

SHAREHOLDER INFORMATION POST MERGER AND BUY BACK

Brisbane, 11 December 2014: Intrepid Mines Limited (ASX: 'IAU') ("Intrepid", or the "Company") provides the attachment documents relating to the Merger with Blackthorn Resources Limited ("Merger") and the Buy Back of Intrepid Shares ("Buy Back").

- Updated Appendix 3B – the document updates the information relating to the number of shares on issue following the Merger and Buy Back that was provided in the announcement on 26 November 2014
- Form 484 relating to the cancellation of 366,666,649 shares following the Buy-Back
- Top 20 shareholders following the Merger and Buy Back
- Range of Shareholders following the Merger and Buy Back

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For further information please contact:

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✉: ggill@intrepidmines.com

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, 04/03/13

Name of entity

Intrepid Mines Limited

ABN

11 060 156 452

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 | Ordinary fully paid shares to be issued and bought back on approx. 11 December 2014 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 177,428,832 ordinary shares issued to shareholders of Blackthorn Resources Limited (Blackthorn) pursuant to the Merger approved by shareholders of Intrepid on 18 November 2014.

1,265,065 ordinary shares issued to Blackthorn Option Holders in consideration for the cancellation of Blackthorn Options as part of the Merger.

366,666,649 ordinary shares acquired and cancelled pursuant to the off market equal access buyback approved by Intrepid Shareholders on 18 November 2014. |

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Blackthorn Shareholders (other than ineligible Overseas Shareholders) received Scheme Consideration of 1.08 New Intrepid Shares for each Blackthorn shares held as at the Record Date. The formula for calculating the Scheme Consideration is set out in Section 2.3 of the Explanatory Memorandum which accompanied the Notice of Meeting despatched to Intrepid Shareholders on 16 October 2014 (Explanatory Memorandum).</p> <p>Blackthorn Option Holders received New Intrepid Shares pursuant to option cancellation deeds entered into with Blackthorn and Intrepid as set out in Sections 4.8 and 5.3 of the Explanatory Memorandum.</p> <p>Intrepid shareholders at the Record Date of 14 October 2014 who accepted the Buy-Back Offer (subject to scaleback announced on 20 November 2014) received \$0.30 for each share accepted into the Buy-Back. Shares acquired through the Buy-Back were immediately cancelled.</p>
<p>4 Do the +securities rank equally in all respects from the +issue date 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"> • 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 	<p>Yes ordinary Shares</p>
<p>5 Issue price or consideration</p>	<p>Refer 3 above.</p>

+ See chapter 19 for defined terms.

6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares issued pursuant to the Merger of Intrepid and Blackthorn approved by Intrepid Shareholders on 18 November 2014.</p> <p>Shares acquired and cancelled pursuant to the capped off market equal access buyback approved by Intrepid Shareholders on 18 November 2014.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>N/A</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>
6e	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>N/A</p>
6f	<p>Number of +securities issued under an exception in rule 7.2</p>	<p>N/A</p>
6g	<p>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.</p>	<p>N/A</p>

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

N/A

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

N/A

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

11 December 2014

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		369,784,313	Ordinary Shares

9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number		+Class	
		24,258		31/01/2015– A\$0.4536	
		715,569		30/04/2015 – A\$0.2938	
		155,789		31/05/15 - \$A1.181	
		93,898		17/07/2016 – A\$1.72	
		494,203		01/01/2017 – A\$1.181	
		623,741		31/05/2017 – A\$0.5565	
		2,107,458		TOTAL	

605,922 unlisted share rights subject to vesting conditions.

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

N/A

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

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)

⁺ See chapter 19 for defined terms.

(a) +Securities described in Part 1

(b) All other +securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

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

Entities that have ticked box 34(b)

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 +issue date 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

+ See chapter 19 for defined terms.

Quotation agreement

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

2 We warrant the following to ASX.

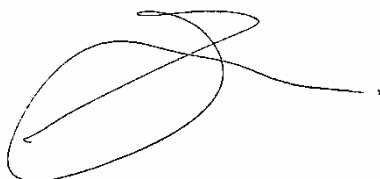
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- 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 is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Company secretary)

Print name: Garry Gill

Date: 11 December 2014

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

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

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Part 2

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

+ 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 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Change to company details

Company details

Company name

INTREPID MINES LIMITED

Australian Company Number (ACN)

060 156 452

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Vanessa Mary CHIDRAWI

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this form is true and complete

Name

Vanessa Mary CHIDRAWI

Capacity

Secretary

Signature

Date signed

11-12-2014

C1 Cancellation of shares

Reason for cancellation

Shares cancellation details

Reason for cancellation

Other reason for cancellation

Section reference

ss257C

Description

Off market capped equal access buyback

The cancelled shares are listed below:

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)	
ORD	366666649	109999994.70	

Earliest Date of cancellation

11-12-2014

C3 Change to share structure

The updated details for this changed share class are shown in the table below.

Share class code	Full title if not standard	Total number of shares	Total amount paid on these shares	Total amount unpaid on these shares
ORD	ORDINARY SHARES	191099416	264867009.45	0.00

Earliest date of change

11-12-2014

CLASS: ORD/ORDINARY FULLY PAID SHARES

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	48,180,093	13.03	1
	J P MORGAN NOMINEES AUSTRALIA LIMITED	38,320,557	10.36	2
	CITICORP NOMINEES PTY LIMITED	31,723,059	8.58	3
	MR SURYA PALOH	27,680,017	7.49	4
	NATIONAL NOMINEES LIMITED	24,219,733	6.55	5
	SINGPAC INVESTMENT HOLDING PTE LIMITED	22,902,321	6.19	6
	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	17,210,389	4.65	7
	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	10,499,857	2.84	8
	MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>	5,482,426	1.48	9
	BOND STREET CUSTODIANS LIMITED <TAURUS RES LTD PARTNER A/C>	4,315,117	1.17	10
	CH GLOBAL PTY LTD <THE ABC INVESTMENT A/C>	3,153,600	0.85	11
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	3,023,858	0.82	12
	BOND STREET CUSTODIANS LIMITED <TAURUS RESOURCES TST A/C>	2,498,308	0.68	13
	SINGPAC INVESTMENT HOLDING PTE LTD	2,268,000	0.61	14
	FIDES CAPITAL PARTNERS LIMITED	2,122,170	0.57	15
	BNP PARIBAS NOMS PTY LTD <DRP>	2,032,800	0.55	16
	HIGH RIVER GOLD MINES LTD	1,790,941	0.48	17
	MR CHRISTOPHER EFFIELD BROWN	1,698,657	0.46	18
	MR AARON FRANCIS QUIRK	1,377,551	0.37	19

CLASS: ORD/ORDINARY FULLY PAID SHARES

HOLDER NO NAME AND ADDRESS UNITS % I/C RANK

HSBC CUSTODY NOMINEES 1,335,500 0.36 20
(AUSTRALIA) LIMITED - A/C 2

*** REPORT TOTAL *** 251,834,954 68.10

*** REMAINDER *** 117,949,359 31.90

*** GRAND TOTAL *** 369,784,313 100.00
=====

TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 7900

***** NUMBER OF PAGES WRITTEN = 2 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 51 *****

	1	1001	5001	10001	100001	1000001	* TOTAL *	Less Than
	to	to	to	to	to	to		M/Parcel of
ORD	1000	5000	10000	100000	1000000	(MAX)		4000
	/ORDINARY FULLY PAID SHARES							

Holder								
Issuer	691	676	188	228	26	5	1814	1282
Chess	1187	2232	922	1559	167	19	6086	3014
Total	1878	2908	1110	1787	193	24	7900	4296
Unit								
Issuer	229827	1630638	1336998	5437479	6979024	56763449	72377415	1479004
Chess	529792	5836951	6656687	42925995	41454255	200003218	297406898	4540946
Total	759619	7467589	7993685	48363474	48433279	256766667	369784313	6019950

TOTAL HOLDERS FOR CLASSES SELECTED 7900

TOTAL UNITS " " " 369784313

 ***** NUMBER OF PAGES WRITTEN = 1 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 16 *****
