in relation to the Entitlement Offer and the Placement that were released to the ASX and POMSoX on 3 October 2013, which provided further information on the Entitlement Offer, including key risks; and
- in Section 7 - some additional Important Information relevant to the Entitlement Offer.

You are also invited to apply for New Shares in excess of your Entitlement. Any Additional New Shares will only be allocated to Eligible Retail Shareholders as agreed by Indochine in its absolute discretion, having regard to circumstances as at the close of the Retail Entitlement Offer.

To participate you must apply and pay for your New Shares **before 5.00pm (AEDT) on 1 November 2013**. Further information about how to apply for New Shares is set out in Section 5.4.

If you have any questions about the Retail Entitlement Offer please call the Indochine Shareholder Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) from 8.30am to 5.00pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period.

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

Yours sincerely



Ian Ross

Chairman

Indochine Mining Limited

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calculation only and the actual price at which Indochine shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the theoretical ex-entitlement price.

## 2. Key Dates for the Entitlement Offer

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Announcement of the Entitlement Offer	3 October 2013
Record Date for the Entitlement Offer	10 October 2013
Retail Entitlement Offer opens	15 October 2013
Retail Entitlement Offer closes	1 November 2013
Announce results of allocation under Retail Entitlement Offer	7 November 2013
Settlement of Retail Entitlement Offer	11 November 2013
Allotment of New Shares under the Retail Entitlement Offer	12 November 2013
New Shares issued under the Retail Entitlement Offer commence trading on ASX and POMSoX	13 November 2013
Despatch to Shareholders of confirmation of issue under the Retail Entitlement Offer	13 November 2013

This timetable is indicative only and subject to change without notice.

The commencement of quotation of New Shares is subject to confirmation from ASX and POMSoX.

Subject to the requirements of the Corporations Act, the ASX and POMSoX Listing Rules and any other applicable laws, Indochine reserves the right to amend this timetable at any time, including extending the Retail Entitlement Offer Period or accepting late applications, either generally or in particular cases, without notice. You cannot, in most circumstances, withdraw an Application once it has been lodged. No cooling off rights apply to the Retail Entitlement Offer.

### 3. What Should You Do?

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***Step 1: Read this Retail Offer Booklet and the Entitlement and Acceptance Form and, if appropriate, seek professional advice***

This Retail Offer Booklet and the accompanying personalised Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer and require your immediate attention. You should read them carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer. In particular, you should consider the 'Key Risks' set out in the Appendix to the Investor Presentation set out in Section 6.2.

If you are in doubt as to the course you should follow, you should consult your stockbroker, accountant or other independent professional adviser before deciding whether to take up your Entitlement.

***Step 2: Decide what you want to do***

If you are an Eligible Retail Shareholder (see definition in Section 5.1 below), you may take up all, some or none of your Entitlement. You may also apply for Additional New Shares. See Section 5 for further details.

Eligible Retail Shareholders who do not participate in the Retail Entitlement Offer will have their percentage holding in Indochine reduced. Eligible Retail Shareholders who participate in the Retail Entitlement Offer will see their percentage holding in Indochine increase, reduce or stay the same depending on the proportion of their Entitlement they take up and the Additional New Shares they apply for.

Entitlements cannot be traded, transferred, assigned or otherwise dealt with, whether on the ASX, POMS0X or privately.

***Step 3: Apply for New Shares***

To participate in the Retail Entitlement Offer, your application for New Shares must be received by the Registry **before 5.00pm (AEDT) on 1 November 2013**.

See Section 5 and the enclosed personalised Entitlement and Acceptance Form for further details on how to apply.

***Step 4: Questions***

If you:

- have questions in relation to the Existing Shares upon which your Entitlement has been calculated;
- have questions on how to complete the Entitlement and Acceptance Form or take up your Entitlement; or
- have lost your Entitlement and Acceptance Form and would like a replacement form,

please call the Indochine Shareholder Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) from 8.30am to 5.00pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period.



## 4. Overview of the Entitlement Offer

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### 4.1 Entitlement Offer

Indochine proposes to raise up to approximately \$24.63 million under the Entitlement Offer. Under the Entitlement Offer, Indochine is offering Eligible Shareholders the opportunity to subscribe for 2 New Shares for every 5 Existing Shares held at 7.00pm (AEDT) on Thursday, 10 October 2013 and, at the absolute discretion of Indochine, Additional New Shares, at the Issue Price of \$0.070 per New Share.

Where fractions arise in the calculation of an Entitlement, they have been rounded down to the next whole number of New Shares.

The Entitlement Offer comprises four parts:

- **The Institutional Entitlement Offer** – under which Eligible Institutional Shareholders were invited to take up all or part of their Entitlement.
- **The Institutional Bookbuild** – under which New Shares attributable to the Entitlements not taken up by Eligible Institutional Shareholders, together with the New Shares attributable to the Entitlements that would have offered to Ineligible Institutional Shareholders if they had been entitled to participate in the Institutional Entitlement Offer, were offered under a bookbuild to certain Institutional Investors.
- **The Placement** – under which up to 23,448,706 New Shares are offered to certain Institutional Shareholders and new Institutional Investors simultaneously with the Institutional Entitlement Offer at the Issue Price of \$0.070 per New Share.
- **The Retail Entitlement Offer** – under which Eligible Retail Shareholders are being sent this Retail Offer Booklet, together with a personalised Entitlement and Acceptance Form, and are being invited to take up all or part of their Entitlement, or in excess of their Entitlement.

Please refer to the ASX/POMSoX Announcement and the Investor Presentation set out in Section 6 for information on the purpose of the Entitlement Offer, the application of the proceeds of the Entitlement Offer and for information on Indochine's business and strategy. You should also consider other publicly available information about Indochine, including information available at [www.asx.com.au](http://www.asx.com.au) and [www.pomsox.com.pg](http://www.pomsox.com.pg).

### 4.2 Retail Entitlement Offer

#### (a) Retail Entitlement Offer

Under the Retail Entitlement Offer, Eligible Retail Shareholders are invited to subscribe for 2 New Shares for every 5 Existing Shares held at 7.00pm (AEDT) on Thursday, 10 October 2013, at the Issue Price of \$0.070 per New Share.

This is referred to as your **Entitlement**.

In addition, Eligible Retail Shareholders are invited to subscribe for Additional New Shares in excess of their Entitlement, at the Issue Price of \$0.070 per New Share, to be allocated at the absolute discretion of Indochine.

Details on how to take up your Entitlement and Additional New Shares are contained in Section 5 and the enclosed personalised Entitlement and Acceptance Form. You may take up some, all or none of your Entitlement or, at the absolute discretion of Indochine, Additional New Shares in excess of your Entitlement.

The Retail Entitlement Offer is only open to Eligible Retail Shareholders (see Section 5.1 for the definition of an Eligible Retail Shareholder), and Indochine reserves the right to reject any Application that it believes comes from a person that is not an Eligible Retail Shareholder.

The Retail Entitlement Offer closes at 5.00pm (AEDT) on 1 November 2013 (subject to variation), with New Shares expected to be allotted on 12 November 2013.

Entitlements are personal and cannot be traded, transferred, assigned or otherwise dealt with, whether on the ASX, POMSx or privately.

#### **4.3 Institutional Entitlement Offer and Institutional Bookbuild**

The Institutional Entitlement Offer and the Institutional Bookbuild were conducted between 5.00pm on 3 October 2013 and 7 October 2013 (inclusive), and settlement of the Institutional Entitlement Offer and the Institutional Bookbuild is expected to occur on 15 October 2013.

The Institutional Entitlement Offer, the Institutional Bookbuild and the Placement will (once settlement occurs) raise approximately \$5.5 million through the issue of approximately 78,571,429 New Shares.

#### **4.4 Reconciliation**

The Entitlement Offer is a complex process and in some instances investors may believe that they will own more Shares than they ultimately did as at the Record Date. This results in reconciliation issues. If reconciliation issues occur, it is possible that Indochine may need to issue a small quantity of additional New Shares (**Top-Up Shares**) to ensure all Eligible Shareholders receive their full Entitlement. The price at which these Top-Up Shares would be issued is the Issue Price.

Indochine also reserves the right to reduce the number of New Shares allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are not Eligible Shareholders.

#### **4.5 No cooling off rights**

Cooling off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been lodged.

#### **4.6 Ranking of New Shares**

New Shares will be issued on a fully paid basis and will rank equally in all respects with Existing Shares. The rights and liabilities attaching to the New Shares are set out in Indochine's constitution, a copy of which is available at [www.indochineming.com](http://www.indochineming.com).

#### **4.7 Quotation and trading**

Indochine has applied to ASX and POMS0X for the official quotation of the New Shares in accordance with ASX Listing Rule and POMS0X Listing Rule requirements.

Subject to approval being granted, it is expected that:

- normal trading of New Shares allotted under the Institutional Entitlement Offer and Institutional Bookbuild will commence on 16 October 2013; and
- normal trading of New Shares allotted under the Retail Entitlement Offer will commence on 13 November 2013.

#### **4.8 Holding Statements**

Holding statements in respect of New Shares allotted under the Retail Entitlement Offer are expected to be dispatched to Eligible Retail Shareholders on 13 November 2013.

It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving written confirmation of their holding will do so at their own risk. Indochine disclaims all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their confirmation statement, whether on the basis of confirmation of the allocation provided by Indochine or the Registry.

#### **4.9 Application Monies**

Application Monies will be held by Indochine for the benefit of applicants until the New Shares are issued or, if the New Shares are not issued, until the Application Monies are returned to the applicants.

Interest earned on the Application Monies will be for the benefit of, and will remain the property of, Indochine and will be retained by Indochine whether or not the allotment and issue of New Shares takes place.

If the New Shares are not issued, all Application Monies will be refunded as soon as practicable, without interest, and Entitlements will cease to have any value.

#### **4.10 Withdrawal of the Retail Entitlement Offer**

Indochine reserves the right to withdraw the Retail Entitlement Offer at any time before the issue of New Shares, in which case Indochine will refund any Application Monies in the manner contemplated by Section 4.9.

#### **4.11 Allocation policy**

All Eligible Retail Shareholders will be allocated New Shares applied for up to their Entitlement.

Eligible Retail Shareholders may also apply for New Shares in excess of their Entitlement (**Additional New Shares**). Any Additional New Shares will only be allocated to Eligible Retailer Shareholders as agreed by Indochine in its absolute discretion, having regard to circumstances as at the close of the Retail Entitlement Offer.

If you apply for Additional New Shares then, subject to Indochine's discretion to scale-back (in whole or part) your application for Additional New Shares, you will be issued these on 12 November 2013. Indochine's decision on the number of Additional New Shares to be allocated to you will be final.

## 5. How to apply for New Shares under the Retail Entitlement Offer

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*If you are an Eligible Retail Shareholder you should read this Section in its entirety for instructions on the choices available to you. You should also refer to Section 4 of this Retail Offer Booklet for an overview of the Entitlement Offer and read the remainder of this Retail Offer Booklet in its entirety.*

*The ASX/POMSoX Announcement and Investor Presentation set out in Section 6 are current as at 3 October 2013. There may be additional announcements that are made by Indochine after that date and throughout the Retail Entitlement Offer Period that may be relevant to your consideration of whether to take up your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Indochine before submitting an application.*

### 5.1 Eligible Retail Shareholder – Definition

The Retail Entitlement Offer is available only to Eligible Retail Shareholders. An **Eligible Retail Shareholder** is a person who is registered as the holder of Existing Shares on the Record Date (being 7.00pm (AEDT) on 10 October 2013<sup>2</sup>), and:

- whose registered address on the Indochine register of members is in Australia or New Zealand;
- who is not in the United States and is neither a U.S. Person nor acting for the account or benefit of a U.S. Person; and
- who is not an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder.

Eligible Retail Shareholders will receive a personalised Entitlement and Acceptance Form setting out their Entitlement, which accompanies this Retail Offer Booklet.

The Retail Entitlement Offer is not being made in the United States or to, or for the account or benefit of, U.S. Persons. Accordingly, Eligible Retail Shareholders (including nominees) who hold Shares on behalf of persons in the United States or that are U.S. Persons cannot take up their Entitlements or subscribe for New Shares on behalf of such persons, and may not send to such persons this Retail Offer Booklet or any other documents relating to the Entitlement Offer.

### 5.2 Nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders.

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<sup>2</sup> Pursuant to a waiver from ASX and for the purpose of determining Entitlements, Indochine may ignore transactions occurring after the announcement of the trading halt in Shares on 4 October 2013 other than registrations of ASX Trade transactions which were effected before the announcement.

Nominees with a registered address in Australia or New Zealand, irrespective of whether they participate in the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians which hold Shares as nominees and custodians will have received, or will shortly receive, a letter from Indochine. Nominees and custodians should carefully consider the contents of that letter and note in particular that the Retail Entitlement Offer is not available to beneficiaries on whose behalf they hold Existing Shares who:

- would not satisfy the criteria for an Eligible Retail Shareholder;
- are Eligible Institutional Shareholders and received an offer to participate in the Institutional Entitlement Offer (whether they took up their Entitlement or not); or
- were treated as Ineligible Institutional Shareholders under the Institutional Entitlement Offer.

Indochine is not required to determine whether or not any registered holder of Shares is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any registered holder of Shares is acting as a nominee for a foreign person that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Indochine is not able to advise on any foreign laws. Any person in the United States or any person that is, or is acting for the account or benefit of, a U.S. Person with a holding through a nominee may not participate in the Retail Entitlement Offer, and such a nominee must not take up any Entitlement on behalf of such a person or send any materials relating to the Entitlement Offer into the United States or to any person that is, or is acting for the account or benefit of, a U.S. Person.

### **5.3 Choices available to Eligible Retail Shareholders**

If you are an Eligible Retail Shareholder you may do any one of the following:

- take up all or part of your Entitlement (refer to Section 5.4); or
- do nothing (refer to Section 5.6).

The Retail Entitlement Offer is an offer to Eligible Retail Shareholders only.

Eligible Retail Shareholders who do not participate in the Retail Entitlement Offer will have their percentage holding in Indochine reduced. Eligible Retail Shareholders who participate in the Retail Entitlement Offer will see their percentage holding in Indochine increase, stay the same or reduce depending on the proportion of their Entitlement they take up and the Additional New Shares they apply for.

### **5.4 If you wish to take up all of or part of your Entitlement**

If you wish to take up your Entitlement in full or in part, there are two different ways you can submit your Application and Application Monies.

(a) **Submit your completed Entitlement and Acceptance Form together with cheque, bank draft or money order for all Application Monies**

To apply and pay by cheque, bank draft or money order, you should:

- read this Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary;
- complete the personalised Entitlement and Acceptance Form accompanying this Retail Offer Booklet in accordance with the instructions set out on that form, and indicate the number of New Shares you wish to apply for; and
- return the form to the Registry (address details below) together with a cheque, bank draft or money order which must be:
  - for an amount equal to the full Application Monies (being \$0.070 multiplied by the number of New Shares you are applying for);
  - in Australian currency drawn on an Australian branch of a financial institution; and
  - made payable to 'Indochine Mining Limited' and crossed 'Not Negotiable'.

You should ensure that sufficient funds are held in any relevant account(s) to cover the full Application Monies.

Cash payments will not be accepted. Receipts for payment will not be issued.

You need to ensure that your completed Entitlement and Acceptance Form and cheque, bank draft or money order reach the Registry by 5.00pm (AEDT) on the Retail Closing Date, being 1 November 2013, at one of the following addresses:

**Mailing address:**

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

**Hand delivery addresses:**

Indochine Mining Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 (***Please do not use this address for mailing purposes***)

Entitlement and Acceptance Forms (and payments for Application Monies) will not be accepted after the Retail Closing Date and no New Shares will be issued to you in respect of that Application (and your Application Monies submitted will be refunded as soon as practicable without interest).

Entitlement and Acceptance Forms (and payments for any Application Monies) will not be accepted at Indochine's registered or corporate offices, or other offices of the Registry.

For the convenience of Eligible Retail Shareholders, an Australian reply paid envelope addressed to the Registry has been enclosed with this Retail Offer Booklet.

Note that if you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Monies must be completed for each separate Entitlement you hold.

If the amount of Application Monies received is insufficient to pay in full for the number of New Shares you applied for, Indochine will treat you as applying for such lower whole number of New Shares as is covered in full by your Application Monies received or, alternatively, your Application will not be accepted.

If the amount of Application Monies received is greater than the number of New Shares that you indicate on your Entitlement and Acceptance Form that you wish to apply for, Indochine will treat you as applying for such whole number of New Shares as is covered in full by your Application Monies.

Any Application Monies received in excess of your final allocation of New Shares will be refunded (without interest).

(b) **Payment via BPAY®**

To apply and pay via BPAY®, you should:

- read this Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- make your payment of the amount of the full Application Monies via BPAY® for the number of New Shares you wish to apply for (being the Issue Price of \$0.070 per New Share multiplied by the number of New Shares you are applying for).

You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution. In making your BPAY® payment, you will need to refer to your BPAY® customer reference number set out on your personalised Entitlement and Acceptance Form.

If you choose to pay via BPAY® you are not required to submit the Entitlement and Acceptance Form but are taken to make the statements on that form and declarations set out in Section 5.5.



You will need to ensure that your payment of the Application Monies is received by 5.00pm (AEDT) on the Retail Closing Date, being 1 November 2013. Your payment of the Application Monies will not be accepted if it is received after the Retail Closing Date and no New Shares will be issued to you in respect of that Application and your Application Monies submitted will be refunded (without interest).

You should be aware that your financial institution may implement earlier cut-off times for electronic payment and you should take this into consideration when making your payment. Please note that the maximum amount that can be received by BPAY® is \$1 million. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

If you have multiple holdings you will have multiple BPAY® customer reference numbers provided on each of your personalised Entitlement and Acceptance Form. To ensure you successfully take up your Entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of those holdings.

Indochine will treat you as applying for such whole number of New Shares as your BPAY® payment will pay for. Any Application Monies received in excess of your final allocation of New Shares will be refunded (without interest).

#### **5.5 Implications of making an Application**

By returning a completed Entitlement and Acceptance Form or paying any Application Monies for New Shares via BPAY®, you will be deemed to have made the Eligible Retail Shareholder declarations set out in Section 9.

#### **5.6 If you wish to do nothing**

If you are an Eligible Retail Shareholder and you do nothing, your percentage holding in Indochine will be reduced.

#### **5.7 Ineligible Retail Shareholders**

Indochine has decided that it is unreasonable to make offers under the Retail Entitlement Offer to holders of Existing Shares who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered and the cost of complying with the relevant legal and regulatory requirements in those places. The Retail Entitlement Offer is not being made in the United States or to, or for the account or benefit of, U.S. Persons.

#### **5.8 Enquiries**

This Retail Offer Booklet and the accompanying personalised Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer and require your immediate attention. You should read them carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer.

If you are in doubt as to the course you should follow, you should consult your stockbroker, accountant or other independent professional adviser before deciding whether to take up your Entitlement.

If you:

- have questions in relation to the Existing Shares upon which your Entitlement has been calculated;
- have questions on how to complete the Entitlement and Acceptance Form or take up your Entitlement; or
- have lost your Entitlement and Acceptance Form and would like a replacement form,

please call the Indochine Shareholder Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) from 8.30am to 5.00pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period.

## 6. ASX/POMSoX Announcement and Investor Presentation

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### 6.1 ASX/POMSoX Announcement



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## Indochine Capital Raising Accelerated Entitlement Offer & Placement

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Company Announcements Office  
03 October 2013

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Indochine Mining Limited (ASX & POMSoX:IDC, "Company") is launching a capital raising at \$0.07 per share to raise up to approximately \$26.3 million through an Institutional Placement and an Accelerated 2 for 5 non-renounceable entitlements issue. Major Shareholders have indicated support for the raising. The retail component will follow the typical timetable.

Argonaut and Empire Securities are acting as joint bookrunners and joint lead managers.

Indochine Mining Limited has recently transformed its flagship gold project at Mt Kare in Papua New Guinea (PNG). The proceeds will be used primarily to rapidly advance the development of an adit and underground drilling to increase the high grade zones, targeting 1Moz at 10g/t gold and to provide bulk sampling and metallurgical test work for bankable studies. Additionally, funds will be used to progress the feasibility and environmental study, together with finalising a Landowner Investigation Report, as well as working capital costs. The company is targeting high grade, high margin gold production of 150-200,000 ounces gold per annum commencing in 2015.

Please refer to today's company presentation for details on the offer.

Stephen Promnitz

CEO, **Indochine Mining Limited**

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# High Grade Gold Zones Capital Raising to Fund Rapid Development



## Mt Kare, PNG



Capital Raising Presentation - 03 October 2013

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**Competent Persons Statement:** Anthony W. Burgess, a qualified consultant for Indochine Mining Limited, is a member of the Australasian Institute of Mining and Metallurgy and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity undertaken, being reported herein as Mineral Resources and Exploration Results, to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2004 Edition). Anthony W. Burgess has consented to the public reporting of these statements and results and the form and context in which they appear.

The growth in high grade resources and the related mining rate and gold production rates are indicative only. They are based on assumptions considered reasonable by Indochine and its external consultants, which may not all be ultimately achieved. The Company expects that the drilling to be undertaken will aid in the future increase in contained ounces of gold within and around the high grade zones of a reasonable proportion to allow for an underground mining which may not be ultimately achieved. In accordance with relevant regulations governing the disclosure of mineral projects, readers are cautioned that scheduled production based on planned increases to resource material is considered speculative.

## Overview

- Indochine Mining is an ASX and POMSoX listed gold company focused on exploration and development of its Mt Kare gold project in Papua New Guinea
- Indochine's focus recently concentrated on rapid development of a potentially high grade, high margin, underground operation at a modest capital cost

## Project Update

- Mt Kare is similar to Barrick's adjoining 28Moz Porgera gold mine (15km apart)
- Mt Kare's high grade zones have a JORC resource of 466,000 oz @ 10g/t gold, 2.2Moz at 52g/t silver, within a larger 2.1 Moz resource
- The Company's initial high grade exploration target is 1Moz @ 10g/t gold

## Equity raising

- Indochine Mining is launching a capital raising at \$0.07 per share to raise up to approximately \$26.3 million through an Institutional Placement and Accelerated 2 for 5 non-renounceable entitlements issue
- Argonaut and Empire Securities are acting as joint bookrunners and joint lead managers.
- Major Shareholders have indicated support for the raising

## Use of proceeds

- Capital is required to fund exploration and development at Mt Kare including:
  - Adit development and underground drilling (~10,000m) to increase high grade zones, targeting 1Moz @ 10g/t gold
  - Bulk sampling and metallurgical test work
  - Feasibility & Environmental Study – targeting mid 2014
  - Landowner Investigation Report to be Completed
- Administration & Working Capital including Site & Operational costs

# High Grades = High Margins

## Fast track to high margin gold production

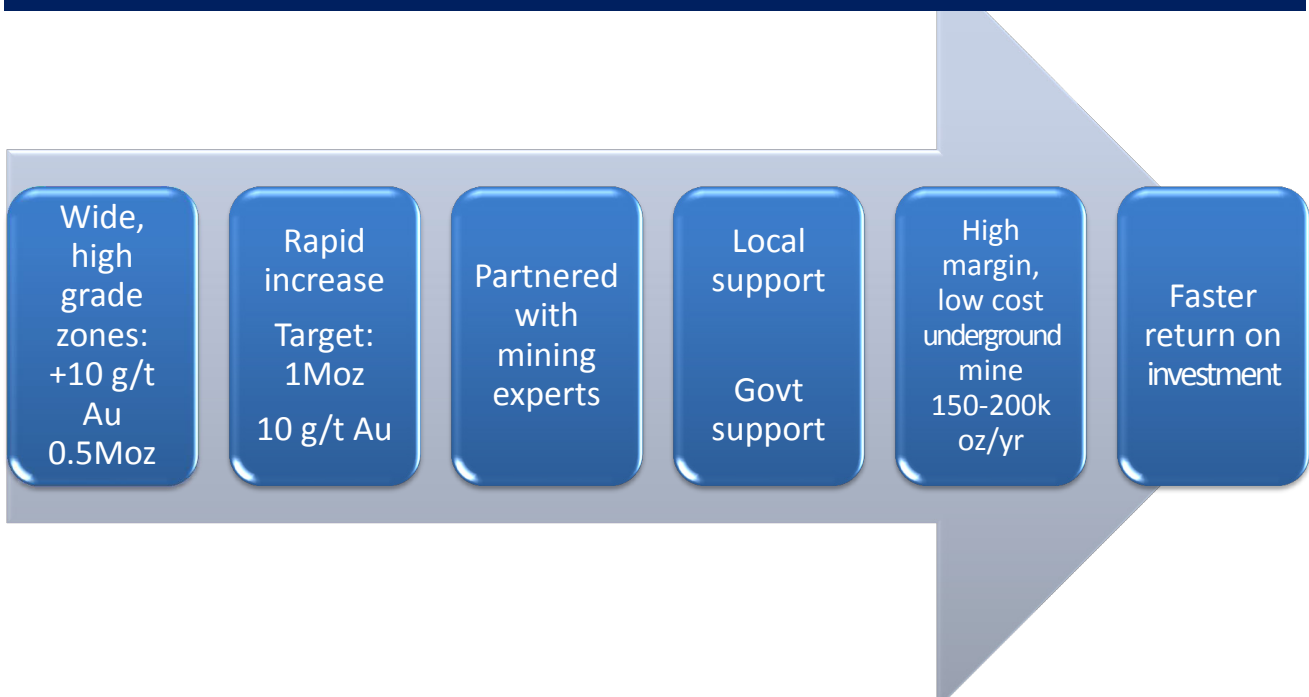
- Wide, high grade zones: circa 500,000 oz at + 10 g/t Au
- Rapid increase: target +1,000,000 oz at 10 g/t in 6-9 months
- Very high ounces per vertical metre: Highly profitable & efficient
- Similar to adjoining 28M oz Porgera gold mine (10<sup>th</sup> largest globally)
- Local support; Government support; Infrastructure nearby
- Experienced management team & board
- High margin, low cost underground mine: 150-200,000 oz/yr Au
- Production in 2015; Payback c.1 year
- Major upside in size & grade

## Fast track to high margin gold production

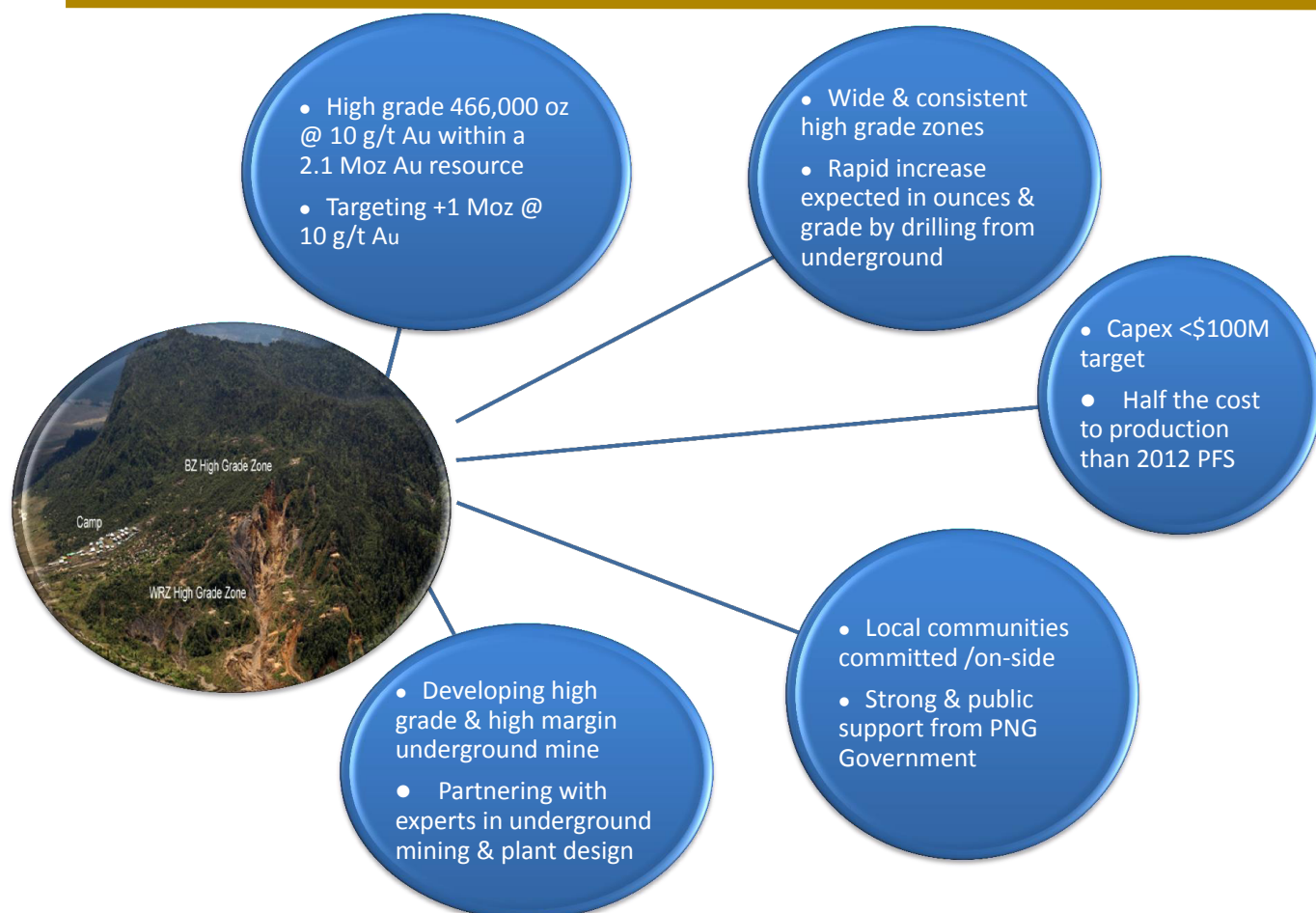
- Direct access into high grades via level drive (adit) through orebodies
- Enables rapid drilling; bulk sampling for bankable results
- Lower cost drilling from underground; faster development decision
- Considerable growth anticipated due to size of mineralised system
- Located within richly endowed gold belt
- Infrastructure: roads, gas, power due to adjacent major gold mine (15km)
- PNG law/mining is based on Australian system: common law, parliamentary system, time-zone, labour (mining skills); experienced mining jurisdiction
- Capital raising delivers project to key milestone mid 2014

# High Grades = High Margins

## Reduced time to high margin gold production



Capital raising funds rapid development; Value uplift



## High Grades in Drillholes

### Confidence established from past and present drilling results

Drillhole	Metres Width	Gold g/t	Silver g/t	From m
146SD12	38	20.8	57	78
Includes	5	120.1	93	94
122SD11	17.7	100.3	134	59
Includes	4	420	170	67
183SD12	49	22.3	71	63
Includes	21	33.8	64	91
Includes	5	105	100	91
185SD12	30	9.6	55	61
Includes	21	13.6	144	61
Includes	7	35.2	83	75
187SD13	26	6.7	6	25
Includes	7	11.7	7	36
188SD13	14	15.3	9	36
Includes	7	22.9	14	
MK9705	20.5	443.9	163	37.5
MK9717	58.5	11.7	37	84
MK06-53	40	15.3	69	93
MK06-58	30.5	19.2	72	78
MK06-63	25	22.6	70	98.2
MK99146	12	173.5	73	84

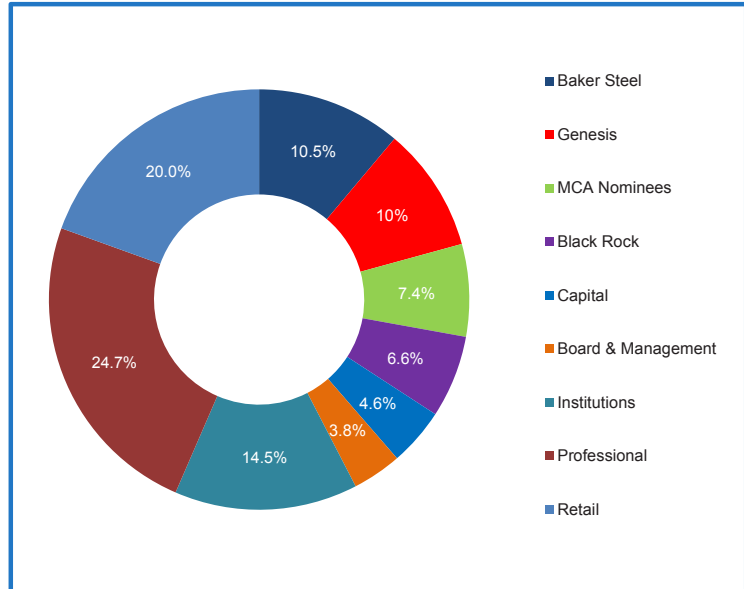


Capital Structure	
ASX Code	IDC
Market Cap (@7c/sh)	A\$61.6 M
Shares on Issue	880 M
Cash (30 June '13)	A\$1.8 M*
Raising (7 August '13)	A\$3 M*

Major Shareholders	
Baker Steel Capital	10.5%
Genesis Asset Management	10%
MCA Nominees	7.4%
BlackRock	6.6%
Capital	4.6%

Board	
Ian Ross	Chairman
Gavan Farley	Non Executive Director
Dr Michael Leggo	Non Executive Director

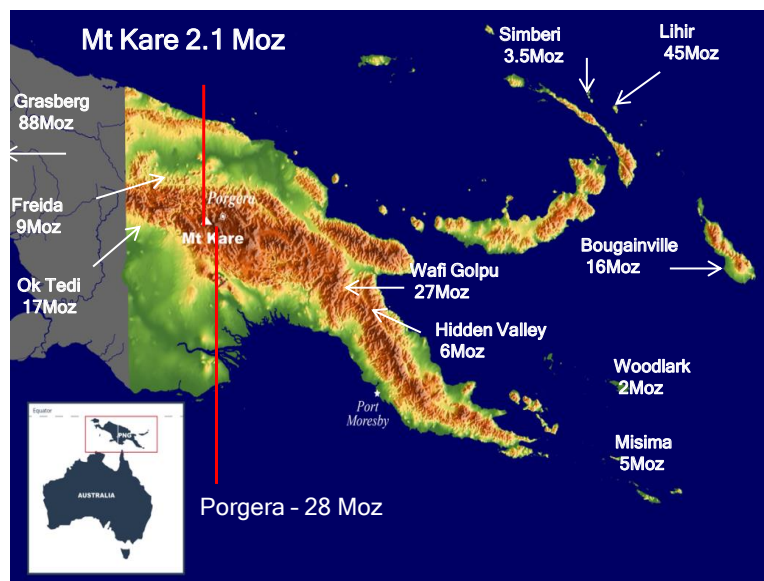
Management	
Stephen Promnitz	Chief Executive Officer
George Niumataiwalu	Country Manager, PNG
Anthony W Burgess	Chief Geological Consultant
Ashok Jairath	Chief Financial Officer



\* Based on the Company's 30 June 2013 audited financial statements with a proforma increase of \$3 million raised from the placement 07 August 2013, before expenditures and costs incurred during the September quarter 2013

## Mt Kare- An Enviably Project, Strategically Located

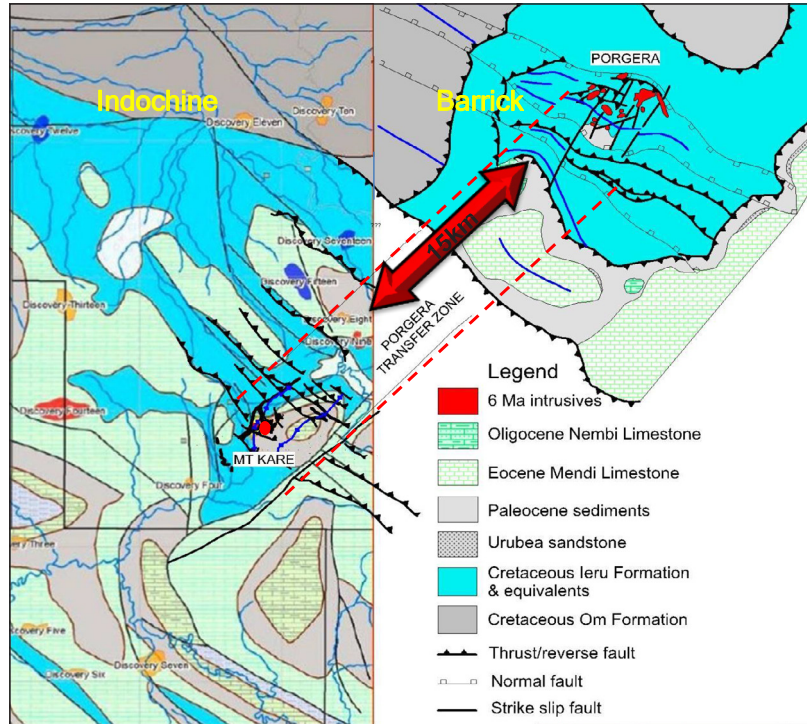
Located in the highest concentration of world class gold deposits
15 km from Barrick Gold's 28 Moz Pongera mine
Similar geological setting to Pongera
Landowner investigation study completed; local support
Supported by some of the world's largest funds
PNG government support of mining industry and Mt Kare project





# Mt Kare and Porgera: Identical Projects?

<b>Mt Kare shares many similarities to Porgera:</b>
Similar geology Similar setting Similar high grade gold zones; large gold systems
Porgera = world class 28 Moz Au Inc. 5 Moz @ 27 g/t Au
Mt Kare = world class Moz 2.5 Moz Au Eq (Current) inc. 466,000 oz @ 10 g/t
Porgera started with an exploration adit and underground mining of high grades



# Government Support

"It is my.. Government's intention to support mining prospects such as Mt Kare, which offer PNG significant new development and social & economic .. opportunities"  
Minister Chan

"The exploration program has been undertaken in .. close association with the local landowners"  
Minister Chan

"I have received detailed advice ..and note that the genuine landowners in the Mt Kare area have waited many years for such a development opportunity"  
Minister Chan

"Let's give the opportunity to our people to benefit and participate in the development from the mine"  
Prime Minister O'Neill



**Minister for Mining  
Renewal of Exploration Licence 1093 Mt Kare –  
Summit Development Limited**

I am pleased to announce the renewal of Exploration Licence 1093 (EL 1093) to the current tenement holder, Summit Development Limited (Summit), for a period of two years ending August 2014, following recommendations from the Mining Advisory Council.

The Mt Kare prospect has been the subject of intensive exploration following the transfer of EL 1093 to Summit with effect from August 2010, and consequently the regular reporting of very positive mineral prospects including significant grades. This exploration program has been undertaken in conjunction with ongoing work in close association with the local landowners intended to complete a comprehensive Land Identification Study (LIS) being conducted in the tenement area.

Mt Kare has had a long and disputatious history since an alluvial gold rush in the late 1980's that opened the area to local landowners and introduced many settlers. Over time, exploration camps and equipment (including a helicopter) were destroyed and compensation claims for significant, unquantified amounts were made. There had been numerous court cases. Landowner groups had each attempted to claim supremacy over rights to the area. This difficult prospect has also suffered from the liquidation of the previous tenement holder, Madson Enterprises (PNG) Limited, in 2006/2009.

These are not the messages that the mining industry in PNG wishes to pass to prospective investors and players in our industry, especially when the mining sector is still the lifeblood of the PNG economy.

It is my, and my Government's, intention to support mining prospects such as Mt Kare, which offer PNG significant new development and social, educational and economic advancement opportunities. We can confirm that relevant government authorities including the prime Minister were kept updated on the progress of the project leading up to this point in time. I note that Summit have committed in excess of \$40m to their ongoing exploration work program during the renewed term and have spent double that amount during the term just ended.

I have received detailed advice on current and historic landowner grievances and note that the genuine landowners in the Mt Kare EL 1093 tenement area have waited many years for such a development opportunity, which will finally provide the chance to return to them something from that difficult past.

Accordingly, in supporting Summit to pursue the significant work it has undertaken to date, and to bring this advanced exploration prospect to the phase of a mine development, but recognising the issues that exist, I have required the tenement holder to work on certain critical and important aspects, inter alia:

1. Completing the LIS by the end of this year followed by the formation of genuine landowner representative groups or associations as recognised by the LIS. Summit and the Enga Provincial Government are also encouraged to actively consult and assist in completing the LIS and the formation of these landowner groups. It is in everyone's best interests to achieve these important steps.
2. Completing a bankable feasibility study to take the project into its development and production stages as early as possible.

Finally, I have also acknowledged that the original intent at Mt Kare, as contained as a condition in the original Exploration Licence 1093 granted in 1994, was for the tenement holder to ensure that landowner equity was accommodated through properly constituted representative groups of genuine Mt Kare landowners. History tells me that this has never occurred as intended.

I have therefore required the tenement holder to address this issue in negotiations with those genuine landowners identified under the LIS.

Accordingly, to ensure that a mine development proceeds at Mt Kare, all parties must now come together and work together to shape their respective futures such that the mine development may become a reality and from that beginning will flow the benefits from this rich mineral resource.

Approved for release  
Byron Chan  
Minister for Mining

Thursday, 11 July, 2013 - The National

## Mt Kare exploration to go on

PRIME Minister Peter O'Neill has confirmed that his government will grant an extension to a mine exploration licence to Summit for the explorations at the Mt Kare mine in the Hela and Enga provinces.

O'Neill said it was long overdue for the Mt Kare people to benefit from their resources and the Government had decided to grant an extension to the operation and further exploration in the area.

"We have received an application for an extension for further exploration from Summit, the operator of the Mt Kare gold mine," O'Neill told Parliament yesterday.

"I have discussed with Mining Minister Byron Chan and we have agreed that it should be extended because it has been long overdue.

"Let's give the opportunity to our people to benefit and participate in the development from the mine."

O'Neill was responding to questions from Lagaip-Porgera MP Nixon Mangapei who wanted to know why it had taken eight months to process Summit's licence renewal application.

Melanesian Approach	Benefits Distribution
Customary landowner identification	Benefits structured to reflect traditional systems
Focus on defining rightful customary landowners using their methodology	Benefits agreed through consensus by clan leaders
Using pre-colonial time local customs	<b>Respect and partnership; collaborative process</b>
A new approach to resolving landowner disagreements and guaranteed long term support	Local employment; new local support industries



## Resource Location – High Grade Zones



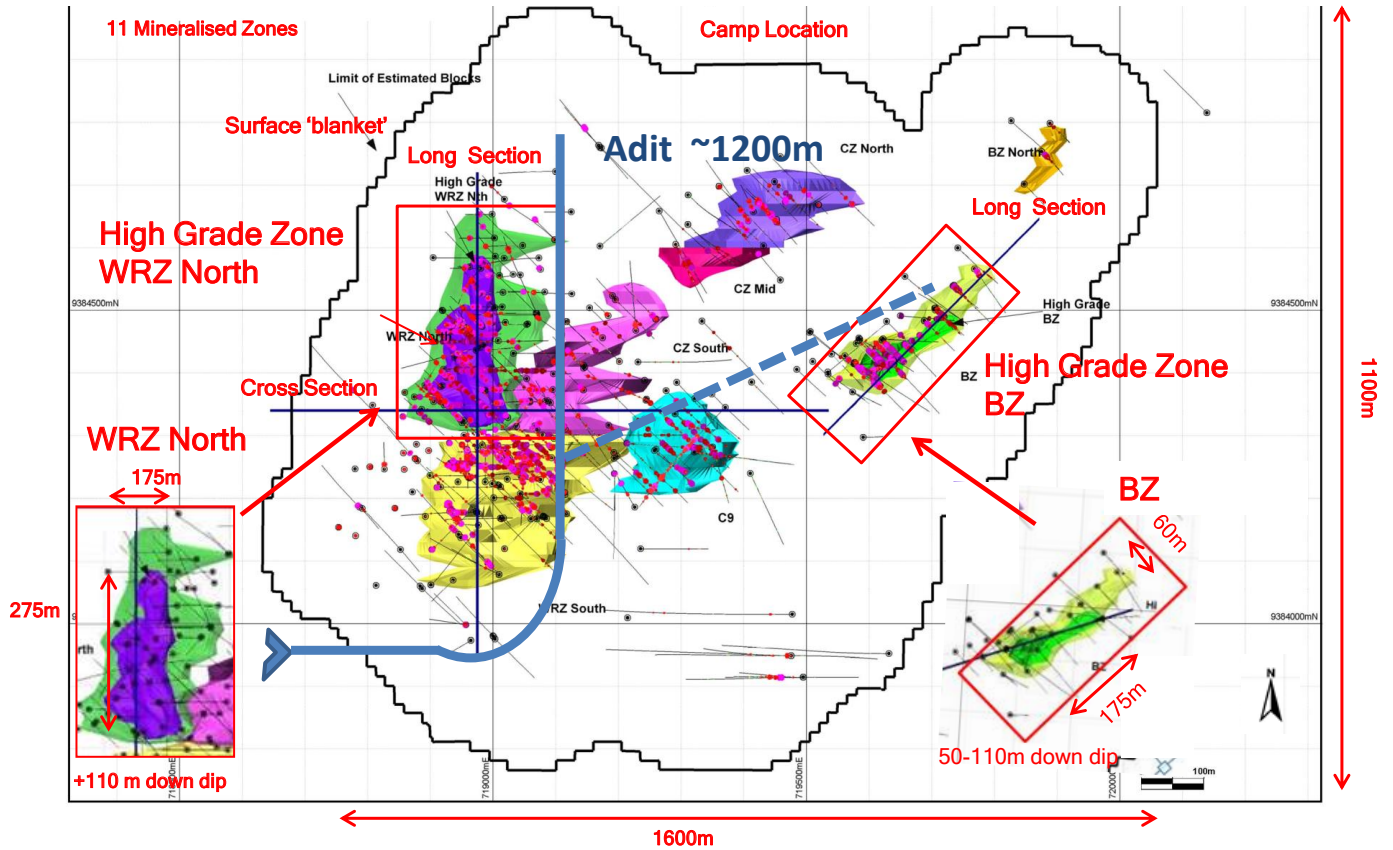
View looking south east over Mt Kare



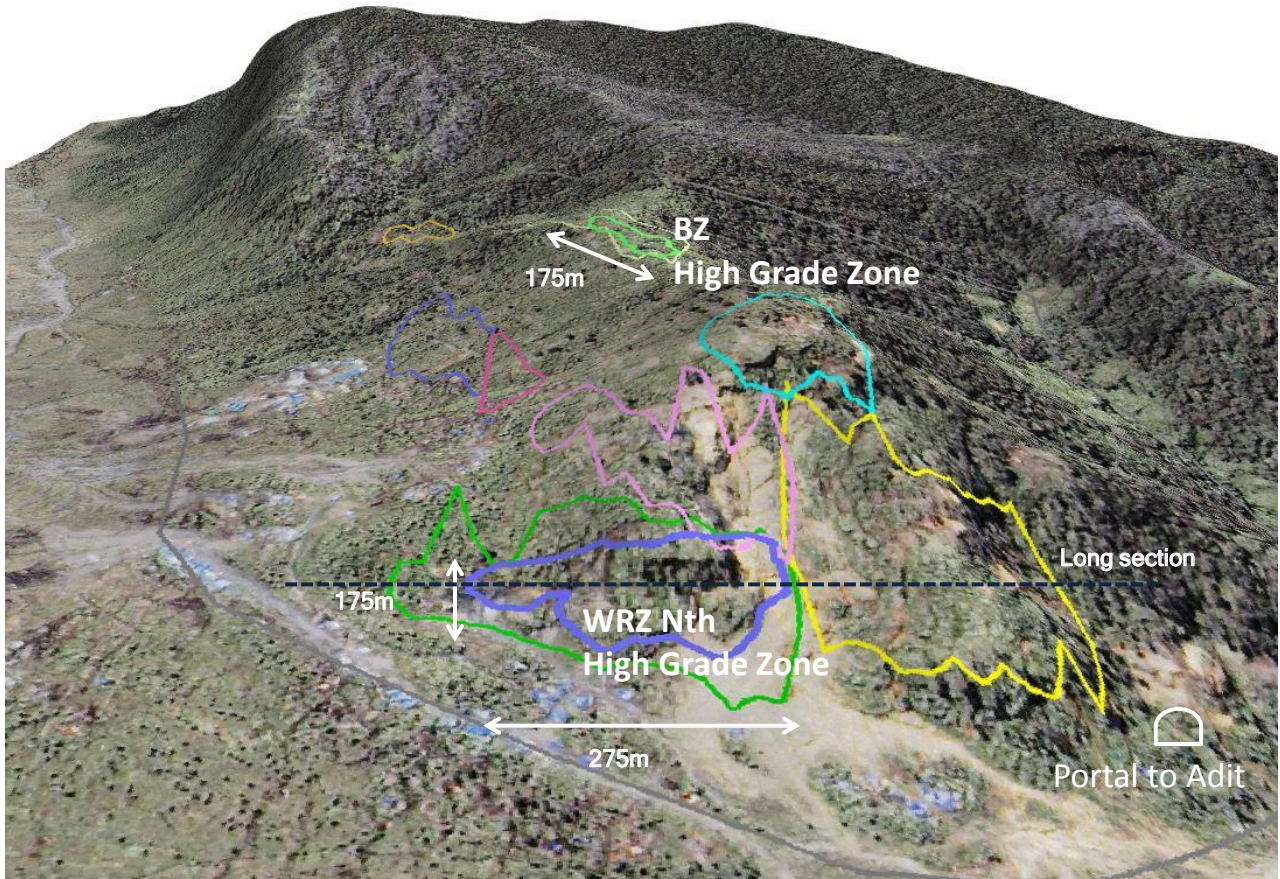
# Mt Kare – Resource

2 High Grade Zones: 466,000oz Au at 10.1g/t, 2.2Moz Ag at 52g/t

Measured & Indicated Resource: 1.53 Moz Au; Total Resource: 2.1 Moz Au; 18 Moz Ag

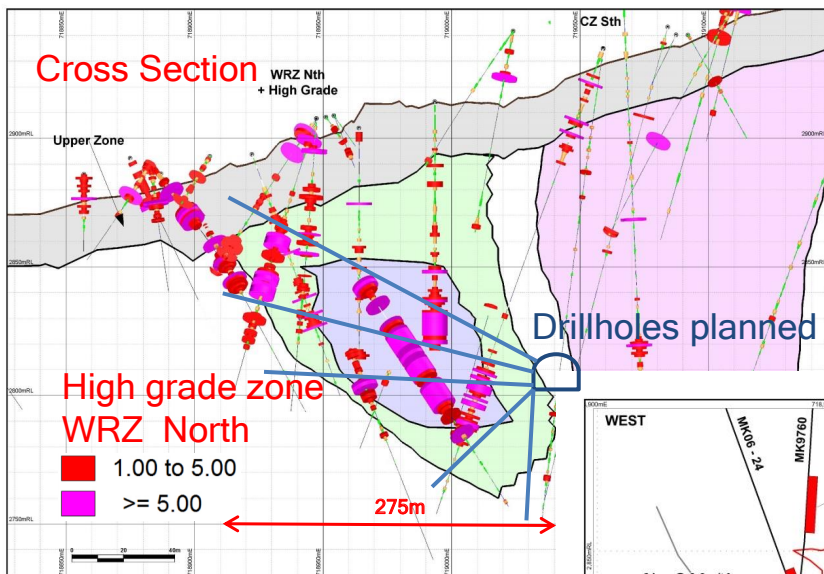
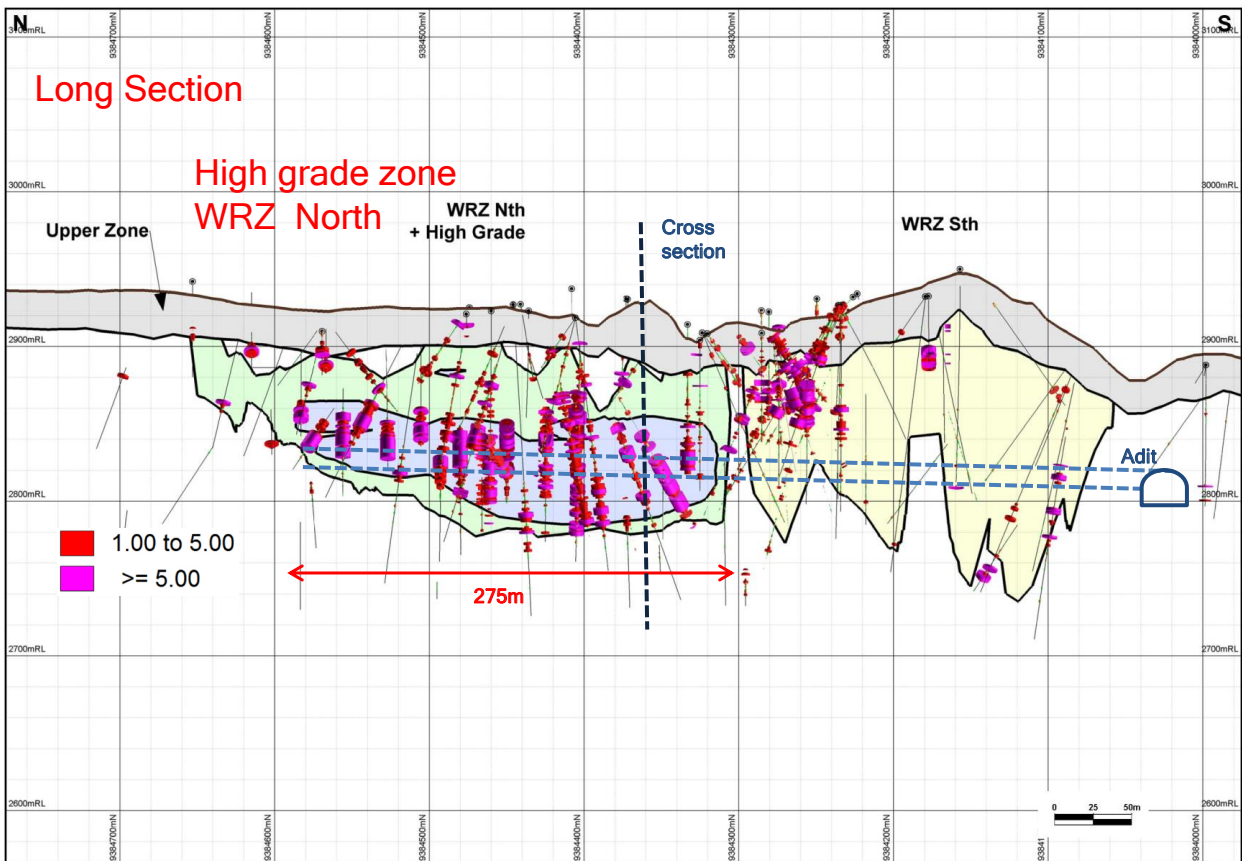


# Resource Domains – High Grade Zones



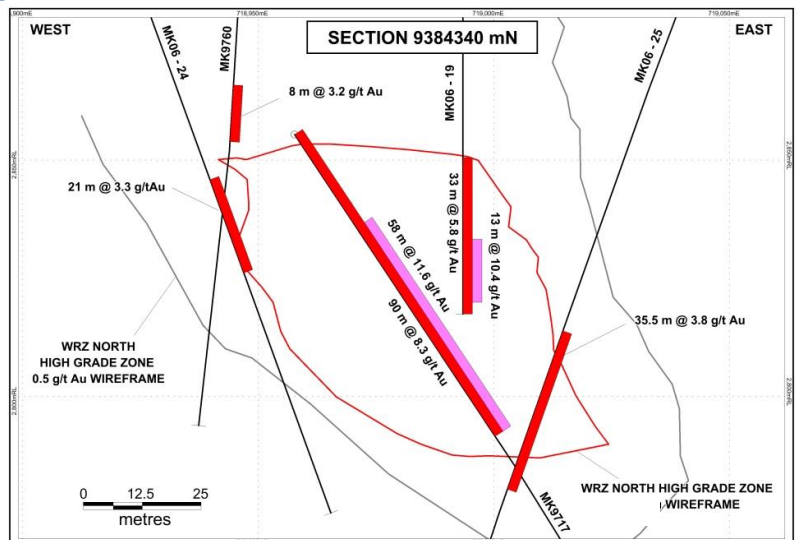
View looking south east over Mt Kare





Cross Section WRZ North High Grade Zones

Drillholes planned from Adit



## Mt Kare project – 2 High Grade Zones (July, 2013)

	Lower Cut-off Au grade (g/t)	Mt	Gold g/t	Gold oz	Silver g/t	Silver Moz	Gold Equivalent (1) Oz
Top Cap 50g/t Au; 500g/t Ag	0.5	2.31	5.4	400,000	36	2.7	449,000
Top Cap 500g/t Au	0.5	2.31	6.6	493,000	49	3.3	553,000
Top Cap 500g/t Au	<b>2.0</b>	<b>1.43</b>	<b>10.1</b>	<b>466,000</b>	<b>52</b>	<b>2.2</b>	<b>507,000</b>

The effect of different modelling parameters on two high grade zones (BZ & WRZ North) - from JORC Resource statement Explanatory Notes July 2013

### Technical justification for focus on high grade zones:

Two high grade zones (WRZ North and BZ), wire-framed domains used in the JORC Resource model, demonstrated significant continuity for modelling purposes. These high grade zones demonstrate clear potential for underground development, given the high grade nature, the significant widths and the demonstrated continuity.

Modelling of the two wireframed high grade zones (WRZ North and BZ) was conducted using 1 m - 1.5 m analytical sample results, a top cut of 500 g/t Au (instead of 50 g/t Au used in the JORC resource) and an increased lower cut-off grade of 2.0 g/t Au (instead of 0.5 g/t Au used in the JORC resource). Results for the high grade zones showed almost twice the grade, with 1.43 Mt grading 10.1 g/t Au, 52 g/t Ag, for a total of 466,000 oz Au and 2.2 Moz Ag or 507,000 oz gold equivalent. A higher cut-off grade of 6.0 g/t Au indicates grades of nearly 20 g/t Au and 70 g/t Ag over reduced tonnage, using uncapped analytical sample results. The resource model showed 2.3 Mt at 5.4 g/t Au and 36 g/t Ag (with a lower cut-off grade of 0.5 g/t Au) and a top cut of 50 g/t Au.

The geological similarity has been identified between the Mt Kare deposit and the adjoining Porgera gold mine, including the similarity in mineralisation style with the very high grade mineralisation at Porgera. Porgera was initially developed as a high grade underground operation and based on the advice of underground mining professionals, Mt Kare shows clear potential for underground development. Porgera has previously identified populations of 100's of grams of gold and used a top cut of 1500 g/t Au in resource modelling. Sampling theories (Pitard 1992) and modelling methodologies are challenged by these high grades and may not be the best representation of the contained gold.

## High Grade Deposits – Rare

High grade deposits are rare

~440 deposits >1Moz

<1g/t Average discovery grade

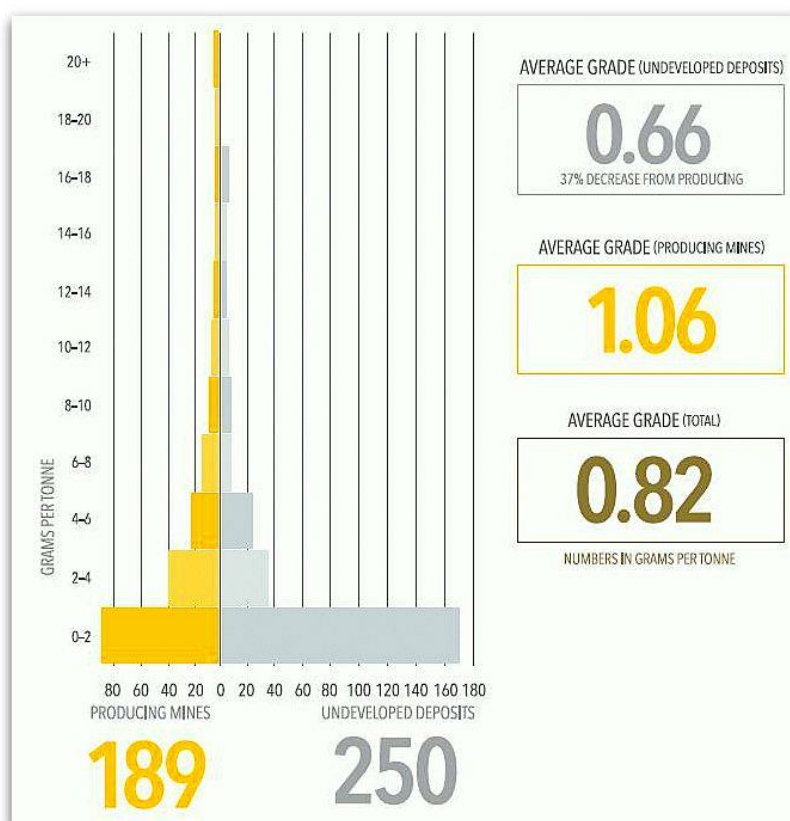
<1.1g/t Av. Mine grade

<20 deposits with +10g/t Au

High grade zones are often

2-10m wide

Mt Kare is >50m wide



Source: NRH Research – 2012 Ranking Gold Mines & Deposits

New resource model is **conservative** – high grade is primary focus +10 g/t Au

Targeting +1 Moz @ +10 g/t Au

Underground drilling faster – rapid growth; more high grades

Extensions targeted down dip and along strike

Partnered with the best in underground mining and plant design

- Australian Contract Mining (ACM) and GR Engineering – World leaders



Photos are indicative only from other locations and are examples of potential future development and equipment

**Focus on Rapid Low Cost Quality Ounces**

Targeting production of 150 – 200,000 oz /yr at 10 g/t Au

Mining earlier than 2012 PFS - targeting 2015

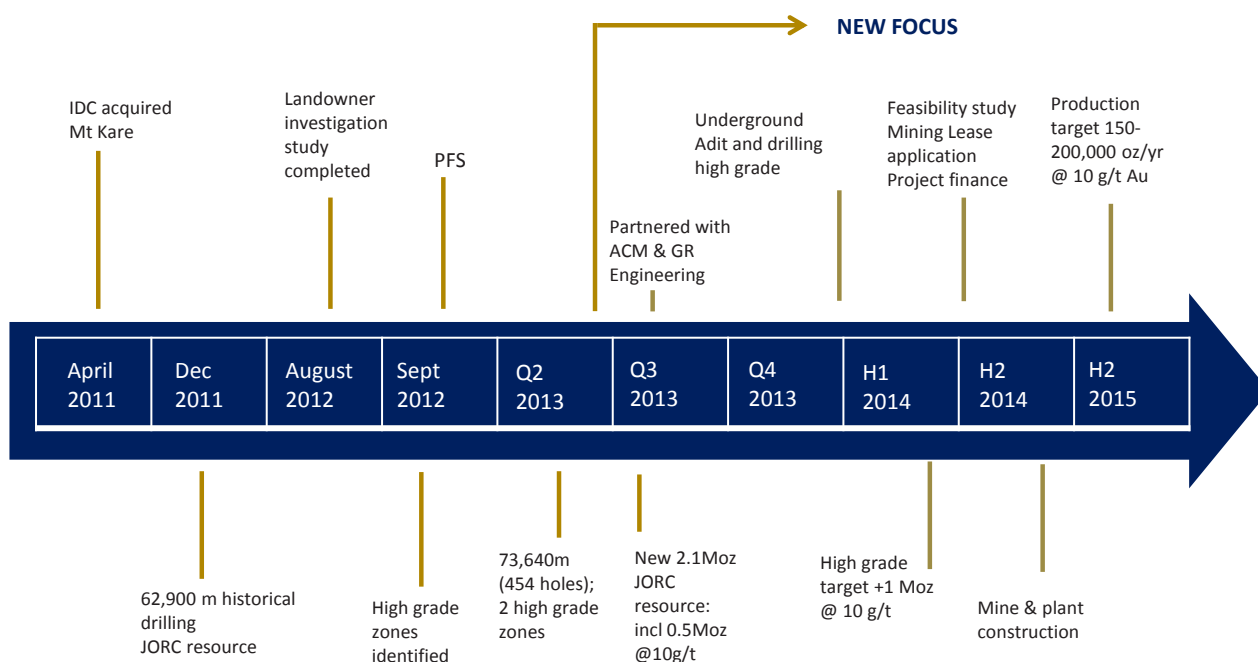
Half the Capex of 2012 PFS (Targeting <\$100 M)

- Treatment plant 750,000 t/yr planned

High margins at much higher grade

Discover a “New Porgera” – 28 Moz adjoining mine

# Time Line to Production



## Mt Kare ticks all the boxes

- High grades to allow rapid development
- Infrastructure, power and roads nearby
- Local community support
- Landowner investigation study completed
- Government support
- Proven experience and expertise in PNG
- ACM and GR Engineering – Expert partners

## High grade, high margin and low cost project with significant upside

- On track to rapidly develop high-grade, low cost underground mine
- Initially targeting +1Moz @ 10 g/t Au in H1, 2014
- Potential to substantially increase mineable ounces and grade
- <\$100 million Capex targeted; Half the cost of PFS in 2012
- Targeting 150-200k oz/yr of 10g/t high-grade gold from underground
- Production targeted for 2015
- Letters of Intent with underground mining and plant design experts
- Local and Government support matched by strong community support

## Capital Raising

<b>QUANTUM</b>	<ul style="list-style-type: none"> <li>• Capital Raising of up to approximately \$26.3 million</li> </ul>
<b>STRUCTURE</b>	<ul style="list-style-type: none"> <li>• Accelerated 2:5 Non Renounceable Entitlements Offer to raise up to \$24.63 million               <ul style="list-style-type: none"> <li>• Selected institutional investors will be accelerated by the Company (“Institutional Offer”)</li> </ul> </li> <li>• Institutional Placement to raise up to \$1.64 million               <ul style="list-style-type: none"> <li>• Placement not cum rights but will be invited to participate in Institutional Offer</li> </ul> </li> </ul>
<b>PRICING</b>	<ul style="list-style-type: none"> <li>• Fixed issue price of \$0.07 per share               <ul style="list-style-type: none"> <li>• 4.1% discount to Indochine’s last closing price of \$0.073 on Thursday, 03 October 2013</li> <li>• 10.3% discount to Indochine’s 30 day VWAP of \$0.078 up to Thursday, 03 October 2013</li> </ul> </li> </ul>
<b>PARTICIPATION</b>	<ul style="list-style-type: none"> <li>• The majority of Indochine’s major shareholders have indicated they will participate in the Capital Raising</li> </ul>
<b>JOINT LEAD MANAGERS</b>	<ul style="list-style-type: none"> <li>• Argonaut and Empire Securities Group will be Joint Lead Managers and Joint Global Bookrunners to the Capital Raising</li> </ul>



# Rationale & Use of Proceeds

- Indochine will be applying the Capital Raising proceeds towards achieving its high grade exploration target of 1Moz Au @ 10g/t and to advance the feasibility study and development of a mine at Mt Kare
- Proceeds from the Capital Raising will be indicatively applied as follows:
  - \$10 million - Adit development and drilling programme (~10,000 metres) from underground and associated costs including assaying
  - \$3.5 million - Completion of a Feasibility and Environmental Study and associated work
  - \$2 million – Establish road access to project
  - \$1.5 million – Completion of a Landowner Investigation Report
  - \$9.3 million - Administration & Working Capital, including:
    - Camp & site costs, Transport and Logistical support
    - Costs of the Capital Raising

**Total Use of Proceeds: \$26.3m**

# Balance Sheet Impact

- Post Capital Raising Indochine will have the financial capability to make significant in-roads in the advancement of Mt Kare
- Indochine's position will be strengthened particularly by:
  - Significantly reducing operating costs at site through direct access to the orebodies for drilling and development
  - Rapidly increasing the high grade zones to allow for a decision for development
  - Completing a feasibility study by specialists covering optimal methods to develop a mine, treatment plant and recover quality ounces

	30/06/2013*	PRO-FORMA
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	4,756,951	29,028,433
Trade and other receivables	1,140,548	1,140,548
<b>TOTAL CURRENT ASSETS</b>	<b>5,897,499</b>	<b>30,168,981</b>
<b>NON CURRENT ASSETS</b>		
Property, plant and equipment	1,686,609	1,686,609
Exploration and evaluation costs capitalised	85,436,283	85,436,283
Other financial assets	2,000	2,000
<b>TOTAL NON CURRENT ASSETS</b>	<b>87,124,892</b>	<b>87,124,892</b>
<b>TOTAL ASSETS</b>	<b>93,022,391</b>	<b>117,293,873</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	3,886,559	3,886,559
Short term provisions	160,990	160,990
<b>TOTAL CURRENT LIABILITIES</b>	<b>4,047,549</b>	<b>4,047,549</b>
<b>TOTAL LIABILITIES</b>	<b>4,047,549</b>	<b>4,047,549</b>
<b>NET ASSETS</b>	<b>88,974,842</b>	<b>113,246,324</b>

Based on the Company's 30 June 2013 audited financial statements with a proforma increase of \$3 million raised from the placement 07 August 2013, before expenditures and costs incurred during the September quarter 2013

# Indicative Timetable – Key Dates

## Key Dates – Institutional Placement & Institutional Entitlement Offer

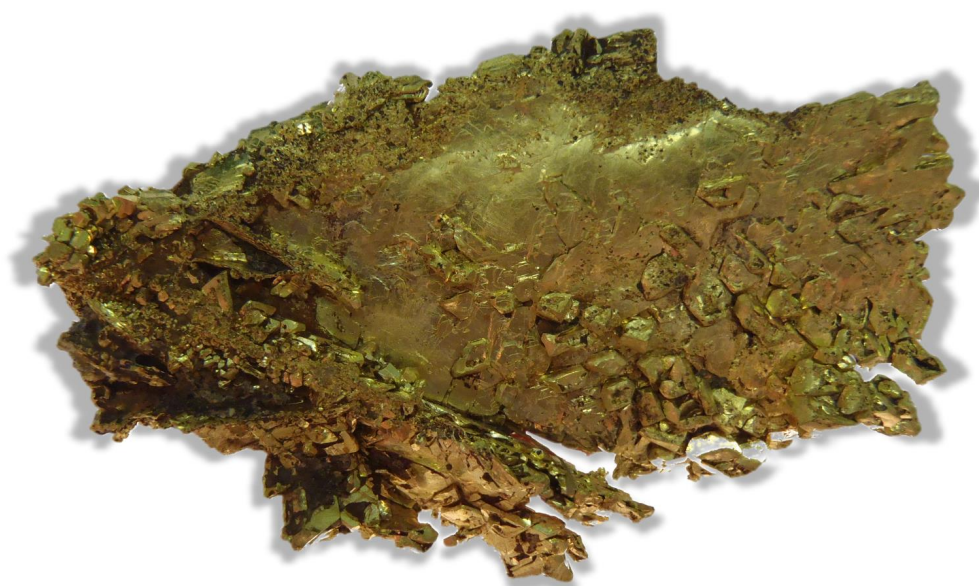
Trading halt	Friday, 04 October 2013
Announcement – Investor Presentation and Capital Raising Announced	Friday, 04 October 2013
Indochine shares re-commence trading	Tuesday, 08 October 2013
Institutional Placement and Institutional Entitlement Offer DvP Settlement	Tuesday, 15 October 2013
New Institutional Placement and Institutional Entitlement Offer shares commence trading	Wednesday, 16 October 2013

## Key Dates – Retail Entitlement Offer

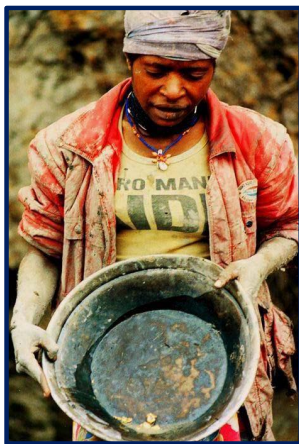
Record date for determining entitlement to participate in Retail Entitlement Offer	Thursday, 10 October 2013
Retail Entitlement Offer opens	Tuesday, 15 October 2013
Retail Entitlement Offer closes	Friday, 1 November 2013
Announce Results of Retail Entitlement Offer	Thursday, 07 November 2013
New Retail Entitlement Offer shares commence trading	Wednesday, 13 November 2013

Note: All dates are indicative and are subject to change. Any material changes will be announced to the ASX.

## Appendix



History of Mt Kare	
Gold rush 25 years ago	More than 1 Moz in gold nuggets
Three prior owners	365 drill holes
Past focus	Large low grade open pit
New focus	High grades; underground mining



## Skilled Partners and Co-Investors

- GR Engineering Services Limited
  - Treatment plant specialists - feasibility studies, design, EPC
  - Track record of making projects work in difficult locations
  - Built plants across Australia, Asia – incl Simberi, PNG
- Australian Contract Mining (ACM)
  - Specialist underground mining contractor/driller
  - History of fast & cost efficient underground mining
- Letters of Intent issued; first priority for contracts

**Brian Rodan - Managing Director  
Australian Contract Mining Pty Ltd (ACM)**

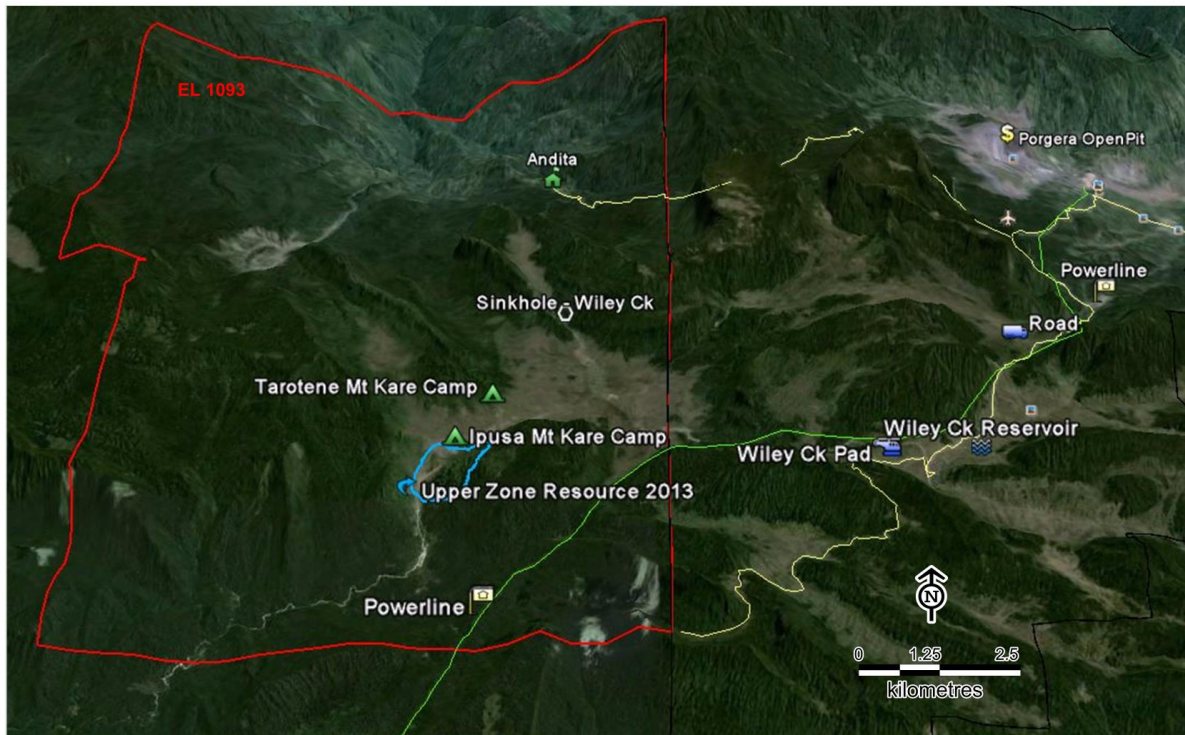
*Brian founded ACM after years in underground mining and drilling. Brian was one of 5 who originally set up Eltin contract mining. He has worked in many locations in Australia Africa and Europe.*



**Tony Patrizi - Executive Director  
G R Engineering Services Limited**

*Tony cofounded GR Engineering and is a mechanical engineer with over 20 years experience in the mining and mineral processing industry. Previously the operations manager of JR Engineering he has designed and built processing plants around Australia, Asia and Africa*





## Drillholes

### IDC Drillholes

Drillhole	Metres Width	Gold g/t	Silver g/t	From m
170SD12	26	3.9	59	5
168SD12	204.8	1.9	15	22.2
163SD12	23	4.1	15	29
154SD12	15	6.1	42	49
150SD12	42	4.9	62	62
147SD12	30	3.7	96	7
146SD12	38	20.8	57	78
Includes	5	120.1	93	94
138SD12	32	4.1	6	35
135SD12	40.6	3.8	21	102
133SD12	52	6.7	23	11
132SD12	78	6.0	19	6
Includes	54	8.2	18	
131SD12	99	3.2	19	23
126SD12	21	5.5	625	99
123SD11	36.4	6.2	232	56.8
122SD11	17.7	100.3	134	59
Includes	4	420	170	67



## IDC Drillholes

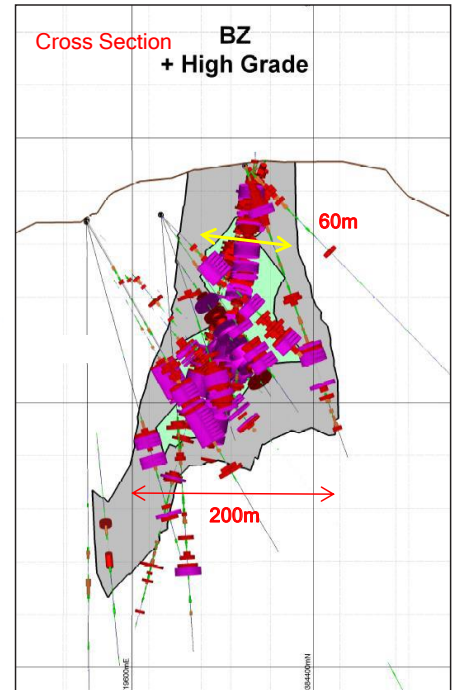
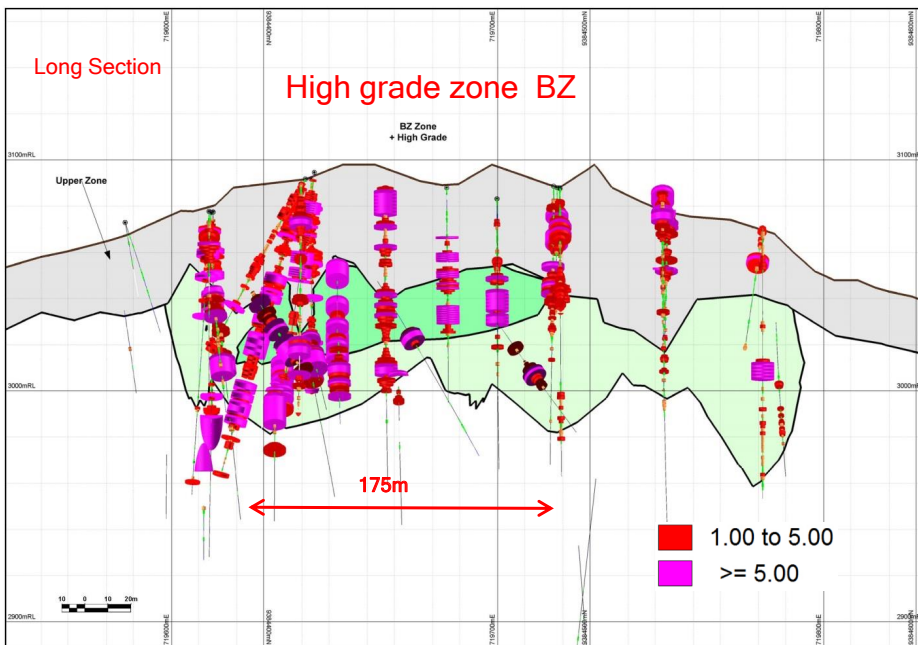
Drillhole	Metres Width	Gold g/t	Silver g/t	From m
180SD12	23	4.7	46	62
181SD12	21	5.8	70	64
Includes	8	10.4	54	77
183SD12	49	22.3	71	63
Includes	21	33.8	64	91
Includes	5	105	100	91
185SD12	30	9.6	55	61
Includes	21	13.6	144	61
Includes	7	35.2	83	75
187SD13	26	6.7	6	25
Includes	7	11.7	7	36
188SD13	14	15.3	9	36
Includes	7	22.9	14	
205SD13	7	7.3	32	104
Includes	46	3.4	11	172
	6	7.6	14	210
206SD13	14	20.4	42	0
Includes	48	3.6	55	68
	12	6.1	54	81

# Drillholes

History repeats – spectacular grade in past results

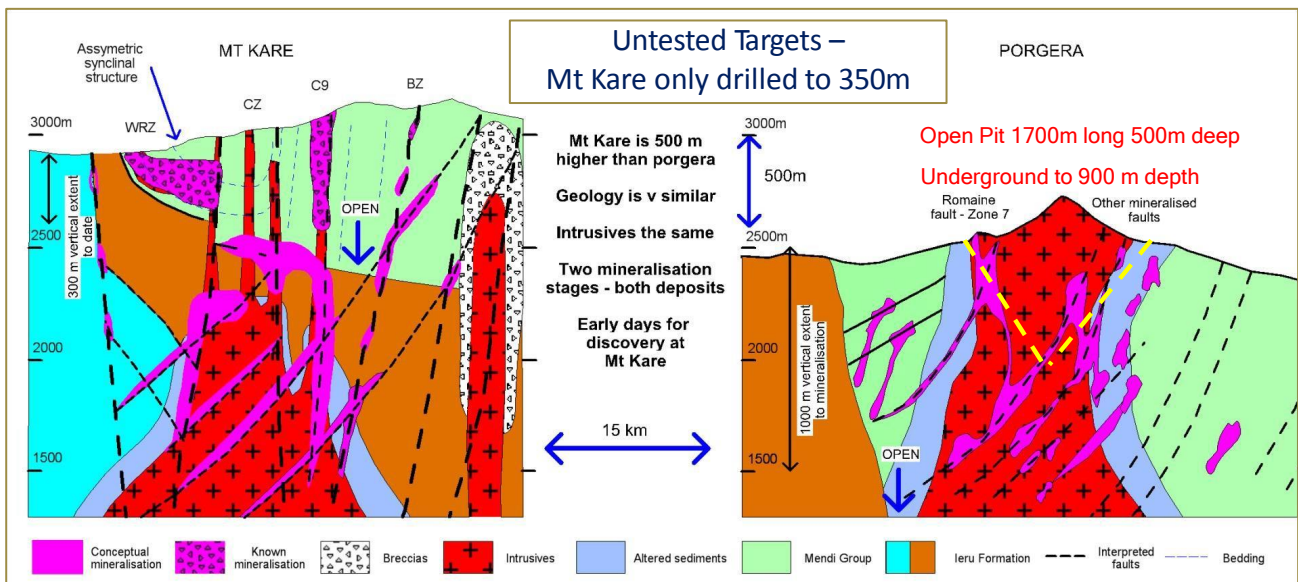
Drillhole	Metres Width	Gold g/t	Silver g/t	From m
MK9705	20.5 m	443.9	163	37.5
MK9706	15 m	23.3	145	67.5
MK99146	12 m	173.5	73	84
MK06-53	40 m	15.3	69	93
MK9717	58.5 m	11.7	37	84
MK15	14 m	28.0	213	68
MK0650	27.5 m	17.2	18	101
MK0609A	33.4m	15.7	10	44.6
MK0611	2.5 m	172	103	56
MK06-58	30.5 m	19.2	72	78
MK06-63	25 m	22.6	70	98.2
MK9744	18 m	20.6	65	159
P178	19 m	5.4	337	33
MK9892	19.5 m	2.5	390.8	4.5

Historical Drilling (CRA, Madison and Buffalo Gold)



See p15 for location of long section

## Mt Kare - Porgera Comparisons



Mt Kare	Porgera
500 m higher elevation	RL 2500 m
Similar geology	Similar geology
Same intrusion composition, age	Same intrusion composition, age
Two stage mineralisation	Two stage mineralisation

Targets identified; potential to discover more high-grade mineralisation; many mineralised zones at Porgera – untested at Mt Kare

## Mt Kare project – JORC Mineral Resource Statement (July, 2013)

Resource Classification	Million Tonnes	Gold g/t	Silver g/t	Gold Moz	Silver Moz	Gold Equivalent Moz <sup>(1)</sup>
Measured Resource	20.2	1.84	20.9	1.19	13.5	1.44
Indicated Resource	8.3	1.29	8.1	0.34	2.2	0.38
Measured and Indicated Resource (Combined)	28.4	1.68	17.2	1.53	15.7	1.82
Inferred Resource	14.1	1.27	6.0	0.57	2.7	0.63
Total Mineral Resource	42.5	1.54	13.5	2.11	18.4	2.45

### Notes

- 1) Gold equivalent grades (Au Eq) are calculated based on a gold price of US\$1200/oz and a silver price of US\$22/oz, or 54.55 silver ounces per 1 gold ounce; this does not consider metallurgy recovery factors.
- 2) Cut-off grades and capping: A lower cut-off of 0.5 g/t Au was used based on the data distribution. Capping strategy utilised: In low grade domains, analyses capped at 30 g/t Au, 250 g/t Ag; Upper Zone and high grade domains at 50 g/t Au, 500 g/t Ag.
- 3) Material classified as Measured and Indicated Resources are wire framed gold mineralisation based on the 2013 block model considering an average distance between drilling of 25 m and 50 m among other criteria. It is considered that this category material has a high probability of being economically extracted, including comparisons with a previously modelled PFS open pit shell based on various assumptions including the prior 2011 resource. Mineralisation beyond an average distance between drilling of 80 m was not included within the lowest category of Inferred Resource.
- 4) Rounded estimates are used, which may cause apparent discrepancies in totals. Significant figures do not imply precision.
- 5) The resources have been reported in compliance with the JORC (2004) code.

### Competent Person Statement

Anthony W. Burgess, a qualified consultant for Indochine Mining Limited, is a member of the Australasian Institute of Mining and Metallurgy and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity undertaken, being reported herein as Exploration Results, to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2004 Edition). Anthony W. Burgess has consented to the public reporting of these statements and results and the form and context in which they appear.

# Cambodia – Proposed Transaction

Cambodia:

Gold, gold/copper Projects

- Large lease holdings
- Potential for major discoveries
- Considerable exploration locating gold in stream sediments, soil samples and rock samples

Proposed Transaction

- Heads of agreement executed with Capital Mining (ASX:CMY) to acquire gold assets in Cambodia
- CMY may acquire up to an 85% shareholding in IDC subsidiary Indochine Resources Pty Ltd by staged farm-in up to \$10 million
- IDC position would represent 40% of CMY's shares on issue immediately after settlement
- Subject to various conditions including due diligence

## Ratanakiri



## Stephen Promnitz

*Chief Executive Officer*

25 years experience in resource sector, Previously 2IC & Manager, Corporate Development at Kingsgate Consolidated. Investment bank work with Citigroup and Westpac. Over 15 years with Western Mining, Rio Tinto and Placer Dome. Worked at Mt Kare during discovery in 1988.



## Tony Burgess

*Chief Geological Consultant, PNG*

Tony's career spans over 35 years of practical experience in all facets of geological exploration, grade control and resource/reserve estimation gold mining. Of particular interest is his 10+ year's experience as the Senior Resource Geologist for the Porgera Joint Venture where he was the competent person for reserves at Porgera and responsible for resource definition of a world class epithermal gold/silver ore body. During his time at Porgera, Tony added nine million additional gold ounces to open pit and underground reserves.



## George Niumataiwalu

*PNG Country Manager; Project Manager*

Mining engineer with 20 years experience; previously PNG country manager for Morobe Consolidated Goldfields, steered Hidden valley through a full feasibility study, permitting and landowner agreements with 24 months.



## Ashok Jairath

*CFO & Company Secretary; BA (Accounting), BSc (Hons), FCPA*

Worked for over 35 years in senior finance positions in multinational financial institutions, biotech companies and as a business consultant in startups finance, mainly with Citibank in Switzerland and Australia. Previously served as CFO of Bioxyne Limited (formerly Probiomics Ltd).

# Balanced Board

## Ian W Ross

*Dip Bus. (London) A.C.I.B. (UK)*

*Chairman &*

*Non Executive Director*

Ian has over 45 years in the finance and mining industry in London, New York and Sydney. His roles included senior executive at the Ivanhoe Group of Companies throughout the world. Ian is currently Chairman and Non Executive Director of UCL Resources.



## Gavan H Farley

*Dip. Bus., MBA (Finance), MAID*

*Non Executive Director*

Gavan has a career spanning 30 years in international management in the UK, Germany, USA, Africa and the Caribbean. Gavan is currently General Manager of Empire Securities Group, a Non Executive Director of Pilbara Mining Ltd and a Director of FCMS Holdings Inc. in the USA.



## Dr Michael Leggo

*PhD, MSc, BSc, DIC, FAIG, FAusIMM, FAAG, MEIANZ*

*Non Executive Director*

Michael Leggo has had a career in international mineral exploration and development and environmental and sustainability management throughout most countries of the Asia Pacific region, including PNG. His most recent executive position was for a PNG based energy company including a feasibility study on a major hydro electric scheme.

Previously as General Manager of Minerals Exploration and Development with CSR, Michael led the team which discovered three major mineral deposits in Australia and Indonesia (Granny Smith Au, Osborne Cu-Au, Lerokis-Kali Kuning Cu-Au), which were later placed in production. Other senior management and executive roles have been with AMAX, Boral and a number of junior mining companies



## John T Shaw

*Advisor to the Board*

John Shaw has more than 40 years experience as a geologist, operating manager, senior executive and Independent non-executive director of mining enterprises in diverse cultural and political regimes in North America, Australia, PNG, Africa and Southeast Asia. He has significant experience in the world's major mineral provinces and in diverse commodities, including gold, silver, copper and tungsten. He has extensive experience in exploration, evaluation, design, construction and operations. John was vice president of Australian operations of Placer Pacific, and managing director of Kidson Gold Mines and was involved in setting up and organising six PNG and Australian mines.





There are a number of factors, both specific to Indochine Mining and of a general nature, which may affect the future operating and financial performance of Indochine Mining, its investment returns and the value of its shares. Many of the circumstances giving rise to these risks are beyond the control of Indochine Mining. This section describes certain specific areas that are believed to be the major risks associated with an investment in Indochine. Each of the risks described below could, if they eventuate, have a material adverse effect on Indochine Mining's operations and financial performance. You should note that the risks in this section are not exhaustive of the risks faced by a potential investor in Indochine Mining. You should consider carefully the risks described in this section, as well as other information in this presentation, and consult your financial or other professional adviser before making an investment decision.

**Exploration and Development Risk:** There is no assurance that the mineral resource estimates published by Indochine Mining can be profitably mined or that the planned exploration and project studies by Indochine Mining will result in the delimitation of an economically viable mineral deposit or that the exploration tonnage estimates and conceptual project developments can be achieved. Further, there is no assurance that the any planned feasibility studies carried out by the Company will confirm the technical and commercial viability of the Company's Mt Kare Project or any of the Company's other projects.

**Failure to raise amount sought under Equity Raising:** The Joint Lead Managers have agreed to act as Joint Lead Managers to the Capital Raising but it is important to note that the Capital Raising is not underwritten. Indochine believes the amount expected to be raised under the Capital Raising will be sufficient to pay the costs of the offer, and provide for the Company's immediate expected working capital requirements. However, there is a risk that the Company will fail to raise sufficient funds to achieve its stated goals or to fulfil the Use of Proceeds as set out herein.

**Fluctuation in Commodity Prices and Currency:** The price of commodities, particularly gold, will vary over time. Consequently, adverse movements in commodity prices in the future may affect the viability of prospects. The Australian dollar is subject to fluctuation and adverse movements in the Australian dollar exchange rate may impact on the cost effectiveness and thus the viability of Indochine Mining's Projects.

**Foreign Country Risk:** Indochine Mining's Projects are located in Papua New Guinea and Cambodia. There can be no assurance that the legal or regulatory regime in that country will remain in their present state, and where adverse changes occur, this may impact on the ability of the Company to viably develop its projects or retain appropriate title to its projects in order for it to do so. The location of Indochine Mining's projects within Asia are within a remote region and the successful development of appropriate infrastructure and services will be key to the Company economically developing its projects. Licenses and permits to operate may not be provided in a timely manner. Any adverse material changes may have significant effects on the viability of development.

**Share price risk:** There are general risks associated with an investment in the share market. As such, the value of New Shares may rise above or fall below the Offer Price, depending on the financial position and operating performance of Indochine. Further, broader market factors affecting the price of Indochine shares are unpredictable and may be unrelated or disproportionate to the financial or operating performance of Indochine. Such factors may include the economic conditions in Australia and overseas, investor sentiment in the local and international stock markets, consumer sentiment, changes in fiscal, monetary, regulatory and other government policies, national and international political and economic instability or the instability of national and international financial markets, interest and inflation rates and foreign exchange rates. Recent turmoil in global credit markets has negatively affected economies across the globe and led to increased volatility in stock markets, including ASX. Continued volatility in global markets could negatively impact the value of Indochine shares.

**Infrastructure risk:** Indochine Mining's operations depend on access to certain infrastructure, including road and power and other essential infrastructure. Successful arrangements to access this infrastructure will be important to the viability of Indochine Mining's operations and adverse events may impact negatively on Indochine Mining's margins and hence reduce Indochine's cash flow and profitability.

**Litigation, claims and liabilities:** In the course of its operations, Indochine may be involved in disputes and possible litigation and incur liabilities. There is a risk that any material or costly dispute or litigation could adversely affect the value of the assets or future financial performance of Indochine.

**Regulatory issues and government regulation:** Indochine's operations, and the operations of the industries in which its contractors operate, are subject to laws, regulatory restrictions and certain government directives, recommendations and guidelines relating to, amongst other things, occupational safety, the use and handling of hazardous materials, prevention of illness and injury and environmental protection. Future legislation may impose further regulation, which could impact adversely on the assets, operations and, ultimately, the operating and financial performance of Indochine. Delays or failures in obtaining regulatory approval may have an adverse effect on the operational and financial performance of Indochine.

## Capital Raising – Key Contacts



ARGONAUT

### Institutional Contacts and Bookbuild

- Damian Rooney: +61 8 9224 6862 / +61 400 002 147
- Chris Wippl: +61 8 9224 6875 / +61 414 948 888

### Settlement:

- Joanne Lynton Brown: +61 8 9224 6857



### Contacts:

- Gerard Farley: +61 2 8252 9223 / +61 408 999 889
- Jason Antico + 61 2 8252 9223

indochine  
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Website: [www.indochinemining.com](http://www.indochinemining.com)  
ACN: 141 677 385  
ASX & POMSoX: IDC

## **7. Important Additional Information**

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### **7.1 Date of this Retail Offer Booklet**

This Retail Offer Booklet is dated 15 October 2013.

Subject to the following paragraph, statements in this Retail Offer Booklet are made only as of the date of this Retail Offer Booklet unless otherwise stated and the information in this Retail Offer Booklet remains subject to change without notice. Indochine is not responsible for updating this Retail Offer Booklet.

The ASX/POMSoX Announcement and Investor Presentation set out in Section 6 are current as at 3 October 2013. There may be additional announcements that are made by Indochine after 3 October 2013 and throughout the Retail Entitlement Offer Period that may be relevant to your consideration of whether to take up your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Indochine before submitting an application.

### **7.2 No prospectus**

This Retail Offer Booklet (including the ASX/POMSoX Announcement and Investor Presentation set out in Section 6) is issued by Indochine. This Retail Offer Booklet and the Entitlement and Acceptance Form are important documents and require your immediate attention. You should read these documents carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer.

The Retail Entitlement Offer is being made pursuant to the requirements of section 708AA of the Corporations Act as modified by ASIC Class Order 08/35. Accordingly, neither this Retail Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating a possible investment in Indochine. They do not and are not required to contain all of the information which would be required to be disclosed in a prospectus.

### **7.3 Availability of Retail Offer Booklet**

Shareholders with registered addresses in Australia or New Zealand can obtain a copy of this Retail Offer Booklet during the Retail Entitlement Offer Period by calling the Indochine Shareholder Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) from 8.30am to 5.00pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period.

Eligible Retail Shareholders with registered addresses in Australia or New Zealand will be sent a copy of this Retail Offer Booklet and their personalised Entitlement and Acceptance Form. You should ensure that you read this Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety.

#### **7.4 Continuous disclosure**

Indochine is a 'disclosing entity' under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX and POMS0X Listing Rules, including the preparation of annual reports and half yearly reports.

Indochine is required to notify the ASX and POMS0X of information about specific events and matters as they arise for the purposes of the ASX and POMS0X making that information available to the stock markets conducted by the ASX and POMS0X. In particular, Indochine has an obligation under the ASX and POMS0X Listing Rules (subject to certain exceptions) to notify the ASX and POMS0X immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its shares. That information is available to the public from the ASX and POMS0X and can be accessed at [www.asx.com.au](http://www.asx.com.au) and [www.pomsox.com.pg](http://www.pomsox.com.pg).

Some documents are required to be lodged with ASIC in relation to Indochine. These documents may be obtained from, or inspected at, an ASIC office.

#### **7.5 Not investment advice**

The information provided in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs, and should not be considered to be comprehensive or to comprise all the information which a Shareholder may require in order to determine whether or not to subscribe for New Shares. Indochine is not licensed to provide financial product advice in relation to the Retail Entitlement Offer. If you are in doubt as to the course you should follow, you should consult your stockbroker, accountant or other independent professional adviser before deciding whether to take up your Entitlement.

Prospective investors should conduct their own independent investigation and assessment of the Retail Entitlement Offer and the information contained in, or referred to in, this Retail Offer Booklet. An investment in Indochine is subject to investment risk including possible loss of income and principal invested. You should read the entire the ASX/POMS0X Announcement and Investor Presentation set out in Section 6 (including the 'Key Risks' set out in the Appendix to the Investor Presentation) and other materials sent to you in relation to the Retail Entitlement Offer and any relevant materials lodged with ASX and POMS0X , consider all of the risk factors that could affect the performance of Indochine (including those set out in the 'Key Risks' set out in the Appendix to the Investor Presentation) in light of your particular investment objectives, financial circumstances and investment needs (including financial and taxation issues) and consult your stockbroker, accountant or other independent professional adviser before deciding whether to take up your Entitlement.

#### **7.6 Currency**

All dollar values are in Australian dollars and financial data is presented as at 3 October 2013 unless otherwise stated.

## **7.7 Future Performance**

Neither Indochine nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to the Entitlement Offer. This Retail Offer Booklet may contain certain 'forward-looking statements'. The words 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan' and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, financial position and performance are also forward-looking statements. Any forecasts or other forward-looking statements contained in this Retail Offer Booklet are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Indochine, that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. Specific risks and factors that could cause Indochine's performance to differ materially from those described in the forward-looking statements are referred to below in Section 7.9. You are cautioned not to place undue reliance on forward-looking statements. Except as required by law or regulation (including the ASX and POMSoX Listing Rules) Indochine undertakes no obligation to update these forward-looking statements.

## **7.8 Past Performance**

Past performance information included in this Retail Offer Booklet is provided for illustrative purposes only and should not be relied upon as, and is not, an indication of future performance.

## **7.9 Risks**

The Investor Presentation set out in Section 6.2 details important factors and risks that could affect the financial and operating performance of Indochine. Please refer to the 'Key Risks' set out in the Appendix to the Investor Presentation. You should consider these risk factors carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

## **7.10 Taxation**

### **(a) General**

Set out below is a summary of the Australian tax implications of the Retail Entitlement Offer for Eligible Retail Shareholders who are residents of Australia for tax purposes and who hold the Shares on capital account.

The summary below does not deal with the tax implications for Eligible Retail Shareholders who are not residents of Australia for tax purposes, or who hold their Shares as revenue assets or trading stock (such as banks, insurance companies and taxpayers carrying on a business of share trading) or whose Shares were acquired under an employee share plan. It is intended as a general guide only and

is not an authoritative or complete statement of all potential tax implications for each Eligible Retail Shareholder.

The summary below also does not take account of any individual circumstances of any particular Eligible Retail Shareholder. Taxation is a complex area of law and the taxation consequences for each Eligible Retail Shareholder may differ depending on their own particular circumstances. Accordingly, Eligible Retail Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisers.

The summary below is based on the law in effect as at the date of this Retail Offer Booklet.

(b) **Issue of Entitlements**

The issue of the Entitlements should not itself result in any amount being included in the assessable income of an Eligible Retail Shareholder.

(c) **Sale of Entitlements**

The Entitlements are non-renounceable and will not be able to be traded on ASX, POMSx or privately transferred.

(d) **Exercise of Entitlements**

Eligible Retail Shareholders who exercise their Entitlements and are allocated New Shares will acquire those Shares with a cost base for CGT purposes equal to:

- where the Eligible Retail Shareholder's Existing Shares were acquired (or are taken to be acquired) on or after 20 September 1985, the Issue Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them; or
- where the Eligible Retail Shareholder's Existing Shares were acquired (or are taken to be acquired) before 20 September 1985, the sum of the market value of the Entitlements when they were exercised and the Issue Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them.

Eligible Retail Shareholders should not make any capital gain or loss, or assessable income, from exercising the Entitlements or subscribing for the New Shares.

(e) **New Shares**

Eligible Retail Shareholders who exercise their Entitlements will acquire New Shares and in Indochine's absolute discretion, Additional New Shares. Any future dividends or other distributions made in respect of those New Shares will be subject to the same taxation treatment as dividends or other distributions made on Existing Shares held in the same circumstances.

On any future disposal of New Shares, Eligible Retail Shareholders may make a capital gain or capital loss, depending on whether the capital proceeds of that

disposal are more than the cost base or less than the reduced cost base of the New Shares. The cost base of those New Shares is described above.

New Shares will be treated for the purpose of the CGT discount as having been acquired when the Eligible Retail Shareholder exercised the Entitlement to subscribe for them. Accordingly, in order to benefit from the CGT discount in respect of a disposal of those New Shares, they must have been held for at least 12 months after those dates before the disposal occurs.

(f) **Other Australian Taxes**

No Australian Goods and Services Tax (**GST**) or stamp duty is payable in respect of the grant or exercise of the Entitlements or the acquisition of New Shares.

### **7.11 Foreign jurisdictions – restrictions and limitations**

This Retail Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia and New Zealand.

The New Shares being offered under this document are being offered to Eligible Shareholders in New Zealand in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (NZ). This document is not an investment statement or prospectus under New Zealand law and has not been registered, filed with or approved by any New Zealand regulatory authority, or under or in accordance with the *Securities Act 1978* (NZ) or any other relevant law in New Zealand. It may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

In accordance with the *Securities Act (Overseas Companies) Exemption Notice 2013* (NZ), 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 the Retail Entitlement Offer opens (being 15 October 2013) no longer holds Shares is not eligible to participate in the Retail Entitlement Offer.

This Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia or New Zealand.

The distribution of this Retail Offer Booklet or the Entitlement and Acceptance Form outside Australia and New Zealand may be restricted by law. If you come into possession of this Retail Offer Booklet or the Entitlement and Acceptance Form you should observe any such restrictions and should seek your own advice on those restrictions. Any failure to comply with such restrictions may contravene applicable securities laws.

This Retail Offer Booklet and anything contained in it does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any U.S. Person. None of this Retail Offer Booklet, the ASX/POMSoX Announcement and Investor Presentation reproduced in it nor the Entitlement and Acceptance Form may be distributed to or released in the United States or to any U.S. Person.

The Entitlements and the New Shares 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. The Entitlements may not be taken up by persons in the United States or by persons who are, or are acting for the account or benefit of a U.S. Person, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, a U.S. Person, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States. The Entitlements and the New Shares offered in the Retail Entitlement Offer may only be offered and sold outside the United States to persons that are not U.S. Persons and are not acting for the account or benefit of U.S. Persons in 'offshore transactions' (as defined in Regulation S under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

In addition, the New Shares may not be deposited in any unrestricted American Depositary Receipt facility with respect to the securities of Indochine that has been or may be established until 40 days following the completion of the Retail Entitlement Offer.

#### **7.12 Offer management arrangements and fees**

The Lead Managers were appointed as joint lead managers and bookrunners in respect of the Institutional Entitlement Offer, Institutional Bookbuild and Placement and will, on settlement of those components of the Entitlement Offer, be paid fees in accordance with market rates.

#### **7.13 ASX waivers**

In order to conduct the Entitlement Offer, Indochine has sought certain waivers from the ASX Listing Rules. ASX has granted Indochine waivers from ASX Listing Rules 3.20.2, 7.1, 7.40 and 10.11 subject to a number of conditions including that:

- all Shareholders are offered their pro rata share of the Entitlement Offer unless ASX Listing Rule 7.7.1 would permit the Shareholder to be excluded from the Entitlement Offer;
- New Shares are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price; and
- related parties do not participate beyond their pro rata share, unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all securityholders.

The waivers also allow Indochine to ignore, for the purposes of determining Entitlements, transactions occurring after the announcement of the trading halt in Shares (other than registrations of ASX Trade transactions which were effected before the announcement) (***post ex-date transactions***). Such transactions are to be ignored in determining holders and registered holders, and holdings and registered holdings, of Existing Shares as at the Record Date, and references to such holders, registered holders, holdings and registered holdings are to be read accordingly. Therefore, if you have acquired Shares in a post ex-date transaction you will not receive an Entitlement in respect of those Shares.



#### **7.14 POMSoX waivers**

POMSoX has also sought similar waivers from the POMSoX Listing Rules. POMSoX has granted waivers from POMSoX Listing Rules 7.1, 7.40 and 10.11 subject to a number of conditions including that:

- all Shareholders are offered their pro rata share of the Entitlement Offer unless POMSoX Listing Rule 7.7.1 would permit the Shareholder to be excluded from the Entitlement Offer;
- New Shares are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price; and
- related parties do not participate beyond their pro rata share.

The waivers also allow Indochine to ignore, for the purposes of determining Entitlements, transactions occurring after the announcement of the trading halt in Shares (other than registrations of POMSoX Trade transactions which were effected before the announcement) (***post ex-date transactions***), which has the effect described in section 7.13.

In addition, POMSoX has granted a waiver from Listing Rule 7.7 on condition that Indochine will contact, in Australia, Shareholders with registered addresses in PNG and offers them the opportunity to acquire Shares in the shortfall offer, in number at least equivalent to the entitlement they would have been entitled to receive if they were Eligible Shareholders, under the same terms and conditions as if they had been eligible to receive the offer under the Entitlement Offer.

#### **7.15 Authorisations and Disclaimers**

This Retail Offer Booklet is issued by, and is the sole responsibility of, Indochine.

None of the parties referred to in the Corporate Directory of this Retail Offer Booklet (other than Indochine), has:

- authorised or caused the issue of this Retail Offer Booklet; or
- made or authorised the making of any statement that is included in this Retail Offer Booklet or any statement on which a statement in this Retail Offer Booklet is based.

To the maximum extent permitted by law, each of the parties referred to in the Corporate Directory of this Retail Offer Booklet (other than Indochine) expressly disclaims and takes no responsibility for any statements in or omissions from this Retail Offer Booklet.

The information contained in this Retail Offer Booklet is of general nature and has been prepared by Indochine in good faith and with due care but no representation or warranty, express or implied, is provided in relation to the accuracy or completeness of the information. No person is authorised to give any information or make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Offer Booklet. Any information or representation not so contained may not be relied upon as being authorised by Indochine or any person associated with it in connection with the Retail Entitlement Offer.



#### **7.16 Governing law**

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the law applicable in New South Wales, Australia. Each Shareholder who applies for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

## 8. Glossary

In this Retail Offer Booklet the following terms have the following meanings:

<b>Term</b>	<b>Definition</b>
\$ or A\$ or dollars	Australian dollars
Additional New Shares	Shares offered to Eligible Retail Shareholders pursuant to the Entitlement Offer in excess of their Entitlement
AEDT	Australian Eastern Daylight Time
Application	an application to subscribe for New Shares under the Retail Entitlement Offer
Application Monies	monies received from applicants in respect of their Applications
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ABN 98 008 624 691) or the financial products market operated by that entity known as the Australian Securities Exchange
ASX/POMSoX Announcement	the announcement released to ASX and POMSoX on 3 October 2013 in connection with the Entitlement Offer, a copy of which is set out in Section 6.1
ASX Listing Rules	the official listing rules of ASX, as amended or replaced from time to time and as waived in respect of Indochine by ASX
CGT	capital gains tax
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Eligible Institutional Shareholder	an Institutional Shareholder: <ul style="list-style-type: none"> <li>• to whom ASX and POMSoX Listing Rule 7.7.1(a) does not apply; and</li> <li>• who has successfully received an offer under the Institutional Entitlement Offer (as the Lead Managers determine)</li> </ul>
Eligible Retail Shareholder	is defined in Section 5.1
Eligible Shareholder	a person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder
Entitlement	the entitlement to subscribe for two New Shares for every five Existing Shares held on the Record Date by Eligible Shareholders
Entitlement and Acceptance Form	the Entitlement and Acceptance Form accompanying this Retail Offer Booklet upon which an Application can be made
Entitlement Offer	the offer of approximately 351,858,178 New Shares to Eligible

<b>Term</b>	<b>Definition</b>
	Shareholders in the proportion of two New Shares for every five Existing Shares held on the Record Date by Eligible Shareholders, comprising the Institutional Entitlement Offer, the Institutional Bookbuild and the Retail Entitlement Offer
Existing Share	a Share on issue before the Record Date
GST	Australian Goods and Services Tax (currently 10%)
Indochine	Indochine Mining Limited (ACN 141 677 385)
Ineligible Institutional Shareholder	<p>an Institutional Shareholder:</p> <ul style="list-style-type: none"> <li>• who has a registered address outside Australia and New Zealand and any other jurisdictions as Indochine and the Lead Managers agree;</li> <li>• to whom ASX and POMSx Listing Rule 7.7.1(a) applies; and</li> <li>• who in the absence of ASX and POMSx Listing Rule 7.7.1(a) would have been an Eligible Institutional Shareholder</li> </ul>
Ineligible Retail Shareholder	a Shareholder that is not an Eligible Retail Shareholder, an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder.
Institutional Bookbuild	the bookbuild sale process conducted after completion of the Institutional Entitlement Offer and the Placement, as described in Section 4.3
Institutional Entitlement Offer	the offer of New Shares to Eligible Institutional Shareholders as part of the Entitlement Offer as described in Section 4.3
Institutional Investor	<p>a person:</p> <ul style="list-style-type: none"> <li>• in Australia, to whom an offer of shares in a company may be made in Australia without a disclosure document (as defined in the Corporations Act) on the basis that such a person is an 'exempt investor' as defined section 9A(5) of the Corporations Act (as inserted by ASIC Class Order 08/35); or</li> <li>• in selected jurisdictions outside Australia, to whom an offer of New Shares may be made without registration, lodgement of a formal disclosure document or other formal filing in accordance with the laws of that foreign jurisdiction (except to the extent to which Indochine, at its absolute discretion, is willing to comply with such requirements)</li> </ul>
Institutional Shareholder	a Shareholder on the Record Date who is an Institutional Investor
Institutional Premium	has the meaning given in Section 4.3

<b>Term</b>	<b>Definition</b>
Investor Presentation	the presentation released to ASX and POMS0X on 3 October 2013 in connection with the Entitlement Offer and the Placement, a copy of which is set out in Section 6.2
Issue Price	\$0.070 per New Share
Lead Managers	Empire Securities Group Pty Limited and Argonaut Securities Pty Limited, the joint lead managers and bookrunners for the Institutional Entitlement Offer, the Institutional Bookbuild and the Placement.
New Shares	the Shares offered under the Entitlement Offer, including, where relevant, Additional New Shares
Placement	the institutional placement under which up to 23,448,706 New Shares were offered to certain Institutional Shareholders and new Institutional Investors
POMS0X	Port Moresby Stock Exchange or the financial products market operated by that entity known as the Port Moresby Stock Exchange Limited
POMS0X Listing Rules	the official listing rules of POMS0X, as amended or replaced from time to time and as waived in respect of Indochine by POMS0X
Record Date	the time and date for determining which Shareholders are entitled to an Entitlement under the Entitlement Offer, being 7.00pm (AEDT) on 10 October 2013
Registry	Link Market Services Limited (ABN 54 083 214 537)
Retail Closing Date	the last date for Eligible Retail Shareholders to lodge an Application, being 5.00pm (AEDT) on 1 November 2013 (subject to variation)
Retail Entitlement Offer	the offer of New Shares to Eligible Retail Shareholders as part of the Entitlement Offer as described in Section 4.2(a)
Retail Entitlement Offer Period	the period commencing on the opening date of the Retail Entitlement Offer, as specified in the 'Key Dates for the Entitlement Offer' in Section 2, and ending on the Retail Closing Date
Retail Offer Booklet	this booklet dated 15 October 2013, including (for the avoidance of doubt) the ASX/POMS0X Announcement and Investor Presentation set out in Section 6
Section	a section of this Retail Offer Booklet
Share	a fully paid ordinary share in Indochine
Shareholder	the registered holder of an Existing Share
U.S. or United States	United States of America, its territories and possessions, any state of the United States and the District of Columbia

<b>Term</b>	<b>Definition</b>
U.S. Persons	has the meaning given in Rule 902(k) of Regulation S under the U.S. Securities Act
U.S. Securities Act	U.S. Securities Act of 1933, as amended

## 9. Eligible Retail Shareholder Declarations

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By returning a completed Entitlement and Acceptance Form or paying any Application Monies for New Shares via BPAY®, you will be deemed to have made the following declarations to Indochine – namely, that you:

- acknowledge that you have read this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form in their entirety;
- agree to be bound by the terms of the Retail Entitlement Offer;
- authorise Indochine to register you as the holder of the New Shares allotted to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- acknowledge that once Indochine receives the Entitlement and Acceptance Form or any payment of Application Moneys via BPAY®, you may not withdraw it;
- agree to apply for the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Moneys via BPAY®, at the Issue Price per New Share;
- agree to be issued the number of New Shares that you apply for;
- authorise Indochine, the Registry and their respective officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- declare that you are the current registered holder of Existing Shares and are a resident of Australia or New Zealand;
- acknowledge that the information contained in this Retail Offer Booklet and the Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs, and is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Indochine and is given in the context of Indochine's past and ongoing continuous disclosure announcements to ASX and POMSoX;
- represent and warrant that the law of any other place does not prohibit you from being given this Retail Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares;
- acknowledge the statement of risks in the 'Key Risks' set out in the Appendix to the Investor Presentation, and that investments in Indochine are subject to investment risk;

- acknowledge that none of Indochine and its related bodies corporate and affiliates and their respective directors, officers, employees, agents consultants, advisors, guarantees the performance of Indochine, nor do they guarantee the repayment of capital;
- represent and warrant (for the benefit of Indochine and its respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Institutional Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- acknowledge that the Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdictions of the United States, or in any other jurisdiction outside Australia and New Zealand and, accordingly, the Entitlements may not be taken up by persons in the United States or by persons who are, or are acting for the account or benefit of a U.S. Person, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, any U.S. Person, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;
- represent and warrant that you are not in the United States and are not a U.S. Person and are not acting for the account or benefit of a U.S. Person;
- agree not to send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other material relating to the Entitlement Offer to any person in the United States or that is a U.S. Person or is acting for the account or benefit of a U.S. Person;
- agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in regular way transactions on ASX and POMSoX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States or a U.S. Person; and
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date.

## 10. Corporate Directory

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<p><b>Indochine</b> (ABN 16 141 677 385)</p> <p><b>Registered office</b> Suite 1, Level 3, 275 George Street Sydney NSW 2000. Australia</p> <p>Website: <a href="http://www.indochinemining.com.au">www.indochinemining.com.au</a></p> <p><b>Indochine Shareholder Information Line</b> 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) Open 8.30am to 5.00pm (AEDT) Monday to Friday during the Retail Entitlement Offer Period.</p>	<p><b>Australian Legal Adviser</b> Allens Level 28, Deutsche Bank Place 126 Phillip Street Sydney NSW 2000, Australia</p> <p><b>Registry</b> Link Market Services Limited Locked Bag A14 Sydney South NSW 1235</p> <p><b>Lead Managers</b> Empire Securities Group Pty Ltd Level 5, 2 Bligh Street Sydney NSW 2000 Australia</p> <p>Argonaut Securities Pty Limited Level 30, Allendale Square 77 St Georges Terrace Perth, WA, 6000</p>
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**SRN/HIN:**

**Entitlement Number:**

**Number of Eligible Shares held as at the Record Date, 7:00pm (AEDT) on 10 October 2013:**

**Entitlement to New Shares (on a 2 New Shares for 5 Existing Shares basis):**

**Amount payable on full acceptance at A\$0.07 per New Share:**

**Entitlement Offer Closes 5:00pm (AEDT): 1 November 2013**

### ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 2 New Shares for every 5 Existing Shares that you hold on the Record Date, at an Issue Price of A\$0.07 per New Share. You may also apply for Additional New Shares in excess of your Entitlement, at the Issue Price. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

**IMPORTANT:** The Entitlement Offer is being made under the Retail Offer Booklet dated 15 October 2013. The Retail Offer Booklet contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Retail Offer Booklet. This Entitlement and Acceptance Form should be read in conjunction with the Retail Offer Booklet.

If you do not have a paper copy of the Retail Offer Booklet, you can obtain a paper copy at no charge, by calling the Indochine Mining Limited Offer Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia).

#### PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement (as shown above), or take up all of your Entitlement and apply for Additional New Shares, you have two payment options detailed below.

##### OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (AEDT) on 1 November 2013. 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 in time. By paying by BPAY® you will have deemed to have completed an Entitlement and Acceptance Form for the number of New Shares subject of your application payment.

##### 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 below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AEDT) on 1 November 2013.



Billers Code: 63792  
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

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form.

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

Please detach and enclose with payment



**SRN/HIN:**

**Entitlement Number:**

**A** Number of New Shares accepted (being not more than your Entitlement shown above)

**B** Number of Additional New Shares

**C** Total number of New Shares accepted (add Boxes A and B)

**D PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS** – 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”.

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

**E CONTACT DETAILS** – Telephone Number

Telephone Number – After Hours

Contact Name

# INDOCHINE MINING LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. Person. The Retail Offer Booklet and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire New Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

## ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Retail Offer Booklet and that you acknowledge the matters, and make the warranties and representations, set out in the Retail Offer Booklet;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Indochine Mining Limited.

## HOW TO APPLY FOR NEW SHARES

### 1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: [www.bpay.com.au](http://www.bpay.com.au)

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.07.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

### 2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

#### A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

#### B. Application for Additional New Shares

You can apply for more New Shares than your Entitlement. Please enter the number of **Additional** New Shares (ie above your Entitlement) for which you wish to apply into Box B. Your application for Additional New Shares may not be successful (wholly or partially). The decision of Indochine Mining Limited on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

#### C. Total Number of New Shares Subscribed for

To calculate the total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

#### D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. 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 or money order for the incorrect amount, Indochine Mining Limited may treat you as applying for as many New Shares and Additional New Shares as your cheque, bank draft or money order will pay for.

#### E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

## 3. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Retail Offer Booklet electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance 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 Entitlement Offer.

### Mailing Address

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

### Hand Delivery

Indochine Mining Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(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 (AEDT) on 1 November 2013. 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 cheques received after the Closing Date.

**If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Indochine Mining Limited Offer Information Line on 1300 880 467 (within Australia) or +61 1300 880 467 (from outside Australia) between 8:30am and 5:00pm (AEDT) Monday to Friday.**