

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme INTERMET RESOURCES LIMITED (ITT)

ACN/ARSN 112 291 960

1. Details of substantial holder (1)

Name HILLGROVE RESOURCES LTD (HGO) AND EACH OF ITS WHOLLY OWNED SUBSIDIARIES (SEE ANNEXURE A) (EACH, A HGO GROUP MEMBER)

ACN/ARSN (if applicable) 004 297 116

There was a change in the interests of the
substantial holder on 18/01/2013
The previous notice was given to the company on 15/08/2008
The previous notice was dated 15/08/2008

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares (ORDS)	42,649,559	84.5%	10,822,959	18.7%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
18/01/2013	EACH HGO GROUP MEMBER	SHARE SALE	\$0.01 PER ITT SHARE	30,487,859 ORDS	EACH HGO GROUP MEMBER
18/01/2013	EACH HGO GROUP MEMBER	SHARE SALE	\$0.01 PER ITT SHARE	1,512,141 ORDS	EACH HGO GROUP MEMBER
18/01/2013	EACH HGO GROUP MEMBER	PLACEMENT	N/A - DILUTION	1,512,141 ORDS	EACH HGO GROUP MEMBER

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
HILLGROVE EXPLORATION P/L (HE)	HE	HE	HOLDER OF SECURITIES	10,822,959 ORDS	10,822,959
EACH HGO GROUP MEMBER OTHER THAN HE	HE	HE	EACH HGO GROUP MEMBER IS ASSOCIATED WITH EACH OTHER	10,822,959 ORDS	10,822,959

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
EACH HGO GROUP MEMBER	SUITE 1709, LEVEL 17, 264-278 GEORGE STREET, SYDNEY NSW 2000

Signature

print name SHANTHI SMITH

capacity COMPANY SECRETARY

sign here



date 21/01/2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A – HGO GROUP MEMBERS

HGO GROUP MEMBER	ACN
Hillgrove Operations Pty Limited	105 935 126
Hillgrove Exploration Pty Limited	111 066 267
Hillgrove Copper Pty Limited	105 074 762
Hillgrove Wheel Ellen Pty Ltd	117 871 093
Hillgrove Indonesia Pty Limited	130 752 411
Hillgrove Copper Holdings Pty Limited	146 034 988