

## Issue of Shares and Cleansing Notice

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Companies Announcements Office

3 December 2014

Indochine Mining Limited (ASX&PMSoX: IDC) ("Indochine" or the "Company") advises that on 2 December 2014, it issued 80,508,521 fully paid shares in lieu of cash consideration for services provided to the company. Of this 62,599,707 of shares were issued at a deemed price of \$0.018. These shares were issued under an approval by the shareholders at an Extraordinary Meeting held on 3 September 2014. The remainder of 17,908,814 shares were issued to directors in lieu of director's fees and consulting fees owing and pursuant to shareholder approval at the 2014 Annual General meeting held on 28 November 2014.

### **Secondary Trading Exemption: Section 708A(6) Notice & Appendix 3B**

#### ***Notice pursuant to subsection 708A(5)(e) of the Corporations Act 2001 (Cth)(Act)***

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the company giving this notice to the ASX, a sale of the Securities noted above will fall within the exemption in section 708A(5) of the Act.

As required under subsection 708A(6) of the Act, the Company advises that:

- the Company issued the Securities without the disclosure to investors under Part 6D.2 of the Act;
- this Notice is being given pursuant to subsection 708A(5)(e) of the Act;
  - a) the provisions of Chapter 2M of the Act as they apply to the Company,
  - b) and section 674 of the Act; and
- as at the date of this Notice, there is no information :
  - I. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - II. that investors and their professional advisers would reasonably require for the purposes of making an informed assessment of the assets and liabilities, the financial position and performance, the profits and losses and the prospects of the Company, or the rights and liabilities attaching to the Securities.

A copy of the Appendix 3B for the issue is attached.

### **Ashok Jairath**

Chief Financial Officer & Company Secretary  
Indochine Mining Limited

# 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                                                  | <b>- Fully Paid Ordinary Shares<br/>- Unlisted Options</b>                   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <b>80,508,521 Fully Paid Ordinary Shares.<br/>55,335,000 Unlisted Option</b> |

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+ See chapter 19 for defined terms.

<p>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)</p>	<p>- <b>62,599,707 shares issued in lieu of cash consideration at a deemed price of \$0.018 pursuant to shareholder approval 3 September 2014.</b></p> <p>- <b>17,908,814 shares issued to directors in lieu of directors fees and consulting fees at a deemed price of \$0.027 pursuant to the shareholder approval at the AGM on 28 November 2014.</b></p> <p>- <b>55,335,000 unlisted options at an exercise price of \$0.07, expiring on 28 November 2016 pursuant to shareholder approval at the AGM on 28 November</b></p>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p><b>Yes – shares rank equally in all respects with all existing IDC fully paid ordinary shares</b></p>
<p>5 Issue price or consideration</p>	<p>- <b>62,599,707 shares issued at a deemed price of \$0.018</b></p> <p>- <b>17,908,814 shares issued at a deemed price of \$0.027</b></p> <p>- <b>55,335,000 unlisted options at an exercise price of \$0.07, expiring on 28 November 2016. Nil consideration.</b></p>

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ul style="list-style-type: none"> <li>- <b>Shares issued in lieu of cash consideration for services provided to the company.</b></li> <li>- <b>In lieu of fees to Directors</b></li> <li>- <b>Options issued to shareholders who participated in the 12 September 2014 private placement</b></li> </ul>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	<b>Yes</b>
6b	The date the security holder resolution under rule 7.1A was passed	<b>28 November 2014</b>
6c	Number of +securities issued without security holder approval under rule 7.1	<b>Nil</b>
6d	Number of +securities issued with security holder approval under rule 7.1A	<b>Nil</b>
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<b>62,599,707 ordinary fully paid shares. Issued pursuant to shareholder approval on 3 September 2014</b> <b>55,335,000 options issued pursuant to shareholder approval on 28 November 2014</b>
6f	Number of securities issued under an exception in rule 7.2	<b>17,908,814 ordinary fully paid shares. Issued to Directors pursuant to shareholder approval on 28 November 2014</b>
6g	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.	<b>N/A</b>

+ See chapter 19 for defined terms.

6h	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	<b>N/A</b>							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<b>See completed Annexure 1</b>							
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<b>2 December 2014</b>							
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="711 831 995 864">Number</th> <th data-bbox="995 831 1294 864">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="711 864 995 1088" style="text-align: center;"><b>1,287,458,822</b></td> <td data-bbox="995 864 1294 1088" style="text-align: center;"><b>Fully Paid Ordinary Shares</b></td> </tr> </tbody> </table>	Number	+Class	<b>1,287,458,822</b>	<b>Fully Paid Ordinary Shares</b>	<table border="1"> <thead> <tr> <th data-bbox="995 831 1294 864">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="995 864 1294 1088" style="text-align: center;"><b>Fully Paid Ordinary Shares</b></td> </tr> </tbody> </table>	+Class	<b>Fully Paid Ordinary Shares</b>
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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="770 226 1007 264">Number</th> <th data-bbox="1007 226 1509 264"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="770 264 1007 421">33,250,000</td> <td data-bbox="1007 264 1509 421">Unquoted, unrestricted and unlisted options exercisable at \$0.20 on various dates.</td> </tr> <tr> <td data-bbox="770 421 1007 577">5,000,000</td> <td data-bbox="1007 421 1509 577">Unquoted and unlisted options exercisable at US\$0.25 each on 17 March 2015.</td> </tr> <tr> <td data-bbox="770 577 1007 913">30,550,000</td> <td data-bbox="1007 577 1509 913">Unquoted Staff Performance Options at zero exercise price upon reaching certain performance targets, on or before 31 March 2019. These options are issued under Staff Option Plan approved at the AGM on 28 November 2012</td> </tr> <tr> <td data-bbox="770 913 1007 1070">42,136,826</td> <td data-bbox="1007 913 1509 1070">Unquoted and unlisted options exercisable at \$0.085 before 3 September 2016</td> </tr> <tr> <td data-bbox="770 1070 1007 1171">55,335,000</td> <td data-bbox="1007 1070 1509 1171">Unquoted and unlisted options exercisable at \$0.07 before 28 November 2016</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	33,250,000	Unquoted, unrestricted and unlisted options exercisable at \$0.20 on various dates.	5,000,000	Unquoted and unlisted options exercisable at US\$0.25 each on 17 March 2015.	30,550,000	Unquoted Staff Performance Options at zero exercise price upon reaching certain performance targets, on or before 31 March 2019. These options are issued under Staff Option Plan approved at the AGM on 28 November 2012	42,136,826	Unquoted and unlisted options exercisable at \$0.085 before 3 September 2016	55,335,000	Unquoted and unlisted options exercisable at \$0.07 before 28 November 2016	
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55,335,000	Unquoted and unlisted options exercisable at \$0.07 before 28 November 2016														
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<b>Not applicable</b>													

## Part 2 - Bonus issue or pro rata issue

11 to 33

**Not applicable**

## 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

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<sup>+</sup> See chapter 19 for defined terms.

(b)  All other securities

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

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

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

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

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

### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

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

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

### 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.

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+ See chapter 19 for defined terms.



- 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: *Ashok Jairath*... Date: 3 December 2014  
Company Secretary

Print name: A. JAIRATH

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	<b>965,200,471</b>
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p style="text-align: right;"><b>450,000</b> (issued 12 September 2014)</p> <p style="text-align: right;"><b>38,296,655</b> (approved 3 September 2014)</p> <p style="text-align: right;"><b>92,333,175</b> (approved 3 September 2014)</p> <p style="text-align: right;"><b>110,670,000</b> ( approved 28 September 2014)</p> <p style="text-align: right;"><b>62,599,707</b> (approved 3 September 2014)</p> <p style="text-align: right;"><b>17,908,814</b> ( approved 28 September 2014)</p> <p style="text-align: right;"><b>Nil</b></p>
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	<b>Nil</b>

+ See chapter 19 for defined terms.

<b>“A”</b>	<b>1,287,458,822</b>
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	<b>193,118,823</b>
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p>Note:</p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p><b>Nil</b></p> <p><b>Nil</b></p> <p><b>Nil</b></p>
<b>“C”</b>	<b>Nil</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	<b>193,118,823</b>
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	<b>Nil</b>
<b>Total</b> [“A” x 0.15] – “C”	<b>193,818,823</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	<b>1,287,458,822</b>
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	<b>128,745,882</b>
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<b>Nil</b>
<b>“E”</b>	<b>Nil</b>

+ See chapter 19 for defined terms.

**Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A**

"A" x 0.10

**128,745,882**

*Note: number must be same as shown in Step 2*

**Subtract "E"**

**Nil**

*Note: number must be same as shown in Step 3*

**Total** ["A" x 0.10] – "E"

**128,745,882**

*Note: this is the remaining placement capacity under rule 7.1A*