

9 April 2015

ASX Compliance Pty Limited
Level 40, Central Park
152-158 St Georges Tce
Perth 6000

Attention: Jill Hewitt
Advisor, Listings Compliance (Perth)
By E-mail

Dear Jill,

I refer to your letter dated 7 April 2015 in relation to the Company's Quarterly Report in the form of Appendix 5B for the period ended 31 December 2014 released to the ASX on 1 February 2015, and provide the following responses to your questions in line with your numbering:-

1. It is possible to conclude on the basis of the information provided that if the Company were to continue to expend cash at the rate for the quarter (and at the rate anticipated for the next quarter) indicated by the Appendix 5B, the Company may not have sufficient cash to fund its activities. Is this the case, or are there other factors that should be taken into account in assessing the Company's position?

No – two key points to note:

- 1) the Company does have the financial support of its key shareholders and is in the process of finalising loan facilities on standard commercial terms to ensure its activities and commercial objectives are funded; and*
 - 2) the Company holds 9.2m shares in SFEG:OTC currently valued at USD1.47m (AUD1.905m) and is currently arranging for the sale of either part of, or the whole shareholding to ensure sufficient cash is injected into the Company.*
2. Does the Company expect that in the future it will have negative operating cash flows similar to that reported in the Appendix 5B for the quarter and, if so, what steps has it taken to ensure that it has sufficient funds in order to continue its operations at that rate?

See Point 1 above. The Company also has a debt owing of USD4.0m from Sante Fe Gold Corporation and will, in addition to the initiatives in Point 1, look to factor the debt over the coming months.

BOARD

Michael Edwards
Chairman

David Tasker
Director

Travis Schwertfeger
Director

COMPANY SECRETARY

Jane Flegg

REGISTERED OFFICE AND PRINCIPLE PLACE OF BUSINESS

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ASX CODE
IGS

3. What steps has the Company taken, or what steps does it propose to take, to enable it to continue to meet its business objectives?

Refer 1 and 2.

4. Can the Company confirm that it is in compliance with the listing rules, and in particular, listing rule 3.1?

The Company can confirm that it is in compliance with the listing rules, including listing rule 3.1.

5. Please comment on the Company's compliance with listing rule 12.1, with reference to the matters discussed in the note to the rule.

The Company has a 35% finance carried interest in its Brazilian Gold operations (exploration and development) as well as a key strategic equity and debt stake in Sante Fe Gold Corporation as referred to above. International Goldfields is also evaluating other commercial opportunities to potentially give shareholders greater exposure to more nearer term value driven events which can be funded by the Company's balance sheet and support from key stakeholders.

For and on behalf of the board



David Tasker
Director



7 April 2015

Ms Jane Flegg
Company Secretary
International Goldfields Limited
PO Box 144

By email: jane@okaventures.com

Dear Jane

International Goldfields Limited (“Company”)

We refer to the following:

1. The Company’s announcement released to ASX Limited (“ASX”) on 21 January 2015 which stated that following the acquisition of Musketeer Mining Limited the Company intends to undertake a consolidation and then a capital raising of \$1 million.
2. The Company’s quarterly report lodged on 1 February 2015 and in particular to the Appendix 5B which again stated that a capital raising of \$1 million would be undertaken.
3. ASX notes that the Company’s quarterly report stated the following
 - 3.1 Receipts from customers of \$0
 - 3.2 Negative operating cash flows of \$65,000
 - 3.3 Cash at the end of quarter of \$10,000
 - 3.4 Estimated cash outflows for the March quarter of \$285,000.

In light of the information contained in the Appendix 5B, please respond to each of the following questions.

1. It is possible to conclude on the basis of the information provided that if the Company were to continue to expend cash at the rate indicated by the Appendix 5B, the Company may not have sufficient cash to fund its activities. Is this the case, or are there other factors that should be taken into account in assessing the Company’s position?
2. Does the Company expect that in the future it will have negative operating cash flows similar to that reported in the Appendix 5B and, if so, what steps has it taken to ensure that it has sufficient funds in order to continue its operations at that rate?
3. What steps has the Company taken, or what steps does it propose to take, to enable it to continue to meet its business objectives?
4. Can the Company confirm that it is in compliance with the listing rules, and in particular, listing rule 3.1?
5. Please comment on the Company’s compliance with listing rule 12.1.

6. Please comment on the Company's compliance with listing rule 12.2, with reference to the matters discussed in the note to the rule.

Listing rule 3.1

Listing rule 3.1 requires an entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. The exceptions to this requirement are set out in the rule.

In responding to this letter you should consult listing rule 3.1 and the guidance note titled "Continuous disclosure: listing rule 3.1".

If the information requested by this letter is information required to be given to ASX under listing rule 3.1 your obligation is to disclose the information immediately.

Your responsibility under listing rule 3.1 is not confined to, or necessarily satisfied by, answering the questions set out in this letter.

This letter and your response will be released to the market. If you have any concerns about your response being released, please contact me immediately. Your response should be sent to me at **email jill.hewitt@asx.com.au**. It should not be sent to ASX Market Announcements.

Unless the information is required immediately under listing rule 3.1, a response is requested as soon as possible and, in any event, not later than **3pm(WST) on Thursday, 9 April 2015**.

If you are unable to respond by the time requested you should consider a request for a trading halt in the Company's securities.

On the basis of the above information it appears to ASX that the Company has little to no activities at present, and that the Company may not have a sufficient level of operations to comply with listing rule 12.1.

Yours sincerely,

[sent electronically without signature]

Jill Hewitt

SENIOR ADVISER, LISTINGS COMPLIANCE (PERTH)