



Level 13, 484 St Kilda Road

Melbourne Vic 3004

PO Box 7476

St Kilda Road Vic 8004

TEL: 613 9090 8800

FAX: 613 9090 8899

---

18 January 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 enclosed an Appendix 3B with respect to the quotation of 508,076 fully paid ordinary shares issued upon the exercise of Performance Rights in accordance with the Ivanhoe Australia Employee Long-Term Incentive Program.

The attached Appendix 3B also reflects that 85,185 Performance Rights have lapsed since the last Appendix 3B was issued on 20 December 2012.

Yours sincerely

A handwritten signature in blue ink, appearing to read "AB", located below the "Yours sincerely" text.

**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   | Fully Paid Ordinary Shares  |
| 2 | Number of + securities issued or to be issued (if known) or maximum number which may be issued   | 508,076 Fully Paid Ordinary Shares  |
| 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) | <b>Ordinary Shares</b> , that rank equally with existing ordinary shares. |

+ See chapter 19 for defined terms.

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank <i>equally</i>, <i>please</i> 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>	Yes				
5	Issue price or consideration	Nil				
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><b>Ordinary Shares</b> issued following the exercise of Performance Rights in accordance with the Ivanhoe Australia Long Term Incentive Plan</p>				
7	<p>Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	18 January 2013				
8	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">714,991,227</td> <td style="text-align: center;">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	714,991,227	Fully paid ordinary shares
Number	<sup>+</sup> Class					
714,991,227	Fully paid ordinary shares					

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	8,421,429  (after deducting 85,185 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

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

+ See chapter 19 for defined terms.

- 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 <sup>+</sup>security holders
- 25 If the issue is contingent on <sup>+</sup>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
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do <sup>+</sup>security holders sell their entitlements *in full* through a broker?
- 31 How do <sup>+</sup>security holders sell *part* of their entitlements through a broker and accept for the balance?

---

+ See chapter 19 for defined terms.

- 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

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

**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:

Date: 18 January 2013  
(Company secretary)



Print name: Annabelle Brooks

= = = = = = = = = =