



Monday, 28 May 2012

Dear Shareholder

**ANNUAL GENERAL MEETING
NOTICE OF MEETING**

InterMet Resources Limited (ASX:ITT) is pleased to advise its next Annual General Meeting will be held in Sydney on Thursday, 28 June 2012. Please find all details outlined in the following Notice of Meeting.

For a copy of the Annual Report please view the announcement made on 1 March 2012 on the Australian Securities Exchange website at www.asx.com and search for company code 'ITT'.

We hope you can join us for the Annual General Meeting on Thursday 28 June 2012 at 2:30pm in the office of Hillgrove Resources Limited at Level 41, 264 George Street, Sydney NSW 2000. If however you cannot attend the meeting, we encourage you to complete and return the Proxy Form that has been mailed to you or that you find at the end of this notice.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Russell Middleton', is written over a light grey background.

Russell Middleton
Director & Company Secretary

Registered Office
Level 41 Australia Square
264-278 George Street
SYDNEY NSW 2000
Tel: +61 2 8221 0404
Fax: +61 2 8221 0407

InterMet Resources Limited
ACN 112 291 960
info@intermetresources.com.au
www.intermetresources.com.au

Exploration Office
Suite F, Level 1
1139 Hay Street
WEST PERTH WA 6005
Tel: +61 8 9424 9600
Fax: +61 8 9424 9699

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY.
YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY BEFORE
THE GENERAL MEETING REFERRED TO BELOW, IS CONVENED.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR
STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

INTERMET RESOURCES LIMITED

ACN 112 291 960

Notice of Annual General Meeting

and

Related Documentation

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD AT 2.30 PM ON THURSDAY 28 JUNE 2012
AT SUITE 4103, LEVEL 41 AUSTRALIA SQUARE TOWER, 264-278 GEORGE STREET,
SYDNEY, NEW SOUTH WALES, IS INCLUDED WITH THESE DOCUMENTS.

TO BE VALID, FORMS OF PROXY FOR USE AT THIS MEETING MUST BE COMPLETED
AND RETURNED TO THE COMPANY NO LATER THAN 2.30 PM ON TUESDAY 26 JUNE 2012.

INTERMET RESOURCES LIMITED

(ACN 112 291 960)

("Company")

SECTION 1: TIME AND PLACE OF MEETING

Venue

The annual general meeting of members of the Company will be held at:

Suite 4103
Level 41 Australia Square Tower
264-278 George Street
Sydney
New South Wales

Time and Date

The meeting will commence at 2.30 pm (Sydney time) on Thursday 28 June 2012.

Definitions

A Glossary of the key terms used throughout these Documents is contained in **Section 3**.

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, time and place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with these Documents as soon as possible and either:

- send the duly completed Proxy Form by facsimile to the Company on facsimile number (02) 8221 0407; or
- deliver to the registered office of the Company at Level 41 Australia Square Tower, 264-278 George Street, Sydney NSW 2000;

so that it is received not later than 2.30 pm (Sydney time) on Tuesday 26 June 2012.

Complete details on how to vote by proxy and your Proxy Form are set out in **Section 4**.

Please read all these Documents carefully and in their entirety, determine how you wish to vote in relation to each of the Resolutions and then cast your vote accordingly, either in person or by proxy. If you do not understand any part of these Documents, or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

INTERMET RESOURCES LIMITED

(ACN 112 291 960)

SECTION 2: NOTICE OF ANNUAL GENERAL MEETING TO SHAREHOLDERS

Notice is hereby given that the annual general meeting of the members of InterMet Resources Limited (“Company”) will be held at the place, date and time set out in **Section 1**.

BUSINESS

1. ACCOUNTS

To receive and consider the Financial Statements for the 12 months ended 31 January 2012 and the related reports of the directors and auditors.

2. REMUNERATION REPORT

The Remuneration Report is in the Directors’ Report section of the Company’s Annual Report (pages 5-7). Listed companies are required to put the Remuneration Report to the vote for adoption at the Company’s Annual General Meeting. The resolution will be determined as an ordinary resolution but is advisory only and does not bind the Directors or the Company.

To consider and, if thought fit, to pass, with or without amendment, the following in accordance with section 250R(2) of the Corporations Act:

Resolution 1 – Remuneration Report

“That the Remuneration Report in the 2012 Annual Report of the Company be adopted.”

3. APPROVAL OF ISSUE OF PLACEMENT SHARES

The Company proposes to issue no more than 7,575,000 Shares (**Placement Shares**) to sophisticated investors pursuant to section 708(8) of the Corporations Act at an issue price of not less than a twenty per cent (20%) discount to the VWAP of the Shares, based on the five (5) trading days immediately preceding the close of the placement of the Placement Shares (**Proposed Placement**) in order to raise approximately \$300,000.

Approval of the Proposed Placement is now being sought for the issue under Listing Rule 7.1.

The funds raised by the issue of the Placement Shares will be applied to pay the Company’s corporate costs and general working capital.

All Placement Shares will, once issued, rank equally with all other Shares.

The purpose of seeking this Shareholder approval by means of passing Resolution 2 is that it will allow the Company to raise further working capital, if required – up to a maximum of 15% of the Company’s capital base at the time of any such capital raising – thereby providing flexibility and speed without the need to obtain further Shareholder approval.

The Company has no specific plans to raise further capital at this time.

Resolution 2 – Approval of issue of Placement Shares

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, the members approve the allotment and issue of no more than 7,575,000 fully paid, ordinary shares in the capital of the Company (**Shares**) at a price per Share that is not less than a twenty per cent (20%) discount to the 5 day VWAP of the Shares for the purposes, and on the terms and conditions, set out above.”*

SECTION 2: NOTICE OF ANNUAL GENERAL MEETING TO SHAREHOLDERS (continued)

4. OTHER BUSINESS

To transact any other business as may be brought before the Meeting.

Determination of Membership and Voting Entitlement for the Purpose of the Meeting

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at the close of business (Sydney time) on Tuesday 26 June 2012.

Voting Exclusion Statement

In accordance with the Corporations Act and the Listing Rules, the following persons must not cast any votes on the following Resolutions, and the Company will disregard any votes cast on that Resolution by:

| Resolution | Excluded Voters |
|------------|--------------------------------|
| 1 | None |
| 2 | Allottees and their associates |

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

Proxies

A member, entitled to attend and vote at this Meeting pursuant to the Constitution, is entitled to appoint not more than two proxies. Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the Company. Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the Chairman of the meeting to which it relates.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notarially certified copy thereof under which an attorney for a member appoints a proxy must be lodged, at the registered offices of the Company, **Level 41 Australia Square, 264-278 George Street, Sydney NSW 2000**, or received by fax on **(02) 8221 0407** not less than forty eight (48) hours before the time appointed for the meeting or adjourned meeting.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney or if such appointor is a corporation under the hand of its attorney or the hand of a person duly authorised by the corporation. The form of proxy which accompanies this Notice may be used.

By order of the Board



Russell Middleton
Company Secretary

Dated 20 May 2012

EXPLANATORY NOTES

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains an explanation of, and information about, the Resolutions to be considered at the Meeting. It is given to Shareholders to help them determine how to vote on the Resolutions set out in the accompanying Notice of Meeting.

Shareholders should read this Explanatory Statement in full because individual sections do not necessarily give a comprehensive review of the Resolutions contemplated in this Explanatory Statement.

If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional advisor.

No specific explanation is proposed for Resolution 1, as the Directors feel that its intent and, if approved, effect is self-explanatory.

Resolution 2 – Approval of Issue of Placement Shares

The Company proposes to issue no more than 7,575,000 Shares (**Placement Shares**) to sophisticated investors pursuant to section 708(8) of the Corporations Act at an issue price of not less than a twenty per cent (20%) discount to the VWAP of the Shares, based on the five (5) trading days immediately preceding the close of the placement of the Placement Shares (**Proposed Placement**) in order to raise approximately \$300,000 to \$450,000.

Approval of the proposed issue of the Placement Shares (**Proposed Placement**) is now being sought for the issue under Listing Rule 7.1.

In accordance with the disclosure requirements of Listing Rule 7.3:

- (a) The maximum number of Placement Shares that will be issued is 7,575,000.
- (b) The price at which each Placement Share will be issued will not be less than a twenty per cent (20%) discount to the VWAP of the Shares over the 5 trading days immediately preceding the close of the Proposed Placement.
- (c) It is expected that between \$300,000 (where 7,575,000 Placement Shares are issued at \$0.04 each) and \$450,000 (where 7,575,000 Placement Shares are issued at \$0.06 each) in cash proceeds will be raised from the issue of the Placement Shares.

The allottees of the Placement Shares will be sophisticated shareholders pursuant to section 708(8) of the Corporations Act.

- (d) The funds referred to in paragraph (c) immediately above will be applied to pay the Company's corporate costs and general working capital.
- (e) The terms of the Placement Shares will be identical to the terms of issue of all other Shares and each Placement Share will, once issued, rank equally with all other Shares.
- (f) In accordance with Listing Rule 7.3.8, the Company will disregard any votes cast on the Resolution 2 by:
 - those allottees referred to in paragraph (d) immediately above; and
 - any associate of any of those persons.

However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

SECTION 3: GLOSSARY OF TERMS

AEST means Australian Eastern Standard Time.

Associate has the meaning ascribed to that term in Section 12(2) of the Corporations Act.

ASX means the ASX Limited ACN 008 624 691.

Board means the board of Directors.

Company means InterMet Resources Limited ABN 66 112 291 960.

Constitution means the constitution of the Company, as varied or amended from time to time.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Director means a member of the board of directors of the Company.

Documents means each of the Notice, Proxy Form and all other documents, that each constitute part of this booklet and that accompany each other when sent to each Shareholder.

Listing Rules means the rules and procedures issued and enforced by the ASX, as amended from time to time, including all guidance notes and appendices thereto.

Meeting means the general meeting being convened by the Directors and pursuant to the Notice.

Notice means the Notice of General Meeting of the Shareholders that accompanies and forms part of these Documents.

Proxy Form means the proxy form more particularly set out in Section 4, and that forms part of these Documents.

Resolution means any one of the resolutions set out in the Notice.

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

Shareholder means the holder of a Share.

Interpretation

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;

SECTION 3: GLOSSARY OF TERMS (continued)

- (h) the terms “included”, “including” and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to “\$”, “A\$”, “Australian Dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia;
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

SECTION 4: PROXY FORM

**INTERMET RESOURCES LIMITED
ACN 112 291 960**

STEP 1 - Appointment of Proxy

I/ We

of

being a member of InterMet Resources Limited hereby appoint

.....

of

or failing him/her the **Chairman** of the meeting as my/our proxy to vote for me/us on my/our behalf at the **Annual General Meeting of the Company to be held on Thursday, 28 June 2012** and at any adjournment thereof in the manner indicated or in the absence of indications, as he/she thinks fit.

Important: To ensure your proxy votes count, if you do not wish to direct your proxy how to vote, you should mark this box.

By marking this box when you have not directed your proxy how to vote below, you acknowledge that the Chairman of the Meeting (whether nominated or by default), acting as your proxy, may exercise your undirected proxy votes even if the Chairman has an interest in the outcome of each resolution which carries a voting exclusion, and that votes cast by him, other than as a proxyholder, will be disregarded because of those interests. The Chairman of the Meeting will vote undirected proxies in favour of each resolution. If you direct your proxy how to vote, it is not necessary to mark this box. If you do not mark this box and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

| Resolution | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|
| 1. Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of issue of Placement Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

In addition to the intentions advised above, the Chairman of the Meeting will vote undirected proxies in favour of each item of business.

*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.

STEP 3 - Sign here to validate this Proxy

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director / Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Note: when signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Please also provide a certified copy of the Power of Attorney.

Contact Name

Daytime Telephone Number

Date

HOW TO COMPLETE THE PROXY FORM

▪ Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

▪ Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

▪ Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

▪ Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box;
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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 your votes. Fractions of votes will be disregarded;
- (c) return both forms together in the same envelope.

▪ 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, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. 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 a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 2.30 pm on Thursday, 28 June 2012. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in person or by mail to InterMet Resources Limited, Level 41 Australia Square, 264-278 George Street, Sydney NSW 2000 or by fax on (02) 8221 0407 not less than forty eight (48) hours before the time appointed for the meeting, no later than 2.30 pm (Sydney time) on Tuesday 26 June 2012.

Level 41 Australia Square Tower, 264 George Street, Sydney NSW 2000
Tel: 02 8221 0404 Fax: 02 8221 0407