INTERMIN RESOURCES LTD
ACN 007 761 186

PROSPECTUS

For the renounceable rights issue of approximately 22,961,157 Shares at 12 cents per Share, on the basis of 1 Share for every 4 Shares held by Shareholders as at 5.00 pm WST on 28 February 2011, to raise up to approximately $2,755,338.

Offer closes at 5.00 pm WST on 21 March 2011

Lead Manager to the Offer
Patersons Securities Limited
ACN 008 896 311

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act 2001. This document is important and should be read in its entirety, together with the Entitlement and Acceptance Form accompanying this Prospectus. If, after reading this Prospectus, you have any questions about the Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

The Shares offered under this Prospectus should be considered speculative.

TABLE OF CONTENTS

INVESTMENT HIGHLIGHTS

OVERVIEW

- **Intermin's project portfolio includes advanced gold projects with near term production potential and a significant exploration upside.**
- **Western Australian Tenements are located in the highly prolific Kalgoorlie region of Western Australia.**
- **Projects are close to infrastructure and services.**
- **Experienced Board and management team have a successful track record of discovery and creating shareholder value.**

TEAL GOLD PROJECT, WA

- **Located only 10km north of Kalgoorlie**
- **Indicated JORC Resource of 80,000 ounces of gold (approximately 1.35 million tonnes at 1.93 g/t), open in all directions.**
- **Near term production potential.**
- **Tenements include granted Mining Leases with Aboriginal Heritage clearances in place.**
- **Mining Proposal submitted to Department of Mines and Petroleum.**
- **In-fill and sterilization drilling to be completed in advance of development.**
- **Starter Pit designed and costed.**
- **Exploration upside over a 500 metre strike.**
- **Numerous gold intercepts in the primary zone including 6m @ 7.72 g/t, 32m @ 10.47 g/t, 5m @ 4.22 g/t and 5m @ 29.1 g/t Au.**

MENZIES GOLD PROJECT, WA

- **Intermin earned 50% and is proceeding to 80% by spending a further $400,000 on exploration.**

- **Excellent exploration results show high grade gold intercepts, including 7m @ 13.29 g/t, 2m @ 11.35 g/t, 2m @ 11.86, 5m @ 19.6 g/t.**

- **Significant upside with potential new ore shoot immediately north of the former Lady Shenton mine.**

JULIA CREEK VANADIUM MOLYBDENUM PROJECT, QLD

- **Major project containing measured, indicated and inferred JORC Resources of approximately 5,310 million tonnes of vanadium-molybdenum resources grading 3.75 kg/t of V_20_5 and 312 g/t MoO_3.**

- **Scoping study is currently under way on the Julia Creek project.**

KEY RISKS

Risks associated with an investment in the company are discussed in Section 6 of this Prospectus. The business of the Company involves mining, exploration and investment in mining tenements and accordingly, investments in the Shares offered by the Prospectus should be considered speculative. Some of the principal risks include:

- **Exploration and development risk – there is no assurance that the Company's further exploration activities will result in the identification of a significant mineral resource, or if identified, that it can be economically exploited.**
- **Mining approvals may be delayed or not forthcoming in respect of the Company’s resources.**

- **Gold and commodity price volatility – a material decrease in gold and commodity prices could adversely affect the development of the Company.**

- **Additional funding – there is a risk that further funding will not be available to the Company on favourable terms or at all.**

IMPORTANT NOTICE

This Prospectus is dated 17 February 2011 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Shares the subject of this Prospectus.

The Company is an ASX listed company whose securities are granted official quotation by ASX.

In preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Company or its Directors.

Restrictions on distribution

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to lodge this Prospectus in any jurisdiction outside Australia or to otherwise permit a public offering of Shares in any jurisdiction outside Australia. This Prospectus is not to be distributed in, and no offer of Shares is to be made in, countries other than Australia and New Zealand.

Rights trading

Your Rights may have value. If you decide not to exercise all or part of your Rights you should consider whether to sell your Rights. It is important that you either accept or sell your Entitlement in accordance with the instructions in section 3 of this Prospectus.

Individual applicants are responsible for determining their allocations of Rights and Shares before trading in them. Eligible Shareholders who trade in Rights or Shares before receiving confirmation of their allocation do so at their own risk.

Shareholders who take no action in respect of their Rights will receive no benefits. An Entitlement and Acceptance Form is enclosed with this Prospectus.

Speculative Investment

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. An investment in the securities the subject of this Prospectus should be considered speculative.

Glossary

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Reporting on Exploration Results and Mineral Resources

The information in this Prospectus that relates to exploration results and mineral resources is based on information compiled by Nigel Cranley who is a member of the Australasian Institute of Mining and Metallurgy. Mr Cranley is a consultant working for the Company. Mr Cranley has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a competent person as defined in the JORC Code.

CHAIRMAN'S LETTER

Dear Shareholder

As a Shareholder in Intermin Resources Ltd ("**Intermin**" or the "**Company**"), your Directors are pleased to invite you to participate in a renounceable Rights Issue to raise up to approximately $2.755 million (before costs) offered to Shareholders on the basis of one Share at a price of 12 cents per share for every four Shares held.

Intermin's immediate focus is on developing its advanced projects being Teal/Binduli, Menzies and Julia Creek. Part of the funds raised will be used by the Company to advance its Teal Gold project near Kalgoorlie towards production and to pursue a very active exploration programme on our other tenements. The Company has experience in gold production with its White Range (NT) mine (from 2001-2007) and is keen to resume gold production as soon as possible.

The Company has not approached Shareholders or the market for several years but with three of its prospects at an advanced stage the Board deems it appropriate to raise additional funds to accelerate the exploration and feasibility studies required to move its projects to production and thereby establish the value of these projects for shareholders.

Over the past two years, Intermin has acquired additional interests in the Binduli and Menzies gold projects and advanced both projects significantly. At Binduli (Teal Prospect) the Company has established a JORC compliant indicated gold resource of approximately 80,000 ounces (approximately 1.35 million tonnes at 1.93 g/t) and is proceeding with the approvals process for mining of the supergene portion of this resource (30,000 oz) early in 2011. The starter pit at Teal has been designed and costed.

Exploration results at Teal also indicate significant potential to upgrade the gold resource base following numerous high grade gold intercepts, including 6m @ 7.72 g/t Au, 32m @ 10.47 g/t Au, 5m @ 4.22 g/t Au and 5m @ 29.1 g/t Au interspersed over 500 metres of strike. Further exploration of the primary zone is warranted and will be conducted as soon as additional funds become available.

At the Menzies gold project Intermin has earned a 50% project interest by spending over $800,000 in the past twelve months. The Company intends to proceed with the exploration farm-in Joint Venture with Regal Resources Ltd and increase its interest to 80% by spending a further $400,000. The Menzies project tenements have in the past produced over 800,000 ounces of gold. Recent exploration by Intermin has produced some excellent gold intercepts, including 7m @ 13.29 g/t, 2m @ 11.35 g/t, 2m @ 11.86 g/t and 2m @ 9.88 g/t.

Recent drilling at Lady Shenton prospect highlighted potential for a new ore shoot in the corridor immediately north of the former workings. In the past, Lady Shenton produced close to 200,000 ounces of gold from a very high-grade ore (32 g/t). The Company considers this to be a high priority target and further work is warranted.

Drilling at the Ballarat Menzies prospect 5km south of Lady Shenton has also provided encouragement with intercepts of 5 metres @ 19.6 g/t, 2m @ 8.22 g/t and2m @ 9.32 g/t. In addition to its high grade gold ore potential, the Menzies project is known to host tonnages of low grade gold mineralization (1-2 g/t) potentially amenable to low cost heap leach-gold recovery processing. The Company is currently investigating this avenue of development at the Menzies Project. The Company's equipment from the White Range project has been relocated to Menzies for this purpose.

Over the past 4-5 years Intermin has devoted a great deal of effort and expenditure in proving up a large resource of Vanadium/Molybdenum mineralization in the Julia Creek – Richmond region of

Queensland and developing metallurgical processes designed for profitable recovery of the contained metals. This development is close to completion with the project at the costing stage. Completion of the scoping study will establish the capital and operating cost structure for a 10,000 tonne per annum Vanadium Pentoxide production. The Company hopes to complete this study by June 2011.

For further details on the Company's projects, please refer to our recent ASX announcements, including the recently released Annual Report.

The Board of Intermin believes the Company has excellent prospects and is keen to realise significant value for shareholders via its active work programme planned for 2011. The Directors are confident of Intermin's progress in the year ahead and recommend that Shareholders participate in this Offer and take up their Entitlement. The Offer is renounceable, so Shareholders can trade their rights on market and the Company has also incorporated a Shortfall application facility whereby Shareholders may apply for additional Shares in excess of their Entitlement at the Offer.

The Board looks forward to your continued support in 2011.

Peter Hunt
Chairman

CORPORATE DIRECTORY

BOARD OF DIRECTORS
Mr Peter Hunt (Chairman)
Dr Michael Ruane (Managing Director)
Mr Jon Brien (Non-executive Director)

JOINT COMPANY SECRETARIES
Mr Ross Paterson
Ms Bianca Taveira

BUSINESS OFFICE
159 Stirling Highway
NEDLANDS WA 6009
Tel: +61 8 9386 9534
Fax: +61 8 9386 9473

SOLICITORS TO THE OFFER
Fairweather Corporate Lawyers
Ground Floor
1 Havelock Street
WEST PERTH WA 6005

***SHARE REGISTRY**
Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
PERTH WA 6000
Tel: +61 8 9323 2000
Fax: +61 8 9323 2033

LEAD MANAGER
Patersons Securities Limited
Level 23, Exchange Plaza
2 The Esplanade
PERTH WA 6000

* Computershare Investor Services Pty Ltd has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only.

1. TIMETABLE AND IMPORTANT DATES

The following key dates are indicative only and may be subject to change without notice.

Prospectus lodged with ASIC and ASX	17 February 2011
Shares trade "ex-rights" and rights trading commences on ASX	22 February 2011
Record Date to determine Entitlements	28 February 2011
Despatch of Prospectus with Entitlement and Acceptance Form	4 March 2011
Last day of Rights trading	8 March 2011
Closing Date for acceptance of Entitlement	21 March 2011
Despatch of shareholding statements	29 March 2011
Normal trading of Shares expected to commence	30 March 2011

The Company reserves the right to extend the Closing Date by giving at least 6 business days notice to the ASX. Accordingly the date the Shares are expected to commence trading on ASX may vary.

2. DETAILS OF THE OFFER

2.1 The Offer

The Company is making a pro-rata renounceable rights issue of Securities to Shareholders who are registered as at 5.00 pm WST on 28 February 2011 (**Record Date**).

The Offer is made on the basis that for every 4 Shares held as at the Record Date, Shareholders as Eligible Participants will have the right to subscribe for 1 Share at an issue price of 12 cents for each Share subscribed for. In the calculation of any entitlement, fractions will be rounded down to the nearest whole number.

Based on the capital structure of the Company at the date of this Prospectus, approximately 22,961,157 Shares will be offered pursuant to this Offer to raise approximately $2,755,338 (before the costs of the Offer).

The Company has a total of 22,503,073 Options on issue. The terms of those Options do not allow for participation by Option holders in new issues of securities. Those Option holders may, however, be able to exercise their Options according to their terms and conditions. If an Option holder exercises an Option before the Record Date then the number of Shares issued under this Prospectus will increase.

The Entitlement of each Shareholder is shown on the Entitlement and Acceptance Form accompanying this Prospectus. The details of how to accept the Entitlement is set out below.

2.2 No Minimum Subscription

There is no minimum subscription.

2.3 No Underwriter

The Offer is not underwritten. Patersons Securities Limited is acting as Lead Manager on the terms summarised in section 8.1.

2.4 Action required by Shareholders

An explanation of the actions required by Shareholders is set out in section 3.

2.5 Closing Date

The Closing Date for the Offer is 5.00 pm WST on 21 March 2011. The Directors reserve the right to extend the Closing Date by giving at least 6 business days notice to the ASX should it be considered by them necessary to do so. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.

2.6 Shortfall

Eligible Participants may, in addition to their Entitlement, apply for Shortfall Shares.

Entitlements not taken up may become available as Shortfall Shares. The allocation of Shortfall Shares will be determined by the Company and the Lead Manager at their absolute discretion. There is no assurance that any applicant will be allocated any Shortfall Shares. All application moneys in relation to which Shortfall Shares are not allocated will be returned without interest.

It is an express term of the Offer that Applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for, if a lesser number is allocated to them.

2.7 Allotment

The Shares will be allotted and issued as soon as practicable after the Closing Date.

Statements of holding for the Shares will be mailed to applicants as soon as practicable after the Closing Date.

Prior to allotment of the Shares, all application moneys will be held in trust for applicants. The Company will retain any interest earned on the application moneys.

No Shares will be allotted and issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

2.8 Rights Trading

Trading of Rights commences on the ASX on 22 February 2011 with the last day of trading being on 8 March 2011. All or part of an Eligible Participant's Rights may be traded on the ASX or otherwise sold between these dates should you choose not to accept all or part of your Entitlement.

2.9 Official Quotation by ASX

Application to ASX for admission of the Shares to Official Quotation will be made by the Company within 7 days of the date of this Prospectus.

If the Shares are not admitted to Official Quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Shares offered by this Prospectus will be granted. In that circumstance, all applications will be dealt with in accordance with section 724 of the Corporations Act.

The fact that ASX may grant Official Quotation to the Shares that may be issued pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or the Shares offered for subscription.

2.10 ASX Listed Company

The Company is included in the Official List of ASX and the Listing Rules apply to the securities issued by the Company.

2.11 Overseas Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the cost and administrative complexity of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

The Company has appointed the Lead Manager as nominee to sell the Non-qualifying Foreign Shareholders' Rights. The Lead Manager will sell the rights. The proceeds of the sale net of expenses (in Australian dollars) will be distributed to each of those Non-qualifying Foreign Shareholders in proportion to their shareholdings.

Shareholders resident in New Zealand should consider the additional statements set out in section 2.12 of this Prospectus and should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to exercise their Entitlements under the Offer.

2.12 Offer in New Zealand

The Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations 2001. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

The Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Offer must be made.

There are differences in how securities are regulated under Australian law.

The rights, remedies and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Offer. If you need to make a complaint about the Offer, please contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offer may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

The Company will apply to ASX for quotation of the Shares offered under this Prospectus. If quotation is granted the Shares offered under this Prospectus will be able to be traded on ASX. If you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

2.13 CHESS

The Company participates in the Clearing House Electronic Subregister System ("**CHESS**"). CHESS is operated by ASX Settlement and Transfer Corporation Pty Ltd ("**ASTC**"), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, Shareholders receive a statement of their holdings in the Company. If an investor is broker sponsored, ASTC will send a CHESS statement.

2.14 Risk Factors

Investors should carefully read the risk factors outlined in section 6. An investment of this kind involves a number of risks, some of which are specific to the Company and the industry in which it operates.

2.15 Rights Attaching to Shares

A summary of the rights attaching to Shares is set out in section 7.

2.16 Summary

This section is not intended to provide full details and information on the Offer. Shareholders must read this Prospectus in full in order to make a fully informed investment decision.

3. ACTION REQUIRED BY SHAREHOLDERS

3.1 What Eligible Shareholders may do

The number of Shares to which Eligible Participants are entitled (your Entitlement) is shown on the accompanying Entitlement and Acceptance Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted.

As an Eligible Shareholder, you may:

- take up all of your Entitlement (refer section 3.2);
- apply for Shortfall Shares (refer section 3.3);
- sell all of your Entitlement on the ASX (refer section 3.4);
- take up part of your Entitlement and sell the balance on the ASX (refer section 3.5);
- take up part of your Entitlement and allow the balance to lapse (refer section 3.6);
- deal with part or all of your Entitlement other than on the ASX (refer section 3.7);
- allow all or part of your Entitlement to lapse (refer section 3.8).

Non-qualifying Foreign Shareholders may not take any of the steps set out in section 3.2 to 3.7.

3.2 Taking up all of your Entitlement

If you wish to take up all of your Entitlement, complete the accompanying Entitlement and Acceptance Form for Shares in accordance with the instructions set out in that form.

You should then forward your completed Entitlement and Acceptance Form together with your application moneys in accordance with section 3.9 to reach the Company's Share Registry no later than 5.00pm on the Closing Date.

3.3 Applications for Shortfall Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Shares as described in section 2.6.

A single cheque should be used for the application moneys for your Entitlement and the number of Shortfall Shares you wish to apply for as stated on the Entitlement and Acceptance Form.

3.4 Selling all of your Entitlement on the ASX

If you wish to sell all of your Entitlement on the ASX, complete the appropriate section on the back of the accompanying Entitlement and Acceptance Form and lodge the Entitlement and Acceptance Form with your stockbroker as soon as possible, or otherwise provide instructions to your stockbroker regarding the number of Rights you wish to sell on the ASX. You can sell your Rights on the ASX from 22 February 2011 to 8 March 2011. The Company accepts no responsibility for any failure by your stockbroker to carry out your instructions.

3.5 Taking up part of your Entitlement and selling the balance on the ASX

If you wish to take up only part of your Entitlement, complete the accompanying Entitlement and Acceptance Form for the number of Shares you wish to take up and follow the steps required in accordance with section 3.2. You may then provide instructions to your stockbroker regarding the number of Rights you wish to sell on the ASX.

3.6 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement and allow the balance to lapse, complete the accompanying Entitlement and Acceptance Form for the number of Shares you wish to take up and follow the steps required in accordance with section 3.2. If you take no further action, the balance of your Entitlement will lapse and you will have forfeited any potential benefit to be gained from selling/trading your Rights.

3.7 Dealing with part or all of your Entitlement other than on the ASX

You may transfer all or part of your Rights to another person other than on the ASX provided that the purchaser is not a Non-qualifying Foreign Shareholder or would not be a Non-qualifying Foreign Shareholder if the purchaser was the registered holder of Shares.

If you wish to transfer all of your Entitlement to another person other than on the ASX, forward a completed standard renunciation form (obtainable from the Company's Share Registry) and the applicable transferee's cheque or bank draft for the Shares they wish to subscribe for to the Company's Share Registry by 5.00pm on the Closing Date.

If you wish to transfer part of your Entitlement to another person other than on the ASX only, but also want to take up some or all of the balance of your Entitlement, you will need to take the steps described above in relation to the Rights you wish to transfer and complete the accompanying Entitlement and Acceptance Form in respect of the Rights you wish to take up. You will need to lodge the form in accordance with the procedure in section 3.2.

If the Share Registry receives both a completed renunciation form and a completed Entitlement and Acceptance Form in respect of the same Rights, the renunciation will be given effect in priority to the acceptance.

3.8 Allow all or part of your Entitlement to lapse

Your Rights may have value. Rights are renounceable, which enable Eligible Participants who do not wish to accept some or all of their Entitlement, to sell or trade all or part of their Rights on the ASX.

3.9 Payment

The price for Shares is payable in full on application by a payment of 12 cents per Share. The Entitlement and Acceptance Form must be accompanied by a cheque or bank draft of the Application Moneys.

Cheques or bank drafts must be drawn in Australian currency on an Australian bank and made payable to "**Intermin Resources Limited – Trust Account**" and crossed "Not Negotiable". Applicants must not forward cash. Receipts for payment will not be issued. You should ensure that sufficient funds are held in the relevant account(s) to cover the cheque(s). If the amount of your cheque(s) is not sufficient to pay for the number of Shares you have applied for, you may be taken to have applied for such lower number of Shares as your cleared moneys will pay for or your application may be rejected.

3.10 Enquiries

If you have any questions about your Entitlement please contact the Company's Share Registry on (08) 9323 2000.

Alternatively, contact your stockbroker or other professional adviser.

3.11 Brokerage

No brokerage or stamp duty is payable by Shareholders who accept their Entitlement to Shares.

4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of Offer and use of funds

The purpose of the Offer is to raise funds of approximately $2,755,338. The Company intends to use its current funds and the proceeds of the Offer (assuming the Offer is fully subscribed) as follows:

Funds Available	***Amount***
Cash on hand and term deposit at the date of this Prospectus	$1,225,000
Funds raised under the Offer	$2,755,340
Total funds available	**$3,980,340**

Use of Funds	***Amount***
Further drilling at Teal Project	$1,400,000
Feasibility study for Teal Project	$300,000
Exploration and development – Menzies Project	$900,000
Exploration and development – Julia Creek Project	$900,000
Costs of the rights issue including Lead Manager fee of $60,000	$85,000
General working capital including corporate administration costs	$395,340
Total:	**$3,980,340**

In the event that the Offer is not fully subscribed, the scale-back of funds will be applied pro-rata to the drilling at the Teal Project and the expenditure upon each of the Menzies Project and Julia Creek Project (as to one-third each). Existing cash resources of $1,225,000 will, in any event, fund approximately $500,000 of further drilling at the Teal Project, $300,000 for a feasibility study for the Teal Project and the balance applied to general working capital including payment of expenses of the Offer.

The information set out in this section is indicative only and is a statement of present intention as at the date of this Prospectus. The exact quantum of funds expended by the Company on any particular item may change depending on the Company's circumstances and priorities.

The Company has the ability to seek to sell existing share investments if it wants to raise further cash. The share investments of the Company includes 6,351,943 shares in Reward Minerals Limited, a company listed on the ASX.

The Company is unable to determine how many (if any) Options will be exercised by Option holders to enable them to participate in the Offer. Accordingly, the Company is unable to determine the precise total amount of funds that will be raised pursuant to the Offer.

4.2 Capital Structure

The effect of the Offer will be to increase the number of Shares on issue by approximately 22,961,157 Shares.

Upon completion of the Offer, the issued capital of the Company will comprise:

Shares	Number
Shares at the date of this Prospectus	91,844,630
Shares offered pursuant to this Prospectus	22,961,157
Post Completion of Offer	114,805,787
Options	**Number**
Options at the date of this Prospectus	22,503,073
Options offered pursuant to this Prospectus	0
Post Completion of Offer	22,503,073

Note:

This table is based on the number of Shares and Options on issue as at the date of this Prospectus. The actual number of Shares that are on issue on completion of the Offer will depend on whether any of the existing Option holders exercise their Options into Shares before the Record Date.

The existing Options have an exercise price of 18 cents and an expiry date of 31 May 2012.

4.3 Pro-forma Balance Sheet

The effect of the Offer will be to increase cash reserves by approximately $2,755,338 (before estimated expenses of the Offer).

The unaudited pro-forma Balance Sheet has been prepared by adjusting the unaudited Balance Sheet as at 30 January 2011 to reflect the financial effect of the following transactions as if they had occurred at 30 January 2011.

(a) Issue of 22,961,157 Shares at an issue price of 12 cents per Share issued in accordance with this Prospectus raising approximately $2,755,338.

(b) Costs of $85,000 associated with the Shares issued under this Prospectus representing a Lead Manager fee of $60,000 and other Prospectus costs of $25,000.

(c) Net proceeds of the issue therefore being $2,670,338.

Proforma Consolidated Balance Sheet

	Note	Unaudited 30 Jan 2011 $	Proforma adjustments $	Proforma 30 Jan 2011 $
ASSETS				
Current assets				
Cash and cash equivalents		890 000	2 670 338	3 560 338
Trade and other receivables		723 000		723 000
Total Current Assets		1 613 000		4 283 338
Non-Current Assets				
Financial assets at fair value profit or loss		6 236 000		6 236 000
Property, plant and equipment		393 000		393 000
Exploration assets		1 717 000		1 717 000
Total Non-Current Assets		8 346 000		8 346 000
TOTAL ASSETS		**$9 959 000**		**$12 629 338**
LIABILITIES				
Current Liabilities				
Trade and other payables		77 000		77 000
Borrowings		50,000		50,000
Total Current Liabilities		127 000		127 000
Non-Current Liabilities				
Provisions		100 000		100 000
Total Non-Current Liabilities		100 000		100 000
TOTAL LIABILITIES		**227 000**		**227 000**
NET ASSETS		**9 732 000**		**12 402 338**
EQUITY				
Contributed equity		15 734 000	2 670 338	18 404 338
Reserves		1 885 000		1 885 000
Accumulated losses		(7 887 000)		(7 887 000)
TOTAL EQUITY		**9 732 000**		**12 402 338**

5. COMPANY OVERVIEW

Intermin has been involved in exploration and mining activities in Australia for over fifteen years.

Prior to 2000, Intermin's primary focus was exploration of the Binduli area 10-15km north west of Kalgoorlie where it discovered and drilled out the large Janet Ivy gold resource (10Mt at 1.4 g/t gold). Intermin farmed out the Binduli project in 1999 to Delta Gold NL which continued exploration of the project area. Through a series of takeovers, control of the Binduli project eventually resided with Barrick Australia Pacific (BAP) and equities in the project became 51% BAP 49% Intermin after expenditure of approximately $1.8 million BAP separately acquired 100% interest in the Janet Ivy resource from Intermin.

Between 2001–2007, Intermin successfully operated a heap leach gold operation at White Range NT processing some 2Mt of low grade (0.5 g/t) reject material from previous gold mining operations at the site. On completion of the project Intermin transferred the plant and equipment from White Range to Menzies to be available for future operations in Western Australia.

Binduli Gold Project

In 2008 Intermin bought back the 51% BAP interest in the Binduli project and commenced exploration of the area on a 100% ownership basis excluding the Janet Ivy deposit, which Intermin sold to BAP but retains a $0.50 per tonne royalty above 2.76Mt of ore mined.

Exploration by Intermin at Binduli has focused on the Teal-Peyes Farm gold prospects which had previously been identified by Delta Gold NL. This exploration has been successful in outlining a JORC compliant Indicated Resource of approximately 80,000 ounces of gold in the Teal sector (1.35Mt @ 1.93 g/t). The mineralization remains open in all directions. Initially, Intermin will seek to initially mine the supergene portion of this resource (approximately 30,000 ounces of gold).

The Company is currently proceeding though the approval process aimed at commencement of mining at Teal in the first half of 2011. At the time of lodgement of this Prospectus, the Teal Mining Leases have been granted and the Vegetation Clearance Approval has been received. Aboriginal Heritage clearance has also been obtained and the Company has a compensation agreement in place with the Widji Traditional Owner group for mining of the resources. The formal Mining Proposal has been lodged at the Department of Mines and Petroleum.

The Teal starter pit has been designed and costs. There is significant exploration upside at the Teal Prospect along strike and at depth. Numerous gold intercepts have been returned below the supergene blanket including 25m @ 4.22 g/t, 6m @ 7.72 g/t, 32m @ 10.47 g/t and 5m @ 29.1 g/t over a strike length of 500 metres. These will be followed up upon receipt of additional funds raised by this Prospectus. In addition to the Teal prospect, Intermin has had encouragement at several other prospects within its Binduli tenements. At the Peyes Farm prospect which adjoins the Teal Prospect to the south, Delta gold outlined a significant gold resource. Infill drilling will be undertaken aimed at defining a JORC compliance gold resource at Peyes Farm. Drilling at the Coot and Crake Prospects at Binduli - immediately adjoining the Janet Ivy gold resource returned best intercepts of 4m @ 24.1 g/t Au and 4m @ 16.85 g/t Au respectively.

Menzies Gold Project

Menzies is located 120 km north of Kalgoorlie WA. Intermin has the right to earn an 80% interest in the Menzies Gold Project tenements by expenditure of $1.2 million. The Company has expended over $800,000 to date thereby earning 50% interest and is proceeding to the 80% interest.

The five historic underground mines within the Menzies farm-in tenements have produced over 650,000 ounces at an average grade of 22.5 g/t while recent (1990s) shallow open pit gold production has been 145,000 ounces from 4.5Mt of ore grading 2.6 g/t. Open pit operations ceased in 1996 when the gold dropped to ca $440 per oz. It is believed that with systematic targeted drilling there is potential to identify high grade gold resources of similar order of magnitude to those mined in the past at Menzies.

Recent drilling by Intermin north of the Lady Shenton pit has recorded numerous high grade gold intercepts which may represent a new ore shoot on line with this famous gold mine (past underground production 185,000 tonnes of ore at 32 g/t). Similar high grade gold intersections have been obtained at the Ballarat Menzies prospect 5km south of Menzies. Further drilling is planned to commence at Menzies in the first quarter of 2011.

Julia Creek Vanadium-Molybdenum Project

Intermin's tenement holdings cover over 4,000km^2 in the Julia Creek-Richmond area of Queensland which host large resources of vanadium (0.4% V_2O_5) molybdenum (400 g/t MoO_3) and significant quantities of nickel (320 g/t) and copper (220 g/t). The resources lie at surface in soft clay with a low waste to ore mining ratio (ca 1:1).

JORC Compliant Measured, Indicated and Inferred ore resources total approximately 5,310Mt grading 3.75 kg/t V_2O_5 and 320 g/t MoO_3. A high grade zone near Richmond Queensland contains an Indicated Resource of 87.7 Mt grading 5.5 g/t V_2O_5 and 380 g/t MoO_3. A breakdown of the resources is set out in the 31 December 2010 quarterly report announced to the ASX on 28 January 2011.

Intermin has expended over $3m on resource evaluation and metallurgical process development for the Julia Creek project over the past four years. The project is currently at the scoping study stage. The Company is seeking a Joint Venture partner in order to progress development of this project.

6. RISK FACTORS

6.1 Introduction

An investment in the securities the subject of this Prospectus is highly speculative as the Company is an exploration and mining company. The primary focus of the Company is to develop the Teal gold deposit, 10km north of Kalgoorlie, Western Australia.

The Board recommends that investors consider the risks described below and information contained elsewhere in this Prospectus, as well as consulting with their professional advisers before deciding whether or not to apply for the securities.

The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities, as well as the Company's exploration, any development and mining activities and an ability to fund those activities.

The specific risks below are some of the risks specific to the Company including by reason of its involvement in the resource industry. The general investment risks below are some of the risks to the Company of a general economic nature.

6.2 Specific Risks

Exploration

Investors should understand that exploration and development is by its nature a high risk undertaking. There can be no assurance that the Company's exploration of its existing projects or any other exploration projects that may be acquired in the future will result in the discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

Development and Mining

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, failure to acquire and/or delineate economically recoverable ore bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties, unseasonal weather patterns, excessive seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risks from third parties providing essential services.

In the event that the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions and other accidents.

Resource Estimations

Resources estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made.

Additionally, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

Gold and Commodity Price Volatility

It is anticipated that any revenues derived from mining will primarily be derived from the sale of gold. Consequently, any future earnings are likely to be closely related to the price of gold and the terms of any offtake agreements which it enters into.

Gold and metal prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for gold and metals, forward selling by producers and production cost levels in major mineral-producing regions.

Moreover, gold and metal prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, gold or the relevant metal as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Title

All of the tenements or licences in which the Company has or may earn an interest in will be subject to applications for renewal or grant (as the case may be). The renewal or grant of the terms of each tenement or licence is usually at the discretion of the relevant government authority.

Additionally, tenements are subject to a number of State specific legislative conditions including payment of rent and meeting minimum annual expenditure commitments. The inability to meet these conditions could affect the standing of a tenement or restrict its ability to be renewed.

If a tenement or licence is not renewed or granted, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that tenement.

Native Title and Aboriginal Heritage

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is a significant uncertainty associated with native title in Australia and this may impact upon the Company's operations and future plans.

Native title can be extinguished by valid grants of land or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost their connection with the relevant land or waters. Native title is not necessarily extinguished by the grant of mining licences, although a valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

All tenements granted prior to 1 January 1994 are valid or validated by the Native Title Act. For tenements to be validly granted (or renewed) after 1 January 1994 the future act regime established by the Native Title Act must be followed.

It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

Environmental

The Company's projects are subject to Commonwealth and State laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

Reliance on Key Personnel

The Company's success largely depends on the core competencies of its Directors and management and their familiarisation with, and ability to operate in, the metals and mining industry and the Company's ability to retain its key executives.

Future Capital Needs and Additional Funding

The funds raised by the Offer will be used to carry out the Company's objectives as detailed in this Prospectus and the Company’s announcements to ASX. The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

Competition

The Company competes with other companies, including major mineral exploration and mining companies. These companies will likely have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out downstream operations on these and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in other resource projects. Any such transactions would be accompanied by risks commonly encountered in making such acquisitions.

6.3 General Risks

Securities Investments and Share Market Conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

Economic Risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, interest rates and the rate of inflation.

Legislative

Changes in relevant taxes, legal and administration regimes, accounting practices and government policies may adversely affect the financial performance of the Company.

7. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The rights and liabilities attaching to Shares in the Company are:

(a) set out in the Constitution of the Company, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and

(b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, every member has one vote on a show of hands and one vote per share on a poll. The person who holds a partly paid share is entitled to a fraction of a vote equivalent to the proportion to which the amount paid on the relevant share bears to the total issue price of the share. Voting may be in person or by proxy, attorney or representative.

Dividends

Subject to the rights of holders of shares issued with any special rights, the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend according to the proportion that the amount paid on a share bears to the total issue price of the share. All shares currently on issue and the Shares to be issued under this Prospectus are fully paid shares.

Future issues of securities

Subject to the Corporations Act and the Listing Rules the Directors may issue, grant options over, unissued Shares in the Company at the time and on the terms and conditions that the Directors think proper and a Share may be issued with preferential or special rights.

Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers of Shares or by an instrument in writing in a form approved by ASX or the Board.

Meetings and Notices

A Shareholder is entitled to receive notice of, and to attend, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

Election of Directors

There must be a minimum of 3 Directors. At every annual general meeting one-third of the Directors (rounded to the nearest whole number) must retire from office. These retirement rules do not apply to the managing director. The Directors to retire at an annual general meeting other than the first annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election. An election of the Directors must take place each year.

Indemnities

To the extent permitted by law the Company will indemnify each Director and Secretary of the Company and may agree to indemnify each officer of the Company (other than a Director or secretary) against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending in an action in respect of such liability.

Predominance of Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

8. ADDITIONAL INFORMATION

8.1 Lead Manager Agreement

Under a Lead Manager Agreement dated 20 January 2011, Patersons Securities Limited (Lead Manager) has agreed to lead manage the Offer.

Upon lodgement of the Prospectus, the Lead Manager will receive a lead manager fee of $60,000. The Lead Manager will further receive a fee of 5% of the amount of the Shortfall it places to investors. The Lead Manager may terminate the agreement for reasons that are standard in agreements of this nature.

8.2 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:

(a) the formation or promotion of the Company; or

(b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or

(c) the Offer;

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

(a) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or

(b) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

Directors	Interest in Shares	Interest in Options
Peter Hunt	3,339,572	834,893
Michael Ruane	32,274,592	7,363,088
Jon Brien	1,235,000	308,750

The table above does not take into account the Shares that Directors may be entitled to pursuant to this Offer.

Mr Peter Hunt is paid a director's fee of $32,000 per annum. In the two years prior to the date of this Prospectus Mr Hunt has received a total remuneration of approximately $76,000.

Dr Michael Ruane is paid a director's fee of $25,000 per annum and is otherwise engaged as managing director at the rate of $500 per day. In the two years prior to the date of this Prospectus Dr Ruane has received a total remuneration of approximately $209,000.

Mr Jon Brien is paid a director's fee of $20,000 per annum. In the two years prior to the date of this Prospectus Mr Brien has received a total remuneration of approximately $40,412.

Directors are entitled to be paid out of pocket expenses necessarily incurred in the performance of their duties including relating to travel, entertainment, accommodation, meals and telephone.

The Directors are not required to hold any Shares in the Company under the Constitution.

8.3 Interests of Experts and Advisors

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

(a) the formation or promotion of the Company; or

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

(c) the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Fairweather Corporate Lawyers has acted as solicitors to the Company in relation to the Offer. In respect of this work, the Company will pay approximately $8,000 exclusive of GST and disbursements. Subsequently fees will be paid in accordance with normal hourly rates. In the 2 years prior to the date of this Prospectus, Fairweather Corporate Lawyers has not been paid any other amounts by the Company. Fairweather & Lemonis (an entity of which the principal of Fairweather Corporate Lawyers was a partner) has received approximately $10,000 exclusive of GST in the 2 years prior to this Prospectus for all other legal services.

Patersons Securities Limited is Lead Manager to the Offer. The Lead Manager will be paid $60,000 as a lead manager fee on lodgement of the Prospectus and 5% of any Shortfall placed by it. In the last 2 years, Patersons Securities Limited (including its related or associated companies) has not been paid any other amounts by the Company.

8.4 Expenses of the Offer

The total expenses of the Offer including Lead Manager fees, legal fees, ASX and ASIC fees and other miscellaneous expenses will be approximately $85,000.

8.5 Consents

The following parties has given their written consent to be named in this Prospectus and for the inclusion of statements made by that party (as described below in the form and context in which they are included), and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

FW Legal Pty Ltd trading as Fairweather Corporate Lawyers has consented to Fairweather Corporate Lawyers being named as the Solicitors to the Offer.

Patersons Securities Limited has consented to being named as the Lead Manager to the Offer.

Each party referred to above in this section:

- does not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this section;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in the Prospectus with the consent of that party as specified in this section; and
- has not caused or authorised the issue of this Prospectus.

8.6 Share Trading History

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market price of the Company's quoted Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last sale prior to lodgement of this Prospectus were:

	Price	Date
Highest	16 cents	27 January 2011
Lowest	12 cents	8 February 2011
Latest	14 cents	15 February 2011

8.7 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in Section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Shares that will be issued pursuant to this Prospectus and the Shares that will be issued on exercise of the Options offered under this Prospectus will be in the same class of Shares that have been granted official quotation by ASX during the 3 months prior to the issue of this Prospectus.

In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the securities market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

(a) it is subject to regular reporting and disclosure obligations;

(b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

(i) the annual financial report most recently lodged by the Company with ASIC;

(ii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of the copy of the Prospectus with ASIC.

The Company lodged its latest annual financial report with ASX on 30 September 2010. The following documents have been lodged with ASX since the date of lodgement of the Company's latest annual financial report:

Date	**Description of Announcement**
14/10/2010	Notice of Annual General Meeting / Proxy Form
27/10/2010	Change of Director's Interest Notice
29/10/2010	Quarterly Activities and Cashflow Reports
23/11/2010	Company Updates
23/11/2010	Chairman's Address to Shareholders
23/11/2010	Results of Meeting
26/11/2010	Amended Company Update Presentation
17/12/2010	Change of Director's Interest Notice

Date	Description of Announcement
23/12/2010	Securities Trading Policy
14/01/2011	Share Sale – Reward Minerals Ltd
28/01/2011	Quarterly Activities Report and Appendix 5B
09/02/2011	Change of Director's Interest Notice
09/02/2011	Change of Director's Interest Notice (Amended)

9. DIRECTORS' AUTHORISATION AND CONSENT

This Prospectus is authorised by the Company and lodged with the ASIC pursuant to section 718 of the Corporations Act.

Each Director has consented to lodgement of this Prospectus with ASIC in accordance with the terms of section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 17 February 2011

....
Signed for and on behalf of Intermin Resources Ltd
By Michael Ruane
Managing Director

10. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited ACN 008 624 691.
Board	means the Board of Directors.
Closing Date	means the closing date for receipt of Application Forms under this Prospectus, estimated to be 5.00 pm WST on 21 March 2011 or an amended time as set by the Board.
Company or Intermin	means Intermin Resources Ltd ACN 007 761 186.
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of the Company.
Eligible Participants	means shareholders who are registered as at 5.00 pm WST on 28 February 2011 who are entitled to subscribe under the Offer.
Entitlement	means the right of a Shareholder to subscribe for Shares under the Offer.
Entitlement and Acceptance Form	means the personalised entitlement and acceptance form attached to or accompanying this Prospectus.
JORC Code	means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia.
Lead Manager	means Patersons Securities Limited (ACN 008 896 311).
Listing Rules	means the official listing rules of the ASX.
Non-qualifying Foreign Shareholder	means a Shareholder whose registered address is not in Australia or New Zealand.
Offer	means the offer of Shares pursuant to this Prospectus.
Official List	means the official list of ASX.
Official Quotation	means official quotation by ASX in accordance with the Listing Rules.

Option	means an option to acquire a Share in the capital of the Company.
Prospectus	means this Prospectus.
Record Date	means 28 February 2011 being the date for determining the Shareholder’s Entitlement to participate in this Offer.
Rights	means the right to subscribe for Shares under this Prospectus.
Share	means a fully paid ordinary share in the Company.
Shareholder	means the registered holder of Shares in the Company.
Shortfall	means the Shares forming Entitlements, or parts of Entitlements, not accepted by Shareholders.
Shortfall Application Form	means the shortfall application form either attached to or accompanying this Prospectus.
WST	means Western Standard Time as observed in Perth, Western Australia.
$ or Dollars	means Australian dollars unless otherwise stated.