

Intec Ltd

ASX Code: INL
ABN 25 001 150 849

Superior and Sustainable Metals Production

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Department of Chemical Engineering
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28 September 2004

Dear Intec Shareholder

2004 Annual Report and Annual General Meeting

Please find enclosed with this letter your Intec Annual Report for 2004 and Notice of Annual General Meeting with its accompanying Explanatory Statement and Form of Proxy.

At the time of writing, your Company is undertaking an A\$10 million capital raising (the Placement), principally to fund development of the Hellyer Project. Grange Securities Ltd and RFC Corporate Finance Ltd have been appointed as Joint Lead Managers to the Placement and are currently conducting an institutional and corporate book-build which is intended to be completed by the time of the Annual General Meeting.

All shareholders will then be given the opportunity to participate in the Company's future growth via an underwritten A\$5 million Shareholder Purchase Plan projected to be at the Placement price. Any larger shareholder who qualifies as a "sophisticated investor" under the Corporations Act 2001 (Cth.) and wants to participate beyond A\$5,000 by becoming either a placee or sub-underwriter is encouraged to contact:

Kieran Rodgers (kieran@intec.com.au) on +612-9351-6741
Tony Bonello (tbonello@grangesecurities.com.au) on +612-8259-4800
Stephen Weir (stephenw@rfc.com.au) on +612-9250-0000

On behalf of the Directors, I encourage you to attend the Annual General Meeting if at all possible, in order to be fully informed of the Company's progress. If however you are unable to do so, please complete, sign and return to us the Form of Proxy.

I and my fellow Intec Directors and staff look forward to seeing you at the meeting and reception afterwards.

Yours sincerely
Intec Ltd

A handwritten signature in black ink that reads 'Philip R. Wood' with a horizontal line underneath.

Philip Wood
Managing Director and Chief Executive Officer

Intec Ltd

ABN 25 001 150 849

NOTICE OF 2004 ANNUAL GENERAL MEETING

Notice is given that the 2004 Annual General Meeting of shareholders of Intec Ltd will be held as follows:

Time: 5.30pm

Date: Thursday, 28 October 2004

Place: Allens Arthur Robinson, 'Partners Room' Level 23, The Chifley Tower, 2 Chifley Square, Sydney 2000, Australia

This notice should be read in conjunction with the accompanying Explanatory Statement.

This notice is accompanied by a proxy form for those shareholders wishing to vote by proxy. Please follow the instructions at the end of the form carefully.

ORDINARY BUSINESS

Resolution 1 Financial Report

To consider and, if thought fit, to pass the following ordinary resolution:

That the Company's Financial Report for the financial year ended 30 June 2004 together with the related Directors' and Auditor's reports be received, approved and adopted.

Resolution 2 Election of Director - Mr Richard H Jenkins

To consider and, if thought fit, to pass the following ordinary resolution:

That Mr Richard H Jenkins, a Director appointed since the last Annual General Meeting and retiring in accordance with the Corporations Act 2001 and the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company.

Resolution 3 Election of Director - Mr J Philip Evans

To consider and, if thought fit, to pass the following ordinary resolution:

That Mr J Philip Evans, a Director since 2001, and retiring in accordance with the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company.

SPECIAL BUSINESS

Resolution 4 Proposed issue of Shares (Share Purchase Plan 'Underwriting' approval)

That pursuant to ASX Listing Rules 7.1, 7.3 and for all other purposes, the Company approves the issue of Shares, at an issue price of up to a 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the issue date of the Shares, by way of placements underwriting a Share Purchase Plan (SPP) proposed to be undertaken by the Company, for the purposes and otherwise on the terms and conditions as set out in the Explanatory Statement which accompanies this Notice of General Meeting.

Resolution 5 Proposed issue of Shares (Institutional and Corporate Placement)

That pursuant to ASX Listing Rules 7.1, 7.3 and for all other purposes, the Company approves the issue of Shares, at an issue price of up to a 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the issue date of the Shares, by way of placements, for the purposes and otherwise on the terms and conditions as set out in the Explanatory Statement which accompanies this Notice of General Meeting.

NOTICE OF 2004 ANNUAL GENERAL MEETING (continued)

Resolution 6 Proposed Issue of Shares to a Related Party (Director participation in Share Purchase Plan 'underwriting' and/or Institutional and Corporate Placement)

That pursuant to ASX Listing Rules 10.11, 10.13 and for all other purposes, the Company approves the issue of Shares, at an issue price of up to a 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the issue date of the Shares, to one or more companies associated with the Company's Chairman, Mr Richard Jenkins, for the purposes and on the terms and conditions as set out in the Explanatory Statement which accompanies this Notice of General Meeting.

Voting Exclusion

The Company will disregard any votes cast on Resolution 4 by any person who, at the date of the meeting, may participate in the issue of Shares and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of any of these people.

The Company will disregard any votes cast on Resolution 5 by any person who, at the date of the meeting, may participate in the Institutional and Corporate Placement and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of any of these people.

The Company will disregard any votes cast on Resolution 6 by Mr Jenkins, any company associated with Mr Jenkins which proposes to acquire Shares pursuant to Resolution 6 or any associates of these parties.

Intec Ltd need not, however, disregard any vote if:

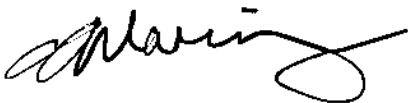
- It is cast by a person, as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the Chairman of the meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chairman decides.

OTHER BUSINESS

To transact any other business which may be properly brought before the meeting.

Dated: 28 September 2004

By order of the Board



Robert J Waring
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement sets out information in connection with the business to be considered at the 2004 Annual General Meeting of the Company.

ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

Resolution 1 Financial Report

This item of business relates to the receipt, approval and adoption of the Company's Financial Report for the year ended 30 June 2004 together with the related Directors' and Auditor's reports.

Resolution 2 Election of Director – Mr Richard H Jenkins

Mr Richard H Jenkins was appointed a Director of the Company on 22 March 2004 and, retiring in accordance with the Corporations Act 2001 and the Company's Constitution, Mr Jenkins cannot hold office past the 2004 Annual General Meeting without submitting himself for re-election. Mr Jenkins, being eligible, wishes to stand for re-election.

Mr Jenkins was an Executive Director of Macquarie Bank Limited from 1986 to 2001 and served on the Macquarie Bank Limited Executive Committee from 1993. He was then appointed Head of Equities Group and subsequently co-headed Macquarie Investment Bank, formed by the merger of the Equities and Corporate Finance Groups. Companies associated with Mr Jenkins hold significant shareholdings in Intec: his particular focus as a Sydney-based Director (and Chairman) will be on maximisation of financial outcomes for all Intec shareholders.

Resolution 3 Election of Director – Mr J Philip Evans

Mr J Philip Evans was appointed a Director of the Company on 26 March 2001. Under the Company's Constitution, Mr Evans retires by rotation and, being eligible, wishes to stand for re-election.

Mr Evans has been closely involved with the Intec Copper Process since 1995 through his role as the President of H.G. Engineering, one of North America's foremost metallurgical engineering firms. H.G. Engineering provides important engineering design services to the Company from its corporate headquarters in Toronto, Canada.

Mr Evans has over 40 years of experience in the operation and design of hydrometallurgical plants.

Resolution 4 Proposed issue of Shares (SPP Underwriting Approval)

On 17 September 2004 Intec announced the appointment of Joint Lead Managers for a forthcoming A\$15 million capital raising, to comprise an A\$10 million institutional and corporate placement and a Share Purchase Plan 'underwritten' to an amount of A\$5 million.

The Share Purchase Plan will permit eligible shareholders to subscribe for up to A\$5,000 worth of Intec shares at a price of up to 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the SPP issue announcement date or the issue date of the SPP Shares. Details in relation to the Share Purchase Plan will be released shortly.

In order to ensure the success of the Share Purchase Plan and the Company's broader fund raising efforts, it is proposed that the Share Purchase Plan be partially 'underwritten', by way of placement of Shares to certain parties, again at a price of up to 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the issue date of the Shares to a maximum of A\$5 million. This 'underwriting' process will effectively underwrite up to a maximum of A\$5 million of the funds proposed to be raised under the Share Purchase Plan.

EXPLANATORY STATEMENT (continued)

Resolution 4 seeks shareholder approval pursuant to ASX Listing Rules 7.1 and 7.3 for the potential issue of up to A\$5 million worth of Shares to the 'underwriters' of the Plan.

The level of participation in the Share Purchase Plan by eligible shareholders, and the actual Share issue price under the Share Purchase Plan, will ultimately determine the number of Shares issued to the eligible shareholders under the Share Purchase Plan and hence to the 'underwriters' of the Share Purchase Plan.

Assuming for the purposes of this Resolution 4 that the 'underwriters' are required to subscribe for the full A\$5 million worth of Shares which they have agreed to 'underwrite', this will result in the issue of Shares to them totalling A\$5 million divided by the price of the Shares issued to them, being up to a 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the issue date of the Shares. To the extent that this issue may potentially exceed 15% of the Company's issued ordinary Shares immediately prior to the date of the Share issue, Shareholder approval is sought.

ASX Listing Rule 7.1 prohibits (subject to certain exceptions such as pro-rata rights and bonus issues) the Company from issuing or agreeing to issue new securities representing more than 15% of its total issued ordinary Shares during the following 12 month period, without shareholder approval.

By shareholders approving this issue of securities it enables the Company to issue the Shares to the 'underwriters' of the Plan without that issue counting towards the 15% limit in Listing Rule 7.1. Moreover, these Shares issued and proposed to be approved under Listing Rule 7.1 and 7.3 will be included in the total issued Share capital of the Company when calculating the 15% limit for any future issues.

The 'underwriter' of the Share Purchase Plan is intended to be Grange Securities Ltd. The actual parties to whom the Shares will be issued have not yet been identified, however are anticipated to be existing shareholders of the Company and clients of Grange Securities Ltd who are 'excluded offerees' in the context of Section 708 of the Corporations Law 2001 (Cth). To the extent that a Director of the Company wishes to participate in the proposed issue, a separate resolution is included in this Notice of 2004 Annual General Meeting (refer Resolution 6).

The Shares, on issue, will rank pari passu with Intec's currently quoted class of fully paid ordinary shares coded 'INL'. Although the date of issue and allotment of the Shares is not currently known, both these events will occur no later than three (3) months from the date of the general meeting considering this resolution.

The funds raised will be used for the completion, over an approximate fifteen month period, of a demonstration plant, feasibility study for, and financing of, a full-scale Intec processing facility at the Company's wholly owned Hellyer Mine Site in Tasmania. The broad heads of expenditure of the total A\$15 million cost of this process is as follows:

Demonstration plant capital cost:	A\$4.65 million
Demonstration plant operating cost:	A\$2.60 million
Bankable feasibility study:	A\$2.00 million
Care and maintenance costs:	A\$1.00 million
Working capital:	A\$4.00 million
Capital raising costs:	A\$0.75 million
Total:	A\$15.00 million

EXPLANATORY STATEMENT (continued)

Resolution 5 Proposed issue of Shares (Institutional and Corporate Placement)

As detailed above, on 17 September 2004 Intec announced the appointment of Joint Lead Managers for a forthcoming A\$15 million capital raising, to comprise an A\$10 million institutional and corporate placement and a Share Purchase Plan 'underwritten' to an amount of up to A\$5 million.

The Company proposes to carry out the placement of Shares to certain institutional and corporate investors at a price of up to a 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the issue date of the Shares, to raise an amount of up to A\$12 million. Currently, the Company only intends an issue to the value of A\$10 million under this Resolution 6; however in order to afford the Company the flexibility to accept possible 'oversubscriptions' of up to a further A\$2 million in the Institutional and Corporate Placement (with commensurate reduction in the portion of the Shareholder Purchase Plan that is underwritten), approval is hereby sought for an issue of up to A\$12 million.

Resolution 5 seeks shareholder approval pursuant to ASX Listing Rules 7.1 and 7.3 for the issue of these Shares to the institutional and corporate investors.

ASX Listing Rule 7.1 prohibits (subject to certain exceptions such as pro-rata rights and bonus issues) the Company from issuing or agreeing to issue new securities representing more than 15% of its total issued ordinary Shares during the following 12 month period, without shareholder approval.

Shareholder approval of this issue of securities enables the Company to issue the Shares to the institutional and corporate investors without that issue counting towards the 15% limit in Listing Rule 7.1. Moreover, these Shares issued and proposed to be approved under Listing Rule 7.1 and 7.3 will be included in the total issued Share capital of the Company when calculating the 15% limit for any future issues. Assuming that this Resolution 5 is passed, the institutional and corporate investors will subscribe for up to A\$12 million worth of Intec Shares, resulting in the issue to them of Shares totalling up to that value and numbering up to A\$12 million divided by the issue price of those Shares, being up to 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the date of issue of the Shares.

The institutional and corporate investors have not yet been identified, however are anticipated to be clients of RFC Corporate Finance Ltd and/or Grange Securities Ltd and/or companies having an industry connection with Intec, all of whom are 'excluded offerees' in the context of Section 708 of the Corporations Law 2001 (Cth). The Shares, on issue, will rank pari passu with Intec's currently quoted class of fully paid ordinary shares coded 'INL'. Although the date of issue and allotment of the Shares is not currently known, both these events will occur no later than three (3) months from the date of the general meeting considering this resolution.

The funds raised will be used for the completion, over an approximate fifteen month period, of a demonstration plant, feasibility study for, and financing of a full-scale Intec processing facility at the Company's wholly owned Hellyer Mine Site in Tasmania. The broad heads of expenditure of the total A\$15 million cost of this process is as follows:

Demonstration plant capital cost:	A\$4.65 million
Demonstration plant operating cost:	A\$2.60 million
Bankable feasibility study:	A\$2.00 million
Care and maintenance costs:	A\$1.00 million
Working capital:	A\$4.00 million
Capital raising costs:	A\$0.75 million
Total:	A\$15.00 million

EXPLANATORY STATEMENT (continued)

Resolution 6 Proposed Issue of Shares to a Related Party

Companies associated with Intec's Chairman, Mr Richard Jenkins, have indicated that they currently propose to participate in either of the Share issues referred to in Resolutions 4 and 5 above.

ASX Listing Rule 10.11 excludes a related party, such as Mr Jenkins or his associated companies, from acquiring securities in Intec except in certain circumstances. One of these circumstances is where shareholders approve the proposed Share issue. ASX Listing Rule 10.13 sets out the notice requirements which apply in order for shareholders to validate such an approval.

In accordance with Listing Rule 10.13 the Company advises:

1. The Shares are proposed to be issued to one or more companies associated with Mr Jenkins.
2. The actual number of Shares proposed to be issued to such companies is not currently known. If the companies associated with Mr Jenkins do elect to participate in the Share issues, the number of Shares issued to them will be not more than that number of Shares which ensures that the total current pro-rata interest of companies associated with Mr Jenkins in the share capital of Intec (4.9% of Shares) remains the same. At the date of this Notice there are 248,662,632 Intec shares on issue.
3. The Shares, on issue, will rank *pari passu* with Intec's currently quoted class of fully paid ordinary shares coded 'INL'. Although the date of issue and allotment of the Shares is not currently known, both these events will occur no later than one (1) months from the date of the general meeting considering this resolution.
4. The price of issue of the Shares will be up to 20% discount to the weighted average share price for Intec Shares trading on ASX for the five business days immediately preceding the issue date of the Shares.
5. The funds raised will be used for the purposes set out in Resolutions 4 and 5 above.

Intec Ltd
ABN 25 001 150 849

FORM OF PROXY FOR 2004 ANNUAL GENERAL MEETING

I/We, _____
(Name of Shareholder)

of _____
(Address of Shareholder)

being a shareholder of Intec Ltd hereby appoint:

(Name of Proxy)

(Address of Proxy)

or, failing him/her, **the Chairman of the Meeting** as my/our proxy to attend and vote for me/us and in my/our name at the Annual General Meeting of Intec Ltd to be held on Thursday 28 October 2004 and at any adjournment of that meeting.

Each shareholder should see overleaf for information concerning how to vote by proxy or appoint a corporate representative.

Proxy Voting Instructions

If you wish to instruct your proxy how to vote on any item, please indicate your instructions with an "X" in the appropriate box(es) below. Unless otherwise instructed, the proxy is directed to vote as he/she thinks fit.

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that, if the Chairman is your proxy, the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

The Chairman of the meeting intends to vote undirected proxies in favour of all resolutions set out in the Notice of Meeting.

RESOLUTIONS

Resolutions

	For	Against	Abstain
1 Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director - Richard H Jenkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - J Philip Evans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Proposed issue of Shares (SPP Underwriting Approval)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Proposed issue of Shares (Institutional and Corporate Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Richard Jenkins (related party) Share issue approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Member:

Execution by Corporate Member

Director/Secretary

Director

Date: _____

VOTING BY PROXY AND APPOINTMENT OF A CORPORATE REPRESENTATIVE

1. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where two proxies are appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights.
2. A proxy need not be a shareholder of the Company. A shareholder may appoint as its proxy the "Chairman of the Meeting".
3. A proxy given by a corporation must be executed under seal or under the hand of a duly authorised officer or attorney. Either of the joint holders of a share may sign the proxy form.
4. To be effective, the proxy form and the power of attorney or other authority (if any) under which each is signed (or a copy of that power or authority certified in a manner acceptable to the Directors of the Company) must be deposited at the Gordon Chiu Building J01, Department of Chemical Engineering, Maze Crescent, University of Sydney NSW 2006 Australia or by facsimile: +612 9351 7180 at least 48 hours prior either to the meeting (i.e. not later than 5.30 pm on 26 October 2004) or to any adjourned meeting.
5. Additional proxy forms will be supplied on request.
6. A body corporate may appoint a representative to attend, vote at and otherwise act for it at the meeting in accordance with the Corporations Act 2001.