

**ASX RELEASE**

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Company Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

**DIVESTMENT OF THRACE RESOURCES**

The Board of International Resource Holdings Limited (IRH) wishes to announce that it has entered into a conditional agreement to divest its investment in wholly owned subsidiary, Thrace Resources EOOD (Thrace), the registered holder of the Breznik and Rakitivo projects.

Following a review of the Company's current operations, financial position and the current economic environment, the Board believes that it is not in the best interests of the shareholders to continue expending funds on the Bulgarian projects considering the viability of the projects is largely unknown.

A significant amount of additional funds would need to be expended in order to advance the projects beyond the point of a bankable feasibility study, including the requirement to obtain the discovery certificate, environmental reports and management reports prior to the expiry of the licenses in May 2009. Failure by the company to meet these requirements would potentially result in the forced surrender of the licenses.

Given the current economic environment, the Board believes that the Company is best served in attempting to preserve funds and resources, with a focus to building shareholder wealth through the identification of alternative resource projects.

The following are the key terms of the transaction:

- I. The purchaser of Thrace is Martern EOOD, a wholly owned subsidiary of Euromax Resources Limited, a Company listed on the TSX Venture Exchange in Canada. Euromax is a substantial shareholder of IRH via its shareholding in Omax International Limited.
- II. The consideration for the transaction will be \$169,807, being an amount equal to 50% of the funds invested by Martern under the Convertible Note entered into between IRH and Martern in December 2008 (2008 Convertible Note). The parties agree that this amount will be set off against the funds advanced by Martern pursuant to the 2008 Convertible Note. The 2008 Convertible Note will be cancelled with a new convertible note entered into on the same terms, with a new face value of A\$169,807.

- III. Martern will pay IRH an amount of approximately USD\$30,000 to reimburse IRH in respect of the environmental bonds for the Breznik and Rakitovo Licences.
- IV. Martern will appoint a new manager of Thrace as recognised by Bulgarian law.
- V. The acquisition is conditional on the shareholders of IRH having passed all resolutions that are deemed as being required under the ASX Listing Rules and the Corporations Act to give effect to the sale as contemplated by the parties.

#### **Future Strategy of IRH**

The Board is actively evaluating advanced near term producing assets as a means of creating shareholder value going forward.

Yours faithfully

**INTERNATIONAL RESOURCE HOLDINGS LIMITED**

**SCOTT DOUGLAS**  
**EXECUTIVE DIRECTOR**

## Appendix

### Proforma Balance Sheet

Set out below is the audited balance sheet of the consolidated entity as at 31 December 2008 together with the Proforma balance sheet on the basis of the assumptions set out below.

	Balance Sheet as at 31 December 2008 \$	Pro-forma Balance Sheet after transaction \$
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	301,990	520,590
Trade and other receivables	57,593	57,593
Total current assets	359,583	578,183
<b>NON-CURRENT ASSETS</b>		
Exploration and Evaluation	170,000	-
Property, plant and equipment	13,012	13,012
Total non current assets	183,012	13,012
<b>TOTAL ASSETS</b>	<b>542,595</b>	<b>591,195</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	307,142	166,598
Total current liabilities	307,142	166,598
<b>NON-CURRENT LIABILITIES</b>		
Convertible note	339,614	169,807
Other	120,000	-
Total non current liabilities	459,614	169,807
<b>TOTAL LIABILITIES</b>	<b>766,756</b>	<b>336,405</b>
<b>NET (LIABILITIES)/ASSETS</b>	<b>(224,161)</b>	<b>254,790</b>
<b>EQUITY</b>		
Contributed equity	5,771,892	6,251,036
Reserves	263,560	263,560
Accumulated losses	(6,259,613)	(6,259,806)
<b>TOTAL (DEFICIENCY IN EQUITY)/ EQUITY</b>	<b>(224,161)</b>	<b>254,790</b>

#### NOTES:

Assumptions include:

- Divestment of Thrace
- Completion of equity placement which raised \$338,600 as announced on 26 February 2009
- Conversion of \$140,544 from debt to equity as noted in the Half Year Report announced 16 March 2009