Appendix 3B

New issue announcement,
application for quotation of additional securities
and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

**Indochine Mining Limited (IDC)**

ABN

16 141 677 385

We (the entity) give ASX the following information.

**Part 1 - All issues**

You must complete the relevant sections (attach sheets if there is not enough space).

1. **Class of securities issued or to be issued**

   Fully Paid Ordinary Shares (Shares)

2. **Number of securities issued or to be issued (if known) or maximum number which may be issued**

   Up to 351,858,178 Shares (New Shares) pursuant to an accelerated non-renounceable entitlement offer (the Entitlement Offer) described in the ASX Announcement and Investor Presentation lodged with ASX on 3 October 2013 (Announcement Materials).

   The exact number of New Shares and precise breakdown of New Shares to be issued pursuant to the Institutional Entitlement Offer and the Retail Entitlement Offer is to be finalised and is subject to the reconciliation of shareholder entitlements and the effects of rounding.

+ See chapter 19 for defined terms.
3 Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)

Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.
4  Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? 

Yes

If the additional securities do not rank equally, please state:
- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5  Issue price or consideration

$0.07 per New Share

6  Purpose of the issue

(If issued as consideration for the acquisition of assets, clearly identify those assets)

Entitlement Offer on the basis of 2 New Shares for 5 Shares held on Record Date. The funds raised from the Entitlement Offer will be used for the purpose set out in the [Announcement Materials].

6a  Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? 

Yes

If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i

28 November 2012

6b  The date the security holder resolution under rule 7.1A was passed

6c  Number of +securities issued without security holder approval under rule 7.1

Not applicable

6d  Number of +securities issued with security holder approval under rule 7.1A

Not applicable

+ See chapter 19 for defined terms.
### Appendix 3B

**New issue announcement**

<table>
<thead>
<tr>
<th>6e</th>
<th>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</th>
<th>Not applicable</th>
</tr>
</thead>
<tbody>
<tr>
<td>6f</td>
<td>Number of securities issued under an exception in rule 7.2</td>
<td>Not applicable</td>
</tr>
<tr>
<td>6g</td>
<td>If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.</td>
<td>Not applicable</td>
</tr>
<tr>
<td>6h</td>
<td>If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements</td>
<td>Not applicable</td>
</tr>
<tr>
<td>6i</td>
<td>Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements</td>
<td>See Annexure 1</td>
</tr>
</tbody>
</table>
| 7   | Dates of entering *securities into uncertificated holdings or despatch of certificates | 16 October 2013 under the Institutional Entitlement Offer  
12 November 2013 under the Retail Entitlement Offer |
| 8   | Number and *class of all *securities quoted on ASX (including the securities in section 2 if applicable) | Number | *Class |
|     | Up to 1,231,503,624 | Fully Paid Ordinary Shares |

+ See chapter 19 for defined terms.
<table>
<thead>
<tr>
<th>Number and *class of all *securities not quoted on ASX (including the securities in section 2 if applicable)</th>
<th>Number</th>
<th>*Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>48,250,000</td>
<td>Unquoted, unrestricted and unlisted options exercisable at $0.20 on various dates.</td>
<td></td>
</tr>
<tr>
<td>2,000,000</td>
<td>Unquoted and unlisted options exercisable at $0.40 each</td>
<td></td>
</tr>
<tr>
<td>1,500,000</td>
<td>Unquoted and unlisted options exercisable at $0.50 each (3,000,000 by 8 February 2014 and 500,000 by 2 March 2014)</td>
<td></td>
</tr>
<tr>
<td>5,000,000</td>
<td>Unquoted and unlisted options exercisable at US$0.25 each on 17 March 2015.</td>
<td></td>
</tr>
<tr>
<td>14,500,000</td>
<td>Unquoted Staff Performance Options at zero exercise price upon reaching certain performance targets, expiry 16 January 2018.</td>
<td></td>
</tr>
</tbody>
</table>

**Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)**

Full participation in any future dividends.

**Part 2 - Pro rata issue**

| Is security holder approval required? | No |
| Is the issue renounceable or non-renounceable? | Non- Renounceable |
| Ratio in which the *securities will be offered | 2 New Shares for 5 Shares held on Record Date. |
| *Class of *securities to which the offer relates | Fully Paid Ordinary Shares |

* See chapter 19 for defined terms.
### Appendix 3B
**New issue announcement**

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>15</td>
<td><em>Record date to determine entitlements</em></td>
</tr>
<tr>
<td>16</td>
<td>Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</td>
</tr>
<tr>
<td>17</td>
<td>Policy for deciding entitlements in relation to fractions</td>
</tr>
<tr>
<td>18</td>
<td>Names of countries in which the entity has security holders who will not be sent new offer documents</td>
</tr>
<tr>
<td></td>
<td>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</td>
</tr>
<tr>
<td>19</td>
<td>Closing date for receipt of acceptances or renunciations</td>
</tr>
<tr>
<td>20</td>
<td>Names of any underwriters</td>
</tr>
<tr>
<td>21</td>
<td>Amount of any underwriting fee or commission</td>
</tr>
<tr>
<td>22</td>
<td>Names of any brokers to the issue</td>
</tr>
<tr>
<td>23</td>
<td>Fee or commission payable to the broker to the issue</td>
</tr>
<tr>
<td>24</td>
<td>Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders</td>
</tr>
<tr>
<td>25</td>
<td>If the issue is contingent on security holders’ approval, the date of the meeting</td>
</tr>
</tbody>
</table>

* See chapter 19 for defined terms.
Appendix 3B
New issue announcement

26 Date entitlement and acceptance form and offer documents will be sent to persons entitled

No prospectus or Product Disclosure Statement will be issued
The Retail Entitlement Offer documents will be sent to eligible retail shareholders on or before 15 October 2013

27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders

Not applicable

28 Date rights trading will begin (if applicable)

Not applicable

29 Date rights trading will end (if applicable)

Not applicable

30 How do security holders sell their entitlements in full through a broker?

Not applicable

31 How do security holders sell part of their entitlements through a broker and accept for the balance?

Not applicable

32 How do security holders dispose of their entitlements (except by sale through a broker)?

Not applicable

33 *Issue date

16 October 2013 in respect of the Institutional Entitlement Offer
12 November 2013 in respect of the Retail Entitlement Offer

Part 3 - Quotation of securities
You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

+ See chapter 19 for defined terms.
All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36  If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
   1 - 1,000
   1,001 - 5,000
   5,001 - 10,000
   10,001 - 100,000
   100,001 and over

37  A copy of any trust deed for the additional *securities

The reports mentioned in 35 and 36 above will be provided at the end of the Rights Issue if requested by ASX

Entities that have ticked box 34(b)

38 to 42 Not applicable

Quotation agreement

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

2  We warrant the following to ASX.

   • The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.

   • There is no reason why those *securities should not be granted *quotation.

+ See chapter 19 for defined terms.
Appendix 3B
New issue announcement

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ............................................................ Date: 3 October 2013

Company Secretary

Print name: A. JAIRATH

+ See chapter 19 for defined terms.