



ACN 007 761 186
ABN 88 007 761 186

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

To be held at
8th Floor
Exchange Plaza,
2 The Esplanade
PERTH WA

On Wednesday, 19 November 2014 at 10.00am WST



NOTICE OF ANNUAL GENERAL MEETING

ACN 007 761 186
ABN 88 007 761 186

Instructions to Shareholders

This is an important document. Please read it carefully. If there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor.

Venue

A meeting of the shareholders of Intermin Resources Ltd will be held at:

8th Floor
Exchange Plaza
2 The Esplanade
PERTH WA

Commencing at
10.00am (Perth Time)
on Wednesday, 19 November 2014

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 proxy form enclosed with this notice as soon as possible and either:

- return the proxy form by post to Intermin Resources Limited, PO Box 1104, Nedlands, Western Australia 6909; or
- return the proxy form by hand to 159 Stirling Highway, Nedlands, Western Australia, 6009; or
- send the proxy form by facsimile to the Company on facsimile number (08) 9386 9473 (International: + 61 8 9386 9473); or
- email the proxy form to iadmin@intermin.com.au;

so that it is received not later than 10.00am (Perth Time) on 17 November 2014.

Snapshot Date

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 4.00pm (WST) on 17 November 2014.

Auditors

A representative of the Company's Auditors will be present to answer any questions on the accounts. Questions to the Auditors in writing may be forwarded to reach the Company no later than 10.00am (Perth Time) on 17 November 2014.



NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting of shareholders of Intermin Resources Ltd (ACN 007 761 186) will be held at:

**8th Floor
Exchange Plaza, 2 The Esplanade
Perth, Western Australia**

on

Wednesday, 19 November 2014 at 10.00am WST

AGENDA

Financial Statements and Reports

To receive and consider the annual financial report, together with the Directors' Report and Auditor's Report for the year ending 30 June 2014.

Note: This matter is not voted on.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **non-binding Resolution** in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2014 be adopted."

Note: This is a non-binding vote.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of any of the following persons:

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this 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 Company, or if the Company is part of a consolidated entity, for the entity.



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Resolution 2: Re-election of Director – Mr Peter Hunt

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

“That Mr Peter Hunt who retires by rotation in accordance with clause 12.2 of the Company’s Constitution, and being eligible, offers himself for re-election, and is hereby re-elected a Director of the Company.”

BY ORDER OF THE BOARD

BIANCA TAVEIRA
Company Secretary
16 October 2014

EXPLANATORY STATEMENT

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

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

In relation to Resolution 2, information relating to the experience and qualifications of Mr Peter Hunt is contained in the Annual Report of Intermin Resources Ltd (“**Intermin**” or “**Company**”).

Annual Financial Report

The Corporations Act requires the reports of the Directors and of the Company’s auditor and the annual financial report, including the financial statements, to be put before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the reports or statements. However, Shareholders will be given an opportunity to raise questions on the reports and statements at the Annual General Meeting.

Resolution 1: Remuneration Report

The Remuneration Report is in the Directors Report section of the Company’s Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company’s remuneration policy and the process for determining the remuneration of its Directors and key management personnel;
- (b) addresses the relationship between the Company’s remuneration policy and the Company’s performance; and
- (c) sets out remuneration details for each Director and each of the Company’s key management personnel named in the Remuneration Report for the financial year ended 30 June 2014.

The Directors recommend that Shareholders vote in favour of Resolution 1.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company’s remuneration policies. 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 meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Directors (other than the managing director) must go up for re-election.

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 Annual General Meeting.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report at the Annual General Meeting.

EXPLANATORY STATEMENT

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 or a closely related party of that member as your proxy (and that person is not the Chairman of the Meeting), 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 2014. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

Resolution 2: Re-election of Director – Mr Peter Hunt

The Company's Constitution requires that one third of the Directors must retire at each AGM and if the number is not a multiple of 3, then the number nearest one third (rounded up in the case of doubt). The managing director is excluded from the rotation requirements.

Mr Peter Hunt retires by rotation in accordance with clause 12.2 of the Company's Constitution and, being eligible, seeks re-election.

Details of the qualification and experience of Mr Peter Hunt are set out in the 2014 Annual Report for the Company.

Director's recommendations

The Directors, with Mr Peter Hunt abstaining, unanimously recommend that you vote in favour of this resolution.

INTERMIN RESOURCES LTD

ACN 007 761 186

REGISTERED OFFICE:

159 Stirling Highway, Nedlands WA 6009
T: 08 9386 9534 F: 08 9386 9473 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

[name and address]

Number of shares held

Proxy Form

SECTION A: Appointment of Proxy


I/We being a shareholder/s of Intermin Resources Ltd and entitled to attend and vote hereby appoint:

Name of Proxy. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Intermin Resources Ltd to be held at Exchange Plaza, Level 8, 2 The Esplanade, Perth on Wednesday, 19 November 2014 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Resolution 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. The Chairman intends to vote any undirected proxies in favour of all Resolutions.

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 a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – Mr Peter Hunt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SECTION C: Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

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

INTERMIN RESOURCES LTD

ACN 007 761 186

REGISTERED OFFICE:

159 Stirling Highway
Nedlands WA 6009
T: 08 9386 9534
F: 08 9386 9473
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

 **For your vote to be effective it must be received by 10:00am WST 17 November 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Section A overleaf.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 10:00am on 17 November 2014 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Intermin Resources Ltd.

By mail: Intermin Resources Ltd
PO Box 1104
Nedlands WA 6909

By hand: 159 Stirling Highway
Nedlands WA 6009

By fax: +61 8 9386 9473

By email: iadmin@intermin.com.au