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13 June 2013

Manager of Company Announcements
ASX Limited
Level 45, South Tower, Rialto
525 Collins Street
MELBOURNE VIC 3000

ASX CODE IVA – APPENDIX 3B

Please find attached an Appendix 3B with respect to:

- the quotation of 1,071,178 fully paid ordinary shares issued upon the exercise of Performance Rights, and
- the issue of 1,847,248 Performance Rights pursuant to the approval of shareholders at the Company's 2013 Annual General Meeting.

The attached Appendix 3B also reflects that 185,490 Performance Rights have lapsed since the last Appendix 3B was issued on 19 April 2013.

Ivanhoe Australia Limited

A handwritten signature in blue ink, appearing to read 'AB', is positioned above the name of the signatory.

Annabelle Brooks
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Ivanhoe Australia Limited

ABN

20 107 689 878

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 | <ol style="list-style-type: none">1) Fully Paid Ordinary Shares2) Rights to acquire ordinary shares pursuant to the Ivanhoe Australia Long Term Incentive Plan |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none">1) 1,071,178 Fully Paid Ordinary Shares2) 1,847,248 Performance Rights issued |

+ 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>1) Ordinary Shares, that rank equally with existing ordinary shares.</p> <p>2) Performance Rights issued to the Managing Director/CEO, Mr Robert Scott Vassie, and Non-Executive Chairman, Mr Peter McMahon, as approved by shareholders at the Annual General Meeting held on 28 May 2013.</p> <p>Each Performance Right will, upon vesting, entitle the holder to acquire, by issue, one (1) Ordinary share in the capital of the Company for nil cash consideration.</p> <ul style="list-style-type: none"> • 1,550,430 Performance Rights issued to Mr Robert Vassie. The Performance Rights vest in three equal tranches (33.3%) on 5 June 2013, 31 March 2014 and 31 March 2015; and • 296,818 Performance Rights issued to Mr Peter McMahon with respect to 2012 services. The Performance Rights vested on 5 June 2013. <p>Each Performance Right expires two years after the vesting date.</p> <p>The principal terms of the Performance Rights issued are disclosed in the Explanatory Statement to the 2013 Notice of AGM dated 29 April 2013.</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 <i>equally</i>, <i>please</i> 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.</p> <p>Each ordinary share arising from the conversion and exercise of a Performance Right will rank equally in all respects from the date of allotment of that ordinary share.</p> |
| <p>5 Issue price or consideration</p> | <p>Nil</p> |

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| 6 | Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) | <p>1) Ordinary Shares issued following the exercise of Performance Rights in accordance with the Ivanhoe Australia Long Term Incentive Plan.</p> <p>2) Performance Rights issued under the Ivanhoe Australia Revised Long Term Incentive Plan as part of the Company's retention and long term incentive component of remuneration.</p> | |
| 7 | Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates | 5 June 2013 | |
| 8 | Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable) | Number | ⁺ Class |
| | | 726,565,560 | Fully paid ordinary shares |
| 9 | Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable) | Number | ⁺ Class |
| | | 8,099,395 (after deducting 185,490 Performance Rights which have lapsed in accordance with the terms of the Plan) | Performance Rights over ordinary shares issued under the Ivanhoe Australia Long Term Incentive Plan |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | The issued shares rank equally for dividends with all existing fully paid ordinary shares | |

Part 2 - Bonus issue or pro rata issue

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| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the ⁺ securities will be offered | |

⁺ See chapter 19 for defined terms.

| | | |
|----|---|--|
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 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 | |

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| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do ⁺ security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through a broker)? | |
| 33 | ⁺ Despatch date | |

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

(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

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39 Class of ⁺securities for which quotation
is sought

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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

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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)

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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.
 - 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:
(Company secretary)

Date: 13 June 2013

Print name: Annabelle Brooks

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