

**INTERMIN RESOURCES LIMITED
ACN 007 761 186**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

For the Annual General Meeting to be held
on Tuesday, 27 November 2018 at 10:00am (WST) at

Aurenda Training Services Pty Ltd,
Upper Level, 136 Stirling Highway, Nedlands, Western Australia

This is an important document. Please read it carefully.
Please speak to your professional advisers if you have any questions about this document or how to vote at the
Meeting.

TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Company will be held at:

Aurenda Training Services Pty Ltd
Upper Level, 136 Stirling Highway
Nedlands, Western Australia, 6009

Commencing
10:00am (WST)
Tuesday, 27 November 2018

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10:00am (WST).

Voting by Proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- post to Intermin Resources Limited, PO Box 1104, Nedlands, Western Australia, 6909;
- hand to 163-167 Stirling Highway, Nedlands, Western Australia, 6009;
- facsimile to facsimile number +61 8 9389 1597; or
- email to iadmin@intermin.com.au,

so that it is received not later than 10:00am (WST) on 25 November 2018.

INTERMIN RESOURCES LIMITED
ACN 007 761 186
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Intermin Resources Limited will be held at Aurenda Training Services Pty Ltd, Upper Level, 136 Stirling Highway, Nedlands, Western Australia, on 27 November 2018 at 10:00am (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

ACCOUNTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report in the Annual Report of the Company for the financial year ended 30 June 2018."

Voting exclusion:

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, the voter may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the entity.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PETER BILBE

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

"That Peter Bilbe, who retires by rotation in accordance with clause 7.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."

RESOLUTION 3 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, to be issued on the terms set out in the Explanatory Statement."

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who may participate in the proposed issue or a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing 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 proxy decides.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by 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 proxy decides.
3. The Chairman of the Meeting will vote undirected proxies in favour of all Resolutions.

In relation to Resolution 1 the proxy form expressly authorises the Chairman to exercise the proxy even though the resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chairman of the Meeting) will not be voted on Resolution 1. The voting exclusion statement for Resolution 1 addresses an exception to the undirected proxy position.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Closely related parties are defined in the Corporations Act, and include certain family members, dependants and companies controlled by key management personnel.

4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 25 November 2018 at 10:00 am (WST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board

Bianca Taveira
Company Secretary

Dated: 16 October 2018

INTERMIN RESOURCES LIMITED

ACN 007 761 186

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.intermin.com.au.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Financial Report for the financial period ended 30 June 2018;
- (b) ask questions and make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2018.

A reasonable opportunity will be provided for questions about or comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting Consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Proxy restrictions

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2018. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PETER BILBE

Clause 7.3 of the Existing Constitution requires that at each annual general meeting, one-third of directors for the time being (rounded up in the case of doubt) shall retire from office. Additionally, Listing Rule 14.4 provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. The retirement rules do not apply to the managing director.

Peter Bilbe was elected as a Director on 21 November 2016 at the 2016 Annual General Meeting. Mr Bilbe retires by rotation in accordance with the Existing Constitution and the Listing Rules, and being eligible offers himself for re-election as a Director.

Mr Bilbe is a non-executive director and chair of the Company. Details of the qualifications and experience of Mr Bilbe is set out in the Company's 2018 Annual Report.

The Board of the Company recommends the re-election of Peter Bilbe as a Director.

4. RESOLUTION 3 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

4.1 General

Listing Rule 7.1 permits entities to issue 15% of its issued capital without shareholder approval in a 12 month period, subject to a number of exceptions.

Listing Rule 7.1A permits eligible entities, which have obtained shareholder approval by special resolution, to issue Equity Securities up to an additional 10% of its issued capital by placements over a 12 month period after the annual general meeting ("**Additional Placement Capacity**").

The Company seeks Shareholder approval under this Resolution to be able to issue Equity Securities under the Additional Placement Capacity. The exact number of Equity Securities to be issued is not fixed and will be determined in accordance the formula prescribed in Listing Rule 7.1A.2 (set out below).

4.2 Requirements of Listing Rule 7.1A

(a) Eligible entities

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

(b) Shareholder approval

Shareholders must approve the Additional Placement Capacity by special resolution at the annual general meeting and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote. A resolution under Listing Rule 7.1A cannot be put at any other shareholder meeting.

(c) Equity Securities

Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Equity Securities that are quoted on ASX are fully paid ordinary Shares (IRC).

(d) Formula for calculating number of Equity Securities that may be issued under the Additional Placement Capacity

If this Resolution is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A	The number of shares on issue 12 months before the date of issue or agreement: <ul style="list-style-type: none">plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;plus the number of partly paid shares that became fully paid in the 12 months;plus the number of fully paid shares issued in the 12 months with the approval of shareholders under Listing Rules 7.1 or 7.4;less the number of fully paid shares cancelled in the 12 months.
D	10%
E	The number of Equity Securities issued or agreed to be issued under Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

(e) Interaction between Listing Rules 7.1 and 7.1A

The Additional Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company has 235,388,464 Shares on issue as at the date of this Notice. If all of the Resolutions in this Notice are passed, the Company will be permitted to issue (as at the date of this Notice):

- 35,308,270 Equity Securities under Listing Rule 7.1; and
- 23,538,846 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

The effect of this Resolution will be to allow the Company to issue securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

4.3 Information for Shareholders as required by Listing Rule 7.3A

(a) Minimum price

The issue price of the new Equity Securities will be no lower than 75% of the volume weighted average price (VWAP) for securities in the relevant quoted class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 Trading Days of the date above, the date on which the Equity Securities are issued.

(b) Risk of economic and voting dilution

If this Resolution is passed and the Company issues securities under the Additional Placement Capacity, existing Shareholders' voting power in the Company will be diluted.

There is the risk that:

- the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under Listing Rule 7.1 that are approved by Shareholders in the future;
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price at 27 September 2018.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		7.75 cents 50% decrease in Issue Price	15.5 cents Issue Price	31 cents 100% increase in Issue Price
Current 235,388,464 Shares	10% Voting Dilution	23,538,846 Shares	23,538,846 Shares	23,538,846 Shares
	Funds raised	\$1,765,413	\$3,648,521	\$7,297,042
50% increase in Variable A 353,082,696 Shares	10% Voting Dilution	35,308,270 Shares	35,308,270 Shares	35,308,270 Shares
	Funds raised	\$2,736,391	\$5,472,782	\$10,945,564
100% increase in Variable A 470,776,928 Shares	10% Voting Dilution	47,077,693 Shares	47,077,693 Shares	47,077,693 Shares
	Funds raised	\$3,648,521	\$7,297,042	\$14,594,084

This table has been prepared on the following assumptions:

- (i) The total number of Shares on issue at the date of this Notice is 235,388,464.
- (ii) The issue price is 15.5 cents, being the latest closing price of the Shares on ASX on 9 October 2018.
- (iii) The Company issues the maximum number of Equity Securities available under the Additional Placement Capacity.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval.
- (v) No quoted Options (including any quoted Options issued under the Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (vii) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (viii) The issue of Equity Securities under the Additional Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

The Company's ability to issue securities under Listing Rule 7.1A is in addition to its ability to issue securities under listing rule 7.1.

(c) Placement Period

Shareholder approval of the Additional Placement Capacity under Listing Rule 7.1A is valid from 27 November 2018 (the date of this Meeting) and expires on the earlier of:

- 27 November 2019, which is 12 months after this Meeting; or
- the date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (disposal of the main undertaking) (the "Placement Period").

The Company will only issue and allot new securities during the Placement Period. The approval will cease to be valid in the event that Shareholders' approve a transaction under Listing Rules 11.1.2 or 11.2.

(d) Purposes for which the new Equity Securities may be issued

The Company may seek to issue new Equity Securities for the following purposes:

- cash consideration to raise funds for the continued development on the Company's current assets, the acquisition of new assets or investments (including the expenses associated such acquisition) and for general working capital; or
- non-cash consideration for acquisition of new assets, investments or for the payment of goods or services or for the issue of Equity Securities associated with equity, debt or convertible security facilities that may be provided to the Company. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(e) Allocation policy

The Company's allocation policy for the issue of new Equity Securities under the Additional Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Company, including but not limited to, a placement or a rights issue;
- the effect of the issue of new securities on the control of the Company;
- the financial situation and solvency of the Company;
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the Additional Placement Capacity will be a related party or associate of a related party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the Additional Placement Capacity and it is possible that their shareholding will be diluted.

If the Additional Placement Capacity is used to acquire new assets or investments, then it is likely that the allottees will be the vendors of the new assets.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A on the issue of any new securities.

(f) Details of Equity Securities issued in the 12 months preceding the date of the Meeting

The Company has previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A.

Pursuant to Listing Rule 7.3A.6 the following information is provided to Shareholders:

- The total number of Equity Securities issued in the 12 months before this Meeting (that is, since 27 November 2017) is 13,408,846 Equity Securities, which represents approximately 6.04% of the total number of Equity Securities on issue at 27 November 2017 (12 months before this Meeting).
- The details for issue of Equity Securities issued during the 12 months preceding are set out in Annexure 1.

(g) Voting exclusion

At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Equity Securities under the proposed Additional Placement Capacity. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

Additional Placement Capacity	means the capacity to issue additional Equity Securities by way of placement approved by Shareholders under Listing Rule 7.1A.
Annual General Meeting or Meeting	the meeting convened by this Notice.
ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691).
Board	the Board of Directors of the Company.
Chairman or Chair	the person appointed to chair the Meeting convened by this Notice.
Company or Intermin	Intermin Resources Limited (ACN 007 761 186).
Constitution or Existing Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Directors	Directors of the Company from time to time.
Equity Securities	has the same meaning as in the Listing Rules.
Explanatory Statement	this Explanatory Statement.
Listing Rules or ASX Listing Rules	the listing rules of the ASX.
Notice	notice of meeting that accompanies this Explanatory Statement.
Placement Period	means the period during which Shareholder Approval under Listing Rule 7.1A is valid.
Resolution	a resolution referred to in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of Shares in the Company.
Trading days	has the same meaning as in the Listing Rules.
WST	WST, Perth, Western Australia.
\$	Australian dollars unless otherwise stated.

ANNEXURE 1

ISSUES OF EQUITY SECURITIES SINCE 27 NOVEMBER 2017 (Resolution 3)

Date of Issue	Number of Equity Securities issued	Class of Equity Securities issued and summary of terms of that class	Names of allottees or basis on which allottees determined	Price at which Equity Securities issued and discount (if any) to market price	Total cash consideration	Amount of cash spent and use of cash and intending use of remaining cash	Non-cash consideration	Current value of non-cash consideration
22.12.17	300,000	Employee Performance Rights: Fully paid ordinary shares	Issued to employees pursuant to the vesting of Performance Rights issued on 23 November 2017.	Nil	Nil	N/A	N/A	\$46,500 (at 15.5 cents per Share on market at 27 September 2018)
22.12.17	633,333	Director Performance Rights: Fully paid ordinary shares	Issued to directors pursuant to the vesting of Performance Rights issued on 23 November 2017.	Nil	Nil	N/A	N/A	\$98,166 (at 15.5 cents per Share on market at 27 September 2018)
13.02.18	300,000	Employee Performance Rights: Fully paid ordinary shares	Issued to employees pursuant to the vesting of Performance Rights issued on 23 November 2017.	Nil	Nil	N/A	N/A	\$46,500 (at 15.5 cents per Share on market at 27 September 2018)
14.03.18	300,000	Employee Performance Rights: Fully paid ordinary shares	Issued to employees pursuant to the vesting of Performance Rights issued on 23 November 2017.	Nil	Nil	N/A	N/A	\$46,500 (at 15.5 cents per Share on market at 27 September 2018)
14.03.18	483,334	Director Performance Rights: Fully paid ordinary shares	Issued to directors pursuant to the vesting of Performance Rights issued on 23 November 2017.	Nil	Nil	N/A	N/A	\$74,917 (at 15.5 cents per Share on market at 27 September 2018)
29.03.18	2,350,000	Fully paid ordinary shares	Exercise of 7.5 cent unlisted options by director, Mr Lorry Hughes	7.5 cents being a discount to the then market price of 23 cents	\$176,250	\$176,250 spent on Company's projects and general working capital	N/A	\$364,250 (at 15.5 cents per Share on market at 27 September 2018)
31.07.18	2,500,000	Fully paid ordinary shares	Exercise of 7.5 cent unlisted options by director, Mr Jon Price	7.5 cents being a discount to the then market price of 17 cents	\$187,500	\$187,500 spent on Company's projects and general working capital	N/A	\$387,500 (at 15.5 cents per Share on market at 27 September 2018)
31.07.18	1,750,000	Fully paid ordinary shares	Exercise of 12.5 cent unlisted options by director, Mr Peter Bible	12.5 cents being a discount to the then market price of 17 cents	\$218,750	\$218,750 spent on Company's projects and general working capital	N/A	\$271,250 per Share on market at 27 September 2018)
01.02.18-31.08.18	4,792,179	Fully paid ordinary shares	Exercise of 17 cent listed options by option holders	17 cents being nil discount to the then market price of 17 cents	\$814,670	\$500,000 spent on Company's projects and general working capital, remaining \$314,670 will be used for future drilling programs and general working capital	N/A	\$742,787 (at 15.5 cents per Share on market at 27 September 2018)

INTERMIN RESOURCES LTD

ACN 007 761 186

REGISTERED OFFICE:

163-167 Stirling Highway
Nedlands WA 6009
T: 08 9386 9534
F: 08 9389 1597
E: iadmin@intermin.com.au

SHARE REGISTRY:

Computershare Investor Services Pty Ltd
GPO Box D182
PERTH WA 6840
T: (08) 9323 2000
F: (08) 9323 2033
www-au.computershare.com

SRN Number

Number of shares held

Proxy Form

Intermin Resources Ltd (Intermin) shareholders may appoint a proxy to vote on their behalf at Intermin's Annual General Meeting (AGM) by completing this form. Please complete the three sections below and read the voting instructions overleaf. Proxies will only be valid and accepted if they are signed and received no later than 48 hours before the AGM.

As a shareholder of Intermin you are entitled to attend and vote at Intermin's AGM to be held at **10:00am (Perth Time) on Tuesday 27 November 2018, at Aurenda Training Services Pty Ltd, Upper Level, 136 Stirling Highway, Nedlands, Western Australia**

SECTION A: Appointment of Proxy

<input type="checkbox"/>	The Chair of the Meeting (Chair) [mark box]	OR	Please write the name of the person (excluding the registered shareholder) you are appointing as your proxy	<input type="text"/>
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If no person is named, or if the person does not attend the meeting, the Chairperson will act as my proxy.

In each case, my proxy will act generally and vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), on my behalf at the AGM and at any adjournment or postponement of the AGM.

Authority for Chair to vote undirected proxies on remuneration based resolutions (Resolution 1)


If you appoint a member of the Company's key management personnel (other than the Chair of the Meeting) or a closely related party of a member of the Company's key management personnel as your proxy, and you do not direct your proxy how to vote in respect of Resolution 1, your proxy will NOT cast your vote on these Resolutions and your votes will not be counted.

If you appoint the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote in respect of Resolution 1, you hereby expressly authorise the Chair of the Meeting to exercise your proxy even though the Resolution are connected directly or indirectly with the remuneration of the members of the Company's key management personnel.

Chair's voting intention in respect of undirected proxies

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

SECTION B: Items of Business

 **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in calculating the required majority.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Peter Bilbe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SECTION C: Signature of Shareholder(s)

This section must be completed.

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Shareholder 2 (Individual)

Director

Shareholder 3 (Individual)

Director/Company Secretary

☐ **Change of Name or Address:** If your registration details are incorrect, please mark this box and make the correction on this form. Please note: CHES sponsored holders must notify their sponsoring broker of the change. Your broker will notify the registry.

Contact Name

Contact Number

Date



For your vote to be effective it must be received by 10:00am WST 25 November 2018

Instructions for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, a shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of sections 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. In accordance with section 250BA of the Corporations Act the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: 163-167 Stirling Highway, Nedlands, Western Australia, 6009

Fax Number: +61 (8) 9389 1597

Postal Address: PO Box 1104, Nedlands, Western Australia, 6909

Email: iadmin@intermin.com.au

by no later than 48 hours prior to the time of commencement of the Meeting.