



ABN 66 112 291 960

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at Ground Floor, 50 Ord Street, West Perth, Western Australia 6005, on Friday 8 March 2013 at 1.00 pm (WST).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9322 8222.

INTERMET RESOURCES LIMITED

ABN 66 112 291 960

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of shareholders of InterMet Resources Limited (**Company**) will be held at 1.00 pm (WST) on Friday 8 March 2013 at Ground Floor, 50 Ord Street, West Perth Western Australia (**Meeting**).

The Explanatory Statement to this Notice of General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on at 1.00pm (WST) on Wednesday 6 March 2013.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. Resolution 1 – Ratification of First Tranche Placement

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

"That, subject to the passing of Resolutions 2 to 5 (inclusive) and pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 7,500,000 Shares as set out in the Explanatory Statement".

Voting Exclusion

The Company will disregard any votes cast on Resolution 1 by a person (and any associates of such a person) who participated in the First Tranche Placement.

However, the Company will not disregard a vote if:

- (a) 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
- (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.

2. Resolution 2 – Approval of Second Tranche Placement

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

"That, subject to the passing of Resolutions 1 and 3 to 5 (inclusive) and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 42,500,000 Shares on the terms and conditions in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast on Resolution 2 by a person who may participate in the Second Tranche Placement and might obtain a benefit, except solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of such a person.

However, the Company will not disregard a vote if:

- (a) 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
- (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.

3. Resolution 3 – Approval to issue Options under the Placement

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

“That, subject to the passing of Resolutions 1, 2, 4 and 5 and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 25,000,000 Options on the terms and conditions in the Explanatory Statement”.

Voting Exclusion

The Company will disregard any votes cast on Resolution 3 by a person who may participate in the issue of the Options under the Placement and might obtain a benefit, except solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of such a person.

However, the Company will not disregard a vote if:

- (a) 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
- (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.

4. Resolution 4 – Approval to issue Options to Baron Partners Limited

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

“That, subject to the passing of all Resolutions 1 to 3 (inclusive) and 5 and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 7,400,000 Options to Baron Partners Limited (and/or its nominees) on the terms and conditions in the Explanatory Statement”.

Voting Exclusion

The Company will disregard any votes cast on Resolution 4 by a person who may participate in the proposed issue of Options and might obtain a benefit, except solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of such a person.

However, the Company will not disregard a vote if:

- (a) 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
- (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.

5. Resolution 5 – Approval to issue Options to Snocomp Pty Ltd

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

“That, subject to the passing of Resolutions 1 to 4 (inclusive), pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 2,000,000 Options to Snocomp Pty Ltd (and/or its nominees) on the terms and conditions in the Explanatory Statement”.

Voting Exclusion

The Company will disregard any votes cast on Resolution 5 by a person who may participate in the proposed issue of Options and might obtain a benefit, except solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of such a person.

However, the Company will not disregard a vote if:

- (c) 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
- (d) 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.

DATED: 31 JANUARY 2013

BY ORDER OF THE BOARD



**SCOTT MISON
DIRECTOR / COMPANY SECRETARY
INTERMET RESOURCES LIMITED**

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 1.00 pm (WST) on Friday 8 March 2013 at Ground Floor, 50 Ord Street, West Perth, Western Australia 6005.

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass any or each of the Resolutions set out in the Notice.

This Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Background
Section 4:	Resolution 1 – Ratification of First Tranche Placement
Section 5:	Resolution 2 – Approval of Second Tranche Placement
Section 6:	Resolution 3 – Approval to issue Options under the Placement
Section 7:	Resolution 4 – Approval to issue Options to Baron Partners Limited
Section 8	Resolution 5 – Approval to issue Options to Snocomp Pty Ltd
Section 9:	Definitions

A Proxy Form is located at the end of the Explanatory Statement.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully and in full before deciding how to vote on any of the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from subsequently attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;

- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint only two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Background

3.1 Capital Raising

As announced on 21 January 2013, the Company is undertaking a capital raising to raise up to \$500,000 (before costs) through a placement of 50,000,000 Shares at \$0.01 per Share (**Placement Price**) together with 25,000,000 attaching Options (at no additional consideration) to various institutional and sophisticated investors in Australia (**Placement**).

The Placement will be undertaken in two tranches as follows:

- (a) tranche 1 (already completed) consisted of the issue of 7,500,000 Shares (**First Tranche Shares**) at the Placement Price to various institutional and sophisticated investors who are clients of Cygnet Capital which raised approximately \$75,000 (before costs) (**First Tranche Placement**); and
- (b) tranche 2 will consist of the issue of 42,500,000 Shares (**Second Tranche Shares**) at the Placement Price to various institutional and sophisticated investors which is intended to raise \$425,000 (before costs) (**Second Tranche Placement**).

Subject to Shareholder approval, the participants under the Placement will also receive for no additional consideration one attaching Option for every two Shares subscribed for (**Placement Options**). Each Placement Option will have an exercise price of \$0.01 and expiry date of 1 July 2016. Refer to Section 6 and Schedule 1 for further details of the Placement Options.

The First Tranche Shares were issued prior to the date of the Meeting and were issued under the Company's 15% placement capacity under Listing Rule 7.1. Resolution 1 seeks Shareholder approval for the ratification of the issue of the First Tranche Shares.

The proposed issue of the Second Tranche Shares and the Placement Options are each subject to Shareholder approval under the terms of Resolutions 2 and 3, respectively.

Importantly, please note that ASX has advised that all Shares and Options issued pursuant to the Placement will be escrowed in accordance with the relevant provisions of the Listing Rules.

4. Resolution 1 – Ratification of First Tranche Placement

4.1 General

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 7,500,000 Shares under the First Tranche Placement (being the First Tranche Shares) to various sophisticated and institutional investors who are clients of Cygnet Capital and who are not related parties or associates of related parties of the Company.

4.2 Listing Rule 7.4

The First Tranche Shares issued under the First Tranche Placement were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

The effect of Shareholders passing Resolution 1 by ratifying the issue of the First Tranche Shares will be to restore the Company's ability to issue further securities within its 15% capacity during the next 12 months, without seeking Shareholder approval to that further issue.

Resolution 1 is an ordinary resolution.

4.3 Specific information required by Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the First Tranche Placement:

- (a) 7,500,000 First Tranche Shares were issued on 21 January 2013.
- (b) The First Tranche Shares were issued at \$0.01 per Share.
- (c) The First Tranche Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. Subject to Shareholder approval, the participants under the First Tranche Placement will also receive for no additional cash consideration one Placement Option for every two First Tranche Shares subscribed for. Each Placement Option will have an exercise price of \$0.01 and expiry date of 1 July 2016. Refer to Section 6 and Schedule 1 for further details of the Placement Options.
- (d) The First Tranche Shares were allotted to institutional and sophisticated investors who are clients of Cygnet Capital and who are not related parties or associates of related parties of the Company.
- (e) The proceeds from the Placement (including the proceeds from the First Tranche Placement) will be used to fund due diligence on the Company's proposed Calypso Nickel Project and to supplement its working capital.
- (f) A voting exclusion statement is included in the Notice.

5. Resolution 2 – Approval of Second Tranche Placement

5.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 42,500,000 Shares under the Second Tranche Placement at an issue price of \$0.01 per Share to various sophisticated and institutional investors and who are not related parties or associates of related parties of the Company.

The Second Tranche Placement will be made on the same terms as the First Tranche Placement.

5.2 Listing Rules 7.1

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.

Given the issue of the Second Tranche Shares under Resolution 2 will exceed this 15% threshold and none of the exceptions in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.1.

The effect of Resolution 2 will be to allow the Directors to issue the Second Tranche Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

Resolution 2 is an ordinary resolution.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to approval of the Second Tranche Placement:

- (a) The maximum number of Shares to be issued under Resolution 2 is 42,500,000 Shares.
- (b) The Company will issue and allot the Second Tranche Shares no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Second Tranche Shares will be allotted at an issue price of \$0.01 each.
- (d) The Second Tranche Shares will be allotted to various sophisticated and institutional investors who are not related parties or associates of related parties of the Company.
- (e) The Second Tranche Shares to be issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. Subject to Shareholder approval, the participants under the Second Tranche Placement will also receive for no additional cash consideration one Placement Option for every two Second Tranche Shares subscribed for. Each Placement Option will have an exercise price of \$0.01 and expiry date of 1 July 2016. Refer to Section 6 and Schedule 1 for further details of the Placement Options.
- (f) The proceeds from the Placement (including the proceeds from the Second Tranche Placement) will be used to fund due diligence on the Company's proposed Calypso Nickel Project and to supplement its working capital.
- (g) The allotment of the Second Tranche Shares will occur progressively.

6. Resolution 3 – Approval to issue Options under the Placement

6.1 General

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 25,000,000 Placement Options to participants under the Placement on the basis of one Placement Option for every two Shares subscribed for under the Placement.

Each Placement Options will have an exercise price of \$0.01 and expiry date of 1 July 2016. Refer to Schedule 1 for a more detailed description of the terms and conditions of the Placement Options.

6.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

Given the issue of the Placement Options under Resolution 3 will exceed this 15% threshold and none of the exceptions in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.1.

The effect of Resolution 3 will be to allow the Directors to issue the Placement Options during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

Resolution 3 is an ordinary resolution.

6.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the authorisation of the issue of the Placement Options:

- (a) The maximum number of Options to be issued under Resolution 3 is 25,000,000 Options.
- (b) The Company will issue and allot the Placement Options no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Placement Options will be allotted at nil issue price, i.e. no cash consideration will be payable for the issue of any of the Placement Options.
- (d) The Placement Options will be allotted to participants under Placement on the basis of one Placement Option for every 2 Shares subscribed for under the Placement.
- (e) Each Placement Option entitles the holder to subscribe for one (1) Share at an exercise price of \$0.01 and has an expiry date of 1 July 2016. The Shares issued upon exercise of the Placement Options will rank pari passu with the Company's existing Shares on issue. Further terms and conditions of the Placement Options are set out in Schedule 1.
- (f) No funds will be raised from the issue of the Placement Options.
- (g) The allotment of the Placement Options will occur progressively.

7. Resolution 4 – Approval to issue Options to Baron Partners Limited

7.1 General

Resolution 4 seeks Shareholder approval for the allotment and issue of 7,400,000 Options in consideration for corporate advisory services provided by Baron Partners to the Company (**Baron Options**).

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The effect of Resolution 4 will be to allow the Directors to issue the Baron Options during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

Resolution 4 is an ordinary resolution.

7.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the authorisation of the issue of the Baron Options:

- (a) The maximum number of Options to be issued under Resolution 4 is 7,400,000.
- (b) The Company will issue and allot the Baron Options no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Baron Options will be allotted at nil issue price, i.e. no cash consideration will be payable for the issue of any of the Baron Options.
- (d) The Baron Options will be allotted to Baron Partners (and/or its nominee).
- (e) The Baron Options will be issued on the same terms and conditions as the Placement Options. Each Baron Option entitles the holder to subscribe for one (1) Share at an exercise price of \$0.01 and has an expiry date of 1 July 2016. Upon exercise of the Baron Options, the Shares issued will rank pari passu with the Company's existing Shares on issue. Further terms and conditions of the Baron Options are in Schedule 1.
- (f) No funds will be raised from the issue of the Baron Options.
- (g) The allotment of the Baron Options will occur progressively.

8. Resolution 5 – Approval to issue Options to Snocomp Pty Ltd

8.1 General

Resolution 5 seeks Shareholder approval for the allotment and issue of 2,000,000 Options in consideration for past geological consulting services provided by Snocomp Pty Ltd to the Company (**Snocomp Options**).

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The effect of Resolution 5 will be to allow the Directors to issue the Snocomp Options during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

Resolution 5 is an ordinary resolution.

8.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the authorisation of the issue of the Snocomp Options:

- (a) The maximum number of Options to be issued under Resolution 5 is 2,000,000.
- (b) The Company will issue and allot the Snocomp Options no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Snocomp Options will be allotted at nil issue price, i.e. no cash consideration will be payable for the issue of any of the Snocomp Options.
- (d) The Snocomp Options will be allotted to Snocomp Pty Ltd (and/or its nominee).
- (e) The Snocomp Options will be issued on the same terms and conditions as the Placement Options. Each Snocomp Option entitles the holder to

subscribe for one (1) Share at an exercise price of \$0.01 and has an expiry date of 1 July 2016. Upon exercise of the Snocomp Options, the Shares issued will rank pari passu with the Company's existing Shares on issue. Further terms and conditions of the Snocomp Options are set out in Schedule 1.

- (f) No funds will be raised from the issue of the Snocomp Options.
- (g) The allotment of the Snocomp Options will occur progressively.

9. Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

ASX means the ASX Limited (ABN 98 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

Baron Options has the meaning in Section 7.1 and the terms and conditions in Schedule 1.

Baron Partners means Baron Partners Limited (ABN 45 003 397 528).

Board means the board of Directors of the Company.

Chairman means the person appointed to Chair the Meeting of the Company convened by the Notice.

Company or **InterMet Resources** means InterMet Resources Limited (ABN 66 112 291 960).

Constitution means the constitution of the Company.

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

Cygnets Capital means Cygnets Capital Pty Ltd (ABN 88 103 488 606).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

First Tranche Placement has the meaning in Section 3.1.

First Tranche Shares has the meaning in Section 3.1.

Listing Rules means the listing rules of the ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the notice of Meeting.

Option means an option to acquire a Share.

Placement has the meaning in Section 3.1.

Placement Options has the meaning in Section 3.1 and the terms and conditions in Schedule 1.

Placement Price has the meaning in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Second Tranche Placement has the meaning in Section 3.1.

Second Tranche Shares has the meaning in Section 3.1.

Section means a section of the Explanatory Statement.

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

Shareholder means a shareholder of the Company.

Snocomp Options has the meaning in Section 7.1 and the terms and conditions in Schedule 1.

Snocomp means Snocomp Pty Ltd (ABN 54 594 753 811).

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 1 – Terms and Conditions of Placement Options, Baron Options and Snocomp Options

The following terms and conditions apply to each of the Placement Options, the Baron Options and the Snocomp Options (together the 'Options' for the purposes of this Schedule 1):

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price and Expiry Date**

The Options have an exercise price of \$0.01 (**Exercise Price**) and an expiry date of 1 July 2016 (**Expiry Date**).

(c) **Exercise Period and Lapsing**

The Options may be exercised at any time after their date of issue prior to the Expiry Date. However, if not exercised, the Options will lapse on the date which is two weeks following the date on which the Company issues of a notice of meeting which proposes to consolidate the Company's share capital as part of the Company's re-compliance with Chapter 11 of the Listing Rules.

(d) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then shares of the Company.

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Timing of issue of Shares**

Within 15 business days after the later of the following:

- (i) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- (ii) the date the Company ceases to be in possession of excluded information in respect to the Company (if any) following the receipt of the Notice of Exercise and payment of the Exercise Price for each Option being exercised by the Company,

the Company will:

- (iii) allot and issue the Shares pursuant to the exercise of the Options;

- (iv) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
- (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(k) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) **Quotation of the Options**

The Company will not apply for quotation of the Options on ASX.

(m) **Options Transferable**

The Options are transferable.

(n) **Lodgement Instructions**

Cheques paid in connection with the exercise of an Option shall be in Australian currency, made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

INTERMET RESOURCES LIMITED
ABN 66 112 291 960

PROXY FORM

The Company Secretary,
InterMet Resources Limited

By delivery/post:

Level 2, 28 Kings Park Road
WEST PERTH WA 6005

By facsimile:

+61 8 9481 1840

Name of
Shareholder:

Address of
Shareholder:

Number of Shares
entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairman **(mark box)**

OR if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman to be held at Ground Floor, 50 Ord Street, West Perth, Western Australia on Friday 8 March 2013 at 1:00pm (WST), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit).

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is []% of the Shareholder's votes / [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Ratification of First Tranche Placement			
Resolution 2	Approval of Second Tranche Placement			
Resolution 3	Approval to issue Options under the Placement			
Resolution 4	Approval to issue Options to Baron Partners Limited			
Resolution 5	Approval to issue Options to Snocomp Pty Ltd			

* If you mark the Abstain box for a particular Resolution, 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.

Authorised signature/s This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

The Chairman intends to vote all available proxies in favour of each Resolution.

Individual or Shareholder 1 <div style="border: 1px solid black; height: 20px; width: 100%; margin: 5px 0;"></div> Sole Director and Sole Company Secretary	Shareholder 2 <div style="border: 1px solid black; height: 20px; width: 100%; margin: 5px 0;"></div> Director	Shareholder 3 <div style="border: 1px solid black; height: 20px; width: 100%; margin: 5px 0;"></div> Director/Company Secretary
<hr style="border: 0; border-top: 1px solid black; margin-top: 10px;"/>		<hr style="border: 0; border-top: 1px solid black; margin-top: 10px;"/>
Contact Name		Contact Daytime Telephone
		Date:

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

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

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 2, 28 Kings Park Road, West Perth WA 6005 or Facsimile +61 (08) 9481 1840) not less than 48 hours prior to the time of commencement of the Meeting (WST).