INTERMIN RESOURCES LIMITED ACN 007 761 186 (to be renamed Horizon Minerals Limited)

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

For the General Meeting to be held on Wednesday, 24 July 2019 at 10:00am (WST) at

163-167 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 GENERAL MEETING AND HOW TO VOTE

Venue

The General Meeting of the Company will be held at:

Intermin Resources Ltd 163-167 Stirling Highway Nedlands, Western Australia, 6009 Commencing 10:00am (WST) Wednesday, 24 July 2019

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

Proxy appointments (and any necessary supporting document) must be received by the Company **no later than 48 hours before the commencement of the Meeting** (ie by 10:00 am on, 22 July 2019). Proxies received after this deadline will not be effective for the Meeting.

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

By mail	Intermin Resources Limited PO Box 1104 Nedlands WA 6909					
By hand	163-167 Stirling Highway Nedlands WA 6009					
By facsimile	+61 8 9389 1597					
By email	bianca.taveira@intermin.com.au					

INTERMIN RESOURCES LIMITED ACN 007 761 186 NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of Intermin Resources Limited will held at 163-167 Stirling Highway, Nedlands, Western Australia, on Wednesday, 24 July 2019 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

RESOLUTION 1 – Change of Company Name

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, for the purposes of section 157(1)(a) and for all other purposes, shareholders approve the change of name of the Company to 'Horizon Minerals Limited' with effect from the date that ASIC alters the details of the Company's registration.

RESOLUTION 2 - Election of Director - Mr Ashok Aaron Parekh

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **Ordinary Resolution**:

"That Mr Ashok Aaron Parekh, having been appointed as an additional Director of the Company and electing to retire at this Meeting, be elected a Director of the Company in accordance with rule 7.3 of the Company's Constitution."

RESOLUTION 3 – Election of Director – Mr Jeffrey Wayne Williams

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **Ordinary Resolution**:

"That Mr Jeffrey Wayne Williams, having been appointed as an additional Director of the Company and electing to retire at this Meeting, be elected a Director of the Company in accordance with rule 7.3 of the Company's Constitution."

RESOLUTION 4 – Fees to Non-Executive Directors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"That for the purposes of ASX Listing Rule 10.17 and rule 7.5 of the Company's Constitution, the maximum aggregate amount of directors' fees that may be paid to the Company's non-executive directors per annum is increased by \$100,000, from \$150,000 per annum to \$250,000 per annum."

Voting exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Directors or any associate of those persons. However, the Company will 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 a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Restriction on proxy voting by key management personnel or closely related parties: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

- (i) a member of the key management personnel for the Company; or
- (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the meeting provided the chair is not the related party the subject of the Resolution or is an associate of the related party; and
- (d) the appointment expressly authorises the chair of the meeting 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.

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. On a poll, Shareholders will have one vote for every Share held. Holders of Options, if any, are not entitled to vote in respect of those options. In the case of joint holders of Shares, if more than one holder votes at the Meeting, only the vote of the first named of the joint holders in the Company's register of Shareholders will be counted.
- 3. The Chairman of the Meeting will vote undirected proxies in favour of all the Resolutions. The proxy form expressly authorises the chair of the Meeting to exercise the proxy in relation to Resolution 4 even though this resolution is connected directly or indirectly with the remuneration of a member of 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 chair) will not be voted on Resolution 4.
- **4.** 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. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.
- **5.** Resolution 1 will be passed as a special resolution if more than 75% of the votes validly cast on that resolution (either in person or by proxy, attorney or corporate representative) are in favour of that resolution.
- 6. 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 22 July 2019 at 5.00pm (WST).
- **7.** 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: 24 June 2019

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 Resolution contained in the Notice.

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

1. RESOLUTION 1 - CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 1 seeks the approval of Shareholders for the Company to change its name to 'Horizon Minerals Limited'.

If Resolution 1 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 1 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

The merger of Intermin Resources Limited and MacPhersons Resources Limited has been completed and consistently with statements during the merger process, the Board proposes that the Company changes its name to Horizon Minerals Limited which reflects a new focus with post-merger combined assets and operations.

The Company will also request that ASX change the Company's ASX listing code from "IRC" to "HRZ" after the change of name takes effect. The ASX listing code HRZ has been reserved by the Company.

Recommendation: The Board unanimously recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2 – Election of Director – Mr Ashok Aaron Parekh

Rule 7.2(b) of the Company's Constitution provides that the Board may appoint an additional director. Rule 7.3(f) of the Constitution provides that such an additional director may retire at the next meeting of Shareholders and is eligible for re-election at that meeting. Unless the director retires at the next meeting of Shareholders, that director must retire at the next annual general meeting and is eligible for re-election at that meeting.

As part of the completion of the merger between the Company and McPhersons Resources Limited, Mr Parekh was appointed as an additional director to the Board on 14 June 2019. Mr Parekh elects to retire at this Meeting and seek re-election.

Mr Parekh is a chartered accountant, with over 40 years' experience, who owns a large Accounting Practice in Kalgoorlie, which he has operated for 33 years. He was awarded the Centenary Medal in 2003 by the Governor General of Australia, and was recently awarded the Meritorious Service Award by the Institute of Chartered Accountants, the highest award granted by the institute in Australia.

Mr Parekh has over 33 years' experience in providing advice to mining companies and service providers to the mining industry. He has spent many years negotiating with public listed companies and prospectors on mining deals which have resulted in new IPOs and the commencement of new gold mining operations. He has also been involved in the management of gold mining and milling companies in the Kalgoorlie region, and has been the Managing Director of some of these companies. He is well known in the West Australian mining industry and has a successful background in the ownership of numerous businesses in the Goldfields.

Mr Parekh was an Executive Chairman of ASX-listed A1 Consolidated Gold Limited (ASX: AYC) from 2011 to 2014.

Recommendation: The Directors, with Mr Parekh abstaining, unanimously recommend that you vote in favour of this resolution.

3. RESOLUTION 3 – Election of Director – Mr Jeffrey Wayne Williams

The relevant rules of the Constitution are set out in Section 2 above.

As part of the completion of the merger between the Company and McPhersons Resources Limited, Mr Williams was appointed as an additional director to the Board on 14 June 2019. Mr Williams elects to retire at this Meeting and seek re-election.

Mr Williams has over 40 years' industry experience with 16 years' experience as a professional mining engineer in Australia and 7 years in the stockbroking industry, and is a Fellow of the Australasian Institute of Mining and Metallurgy. His mining experience ranges from mine planning, underground management and feasibility studies through to mine development.

Mr Williams was the Managing Director of Mineral Deposits Ltd for 15 years and departed in late 2011. He secured the Sabodala gold and Grande Cote zircon projects in Senegal in West Africa, and commenced gold production in March 2009. The market capitalisation of Mineral Deposits Limited increased from \$6 million in 2003 to over \$1,000 million in 2011. Mr Williams has since been involved in other smaller mining companies on the ASX to develop exploration plans mostly in Australia.

He is currently a Director of Herencia Resources plc, which is a multi-commodity resource company listed on the Alternative Investment Market (AIM) of the London Stock Exchange.

Recommendation: The Directors, with Mr Williams abstaining, unanimously recommend that you vote in favour of this resolution.

4. RESOLUTION 4 – Fees to Non-Executive Directors

In accordance with rule 7.5 of the Company's Constitution and ASX Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate amount of directors' fees per annum that may be paid by the Company to its non-executive directors ("**Fee Pool**") by \$100,000, from \$150,000 to \$250,000 per annum.

Under the ASX Listing Rules, the term "directors' fees" means all fees payable by the listed entity or any of its child entities to a non-executive director for acting as a director of the listed entity or any child entity and includes board committee fees, superannuation contributions and fees which a director sacrifices for other benefits, but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees or securities issued to non-executive directors with approval of Shareholders in accordance with ASX Listing Rule 10.11 or 10.14.

The Directors are seeking Shareholder approval to increase the Fee Pool for the following reasons:

- As a result of the merger between Intermin Resources Limited and MacPhersons Resources Limited the Company has appointed 2 additional non-executive directors resulting in the Board consisting of 3 non-executive directors in total.
- As the Company continues to progress it will review the size and composition of the Board. The increase in the Fee Pool will provide the Board with the ability to appoint additional directors with the requisite skills and experience as appropriate.
- The increase will ensure that the Company maintains the ability to pay non-executive directors remuneration
 at levels commensurate with market rates and as necessary to attract and retain directors of the highest
 calibre
- The increase reflects the increased complexity of the Company as well as demands and time commitment on non-executive directors.

The level of non-executive directors' remuneration is reviewed annually to ensure alignment with the market. The Directors are satisfied that the proposed Fee Pool will be within the average bands applying to companies within the Company's industry that are of similar size, growth and risk profiles and that the proposed increase is appropriate for the reasons set out above.

In accordance with ASX Listing Rule 10.17, the Company details that the following securities have been issued to non-executive directors under ASX Listing Rule 10.11 or 10.14 with the approval of Shareholders in the preceding 3 years:

- (a) On 17 October 2016 Peter Bilbe (then Non-Executive Chairman) was issued with 80,000 Shares and 40,000 Options following Shareholder approval under ASX Listing Rule 10.11 at an extraordinary general meeting held on 17 October 2016. The approval of Shareholders was for Peter Bilbe to participate in a placement by subscribing for up to 80,000 Shares at 12 cents per Share and up to 40,000 Options on the basis of 1 free Option for every 2 Shares subscribed for. The Options had an exercise price of 17 cents and an expiry date of 31 August 2018.
- (b) On 17 October 2016 Peter Bilbe was issued with 1,750,000 Options following Shareholder approval under ASX Listing Rule 10.14 at an extraordinary general meeting held on 17 October 2016. The approval of Shareholders was for Peter Bilbe to be issued up to 1,750,000 Options for nil issue price under an Employee Incentive Plan. The Options had an exercise price of 12.5 cents and expiry date of 31 July 2018.
- (c) On 23 November 2017 Peter Bilbe (then Non-Executive Chairman) was issued with 1,025,000 Performance Rights following Shareholder approval under ASX Listing Rule 10.14 at an annual general meeting held on 23 November 2017. The approval of Shareholders was for Peter Bilbe to be issued with up to 1,025,000 Performance Rights in 5 classes being 75,000 Class A Performance Rights, 75,000 Class B Performance Rights, 75,000 Class C Performance Rights, 400,000 Class D Performance Rights and 400,000 Class E Performance Rights. The Class A Performance Rights lapsed, the Class B Performance Rights vested on 22 December 2017 resulting in the issue of 75,000 Shares, the Class C Performance Rights vested on 14 March 2018 resulting in the issue of 75,000 Shares and the Class D Performance Rights and Class E Performance Rights are currently unvested.
- (d) On 23 November 2017 Peter Hunt (then a Non-Executive Director) was issued with 1,025,000 Performance Rights following Shareholder approval under ASX Listing Rule 10.14 at an annual general meeting held on 23 November 2017. The approval of Shareholders was for Peter Hunt to be issued with up to 1,025,000 Performance Rights in 5 classes being 75,000 Class A Performance Rights, 75,000 Class B Performance Rights, 75,000 Class C Performance Rights, 400,000 Class D Performance Rights and 400,000 Class E Performance Rights. The Class A Performance Rights lapsed, the Class B Performance Rights vested on 22 December 2017 resulting in the issue of 75,000 Shares, the Class C Performance Rights vested on 14 March 2018 resulting in the issue of 75,000 Shares and the Class D Performance Rights and Class E Performance Rights are currently unvested.

GLOSSARY

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

General Meeting or **Meeting** the meeting convened by this Notice.

ASIC the Australian Securities and Investments Commission.

ASX ASX Limited (ACN 008 624 691).

ASX Listing Rules or

Listing Rules

the listing rules of ASX.

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 the constitution of the Company as amended from time to time.

Corporations Act the Corporations Act 2001 (Cth).

Directors Directors of the Company from time to time.

Explanatory Statement this Explanatory Statement (as amended or supplemented from time to time)

annexed to and forming part of the Notice of Meeting.

Notice notice of meeting that accompanies this Explanatory Statement.

Option an option to subscribe for a Share.

Performance Right a right entitling the holder to be issued with one Share for nil consideration,

subject to performance conditions being satisfied.

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.

WST, Perth, Western Australia.

\$ Australian dollars unless otherwise stated.



SHARE REGISTRY:

Computershare Investor Services Pty Ltd
All Correspondence to:
GPO Box D182, Perth WA 6840
T: 08 9323 2000 F: 08 9323 2033
W: www.computershare.com/au

HIN/SRN

Holding Balance

VOTING/PROXY FORM FOR ORDINARY SHARES

This form relates to your holding of ordinary shares only. Intermin Resources Ltd (Intermin) shareholders are encouraged to vote on the items of business at our General Meeting (GM). This can be done in one of two ways:

- 1. Use this form to vote directly or appoint a proxy; or
- 2. Attend the GM and vote in person or appoint an attorney or representative to attend and vote on your behalf (please bring this form to assist with registration).

To vote directly or appoint a proxy please follow the three steps below, using the instructions overleaf. Forms will only be valid and accepted if they are signed and received no later than 48 hours before the GM.

As a shareholder of Intermin you are entitled to attend and vote at Intermin's GM to be held at 10:00am WST on 24 July 2019 at 163-167 Stirling Highway, Nedlands, WA and at any adjournment or postponement of the Meeting, I/we hereby:

	STEP 1: PLE	ASE MARK EITHER A OR B								
	A VOTE DIRECTLY		0 <i>R</i> В	APPOINT A P	ROXY					
	elect to I with an)	odge my vote directly (mark box K)		Appoint the Chair Meeting (mark bo	OR – appoint the person named in the box (excluding the registered shareholder) as my proxy					
				_		Name				
S T E P	each item. If you r	only mark either 'For' or 'Against' for nark the 'Abstain' box for an item, your will not be counted.	In ea direc GM a Auth If you Meet proxy your If you defau auth direc perso	ch case, my proxy will ions have been given, and at any adjournment ority for Chair to vote appoint a member of ing) or a closely related, and you do not direct vote on this Resolution appoint the chair of the lith) and you do not direct itse the chair of the Medy or indirectly with the onnel.	roxies on remuneration based resolution (Resolution 4). key management personnel (other than the chair of the mber of the Company's key management personnel as your w to vote in respect of Resolution 4 your proxy will NOT cast					
	STEP 2: VO	TING/PROXY DIRECTIONS	3							
	Please read th	ne instructions overleaf before i	marking	any boxes with an	'Χ'.					
S T E P	Resolution					F	or	Against	Abstain*	
	1. Change of Company Name									
	2. Election of Director – Mr Ashok Aaron Parekh					[
2	3. Election of Director – Mr Jeffrey Wayne Williams					[
	4. Fees to Non-Executive Directors									
	STED 21 SIG	NATURE OF SHAREHOLI	DEBS.	THIS MUST BE	COMPLE	TED				
S T		nust be signed in accordance w					ons to be	implemente	d.	
	Charonoladi i (marvidadi)			Joint Shareholder 2 (Individual)			Joint Shareholder 3 (Individual)			
E P										
	Sole Direc	tor and Sole Company Secretary		Director Director / O				or / Company S	Company Secretary	
3		Email Address								
	By prov	viding your email address, you elect to r	eceive all o	f your communications	despatched by	the Company	electronica	lly (where legall	y permissible).	

HOW TO COMPLETE THIS VOTING/PROXY FORM

1. UPDATING YOUR ADDRESS DETAILS

If your address details on the front of this form are incorrect, please mark the corrections on the form and return it so we can update your details in Intermin's share register. Shareholders sponsored by a broker should advise their broker of any changes. Please note: that you cannot change ownership of your shares using this form.

2. DIRECT VOTING UNDER BOX A

If you marked Box A, you are indicating that you wish to vote directly. Please only mark either 'For' or 'Against' for each item. If you mark the 'Abstain' box, your vote will not be counted,

If no direction is given on an item, or if you complete both Box A and Box B, your vote will be passed to the Chairman as your **8.** proxy.

Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you have lodged a direct vote, and then you attend the meeting, your attendance will cancel your direct vote and your votes at the meeting will be counted, unless you advise Intermin or Computershare otherwise.

3. APPOINTING A PROXY UNDER BOX B

If you wish to appoint the Chairman as your proxy mark the box in Step 1. If you wish to appoint someone other than the Chairman as your proxy, please write the name of the person or body corporate in Step 1. A proxy need not be a shareholder of Intermin.

4. VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote beside the relevant item of business. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses, subject to any voting exclusions that apply to your proxy. If you mark more than one box on an item, your vote on that item will be invalid.

5. PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a director (other than the Chairman) or other member of Intermin's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 4 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 4.

If the Chairman is or becomes your proxy but you do not direct him how to vote on an item (that is, you do not complete any of the boxes 'For', 'Against' or 'Abstain' opposite that item) you will be expressly authorising the chairman to vote as he sees fit on that item.

6. APPOINTMENT OF A SECOND PROXY

Shareholders entitled to cast two or more votes are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy an additional Voting/Proxy Form may be obtained by telephoning the Company or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of your votes. Fractions of votes will be disregarded; and
- (b) Return both forms together.

7. FURTHER INFORMATION FOR STEP 2

* If you mark the 'Abstain' box for a particular 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 computing the required majority on a poll.

8. SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either Shareholders may sign.

Power of Attorney: to sign under power of attorney, you must lodge the power of attorney with Intermin or Computershare. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it

Companies: where the Company has a sole Director who is also the sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's Share Registry.

9. LODGEMENT OF VOTING/PROXY FORM

This Voting/Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am (WST) on 22 July 2019 being not later than 48 hours before the commencement of the GM. Voting/Proxy Forms received after that time will not be valid for the scheduled meeting.

Voting/Proxy Forms may be lodged as follows:

By mail: Intermin Resources Ltd

PO Box 1104

Nedlands WA 6909

By hand: 163-167 Stirling Highway

Nedlands WA 6009

By fax: + 61 8 9389 1597

By email: bianca.taveira@intermin.com.au