

Rights Issue Offer Document for a pro-rata Non-Renounceable Rights Issue

**of 8 new shares (New Shares) in the capital of
Icon Resources Ltd ABN 77 115 009 106 (Icon or the Company)
for every 10 existing Shares held at 7.00pm (Sydney time)
on 23 June 2011 (the Record Date) at an issue price of A\$0.075 per New
Share to raise approximately A\$7.15 million.**

IMPORTANT NOTICE

This Offer Document is not a Prospectus. It may not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered under this Offer Document. You should carefully review the Risks Section of this Offer Document.

This Offer Document is important and requires your immediate attention. It should be read in its entirety. If after reading this Offer Document, you do not understand its contents, you have any questions about the New Shares being offered under it or any other matter or are in doubt as to the course you should follow, you should consult your stockbroker, accountant or professional adviser without delay.

This Offer opens on 28 June 2011 and closes at 5.00pm (Sydney time) on 12 July 2011.
Valid Applications must be received before that time.

Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

Icon Resources Ltd

ABN: 77 115 009 106

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IMPORTANT INFORMATION

This Offer Document is dated 15 June 2011.

This Offer is being made under a Cleansing Notice in accordance with section 708AA of the Corporations Act without a prospectus.

This Offer Document is not a prospectus or any other form of disclosure document regulated by the Corporations Act and has not been lodged with ASIC. Accordingly, this Offer Document may not contain all of the information necessary to enable investors to make an informed investment decision.

This Offer Document is intended to be read in conjunction with the Cleansing Notice and with the publicly available information in relation to the Company which has been notified to ASX. Investors should, therefore, have regard to the Cleansing Notice and other publicly available information in relation to the Company before making a decision whether or not to invest in New Shares or the Company.

Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form accompanying this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

Offering Restrictions

The distribution of this Offer Document in jurisdictions outside Australia, New Zealand and Singapore may be restricted by law and, therefore, persons who come into possession of this Offer Document should seek advice on and observe such restrictions. Failure to comply with these restrictions may violate applicable securities laws. Further information regarding the distribution of this Offer Document is contained in Sections 1.6 and 1.7 of this Offer Document. This Offer is made to any persons who are Eligible Shareholders at the Record Date. This Offer Document does not constitute an Offer or invitation in any place outside Australia, New Zealand or Singapore in which, or to any person to whom, it would not be lawful to make such an Offer or invitation.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied upon as having been authorised by the Company, the Directors or any other person in connection with the Offer.

Definitions and Abbreviations

Capitalised words or terms used in this Offer Document have defined meanings, which are explained in the Glossary in Section 6 of this Offer Document.

A reference to time in this Offer Document is to Sydney time, unless otherwise stated. All financial amounts contained in this Offer Document are expressed in Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables contained in this Offer Document are due to rounding.

**Risk Factors**

This Offer Document does not take into account your investment objectives, financial situation and particular needs. It is important that you read this Offer Document in its entirety before deciding whether to invest in the Company. In particular, you should consider the risk factors that could affect the performance of the Company. You should carefully consider these factors in the light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to invest. A number of key risk factors that you should consider are outlined in Section 4 of this Offer Document.

Enquiries

If you have any questions in relation to the Rights Issue, please contact your stockbroker, solicitor, accountant or financial adviser. If you have questions in relation to how to complete the Entitlement and Acceptance Form, please call Computershare Investor Services Pty Limited on 1300 583 350 (within Australia) or +61 3 9415 4641 (for overseas callers).



CHAIRMAN'S LETTER

15 June 2011

Dear Shareholders

The Board of Directors is pleased to offer all eligible Icon Resources Ltd Shareholders the opportunity to participate in an eight-for-ten non-renounceable Rights Issue of New Shares at an Issue price of 7.5 cents per Share and the placement of the shortfall of New Shares from the Rights Issue, if any.

All Shareholders registered at 7.00pm (Sydney time) on 23 June 2011 will be entitled to participate in the Rights Issue on the basis of eight New Shares for every ten Shares held at an Issue price of 7.5 cents per Share. If fully subscribed the amount raised by Icon will be \$7.15 million.

The Closing Date for acceptance of the Rights Issue is 5.00pm (Sydney time) on 12 July 2011.

The raising will fund the capital expenditure required to get the tailings re-treatment into production, working capital for that project, the feasibility studies to prepare for the re-treatment of the mineralised dumps/stockpiles, and exploration objectives.

Icon's Board of Directors has decided to proceed with the tailings retreatment project at Mt Carbine, following completion of the final feasibility studies. Modeling of potential cash flows from the tailings project indicates that it has robust economics at a production rate of about 50 tonnes of WO₃ per month in a saleable concentrate, and production at this rate will continue for up to two years.

In addition to production from the tailings, the recent highly-successful ore sorting trials on bulk samples indicate that the mineralised dumps will supply mill feed for at least another five years before hard rock mining commences. This development is a "game changer" for Icon and its shareholders, since it creates the opportunity to generate significant cash flow well before committing to re-starting the hard rock mining operations. The feasibility studies planned for the dumps re-treatment are intended to optimise the mill flow sheet for production from the dumps.

The raising will also fund exploration aimed at enlarging the hard rock resource in the Mt Carbine Mining Leases and surrounding Exploration Permits, and drilling at Tara in NSW to test the exciting tin prospect identified from previous work. The Tara prospect has already been announced, but Shareholders should also be reminded that very significant exploration potential exists at Mt Carbine itself: the Mt Carbine ore body has only been tested to a distance of 75 metres from the old open pit, yet historic tungsten workings extend for 500 metres north of the pit, and Icon has found significant tungsten geochemical anomalies over several kilometers south-east of the pit.

The Board believes that this Rights Issue provides all Shareholders with an equitable and attractive opportunity to participate in the redevelopment of Mt Carbine and ultimately to benefit from the cash flow to be generated by this redevelopment. The Directors have decided not to seek an underwriter for the Rights Issue but will seek shareholder approval at the Extraordinary General Meeting (EGM) to place any Shortfall (that shareholders have not taken up) to other parties.

We would like to thank all Shareholders for their continuing interest and ongoing support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'L Pretorius'.

Leon Pretorius
Chairman

COMPANY OVERVIEW

Icon is presently restructuring its mineral rights portfolio to concentrate on becoming a major Australian tungsten producer, based on its flagship Mt Carbine tungsten project. A three stage project is planned, commencing with re-treating the tailings, followed by re-treatment of low grade stockpiles and then hard rock mining

It is expected that additional planned exploration on the hard rock resource, which presently has a JORC Inferred Resource of 39Mt at 0.14%WO₃ at a cut-off grade of 0.05% WO₃, will delineate a world class ore body as approximately two thirds of the mineralised zone is yet to be explored from the surface and the known ore body is open at depth below 600 metres and to the north.

Divestment of Icon's other projects is being done in a manner to provide maximum benefit for shareholders.

- The copper-zinc prospects were "spun off" into Fitzroy Resources Ltd (ASX Code: FRY) in which Icon retains a shareholding of approximately 20%. FRY raised \$5 million and on 10 May 2011 announced early success with high grade copper-zinc intercepts at its Develin Creek prospect.
- The gold prospects have been vended into a new Icon sponsored company (Gossan Hill Gold Limited) along with two other outstanding gold prospects from two other ASX-listed companies, Mt Adrah and Mee Maa in NSW. Mt Adrah is an altered igneous intrusion with a JORC Inferred Resource estimate of 239,000 ounces at 1.14 g/t to a depth of 120 metres. Mee Maa is an untested gold bearing epithermal vein system. Seed capital has been raised and an IPO is being planned for the third quarter 2011.
- Joint ventures have been announced on the Crystal Mount porphyry gold-molybdenum and Constance Range Iron Ore prospects, while a new tin exploration target at the Tara prospect has been announced.

Purpose of the Offer

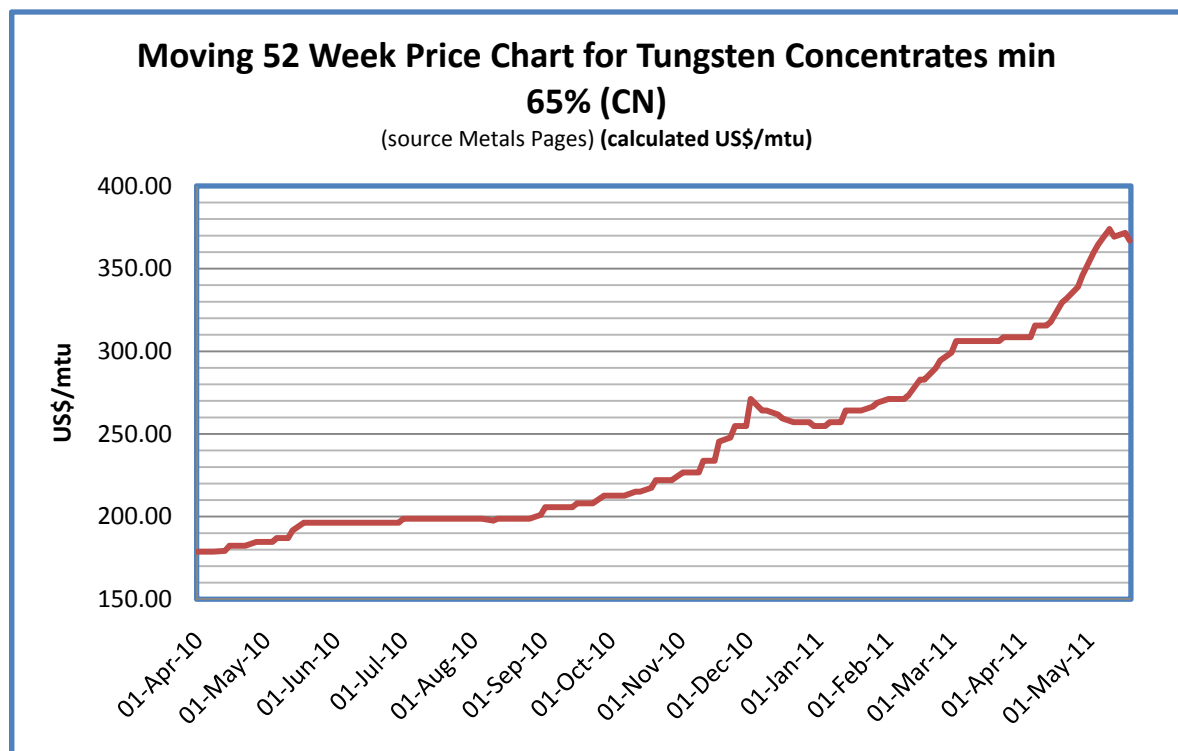
This Rights Issue is to provide funding for the construction of the tailings retreatment plant, further exploration on the Mt Carbine tenements and the Tara tin project, the final feasibility study for processing the low grade stockpiles, and working capital. Assuming that the Offer is fully subscribed, the Company intends to expend the funds raised in the Offer as follows:

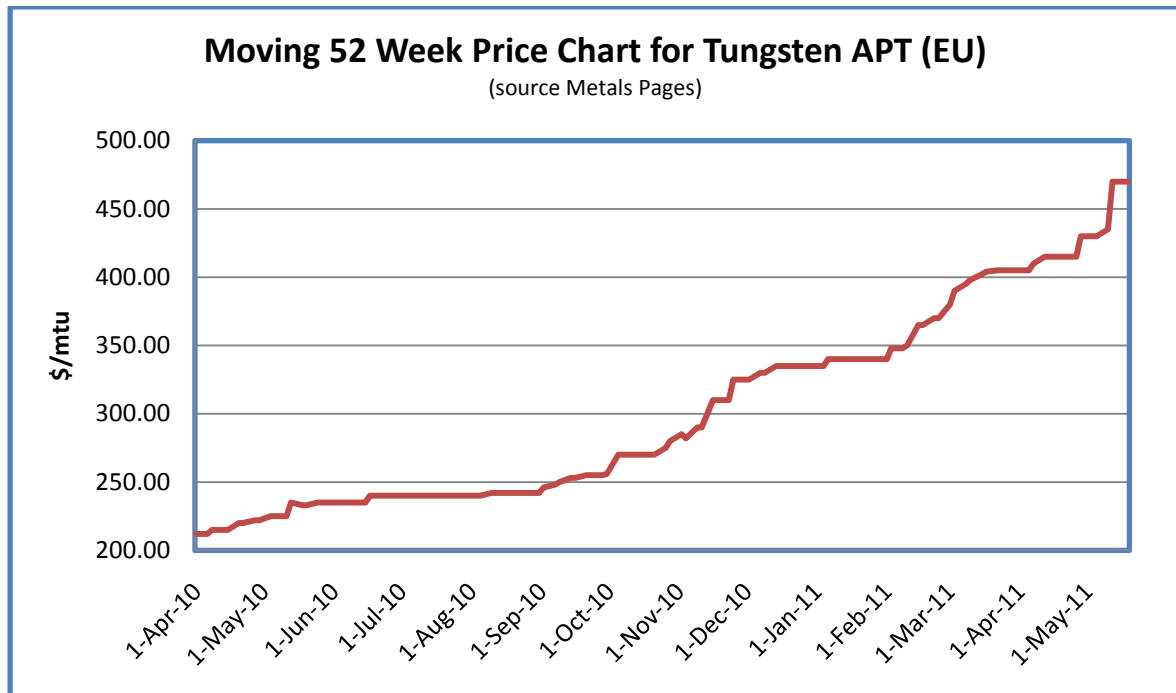
ACTIVITY	BUDGETED AMOUNT
Construction of Tailings Processing Plant	\$4,348,000
Exploration drilling at Mt Carbine and Tara	\$1,000,000
Feasibility Study for Low Grade Stockpiles	\$1,000,000
Corporate costs and Working Capital	\$640,000
Expenses of the Issue	\$160,000
Total	\$7,148,000

Tungsten

Tungsten prices are quoted in metric tonne units (mtu) of WO_3 (one mtu is 1% of a metric tonne and contains 10kg of WO_3). Prices are mostly quoted for the refined products APT (ammonium paratungstate) or Tungsten Oxide. These are intermediate products required to produce granular tungsten carbide. Most recent prices for APT are US\$460-470 per MTU, or US\$46,000 per tonne of tungsten metal contained in APT and show more than a doubling in price in the past six months. Reporting of concentrate sales has been much less reliable, but Icon has received indications that it is realistic to expect acceptance lower grade tungsten concentrates at significantly higher prices than those reported by the most recent market research.

Global demand for tungsten concentrates has increased beyond the producers' ability to supply and the market is now very tight. China, the US and Europe have all declared tungsten as a strategic metal and China which formerly dominated the world tungsten export market, has become a net importer of tungsten concentrates and APT. This combination has led to the dramatic increase in prices for APT and Tungsten Oxide as can be seen in the two Moving 52 week price charts below.





Icon's strategy for development of the Mt Carbine Operations

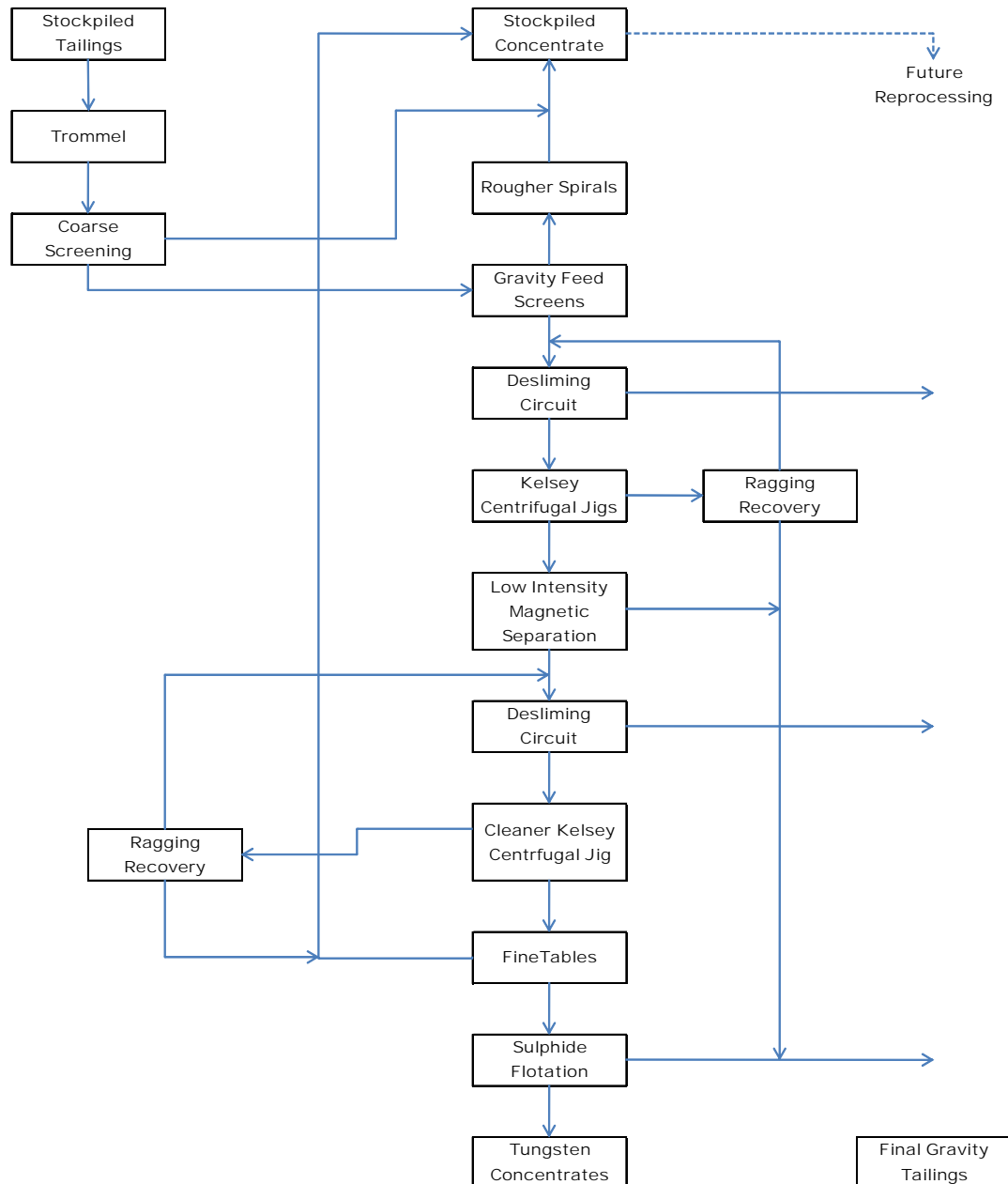
Icon's goals are to become a major tungsten producer and develop a reputation as a reliable long-term supplier of tungsten concentrate. To achieve these goals, Icon intends to commence tungsten concentrate production from Mt Carbine with retreatment of the tailings dumps, followed by processing of the low grade stockpiles, and then re-opening of the hard rock mine.

Tailings Retreatment

Icon reported the results of extensive testwork on the tailings resource at Mt Carbine (ASX announcement 10 May 2011), and its decision to proceed with the construction of a processing plant to re-treat the tailings.

Project life is around two years at a production rate of 50tpm WO₃ in concentrate.

The flowsheet and design for the tailings retreatment plant has been finalised as follows:



Low grade stockpiles Retreatment

The long history of ore sorting by QWL and Icon's recent modern X-ray based ore sorter trials indicate that the Mt Carbine ore is ideally suited to ore sorting, with far superior pre-concentration ratios than achieved from ore sorter trials reported for other tungsten deposits throughout the world. This is presumed to be related to the unusual occurrence of both wolframite and scheelite in the Mt Carbine ore.

The Company plans to fast-track test work and feasibility studies on the pre-concentrates obtained from the ore sorting trials to obtain a final process flow sheet, capital and operating costs estimates for re-treating the low grade stockpiles. This project will provide a further five to seven years production at a rate of 100tpm WO_3 in concentrate.

Hard Rock Mining

The immediate plan is to carry out the exploration required to delineate the full extent of the hard rock mineralization, with the ultimate goal of a final feasibility study and plan to re-open the hard rock tungsten mine at an optimum scale. The intention is to commence production from the hard rock mine in time to increase market share before the low grade stockpile processing comes to an end.

Exploration potential

Tungsten mineralisation at Mt Carbine defined by old workings and recent surface geochemical surveys extends for a distance of over 1km along a southeast-northwest trend with the existing open pit, which is 400 metres long situated approximately in its centre. It is important to note that exploration drilling has only been carried out within 75 metres northwest of the pit and there is no drilling to the southeast. Drilling beneath the open pit indicates that the deposit is open below 600 metres.

Sheeted quartz vein tungsten deposits similar to Mt Carbine in other parts of the world (southern China, southern England, and Burma) typically amount to more than 100Mt at a similar bulk grade to Mt Carbine whereas drilling to date at Mt Carbine has defined a JORC Inferred Resource estimate of 39Mt at 0.14% WO_3 at a cut-off of 0.05% WO_3 (refer ASX announcement 15 October 2010).

Given the untested potential to the northwest, at depth and to the southeast of the pit, Icon considers that further exploration will delineate significant tungsten mineralisation in addition to the present JORC Code resource estimate.

A number of tungsten prospects have also been identified within the exploration tenements surrounding the mining leases, including sheeted quartz-tin-tungsten veining at Mt Holmes and scheelite-bearing skarn mineralisation associated with historical workings extending to the south-east from Mt Carbine. Icon is planning to systematically evaluate these prospects in conjunction with ongoing hard-rock resource definition drilling within the Mining Leases. The \$1,000,000 budget for exploration will include drilling in the Mining Leases and the adjacent Exploration Permits, with the intention of significantly increasing the hard rock tungsten resource.

1. Details of the Offer

1.1 The Offer

Under this Offer Document, the Company is offering by way of a pro-rata non-renounceable Rights Issue, 95,298,398 New Shares (subject to rounding up of Entitlements) in the Company to Eligible Shareholders on the basis of eight New Shares for every ten existing Shares held on the Record Date at an issue price of A\$0.075 per New Share, to raise approximately A\$7.15 million.

There are currently 21,810,881 Options on issue. Each Option entitles the holder, upon payment of the applicable exercise price, to subscribe for one Share. Only if the Options have been exercised and the Shares issued before the Record Date will these Shares participate in the Rights Issue. The number of New Shares issued may, therefore, increase if some or all of these Options are exercised prior to the Record Date. If all of the Options that can be exercised are exercised, the number of Shares on issue prior to the New Shares being issued will increase by 21,810,881.

The Offer is made on a non-renounceable basis. This means that your Entitlement under this Offer Document is not transferable and you may not renounce (sell) your Entitlement, which you do not wish to accept. Any portion of your Entitlement that you decide not to accept by the Closing Date will lapse and the New Shares the subject of that Entitlement may be taken up by other Eligible Shareholders under the Top-Up Offer or by the placement of the Shortfall.

1.2 Closing Date

The Closing Date for the Rights Issue is 5.00pm (Sydney time) on 12 July 2011. No Applications for New Shares pursuant to the Rights Issue received after this time will be accepted. The Directors reserve the right to extend the Closing Date where permitted by the ASX Listing Rules.

1.3 Underwriting

The Offer will not be underwritten.

In the event of a Shortfall, the Directors reserve the right to place the Shortfall in their sole discretion. The Shortfall will first be used to satisfy, at the Directors sole discretion, any Applications made in the Top-Up Offer (see Section 1.15 of this Offer Document).

1.4 Indicative Timetable and Important Dates*

Event	Date
Initial announcement of Rights Issue, lodgement of Appendix 3B	14 June 11
Despatch of Rights Issue Offer Letter to shareholders	16 June 11
New Shares quoted on an 'ex' entitlement basis	17 June 11
Record Date for determining rights	23 June 11
Despatch of Rights Issue Offer Document and Entitlement and Acceptance Form	28 June 11
Offer Closing Date	12 July 11
Company notifies ASX of Shortfall	15 July 11
Allotment of New Shares, despatch of holding statements	20 July 11
Trading on ASX of New Shares on a normal settlement basis	21 July 11

*The above dates (other than the date of the announcement of the Offer and the date of lodgement of the Offer Document with ASX) are indicative only and may change without notice. Subject to the Listing Rules, the Company reserves the right to extend the Closing Date or close the Offer without further notice. A change to the Closing Date may cause other dates to change.

The Directors also reserve the right not to proceed with the whole or part of the Offer at any time prior to the allotment, in which case, the relevant Application Monies will be returned without interest.

1.5 Price

The New Shares offered pursuant to the Rights Issue will be issued at a price of A\$0.075 per New Share.

1.6 Eligibility and Entitlement

All registered Icon Shareholders as at the Record Date whose registered addresses are within Australia, New Zealand or Singapore will be eligible to participate in the Rights Issue (**Eligible Shareholders**).

The Company has decided that the Rights Issue will not be extended to shareholders with registered addresses outside Australia, New Zealand or Singapore as the Company has formed the view that it would be unreasonable to extend the Offer in such a way having regard to:

- the number of shareholders in each place outside Australia, New Zealand and Singapore, both specifically and as a proportion of the total issued Shares of the Company;
- the number and value of New Shares to be offered to shareholders outside Australia, New Zealand and Singapore; and
- the costs of complying with the laws and legal requirements, and requirements of regulatory authorities, in overseas jurisdictions.

The number of New Shares to which an Eligible Shareholder is entitled under the Offer is shown on the personalised Entitlement and Acceptance Form accompanying each hard copy of this Offer Document sent to Eligible Shareholders.

An explanation of the actions required by Eligible Shareholders under the Rights Issue is set out in Section 3 of this Offer Document.

1.7 Restrictions on the Distribution of the Offer Document

This Offer Document is not to be issued, published, reproduced, distributed, circulated or in any way made available to any person or in any place outside Australia, New Zealand and Singapore.

Neither this Offer Document, the Rights nor the New Shares have been registered, or will be registered, in any jurisdiction. Neither this Offer Document nor the Entitlement and Acceptance Form constitutes an offer or invitation in any place which, or to any person to whom, it would not be lawful to make such an offer or invitation.

This distribution of this Offer Document and of the Entitlement and Acceptance Form (including electronic copies) in jurisdictions outside Australia may be restricted by law, and therefore, persons who come into possession of this Offer Document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. The Directors reserve the right to treat as invalid any Entitlement and Acceptance Form that appears to the Directors or the Company's agents to have been submitted in violation of any applicable securities laws.

Eligible Shareholders who are resident outside Australia, New Zealand and Singapore should consult their professional advisors as to whether, in order to take up the Offer, any governmental or other consents are required or other formalities need to be observed.

Eligible Shareholders who are holding Shares on behalf of persons who are resident outside of Australia, New Zealand and Singapore (including nominees, custodians and trustees) are responsible for ensuring that any dealings with respect to the Offer and the New Shares issued do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions.

1.8 Record Date

The Record Date to participate in the Rights Issue is 7.00pm (Sydney time) on 23 June 2011.

1.9 Ranking

New Shares issued pursuant to the Rights Issue will rank equally with existing fully paid ordinary Shares on issue.

1.10 Minimum Subscription

There is no minimum subscription on the New Shares.

1.11 Allotment of New Shares

New Shares issued pursuant to duly completed Entitlement and Acceptance Forms will be allotted no later than six Business Days after the Closing Date. However, no New Shares will be issued until the proceeds of the Rights Issue have been received and permission has been granted by ASX for quotation of the New Shares on ASX.

Application Monies will be held in trust for the Applicants until allotment of the New Shares. Any interest earned on the Application Monies will be for the benefit of Icon and will be retained by Icon whether or not allotment takes place.

A completed and lodged Entitlement and Acceptance Form (together with a cheque or evidence of payment for the Application Monies by electronic means to Icon's satisfaction), constitutes a binding and irrevocable Application for the number of New Shares specified in the Entitlement and Acceptance Form. The Entitlement and Acceptance Form does not need to be signed to be a binding Application.

1.12 Quotation of New Shares

Application for quotation by ASX of the New Shares, the subject of this Offer Document, has been made in accordance with the Listing Rules.

1.13 Directors

Directors of the Company have confirmed that, to the extent that they are Eligible Shareholders, they have the present intention of participating in the Rights Issue. Dr Pretorius has confirmed that his present intention is to take up A\$500,000 of New Shares as part of the placement of any Shortfall if shareholder approval is received.

1.14 Rounding

In determining Entitlements to New Shares pursuant to the Rights Issue fractional Entitlements will be rounded up.

1.15 Top-Up Offer

ASX Listing Rule 7.11.4 and section 708AA(13)(a) of the Corporations Act (as modified by ASIC Class Order 08/35) permit the Company to make an additional offer of the New Shares that may be comprised in any Shortfall. Accordingly, Eligible Shareholders are also able to participate in a further discretionary offer of New Shares, being the New Shares that have been initially offered to Eligible Shareholders under the Rights Issue (**Top-Up Offer**). It is a condition of the Top-Up Offer that the New Shares being offered may only be issued to a successful applicant where an Offer of the New Shares has first been made to, but not accepted by, another Eligible Shareholder under the Rights Issue. New Shares that might otherwise have been offered to persons outside Australia, New Zealand and Singapore will be included in the Top-Up Offer. In addition:

- the Top-Up Offer is only made to persons to whom Offers were made under the Rights Issue (i.e. to Eligible Shareholders);
- there is no guarantee that any Application in the Top-Up Offer will be successful and the Directors, in consultation with the Directors, reserve the right to issue the Shortfall by way of the Top-Up Offer or by other means and reserve the right to satisfy Applications in the Top-Up Offer at their sole discretion;
- the Top-Up Offer has the same Closing Date;
- the issue price of New Shares under the Top-Up Offer is the same price as the New Shares are offered under the Rights Issue; and
- the maximum number of New Shares that may be applied for by an Eligible Shareholder under the Top-Up Offer is 1,333,334 (being A\$100,000), and the minimum number of New Shares that must be applied for is 10,000 (being A\$750).

Persons who are unsuccessful in the Top-Up Offer or whose Application is only part accepted will have their excess Application Monies returned by cheque within five days of the Closing Date, without interest. If you do not receive any or all of the Top-Up Shares you applied for, any excess Application Monies will be returned to you (without interest). Please note it is not practical to refund amounts of less than \$2.00 and any refunds owing for this amount will be retained by Icon Resources.

1.16 Taxation Implications

Shareholders should be aware that there may be taxation implications in relation to the Entitlements under the Rights Issue. These taxation implications will vary between different Shareholders. Shareholders should consult their professional tax adviser.

Shareholders should seek, and rely, on their own taxation advice regarding an investment in the Company. Neither the Company, nor any of its officers, employees, agents and advisers accepts any liability or responsibility with respect to the taxation consequences connected with the Rights Issue.

1.17 CHESS

The Company participates in the security transfer system known as CHESS. CHESS is operated by ASTC, a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASTC Settlement Rules. Under CHESS, Eligible Shareholders will not receive a share certificate but will receive a statement of holding of New Shares. If you are broker sponsored, and you take up all or part of your Entitlement, ASTC will send you a CHESS statement.

The CHESS statement will set out the number of New Shares issued to you under this Offer Document and provide details of your holder identification number and the participant identification number of the sponsor.

If you are registered on the issuer sponsored sub-register, and you take up all or part of your Entitlement, your statement will be despatched by the Share Registry and will contain the number of New Shares issued to you under this Offer Document and a security holder reference number.

A CHESS statement or issuer-sponsored statement will routinely be sent to holders of Shares at the end of any calendar month during which the balance of their holding of Shares changes. Holders of Shares may request a statement at any other time. However, a charge may be made for additional statements.

1.18 Privacy Act

As a Shareholder, the Company and the Share Registry have already collected certain personal information from you. If you apply for New Shares, the Company and the Share Registry may update that personal information or collect additional personal information. The Company and the Share Registry will collect, hold and use such information to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration.

Tax and company law requires some of the information to be collected in connection with your Application. If you do not provide the information requested, your Application may not be able to be processed efficiently or at all.

The Company and the Share Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth) (**Privacy Act**):

- the Share Registry, in order to assess your Application and for ongoing administration of the Register; and
- the printers and the mailing house for the purposes of preparation and distribution of statements and for handling of mail.

The information may also be disclosed to shareholders of the Directors and to their agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) the Company or the Share Registry. You can request access to your personal information by telephoning the Share Registry as follows:

Computershare Investor Services Pty Limited

Telephone: 1300 583 350 (within Australia) or +61 3 9415 4641 (for overseas callers)

1.19 Enquiries

Any questions concerning the Entitlement and Acceptance Form or your shareholding should be directed to Computershare Investor Services Pty Limited by telephoning 1300 583 350 (within Australia) or +61 3 9415 4641 (for overseas callers).

Any questions relating to this Offer Document should be directed to Mr Robert Waring, Company Secretary, at +61 2 9279 1252 or mobile 0418 440 838.

2. Use of Proceeds and Effect of the Rights Issue on the Company's Capital

2.1 Use of Proceeds of the Rights Issue

It is intended that these funds (together with other funds to be raised by the Company by way of the Placement of any Shortfall) will be used for purchase and commissioning of the plant for re-treatment of tailings, final feasibility studies on processing of the low grade stockpiles, and hard rock exploration at Mt Carbine, exploration on the Tara tin project and general working capital.

The costs of the Rights Issue will also be met out of the proceeds.

2.2 Rights Issue on the Company

The principal effect of the Rights Issue assuming all New Shares offered under the Offer Document are issued will be to:

- (a) increase the Company's cash reserves initially by approximately A\$7.15 million (before deducting the costs of the Rights Issue) immediately after completion of the Rights Issue;
- (b) provide the Company with additional capital for the purposes referred to in Section 2.1 of this Offer Document; and
- (c) increase the number of Shares on issue from 119,122,998 Shares as at the date of this Offer Document to 214,421,396 Shares (see Section 2.3 of this Offer Document),

assuming none of the Options currently on issue are exercised prior to the Record Date.

Eligible Shareholders who take up their Entitlement will not have their holdings diluted by the Rights Issue.

However, at the time of making this Offer the Company is having a shareholders meeting to approve the issue of:

- (a) a Placement to institutional, professional, sophisticated and other investors to whom disclosure under Part 6D.2 of the Corporations Act is not required, of any Shortfall shares;
- (b) shares to Dr Pretorius, as participation in any Shortfall under the Rights Issue;
- (c) shares to Dr Bishop, the former Managing Director, to satisfy amounts owing to him; and
- (d) shares to Mr Ian Sheffield-Parker to satisfy back pay owing to him.

The above arrangements will result in a dilution of existing shareholders at the time of the Placement and issue of other shares under those arrangements.

Any New Shares that are not taken up as part of the Offer will be available to be part of a placement of the Shortfall. The holding of any Shareholder who does not exercise all of their rights under the Entitlement will be diluted.

2.3 Capital Structure

Once the Rights Issue is fully subscribed, the effect of the Rights Issue on the capital structure of the Company will be as follows:

	Number
Shares currently on issue	119,122,998
Number of Shares to be issued under this Offer Document (subject to rounding)	95,298,398
Total Shares on issue after the completion of the Rights Issue	214,421,396

The above assumes no Options are exercised prior to the Record Date.

Eligible Shareholders who take up their full Entitlements will not have their shareholdings diluted as a result of the Rights Issue. Eligible Shareholders who do not participate in full or at all will have their holdings diluted and the holdings of Excluded Shareholders will be diluted. See also the description in Section 2.2 of this Offer Document of certain arrangements that will dilute the holdings of existing shareholders.

Any New Shares that are not taken up by an Eligible Shareholder will be available to be part of a placement to be made through brokers.

2.4 Options on Issue

There are currently 21,810,881 Options on issue. Each Option entitles the holder, upon payment of the applicable exercise price, to subscribe for one Share.

Details of these Options are:

Exercise Price (cents)	Expiry Date of Options	Number of Options as at 15 June 2011
A\$0.15	30 June 2011	17,250,011
A\$0.45	30 November 2012	1,260,870
A\$0.30	30 November 2012	400,000
A\$0.35	30 November 2013	1,500,000
A\$0.15	17 November 2014	450,000
A\$0.20	17 November 2014	950,000

Only if the Options have been exercised and the Shares issued before the Record Date will these Shares participate in the Rights Issue. The number of New Shares issued may, therefore, increase if some or all of these Options are exercised prior to the Record Date. If all of the Options that can be exercised, are exercised, the number of Shares on issue prior to the New Shares being issued will increase by 21,810,881.

3. Actions Required by Eligible Shareholders

3.1 Entitlement and Acceptance Form

A personalised Entitlement and Acceptance Form and a reply-paid envelope are enclosed with this Offer Document. The Entitlement and Acceptance Form shows the number of New Shares to which the Eligible Shareholder is entitled under the Rights Issue. Fractional Entitlements have been rounded down.

3.2 Your Choices as an Eligible Shareholder

The number of New Shares to which you are entitled under the Rights Issue is shown on the accompanying Entitlement and Acceptance Form.

You may:

- take up your Entitlement in full;
- take your Entitlement in full and apply for additional New Shares under the Top Up Offer;
- take up part of your Entitlement; or
- allow your Entitlement to lapse.

3.3 If You Wish to Take Up Your Entitlement in Full (and apply for additional New Shares under the Top Up Offer, if relevant)

Complete the enclosed Entitlement and Acceptance Form in accordance with the instructions set out in the form.

The Entitlement and Acceptance Form also contains instructions for participation in the Top-Up Offer.

Forward your completed Entitlement and Acceptance Form, together with your cheque, bank draft or money order (if not paying by BPay®) for the requisite amount (at A\$0.075 per New Share) in favour of "Icon Resources Ltd New Issues Account" for the amount shown on the form, to the following address:

Icon Resources Ltd
C/- Computershare Investor Services Pty Limited
GPO Box 253
Sydney NSW 2001

If you are paying by BPay®, please follow the instructions set out in Section 3.6 of this Offer Document and on the Entitlement and Acceptance Form.

The completed Entitlement and Acceptance Form and payment must be received by the Company before 5.00pm on the Closing Date.

3.4 If You Wish to Take Up Part of Your Entitlement

Complete the accompanying Entitlement and Acceptance Form in respect of the number of New Shares you wish to take up.

Forward the Entitlement and Acceptance Form, together with your cheque, bank draft or money order (if not paying by BPay®) for the requisite amount (at A\$0.075 per New Share) in favour of "**Icon Resources Ltd New Issues Account**", to the address stated in Section 3.3 of this Offer Document, before 5.00pm on the Closing Date.

If you are paying by BPay®, please follow the instructions set out in Section 3.6 of this Offer Document and on the Entitlement and Acceptance Form.

3.5 If You Do Not Wish to Take Up Your Entitlement

If you decide not to take up any of your Entitlement, you need take no further action and your Entitlement will lapse automatically.

3.6 Payment

Payment for the New Shares should accompany the Entitlement and Acceptance Form. Payment must be made in full in the form of a cheque in Australian currency, drawn on an Australian bank, marked "Not Negotiable" and made payable to "**Icon Resources Ltd New Issues Account**" or by BPay®.

If you are accepting all or part of your Entitlement and payment is being made by BPay®, *do not* return the Entitlement and Acceptance Form and instead please follow the instructions on the form to make the payment. Payment by cheque or BPay® must be made by no later than 5.00pm (Sydney time) 12 July 2011.

Shareholders should note that any Application received will be treated as an irrevocable offer by the shareholder to acquire New Shares pursuant to the Rights Issue on the terms set out in this Offer Document. The Directors of the Company reserve the right to accept any Applications for Rights Issue New Shares in whole or in part.

If Shareholders do not wish to take up any part of their Entitlement under the Rights Issue, no action is required. Shareholders should note that in not taking up their Entitlement under the Rights Issue, their percentage holding in the Company will be diluted.

Payment arrangements for the Top-Up Offer are as specified in the Entitlement and Acceptance Form.

3.7 Enquiries

For further information, please contact Computershare Investor Services Pty Limited on 1300 583 350 (within Australia) or +61 3 9415 4641 (for overseas callers).

4. Risks

In accepting their Entitlements under the Rights Issue, Shareholders will be subscribing for New Shares in Icon. There are risks involved in making this investment. This Section 4 of this Offer Document identifies the major areas of risk associated with an investment in Icon, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Shareholders should refer to announcements made by the Company to the ASX to ensure they understand the operations of the Company and appreciate the risks involved with investing in the Company.

4.1 General Risks

a) Investment Risk

The New Shares to be issued pursuant to this Rights Issue should be considered speculative. They carry no guarantee as to payment of dividends, return of capital or market value. The prices at which the New Shares trade on ASX may be above or below the issue price paid for the New Shares. While the Directors commend the Rights Issue, Shareholders must make their own assessment of the likely risks and determine whether accepting their Entitlement is appropriate to their own circumstances.

b) Share Market Risk

The Company has applied to the ASX for quotation of the New Shares. Share market conditions may affect the listed securities regardless of the operating performance of the Company. Many factors will affect the market price of the securities including local and international stock markets, movements in interest rates, commodity prices and currency fluctuations, general economic outlook and investor sentimentality generally. The market price of the New Shares may fall as well as rise.

c) Availability of Capital Risk

The ability of the Company to access debt and/or raise equity as, when and if required will be influenced by many factors and capital may not be available on commercially acceptable terms or may not be available at all.

d) Economic Factors and Government Risk

The future viability of the Company is also dependent on a number of factors affecting performance of all industries, including, but not limited to, the following:

- general economic conditions in Australia and its major trading partners;
- changes in government policies, taxation and other laws;
- the strength of the equity markets in Australia and throughout the world, and in particular investor sentiment towards the commodities (resources) sector;
- movement in, or outlook on, interest rates and inflation rates;
- currency exchange rate fluctuations;
- changes in demand for, and sales pricing over, the short, medium and long terms for commodities proposed to be produced and sold by the Company (particularly tungsten and coal); and
- natural disasters, social upheaval or war in Australia or overseas.

e) Exploration, Evaluation and Development Risks

Exploration, mine project development and mining contain elements of significant risk. The future success of the Company, like all exploration and mining companies, will be heavily dependent upon a number of factors many of which are beyond the control of the Company. Such risk factors include:

- maintenance of tenure and access to the Company's tenements and the granting of any mining tenements and approvals required for the conduct of mining activities;
- reliance on key personnel, including the Directors, and ongoing access to competent management and technical personnel;
- the discovery, confirmation and exploitation of economically recoverable ore reserves on the Company's tenements or any other tenements that may be acquired in the future. Exploration of the Company's existing exploration tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements;
- the calculation and interpretation of resource estimates are by their nature expressions of judgement based on knowledge, experience and industry practice. Estimates, which were valid when originally calculated may alter significantly through additional fieldwork or when new information or techniques become available. This may result in alterations to development and mining plans, which may in turn adversely affect the Company's operations;
- financial failure or default by a participant in any joint venture or other contractual relationship to which the Company is, or may become a party;
- mechanical failure or breakdown of mining or drilling plant and equipment or mine structure resulting in significant delays;
- adverse weather conditions, accidents or industrial disputes over a prolonged period adversely affecting mining activities and the earning of revenues;
- industrial disputation in Australia and overseas; and
- adverse changes in government policies or legislation affecting mining and exploration activities.

f) Title Risks and Native Title Risks

Interests in tenements in Australia are governed by the respective state legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

Commonwealth and State legislation obliges the Company to identify and protect sites of significance to Aboriginal custom and tradition. Some sites of significance may be identified within the tenements. It is, therefore, possible that one or more sites of significance will exist in an area that the Company considers to be prospective. The

Company's policy is to carry out clearance surveys prior to conducting exploration, which would cause a disturbance to the land surface.

The current and future assets of the Company may be subject to land claims or native title claims by indigenous people. Should this occur, the Company's ability to conduct exploration and/or mining activities may be affected, which may have a material adverse effect on the Company's financial performance.

4.2 Risks Specific to the Company

There are also a number of specific risks associated with the Company, which may adversely affect the Company's financial position, prospects and price of its listed securities.

4.2.1 In particular, and without loss of generality, the Company believes there is no risks to the tailings operations and Icon can commence mining activities immediately.

4.2.2 Production from the mining of waste dumps is due to be in production in 2012 and is subject to necessary amendments to the agreement with Mt Carbine Quarries that define boundaries to where Icon and Mt Carbine carry out their respective operations. Icon has a pre-emptive right to purchase Mt Carbine Quarries and the Mining Leases, over which Icon has a sub-lease agreement giving it rights to produce all metals from the Mining Leases. However, in the event that Icon has not purchased Mt Carbine Quarries it may not be able to provide the Mining Leases as security if any debt financing arrangement is required.

4.2.3 There is a risk that the amendments to the plan of operations required for mining in the pit will not be approved by the relevant regulatory authorities.

4.2.4 There is a risk that the Shortfall Placement may not approved by the shareholders at the general meeting of shareholders that will be held in July 2011. If the placement is not approved this may adversely affect the Company's financial position, prospects and share price.

4.3 Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Rights Issue. Therefore, the New Shares to be issued pursuant to this Rights Issue carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisors before deciding whether to apply for New Shares in the Company.

Shareholders should consult their stockbroker, solicitor, accountant or other financial adviser if they are in any doubt as to the value of the Rights Issue and in particular in relation to taxation implications.

5. Additional Information

The Company intends to enter into the agreements pursuant to which the brokers will be asked to place the Shortfall of the Offer on the terms and conditions to be agreed at the time. The Company will pay the brokers a fee for providing placement equity raising services with respect to the Placement of the Shortfall under the Offer.

Competent Persons Statement

The information in this report that relates to Hard Rock Mineral Resources was compiled by Ms Fleur Muller. Ms Muller, who is a Member of the Australasian Institute of Mining and Metallurgy, is a full time employee of Geostat Services Pty Ltd and produced the Mineral Resource Estimate based on data and geological information supplied by Icon. Ms Muller has sufficient relevant experience to the style of mineralisation and type of deposit under consideration and to the activities undertaken to qualify as a Competent Person as defined in the 2004 edition of the "Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves". Ms Muller consents to the inclusion in this report of the matters based on her information in the form and context that the information appears.

Information in this report that relates to Resources with respect to the Mt Carbine Tailings Project is based on studies carried out and information compiled by Dr Andrew White, who is a Fellow of the Australian Institute of Geoscientists. Dr White is a non-executive Director and consultant to Icon and has sufficient experience relevant to the styles of mineralisation and types of deposits under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Dr White consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The Information in this report that relates to Exploration Results is based on information compiled by Mr Darcy Milburn, who is a member of the Australian Institute of Mining and Metallurgy. Darcy is a full-time employee of Icon and has sufficient experience relevant to the styles of mineralisation and types of deposits under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Milburn consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

6. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Offer Document:

A\$ means an Australian Dollar.

Application means an application to subscribe for New Shares pursuant to the Offer.

Application Monies means monies received from the applicants in respect of their Applications.

ASIC means Australian Securities and Investments Commission.

ASTC means ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532.

ASTC Settlement Rules means the operating rules of ASTC.

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors as constituted from time to time.

Business Days has the meaning given to that term in the Listing Rules.

CHESS means Clearing House Electronic Sub-register Systems.

Cleansing Notice means a notice that complies with section 708AA(7) of the Corporations Act.

Closing Date means 5.00pm (Sydney time) on 12 July 2011, being the latest time and date for which completed Entitlement and Acceptance Forms and Application Monies will be accepted (subject to variation).

Company or **Icon** mean Icon Resources Ltd ABN 77 115 009 106.

Corporations Act means the *Corporations Act* 2001 (Cth).

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder with a registered address in Australia, New Zealand or Singapore as at the Record Date, that is not an Excluded Shareholder.

Entitlement means the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Offer, being eight New Shares for every existing ten Shares held on the Record Date.

Entitlement and Acceptance Form means each entitlement and acceptance form attached to this Offer Document that sets out the Entitlement of each Eligible Shareholder to subscribe for New Shares pursuant to the Offer.

Excluded Shareholders means Shareholders who do not have a registered address in any of Australia, New Zealand or Singapore at the Record Date.

Listing Rules means the official listing rules of ASX, as applicable to the Company from time to time including by way of written waiver granted by ASX.

New Shares means the Shares offered to Eligible Shareholders under this Offer Document.

Offer or Rights Issue means the offer of approximately 95,298,398 New Shares to Eligible Shareholders in the proportion of eight New Shares for every ten existing Shares held on the Record Date under this Offer Document.

Offer Document means this Offer Document, dated 15 June 2011.

Option means the right of the holder to acquire a Share upon payment of the applicable exercise price.

Placement means the placement through brokers of the Shortfall of up to 95,298,398 Shares to institutional, professional, sophisticated and other investors to whom disclosure under Part 6D.2 of the Corporations Act is not required, to be approved by the shareholders of the Company under Listing Rules 7.1 and 7.3 in late July 2011.

Privacy Act means the *Privacy Act* 1988 (Cth).

Record Date means 7.00pm (Sydney time) on 23 June 2011.

Register means the register in respect of the Shares.

Share means a fully paid ordinary share in the capital of the Company.

Shareholders mean the registered holders of Shares as at the Record Date.

Share Registry means Computershare Investor Services Pty Limited ABN 48 078 279 277.

Shortfall means all New Shares in respect of which a valid Application is not received by the Company from Eligible Shareholders.

Top-Up Offer has the meaning as set out in Section 1.15 of this Offer Document.

US\$ means a United States of American Dollar.



I C O N
R E S O U R C E S

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