17 April 2019

RESULT OF FIRST COURT HEARING AND RELEASE OF SCHEME BOOKLET

MacPhersons Resources Limited (ASX: MRP) provides the following update on the status of the proposed merger with Intermin Resources Limited (ASX:IRC) by way of a scheme of arrangement first announced to ASX on 11 December 2018.

First Court Hearing and Scheme Booklet

Earlier today, the Supreme Court of Victoria approved the convening of a meeting of MacPhersons' shareholders to consider and, if thought fit, approve the Scheme.

The Scheme Booklet in relation to the Scheme has been registered by the Australian Securities and Investments Commission. Printed copes of the Scheme Booklet, including an independent expert's report, are expected to be mailed to MacPhersons shareholders next week.

A copy of the Scheme Booklet accompanies this announcement.

If the Scheme is approved, MacPhersons shareholders will receive 1 Intermin share for each 1.8227 shares held in MacPhersons.

The MacPhersons directors unanimously recommend that MacPhersons' shareholders vote in favour of the Scheme in the absence of a superior proposal. Subject to the same qualification, each director of MacPhersons intends to vote all MacPhersons shares held or controlled by them in favour of the Scheme at the meeting.

Shareholders should carefully read the Scheme Booklet in its entirety before deciding whether to vote in favour of the Scheme.

Scheme Meeting

The Scheme Meeting to consider approving the Scheme will be held at **Level 9, 40 St Georges Terrace, Perth, Western Australia, on Friday, 31 May 2019 commencing at 10:00 am (Perth time)**.

Each shareholder's vote is important to determining whether or not the Scheme proceeds. Those shareholders registered at 5:00 pm (Perth time) on Wednesday, 29 May 2019 are entitled to attend and vote at the Scheme Meeting, and are encouraged to do so.

MRP shareholders do not need to attend the Scheme Meeting in person to vote, as their vote can be made by proxy by completing the personalised proxy form enclosed with the Scheme Booklet. Instructions for proxy lodgement, including an option to lodge the proxy form online, are included on the proxy form.

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W www.mrpresources.com.

All proxy forms must be received by no later than 10:00 am (Perth time) on Wednesday, 29 May 2019 in accordance with the directions set out in the proxy form.

If you have any questions in relation to the Scheme, please contact the MacPhersons share registry on 1300 288 664.

For further information contact

For further information please contact:

Jeff Williams

Managing Director

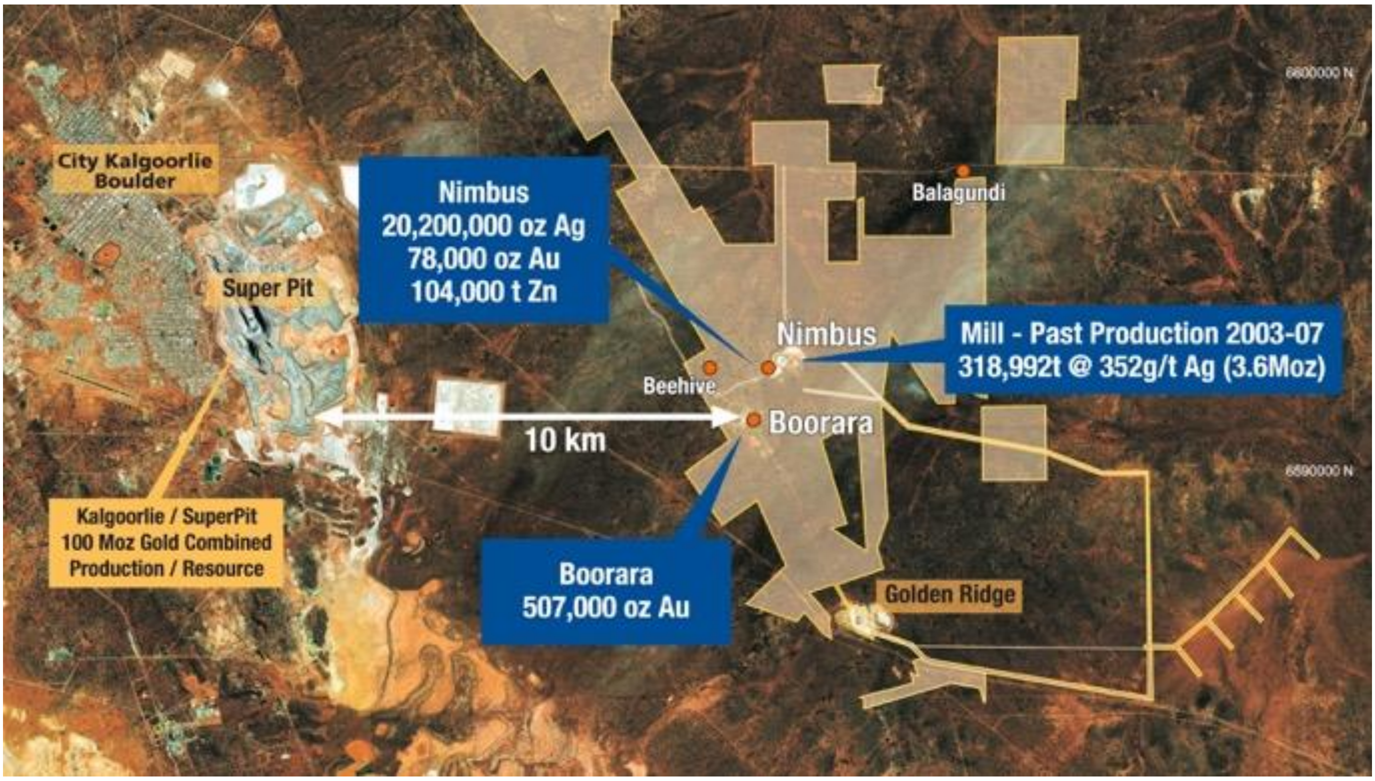
+61 418 594 324

About MacPhersons

MacPhersons Resources Ltd (MRP) is a Western Australian resource company with a number of advanced gold, silver and zinc projects.

The company's long term objective is the development of its existing assets and unlocking the full potential of its 100% owned highly prospective Boorara Gold Project.

For more information on MacPhersons Resources Limited and to subscribe for regular updates, please visit our website at: www.mrpresources.com or contact our Kalgoorlie office on info@mrpresources.com or - 08 9068 1300



MacPhersons Resources Limited

ABN 98 139 357 967

SCHEME BOOKLET

For a scheme of arrangement between MacPhersons Resources Limited and the holders of MacPhersons Shares in relation to the proposed merger of MacPhersons and **Intermin Resources Limited**.

Under the proposed Merger, MacPhersons Shareholders will receive shares in Intermin Resources Limited in return for their MacPhersons Shares.

VOTE YES

The MacPhersons Directors unanimously recommend that you VOTE IN FAVOUR of the Scheme, in the absence of a Superior Proposal.

The Independent Expert has concluded that in the absence of an alternative offer, the Scheme is IN THE BEST INTERESTS of MacPhersons Shareholders.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

You should read it in its entirety before deciding whether or not to vote in favour of the Scheme. If you are in any doubt about how to deal with this Scheme Booklet, you should contact your broker, financial adviser or legal adviser immediately.

Legal Adviser to MacPhersons

Legal Adviser to Intermin

Important notices

Purpose of this Scheme Booklet

MacPhersons and Intermin have jointly announced a proposed Merger. The Merger is to be implemented through a members' scheme of arrangement between MacPhersons and MacPhersons Shareholders.

The purpose of this Scheme Booklet is to explain the terms of the Scheme, the manner in which the Scheme will be considered and implemented (if the conditions precedent are satisfied), and to provide the information as is prescribed or otherwise material for MacPhersons Shareholders when deciding whether or not to vote in favour of the Scheme. This Scheme Booklet includes the explanatory statement for the Scheme required by section 412(1) of the Corporations Act.

You should read this Scheme Booklet in its entirety before making a decision whether or not to vote in favour of the Scheme.

No investment advice

This Scheme Booklet does not take into account the investment objectives, financial situation, tax position or particular needs of any MacPhersons Shareholder or any other person. Accordingly, this Scheme Booklet should not be relied upon as the sole basis for any decision in relation to MacPhersons Shares, Intermin Shares or any other securities. Independent advice should be sought before any such decision is made.

Role of ASIC and ASX

A copy of this Scheme Booklet has been examined by ASIC for the purposes of section 411(2) of the Corporations Act and registered by ASIC in accordance with section 412(6) of the Corporations Act. MacPhersons will request ASIC to provide a statement in accordance with section 411(17)(b) of the Corporations Act stating that ASIC has no objection to the Scheme. If ASIC provides that statement it will be produced to the Court at the Second Court Hearing.

A copy of this Scheme Booklet has been lodged with ASX. Neither ASIC, ASX nor any of their officers takes responsibility for the contents of this Scheme Booklet.

Important notice associated with Court order under section 411(1) of the Corporations Act

The fact that the Court has ordered that the Scheme Meeting be convened under section 411(1) of the Corporations Act and has directed that this Scheme Booklet accompany the Notice of Meeting does not mean that the Court:

- has formed any view as to the merits of the Scheme or as to how MacPhersons Shareholders should vote at the Scheme Meeting (on this matter MacPhersons Shareholders must reach their own decision);
- has prepared, or is responsible for, this Scheme Booklet; or
- has approved or will approve the terms of the Scheme.

Responsibility for information

The MacPhersons Information has been provided by MacPhersons and is the responsibility of MacPhersons. Neither Intermin, nor its advisers, nor the advisers of MacPhersons assume any responsibility for the accuracy or completeness of that information.

The Intermin Information has been provided by Intermin and is the responsibility of Intermin. Neither MacPhersons, nor its advisers, nor the advisers of Intermin assume any responsibility for the accuracy or completeness of that information.

BDO has prepared the Independent Expert's Report in relation to the Scheme and takes responsibility for that report.

Disclaimer as to forward looking statements

This Scheme Booklet may include various statements about the future. Statements other than statements of historical fact may be forward looking statements. MacPhersons Shareholders should note that such statements are subject to inherent risks and uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors, many of which are beyond the control of MacPhersons and Intermin. Actual results, values, performance or achievements may differ materially from results, values, performance or achievements expressed or implied in any forward looking statement.

The statements contained within this Scheme Booklet reflect the views held at the date of this Scheme Booklet.

None of MacPhersons or Intermin, the Officers of those companies or any person named in this Scheme Booklet with their consent or any person involved in the preparation of this Scheme Booklet makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any results, values, performance or achievements express or implied in any forward looking statement, except to the extent required by law. MacPhersons Shareholders should not place undue reliance on any such statements.

Estimates, targets and forecasts

Unless expressly stated otherwise, all references in this Scheme Booklet to estimates, targets and forecasts (and derivations of the same) are references to estimates, targets and forecasts by MacPhersons or Intermin (as applicable). Their estimates, targets and forecasts are based on views held only at the date of this Scheme Booklet.

Each of MacPhersons and Intermin believes that the estimates, targets and forecasts in this Scheme Booklet that are attributable to it have been made on reasonable grounds and that the assumptions on which those estimates, targets and forecasts are based are reasonable.

Having said this, MacPhersons Shareholders are cautioned that the estimates, targets and forecasts are subject to a variety of factors that are likely to cause actual results to vary from them, and such variations may be material.

Ineligible Foreign Shareholders

This Scheme Booklet has been prepared having regard to Australian disclosure requirements. Other countries may have different legislative and regulatory requirements.

Neither this Scheme Booklet nor the Scheme constitute, or are intended to constitute, an offer of securities in any place in which or to any person to whom, the making of such an offer would not be lawful under the laws of any jurisdiction outside Australia and New Zealand.

MacPhersons Shareholders who are not residents of Australia or New Zealand should refer to Sections 2.11 and 2.12 of this Scheme Booklet for further information.

United States

This Scheme Booklet has not been prepared in accordance with United States securities laws and regulations and none of the Securities and Exchange Commission, any US state securities commission or any other US regulatory authority has approved or disapproved the securities issuable in connection with the Scheme nor have any of them passed comment upon or endorsed the merits of the Scheme or the accuracy, adequacy or completeness of this Scheme Booklet. Any representation to the contrary may be a criminal offence.

The Intermin Shares to be issued as consideration under the Scheme have not been, and will not be, registered under the US Securities Act of 1933, as amended.

Privacy

Personal information may be collected by MacPhersons and Intermin in the process of implementing the Scheme.

This information may include the name, contact details, security holding details of MacPhersons Shareholders, and the names of individuals appointed to act as proxy, attorney or corporate representative by a MacPhersons Shareholder at the Scheme Meeting. The primary purpose for collecting this personal information is to assist MacPhersons and Intermin to conduct the Scheme Meeting and implement the Scheme.

Any personal information collected may be disclosed to Intermin's and MacPhersons' respective share registries, advisers, print and mail service providers and related bodies to the extent necessary to effect the Scheme.

MacPhersons Shareholders are entitled under section 173 of the Corporations Act to inspect and obtain copies of personal information collected. MacPhersons Shareholders should contact the MacPhersons Registry in the first instance if they wish to access their personal information.

Maps and diagrams

Any diagrams, charts, maps, graphs and tables appearing in this Scheme Booklet are illustrative only and may not be drawn to scale. Unless expressly stated otherwise, all data contained in such diagrams, charts, maps, graphs or tables is based on information available at the date of this Scheme Booklet.

References to currency

Unless expressly stated otherwise, all references in this Scheme Booklet to "$", "A$" or "AUD" are references to Australian currency.

Effect of rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Scheme Booklet are subject to the effect of rounding.

Accordingly, their actual calculation may differ from the calculations set out in this Scheme Booklet.

Defined terms

A number of defined terms (which are capitalised) are used in this Scheme Booklet, the meanings of which are set out in the glossary in Section 11 or elsewhere in this Scheme Booklet.

Date of Scheme Booklet

This Scheme Booklet is dated 17 April 2019.

Table of Contents

Reasons to vote in favour of, or against, the Scheme

This section is a summary only. Further details of the reasons why you should vote in favour of, or against, the Scheme are set out in Section 1 of this Scheme Booklet.

1 Reasons to vote in favour of the Scheme

- The Merger will create a significant resources company (to be renamed Horizon Minerals Limited, subject to Intermin shareholder approval) with combined estimated Mineral Resources of approximately 1.25 Moz of gold, an attractive gold exploration portfolio and exposure to multiple commodities including vanadium, nickel-cobalt, copper and silver-zinc
- The Potential Coolgardie Acquisition, if it eventuates in due course, has the potential to advance the timing of processing of ore from the combined assets of the Merged Group
- Following the Merger, Intermin (as the parent company of the Merged Group) will be led by Intermin Managing Director Jon Price and supported by a strong Board comprising Intermin Chairman Peter Bilbe as Non-Executive Chairman and MacPhersons Directors Ashok Parekh and Jeff Williams as Non-Executive Directors
- The Merger is unanimously recommended by the MacPhersons Board in the absence of a Superior Proposal
- The Merger provides a clear pathway to a standalone operation. Over 667,000oz of existing estimated Mineral Resources of the Merged Group would be located within easy trucking distance of MacPhersons' 507,000oz Boorara deposit, which has approvals in place for open pit mine development and the construction of a new processing facility
- Overall, the combination of the two companies' projects provides a strong foundation for the Merged Group to pursue an accelerated development strategy with the aim of becoming a recognised long life sustainable gold producer
- The Merged Group is expected to have increased market relevance with larger market capitalisation, stronger balance sheet, improved share liquidity and be of a scale to attract a broader investor base
- The Independent Expert has concluded that in the absence of an alternative offer, the Scheme is in the best interests of MacPhersons Shareholders

2 Reasons to vote against the Scheme

- You may not agree with the recommendations by the MacPhersons Directors or the conclusion of the Independent Expert
- You may consider that the potential acquisition of the Coolgardie Gold Project, if it eventuates in due course, changes the risk profile of the Merged Group in a negative fashion
- Your percentage interest in the Merged Group will be reduced relative to your current interest in MacPhersons
- The investment profile for MacPhersons Shareholders will change and you may consider the investment profile of the Merged Group to be inferior to that of MacPhersons as a stand-alone entity
- You may consider that there is the potential for a Superior Proposal to be made to MacPhersons in the foreseeable future
- There are risks in integrating the respective businesses of MacPhersons and Intermin
- Following implementation of the Scheme, Intermin's share price may change and there is no guarantee that the implied value of the Scheme Consideration will be realised

Important dates

Date of this Scheme Booklet	17 April 2019
Latest date and time for receipt of proxy forms or powers of attorney for the Scheme Meeting	10 am (Perth time) on 29 May 2019
Time and date for determining eligibility to vote at the Scheme Meeting	5 pm (Perth time) on 29 May 2019
Scheme Meeting to be held at Level 9, 40 St Georges Terrace, Perth	10 am (Perth time) on 31 May 2019

If the Scheme is approved by the Requisite Majority of MacPhersons Shareholders

Second Court Date for approval of the Scheme	6 June 2019
Effective Date	6 June 2019
Court order lodged with ASIC and announcement to ASX	6 June 2019
Last day of trading in MacPhersons Shares – MacPhersons Shares suspended from trading on ASX from close of trading on ASX	6 June 2019
Record Date for Scheme Consideration	5:00 pm (Perth time) on 11 June 2019
Implementation Date	14 June 2019
Issue of Scheme Consideration to Scheme Participants	14 June 2019

All dates following the date of the Scheme Meeting are indicative only and, among other things, are subject to all necessary approvals from the Court. Any changes to the above timetable (which may include an earlier or later date for the Second Court Hearing) will be announced through ASX (and accordingly, details of any changes will be available on ASX's website at www.asx.com.au) and notified on MacPhersons' website at mrpresources.com.au.

Letter from the Chairman of MacPhersons

17 April 2019

Dear MacPhersons Shareholder,

Recommended Merger between MacPhersons and Intermin

It is my great pleasure to provide you with this Scheme Booklet, which sets out the details, key benefits and strategic rationale for the proposed merger of your company, MacPhersons Resources Limited (**MacPhersons**), with Intermin Resources Limited (**Intermin**), and addresses a range of other considerations and questions for you as a MacPhersons Shareholder.

On 11 December 2018, MacPhersons and Intermin announced that they had entered into a Merger Implementation Agreement in relation to a proposed transaction which, if implemented, will result in Intermin acquiring all of the issued shares in MacPhersons by way of a scheme of arrangement (**Merger**). As a MacPhersons Shareholder, if the Merger proceeds, you will receive 1 New Intermin Share for each 1.8227 shares you hold in MacPhersons at the Record Date. This ratio was based on a 45% MacPhersons and 55% Intermin relative value allocation as agreed by MacPhersons and Intermin.

As your Chairman, I strongly support the Merger, as does the rest of the MacPhersons Board. We firmly believe that the Merger will provide an excellent outcome for all MacPhersons Shareholders.

The MacPhersons Board unanimously recommends that you vote in favour of the Merger, subject only to no Superior Proposal emerging. In addition, BDO Corporate Finance (WA) Pty Ltd, as the Independent Expert, has determined that, in the absence of an alternative offer, the Merger is in the best interests of MacPhersons Shareholders.

The Merger with Intermin will create a Merged Group that provides a critical mass to underpin a larger scale production profile, improved balance sheet, liquidity and market relevance. Combining MacPhersons' large baseload Boorara deposit with Intermin's nearby, higher grade satellite projects enables a more rapid pathway to production at scale without an expected need for third party toll milling.

The MacPhersons Directors are unanimous in their view that the Merger will provide a number of significant benefits to MacPhersons Shareholders including:

- The Merger will create a significant resources company (to be renamed Horizon Minerals Ltd, subject to Intermin shareholder approval) with combined estimated Mineral Resources of approximately 1.25 Moz of gold, an attractive exploration portfolio and exposure to multiple commodities including vanadium, nickel-cobalt, copper and silver-zinc
- The Potential Coolgardie Acquisition, if it eventuates in due course, has the potential to advance the timing of processing of ore from the combined assets of the Merged Group. There is no guarantee that the Potential Coolgardie Acquisition will go ahead or that the Merged Group will be integrated successfully. More information abut the Potential Coolgardie Acquisition can be found in Section 5.11
- The Merged Group will have a strong board and management team, with significant production experience, focussed on driving business growth and shareholder value going forward

- The Merged Group is expected to also have increased market relevance with larger market capitalisation, stronger balance sheet, improved share liquidity and be of a scale to attract a broader investor base
- The Merger is unanimously recommended by the MacPhersons Board in the absence of a Superior Proposal
- The Independent Expert commissioned by MacPhersons has concluded that in the absence of an alternative offer, the Scheme is in the best interests of MacPhersons Shareholders

However, there are reasons why you may choose to vote against the Scheme which are set out including:

- You may not agree with the recommendations by the MacPhersons Directors or the conclusion of the Independent Expert
- You may consider that the potential acquisition of the Coolgardie Gold Project, if it eventuates in due course, changes the risk profile of the Merged Group in a negative fashion
- Your percentage interest in the Merged Group will be reduced relative to your current interest in MacPhersons
- The investment profile for MacPhersons Shareholders will change and you may consider the investment profile of the Merged Group to be inferior to that of MacPhersons as a stand-alone entity
- You may consider that there is the potential for a Superior Proposal to be made to MacPhersons in the foreseeable future
- There are risks in integrating the respective businesses of MacPhersons and Intermin
- Following implementation of the Scheme, Intermin's share price may change and there is no guarantee that the implied value of the Scheme Consideration will be realised

Please read this Scheme Booklet carefully as it contains important information in relation to the Scheme, including the reasons for your directors' recommendation and the reasons to vote for or against the scheme set out in Section 1, the risks associated with the Scheme set out in Section 7 and the Independent Expert's Report prepared by BDO Corporate Finance (WA) Pty Ltd.

Your vote is important regardless of how many MacPhersons Shares you own. If you are unable to attend the Scheme Meeting in person, I encourage you to vote by completing your personalised proxy form which is enclosed with this Scheme Booklet, and completing it online or returning it in accordance with the directions on that form so that it is received by no later than 10 am on 29 May 2019. If you are in any doubt as to what actions you should take, please consult your professional advisor without delay.

If you require further information regarding the Scheme please call the MacPhersons Registry on 1300 288 664.

Yours sincerely

Ashok Parekh

Chairman
MacPhersons Resources Limited

Letter from the Chairman of Intermin

17 April 2019

Dear MacPhersons Shareholder,

The Intermin Board is delighted to provide MacPhersons Shareholders with the opportunity to participate in the Merger of Intermin and MacPhersons. The logical consolidation of the companies' complementary assets, including their combined estimated Mineral Resources, provides the potential to underpin a larger scale production profile, improved balance sheet and stronger business. Combining MacPhersons' large baseload Boorara deposit with the nearby, higher-grade Intermin projects should enable a more rapid pathway to production with sufficient scale to avoid the need for third party toll milling.

The proposed Merger is consistent with Intermin's growth strategy to create value for shareholders through aggressive, self-funded exploration and value accretive acquisitions. We look forward to working with the MacPhersons team to complete the Merger and embark on an exciting new chapter for all shareholders.

Intermin believes the Merger provides a number of benefits to both MacPhersons and Intermin shareholders that are detailed in this Scheme Booklet, including the creation of a Merged Group that provides a strong foundation to pursue an accelerated development strategy with the aim of becoming a recognised long life sustainable gold producer for the benefit of all shareholders.

Intermin has recently entered into an Exclusivity Deed with Focus Minerals Limited relating to the potential acquisition of Focus' 2.1Moz Coolgardie Gold Project, which includes the 1.2 Mtpa capacity Three Mile Hill processing plant (currently on care and maintenance). As the potential acquisition remains subject to negotiation and entry into formal binding written documentation and receipt of necessary approvals, there can be no assurance given that it will proceed. Further information in relation to the potential acquisition is contained in Section 5.11 of this Scheme Booklet (including certain specific risks associated with the potential acquisition as set out in Section 5.11(f)).

Assuming the Merger proceeds and the Merged Group acquires the Coolgardie Gold Project on suitable terms, the potential consolidation of the Intermin and MacPhersons assets with the Coolgardie Gold Project would be a natural fit, delivering additional higher grade open cut and underground ore sources to the base load Boorara Project and Intermin's satellite projects, as well as a conventional 1.2 Mtpa capacity processing facility (currently on care and maintenance). In particular, this potential purchase of the Coolgardie Gold Project, if it eventuates in due course, should enable the Merged Group to move into production at an earlier stage than would otherwise be the case.

I look forward to welcoming you as a shareholder of Intermin following the successful implementation of the Merger.

Yours sincerely,

Peter Bilbe

Chairman
Intermin Resources Limited

Action required by MacPhersons Shareholders

1 Your vote is important

Every MacPhersons Shareholder is encouraged to vote, regardless of the size of your shareholding.

For the Scheme to proceed, it is necessary that sufficient MacPhersons Shareholders vote in favour of the Scheme. If you are registered as a MacPhersons Shareholder at 5.00 pm (Perth time) on 29 May 2019, you will be entitled to vote on the Scheme Resolution.

2 Carefully read this Scheme Booklet

This Scheme Booklet is an important document and you should read it carefully and in its entirety (including the reasons to vote in favour of the Scheme and the reasons not to vote in favour of the Scheme as set out in Section 1) before making any decision on how to vote on the Scheme Resolution.

There are answers to questions you may have about the Scheme set out in the "Frequently asked questions" in Section 3. If you have any additional questions in relation to this Scheme Booklet or the Scheme, please call the MacPhersons Registry on 1300 288 664.

3 Notice of Scheme Meeting

The Scheme will be voted on by MacPhersons Shareholders at the Scheme Meeting. The Notice of Scheme Meeting is contained in Annexure D to this Scheme Booklet.

4 How to vote

You may vote on the Scheme by attending the Scheme Meeting in person, or by proxy, attorney or, in the case of a corporation which is a MacPhersons Shareholder, by corporate representative.

Further information on the methods of voting is contained in the Notice of Scheme Meeting contained in Annexure D.

The Scheme will not proceed unless the Scheme is approved by the Requisite Majority of MacPhersons Shareholders. For the Scheme to be approved, votes in favour of the Scheme must be received from:

- unless the Court orders otherwise, a majority in number (more than 50%) of MacPhersons Shareholders present and voting (whether in person, by proxy, by attorney or, in the case of a corporation, by corporate representative); and
- at least 75% of the total number of votes cast on the Scheme Resolution by MacPhersons Shareholders.

A reply paid envelope is enclosed for MacPhersons Shareholders who wish to post back their Proxy Form. Alternatively, you can vote online in accordance with the instructions on the Proxy Form.

Voting in person

To vote in person at the Scheme Meeting, you must attend the Scheme Meeting. A MacPhersons Shareholder who wishes to attend and vote in person will be admitted to the

Scheme Meeting and given a voting card at the point of entry to the meeting on disclosing their name and address.

Voting if you are not attending the Scheme Meeting

To appoint a proxy to vote on your behalf in respect of the Scheme, you can complete the enclosed personalised Proxy Form in accordance with the instructions and return it in the reply paid envelope enclosed or by facsimile. Alternatively, you can vote online in accordance with the instructions on the Proxy Form.

If your proxy is signed by an attorney, please also enclose the authority under which the proxy is signed (or a certified copy of the authority).

Proxy Forms and powers of attorney must be received by the MacPhersons Registry by no later than 10 am (Perth time) on 29 May 2019 (or if the Scheme Meeting is adjourned, at least 48 hours before the resumption of the Scheme Meeting). Proxy Forms and powers of attorney received after this time will not be effective.

Information setting out how you may vote by appointment of a proxy, corporate representative or attorney is contained in the Notice of Scheme Meeting.

5 Voting entitlement

Each MacPhersons Shareholder who is registered on the Register at 5.00 pm (Perth time) on 29 May 2019 will be entitled to attend and vote at the Scheme Meeting, in person or by proxy or attorney or, in the case of a corporation which is a MacPhersons Shareholder, by its representative appointed in accordance with the Corporations Act. Registrable transmission applications or transfers registered after this time will be disregarded in determining entitlements to vote at the Scheme Meeting.

Voting is not compulsory.

In the case of MacPhersons Shares held by joint holders, only one of the joint shareholders is entitled to vote. If more than one shareholder votes in respect of jointly held MacPhersons Shares, only the vote of the MacPhersons Shareholder whose name appears first in the Register will be counted.

6 Further Information

For further information, you can call the MacPhersons Registry on 1300 288 664.

1 Directors' recommendation and matters relevant to your vote on the Scheme

1.1 The MacPhersons Directors unanimously recommend you vote in favour of the Scheme

The MacPhersons Directors unanimously recommend that MacPhersons Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal.

Each MacPhersons Director who holds or controls MacPhersons Shares intends to vote in favour of the Scheme, subject to there being no Superior Proposal.

In making their recommendation and determining how to vote on the Scheme, the MacPhersons Directors have considered the advantages and disadvantages of the Scheme and in particular, the following:

- the reasons for MacPhersons Shareholders to vote in favour of the Scheme, as set out in Section 1.2;
- the potential disadvantages of the Scheme set out in Section 1.3 and the risks associated with the Scheme and implementation of the Merger set out in Section 7.4;
- the risks associated with MacPhersons' and the Merged Group's business, as set out in Sections 7.1 to 7.3; and
- the Independent Expert's Report, which is attached as Annexure F.

The advantages, disadvantages and risks of the Scheme may affect MacPhersons Shareholders in different ways depending on their individual circumstances.

In considering whether to vote in favour of the Scheme, the MacPhersons Directors encourage you to:

- read the whole of this Scheme Booklet (including the risks outlined in Section 7 and the Independent Expert's Report in Annexure F);
- have regard to your individual risk profile, portfolio strategy, tax position and financial circumstances;
- obtain financial advice from your broker or financial adviser on the Scheme, and obtain taxation advice on the effect of the Scheme becoming Effective, which takes into account your particular circumstances;
- consider current trading prices of MacPhersons Shares and Intermin Shares on the ASX; and
- consider the potential trading price of MacPhersons Shares if the Scheme is not approved by MacPhersons Shareholders and the Scheme is not subsequently implemented.

The interests of MacPhersons Directors are disclosed in Section 10.1 of this Scheme Booklet.

1.2 Why you should vote in favour of the Scheme

The MacPhersons Directors are unanimous in their view that the Scheme is in the best interests of MacPhersons Shareholders and recommend that MacPhersons Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal, for the reasons set out below.

(a) The Merger will create a significant resources company (to be renamed Horizon Minerals Ltd, subject to Intermin shareholder approval) with combined estimated Mineral Resources of approximately 1.25 Moz of gold, an attractive gold exploration portfolio and exposure to multiple commodities including vanadium, nickel-cobalt, copper and silver-zinc

The MacPhersons Board believes the Merger has a clear strategic rationale. Shareholders in the merged entity will have exposure to a large, diversified exploration and development portfolio in the Western Australian goldfields with a current combined Mineral Resources estimate of approximately 1.25Moz of gold. Shareholders will also have exposure to multiple commodities in several regions including the Nimbus silver-zinc-gold project and joint ventures with quality partners covering vanadium, copper, silver-zinc and nickel-cobalt located in Western Australia and Queensland.

Assuming the Merger proceeds and the Merged Group acquires the Coolgardie Gold Project, the potential consolidation of the Intermin and MacPhersons assets together with the Coolgardie Gold Project would be a natural fit, delivering additional high grade open cut and underground ore sources to the base load Boorara Project and Intermin's satellite projects, as well as a conventional 1.2 Mtpa capacity processing facility (currently on care and maintenance).

The Merged Group is expected to have increased market relevance with larger market capitalisation, a stronger balance sheet and improved share liquidity and be of a scale to attract a broader investor base.

(b) The Potential Coolgardie Acquisition, if it proceeds, has the potential to advance the timing of processing of ore from the combined assets of the Merged Group

The Potential Coolgardie Acquisition, if it proceeds, would deliver additional higher grade open cut and underground ore sources to complement the base load Boorara Project and Intermin's satellite projects, as well as a conventional 1.2 Mtpa capacity processing facility (the Three Mile Hill processing plant) which was extensively refurbished in 2009 and is currently on care and maintenance.

The combined assets of the Merged Group together with those of the Coolgardie Gold Project, should the Potential Coolgardie Acquisition proceed, would increase the combined estimated Mineral Resources of the Merged Group, with the potential to underpin the refurbishment and recommissioning of the Three Mile Hill processing plant (subject to further detailed analysis) and avoid the need to construct a new standalone processing plant or toll treat ore. It is expected that the Boorara Project would provide base load feed for a recommissioned plant and the Intermin projects and Coolgardie Gold Project (if the Potential Coolgardie Acquisition proceeds) would provide higher grade open cut and underground ore sources within easy trucking distance.

As the Potential Coolgardie Acquisition remains subject to negotiation and entry into formal binding written documentation and receipt of necessary approvals, there can be no assurance given that it will proceed. Further information in relation to the Potential Coolgardie Acquisition is contained in Section 5.11 of this Scheme Booklet (including certain specific risks associated with the Potential Coolgardie Acquisition as set out in Section 5.11(f)).

(c) Consolidation of MacPhersons' large, baseload Boorara gold project and Intermin's higher grade satellite projects at Teal, Binduli, Anthill and Menzies/Goongarrie unlocks the potential development of a standalone processing facility within 10km of Kalgoorlie.

Significant development synergies can be achieved through the combination of the two gold asset portfolios.

MacPhersons' large scale Boorara gold project 10km east of Kalgoorlie-Boulder has existing estimated Mineral Resources of approximately 507,000 ounces of gold and has the potential ability to provide significant baseload feed for a standalone plant located within the Boorara tenement area. MacPhersons has completed over 86,000m of infill and extension drilling and extended the strike length at Boorara to over 2km and it remains open to the north and at depth. The Boorara orebody is close to surface, has low strip ratios and has excellent metallurgy with high gravity recovery and high overall recoveries of +90% at a coarse grind of 180 microns. Trial mining at Boorara in 2016 to test geological modelling, mining methods and metallurgical performance was highly successful and demonstrated improved grades from closer spaced drilling and the presence of a potentially higher grade component within the global resource. Further infill and extension drilling is planned in 2019 for this very large gold system to test this potential and feed in to a proposed feasibility study as the baseload feed to underpin a standalone processing facility.

Intermin's Teal, Goongarrie Lady and Goongarrie/Menzies gold projects each have the potential to provide +2g/t, oxide and transitional feed amenable to open pit mining to supplement the baseload feed from Boorara. The recently completed Teal open pit 12km north west of Kalgoorlie-Boulder demonstrated this potential, delivering approximately 22,000 ounces of gold grading 3.2g/t and 94% gold recovery.

Intermin's self-funded resource extension and 56,000 metre discovery drilling program in 2018 delivered resource growth which increased Intermin's total estimated Mineral Resources to approximately 667,000oz of gold. Further high priority drilling targets have been identified and prioritised for testing in 2019, focussed on high grade open cut and underground ore bodies on major shear zones which could potentially be transported to a Boorara processing facility (if constructed). Alternatively, if the Potential Coolgardie Acquisition proceeds, the Merged Group proposes to utilise the Three Mile Hill processing plant (currently on care and maintenance) which forms part of the assets of the Coolgardie Gold Project. The Merged Group's intentions regarding the Three Mile Hill processing plant, should it be acquired, are discussed in more detail in Section 5.11.

The recently acquired Yarmany and Lakewood project areas provide further untested potential and will also be a focus for resource definition and new discovery drilling in 2019.

(d) The combination of the two companies' projects provides a strong foundation for the Merged Group to pursue an accelerated development strategy with the aim of becoming a recognised long life sustainable gold producer for the benefit of all shareholders

On successful implementation of the Scheme, the Merged Group plans to commence a feasibility study in 2019 for an integrated development with a decision to follow shortly thereafter. The likely aim of the study will be to develop an initial minimum four to five year mine plan supporting a standalone CIL (carbon in leach) processing facility, avoiding the future use of third party toll mills in the area which reduces margin and operating flexibility. Progress has already been made in this regard with the aim of enabling a more rapid pathway to production. Alternatively, if the Potential Coolgardie Acquisition proceeds, the Merged Group proposes to utilise the Three Mile Hill processing plant (currently on care and maintenance) which forms part of the Coolgardie Gold Project assets. The Merged Group's intentions regarding the Three Mile Hill processing plant is discussed in more detail in Section 5.11.

The Merged Group will hold a significant portfolio of advanced and greenfields exploration assets and is expected to continue to aggressively explore for resource extensions to existing mineralisation, new discoveries and review further acquisitions within the region that can add value and fit with the development strategy.

(e) The Merged Group will have a strong board and management team, with significant production experience, focused on driving business growth and shareholder value going forward

The Merger will capitalise on the combined talents of the board and management teams of both MacPhersons and Intermin.

Following the Merger, the Intermin Board (as the parent company of the Merged Group) will be led by Intermin's current Managing Director, Mr Jonathan Price. MacPhersons' current

Managing Director, Mr Jeffrey Williams, will be a Non-Executive Director of Intermin. Intermin's current Chairman, Mr Peter Bilbe, will remain the Non-Executive Chairman of Intermin, and MacPhersons' Chairman, Mr Ashok Parekh, will be a Non-Executive Director of Intermin.

The integration of the boards and management teams of MacPhersons and Intermin will allow for effective allocation of resources to the Merged Group's assets at both the operational and development levels.

The MacPhersons Directors believe that leveraging off the combined skill sets of both the MacPhersons and Intermin management teams will result in the Merged Group being well equipped to drive business growth and shareholder value going forward.

(f) The Independent Expert has concluded that, in the absence of an alternative offer, the Scheme is in the best interests of MacPhersons Shareholders

BDO was engaged by the MacPhersons Board as the Independent Expert to assess whether the Scheme is in the best interests of MacPhersons Shareholders.

The Independent Expert has concluded that, in the absence of an alternative offer, the Scheme is in the best interests of MacPhersons Shareholders.

The Independent Expert's Report is contained in Annexure F to this Scheme Booklet, and MacPhersons Shareholders are encouraged to read the report in full. Annexed to the Independent Expert's Report is an Independent Valuation Report of the mineral assets of Intermin and MacPhersons commissioned by the Independent Expert, which contains detailed information in relation to the companies' projects.

(g) MacPhersons Directors unanimously recommend that you vote in favour of the Scheme in the absence of a Superior Proposal

The MacPhersons Directors have considered the Merger with Intermin and unanimously recommend that MacPhersons Shareholders vote in favour of the Scheme in the absence of a Superior Proposal. All the MacPhersons Directors have formed their conclusion and make their recommendation based on the matters outlined in this Section. The MacPhersons Directors have additionally had regard to the risks associated with the Scheme which are further outlined in Section 7.

Each MacPhersons Director who holds MacPhersons Shares, or on whose behalf MacPhersons Shares are held, intends to vote those shares in favour of the Scheme, in the absence of any Superior Proposal.

At the date of this Scheme Booklet, your Directors have not received any alternative proposal and are not aware of any party with an intention to make such a proposal.

1.3 Why you may wish to vote against the Scheme

The Scheme has a number of potential disadvantages and risks that MacPhersons Shareholders should consider in deciding whether or not to vote in favour of the Scheme.

While the MacPhersons Board is of the opinion that these disadvantages and risks are outweighed by the Scheme's advantages (including as set out in Section 1.2), and that the Scheme is in the best interests of MacPhersons Shareholders in the absence of a Superior Proposal, MacPhersons Shareholders should consider their individual circumstances in determining how to vote in relation to the Scheme.

(a) You may not agree with the recommendations by the MacPhersons Directors or the conclusion of the Independent Expert

Notwithstanding the unanimous recommendation by the MacPhersons Directors, and the conclusion of the Independent Expert that in the absence of an alternative offer, the Scheme is in the best interests of MacPhersons Shareholders, you may believe that the Scheme is not in your best interests.

(b) You may consider that the Potential Coolgardie Acquisition, if it eventuates in due course, changes the risk profile of the Merged Group in a negative fashion

The Potential Coolgardie Acquisition, if it proceeds, involves a total consideration payable by Intermin of $31 million in cash and $9 million of newly issued shares in Intermin, payable in instalments over a three and a half year period (see Section 5.11 for further details).

In addition to that, there would be other costs associated with the Potential Coolgardie Acquisition. These costs may include costs to refurbish the processing plant (expected to be in the order of $10 million, based on preliminary investigations and subject to further detailed analysis), as well as transfer duty (estimated to be in the order of $2.1 million, however the actual duty may differ) and $1 million of other costs associated with, amongst other matters, expenditure to meet minimum expenditure conditions of the tenements comprised in the Coolgardie Gold Project and tenement rents and rates.

This impact upon the Merged Group's finances may be considered to be a disadvantage by MacPhersons Shareholders.

You may feel that the risk profile of the Merged Group resulting from the Potential Coolgardie Acquisition is too high compared to the benefits flowing from it.

(c) Your percentage interest in the Merged Group will be reduced relative to your current interest in MacPhersons

If the Merger is implemented, MacPhersons Shareholders' combined equity interest in the assets of MacPhersons will reduce from 100% to approximately 45% on an undiluted basis (excluding any issue of Intermin Shares to Focus under the terms of the Potential Coolgardie Acquisition as described in greater detail in Section 5.11, if that was to proceed). However, as a result of the Merger, MacPhersons Shareholders will hold an interest in the Merged Group which comprises both the MacPhersons and Intermin assets.

(d) The investment profile for MacPhersons Shareholders will change

The operational profile, capital structure, size and geography of the Merged Group will be different to that of MacPhersons on a stand-alone basis.

It is possible that certain MacPhersons Shareholders may wish to maintain an interest in MacPhersons as a stand-alone entity because they are seeking an investment in a publicly listed company with the specific characteristics of MacPhersons. The change in investment profile resulting from the Merger may be considered to be a disadvantage by such shareholders.

In addition, if the Scheme is implemented, there will be a change in the risk profile to which MacPhersons Shareholders are exposed. MacPhersons will merge its business with that of Intermin and MacPhersons Shareholders will receive New Intermin Shares. As a consequence, MacPhersons Shareholders will be exposed to risk factors relating to Intermin, and to certain additional risks relating to the Merged Group and the integration of the two company groups. These include risks relating to the operation of a broader suite of assets than MacPhersons currently holds. In a number of cases, those risks are different from or additional to those currently faced by MacPhersons Shareholders. The change in risk profile may be seen to be a disadvantage by some MacPhersons Shareholders.

Section 7 discusses risk factors relating to MacPhersons, Intermin and the Merged Group. MacPhersons Shareholders are encouraged to read that section in its entirety. It is also important to note that certain risks will apply if the Scheme does not proceed. These are also discussed in Section 7. In addition, certain risks associated with the Potential Coolgardie Acquisition (if it proceeds) are set out in Section 5.11(f).

(e) A Superior Proposal for MacPhersons may yet emerge

It is possible that a Superior Proposal for MacPhersons may materialise in the future which is more attractive for MacPhersons Shareholders than the Merger. The implementation of the Merger would mean that MacPhersons Shareholders would not be able to obtain the benefit of any such proposal.

The MacPhersons Board is not currently aware of any such proposal, nor are they aware of any party with an intention to make such a proposal, and notes that since MacPhersons and Intermin announced the Merger, there has been a significant period of time and ample opportunity for an alternative proposal for MacPhersons to emerge.

It is important to note that shareholders in the Merged Group will still have an opportunity to realise a control premium in the event of any future change of control transaction for the Merged Group.

(f) Integration risk

The long-term success of the Merged Group will depend, amongst other things, on the success of management in integrating the respective businesses and the strength of management of the Merged Group. There is no guarantee that the businesses of the Merged Group will be able to be integrated successfully within a reasonable period of time.

(g) Although the merger ratio is fixed at 1 New Intermin Share for every 1.8227 MacPhersons Shares held as at the Record Date, the exact value of the Scheme Consideration is not certain

Under the terms of the Merger, MacPhersons Shareholders on the Register as at the Record Date will receive 1 New Intermin Share for each 1.8227 MacPhersons Shares they hold. The exact value of this Scheme Consideration that would be realised by individual MacPhersons Shareholders will depend on the price at which the New Intermin Shares trade on ASX after the Implementation Date.

(h) Following implementation of the Merger, Intermin's share price might change

Following the implementation of the Merger, Intermin's share price may rise or fall based on market conditions and Intermin's financial and operational performance. If Intermin's share price falls, the value of the New Intermin Shares received by MacPhersons Shareholders as Scheme Consideration will decline in value. Accordingly, there is no guarantee that the value of the Scheme Consideration to be received under the Merger will be the same as the value of that consideration as at the date of announcement of the Merger.

1.4 Other relevant considerations

(a) Implications for MacPhersons if the Merger is not implemented

If the Merger is not implemented, MacPhersons will continue to operate its current business on a stand-alone basis. Each MacPhersons Shareholder will retain their MacPhersons Shares and will not receive any New Intermin Shares.

The 31 December 2018 audit reviewed accounts of MacPhersons contain an emphasis of matter relating to a material uncertainty existing in relation to its ability to continue as a going concern. In the event that the Merger does not proceed, MacPhersons will need to operate at a reduced activity level with the funds that it has currently and, in addition, will seek to raise additional funds.

(b) The Merger may be implemented even if you do not vote, or vote against the Scheme

You should be aware that even if you do not vote, or you vote against the Scheme, the Scheme may still be implemented if it is approved by the Requisite Majority of MacPhersons Shareholders and by the Court.

If this occurs and you are a MacPhersons Shareholder, your MacPhersons Shares will be transferred to Intermin and you will receive New Intermin Shares (unless you are an Ineligible Foreign Shareholder, in which case you should refer to Sections 2.11 and 2.12) even though you did not vote on, or voted against, the Scheme.

(c) Rights, obligations and break fee under Merger Implementation Agreement

Under the Merger Implementation Agreement entered into between MacPhersons and Intermin, an amount (or break fee) of $280,000 (representing a reimbursement of costs) may become payable by MacPhersons to Intermin or vice versa in certain circumstances. The Merger Implementation Agreement also sets out various other rights and obligations of MacPhersons and Intermin in relation to the Merger. See Sections 9.1 to 9.8 for further details.

(d) Implications for the Merged Group if the Potential Coolgardie Acquisition is not implemented

If the Potential Coolgardie Acquisition does not proceed, the Merged Group would have combined estimated Mineral Resources of approximately 1.25Moz of gold, including the Boorara base load feed and higher grade satellite projects within easy trucking distance of Kalgoorlie, as well as a significant portfolio of growth assets. It is intended that the Merged Group will conduct a feasibility study in calendar year 2019 and anticipates that it would then make a decision for the Merged Group's future direction in calendar year 2020.

An alternative processing pathway would be required and could include the construction of a new processing plant or the purchase and relocation of a second hand plant (with a number of options being available in Western Australia).The Potential Coolgardie Acquisition is a separate transaction to the Scheme and the Scheme and the Potential Coolgardie Acquisition are not interconditional. The Scheme may proceed without the Potential Coolgardie Acquisition proceeding and the Potential Coolgardie Acquisition may proceed if the Scheme does not proceed. Further details on the Potential Coolgardie Acquisition are included in Section 5.11.

2 Summary of the Scheme

2.1 Background

On 11 December 2018, MacPhersons and Intermin announced a proposal for the Merger of MacPhersons and Intermin by way of a scheme of arrangement between MacPhersons and its shareholders. If the Scheme proceeds:

- all MacPhersons Shares will be transferred to Intermin;
- all MacPhersons Shareholders as at the Record Date (whether or not they voted for or against the Scheme), other than Ineligible Foreign Shareholders, will receive the Scheme Consideration, being shares in Intermin; and
- MacPhersons will be de-listed from ASX and will become a wholly-owned subsidiary of Intermin.

This Scheme Booklet contains important information that the MacPhersons Board believes MacPhersons Shareholders should consider in deciding whether or not to vote in favour of the Scheme.

2.2 What you will receive

If the Scheme is approved and implemented, MacPhersons Shareholders will receive 1 New Intermin Share for every 1.8227 MacPhersons Shares they hold as at the Record Date.

Written confirmation of your holding of New Intermin Shares is expected to be despatched to you within five Business Days after the Implementation Date.

Ineligible Foreign Shareholders should refer to Sections 2.11 and 2.12 for further details about the timing for payment of the consideration they will receive.

2.3 Recommendation and voting intentions of MacPhersons Directors

For the reasons set out in Section 1, the MacPhersons Directors recommend that MacPhersons Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal.

The interests of MacPhersons Directors are disclosed in Section 10.1 of this Scheme Booklet.

If a Superior Proposal emerges, this will be announced to the ASX and the MacPhersons Directors will consider it and advise you of their recommendation.

Each of your directors intends to vote all MacPhersons Shares held or controlled by them in favour of the Scheme, in the absence of a Superior Proposal.

2.4 Independent Expert's conclusion

The MacPhersons Directors commissioned the Independent Expert, BDO Corporate Finance (WA) Pty Ltd, to prepare a report on the Scheme assessing whether the transaction contemplated by the Scheme is in the best interests of Scheme Participants.

The Independent Expert has concluded that in the absence of an alternative offer, the Scheme is in the best interests of MacPhersons Shareholders.

For further details, you should refer to the Independent Expert's report which is set out in full in Annexure F to this Scheme Booklet.

2.5 Other alternatives

Since the Scheme was announced, no alternative proposal has emerged. Given the time that has elapsed since the announcement of the Scheme on 11 December 2018, the MacPhersons Directors believe that a Superior Proposal is unlikely to emerge prior to the Scheme Meeting.

If a Superior Proposal emerges, this will be announced to the ASX and the MacPhersons Directors will carefully consider it and advise you of their recommendation.

2.6 Conditions of the Scheme

The Scheme is subject to a number of conditions precedent in addition to MacPhersons Shareholders approving the Scheme Resolution, including:

- The Court approving the Scheme.
- No temporary restraining order, preliminary or permanent injunction or other order preventing the Scheme being in effect at 8.00 am (Melbourne time) on the Second Court Date.
- No MacPhersons Material Adverse Change or Intermin Material Adverse Change occurring between the date of the Merger Implementation Agreement and 8.00 am (Melbourne time) on the Second Court Date.
- No MacPhersons Material Prescribed Event or Intermin Material Prescribed Event occurring between the date of the Merger Implementation Agreement and 8.00 am (Melbourne time) on the Second Court Date.

The Scheme will not proceed unless all the conditions are satisfied or waived in accordance with the Merger Implementation Agreement. Further information regarding these conditions and other conditions to the Scheme are set out in Section 9.2.

As at the date of this Scheme Booklet, MacPhersons and Intermin are not aware of any circumstances which would cause the conditions of the Scheme referred to above and set out in more detail in Section 9.2 not to be satisfied.

The Potential Coolgardie Acquisition is a separate transaction and the Scheme and the Potential Coolgardie Acquisition are not interconditional. The Scheme may proceed without the Potential Coolgardie Acquisition being implemented and the Potential Coolgardie Acquisition may proceed if the Scheme does not proceed.

2.7 If the Scheme does not proceed

If the Scheme does not proceed, MacPhersons Shareholders will continue to hold MacPhersons Shares and MacPhersons will continue as a stand-alone entity. MacPhersons Shareholders will be exposed to the risks relating to MacPhersons' business set out in Section 7.

Depending on the reasons why the Scheme does not proceed, either MacPhersons or Intermin may be liable to pay a break fee of $280,000 (excluding GST) to the other party. The MacPhersons Directors and Intermin Directors consider the break fee to be reasonable and appropriate in amount, structure and effect. The break fee is not payable if the Scheme does not proceed merely because MacPhersons Shareholders do not vote in favour of the Scheme in sufficient numbers to meet the Requisite Majority. Further information in relation to the break fee is set out in Section 9.6.

MacPhersons will also be liable to pay certain transaction costs in relation to the Scheme, regardless of whether or not the Scheme is implemented.

2.8 Tax implications

The transfer of your MacPhersons Shares pursuant to the Scheme may be a taxable transaction for you. You should seek your own professional advice regarding the individual tax consequences applicable to you. A summary of relevant taxation implications for Australian residents is contained in Section 8 of this Scheme Booklet.

2.9 No brokerage or stamp duty

No brokerage or stamp duty will be payable by Scheme Participants on the transfer of their Scheme Shares to Intermin under the Scheme or the issue by Intermin to them of the New Intermin Shares as the Scheme Consideration. Brokerage will, however, be incurred by Ineligible Foreign Shareholders whose attributable New Intermin Shares will be issued to and sold by the Sale Agent, and the Net Cash Proceeds of the sale remitted to them (see Sections 2.11 and 2.12 for further details).

2.10 Warranties by MacPhersons Shareholders

The Scheme provides that each Scheme Participant is taken to have warranted to MacPhersons, and appointed and authorised MacPhersons as its attorney and agent to warrant to Intermin, that:

- all their MacPhersons Shares (including any rights and entitlements attaching to those shares) which are transferred under the Scheme will, at the date of transfer of them to Intermin, be fully paid and free from all mortgages, charges, liens, encumbrances, pledges, security interests and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind (but acknowledging that a security interest holder may potentially have an interest in the Scheme Consideration in accordance with the terms of such security interest); and

- they have full power and capacity to sell and to transfer their MacPhersons Shares to Intermin together with any rights attaching to those shares and they have no existing rights to be issued any MacPhersons Shares, MacPhersons Options, MacPhersons convertible notes or any other MacPhersons Securities other than, in the case of any Scheme Participant who is also the holder of MacPhersons Options, the right to receive MacPhersons Shares on the exercise of MacPhersons Options in accordance with their terms.

If you have any concerns about your ability to give this warranty, you should speak to your professional adviser.

2.11 Foreign shareholders

A MacPhersons Shareholder whose address shown in the Register is a place outside Australia or New Zealand is an Ineligible Foreign Shareholder under the Scheme.

As at 21 March 2019, there were 15 Ineligible Foreign Shareholders, holding in aggregate approximately 1.5% of the total number of MacPhersons Shares on issue.

MacPhersons and Intermin have determined that it would be unduly onerous and impractical for Intermin to issue New Intermin Shares to Ineligible Foreign Shareholders having regard to the number of Ineligible Foreign Shareholders, the number and value of New Intermin Shares they would be issued and the costs of complying with the regulatory requirements of the relevant jurisdictions. Accordingly, Intermin will therefore not be issuing New Intermin Shares to Ineligible Foreign Shareholders. The New Intermin Shares that would otherwise have been issued to an Ineligible Foreign Shareholder will be issued to the Sale Agent (and/or to a nominee of the Sale Agent) on the Implementation Date and dealt with in the manner described in Section 2.12.

This Scheme Booklet does not constitute an offer of New Intermin Shares in any jurisdiction in which it would be unlawful. In particular, this Scheme Booklet may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent provided below.

Nominees, custodians and other MacPhersons shareholders who hold MacPhersons Shares on behalf of a beneficial owner resident outside Australia and New Zealand may not forward this Scheme Booklet (or accompanying documents) to anyone outside Australia or New Zealand without the consent of MacPhersons.

No action has been taken to register or qualify the New Intermin Shares or otherwise permit a public offering of such securities in any jurisdiction outside Australia.

New Zealand

This Scheme Booklet is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 (or any other relevant New Zealand law). The offer of New Shares under the Scheme is being made to existing shareholders of MacPhersons in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 and, accordingly, this Scheme Booklet may not contain all the information that a disclosure document is required to contain under New Zealand law.

2.12 Sale of New Intermin Shares by the Sale Agent

As indicated in Section 2.11, Ineligible Foreign Shareholders will not receive New Intermin Shares under the Scheme. Instead, the New Intermin Shares that would otherwise have been issued to Ineligible Foreign Shareholders will be issued to the Sale Agent on the Implementation Date.

Intermin will:

- procure that the Sale Agent sells or procures the sale of all the New Intermin Shares issued to the Sale Agent as soon as possible after the Implementation Date and in any event not more than fifteen (15) Business Days after the Implementation Date at such price and on such other terms as the Sale Agent determines in good faith (and at the risk of the Ineligible Foreign Shareholders); and
- remit to the Ineligible Foreign Shareholders their proportion of the net proceeds of the sale of the New Intermin Shares issued to the Sale Agent, in full satisfaction of the rights of each Ineligible Foreign Shareholder to the Scheme Consideration.

For each New Intermin Share to which an Ineligible Foreign Shareholder is entitled, the shareholder will be paid an amount equivalent to the weighted average price per New Intermin Share obtained by the Sale Agent. Any broker fees paid by the Sale Agent in respect of the sale of the New Intermin Shares issued to the Sale Agent that would otherwise have been issued to Ineligible Foreign Shareholders will be deducted from the sale proceeds payable to Ineligible Foreign Shareholders. Fees, taxes and charges other than broker fees and stamp duty will also be deducted from the proceeds payable to Ineligible Foreign Shareholders.

MacPhersons, Intermin and the Sale Agent give no assurance as to the price that will be achieved for the sale of New Intermin Shares described above. The proceeds that Ineligible Foreign Shareholders will be paid may be more or less than the current market value of Intermin Shares.

The sale of the New Intermin Shares by the Sale Agent may result in a number of New Intermin Shares being offered for sale at the same time. Although the number of shares being sold is not expected to be material, this may have the effect of depressing the sale price of Intermin Shares.

The proceeds of the sale of the New Intermin Shares will be paid to each relevant shareholder by making a deposit into an account with an Australian bank nominated by the shareholder with the MacPhersons Registry as at the Record Date.

If the relevant shareholder does not have a nominated Australian bank account with the MacPhersons Registry as at the Record Date, the shareholder will be sent a cheque drawn on an Australian bank in Australian currency for the proceeds of the sale of the New Intermin Shares. If the relevant shareholder's whereabouts are unknown as at the Record Date, Intermin will apply the proceeds in accordance with the applicable laws dealing with unclaimed money.

2.13 Treatment of MacPhersons Options

MacPhersons, Intermin and the holders of MacPhersons Options have entered into cancellation deeds under which the MacPhersons Options on issue at the Implementation Date will be cancelled in consideration for the grant of new Intermin Options.

The ASX has granted a waiver to permit the MacPhersons Options to be cancelled for consideration without requiring MacPhersons Shareholder approval to be obtained.

Further details in relation to the cancellation of the MacPhersons Options are set out in Section 10.6.

3 Frequently asked questions

Question	Answer	Further information
General questions		
What are MacPhersons Shareholders being asked to consider?	On 11 December 2018, MacPhersons and Intermin announced a proposal to merge and create a significant resource company. It is proposed that the Merger will be implemented by way of scheme of arrangement between MacPhersons and MacPhersons Shareholders. If the Merger is implemented, MacPhersons Shareholders will own approximately 45% of the Merged Group on an undiluted basis (excluding any issue of Intermin Shares to Focus under the terms of the Potential Coolgardie Acquisition as set out in greater detail in Section 5.11, should it proceed).	Section 2.1
What consideration will I receive?	You will receive 1 New Intermin Share for each 1.8227 MacPhersons Shares you own at the Record Date.	Section 2.2
What if I am a foreign shareholder?	MacPhersons Shareholders with registered addresses outside Australia and New Zealand will not be issued with New Intermin Shares. Instead, the New Intermin Shares that would otherwise have been issued to them will be sold via a sale facility and they will receive the net sale proceeds.	Sections 2.11 and 2.12
Will I have to pay brokerage fees or stamp duty in respect of Scheme Consideration?	No brokerage or stamp duty will be payable by Scheme Participants on the transfer of their Scheme Shares to Intermin under the Scheme or the issue by Intermin to them of the New Intermin Shares as the Scheme Consideration. Brokerage fees will, however, be incurred by Ineligible Foreign Shareholders whose attributable New Intermin Shares will be issued to and sold by the Sale Agent, and the Net Cash Proceeds of the sale remitted to them.	Sections 2.9 and 2.12
Can I sell my MacPhersons Shares on the ASX?	You can sell your MacPhersons Shares on the ASX prior to (and on) the Effective Date. However, you will not be able to do so after the Effective Date. If you sell your MacPhersons Shares on the ASX: • you will not receive New Intermin Shares under the Scheme; • you may pay brokerage on the sale; and • there may be different tax consequences for you compared to those that would arise under the implementation of the Merger.	
Will I be able to trade the New Intermin Shares on the ASX?	Intermin Shares (ASX: IRC) currently trade on the ASX, and the New Intermin Shares will trade on the ASX if the Merger is implemented. It is expected that you will be able to trade the New Intermin Shares on a deferred settlement basis commencing on the Business Day after the Effective Date. It is expected that the New Intermin Shares will trade on a normal settlement basis (T+2) from the third Business Day after the Implementation Date.	
What are the tax implications of the transaction?	The transfer of your MacPhersons Shares pursuant to the Scheme may be a taxable transaction for you. You should seek your own professional advice regarding the individual tax consequences applicable to you. A summary of relevant taxation implications for Australian residents is contained in Section 8 of this Scheme Booklet.	Section 8

Question	Answer	Further information
Will shareholders be entitled to scrip-for-scrip capital gains tax ("CGT") roll-over relief as part of the transaction?	Based on the general summary of taxation consequences included in Section 8, following the implementation of the Scheme, Australian-resident MacPhersons Shareholders who hold MacPhersons Shares on capital account will be entitled to scrip-for-scrip CGT roll-over relief. You are urged to seek professional taxation advice in relation to your own personal circumstances.	Section 8
Directors recommendation and opinion of the Independent Expert		
What do the MacPhersons Directors recommend?	The MacPhersons Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal.	Section 1.1
What is the opinion of the Independent Expert?	The Independent Expert has concluded that in the absence of an alternative offer the Scheme is in the best interests of MacPhersons Shareholders.	Section 1.1(f), Annexure F
Transaction details		
Who is Intermin?	Intermin Resources Limited (ASX: IRC) is a gold exploration and mining company focused on the Kalgoorlie and Menzies areas of Western Australia which are host to some of Australia's richest gold deposits. Intermin is developing a mining pipeline of projects intended to generate cash and self-fund aggressive exploration, mine developments and further acquisitions. Intermin has recently completed mining of its Teal gold mine. Intermin is aiming to significantly grow its estimated Mineral Resources, complete feasibility studies on core high grade open cut and underground projects and build a sustainable development pipeline. Intermin has farm-in and joint venture agreements in place across multiple commodities and regions of Australia providing exposure to vanadium, copper, platinum group elements and nickel/cobalt. The relevant farm-in parties are expending to earn in to its project areas, enabling Intermin to focus on its gold business while maintaining upside leverage.	Section 5
What is the Scheme?	The Scheme is a scheme of arrangement between MacPhersons and MacPhersons Shareholders at the Record Date. A scheme of arrangement is a statutory procedure that is commonly used to enable one company to acquire another company. If the Scheme is approved and implemented, it will effect the merger of MacPhersons and Intermin and MacPhersons Shareholders (other than Ineligible Foreign Shareholders) will receive 1 New Intermin Share for each 1.8227 MacPhersons Share they hold as at the Record Date.	Section 2
Why has the transaction been structured as a scheme of arrangement?	Both MacPhersons and Intermin directors consider the Merger to be in the interests of their respective shareholders, in the absence of a Superior Proposal. Effecting the transaction via the Scheme is believed to be the most efficient structure to implement the Merger and also reflects the co-operative nature of	

Question	Answer	Further information
	the Merger.	
What is the timetable of the transaction?	The Scheme Meeting is currently scheduled to be held on 31 May 2019. If MacPhersons Shareholders approve the Scheme and Court approval is obtained, the Merger is expected to be implemented on 14 June 2019. This is based on the current scheduled timetable of key dates as set out on page 6 of this Scheme Booklet, which is subject to possible change.	See the Important Dates on page 6
When will I receive my Scheme Consideration?	If the Scheme become Effective the issue of the New Intermin Shares as Scheme Consideration will occur on the Implementation Date, expected to be on 14 June 2019. Ineligible Foreign Shareholders will not receive New Intermin Shares under the Scheme. Instead, the New Intermin Shares that would otherwise have been issued to Ineligible Foreign Shareholders will be issued to the Sale Agent on the Implementation Date. Intermin will: • procure that the Sale Agent sells or procures the sale of all the New Intermin Shares issued to the Sale Agent as soon as possible after the Implementation Date and in any event not more than fifteen (15) Business Days after the Implementation Date at such price and on such other terms as the Sale Agent determines in good faith (and at the risk of the Ineligible Foreign Shareholders); and • remit to the Ineligible Foreign Shareholders their proportion of the net proceeds of the sale of the New Intermin Shares issued to the Sale Agent, in full satisfaction of the rights of each Ineligible Foreign Shareholder to the Scheme Consideration.	Section 2.2
Under what scenarios can MacPhersons or Intermin terminate the transaction?	The Merger Implementation Agreement provides for situations where either MacPhersons or Intermin have the right to terminate that agreement and the Merger. These include the Scheme not being approved by the Requisite Majority of MacPhersons Shareholders, the Court refusing to approve the Scheme (or various other situations relating to restraining orders and similar restraints), the Effective Date for the Scheme not occurring by the End Date, material breach by the other party (subject to certain provisions regarding notice and remedy of the breach) and situations relating to failure to satisfy Conditions Precedent or if a party or any of their Subsidiaries become insolvent.	Sections 2.6, 9.2 and 9.7
Scheme details and voting		
When and where will the Scheme Meeting be held?	The Scheme Meeting will be held at Level 9, 40 St Georges Terrace, Perth on 31 May 2019 at 10 am (Perth time).	Annexure D
Am I entitled to vote?	Each MacPhersons Shareholder who is registered on the Register at 5.00 pm (Perth time) on 29 May 2019 is entitled to attend and vote at the Scheme Meeting.	Annexure D
Is my vote important?	Every vote is important. For the Scheme to proceed, it is necessary that sufficient MacPhersons Shareholders vote in favour of the Scheme.	

Question	Answer	Further information
How do I vote?	Details of how to vote are set out on page 10 to 11 of this Scheme Booklet and are also included in the Notice of Scheme Meeting in Annexure D of this Scheme Booklet.	Annexure D
What happens if I don't vote or if I vote against the Scheme?	If the Scheme becomes Effective and you are a MacPhersons Shareholder as at the Record Date, then, whether or not you voted in favour of the Scheme (or at all), all of your MacPhersons Shares will be transferred to Intermin and, unless you are an Ineligible Foreign Shareholder, you will receive the Scheme Consideration in accordance with the Scheme (and no further action will be required by you). If you are an Ineligible Foreign Shareholder the New Intermin Shares you would have otherwise been issued will instead be issued to the Sale Agent. Intermin will: • procure that the Sale Agent sells or procures the sale of all the New Intermin Shares issued to the Sale Agent as soon as possible after the Implementation Date and in any event not more than fifteen (15) Business Days after the Implementation Date at such price and on such other terms as the Sale Agent determines in good faith (and at the risk of the Ineligible Foreign Shareholders); and • remit to the Ineligible Foreign Shareholders their proportion of the net proceeds of the sale of the New Intermin Shares issued to the Sale Agent, in full satisfaction of the rights of each Ineligible Foreign Shareholder to the Scheme Consideration.	Annexure D and Sections 2.11 and 2.12
How do I vote if I am not able to attend the meetings?	You may complete the enclosed personalised Proxy Form in accordance with the instructions and complete it online or return it in the reply paid envelope enclosed or by facsimile. The deadline for lodging your Proxy Form is 10 am (Perth time) on 29 May 2019.	Annexure D
What vote is required to approve the Scheme?	For the Scheme to proceed, the Scheme Resolution must be passed by: • a majority in number (more than 50%) of MacPhersons Shareholders who are present and voting at the Scheme Meeting (in person, by proxy, by attorney or, in the case of a corporation, by corporate representative); and • at least 75% of the votes cast on the Scheme Resolution. The Court has the discretion to waive the first of these two requirements if it considers appropriate to do so.	Annexure D
How do your directors intend to vote?	Each MacPhersons Director intends to vote any MacPhersons Shares held or controlled by them in favour of the Scheme, in the absence of a Superior Proposal.	Section 2.3
When will the result of the Scheme Meeting be known?	The result of the Scheme Meeting will be available shortly after the conclusion of the meeting and will be announced to ASX when available. Even if the Scheme Resolution is passed by the Scheme Meeting, the Scheme is subject to the further approval of the Court.	
What happens if the Scheme is not approved?	If the Scheme is not approved by the Requisite Majority of MacPhersons Shareholders, the Scheme will not be implemented, the Merger will not proceed and MacPhersons Shareholders will not receive the Scheme Consideration. MacPhersons Shareholders will continue to hold their	Section 2.7

Question	Answer	Further information
	MacPhersons Shares and MacPhersons will continue to operate as a stand-alone entity.	
Are there any other conditions to be satisfied with respect to the Scheme?	The Scheme must be approved by the Requisite Majority and the Court. The Scheme is also subject to a number of conditions discussed at Sections 2.6 and 9.2 of this Scheme Booklet, which include receipt of all regulatory approvals, there being no court order restraining or prohibiting the Merger, and no MacPhersons Material Adverse Change, Intermin Material Adverse Change, MacPhersons Material Transaction, Intermin Material Transaction, Intermin Prescribed Event or MacPhersons Prescribed Event having occurred and the merger Implementation Agreement not having been terminated. These conditions must be satisfied or waived for the Scheme to proceed.	Sections 2.6 and 9.2
The Merged Group		
What are the benefits of merging MacPhersons and Intermin to form the Merged Group?	See Section 1.2 for the reasons why the MacPhersons Directors recommend that you vote in favour of the Scheme, which includes the benefits of merging MacPhersons and Intermin to form the Merged Group, and Section 6 for a profile of the Merged Group and the potential synergies the Merged Group may be able to achieve.	Sections 1.2 and Section 6
What will be the strategy of the Merged Group?	The logical consolidation of the complementary assets of MacPhersons and Intermin, including the combined estimated Mineral Resources, provides the prospect of underpinning a larger scale production profile and stronger balance sheet. Combining MacPhersons' large baseload Boorara deposit with Intermin's nearby, higher grade projects should enable a more rapid pathway to production with sufficient scale to avoid the need for third party toll milling. On successful implementation of the Merger, the Merged Group plans to commence a feasibility study for the integrated development of the companies' respective gold projects to position it to become an emerging mid-tier production business. See Sections 6.1 and 6.5 in relation to the Merged Group's intentions regarding its strategy and business operations. The Merged Group will hold a significant portfolio of advanced and greenfields exploration assets and is expected to continue to aggressively explore for resource extensions to existing mineralisation, new discoveries and review further acquisitions within the region that can add value and fit with the current strategy. Additional growth opportunities will also exist across other commodities from MacPhersons' 100% interest in the Nimbus silver-zinc-gold project and Intermin's multiple joint venture projects in a number of commodities including the world-class Richmond vanadium project in central north Queensland.	Sections 6.1 and 6.5
What will the Merged Group be called?	Intermin will be the parent company of the Merged Group and will be renamed Horizon Minerals Limited (subject to Intermin shareholder approval for the name change). MacPhersons will be a wholly owned subsidiary of Horizon.	Section 6.5(c)
Who will be the Chairman of the Merged	Mr Peter Bilbe, will be the Chairman of Intermin, which will be the parent company of the Merged Group.	Section 6.3

Question	Answer	Further information
Group?		
Who will be Managing Director of the Merged Group?	Mr Jonathan Price will be the Managing Director of Intermin, which will be the parent company of the Merged Group.	Sections 6.3
Who will be on the Merged Group Board?	The Merged Group Board will comprise the individuals outlined in Section 6.3.	Section 6.3
What role will the current Managing Director of MacPhersons have within the Merged Group?	Mr Jeff Williams will act as a Non-Executive Director of Intermin, which will be the parent company of the Merged Group.	Section 6.3
Is there expected to be any redundancies as a result of the Merger?	No	Section 6.5(b)
Potential Coolgardie Acquisition		
What is the Potential Coolgardie Acquisition?	Intermin has entered into an exclusivity deed with Focus Minerals Ltd (**Focus**) relating to the potential acquisition by Intermin of the assets comprising the Coolgardie Gold Project. Further details of this potential acquisition are included in Section 5.11 of the Scheme Booklet. There is no certainty that the Potential Coolgardie Acquisition will proceed.	Section 5.11
Is the Scheme dependent on the Potential Coolgardie Acquisition?	No. The Potential Coolgardie Acquisition is a separate transaction to the Scheme and the Scheme and the Potential Coolgardie Acquisition are not interconditional. The Scheme may proceed without the Potential Coolgardie Acquisition being implemented and the Potential Coolgardie Acquisition may proceed if the Scheme does not proceed. Further details on the Potential Coolgardie Acquisition are included in Section 5.11 of the Scheme Booklet.	Section 5.11
When will the Potential Coolgardie Acquisition be completed?	There is no certainty that the Potential Coolgardie Acquisition will progress to legally binding written contracts affecting the purchase or that even if such contracts are entered into the purchase will complete. Intermin and Focus have signed an exclusivity deed which provides that Focus and Intermin have 5 months to finalise formal documents for the potential acquisition of the Coolgardie Gold Project and obtain all necessary regulatory approvals to complete it. Whilst there is no certainty that the Potential Coolgardie Acquisition will occur, this 5 month exclusivity period (which commenced on 8 February 2019) reflects the parties' expectation as to the maximum time period for the parties to enter into formal documentation for the Potential Coolgardie Acquisition,	Section 5.11

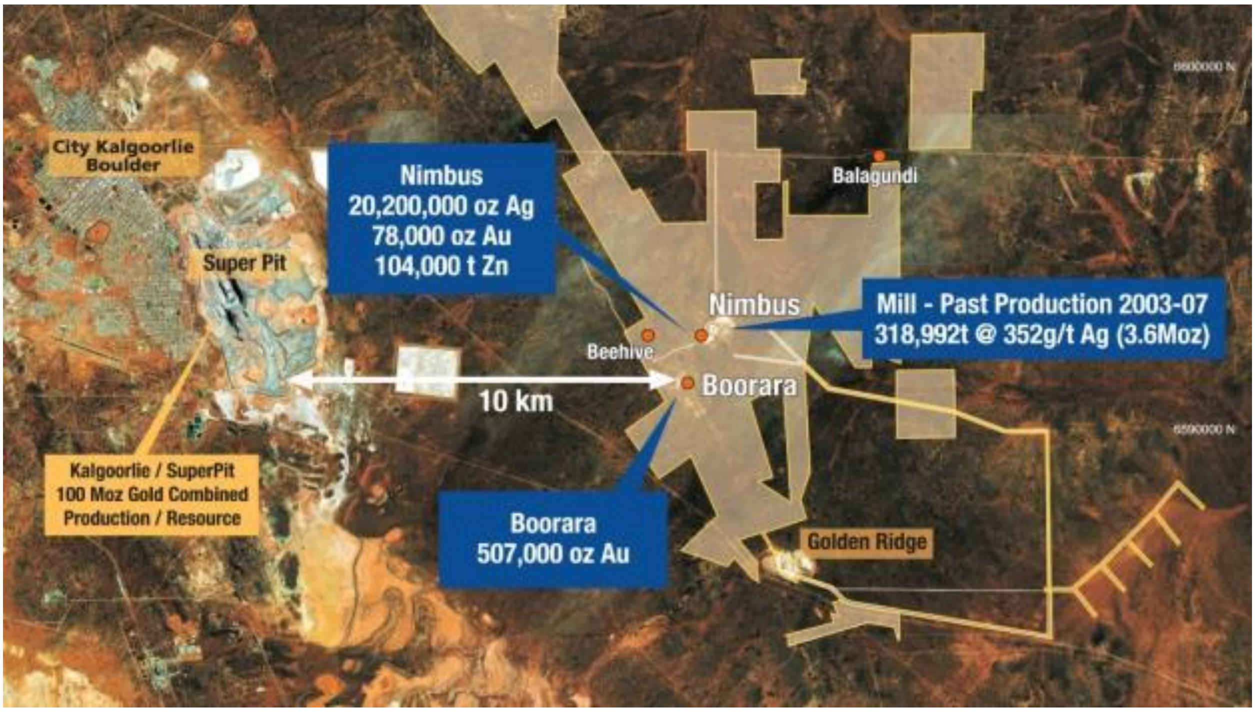
Question	Answer	Further information
	with such transaction to be completed once all requisite conditions have been satisfied and as soon as practicable thereafter. Further details on the Potential Coolgardie Acquisition are included in Section 5.11 of the Scheme Booklet.	
What are the material assets to be acquired as part of the Potential Coolgardie Acquisition and how are they intended to be integrated into the Merged Group?	The assets to be acquired pursuant to the Potential Coolgardie Acquisition, if it occurs, comprise Focus' 2.1Moz Coolgardie Gold Project, which includes the 1.2 Mtpa capacity Three Mile Hill processing plant (currently on care and maintenance). Further details of the relevant assets are included in Section 5.11. If the Potential Coolgardie Acquisition completes, the Merged Group will take steps to integrate the Focus Coolgardie Assets to be acquired into the Merged Group, including by seeking to bring the Three Mile Hill processing plant into operation (subject to further detailed analysis). This integration strategy is discussed further in Section 5.11 of the Scheme Booklet.	Section 5.11
What is the Merged Group's Strategy if the Potential Coolgardie Acquisition proceeds?	If the Potential Coolgardie Acquisition proceeds, the Merged Group intends to commence a feasibility study on the integrated asset base to assess a mine development and production plan with a minimum 4-5 year time horizon to underpin the refurbishment and recommissioning of the 1.2 Mtpa capacity Three Mile Hill processing plant.	Section 5.11(e)
What are the risks of Potential Coolgardie Acquisition	Risks associated with the Potential Coolgardie Acquisition, should it proceed, include geological risk, financial risk, title risk, mine development risk, environmental risk and plant engineering risk. Some of the key risks of the Potential Coolgardie Acquisition are discussed more fully in Section 5.11(f), which should be read together with Section 7.	Section 5.11(g)

4 Profile of MacPhersons

4.1 Introduction

MacPhersons is an ASX-listed Australian public company (ASX:MRP) with a number of advanced gold, silver and zinc projects within close proximity to Kalgoorlie.

The company's long term objective is the development of its existing assets and unlocking the full potential of its 100% owned highly prospective Boorara and Nimbus projects.



MacPhersons large scale Boorara gold project 10km east of Kalgoorlie-Boulder has an existing Mineral Resource of approximately 507,000 ounces of gold (as announced to the ASX by MacPhersons on 6 March 2018) and has the ability to provide significant baseload feed for a standalone plant located within the Boorara tenement area. MacPhersons has completed over 86,000m of infill and extension drilling and extended the strike length at Boorara to over 2km and the deposit remains open to the north and at depth.

4.2 MacPhersons Resources Limited – Summary of Mineral Resources

Boorara Gold Resource (at a 0.5 g/t Au cut-off grade)

Category	Tonnes	Grade	Ounces
	Mt	Au (g/t)(k'000)	
Measured Resource	**6.11**	**0.92**	**181**
Indicated Resource	**7.26**	**0.97**	**227**
Inferred Resource	**3.08**	**1.00**	**99**
Total Resource	**16.45**	**0.96**	**507**

Nimbus All Lodes (bottom cuts 12 g/t Ag, 0.5% Zn, 0.3 g/t Au)

Category	Tonnes	Grade	Grade	Grade	Ounces	Ounces	Tonnes
	Mt	Ag (g/t)	Au (g/t)	Zn (%)	Ag (Moz's)	Au (k'000)(k'000)	
Measured Resource	**3.62**	**102**	**0.09**	**1.2**	**11.9**	**10**	**45**
Indicated Resource	**3.18**	**48**	**0.21**	**1.0**	**4.9**	**21**	**30**
Inferred Resource	**5.28**	**20**	**0.27**	**0.5**	**3.4**	**46**	**29**
Total Resource	**12.08**	**52**	**0.20**	**0.9**	**20.2**	**77**	**104**

Nimbus high grade silver zinc resource (500g/t Ag bottom cut and 2800g/t Ag top cut)

Category	Tonnes	Grade	Grade	Ounces	Tonnes
	Mt	Ag (g/t)	Zn (%)	Ag (Moz's)(k'000)	
Measured Resource	**0**	**0**	**0**	**0**	**0**
Indicated Resource	**0.17**	**762**	**12.8**	**4.2**	**22**
Inferred Resource	**0.09**	**797**	**13.0**	**2.2**	**11**
Total Resource	**0.26**	**774**	**12.8**	**6.4**	**33**

The information in this Scheme Booklet that relates to MacPhersons' Mineral Resources Estimates on the Boorara Gold Project and Nimbus Silver Zinc Project were originally reported in the ASX announcements "Quarterly Activities Report" dated 25 October 2018, "BOORARA GOLD PROJECT TOTAL GOLD RESOURCE up 118% to 507,000 OUNCES" dated 6th March 2018, "New High Grade Nimbus Silver Core Averaging 968 g/t Ag" dated 10th May 2016, "Boorara Trial Open Pit Produced 1550 Ounces" dated 14 November 2016 and "Nimbus Increases Resources" dated 30th April 2015, each of which is available www.asx.com.au. MacPhersons confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in those announcements continue to apply and have not materially changed. MacPhersons confirms that the form and context of the Competent Person's findings in relation to those Mineral Resources Estimates have not been materially modified from the original market announcement.

4.3 MacPhersons Board of directors

As at the date of this Scheme Booklet, the Board of MacPhersons comprised:

- Mr Ashok Parekh - Chairman - Non-Executive Director
- Mr Jeffrey Williams - Managing Director
- Mr Peter Rozenauers - Non-Executive Director

Profiles of the MacPhersons Board members that will continue as directors of the Merged Group if the Scheme is implemented, being Mr Parekh and Mr Williams, are set out in Section 6.3.

4.4 Historical financial information

The following historical financial information for MacPhersons is extracted from the audit reviewed consolidated financial statements of MacPhersons and its controlled entities for the half year ended 31 December 2018 and the financial years ended 30 June 2018 and 30 June 2017. The financial report is a general purpose financial report which has been prepared in accordance with the requirements of the Corporations Act 2001, Accounting Standards and Interpretations and complies with other requirements of the law.

The financial information presented in the tables below does not represent complete financial statements and should therefore be read in conjunction with the financial statements for the respective periods, including the description of accounting policies contained in those financial statements and the notes to those financial statements. Where appropriate, adjustments have been made to headings and classifications of historical data to provide a consistent basis of presentation.

MacPhersons Shareholders may view complete copies of the financial statements of MacPhersons for the half year ended 31 December 2018 and the years ended 30 June 2018 and 30 June 2017 on ASX's website www.asx.com.au or on the MacPhersons website at www.mrpresources.com.au.

(a) Consolidated statement of financial position

Set out below is MacPhersons' consolidated statement of financial position for the half year ended 31 December 2018 and the years ended 30 June 2018 and 30 June 2017.

	Reviewed Consolidated 31 Dec 2018 $	Audited Consolidated 30 Jun 2018 $	Audited Consolidated 30 Jun 2017 $
Current Assets			
Cash and cash equivalents	1,058,665	3,009,616	2,853,887
Trade and other receivables	101,247	170,757	1,697,308
Total Current Assets	1,159,912	3,180,373	4,551,195
Non-Current Assets			
Property, plant and equipment	2,573,295	2,635,809	2,717,313
Deferred exploration and evaluation expenditure	7,590,817	7,590,817	7,590,817
Other financial assets	-	-	2,112,000
Total Non-Current Assets	10,164,112	10,226,626	12,420,130
Total Assets	11,324,024	13,406,999	16,971,325
Current Liabilities			
Trade and other payables	176,211	589,336	544,149
Employee entitlements	55,590	50,757	35,862
Total Current Liabilities	231,802	640,093	580,011
Non-Current Liabilities			
Employee entitlements	19,762	16,218	12,731
Mine rehabilitation provision	957,424	679,052	590,657
Total Non-Current Liabilities	977,186	695,270	603,388
Total Liabilities	1,208,987	1,335,363	1,183,399
Net Assets	10,115,037	12,071,636	15,787,926
Equity			
Issued capital	80,439,863	80,439,863	76,452,843
Reserves	246,406	246,406	246,406
Accumulated losses	(70,571,232)	(68,614,633)	(60,911,323)
Total Equity	10,115,037	12,071,636	15,787,926

(b) Consolidated statement of comprehensive income

Set out below is MacPhersons' consolidated statement of comprehensive income for the half year ended 31 December 2018 and for the years ended 30 June 2018 and 30 June 2017.

	Reviewed Consolidated 31 Dec 2018 $	**Audited Consolidated 30 Jun 2018 $**	**Audited Consolidated 30 Jun 2017 $**
Revenue	**17,557**	**93,488**	**83,629**
Administration expense	(293,407)	(558,781)	(562,463)
Depreciation	(62,823)	(146,571)	(181,115)
Office and site office costs	(124,546)	(312,822)	(228,136)
Exploration expenditure	(825,735)	(5,955,943)	(2,917,962)
Employee benefits expenses	(386,349)	(996,292)	(1,137,698)
Loss on disposal of assets	(2,924)	(432)	(164,977)
Share based payments	-	-	(246,406)
Fair value change on financial assets (listed shares)	-	-	(652,800)
Loss on sale of other financial assets	-	(43,950)	-
Loss on sale of assets held for sale	-	-	(1,992,646)
Provision for impairment of plant and equipment	-	-	(2,619,290)
Provision for rehabilitation costs	(278,372)	(88,395)	(590,657)
Loss before income tax expense	**(1,956,599)**	**(8,009,698)**	**(11,210,521)**
Income tax benefit	-	306,388	708,285
Net loss for the year/period	**(1,956,599)**	**(7,703,310)**	**(10,502,236)**
Other comprehensive income for the year/period, net of tax	**-**	**-**	**-**
Total comprehensive loss for the year/period	**(1,956,599)**	**(7,703,310)**	**(10,502,236)**
Basic loss per share (cents per share)	(0.56)	(2.25)	(3.31)

4.5 Material changes to MacPhersons' financial position

To the best of the Directors' knowledge, the financial position of MacPhersons has not materially changed since 31 December 2018, being the date of its most recent half year financial statements. MacPhersons has obtained standard disclosure relief from ASIC to use the 31 December 2018 date rather than 30 June 2018.

Copies of MacPhersons' most recent half year financial statements lodged with ASIC and ASX may be obtained from an ASIC office and are accessible from ASX’s website www.asx.com.au. Copies of these documents will also be made available free of charge on a request in writing at any time before the Scheme Meeting to MacPhersons' Company Secretary.

4.6 MacPhersons securities and substantial shareholders

(a) MacPhersons' issued securities

As at 12 April 2019, MacPhersons had the following securities on issue:

- 351,026,501 MacPhersons Shares; and
- 5,400,000 MacPhersons Options.

(b) Substantial shareholders

As at 12 April 2019, the substantial shareholders in MacPhersons were:

Name	Number of fully paid ordinary shares held	% held of issued ordinary capital
Orion Mine Finance (Master) Fund I LP	61,677,630	17.57%
Ashok Parekh	42,039,390	11.98%
Ray Wright	32,703,368	9.32%

(c) Option holders

As at 12 April 2019, the registered holders of MacPhersons Options were:

Name	Number	Expiry date	Exercise price
Parkview Super Nominees Pty Ltd	2,500,000	9/12/2019	$0.15
Mr Andrew Pumphrey	2,500,000	9/12/2019	$0.15
Ms Victoria Thorpe	200,000	28/2/2020	$0.36
Ms Lydia Weeber	200,000	28/2/2020	$0.36

In accordance with cancellation deeds entered into with the holders of the MacPhersons Options, if the Scheme becomes Effective, the MacPhersons Options will be cancelled with effect from the Implementation Date (see Sections 2.13 and 10.6 for further information).

4.7 Recent MacPhersons share price performance

The graph below shows the MacPhersons share price performance and volume of shares traded in the 12 month period ending 12 April 2019.

The highest recorded sale price at the close of trade of a MacPhersons Share on ASX in the 3 months immediately prior to the date of this Scheme Booklet was $0.082 on 22 January 2019.

The lowest recorded sale price at the close of trade of a MacPhersons Share on ASX in the 3 months immediately prior to the date of this Scheme Booklet was $0.062 on 13 February 2019.

The latest recorded sale price at the close of trade of MacPhersons Shares on ASX before the Announcement Date was $0.08.

The sale price range at the close of trade of MacPhersons Shares since the Announcement Date to 12 April 2019 was $0.062 to $0.085.

The latest recorded sale price of MacPhersons Shares on ASX before the date of this Scheme Booklet was $0.064.

4.8 Risk factors

Risk factors relating to MacPhersons and its business are discussed in Section 7.

4.9 Further information

As a company listed on ASX and a disclosing entity under the Corporations Act, MacPhersons is subject to regular reporting and disclosure obligations. Broadly, these require MacPhersons to announce price sensitive information as soon as it becomes aware of the information, subject to exceptions for certain confidential information. MacPhersons' recent announcements are available from www.asx.com.au. Further announcements concerning MacPhersons will continue to be made available on this website after the date of this Scheme Booklet.

MacPhersons is required to prepare and lodge with ASIC and ASX both annual and half year financial statements accompanied by a statement and report from MacPhersons' Directors and an audit or review report. MacPhersons also lodges quarterly activity reports with ASX. Copies of these and other documents lodged with ASIC and ASX may be obtained from an ASIC office and are accessible from ASX's website www.asx.com.au. Copies of these documents will also be made available free of charge on a request in writing at any time before the Scheme Meeting to MacPhersons' Company Secretary.

5 Profile of Intermin

The information contained in this Section 5 has been prepared by Intermin. The information concerning Intermin and the intentions, views and opinions contained in this Section are the responsibility of Intermin. MacPhersons' Directors and Officers do not assume any responsibility for the accuracy or completeness of this information.

Intermin is a gold exploration and mining company focused on the Kalgoorlie and Menzies areas of Western Australia which are host to some of Australia's richest gold deposits. Intermin is developing a mining pipeline of projects intended to generate cash and self-fund aggressive exploration, mine developments and further acquisitions. Intermin has recently completed mining of its Teal gold mine.

Intermin is aiming to significantly grow its Mineral Resources, complete feasibility studies on core high grade open cut and underground projects and build a sustainable development pipeline.

Intermin has farm-in and joint venture agreements in place across multiple commodities and regions of Australia providing exposure to vanadium, copper, platinum group elements and nickel/cobalt. The relevant farm-in parties are expending to earn in to its project areas, enabling Intermin to focus on its gold business while maintaining upside leverage.

5.1 Overview of Intermin projects

Intermin has a number of wholly owned gold projects in the Kalgoorlie and Menzies regions and earn-in joint ventures at the Richmond Vanadium Project located in Queensland and the Nanadie Well Copper-Nickel Project in Western Australia. Details of Intermin's tenure is contained in the Specialist's Report and Valuation set out in Appendix 5 of the Independent Expert's Report.

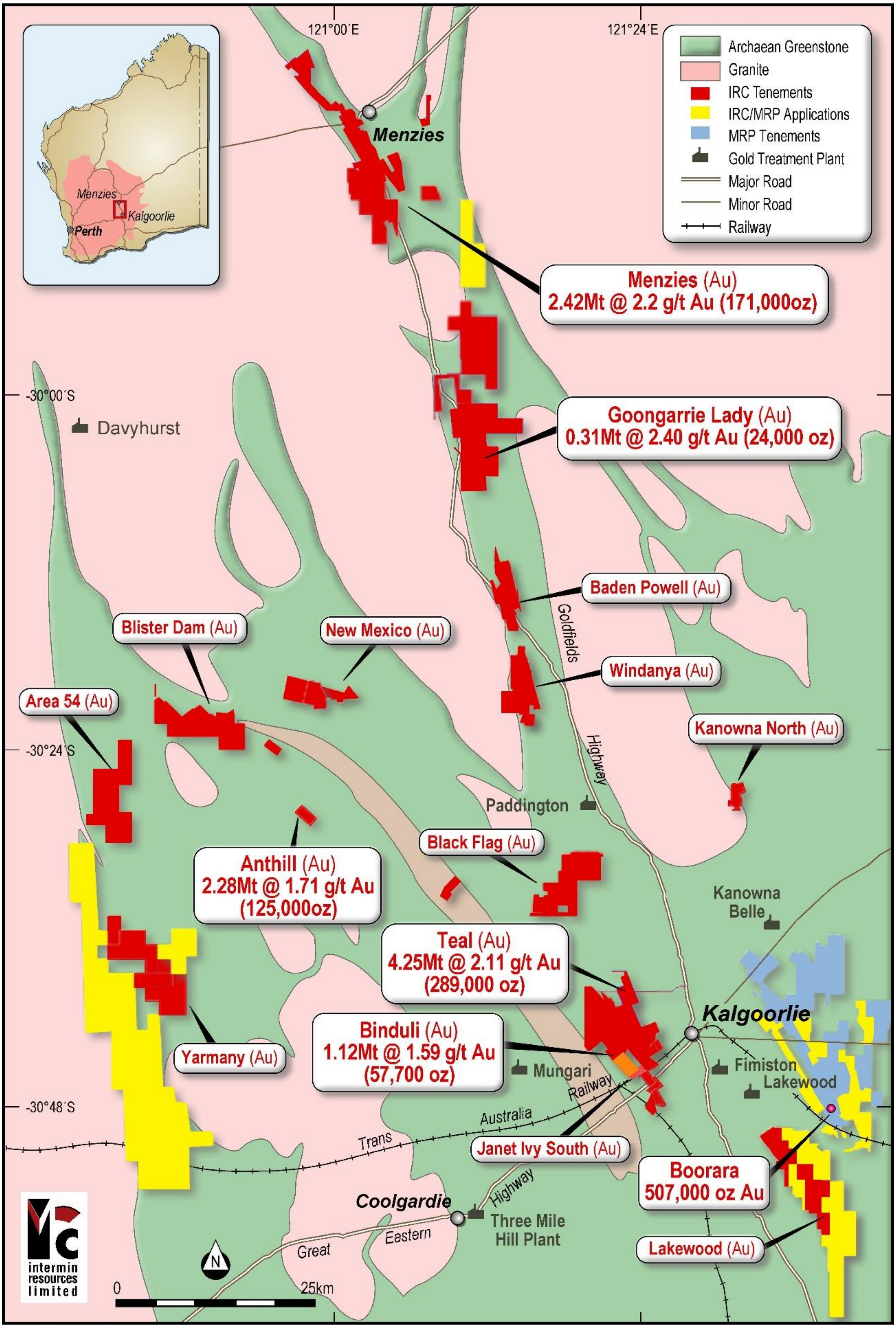


Figure 1: Intermin and MacPhersons project locations and surrounding infrastructure

(a) Binduli Gold Project

The Binduli project is located 9km west of Kalgoorlie-Boulder (Figure 1), immediately adjacent to Intermin's Teal gold project. A total of 85 reverse circulation (**RC**) holes for 8,096m were drilled in 2018 on this project. The RC drilling was completed on an approximate 20m pattern, spanned 450m and covered mineralisation from 10m to 170m vertical depth.

A maiden Mineral Resources estimate of 1.12 Mt grading 1.59 g/t for 57,700 oz Au at a 1.0 g/t Au lower grade cut off for the Crake prospect was announced to ASX by Intermin on 12 March 2019 and is included in the summary of Intermin's gold Mineral Resources in Section 5.2.

Additional information in relation to the Binduli Gold Project is contained in the Specialist's Report and Valuation set out in Appendix 5 of the Independent Expert's Report.

(b) Blister Dam Gold Project

The Blister Dam Gold Project is located on the Zuleika and Kunanalling shear zones approximately 65 kilometres northwest of Kalgoorlie-Boulder (see Figure 1) and approximately 10 kilometres northwest of the company's Anthill Gold Project.

During 2017, 21 targets were identified at Blister Dam. These were based on interpreted structures, geological contacts, historic drilling and geochemical signature. Nine of these targets were drill tested with 46 RC holes drilled for 4,120 metres in 2017 to an average depth of 90 metres. Subsequently in 2018, Intermin conducted follow up drilling at the more promising prospects including Atlantic, Argo and Seven Seas. First pass drilling was also conducted at three additional targets including the historical Chadwin workings, Loran and Atlantic South.

Additional information in relation to the Blister Dam Gold Project is contained in the Specialist's Report and Valuation set out in Appendix 5 of the Independent Expert's Report.

(c) Goongarrie Lady Gold Project

The Goongarrie Lady Gold Project is located approximately 90 kilometres north of Kalgoorlie-Boulder (see Figure 1), within the highly prospective Bardoc Tectonic Zone. As announced by Intermin to ASX on 28 June 2018, the company has completed a feasibility study for this project (see Intermin's ASX announcement "Goongarrie Lady Feasibility Study Delivers Positive Results" available on the ASX website www.asx.com.au). The Mineral Resources estimates for the Goongarri Lady Gold Project are summarised in Section 5.2.

Additional information in relation to the Goongarrie Lady Gold Project is contained in the Specialist's Report and Valuation set out in Appendix 5 of the Independent Expert's Report.

(d) Menzies and Goongarrie Gold Projects

The Menzies Gold Project is located in the eastern goldfields, approximately 130 kilometres north of Kalgoorlie, while the Goongarrie Project is located approximately 40 kilometres south of Menzies (see Figure 1). The Mineral Resources estimate for the Menzies Gold Project (including the Goongarrie Project) is summarised in Section 5.2.

Intermin and its wholly owned Subsidiary Black Mountain Gold Limited were previously parties to an Exploration Farm-in Joint Venture Agreement (**Menzies and Goongarrie JVA**) with Eastern Goldfields Limited (**EGS**) covering the Menzies and Goongarrie Projects, under which EGS could earn up to a 65% interest in the projects and also had a right of first refusal over Intermin's Windanya and Blister Dam projects. Administrators were appointed to EGS in November 2018 and, as announced to ASX by Intermin on 7 February 2019, Intermin and Black Mountain Gold Limited entered into a Deed of Settlement and Termination with EGS and the administrators of EGS terminating the Menzies and Goongarrie JVA with effect from 8 February 2019. Full ownership of the projects has been returned to Intermin.

Additional information in relation to the Menzies and Goongarrie Gold Projects are contained in the Specialist's Report and Valuation set out in Appendix 5 of the Independent Expert's Report.

(e) Anthill Gold Project

The Anthill Gold Project is located 54 kilometres northwest of Kalgoorlie-Boulder (see Figure 1) on the highly prospective Zuleika shear zone. The Mineral Resources estimate for the Anthill Gold Project is summarised in Section 5.2.

Additional information in relation to the Anthill Gold Project is contained in the Specialist's Report and Valuation set out in Appendix 5 of the Independent Expert's Report.

(f) Teal Gold Project

Intermin recently completed initial mining of the Teal deposit. Mining commenced in October 2016 and concluded in March 2018, with final ore processing completed in June 2018, with 229,000 tonnes of ore at 3.2g/t Au mined and processed for 21,836oz of gold.

Resource extension and new discovery drilling commenced in February 2018 with 20,000 metres planned as part of the 56,000 metre program for calendar year 2018. The drilling program at the Teal gold camp was completed in August 2018 with 182 holes drilled for 23,545 metres to downhole depths of 60 to 270 metres.

Further exploration is being undertaken at the Teal deposit and the current Mineral Resources estimate for the Teal Gold Project is summarised in Section 5.2.

(g) Kalgoorlie Regional Gold Projects

Intermin has a number of regional exploration projects in the Kalgoorlie area including Baden Powell, Olympia, Kanowna North, West Kalgoorlie, Black Flag, Broads Dam, Area 54, Lakewood and Yarmany (see Figure 1).

Additional information in relation to certain of these projects is contained in the Specialist's Report and Valuation set out in Appendix 5 of the Independent Expert's Report.

(h) Other interests

Richmond Vanadium Project

In March 2017, Intermin entered into a Mining Farm-in and Joint Venture Agreement (**Richmond JVA**) with AXF Vanadium Pty Ltd (**AXF**) covering Intermin's Richmond

Vanadium Project in northwest Queensland (see Figure 2), which includes metal rights at the neighbouring Julia Creek Project which is owned by Global Oil Sands Plc.

Under the terms of the Richmond JVA, AXF could earn a 25% interest in the project area by spending $1 million within a 1 year period following signing the Richmond JVA on 7 March 2017. It has earned this interest. AXF can earn a further 50% interest in the project by expending a further $5 million over a 3 year period (**Stage Two Commitment**), which commenced on 23 July 2018, being the date of the earn in notice it gave to Intermin under the terms of the Richmond JVA.

The joint venture will commence upon AXF satisfying, or failing to satisfy, the Stage Two Commitment, and each party will then be required to contribute to expenditure in accordance with their respective percentage interests in the project.

The Mineral Resources estimate for the Richmond Vanadium Project is summarised in Section 5.2.

Additional information in relation to the Richmond Vanadium Project is contained in the Specialist's Report and Valuation set out in Appendix 5 of the Independent Expert's Report.

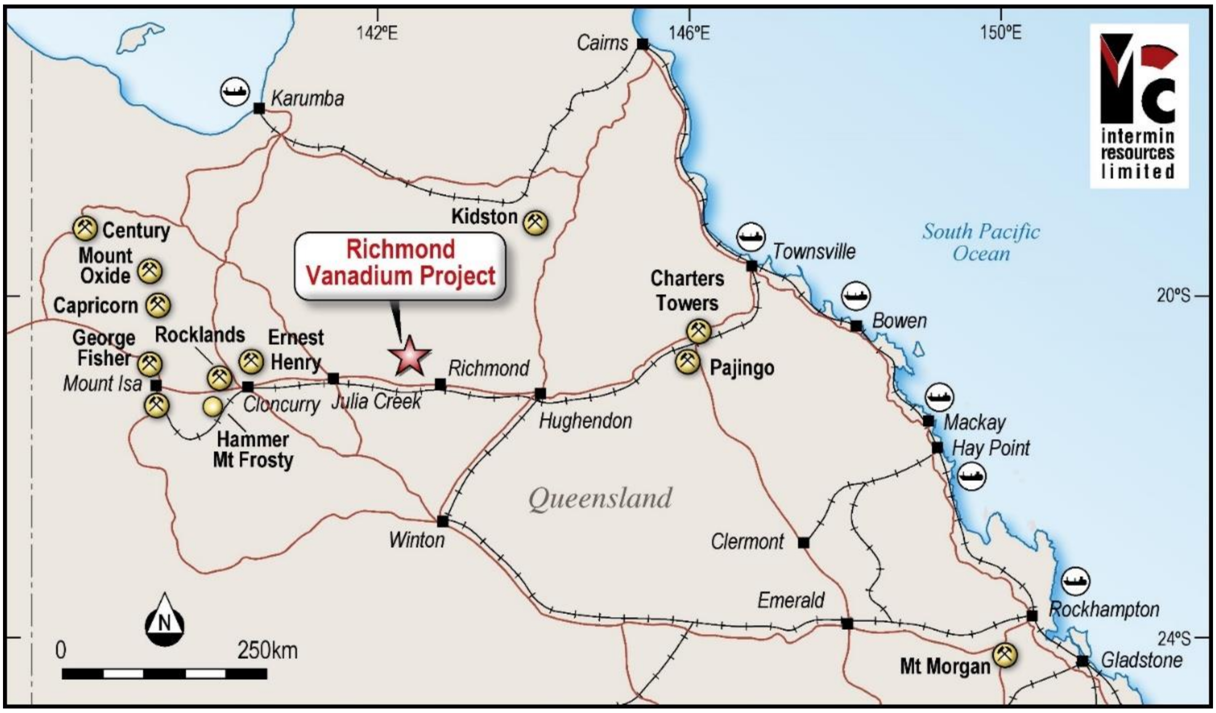


Figure 2: Richmond Vanadium Project location and surrounding infrastructure

Nanadie Well Joint Venture

The Nanadie Well Project is located approximately 100 kilometres south of Meekatharra and covers approximately 145 km2 (see Figure 1). In July 2014, Intermin entered into a formal Farm-in and Joint Venture Agreement with Minex (West) Pty Ltd (**Minex**) (a wholly owned Subsidiary of Mithril Resources Ltd) under which Minex can earn a 60% interest by spending $2 million before October 2019 and an additional 15% by spending a further $2 million over an additional 2 years. Minex had not earned an interest as at 12 April 2019.

(i) Gold Royalties

Intermin, or its Subsidiaries, are parties to certain agreements under which they are entitled to receive, or obliged to pay, third party royalties. These include the following.

Janet Ivy Royalty

Intermin has the right to receive a royalty of $0.50 per dry tonne of ore mined and treated in any calendar quarter from specified mining tenements (**Janet Ivy Royalty Tenements**), which include mining lease M26/446 (**Janet Ivy Royalty**). Mining lease M26/446 includes the Janet Ivy mine. The Janet Ivy Royalty was granted to Intermin under a Deed for the Sale of Janet Ivy Tenements dated 29 November 2001 with Kanowna Mines Limited (**Kanowna**). The Janet Ivy Tenements were subsequently acquired by Norton Gold Fields Limited (**Norton**), who assumed the obligation to pay the Janet Ivy Royalty under a Deed of Assignment and Assumption between Kanowna, Norton and Intermin dated 5 November 2008.

Lehmann's Well Royalty

Black Mountain Gold (a wholly owned Subsidiary of Intermin) has the right under a Royalty Deed dated 6 November 2018 with Saracen Metals Pty Ltd (**Saracen**) to receive a 2.5% net smelter return royalty from Saracen for each quarter in which any gold mineral product extracted and recovered from the area of specified tenements is sold. The relevant tenements were formerly the subject of the Lehmann's Well Joint Venture Agreement between Black Mountain Gold and Saracen. The Lehmann's Well Joint Venture Agreement was terminated in 2018 and Black Mountain's interest in the tenements acquired by Saracen. Saracen is required to commence payment of the royalty once Saracen has sold 42,000 ounces of gold mineral product extracted and recovered from the tenements. The royalty obligation ceases on the date on which 100,000 ounces of gold mineral product extracted and recovered from the tenements has been sold.

Royalty obligations

Intermin is required to pay a royalty of $1.00/t of ore mined and treated from M26/616 and Black Mountain Gold is required to pay a royalty of $5/oz gold produced from M16/531 up to a maximum of 100,000 ounces.

5.2 Summary of estimated Mineral Resources

(a) Summary of estimated gold Mineral Resources (at a 1g/t Au cut-off grade)

Deposit	Measured			Indicated			Inferred			Total Resource		
(1g/t cut-off)	Mt	Au (g/t)	Oz	Mt	Au (g/t)	Oz	Mt	Au (g/t)	Oz	Mt	Au (g/t)	Oz
Teal				2.91	2.08	194,848	1.34	2.19	94,140	4.25	2.11	288,833
Menzies				0.77	2.52	62,400	1.65	2.14	108,910	2.42	2.20	171,310
Anthill				1.51	1.76	85,495	0.77	1.61	40,084	2.28	1.71	125,582
Goongarrie	0.17	2.62	14,000	0.10	2.15	6,900	0.04	2.14	3,000	0.31	2.40	23,900
Binduli				0.74	1.67	39,900	0.38	1.45	17,800	1.12	1.59	57,700
TOTAL	**0.17**	**2.62**	**14,000**	**6.03**	**2.00**	**389,500**	**4.18**	**1.96**	**264,000**	**10.38**	**2.00**	**667,500**

(b) Summary of estimated vanadium / molybdenum Mineral Resources (at 0.29% V2O5 cut-off grade)

Category	Tonnage (Mt)	Grade % V_2O_5	Grade g/t MoO_3	Notes
Inferred (1)	1,764	0.31	253	(1) Rothbury
Inferred (2)	671	0.35	274	(2) Lilyvale
Inferred (3)	96	0.33	358	(3) Manfred
Inferred (4)	48	0.31	264	(4) Burwood (100% metal rights)
TOTAL	**2,579**	**0.32**	**262**	

The information in this Scheme Booklet that relates to Intermin's Mineral Resources or Ore Reserves estimates was originally reported in Intermin's ASX announcements "Mineral Resources Grow at Menzies Gold Project" dated 8 March 2016, "Intermin Announces World-Class Vanadium Resource" dated 20 March 2018, "Teal Gold Mine Update" dated 27 June 2018, "Goongarrie Lady Feasibility Study Delivers Positive Economic Results" dated 28 June 2018, "Intermin's Mineral Resources Grow 30% to Over 560,000 Ounces" dated 19 September 2018, "Quarterly Activities Report For the Period Ended 30 September 2018" dated 24 October 2018, "Intermin and MacPhersons Agree to Merger – Creation of a New Gold Company Horizon Minerals Ltd" dated 11 December 2018, "Anthill Resource Grows to Over 125,000 Ounces" dated 18 December 2018, "Menzies Update Including High Grade Drilling Results From Lady Irene and Yunndaga" dated 19 February 2019 and "Maiden Resource for the Crake Gold Project Grows Total Mineral Resources to Over 667,000 Ounces" dated 12 March 2019, each of which is available at www.asx.com.au. Intermin confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in those announcements continue to apply and have not materially changed. Intermin confirms that the form and context of the Competent Person's findings in relation to those Mineral Resources or Ore Reserves have not been materially modified from the original market announcements.

5.3 Intermin Directors

The Intermin Board as at the date of this Scheme Booklet comprises:

- Mr Peter Bilbe – Non-executive Chairman
- Mr Jonathan Price – Managing Director
- Mr Peter Hunt – Non-Executive Director

The profiles of Mr Bilbe and Mr Price are set out in Section 6.3.

Mr Hunt has been a Non-Executive Director of Intermin since October 1989 and is a chartered accountant. He has broad experience as an independent director and chairman of ASX listed and private companies. His directorships of other ASX listed companies in the past three years comprises:

- UXA Resources Ltd (Non-Executive Chairman, appointed 26 August 2014);
- Xped Limited (Non-Executive Director, appointed 4 September 2017); and
- Metaliko Resources Limited (Non-Executive Director, appointed 28 June 2012, resigned 12 January 2017).

It is intended that Mr Hunt will resign from the Intermin Board on implementation of the Scheme.

5.4 Historical Financial information

The following historical financial information for Intermin is extracted from the reviewed consolidated financial statements of Intermin and its controlled entities for the half year ended 31 December 2018 and the audited financial statements of Intermin and its controlled entities for the financial years ended 30 June 2018 and 30 June 2017. The financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards and Interpretations and the Corporations Act.

The financial information presented in the tables below does not represent complete financial statements and should therefore be read in conjunction with the financial statements for the respective periods, including the description of accounting policies contained in those financial statements and the notes to those financial statements.

Intermin Shareholders may view complete copies of the financial statements of Intermin for the half year ended 31 December 2018 and the years ended 30 June 2018 and 30 June 2017 on ASX's website www.asx.com.au or on Intermin's website at www.intermin.com.au.

(a) **Consolidated statement of financial position**

Set out below is Intermin's consolidated statement of financial position for the half year ended 31 December 2018 and the years ended 30 June 2018 and 30 June 2017.

	Reviewed Consolidated 31 Dec 2018 $	Audited Consolidated 30 Jun 2018 $	Audited Consolidated 30 Jun 2017 $
Current assets			
Cash and cash equivalents	6,284,346	10,297,176	3,030,060
Trade and other receivables	985,648	725,481	6,680,584
Total current assets	**7,269,994**	**11,022,657**	**9,710,644**
Non-current assets			
Financial assets at fair value through profit or loss	727,030	1,013,074	1,221,648
Other assets	257,927	257,927	257,927
Property, plant and equipment	185,122	203,156	246,289
Exploration, evaluation and development expenditure	16,767,193	13,812,610	14,166,133
Total non-current assets	**17,937,272**	**15,286,767**	**15,891,997**
Total assets	**25,207,266**	**26,309,424**	**25,602,641**
Current liabilities			
Trade and other payables	729,573	2,541,350	6,239,286
Total current liabilities	**729,573**	**2,541,350**	**6,239,286**
Non-current liabilities			
Provisions	100,000	100,000	100,000
Total non-current liabilities	**100,000**	**100,000**	**100,000**
Total liabilities	**829,573**	**2,641,350**	**6,339,286**
Net assets	**24,377,693**	**23,668,074**	**19,263,355**
Equity			
Contributed equity	28,597,190	27,523,594	26,848,742
Reserves	1,030,841	893,029	684,303
Accumulated losses	(5,250,338)	(4,748,549)	(8,269,690)
Total equity	**24,377,693**	**23,668,074**	**19,263,355**

(b) **Consolidated statement of comprehensive income**

Set out below is Intermin's consolidated statement of comprehensive income for the half year ended 31 December 2018 and for the years ended 30 June 2018 and 30 June 2017.

	Reviewed Consolidated 31 Dec 2018 $	Audited Consolidated 30 Jun 2018 $	Audited Consolidated 30 Jun 2017 $
Continuing Operations			
Gold sales	-	26,729,648	9,803,385
Gold royalty	187,114	480,506	-
Interest income	10,800	16,916	49,626
Other income	2,699,690	249,198	256,667
Total revenue from Continuing Operations	**2,897,604**	**27,476,268**	**10,109,678**
Cost of sales	(1,716,763)	(21,477,387)	(8,007,334)
Exploration and evaluation expenditure	(31,654)	(147,181)	(79,405)
Depreciation expenses	(9,445)	(23,685)	(30,172)
Net decrease in fair value of financial assets at fair value through profit or loss	(500,577)	(208,574)	(1,309,006)
Employee benefits expense	(260,174)	(484,615)	(337,994)
Share based payments	(137,812)	(458,725)	(390,423)
Building and occupancy costs	(30,435)	(69,117)	(58,230)
Loss on sale of property, plant & equipment	-	(3,174)	-
Consultancy and professional fees	(512,105)	(185,078)	(94,365)
Impairment loss on tenements	-	(452,065)	-
Other expenses	(200,428)	(445,526)	(192,434)
Profit/(Loss) from continuing operations before income tax	**(501,789)**	**3,521,141**	**(389,685)**
Income tax (expense)/benefit	-	-	-
Profit/(Loss) for the year/period	**(501,789)**	**3,521,141**	**(389,685)**
Profit/(Loss) for the year/period and total comprehensive income attributable to owners of Intermin Resources Ltd	**(501,789)**	**3,521,141**	**(389,685)**
Basic earnings/loss per share	(0.25) cents	1.78 cents	(0.21) cents
Diluted earnings/loss per share	(0.25) cents	1.78 cents	(0.21) cents

5.5 Material changes to Intermin's financial position

To the best of the Directors' knowledge, save as reflected in the reviewed consolidated financial statements of Intermin and its controlled entities for the half year ended 31 December 2018 as extracted in Section 5.4, the financial position of Intermin has not materially changed since 30 June 2018, being the date of Intermin’s audited report for the 12 months ended 30 June 2018.

5.6 Corporate structure

As at the date of this Scheme Booklet, Intermin has the following Subsidiaries, which upon the Scheme being implemented will remain wholly owned Subsidiaries of Intermin:

Name	Country of incorporation	Equity holding
Black Mountain Gold Limited	Australia	100%
CGP Minerals Pty Ltd	Australia	100%
CGP Assets Pty Ltd	Australia	100% owned by CGP Minerals Pty Ltd

5.7 Intermin securities and substantial shareholders

(a) Intermin's issued securities

As at 12 April 2019, Intermin had the following securities on issue:

- 235,388,464 Intermin Shares;
- 500,000 unlisted Intermin Options; and
- 5,600,000 Performance Rights.

The 500,000 existing Intermin Options have an exercise price of $0.25 and an expiry date of 31 August 2019. Each Intermin Option entitles the holder to one Intermin Share on exercise.

If any of the existing Intermin Options are exercised after the date of this Scheme Booklet and prior to the Implementation Date, the number of Intermin Shares on issue will increase.

The 5,600,000 Performance Rights comprise 2,800,000 Class D Performance Rights and 2,800,000 Class E Performance Rights.

The Performance Rights were issued to directors and employees of Intermin under the Intermin Resources Employee Incentive Plan (**EIP**). The issue to Intermin Directors was approved at the company's annual general meeting on 23 November 2017.

Under the terms of the EIP, upon satisfaction of performance criteria determined by the Intermin Board (or where a takeover offer, as defined in the terms of the EIP, occurs in respect of Intermin Shares), a Performance Right will, at the election of the holder, vest and convert into an Intermin Share. Further, at the Intermin Board's absolute discretion, a Performance Right may vest and convert into one Intermin Share in the event of the death or permanent disablement of a participant.

A Performance Right lapses on the occurrence of certain events, including a vesting condition not being satisfied by the relevant expiry date, a participant ceasing to be an "eligible participant" for the purposes of the EIP (except for certain matters such as death or retirement), and upon misconduct by a participant.

The performance condition for Class D Performance Rights is that prior to 1 July 2019 either the volume weighted average price of Intermin Shares over 20 consecutive Trading Days on which Intermin Shares trade is 25 cents or more, or a takeover event occurs in respect of Intermin Shares.

The performance condition for Class E Performance Rights is that prior to 1 July 2020 either the volume weighted average price of Intermin Shares over 20 consecutive Trading Days on which Intermin Shares trade is 30 cents or more, or a takeover event occurs in respect of Intermin Shares.

(b) Substantial shareholders

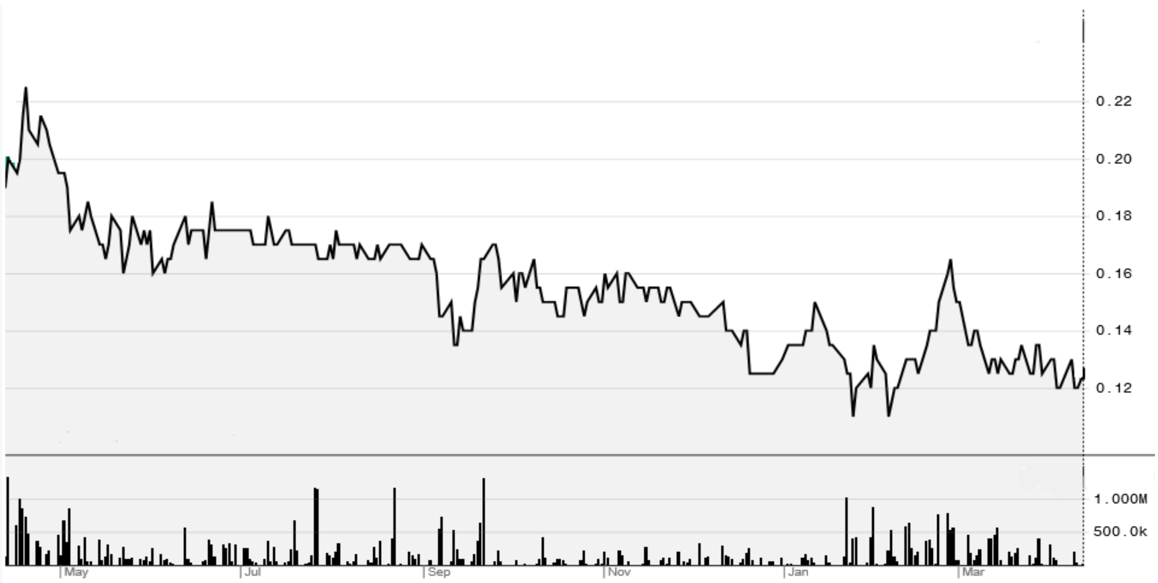
As at 12 April 2019, the registered substantial shareholders in Intermin were:

Name	Number of fully paid ordinary shares held	% held of issued ordinary capital
Kesli Chemicals Pty Ltd (Ruane Super Fund)	23,147,638	9.83
Tyson Resources Pty Ltd	22,766,500	9.67
Bill Brooks Pty Ltd (Bill Brooks Super Fund)	20,915,000	8.89
Kesli Chemicals Pty Ltd	13,620,855	5.79

Dr Michael Ruane has a Relevant Interest in the Intermin Shares registered in the name of Kesli Chemicals Pty Ltd (Ruane Super Fund), Tyson Resources Pty Ltd and Kesli Chemicals Pty Ltd as well as in Intermin Shares he holds jointly with his wife and Intermin Shares he holds in his own name. As at 12 April 2019, Dr Ruane has a Relevant Interest in a total of 64,119,608 Intermin Shares or 27.24% of the issued capital of Intermin.

5.8 Recent Intermin share price performance

The graph below shows the Intermin share price performance and volume of shares traded during the 12 month period ending 12 April 2019.



Source: Bloomberg. Bloomberg has not consented to the use this graph in the Scheme Booklet .

The highest recorded sale price at the close of trade of an Intermin Share on ASX in the 3 months immediately prior to the date of this Scheme Booklet was $0.165 on 26 February 2019.

The lowest recorded sale price at the close of trade of an Intermin Share on ASX in the 3 months immediately prior to the date of this Scheme Booklet was $0.11 on 24 January 2019 and 5 February 2019.

The latest recorded sale price at the close of trade of Intermin Shares on ASX before the Announcement Date was $0.145.

The sale price range at the close of trade of Intermin Shares since the announcement date of the Merger to 12 April 2019 was $0.11 to $0.165.

The latest recorded sale price of Intermin Shares on ASX before the date of this Scheme Booklet was $0.125.

5.9 Risk factors

Risk factors relating to Intermin and its business are discussed in Section 7. In addition, MacPhersons Shareholders should read Section 5.11(f) discussing certain specific risks relating to the Potential Coolgardie Acquisition.

5.10 Further information

As a company listed on the ASX and a 'disclosing entity' under the Corporations Act, Intermin is subject to regular reporting and disclosure obligations which require it to announce price sensitive information as soon as it becomes aware of that information. Intermin's most recent announcements are available from ASX's website www.asx.com.au. Further announcements concerning Intermin will continue to be made available on that website after the date of this Scheme Booklet.

In addition, Intermin is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC in relation to Intermin may be obtained from, or inspected at, an ASIC office.

Intermin will provide a copy of each of the following documents, free of charge, to anyone who asks for them before the Scheme is approved by the Court. The following documents can also be obtained from the ASX website (www.asx.com.au) or from the Intermin website (wwww.intermin.com.au):

(a) the half yearly financial report of Intermin for the half year ended 31 December 2018 (being the financial report most recently lodged with ASIC by Intermin before lodgement of a copy of this Scheme Booklet with ASIC for registration);

(b) the annual financial report of Intermin for the year ended 30 June 2018 (being the annual financial report most recently lodged with ASIC by Intermin before lodgement of a copy of this Scheme Booklet with ASIC for registration); and

(c) any continuous disclosure announcements made by Intermin after the date of the lodgement of the annual financial report referred to in (b) above and before lodgement of a copy of this Scheme Booklet with ASIC for registration).

There is no Intermin information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules, and which is required to be set out in this Scheme Booklet.

The following table summarises material announcements made by Intermin to ASX since 28 September 2018 being the date of lodgement of the annual financial report referred to in paragraph (b) above.

Date	Description of Document (ASX announcement header)
28/09/2018	Appendix 4G and Corporate Governance Statement
10/10/2018	Latest Drilling Results Grow Anthill Gold Project
16/10/2018	Notice of Annual General Meeting / Proxy Form
24/10/2018	Quarterly Activities Report 30 September 2018
24/10/2018	Appendix 5B Quarterly Financial Report 30 September 2018
07/11/2018	Intermin divests interest in Lehmans JV for $2.5m cash

14/11/2018	Excellent drill results continue from Binduli gold project
20/11/2018	Completion of Lehmann's Well Gold Project Divestment
26/11/2018	Richmond Vanadium lab results in as drilling commences
27/11/2018	2018 AGM Presentation
27/11/2018	Results of Meeting
11/12/2018	Intermin and MacPhersons Agree to Merge
11/12/2018	Merger Implementation Agreement
12/12/2018	Retraction Statement
14/12/2018	Amendment to Merger Implementation Agreement
18/12/2018	Anthill Resource grows 60% to over 125,000 ounces
20/12/2018	Further Positive Drilling Results From Blister Dam
22/01/2019	Quarterly Activities Report 31 December 2018
22/01/2019	Appendix 5B Quarterly Financial Report 31 December 2018
06/02/2019	Intermin and MacPhersons Merger Presentation
07/02/2019	Menzies and Goongarrie gold projects return to Intermin
11/02/2019	Intermin Signs Exclusivity Deed for potential acquisition
12/02/2019	Resources Rising Stars Investor Presentation
20/02/2019	Excellent High Grade Drill Results From Menzies Gold Project
05/03/2019	Half Year Accounts
08/03/2019	Appendix 3B – Expiration of Performance Rights
11/03/2019	FML: Update regarding Coolgardie Gold Project Sale Process
11/03/2019	FML: Update regarding Focus Coolgardie and Laverton Projects
12/03/2019	Intermin's Resources Grow to Over 667,000 Ounces
25/03/2019	Intermin's 2019 Drilling Program Commences

5.11 Potential Coolgardie Acquisition

On 11 February 2019, Intermin announced that it had entered into an Exclusivity Deed with Focus Minerals Ltd for the potential purchase of the Coolgardie Gold Project for $40 million (comprising a combination of cash and Intermin shares to be paid over 3.5 years).

The 5 month exclusivity period agreed by Intermin and Focus (ending on 8 July 2019, unless the Exclusivity Deed is terminated earlier in accordance with its terms) enables the parties to seek to finalise the formal documentation and obtain the necessary approvals for the Potential Coolgardie Acquisition. However, as the proposed transaction remains subject to negotiation and entry into formal binding written documentation (**Formal Documentation**) and the receipt of necessary approvals, there can be no assurances given that it will proceed. Under the terms of the Exclusivity Deed, neither Focus nor Intermin is under any obligation to proceed with the Potential Coolgardie Acquisition or to enter into the Formal Documentation unless each is satisfied in all respects with the terms and conditions of the Formal Documentation.

Except where expressly stated otherwise, the information in this Scheme Booklet concerning the Coolgardie Gold Project has been prepared based on the review of publicly available information (which has not been independently verified). Neither Intermin nor MacPhersons nor their respective Officers or advisers makes any representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information concerning the Coolgardie Gold Project and its potential acquisition in this Scheme Booklet should not be considered comprehensive. This Scheme Booklet includes statements which have been made by, or based on statements made in, documents lodged with ASIC or given to ASX. These documents include the following announcements to ASX made by Focus and which are available at www.asx.com.au:

Date	Description of Document (ASX announcement header)
14/01/2010	Production set to soar to 100,000 ounces a year after completion of mill
29/10/2010	Annual Report for the Year Ended 30 June 2010
31/10/2011	Annual Report for the Year Ended 30 June 2011
17/07/2013	Focus to Cease Production at Coolgardie Operation
07/04/2017	Brilliant Mineral Resource Increased 26%; PFS Exploration Ongoing
29/05/2017	Amended Greenfields Resource Update
13/10/2017	PFS Completion and Ore Reserve Upgrade
30/05/2018	Mineral Resource Update for Bonnie Vale Deposit
08/03/2019	Update regarding Focus' Coolgardie and Laverton Projects
29/03/2019	Annual Report for the Year Ended 31 December 2018

Intermin will provide a copy of the abovementioned documents, within 2 Business Days of the request and free of charge, to anyone who asks for them before the Scheme is approved by the Court.

(a) Overview of the Coolgardie Gold Project

The Coolgardie Gold Project is located approximately 45km west of Kalgoorlie-Boulder and includes the Bonnie Vale, Greenfields and Brilliant deposits, as well as the Three Mile Hill processing plant (a conventional 1.2 Mtpa capacity processing plant, currently on care and maintenance) (see Figure 3).

The tenements detailed in the Exclusivity Deed as comprising the Coolgardie Gold Project are listed in Annexure E (**Coolgardie Tenements**).

The Three Mile Hill processing plant was refurbished by Focus in 2009 and has been on care and maintenance since 2013.

Focus commissioned a preliminary feasibility study in 2017 considering underground mining of the Bonnie Vale deposit and open pit mining of the Greenfields and Brilliant deposits. The publicly announced summary of the results of the preliminary feasibility study only contained details relating to the Bonnie Vale and Greenfields deposits. The preliminary feasibility study included a maiden Ore Reserves estimate for Bonnie Vale of 625,000 tonnes at 6.16 g/t Au for 123,700 ounces of contained gold and a maiden Ore Reserves estimate for Greenfields of 1,016,000 tonnes at 1.45 g/t Au for 47,100 ounces of contained gold (see Focus' announcement to the ASX titled "PFS Completion and Ore Reserve Upgrade" dated 13 October 2017 for full details, which is available at www.asx.com.au).

Focus released an updated Mineral Resources estimate for the Bonnie Vale deposit on 30 May 2018 reporting total estimated Mineral Resources of 939,000 tonnes grading 6.8 g/t for 205,000 ounces of contained gold (see Focus' announcement to the ASX titled "Mineral Resources Update for Bonnie Vale Deposit" dated 30 May 2018 for full details, which is available at www.asx.com.au).

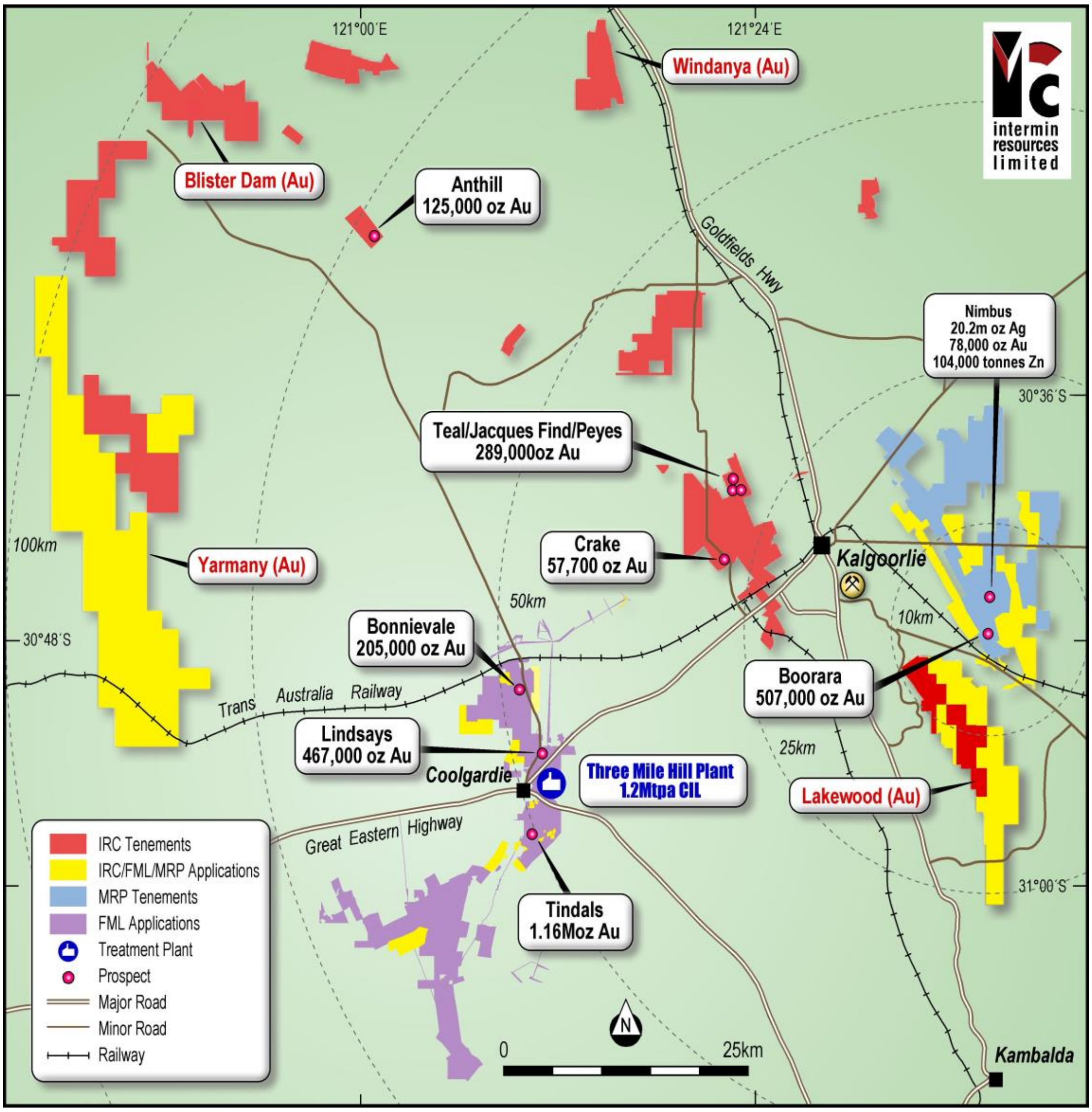


Figure 3: Coolgardie, MacPhersons and Intermin project locations and infrastructure

(b) Coolgardie Gold Project – Summary of Mineral Resources and Ore Reserves

Mineral Resources

	JORC Code	Measured Resources			Indicated Resources			Inferred Resources			Total Resources		
31 December 2018	**Edition Year**	**Tonnes '000t**	**Grade Au g/t**	**Ounces**	**Tonnes '000t**	**Grade Au g/t**	**Ounces**	**Tonnes '000t**	**Grade Au g/t**	**Ounces**	**Tonnes '000t**	**Grade Au g/t**	**Ounces**
COOLGARDIE GOLD PROJECT													
Tindals Project - UG	*2004*	*268*	*4.5*	*39,000*	*1,717*	*3.9*	*216,000*	*309*	*3.8*	*37,500*	*2,294*	*4.0*	*292,500*
	2012				*155*	*3.7*	*18,500*	*633*	*4.1*	*82,500*	*788*	*4.0*	*101,000*
Tindals Project - Surface	*2004*				*4,184*	*2.1*	*286,500*	*1,615*	*2.1*	*110,000*	*5,799*	*2.1*	*396,500*
	2012				*4,523*	*2.3*	*330,000*	*576*	*2.4*	*44,500*	*5,099*	*2.3*	*374,500*
Bonnie Vale Project	2012				519	9.1	152,500	420	3.9	52,500	939	*6.8*	205,000
Lindsays-Bayleys Project					4,350	1.7	238,000	3,327	2.1	229,000	7,677	*1.9*	467,000
Three Mile Hill Project	2004				794	1.6	41,000	90	1.4	4,000	884	*1.6*	45,000
	2012				1,328	1.7	72,500	66	2.0	4,500	1,394	*1.7*	77,000
Norris Project								2,440	2.2	169,000	2,440	*2.2*	169,000
Total Coolgardie		***268***	***4.5***	***39,000***	***17,570***	***2.4***	***1,355,000***	***9,476***	***2.4***	***733,500***	***27,314***	***2.4***	***2,127,500***

Competent Person's Statement and Confirmation

The information in this Scheme Booklet that relates to Focus' Mineral Resources estimates for the Coolgardie Gold Project is based on information originally reported in Focus' ASX announcements "Annual Report for the Year Ended 31 December 2018" dated 29 March 2019, "Mineral Resource Update for Bonnie Vale Deposit" dated 30 May 2018, "PFS Completion and Ore Reserve Upgrade" dated 13 October 2017, "Amended Greenfields Resource Update" dated 29 May 2017 and "Brilliant Mineral Resource Increased 26%; PFS Exploration Ongoing" dated 7 April 2017 and has been included in this Scheme Booklet by Hannah Kosovich. Ms Kosovich is a Member of the Australian Institute of Geoscientists. Ms Kosovich is a part time employee of Focus Minerals Limited and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves".

Ms Kosovich confirms that the information in Focus' previous ASX announcements referred to in this Scheme Booklet, together with this Scheme Booklet, is an accurate representation of the available data and studies for the Coolgardie Gold Project. Ms Kosovich has given her consent to the inclusion in this Scheme Booklet of the matters based on the information in the form and context in which it appears.

The information, except for Bonnie Vale, Brilliant and Greenfields was prepared and first disclosed under the 2004 JORC Code. It has not been updated since to comply with the 2012 JORC Code on the basis that the information has not materially changed since it was last reported. Bonnie Vale, Brilliant and Greenfields are reported under the 2012 JORC Code.

Important Notes / Cautionary Statement

Readers of this Scheme Booklet should note the following matters:

1. The information in this Scheme Booklet that relates to Focus' Mineral Resources estimates for the Coolgardie Gold Project has been reported by Focus and not Intermin. The source of the reporting of these Mineral Resources estimates is identified in the preceding Competent Person's Statement and Confirmation.
2. With the exception of the Bonnie Vale Project, the Brilliant deposit (which forms part of the Tindals Project) and the Greenfields deposit (which forms part of the Three Mile Hill Project), Focus' Mineral Resources estimates referred to in this Scheme Booklet were prepared and first disclosed under the 2004 JORC Code (**2004 JORC Code Estimates**). They have not been updated since to comply with the 2012 JORC Code on the basis that Focus has determined that the information has not materially changed since it was last reported. Bonnie Vale, Brilliant and Greenfields are reported in accordance with the 2012 JORC Code.
3. A Competent Person has not done sufficient work to classify the 2004 JORC Code Estimates in accordance with the 2012 JORC Code. It is possible that following evaluation and/or further exploration work the currently reported estimates may materially change and hence will need to be reported afresh under and in accordance with the 2012 JORC Code.
4. Nothing has come to the attention of Intermin that causes it to question the accuracy or reliability of Focus' 2004 JORC Code Estimates but Intermin has not independently validated the 2004 JORC Code Estimates and therefore is not to be regarded as reporting, adopting or endorsing the 2004 JORC Code Estimates.
5. Intermin is not aware of the following matters: the work programs on which the 2004 JORC Code Estimates were based; the key assumptions, mining and processing parameters and methods used to prepare the 2004 JORC Code Estimates; or any more recent estimates or data relevant to the reported mineralisation available to Focus.
6. The Potential Coolgardie Acquisition remains subject to the negotiation of, and entry into, the Formal Documentation and the receipt of necessary approvals. There is no assurance that the Potential Coolgardie Acquisition will proceed. Accordingly, Intermin is not currently in a position to comment on the evaluation and/or exploration work that needs to be completed to report the 2004 JORC Code Estimates as Mineral Resource Estimates in accordance with the 2012 JORC Code, or regarding any evaluation and/or exploration work it might undertake were the Potential Coolgardie Acquisition to proceed.

Ore Reserves

31 December 2018	Proven Reserves			Probable Reserves			Total Reserves		
	Tonnes '000t	Grade Au g/t	Ounces	Tonnes '000t	Grade Au g/t	Ounces	Tonnes '000t	Grade Au g/t	Ounces
COOLGARDIE GOLD PROJECT									
Tindals Project - UG	-	-	-	-	-	-	-	-	-
Tindals Project - Surface	-	-	-	-	-	-	-	-	-
Tindals Project	-	-	-	-	-	-	-	-	-
Bonnie Vale Project	-	-	-	625	6.2	124,000	625	6.2	124,000
Lindsays-Bayleys Project	-	-	-	-	-	-	-	-	-
Three Mile Hill Project	-	-	-	1,016	1.4	47,000	1,016	1.4	47,000
Stocks	-	-	-	-	-	-	-	-	-
Total Coolgardie	***-***	***-***	***-***	***1,641***	***3.2***	***171,000***	***1,641***	***3.2***	***171,000***

Competent Person's Statement and Confirmation

The information in this Scheme Booklet that relates to Focus' Ore Reserves estimates for the Coolgardie Gold Project is based on information originally reported in Focus' ASX announcements "Annual Report for the Year Ended 31 December 2018" dated 29 March 2019, "Mineral Resource Update for Bonnie Vale Deposit" dated 30 May 2018, "PFS Completion and Ore Reserve Upgrade" dated 13 October 2017, "Amended Greenfields Resource Update" dated 29 May 2017 and "Brilliant Mineral Resource Increased 26%; PFS Exploration Ongoing" dated 7 April 2017, each of which is available at www.asx.com.au. Intermin confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in those announcements continue to apply and have not materially changed. Intermin confirms that the form and context of the Competent Person's findings in relation to those Minerals Resources estimates or Ore Reserve estimates have not been materially modified from the original market announcements.

(c) Key terms of the Potential Coolgardie Acquisition

Under the Exclusivity Deed, the terms of the Formal Documentation (if executed) are to be consistent with the following key commercial terms:

Parties:	The parties to the Formal Documentation will comprise a Focus group entity (as vendor), CGP Assets Pty Ltd (or another wholly owned subsidiary of Intermin) (as **Purchaser**) and Intermin (as guarantor of the Purchaser's obligations).
Structure	The Potential Coolgardie Acquisition will be structured as an asset sale under which all of the Coolgardie Gold Project assets as defined in the Exclusivity Deed (**Focus Coolgardie Assets**) will be transferred from Focus and its wholly owned subsidiary, Focus Operations Pty Ltd (**FOPS**) to CGP Assets Pty Ltd (**CGP**) (a wholly owned subsidiary of Intermin), or another wholly owned subsidiary of Intermin, free from encumbrances save for certain permitted encumbrances (**Asset Sale Agreement**).
Completion	Completion of the Potential Coolgardie Acquisition will be subject to agreed conditions precedent including: a. necessary regulatory approvals and consents, including FIRB approval and ministerial consent to the transfer of the Coolgardie Tenements ; b. necessary third party consents and waivers of pre-emptive rights in respect of the Coolgardie Tenements; and c. other customary conditions precedent for transactions similar to the Potential Coolgardie Acquisition.
Purchase Price	The purchase price will be $40 million in aggregate (**Coolgardie Purchase Price**), comprising a combination of $31.0 million cash and $9.0 million worth of newly issued Intermin Shares, payable to Focus as set out below.

Consideration

Date of Payment / Issue	Cash Consideration	Share Consideration
Completion Date: The date completion of the sale and purchase of the Focus Coolgardie Assets under the Asset Sale Agreement occurs (**Coolgardie Completion Date**).	$1.5 million.	$2 million worth of new Intermin Shares at a deemed issue price equal to the 20 day VWAP of Intermin Shares ending on (and including) the Trading Day immediately prior to the date of execution of the Asset Sale Agreement.
Tranche 1 Deferred Consideration Payment Date: The date that is 9 calendar months after the Coolgardie Completion Date (or the next business day).	$3.5 million.	$3 million worth of new Intermin Shares at a deemed issue price equal to the 20 day VWAP of Intermin Shares ending on and including the Trading Day immediately prior to the Tranche 1 Deferred Consideration Payment Date.
Tranche 2 Deferred Consideration Payment Date: The date that is 18 calendar months after the Coolgardie Completion Date (or the next	$6 million.	Subject to the approval of Intermin Shareholders, $4 million worth of new Intermin Shares at a deemed issue price equal to the 20 day VWAP of Intermin Shares ending on and including the Trading Day immediately prior to

business day).		the Tranche 2 Deferred Consideration Payment Date.
Tranche 3 Deferred Consideration Payment Date: The date that is the earlier of: • the date that the first 50,000 ounces of gold dore is produced by the Three Mile Hill processing facility following the Coolgardie Completion Date; and • 30 calendar months after the Coolgardie Completion Date (or the next business day).	$10 million.	n/a
Tranche 4 Deferred Consideration Payment Date: The date that is 42 calendar months after the Coolgardie Completion Date (or the next business day).	$10 million.	n/a

Scale-back of Share Consideration:	To the extent that: a. any necessary Intermin shareholder approval is not obtained for the issue of any consideration comprising Intermin Shares; or b. the issue of the Intermin Shares would result in Focus acquiring a relevant interest or voting power (each as defined in the Corporations Act) in Intermin of more than 15%, or in a breach of section 606 of the Corporations Act, the relevant share consideration will be scaled-back and the balance paid in cash.
Acceleration of Deferred Consideration:	Deferred consideration payable by the Purchaser will be accelerated to the extent that certain events occur, including certain disposals of Coolgardie Tenements in accordance with the Formal Documentation.
Escrow:	Intermin shares issued to Focus under the Potential Transaction will be subject to a voluntary escrow period ending 12 months after the date of completion of the sale and purchase of the Focus Coolgardie Assets
Security:	The obligations of the Purchaser (and Intermin, as guarantor) to pay the Coolgardie Purchase Price in full will be secured in favour of Focus by first ranking security over the Focus Coolgardie Assets (subject to any agreed pre-existing security interests) and all of the issued shares in the Purchaser.

Environmental Obligations	From Completion the Purchaser will assume responsibility for all environmental obligations in respect of the Coolgardie Gold Project arising before, on or after the Completion Date.
Warranty regime:	The Focus Coolgardie Assets will be sold on an 'as is where is' basis and subject to only limited warranties by Focus in favour of the Purchaser and Intermin.

(d) Strategic Rationale for the Potential Coolgardie Acquisition

Intermin believes that the Potential Coolgardie Acquisition, should it proceed, has the potential to considerably enhance Intermin as a standalone entity and also the Merged Group (if the Merger is implemented) in terms of scale, provision of higher grade open cut and underground mill feed and a conventional 1.2 Mtpa capacity processing plant (currently on care and maintenance) in close proximity to Intermin's and the Merged Group's asset bases.

Intermin has grown through exploration success, asset acquisitions and strategic joint ventures while developing and monetising small open pit mines (for instance Teal Project stages 1 and 2) via contract mining and toll milling to self-fund its organic growth. A A$4 million, 56,000 metre drilling program was completed in the 2018 calendar year using the cash generated from the Teal mine, and Intermin acquired a further 450km^2 of tenure at Lakewood in Kalgoorlie and Yarmany near Coolgardie. Intermin commenced a regional review in 2018 assessing larger scale assets to achieve a critical mass to underpin a longer term production profile, including a standalone milling solution.

MacPhersons has grown a large scale, baseload gold project at Boorara and has advanced relevant approvals for the project.

The Potential Coolgardie Acquisition, should it proceed, would enhance Intermin as a standalone entity and also the Merged Group (if the Merger is implemented) by providing significant resources and reserves and the 1.2 Mtpa capacity Three Mill Hill processing plant (currently on care and maintenance). If the Potential Coolgardie Acquisition proceeds, Intermin would investigate the feasibility of refurbishing the Three Mile Hill processing plant rather than constructing a new plant or acquiring an existing plant. The Bonnie Vale underground project and the Brilliant open cut provide higher grade feed sources for a centralised processing plant. Intermin considers that the Coolgardie Tenements are highly prospective for resource extensions, reserve conversion and new open cut and underground discoveries.

(e) Timing for the Potential Coolgardie Acquisition

The Exclusivity Deed between Focus and Intermin provides that the parties have until 8 July 2019 (or such later date that the parties agree) to seek to finalise Formal Documentation for the Potential Coolgardie Acquisition and use reasonable endeavours to obtain all necessary regulatory approvals to complete it.

Whilst there is no certainty that the Potential Coolgardie Acquisition will occur, the 5 month exclusivity period reflects the parties' expectation as to the maximum time period to enter into formal documentation for the Potential Coolgardie Acquisition, such transaction to be completed once all requisite conditions have been satisfied and as soon as practical thereafter. The parties are continuing to progress negotiations on the terms of the Formal Documentation, however key terms have yet to be resolved and necessary regulatory approvals obtained. Accordingly, there is no assurance that the Potential Coolgardie Acquisition will proceed.

(f) Risks associated with the Potential Coolgardie Acquisition

The following sets out some specific risks associated with the Potential Coolgardie Acquisition. It is not intended to be an exhaustive list of the risk factors associated with the Potential Coolgardie Acquisition and should be read in conjunction with Section 7.

Finance risks

Section 5.11(c) sets out the proposed consideration payable in respect of the Potential Coolgardie Acquisition (including the relevant instalments). As noted in Section 5.11(c), if the Potential Coolgardie Acquisition proceeds, the obligations of the Purchaser (and Intermin as guarantor) to pay the Coolgardie Purchase Price in full will be secured in favour of Focus by a first ranking security over the Focus Coolgardie Assets and all of the issued shares in the Purchaser.

Securing funding for the acquisition or for operations may depend on a number of factors, including commodity prices, interest rates, economic conditions, debt market conditions and share market conditions. Inability to obtain financing or refinancing or other factors could result in Focus enforcing its security over the Focus Coolgardie Assets and retaking possession of those assets, otherwise cause delays in the development of exploration opportunities, or increase financing costs and thus adversely affect the financial condition and performance of the Merged Group.

Mineral Resources and Ore Reserves risks

Mineral Resources and Ore Reserves estimates (including those relating to the Coolgardie Gold Project contained in this Scheme Booklet) are expressions of judgement based on knowledge, experience and industry practice. There are risks associated with such estimates. Mineral Resources and Ore Reserves estimates are necessarily imprecise and depend to some extent on interpretations and geological assumptions, gold prices, cost assumptions, and statistical inferences which may ultimately prove to have been unreliable. As noted in Section 5.11(b), the Mineral Resources estimates and Ore Reserves estimates for the Coolgardie Gold Project set out in Section 5.11(b) have been reported by Focus and not Intermin.

Interpretation of exploration data may change over time as new information becomes available, further exploration and testing is undertaken, and mining, processing, metallurgical, infrastructure, economic, regulatory, legal, environmental, social and governmental factors may change meaning that Mineral Resources estimates and Ore Reserves estimates may need to be altered in a way that could adversely affect the viability of a project.

Lack of history

While Intermin has conducted due diligence enquiries in relation to the Focus Coolgardie Assets, it does not have the historical background and understanding in relation to the Focus Coolgardie Assets that it has with its existing projects. While the Coolgardie Tenements have undergone previous exploration and appraisal work, and in some cases mining, further exploration and appraisal work is required to determine whether the Coolgardie Tenements contain mineral deposits that can be profitably extracted. In addition, while the Three Mile Hill processing plant was extensively refurbished in 2009, it has been on care and maintenance since 2013 and although Intermin's due diligence enquiries suggest that it is in reasonable condition, a more detailed analysis will be required in relation to its potential recommissioning.

Environmental risks

Exploration and, in some cases, mining has occurred on the Coolgardie Tenements over a period of time and would be expected to have had a variety of environmental impacts. Under the Exclusivity Deed, the terms of the Formal Documentation (if executed) are to be consistent with certain key commercial terms as set out in Section 5.11(c). These terms include that the

Purchaser will assume responsibility for all environmental obligations in respect of the Coolgardie Gold Project arising before, on or after the Coolgardie Completion Date, which could result in the assumption of costs and liabilities that have a material adverse impact on the financial position and operating results of the Merged Group.

Title risks

In addition to the risks to title set out in Section 7, as announced to the ASX by Focus on 8 March 2019 (see Focus announcement titled "Update regarding Focus' Coolgardie and Laverton Projects" dated 8 March 2019 available at www.asx.com.au) (**8 March Announcement**), a number of the Coolgardie Tenements are subject to applications for forfeiture (as identified in Annexure E) (**Forfeiture Applications**) made variously by Allen Neville Brosnan, Chadwick Doughton Everett and/or Jeffrey Hull (**Applicants**). The Applicants assert non-compliance by Focus with the minimum expenditure obligations of the tenements, which Focus denies.

Focus also stated in its 8 March Announcement that:

- Focus (together with Focus Operations) has filed for lodgement, applications with the Western Australian Department of Mines, Industry Regulation and Safety (**Department**) for leave to proceed with applications for exemption from expenditure obligations (**Exemption Applications**) in respect of a number of the tenements of Focus and its subsidiaries, including those of the Coolgardie Tenements the subject of the Forfeiture Applications;

- the Applicants bear the onus of proof in any Forfeiture Applications, which will be heard before the Mining Warden and ultimately determined by the Minister for Mines and Petroleum (**Minister**);

- the Exemption Applications, to be made on "project" (or other) grounds pursuant to sections 102(2)(h) and 102(3) of the Mining Act 1978 (WA) will, if granted, provide a complete defence to the Forfeiture Applications;

- Focus has actively explored its projects (including those the subject of the Forfeiture Applications) and reported to the Department significant expenditure during the relevant expenditure periods;

- Focus will present detailed evidence of drilling and related expenditure in support of the Exemption Applications before the Mining Warden and, in due course, for consideration by the Minister, as detailed in Focus' various quarterly activities reports from the period from 3 April 2017 to 30 January 2019;

- Focus considers that the Forfeiture Applications are opportunistic; and

- Focus disclosed the existence of the Forfeiture Applications to Intermin as part of Intermin's ongoing due diligence review of the Coolgardie Gold Project.

The Potential Coolgardie Acquisition remains subject to negotiation and entry into the Formal Documentation and the receipt of necessary approvals and accordingly there is no assurance that the Potential Coolgardie Acquisition will proceed. Intermin will continue to undertake due diligence enquiries in relation to the Forfeiture Applications, assess additional information as it becomes available and have regard to this matter in negotiating the terms of the Formal Documentation. Under the terms of the Exclusivity Deed, neither Focus nor Intermin is under any obligation to proceed with the Potential Coolgardie Acquisition or to enter into the Formal Documentation unless they are satisfied in all respects with the terms and conditions of the Formal Documentation.

(g) Funding of cash consideration for the Potential Coolgardie Acquisition

If the Potential Coolgardie Acquisition proceeds, the cash component of the Coolgardie Purchase Price is payable in instalments, with the first instalment (of $1.5 million) payable on the Coolgardie Completion Date. Intermin intends to fund this initial instalment from its cash reserves. As outlined in Section 5.11, the second, third and fourth instalments of the cash consideration are payable between 9 and 42 calendar months after the Coolgardie Completion Date. Intermin intends to fund these payments through one or a combination of its cash reserves, debt finance or equity capital, having assessed which is the best available option in the interests of the company as a whole at the relevant time.

6 Profile of Merged Group

6.1 Overview of the Merged Group

Upon implementation of the Merger, the Merged Group would have the following key characteristics using 31 December 2018 as the relevant reference date:

Company	MacPhersons	Intermin	Merged Group
Shares on issue	351,026,501	235,388,464	427,974,463[1]
Market capitalisation (A$m)[4]	$28.1	$30.6	$55.6
Cash (A$m)	$1.1	$6.3	$5.8[2] $2.1[3]
Debt (A$m)	Nil	Nil	Nil
Deferred Exploration Expenditure (A$m)	$7.6	$16.8	$41.2[2] $68.5[3]

1. Subject to rounding.

2. Amount based on the pro forma statement of financial position contained in section 6.6(d).

3. Amount based on the pro forma statement of financial position contained in section 6.6(e).

4. Based on the closing price on 31 December 2018, being the reference date. Differences between the sum of the market capitalisation and the merged market capitalisation occur due to the variation in share price relative to the agreed 45%/55% basis of the Merger.

6.2 Rationale for the Merger

The merged entity – to be named Horizon Minerals Limited, subject to Intermin shareholder approval – will have estimated Mineral Resources totalling 1.25Moz and an extensive portfolio of highly prospective growth assets in the goldfields region of Western Australia. The Merger provides a clear pathway to a standalone operation. The combined asset base will hold over 667,000oz of existing estimated Mineral Resources located within easy trucking distance of the 507,000oz Boorara deposit, which has approvals in place for open pit mine development and the construction of a new processing facility.

If the Potential Coolgardie Acquisition proceeds, the consolidation of the Intermin and MacPhersons assets with the Coolgardie Gold Project would be a natural fit, delivering additional high grade open cut and underground ore sources to the base load Boorara Project and Intermin's satellite projects, as well as a conventional 1.2 Mtpa capacity processing facility (currently on care and maintenance).

The large scale Boorara gold project, located 10km east of Kalgoorlie-Boulder, has the ability to provide significant baseload feed for a standalone plant located within the Boorara tenement area. MacPhersons has completed over 86,000m of infill and extension drilling and extended the strike length at Boorara to over 2km and the deposit remains open to the north and at depth.

Intermin's self-funded resource extension and 56,000m discovery drilling program during the 2018 calendar year delivered resource growth which increased Intermin's total estimated Mineral Resources to approximately 667,000oz. Further high priority drilling targets have been identified and prioritised for testing in 2019, focussed on high grade open cut and underground ore bodies on major shear zones for transport to the potential Boorara processing facility. A pipeline of development projects has been developed.

The newly acquired Yarmany and Lakewood project areas provide further untested potential and will also be a focus for resource definition and new discovery drilling in 2019.

Overall, the combination of the two companies' projects provides a strong foundation for the Merged Group to pursue an accelerated development strategy with the aim of becoming a recognised long life sustainable gold producer for the benefit of all shareholders.

The Merged Group is expected to also have increased market relevance with larger market capitalisation, stronger balance sheet, improved share liquidity and be of a scale to attract a broader investor base.

The Merged Group will hold a significant portfolio of advanced and greenfields exploration assets and is expected to continue to aggressively explore for resource extensions to existing mineralisation, new discoveries and review further acquisitions within the region that can add value and fit with the Merged Group's development strategy.

On successful implementation of the Scheme, the Merged Group plans to commence a feasibility study in 2019 for an integrated development with a decision to follow shortly thereafter. The anticipated aim of the study is to develop an initial minimum four to five year mine plan supporting a standalone carbon in leach (**CIL**) processing facility, avoiding the future use of third party toll mills in the area which reduces margin and operating flexibility. Progress has already been made by both Intermin and MacPhersons in this regard, with the aim of enabling a more rapid pathway to production. Alternatively, if the Potential Coolgardie Acquisition proceeds, the Merged Group proposes to refurbish and utilise the Three Mile Hill processing plant.

For details in relation to the Potential Coolgardie Acquisition, see Section 5.11.

6.3 Director profiles of the Merged Group Board

The Merged Group Board will comprise 4 directors. Details of the Directors who will comprise the Merged Group Board are set out below.

Mr Peter Bilbe - Non-Executive Chair	Mr Bilbe is a Mining Engineer with over 40 years' experience in the Australian and International mining industry at the operating, corporate and business level. He has comprehensive experience in all facets of open pit and underground mining and processing operations including exploration, feasibility studies, construction and provision of mining contract services. Mr Bilbe is Non-Executive Chairman of Independence Group NL and Adriatic Metals PLC and has previously held senior management positions at Northern Iron Limited, Mount Gibson Iron Limited, Aztec Resources Ltd, Portman Ltd, Aurora Gold Corp and Kalgoorlie Consolidated Gold Mines.

Mr Ashok Parekh - Non-Executive Director	Mr Ashok Parekh is a chartered accountant, of 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 very successful background in the ownership of numerous businesses in the Goldfields. Mr Parekh was Executive Chairman of ASX-listed A1 Consolidated Gold Limited (ASX: AYC) from 2011 to 2014.
Mr Jeffrey Williams - Non-Executive Director	Mr Jeffrey Williams has over 40 years' industry experience, with 16 years' experience as a professional mining engineer in Australia and seven 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. 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.
Mr Jonathan Price - Managing Director	Mr Price has over 25 years' experience in Australia and overseas across all aspects of the industry including exploration, development, construction and mining operations in the gold and advanced minerals sectors. Mr Price graduated as a metallurgist and holds a Masters in Mineral Economics from the Western Australian School of Mines. He then worked in various gold and advanced mineral operations including general manager of the Paddington gold and St Ives gold operations in the Western Australian goldfields. Mr Price was the founding Managing Director of Phoenix Gold Ltd and continued in that role until the company was acquired by Evolution Mining Ltd.

6.4 Management of the Merged Group

Details of the proposed members of the senior management team of the Merged Group are set out below.

Grant Haywood – Chief Operating Officer	Mr Haywood is a mining engineer with over 25 years of experience in open cut and underground mine feasibility, development and operations.
Andrew Pumphrey – GM Boorara	Mr Pumphrey is a geologist and mine surveyor with over 30 years of experience in exploration, tenement management, mine development and operations.
David O'Farrell – Exploration Manager	Mr' O'Farrell is a geologist with over 30 years of experience in target generation, greenfields exploration resource definition through to mine development and operations.

6.5 Intentions in relation to MacPhersons and the Merged Group

This Section sets out the intentions of MacPhersons and Intermin in relation to MacPhersons and the Merged Group if the Scheme becomes Effective.

These statements of intention are formed on the basis of publicly available information as at the date of this Scheme Booklet as well as information made available in the course of due diligence carried out by MacPhersons on the business of Intermin, and due diligence carried out by Intermin on the business of MacPhersons.

The combination of the two companies' projects provides a strong foundation for the Merged Group to pursue an accelerated development strategy, with the aim of becoming a recognised long life sustainable gold producer for the benefit of all shareholders.

The Merged Group will hold a significant portfolio of advanced and greenfields exploration assets and is expected to continue to aggressively explore for resource extensions to existing mineralisation, new discoveries and review further acquisitions within the region that can add value and fit within the Merged Group's development strategy.

The Merged Group is expected to have increased market relevance with larger market capitalisation, stronger balance sheet, improved share liquidity and be of a scale to attract a broader investor base.

On successful implementation of the Scheme, the Merged Group plans to conduct a feasibility study in 2019 for an integrated development. The likely aim of the study will be to develop an initial minimum 4 to 5 year mine plan supporting a standalone CIL processing facility. Progress has already been made in this regard with the aim of enabling a more rapid pathway to production. Alternatively, if the Potential Coolgardie Acquisition proceeds, the Merged Group proposes to refurbish and utilise the Three Mile Hill processing plant (subject to further detailed analysis).

For details in relation to the Potential Coolgardie Acquisition, see Section 5.11.

Final decisions regarding any such matters will be made by the Merged Group Board following the Merger in light of material information and circumstances at the relevant time. Accordingly, the statements set out in this Section and in Section 1 and Section 5 are statements of current intentions only, which may vary as new information becomes available or circumstances change and the Merged Group further develops its strategic focus and outlook.

(a) Corporate matters in relation to MacPhersons

If the Scheme is implemented, it is intended that:

- MacPhersons will be removed from the official list of ASX; and
- as MacPhersons will be a wholly-owned subsidiary of Intermin, the MacPhersons Board will be reconstituted so that it comprises persons nominated by the Merged Group Board.

(b) Continuation of MacPhersons and Intermin's businesses

The Merged Group Board intends to centralise administrative functions across the Merged Group including corporate, finance and accounting, marketing, human resources, information technology, legal and risk management functions. It is expected that the current employees of MacPhersons will continue in their employment post the Merger and that there will not be any redundancies as a consequence of this process.

(c) Name of the Merged Group

The structure of the transaction, which was considered the most efficient way to effect a combination of MacPhersons and Intermin, will result in Intermin issuing New Intermin Shares to MacPhersons Shareholders.

Accordingly, it is intended that immediately after the Scheme becomes effective the Merged Group will continue to trade on ASX under the name Intermin Resources Limited (ASX code IRC). Following the Merger, it is intended to change the name of Intermin (as the parent company of the Merged Group) to Horizon Minerals Limited (subject to Intermin shareholder approval).

(d) Dividend policy

Given the nature of the Merged Group, no dividend is expected to be paid in the foreseeable future.

(e) Fixed assets

It is expected that the fixed assets of MacPhersons will continue to be deployed in their current location post the Merger and there will be no redeployment of MacPhersons' fixed assets as a consequence of the Merger.

6.6 Pro forma historical financial information

(a) Historical financial profile of the Merged Group

The Merged Group pro-forma financial information has been prepared under two scenarios:

- only the Scheme is completed (and not the Potential Coolgardie Acquisition); and
- both the Scheme and the Potential Coolgardie Acquisition are completed.

The Merged Group pro forma historical financial information provided in this Scheme Booklet comprises a pro forma consolidated statement of financial position as at 31 December 2018 which is based upon:

- the Intermin reviewed consolidated statement of financial position as at 31 December 2018; and
- the MacPhersons reviewed consolidated statement of financial position as at 31 December 2018.

(collectively the **Historical Financial Information**); and

- relevant pro forma adjustments required to present the Merged Group,

(collectively the **Pro Forma Financial Information**).

(b) Basis of preparation

The Pro Forma Financial Information is provided for illustrative purposes and is prepared on the assumption that the Merger had occurred on 31 December 2018. The Merged Group financial statements are based on MacPhersons' and Intermin's financial statements as at 31 December 2018. Both MacPhersons' and Intermin's financial statements were issued with unqualified Independent Auditor's Review Reports.

The Pro Forma Financial Information:

- has been prepared in accordance with the recognition and measurement principles of AASBs, together with pro forma adjustments to reflect the Merger;
- has been presented in an abbreviated form and does not include all disclosures required by the Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act;
- in respect of MacPhersons has been prepared on the basis of historical cost;
- in respect of Intermin has been prepared on the basis of historical cost basis as modified by the revaluation of available-for-sale financial assets.

All amounts are presented in Australian dollars, unless otherwise noted.

(c) Pro forma adjustments

Pro Forma Financial Information (excluding the Coolgardie Gold Project)

Acquisition accounting will be applied in accordance with AASB 3: Business Combinations in relation to the acquisition of MacPhersons. The value of the consideration issued to MacPhersons will be measured based upon the value of Intermin Shares at close of trading on the Implementation Date. For the purposes of the Pro Forma Financial Information, a value of $0.14 per Intermin Share has been assumed, being the closing price of Intermin Shares on 19 February 2019 (being the date on which this information was prepared). Consequently, the value of the purchase consideration for accounting purposes may differ from the amount assumed in the Pro Forma Financial Information, which will need to be adjusted to reflect the Intermin share price at the time the Merger takes effect.

The following pro forma adjustments to the Historical Financial Information have been made in order to present the Pro Forma Financial Information:

- the acquisition of MacPhersons by Intermin through the issuance of 1 New Intermin Share for each 1.8227 MacPhersons Share as described in this Scheme Booklet, being approximately 192.6 million New Intermin Shares in total;
- transaction costs associated with the Merger have been expensed as incurred; and
- the inclusion of land holder duty on acquisition of $1.2 million associated with the Merger (this is an estimate only and the actual amount may differ), thus reducing the overall cash balance of the Merged Group.

Pro Forma Financial Information (including the Coolgardie Gold Project)

The potential acquisition of the Focus Coolgardie Assets has been accounted for as an asset acquisition. The number of Intermin Shares to be issued in relation to the acquisition of the assets will be measured based upon the 20 day VWAP of Intermin Shares ending on (and including) the trading day immediately prior to the date of execution of the Asset Sale Agreement, and in relation to the deferred consideration, 20 day VWAP of Intermin Shares ending on (and including) the trading day immediately prior to the relevant Deferred Consideration Payment Date. For the purposes of the Pro Forma Financial Information, a value of $0.14 per Intermin Share has been assumed, being the closing price of Intermin Shares on 19 February 2019 (being the date on which this information was prepared).

The following pro forma adjustments to the Historical Financial Information have been made in order to present the Pro Forma Financial Information:

- the acquisition of MacPhersons by Intermin through the issuance of 1 New Intermin Share for each 1.8227 MacPhersons Share as described in this Scheme Booklet, being approximately 192.6 million New Intermin Shares in total;
- the acquisition of the Coolgardie Gold Project on a no cash, no debt basis, through payment of $1.5 million in cash consideration and $2.0 million in Intermin Shares at completion and the recognition of the liability to pay a further $29.5 million cash and $7.0 million in Intermin Shares as deferred consideration;
- the purchase price has been apportioned between the processing plant ($15 million) and the exploration tenements ($25 million) by Intermin;
- transaction costs associated with the merger have been expensed as incurred and transaction costs associated with the acquisition of the Focus Coolgardie Assets have been capitalised; and
- the inclusion of land holder duty on acquisition of $1.2 million associated with the Merger and transfer duty of $2.1 million associated with the acquisition of the Focus Coolgardie Assets (each being an estimate only, with the actual amount of duty potentially differing), thus reducing the overall cash balance of the Merged Group.

(d) Pro Forma Financial Information (excluding the Coolgardie Gold Project)

	Intermin Reviewed as at 31-Dec-18 $	MacPhersons Reviewed as at 31-Dec-18 $	Pro forma adjustments $	Pro forma $
CURRENT ASSETS				
Cash and cash equivalents	6,284,346	1,058,665	(1,530,000)	5,813,011
Trade and other receivables	985,648	101,247	-	1,086,895
TOTAL CURRENT ASSETS	7,269,994	1,159,912	(1,530,000)	6,899,906
NON CURRENT ASSETS				
Financial assets at fair value through profit or loss	727,030	-	-	727,030
Other financial assets	257,927	-	-	257,927
Property plant & equipment	185,122	2,573,295	-	2,758,417
Project exploration and development	16,767,193	7,590,817	16,847,004	41,205,014
TOTAL NON CURRENT ASSETS	17,937,272	10,164,112	16,847,004	44,948,338
TOTAL ASSETS	25,207,266	11,324,024	15,317,004	51,848,294
CURRENT LIABILITIES				
Trade and other payables	729,573	176,211	-	905,784
Employee entitlements	-	55,590	-	55,590
TOTAL CURRENT LIABILITIES	729,573	231,801	-	961,374
NON CURRENT LIABILITIES				
Employee entitlements	-	19,762	-	19,762
Provisions	100,000	957,424	-	1,057,424
TOTAL NON CURRENT LIABILITIES	100,000	977,186	-	1,077,186
TOTAL LIABILITIES	829,573	1,208,987	-	2,038,560
NET ASSETS	**24,377,693**	**10,115,037**	**15,317,004**	**49,809,734**
EQUITY				
Contributed equity	28,597,190	80,439,863	(53,477,822)	55,559,231
Reserves	1,030,841	246,406	(246,406)	1,030,841
Accumulated losses	(5,250,338)	(70,571,232)	(69,041,232)	(6,780,338)
TOTAL EQUITY	**24,377,693**	**10,115,037**	**15,317,004**	**49,809,734**

(e) Pro Forma Financial Information (including the Coolgardie Gold Project)

There is no certainty that the Potential Coolgardie Acquisition will proceed. However, the following information has been included to assist Macphersons Shareholders to have an understanding of the proforma position of the Merged Group if the Potential Coolgardie Acquisition did proceed.

	Intermin Reviewed as at 31-Dec-18 $	MacPhersons Reviewed as at 31-Dec-18 $	Pro forma adjustments Potential Coolgardie Acquisition by Intermin $	Pro forma $
CURRENT ASSETS				
Cash and cash equivalents	6,284,346	1,058,665	(5,262,000)	2,081,011
Trade and other receivables	985,648	101,247	-	1,086,895
TOTAL CURRENT ASSETS	7,269,994	1,159,912	(5,262,000)	3,167,906
NON CURRENT ASSETS				
Financial assets at fair value through profit or loss	727,030	-	-	727,030
Other financial assets	257,927	-	-	257,927
Property plant & equipment	185,122	2,573,295	15,000,000	17,758,417
Project exploration and development expenses	16,767,193	7,590,817	44,147,004	68,505,014
TOTAL NON CURRENT ASSETS	17,937,272	10,164,112	59,147,004	87,248,338
TOTAL ASSETS	25,207,266	11,324,024	53,885,004	90,416,294
CURRENT LIABILITIES				
Trade and other payables	729,573	176,211	6,500,000	7,405,784
Employee entitlements	-	55,590	-	55,590
TOTAL CURRENT LIABILITIES	729,573	231,801	6,500,000	7,461,374
NON CURRENT LIABILITIES				
Other payables	-	-	30,000,000	30,000,000
Employee entitlements	-	19,762	-	19,762
Provisions	100,000	957,424	-	1,057,424
TOTAL NON CURRENT LIABILITIES	100,000	977,186	30,000,000	31,077,186
TOTAL LIABILITIES	829,573	1,208,987	36,500,000	38,538,560
NET ASSETS	**24,377,693**	**10,115,037**	**17,385,004**	**51,877,734**
EQUITY				
Contributed equity	28,597,190	80,439,863	(51,477,822)	57,559,231
Reserves	1,030,841	246,406	(246,406)	1,030,841
Accumulated losses	(5,250,338)	(70,571,232)	(69,109,232)	(6,712,338)
TOTAL EQUITY	**24,377,693**	**10,115,037**	**17,385,004**	**51,877,734**

6.7 Capital structure and ownership

(a) Share capital

Based on MacPhersons' current issued share capital, if the Scheme is implemented, Intermin will issue approximately 192,585,999 New Intermin Shares to MacPhersons Shareholders.

As a result, the number of Intermin Shares on issue will increase from 235,388,464 (being the number currently on issue) to approximately 427,974,463 on an undiluted basis, as illustrated below.

	Intermin Shares to be issued	Cumulative total Intermin Shares on issue
As at the date of this Scheme Booklet	Not applicable	235,388,464
To be issued as Scheme Consideration*	192,585,999	427,974,463

* Based on MacPhersons' current issue share capital of 351,026,501 MacPhersons Shares

(b) Shareholding structure

If the Scheme is implemented (and excluding any issue of Intermin Shares under the terms of the Potential Coolgardie Acquisition), MacPhersons Shareholders will collectively hold approximately 45% of the shares in the Merged Group (on an undiluted basis), with Intermin's existing shareholders collectively holding the remaining 55%.

Based on the current registered substantial shareholders in MacPhersons and Intermin, it is expected there will be 4 substantial shareholders of Intermin post the Merger (and excluding any issue of Intermin Shares under the terms of the Potential Coolgardie Acquisition) as follows:

Name	Number of fully paid ordinary shares held	% held of issued ordinary capital
Orion Mine Finance (Master) Fund I LP	33,838,591	7.91%
Kesli Chemicals Pty Ltd (Ruane Super Fund)	23,147,638	5.41%
Ashok Parekh	23,064,350	5.39%
Tyson Resources Pty Ltd	22,766,500	5.32%

As noted in Section 5.7(b), Dr Michael Ruane has a Relevant Interest in the Intermin Shares registered in the name of Kesli Chemicals Pty Ltd (Ruane Super Fund), Tyson Resources Pty Ltd and Kesli Chemicals Pty Ltd as well as in Intermin Shares he holds jointly with his wife and Intermin Shares he holds in his own name. As at 12 April 2019, Dr Ruane had a Relevant Interest in 64,119,608 Intermin Shares or 27.24% of the issued capital of Intermin. Post the Merger (excluding any issue of Intermin Shares under the terms of the Potential Coolgardie Acquisition and assuming that none of Intermin Shares in which Dr Ruane has a relevant interest in are sold) Dr Ruane will have a relevant interest in 64,119,608 Intermin Shares or approximately 14.99% of the issued capital of Intermin.

6.8 Forecast financial information for the Merged Group

MacPhersons and Intermin have given careful consideration as to whether a reasonable basis exists to produce reliable and meaningful forecast financial information for the Merged Group. The MacPhersons Directors and Intermin Directors have concluded that, as at the date of this Scheme Booklet, it would be misleading to provide forecast financial information, as a reasonable basis does not exist for providing forecasts that would be sufficiently meaningful and reliable as required by applicable law, policy and market practice.

The financial performance of the Merged Group in any period will be influenced by various factors that are outside the control of the directors and that cannot, at this time, be predicted with a high level of confidence. In particular, the financial performance of the Merged Group will be materially affected by:

- fluctuations in the gold price;

- fluctuations in exchange rates;
- mine operational performance;
- grades of recovered ore;
- recovery rates; and
- labour stability.

MacPhersons and Intermin do not have an established practice of issuing financial forecasts given the potential impact of the considerations shown above, and the status of development of current and future projects.

7 Risk factors

7.1 Operating risks for the Merged Group

There are a number of factors, both specific to the Merged Group and of a general nature, which may, either individually or in combination, affect the future operating and financial performance and/or financial position of the Merged Group, its prospects, and/or the value of the shares in the Merged Group. A significant number of these operating risks are, or will be, matters that will be relevant to MacPhersons whether or not the Scheme is approved. Many of the circumstances giving rise to these risks are beyond the control of the Merged Group, its directors, and the Merged Group's management.

This Section describes certain specific areas that are believed to be the major risks associated with an investment in the Merged Group. MacPhersons and Intermin shareholders should note that this Section does not contain an exhaustive list of the risks associated with the Merged Group and the information set out here should be considered in conjunction with other information disclosed in this Scheme Booklet including Section 5.11. MacPhersons Shareholders should have regard to their own investment objectives and financial circumstances, and should consider seeking professional guidance from their accountant, stockbroker, lawyer or other independent professional adviser before deciding whether to vote in favour of the Scheme.

(a) Financing risks

As set out in Section 6.6, in the pro forma accounts as at 31 December 2018, cash reserves of the Merged Group as at 31 December 2018 were $5,813,011 excluding the impact of the Potential Coolgardie Acquisition (as to which see Sections 1.3(b), 5.11 and 6.6(e)).

This will not be sufficient to cover the anticipated expenditure that will be required for the development of the Merged Group's operations, further exploration and feasibility studies and to satisfy its payment obligations in relation to the Potential Coolgardie Acquisition.

The Merged Group will need to raise additional debt and/or equity funds in the future. There is no assurance that the Merged Group will be able to obtain debt or equity funding when required, or that the terms associated with that funding will be acceptable to the Merged Group and this may have a material adverse effect on the Merged Group.

Securing funding for projects or other forms of financing for operations may depend on a number of factors, including commodity prices, interest rates, economic conditions, debt market conditions, share market conditions and country risk issues. Inability to obtain financing or refinancing or other factors could cause delays in the development of exploration opportunities or increase financing costs and thus adversely affect the financial condition and performance of the Merged Group.

The Merged Group will need to raise additional debt and/or equity, or reduce the scope of its anticipated development, which could adversely affect its business, financial condition and operating results, and its ability to continue as a going concern or its ability to pay its debts as and when they fall due. Any additional equity financing may be dilutive to shareholders, and debt financing (including lease financing of equipment), if available, may involve restrictions on financing and operating activities. There is no assurance that the Merged Group will be able to obtain or access additional funding when required, or that the terms associated with that funding will be acceptable or favourable to the Merged Group or permissible given any legal restrictions. In such circumstances, if the Merged Group is unable to secure refinancing, or refinancing on favourable terms, this may have a material adverse effect on the Merged Group.

The Merged Group's ability to secure funding in amounts sufficient to meet its financial needs could be adversely affected by many factors beyond its control, including economic conditions and the state of the capital markets. If the Merged Group is unable to raise the necessary funds, it will have to revise its planned capital expenditure and may be required to reduce the scope of its anticipated activities. Such possible reduction could adversely affect the Merged Group's ability to complete the development of existing projects and the Merged Group's exploration opportunities.

The Merged Group's ability to service its debt will depend on its future performance and cash flows, which will be affected by many factors, some of which are beyond the Merged Group's control.

(b) Development

The information provided in this Scheme Booklet in relation to the current estimate of Mineral Resources and Ore Reserves is determined from geological data obtained from drill holes and other exploration techniques and studies conducted to date. Further exploration may result in changes to estimates of the size and confidence levels of Mineral Resources and Ore Reserves and the estimated costs of recovering gold from the projects, affecting the economics of the Merged Group's projects.

There is a risk that circumstances (including unforeseen circumstances) may cause a delay to project development, exploration milestones or other operating factors, resulting in the receipt of revenue at a later date than expected or not at all.

Although the Merged Group has an established gold development and exploration business, its future value is materially dependent on the success or otherwise of the Merged Group's activities, which will be directed towards the continued development of the Boorara, Teal, Goongarrie Lady, Binduli, Anthill and Blister Dam gold projects.

Although the rewards can be substantial, there is no guarantee that future exploration on tenements for which the Merged Group collectively has exploration permits and licences will lead to a commercial discovery or, if there is such a discovery, that the Merged Group will be able to develop it economically. Future developments are dependent on whether mining leases can be obtained to recover gold from current or future development and exploration projects. Factors affecting the ability to obtain those mining leases include native title, impacts on the environment and objections from people and entities with interests located close to the proposed mining leases.

Development of any future Mineral Resources will also be dependent on the exploration and appraisal programs gaining all necessary approvals by government authorities.

(c) Geology and estimation of Mineral Resources and Ore Reserves

The quantity of gold (in terms of both ore tonnages and gold grade) that the Merged Group recovers may be less than the estimates included in this Scheme Booklet. Mineral Resources and Ore Reserves estimates (including those contained in this Scheme Booklet) are stated in accordance with the JORC Code and are expressions of judgement based on knowledge, experience and industry practice. There are risks associated with such estimates. Mineral Resources and Ore Reserves estimates are necessarily imprecise and depend to some extent on interpretations and geological assumptions, gold prices, cost assumptions, and statistical inferences which may ultimately prove to have been unreliable.

Consequently, Mineral Resources and Ore Reserves estimates are often regularly revised based on actual production experience or new information and could therefore be expected to change. Furthermore, should the Merged Group encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, Mineral Resources and Ore Reserves (if applicable) estimates may have to be adjusted and mining plans may have to be altered in a way that might adversely affect the Merged Group's operations. Moreover, a decline in the price of gold, stabilisation at a price lower than recent levels, increases in production costs, decreases in recovery rates or changes in applicable laws and regulations, including environment, permitting, title or tax regulations, that are adverse to the Merged Group, may mean the quantity of gold that the Merged Group can feasibly extract may be significantly lower than the Mineral Resources and Ore Reserves (if applicable) estimates indicated in this Scheme Booklet.

If the Merged Group's actual Mineral Resources and Ore Reserves are less than current estimates, the Merged Group's prospects, value, business, results of operations and financial condition may be materially adversely affected.

Certain projects of the Merged Group will focus on exploration activities. The exploration potential of these projects currently has insufficient sampling at this time to define Mineral Resources and it is uncertain how much of the potential will be converted to Mineral Resources with further drilling. Exploration activities are inherently risky and subject to uncertainty.

(d) Production and capital costs

The Merged Group's business operations and financial condition may vary with fluctuations in development and capital costs. The Merged Group's main expenses are expected to be contractor costs, materials (including fuel, explosives and mining consumables), personnel costs and energy.

Changes in the costs of the Merged Group's mining and processing operations as well as its capital costs could occur as a result of unforeseen events, including international and local economic and political events (including movement in exchange rates), and could result in changes in Ore Reserves estimates (if applicable). Many of these factors may be beyond the Merged Group's control. In addition, some of the capital cost estimates are based on conceptual engineering design and there may be a material change to the estimates once final engineering has been completed. In past resource cycles, operating and capital costs have tended to increase as commodity prices have increased. Thus, the Merged Group may be faced with higher than currently expected operating and capital costs in the future.

(e) Operations

The Merged Group's gold mining operations will be subject to operating risks that could result in decreased gold production which could reduce its revenues. Operational difficulties may impact the amount of gold produced at its gold mines, delay gold deliveries or increase the cost of mining for a varying length of time. Such difficulties include weather (including flooding) and natural disasters, geotechnical issues, failure to convert Mineral Resources to Ore Reserves as expected, failure to delineate additional Mineral Resources and Ore Reserves, unexpected maintenance or technical problems, failure of key equipment, depletion of the Merged Group's future Ore Reserves (if delineated), increased or unexpected reclamation costs and interruptions due to transportation delays.

These unforeseen geological and operating difficulties could cause a loss of revenue due to lower production than expected, higher operating and maintenance costs and/or ongoing unplanned capital expenditure to meet gold production targets.

A failure to obtain access (whether under a contractual arrangement or otherwise) to an adequate supply of capital equipment or consumables for use in the Merged Group's operations could result in reduced production rates, and/or increased costs of the Merged Group's gold projects.

It is common in new mining operations to experience unexpected problems and delays during development, construction and mine start-ups which delay the commencement of mineral production.

Accordingly, there is no assurance that the Merged Group's exploration and development activities will develop into profitable mining operations.

(f) Permit and tenement applications

There is a risk that the relevant government department may not grant a renewal of the Merged Group's current tenements and permits or that additional conditions may be added to any renewal granted which could restrict the Merged Group's ability to conduct its mining operations.

There is also a risk that applications for new tenements and permits or mining approvals may not be granted.

(g) Shortage of skilled labour and industrial action

A shortage of skilled labour in the Australian mining industry could result in the Merged Group having insufficient employees or contractors to operate its business, which could adversely affect the Merged Group's business, results of operations and financial condition. Similarly, industrial action by the Merged Group's (future) employees or mining contractors' employees could disrupt operations (e.g. employees covered by industrial agreements may take protected industrial action (e.g. strike) once these agreements pass their nominal expiry date).

The Merged Group will depend on a large number of contracted personnel. There is a risk that contracted personnel fail to perform their contractual obligations and that the Merged Group is unable to find suitable replacement contractors. While the situation is normal for the mining and exploration industry, problems caused by third parties may arise which have the potential to impact on the performance of the Merged Group.

(h) Dependence on key personnel

The loss of key personnel and the failure to recruit sufficiently qualified staff could affect the Merged Group's future performance. Each of Intermin and MacPhersons has entered into employment contracts with a number of key personnel whose expertise and experience in the mining industry are important to the continued development and operation of its mining interests.

Due to management's experience and the important role they have taken in developing the Merged Group's mining, business and financial plans, the Merged Group could be adversely affected if any of them ceased to actively participate in the management of the Merged Group or left the Merged Group entirely. There may be a limited number of persons with the requisite experience and skills to serve in the Merged Group's senior management positions if existing management leave the Merged Group.

If the Merged Group cannot attract, train and retain qualified managers, the Merged Group may be unable to successfully manage its growth or otherwise compete effectively in the Australian gold industry.

(i) Reliance on third parties

Through the Merged Group's use of contractors and other third parties for exploration, mining and other activities, it is reliant on others for the success of its development projects and exploration assets. While the situation is normal for the mining and exploration industry, problems caused by third parties may arise which have the potential to impact on the performance of the Merged Group.

(j) Hazardous materials

The Merged Group's operations may substantially impact the environment or cause exposure to hazardous materials. The Merged Group will use hazardous materials and will generate hazardous waste.

The Merged Group may be subject to common law claims, natural resource damages and other damages as well as the investigation and clean-up of soil, surface water, groundwater, and other media. Such claims may arise, for example, out of current or former activities at sites that the Merged Group owns or will operate. Mining operations can also impact flows and water quality in surface water bodies and remedial measures may be required, such as lining of stream beds, to prevent or minimise such impacts.

These and other impacts that the Merged Group's operations may have on the environment, as well as exposures to hazardous substances or wastes associated with the Merged Group's operations and environmental conditions at the Merged Group's properties, could result in costs and liabilities that would have a material adverse impact on the financial position and operating results of the Merged Group.

(k) Title

The Merged Group's properties and mineral claims may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. Accordingly, other parties could possibly dispute the Merged Group's title to its mining rights and other interests, which if successful may have a material adverse impact on the financial position and operating results of the Merged Group.

(l) Native Title

The Specialist's Report and Valuation notes that there are registered native title claims (Maduwongga (WC2017/001) and Marlinyu Ghoorlie (WC2017/007) that cover MacPhersons' and Intermin's tenements. Native title claims and access arrangements can potentially impact on an entity's operations. However neither MacPhersons nor Intermin has had any native title issues in accessing its tenements to date, and both MacPhersons and Intermin do not presently consider them to be material.

7.2 Market and investment risks

(a) Gold prices and demand

The Merged Group's profits are expected to be derived from the production and sale of gold. In developing its mine plans, the Merged Group has made certain assumptions regarding gold prices and demand for gold. The price which the Merged Group will receive for its gold depends on numerous factors and accordingly, some or all of the Merged Group's underlying assumptions may materially change and actual gold prices and demand may differ materially to those expected by the Merged Group. Many of these factors are out of the control of the Merged Group and may have a material adverse impact on gold prices and demand. There may be limited scope for the Merged Group to limit gold price risk in its gold sales contracts.

A substantial and prolonged fall in the gold price realised by the Merged Group could result in a material deterioration in the financial performance and position of the Merged Group and may have a significant adverse effect on the price of Intermin Shares. It is possible that a substantial and prolonged fall in the gold price could render the development of the Merged Group's gold projects uneconomic.

(b) Exchange rate fluctuations

The price of gold is set in international markets and is generally denominated in US dollars. Most of the Merged Group's operating costs are denominated in Australian dollars.

(c) Stock market fluctuations and economic conditions

The New Intermin Shares issued under the Scheme carry no guarantee in respect of profitability, dividends, return of capital, or the price at which they may trade on ASX. The value of the New Intermin Shares will be determined by the stock market and will be subject to a range of factors beyond the control of Intermin.

Such factors include, but are not limited to, the demand for and availability of Intermin Shares, movements in domestic interest rates, exchange rates, fluctuations in the Australian and international stock markets and general domestic and economic activity. Returns from an investment in the New Intermin Shares may also depend on general stock market conditions as well as the performance of the Merged Group.

Changes in economic and business conditions or government policies in Australia or internationally may affect the fundamentals which underpin the Merged Group's business or its cost structure and profitability. Adverse changes in such things as the level of inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies), consumer spending and employment rates, among others, are out of the control of the Merged Group and may result in material adverse impacts on the business or its operating results.

(d) Wars, terrorism, political and environmental events

Events may occur within or outside Australia that could impact upon the world economy, the market for gold, the operations of the Merged Group and the price of Intermin Shares. These events include war, acts of terrorism, civil disturbance, political intervention and natural events such as earthquakes, floods, fires and poor weather affecting roadways, mining and transport. The Merged Group has only a limited ability to insure against some of these risks.

7.3 Legal risks

(a) Licences, permits and environment

Mining companies must obtain numerous permits issued by various governmental agencies and regulatory bodies that impose strict regulations on various environmental and safety matters in connection with gold mining. The permitting rules are complex and may change over time, making the Merged Group's ability to comply with the applicable requirements more difficult or even impossible, thereby precluding continuing or future mining operations. Private individuals and the public have certain rights to comment upon and otherwise engage in the permitting process, including through court intervention. Accordingly, the permits the Merged Group needs may not be issued, maintained or renewed, may not be issued or renewed in a timely fashion, or may involve requirements that restrict the Merged Group's ability to conduct its mining operations. An inability to conduct the Merged Group's mining operations pursuant to applicable permits would reduce the Merged Group's production, cash flow, and profitability. Another factor affecting future developments is successfully obtaining the grant of mining leases to recover gold from current or future exploration projects. No assurance can be given that current or future development and exploration will lead to mining operations.

Environmental regulation of mining activities imposes significant obligations on mining companies in relation to pollution control during mining operations and rehabilitation on completion of them. Changes to environmental regulation or circumstances beyond the control of the Merged Group, such as drought or flood, may impact on the cost of meeting the Merged Group's environmental obligations. Environmental and safety legislation may change in a manner that may require standards in addition to those now in effect, and a heightened degree of responsibility for companies and their directors and employees. There may also be unforeseen environmental liabilities resulting from gold exploration and production related activities, which may be costly to remedy. In particular, the acceptable level of pollution and the potential abandonment costs and obligations for which the Merged Group may become liable as a result of its activities may be impossible to assess against the current legal framework.

(b) Compensation

The Merged Group may incur costs and liabilities resulting from claims for damages to property or injury to persons arising from the Merged Group's operations. If the Merged Group does not make adequate provisions or is otherwise not adequately insured for such liabilities and is pursued for such sanctions, costs and liabilities, the Merged Group's financial position could be adversely affected.

(c) Native title

It is possible that, in relation to tenements in which the Merged Group has an interest or may acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Merged Group to obtain the consent of any relevant land owner, or to progress from the exploration phase to the development and mining phases of the operation, may be adversely affected. It is possible that there will exist on the Merged Group's Australian mining assets, areas containing sacred sites or sites of significance to Aboriginal people subject to the provisions of Australian cultural heritage legislation. As a result land within the tenements may be subject to exploration, mining or other restrictions as a result of claims of Aboriginal heritage sites or native title.

(d) Litigation

Like any business, the Merged Group is exposed to risks that litigation could have a material adverse effect on the Merged Group. As at the date of this Scheme Booklet, neither MacPhersons nor Intermin are aware of any current litigation matters that are considered material to the Merged Group's business. MacPhersons Shareholders should consider Section 5.11(f) in relation forfeiture applications concerning certain of the Coolgardie Tenements should the Potential Coolgardie Acquisition proceed.

7.4 Scheme and Merger implementation specific risks

The following risks have been identified as being key risks specific to an investment in the Merged Group. These risks have the potential to have a significant adverse impact on the Merged Group and may affect the Merged Group's financial position, prospects and the price of Intermin Shares. They should be read in conjunction with Section 5.11(f).

(a) Integration risk

There is no guarantee that the businesses of the Merged Group will be able to be integrated successfully within a reasonable period of time or that anticipated efficiencies and benefits of that integration will be achieved. Further, if the Potential Coolgardie Acquisition is entered into and completed, there is no guarantee that the businesses of the Merged Group will be able to be integrated successfully with the Focus Coolgardie Assets.

Any failure by the Merged Group to ensure implementation costs remain below those anticipated may have an adverse effect on the financial performance and position of the Merged Group.

(b) Change in risk profile and risks of investment in the Merged Group

If the Merger is implemented, there will be a change in the risk profile to which MacPhersons Shareholders are exposed. MacPhersons Shareholders are currently exposed to various risks as a result of their investment in MacPhersons. If the Scheme is approved, MacPhersons will merge its business with that of Intermin and MacPhersons Shareholders will receive New Intermin Shares. As a consequence, MacPhersons Shareholders will be exposed to risk factors relating to Intermin, and to certain additional risks relating to the Merged Group and the integration of the two companies. These include risks relating to the operation of a broader suite of assets than MacPhersons currently operates, including the Boorara and Nimbus gold projects. Further, if the Potential Coolgardie Acquisition is implemented, there will be additional risks relating to the Focus Coolgardie Assets and the integration of those assets, including as set out in Section 5.11(f). In a number of cases, these risks are different from or additional to those currently faced by MacPhersons Shareholders. The change in risk profile may be seen to be a disadvantage by some MacPhersons Shareholders.

(c) The investment profile for MacPhersons Shareholders will change

While MacPhersons and Intermin are both gold companies with operations and assets focussed on Western Australia, the operational profile, capital structure, size and geography of the Merged Group will be different to that of MacPhersons on a stand alone basis.

It is possible that certain MacPhersons Shareholders may wish to maintain an interest in MacPhersons as a stand alone entity because they are seeking an investment in a publicly listed company with the specific characteristics of MacPhersons (such as its operational profile, capital structure, size and geography).

The change in investment profile under the Merger would be a disadvantage to such shareholders.

(d) The future value of the Scheme Consideration is not certain

Under the terms of the Merger, MacPhersons Shareholders will receive 1 New Intermin Share for each 1.8227 MacPhersons Shares they hold at the Record Date. There is no guarantee regarding the prices that will be realised by the Sale Agent (in the case of the sale of the New Intermin Shares of Ineligible Foreign Shareholders as outlined in Sections 2.11 and 2.12) or the future market price of the New Intermin Shares. Future market prices may be either above or below current or historical market prices.

(e) Landholder duty costs

The pro forma financial information of the Merged Group contained in Section 6.6 includes a landholder duty cost estimate associated with the Merger which will reduce the cash reserves of the Merged Group.

(f) Contract risk

The Scheme may trigger a change of control provision under contracts to which MacPhersons or Intermin or their subsidiaries are a party, that allows the counterparty to review or terminate the contract as a result of the change. If the counterparty to any such contract were to validly seek to renegotiate or terminate the contract on that basis, this may have an adverse effect on the financial performance of the Merged Group. Based on MacPhersons' due diligence MacPhersons does not expect any of its material contracts will be terminated as a result of the Merger.

(g) A Superior Proposal for MacPhersons may yet emerge

It is possible that a Superior Proposal for MacPhersons, which is more attractive for MacPhersons Shareholders than the Merger, may materialise in the future. The implementation of the Merger would mean that MacPhersons Shareholders would not obtain the benefit of any such proposal.

The MacPhersons Board is not currently aware of any such proposal and notes that since MacPhersons and Intermin announced the Merger, there has been a significant period of time and ample opportunity for an alternative proposal for MacPhersons which provides a different outcome for MacPhersons Shareholders to emerge.

(h) Risks to MacPhersons Shareholders if the Merger does not proceed

MacPhersons Shareholders will also face risks if the Merger is not implemented. If the Merger does not proceed, and no other proposal is received, the MacPhersons Directors will consider a number of alternative strategies for the operation and ownership of MacPhersons' assets, as well as other growth initiatives. These alternatives would take time to implement.

If the Merger is not implemented, MacPhersons will continue to operate its current businesses as a stand-alone entity. Each MacPhersons Shareholder will retain their MacPhersons Shares and will not receive any New Intermin Shares. MacPhersons will still incur a relative proportion of the transaction and other costs of progressing the Merger.

The 31 December 2018 audit reviewed accounts of MacPhersons contain an emphasis of matter relating to a material uncertainty existing in relation to its ability to continue as a going concern. In the event that the Merger does not proceed, MacPhersons will need to operate at a reduced activity level with the funds that it has currently and, in addition, will seek to raise additional funds.

MacPhersons Shares may trade below their current market price (or the value attributed by the Independent Expert) if the Merger is not implemented. This may occur if, for example, investors consider that MacPhersons' growth prospects are lower in the absence of the Merger.

(i) Tax consequences for Scheme Participants

If the Merger proceeds, there may be tax consequences for MacPhersons Shareholders. However, MacPhersons Shareholders should seek their own professional advice regarding the individual tax consequences applicable to them. See Section 8 for a summary of potential taxation implications.

(j) Rights, obligations and break fee under Merger Implementation Agreement

Under the Merger Implementation Agreement entered into between MacPhersons and Intermin, a liquidated amount (or break fee) of $280,000 (excluding GST) may become payable by one party to the other in certain circumstances, including in certain circumstances if the Scheme is not approved. The Merger Implementation Agreement also sets out various other rights and obligations of MacPhersons and Intermin in relation to the Merger (see Sections 9.1 to 9.8 for further information).

(k) Potential Coolgardie Acquisition

Some specific risks relating to the Potential Coolgardie Acquisition are set out in Section 5.11(f).

There is no certainty that the Potential Coolgardie Acquisition will proceed. If the Potential Coolgardie Acquisition does not proceed, the potential benefits associated with the acquisition of the Focus Coolgardie Assets as outlined in Section 5.11 of the Scheme Booklet will not occur.

(l) Other risks

Additional risks and uncertainties not currently known to MacPhersons or Intermin may also have a material adverse effect on MacPhersons' or Intermin’s business and that of the Merged Group and the information set out above does not purport to be, nor should it be construed as representing, an exhaustive list of the risks affecting MacPhersons, Intermin or the Merged Group.

8 Taxation implications

8.1 Overview

This section provides a general statement of the Australian income tax, goods and services tax and stamp duty implications for Australian resident Scheme Participants that hold their MacPhersons Shares on capital account (ie they do not hold them in connection with a business or otherwise on revenue account) and dispose of them to Intermin pursuant to the Scheme.

The statement provided in this section is necessarily general in nature. It does not take into account the specific circumstances of any Scheme Participant. In particular, it does not take into account the circumstances of foreign resident Scheme Participants or Scheme Participants that hold their MacPhersons Shares on revenue account or acquired them in respect of any employment or the provision of any services. Nor does it apply to Scheme Participants who are subject to the "Taxation of Financial Arrangements" rules.

The statement provided is based on Australian law and administrative practice in effect at the date of this Scheme Booklet, but it is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of every Scheme Participant. Scheme Participants are advised to obtain professional tax advice that takes into account their specific circumstances before deciding how to vote in relation to the Scheme.

Scheme Participants that are subject to tax in a jurisdiction outside Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) may be subject to tax consequences in that jurisdiction in respect of the Scheme that are not covered by this summary. Such shareholders should seek and rely upon their own independent tax advice in relation to the taxation implications of the Scheme in any jurisdictions that are relevant to them.

Neither MacPhersons nor any of its officers or employees, nor its taxation or other advisers accepts any liability or responsibility in respect of any statement concerning taxation consequences of the Scheme.

8.2 Income tax implications of disposing of MacPhersons Shares

(a) Capital gain or loss

The disposal of MacPhersons Shares pursuant to the Scheme will be a capital gains tax (**CGT**) event.

Subject to the CGT roll-over relief outlined in paragraph (e) below, a Scheme Participant will make either:

- a capital gain to the extent the capital proceeds from the disposal of the MacPhersons Shares are greater than the cost base of the MacPhersons Shares; or
- a capital loss to the extent the capital proceeds from the disposal of the MacPhersons Shares are less than the reduced cost base of the MacPhersons Shares.

A Scheme Participant must include a net capital gain in assessable income for the income year in which the Implementation Date occurs (ie the income year ending 30 June 2019 for most Scheme Participants), subject to the CGT discount outlined in paragraph (d) below.

A Scheme Participant may generally carry forward a net capital loss to offset capital gains made in a later income year. Specific capital loss recoupment rules apply to companies to restrict their ability to utilise capital losses in future years in certain circumstances. Scheme Participants should seek their own tax advice in relation to the operation of these rules.

(b) Capital proceeds

For the purposes of working out the capital gain or loss on the disposal of MacPhersons Shares, the capital proceeds will be the market value on the Implementation Date of the New Intermin Shares to be received as the Scheme Consideration.

(c) Cost base

The cost base of the MacPhersons Shares for the purpose of working out a capital gain on disposal will generally include the money paid to acquire the MacPhersons Shares plus any incidental costs of acquisition and disposal.

The reduced cost base of the MacPhersons Shares for the purpose of working out a capital loss on disposal will also generally include the money paid to acquire the MacPhersons Shares plus any incidental costs of acquisition and disposal.

(d) CGT discount

A Scheme Participant that is an individual, a complying superannuation entity or a trust may be entitled to the CGT discount on the disposal of MacPhersons Shares that have been held for at least 12 months before the Implementation Date.

The CGT discount reduces the capital gain otherwise assessable by:

- 50% in the case of an individual or trust; or
- 33⅓% in the case of a complying superannuation entity.

Note that the CGT discount only reduces the net capital gain remaining after any capital losses have been applied.

(e) CGT roll-over relief

A Scheme Participant that would otherwise make a capital gain on the disposal of MacPhersons Shares pursuant to the Scheme should be eligible to make a choice whether or not to apply for scrip for scrip CGT roll-over relief.

A Scheme Participant that makes a capital loss on the disposal of MacPhersons Shares cannot choose CGT roll-over relief (ie the Scheme Participant cannot defer making the capital loss).

(f) Consequences of choosing CGT roll-over relief

If a Scheme Participant chooses CGT roll-over relief:

- the capital gain will be disregarded (ie taxation of the capital gain is effectively deferred until a disposal of the New Intermin Shares); and
- the cost base of the New Intermin Shares will include an amount equal to the cost base of the MacPhersons Shares for which they were exchanged.

The income tax consequences of disposing of the New Intermin Shares are outlined in Section 8.3 below.

(g) Choosing CGT roll-over relief

To choose CGT roll-over relief, a Scheme Participant must make a choice before lodging an income tax return for the income year in which the Implementation Date occurs (ie the income year ending 30 June 2019 for most Scheme Participants).

The way in which a Scheme Participant prepares the income tax return is evidence of the choice (ie by excluding the disregarded capital gain from assessable income). There is no need to lodge a notice with the Australian Taxation Office.

(h) Whether to choose CGT roll-over relief

Whether a Scheme Participant should choose CGT roll-over relief depends on the specific circumstances of the Scheme Participant.

Circumstances relevant to the decision include the intentions of the Scheme Participant in relation to the New Intermin Shares received and the availability of tax losses to the Scheme Participant.

Scheme Participants are advised to obtain professional tax advice that takes into account their specific circumstances before deciding whether to choose CGT roll-over relief.

8.3 Income tax implications of holding New Intermin Shares

(a) Disposal of New Intermin Shares

The disposal of New Intermin Shares will be a CGT event for a Scheme Participant.

Subject to any CGT roll-over relief, the Scheme Participant will make either:

- a capital gain to the extent the capital proceeds from the disposal of the New Intermin Shares are greater than the cost base of the New Intermin Shares; or
- a capital loss to the extent the capital proceeds from the disposal of the New Intermin Shares are less than the reduced cost base of the New Intermin Shares.

A net capital gain must be included in assessable income for the income year in which the disposal occurs, subject to the CGT discount. A net capital loss may generally be carried forward to offset capital gains made in a later income year.

The capital proceeds will be the total of the money and the market value of any other property received or receivable for the disposal of the New Intermin Shares.

The cost base of the New Intermin Shares will depend on whether the Scheme Participant chose CGT roll-over relief in respect of the MacPhersons Shares disposed of to Intermin pursuant to the Scheme.

If the Scheme Participant was either unable to choose CGT roll-over relief or was able to choose CGT roll-over relief but did not do so, the cost base of the New Intermin Shares will include an amount equal to the market value of the MacPhersons Shares on the Implementation Date for which they were exchanged.

If the Scheme Participant was able to choose CGT roll-over relief and did so, the cost base of the New Intermin Shares will include an amount equal to the cost base of the MacPhersons Shares for which they were exchanged.

If the Scheme Participant was able to choose CGT roll-over relief and did so, the New Intermin Shares will also be taken to have been acquired when the MacPhersons Shares were acquired. If the Scheme Participant was either unable to choose CGT roll-over relief or was able to choose CGT roll-over relief but did not do so, the New Intermin Shares will be taken to have been acquired on the Implementation Date. This is relevant to the CGT discount requirement that the New Intermin Shares be held for at least 12 months.

(b) Tax file number

A Tax File Number (or, in appropriate circumstances, an Australian Business Number) may be quoted in relation to the holding of New Intermin Shares. Although it is not compulsory to quote a Tax File Number (or an Australian Business Number), failure to do so may result in tax being withheld from unfranked dividends at the rate of 46.5% unless another exemption applies.

8.4 Goods and services tax implications

A Scheme Participant should not be liable to pay GST as a consequence of the Scheme. However, a Scheme Participant that is registered, or required to be registered, for GST may not be entitled to input tax credits in respect of any inputs to the supply of the MacPhersons Shares to Intermin pursuant to the Scheme on the basis that the supply is a financial supply and therefore input taxed.

8.5 Stamp duty implications

A Scheme Participant should not be liable to pay stamp duty as a consequence of the Scheme.

9 Implementation of the Scheme

9.1 Merger Implementation Agreement

On 10 December 2018, MacPhersons and Intermin entered into a Merger Implementation Agreement in relation to the Scheme under which MacPhersons agreed to propose the Scheme. The Merger Implementation Agreement was amended by a Deed of Variation between the parties on 14 December 2018. The Merger Implementation Agreement sets out MacPhersons' and Intermin's obligations in connection with the implementation of the Scheme. A summary of the key elements of the Merger Implementation Agreement is set out in Sections 9.2 to 9.8 below and a full copy is available on MacPhersons' website www.mrpresources.com.au and on the ASX website www.asx.com.au.

9.2 Conditions Precedent

Implementation of the Scheme is subject to conditions precedent which must be satisfied or waived, before the Scheme can be implemented. The Conditions Precedent are summarised as follows:

(a) Regulatory approvals

Before 8.00 am (Melbourne time) on the Second Court Date (each inclusive):

- ASIC and ASX have provided (and not withdrawn, revoked or varied) such consents, waivers, modifications and/or approvals as are necessary to implement the Scheme;
- All other consents, waivers and approvals of any Regulatory Authority which MacPhersons or Intermin consider reasonably necessary or desirable to implement the Scheme are obtained; and
- No court or Regulatory Authority has issued or taken steps to issue an order, temporary restraining order, preliminary or permanent injunction, decree or ruling or taken any other action, enjoining, restraining or otherwise imposing a legal restraint or prohibition preventing the implementation of any material aspect of the Merger and no such order, decree, ruling, other action or refusal is in effect at 8.00 am (Melbourne time) on the Second Court Date.

(b) Scheme Approval

The Scheme is approved with or without modification in accordance with section 411(4)(a) of the Corporations Act at the Scheme Meeting.

(c) Court Approval

The Court approves the Scheme in accordance with section 411(4)(b) of the Corporations Act.

(d) Court Conditions

Such other conditions made or required by the Court under section 411(6) of the Corporations Act in relation to the Scheme as are acceptable to Intermin and MacPhersons being satisfied.

(e) Third party consents

All other third party consents, waivers and approvals which Intermin and MacPhersons agree are necessary or desirable to implement the Merger are obtained.

(f) Independent Expert

The Independent Expert issues a report which concludes the Scheme is in the best interests of Scheme participants before the date on which the Scheme Booklet is lodged with ASIC.

(g) No MacPhersons Prescribed Event

No MacPhersons Prescribed Event occurs between the date of the Merger Implementation Agreement and 8.00 am (Melbourne time) on the Second Court Date.

(h) No Intermin Prescribed Event

No Intermin Prescribed Event occurs between the date of the Merger Implementation Agreement and 8.00 am (Melbourne time) on the Second Court Date.

(i) No MacPhersons Material Adverse Change

No MacPhersons Material Adverse Change occurs or becomes apparent between the date of the Merger Implementation Agreement and 8.00 am (Melbourne time) on the Second Court Date.

(j) No Intermin Material Adverse Change

No Intermin Material Adverse Change occurs or becomes apparent between the date of the Merger Implementation Agreement and 8.00 am (Melbourne time) on the Second Court Date.

(k) MacPhersons Representations and Warranties

MacPhersons' representations and warranties in the Merger Implementation Agreement are true and correct in all material respects as at the date of the Merger Implementation Agreement and 5.00 pm (Perth time) on the Business Day immediately prior to the Second Court Date.

(l) Intermin Representations and warranties

Intermin's representations and warranties in the Merger Implementation Agreement are true and correct in all material respects as at the date of the Merger Implementation Agreement and 5.00 pm (Perth time) on the Business Day immediately prior to the Second Court Date.

(m) MacPhersons Options

Before 5.00 pm (Perth time) on the Business Day immediately prior to the Second Court Date, binding agreements have been entered into in relation to the MacPhersons Options in accordance with the terms of the Merger Implementation Agreement.

(n) No Termination

The Merger Implementation Agreement has not been terminated in accordance with its terms.

9.3 Exclusivity provisions

MacPhersons and Intermin have agreed under the terms of the Merger Implementation Agreement to exclusivity arrangements which apply from the date of the Merger Implementation Agreement until the earlier of the termination of the Merger Implementation Agreement, the Effective Date and 30 June 2019 (**Exclusivity Period**). A summary of certain of these arrangements is set out below.

In addition, the Merger Implementation Agreement contains provisions restricting MacPhersons and its Related Bodies and Representatives from providing due diligence information to a third party who might reasonably be expected to a submit a proposal for a Competing Transaction and requiring each of Intermin and MacPhersons to give notice to the other relating to unsolicited third party approaches in connection with or relating to a Competing Transaction.

9.4 No-shop and no-talk obligations

No-Shop

During the Exclusivity Period, each of MacPhersons and Intermin must not, and must ensure that none of its Related Bodies Corporate or Representatives directly or indirectly:

- solicits, invites, facilitates, encourages or initiates any inquiries negotiations or discussions; or
- communicates any intention to do any of these things

with a view to obtaining any offer, proposal or expression of interest from any person in relation to a Competing Transaction.

No-Talk

During the Exclusivity Period, each of MacPhersons and Intermin must ensure that neither it nor any of its Related Bodies Corporate or Representatives:

- negotiates or enters into; or
- participates in negotiations or discussions with any other person regarding,

a Competing Transaction, even if that person's Competing Transaction was not directly or indirectly solicited, invited, facilitated, encouraged or initiated by MacPhersons or Intermin (as applicable) or any of their Related Bodies Corporate or Representatives or the person has publicly announced the Competing Transaction except that these restrictions do not apply to the extent that they restrict a MacPhersons Board or Intermin Board (as applicable) from taking or refusing to take any action with respect to a bona fide Competing transaction (which was not solicited, invited, facilitated, encouraged or initiated by either party in contravention of the No Talk clause) provided that the MacPhersons Board or Intermin Board (as applicable) has determined, in good faith that:

- after consultation with its financial advisers, such a bona fide Competing Transaction could reasonably be considered to become a Superior Proposal; and
- after receiving written legal advice from external legal advisers, failing to respond to such a bona fide Competing Transaction would be reasonably likely to constitute a breach of the MacPhersons Board's or the Intermin Board's (as applicable) fiduciary or statutory obligations.

9.5 Matching right

During the Exclusivity Period, MacPhersons must not enter into any legally binding agreement to undertake a Competing Transaction and must use its reasonable endeavours to procure that none of its directors publicly recommend a Competing Transaction unless:

- the MacPhersons Board, acting in good faith, determines that the Competing Transaction would, or is likely to be, a Superior Proposal;
- MacPhersons has provided Intermin with the material terms and conditions of the Competing Transaction; and
- Intermin has not, within 5 Business Days of having been notified of the Competing Transaction, submitted a written proposal to MacPhersons which is on terms no less favourable to MacPhersons than the Competing Transaction (**Revised Intermin Proposal**) (taking into account, amongst other things, price, form and certainty of consideration to be provided under the Revised Intermin Proposal).

The MacPhersons Board must consider the Revised Intermin Proposal and if it determines, acting in good faith, that the Revised Intermin Proposal is on terms no less favourable to MacPhersons than the Competing Transaction, MacPhersons and Intermin must, in the absence of a more favourable proposal for another Competing Transaction, use reasonable endeavours to agree any amendments to the Merger Implementation Agreement and the Scheme Booklet which are necessary to reflect the Revised Intermin Proposal.

9.6 Payment of break fee

(a) Payment of break fee by MacPhersons

MacPhersons has agreed to pay a break fee of $280,000 (excluding GST) to Intermin if:

- on or before 30 June 2019, a Competing Transaction in relation to MacPhersons is announced or is open for acceptance and is reasonably capable of being completed and is more favourable to MacPhersons Shareholders than the Scheme;
- any MacPhersons Director fails to recommend the Scheme, withdraws or adversely modifies their recommendation, or makes any public statement to the effect, or takes any action that suggests they no longer make the recommendation that a MacPhersons shareholder vote in favour of the Scheme, other than where a MacPhersons Director does any of these things as a result of the Independent Expert concluding (either initially or in any updated report) that the Scheme is not in the best interests of MacPhersons Shareholders (other than where a Competing Transaction has been proposed or announced before the report is issued which the Independent Expert may reasonably regard to be or more favourable terms that the transaction contemplated by the Merger Implementation Agreement) or where MacPhersons is entitled to terminate the Merger Implementation Agreement in specified circumstances;
- Intermin validly terminates the Merger Implementation Agreement as a consequence of a material breach of the agreement by MacPhersons;
- MacPhersons breaches its exclusivity obligations referred to in Section 9.3;
- the Merger doesn't proceed because MacPhersons proceeds with a Superior Proposal; or
- a MacPhersons Prescribed Event or Material Adverse Change occurs prior to 8.00 am (Melbourne time) on the Second Court Date, the Merger Implementation Agreement is terminated in accordance with its terms and all of the following apply: (a) the prevention of the MacPhersons Prescribed Event or MacPhersons Material Adverse Change was within the control of MacPhersons; (b) had the MacPhersons Prescribed Event or MacPhersons Material Adverse Change occurred prior to the date of the Merger Implementation Agreement, such events may have resulted in Intermin not entering into the Merger Implementation Agreement; and (c) MacPhersons has failed to rectify the MacPhersons Prescribed Event or MacPhersons Material Adverse Change within the prescribed period for rectification.

Intermin has waived the operation of clause 10.2(f) of the MIA. That clause had provided for a break fee to be payable if a member of the MacPhersons board disposes, agrees to or causes the disposal of any MacPhersons share which he holds or controls, other than in circumstances disclosed in writing to Intermin prior to the date of the MIA or consented to in writing by Intermin, or as contemplated by the MIA. Intermin has undertaken not to enforce payment of the break fee in these circumstances.

(b) Payment of break fee by Intermin

Intermin has agreed to pay a break fee of $280,000 (excluding GST) to MacPhersons if:

- on or before 30 June 2019, a Competing Transaction in relation to Intermin is announced or is open for acceptance and is reasonably capable of being completed and is more favourable to Intermin Shareholders than the Scheme;
- MacPhersons validly terminates the Merger Implementation Agreement as a consequence of a material breach of the agreement by Intermin;
- Intermin breaches its Exclusivity Obligations referred to in Section 9.3;
- the Merger doesn't proceed because Intermin proceeds with a Superior Proposal; or
- an Intermin Prescribed Event or Material Adverse Change occurs prior to 8.00 am (Melbourne time) on the Second Court Date, the Merger Implementation Agreement is terminated in accordance with its terms and all of the following apply: (a) the prevention of the Intermin Prescribed Event or Intermin Material Adverse Change was within the control of Intermin; (b) had the Intermin Prescribed Event or Intermin Material Adverse Change occurred prior to the date of the Merger Implementation Agreement, such events may have resulted in MacPhersons not entering into the Merger Implementation Agreement; and (c) Intermin has failed to rectify the Intermin Prescribed Event or Intermin Material Adverse Change within the prescribed period for rectification.

9.7 Termination

Either MacPhersons or Intermin may terminate the Merger Implementation Agreement with immediate effect by giving notice to the other party:

- if the Scheme has not become Effective on or before the End Date, being June 30 2019;
- if the Scheme Resolution submitted to the Scheme Meeting is not approved by the Requisite Majority of MacPhersons Shareholders;
- if any court or Regulatory Authority has issued any final and non appealable order, decree or ruling or taken any other action permanently restraining or prohibiting the Merger;
- if the MacPhersons Board or Intermin Board (as applicable) determines that a Competing Transaction in respect of MacPhersons or Intermin (as applicable) that was not solicited, invited, encouraged or initiated in breach of the Merger Implementation Agreement is a Superior Proposal and, in the case of a Competing Transaction in respect of MacPhersons, is not matched by Intermin under the terms of the Merger Implementation Agreement;
- if the Independent Expert determines that the Merger is not in the best interests of MacPhersons Shareholders;
- if the other party or any of their Subsidiaries becomes insolvent; or
- if both parties agree in writing.

Intermin may also terminate the Merger Implementation Agreement if:

- at any time prior to 8:00 am on the Second Court Date, any MacPhersons Director changes their recommendation or ceases to recommend to Scheme Participants that they vote in favour of the resolution to approve the Scheme, or makes any adverse modification to their recommendation or otherwise makes a public statement indicating that they no longer support the Merger;
- if a person (other than Intermin or a member of the Intermin Group) has a Relevant Interest in MacPhersons of greater than 20%; or

- if MacPhersons is in material breach of the Merger Implementation Agreement.

MacPhersons may also terminate the Merger Implementation Agreement if Intermin is in material breach of the Merger Implementation Agreement.

9.8 Representations and warranties

Each of MacPhersons and Intermin has given representations and warranties to the other in the Merger Implementation Agreement which are considered to be normal for an agreement governing each party's obligations in respect to the implementation of a scheme of arrangement.

9.9 Deed Poll

On 10 April 2019, Intermin executed the Deed Poll pursuant to which Intermin has covenanted to carry out its obligations under the Scheme, including (subject to the Scheme becoming Effective) issuing the Scheme Consideration due to Scheme Participants.

A copy of the Deed Poll is attached as Annexure C to this Scheme Booklet.

9.10 Scheme Meeting

On or about the date of this Scheme Booklet, the Court ordered that the Scheme Meeting be convened in accordance with the Notice of Scheme Meeting. The Notice of Scheme Meeting is set out as Annexure D to this Scheme Booklet.

Each MacPhersons Shareholder who is registered on the Register at 5:00 pm (Perth time) on 29 May 2019 is entitled to attend and vote at the Scheme Meeting, either in person or by proxy or attorney or, in the case of a body corporate, by its corporate representative appointed in accordance with section 250D of the Corporations Act. Voting at the Scheme Meeting will be by way of a poll.

Instructions on how to attend and vote at the Scheme Meeting (in person or by proxy), are set out on pages 10 and 11 "Action required by MacPhersons Shareholders" and in the notes for the Notice of Scheme Meeting in Annexure D to this Scheme Booklet.

9.11 Court approval of the Scheme

In the event that:

- the Scheme is agreed to by the Requisite Majority of MacPhersons Shareholders at the Scheme Meeting; and
- all Conditions Precedent have been satisfied or waived (if they are capable of being waived) (see Section 9.2),

MacPhersons will apply to the Court for orders approving the Scheme.

Each MacPhersons Shareholder has the right to appear at the Second Court Hearing.

9.12 Effective Date

The Scheme will become Effective on the Effective Date, being the date an office copy of the Court order from the Second Court Hearing approving the Scheme is lodged with ASIC. MacPhersons will give notice to ASX upon the Scheme becoming Effective.

MacPhersons intends to apply to ASX for MacPhersons Shares to be suspended from official quotation on ASX from close of trading on the Effective Date.

9.13 Record Date

Those MacPhersons Shareholders on the Register on the Record Date (i.e. at 5.00 pm (Perth time) on the third Business Day after the Effective Date or such other date as MacPhersons and Intermin agree in writing), other than Ineligible Foreign Shareholders, will become entitled to the Scheme Consideration in respect of the MacPhersons Shares they hold at that time (in this Scheme Booklet, those MacPhersons Shareholders and the MacPhersons Shares that they hold are referred to as ‘Scheme Participants’ and ‘Scheme Shares’ respectively).

9.14 Determination of persons entitled to Scheme Consideration

(a) Dealings on or prior to the Record Date

For the purposes of calculating entitlements under the Scheme, any dealing in MacPhersons Shares will only be recognised if:

- in the case of dealings of the type to be effected by CHESS, the transferee is registered in the Register as the holder of MacPhersons Shares at the Record Date; and
- in all other cases, registrable transmission applications or transfers in respect of those dealings are received at or before the Record Date at the MacPhersons Registry.

Subject to the Corporations Act, ASX Listing Rules and the MacPhersons constitution, MacPhersons must register registrable transmission applications or transfers which it receives on or before the Record Date. MacPhersons will not accept for registration or recognise for any purpose any transmission application or transfer in respect of MacPhersons Shares received after the Record Date.

(b) Dealings after the Record Date

For the purposes of determining the entitlement to Scheme Consideration, MacPhersons will, until the Scheme Consideration has been provided, maintain the Register, subject to the comments in Section 9.14(a), in its form as at the Record Date. The Register in this form will solely determine entitlements to Scheme Consideration.

From the Record Date:

- all statements of holding in respect of MacPhersons Shares cease to have effect as documents of title in respect of such MacPhersons Shares; and
- each entry on the Register will cease to be of any effect except as evidence of entitlement to Scheme Consideration in respect of the MacPhersons Shares relating to that entry.

9.15 Implementation Date

The Implementation Date is the fifth Business Day after the Record Date or such other date as MacPhersons and Intermin agree in writing.

Once the Scheme Consideration has been paid, the Scheme Shares will be transferred to Intermin without the need for further acts by Scheme Participants.

In the case of Scheme Shares held in joint names, the Scheme Consideration will be made payable to the joint holders and sent to the holder whose name appears first in the Register as at the Record Date.

9.16 Delisting MacPhersons

On a date after the Implementation Date to be determined by Intermin, MacPhersons will apply:

- for termination of the official quotation of MacPhersons Shares on the ASX; and
- to have itself removed from the official list of the ASX.

10 Additional information

10.1 Interests of MacPhersons Directors

(a) Shares

As at the date of this Scheme Booklet, only the MacPhersons Directors below had Relevant Interests in MacPhersons Shares:

Director	Number of MacPhersons Shares (direct and indirect interests)
Ashok Parekh	42,039,390
Jeffrey Williams	4,315,384
Peter Rozenauers	-

No director of MacPhersons has acquired or disposed of a Relevant Interest in any MacPhersons Shares in the 4 month period ending on the date immediately before the date of this Scheme Booklet.

(b) Options

As at the date of this Scheme Booklet, the MacPhersons Directors held interests in the following MacPhersons Options:

Director	Number of MacPhersons Options (direct and indirect interests)
Jeffrey Williams (through Parkview Nominees Pty Ltd)	2,500,000

In accordance with the Merger Implementation Agreement, the MacPhersons Options will be cancelled prior to the Record Date (see Sections 2.13 and 10.6 for further information).

10.2 Interests and dealings in Intermin Shares

(a) Interests of MacPhersons Directors

As at the date immediately before the date of this Scheme Booklet, no director of MacPhersons had a Relevant Interest in any Intermin Shares.

No director of MacPhersons acquired or disposed of a Relevant Interest in any Intermin Shares in the 4 month period ending on the date immediately before the date of this Scheme Booklet.

(b) Interests of Intermin Directors

As at the date of this Scheme Booklet, only the Intermin Directors below had Relevant Interests in Intermin securities:

Director	Number of Intermin Shares (direct and indirect interests)
Peter Bilbe	1,980,000
Peter Hunt	6,411,699
Jon Price	4,818,493

10.3 Interests of Intermin and Intermin Directors in MacPhersons securities

As at the date of this Scheme Booklet, no MacPhersons securities are held by or on behalf of Intermin or an Intermin Director.

10.4 Rights attaching to New Intermin Shares

It the Scheme becomes Effective, each Scheme Participant (other than Ineligible Foreign Shareholders), will receive 1 New Intermin Share for every 1.8227 MacPhersons Share they hold as at 5.00pm (Perth time) on the Record Date.

The New Intermin Shares issued as Scheme Consideration will be fully paid and, from the date of their issue, will rank equally with existing Intermin Shares.

The following is a summary of the principal rights attaching to Intermin Shares. This summary does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of shareholders of Intermin, which can involve complex questions of law arising from the interaction of the Intermin Constitution, statutory and common law and the ASX Listing Rules. To obtain such a statement, persons should obtain independent legal advice.

Full details of the rights attaching to Intermin Shares are set out in the Intermin Constitution, a copy of which is available for inspection at Intermin's registered office during normal business hours. The Intermin Constitution was also provided to ASX on 27 April 2018 and is available from the ASX website www.asx.com.au.

Quotation on ASX

An application will be made by Intermin to ASX for the granting of official quotation of the New Intermin Shares within 7 days after the date of this Scheme Booklet. Quotation is not guaranteed or automatic on such application, but quotation is expected in the ordinary course as Intermin is already admitted to the official list of ASX and shares of the same class as those to be issued as the consideration under the Scheme have been granted official quotation by ASX.

It is expected that the New Intermin Shares will commence trading on ASX, initially on a deferred settlement basis, on 7 June 2019. It is the responsibility of each MacPhersons Shareholder to determine their entitlement to New Intermin Shares under the Scheme before trading those shares to avoid the risk of selling shares that they do not own. Normal trading of the New Intermin Shares issued pursuant to the Scheme is expected to commence on 17 June 2019.

General

All Intermin Shares currently on issue are of the same class and rank equally in all respects. The New Intermin Shares will be of the same class and rank equally in all respects with the existing Intermin Shares.

The Intermin Constitution is subject to the ASX Listing Rules in all respects at any time that Intermin is listed on ASX.

Voting rights

Subject to any special rights or restrictions attached to any class or classes of shares in Intermin and the Intermin Constitution, at a general meeting each Intermin shareholder present in person or as a proxy, representative or attorney has one vote on a show of hands and one vote for each fully paid share held on a poll, but in respect of partly paid shares shall have a fraction of one vote equal to the proportion which the amount paid or credited on that share (excluding any amounts paid up in advance of the relevant due date for payment) bears to the total amounts paid and payable (including amounts credited) on that share.

The quorum required for a meeting of Intermin shareholders is 2 members present in person or by proxy, attorney or representative of a shareholder, unless the company has only one member, in which case it is that member.

General meeting and notices

Each Intermin shareholder is entitled to receive notice of, and to attend and vote at, general meetings of Intermin and to receive all notices, accounts and other documents required to be sent to shareholders under the Intermin Constitution, the Corporations Act or the ASX Listing Rules.

Under the Corporations Act, a notice must currently be provided to the shareholders of a listed entity at least 28 days in advance of the meeting.

Dividends

Subject to the Corporations Act, the Intermin Constitution and the rights of holders of shares issued with any special or preferential rights (as at the date of this Scheme Booklet, there are none), the Intermin directors may from time to time declare a dividend to be paid to the Intermin shareholders entitled to the dividend which shall be payable on all Intermin Shares according to the proportion that the amount paid (including amounts credited) on that share bears to the total amount paid or payable (including amounts credited) on that share.

No dividend shall carry interest as against Intermin and the company may retain the whole or part of any dividend in respect of which the company has a lien and apply that amount in total or in part satisfaction of any amount secured by that lien.

Subject to the ASX Listing Rules and the Corporations Act, Intermin may by resolution of the Intermin Directors, implement:

- A dividend selection plan or bonus share plan on such terms as the Intermin directors resolve, under which the participants may elect in respect of all or part of their Intermin Shares to: (1) receive a dividend from the company paid in whole or in part out of a particular fund or reserve or out of profits from a particular source; or (2) forgo a dividend from the company and receive some other form of distribution or entitlement (including securities) from the company or another body corporate or a trust; or

- A dividend reinvestment plan on such terms as the Intermin directors resolve, under which the participants may elect in respect of all or part of their Intermin Shares to apply the whole or any part of the dividend from the company in subscribing for securities of the company or a Related Body Corporate.

Variation of class rights

Subject to the Corporations Act, whenever the capital of Intermin is divided into different classes of shares, the rights attached to any class of share may be altered with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class or with the written consent of the holders of at least three-quarters of the shares of that class on issue.

Further issues of shares and options

Subject to any restrictions on the allotment of shares imposed by the Corporations Act, the ASX Listing Rules or any special rights of the holders of shares or a class of shares, the allotment and issue of shares is under the control of the Intermin directors, who may issue shares on such terms and conditions as they see fit.

In addition, the Intermin Board has the power to grant to any person an option over unissued shares and during such time and for such consideration as it determines.

Pre-emptive rights

Shareholders do not have any pre-emptive rights under the Intermin Constitution. Under the ASX Listing Rules, certain restrictions apply to a listed company offering its ordinary shares otherwise than pro rata among shareholders.

Transfer of shares

Generally, shares in Intermin are freely transferable, subject to formal transfer requirements being met and the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act, ASX Listing Rules and any specific escrow requirements.

Winding up

Subject to Corporations Act, the ASX Listing Rules and the rights of holders of shares issued with any special or preferential rights (as at the date of this Scheme Booklet there are none), if Intermin is wound up, the liquidator may with the authority of a special resolution divide among the shareholders in kind the whole or any part of the property of Intermin and for that purpose may set such value as he or she deems fair on any property and may determine how the division is to be carried out as between shareholders or different classes of shareholders.

Proportional takeover provisions

The Intermin Constitution contains provisions which prohibit the registration of any transfer of voting shares giving effect to an offer made under a proportional takeover bid (ie an offer for some but not all of the holders' shares in Intermin) until the persons holding shares in a class for which the offer made under the takeover bid was made have passed an ordinary resolution approving the bid. The bidder and any associate of the bidder are excluded from voting on that resolution. To remain effective, these provisions must be renewed by Intermin in a general meeting every three years.

Small holdings

Subject to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, Intermin may sell the shares of a shareholder who holds less than a marketable parcel of shares.

Directors - appointment and removal

The Intermin Board is responsible for the overall corporate governance of Intermin, including establishing its strategic direction, establishing goals for management and monitoring the achievement of these goals.

The minimum number of Intermin Directors is three and the maximum number is ten. Shareholders may vary the number by resolution in general meeting, provided that the minimum number is not less than three.

The Intermin Constitution provides that at each annual general meeting, one third of the Intermin directors (rounded down to the nearest whole number) must retire. If Intermin has less than three directors then one director must retire at each annual general meeting. The directors to retire shall be:

- Those who have held their office as director the longest period of time since their last election or appointment;
- If two or more directors have held office for the same period of time since their last election or appointment, those directors determined by the drawing of lots, unless those directors agree otherwise.

The managing director is exempted from retirement by rotation. A retiring director is eligible for re-election.

The Intermin directors may at any time appoint a person to be an Intermin director, either to fill a casual vacancy or as an addition to the existing Intermin directors, but so that the total number of Intermin directors does not at any time exceed the maximum number specified by the Constitution (as outlined above). Any Intermin director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Intermin directors who are to retire by rotation at that meeting.

10.5 Benefits and agreements

(a) Benefits in connection with retirement from office

There is no payment or other benefit that is proposed to be made or given to any director, secretary or executive officer of MacPhersons (or its Related Bodies Corporate) as compensation for the loss of or consideration for or in connection with his or her retirement from office in MacPhersons or any of its Related Bodies Corporate in connection with the Scheme, subject to usual redundancy entitlements.

(b) Agreements connected with or conditional on the Scheme

There are no agreements made between any director of MacPhersons and any other person in connection with, or conditional on, the outcome of the Scheme other than in their capacity as a holder of MacPhersons Shares.

(c) Benefits under the Scheme

None of the directors of MacPhersons has agreed to receive, or is entitled to receive, any benefit from Intermin which is conditional on, or is related to, the Scheme, other than in their capacity as a holder of MacPhersons Shares or as set out in Sections (a) and (b).

(d) Interests of MacPhersons Directors in contracts with Intermin

None of the MacPhersons Directors has any interest in any contract entered into by Intermin.

(e) Payments to non-executive Intermin Directors

The Intermin Constitution provides that non-executive directors of Intermin may be paid, as remuneration for their services as directors of Intermin, a sum determined from time to time by Intermin’s shareholders in general meeting, with that sum to be divided amongst the non-executive directors in such manner and proportion as they agree.

As at the date of this Scheme Booklet, the aggregate maximum remuneration for non-executive Intermin Directors is $150,000 per annum.

(f) Representation on Intermin Board

Under the terms of the Merger implementation Agreement, Intermin must endeavour to ensure that promptly following the Effective Date, Mr Ashok Parekh and Mr Jeffrey Williams (both of who are MacPhersons Directors) are appointed to the Intermin Board (subject only to Intermin receiving written consents to act as directors of Intermin).

10.6 Cancellation of MacPhersons Options

MacPhersons has a total of 5,400,000 MacPhersons Options on issue (comprising MacPhersons 2019 Options and MacPhersons 2020 Options)

MacPhersons, Intermin and the holders of MacPhersons Option have entered into cancellation deeds under which the MacPhersons Options on issue at the Implementation Date will be cancelled in consideration for the grant of new Intermin Options as set out in the table below.

MacPhersons 2019 Options			Intermin Options		
Number	Exercise Price	Expiry Date	Number*	Exercise Price**	Expiry Date
5,000,000	$0.15	9 December 2019	2,743,184	$0.2912	9 December 2019

MacPhersons 2020 Options			Intermin Options		
Number	Exercise Price	Expiry Date	Number*	Exercise Price***	Expiry Date
400,000	$0.36	28 February 2020	219,456	$0.6988	28 February 2020

* The number of Intermin Options has been reduced by applying a factor of 1.8227 (being the exchange ratio of New Intermin Shares for Scheme Shares). The number also accounts for rounding up.

** The exercise price for each Intermin Option has been increased by applying a factor of 1.7647 (being the exercise price ratio of Intermin Options for MacPhersons 2019 Options).

*** The exercise price for each Intermin Option has been increased by applying a factor of 4.2353 (being the exercise price ratio of Intermin Options for MacPhersons 2020 Options).

The cancellation of the MacPhersons Options and the consideration payable to the holders of the MacPhersons Options is conditional on the Scheme being implemented.

10.7 ASX relief

MacPhersons has been granted a waiver of ASX Listing Rule 6.23.2 to permit the cancellation of the MacPhersons Options for consideration under the cancellation deeds referred to in Section 10.6 without the requirement for MacPhersons Shareholder approval. The waiver application was made on the basis that MacPhersons Shareholders are provided with information about the proposed treatment of MacPhersons Options in this Scheme Booklet and are therefore able to consider this information when determining whether to vote in favour of the Scheme. Please refer to Sections 2.13 and 10.6 for further information on the proposed treatment of MacPhersons Options.

10.8 Formal disclosures and consents

(a) Consents

This Scheme Booklet contains statements made by, or statements said to be based on statements made by:

- Intermin;
- BDO Corporate Finance (WA) Pty Ltd;
- Jewell Dunbar Pty Ltd, trading as Dunbar Resource Management; and
- Ms Hannah Kosovich as the Competent Person named in Section 5.11(b) in relation to Focus' Mineral Resources estimates for the Coolgardie Gold Project.

Each of those persons named above has consented to the inclusion of each statement it has made in the form and context in which the statements appear and has not withdrawn that consent at the date of this Scheme Booklet.

The following parties have given and have not, before the time of registration of this Scheme Booklet with ASIC, withdrawn their consent to be named in this Scheme Booklet in the form and context in which they are named:

- Intermin;
- Baker McKenzie as legal adviser to MacPhersons;
- Mills Oakley as legal adviser to Intermin;
- BDO Corporate Finance (WA) Pty Ltd as the Independent Expert;
- Automic Registry Services as the MacPhersons Registry;
- Jewell Dunbar Pty Ltd, trading as Dunbar Resource Management, as author of the Independent Valuation Report; and
- Ms Hannah Kosovich as the Competent Person named in Section 5.11(b) in relation to Focus' Mineral Resources estimates for the Coolgardie Gold Project.

(b) Disclosures and responsibility

Each person named in Section 10.8(a):

- has not authorised or caused the issue of this Scheme Booklet;
- does not make, or purport to make, any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than:
  - BDO Corporate Finance (WA) Pty Ltd, in relation to its Independent Expert's Report;
  - Intermin in respect of the Intermin Information only;
  - Jewell Dunbar Pty Ltd, trading as Dunbar Resource Management, as author of the Specialist's Report and Valuation; and
  - Ms Hannah Kosovich in respect of the Competent Person's Statement and Confirmation by her in Section 5.11(b) in relation to Focus' Mineral Resources estimates for the Coolgardie Gold Project,

and to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Scheme Booklet other than a reference to its name and the statement (if any) included in this Scheme Booklet with the consent of that party as specified in this Section 10.8.

10.9 Forward Looking and Cautionary Statements

Some statements in this report regarding estimates or future events are forward looking statements. They include indications of, and guidance on, future earnings, cash flow, costs and financial performance. Forward looking statements include, but are not limited to, statements preceded by words such as "planned", "expected", "projected", "estimated", "may", "scheduled", "intends", "anticipates", "believes", "potential", "could", "nominal", "conceptual" and similar expressions. Forward looking statements, opinions and estimates included in this Scheme Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements are provided as a general guide only and should not be relied on as a guarantee of future performance. Forward looking statements may be affected by a range of variables that could cause actual results to differ from estimated results, and may cause Intermin's, MacPhersons' of the Merged Group's actual performance and financial results in future periods to materially differ from any projections of future performance or results expressed or implied by such forward looking statements. These risks and uncertainties include but are not limited to liabilities inherent in mine development and production, geological, mining and processing technical problems, the inability to obtain any additional mine licenses, permits and other regulatory approvals required in connection with mining and third party processing operations, competition for among other things, capital, acquisition of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, changes in commodity prices and exchange rate, currency and interest fluctuations, various events which could disrupt operations and/or the transportation of mineral products (including labour stoppages and severe weather conditions), the demand for and availability of transportation services, the ability to secure adequate financing and management's ability to anticipate and manage the foregoing factors and risks. There can be no assurance that forward looking statements will prove to be correct.

Statements regarding plans with Intermin's or MacPhersons' mineral properties may contain forward looking statements in relation to future matters that can only be made where Intermin or MacPhersons (as applicable) has a reasonable basis for making those statements.

The forward looking statements in this Scheme Booklet are based on current expectations, estimates, forecasts and projections about Intermin and MacPhersons and the industry in which they operate. They do, however, relate to future matters and are subject to various inherent risks and uncertainties. Actual events or results may differ materially from the events or results expressed or implied by any forward looking statements. The past performance of Intermin and MacPhersons is no guarantee of future performance.

None of Intermin, MacPhersons or any of their directors, officers, employees, agents or contractors makes any representation or warranty (either expressed or implied) as to the accuracy or likelihood of fulfilment of any future looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law.

MacPhersons and Intermin believe that they each have a reasonable basis for making the forward looking statements attributable to their respective companies in the Scheme Booklet, including with respect to any production targets and financial estimates, based on the information contained in previous ASX announcements.

10.10 Other information material to the making of a decision in relation to the Scheme

Except as set out in this Scheme Booklet, there is no other information material to the making of a decision in relation to the Scheme, being information that is within the knowledge of any MacPhersons Director, at the time of lodging this Scheme Booklet with ASIC for registration, which has not previously been disclosed to MacPhersons Shareholders.

If, between the date of lodgement of this Scheme Booklet for registration by ASIC and the Effective Date, MacPhersons becomes aware that:

- a material statement in this Scheme Booklet is false or misleading;
- there is a material omission from this Scheme Booklet;
- a significant change affecting a matter in this Scheme Booklet has occurred; or
- a significant new matter has arisen which would have been required to be included in this Scheme Booklet if it had arisen before the date of lodgement of this Scheme Booklet for registration by ASIC,

MacPhersons will prepare a supplementary document to this Scheme Booklet. The form which the supplementary document may take, and whether a copy will be sent to each shareholder, will depend on the nature and timing of the new or changed circumstances. The publication of a supplementary document will require the approval of the Court and may require additional time for shareholders to consider the information contained in any supplementary document prior to the Scheme Meeting being held.

In all cases, the supplementary document will be available from MacPhersons' website at mrpresources.com.au and from the ASX website www.asx.com.au.

11 Glossary, definitions and interpretation

11.1 Glossary

The meanings of the terms used in this Scheme Booklet are set out below.

Term	Meaning
AASB	Australian Accounting Standards Board.
Announcement Date	11 December 2018.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.
ASX Listing Rules	the official listing rules of the ASX.
ATO	Australian Taxation Office.
Black Mountain Gold	Black Mountain Gold Limited (ABN 19 009 253 221).
Business Day	a Business Day within the meaning given in the ASX Listing Rules other than any day which is a public holiday in Perth, Western Australia or Melbourne, Victoria.
CGT	capital gains tax.
CHESS	the clearing house electronic subregister system of share transfers operated by ASX Settlement Pty Ltd ACN 008 504 532.
CIL	carbon in leach.
Competent Person	has the meaning given in the 2012 JORC Code.

Competing Transaction	any proposed or potential transaction or arrangement (including any takeover bid, scheme of arrangement, capital reduction, sale of assets, sale of shares, joint venture or dual listed company structure) in relation to a party to the Merger Implementation Agreement (Relevant Party) under which a third party would, if completed:
	• directly or indirectly, acquire an interest or Relevant Interest in, or become the holder of:
	    • 20% or more of the Relevant Party's shares or more than 50% of the shares in any of the Relevant Party's Subsidiaries; or
	    • all or a substantial part or a material part of the business of the Relevant Party or any of its Subsidiaries;
	• acquire control of the Relevant Party, within the meaning of section 50AA of the Corporations Act; or

Term	Meaning
	• otherwise acquire or merge (including by a reverse takeover bid or dual listed company structure) with the Relevant Party, but excludes the Potential Coolgardie Acquisition.
Conditions Precedent	the conditions precedent to the Scheme becoming Effective, which are summarised in Section 9.2 and which are fully set out in clause 3.1 of the Merger Implementation Agreement.
Coolgardie Gold Project	the gold project currently owned by Focus Minerals Limited and its Subsidiaries adjacent to the town of Coolgardie (35 km west of Kalgoorlie) comprising the Three Mile Hill 1.2 Mtpa capacity processing facility (currently on care and maintenance) and tenements including reported estimated Mineral Resources of 2.1 Moz of gold.
Corporations Act	the *Corporations Act 2001* (Cwlth).
Court	the Supreme Court of Victoria or such other court of competent jurisdiction as agreed in writing by the parties.
Deed Poll	the deed poll executed by Intermin on 10 April 2019 pursuant to which, amongst other things, Intermin covenants to carry out its obligations under the Scheme, as set out in Annexure C to this Scheme Booklet.
Effective	when used in relation to the Scheme, means the coming into effect, pursuant to section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) (and if applicable section 411(6)) of the Corporations Act in relation to the Scheme.
Effective Date	the date on which the Scheme becomes Effective.
End Date	30 June 2019 or such later date as MacPhersons and Intermin may agree in writing.
Exclusivity Period	the period from and including the date of execution of the Merger Implementation Agreement to the earlier of: • the date the Merger Implementation Agreement is terminated in accordance with its terms; • the End Date; and • the Effective Date.
FIRB	Foreign Investment Review Board.
Focus	Focus Minerals Limited (ABN 56 005 470 799)
Focus Coolgardie Assets	all of the assets comprising the Coolgardie Gold Project held by Focus or its Subsidiaries
IFRS	International Financial Reporting Standards.

Term	Meaning
Implementation Date	the fifth Business Day after the Record Date or such other day as ordered by the Court or agreed between MacPhersons and Intermin.
Independent Expert	BDO Corporate Finance (WA) Pty Ltd, or "BDO"
Independent Expert's Report	the report prepared by the Independent Expert set out in Annexure F.
Ineligible Foreign Shareholder	a Scheme Participant whose registered address (as shown in the Register as at the Record Date) is in a jurisdiction outside Australia or New Zealand.
Intermin	Intermin Resources Limited (ABN 88 007 761 186)
Intermin Board	the board of directors of Intermin.
Intermin Constitution	the constitution of Intermin.
Intermin Resources Employee Incentive Plan or **EIP**	the incentive plan approved by Intermin Shareholders at Intermin's general meeting on 17 October 2016.
Intermin Director	each member of the Intermin Board.
Intermin Group	Intermin and its Subsidiaries.
Intermin Information	the information contained in: • information in relation to the Coolgardie Gold Project wherever that appears in this Scheme Booklet (excluding the Independent Expert's Report); • the subsections headed 'Responsibility for information', 'Disclaimer as to forward looking statements', and 'Estimates, targets and forecasts' in the Important Notices as they relate to Intermin; • the Letter from the Chairman of Intermin; • Section 1 as it relates to Intermin; • the answer to the question "Who is Intermin?" in Section 3; • Section 5; • Section 6 as it relates to Intermin's contribution to the Merged Group including in relation to the Potential Coolgardie Acquisition; • the risks in Section 7 applicable to Intermin; • Section 10.2(b); • Section 10.3; • Section 10.4; and • Section 10.5(e).
Intermin Material Permits	means Intermin's mining permits listed in Schedule 11 of the

Term	Meaning
	Merger Implementation Agreement and any and all other mining permits applied for or granted in renewal, substitution, variation or extension, in whole or in part, of those permits.
Intermin Material Adverse Change	means a Material Adverse Change in relation to Intermin.
Intermin Material Transaction	means any of the following transactions concerning Intermin or its Subsidiaries: • an acquisition, offer to acquire or agreement to acquire any asset or interest in an asset; • a disposal, offer to dispose or agreement to dispose of any asset or interest in an asset; • a joint venture, partnership or off-take agreement in respect of any asset or undertaking; • a new, renewed, or any variation of, any contractual or other commitment (including any undertaking to a Regulatory Authority); or • an exercise of a contractual right or other option to renew or extend an existing agreement (including under any lease), that: • is not in the ordinary course of its business; or • individually or when aggregated with related transactions has a value or involves a liability (whether actual, contingent or prospective) or expenditure, as the case may be, of $500,000 or more, but does not include any such transaction: • to the extent it is fairly disclosed in writing to MacPhersons prior to the date of the Merger Implementation Agreement; • that is expressly contemplated by the Merger Implementation Agreement or the transactions contemplated by the Merger Implementation Agreement; or • that is entered into with the prior written consent of MacPhersons.
Intermin Performance Right	a right, issued under the Intermin Employee Incentive Plan.
Intermin Prescribed Event	means, except to the extent contemplated by the Merger Implementation Agreement or the Scheme, any of the following events 1. Intermin or any of its Subsidiaries converts all or any of its shares into a larger or smaller number of shares. 2. Intermin or a Subsidiary of Intermin resolves to reduce its share capital in any way or reclassifies, combines, splits or redeems or repurchases directly or indirectly any of its shares. 3. Intermin or any of its Subsidiaries enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement under the Corporations Act. 4. Intermin makes or declares, or announces an intention to make or declare, any distribution (whether by way of

Term	Meaning
	dividend, capital reduction or otherwise and whether in cash or in specie). 5. Intermin or any of its Subsidiaries issues shares, grants an option over its shares, or agrees to make such an issue or grant such an option, excluding any issue or grant contemplated by the Merger Implementation Agreement or the Scheme and any Intermin Shares issued by Intermin as a result of the exercise of Intermin Options or Intermin Performance Rights on issue at the date of the Merger Implementation Agreement. 6. Intermin or any of its Subsidiaries issues securities or other instruments convertible into shares or debt securities or agrees to issue securities or other instruments convertible into shares or debt securities, 7. Intermin (or the Intermin Board) makes any amendment to the terms of issue of any Intermin Option, where, as a consequence, any one or more of the following occurs: (a) the period for exercise of any Intermin Option is extended; (b) the number of Intermin Options that are exercisable at any time is increased; (c) the earliest date for exercise of any Intermin Options is brought forward; (d) the exercise price of any Intermin Option is reduced; or (e) the number of Intermin Shares to be issued on exercise of any Intermin Options is increased, other than as disclosed in writing by Intermin to MacPhersons before the date of the Merger Implementation Agreement. 8. Intermin or any of its Subsidiaries adopts a new constitution or modifies or repeals its existing constitution or a provision of it. 9. Intermin or any of its Subsidiaries makes any change to its accounting practices or policies, other than to comply with generally accepted Australian Accounting Standards and any domestically accepted international Accounting Standards or electing to form a consolidated group for the purposes of the *Income Tax Assessment Act 1997* (Cwlth). 10. Intermin or any of its Subsidiaries issues, or agrees to issue or grants an option to subscribe for debentures (as defined in section 9 of the Corporations Act). 11. Intermin or any of its Subsidiaries disposes, or agrees to dispose of the whole or a substantial part of the Intermin Group's business or property. 12. Intermin or any of its Subsidiaries: (a) acquires or disposes of; (b) agrees to acquire or dispose of; or (c) offers, proposes, announces a bid or tenders for, any business, assets, entity or undertaking the value of which exceeds $500,000. Provided that (if otherwise caught by the terms of this definition) an acquisition of any business, assets (or

Term	Meaning
	interest in such assets), entity or undertaking by Intermin, or a contract or commitment of the kind referred to above, will not be an Intermin Prescribed Event if the terms of that acquisition, or potential contract or commitment, as the case may be, have been fairly disclosed either to the market generally or to MacPhersons in writing prior to the date of the Merger Implementation Agreement and the acquisition, contract or commitment as the case may be, proceeds substantially in accordance with those terms. 13. Intermin or any of its Subsidiaries charges, or agrees to charge, the whole or a substantial part, of its business or property, or creates or alters, or agrees to create or alter, any mortgage, charge, lien, security interest or other Encumbrance over the whole or a substantial part of its business or property or any of the Intermin Material Permits. 14. Intermin of any of its Subsidiaries commences material litigation, other than in relation to the Resource Mining Dispute. 15. Intermin or any of its Subsidiaries incurs any additional, or increases any existing, indebtedness or issues any additional indebtedness by way of borrowings, loans or advances for amounts, or amounts with a present value, in aggregate in excess of $500,000 other than with the prior written consent of MacPhersons. 16. Other than in accordance with a contract in place at the date of the Merger Implementation Agreement or with the prior written consent of MacPhersons (such consent not to be unreasonably withheld), Intermin: (a) increases the remuneration of, or otherwise varies the employment arrangements with, any of its directors or employees; (b) accelerates the rights of any of its directors or employees to compensation or benefits or any kind (including under any executive or employee share plans); or (c) pays any of its directors or employees a termination or retention payment. 17. Intermin: (a) changes the terms of any Material Contract to the material detriment of Intermin; (b) terminates any Material Contract other than the termination of the Menzies and Goongarrie JVA; (c) pays, discharges or satisfies any claims, liabilities or obligations under any Material Contract other than in accordance with past practice and consistent with the terms of the Material Contract and excluding in connection with the Resource Mining Dispute; (d) waives any material claims or rights under, or waives the benefit of, any provisions of any Material Contract. 18. Intermin enters into or undertakes an Intermin Material Transaction. 19. Intermin or a Subsidiary of Intermin disposes of, relinquishes or surrenders all or a part of any of the Intermin Material Permits or any interest in the Intermin Material Permits other than in accordance with the terms of

Term	Meaning
	a joint venture in existence at the date of the Merger Implementation Agreement, the terms of which have been disclosed to MacPhersons prior to the date of the Merger Implementation Agreement. 20. Intermin or any of its Related Bodies Corporate becomes insolvent. provided that an Intermin Prescribed Event listed in items 1 to 19 will not occur where Intermin has first consulted with MacPhersons in relation to the event and MacPhersons has approved in writing the proposed event.
Intermin Share	means a fully paid ordinary share in the capital of Intermin.
2012 JORC Code	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition.
2004 JORC Code	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2004 Edition.
MacPhersons	MacPhersons Resources Limited (ABN 98 139 357 967).
MacPhersons Board	the board of directors of MacPhersons.
MacPhersons Constitution	the constitution of MacPhersons.
MacPhersons Director	each member of the MacPhersons Board.
MacPhersons Group	MacPhersons and its Subsidiaries.
MacPhersons Information	the information contained in this Scheme Booklet other than the Intermin Information and the Independent Expert's Report.
MacPhersons Material Adverse Change	means a Material Adverse Change in relation to MacPhersons and its Subsidiaries.
MacPhersons Material Permits	means MacPhersons' mining permits listed in Schedule 10 of the Merger Implementation Agreement and any and all other mining permits applied for or granted in renewal, substitution, variation or extension, in whole or in part, of those permits.
MacPhersons Material Transaction	means any of the following transactions concerning MacPhersons or its Subsidiaries: • an acquisition, offer to acquire or agreement to acquire any asset or interest in an asset; • a disposal, offer to dispose or agreement to dispose of any asset or interest in an asset; • a joint venture, partnership or off-take agreement in respect of any asset or undertaking; • a new, renewed, or any variation of, any contractual or other commitment (including any undertaking to a Regulatory Authority); or

Term	Meaning
	• an exercise of a contractual right or other option to renew or extend an existing agreement (including under any lease), that: • is not in the ordinary course of its business; or • individually or when aggregated with related transactions has a value or involves a liability (whether actual, contingent or prospective) or expenditure, as the case may be, of $500,000 or more, but does not include any such transaction: • to the extent it is fairly disclosed in writing to Intermin prior to the date of the Merger Implementation Agreement; • that is expressly contemplated by the Merger Implementation Agreement or the transactions contemplated by the Merger Implementation Agreement; or • that is entered into with the prior written consent of Intermin.
MacPhersons Option	means a MacPhersons 2019 Option or a MacPhersons 2020 Option as the context requires.
MacPhersons 2019 Option	means an option to acquire a MacPhersons Share at an exercise price of $0.15 per MacPhersons Share, issued under the MacPhersons Employee Incentive Plan approved by MacPhersons Shareholders at the 2016 annual general meeting of MacPhersons, and having an expiry date of 9 December 2019.
MacPhersons 2020 Option	means an option to acquire a MacPhersons Share at an exercise price of $0.36 per MacPhersons Share, issued under the MacPhersons Employee Incentive Plan approved by MacPhersons Shareholders at the 2016 annual general meeting of MacPhersons, and having an expiry date of 28 February 2020.
MacPhersons Prescribed Event	means, except to the extent contemplated by the Merger Implementation Agreement or the Scheme, any of the following events 1. MacPhersons or any of its Subsidiaries converts all or any of its shares into a larger or smaller number of shares. 2. MacPhersons or a Subsidiary of MacPhersons resolves to reduce its share capital in any way or reclassifies, combines, splits or redeems or repurchases directly or indirectly any of its shares. 3. MacPhersons or any of its Subsidiaries enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement under the Corporations Act. 4. MacPhersons makes or declares, or announces an intention to make or declare, any distribution (whether by way of dividend, capital reduction or otherwise and whether in case or in specie). 5. MacPhersons or any of its Subsidiaries issues shares, grants an option over its shares, or agrees to make such an issue or grant such an option, excluding any issue or grant

Term	Meaning
	contemplated by the Merger Implementation Agreement or the Scheme and any MacPhersons Shares issued by MacPhersons as a result of the exercise of MacPhersons Options on issue at the date of the Merger Implementation Agreement. 6. MacPhersons or any of its Subsidiaries issues securities or other instruments convertible into shares or debt securities or agrees to issue securities or other instruments convertible into shares or debt securities. 7. MacPhersons (or the MacPhersons Board) makes any amendment to the terms of issue of any MacPhersons Option, where, as a consequence, any one or more of the following occurs: (a) the period for exercise of any MacPhersons Option is extended; (b) the number of MacPhersons Options that are exercisable at any time is increased; (c) the earliest date for exercise of any MacPhersons Options is brought forward; (d) the exercise price of any MacPhersons Option is reduced; or (e) the number of MacPhersons Shares to be issued on exercise of any MacPhersons Options is increased, other than as disclosed in writing by MacPhersons to Intermin before the date of the Merger Implementation Agreement. 8. MacPhersons or any of its Subsidiaries adopts a new constitution or modifies or repeals its existing constitution or a provision of it. 9. MacPhersons or any of its Subsidiaries makes any change to its accounting practices or policies, other than to comply with generally accepted Australian Accounting Standards and any domestically accepted international Accounting Standards or electing to form a consolidated group for the purposes of the *Income Tax Assessment Act 1997* (Cwlth). 10. MacPhersons or any of its Subsidiaries issues, or agrees to issue or grants an option to subscribe for debentures (as defined in section 9 of the Corporations Act). 11. MacPhersons or any of its Subsidiaries disposes, or agrees to dispose of the whole or a substantial part of the MacPhersons Group's business or property. 12. MacPhersons or any of its Subsidiaries: (a) acquires or disposes of; (b) agrees to acquire or dispose of; or (c) offers, proposes, announces a bid or tenders for, any business, assets, entity or undertaking the value of which exceeds $500,000. Provided that (if otherwise caught by the terms of this definition) an acquisition of any business, assets (or interest in such assets), entity or undertaking by MacPhersons, or a contract or commitment of the kind referred to above, will not be a MacPhersons Prescribed Event if the terms of that

Term	Meaning
	acquisition, or potential contract or commitment, as the case may be, have been fairly disclosed either to the market generally or to Intermin in writing prior to the date of the Merger Implementation Agreement and the acquisition, contract or commitment, as the case may be, proceeds substantially in accordance with those terms. 13. MacPhersons or any of its Subsidiaries charges, or agrees to charge, the whole or a substantial part, of its business or property, or creates or alters, or agrees to create or alter, any mortgage, charge, lien, security interest or other Encumbrance over the whole or a substantial part of its business or property or any of the MacPhersons material permits. 14. MacPhersons of any of its Subsidiaries commences material litigation. 15. MacPhersons or any of its Subsidiaries incurs any additional, or increases any existing, indebtedness or issues any additional indebtedness by way of borrowings, loans or advances for amounts, or amounts with a present value, in aggregate in excess of $500,000 other than with the prior written consent of Intermin. 16. Other than in accordance with a contract in place at the date of the Merger Implementation Agreement or with the prior written consent of Intermin (such consent not to be unreasonably withheld), MacPhersons: (a) increases the remuneration of, or otherwise varies the employment arrangements with, any of its directors or employees; (b) accelerates the rights of any of its directors or employees to compensation or benefits or any kind (including under any executive or employee share plans); or (c) pays any of its directors or employees a termination or retention payment. 17. MacPhersons: (a) changes the terms of any Material Contract to the material detriment of MacPhersons; (b) terminates any Material Contract; (c) pays, discharges or satisfies any claims, liabilities or obligations under any Material Contract other than in accordance with past practice and consistent with the terms of the Material Contract; (d) waives any material claims or rights under, or waives the benefit of, any provisions of any Material Contract. 18. MacPhersons enters into or undertakes a MacPhersons Material Transaction. 19. MacPhersons or a Subsidiary of MacPhersons disposes of, relinquishes or surrenders all or a part of any of the MacPhersons Material Permits or any interest in the MacPhersons Material Permits. 20. MacPhersons or any of its Related Bodies Corporate becomes Insolvent.

Term	Meaning
	provided that a MacPhersons Prescribed Event listed in items 1 to 19 will not occur where MacPhersons has first consulted with Intermin in relation to the event and Intermin has approved in writing the proposed event.
MacPhersons Registry	Automic Registry Services.
MacPhersons Share	a fully paid ordinary share in the capital of MacPhersons.
MacPhersons Shareholders	each person who is registered in the Register from time to time as the holder of a MacPhersons Share.
Material Adverse Change	means in relation to a party, any matter, event or circumstance that occurs, is announced or becomes known to that party (whether or not it becomes public) where that matter, event or circumstance is, or could reasonably be expected to be, individually or when aggregated with all such matters, events or circumstances, materially adverse to the business, financial condition, results, material licences, operations or prospects of that party taken as a whole, provided that: • any change occurring directly or indirectly as a result of any matter, event or circumstance required by the Merger Implementation Agreement, the Scheme or the transactions contemplated by them; • any change to interest rates, gold price or currency exchange rates; • the Resources Mining Dispute, any determination, settlement or compromise of the Resource Mining Dispute; • any change which is, and to the extent that it is, a consequence of Losses covered by insurance which that party's insurers have agreed to pay; • any change as regards to one party (the first party) (which change is otherwise caught by the terms of this definition) occurring directly or indirectly as a result of any matter, event or circumstance that has been fairly disclosed either to the market generally or otherwise to the other party (the second party) in writing immediately prior to the execution of the Merger Implementation Agreement and the change occurs as regards to the first party substantially in accordance with those terms, will not be taken into account in determining whether there has been a Material Adverse Change.
Material Contract	has the meaning given in clause 1.1 of the Merger Implementation Agreement.
Material Transaction	has the meaning given in clause 1.1 of the Merger Implementation Agreement.

Term	Meaning
Menzies and Goongarrie JVA	has the meaning given in clause 1.1 of the Merger Implementation Agreement.
Merged Group	the combined corporate group comprising Intermin and its Subsidiaries, including MacPhersons and its Subsidiaries, if the Scheme is implemented.
Merged Group Board	the board of directors of Intermin (as parent company of the Merged Group) after implementation of the Scheme.
Merger	means the acquisition of MacPhersons by Intermin through the implementation of the Scheme.
Merger Implementation Agreement or MIA	the Merger Implementation Agreement between MacPhersons and Intermin dated 10 December 2018, as amended by the Deed of Variation between Intermin and MacPhersons dated 14 December 2018. A summary is set out in Sections 9.1 to 9.8, and a full copy can be obtained from MacPhersons' website mrpresources.com.au.
Mineral Resource	has the meaning given in the ASX Listing Rules.
Net Cash Proceeds	the sale proceeds of New Intermin Shares sold by the Sale Agent in respect of Ineligible Foreign Shareholders, less any applicable brokerage, selling costs, taxes and charges, as determined in accordance with Section 2.12.
New Intermin Shares	the Intermin Shares to be issued as Scheme Consideration.
Notice of Scheme Meeting	the notice of meeting relating to the Scheme Meeting which is contained in Annexure D.
Officer	in relation to any entity, any of its directors and officers.
Ore Reserve	has the same meaning given to it in the ASX Listing Rules.
Performance Right	a right, issued under the Intermin Employee Incentive Plan, to acquire an Intermin Share.
Perth time	the local time in Perth, Western Australia.
Potential Coolgardie Acquisition	the potential entry into of the legally binding agreements for the acquisition of the assets comprising the Coolgardie Gold Project by Intermin from Focus as announced by Intermin to the ASX on 11 February 2019 and the subsequent completion of the acquisition of the assets under the terms of those agreements.
Proxy Form	the proxy form which accompanies this Scheme Booklet.
Record Date	5.00 pm (Perth time) on the third Business Day after the Effective

Term	Meaning
	Date.
Register	the share register of MacPhersons.
Regulatory Approvals	any consent, waiver, decision, determination, modification, approval or other act of a Regulatory Authority in relation to the Merger or any aspect of it which Intermin, acting reasonably, determines is necessary or desirable to implement the Merger.
Regulatory Authority	includes (a) ASX; (b) ASIC; (c) the Takeovers Panel; (d) a government or governmental, semi-governmental or judicial entity or authority; (e) a minister, department, office, commission, delegate, instrumentality, agency, board, authority or organisation of any government; and (f) any regulatory organisation established under statute.
Related Body Corporate	has the same meaning given to it in the Corporations Act.
Relevant Interest	has the same meaning as given by sections 608 and 609 of the Corporations Act.
Representative	means, in relation to a party to the Merger Implementation Agreement: • a Related Body Corporate; • a director, officer or employee of the party or any of the party's Related Bodies Corporate; or • an adviser to the party or any of the Party's Related Bodies Corporate, where an "adviser" means, in relation to an entity, a financier, financial adviser, corporate adviser, legal adviser, or technical or other expert adviser or consultant who provides advisory services in a professional capacity and who has been engaged by that entity.
Requisite Majority	means in respect of the Scheme Resolution, approval by: • unless the Court orders otherwise, a majority in number (more than 50%) of MacPhersons Shareholders who are present and voting, either in person or by proxy, attorney, or in the case of a corporation its duly appointed corporate representative; and • at least 75% of the votes cast on the Scheme Resolution by MacPhersons Shareholders.
Resource Mining Dispute	has the meaning given in clause 1.1 of the Merger Implementation Agreement.
Sale Agent	means the person approved by MacPhersons, Intermin and, if necessary, ASIC to sell the New Intermin Shares that are attributable to Ineligible Foreign Shareholders under the terms of the Scheme, as described in Section 2.12.
Scheme or **Scheme of Arrangement**	means the scheme of arrangement between MacPhersons, and Scheme Participants under which all of the Scheme Shares will be

Term	Meaning
	transferred to Intermin under part 5.1 of the Corporations Act, substantially in the form of Annexure B, together with any modifications or conditions made or required by the Court under section 411(6) of the Corporations Act and agreed in writing by Intermin and MacPhersons.
Scheme Booklet	this document.
Scheme Consideration	1 New Intermin Share for every 1.8227 Scheme Shares.
Scheme Meeting	means the meeting of Scheme Shareholders to be convened by the Court pursuant to section 411(1) of the Corporations Act, to consider and vote on the Scheme and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Participant	means each person who is registered in the Register as a holder of a Scheme Share as at the Record Date.
Scheme Resolution	the resolution contained in the Notice of Scheme Meeting set out in Annexure D to agree to the terms of the Scheme.
Scheme Share	a MacPhersons Share on issue at the Record Date.
Second Court Date	means the first day on which the Court hears the application for an order under section 411(4)(b) of the Corporations Act approving the Scheme, or if the application is adjourned or subject to an appeal for any reason, the first day on which the adjourned or appealed application is heard.
Second Court Hearing	the hearing of the application made to the Court for an order pursuant to section 411(4)(b) of the Corporations Act approving the Scheme.
Specialist's Report and Valuation	the independent technical specialists report and valuation of the mineral assets of Intermin and MacPhersons commissioned by the Independent Expert and prepared by Jewell Dunbar Pty Ltd, as set out in Appendix 5 of the Independent Expert’s Report.
Subsidiary	has the meaning given to that term in the Corporations Act.
Superior Proposal	a bona fide Competing Transaction which the MacPhersons Board or Intermin Board (as applicable), acting in good faith, and after taking advice from its external legal and financial advisers, determines is: • reasonably capable of being implemented taking into account all aspects of the Competing Transaction; and • more favourable to MacPhersons Shareholders or Intermin Shareholders (as applicable) than the Scheme, taking into account all terms and conditions of the Competing Transaction.

Term	Meaning
Trading Day	has the meaning given in the ASX Listing Rules.
VWAP	variable weighted average price.

11.2 Interpretation

Unless the context otherwise requires, in this Scheme Booklet:

- other words and phrases have the same meaning (if any) given to them in the Corporations Act;
- words of any gender include all genders;
- words importing the singular include the plural and vice versa;
- an expression importing a person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- a reference to a Section or Annexure, is a reference to a Section of or Annexure of, this Scheme Booklet as relevant;
- a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re enactments of any of them;
- headings and bold type are for convenience only and do not affect the interpretation of this Scheme Booklet;
- a reference to time is a reference to Perth time;
- a reference to dollars, $, A$, AUD, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia;
- an accounting term is a reference to that term as it is used in accounting standards under the Corporations Act, or, if not inconsistent with those standards, in accounting principles and practices generally accepted in Australia; and
- the words “include”, “including”, “for example” or “such as” when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.

Annexure A – Corporate Directory

Directors

Ashok Parekh

Jeffrey Williams

Peter Rozenauers

Company Secretary

Stephen Hewitt-Dutton

Registered Address and Head Office

109 Maritana Street
Kalgoorlie WA 6430
Phone: 08 9060 1300

Independent Expert

BDO Corporate Finance (WA) Pty Ltd

38 Station Street

Subiaco, WA 6008

PO Box 700 West Perth WA 6872

Legal Adviser

Baker McKenzie

Level 19, CBW, 181 William Street

Melbourne VIC 3000

Share Registry

Automic Registry Services
Level 5, 126 Phillip Street

Sydney NSW 2000
Telephone: 1300 288 664

Annexure B – Scheme of Arrangement

Scheme of Arrangement Pursuant to Section 411 of the Corporations Act

BETWEEN

MacPhersons Resources Limited
ABN (98 139 357 967)

AND

Each Scheme Participant

MILLS OAKLEY

Level 2, 225 St Georges Terrace,
PERTH WA 6000
Telephone: +61 8 6167 9800
Facsimile: +61 8 6167 9898
DX 95, PERTH
www.millsoakley.com.au
Ref: SWPP/8056882

Parties

MACPHERSONS RESOURCES LIMITED (ABN 98 139 357 967)

of 109 Maritana Street, Kalgoorlie WA 6430

(**"MacPhersons"**)

AND

EACH SCHEME PARTICIPANT

1 Definitions and Interpretations

1.1 Definitions

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or, as the context requires, the financial market operated by it known as the "Australian Securities Exchange".

ASX Operating Rules means the operating rules of ASX Settlement.

ASX Settlement means ASX Settlement Pty Ltd (ACN 008 504 532).

AWST means Australian Western Standard Time**.**

Business Day means a day as defined in the Listing Rules, other than any day which is a public holiday in Perth, Western Australia or Melbourne, Victoria.

CHESS means the Clearing House Electronic Sub-register System, for the electronic transfer of securities, operated by ASX Settlement.

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

Court means the Supreme Court of Victoria or such other court of competent jurisdiction as agreed in writing by the parties.

Duty means **a**ny transfer duty or landholder duty under the *Duties Act 2008* (WA) or a similar tax in another jurisdiction.

Effective means, when used in relation to the Scheme, the coming into effect, under section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) (and, if applicable, section 411(6)) of the Corporations Act in relation to the Scheme.

Effective Date means the date on which the Scheme becomes Effective.

End Date means the "End Date" determined in accordance with the Merger Implementation Agreement.

Implementation Date means the fifth Business Day immediately following the Record Date, or such other date after the Record Date agreed by MacPhersons and Intermin in writing.

Ineligible Foreign Holder means a Scheme Participant whose address in the Register is in a jurisdiction outside Australia or New Zealand, except where Intermin and MacPhersons are satisfied that the issue of New Intermin Shares in that jurisdiction under the Scheme would be neither prohibited by law nor unduly onerous.

Intermin means Intermin Resources Limited (ABN 88 007 761 186).

Intermin Option means an option to acquire an Intermin Share.

Intermin Performance Right means a right to acquire an Intermin Share.

Intermin Register means the register of members of Intermin maintained in accordance with the Corporations Act and **Intermin Registry h**as a corresponding meaning.

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

Listing Rule means a listing rule of ASX.

MacPhersons Option means an option to acquire a MacPhersons Share.

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

Merger Implementation Agreement means the merger implementation agreement between MacPhersons and Intermin dated 10 December 2018 as amended by the deed of variation between Intermin and MacPhersons dated 14 December 2018.

New Intermin Shares means those Intermin Shares to be issued to Scheme Participants in consideration for their Scheme Shares under the terms of this Scheme.

Record Date means 5.00pm (AWST) on the day which is three (3) Business Days after the Effective Date, or such other date agreed by MacPhersons and Intermin in writing.

Register means the register of MacPhersons members maintained in accordance with the Corporations Act and **Share Registry** has a corresponding meaning.

Registered Address means, in relation to a Scheme Participant, the address of the Scheme Participant shown in the Register as at the Record Date.

Sale Agent means the person approved by MacPhersons, Intermin and (if necessary) ASIC to sell the New Intermin Shares that are attributable to Ineligible Foreign Holders under the terms of this Scheme (or any nominee of such person).

Scheme means the scheme of arrangement under Part 5.1 of the Corporations Act recorded in this document, subject to any modifications or conditions made or required by the Court under section 411(6) of the Corporations Act and agreed to by MacPhersons and Intermin in writing.

Scheme Consideration means the consideration to be provided by Intermin to Scheme Participants for the transfer of their Scheme Shares under the terms of the Scheme, being 1 New Intermin Share for every 1.8227 Scheme Shares held as at the Record Date.

Scheme Deed Poll or **Deed Poll** means the deed poll dated 10 April 2019 executed by Intermin under which Intermin covenants in favour of the Scheme Participants to perform the actions attributed to it under this Scheme.

Scheme Meeting means the meeting of Shareholders ordered by the Court, convened under section 411(1) of the Corporations Act, to consider and vote on the Scheme and includes any meeting convened following any adjournment or postponement of that meeting.

Scheme Participant means each person who is registered in the Register as a holder of one or more Scheme Shares as at the Record Date.

Scheme Share means a MacPhersons Share on issue as at the Record Date.

Second Court Date means the first day of the Second Court Hearing, or if the application at such hearing is adjourned or subject to an appeal for any reason, the first day on which the adjourned or appealed application is heard.

Second Court Hearing means the hearing of the Court of the application for an order pursuant to section 411(4)(b) of the Corporations Act approving this Scheme.

Shareholder or **MacPhersons Shareholder** means a holder of a MacPhersons Share.

Subsidiary has the meaning given to that term in the Corporations Act.

1.2 Interpretation

In this Scheme:

(a) headings are for convenience only and do not affect interpretation;

(b) the word "includes" in any form is not a word of limitation;

and unless the context indicates otherwise:

(c) a word or phrase in the singular number includes the plural, a word or phrase in the plural number includes the singular, and a word indicating a gender includes every other gender;

(d) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;

(e) a reference to:

(i) a clause or schedule is a reference to a clause or schedule of this Scheme;

(ii) a party includes that party's executors, administrators, successors and permitted assigns, including persons taking by way of novation;

(iii) a document (including this Scheme) includes a reference to all schedules, exhibits, attachments and annexures to it, and is to that document as varied, novated, ratified or replaced from time to time;

(iv) legislation or to a provision of legislation includes any consolidation, amendment, re-enactment, substitute or replacement of or for it, and refers also to any regulation or statutory instrument issued or delegated legislation made under it;

(v) a person includes an individual, the estate of an individual, a corporation, an authority, an unincorporated body, an association or joint venture (whether incorporated or unincorporated), a partnership and a trust;

(f) a reference to a day is to a period of time commencing at midnight and ending twenty-four (24) hours later;

(g) a reference to a Chapter, Part, Division or section is a reference to a Chapter, Part, Division or section of the Corporations Act;

(h) a reference to "information" is to information of any kind in any form or medium, whether formal or informal, written or unwritten, for example, computer software or programmes, concepts, data, drawings, ideas, knowledge, procedures, source codes or object codes, technology or trade secrets;

(i) the words “entity” and “officer” have the same meaning as in section 9 of the Corporations Act, and “control” has the same meaning as in section 50AA of the Corporations Act;

(j) time is a reference to time in Melbourne, Victoria unless otherwise expressly provided;

(k) a reference to “$” or “dollar” is to Australian currency;

(l) a contravention of or a breach of any of the representations and warranties includes any of the representations and warranties not being complete, true and correct;

(m) each representation and warranty is a separate representation and warranty, and its meaning is not affected by any other representation or warranty;

(n) a period of time dates from a given day or the day of an act or event, it is to be calculated exclusive of that day; and

(o) when a day on or by which anything to be done is not a Business Day, that thing may be done on or by the next Business Day.

2 Preliminary

2.1 MacPhersons

(a) MacPhersons is a public company limited by shares, incorporated in Australia and registered in Western Australia.

(b) As at 12 April 2019, MacPhersons' issued securities were:

(i) 351,026,501 MacPhersons Shares; and

(ii) 5,400,000 MacPhersons Options, comprising:

(A) 5,000,000 MacPhersons Options with an exercise price of $0.15 per MacPhersons Share and an expiry date of 9 December 2019; and

(B) 400,000 MacPhersons Options with an exercise price of $0.36 per MacPhersons Share and an expiry date of 28 February 2020.

(c) The MacPhersons Shares are officially quoted on ASX.

2.2 Intermin

(a) Intermin is a public company limited by shares, incorporated in Australia and registered in Western Australia.

(b) As at 12 April 2019, Intermin's issued securities were:

(i) 235,388,464 Intermin Shares;

(ii) 500,000 Intermin Options; and

(iii) 5,600,000 Intermin Performance Rights.

(c) The Intermin Shares are officially quoted on ASX.

2.3 Scheme summary

If this Scheme becomes Effective, then:

(a) in consideration for the transfer of each Scheme Share to Intermin, Intermin will be obliged to provide the Scheme Consideration to each Scheme Participant (other than Ineligible Foreign Holders who will be dealt with in accordance with clause 4.9);

(b) each Scheme Participant will be bound to transfer their Scheme Shares, and all rights and entitlements attaching to them as at the Implementation Date, to Intermin;

(c) MacPhersons will enter Intermin's name and registered address in the Register as the holder of all Scheme Shares; and

(d) on the transfer of all Scheme Shares to Intermin, MacPhersons will become a wholly owned Subsidiary of Intermin.

2.4 Implementation

(a) Intermin has entered into the Scheme Deed Poll pursuant to which it has, among other things, covenanted to carry out its obligations (including its obligation to provide the Scheme Consideration, subject to clause 4.9 of this Scheme, to Scheme Participants) as contemplated by this Scheme.

(b) MacPhersons and Intermin have also entered into the Merger Implementation Agreement, which sets out the terms on which MacPhersons and Intermin have agreed to implement the Scheme.

3 Conditions Precedent and Effectiveness

3.1 Conditions precedent

The conditions precedent to this Scheme becoming Effective are:

(a) **(Conditions precedent to Merger Implementation Agreement)** all of the conditions set out in Schedule 3 of the Merger Implementation Agreement (other than those set out in items 3 and 4 of Schedule 3 of the Merger Implementation Agreement) being satisfied or waived in accordance with the terms of the Merger Implementation Agreement by the times indicated in the Merger Implementation Agreement;

(b) **(No termination)** the Merger Implementation Agreement or Scheme Deed Poll not being terminated prior to 8.00am on the Second Court Date;

(c) **(Court approval)** the Court having approved the Scheme, with or without any modification or condition, pursuant to section 411(4)(b) of the Corporations Act, and if applicable, MacPhersons and Intermin having accepted in writing any modification or condition made or required by the Court under section 411(6) of the Corporations Act and any such conditions having been satisfied or waived; and

(d) **(Court orders effective)** the coming into effect, pursuant to section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) of the Corporations Act (and, if applicable, section 411(6) of the Corporations Act) in relation to the Scheme.

The satisfaction of each of the conditions precedent in this clause 3.1 is a condition precedent to the operation of clauses 4 and 5.

3.2 Certificate

(a) Intermin and MacPhersons must provide to the Court at the Second Court Hearing a certificate confirming whether or not all of the conditions in Schedule 3 of the Merger Implementation Agreement (other than those set out in items 3 and 4 of Schedule 3 of the Merger Implementation Agreement) have been satisfied or waived in accordance with the terms of the Merger Implementation Agreement.

(b) The giving of a certificate by each of Intermin and MacPhersons in accordance with clause 3.2(a) will, in the absence of manifest error, be conclusive evidence of the matters referred to in the certificate.

3.3 Merger Implementation Agreement

Without limiting the rights under the Merger Implementation Agreement, if the Merger Implementation Agreement is terminated in accordance with its terms prior to 8.00am on the Second Court Date, Intermin and MacPhersons are each immediately released from:

(a) any further obligation to take steps to implement the Scheme; and

(b) any liability with respect to the Scheme.

3.4 Effective Date

The Scheme is Effective on the Effective Date.

3.5 End Date

This Scheme will lapse and be of no further force or effect if the Scheme has not become Effective on or before the End Date.

4 Implementation of the Scheme

4.1 Court order

This Scheme will become binding on MacPhersons and each Scheme Participant if and only if the Court makes an order under section 411(4)(b) of the Corporations Act approving this Scheme and that order becomes effective under section 411(10) of the Corporations Act.

4.2 Lodgement with ASIC

MacPhersons must lodge with ASIC an office copy of the order of the Court made under section 411(4)(b) of the Corporations Act approving this Scheme as soon as practicable and, in any event, by 5.00pm on the first Business Day after:

(a) the Court approves the Scheme; or

(b) the date of satisfaction of the conditions precedent referred to in clause 3.1 of this Scheme, whichever is the later.

4.3 Transfer of Scheme Shares

Subject to clause 4.4, all of the Scheme Shares (together with all rights and entitlements attaching to the Scheme Shares at the Implementation Date) will be transferred to Intermin on the Implementation Date (without the need for any further act by a Scheme Participant other than acts performed by MacPhersons pursuant to the authority in clause 4.10) by:

(a) MacPhersons executing and delivering to Intermin, pursuant to the authority in clause 4.10, a valid share transfer form or forms (which may be a master transfer) to transfer all of the Scheme Shares to Intermin;

(b) Intermin executing and delivering that share transfer form or those forms to MacPhersons; and

(c) MacPhersons, immediately upon receipt of the executed share transfer form or forms, entering the name and address of Intermin in the Register as the holder of all Scheme Shares transferred to Intermin in accordance with this Scheme.

4.4 Consideration under this Scheme

Subject to and in accordance with the other terms and conditions of this Scheme (including clauses 4.6, 4.7 and 4.9) and the Scheme Deed Poll, in consideration for the transfer of each Scheme Share to Intermin, Intermin will, on the Implementation Date, issue to each Scheme Participant the number of New Intermin Shares as are due to that Scheme Participant as Scheme Consideration.

4.5 Joint holders

In the case of Scheme Shares held in joint names, any certificates or uncertificated holding statements for New Intermin Shares to be issued to Scheme Participants will be issued in the names of the joint holders and will be forwarded to the holder whose name appears first in the Register on the Record Date.

4.6 Fractional entitlements

Where the calculation of the total number of New Intermin Shares to be issued to (or in respect of) a particular Scheme Participant would result in a fractional entitlement to a New Intermin Share, then, any such fractional entitlement will be rounded up to the nearest whole number.

4.7 Shareholding splitting or division

If Intermin is of the reasonable opinion that two or more Scheme Participants (each of whom holds a number of Scheme Shares which results in rounding in accordance with clause 4.6) have, before the Record Date, been party to shareholding splitting or division in an attempt to obtain unfair advantage by reference to such rounding, Intermin may give notice to those Scheme Participants:

(a) setting out their names and Registered Addresses;

(b) stating that opinion; and

(c) attributing to one of them specifically identified in the notice the Scheme Shares held by all of them,

and, after such notice has been given, the Scheme Participant specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of the other provisions of this Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Participants whose names and Registered Addresses are set out in the notice will, for the purposes of the other provisions of this Scheme, be taken to hold no Scheme Shares. Intermin, in complying with the other provisions of this Scheme relating to it in respect of the Scheme Participant specifically identified in the notice as the deemed holder of all the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to the other Scheme Participants named in the notice under the terms of this Scheme.

4.8 Scheme Participants bound

Each Scheme Participant who is to receive New Intermin Shares under this Scheme agrees (for all purposes including section 231 of the Corporations Act) to:

(a) become a member of Intermin and to accept the New Intermin Shares issued to them under this Scheme subject to, and to be bound by, Intermin's constitution and other constituent documents; and

(b) have their name and address entered into the Intermin Register.

4.9 Ineligible Foreign Holders

(a) Intermin will be under no obligation under this Scheme to issue, and will not issue, any New Intermin Shares to Ineligible Foreign Holders, and instead:

(i) all the New Intermin Shares which would otherwise be required to be issued to any Ineligible Foreign Holder under the Scheme, if they were eligible to receive them, will be issued to the Sale Agent;

(ii) Intermin will procure that, as soon as reasonably practicable (and in any event not more than fifteen (15) Business Days after the Implementation Date), the Sale Agent sells on ASX all of the New Intermin Shares issued to the Sale Agent pursuant to clause 4.9(a)(i) in such manner, at such price and on such other terms as the Sale Agent determines in good faith (and at the risk of the Ineligible Foreign Holders), and remits to Intermin the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) (**Proceeds**); and

(iii) Intermin will pay to each Ineligible Foreign Holder such fraction of the Proceeds as is equal to the number of New Intermin Shares which would have been issued to that Ineligible Foreign Holder (if they were eligible to receive New Intermin Shares) divided by the total number of New Intermin Shares issued to the Sale Agent under clause 4.9(i), promptly after the last sale of New Intermin Shares by the Sale Agent,

in full satisfaction of Intermin's obligations to those Ineligible Foreign Holders under the Scheme in respect of the Scheme Consideration.

(b) Intermin will pay the relevant fraction of the Proceeds to each Ineligible Foreign Holder by either:

(iv) dispatching, or procuring the dispatch, to that Ineligible Foreign Holder by prepaid post to that Ineligible Foreign Holder's Registered Address (at the Record Date), a cheque in the name of that Ineligible Foreign Holder; or

(v) making a deposit in an account with any ADI (as defined in the *Banking Act 1959* (Cwlth)) in Australia notified by that Ineligible Foreign Holder to MacPhersons (or the Share Registry) and recorded in or for the purposes of the Register at the Record Date,

for the relevant amount, with that amount being denominated in Australian dollars.

(c) Each Ineligible Foreign Holder appoints MacPhersons as its agent to receive on its behalf any financial services guide or other notices (including any updates of those documents) that the Sale Agent is required to provide to Ineligible Foreign Holders under the Corporations Act.

4.10 Authority given to MacPhersons

Each Scheme Participant will be deemed (without the need for any further act) to have irrevocably authorised MacPhersons (and each of its directors and officers, jointly and severally) as agent and attorney to do and execute all acts, matters, things and documents on the part of each Scheme Participant necessary to implement and give full effect to this Scheme and the transactions contemplated by it, including (without limitation):

(a) executing a proper instrument of transfer (including for the purposes of section 1071B of the Corporations Act) of their Scheme Shares in favour of

Intermin, which may be a master transfer of some or all Scheme Shares; and

(b) where Scheme Shares are held in a CHESS holding, causing a message to be transmitted to ASX Settlement in accordance with the ASX Operating Rules to transfer the Scheme Shares held by the Scheme Participant from the CHESS sub-register to the issuer sponsored subregister operated by MacPhersons and subsequently completing a proper instrument of transfer under paragraph (a) above.

4.11 Appointment of sole proxy

Upon the Scheme Consideration being issued by Intermin pursuant to this clause 4 and until MacPhersons registers Intermin as the holder of all Scheme Shares in the Register, each Scheme Participant:

(a) is deemed to have appointed Intermin as attorney and agent (and directed Intermin in such capacity) to appoint the chairman of Intermin as its sole proxy and, where applicable, corporate representative, to attend shareholders' meetings, exercise the votes attaching to the Scheme Shares registered in their name and sign any shareholders' resolution, and no Scheme Participant may itself attend or vote at any of those meetings or sign any resolutions, whether in person, by proxy or by corporate representative (other than pursuant to this clause 4.11(a); and

(b) must take all other actions in the capacity of a registered holder of Scheme Shares as Intermin reasonably directs.

5 Intermin's Obligations and Ancillary Matters

5.1 MacPhersons notice and Scheme Participant consent

(a) As soon as practicable after the Record Date, and in any event at least two (2) Business Days before the Implementation Date, MacPhersons must give to Intermin (or procure that Intermin be given) details of the names and addresses shown in the Register of all Scheme Participants and the number of Scheme Shares held by each of them at the Record Date (in such form as may be reasonably requested by Intermin).

(b) Scheme Participants agree that any information referred to in clause 5.1(a) may be disclosed to Intermin, Intermin's advisors, MacPhersons' advisors and other service providers (including the Intermin Registry) to the extent necessary to effect the Scheme.

5.2 Provision of Scheme Consideration

Subject to clauses 4.6, 4.7 and 4.9, Intermin will provide to each Scheme Participant the Scheme Consideration to which that Scheme Participant is entitled by:

(a) on the Implementation Date, issuing to that Scheme Participant 1 New Intermin Share for every 1.8227 Scheme Shares registered in the name of that Scheme Participant in the Register at the Record Date, which obligation will be satisfied by causing the name and Registered Address (at the Record Date) of that Scheme Participant to be entered into the Intermin Register as the holder of the New Intermin Shares issued to that Scheme Participant; and

(b) within five (5) Business Days after the Implementation Date, procuring the dispatch to that Scheme Participant of a certificate or uncertificated holding statement in the name of that Scheme Participant relating to the number of New Intermin Shares issued to that Scheme Participant.

5.3 Status of New Intermin Shares

The New Intermin Shares to be issued in accordance with this Scheme will:

(a) be validly issued;

(b) be fully paid;

(c) be free from any mortgage, charge, lien, encumbrance or other security interest; and

(d) rank equally in all respects with all other Intermin Shares then on issue (other than in respect of any dividend already declared and not yet paid by Intermin, where the record date for entitlement to that dividend occurred prior to the Implementation Date).

5.4 Deferred settlement trading

Intermin will use its reasonable endeavours to ensure that the New Intermin Shares are quoted on ASX initially on a deferred settlement basis on and from the Business Day after the Effective Date, and on an ordinary settlement basis on and from the Business Day following the Implementation Date.

5.5 Appointment of Intermin as attorney and agent

Each Scheme Participant, without need for any further act, irrevocably appoints Intermin and each of its directors and officers, jointly and severally, as that Scheme Participant's attorney and agent for the purpose of executing any form of application required for New Intermin Shares to be issued to that Scheme Participant under the Scheme.

6 Dealings in MacPhersons Shares

6.1 No issue

No MacPhersons Shares will be issued by MacPhersons after the Effective Date and before the Implementation Date.

6.2 No dealings after Record Date

Where this Scheme becomes binding as provided by clause 4.1, for the purposes of determining who are Scheme Participants, dealings in MacPhersons Shares will only be recognised if:

(a) in the case of dealings of a type to be effected using CHESS, the transferee is registered in the Register as the holder of the MacPhersons Shares at the Record Date; and

(b) in all other cases, registrable transfers or transmission applications in respect of those dealings are received by the Share Registry at or before the Record Date. MacPhersons will register registrable transfers or transmission applications of the kind referred to in clause 6.2(b) on or before the Record Date.

6.3 No registration of transfers

MacPhersons will not accept for registration nor recognise for any purpose any transmission application, transfer or other dealing in respect of Scheme Shares received after the Record Date, other than a transfer to Intermin in accordance with this Scheme.

6.4 Statements of holding

All statements of holdings (or certificates) for Scheme Shares will cease to have any effect from the Record Date as documents of title in respect of such Scheme

Shares. As from the Record Date, each entry current at that date on the Register relating to Scheme Shares will cease to be of any effect other than as evidence of entitlement to the Scheme Consideration.

6.5 Maintenance of Register

In order to determine entitlements to the Scheme Consideration, MacPhersons will maintain, or procure the maintenance of, the Register in accordance with this clause 6 until the Scheme Consideration has been provided to Scheme Participants, and the Register in this form will solely determine entitlements to the Scheme Consideration.

7 Quotation of MacPhersons Shares

7.1 Suspension of trading

MacPhersons will apply to ASX for suspension of trading of MacPhersons Shares on ASX after the close of trading on ASX on the Effective Date. It is expected that suspension of trading in MacPhersons Shares will occur from the commencement of the Business Day following the day on which MacPhersons notifies ASX of this Scheme becoming Effective.

7.2 Termination of quotation

On a date after the Implementation Date to be determined by Intermin and only after the transfer of the Scheme Shares has been registered in accordance with clause 4.3, MacPhersons will apply for termination of the official quotation of MacPhersons Shares and to have itself removed from the official list of ASX.

8 General

8.1 Scheme binding

Each Scheme Participant will transfer their Scheme Shares to Intermin (together with all rights and entitlements attaching to those Scheme Shares) in accordance with the terms of this Scheme and this Scheme binds MacPhersons and all Scheme Participants (including those who do not attend the Scheme Meeting, do not vote at the Scheme Meeting, or vote against this Scheme at the Scheme Meeting).

8.2 Enforcement of Scheme Deed Poll

(a) Each Scheme Participant appoints MacPhersons as its agent and attorney to enforce the Scheme Deed Poll against Intermin.

(b) MacPhersons undertakes in favour of each Scheme Participant to enforce the Scheme Deed Poll against Intermin on behalf of, and as agent and attorney for, the Scheme Participants.

8.3 Modifications and amendments

MacPhersons may by its counsel or solicitors (but only with the prior consent of Intermin, which consent may not be unreasonably withheld or delayed) consent on behalf of all persons concerned (including the Scheme Participants) to any modification of, or amendment to, or the making or imposition by the Court of any condition in respect of this Scheme.

8.4 Accidental omissions and non-receipt of notice

The accidental omission to give notice of the Scheme Meeting to any holder of MacPhersons Shares or the non-receipt of such a notice by any holder of MacPhersons Shares will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings at the Scheme Meeting.

8.5 Warranties by Scheme Participants

(a) Each Scheme Participant is deemed to have warranted to MacPhersons, in its own right and for the benefit of Intermin, that as at the Implementation Date:

(i) all of its Scheme Shares which are transferred to Intermin under the Scheme, including any rights and entitlements attaching to those Scheme Shares, will, at the date of transfer of them to Intermin, be:

(A) free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any “security interests” within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cwlth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind (but acknowledging that a security interest holder may potentially have an interest in the Scheme Consideration in accordance with the terms of such security interest); and

(B) fully paid;

(ii) it has full power and capacity to sell and to transfer its Scheme Shares to Intermin together with any rights and entitlements attaching to those Shares; and

(iii) it has no existing rights to be issued any MacPhersons Shares, MacPhersons Options, MacPhersons convertible notes or any other MacPhersons securities, other than, in the case of any Scheme Participant who is also the holder of MacPhersons Options, the right to receive MacPhersons Shares on the exercise of those MacPhersons Options in accordance with their terms.

(b) MacPhersons undertakes that it will provide the warranties in clause 8.5(a) to Intermin as agent and attorney of each Scheme Participant.

8.6 Title to and rights in Scheme Shares

(a) To the extent permitted by law, the Scheme Shares transferred under this Scheme will be transferred free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any “security interests” within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cwlth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind.

(b) On and from the Implementation Date, immediately after the issue by Intermin of the Scheme Consideration in the manner contemplated in clause 5.2, Intermin will be beneficially entitled to the Scheme Shares transferred to it under the Scheme pending registration by MacPhersons of Intermin in the Register as the holder of the Scheme Shares.

8.7 Binding instruction or notification

Except for a Scheme Participant’s tax file number, any binding instruction or notification from a Scheme Participant to MacPhersons relating to Scheme Shares at the Record Date (including any instructions relating to the payment of dividends or communications) will, from the Record Date, be deemed (except to the extent inconsistent with the other provisions of this Scheme or as determined otherwise by Intermin in its sole discretion) to be a similarly binding instruction or notification to Intermin in respect of the New Intermin Shares issued to the Scheme Participant until such time as it is revoked or amended in writing addressed to Intermin at the Intermin Registry.

8.8 Notices

Where a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post:

(a) to MacPhersons, it will not be deemed to be received in the ordinary course of post or on a day other than the date (if any) on which it was actually received at MacPhersons' registered office or the Share Registry; and

(b) to a Scheme Participant, it will be sent by ordinary pre-paid post (or by airmail in the case of Scheme Participants with overseas Registered Addresses) or courier to the Registered Address of the relevant Scheme Participant at the Record Date, or delivered to that address by any other means at no cost to the recipient.

8.9 Further obligations

MacPhersons and Intermin must each execute all deeds and other documents (including transfers) and do all acts and things as may be necessary or expedient on its part to implement and give full effect to this Scheme in accordance with its terms.

8.10 No liability

Neither MacPhersons nor Intermin, nor any of their respective officers, is liable to Scheme Participants for anything done or for anything omitted to be done in performance of this Scheme in good faith.

8.11 Costs and Duty

MacPhersons will pay the costs of the Scheme other than Duty. All Duty (if any) payable and any related fines, interest and penalties in connection with the transfer of the Scheme Shares to Intermin will be payable by Intermin.

8.12 Governing law

The Scheme is governed by the laws of Victoria. MacPhersons, Scheme Participants and Intermin each submit to the non-exclusive jurisdiction of the courts exercising jurisdiction in Victoria, and any court that may hear appeals from any of those courts, for any proceedings in connection with this document, and waive any right they might have to claim that those courts are an inconvenient forum.

Annexure C – Deed Poll

Deed Poll

MILLS OAKLEY

Level 2, 225 St Georges Terrace,
PERTH WA 6000
Telephone: +61 8 6167 9800
Facsimile: +61 8 6167 9898
DX 95, PERTH
www.millsoakley.com.au
Ref: SWPP/8056882

Parties

THIS DEED is made on the 10th day of April 2019

BY	**Intermin Resources Limited (ABN 88 007 761 186)** of 163 Stirling Highway, Nedlands WA 6009 (**Intermin**)
IN FAVOUR OF	Each Scheme Participant

Recitals

A. Intermin and MacPhersons have entered into the Merger Implementation Agreement.

B. MacPhersons has agreed in the Merger Implementation Agreement, subject to the satisfaction or waiver of certain conditions, to propose the Scheme.

C. Under the Scheme, all MacPhersons Shares held by Scheme Participants will be transferred to Intermin for the Scheme Consideration.

D. In accordance with the Merger Implementation Agreement, Intermin is entering into this Deed to covenant in favour of the Scheme Participants to perform its obligations under the Scheme.

Terms and Conditions

1 Definitions and Interpretation

1.1 Definitions

(a) In this Deed, unless the context requires otherwise:

Deed means this Scheme Deed Poll.

Merger Implementation Agreement means the merger implementation agreement between MacPhersons and Intermin dated 10 December 2018, as amended by deed of variation dated 14 December 2018.

MacPhersons means MacPhersons Resources Limited (ABN 98 139 357 967).

Sale Agent has the meaning given in the Scheme.

Scheme means the scheme of arrangement under Part 5.1 of the Corporations Act between MacPhersons and the Scheme Participants, subject to any alterations or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act and agreed to by MacPhersons and Intermin.

(b) Terms that are not defined in this Deed but that are defined in the Merger Implementation Agreement have the same meaning in this Deed as given to them in the Merger Implementation Agreement, unless the context requires otherwise.

1.2 Interpretation

The rules for interpretation specified in clause 1.2 of the Merger Implementation Agreement apply in interpreting this Deed, unless the context requires otherwise.

1.3 Nature of Deed Poll

Intermin acknowledges that:

(a) this Deed may be relied on and enforced by each and any Scheme Participant in accordance with its terms even though the Scheme Participants are not party to it; and

(b) under the Scheme, each Scheme Participant irrevocably appoints MacPhersons and any of MacPhersons' directors (jointly and each of them severally) as its agent and attorney, inter alia, to enforce this Deed against Intermin.

2 Condition Precedent and Termination

2.1 Condition

Intermin's obligations under clause 3 of this Deed are subject to the Scheme becoming Effective.

2.2 Termination

If:

(a) the Merger Implementation Agreement is terminated in accordance with its terms before the Scheme becomes Effective; or

(b) the Scheme does not become Effective on or before the End Date,

Intermin's obligations under this Deed will automatically terminate and the terms of this Deed will be of no further force or effect, unless Intermin and MacPhersons otherwise agree in writing in accordance with the Merger Implementation Agreement.

2.3 Consequences of termination

If this Deed is terminated under clause 2.2 of this Deed, then, in addition and without prejudice to any other rights, powers or remedies available to it:

(a) Intermin is released from its obligations to further perform this Deed except those obligations contained in clause 9.3 of this Deed and any other obligations which by their nature survive termination; and

(b) each Scheme Participant retains any rights, power or remedies it has against Intermin in respect of any breach of this Deed by Intermin which occurred before termination of this Deed.

3 Provision of Scheme Consideration

3.1 Performance of obligations generally

Subject to clause 2 of this Deed, Intermin undertakes in favour of each Scheme Participant to perform the actions attributed to it under the Scheme as if it were a party to the Scheme.

3.2 Undertaking to provide Scheme Consideration

Subject to clauses 2 and 3.4 of this Deed, in consideration of the transfer of each MacPhersons Share to Intermin, Intermin must on the Implementation Date:

(a) acquire all MacPhersons Shares on issue at the Record Date from Scheme Participants, in accordance with the provisions of the Scheme;

(b) issue the Scheme Consideration to each Scheme Participant (other than to Ineligible Foreign Holders, who will be dealt with in accordance with clause 3.4 of this Deed); and

(c) otherwise do all things necessary or expedient on its part to implement the Scheme.

3.3 Satisfaction of obligation to provide Scheme Consideration

The obligation of Intermin to provide the Scheme Consideration referred to in clause 3.2(b) of this Deed will be satisfied by Intermin:

(a) on the Implementation Date, passing a resolution of directors and doing all other things necessary to validly issue the New Intermin Shares comprising the Scheme Consideration due to that Scheme Participant (other than an Ineligible Foreign Holder) and entering in the register of members of Intermin the name and registered address of each Scheme Participant, in relation to all the New Intermin Shares issued to each Scheme Participant as Scheme Consideration in accordance with the Scheme;

(b) on the Implementation Date, passing a resolution of directors and doing all other things necessary to validly issue to the Sale Agent all the New Intermin Shares required to be issued to the Sale Agent under the Scheme rather than to an Ineligible Foreign Holder, and entering the name and registered address of the Sale Agent in the register of members of Intermin as the holder of those New Intermin Shares;

(c) on or as soon as practicable after the Implementation Date (and in any event within five (5) Business Days of the Implementation Date), dispatching to each Scheme Participant, by pre-paid post to his or her address as recorded in MacPhersons' Register at the Record Date or to the Sale Agent (as the case may be), a certificate or uncertificated holding statement in the name of that Scheme Participant representing the number of New Intermin Shares issued to that Scheme Participant;

(d) on the Implementation Date, executing a valid share transfer form or forms (which may be a master transfer) as contemplated by clause 4.3 of the Scheme effecting the transfer of the Scheme Shares from the Scheme Participants to Intermin and must deliver such executed share transfer form or forms to MacPhersons for registration; and

(e) procuring, as soon as reasonably practicable (and in any event not more than fifteen (15) Business Days after the Implementation Date) that the Sale Agent sell any New Intermin Shares issued to it and remit the proceeds to the relevant Ineligible Foreign Holders, in accordance with the Scheme.

3.4 Ineligible Foreign Holders

Intermin will be under no obligation under the Scheme to issue, and will not issue, any New Intermin Shares to an Ineligible Foreign Holder, and instead where a Scheme Participant is an Ineligible Foreign Holder, the number of New Intermin Shares to which the Scheme Participant would otherwise be entitled, will be issued to a nominee approved by Intermin, MacPhersons and (if necessary) ASIC who will sell those New Intermin Shares as soon as practicable and in accordance with clause 3.3(e) of this Deed (at the risk of that Ineligible Foreign Holder) and pay the proceeds received, after deducting any applicable brokerage, Duty and other taxes and charges, to that Ineligible Foreign Holder in full satisfaction of that Ineligible Foreign Holder's rights under the Scheme to Scheme Consideration.

3.5 Joint holders

In the case of MacPhersons Shares held by Scheme Participants in joint names:

(a) any entry in the register of members of Intermin required to be made must record the names and registered addresses of the joint holders; and

(b) any certificates or uncertificated holding statement for New Intermin Shares must be issued to Scheme Participants in the names of the joint holders and must be forwarded to the holder whose name first appears in MacPhersons Register at the Record Date.

4 Quotation of New Intermin Shares

Intermin must use its best endeavours to procure that the New Intermin Shares to be issued pursuant to the Scheme will be quoted on ASX initially on a deferred settlement basis on and from the Business Day after the Effective Date, and on an ordinary settlement basis on and from the Business Day following the Implementation Date.

5 Representations and Warranties

Intermin represents and warrants that:

(a) **(status)** it is a company limited by shares and validly existing;

(b) **(power)** it has full legal capacity and power to enter into this Deed and to carry out the transactions that this Deed contemplates;

(c) **(corporate authority)** it has taken all corporate action that is necessary or desirable to authorise its entry into this Deed and its carrying out of the transactions this Deed contemplates;

(d) **(Deed effective)** this Deed constitutes legal, valid and binding obligations, enforceable against it in accordance with its terms (except to the extent limited by equitable principles and laws affecting creditor's rights generally) subject to any necessary stamping;

(e) (**solvency**) it is not Insolvent; and

(f) **(rank equally)** the New Intermin Shares to be issued pursuant to the Scheme will be validly issued, fully paid and free from any mortgage, charge, lien, encumbrance or other security interest and will rank equally in all respects with all other Intermin Shares then on issue (other than in respect of any dividend already declared and not yet paid by Intermin, where the record date for entitlement to that dividend occurred prior to the Implementation Date).

6 Continuing Obligations

This Deed is irrevocable and, subject to clause 2 of this Deed, remains in full force and effect until Intermin has completely performed its obligations under this Deed or the earlier termination of this Deed under clause 2.

7 Notices

7.1 Form and delivery

Any notice, certificate, consent, application, direction, demand, approval, waiver or other communication given or made to Intermin under or in connection with this this Deed (**Communication**) must be:

(a) in writing;

(b) signed by the sender or (on the sender's behalf) by the solicitor for, or any attorney, director, secretary or authorised agent of, that sender; and

(c) delivered by hand or posted by prepaid post to the address, or sent by fax to the number, specified in clause 7.5 or such other address or number as is notified in writing by Intermin.

7.2 When effective

Communications take effect from the time they are received or taken to be received under clause 7.3 of this Deed (whichever happens first) unless a later time is specified.

7.3 When taken to be received

Communications are taken to be received :

(a) if sent by post, four days after posting (or seven days after posting if sent from one country to another);

(b) if sent by fax, at the time in the transmission report as the time that the whole fax was sent; or

(c) if delivered by hand, on delivery.

7.4 Receipt outside business hours

Despite clauses 7.2 and 7.3 of this Deed, if Communications are received, or taken to be received under clause 7.3 of this Deed, after 5.00pm in the place of receipt or on a non-Business Day, they are taken to be received at 9.00am on the next Business Day and take effect from that time unless a later time is specified.

7.5 Initial details

The address and details of Intermin as at the date of this Deed are as follows:

Attention: Managing Director

Delivery and postal address:

Intermin Resources Limited, 163 Stirling Highway, Nedlands WA 6009

Facsimile: +61 8 9386 9473

8 Amendment and Assignment

8.1 Amendment

This Deed may not be varied unless:

(a) before the Second Court Date, the variation is agreed to in writing by MacPhersons; or

(b) on or after the Second Court Date, the variation is agreed to in writing by MacPhersons and is approved by the Court, in which event, Intermin must enter into a further deed poll in favour of Scheme Participants giving effect to that amendment.

8.2 Assignment

The rights and obligations of a person under this Deed are personal. They cannot be assigned, novated, encumbered, charged or otherwise dealt with, and no person shall attempt or purport to do so.

9 General

9.1 Governing law

This Deed is governed by and must be construed according to the law applying in Victoria.

9.2 Jurisdiction

Each party irrevocably:

(a) submits to the non-exclusive jurisdiction of the courts of Victoria, and any courts competent to determine appeals from any of those courts, with respect to any proceedings that may be brought at any time relating to or in connection with this Deed; and

(b) waives any objection that it may now or in the future have to the venue of any proceedings, and any claim that it may now or in the future have that any proceedings have been brought in an inconvenient forum, if that venue falls within clause (a) of this Deed.

9.3 Duty

Intermin must pay all Duty and any related fines, interest and penalties, in respect of or in connection with this Deed, the performance of this Deed and each transaction effected by or made or any instrument executed under this Deed or the Scheme, including the transfer of Scheme Shares under the Scheme.

9.4 Waiver of rights

(a) Failure to exercise or enforce, or a delay in exercising or enforcing, or the partial exercise or enforcement, of a right provided by law or under this Deed by a party does not preclude, or operate as a waiver of, the exercise or enforcement, or further exercise or enforcement, of that or any other right provided by law or under this Deed.

(b) A waiver or consent given by a party under this Deed is only effective and binding on that party if it is given or confirmed in writing by that party.

(c) No waiver of a breach of a term of this Deed operates as a waiver of another breach of that term or of a breach of any other term of this Deed.

9.5 Consent

Intermin consents to MacPhersons producing this Deed to the Court.

9.6 Further assurances

Intermin must promptly do all further acts and execute and deliver all further documents necessary or desirable to give full effect to this Deed and the transactions contemplated by this Deed.

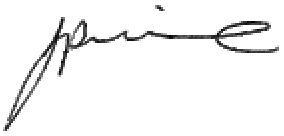
9.7 Severability

If the whole or any part of a provision of this Deed is void, unenforceable or illegal in a jurisdiction it is severed for that jurisdiction. The remainder of this Deed has full force and effect and the validity or enforceability of that provision in any other jurisdiction is not affected. This clause 9.7 has no effect if the severance alters the basic nature of this Deed or is contrary to public policy.

Execution Page

EXECUTED as a Deed Poll

EXECUTED by Intermin Resources Limited)
(ABN 88 007 761 186) in accordance with section)
127(1) of the Corporations Act 2001 (Cwlth)



Signature of Director

Signature of Director / Company Secretary
(delete as applicable)

Jonathan Paul Price
Name of Director
(Please print)

Bianca Sarah Taveira
Name of Director / Company Secretary
(Please print)

Annexure D – Notice of Scheme Meeting

MacPhersons Resources Limited (ACN 139 357 967)

Notice of meeting

Notice is hereby given that, by an order of the Supreme Court of Victoria pursuant to section 411(1) of the *Corporations Act 2001* (Cwlth), a meeting of ordinary shareholders of MacPhersons Resources Limited will be held at Level 9, 40 St Georges Terrace, Perth on 31 May 2019 at 10 am (Perth time).

Business of meeting

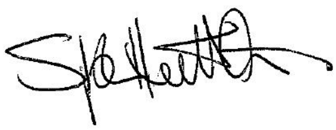
The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to a Scheme of Arrangement (with or without modification) to be made between MacPhersons and MacPhersons' Shareholders.

Scheme Resolution

The Scheme Meeting will be asked to consider, and, if thought fit, to pass the following resolution:

> "That pursuant to and in accordance with section 411 of the Corporations Act, the Scheme of Arrangement (the terms of which are described in the Scheme Booklet of which the notice convening this meeting forms part) is agreed to (with or without modification as approved by the Supreme Court of Victoria)."

By order of the board of MacPhersons Resources Limited



Stephen Hewitt-Dutton
Company Secretary

Dated 17 April 2019

Explanatory notes

Material accompanying this notice

This notice of meeting and the Scheme Resolution should be read in conjunction with the booklet of which this notice forms part (**Scheme Booklet**). Terms used in this notice, unless otherwise defined, have the same meaning as set out in the glossary in Section 11 of this Scheme Booklet.

A copy of the Scheme of Arrangement is contained in Annexure B to this Scheme Booklet.

A Proxy Form also accompanies this notice.

Voting

Your vote is important. For the Scheme to proceed, it is necessary that the requisite majority of MacPhersons Shareholders vote in favour of the Scheme.

The MacPhersons Directors unanimously recommend that you vote in favour of the Scheme Resolution, in the absence of a Superior Proposal. They each intend to vote all MacPhersons Shares held or controlled by them in favour of the Scheme Resolution, in the absence of a Superior Proposal.

Majorities required

In accordance with section 411(4)(a) of the Corporations Act, for the Scheme of Arrangement to be Effective, the Scheme Resolution must be passed by:

- unless the court orders otherwise, a majority in number of holders of ordinary shares present and voting (either in person or by proxy); and
- at least 75% of the votes cast on the resolution.

Quorum

A quorum for a meeting of MacPhersons Shareholders is 3 or more members present at the meeting who are entitled to vote on a resolution at the meeting as at 10 am (Perth time) on 29 May 2019 (in person, by proxy or representative).

Court approval

In accordance with section 411(4)(b) of the Corporations Act, to become Effective, the Scheme of Arrangement must be approved by the order of the Court. If the Scheme Resolution set out in this notice is agreed to by the required majorities set out above and the Conditions Precedent set out in the Scheme of Arrangement are satisfied or waived, MacPhersons will apply to the Court for the necessary orders to give effect to the Scheme of Arrangement.

Determination of entitlement to attend and vote

Only MacPhersons Shareholders registered as members at 5 pm (Perth time) on the 29 May 2019 are entitled to attend and vote at the Scheme Meeting

How to vote

If you are a MacPhersons Shareholder entitled to attend and vote at the Scheme Meeting, you may vote by:

- attending the Scheme Meeting in person;
- appointing an attorney to vote on your behalf;

- appointing a proxy to attend on your behalf; or
- in the case of a corporation which is a MacPhersons Shareholder, by appointing an authorised corporate representative to attend on its behalf.

Voting at the Scheme Meeting will occur by poll

All persons attending the Scheme Meeting are asked to arrive at least 30 minutes prior to the time the Scheme Meeting is to commence, so that either their shareholding may be checked against the Register, their power of attorney or appointment as corporate representative can be verified (as the case may be), and their attendance noted.

Jointly held securities

If the MacPhersons Shares are jointly held, only one of the joint shareholders can vote. If more than one shareholder votes in respect of jointly held MacPhersons Shares, only the vote of the shareholder whose name appears first on the Register will be counted.

Voting in person

To vote in person at the Scheme Meeting, you must attend the Scheme Meeting to be held at Level 9, 40 St Georges Terrace on 31 May 2019. The Scheme Meeting will commence at 10 am (Perth time).

A MacPhersons Shareholder who wishes to attend and vote at the Scheme Meeting in person will be admitted to the Scheme Meeting and given a voting card on disclosure at the point of entry to the meeting of their name and address.

Voting by proxy

A MacPhersons Shareholder entitled to attend and vote at the meeting is also entitled to appoint a proxy to vote on their behalf. The Proxy Form is enclosed with this Scheme Booklet. You may submit your proxy online by following the instructions in the Proxy Form. You may appoint not more than 2 proxies to attend and act for you at the Scheme Meeting. A proxy need not be a MacPhersons Shareholder. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. If no such number or proportion is specified, each proxy may exercise half of your votes.

If you do not instruct your proxy on how to vote, your proxy may vote as he or she sees fit at the Scheme Meeting.

A proxy will be admitted to the Scheme Meeting and given a voting card on providing at the point of entry to the Scheme Meeting written evidence of their name and address.

The sending of a Proxy Form will not preclude a MacPhersons Shareholder from attending in person and voting at the Scheme Meeting if the MacPhersons Shareholder is entitled to attend and vote.

Please refer to the enclosed Proxy Form for instructions on completion and lodgement. A reply paid envelope is enclosed for shareholders who wish to post back their Proxy Form. Please note that Proxy Forms must be received by the MacPhersons Registry by no later than 48 hours prior to the Scheme Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.

If you sign and return a Proxy Form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

How the Chair will vote undirected proxies

The Chair intends to vote any available undirected proxy in favour of the Scheme Resolution. You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, and the Proxy Form does not specify whether to vote ‘For’, ‘Against’ or ‘Abstain’, this will be taken as a direction to the Chair to vote in accordance with his stated voting intention, which is to vote in favour of the Scheme Resolution. MacPhersons Shareholders always have the ability to appoint the Chair as their proxy and direct him to cast the votes contrary to the Chair's stated voting intention or to abstain from voting on a resolution. If you appoint the Chair as your proxy but do not wish him to vote in favour of the Scheme Resolution, it is important for you to complete the voting directions in respect of the Scheme Resolution on the Proxy Form.

Voting by attorney

Powers of attorney must be received before the commencement of the Scheme Meeting (or if the meeting is adjourned, before the resumption of the meeting in relation to the resumed part of the Scheme Meeting).

An attorney will be admitted to the Scheme Meeting and given a voting card on providing at the point of entry of the Scheme Meeting written evidence of their appointment, their name and address and the identity of their appointer.

The sending of a power of attorney will not preclude a MacPhersons Shareholder from attending in person and voting at the Scheme Meeting if the MacPhersons Shareholder is entitled to attend and vote.

Voting by corporate representative

To vote at the Scheme Meeting (other than by proxy or attorney), a corporation that is a MacPhersons Shareholder must appoint a person to act as its representative. The appointment must comply with section 250D of the Corporations Act.

An authorised corporate representative will be admitted to the Scheme Meeting and given a voting card on providing at the point of entry to the Scheme Meeting written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer.

Lodgement of proxies

Proxy Forms should be sent to the MacPhersons Registry using the enclosed reply paid envelope, or if you are outside of Australia or do not use the reply paid envelope to GPO Box 5193, Sydney NSW 2001. You may also submit your proxy vote online by following the instructions on the Proxy Form.

Annexure E – Coolgardie Tenements

E15/986*	L15/170	M15/515*	M15/1341	P15/5703	P15/5964	P15/6254
G15/7	L15/171	M15/595	M15/1357	P15/5704	P15/5965	P15/6255**
L15/27	L15/172	M15/630	M15/1358	P15/5712	P15/5966	P15/6256
L15/28	L15/173	M15/636*	M15/1359	P15/5713	P15/5967	P15/6257
L15/34	L15/174	M15/645	M15/1384	P15/5714	P15/5968	P15/6332
L15/42	L15/175	M15/646	M15/1422	P15/5717	P15/5969	P15/6333
L15/51	L15/177	M15/660	M15/1432	P15/5729	P15/5970	P15/5626
L15/59	L15/179	M15/662*	M15/1433	P15/5730	P15/5971	P15/5629*
L15/63	L15/186	M15/675*	M15/1434	P15/5731	P15/5972	P15/5702
L15/71	L15/193	M15/709*	M15/1444	P15/5732	P15/5987	
L15/77	L15/194	M15/711*	M15/1461	P15/5733	P15/5995	
L15/78	L15/200	M15/761*	M15/1760	P15/5734	P15/6002*	
L15/88	L15/211	M15/770	M15/1788*	P15/5735	P15/6006*	
L15/90	L15/283	M15/781*	M15/1789*	P15/5736	P15/6033	
L15/95	L15/294	M15/791*	M15/1793	P15/5738	P15/6102	
L15/96	L15/371	M15/827	M15/1809	P15/5739	P15/6118*	
L15/114	M15/23	M15/852	M15/1836	P15/5740	P15/6119*	
L15/116	M15/150*	M15/857	M15/1853	P15/5741	P15/6120*	
L15/119	M15/154	M15/871*	P15/5159*	P15/5742	P15/6121*	
L15/122	M15/237*	M15/877*	P15/5519***	P15/5743	P15/6122*	
L15/123	M15/277*	M15/958	P15/5522***	P15/5749	P15/6123*	
L15/126	M15/365	M15/966	P15/5527*	P15/5750	P15/6176	
L15/127	M15/384*	M15/981*	P15/5528***	P15/5756	P15/6177	
L15/130	M15/385*	M15/1114	P15/5550***	P15/5807*	P15/6178	
L15/161	M15/391*	M15/1153*	P15/5574	P15/5939	P15/6250**	
L15/164	M15/410	M15/1262	P15/5575	P15/5946*	P15/6251	
L15/168	M15/411	M15/1293	P15/5576	P15/5949*	P15/6252	
L15/169	M15/412	M15/1294	P15/5625*	P15/5963	P15/6253	

Notes

* Application for forfeiture has been lodged in respect of the tenement.
** Application for the grant of tenements has been withdrawn.
*** Dead tenement (no longer active)

Annexure F - Independent Expert's Report

MACPHERSONS RESOURCES LIMITED
Independent Expert's Report

12 April 2019

Financial Services Guide

12 April 2019

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 (‘**we**’ or ‘**us**’ or ‘**ours**’ as appropriate) has been engaged by MacPhersons Resources Limited (‘**MacPhersons**’) to provide an independent expert’s report on the proposed merger between MacPhersons and Intermin Resources Limited (‘**Intermin**’) by way of a Scheme of Arrangement. You will be provided with a copy of our report as a retail client because you are a shareholder of MacPhersons.

Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide (‘**FSG**’). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- Who we are and how we can be contacted;
- The services we are authorised to provide under our Australian Financial Services Licence, Licence No. 316158;
- Remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- Any relevant associations or relationships we have; and
- Our internal and external complaints handling procedures and how you may access them.

Information about us

BDO Corporate Finance (WA) Pty Ltd is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients.

When we provide the authorised financial services we are engaged to provide expert reports in connection with the financial product of another person. Our reports indicate who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice

We only provide general financial product advice, not personal financial product advice. Our report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice.

Fees, commissions and other benefits that we may receive
We charge fees for providing reports, including this report. These fees are negotiated and agreed with the person who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for this engagement is approximately $50,000.

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

Remuneration or other benefits received by our employees
All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from MacPhersons for our professional services in providing this report. That fee is not linked in any way with our opinion as expressed in this report.

Referrals
We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution
Internal complaints resolution process
As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing addressed to The Complaints Officer, BDO Corporate Finance (WA) Pty Ltd, PO Box 700 West Perth WA 6872.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than **45 days** after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme
A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority ('**AFCA**').

AFCA is an external dispute resolution scheme that deals with complaints from consumers in the financial system. It is a not-for-profit company limited by guarantee and authorised by the responsible federal minister. AFCA was established on 1 November 2018 to allow for the amalgamation of all Financial Ombudsman Service ('**FOS**') schemes into one. AFCA will deal with complaints from consumers in the financial system by providing free, fair and independent financial services complaint resolution. If an issue has not been resolved to your satisfaction you can lodge a complaint with AFCA at any time.

Our AFCA Membership Number is 12561. Further details about AFCA are available on its website www.afca.org.au or by contacting it directly via the details set out below.

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
AFCA Free call: 1800 931 678
Website: www.afca.org.au
Email: info@afca.org.au

You may contact us using the details set out on page 1 of the accompanying report.

TABLE OF CONTENTS

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

12 April 2019

The Directors
MacPhersons Resources Limited
109 Maritana Street
Kalgoorlie WA 6430

Dear Directors

INDEPENDENT EXPERT'S REPORT

1. Introduction

On 11 December 2018, MacPhersons Resources Limited ('**MacPhersons**' or '**the Company**') announced that it had executed a Merger Implementation Agreement with Intermin Resources Limited ('**Intermin**'), to progress the proposed merger of the two companies by way of a Scheme of Arrangement ('**SIA**'). Under the SIA, MacPhersons' shareholders will receive one Intermin share for every 1.8227 MacPhersons shares held ('**Scheme Consideration**') and MacPhersons will become a wholly owned subsidiary of Intermin ('**the Scheme**'). Upon implementation of the Scheme, each share in Intermin that a MacPhersons' shareholder will receive will be a share in the combined post-Scheme entity ('**Proposed Merged Entity**').

Subject to Intermin shareholder approval, the Proposed Merged Entity will be renamed Horizon Minerals Limited.

MacPhersons and Intermin are both public companies, listed on the Australian Securities Exchange ('**ASX**').

2. Summary and Opinion

2.1 Requirement for the report

The directors of MacPhersons have requested that BDO Corporate Finance (WA) Pty Ltd ('**BDO**') prepare an independent expert's report ('**our Report**') to express an opinion as to whether or not the Scheme is in the best interests of the shareholders of MacPhersons ('**Shareholders**').

Our Report is prepared pursuant to section 411 of the Corporations Act 2001 Cth ('**Corporations Act**' or '**the Act**') and is to accompany the scheme booklet for MacPhersons in order to assist the Shareholders in their decision whether to approve the Scheme.

2.2 Approach

Our Report has been prepared having regard to Australian Securities and Investments Commission ('**ASIC**') Regulatory Guide 60 'Schemes of Arrangements' ('**RG 60**'), Regulatory Guide 111 'Content of Expert's Reports' ('**RG 111**') and Regulatory Guide 112 'Independence of Experts' ('**RG 112**').

In arriving at our opinion, we have assessed the terms of the Scheme as outlined in the body of this report. We have considered:

- How the value of 1.8227 Macphersons shares prior to the Scheme compares to the value of a share in the Proposed Merged Entity following the Scheme;
- The likelihood of an alternative offer being made to MacPhersons;
- Other factors which we consider to be relevant to the Shareholders in their assessment of the Scheme; and
- The position of Shareholders should the Scheme not proceed.

2.3 Opinion

We have considered the terms of the Scheme as outlined in the body of this report and have concluded that, in the absence of an alternative offer, the Scheme is fair and reasonable and in the best interests of Shareholders.

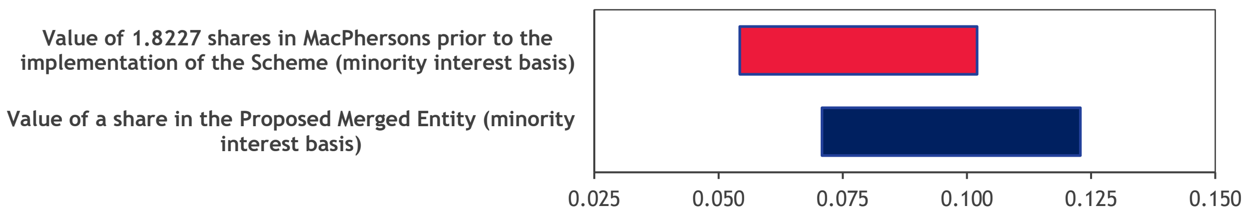
2.4 Fairness

In section 13 we determined how the value of 1.8227 shares in MacPhersons prior to the implementation of the Scheme (on a minority interest basis) compares to the value of a share in the Proposed Merged Entity to be received by Shareholders as consideration under the Scheme (on a minority interest basis). This is detailed in the table below:

Fairness assessment	Ref	Low value $	Preferred value $	High value $
Value of 1.8227 shares in MacPhersons prior to the implementation of the Scheme (minority interest basis)	11.3	0.054	0.073	0.102
Value of a share in the Proposed Merged Entity (minority interest basis)	12.1	0.071	0.091	0.123

Source: BDO analysis

The above valuation ranges are graphically presented below:



The above pricing indicates that, in the absence of any other relevant information, and an alternative offer, the Scheme is fair for Shareholders.

This fairness assessment excludes the impact of the proposed acquisition of the Coolgardie Gold Project (‘**Coolgardie Project**’) from Focus Minerals Limited (‘**Focus**’) as announced to the market on 11 February 2019 (‘**the Proposed Acquisition**’). We have considered the impact of the Proposed Acquisition on fairness in Section 13.1.

2.5 Reasonableness

We have considered the analysis in Section 14 of this report, in terms of both

- advantages and disadvantages of the Scheme excluding the Proposed Acquisition;
- advantages and disadvantages of the Scheme including the Proposed Acquisition; and
- other considerations, including the position of Shareholders if the Scheme does not proceed.

In our opinion, the position of Shareholders if the Scheme is approved is more advantageous than the position if the Scheme is not approved. Accordingly, in the absence of any other relevant information and/or an alternative proposal we believe that the Scheme is reasonable for Shareholders.

The respective advantages and disadvantages considered are summarised below:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
14.1.1	The Scheme is fair	14.2.1	The Scheme will result in the dilution of existing Shareholders' interests
14.1.2	Implementation of the Scheme may result in cost synergies and efficiency benefits	14.2.2	The Scheme will decrease Shareholders' exposure to the potential upside of MacPhersons exploration assets
14.1.3	Creation of a combined group with a stronger financial position		
14.1.4	The Proposed Merged Entity will have a larger market presence, which may result in improved liquidity and an increased ability to raise capital		
14.1.5	Broader expertise and increased experience of the Board of Directors of the Proposed Merged Entity		
14.1.6	Obviates the material uncertainty in relation to going concern		

We note the Proposed Acquisition is a material event that will impact the operational, capital and risk profile of the Proposed Merged Entity. Accordingly, we have assessed the respective advantages and disadvantages of the Proposed acquisition in addition to the advantages and disadvantages of the Scheme:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
14.5.1	Increase in Mineral Resource in close proximity to the Proposed Merged Entity	14.5.2	The Proposed Acquisition will result in the dilution of Shareholders' interests
14.5.1	Access to Three Mile Hill processing plant	14.5.2	Risk of the further dilution of Shareholders' interests to fund the Proposed Acquisition

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
14.5.1	Creation of a combined group with a stronger financial position		

Other key matters we have considered include:

Section	Description
14.3	Alternative proposals
14.4	Practical level of control
14.6	Post-announcement pricing
14.7	Taxation implications

3. Scope of the Report

3.1 Purpose of the Report

The Scheme is to be implemented pursuant to section 411 of the Corporations Act ('**Section 411**'). Part 3 of Schedule 8 to the Corporations Act Regulations 2001 (Cth) ('**Regulations**') prescribes the information to be sent to shareholders in relation to schemes of arrangement pursuant to Section 411.

An independent expert's report must be obtained by a scheme company if:

- there are one or more common directors; or
- the other party to the scheme holds 30% or more of the voting shares in the scheme company.

The expert must be independent and must state whether or not, in his or her opinion, the proposed scheme is in the best interests of the members of the company the subject of the scheme and setting out his or her reasons for that opinion.

There are no common directors of MacPhersons and Intermin, nor is there any other party to the Scheme that holds 30% or more of the scheme company. Accordingly, there is no requirement for this report pursuant to Section 411. Notwithstanding the fact that there is no legal requirement to engage an independent expert to report on the Scheme, the directors of MacPhersons have requested that BDO prepare this report as if it were an independent expert's report pursuant to section 411, and to provide an opinion as to whether the Scheme is in the best interests of shareholders of MacPhersons.

3.2 Regulatory guidance

Neither the Act nor the Regulations defines the term 'in the best interests of'. In determining whether the Scheme is in the best interests of Shareholders, we have had regard to the views expressed by ASIC in RG 111. This regulatory guide provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

A key matter under RG 111 that an expert needs to consider when determining the appropriate form of analysis is whether or not the effect of the transaction is comparable to a takeover bid and is therefore representative of a change of 'control' transaction.

In the circumstance of a scheme that achieves the same outcome as a takeover bid, RG 111 suggests that the form of the analysis undertaken by the independent expert should be substantially the same as for a takeover. Independent expert reports required under the Act in the circumstance of a takeover are required to provide an opinion as to whether or not the takeover bid is 'fair and reasonable'. While there is no definition of 'fair and reasonable', RG 111 provides some guidance as to how the terms should be interpreted in a range of circumstances.

RG 111 suggests that an opinion as to whether transactions are fair and reasonable should focus on the purpose and outcome of the transaction, that is, the substance of the transaction rather than the legal mechanism to effect the transaction.

Schemes of arrangement pursuant to Section 411 can encompass a wide range of transactions. Accordingly, 'in the best interests' must be capable of a broad interpretation to meet the particular circumstances of each transaction. This involves a judgment on the part of the expert as to the overall commercial effect of the transaction, the circumstances that have led to the transaction and the alternatives available.

The expert must weigh up the advantages and disadvantages of the proposed transaction and form an overall view as to whether shareholders are likely to be better off if the proposed transaction is implemented than if it is not. This assessment is the same as that required for a 'fair and reasonable' assessment in the case of a takeover. If the expert would conclude that a proposal was 'fair and reasonable' if it was in the form of a takeover bid, the expert will also be able to conclude that the scheme is in the best interests of shareholders. An opinion of 'in the best interests' does not imply the best possible outcome for shareholders.

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price or consideration is equal to or greater than the value of the securities which are the subject of the offer. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. Further to this, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being 'not fair' the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid.

Furthermore, RG111.31 requires the expert to assess whether a scrip takeover is in effect a merger of entities of equivalent value ('**Merger of Equals**') when control of the merged entity will be shared equally between the bidder and the target. In our assessment of whether the Scheme should be analysed as a Merger of Equals, we have considered the following factors:

- The collective interest of Shareholders and Intermin shareholders in the Proposed Merged Entity;
- The contribution by MacPhersons and Intermin to the assets and liabilities of the Proposed Merged Entity;
- The comparative trading performance of MacPhersons' and Intermin's securities, and their relative market capitalisations;
- The composition of the board of directors of the Proposed Merged Entity upon implementing the Scheme;
- Whether any shareholders from either company will be in a position to control or significantly influence the Proposed Merged Entity; and
- Whether implementing the Scheme precludes Shareholders and Intermin shareholders from receiving a control premium for their shares in the future.

Following the implementation of the Scheme, Shareholders will collectively hold approximately 45% of the Proposed Merged Entity's issued capital on an undiluted basis with Intermin shareholders retaining approximately 55% on an undiluted basis.

The trading performance of MacPhersons' and Intermin's securities on the ASX are broadly similar with 2.66% of MacPhersons' issued capital, and 5.64% of Intermin's issued capital traded in the 90-trading-day period prior to the announcement of the Scheme. We note that on 6 December 2018, being the last full trading day prior to the announcement of the Scheme, MacPhersons had a market capitalisation of $28.43 million and Intermin had a market capitalisation of $34.13 million.

The board of the Proposed Merged Entity will have four members, comprised of two existing Directors from MacPhersons and two existing Directors from Intermin.

Following implementation of the Scheme, there will not be a single shareholder, or group of associated shareholders holding in excess of 20% of the issued capital of the Proposed Merged Entity. This means that the Scheme does not reduce the opportunity for MacPhersons and Intermin shareholders to receive a control premium for their shares from a takeover offer in the future.

Having regard to these factors, we consider that the Scheme should be evaluated as a Merger of Equals and not a control transaction. Consequently, the consideration offered and securities given up should be assessed on an equivalent basis. As the implementation of the Scheme will not preclude either MacPhersons and Intermin shareholders from receiving a control premium for their shares in the future, we have assessed the consideration offered and securities given up, on a minority interest basis.

Having regard to the above, BDO has completed this comparison in three parts:

- A comparison between the value of 1.8227 MacPhersons shares prior to the implementation of the Scheme on a minority interest basis and the value of a share in the Proposed Merged Entity on a minority interest basis (fairness – see Section 13 'Is the Scheme Fair?');
- An investigation into other significant factors to which Shareholders might give consideration, prior to approving the Scheme, after reference to the value derived above (reasonableness – see Section 14 'Is the Scheme Reasonable?'); and
- A consideration of whether the Scheme is in the best interests of Shareholders.

RG 111 states that if a transaction is fair and reasonable then the expert can conclude that the transaction is in the best interests of shareholders; if a transaction is not fair but reasonable an expert can still conclude that the transaction is in the best interests of shareholders; if a transaction is neither fair nor reasonable then the expert would conclude that the transaction is not in the best interests of shareholders.

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('**APES 225**').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Scheme

On 11 December 2018, MacPhersons announced that it had signed a Merger Implementation Agreement (**'MIA'**) with Intermin, to progress the proposed combination of the two companies by way of the Scheme.

Under the Scheme, Shareholders will receive one new fully paid ordinary Intermin share for every 1.8227 Macphersons shares held at the record date.

Intermin will procure that the new Intermin shares to be issued as Scheme consideration will be validly issued, fully paid, unencumbered and rank equally with Intermin's other fully paid ordinary shares from their date of issue.

The resulting number of shares in the Proposed Merged Entity is summarised in the table below which shows that Shareholders will hold 45% in Intermin, while Intermin shareholders will hold the remaining 55%.

Share structure following the Scheme - Intermin Shares	Number of shares	Percentage of issued shares
Number of MacPhersons shares on issue prior to the Scheme	351,026,501	
Number of MacPhersons shares per Intermin share exchange	1.8227	
Number of Intermin shares to be issued to Macphersons shareholders	192,585,999	45.00%
Number of Intermin shares currently on issue	235,388,464	55.00%
Total ordinary shares on Issue following the Scheme	**427,974,463**	**100%**

*undiluted

Source: Macphersons share structure, Intermin's share structure and MIA

The MIA states that the Directors of MacPhersons recommend that Shareholders vote in favour of the resolution to approve the Scheme and that they intend to vote in favour of the resolution to approve the Scheme.

In December 2018 MacPhersons and Intermin entered into agreements with the holders of all unlisted MacPhersons options, pursuant to which the option holders agreed to the cancellation of their MacPhersons options issued via share based payments (**'MacPhersons options'**) in exchange for Intermin options on implementation of the Scheme. As such there is no separate option scheme.

The Scheme is subject to certain terms and conditions, which are contained in the Scheme Booklet, and include:

- Receipt of all necessary ASX and ASIC, third party and all other necessary consents, waivers and approvals;
- Shareholders' approval of the Scheme;
- Court approval of the Scheme; and
- The independent expert concluding the Scheme is in the best interests of Shareholders.
- Other customary conditions precedents.

Further disclosure of the conditions precedent to the Scheme is included in the MIA. The MIA contains provisions covering exclusive dealing, no shop and talk, as well as a mutual break fee of $280,000.

5. Profile of MacPhersons

5.1 History

MacPhersons is an Australian resource company engaged in the exploration of precious and base metals in Western Australia's Goldfields region. The Company's main asset is the East Kalgoorlie Project consisting of the advanced Boorara gold project ('**Boorara**') and the Nimbus silver project ('**Nimbus**').

Formerly known as MacPhersons Reward Gold Limited, the Company was incorporated in 2009 and listed on the ASX in December 2010. It subsequently changed its name to MacPhersons Resources Limited in February 2012 and is headquartered in Kalgoorlie, Western Australia.

The Company's current board members and senior management are listed below:

- Mr Ashok Parekh – Chairman & Non-Executive Director;
- Mr Jeffrey Williams - Managing Director;
- Mr Peter Rozenauers - Non-Executive Director;
- Mr Andrew Pumphrey - General Manager; and
- Mr Stephen Hewitt-Dutton - Company Secretary.

5.2 Projects

East Kalgoorlie Project

The East Kalgoorlie Project is a 187.5 km^2 semi contiguous block of 104 tenements (7 Mining Leases and 96 Prospecting Licenses) 10km east of Kalgoorlie comprising of the Boorara and Nimbus projects.

Boorara

MacPhersons acquired Boorara from Polymetals Mining Limited in October 2011 for $3.0 million, comprising $2.5 million in cash and shares in MacPhersons with a deemed value of $0.5 million.

Boorara's three main deposits are Southern Stockwork, Crown Jewel and Northern Stockwork as well as granted mining leases spanning approximately 36 km^2. The deposits lie in close proximity to a number of surrounding mills. MacPhersons commenced exploratory drilling at the project in 2013, adding to historical drilling of 937 holes.

In 2016, MacPhersons established the Boorara Trial pit at the Southern Stockwell deposit. 34,000 tonnes of ore was mined and processed at the FMR Coolgardie Mill, producing 1,550 ounces of gold sold for gross proceeds of $2.58 million.

In October 2017, MacPhersons completed a capital raising of $4.37 million to fund further exploration of Boorara. Additional resource drilling at Boorara commenced in late 2017 focusing on the extension of mineralisation at the three deposits.

Definitive feasibility studies and preliminary pit design have commenced and metallurgical test work at Boorara is ongoing. MacPhersons has approvals in place for the development of an open pit mine and the construction of a standalone processing facility.

Royalties payable by MacPhersons at the Boorara deposit include $1.0/t of ore mined and treated from M26/77 to a maximum of $1 million payable to New Hampton Goldfields Limited. Other royalties include two $250,000 payments at specific production milestones of 12,500oz and 22,500oz of gold from M26/29, M26/318 and M26/161 and the payment 375oz of gold when 25,000oz, 50,000oz, 75,000oz and 100,000oz of gold has been produced.

Nimbus

Located approximately 1km north-east of the Boorara project, the Nimbus silver project is a volcanic hosted sulphide deposit which lies within the Kalgoorlie Terrane.

Nimbus comprises a number of deposits prospective in silver, zinc, lead and gold, in addition to the Nimbus mine and mill. Under previous owners, Reed Resources Limited, the Nimbus underground operation produced 3.6 million ounces of silver between 2003 and 2007.

Following the acquisition of Nimbus in 2011, MacPhersons undertook exploration drilling at the project, concluding in January 2015.

The Nimbus plant requires significant restoration and is unlikely to be recommissioned in the short to medium term. MacPhersons is continuing to evaluate alternatives for the further development of Nimbus which is currently under review for further metallurgical test work.

For further technical information on Boorara and Nimbus, refer to Appendix 6.

5.3 Corporate Events

Capital Raising

On 2 August 2016, MacPhersons announced that it had entered into a Binding Heads of Agreement with Primary Gold Limited to sell the MacPhersons Reward Coolgardie gold project for $5 million cash and $5 million in Primary Gold Limited Shares ($0.125 per share). The sale was effected through the sale of the Company’s 100% owned subsidiary MacPhersons Reward Pty Ltd and completed on 7 December 2016. The Agreement covered the entire MacPhersons’ tenure in the Coolgardie gold belt, approximately 39 km west of Kalgoorlie in Western Australia.

On 31 August 2017, MacPhersons received up to $200,000 in co-funding for a single 1,000 metre diamond drill hole under the Western Australian State Government Exploration Incentive Scheme (‘**EIS**’).

On 11 September 2017, MacPhersons announced plans to raise up to $4.4 million to fund a drilling program at Boorara. MacPhersons announced that it had received firm commitments to raise approximately $2.93 million through a share placement to institutional and professional investors (‘**Placement**’). The Company also announced it would be conducting a Share Purchase Plan (‘**SPP**’) to existing eligible shareholders to raise up to $1.5 million.

On 14 September 2017, MacPhersons’ placement to raise $2.93 million (before costs) announced on 11 September 2017 had been settled.

On 12 October 2017, MacPhersons announced that the SPP had officially closed on 10 October 2017. There was a further announcement stating that the Company’s placement had increased from $2.93 million to $3.13 million after the Company received additional applications for shares.

On 22 February 2018, MacPhersons announced it held 38.4 million ordinary shares in Primary Gold received as consideration for the sale of the Coolgardie gold project in 2016.

5.4 MacPhersons’ Statement of Financial Position

Statement of Financial Position	Reviewed as at 31-Dec-18 $	Audited as at 30-Jun-18 $	Audited as at 30-Jun-17 $
CURRENT ASSETS			
Cash and cash equivalents	1,058,665	3,009,616	2,853,887
Trade and other receivables	101,247	170,757	1,697,308
TOTAL CURRENT ASSETS	1,159,912	3,180,373	4,551,195
NON-CURRENT ASSETS			
Property, plant and equipment	2,573,295	2,635,809	2,717,313
Exploration and evaluation expenditure	7,590,817	7,590,817	7,590,817
Other assets	-	-	2,112,000
TOTAL NON-CURRENT ASSETS	10,164,112	10,226,626	12,420,130
TOTAL ASSETS	11,324,024	13,406,999	16,971,325
CURRENT LIABILITIES			
Trade and other payables	176,211	589,336	544,149
Employee entitlements	55,590	50,757	35,862
TOTAL CURRENT LIABILITIES	231,801	640,093	580,011
NON-CURRENT LIABILITIES			
Employee entitlements	19,762	16,218	12,731
Mine rehabilitation provision	957,424	679,052	590,657
TOTAL NON-CURRENT LIABILITIES	977,186	695,270	603,388
TOTAL LIABILITIES	1,208,987	1,335,363	1,183,399
NET ASSETS	10,115,037	12,071,636	15,787,926
EQUITY			
Issued capital	80,439,863	80,439,863	76,452,843
Reserves	246,406	246,406	246,406
Accumulated losses	(70,571,232)	(68,614,633)	(60,911,323)
TOTAL EQUITY	10,115,037	12,071,636	15,787,926

Source: MacPhersons’ Annual Report 2018 and Half Year Report December 2018

We note that the Independent Auditor’s Review Report on the Half Year Report 31 December 2018 includes an ‘Emphasis of matter – material uncertainty related to going concern’. The Independent Auditor’s Review Report draws attention to Note 1 in the Half Year Report which indicates that a material uncertainty exists that may cast significant doubt on the entity’s ability to continue as a going concern. Note 1 includes the statement that:

‘If the merger proceeds, the group (MacPhersons Resources Limited and its controlled entities)’s funding position will be considered as part of the overall funding position of the merged group. In the event that the merger does not proceed, the Directors believe that the Company can continue to operate at a reduced activity level with the funds that it has currently and, in addition, will seek to raise additional funds.

Should the directors not be successful in the above, there exists a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern.’

Commentary on MacPhersons' Statement of Financial Position

- Trade and other receivables decreased from $1,697,308 at 30 June 2017 to $170,757 at 30 June 2018 primarily due to the receipt of $1,500,000 in deferred consideration from the sale of Coolgardie gold project.
- As at 30 June 2018, property plant and equipment had a carrying amount net of accumulated depreciation and impairment of $2,635,809 broken down into:
  - Motor vehicles: $61,373
  - Property improvements: $204,465
  - Plant and equipment: $297,919
  - Processing plant $2,072,052
- Other assets as at 30 June 2017 represented 38,400,000 shares held in Primary Gold. In the financial year ended 30 June 2018, Macphersons disposed of all its shares in Primary Gold.
- Issued capital increased by $3,987,020 from $76,452,843 as at 30 June 2017 to $80,439,863 as at 30 June 2018. MacPhersons issued 9,334,536 shares (with a value of $1,213,490) as part of the SPP and 23,179,201 shares (with a value of $3,013,294) as part of the Placement. MacPhersons also issued 1,346,153 shares (with a value of $175,000) for corporate advisory services and incurred issue costs of $414,764.
- Reserves represents $246,406 for the MacPhersons' Options issued to the managing director and staff of MacPhersons in December 2016 and February 2017.

5.5 MacPhersons' Statement of Comprehensive Income

Statement of Comprehensive Income	Reviewed for half year ended 31-Dec-18 $	Audited for the year ended 30-Jun-18 $	Audited for the year ended 30-Jun-17 $
Revenue	17,557	93,488	83,629
Expenses			
Administration expenses	(293,407)	(558,781)	(562,463)
Depreciation	(62,823)	(146,571)	(181,115)
Office and site costs	(124,546)	(312,822)	(228,136)
Exploration expenditure	(825,735)	(5,955,943)	(2,917,962)
Employee benefits expense	(386,349)	(996,292)	(1,137,698)
Impairment of exploration expenditure	-	-	
Loss on disposal of assets	(2,924)	(432)	(164,977)
Share based payments	-	-	(246,406)
Fair value change on financial assets (listed shares)	-	-	(652,800)
Loss on sale of other financial assets	-	(43,950)	
Loss on sale of assets held for sale	-	-	(1,992,646)

Statement of Comprehensive Income	Reviewed for half year ended 31-Dec-18 $	Audited for the year ended 30-Jun-18 $	Audited for the year ended 30-Jun-17 $
Provision for impairment of plant & equipment	-	-	(2,619,290)
Provision for mine rehabilitation	(278,372)	(88,395)	(590,657)
Loss from continuing operations before income tax	(1,956,599)	(8,009,698)	(11,210,521)
Income tax benefit	-	306,388	708,285
Total comprehensive loss for the year	**(1,956,599)**	**(7,703,310)**	**(10,502,236)**

Source: MacPhersons' Annual Report 2018 and Half Year Report December 2018

We note that the Independent Auditor's Review Report on the Half Year Report 31 December 2018 includes an 'Emphasis of matter – material uncertainty related to going concern' (refer to paragraph under table in section 5.4 above).

Commentary on MacPhersons' Statement of Comprehensive Income

- Revenue consists of interest received and other revenue. In the financial year ended 30 June 2018, interest revenue received and other revenue were $50,879 and $42,609 respectively. For the half year ended 31 December 2018, interest revenue was $15,984 and other income $1,573.
- Exploration expenditure increased by $3,037,981 to $5,955,543 for the financial year ended 30 June 2018. In the financial year ended 30 June 2017, exploration expenditure included $283,589 of gross profit from trial pit mining operations made up of $2,579,646 in gold sales and $2,296,048 in trial mining costs. MacPhersons also incurred $3,201,560 in exploration expenditure in the same year. This is in comparison to the financial year ended 30 June 2018 in which MacPhersons incurred $5,955,943 in exploration expenditure. Exploration expenditure for the half year ended 31 December 2018 was $825,735.
- Loss on sale of assets held for sale for the financial year ended 30 June 2017 relates to the loss on the sale of the Coolgardie gold project to Primary Gold. MacPhersons received net sale proceeds of $7,539,800 for $9,532,446 of net assets held for sale at the completion date.
- During the year ended 30 June 2017, $246,406 was expensed for the issue of the MacPhersons' Options.
- Provision for impairment of plant and equipment of $2,619,290 in the financial year ended 30 June 2017 was the impairment of the Nimbus Plant, which is not likely to be utilised in the short to medium term and requires significant restoration works.
- Provision for mine rehabilitation costs declined from the year ended 30 June 2017 to the year ended 30 June 2018 following the rehabilitation of the Boorara trial pit.
- Income tax benefits received in the financial years ended 30 June 2017 and 30 June 2018 are due to research and development grants received.

5.6 Capital Structure

The share structure of MacPhersons as at 27 February 2019 is outlined below:

	Number
Total ordinary shares on issue	351,026,501
Top 20 shareholders	220,322,245
Top 20 shareholders - % of shares on issue	62.77%

Source: MacPhersons Share Registry 27 February 2019

The range of shares held in MacPhersons as at 27 February 2019 is as follows:

Range of Shares Held	Number of Ordinary Shareholders	Number of Ordinary Shares	Percentage of Issued Shares (%)
1 - 1,000	49	7,475	0.00%
1,001 - 5,000	175	580,914	0.17%
5,001 - 10,000	230	1,935,583	0.55%
10,001 - 100,000	775	31,095,982	8.86%
100,001 - and over	303	317,406,547	90.42%
TOTAL	**1,532**	**351,026,501**	**100.00%**

Source: MacPhersons Share Registry 27 February 2019

The ordinary shares held by the most significant shareholders as at 27 February 2019 are detailed below:

Name	Number of Ordinary Shares Held	Percentage of Issued Shares (%)
CITICORP NOMINEES PTY LTD	62,931,335	17.93%
GOLDFIELDS HOTELS PTY LTD <PALACE INVESTMENT A/C>	24,168,368	6.89%
GOLDFIELDS HOTELS PTY LTD <K M WRIGHT FAMILY A/C>	24,168,368	6.89%
BOND STREET CUSTODIANS LIMITED <DAVKRE - D08642 A/C>	14,038,954	4.00%
BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD DRP	12,840,860	3.66%
MR ASHOK PAREKH	12,250,000	3.49%
Subtotal	150,397,885	42.85%
Others	200,628,616	57.15%
Total ordinary shares on Issue	**351,026,501**	**100.00%**

Source: MacPhersons Share Registry 27 February 2019

The number of options on issue as at 27 February 2019 are outlined below:

Number of Current Options	Exercise Price		Expiry Date
5,000,000	$	0.15	9 December 2019
400,000	$	0.36	28 February 2020

Source: MacPhersons Share Registry 27 February 2019

6. Profile of Intermin

6.1 History

Intermin is a Western Australian based mining company focused on the exploration and development of mineral properties located primarily in Western Australia's Goldfields region. Founded in 1974, Intermin listed on the ASX in February 1992 and is headquartered in Nedlands, Western Australia.

Intermin has an extensive portfolio of wholly owned projects and joint ventures ('**JVs**'). These are predominantly gold projects surrounding the Kalgoorlie, Goongarrie and Menzies areas in Western Australia, as well as the Nanadie Well copper-nickel JV project ('**Nanadie Well JV**') located near Meekathara in Western Australia and the Richmond vanadium-molybdenum exploration project ('**Richmond JV**') in Queensland.

Intermin's current board members and senior management are listed below:

- Mr Peter Bilbe - Non-Executive Chairman;
- Mr Jon Price - Managing Director;
- Mr Peter Hunt - Non-Executive Director;
- Mr Grant Haywood – Chief Operating Officer; and
- Mrs Bianca Taveira - Company Secretary.

Recent corporate events

In March 2017, Intermin entered into a Mining Farm-in and Joint Venture Agreement with AXF Vanadium Pty Ltd ('**AXF**') covering Intermin's Richmond Vanadium Project in northwest Queensland, which includes metal rights at the neighbouring Julia Creek Project which is owned by Global Oil Sands Plc ('**Richmond JV**').

On 7 November 2018, Intermin announced it had reached an agreement with Saracen Mineral Holdings ('**Saracen**') to divest Intermin's 100% interest in the exploration license of the Lehman's Well Gold JV. On execution of the agreement Saracen paid Intermin $0.25 million in cash with a further payment of $2.25 million in cash on completion. Also in the terms is a 2.5% Net Smelter Royalty, payable by Saracen once they have produced 42,000oz of gold and ending once 100,000oz is produced by Saracen from the transaction tenements.

On 20 November 2018, Intermin announced the completion of the divestment of Intermin's interest in the Lehman's Well Gold JV.

On 11 February 2019, Intermin announced it had entered into a Deed of Settlement and Termination of the Exploration and Farm-In Menzies & Goongarrie Joint Venture Agreement ('**Deed**') with the administrators of Eastern Goldfields Limited ('**EGS**'). On 29 November 2018 it was announced EGS was placed into voluntary administration. Following the execution of the Deed, the Menzies Gold Project and Goongarrie Gold Project (collectively '**Menzies & Goongarrie**') will be wholly owned by Intermin.

6.2 Projects

Kalgoorlie Gold Projects

Intermin owns a collection of projects in the Kalgoorlie region (**'Kalgoorlie Gold Projects'**) namely, Teal, Bindulu, Black Flag, Anthill, Blister Dam Area 54, Yarmany, Baden Powell, Windanya, Kanowna North and Lakewood. The Kalgoorlie Gold Projects consist of 104 granted tenements and 51 tenement applications.

Teal

The Teal project area consists of the Teal gold mine, Peyes Farm development project, the Jacques Find and the Yolande and Wills Find discoveries. Located 12km northwest of Kalgoorlie in Western Australia, mining commenced in November 2016 and completed in March 2018. The final ore was processed in March 2018. During stages 1 and 2 of the project, a total of 229kt of ore was mined producing 21,836 ounces of gold at an ore grading 3.2g/t Au and metallurgical recovery of 93.6%.

On 27 June 2018 Intermin released to the market a full reconciliation of Teal mine physicals against the Teal feasibility study estimates. The Teal feasibility study estimated 202 kt of mined ore generating $29.3 million in revenue. The actual results of ore mined was 13% higher than the study, with total mining volume being 229 kt, which generated $36.5 million revenue.

Anthill

Located 54km north-west of Kalgoorlie, the Anthill project is located on the Zuleika Shear Zone. Intermin acquired 100% of the Anthill Project from Echo Resources Limited in early 2017 and commenced exploration drilling in the September Quarter of 2018. Intermin has since commenced early stage mining approval activities and further exploration of the project is planned for 2019.

Binduli

Binduli is located 9km west of Kalgoorlie, immediately adjacent to Intermin's Teal project. It consists of approximately 100km^2 of tenements prospective in gold and is wholly owned by Intermin.

In April 2015, Intermin entered into a JV agreement for the Binduli project with farm-in partner La Mancha Australia Pty Ltd, which was subsequently acquired by Evolution Mining Limited ('**Evolution**').

In March 2018, Evolution provided notice of its intention to withdraw from the JVs, therefore converting 100% ownership of the Binduli back to Intermin. Shortly after, Intermin commenced exploration of the project with drilling at the Crake prospect with plans to undertake drilling at further deposits during 2019.

Blister Dam

The wholly owned Blister Dam project is located 65km northwest of Kalgoorlie, forming a land package over 20km of strike.

Intermin has completed preliminary drilling at Blister Dam, including 56 holes at a total depth of 6,954m at the Argo, Atlantic and Loran locations announced in 20 December 2018. The announcement stated follow up drilling is planned for 2019.

Baden Powell and Windanya

The wholly owned Baden Powell and Windanya projects are located approximately 60km North West of Kalgoorlie. The projects have been subject to low levels of exploration works. On 28 November 2017, Intermin announced the stage 2 drilling results at Baden Powell, revealing a core of 7m @ 5.95g/t Au from 111m.

Other Kalgoorlie Gold Projects

Intermin also holds interests in a number of other Kalgoorlie gold projects in various stages of early exploration including the Olympia, Area 54, Broads Dam, Black Flag Janet Ivy South and Kanowna North prospects.

Goongarrie Lady

The Goongarrie Lady Project (**'Goongarrie Lady'**) is located 80km north of Kalgoorlie and is 100% owned by Intermin. The Goongarrie Lady Project was acquired in February 2016 from Cove Resources Ltd and a private owner for 600,000 fully paid ordinary shares in Intermin.

The Goongarrie Lady Feasibility Study (**'the Feasibility Study'**) was completed and announced on 28 June 2018. The announcement stated that the Feasibility Study confirms that Goongarrie Lady would be Intermin's next mining production project.

Menzies and Goongarrie

In June 2017, Intermin entered into a JV with EGS for the Menzies & Goongarrie Gold Project (excluding the Goongarrie Lady Project), which are located approximately 90km north of Kalgoorlie.

The goal of the JV was to increase resource inventory to underpin construction of a low cost, high grade processing facility at Mount Ida/Menzies.

On 7 February 2019, Intermin announced it had entered into a Deed of Settlement and Termination with the administrators of EGS. Following the execution of the Deed, Intermin will wholly own Menzies & Goongarrie.

Nanadie Well JV

Located approximately 100km south-east of Meekathara in the Murchison Mineral Field of Western Australia, the Nanadie Well JV covers an area of approximately 145km^2 prospective in copper, nickel, gold and platinum-group elements.

In July 2014, Intermin entered into a farm-in JV agreement with a wholly owned subsidiary of Mithril Resources Limited (**'Mithril'**), in which Mithril could earn up to a 75% interest in the Nanadie Well Project by spending $4.0 million over 6 years. Mithril completed a number of drill holes during the 2018 financial year and further exploration is planned for the 2019 financial year.

Richmond JV

The Richmond JV consists of four main prospects located in the Richmond and Julia Creek Districts of Queensland, approximately 500km west of the Townsville port and 250km east of Mt Isa. The Richmond JV covers a combined area of 1,520km^2 prospective in Vanadium and Molybdenum, including five mineral exploration permits and the metal rights to Global Oil Shale Plc's Mineral Development Licence.

Under the terms of the Richmond JV Agreement, AXF could earn a 25% interest in the project area by spending $1 million within a one-year period following signing the Richmond JV Agreement on 7 March 2017. AXF has earned this interest and can earn a further 50% interest in the project by expending a further $5 million over a three-year period, which commenced on 23 July 2018. Upon (and subject to) AXF satisfying the earn in terms, each party will be required to contribute to expenditure in accordance with their respective percentage interests in the project.

Gold Production Royalty at Janet Ivy

Intermin is also entitled to a $0.50/tonne mining royalty, relating to ore mined and treated from the Janet Ivy deposit, which is located directly along strike from the Binduli Project.

Intermin sold the Janet Ivy tenement in 2001 and was prepaid $1.38 million upfront as part of the acquisition cost. Ore treatment from the royalty tenement, which is now owned by Norton Goldfields Pty Ltd (‘**Norton**’), exceeded the pre-paid threshold in FY18 and Intermin anticipates further royalty payments on a quarterly basis.

For further information on Intermin’s mineral assets and technical information, refer to Appendix 6.

6.3 The Proposed Acquisition of Coolgardie Gold Project

On 11 February 2019, Intermin announced that it had entered into an Exclusivity Deed with Focus relating to the Proposed Acquisition, which includes the Three Mile Hill processing plant currently on care and maintenance. The exclusivity period is five months. The announcement stated Intermin’s entry into the Exclusivity Deed was consented to by MacPhersons.

The five-month exclusivity period agreed by Intermin and Focus enables Intermin and Focus to seek to finalise the formal documentation for the Proposed Acquisition and to secure all necessary approvals to complete it. However, as the Proposed Acquisition remains subject to negotiation and entry into formal binding written documentation (‘**Formal Documentation**’) and the receipt of necessary approvals, there is no certainty that the Proposed Acquisition will proceed. Under the terms of the Exclusivity Deed, neither Focus nor Intermin is under any obligation to proceed with the Proposed Acquisition or to enter into the Formal Documentation unless they are satisfied in all respects with the terms and conditions of the Formal Documentation.

A deferred payment structure has been proposed totalling $31 million payable in cash and $9 million in shares over a 3.5 year period.

The Proposed Acquisition, if it proceeds, is expected to be structured as an asset sale under which the Coolgardie Project assets will be transferred free of encumbrance (save for certain permitted encumbrances) to CGCP Assets Pty Ltd or another wholly owned subsidiary of Intermin (‘**Purchaser entity**’). The Proposed Acquisition will be subject to the following conditions precedent:

- necessary regulatory approvals and consents, including FIRB approval and ministerial consent to the transfer of the Coolgardie Project tenements;
- necessary third party consents and waivers of pre-emptive rights in respect of the Coolgardie Project tenements; and
- other customary conditions precedent for transactions similar to the Proposed Acquisition.

The Proposed Acquisition is not conditional on the implementation of the Scheme. Key commercial terms of the Proposed Acquisition include the scale back of share consideration to the extent that Focus acquire more than 15% of Intermin as a result of the shares issued to Focus, or if any necessary shareholder approval is not obtained for the issue of any consideration comprising Intermin shares. In the event that this occurs, the relevant share consideration will be scaled back and the balance paid in cash. The obligations of the Purchaser entity (and Intermin as guarantor) to pay the purchase price in full will be secured in favour of Focus by first ranking security over the assets which are the subject of the Proposed Acquisition (subject to any agreed pre-existing security interests) and all of the issued shares in the Purchasing entity.

On 8 March 2019 Focus announced that it had filed for lodgement applications with the Department of Mines, Industry Regulation and Safety for leave to proceed ('Leave Applications') with applications for exemption from expenditure obligations in respect of a number of tenements. Focus made the Leave Applications with respect to 66 applications for forfeiture which were lodged prior to mid-January 2019. In this announcement Focus stated that it considers the applications for forfeiture to be opportunistic.

6.4 Intermin Statement of Financial Position

Statement of Financial Position	Reviewed half year as at 31-Dec-18 $	Audited as as at 30-Jun-18 $	Audited as at 30-Jun-17 $
CURRENT ASSETS			
Cash and cash equivalents	6,284,346	10,297,176	3,030,060
Trade and other receivables	985,648	725,481	6,680,584
TOTAL CURRENT ASSETS	7,269,994	11,022,657	9,710,644
NON-CURRENT ASSETS			
Financial assets at fair value through profit or loss	727,030	1,013,074	1,221,648
Other assets	257,927	257,927	257,927
Property, plant and equipment	185,122	203,156	246,289
Exploration and evaluation expenditure	16,767,193	13,812,610	14,166,133
TOTAL NON-CURRENT ASSETS	17,937,272	15,286,767	15,891,997
TOTAL ASSETS	25,207,266	26,309,424	25,602,641
CURRENT LIABILITIES			
Trade and other payables	729,573	2,541,350	6,239,286
TOTAL CURRENT LIABILITIES	729,573	2,541,350	6,239,286
NON-CURRENT LIABILITIES			
Provisions	100,000	100,000	100,000
TOTAL CURRENT LIABILITIES	100,000	100,000	100,000
TOTAL LIABILITIES	829,573	2,641,350	6,339,286
NET ASSETS	24,377,693	23,668,074	19,263,355
EQUITY			
Contributed equity	28,597,190	27,523,594	26,848,742
Reserves	1,030,841	893,029	684,303
Accumulated losses	(5,250,338)	(4,748,549)	(8,269,690)
TOTAL EQUITY	24,377,693	23,668,074	19,263,355

Source: Intermin's Annual Report 2018 and 31 December 2018 Half Year Report

Commentary on Intermin's Statement of Financial Position

- Cash and cash equivalents decreased from $10,297,176 as at 30 June 2018 to $6,284,346 as at 31 December 2018. This is primarily due to the payment of 25% of the restricted cash to Resource Mining as part of the Teal Joint Venture.
- Trade and other receivables declined from $6,680,584 as at 30 June 2017 to $725,481 as at 30 June 2018, primarily due to a $6,107,647 decrease in trade receivables. Another significant balance as at 30 June 2018 includes a $205,977 GST refund receivable, which increased from nil at 30 June 2017.
- Financial assets at fair value through profit or loss represents shares held in Rewards Minerals Limited. The value has declined from $1,221,648 as at 30 June 2017 to $727,030 as at 31 December 2018.
- Other assets remain consistent since 30 June 2017. This balance represents $257,927 in security deposits paid in relation to mining tenements held by Intermin.
- Property, plant and equipment carrying amount as at 30 June 2018 was $203,156. This comprised of a plant and equipment carrying amount of $109,610 and property carrying amount of $93,546.
- Exploration and evaluation capitalised expenditure total carrying amount as at 30 June 2018 included an exploration and evaluation phase carrying amount of $12,717,664 (including a $452,065 impairment loss on tenements) and mine properties carrying amount of $1,094,946.
- Trade and other payables declined from $6,239,286 as at 30 June 2017 to $2,541,350 as at 30 June 2018. The largest movement was a $5,841,989 reduction in trade payables.
- Provisions as at 31 December 2018 represents a $100,000 provision for rehabilitation of mine site.
- Contributed equity increased by $674,852 to $27,523,594 as at 30 June 2018. In addition to the opening number of shares issued as at 30 June 2018 being 218,412,952 (with a book value of $26,848,742), Intermin had 3,345,834 (with a book value of $331,292) options convert, 2,016,667 (with a book value of $293,949) shares issued for performance rights and 3,416,666 shares (with a book value of $110,000) issued as part of a subscription.

6.5 Intermin Statement of Comprehensive Income

Statement of Comprehensive Income	Reviewed as at 31-Dec-18 $	Audited as at 30-Jun-18 $	Audited as at 30-Jun-17 $
REVENUE			
Gold sales	-	26,729,648	9,803,385
Gold royalty	187,114	480,506	-
Interest income	10,800	16,916	49,626
Other income	2,699,690	249,198	256,667
Net change in fair value of financial assets at fair value through profit or loss	-	-	-
Total revenue from Continuing Operations	**2,897,604**	**27,476,268**	**10,109,678**
EXPENSES			
Cost of sales	(1,716,763)	(21,477,387)	(8,007,334)
Exploration and evaluation expense	(31,654)	(147,181)	(79,405)
Depreciation	(9,445)	(23,685)	(30,172)
Net change in fair value of financial assets at fair value through profit or loss	(500,577)	(208,574)	(1,309,006)
Employee benefits expense	(260,174)	(484,615)	(337,994)
Share based payments	(137,812)	(458,725)	(390,423)
Building and occupancy costs	(30,435)	(69,117)	(58,230)
Loss on sale of property, plant & equipment	-	(3,174)	-
Consultancy and professional fees	(512,105)	(185,078)	(94,365)
Impairment loss on tenements	-	(452,065)	-
Other expenses	(200,428)	(445,526)	(192,434)
Profit/(Loss) from continuing operations before income tax	**(501,789)**	**3,521,141**	**(389,685)**
Income tax expense		-	-
Profit/(Loss) from continuing operations after income tax	**(501,789)**	**3,521,141**	**(389,685)**
Total comprehensive profit/(loss)	**(501,789)**	**3,521,141**	**(389,685)**

Source: Intermin's Annual Report 2018 and 31 December 2018 Half Year Report

Commentary on Intermin's Historical Consolidated Statements of Comprehensive Income

- Gold sales in the years ended 30 June 2017 and 30 June 2018 represent the revenue from mining production operations at the Teal project.
- Gold royalty revenue is received from Norton Gold Fields Limited in relation to the Janet Ivy deposit on Mining Lease M26/446.

- Cost of sales consists of mining and processing costs and amortised mine development costs. Until commercial production commences mine development costs, such as stripping costs, are deferred. When commercial production is achieved the deferred mine development costs are amortised on a unit of production basis based on ounces mined over the total estimated resource of a project. Cost of sales for the financial year ended 30 June 2018 totalled 21,477,387, made up of $17,477,391 of mining and processing costs and $4,029,996 of amortisation.
- Financial assets at fair value through profit or loss represent the net change in fair value of shares held by Intermin in Reward Minerals Ltd.
- Share based payments expense for the year ended 30 June 2018 was $458,725. On 23 November 2017 the directors and employees were granted 10,000,000 performance rights across via seven tranches.
- Income tax expense was nil for the year ended 30 June 2018, despite Intermin generating a profit. This was due to Intermin recouping $1,192,871 of tax losses, which offset the net income tax payable for the period.

6.6 Capital Structure

The share structure of Intermin as at 27 February 2019 is outlined below:

	Number
Total ordinary shares on issue	235,388,464
Top 20 shareholders	139,955,028
Top 20 shareholders - % of shares on issue	59.46%

Source: Intermin Share Registry 27 February 2019

The range of shares held in Intermin as at 27 February 2019 is as follows:

Range of Shares Held	Number of Ordinary Shareholders	Number of Ordinary Shares	Percentage of Issued Shares (%)
1 - 1,000	72	11,484	0.00%
1,001 - 5,000	147	546,613	0.23%
5,001 - 10,000	200	1,798,940	0.76%
10,001 - 100,000	562	22,810,301	9.69%
100,001 - and over	205	210,221,126	89.31%
TOTAL	**1,186**	**235,388,464**	**100.00%**

Source: Intermin Share Registry 27 February 2019

The ordinary shares held by the most significant shareholders as at 27 February 2019 are as below:

Name	Number of Ordinary Shares Held	Percentage of Issued Shares (%)
TYSON RESOURCES PTY LTD	22,766,500	9.67%
BILL BROOKS PTY LTD <BILL BROOKS SUPER FUND A/C>	19,915,000	8.46%
KESLI CHEMICALS PTY LTD <RUANE S/F A/C>	19,507,994	8.29%
KESLI CHEMICALS PTY LTD	13,620,855	5.79%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	8,130,820	3.45%
HUNT CORPORATE INVESTMENTS PTY LTD <PETER HUNT SUPER FUND A/C>	6,261,699	2.66%
MR WILLEM RAVESTEYN + MRS ROSEMARY ANNE RAVESTEYN <THE W RAVESTEYN S/FUND A/C>	6,250,000	2.66%
Subtotal	96,452,868	40.98%
Others	138,935,596	59.02%
Total ordinary shares on Issue	**235,388,464**	**100.00%**

Source: Intermin Share Registry 27 February 2019

As at 31 December 2018 the following options and performance rights were on issue:

Nature	Number of Options	Exercise Price	Expiry Date
Unlisted Options	500,000	25 cents	31 August 2019
Class D performance rights	2,800,000	25 cents	1 July 2019
Class E performance rights	2,800,000	30 cents	1 July 2020
Total	**6,100,000**		

Source: Intermin 31 December 2018 Half Year Report

7. Profile of the Proposed Merged Entity

The Proposed Merged Entity will represent the combined assets of Intermin and Macphersons. We note the Proposed Merged Entity intends to acquire the Coolgardie Gold Project. The Proposed Merged Entity will be renamed Horizon Minerals Limited ('**Horizon**').

7.1 Key Assets

The Proposed Merged Entity will hold the following key mining assets:

Key mining assets (interest in)	Ownership	Type of asset
Boorara	100%	Gold
Nimbus	100%	Silver, Zinc, Lead, Gold
Kalgoorlie Gold Projects	100%	Gold
Menzies and Goongarrie	100%	Gold
Richmond JV	25%*	Vanadium
Nanadie Well JV	40%**	Copper, Nickel, Cobalt, Platinum Group, Gold
Janet Ivy	0%	Production Royalty

Source: Intermin, MacPhersons, BDO analysis

* Independent Technical Report assumes AXF has earned 75%

** Independent Technical Report assumes Mithril has earned 60%.

7.2 Board of Directors

The Board of Directors of the Proposed Merged Entity is intended to be:

- Jon Price (Intermin);
- Peter Bilbe (Intermin);
- Ashok Parekh (MacPhersons); and
- Jeff Williams (MacPhersons).

It is proposed that Jon Price will be the Managing Director of the Proposed Merged Entity. Peter Bilbe will be Non-Executive Chairman and Ashok Parekh and Jeff Williams will be Non-Executive Directors of the Proposed Merger Entity.

7.3 Capital Structure

Under the Scheme, Shareholders will receive one share in the Proposed Merger Entity for every 1.8227 shares held in MacPhersons. Upon implementation of the Scheme, Shareholders and Intermin shareholders will hold approximately 45% and 55% of the Proposed Merged Entity, respectively.

8. Economic analysis

8.1 Global

While conditions in the global economy remain positive, the outlook has become more uncertain. This is partly due to the difficulty predicting how global trade policies will evolve, particularly between China and the US. Trade tensions between China and the US remain high and this contributed to the sharp decline in exports between the two countries in late-2018.

Chinese GDP growth for 2018 was recorded at 6.6%. China's GDP growth is expected to be moderate in 2019 due to tightening financial conditions. Recently targeted fiscal and monetary policies have partially offset any negative effects arising from trade tensions. However, growing trade tensions have led to considerable uncertainty around future growth in China and countries with strong trade links to China.

Financial market conditions in most advanced economies tightened in late-2018. This followed a lengthy period of accommodative market conditions. The tightening of conditions resulted in: rising corporate funding costs, easing of new debt issuances, lower equity prices and rises in volatility in financial markets. These risks have since been partially reversed, and it is worth noting that risk premiums historically remain low. Long term government bond yields have also declined in recent months, due to the scaling back of expectations over the frequency of central bank interest rate increases as well as a decline in inflation expectations. Monetary policy settings are expected to remain little unchanged globally for some time.

Emerging market currencies have somewhat appreciated in recent months, along with increases in equity prices. Despite these positive indications, some risks remain in emerging markets, specifically in East Asia, where growth has eased over the past year due to softer external demand. GDP growth in emerging Asian economies is just below 5%.

Core inflation in advanced economies including the USA, Canada, Norway, Sweden and the UK is around central banks' targets. In other advanced economies however, inflation remains noticeably below target. Headline inflation has decreased recently, and is expected to decline further due to falling oil prices.

Although GDP growth rates are expected to ease in a number of advanced economies, ongoing capacity constraints are likely to put upward pressure on inflation. Once oil prices return to stable levels, inflation is expected to rebound slightly in European and Japan, whilst remaining close to target in the US.

8.2 Australia

Domestic growth

The Australian economy grew slightly above trend in 2018 despite slow GDP growth in the September quarter. The Reserve Bank of Australia ('RBA') is expecting GDP growth to be 3.0% in 2019, before slowing in 2020 as mining production stabilises. Business investment conditions remain positive. Non-residential building and private infrastructure projects led growth in non-mining business investment, with the pipeline of work yet to be done above recent year averages. Forecast GDP growth in 2019 is supported by rising business investment and higher levels of public infrastructure spending and increased employment.

Similar to trends exhibited globally, downside risks have increased. Slow growth in household income and consumption contributed to lower than expected GDP growth in the September quarter. Household income growth has been particularly weak over recent quarters. However, household income is expected to increase over coming years concurrently with household consumption.

Drought conditions have weighed on some types of rural production and have contributed to higher farm input costs. Farm gross domestic product ('GDP') and rural exports fell by approximately 10% over the year to the September quarter. Rural exports increased marginally in the September quarter due to strong overseas demand. Rural output is forecast to fall further in the coming quarters due to lower crop production and an expected fall in livestock numbers.

Unemployment

Conditions in the Australian labour market have continued to improve, with the unemployment rate averaging 5% in the December quarter. Total employment increased by a further 80,000 in the December quarter to be 2.25% higher Year-over-year (YoY). Wage growth has picked up slightly, but remains low. While low wage growth is expected to continue, a stronger domestic economy should see a gradual lift in wage growth overtime.

Inflation

Domestic inflation remains low, stable and in line with forecasts by the Consumer Price Index - increasing by 1.8% over the past year. Underlying inflation is expected to gradually increase over the next couple of years. Inflation is expected to reach 2% by late-2019 and 2.25% by the end of 2020. Headline inflation is expected to decline in the short term due to lower petrol prices.

Currency movements

On a trade-weighted basis, the Australian dollar has depreciated marginally in recent months, but remains within the narrow range that it has been trading recently. Australian market interest rates have narrowed the gap on major economies' market interest rates since the end of 2018. This has tended to offset exchange rate appreciation stemming from higher commodity prices.

Source: www.rba.gov.au *Statement by Philip Lowe, Governor: Monetary Policy Decision* 5 March 2019*, Statement on Monetary Policy – March 2019*

9. Industry analysis

Gold is a soft malleable metal which is highly desirable due to its rarity and unique mineral properties. Gold has been used in jewellery and as a form of currency for thousands of years, however in more recent history there has been increasing demand for its use in the manufacture of electronics, dentistry, medicine and aerospace technology.

In addition to its practical applications, gold also serves as an international store of monetary value. Gold is widely regarded as a monetary asset as it is considered less volatile than world currencies and therefore provides a safe haven investment during periods of economic uncertainty.

Once mined, gold continues to exist indefinitely and is often melted down and recycled to produce alternative or replacement products. Consequently, demand for gold is supported by both gold ore mining and gold recycling. A summary of the supply of gold for the seven years to 2018 is provided in the table below:

Gold supply (tonnes)	2012	2013	2014	2015	2016	2017	2018
Mine production	2,911	3,073	3,150	3,223	3,263	3,319	3,347
Net producer hedging	(45)	(28)	105	13	33	(28)	(29)
Recycled gold	1,691	1,263	1,189	1,120	1,295	1,156	1,173
Total supply	**4,557**	**4,308**	**4,444**	**4,356**	**4,591**	**4,447**	**4,491**

Source: World Gold Council

The gold ore mining industry (the **'Industry'**) has performed steadily in recent years, with growth driven by price increases and slow economic growth. The outlook for gold production appears to be optimistic as mine production hit a new record high of 3,347t in 2018.

Key external drivers

Global gold prices have a significant impact on the revenue generated by Industry operators. When gold prices are low, gold miners are less likely to commit to projects with lower gold grades and higher production costs. Ultimately, a decline in gold prices reduces the viability of new and existing projects, which hinders Industry growth.

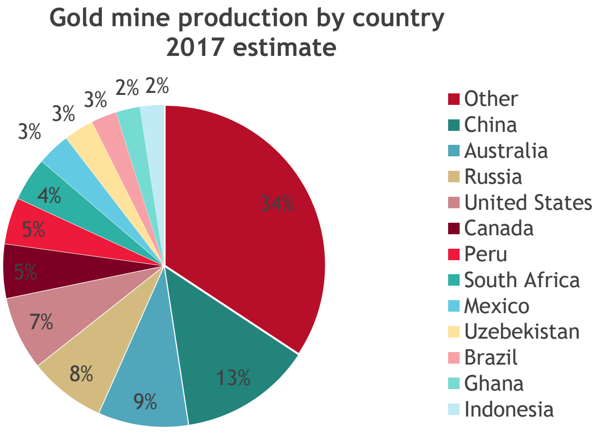
The global gold price is denominated in US dollars (**'USD' or 'US$'**) and therefore, the exchange rate directly affects the returns received by local Industry operators. A weaker Australian Dollar (**'AUD'**) benefits the domestic industry by reducing prices in export markets and pushing up domestic prices, likely resulting in higher volumes.

Global demand for gold is also inversely related to global economic performance. As gold is regarded as a store of value and is particularly sought after during periods of economic uncertainty, demand follows a counter cyclical pattern. Strong global GDP growth can therefore have a negative impact on gold demand and the Industry. According to IBIS World, global economic performance is expected to improve in 2018-19, reducing demand for gold. This however is offset by slowing gold output growth. As a result, Industry revenue is projected to increase at an annualised 0.8% over the five years through 2023-24, to total $18.8 billion.

Gold ore mining trends

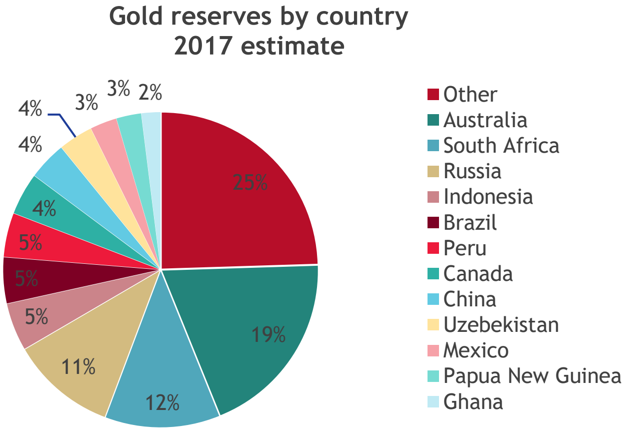
Gold ore mining is a capital intensive and high cost process, which is becoming increasingly difficult and more expensive as the quality of ore reserves diminishes. The Industry also incurs many indirect costs related to exploration, royalties, overheads, marketing and native title law. Typically, many of these costs are fixed in the short term as a result of Industry operators' inability to significantly alter cost structures once a mine commences production.

Until the late 1980s, South Africa produced approximately half of the total gold ore mined globally. More recently however, the Industry has diversified geographically and China and Australia now dominate global gold production. According to the United States Geological Survey for January 2018, total estimated global gold ore mined for 2017 was approximately 3,150 metric tonnes. The chart below illustrates the estimated global gold production by country for 2017.



Source: United States Geological Survey and BDO analysis

Despite China leading global gold production in 2017, Australia, South Africa and Russia hold the largest known gold reserves globally. As depicted below, collectively these three countries account for approximately 42% of global gold reserves.



Source: United States Geological Survey and BDO analysis

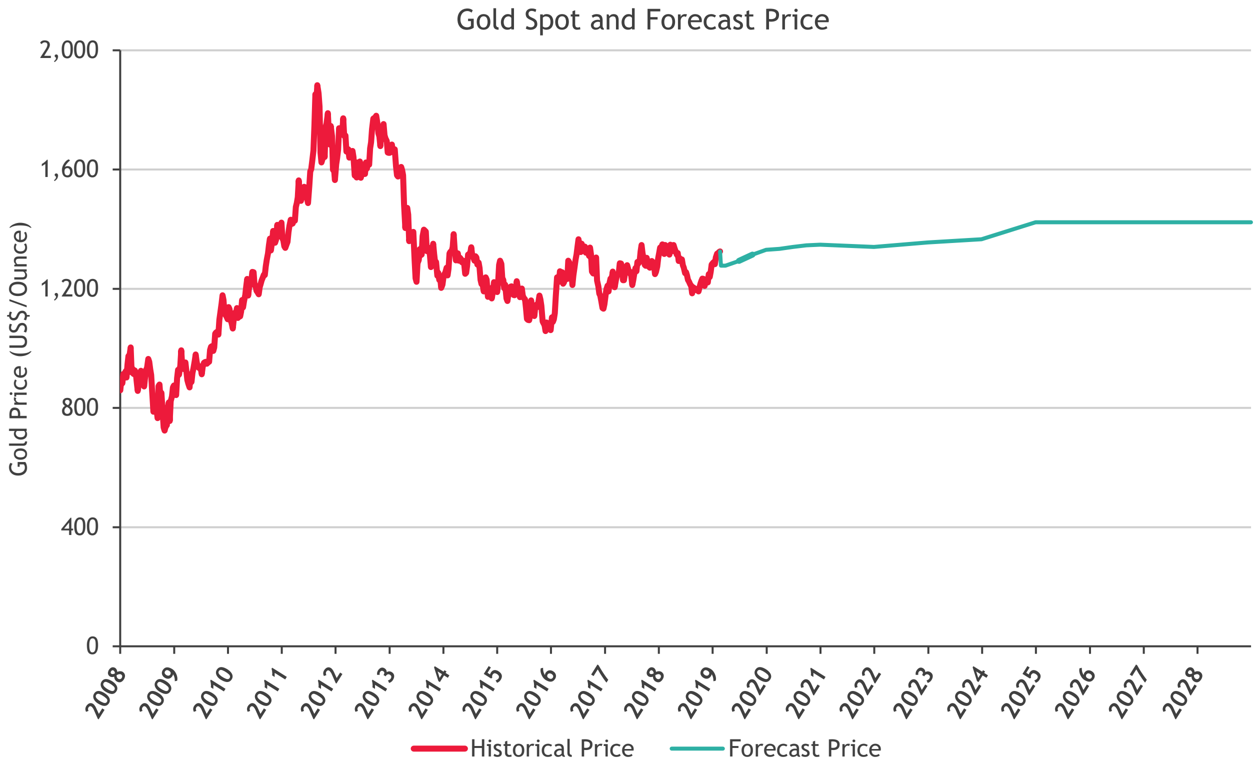
According to the 2017 US Geological Survey, Australia holds 9,800 tonnes of gold, representing 19% of global reserves and the largest percentage held by any country. In 2018-19, IBIS World estimates domestic Industry revenue to increase by 2.7% to reach $18.0 billion, boosted by increased domestic production. Over the five years through 2022-23, it is forecast that revenue will grow at an annualised 0.8%, to reach approximately $18.8 billion. However, rising production costs due to lower ore quality and higher transportation costs are anticipated to reduce industry profitability over the period.

Gold prices

The price of gold peaked at US$1,900 on 5 September 2011, due largely to the debt market crisis in Europe and the Standard and Poor's downgrade of the US credit rating. Global stock markets subsequently went into turmoil, which saw investors opt for the stability offered by gold.

The price of gold fluctuated around US$1,700 during 2012 before entering a steep decline in 2013. The downturn represented the beginning of a correction in the price of gold, which had almost tripled in the two-year period prior to the European crisis in 2011. Improved market sentiment and increased risk appetite from investors saw gold prices continue to decline throughout 2014 and 2015 to US$1,051 in December 2015.

During 2016, gold prices strengthened, likely as a result of heightened uncertainty surrounding the US Presidential election and the United Kingdom's exit from the European Union. The price of gold reached US$1,363 in late 2016 before stabilising around US$1,200 to US$1,300 throughout 2017. In January 2018, the gold price reached a six-month high of US$1,358. The gold spot price since 2008 and forecast prices through to 2028 are depicted in the graph below:



Source: Bloomberg, Consensus Economics and BDO Analysis

10. Valuation approach adopted

In Section 3.3, we determined that the Scheme is in effect a Merger of Equals and that the consideration offered and the securities given up should be assessed on an equivalent basis. As the implementation of the Scheme will not preclude either MacPhersons' or Intermin's shareholders from receiving a control premium for their shares in the future, we have assessed the consideration offered and securities given up on a minority interest basis. There are a number of methodologies which can be used to value a business or the shares in a company. The principal methodologies which can be used are as follows:

- Capitalisation of future maintainable earnings ('**FME**')
- Discounted cash flow ('**DCF**')
- Quoted market price basis ('**QMP**')
- Net asset value ('**NAV**')
- Market based assessment

A summary of each of these methodologies is outlined in Appendix 2.

It is possible for a combination of different methodologies to be used together to determine an overall value where separate assets and liabilities are valued using different methodologies. When such a combination of methodologies is used, it is referred to as a 'Sum-of-Parts'.

The Sum-of-Parts methodology involved separately valuing each asset and liability of a company using the different methodologies described above. The component parts are then valued using the NAV methodology, which involves aggregating the estimated fair market value of the company's individual assets and liabilities (**'Sum-of-Parts'**)

10.1 Valuation of MacPhersons prior to the Scheme

In our assessment of the value of MacPhersons prior to the implementation of the Scheme, we have chosen to employ the following methodologies:

- NAV as our primary methodology, which estimates the market value of a company by aggregating the assessed realisable value of identifiable assets and liabilities; and
- QMP as our secondary methodology, as this represents the value that a Shareholder may receive for a share if it were sold on market.

We have chosen these methodologies for the following reasons:

- we consider the NAV methodology to be the most appropriate given MacPhersons is an exploration and development company and its core value lies in the mineral assets it holds. We have instructed Dunbar Resource Management Pty Ltd (**'DRM'**) to act as the independent technical specialist to value MacPhersons' mineral assets and have considered this in the context of MacPhersons' other assets and liabilities on a NAV basis;
- we consider the QMP methodology to be relevant because MacPhersons' shares are listed on the ASX. This means that there is a regulated and observable market where MacPhersons' shares can be traded. However, in order for the QMP methodology to be considered appropriate for the purposes of a valuation, the Company's shares should be liquid and the market should fully informed on the Company's activities. Our analysis in section 12.2 indicates that there is not an active market for MacPhersons' shares, therefore we have only relied on QMP as a cross check to our NAV;

- pursuant to RG111 and Information Sheet 214, we do not consider that we would have reasonable grounds to rely on forecast cash flows for MacPhersons and therefore we do not consider the application of the DCF methodology to be appropriate; and
- the FME methodology is most commonly applicable to profitable businesses with steady growth histories and an indefinite life. We do not consider the FME methodology to be appropriate given that MacPhersons is loss making and does not have a consistent record of recent profits or an indefinite life. As such, we do not have a reasonable basis to assess future maintainable earnings of MacPhersons. The FME methodology is also no considered appropriate for valuing finite life assets such as mining assets.

Independent specialist valuation

We have relied on the Independent Valuation Report prepared by DRM in accordance with the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015 Edition) ('Valmin Code') and the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) ('JORC Code') ('Independent Technical Report').

We are satisfied with the valuation methodologies adopted by DRM which we consider to be in accordance with industry practices and compliant with the requirements of the Valmin Code and the JORC Code. The specific valuation methodologies used by DRM are referred to in the respective section of our Report and in further detail in the Independent Technical Report contained in Appendix 6.

10.2 Valuation of the Proposed Merged Entity

Sum-of-Parts

In our assessment of the value of the Proposed Merged Entity, we have chosen to employ the Sum-of-Parts methodology which estimates the value of the Proposed Merged Entity by aggregating the estimated fair market values of its underlying assets and liabilities, having consideration for the following:

- the value of MacPhersons prior to the implementation of the Scheme using the methodologies detailed in Section 11.1;
- the DCF valuation of Goongarrie Lady, with assistance on the technical inputs and assumptions from DRM;
- the value of Intermin's mineral assets having reliance on the Independent Technical Report prepared by DRM and the present value of the likely future receipts from the Janet Ivy production royalty;
- the value of Intermin's other assets and liabilities (considering whether their book values materially represent their market values);
- the present value of the Proposed Merged Entity; and
- the resulting number of shares on issue in the Proposed Merged Entity following the implementation of the Scheme.

We have chosen these methodologies for the following reasons:

- cash flows from Goongarrie Lady can be forecast on a reasonable basis and have a finite life, rendering it suitable for a DCF valuation;
- the mineral assets held by Intermin, not included in our DCF valuation, are valued by an independent technical expert as set out in Appendix 6; and

- the FME methodology is most commonly applicable to profitable businesses with steady growth histories and an indefinite life. We do not consider the FME methodology to be appropriate given that Intermin does not have a consistent record of recent profits or an indefinite life. As such, we do not have a reasonable basis to assess future maintainable earnings of Intermin. The FME methodology is also no considered appropriate for valuing finite life assets such as mining assets.

Our valuation of the Proposed Merged Entity undertaken in Section 12 specifically excludes the impact of the Proposed Acquisition. This has been considered in Section 13.1 and Section 14.5.

Independent specialist valuation

We have relied on the Independent Valuation Report prepared by DRM in accordance with the Valmin Code and JORC Code.

We are satisfied with the valuation methodologies adopted by DRM which we consider to be in accordance with industry practices and compliant with the requirements of the Valmin Code and the JORC Code. The specific valuation methodologies used by DRM are referred to in the respective section of our Report and in further detail in the Independent Technical Report contained in Appendix 6.

11. Valuation of MacPhersons prior to the Scheme

11.1 Net Asset Valuation of MacPhersons

The value of MacPhersons assets on a going concern basis is reflected in our valuation below:

Statement of Financial Position	Ref	Reviewed as at 31-Dec-18	Low value	Preferred value	High value
		$	$	$	$
CURRENT ASSETS					
Cash and cash equivalents		1,058,665	1,058,665	1,058,665	1,058,665
Trade and other receivables		101,247	101,247	101,247	101,247
TOTAL CURRENT ASSETS		1,159,912	1,159,912	1,159,912	1,159,912
NON-CURRENT ASSETS					
Property, plant and equipment		2,573,295	516,911	516,911	516,911
Deferred exploration and evaluation expenditure	a	7,590,817	13,300,000	17,400,000	24,100,000
TOTAL NON-CURRENT ASSETS		10,164,112	13,816,911	17,916,911	24,616,911
TOTAL ASSETS		11,324,024	14,976,823	19,076,823	25,776,823
CURRENT LIABILITIES					
Trade and other payables		176,211	176,211	176,211	176,211
Employee entitlements		55,590	55,590	55,590	55,590
TOTAL CURRENT LIABILITIES		231,801	231,801	231,801	231,801
NON-CURRENT LIABILITIES					
Employee entitlements		19,762	19,762	19,762	19,762
Mine rehabilitation provision	b	957,424	-	-	-
TOTAL NON-CURRENT LIABILITIES		977,186	19,762	19,762	19,762
TOTAL LIABILITIES		1,208,987	251,563	251,563	251,563
NET ASSETS (controlling interest basis)		10,115,037	14,725,260	18,825,260	25,525,260
Discount for minority interest	c		29%	26%	23%
NET ASSETS (minority interest basis)			10,454,935	13,930,692	19,654,450
Shares on issue (number)	d	351,026,501	351,026,501	351,026,501	351,026,501
Value per share			$0.030	$0.040	$0.056
Value per 1.8227 shares			$0.054	$0.073	$0.102

Source: MacPhersons' reviewed financial statements at 31 December 2018 and BDO analysis

The table above indicates that the value of a MacPhersons share prior to the implementation of the Scheme on a minority interest basis is between $0.030 and $0.056, with a preferred value of $0.040. For the purposes of assessing whether the Scheme is fair for Shareholders, the relevant valuation to consider is the value of 1.8227 shares in MacPhersons. We have assessed the value of 1.8227 shares in MacPhersons to be between $0.054 and $0.102, with a preferred value of $0.073.

We note the following adjustments, referenced in the table above, in relation to our assessed value.

Note a) Property, plant and equipment

Property, plant and equipment includes the Nimbus processing plant, which is currently on care and maintenance and unlikely to be used in the short to medium term. There is no plan to use the Nimbus plant in the short term and it would require significant restoration works to allow it to be capable of being used. As a result, we have adjusted the value of the Nimbus plant from its book value of $2,056,384 as at 31 December 2018 to nil.

Note b) Deferred exploration and evaluation expenditure

This represents the independent market valuation undertaken by DRM of MacPhersons' mineral assets, including deferred exploration and evaluation expenditure and mining rehabilitation costs. In its independent market valuation, DRM considered a number of different valuation methods to apply to the mineral assets of MacPhersons. DRM elected to apply the following methodologies:

- Market based assessment – comparable transaction analysis;
- Yardstick methodology; and
- Geoscientific/Kilburn methodologies.

We consider these methodologies to be appropriate given the stage of development of the Boorara Gold Project and Nimbus Project. Further information regarding DRM's valuation of MacPhersons' mineral assets is included in DRM's report contained in Appendix 6.

The range of values for MacPhersons' mineral assets, as assessed by DRM, is set out below:

Valuation of MacPhersons' mineral assets	Low value $	Preferred value $	High value $
Value of MacPhersons' mineral assets	**13,300,000**	**17,400,000**	**24,100,000**

Source: DRM report

The table above indicates a range of values between $13.3 million and $24.1 million, with a preferred value of $17.4 million.

Note c) Mine rehabilitation provision

Mine rehabilitation provision has been included in DRM's independent valuation. As a result, we have adjusted the mine rehabilitation provision liability in the net asset valuation.

Note d) Discount for minority interest

The net asset value of MacPhersons is reflective of a controlling interest. As determined in Section 3.3, we determined that the Scheme is in effect a Merger of Equals and that the consideration offered and the securities given up should be assessed on an equivalent basis. As the implementation of the Scheme will not preclude either Shareholders or Intermin's shareholders from receiving a control premium for their shares in the future, we have assessed the consideration offered and securities given up on a minority interest basis.

In order to convert MacPhersons' NAV to a minority interest basis, we must apply a minority interest discount, which is the inverse of a premium for control and is calculated using the following formula:

Minority interest discount = 1 – (1/(1+control premium))

Based on our analysis in Appendix 4, we consider an appropriate control premium for MacPhersons to be between 30% and 40%, giving rise to a minority interest discount in the range of 23% to 29%.

Note e) Shares on issue

We have not included the two tranches of 5,000,000 and 400,000 options currently on issue with respective exercise prices of $0.150 and $0.360, because at the date of our report, they are out of the money and as such do not have a dilutive effect.

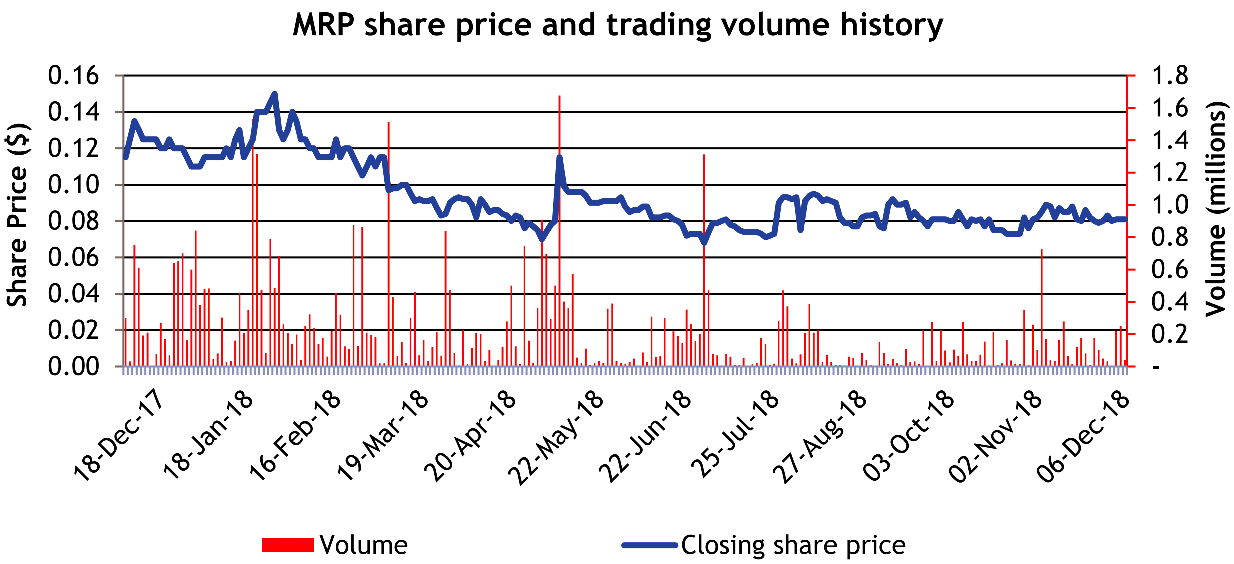
11.2 Quoted Market Prices for MacPhersons' Securities

To provide a comparison to the valuation of MacPhersons in Section 12.1, we have also assessed the quoted market price for a Macphersons share.

The quoted market value of a company's share is reflective of a minority interest. A minority interest is an interest in a company that is not significant enough for the holder to have an individual influence in the operations and value of that company.

Our analysis of the quoted market price of a MacPhersons share is based on the pricing prior to the announcement of the Scheme. This is because the value of a MacPhersons share after the announcement may include the impact of any change in value as a result of the Scheme. However, we have considered the value of a MacPhersons share following the announcement when we have considered reasonableness in Section 14.

Information on the Scheme was announced on 11 December 2018. Prior to the announcement, MacPhersons was placed in a trading halt from 7 December 2018. Therefore, the following chart provides a summary of the share price movement over the 12 months to 6 December 2018, which was the last trading day prior to the announcement.



Source: Bloomberg

The daily price of MacPhersons shares from 6 December 2017 to 6 December 2018 has ranged from a low of $0.068 on 28 June 2018 to a high of $0.150 on 29 January 2018. Over the first five months of our analysis, the share price of MacPhersons demonstrated a decreasing trend before stabilizing within a lower range from May 2018 to December 2018. The highest single day of trading was 9 May 2018, where 1.68 million shares were traded.

During twelve month period prior to 6 December 2018 a number of announcements were made to the market. The key announcements are set out below:

Date	Announcement	Closing Share Price Following Announcement $ (movement)		Closing Share Price 3 Days After Announcement $ (movement)	
25/10/2018	Quarterly Activities & Cash Flow Report	0.073	▶ 0.0%	0.082	▲ 12.3
11/10/2018	New Prospecting Licence Applications adjacent to Boorara	0.081	▲ 5.2%	0.077	▼ 4.9%
29/08/2018	More Gold Hits at Boorara Project - 5m at 9.57 g/t gold	0.083	▶ 0.0%	0.076	▼ 8.4%
07/08/2018	17m at 4.49 g/t gold from surface at Boorara	0.091	▲ 21.3%	0.094	▲ 3.3%
31/07/2018	Quarterly Cash Flow Report	0.092	▼ 1.1%	0.091	▼ 1.1%
26/07/2018	More Significant Gold Hits at Boorara 13m at 6.08 g/t gold	0.090	▲ 23.3%	0.092	▲ 2.2%
17/07/2018	Quarterly Activities Report	0.074	▶ 0.0%	0.072	▼ 2.7%
02/07/2018	More Significant Gold Hits at Boorara Project	0.079	▲ 6.8%	0.081	▲ 2.5%
24/05/2018	More Significant Gold Hits at Boorara Project 30m at 1.5 g/t	0.091	▶ 0.0%	0.093	▲ 2.2%
10/05/2018	Response to ASX Price Query	0.099	▼ 13.9%	0.096	▼ 3.0%
04/05/2018	Crown Jewel Hole Returns 36m at 4.19 g/t Gold	0.074	▲ 5.7%	0.115	▲ 55.4
30/04/2018	Crown Jewel Hole Returns 30m at 1.75 g/t Gold	0.079	▲ 3.9%	0.070	▼ 11.4
18/04/2018	Quarterly Activities & Cash Flow Report	0.084	▼ 2.3%	0.083	▼ 1.2%
27/03/2018	Boorara RC Drilling to Expand Resource Base	0.090	▲ 7.1%	0.092	▲ 2.2%
06/03/2018	Boorara Gold Resource up 118% to 507,000 Ounces	0.097	▼ 15.7%	0.100	▲ 3.1%
22/02/2018	Potential to Extend All Three Boorara Deposits	0.115	▼ 4.2%	0.110	▼ 4.3%
31/01/2018	Quarterly Activities & Cash Flow Report	0.125	▼ 3.8%	0.135	▲ 8.0%
19/01/2018	MacPhersons hits more Shallow Gold intercepts up to 348 g/t	0.125	▲ 4.2%	0.140	▲ 12.0
08/12/2017	116 Metre Dolerite Zone Intercepted in Deep Hole	0.135	▲ 8.0%	0.125	▼ 7.4%

Source: Bloomberg and BDO analysis

On 25 October 2018, MacPhersons released its Quarterly Activities Report for the quarter ended 30 September 2018, detailing drilling activities at Boorara and a cash balance of $1.7 million. On the date of the announcement the share price remained unchanged at $0.073, but increased by 12.3% in the subsequent three-day period following the announcement.

On 7 August 2018, MacPhersons announced drilling results from 14 targets in the Northern Stockwork deposit of Boorara, including a 17m at 4.49g/t gold discovery. On the date of the announcement the share price increased by 21.3% to close at $0.091 and continued to increase by 3.3% to close at $0.094 in the subsequent three-day period following the announcement.

On 26 July 2018, MacPhersons announced drilling results from a further 25 targets from the Northern Stockwork of Boorara, including a 13m at 6.08g/t gold discovery. On the date of the announcement the share price increased by 23.3% to close at $0.090 and continued to increase by 2.2% to close at $0.092 in the subsequent three-day period following the announcement.

On 10 May 2018, MacPhersons responded to the ASX in relation to a price query on recent trading of its securities. On the date of the announcement the share price decreased by 13.9% to close at $0.099 and continued to decrease by 3.0% to close at $0.096 in the subsequent three-day period following the announcement.

On 4 May 2018, MacPhersons announced drilling results at the Crown Jewell mineralisation at the Southern Stockwork deposit of Boorara. The announcement highlighted a 36m discovery at 4.19g/t gold, including 11m at 8.83g/t gold. On the date of the announcement the share price increased by 6% to close at $0.074 and continued to increase by 55% to close at $0.115 in the subsequent three-day period following the announcement.

On 6 March 2018, MacPhersons announced the results of an independent update to the existing Mineral Resource Estimate for Boorara prepared by Cube Consulting Pty Ltd. The total gold resource in the Mineral Estimate increased by 118% to 507,000 ounces. On the date of the announcement the share price decreased by 16% to close at $0.097, but then increased by 3% to close at $0.100 in the subsequent three-day period following the announcement.

On 19 January 2018, MacPhersons announced it had discovered a 5m gold mineralisation at 71.37 g/t from a 75m depth, including 1m at 348 g/t. On the date of the announcement the share price increased by 4% to close at $0.125 and continued to increase by 12% to close at $0.140 in the subsequent three-day period following the announcement.

To provide further analysis of the market prices for a MacPhersons share, we have also considered the weighted average market price for 10, 30, 60 and 90 day periods to 6 December 2018.

	06-Dec-18	10 Days	30 Days	60 Days	90 Days
Closing Price	$0.081				
Weighted Average		$0.081	$0.082	$0.081	$0.084

Source: Bloomberg, BDO analysis

The above weighted average prices are prior to the date of the announcement of the Scheme, to avoid the influence of any movement in the price of MacPhersons shares that has occurred since the Scheme was announced.

An analysis of the volume of trading in MacPhersons shares for the twelve months to 6 December 2018 is set out below:

	Share price low	Share price high	Cumulative Volume traded	As a % of Issued capital
1 day	$0.081	$0.082	39,529	0.01%
10 days	$0.079	$0.086	960,196	0.27%
30 days	$0.070	$0.089	3,735,510	1.06%
60 days	$0.070	$0.092	6,222,460	1.77%
90 days	$0.070	$0.098	9,321,005	2.66%
180 days	$0.068	$0.125	31,683,163	9.03%
1 year	$0.068	$0.160	49,045,035	13.97%

Source: Bloomberg, BDO analysis

This table indicates that MacPhersons' shares display a low level of liquidity, with only 2.66% of the Company's current issued capital being traded in the 90-day period leading up to the announcement. RG 111.69 states that for the quoted market price methodology to be an appropriate methodology there needs to be a 'liquid and active' market in the shares and allowing for the fact that the quoted price may not reflect their value should 100% of the securities not be available for sale. We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities;
- Approximately 1% of a company's securities are traded on a weekly basis;
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company; and
- There are no significant but unexplained movements in share price.

A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

In the case of MacPhersons, we consider there to be an illiquid and inactive for its shares as only 13.97% of the Company's current issued capital was traded in the year leading up to the announcement.

Our assessment is that the range of value for MacPhersons' shares based on market pricing, after disregarding post-announcement pricing, is between $0.080 and $0.085. The quoted market value of a company's shares is reflective of a minority interest, therefore there is no need to apply a discount for minority interest to our assessed range of value.

As set out in section 10.1, for the purposes of assessing whether the Scheme is fair for the Shareholders, the relevant valuation to consider is the value of 1.8227 shares in MacPhersons. Based on the quoted market price method, the value of 1.8227 shares in MacPhersons is between $0.146 and $0.155, with a midpoint value of $0.150. The results of our QMP analysis of MacPhersons are summarised in the table below:

QMP of MacPhersons	Low $	Midpoint $	High $
Quoted market price value	0.080	0.083	0.085
Value of 1.8227 shares	**0.146**	**0.150**	**0.155**

Source: BDO analysis

11.3 Assessment of the value of MacPhersons prior to the Scheme

The results of the valuations performed are summarised in the table below:

Valuation of 1.8227 MacPhersons share prior to the Scheme	Low value $	Midpoint value $	High value $
Net asset value (Section 11.1)	0.054	0.073	0.102
Quoted market price (Section 11.2)	0.146	0.150	0.155

Source: BDO analysis

We note that the values obtained under the QMP methodology are higher than the values derived from the NAV methodology. This difference in values between the two methodologies may be explained by the following:

- our NAV valuation includes an independent valuation of MacPhersons' mineral assets. The independent valuation undertaken by DRM reflects the market value of Boorara and Nimbus, including exploration potential.
- the QMP value range may reflect investors' perceived higher value attributed to Boorara and Nimbus, which may include positive sentiment on the future prospects of the projects; and
- under RG111.69 (d), the QMP methodology is considered appropriate when a liquid and active market exists for the securities. From our analysis in Section 11.2, we note that only 9.03% of MacPhersons' issued capital was traded in the 180-day period prior to the announcement of the Scheme. This represents a low level of liquidity and therefore, in the absence of an informed market, the quoted market price of MacPhersons may not accurately reflect the market value of its shares.

For the reasons stated above, we consider the NAV methodology to be the most appropriate method to value MacPhersons prior to the implementation of the Scheme. Our NAV methodology includes a valuation of MacPhersons' mineral assets, undertaken by an independent technical specialist.

We note there is a greater difference between the book value and market value of MacPhersons than the book value and market value of Intermin. The difference can be explained by differing accounting policies. Intermin capitalises project expenditure and development assets, whereas MacPhersons expenses these costs. Our NAV valuation, which includes the independent technical valuation of MacPhersons mineral assets, removes the impact of accounting policy and supports the value attributed to its assets by the market.

We consider the methodologies used by DRM to more accurately reflect the fair market value of MacPhersons' assets. Based on the results above, we consider the value of 1.8227 MacPhersons shares prior to the implementation of the Scheme to be between $0.054 and $0.102, with a preferred value of $0.073.

12. Valuation of the Proposed Merged Entity

12.1 Sum-of-Parts

We have employed the Sum-of-Parts methodology in estimating the value of the Proposed Merged Entity by aggregating the estimated fair market values of its underlying assets and liabilities, having consideration for the following:

- the value MacPhersons prior to the implementation of the Scheme;
- the DCF valuation of Intermin's Goongarrie Lady;
- the NAV valuation of Intermin, including Intermin's mineral assets based on the Independent Technical Report prepared by DRM, and the present value of the likely future receipts from the Janet Ivy production royalty;
- present value of forecast corporate costs of the Proposed Merged Entity; and
- the resulting number of shares on issue in the Proposed Merged Entity following the implementation of the Scheme.

The value of the Proposed Merged Entity's assets on a minority interest basis is reflected in our valuation below:

Valuation of the Proposed Merged Entity	Ref	Low value $m	Preferred value $m	High value $m
Value of MacPhersons prior to the Scheme	11.1	14.7	18.8	25.5
Value of Intermin's Lady Goongarrie Project	12.2	4.2	4.5	4.7
Value of Intermin's Janet Ivy Royalty	12.3	3.0	3.2	3.4
Value of Intermin's other mineral assets	12.4	17.6	23.3	31.8
NAV of Intermin's other assets and liabilities	12.5	7.4	7.4	7.2
Present value of the combined corporate costs	12.6	(3.1)	(3.2)	(3.3)
Landholder duty resulting from the Scheme	**12.7**	(1.2)	(1.2)	(1.2)
Value of the Proposed Merged Entity (controlling interest basis)		**42.7**	**52.8**	**68.3**
Discount for minority interest (%)	12.8	29%	26%	23%
Value of the Proposed Merged Entity (minority interest basis)		**30.3**	**39.1**	**52.6**
Number of shares in the Proposed Merged Entity	12.9	427,974,463	427,974,463	427,974,463
Value per share (minority interest basis)		**0.071**	**0.091**	**0.123**

12.2 Discounted Cash Flow Valuation of Goongarrie Lady

12.2.1. Future Cash Flows

The management of Intermin have prepared a detailed cash flow model for Goongarrie Lady ('**the Model**'), which estimates the future cash flows from production over the twelve month life of mine based on JORC Code compliant reserves included in the Feasibility Study announced on 26 June 2018.

We have, with the assistance of a technical specialist, assessed the reasonableness of the Model and the material assumptions that underpin it. We have made certain adjustments to the Model where it was considered appropriate to arrive at an adjusted model ('**the Adjusted Model**'). We have adjusted the Model to reflect changes to the economic and timing assumptions we consider appropriate.

The Model was prepared based on estimates of Goongarrie Lady's mine production profile, operating costs and capital expenditure from the Feasibility Study. The main assumptions underpinning the model include:

- mining volumes;
- processing volumes and recovery;
- operating costs;
- development and capital expenditure;
- rehabilitation costs;
- gold commodity prices;
- foreign exchange rates; and
- royalties.

We undertook the following analysis on the Model:

- analysing the Model to confirm its integrity and mathematical accuracy;
- appointed DRM as the technical expert to review the technical inputs and assumptions underpinning the model;
- conducted independent research on certain economic and other inputs such as commodity prices, exchange rates, inflation and the discount rate applicable to the future cash flows of Intermin;
- consulted with Intermin on the reasonableness of the assumptions adopted including timing of cash flows;
- calculating an appropriate discount rate; and
- performed sensitivity analysis on the value of Goongarrie Lady as a result of flexing key assumptions and inputs.

We have not undertaken a review of the cash flow forecasts in accordance with the Standards on Assurance Engagement ASAE 3450 'Assurance Engagements involving Corporate Fundraising and/or Prospective Financial Information' and do not express an opinion on the reasonableness of the assumptions or their achievability. However, nothing has come to our attention as a result of our procedures to suggest that the assumptions on which the Model has been based have not been prepared on a reasonable basis.

Appointment of a technical expect

DRM was engaged to provide a technical assessment of the underlying technical assumptions of the Model. The assessment involved a review and opinion on the reasonableness of the assumptions adopted by Intermin, including:

- mining physicals (including volume mined, recovery and grade);
- processing assumptions at the two feasible processing locations;
- operating costs (including technical services and mine site administration overheads);
- development and capital expenditure;
- royalties; and

- other relevant assumptions.

DRM's Independent Technical Specialists Report and Valuation is attached as Appendix 6 to this report.

Limitations

Since forecasts relate to the future, they may be affected by unforeseen events and they depend, in part, on the effectiveness of management's actions in implementing the plans on which the forecasts are based. Consequently, actual results may vary materially from the forecasts included in the Adjusted Model, as it is often the case that some events and circumstances frequently do not occur as expected, or are not anticipated, and those differences may be material.

Model Timing

We have been advised by the management of Intermin that the start of operations at Goongarrie Lady has been deferred from 1 January 2019, due to the Scheme. As a result, we have deferred the start of operational cash flows in the Adjusted Model by six months to begin at 1 July 2019. The Adjusted Model includes six months of nil cash flows from 1 January to 30 June 2019.

Economic Assumptions

Inflation

Gold prices obtained from our research sources are quoted on a nominal basis. Therefore, we applied inflation to the Model in order to convert the cash flows to nominal terms in the Adjusted Model.

We have adopted an annual inflation rate of 2.3% which is based on the average forecast inflation rate as sourced from Bloomberg, whilst also giving consideration to historical inflation rates in Australia. Our assessment of forecast inflation is supported by the fact it lies within the RBA's inflation target of 2% to 3%.

Foreign Exchange

Gold prices obtained from our research are quoted in nominal USD terms. We have converted the gold prices from USD to AUD at the following forecast exchange rates.

Exchange rates	CY 2019	CY 2020
USD:AUD	0.73	0.75

Source: Bloomberg, BDO analysis

*CY = Calendar Year

Gold Prices

In forming our view of the forecast gold prices, we have had regard to both historical gold prices from Bloomberg as well as consensus analyst views on forecast pricing, as published by Consensus Economics.

Based on our analysis, we have adopted the following nominal forecast gold prices:

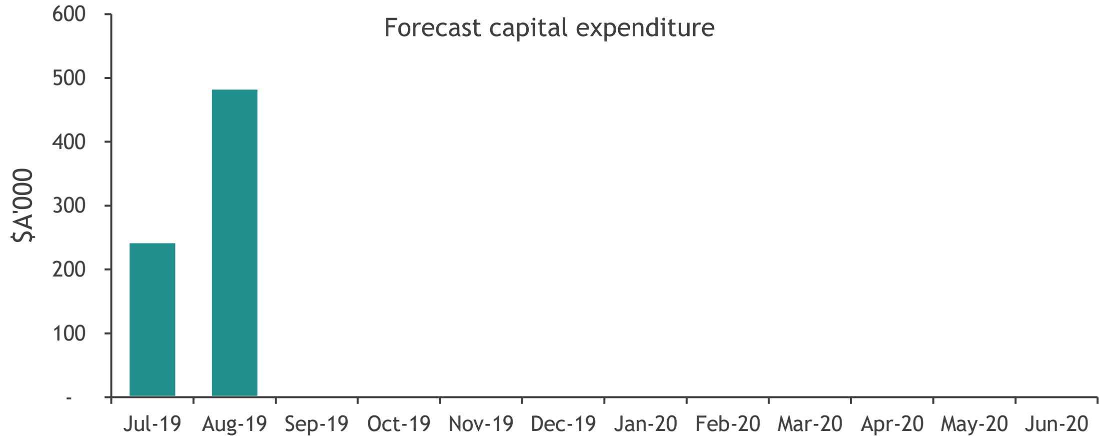
Gold prices	CY 2019	CY 2020
Gold (US$/oz)	1,304	1,342

Source: Consensus Economics, Bloomberg and BDO analysis

*CY = Calendar Year

Capital Expenditure

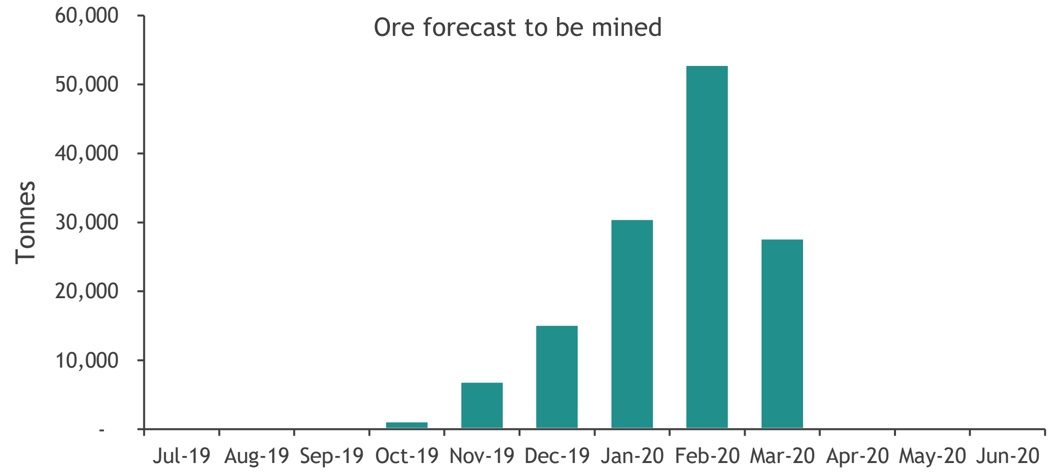
Capital expenditure required for Goongarrie Lady in the first two months of the life of mine relate primarily to mobilisation, construction works, dewatering and other establishment works. The forecast capital expenditure of $724,000 (on a nominal basis), is shown below:



Source: Adjusted Model and BDO analysis

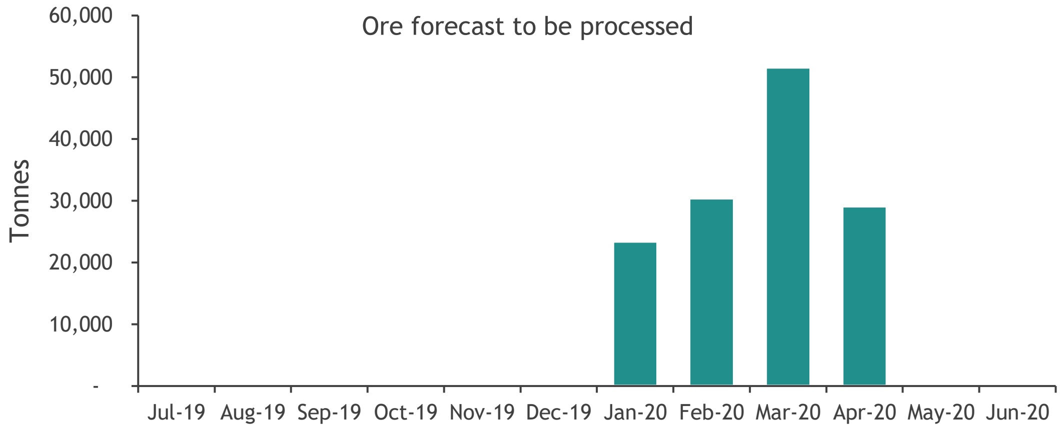
Mining Physicals

Following the initial two month period of development works, ore extraction will begin in September 2019 (month three life of mine) with 84 tonnes forecast to be mined in that initial month. The volume of ore to be extracted from Goongarrie Lady by month is shown in the graph below:



Source: Adjusted Model and BDO analysis

Ore is forecast to be processed (milled) from month seven of the life of mine, as shown below:



Source: Adjusted Model and BDO analysis

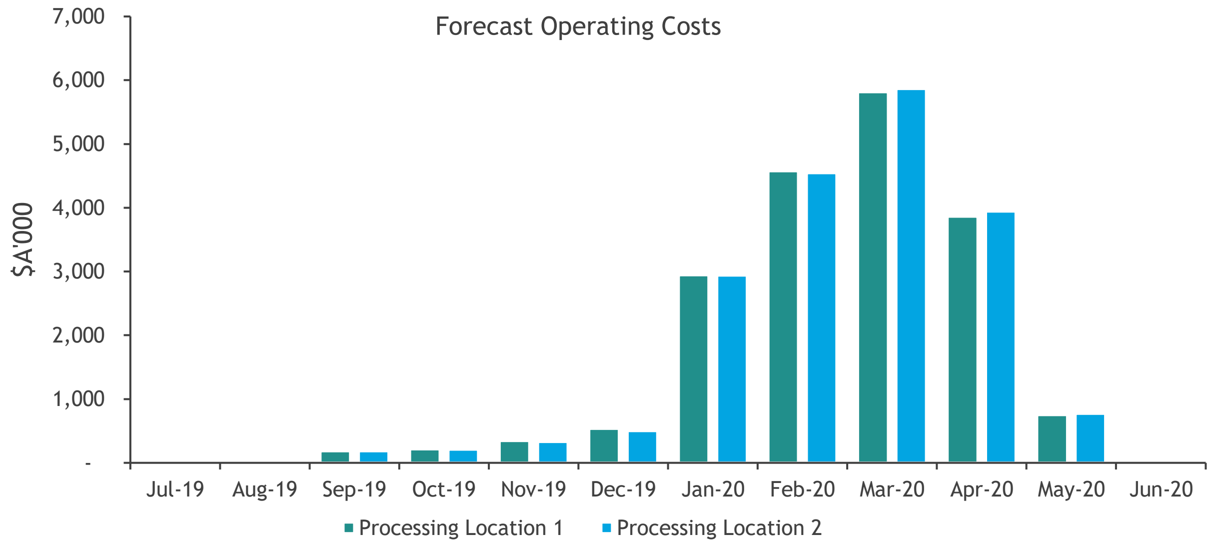
Operating Costs

The operating costs included in the Adjusted Model include mining costs, processing costs, site administration costs, contractor costs and royalties. DRM has confirmed the reasonableness of the forecast operating cost assumptions.

The Proposed Merged Entity has two highly probable options of processing facilities for ore mined at Goongarrie Lady, impacting operating costs through a difference in processing costs. Both locations are located in the Kalgoorlie region. In assessing the value of Goongarrie Lady, we have taken both processing location options into consideration.

Processing Location 2 has a lower haulage cost per tonne than Processing Location 1, incurring lower operating costs in months September 2019 to February 2020. However, Processing Location 2 has higher processing costs than Processing Location 1, shown through the higher operating costs from March 2020 through May 2020. Ore processing is assumed to begin in January 2020. Total operating costs for Processing Location 1 over the life of mine are $19.27 million, while total operating costs for Processing Location 2 are $19.33 million. The volume and timing of ore movements is assumed to be constant across both locations.

In preparing the Adjusted Model, we have applied our inflation assumption of 2.3% per annum to the forecast operating costs. The monthly profile of forecast operating costs at both locations is shown below:



Source: Adjusted Model and BDO analysis

Royalties

Gold production from Goongarrie Lady is subject to a 2.5% royalty (Western Australian State Government Ad Valorem royalty). The first 2,500oz of gold production is exempt.

Taxation

As at 30 June 2018, Intermin had unrecognised carried forward tax losses of $3,108,944 available to utilise against taxable income. We consider we have reasonable grounds to assume that Intermin will be able to utilise these losses and will have an effective tax rate of 0% in the Adjusted Model based on:

- the tax payable based on the forecast cash flows in the Adjusted Model not exceeding the carried forward loss amount;
- Goongarrie Lady being the only producing (and therefore profitable) asset in the forecast period and there being sufficient carried forward losses to offset any further tax payable in the forecast period;
- Intermin being in a net loss position at 31 December 2018; and
- the continuity of ownership test being satisfied.

Corporate Costs

Forecast corporate costs were not included in the Model. We have accounted for corporate costs of the Proposed Merged Entity in section 12.5.

Discount Rate

In our assessment of an appropriate discount rate to apply to the cash flows of Goongarrie Lady, we consider the most appropriate discount rate to be the Proposed Merged Entity's cost of equity. This is because Goongarrie Lady is intended to be funded by existing cash balances.

We have selected a nominal cost of equity in the range of 7.6% and 10.4% per annum to discount the cash flows of Goongarrie Lady to their present value. We have used a rounded midpoint discount rate of 9%.

In selecting this range of discount rates, we have considered the following:

- the rate of return for comparable ASX listed gold development and producing companies; and
- the risk profile of the Proposed Merged Entity compared to the comparable companies identified.

A detailed analysis of how we arrived at our adopted discount rate range is shown in Appendix 3.

Sensitivity Analysis

We have undertaken a scenario analysis in our assessed valuation of Goongarrie Lady. This scenario analysis is based on two scenarios based on the two processing locations for ore mined at Goongarrie Lady which are considered probable alternatives. We have then analysed the key assumptions in the Adjusted Model under both scenarios and prepared sensitivities on the NPV.

These sensitivities have been prepared to assist Shareholders in considering the potential effects on the value of Goongarrie Lady if our base case assumptions change. The sensitivity analysis includes:

- a change of +/- 8% to the gold price;
- a change of +/- 8% to the AUD/USD exchange rate;
- a change of +/- 8% to the operating costs; and
- a change of +/- 1% to the discount rate.

Our analysis is detailed below:

		Discount rate	
	8.0%	9.0% (base case)	10.0%
Processing Location 1 - $A'000	4,688	4,620	4,553
Processing Location 2 - $A'000	4,346	4,282	4,219

Source: BDO analysis

NPV		Sensitivities	
Processing Location 1	($'000)	($'000)	($'000)
Percentage change	Gold price US$/oz	Exchange rate	Operating costs
-8%	3,105	3,211	3,220
-6%	3,487	3,550	3,570
-4%	3,857	3,889	3,920
-2%	4,239	4,249	4,270
0%	4,620	4,620	4,620
2%	5,002	5,002	4,970
4%	5,372	5,404	5,320
6%	5,754	5,828	5,670
8%	6,135	6,262	6,020

Source: BDO analysis

NPV		Sensitivities	
Processing Location 2	($'000)	($'000)	($'000)
Percentage change	Gold price US$/oz	Exchange rate	Operating costs
-8%	2,767	2,873	2,877
-6%	3,148	3,212	3,228
-4%	3,519	3,551	3,580
-2%	3,900	3,911	3,931
0%	4,282	4,282	4,282
2%	4,663	4,663	4,633
4%	5,034	5,066	4,984
6%	5,415	5,489	5,335
8%	5,797	5,924	5,686

Source: BDO analysis

In considering the sensitivities, Shareholders should note the following:

- the variables described may have compounding or offsetting effects and are unlikely to move in isolation;
- the variables we have performed sensitivities are not the only variables which are subject to deviation from the forecast assumptions; and
- the sensitivities performed do not cover the full range of possible variances from the base case assumptions used (i.e. variances could be greater than the percentage increases or decreases set out in this analysis.)

We have presented the sensitivities to highlight the sensitivity of the value of Goongarrie Lady to changes in the economic and operating assumptions. If we were to consider all the sensitivities in our assessed value, the range would be so wide it would not provide meaningful information to Shareholders.

Based on our analysis, we consider the value of Goongarrie Lady to be in the range of $4.22 million to $4.69 million, with a midpoint value of $4.54 million.

12.3 Value of Intermin's Janet Ivy Royalty

As discussed in Section 6.2, Intermin has a gold production royalty for every tonne mined at Norton's Janet Ivy mine. For every tonne of ore mined and processed, Intermin earns $0.5. We have performed a DCF valuation on the estimated future cash flows earned from the royalty.

Janet Ivy is controlled by Norton, which is a private company after delisting from the ASX in 2015. Intermin does not retain any control over the project and is dependent on the decision making of Norton. The Proposed Merged Entity's future cash inflows from the Janet Ivy royalty are subject to counter-party risk, which was not present for Goongarrie lady. There is a present risk that Norton may reduce production or place Janet Ivy on care and maintenance for an extended period of time. We also note that Norton as a privately owned company has fewer reporting obligations than an ASX listed entity, increasing counter-party risk. As a result, in determining the appropriate discount rate for our DCF valuation of the royalty, we have made an adjustment in relation to the cost of equity used to discount Goongarrie Lady (as detailed Appendix 3) for the inherent risk associated with the royalty, as summarised below.

Adjusted cost of equity	ref	
Preferred cost of equity for the Proposed Merged Entity	Appendix 3	9.0%
Inherent risk adjustment		2.00%
Cost of equity for the Janet Ivy Royalty		**11.0%**

Our preferred cost of equity for the Janet Ivy royalty is 11%.

We note that Janet Ivy was taken off care and maintenance in April 2017. Based on Norton's last published resource statement, there was a total resource of 13.61 Mt at Janet Ivy. In the financial year ended 30 June 2018 and half respectively.

Based on the remaining resource calculated by production volumes to 31 December 2018 and current extraction rates per month, we have forecast the future cash flows from the royalty. We have then undertaken a sensitivity analysis on the value of the royalty based on a +/- 1% movement in the cost of equity. Our valuation results are shown below:

Janet Ivy Royalty Valuation	10%	11%	12%
NPV (A$ million)	3.4	3.2	3.0

We have assessed the value of the Janet Ivy royalty to be between $3.0 million and $3.4 million, with a preferred value of $3.2 million.

12.4 Value of Intermin's Other Mineral Assets

We instructed DRM to provide an independent market valuation of the mineral assets held by Intermin. DRM considered a number of different valuation methods when valuing the mineral assets of Intermin. DRM elected to apply the following methodologies:

- Market based assessment – comparable transaction analysis;
- Yardstick methodology; and
- Geoscientific/Kilburn methodologies.

We consider these methodologies to be appropriate given the exploration stage of Intermin's mineral assets (excluding Goongarrie Lady). Further information regarding the valuation of Intermin's mineral assets is included in DRM's report in Appendix 6.

The table below indicates the overall value of Intermin's mineral assets, as assessed by DRM, is between $17.6 million and $31.8 million, with a preferred value of $23.3 million.

Valuation of Intermin's mineral assets excluding Lady Goongarrie	Low value $m	Preferred value $m	High value $m
Value of Intermin's mineral assets excluding Lady Goongarrie	**17.6**	**23.3**	**31.8**

Source: Independent Technical Report by DRM

12.5 NAV of Intermin's Other Assets and Liabilities

The value of Intermin's net assets, excluding Goongarrie Lady and its other mineral assets, prior to the implementation of the Scheme and on a controlling basis is reflected in our valuation below:

Statement of Financial Position	Ref	Reviewed as at 31-Dec-18 $	Adjusted NAV $
CURRENT ASSETS			
Cash and cash equivalents	a	6,284,346	5,984,346
Trade and other receivables		985,648	985,648
TOTAL CURRENT ASSETS		7,269,994	6,969,994
NON-CURRENT ASSETS			
Financial assets at fair value through profit or loss		727,030	727,030
Other assets		257,927	257,927
Property, plant and equipment		185,122	185,122
Exploration and evaluation expenditure	b	16,767,193	-
TOTAL NON-CURRENT ASSETS		17,937,272	1,170,079
TOTAL ASSETS		25,207,266	8,140,073
CURRENT LIABILITIES			
Trade and other payables		729,573	729,573
TOTAL CURRENT LIABILITIES		729,573	729,573
NON-CURRENT LIABILITIES			
Provisions	c	100,000	-
TOTAL CURRENT LIABILITIES		100,000	-
TOTAL LIABILITIES		829,573	729,573
TOTAL ASSETS		24,377,693	7,410,500

Source: Intermin's reviewed financial statements for the six months ended 31 December 2018 and BDO Analysis

Note a) Cash and cash equivalents

Intermin paid a $300,000 exclusivity deposit to Focus as a condition included in the Exclusivity Deed entered into by Intermin in relation to the Proposed Acquisition.

Our assessment of the value of the Proposed Merged Entity assumes the Proposed Acquisition does not proceed. While the Proposed Acquisition may not proceed for reasons which would not lead to the forfeit of the exclusivity deposit we have assumed the Proposed Acquisition does not proceed for reasons attributable to Intermin and which would lead to forfeit of the deposit. As a result, we have reduced cash and cash equivalents by $300,000 to reflect the forfeit of the $300,000 exclusivity deposit (which would otherwise be put towards the consideration payable to Focus).

Note b) Exploration and evaluation expenditure

DRM has included the existing exploration and evaluation expenditure in its assessed value of Intermin's mineral assets. As a result, we have adjusted the exploration and evaluation expenditure out of the net asset position of Intermin's other assets and liabilities.

Note c) Provisions

Provisions represents the provision for mine rehabilitation. DRM has included the provision for mine rehabilitation in its assessed value of Intermin's mineral assets. As a result, we have adjusted the exploration and evaluation expenditure out of the net asset position of Intermin's other assets and liabilities.

Our adjusted NAV of Intermin's other assets and liabilities is $7.21 million.

12.6 Present value of corporate costs of the Proposed Merged Entity

As stated in Section 12.2.1, corporate costs for Intermin were not included in the Model. As part of our analysis, we have considered the corporate costs of the Proposed Merged Entity. We have considered the historical and annualised 30 June 2019 corporate costs for both MacPhersons and Intermin.

Company	Actual 30-Jun-17	Actual 30-Jun-18	6 Months Actual 31-Dec-18	Annualised 30-Jun-19
Intermin corporate costs	1,064,062	1,452,502	979,829	1,959,659
MacPhersons corporate costs	1,928,297	1,867,895	804,302	1,608,604

Source: Intermin Annual Report 2018, Intermin Half Year Report December 2018, Intermin Management Accounts, MacPhersons Annual Report 2018, MacPhersons Half Year Report December 2018

Following implementation of the Scheme, MacPhersons' corporate overhead will merge with Intermin's corporate overhead. Jeff Williams and Ashok Parekh are expected to be appointed as Non-Executive Directors, replacing two current Non-Executive Directors of Intermin. The remaining corporate overhead of MacPhersons will be transferred to Intermin's office in Nedlands, Perth. Corporate costs such as MacPhersons ASX fees, accounting fees as well as the MacPhersons Company Secretary will be eliminated. Based on this information, we estimate annual corporate costs of the Proposed Merged Entity to be in the range of $2 million to $2.5 million.

To cross check these corporate cost savings arising from the Scheme, we have considered the corporate costs incurred historically by ASX listed mining companies with projects predominantly in Western Australia. In selecting our comparable companies, we have considered characteristics such as revenue, total assets, numbers of mines and market capitalisation. Our analysis of the corporate costs for the identified comparable ASX listed companies is set out below.

Company Name	Commodity	Revenue for the year ended 30 June 2018 ($Am)	Market Capitalisation at 31 December 2018 ($Am)	Corporate Costs for the year ended 30 June 2018 ($Am)
Flinders Mines Limited	Iron/Gold/Base Metals	0.0	135.9	1,718,000
Hastings Technology Metals Limited	Base Metals	0.3	116.7	2,816,144
Rand Mining Limited	Gold	34.8	115.5	1,832,442
Venturex Resources Limited	Copper	0.1	55.5	2,032,273
Ardea Resources Limited	Gold	0.2	54.1	2,985,248
Artemis Resources Limited	Base Metals/Gold	19.0	44.1	2,875,287
Focus Minerals Limited	Gold	1.7	32.0	2,671,000
Hawthorn Resources Limited	Gold	17.3	23.5	1,028,109
Mean		**9.2**	**72.2**	**2,244,813**
Median		**1.0**	**54.8**	**2,351,637**

Source: Capital IQ, Bloomberg and BDO analysis

Based on the above analysis, we have assessed real corporate costs for the Proposed Merged Entity to be in the range of $2.1 million to $2.3 million.

We have applied our assessed forecast inflation rate of 2.3% to the corporate costs over the forecast 18-month period in the Model and have discounted these cash flows at the Proposed Merged Entity's cost of equity of 9%.

Based on our analysis, we have assessed the present value of the corporate costs to be in the range of $3.10 million to $3.30 million, with a midpoint value of $3.15 million.

Our opinion is not sensitive to changes in these corporate cost assumptions. See Appendix 5 for descriptions of the comparable companies used in our analysis.

12.7 Landholder duty resulting from the Scheme

If the Scheme is approved, it will be subject to landholder duty. As a result, we have adjusted the valuation of the Proposed Merged Entity by the estimated amount of $1.2 million.

12.8 Discount for Minority Interest

The net asset value of the Proposed Merged Entity is reflective of a controlling interest. As determined in Section 3.3, the value of an Intermin share post implementation of the Scheme should be assessed on a minority basis.

In order to convert the Proposed Merged Entity's net asset position to a minority interest basis, we must apply a minority discount, which the is inverse of a premium for control and is calculated using the formula 1 – (1/1+control premium). Based on our analysis in Appendix 4, we consider an appropriate control premium to for the Proposed Merged Entity to be in the range of 30% and 40%, given rise to a minority discount of 23% to 29%. This is shown in the table below:

Discount for minority interest	Low	Midpoint	High
Assessed control premium	30%	35%	40%
Inverse of control premium		1-(1/(1+control premium))	
Discount for minority interest	**29%**	**26%**	**23%**

Source: Bloomberg and BDO Analysis

12.9 Number of shares in the Proposed Merged Entity

Following the implementation of the Scheme, the Proposed Merged Entity will have a total of 427,974,463 shares on issue on an undiluted basis. This is detailed in the table below.

Share structure following the Scheme - Intermin Shares	Number of shares
Number of MacPhersons shares on issue prior to the Scheme	351,026,501
Number of MacPhersons shares per Intermin share exchange	1.8227
Number of Intermin shares to be issued to Macphersons shareholders	192,585,999
Number of Intermin shares currently on issue	235,388,464
Total ordinary shares on Issue following the Scheme	**427,974,463**

Source: Intermin Annual Report, MacPhersons Annual Report, Merger Implementation Agreement, BDO Analysis

We have considered the options currently issued in MacPhersons, that are subject to clause 4.5 in the Merger Implementation Agreement issued on 11 December 2018. According to Schedule 9 of the agreement, the MacPhersons options will be converted to Intermin options as shown below:

Number of MacPhersons Options	Number of Intermin Options Received	Exercise Price	Expiry Date
5,000,000	2,743,184	29 cents	9 December 2019
400,000	219,456	70 cents	28 February 2020

Source: Merger Implementation Agreement

We have not included the number of Intermin Options received by MacPhersons Option holders in the number of shares in the Proposed Merged Entity on the basis that they are 'out-of-the-money' for our assessed value per share of the Proposed Merged Entity.

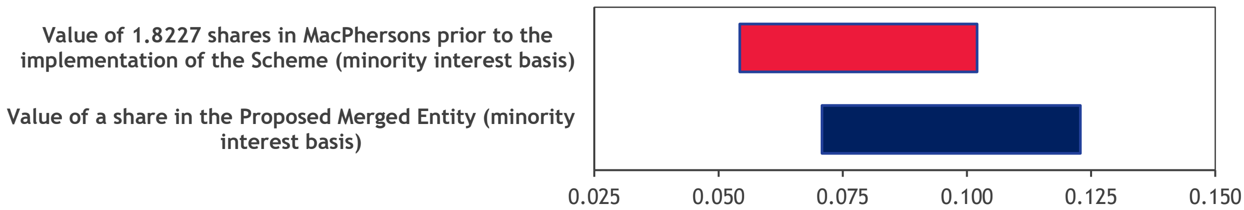
13. Is the Scheme fair?

A comparison of the value of 1.8227 shares in MacPhersons prior to the implementation of the Scheme, on a minority interest basis and the value of a share in the Proposed Merged Entity on a minority interest basis is set out below:

Fairness assessment	Ref	Low value $	Preferred value $	High value $
Value of 1.8227 shares in MacPhersons prior to the implementation of the Scheme (minority interest basis)	11.3	0.054	0.073	0.102
Value of a share in the Proposed Merged Entity (minority interest basis)	12.1	0.071	0.091	0.123

Source: BDO Analysis

The above valuation ranges are presented graphically below:



Source: BDO Analysis

We note from the table above that the value of a share in the Proposed Merged Entity is broadly higher than the value of 1.8227 shares in MacPhersons prior to the Scheme over the entire valuation range. The above pricing indicates that, in the absence of any other relevant information, and an alternative offer, the Scheme is fair for Shareholders.

13.1 Consideration of Fairness Given the Proposed Acquisition of the Coolgardie Project

The scope of Our Report does not require us to provide an opinion on fairness if the Proposed Acquisition were to go ahead. As stated in Section 6.3, the Proposed Acquisition is not conditional on the implementation of the Scheme. However, we have assessed the potential impact of the Proposed Acquisition on the value of the Proposed Merged Entity based on the Exclusivity Deed at the date of Our Report and the announcement made to the market on 11 February 2019.

The results of our valuation and is detailed below:

Valuation of the Proposed Merged Entity Including the Proposed Acquisition	Ref	Low value $m	Preferred value $m	High value $m
Valuation of the Proposed Merged Entity excluding the Proposed Acquisition	12.1	42.5	52.6	68.1
Receipt of Exclusivity Deposit	a	0.3	0.3	0.3
Value of Coolgardie Project Acquired	b	40.0	40.0	40.0
Cash payment for the Proposed Acquisition	c	(31.0)	(31.0)	(31.0)
Estimated Landholder duty from the Scheme and estimated stamp duty from the Proposed Acquisition	d	(3.3)	(3.3)	(3.3)
Value of the Proposed Merged Entity (controlling interest basis)		**48.5**	**58.6**	**74.1**
Discount for minority interest (%)	12.8	29%	26%	23%
Value of the Proposed Merged Entity (minority interest basis)		**34.4**	**43.4**	**57.1**
Number of shares in the Proposed Merged Entity including the Proposed Acquisition	e	491,918,281	491,918,281	491,918,281
Value per share (minority interest basis)		**0.070**	**0.088**	**0.116**

Source: BDO Analysis

Note a) Receipt of Exclusivity Deposit and Non-Payment of Termination Liability

As discussed in Section 12.5(a), after entering into the Exclusivity Deed with Focus, Intermin paid a $300,000 exclusivity deposit.

If the Proposed Acquisition proceeds, Intermin will receive the $300,000 deposit (credited towards the consideration payable). As a result, we have added this back to the net asset value of the Proposed Merged Entity including the Proposed Acquisition.

Note b) Value of Coolgardie Project Acquired

Our assessment of the Coolgardie Project is based on fair market value, defined as follows by the International Valuation Standards Council ('**IVSC**'):

"The estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgably, prudently and without compulsion."

The Coolgardie Project is being exchanged for $40 million on completion of the Asset Sale Agreement. In our opinion the purchase consideration satisfies the definition of fair market value based on the following:

- the Proposed Acquisition is between a willing buyer (Intermin) and willing seller (Focus) at arm's length; and
- the Coolgardie Project has been widely marketed since at least 31 July 2018 after the West Australian newspaper published an article stating that Azure Capital Pty Ltd was running a sale process for the Coolgardie Project. The Coolgardie Project sale process has been public knowledge since 1 August 2018, when Focus released a statement confirming the article in the West Australian.

As a result of these facts, we have adjusted the NAV valuation of the Proposed Merged Entity including the Proposed Acquisition by the $40 million market value of the Coolgardie Project to be received.

Note c) Cash payment for the Proposed Acquisition

The cash component of the consideration to be paid to Focus for the Coolgardie Project equals $31 million over a 42-month period after the completion date of the Asset Sale Agreement. Based on the definition of fair market value defined by the IVSC, the consideration exchanged for the asset is the fair value.

As a result, we have not discounted the cash consideration paid over the 42-month period after the completion date and the fair value of cash consideration paid to Focus is $31 million.

Note d) Landholder duty from the Scheme and stamp duty from the Proposed Acquisition

As discussed in Section 12.7, the Scheme will incur landholder duty estimated to amount to $1.2 million. If the Proposed Acquisition proceeds, it will be subject to additional stamp duty estimated at $2.1 million. As a result, we have adjusted the valuation of the Proposed Merged Entity including the Proposed Acquisition by $3.3 million.

Note e) Number of shares in the Proposed Merged Entity including the Proposed Acquisition

Under the terms of the Exclusivity Deed, Intermin will issue a total of $9 million worth of shares at three payment dates to Focus over an 18-month period. The shares will be issued based on the 20 day VWAP at each consideration payment date. For our assessment of the number of shares we have used Intermin's VWAP, at 4 March 2019, to include trading post announcement of the Proposed Acquisition. This is the best proxy for the actual VWAP at the payment dates, as it reflects the markets response to the Proposed Acquisition.

Our assessment of the total number of shares in the Proposed Merged Entity including the Proposed Acquisition is detailed below:

Number of shares on issue in the Proposed Merged Entity including the Proposed Acquisition	
Number of shares in Intermin shares currently on issue	235,388,464
Number of shares to be issued to MacPhersons holders	192,585,999
Number of shares issued as consideration for Coolgardie	
20 Day VWAP as of 4 March 2019	$0.141
Consideration	9,000,000
Number of shares to be issued to Coolgardie in the Proposed Merged Entity	63,943,818
Total number of shares in the Proposed Merged Entity including the Proposed Acquisition	**491,918,281**

Source: Bloomberg, Intermin Share Registry, MacPhersons Share Registry

Based on our analysis, the total number of shares in the Proposed Merged Entity including the Proposed Acquisition is 491,918,281.

Our assessed value of a share in the Proposed Merged Entity including the Proposed Acquisition compared to 1.8227 shares in MacPhersons prior to the implementation of the Scheme is shown below:

Fairness assessment including the Proposed Acquisition	Ref	Low value $	Preferred value $	High value $
Value of 1.8227 shares in MacPhersons prior to the implementation of the Scheme (minority interest basis)	11.3	0.054	0.073	0.102
Value of a share in the Proposed Merged Entity including the Proposed Acquisition (minority interest basis)	13.1	0.070	0.088	0.116

We note from the table above that the value of a share in the Proposed Merged Entity including the Proposed Acquisition is still broadly higher than the value of 1.8227 shares in MacPhersons prior to the Scheme over the entire valuation range. Our opinion of the Scheme would remain fair if the Proposed Acquisition, under the current terms, was to go ahead.

Based on the results of our analysis we note that our fairness opinion is unchanged after considering the Proposed Acquisition.

14. Is the Scheme reasonable?

14.1 Advantages of Approving the Scheme

We have considered the following advantages when assessing whether the Scheme is reasonable.

14.1.1. The Scheme is fair

As set out in Section 13, the Scheme is fair. RG 111.12 states that an offer is reasonable if it is fair.

14.1.2. Implementation of the Scheme may result in cost synergies and efficiency benefits

The main mineral assets of both MacPhersons and Intermin are located in the Kalgoorlie, Coolgardie, Menzies area. MacPhersons' large Boorara deposit will be combined with the nearby higher grade Intermin deposits to create mass for the Proposed Merged Entity's new processing facility at Boorara. This will enable the Proposed Merged Entity to proceed to production on an accelerated pathway. The proximity of Intermin's various projects to the Boorara deposit provides a further benefit of the two companies to combine and save on transport costs and third party milling costs.

14.1.3. Creation of a combined group with a stronger financial position

If the Scheme is implemented, Shareholders will become shareholders in the Proposed Merged Entity, which will have a stronger financial position, be larger in size and have an increased market capitalisation compared to MacPhersons.

Following the implementation of the Scheme, the Proposed Merged Entity will have a combined:

- cash position of approximately $5.8 million (as at 31 December 2018 after acquisition costs);
- net asset position of approximately $34.5 million (excluding acquisition adjustments); and
- market capitalisation based on ASX closing prices of the two companies, prior to the announcement of the Scheme, of approximately $62.6 million.

14.1.4. The Proposed Merged Entity will have a larger market presence, which may result in improved liquidity and an increased ability to raise capital

The stronger financial position and increased market capitalisation outlined in Section 14.1.3 is expected to provide the Proposed Merged Entity with increased media and analyst coverage.

This will contribute to a larger market presence for the Proposed Merged Entity, which may translate to increased levels of interest from financial markets and access to a wider range of investors, ultimately resulting in the shares of the Proposed Merged Entity being more liquid than MacPhersons.

Furthermore, the Proposed Merged Entity may have an enhanced ability to source equity and debt funding on better terms than may otherwise be available to MacPhersons on a standalone basis, due to its greater scale and liquidity.

14.1.5. Broader expertise and increased experience of the board of directors of the Proposed Merged Entity

As detailed in Section 4, if the Scheme is implemented, the Board of the Proposed Merged Entity is expected to comprise the following combining the experience and expertise of existing MacPhersons and Intermin directors:

- Peter Bilbe – Non-executive chairperson
- Ashok Parekh – Non-executive director
- Jeff Williams – Non-executive director
- Jon Price – Managing director.

These executives are highly credentialed and together with an experienced management team including Grant Haywood (COO), Andrew Pumphrey (General Manager Boorara) and David O'Farrell (Exploration Manager) shareholders will benefit from a strong board and management team.

14.1.6. Obviates the material uncertainty in relation to going concern

As set out in Note 1 to the Half Year Report at 31 December 2018, there exists a material uncertainty that may cast doubt on MacPhersons' ability to continue as a going concern should the Scheme not proceed, and the directors then not be successful in operating at a reduced activity level and/ or being able to raise additional funds.

14.2 Disadvantages of Approving the Scheme

If the Scheme is approved, in our opinion, the potential disadvantages to Shareholders include those listed below:

14.2.1. The Scheme will result in the dilution of existing Shareholders' interests

If the Scheme is approved, Shareholders will hold approximately 45% of the Proposed Merged Entity whilst Intermin shareholders will hold approximately 55% of the Proposed Merged Entity, on an undiluted basis.

This will dilute Shareholders' interest and their collective influence on the operations of the Proposed Merged Entity compared to their influence over the operations of the Company.

14.2.2. The Scheme will decrease Shareholders' exposure to the potential upside of MacPhersons exploration assets

If the Scheme is approved Shareholders' exposure to the potential upside of exploration assets generated by MacPhersons' historical exploration expenditure will decrease in accordance with the dilution of their interest in the Proposed Merged Entity. This may not fit with Shareholders' portfolio strategy which may be to be exposed to the particular MacPhersons' assets.

14.3 Alternative Proposal

We are unaware of any alternative proposal that might offer the MacPhersons shareholders a premium over the value resulting from the Scheme.

14.4 Practical Level of Control

If the Scheme is implemented, Shareholders and Intermin shareholders will have interests of approximately 45% and 55% in the Proposed Merged Entity on an undiluted basis, respectively.

In addition to this, the board of the Proposed Merged Entity is intended to be:

- Jon Price (Intermin);
- Peter Bilbe (Intermin);
- Ashok Parekh (MacPhersons); and
- Jeff Williams (MacPhersons).

As detailed in Section 3.3, we do not consider the Scheme to be a control transaction because if the Scheme is implemented, both Shareholders and Intermin shareholders do not forego the opportunity to receive a control premium in the future. As such, there are no direct control implications resulting from the Scheme.

Nonetheless, we have included the control of the Proposed Merged Entity as a consideration for Shareholders because the board of the Proposed Merged Entity will comprise 50% MacPhersons Directors and 50% Intermin Directors.

When shareholders are required to approve an issue that relates to a company there are two types of approval levels. These are general resolutions and special resolutions. A general resolution requires 50% of shares to be voted in favour to approve a matter and a special resolution required 75% of shares on issue to be voted in favour to approve a matter. We do not consider there to be any control implications relating to shareholder approval levels because if the Scheme is implemented, there will be no individual shareholder or group of associated shareholders that hold in excess of 25% of the issued capital of the Proposed Merged Entity. Therefore, no individual shareholder or group of associated shareholders will be able to block a special resolution.

14.5 Is the Scheme reasonable considering the Proposed Acquisition?

This section has been prepared on the basis the Proposed Acquisition of the Coolgardie Project proceeds under the current terms of the Exclusivity Deed at the date of our report.

14.5.1. Advantages of the Proposed Acquisition

Increase in Mineral Resource in close proximity to the Proposed Merged Entity

The acquisition of the Coolgardie Project will add significant mineral resource to the combined mineral resource of the Proposed Merged Entity. The Coolgardie Project is also located in close proximity to the Proposed Merged Entity's mineral assets. The addition of the Coolgardie Project will provide the Proposed Merged Entity an increased market presence which may result in a further improvement in liquidity and increased ability to raise capital.

Access to Three Mile Hill processing plant

Included in the Proposed Acquisition, is the Three Mile Hill processing plant which has capacity of 1.2Mtpa. This will provide processing synergies to the Proposed Merged Entity including the reduction of processing costs and haulage costs. The Proposed Merged Entity will also have the option of toll processing ore from other companies, create another revenue steam.

The processing plant is currently on care and maintenance, requiring some capital expenditure by the Proposed Merged Entity to bring it to production. If the decision is made to bring the Three Mile Hill processing plant off care and maintenance, it will be an advantage in the medium to long term.

Avoids possible forfeit of $300,000 exclusivity deposit

As detailed in Section 12.4, if the Scheme is implemented, the $300,000 exclusivity deposit paid by Intermin to Focus will be set against the acquisition price.

14.5.2. Disadvantages of the Proposed Acquisition

The Proposed Acquisition will result in the dilution of Shareholders' interests

Under the terms of the Proposed Acquisition, Focus minerals will acquire up to a maximum 15% of the Proposed Merged Entity. As a result, Shareholders will be diluted from 45% to a minimum 38.25% holding.

Risk of the further dilution of Shareholders' interests to fund the Proposed Acquisition

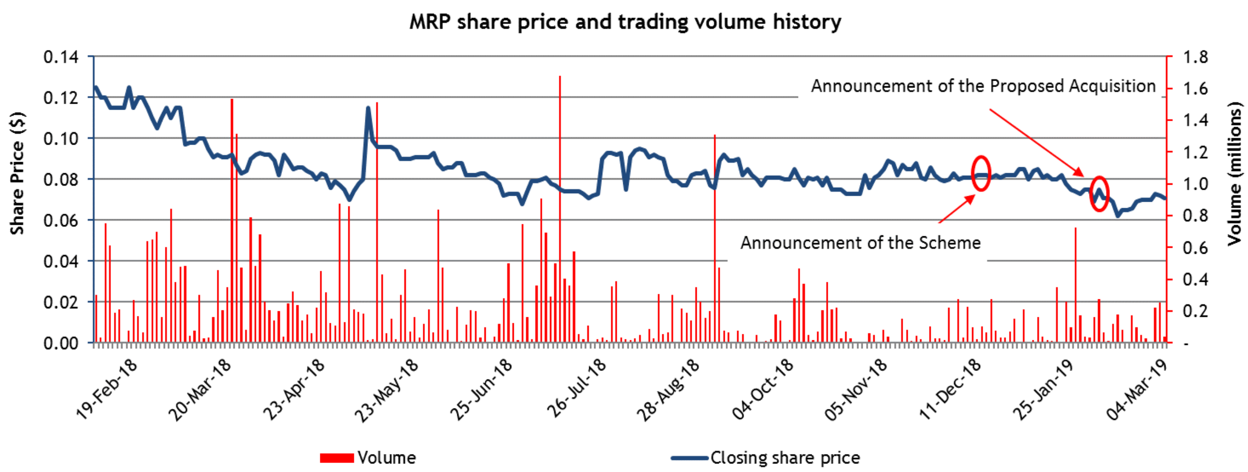
In our fairness consideration of the Scheme including the Proposed Acquisition, we have assumed that the Proposed Merged Entity will have sufficient cash to pay the cash consideration to Focus based on future earnings from the Three Mile Hill processing plant and potential future production assets. There is a risk for Shareholders' that the Proposed Merged Entity will not have sufficient cash and will be required to raise capital through the issue of shares to pay the cash consideration. If Focus has already acquired the maximum 15% interest in the Proposed Merged Entity as defined in the Exclusivity Deed and the Proposed Merged Entity is required to raise additional capital to fund the cash payments, Shareholders' will be diluted below the 38.25% interest.

14.6 Post-announcement pricing

We have analysed MacPhersons' and Intermin's share price movements since the Scheme and the Proposed Acquisition were announced.

MacPhersons post announcement pricing

A graph of MacPhersons' share price and trade volume leading up to and following the announcements is set out below:



Source: Bloomberg

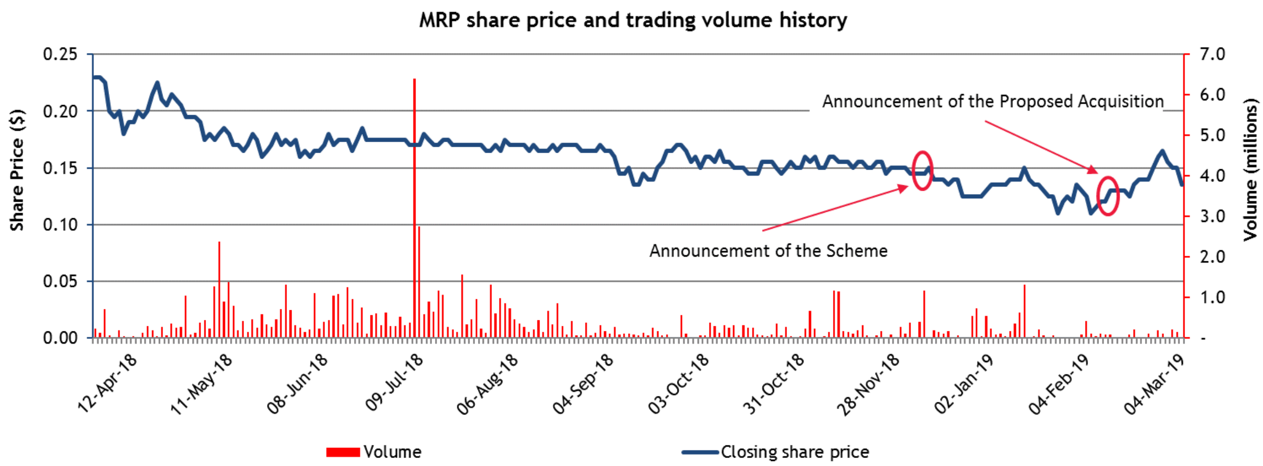
The daily price of MacPhersons' shares from 11 December 2018 to 4 March 2019 ranged from $0.062 on 14 February 2019 to $0.085 on 8 January 2019.

Based on the analysis above, it appears the market is neutral to the Scheme. Therefore, we do not consider it likely that the approval or rejection of the Scheme would have a material impact on MacPhersons' share price.

Based on the analysis above, it appears the market has reacted negatively to the announcement of the Proposed Acquisition.

Intermin post announcement pricing

A graph Intermin's share price and trade volume leading up to and following the announcements is set out below:



The daily price of Intermin's shares from 11 December 2018 to 4 March 2019 ranged from $0.11 on 6 February 2019 to $0.165 on 26 February 2019. Based on the analysis above, it appears the market is neutral to the Scheme. However, the market appears to be optimistic towards the Proposed Acquisition. On 11 February 2019, the day Proposed Acquisition was announced, the share price rose 8.3% to close at $0.130 and remained at $0.130 in the subsequent three-day period following the announcement.

14.7 Taxation implications

The Australian income tax consequences for Shareholders of implementing the Scheme will depend upon whether their shares are held on capital account, on revenue account or as trading stock. A distinguishing feature of shares held on capital account and shares held either on revenue account or as trading stock is the purpose for which they were acquired:

- shares held on revenue account, or as trading stock, are acquired for resale at a profit in the short term; whereas
- shares held on capital account are acquired for the purposes of deriving dividend income and long term appreciation of value.

The implementation of the Scheme should not crystallise Australian Capital Gains Tax for Shareholders who hold their shares on capital account. This is due to the availability of scrip-for-scrip roll-over relief in Australia. However, the availability of scrip-for-scrip roll-over relief has not been confirmed by a ruling and it is possible that the Australian Taxation Office will take a different view. On the basis that scrip-for-scrip roll over relief is available, Shareholders who are Australian tax residents can choose to disregard any capital gain arising upon the exchange of MacPhersons shares for shares in the Proposed Merged Entity.

Shareholders who hold their shares on revenue account will be subject to income tax on any gains arising from the exchange of MacPhersons shares for share in the Proposed Merged Entity. Non-resident Shareholders whose revenue gains are sourced in Australia may be protected by an applicable tax treaty.

The impact of these taxation implication will vary for different Shareholders.

Section 8 of the Scheme Booklet provides a detailed summary of the general tax implications of participating in the Scheme. However, the tax implications of the Scheme will affect Shareholders differently subject to their own respective circumstances, and as such, if necessary, Shareholders should seek their own individual tax advice.

15. Conclusion

We have considered the terms of the Scheme as outlined in the body of this report and have concluded that the Scheme is fair and reasonable and in the best interests of Shareholders.

16. Sources of information

This report has been based on the following information:

- Draft Scheme Booklet on or about the date of this report;
- Scheme merger implementation agreement;
- Audited financial statements of MacPhersons for the years ended 30 June 2016, 30 June 2017 and 30 June 2018 and reviewed financial statements of MacPhersons for the six months ended 31 December 2018;
- Audited financial statements of Intermin for the years ended 30 June 2016, 30 June 2017 and 30 June 2018 and reviewed financial statements of Intermin for the six months ended 31 December 2018;
- Independent Valuation Report of MacPhersons' and Intermin's mineral assets dated 11 December 2018 performed by Dunbar Resource Management;
- Share registry information of MacPhersons and Intermin;
- Bloomberg;
- Consensus Economics;
- S&P Capital IQ;
- IBIS World; and
- Discussions with Directors and Management of MacPhersons and Intermin.

17. Independence

BDO Corporate Finance (WA) Pty Ltd is entitled to receive a fee of $50,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance (WA) Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance (WA) Pty Ltd has been indemnified by MacPhersons in respect of any claim arising from BDO Corporate Finance (WA) Pty Ltd's reliance on information provided by the MacPhersons, including the non provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance (WA) Pty Ltd has considered its independence with respect to MacPhersons and Intermin and any of their respective associates with reference to ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance (WA) Pty Ltd's opinion it is independent of MacPhersons and Intermin and their respective associates.

Neither the two signatories to this report nor BDO Corporate Finance (WA) Pty Ltd, have had within the past two years any professional relationship with MacPhersons, or their associates, other than in connection with the preparation of this report.

A draft of this report was provided to MacPhersons and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

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18. Qualifications

BDO Corporate Finance (WA) Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance (WA) Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investment Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Sherif Andrawes and Adam Myers of BDO Corporate Finance (WA) Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales and a Fellow of Chartered Accountants Australia & New Zealand. He has over 30 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. He has been responsible for over 300 public company independent expert's reports under the Corporations Act or ASX Listing Rules and is a CA BV Specialist. These experts' reports cover a wide range of industries in Australia with a focus on companies in the natural resources sector. Sherif Andrawes is the Corporate Finance Practice Group Leader of BDO in Western Australia, the Global Natural Resources Leader for BDO and a former Chairman of BDO in Western Australia.

Adam Myers is a member of the Australian Institute of Chartered Accountants. Adam's career spans 20 years in the Audit and Assurance and Corporate Finance areas. Adam is a CA BV Specialist and has considerable experience in the preparation of independent expert reports and valuations in general for companies in a wide number of industry sectors.

19. Disclaimers and consents

This report has been prepared at the request of MacPhersons for inclusion in the Scheme Booklet which will be sent to all MacPhersons Shareholders. MacPhersons engaged BDO Corporate Finance (WA) Pty Ltd to prepare an independent expert's report to consider proposed merger of MacPhersons and Intermin through a Scheme of Arrangement.

BDO Corporate Finance (WA) Pty Ltd hereby consents to this report accompanying the above Scheme Booklet. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement or letter without the prior written consent of BDO Corporate Finance (WA) Pty Ltd. BDO Corporate Finance (WA) Pty Ltd takes no responsibility for the contents of the Scheme Booklet other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance (WA) Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The

Directors of the Company are responsible for conducting appropriate due diligence in relation to Intermin. BDO Corporate Finance (WA) Pty Ltd provides no warranty as to the adequacy, effectiveness or completeness of the due diligence process.

The opinion of BDO Corporate Finance (WA) Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

The forecasts provided to BDO Corporate Finance (WA) Pty Ltd by MacPhersons, Intermin and their advisers are based upon assumptions about events and circumstances that have not yet occurred. Accordingly, BDO Corporate Finance (WA) Pty Ltd cannot provide any assurance that the forecasts will be representative of results that will actually be achieved. We note that the forecasts provided do not include estimates as to the effect of any future emissions trading scheme should it be introduced as it is unable to estimate the effects of such a scheme at this time.

With respect to taxation implications it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Scheme, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the Shareholders of MacPhersons, or any other party.

BDO Corporate Finance (WA) Pty Ltd has also considered and relied upon independent valuations for mineral assets held by MacPhersons and Intermin.

The valuer engaged for the mineral asset valuation, Dunbar Resource Management, possesses the appropriate qualifications and experience in the industry to make such assessments. The approaches adopted and assumptions made in arriving at their valuation is appropriate for this report. We have received consent from the valuer for the use of their valuation report in the preparation of this report and to append a copy of their report to this report.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance (WA) Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and prior to the date of the meeting or during the offer period.

Yours faithfully

BDO CORPORATE FINANCE (WA) PTY LTD

Sherif Andrawes

Director

Adam Myers

Director

Appendix 1 – Glossary of Terms

Reference	Definition
The Act	The Corporations Act 2001 Cth
Adjusted Model	The Adjusted Goongarrie Lady Model
APES 225	Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services'
AFCA	Australian Financial Complaints Authority
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
AUD	Australian Dollar
AXF	AXF Vanadium Pty Ltd
BDO	BDO Corporate Finance (WA) Pty Ltd
Boorara	Boorara Gold Project
Coolgardie Project	The Coolgardie Gold Project
Corporations Act	The Corporations Act 2001 Cth
DCF	Discounted Future Cash Flows
the Deed	Deed of settlement and Termination of the Exploration and Farm-In Menzies & Goongarrie Joint Venture Agreement
DRM	Dunbar Resources Management Pty Ltd
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation
EGS	Eastern Goldfields Limited
EIS	Western Australian State Government Exploration Incentive Scheme
Evolution	Evolution Mining Limited

Reference	Definition
the Exclusivity Deed	The Exclusivity Deed between Focus Minerals Limited and Intermin in relation to the proposed acquisition of the Coolgardie Gold Project
the Feasibility Study	Goongarrie Lady Feasibility Study
FME	Future Maintainable Earnings
Formal Documentation	Formal binding written documentation for the Proposed Acquisition
FOS	Financial Ombudsman Service
FSG	Financial Services Guide
Goongarrie Lady	Goongarrie Lady Gold Project
Horizon	Horizon Minerals Limited
Independent Technical Report	Independent Technical Report prepared by Dunbar Resources Management Limited
IVSC	International Valuation Standards Council
the Industry	Gold Ore Mining Industry
JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition)
JVs	Joint Ventures
Kalgoorlie Gold Projects	The Teal, Bindulu, Black Flag, Anthill, Blister Dam Area 54, Yarmany, Baden Powell, Windanya, Kanowna North and Lakewood Projects
MacPhersons	MacPhersons Resources Limited
MacPhersons Options	MacPhersons options issue via share based payments
Menzies & Goongarrie	Menzies Gold Project and Goongarrie Gold Project
Merger of Equals	Merger of entities of equivalent value
MIA	Merger Implementation Agreement
Mithril	Mithril Resources Limited
The Model	Detailed cash flow model for the Goongarrie Lady Project prepared by the management of Intermin

Reference	Definition
NAV	Net Asset Value
Nanadie Well JV	Nanadie Well Copper-Nickel Joint Venture Project
Norton's	Norton Goldfields Pty Ltd
Nimbus	Nimbus Gold Project
Placement	MacPhersons share placement announced 11 September 2017
The Proposed Acquisition	The proposed acquisition by Intermin of the Coolgardie Gold Project from Focus Minerals Limited
The Proposed Merged Entity	Combined post-Scheme entity
Purchaser entity	Intermin entity to be used to acquire the Coolgardie Project assets - CGCP Assets Pty Ltd or another wholly owned subsidiary of Intermin
QMP	Quoted market price
RBA	Reserve Bank of Australia
Regulations	Corporations Act Regulations 2001 (Cth)
Our Report	This Independent Expert's Report prepared by BDO
RG 60	Schemes of arrangement (September 2011)
RG 111	Content of expert reports (March 2011)
RG 112	Independence of experts (March 2011)
Richmond JV	Richmond Vanadium-Molybdenum Exploration Project
Saracen	Saracen Mineral Holdings
The Scheme	On 11 December 2018, MacPhersons Resources Limited announced that it had executed a Merger Implementation Agreement with Intermin Resources Limited, to progress the proposed merger of the two companies by way of a Scheme of Arrangement. Under the SIA, MacPhersons' shareholders will receive one Intermin share for every 1.8227 MacPhersons shares held and MacPhersons will become a wholly owned subsidiary of Intermin
Scheme Consideration	One Intermin share for every 1.8227 MacPhersons shares
Section 411	Section 411 of the Corporations Act

Reference	Definition
Section 611	Section 611 of the Corporations Act
SPP	Share Purchase Plan announced 11 September 2017
Shareholders	Shareholders of MacPhersons
SIA	Scheme Implementation Agreement
Sum-of-Parts	A combination of different methodologies used together to determine an overall value where separate assets and liabilities are valued using different methodologies
US	United States of America
US$	United States Dollar
USD	United States Dollar
Valmin Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015 Edition)
Valuation Engagement	An Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.
VWAP	Volume Weighted Average Price
WACC	Weighted Average Cost of Capital

Australia

Appendix 2 – Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 *Net asset value ('NAV')*

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 *Quoted Market Price Basis ('QMP')*

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 *Capitalisation of future maintainable earnings ('FME')*

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax (‘**EBIT**’) or earnings before interest, tax, depreciation and amortisation (‘**EBITDA**’). The capitalisation rate or ‘earnings multiple’ is adjusted to reflect which base is being used for FME.

4 *Discounted future cash flows (‘DCF’)*

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start up phase, or experience irregular cash flows.

5 *Market Based Assessment*

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

The resource multiple is a market based approach which seeks to arrive at a value for a company by reference to its total reported resources and to the enterprise value per tonne/lb of the reported resources of comparable listed companies. The resource multiple represents the value placed on the resources of comparable companies by a liquid market.

Appendix 3 – Discount Rate Assessment

Determining the correct discount rate, or cost of capital, for a business requires the identification and consideration of a number of factors that affect the returns and risks of a business, as well as the application of widely accepted methodologies for determining the returns of a business.

The discount rate applied to the forecast cash flows from a business represents the financial return that will be required before an investor would be prepared to acquire (or invest in) the business.

The capital asset pricing model ('**CAPM**') is commonly used in determining the market rates of return for equity type investments and project evaluations. In determining a business' WACC, the CAPM results are combined with the cost of debt funding. WACC represents the return required on the business, whilst CAPM provides the required return on an equity investment.

In assessing the discount rate applicable to the cash flows of Goongarrie Lady, we have considered the funding structure of the project. Due to its short life, Goongarrie Lady will be funded by existing cash reserves and not debt. Therefore, the cash flows considered by the model are reflective of the cash flows to equity holders. As a result, we consider the most appropriate discount rate to apply to the cash flows of Goongarrie Lady to be cost of equity.

Cost of Equity and Capital Asset Pricing Model

CAPM is based on the theory that a rational investor would price an investment so that the expected return is equal to the risk free rate of return plus an appropriate premium for risk. CAPM assumes that there is a positive relationship between risk and return, that is, investors are risk averse and demand a higher return for accepting a higher level of risk.

CAPM calculates the cost of equity and is calculated as follows:

CAPM	
K_e	$= R_f + \beta \times (R_m - R_f)$
Where:	
K_e	= expected equity investment return or cost of equity in nominal terms
R_f	= risk free rate of return
R_m	= expected market return
$R_m - R_f$	= market risk premium
β	= equity beta

The individual components of CAPM are discussed below.

Risk Free Rate (R_f)

The risk free rate is normally approximated by reference to a long term government bond rate with a maturity equivalent to the timeframe over which the returns from the assets are expected to be received.

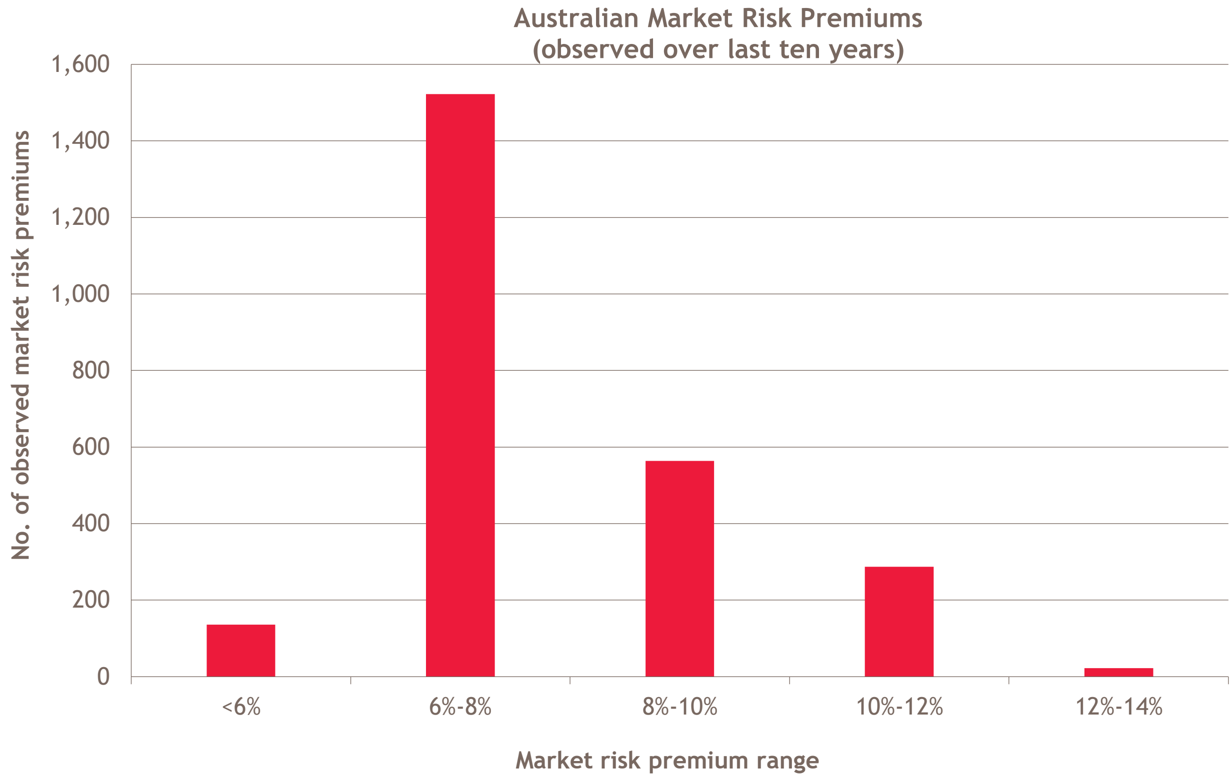
In the model, the forecast period over which the DCF valuation was conducted over was 18 months. Therefore, we have adopted a risk free rate based on a two-year maturity period.

In determining an appropriate two-year bond rate to use as a proxy for the risk free rate we have given consideration to the two-year Australian Government Bond rate. Based on this analysis, we have used a risk free rate of 1.89% in our discount rate assessment.

Market Risk Premium (R_m - R_f)

The market risk premium represents the additional return that investors expect from an investment in a well-diversified portfolio of assets. It is common to use a historical risk premium, as expectations are not observable in practice. In order to determine an appropriate market risk premium in Australia, we have analysed historical data. Our sample of data included the daily historical market risk premiums in Australia over the last ten years.

The market risk premium is derived on the basis of capital weighted average return of all members of the S&P 200 Index minus the risk free rate, which is dependent on the 10-year Australian Government Bond rate.



Source: Bloomberg and BDO analysis

The graph above illustrates the frequency of observations of the Australian market risk premium over the past ten years. The graph indicates that a high proportion of the sample data for Australian market risk premiums lie in the range of 6% to 8%. This is supported by the long term historical average market risk premium of between 6% and 8%, which is commonly used in practice. For the purpose of our Report we have adopted a market risk premium of between 6% and 8%.

Equity Beta

Beta is a measure of the expected correlation of an investment's return over and above the risk free rate, relative to the return over and above the risk free rate of the market; a beta greater than one implies that an investment's return will outperform the market's average return in a bullish market and underperform the market's average return in a bearish market. On the other hand, a beta less than one implies that the business will underperform the market's average return in a bullish market and outperform the market's average return in a bearish market.

Equity betas are normally estimated using either an historical beta or an adjusted beta. The historical beta is obtained from the linear regression of a stock's historical data and is based on the observed relationship between the security's return and the returns on an index. An adjusted beta is calculated based on the assumption that the relative risk of the past will continue into the future, and is hence derived from historical data. It is then modified by the assumption that a stock will move towards the market over time, taking into consideration the industry risk factors, which make the operating risk of the company greater or less risky than comparable listed companies.

It is important to note that it is not possible to compare the equity betas of different companies without having regard to their gearing levels. It is generally accepted that a more valid analysis of betas can be achieved by 'ungearing' the equity beta to derive an asset beta ($ß_a$) by applying the following formula:

Asset beta ($ß_a$)	
$ß_a$	= ß / (1+(D/E x (1-t))
Where:	
$ß_a$	= ungeared or asset beta
ß	= equity beta
D	= value of debt
E	= value of equity
t	= corporate tax rate

Selected Beta (ß)

In order to assess the appropriate equity beta for the Proposed Merged Entity, we have had regard to the equity beta of ASX-listed companies predominantly involved in the exploration, development and production of gold. The betas below have been assessed over a two-year period using weekly return against the S&P/ASX All Ordinaries Gold Index. We have assessed returns against this index as we deem the S&P/ASX All Ordinaries Gold Index to better capture the systematic risks associated with investing in ASX-listed gold explorers, developers and miners compared to a broader market index. We also note that the correlations observed when assessing beta relative to a broader market index were weak, which rendered the betas less meaningful.

For Intermin's Goongarrie Lady, the list of comparable companies we selected are set out below:

Goongarrie Lady Beta Calculations based on 2-year weekly returns					
Company	Market Capitalisation 31-Dec-18 ($Am)	Geared Beta (ß)	Gross Debt/Equity (%)	Ungeared Beta (ßa)	R^2
Blackham Resources	55.0	1.12	31%	0.92	0.10
Millenium Minerals	142.7	0.90	1%	0.89	0.13
Beacon Minerals	39.8	0.93	0%	0.93	0.04
Doray Minerals	163.0	1.14	15%	1.03	0.19
Beadell Resources	85.4	1.12	34%	0.91	0.23
MacPhersons Resources	28.1	1.07	0%	1.07	0.05
Mean	**85.7**	**1.05**	**14%**	**0.96**	**0.12**
Median	**70.2**	**1.09**	**8%**	**0.92**	**0.12**

Descriptions of the comparable companies are provided at the end of this appendix.

In selecting an appropriate beta for the Proposed Merged Entity, we have considered the similarities and differences with the comparable companies. The comparable similarities and differences noted are:

- all comparable companies primarily operate within the gold industry and are exposure to similar industry risks as Intermin. Most of the comparable companies selected own Western Australian gold projects and are exposure to geographically specific industry risks;
- these assets have varying risk profiles depending on the maturity of their assets and stages and location of production; and
- Intermin holds assets in close proximity to MacPhersons' gold assets, being exposed to very similar risk factors.
- Intermin currently sits between the feasibility and development stage, having completed the feasibility study on Goongarrie Lady.

In selecting an appropriate ungeared beta for Goongarrie Lady we have considered the ungeared betas of the comparable companies along with the above factors.

As set out in the table above, the ungeared beta for the listed comparable companies, based on the 2-year period, ranges from 0.89 to 1.07, with an average of 0.96. This list includes MacPhersons, which has a beta of 1.07.

Based on our analysis, we consider an appropriate ungeared beta to be in the range of 0.96 to 1.07 for Intermin. We have then regeared the ungeared beta based on a zero debt to equity structure as the debt to equity ratio is zero. Consequently, the regeared beta is identical to the ungeared beta.

Cost of equity

We have assessed the cost of equity of MacPhersons prior to the Scheme to be in the range of 7.6% to 10.4%, with our preferred value being 9.0%.

Input	Value adopted	
	Low	High
Risk free rate of return	1.89%	1.89%
Equity market risk premium	6.00%	8.00%
Beta (regeared)	0.96	1.07
Cost of equity	**7.6%**	**10.4%**

Source: Bloomberg and BDO analysis

Set out below are the company descriptions of the companies we considered in our comparable company analysis.

Company name	Company description
Blackham Resources Limited	Blackham Resources Limited explores for and develops gold properties in Australia. The company holds interest in the Matilda Gold project and the Wiluna Gold Plant located in Australia. Blackham Resources Limited is based in West Perth, Australia.
Millennium Minerals Limited	Millennium Minerals Limited explores for, develops, mines, and processes gold properties in Australia. It holds a 100% interest in the Nullagine gold project that covers an area of 276 square kilometers located in the East Pilbara of Western Australia. The company is based in Belmont, Australia.

Company name	Company description
Beacon Minerals Limited	Beacon Minerals Limited engages in the exploration and development of mineral properties in Western Australia. Its principal property is the Jaurdi gold project located to the north west of Coolgardie. The company was incorporated in 2006 and is based in West Leederville, Australia.
Doray Minerals Limited	Doray Minerals Limited explores for and produces gold and copper in Australia. Its projects include the Deflector gold-copper mine that consists of gold bullion and gold-copper concentrates in the southern Murchison region of Western Australia; and the Andy Well gold mine, which contains gold bullion located to the north of Meekatharra in the Murchison region of Western Australia. The company was founded in 2009 and is based in West Perth, Australia.
Beadell Resources Limited	Beadell Resources Limited operates as a gold producer in Brazil and Australia. Its primary property is the Tucano gold mine covering an area of approximately 2,500 square kilometers of gold exploration tenements located in the Amapá state, northern Brazil. The company is headquartered in West Perth, Australia.
MacPhersons Resources	MacPhersons Resources Limited engages in the exploration of precious and base metals in Australia. The company primarily explores for gold, silver, and zinc deposits. It holds 100% interests in the Boorara gold and Nimbus silver projects covering 205 square kilometers of continuous tenements located in Western Australia. The company was formerly known as Macphersons Reward Gold Limited and changed its name to MacPhersons Resources Limited in February 2012. MacPhersons Resources Limited was incorporated in 2009 and is headquartered in Kalgoorlie, Australia.

Source: S&P Capital IQ and BDO analysis

Appendix 4 – Control Premium

Control Premium

We have reviewed the control premiums paid by acquirers of companies listed on the ASX. We have summarised our findings below:

Gold mining companies

Year	Number of Transactions	Average Deal Value (A$m)	Average Control Premium (%)
2018	3	29.41	52.18
2017	2	13.74	41.04
2016	5	19.15	51.38
2015	4	56.22	53.80
2014	7	141.00	50.46
2013	5	194.82	46.52
2012	6	137.84	57.98
2011	5	1032.94	41.35
2010	9	1124.19	52.53

Source: Bloomberg and BDO Analysis

General mining companies

Year	Number of Transactions	Average Deal Value (A$m)	Average Control Premium (%)
2018	9	96.17	54.49
2017	4	16.20	28.55
2016	13	59.54	74.92
2015	9	340.82	57.86
2014	15	118.46	47.88
2013	17	117.99	63.99
2012	18	207.01	52.45
2011	21	811.55	37.42
2010	21	555.11	50.61

Source: Bloomberg and BDO Analysis

All ASX listed companies

Year	Number of Transactions	Average Deal Value (A$m)	Average Control Premium (%)
2018	28	1454.98	43.85
2017	28	1009.52	42.67
2016	42	718.51	49.58
2015	33	850.04	33.23
2014	45	518.59	40.00
2013	41	128.21	50.99
2012	52	472.10	51.68
2011	68	891.85	44.43
2010	53	574.61	44.37

Source: Bloomberg and BDO Analysis

The mean and median of the entire data sets comprising control transactions from 2010 onwards for gold mining companies and all ASX listed companies, respectively, is set out below.

Entire data set metrics	Gold mining companies Deal value (A$m)	Gold mining companies Control premium (%)	General mining companies Deal value (A$m)	General mining companies Control premium (%)	All ASX listed companies Deal value (A$m)	All ASX listed companies Control premium (%)
Mean	410.96	50.52	325.11	52.74	694.79	45.01
Median	35.58	44.72	43.46	41.51	108.98	34.85

Source: Bloomberg

In arriving at an appropriate control premium to apply we note that observed control premiums can vary due to the:

- Nature and magnitude of non-operating assets;
- Nature and magnitude of discretionary expenses;
- Perceived quality of existing management;
- Nature and magnitude of business opportunities not currently being exploited;
- Ability to integrate the acquiree into the acquirer's business;
- Level of pre-announcement speculation of the transaction;
- Level of liquidity in the trade of the acquiree's securities.

When performing our control premium analysis, we considered completed transactions where the acquirer held a controlling interest, defined at 20% or above, pre transaction or proceeded to hold a controlling interest post transaction in the target company.

The table above indicates that the long term average control premium paid by acquirers of gold mining companies, general mining companies, and all ASX listed companies is 50.52%, 52.74%, and 45.01%, respectively. However, in assessing the transactions included in the table, we noticed several outliers. These outliers included 4 gold mining transactions, 15 general mining transactions, and 28 ASX listed company transactions, for which the premium was in excess of 100%.

In a population with the presence of outliers, the median can often represent a superior measure of central tendency when compared to the mean. We note the median announced control premium since 2010 was 44.72% for gold mining companies, 41.51% for general mining companies, and 34.85% for all ASX listed companies.

Based on the above analysis, we consider an appropriate premium for control to be between 30% and 40%, with a midpoint of 35%.

Appendix 5 – Comparable Companies Corporate Costs

Company Name	Business Description
Rand Mining Limited (ASX:RND)	Rand Mining Limited explores for, develops, and produces mineral properties in Australia. The company primarily explores for gold and silver deposits. It holds a 12.25% interest in East Kundana Joint Venture located to the west north west of Kalgoorlie and north east of Coolgardie. The company also holds a 50% interest in Seven Mile Hill Joint Venture in Western Australia. In addition, it holds a 100% interest in West Kimberly mining tenements located in Western Australia. Rand Mining Limited is based in South Perth, Australia.
Hawthorn Resources Limited (ASX:HAW)	Hawthorn Resources Limited operates as a gold and base metal explorer in Western Australia. The company explores for gold, iron ore, nickel, and copper deposits. Its primary project is the Trouser Legs Mine gold project located to the east-north-east of Kalgoorlie and centred on the Pinjin Goldfield. The company is based in Melbourne, Australia.
Artemis Resources Limited (ASX:ARV)	Artemis Resources Limited explores and develops mineral properties in Australia. It explores for gold, cobalt, copper, nickel, zinc, palladium, platinum, and iron ore deposits, as well as platinum group elements. The company primarily focuses on the Pilbara project in Western Australia. Artemis Resources Limited was incorporated in 2003 and is based in Perth, Australia.
Focus Minerals Limited (ASX:FML)	Focus Minerals Limited engages in the exploration of gold in Western Australia. It also explores for nickel deposits. The company holds a 100% interest in the Coolgardie gold project located on the western side of the Archaean Norseman-Wiluna Greenstone belt within the Coolgardie Domain; and the Laverton gold project located in the Yilgarn Craton of Western Australia. It also holds a 100% interest in the Nepean nickel project, which is located to the south of the town of Coolgardie. The company is headquartered in East Perth, Australia.
Ardea Resources Limited (ASX:ARL)	Ardea Resources Limited engages in the exploration and development of mineral properties in Australia. The company explores for cobalt, nickel, scandium, gold, zinc, silver, and lead deposits. Its principal projects include the Kalgoorlie nickel project located in Kalgoorlie, Western Australia; and the Lewis Ponds project located in the Lachlan Fold Belt of New South Wales. The company was incorporated in 2016 and is based in West Perth, Australia.
Flinders Mines Limited (ASX:FMS)	Flinders Mines Limited explores for and develops mineral properties in Australia. It operates through Pilbara Iron Ore, Canegrass, and Other segments. The company explores for iron, gold, and base metal deposits. It flagship asset is the Pilbara iron ore project located in the Pilbara region of Western Australia; and Canegrass project consisting of six exploration licenses situated in Western Australia. The company was formerly known as Flinders Diamonds Limited and changed its name to Flinders Mines Limited in July 2008. The company was incorporated in 2000 and is based in West Perth, Australia. Flinders Mines Limited is a subsidiary of Tio (NZ) Limited.
Hastings Technology Metals Limited (ASX:HAS)	Hastings Technology Metals Limited engages in the exploration and development of natural resource properties in Australia. It primarily holds interest in the Yangibana rare earths project with package covering an area of approximately 650 square kilometers located in the Gascoyne region of Western Australia; and the Brockman heavy rare earths project that comprises 10 prospecting licenses and 1 exploration license located in the East Kimberley region of Western Australia. The company was formerly known as Hastings Rare Metals Limited and changed its name to Hastings Technology Metals Limited in October 2015. Hastings Technology Metals Limited is based in Perth, Australia.

Company Name	Business Description
Venturex Resources Limited (ASX:VXR)	Venturex Resources Limited, together with its subsidiaries, engages in the exploration and development of mineral resources in Australia. It primarily explores for copper, zinc, lead, silver, and gold deposits. The company's flagship project is the Sulphur Springs project that includes Sulphur Springs and Kangaroo Caves volcanogenic massive sulphide deposits and tenements covering 6,000 hectares of the Panorama Trend located near Port Hedland, Pilbara, Western Australia. Its principal project also includes the Whim Creek project, which comprises the Mons Cupri, Whim Creek, Salt Creek, and Evelyn VMS deposits, as well as tenements covering 18,000 hectares of the Whim Creek and Mallina basins situated to the south west of Port Hedland, Western Australia. The company was incorporated in 2006 and is based in West Perth, Australia.

Appendix 6 – Independent Valuation Report

DUNBAR
RESOURCE
MANAGEMENT
Consultants in Economic
Geology & Management

INDEPENDENT TECHNICAL SPECIALISTS REPORT & VALUATION

MACPHERSONS RESOURCES LIMITED & INTERMIN RESOURCES LIMITED MINERAL ASSETS

Final

April 2019

Report Commissioned by BDO Corporate Finance

Valuation Date:	11 December 2018
Report Date:	15 April 2019
Primary Author:	Paul Dunbar

Distribution:
BDO Corporate Finance
MacPhersons Resources Limited
Intermin Resources Limited
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<tr><td>Valuation Date</td><td colspan="2">11 December 2018</td></tr>
</table>

1. Executive Summary

BDO Corporate Finance (WA) Pty Ltd (BDO) commissioned Dunbar Resource Management (DRM), the trading name of Jewell Dunbar Pty Ltd to prepare an Independent Technical Assessment and Valuation Report ("the Report" or the ITAR) of the mineral assets of Intermin Resources Limited (ASX: IRC) (Intermin) and MacPhersons Resources Limited (ASX: MRP) (MacPhersons).

The Report provides an opinion to support an Independent Expert's Report to be prepared by BDO, and has been prepared as a public document, in the format of an independent specialist's report and in accordance with the 2015 VALMIN Code.

This report is a technical review of the Intermin Resources projects, being the Teal, Binduli, Black Flag, Anthill, Blister Dam Area 54, Yarmany, Baden Powell, Windanya, Kanowna North and Lakewood projects (collectively termed in this report the Intermin Kalgoorlie projects), the Goongarrie Lady project near Menzies and the Menzies and Goongarrie projects near Menzies along with the , Nanadie Well Joint Venture near Meekatharra all in Western Australia and the Richmond Vanadium Joint Venture in Queensland. MacPhersons Resources Limited owns the Nimbus Silver deposit and the Boorara Gold project which are located to the immediately to the east of Kalgoorlie in Western Australia.

It includes a technical evaluation of the exploration and development projects and a fair market valuation of these Mineral Assets. In accordance with the VALMIN code DRM has undertaken several valuation methods for both the existing Mineral Resources and a separate valuation for the earlier stage exploration tenements that surround the resource areas. Importantly, as neither the principal author nor DRM hold an Australian Financial Services Licence, this valuation is not a valuation of MacPhersons Resources Limited or Intermin Resources Limited but rather a valuation of the Mineral Assets owned by both companies.

This valuation is current as of 11 December 2018, being the date that the proposed transaction was announced. As commodity prices, exchange rates and cost inputs fluctuate over time this valuation is subject to change. The valuation derived by DRM is based on information provided by MacPhersons and Intermin along with publicly available data including Australian Stock Exchange (ASX) releases and public data obtained from various government geological surveys. DRM has made all reasonable endeavours to confirm the accuracy, validity and completeness of the technical data which forms the basis of this report. The opinions and statements in this report are given in good faith and under the belief that they are accurate and not false nor misleading. The default currency is Australian dollars. As with all valuations the valuation included in this report is the likely fair market value of the mineral projects and not an absolute value. A range of likely values for the various mineral assets is provided with that range providing an indication of the accuracy of the valuation.

DRM considers the total mineral asset valuation of Intermin's projects to be within a range of $17.6 million to $31.8 million with a preferred total mineral asset value of $23.3 million.

The East Kalgoorlie Project owned by MacPhersons is considered to be valued between $13.3 million and $24.1 million with a preferred valuation of $17.4 million.

2. Contents

3. List of Figures

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1. Introduction

Dunbar Resource Management (DRM), the trading name of Jewell Dunbar Pty Ltd, was engaged by BDO Corporate Finance (WA) Pty Ltd (BDO) to undertake an Independent Technical Assessment and Valuation Report (ITAR) on the mineral assets of Intermin Resources Limited (Intermin or IRC) and MacPhersons Resources Limited (MacPhersons or MRP). The mineral assets of Intermin include the Teal, Binduli, Black Flag, Anthill, Blister Dam Area 54, Yarmany, Baden Powell, Windanya, Kanowna North, Lakewood, the Menzies, Goongarrie and Goongarrie Lady projects near Kalgoorlie, Joint Ventures including Nanadie Well project in Western Australia and the Richmond Vanadium Joint Venture in Queensland. The projects of MacPhersons include a significant tenement package to the east of Kalgoorlie which contain the Numbus silver deposit and the Boorara gold project.

DRM understands that this ITAR will be included in the Independent Experts Report being prepared by BDO to determine the merit of the proposed transaction and also in the Scheme of Arrangement booklet to be distributed to the shareholders of both companies.

On 11 December 2018 Intermin Resources Limited (Intermin) and MacPhersons Resources Limited (MacPhersons) announced their intention to merge via a scheme of arrangement with Intermin being the surviving entity.

1.1. Compliance with the JORC and VALMIN Codes and ASIC Regulatory Guides

The ITAR has been prepared in accordance with the 2012 JORC and the 2015 VALMIN Codes. Both of these industry codes are mandatory for all members of the Australian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. These codes are also requirements under Australian Securities and Investment Commission (ASIC) rules and guidelines and the listing rules of the Australian Securities Exchange (ASX)

This ITAR is as a Public Report as described in the VALMIN Code (Clause 5) and the JORC Code (Clause 9). It is based on, and fairly reflects, the information and supporting documentation provided by Intermin Resources Limited and MacPhersons Resources Limited to the Competent Persons listed as signatories to this ITAR and additional publicly available information.

1.2. Scope of Work

DRM's primary obligation in preparing mineral asset reports is to independently describe mineral projects in compliance with the JORC and VALMIN Codes. These require that the Public Report contains all the relevant information at the date of disclosure, which investors and their professional advisors would reasonably require in making a reasoned and balanced judgement regarding the project.

DRM has compiled the ITAR based upon the principle of reviewing and interrogating both the work of MacPhersons, Intermin and independent specialists who have contributed to the technical information available for the projects. This report is a summary of the work conducted, completed and reported by the various companies to 11 December 2018 and is based on information supplied to DRM by MacPhersons and Intermin, its advisors and information that is in the public domain, to the extent required by the 2012 JORC Code and the 2015 VALMIN Code.

DRM has prepared an Independent Valuation of the mineral projects in the Kalgoorlie region of the Eastern Goldfields, Western Australia and reviewed the Richmond Vanadium project located in Queensland.

DRM understands that its review and valuations will be relied upon and appended to an Independent Expert's Report prepared by BDO for inclusion in a scheme booklet, to assist MacPhersons shareholders in their decision regarding the approval of a proposed scheme of arrangement. The scheme booklet will address the proposed acquisition of the shares in MacPhersons by Intermin which would result in a merger of MacPhersons and Intermin with Intermin being the surviving entity. As such, it is understood that DRM's review and valuation will be a public document. Accordingly, this report has been prepared in accordance with the requirements of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (the VALMIN Code, 2015).

1.3. Statement of Independence

Dunbar Resource Management (DRM), the trading name of Jewell Dunbar Pty Ltd, was engaged to undertake an Independent Technical Assessment and valuation of the mineral assets of MacPhersons and Intermin. This work has been conducted in accordance with the 2012 JORC and the 2015 VALMIN codes. In addition to these industry codes the work also complies with ASIC Regulatory Guideline 111 – Content of Expert Reports (RG111) and ASIC Regulatory Guidelines 112 Independence of Experts (RG112).

Mr Dunbar of Dunbar Resource Management, the trading name of Jewell Dunbar Pty Ltd has not had any association with MacPhersons or Intermin, its individual employees, or any interest in the securities of IRC or MRP which could be regarded as affecting the ability to give an independent, objective and unbiased opinion. Neither DRM or Mr Paul Dunbar hold an AFS licence and the valuation contained within this report is limited to a valuation of the mineral assets being reviewed. Dunbar Resource Management will be paid a fee for this work on standard commercial rates for professional services. The fee is not contingent on the results of this review and is estimated at $30,000.

Additional specialists, being Mr Shaun Searle and Mr Harry Warries have been engaged by DRM to undertake specific sections of this report. Mr Searle undertook a review of the Resource Estimates of each company. While Mr Warries had reviewed the Ore Reserves and provided advice as to the reasonableness of the assumptions that were used in preparing the Ore Reserves for the Goongarrie Lady Gold Project. Both Mr Searle and Mr Warries have confirmed that they are independent of both Intermin and MacPhersons, they have had no other association with MacPhersons or Intermin, its individual employees, or any interest in the securities of IRC or MRP, which could be regarded as affecting their ability to give an independent, objective and unbiased opinion.

1.4. Competent Persons Declaration and Qualifications

This report was prepared by Mr Paul Dunbar as the primary author with specialist sections undertaken by Mr Shaun Searle and Mr Harry Warries.

The primary author of the report and information that relates to geology, exploration and the mineral asset valuation is based on information compiled by Mr Paul Dunbar, BSc (Hons), MSc (Minex), a Competent Person who is a member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Mr Dunbar is employed by Jewell Dunbar Pty Ltd, trading as Dunbar Resource Management, a Geology and Exploration Management consultancy, which has been engaged by BDO Corporate Finance (WA) Pty Ltd. Mr Dunbar has a Master of Science in Mineral Exploration and Mineral Economics and has sufficient experience, which is relevant to the style of mineralisation, geology and type of deposit under consideration and to the activity being undertaken to qualify as a competent person under the 2012 edition of the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (the 2012 JORC Code) and a specialist under the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The 2015 VALMIN Code). Mr Dunbar consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Specialists Qualifications

Mr Shaun Searle, Senior Consultant Geologist with Ashmore Advisory Pty Ltd, was engaged by DRM to review the reasonableness of the previously announced Mineral Resource estimates for both companies. Mr. Searle has not verified the underlying geological datasets, nor has he re-reported the Mineral Resources for the projects. He is the principal author of Section 3.4, Section 4.2.5, Section 4.3.5, Section 4.4.5 and Section 4.5.4. Mr Searle is a Member of the Australian Institute of Geoscientists and has sufficient experience to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Searle consents to the inclusion in this report of these matters based on information in the form and context in which it appears.

Mr Harry Warries, Principal of Mining Focus Consultants Pty Ltd, was engaged by DRM to review the Ore Reserve Estimates of the Goongarrie Lady Gold Project owned by Intermin. Mr. Warries has not verified the underlying dataset, nor has he re-reported the Ore Reserves. He is the principal author of Section 4.3.6. Mr Warries is a Fellow of the Australasian Institute of Mining and Metallurgy and has sufficient experience to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Warries consents to the inclusion in this report of these matters based on information in the form and context in which it appears.

1.5. Reliance on Experts

The authors of this report are not qualified to provide extensive commentary on the legal aspects of the mineral properties or the compliance with the Western Australian or the Queensland Mining Acts. Dunbar Resource Management has interrogated the websites of the various state departments to confirm the validity of the tenements and aspects relating to the compliance with the various government acts. All have confirmed that the tenements are reported as being in good standing and that all tenement matters including annual reports, rents and renewals have been lodged and are progressing in accordance with the various Mining Acts. As DRM and the authors of this report are not experts in the Mining Acts, no warranty or guarantee, be it express or implied, is made by the authors with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure.

For Intermin's projects DRM has relied upon the following reports and information;

- Information obtained during the Site Visit between 19 and 21 December 2018
- A review of the following Mineral Resource Estimates by Mr S Searle, January and February 2019
    - Teal
    - Jacques Find
    - Peyes Farm
    - Crake Deposit
    - Menzies including
        - Pericles gold prospect
        - Yunndaga gold prospect
        - Bellenger gold prospect
        - Warrior gold prospect
    - Goongarrie Lady
    - Anthill
    - Richmond Vanadium and Molybdenum Joint Venture
- A review of the reasonableness of the assumptions and inputs into the Ore Reserve Estimates for the Goongarrie Lady project by Mr H Warries, Principal Mining Focus Consultants, January 2019.
- Various Intermin ASX releases including exploration results from
    - Craic
    - Jacques Find
    - Menzies
    - Goongarrie Lady
    - Blister Dam
    - Teal
- Intermin Quarterly Reports and Annual Reports.
- ASX releases from other companies that have previously explored the area
- Publicly available information and regional datasets including geological mapping, interpretation, reports, geophysical datasets and Mineral Deposit information compiled by the Geological Survey of Western Australia.
- Unpublished Geological Report on the Teal region by G Tripp, March 2018
- Historical production information including production from Teal released by Intermin and other production announced by various companies and historical production from the references listed in Section 1.6 below.

For the MacPhersons Kalgoorlie Project including the Nimbus Silver Deposit and the Boorara Gold project DRM has relied on the following reports and information;

- Information obtained during the Site Visit between 19 and 21 December 2018
- A review of the following Mineral Resource Estimates by Mr S Searle, January 2019
    - Nimbus Silver Deposit
    - Boorara Gold Project

- Various MacPhersons ASX releases including exploration results from the Boorara Project
- MacPhersons Quarterly Reports and Annual Reports.
- ASX releases from other companies that have previously explored the area
- Publicly available information and regional datasets including geological mapping, interpretation, reports, geophysical datasets and Mineral Deposit information compiled by the Geological Survey of Western Australia.
- Historical production information including production from Nimbus reported by the company and other recent production information released by various companies and historical production as reported to and compiled by the Western Australian Government as detailed in section1.6 below.

1.6. Sources of Information

The historical production from the various mines and occurrences have been derived from and mainly government reports including;

- Western Australian Department of Mines, 1954, List of cancelled gold mining leases which have produced gold: Perth, Government Printer
- Unpublished figures kept by the Statistics Section of the Department of Minerals and Energy or compiled by the Mineral Resources Section of the Geological Survey of Western Australia (GSWA).
- Western Australian Department of Mines Annual Reports (various years).
- GSWA, 1989, Reported resources of Western Australian gold deposits
- NASH, B. M., and HEATH, A., 1987, Reported reserves and grades of Western Australian gold deposits. Western Australia Geological Survey, Record 1987/7.
  WITT, W. K., 1992 a Gold deposits of the Mount Pleasant-Ora Banda areas, Western Australia: Western Australia Geological Survey, Record 1992/13.
- WITT, W. K., 1992 b Gold deposits of the Mount Pleasant-Ora Banda areas, Western Australia: Western Australia Geological Survey, Record 1992/14.
- WITT, W. K., 1992 c Gold deposits of the Kalgoorlie-Karnbalda-St Ives areas, Western Australia: Western Australia Geological Survey, Record 1992/15.
  WITT, W. K., 1993 Gold mineralization in the Menzies-Kambalda region, Eastern Goldfields, Western Australia: Western Australia Geological Survey, Report 39.

All information and conclusions within this report are based on information made available to DRM and the specialists engaged to assist with this report by MacPhersons and Intermin and other relevant publicly available data to 12 March 2019. In DRM's opinion it is reasonable to include the Anthill Resource update and the maiden Crake Resource in this report and valuation as both Intermin and MacPhersons would reasonably have known at least preliminary information including drilling information and assay results that formed the basis of these resources when the proposed transaction was announced. Reference has been made to other sources of information, published and unpublished, including government reports and reports prepared by previous interested parties and Joint Venturers to the areas, where it has been considered necessary. DRM has, as far as possible and making all reasonable enquiries, attempted to confirm the authenticity and completeness of the technical data used in the preparation of this report and to ensure that it had access to all relevant technical information. DRM has relied on the information contained within the reports, articles and databases provided by MacPhersons and Intermin as detailed in the reference list. A draft of this report has been provided to MacPhersons and Intermin (via BDO) to identify and address any factual errors or omissions prior to finalisation of the report. The valuation sections of the report were not provided to the companies until the technical aspects were validated and the report was declared final.

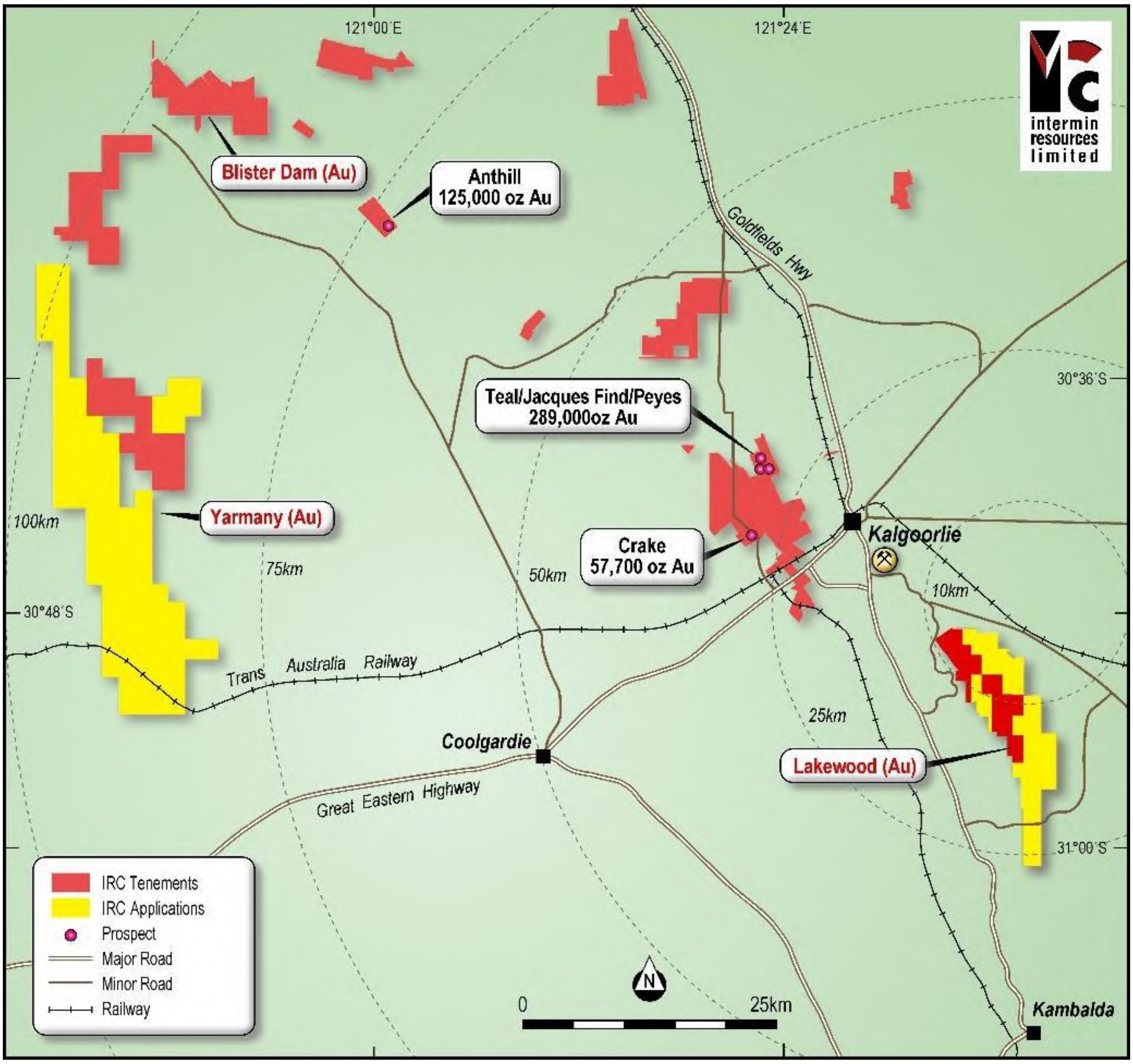
1.7. Site Visit

On Wednesday 19 December 2018 a site visit was conducted to the Goongarrie, Menzies and Anthill projects all owned by Intermin. A site visit on Thursday 20 December 2018 to the Teal, Jacques Find and Crake Prospects (owned by Intermin) and on Friday 21 December 2018 a site visit was conducted to the Boorara and Nimbus projects owned by MacPhersons. The site visit was conducted by Paul Dunbar of DRM and Andrew Pumphrey of MacPhersons. No site visit was undertaken to the Richmond vanadium project in Queensland due to the comparatively early stage of exploration activities and due to the equity of Intermin in the project being diluted via a farm in agreement.

2. Mineral Assets

The mineral assets that are included in this review are the Intermin Kalgoorlie Projects, Goongarrie Lady, the Menzies and Goongarrie Projects near Menzies approximately 120km to the north of Kalgoorlie, the Nanadie Joint Venture project near Meekatharra in the northern Murchison of Western Australia and the Richmond Vanadium / Molybdenum Joint Venture in Queensland all owned by of Intermin Resources Limited and the Nimbus and Boorara projects within the large tenement holding to the east of Kalgoorlie that are owned by MacPhersons Resources Limited.

As the majority of the projects and all of the gold resources are within the Kalgoorlie region of Western Australia DRM considers it reasonable to describe the regional geology of the Kalgoorlie region and in particular the Kalgoorlie Terrain, a part of the Eastern Goldfields rather than detail the regional geology in each of the project descriptions below.



from Intermin – MacPhersons ASX release 12 March 2019.

Figure 1 Location of the MacPhersons and Intermin tenements near Kalgoorlie Western Australia.

2.1. Regional Geology

The Kalgoorlie Terrain, a region with a similar stratigraphy and deformational history hosts most of the tenements that constitute the Intermin Kalgoorlie projects, the Goongarrie, Menzies and the MacPhersons project. The

Kalgoorlie terrain is distinctly different to the other regions of the Eastern Goldfields Province of the Yilgarn Craton in that there is a lack of banded iron formations (BIF) that are common in other terrains. The four main domains and two smaller domains that constitute the Kalgoorlie Terrain all have similar stratigraphic sequences (with minor differences) and have a similar deformational history Swager et.al. (1990). The six domains that form the Kalgoorlie Terrain are the Boorara Domain, the Kambalda Domain, the Ora Banda Domain, the Coolgardie Domain with the smaller Bullabulling and Parker domains. All are separated by regionally extensive fault or shear systems with a complex fault history.

The characteristic stratigraphic sequence consists of a lower basalt unit overlain by a komatiite unit, which is in turn overlain by an upper basalt unit followed by a unit of felsic volcanic and sedimentary rocks. There are differentiated mafic sills at multiple different stratigraphic levels. The Coolgardie and Boorara Domains have very similar successions however the upper basalt unit is either lacking or poorly preserved / developed resulting in the komatiite being directly overlain by felsic volcanic and sedimentary rocks. The Coolgardie Domain is characterized by a repetition of the mafic – ultramafic stratigraphy. This repetition is interpreted by Martyn (1987) and Swager (1989a) as being due to structural repetition based on regional stratigraphic comparisons.

The Kalgoorlie Terrain is separated from the adjacent terrains by either granitic intrusions or by regionally extensive fault systems. The western boundary between the Callion Terrain is dominated by the Ida Fault while the eastern boundary between the Kalgoorlie Terrain and the Kurnalpi Terrain is the Mount Monger – Moriaty Shear Zone. In the Menzies region the Ora Banda Domain is in separated from the Menzies Terrain by the Menzies shear zone. The Kalgoorlie Terrain is separated from the Norseman Terrain to the south by the extension of the Zulieka Shear (which to the north separates the Ora Banda and the Coolgardie domains) while the Mission fault separates the Coolgardie Domain and the Norseman Terrain.

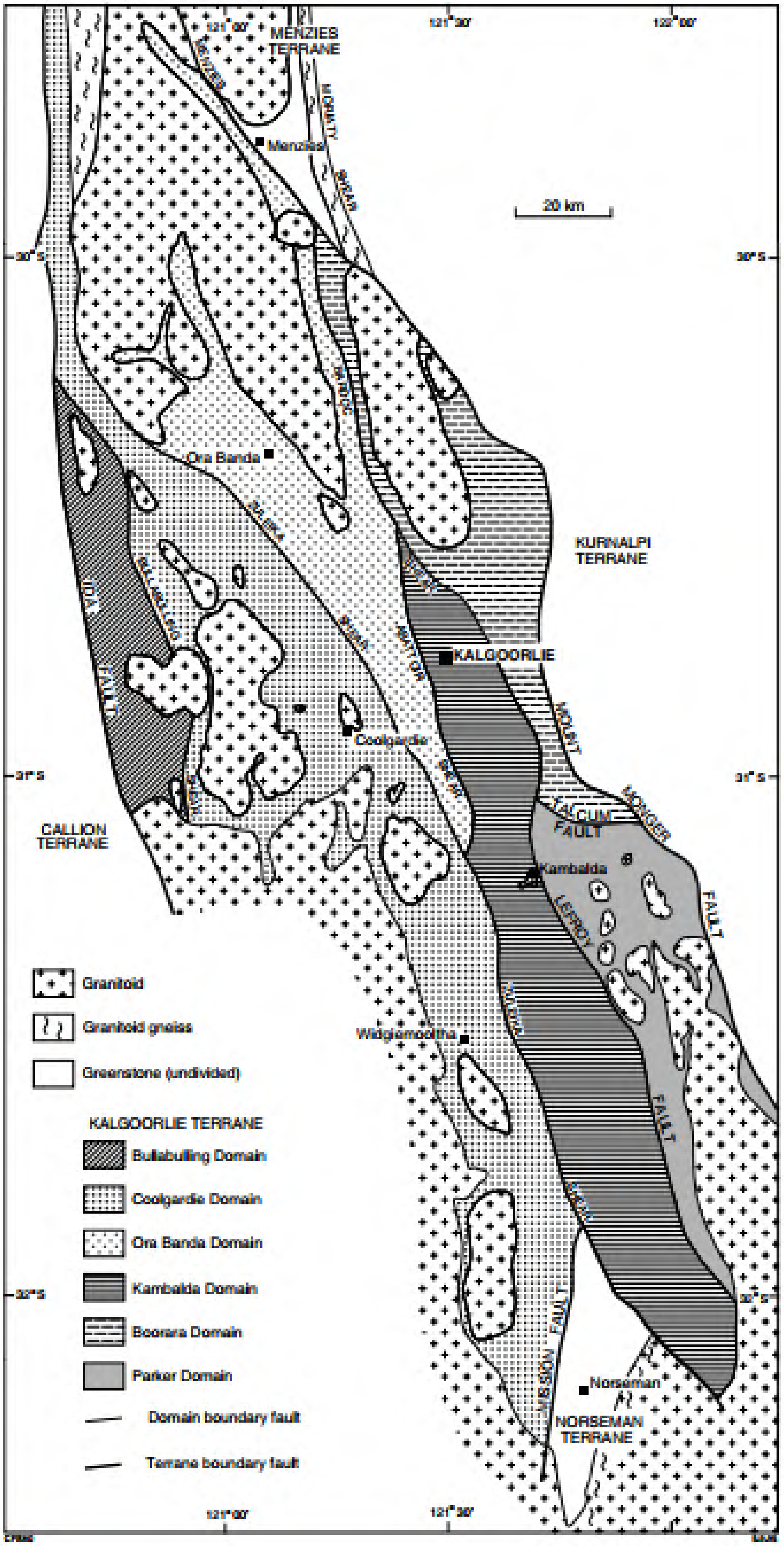


Figure 2 Plan of the Kalgoorlie Terrain and the six separate domains. (from Swagger et.al.(1990))

3. MacPhersons Resources – East Kalgoorlie Project

The main mineral asset owned by MacPhersons is a continuous block of tenements to the east of Kalgoorlie, Western Australia. These tenements contain the Boorara gold prospect and the Nimbus silver deposit. The tenements are located approximately 10km to the east of Kalgoorlie. This report provides a summary of the location, geology, reviews the exploration potential and includes a valuation of the project.

The East Kalgoorlie Project which contains the Nimbus and Boorara deposits is a semi contiguous block of 104 tenements which consist of seven mining leases one exploration licence and ninety six prospecting licences that cover a total of 187.5km^2. In addition to these tenements there are nine miscellaneous licences that don't allow exploitation or exploration. There are two separate current Mineral Resources Estimates at the Boorara Gold Prospect and the Nimbus Silver Gold and Zinc deposit. The Boorara deposit totals 16.45Mt at 0.96g/t gold for 507,000oz of gold while the Nimbus Resource totals 12.09Mt at 52g/t silver, 0.2 g/t gold, 0.9% zinc for a total of approximately 20.2Moz of silver, 77,500oz of gold and 104,000t of zinc. These Mineral Resource Estimates that have been reported in accordance with JORC 2012. The area has had several phases of mining activities including recent small scale trial mining at the Boorara deposit by MacPhersons which was completed in 2016.

3.1. Location and Access

The East Kalgoorlie Project is located approximately 560km East Northeast of Perth and 10km to the east of Kalgoorlie, Western Australia. It is within the City of Kalgoorlie Boulder. Access to the project from Kalgoorlie is Bulong road and then via the mine access road (that is covered by a miscellaneous licence). Access around the project is either using station tracks, fence lines or and exploration tracks. The access roads are all unsealed gravel roads but in generally good condition however access is potentially impacted by wet weather. Overall the project is well very supported by infrastructure.

Figure 3 shows the location of the East Kalgoorlie Project in relation to the major regional centre of Kalgoorlie and other significant gold deposits of the region.

3.2. Mineral Tenure

The MacPhersons Kalgoorlie Project consists of an almost contiguous block of 104 tenements consisting of both granted tenements and tenement applications. There are a total of seven granted mining Leases, one granted exploration licences and seventy granted prospecting leases. In addition to the 78 granted tenements there are 26 prospecting lease applications. There are no competing applications to the tenement applications and as such these applications are expected to progress toward grant under the standard procedure. In addition to the mining leases, exploration licences and prospecting licences there are nine miscellaneous licences do not provide the holder with any exploration or mining rights and can only be used for the purposes described in the tenement application, in this case the miscellaneous licences are associated with the water infrastructure (bore fields) access roads and similar infrastructure requirements. Due to the large number of tenements (104) DRM considers it impractical to tabulate the details of the tenements within the body of this report. As such details of each of the tenements including tenement numbers, application, grant and end dates, the tenement area, registered holder, tenement rents and exploration expenditures are appended to this report in Appendix A. Figure 3 shows the location of the tenements. A figure of the individual tenements was not considered viable due to the number and the size the tenements and the scale of any diagrams that could shows each of the tenements. The tenement outline has been checked and is correct in the various figures within this report.

DRM has in reviewing the tenements reviewed any encumbrances or impediments to exploration or development of the mineral resources within the tenements. No encumbrances outside the usual access agreements for overlying tenements or as disclosed in the royalty section below have been identified. There is are registered native title claims (Maduwongga (WC2017/001) and Marlinyu Ghoorlie (WC2017/007) that cover the project area. A previous claim was withdrawn or rejected with these new claims currently being assessed. As is common practice standard State Government Heritage agreements are execute when any tenement applications are progressing to grant. There are several granted tenements that pre-date Native Title and other granted tenements that pre-date the current native title claim which are not impacted by the native title claim nor native title. Overall in DRM's opinion there are no encumbrances that would reasonably be expected to impact on the activities within the MacPhersons projects.

DRM has interrogated the Western Australian Department of Mines, Industry Regulation and Safety (DMIRS) website that confirmed that the tenements are listed in Table 1 are reported as being in good standing and that all tenement matters including annual reports, rents and renewals have been lodged and are progressing in accordance with the Mining Act. As DRM and the authors of this report are not experts in the Mining Acts or native title no warranty or guarantee, be it express or implied, is made by the authors with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure.

Figure 3 Location of MacPhersons East Kalgoorlie Project

Table 1 Summary of MacPhersons Kalgoorlie Project Tenements

Tenement ID	Number of Licences	Total Area	Rent	Exploration Expenditure
Mining Leases	7	3,561.60ha	$66,602	$363,300
Exploration Licences	1	1 bl (269.4ha)	$220	$10,000
Prospecting Licences	70	11,205.06ha	$30,824	$453,498
Miscellaneous Licences	9	458.26ha	$7,561	N/A
Prospecting Licences Applications	26	3,719.00ha	10,227	148,760
Total Granted	87		$105,206	$826,798
Total	113	18,755.06ha	115,434	$975,558

Note: The total area excludes the miscellaneous licences as these do not allow exploration or mining activities. Appropriate rounding has been applied to the rents and expenditure requirements and the totals may contain rounding errors. Full tenement details are appended in Appendix A.

3.2.1. Royalties

There are several royalties that are payable by MacPhersons on production from individual tenements. The more significant of these royalties is the offtake royalty where MacPhersons has specific product sales agreements with an associated discount to the underlying spot silver price at the time of the production. The discount is a set sales discount which when applied to the US dollar silver price. As at the valuation date the royalty is equivalent to a 2% NSR royalty on the first 13 million ounces of silver production from Nimbus. This royalty has been considered in the valuation of the Nimbus Silver Deposit.

Royalties associated with the Boorara deposit include a $1.0/t of ore mined and treated from M26/277 to a maximum of $1 million payable to New Hampton Goldfields Limited. Other royalties on the project include two $250,000 payments on specific production milestones of 12,500 and 22,500oz of gold from M26/29, M26/318 and M26/161. Another royalty consists of the payment 375oz of gold when 25,000, 50,000, 75,000 and 100,000oz of gold has been produced.

3.3. Geology

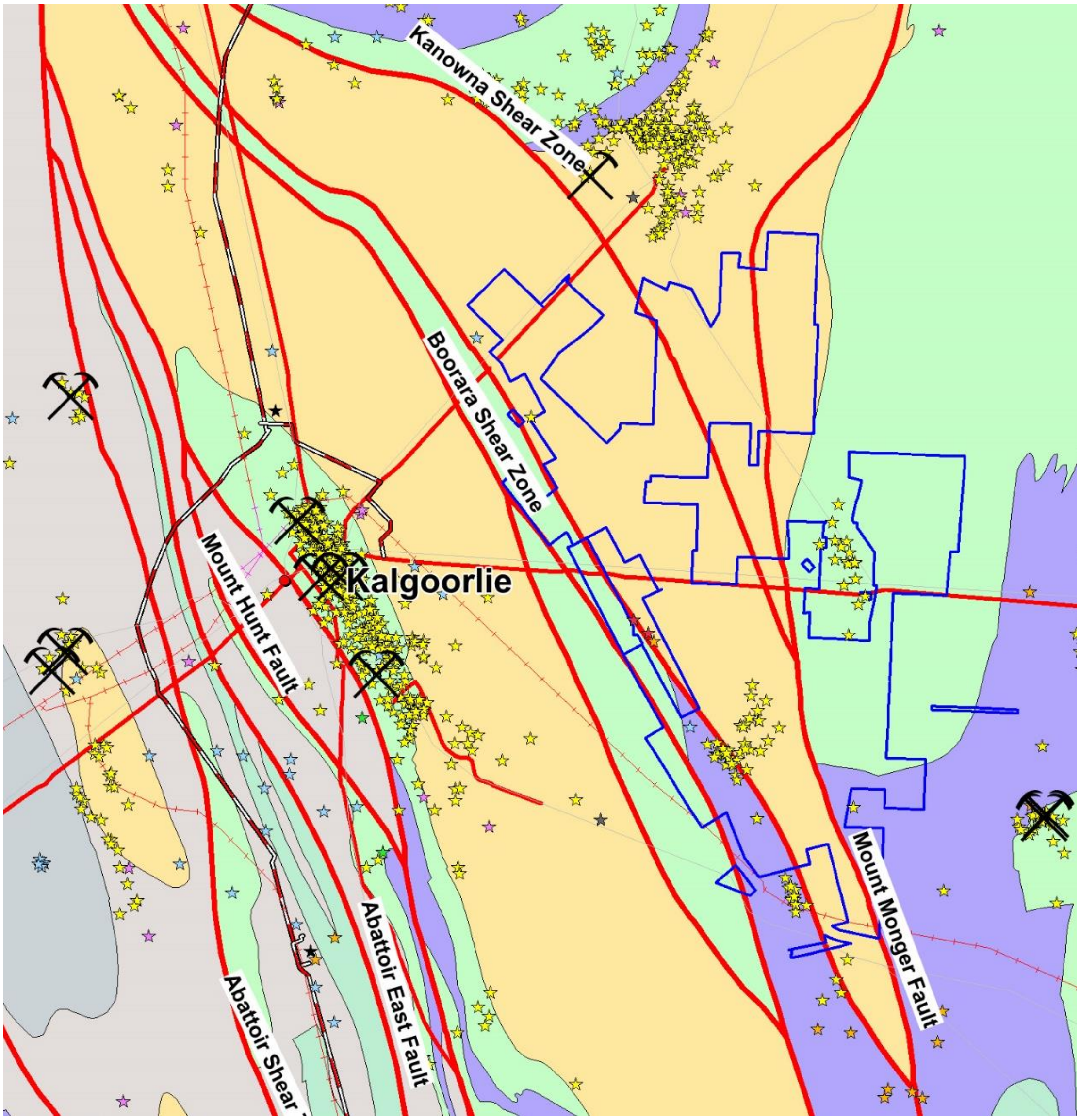
The MacPhersons East Kalgoorlie Project is located in the southern extension to the Bardoc Tectonic zone a major structural component of the northern of the Kalgoorlie Terrane, Yilgarn Craton. The project is located between the Boorara Shear Zone and the Mt Monger Fault with the latter being the eastern extent of the Kalgoorlie Terrain. The Boorara Shear is the western boundary of the Boorara Domain of the Kalgoorlie terrain. The project is dominated by the Boorara mafic intrusive (Dolerite) and the felsic volcanic and felsic volcaniclastic sedimentary rocks.

The project is located approximately 20km to the south of the operating Kanowna Belle gold mine and immediately to the north of the Golden Ridge deposit. There are historical workings within and adjacent to the project several with significant historical production including the Golden Ridge deposit (historical production of 239,000t for 132,893oz produced between 1906 and 1918 (Western Australia Department of Mines List of Cancelled Gold Mining Leases which have produced gold (1954)).

Within the project tenements and associated with the Boorara mineralisation are a series of historical workings that have produced gold including from the Golden Ridge Proprietary Leases which are reported as producing 54409.5 tons of ore for 30,071.23oz of gold between 1900 and 1906. Within the same area between 1897 and 1899 the Golden Ridge (W.A.) Proprietary Ltd production was reported as 322.78tons of ore for 522.78oz of gold. In 1907 – 1908 at Golden Ridge production is recorded as being 166.96oz of gold from 128 tons of ore while in 1909 production from the Golden Ridge Reclaimed G.M. Co., N.L. workings was 303.46oz of gold from 880 tons of ore. All these production records are reported on page 204 of the Western Australia Department of Mines List of Cancelled Gold Mining Leases which have produced gold (1954) these have also been compiled and validated in the Geological Survey of Western Australia Record 1992/15 compiled by Witt (1992) where the Boorara production also known as the Golden Ridge Proprietary and Golden Ridge Reclaimed, Cataract and Crown Jewel deposits is reported as 54997.24t for 1007.18kg (≈32,380oz) of gold between 1987 and 1920. This latter production includes all dollied gold and production from several smaller occurrences while DRM has only listed production as reported in the 1954 report from the larger workings.

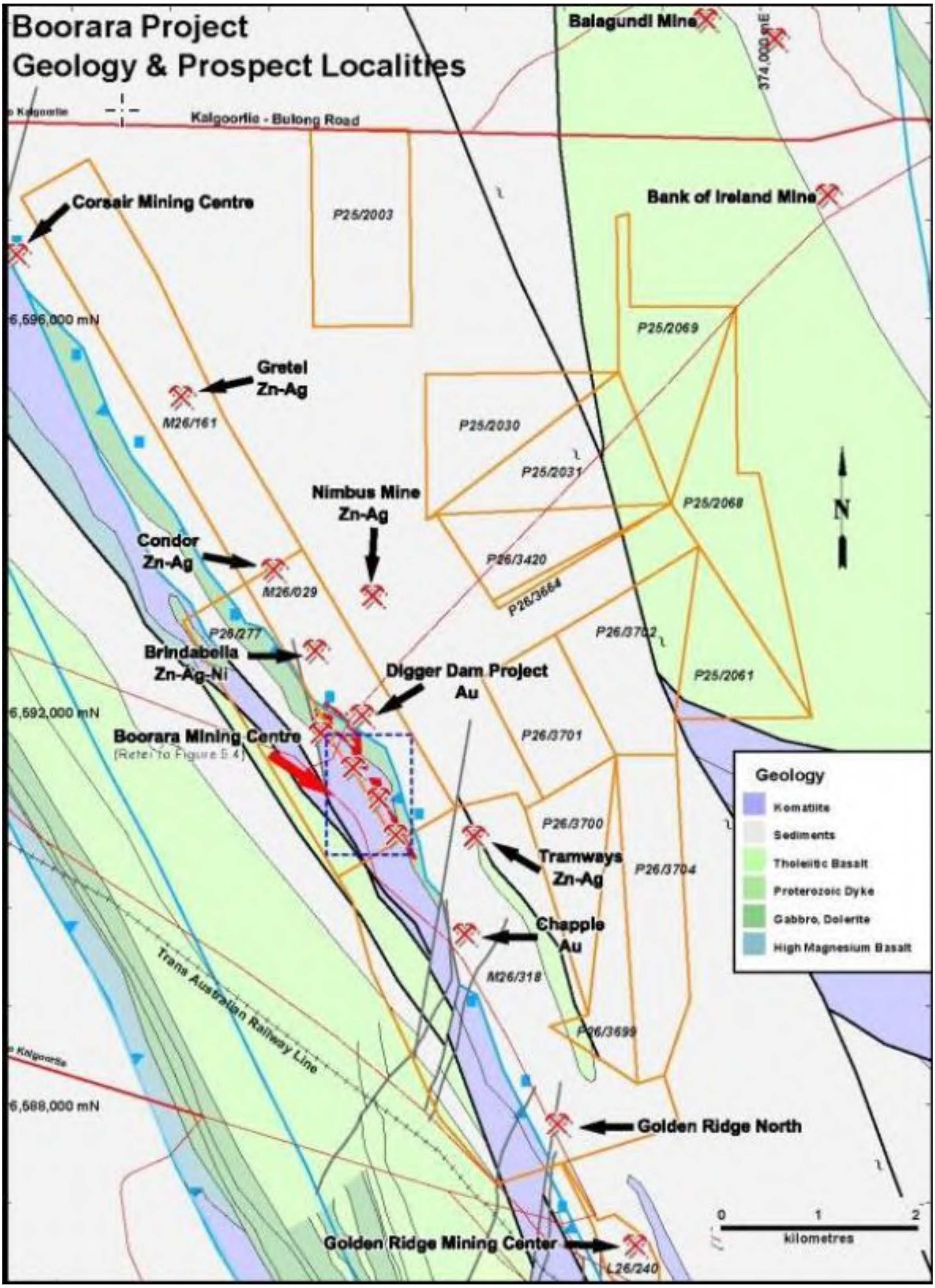
There is no modern production from this area other than the small scale trial mining from the 2016 trial pit extracted by MacPhersons with the tonnage, grade, recovery and production (detailed in section 3.5 below).

Figure 4 shows the broad regional geology and the East Kalgoorlie Project in relation the regional centre of Kalgoorlie while Figure 5 is the local geology project area.



The yellow stars are the MINDEX points, crossed picks are operating mines with the MacPhersons tenement boundary in Blue. Geology from GSWA mapping.

Figure 4 Regional Geology and Location of the East Kalgoorlie project



From Rigby (2016) extracted from Cube resource report.

Figure 5 Detailed Geology of the East Kalgoorlie Project.

3.4. Resources

3.4.1. Overview

MRP have conducted Mineral Resource estimates for their WA gold and base metal projects. These estimates have been reported in compliance with the JORC Code (2012). The Nimbus Mineral Resource was completed by CSA Global Pty Ltd ("CSA") for MRP; and the Boorara Mineral Resource was completed by Cube Consulting Pty Ltd ("Cube") for MacPhersons.

A summary of the Nimbus silver-gold-zinc project is shown Table 2 and a summary of the Boorara gold project is shown in Table 3.

Table 2 MacPhersons Resources Limited Mineral Resource Estimate Summary – Nimbus

Date	Class	Tonnage	Grade			Metal		
		Mt	Ag (g/t)	Au (g/t)	Zn (%)	Ag (MOz)	Au (Oz)	Zn (t)
Apr-15	Measured	3.62	102	0.09	1.2	11.92	9,897	45,024
	Indicated	3.18	48	0.21	1.0	4.88	21,100	30,400
	Inferred	5.28	20	0.27	0.5	3.46	46,530	28,638
	Total	**12.09**	**52**	**0.20**	**0.9**	**20.25**	**77,527**	**104,062**

Mineral Resource reported with following cut-off grade parameters: blocks where Ag >= 25g/t and/or Zn >= 1.0%, and/or Au >= 0.5g/t, dependant on domain.

Table 3 MacPhersons Resources Limited Mineral Resource Estimate Summary – Boorara

Date	Cut-off (g/t)	Project		Tonnage	Grade	Metal
				Mt	Au (g/t)	Oz
Mar-18	0.5	Boorara OP	Measured	6.11	0.92	181,000
			Indicated	7.26	0.97	227,000
			Inferred	2.25	0.91	66,000
			Total	15.62	0.94	474,000
	1.0	Boorara UG	Inferred	0.80	1.20	33,000
	Combined Underground and Open Pit		**Measured**	**6.11**	**0.92**	**181,000**
			Indicated	**7.26**	**0.97**	**227,000**
			Inferred	**3.08**	**1.00**	**99,000**
			Total	**16.45**	**0.96**	**507,000**

3.4.2. Nimbus Silver-Gold-Zinc Deposit Mineral Resource Estimate

(Source: MRP, Apr 2015)

3.4.2.1. Geology and Mineralisation

The Nimbus Project is located approximately 17km east-south-east of Kalgoorlie-Boulder.

The Nimbus Project area sits in the Achaean Yilgarn block of Western Australia within the Boorara-Menzies Shear Zone ("BMSZ"). Nimbus is hosted in felsic units of the Boorara Domain and is the only known silver – zinc deposit in the Eastern Goldfields. Mineralisation is associated with volcanic hosted massive sulphides. The deposit consists of multiple zones of oxide silver/gold mineralisation, supergene silver/gold mineralisation and deeper primary silver/gold/zinc sulphide zones. Supergene-enriched oxide silver mineralisation overlies southeast plunging shoots of disseminated to massive Fe-Zn-Pb-As sulphides with associated elements including Ag, Sb, Bi and Cd, and also with high Hg content. MRP has partnered with the University of Tasmania, the GSWA and the CSIRO to complete a number of studies into the genesis of the Nimbus deposit and it is now agreed by all parties that Nimbus is an Unconventional volcanogenic hosted massive sulphide (VHMS) deposit.

The Nimbus deposit is interpreted as being made up of four distinct styles of mineralisation, being;

- High Grade Combined Silver and Zinc Lodes;
- Silver Lodes;
- Zinc Lodes; and
- Gold Lodes.

Whilst the modelling has been successful in defining the different lodes, discrete areas within them will contain metal other than the primary mineralisation. This metal is tabulated to the side of Table 2 and not used to generate an average grade as it is not evenly distributed over the tonnage as a whole, with typically less than 10% of the blocks containing any of the other metal. The total metal contents are summarised in the last sub-table of Table 2 and average grades are calculated as per the JORC 2012 guidelines. However, due to the above reason, the average grades in the summary table do not represent the average grade of all the material summarised.

3.4.2.2. Informing Data and QA/QC

Drilling and Sampling

The majority of drilling at Nimbus has been completed on a 20m spaced section lines, with recent RC holes drilled 20m apart on those section lines. The drill holes were designed to test the previous Mineral Resource outlines orientated on a grid striking 035°, based upon an interpreted strike of mineralisation of 305°. A subtle change in strike to 325° was identified in the mineralised trend at depth at the south-eastern portion. The sampling is considered to be unbiased with respect to drill hole orientation versus strike and dip of mineralisation.

The drilling to date included in the Nimbus database is:

- Historical - 336 RC holes 29,702m, 88 DD holes 21,447m;
- MRP DD – 39 DD holes 11,468m;
- MRP RC – 243 RC holes 43,565m; and
- MRP AC – 200 AC 9,958m.

Diamond core was marked, logged, photographed and sawn in half and sampled according to lithology with minimum lengths of 0.3m and maximum lengths of 1.5m. For core, longer sample lengths over 1m are generally where there is a reduction in core recovery for various reasons. All RC drilling is sampled on a one metre interval basis. Geology is logged at one metre intervals and an estimate of sample recovery is also made to ensure that the sample is representative.

Sample preparation via code PREP-31 - logged in tracking system with bar code attached, wet samples dried through ovens, fine crushing to better than 70% passing 2mm, split sample using riffle splitter, split of up to 1,000g pulverised to >85% sample passing 75um.

Analysis

All MRP's drill samples were analysed by ALS Laboratory in Kalgoorlie using method ME ICP-61 (33 element scan); if Ag was > 100ppm then the sample was re-assayed by method OG62. If the Ag assay returned >1,500ppm, the laboratory (ALS) switched to analytical method OG46 or OG62h. If Zn was >10,000ppm (or 1%) following ICP-61, then a re-assay using OG62h was required. Au was assayed by ALS method AA25 with a 50g fire assay charge.

QA/QC

Field QA/QC procedures included the insertion of field duplicates (RC samples) and commercial standards. The standards generally performed well with results falling within prescribed two standard deviation limits.

Performance of standards for monitoring the accuracy, precision and reproducibility of the silver and zinc assay results received from ALS were monitored. Certified Standards from commercial supplier are inserted on average 1 in every 30 samples. Standards reported for Ag & Zn analysis and vary between 2.9ppm Ag to 389ppm Ag, & from 210ppm Zn to 65,582ppm Zn.

Blank samples compiled from barren non-Nimbus RC holes. Blanks test for contamination within the sample preparation equipment at the laboratory. Laboratory provide pulp duplicates from diamond core and RC samples.

QC information related to the historical drilling database and completion of diamond core drilling in prior to 2011 verified the quality of the historical database.

Bulk Density Measurements

In 2012 an independent study was completed by CSA, the study determined that ~68% of the density determinations were unreliable due to the use of an inappropriate determination method. The result was that 629 values were validated and used for the density determination in the previous estimate. The recent drilling has generated an additional 292 density determinations. Prior to estimating the final density, all determinations were analysed to look for obviously erroneous values, a total of 35 values or 4% of the population were excluded by this process. The Competent Person is confident the densities assigned to the block model are appropriate for the rock type and associated intensity of weathering.

The samples selected for density work are described geologically with some estimations of porosity and moisture made. Sub domaining on alteration zones has not been undertaken and so the densities selected are regarded as suitable for a global estimation based on host rock type and weathering type only. More density work may be undertaken to determine the effects of alteration types.

Values assigned in the block model were dependant on mineralisation and weathering and are shown in Table 4.

Table 4 Summary of Bulk Density Values Assigned in Nimbus Block Model

Min/Waste	Type	BD (t/m^3)
Mineralisation	Oxide	2.20
	Trans	2.40
	Fresh	2.94
Waste	Oxide	2.09
	Trans	2.10
	Fresh	2.77

Metallurgical Test work

Metallurgical process route for the oxide portion is proven with previous recovery via the Merrill Crowe process during production period from 2003 to 2007. Test work is nearing completion for the primary mineralisation with good silver and zinc recoveries in flotation concentration and leaching of the sulphide concentrates to date.

Ashmore Comment

The drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness. The QA/QC program undertaken to date gives confidence that the assay data is reliable and suitable for use in Mineral Resource estimation.

There are sufficient bulk density measurements obtained at the deposit to give confidence in the values used for the material types.

Metallurgical recovery for oxide and transitional material is proven from historical mining and processing between 2003 to 2007. Further information should be provided for the test work conducted on the fresh material.

3.4.2.3. Estimation

Mineralisation models were prepared using Surpac software by MacPhersons geological staff for Ag, Zn and Au using lower cut-off grades of 12ppm for Ag, 0.5% for Zn and 0.3g/t for Au over a 2m down hole intersection. Wireframes were created joining polygons based upon a geological model of the deposit derived from diamond drill core logs, geological logs of RC drill data, and geological observations on surface. The Mineral Resource model consists of 37 domains of Ag mineralisation, 34 domains of Zn mineralisation and 17 domains of Au mineralisation. Three weathering domains (oxide, transitional and fresh) were interpreted. Wireframed domains were extrapolated along strike or down plunge to half the section spacing or before this limit if a barren hole cut the plunge extension. The wireframes were imported into Datamine Studio where the Mineral Resource estimate was completed. The model parameters were used to recreate a rotated block model in Surpac which was used for final reporting of the Mineral Resource.

Top cuts were used to constrain extreme grade values if it was determined that the grades would potentially over-estimate local block estimates, either due to limited sample numbers, or if the individual assay result was considered too high compared to the rest of the domain's population. Top cuts vary according to the host mineralisation domain and were determined from an analysis of the non-composited data. All samples were composited to 1m intervals based upon a review of sample length distribution. All diamond core and RC drill hole data were utilised in the grade interpolation, with the exception of selected holes from the historical database (DM series, and EM1) for which survey or analytical records could not be verified. Samples from RAB and other drill hole types were excluded.

A block model with a parent cell size of 10m E by 4m N by 5m RL was constructed compared to a typical drill spacing of 20m (northing) by 20m (easting). Sample spacing widened considerably with increasing depth.

A statistical analysis of the Ag, Zn and Au populations by mineralisation domain, weathering domain, hole type, and a combination of these, was conducted on both the non-composited and composited drill data. Top cuts were determined from an analysis of the non-composited data. A variogram study was carried out on selected domains with the greatest data population for Ag, Zn and Au. Normal score variograms were modelled, and the back transformed parameters fed into the grade interpolation algorithm. The variogram studies showed the Nimbus mineralisation has a relatively low nugget effect, implying that a small sample population would be sufficient to interpolate a single block. A moderate plunge down the mineralisation domains was modelled.

Grade estimation was by Ordinary Kriging with ID^2 estimation concurrently run as a check estimate. A minimum of 8 and maximum of 24 composited (1m) composites were used in any one block estimate for Ag, Zn and Au mineralisation zones, with 4 to 24 samples used for the second pass grade interpolation. A maximum of 6 composited samples per drill hole were used in any one block estimate. Grade interpolation was run within the individual mineralisation domains, acting as hard boundaries. The base of complete oxidation weathering profile was also used to split the grade interpolation by weathering zone.

Bulk density values were assigned by a matrix of values, according to mineralisation lode (Ag, Zn and Au), and the weathering profile (oxide, transition and fresh) as shown in Table 4.

The Mineral Resource was depleted by the volume of the two open pits present in the project area (Discovery and East Pits), which were incorporated into the topographic DTM. Two Mineral Resources of tailings deposits, located under the waste dump and within the East Pit, were separately modelled and reported.

Ashmore Comment

The interpretation and wireframing methodology are suitable for the mineralisation style and geometry. Top cut values seem reasonable, although the raw data was not reviewed by Ashmore.

The block sizes adopted for the estimates are appropriate. Search neighbourhood parameters are appropriate for the mineralisation style and geometry.

No mention of a grade versus density correlation was presented and should be investigated. It is common for sulphide deposits to calculate a regression equation with various elements and estimate density into the block model. For this to occur, Ashmore recommends obtaining a density measurement for each assay interval in diamond core.

Overall, the estimation of the Nimbus Project Mineral Resource is conducted with industry standard techniques and is appropriate for the level of confidence at the deposit.

3.4.2.4. Mineral Resource Classification and Reporting

Classification of the Mineral Resource estimate was carried out taking into account the geological understanding of the deposit, QAQC of the samples, density data and drill hole spacing. The Mineral Resource is classified as a combination of Measured, Indicated and Inferred, with geological evidence sufficient to confirm geological and grade continuity for the Measured Mineral Resource.

The MRE was reported for all blocks where Ag >= 25g/t and / or Zn >=1.0%, and / or Au>= 0.5g/t. The cut-off grade to apply to any particular block was determined by the domain encapsulating that block. A silver only domain used the Ag cut-off, a zinc only domain used the Zn cut-off, and where the Ag and Zn domains overlapped, Ag was reported in preference by its cut-off grade. Au was reported by its cut-off when no Ag or Zn domain existed. The cut-off grades were determined by MRP.

Ashmore Comment

Mineral Resource classification has been assigned based on a qualitative method and has been conducted to standard industry practice, although more information could be provided such as the general drill hole spacing to support each classification. Presumably Measured Mineral Resource was classified in proximity to historical grade control drilling.

Further economic information to support the various cut-off grades should be supplied considering that an underground mining method is the most likely mining option at this stage, however the cut-off grades are reasonable, although the reporting methodology is complex.

3.4.2.5. JORC Table 1 Appropriateness – Ashmore Comment

Overall the data presented in the JORC Table 1 is adequate. Some additional information that should be added includes:

- Further information on metallurgical testing and anticipated recoveries by material types; and
- Further information (economic) on justification of reporting cut-off grades.

3.4.3. Boorara Gold Deposit Mineral Resource Estimate

(Source: MRP, March 2018)

3.4.3.1. Geology and Mineralisation

The Boorara Gold Project is located 15km east of Kalgoorlie in WA. Gold mineralisation is hosted in the Boorara quartz dolerite. A structural study and geological mapping at the Boorara trial pit and surrounding Boorara area has confirmed the gold mineralisation at Boorara is hosted by quartz-dolerite and basalt in moderately north west-dipping quartz-carbonate-sulphide veinlet arrays with iron-carbonate alteration halos controlled by bounding shear zones and late cross faults identical to the 6Moz Mount Charlotte gold deposit, part of the nearby Kalgoorlie Golden Mile.

The Boorara Gold Deposit is a typical quartz dolerite hosted sheeted veinlet system controlled by bounding shear zones or late stage cross faults. Mineralisation occurs as:

- Northwest dipping sheeted and stockwork quartz-carbonate veins within quartz dolerite host rocks; and
- Steeply dipping zones along sheared geological contacts trending to the north northwest.

Gold mineralisation has associated pyrite and arsenopyrite with alteration halos of iron carbonate, sericite and bleaching. Depth of weathering can vary from less than 10m around the Boorara Hill area to plus 50 m in the Southern Stockworks area.

3.4.3.2. Informing Data and QA/QC

Drilling and Sampling

The Boorara Deposit has been drill tested over 40 years by RAB, AC, RC and DD methods. For resource estimation, only samples drilled by RC and DD have been used and were drilled on 20m and 40m section spacings (northing) at 10 to 20m spaced intervals on section.

The drilling to date included in the Boorara database is:

- DD – 29 DD holes 8,566m; and
- RC – 200 RC holes 38,809m.

The RC drilling was undertaken using a face sampling percussion hammer using 137 mm drill bits. RC samples were collected from the drill rig cyclone each metre and then sub sampled either by riffle splitter historically or more recently by cone splitter mounted beneath the drill rig cyclone. Both methods would produce a 3 to 4kg sample for gold analysis.

Diamond core is either NQ or HQ sized and collected in core trays. Samples are collected by half cutting the core at various lengths based on geological parameters (to as small as 20cm) or at one metre intervals there is consistent geology over wide intervals.

Sample preparation and analysis were completed by ALS in Kalgoorlie WA. When received processed by code PREP-31 - logged in tracking system and bar code attached, wet samples dried through ovens, fine crushing to better than 70% passing 2mm, split sample using riffle splitter, split of up to 1,000g pulverised to >85% sample passing 75µm.

Analysis

All samples were analysed via a 50g fire assay. Following that analysis, in cases where visible gold has been observed, or a fire assay grade has exceeded 100g/t, or coarse gold is suspected, then a screen fire assay (Au-SCR22AA) has been undertaken on those samples and those results reported instead of the fire assay result.

QA/QC

MRP has undertaken an analysis of the QA/QC of the Boorara drilling which has included the use of certified reference materials (standards) and unmineralised samples (blanks). Duplicate sampling has also been undertaken.

Certified Reference Materials (standards) are purchased from an independent supplier of such materials. Blanks are made up from samples previously collected from other drill programs at Boorara and Nimbus that have analysed as less than detection Au values.

A standard sample followed by a blank sample are inserted every 30th sample. In recent 34,000m RC drilling program a duplicate sample was taken every 25 samples.

Evaluation of the MRP submitted standards and blanks analysis results indicates that assaying is accurate and without significant drift.

Bulk Density Measurements

Density was derived from 2,130 determinations via the Archimedes method on full or half HQ core of 10 to 30cm in length. Wax coatings on samples was used on porous rocks to prevent ingress of water during the Archimedes method.

Density was assigned to the block model based on geology and weathering types. These were based on averages from within the geospatial location in which the density determinations were made and are shown below in Table 5.

Table 5 Summary of Bulk Density Values Assigned in Boorara Block Model

Geology	Weathering Type	BD (t/m^3)
Sediement	Oxide	1.60
	Trans	2.20
	Fresh	2.60
Dolerite	Oxide	2.00
	Trans	2.40
	Fresh	2.85
Ultramafic	Oxide	2.00
	Trans	2.40
	Fresh	2.90

Metallurgical Test work

Bottle roll in leachwell solutions have confirmed >90% digestion is common. This demonstrates the mineralisation is amenable to conventional cyanide leach digestion. CIP metallurgical test work undertaken in 2016 on oxide, transition and fresh samples from the NSW, CJ and SSW areas indicated gold recoveries for all samples ranged from 94 to 99%.

A 34,000t bulk sample from Boorara trial pit was processed through a CIP mill with gold recovery of 90.6%.

Ashmore Comment
The drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness. The QA/QC program undertaken to date gives confidence that the assay data is reliable and suitable for use in Mineral Resource estimation. A minor improvement to the QA/QC practice would be to insert the blank randomly, or after expected high grade mineralisation to monitor hygiene at the laboratory.

There are sufficient bulk density measurements obtained at the deposit to give confidence in the values used for the material types.

Metallurgical recovery is good to excellent and has been proven by the trial mining at Boorara.

3.4.3.3. Estimation

The estimation used both historic and MRP drill data from RC and diamond drilling. Estimation of gold was completed by Localised Uniform Conditioning Methods using Isatis Mining Software. Initially, an Ordinary Kriging estimate into panels (block sizes of 20m North by 10m East by 5m vertical) was completed. Uniform Conditioning was then used to estimate panel grade distribution and appropriate change of support parameters for the assumed SMU of dimension 10m by 5m by 2.5m. This process included an allowance for an information effect. A localisation modelling completed the estimate to result in a diluted block grade estimate for each SMU block. The estimated blocks were imported into Surpac Software for visualisation, validation and reporting.

The estimation is constrained by a single wireframe constructed in LeapFrogGeo Software using lithological logs defining the eastern dolerite/sediment and western dolerite/ultra-mafic contacts. This resulted in a single dolerite estimation domain. Within the dolerite observation of pit walls and examination of stope openings in addition to structural interpretations provided by MRP and their consultants allowed the modelling of a number of vein package trend surfaces. The trend surfaces were used during the estimation to orientate the search ellipse on a block by block basis.

Statistical analysis using histograms, probability plots and/or cumulative frequency plots and visualisation of data locations in 3D was used to determine the need to reduce the influence of high grade outlier gold grades. High grade capping was required, and a 40g/t Au top cut was applied to the 2m composite grade data prior to estimation. In addition, a limit on the area of influence has been applied during estimation whereby, data greater than 30g/t Au have been used within a 20m radius only and ignored at greater distance. This has the effect of confining the influence of this outlier data to a single panel.

Variography was undertaken on the cut gold composite data to characterise the geostatistical properties of the mineralisation. This resulted in a robust variogram model that was consistent with the current geological knowledge of the domain. The variogram model was well structured with a moderate nugget (55% of the variance) a first structure range (at 84% of the variance) of 16m and a second structure range of 100m. The variogram model implies moderately high variability over very short distances and a significant decline in continuity over 20m.

Ashmore Comment
The interpretation and wireframing methodology are probably suitable for the mineralisation style and geometry, however a more detailed review would be required to confirm this. Cube’s report details numerous points that support the estimation method for Boorara.

It is noted that there is a significant difference between the 2016 Mineral Resource for Boorara estimated with liner techniques compared to the 2018 non-linear Mineral Resource. The Mineral Resources’ report similar tonnage and grade for material above a 1.0g/t Au cut-off, however the non-linear Mineral Resource reports significantly more tonnage between the 0.5 and 1.0g/t Au cut-offs at lower grade. Without a detailed review, there is a possibility that waste rock has been included in the non-linear estimate due to the use of broad geological domains.

In Ashmore's opinion, the estimation methodology should consider the likely processing throughput. Depending on the mining cut-off grades it is likely a higher throughput would be required to process the current non-linear Boorara Mineral Resource due to the significant tonnage between 0.5 and 1.0g/t Au (65% of estimated tonnage). To illustrate this point, the production numbers from the Boorara trial open pit (mined to a depth of 20m in 2016) were 30.2kt of ROM ore and 13.1kt of low grade stockpile to produce 1,837oz compared to the 2018 Mineral Resource estimate of 77kt above 0.3g.t Au for 1,740oz. There is significant variance in the reported tonnages with similar metal contents and Cube selected a much lower cut-off grade than the reporting cut-off grade.

Overall, the estimation of the Boorara Project Mineral Resource is conducted with industry standard non-linear techniques and is probably appropriate for the level of confidence at the deposit. It is likely that metal content has not been overestimated, however it is possible that tonnage has been over estimated, and grade underestimated. Therefore, further reviews and mining studies are required to support whether the non-linear estimate is appropriate.

DRM understands that a MacPhersons has undertaken a significant study and remodelled the Mineral Resource at Boorara with this work ongoing. The geological information obtained from the trial pit is assisting with this re-interpretation along with more recent close spaced drilling.

3.4.3.4. Mineral Resource Classification and Reporting

Material has been classified as Measured Resource, Indicated Resource or Inferred Resource. Resource classification has been determined by a consideration of geological and structural interpretation risk, the impact of sample spacing and clustering, established sample quality and repeatability, appropriateness of the estimation method and assumptions and final estimation quality.

Geological and structural interpretation is considered to be of low risk due to the exposure in trial pit walls, open stopes and the high quality of MRP and their consultants work identifying the controlling structural elements defining the mineralised lodes. The use of all data within the mineralised domain (the dolerite) considerable reduces the risk of conditional bias generally present in grade wireframed interpretations of this style of mineralisation. There is sufficient QA/QC support for the representativeness and quality of the assay outcomes for use in a Mineral Resource estimate. Checks on RC and diamond drilling in close proximity show no material bias and comparison of historic and MRP assay outcomes also show no material bias. The use of both historic and MRP drilling provides improved definition of the controlling geology and grade distributions as a result of the different orientations of phases of drilling over the years. The estimation methodology is considered appropriate to the style of mineralisation as demonstrated by geostatistical testing. The assumed SMU size is considered appropriate to the current mining method under consideration by MRP.

Reporting of the MRE has been tested for reasonable prospects of eventual economic extraction using optimisation shells based on assumed mining and processing costs and an AUD$2,200 gold price. The resulting shell demonstrates that there are reasonable prospects of economic extraction to a depth of 200m.

Generally, Measured Mineral Resource is defined within areas estimated by 20 composites at average distance of less than 15m resulting in an average slope of regression statistic (theoretical true to estimated block grade) of greater than 0.65, Indicated Mineral Resource is defined in areas estimated by 20 composites at an average distance of 20m resulting in an average slope of regression statistic between 0.4 and 0.5. Inferred Mineral Resource has been defined within areas estimated by 20 composites at an average distance of less than 60m resulting in a slope of regression statistic of 0.2.

Ashmore Comment

Mineral Resource classification has been assigned based on a quantitative method but has been assigned qualitatively into the block model; therefore, has been conducted to standard industry practice.

The parameters supplied to justify the reporting cut-off grade are reasonable, however the costs assume a 1.5Mtpa throughput for processing. As discussed above, it is likely that a higher throughput would be required to process this relatively large tonnage, low grade Mineral Resource and further reviews and mining studies are required.

3.4.3.5. JORC Table 1 Appropriateness – Ashmore Comment

Overall the data presented in the JORC Table 1 is adequate.

3.5. East Kalgoorlie Project Mining Studies

While there have been preliminary studies into the various development options for the deposits within the project there are no published feasibility studies into the various development options. DRM has been informed that there have been several studies and evaluation of the deposits with several studies including geotechnical assessments, hydrology, metallurgy and environmental studies. None of these studies have identified any aspects that are considered prohibitive to a potential development.

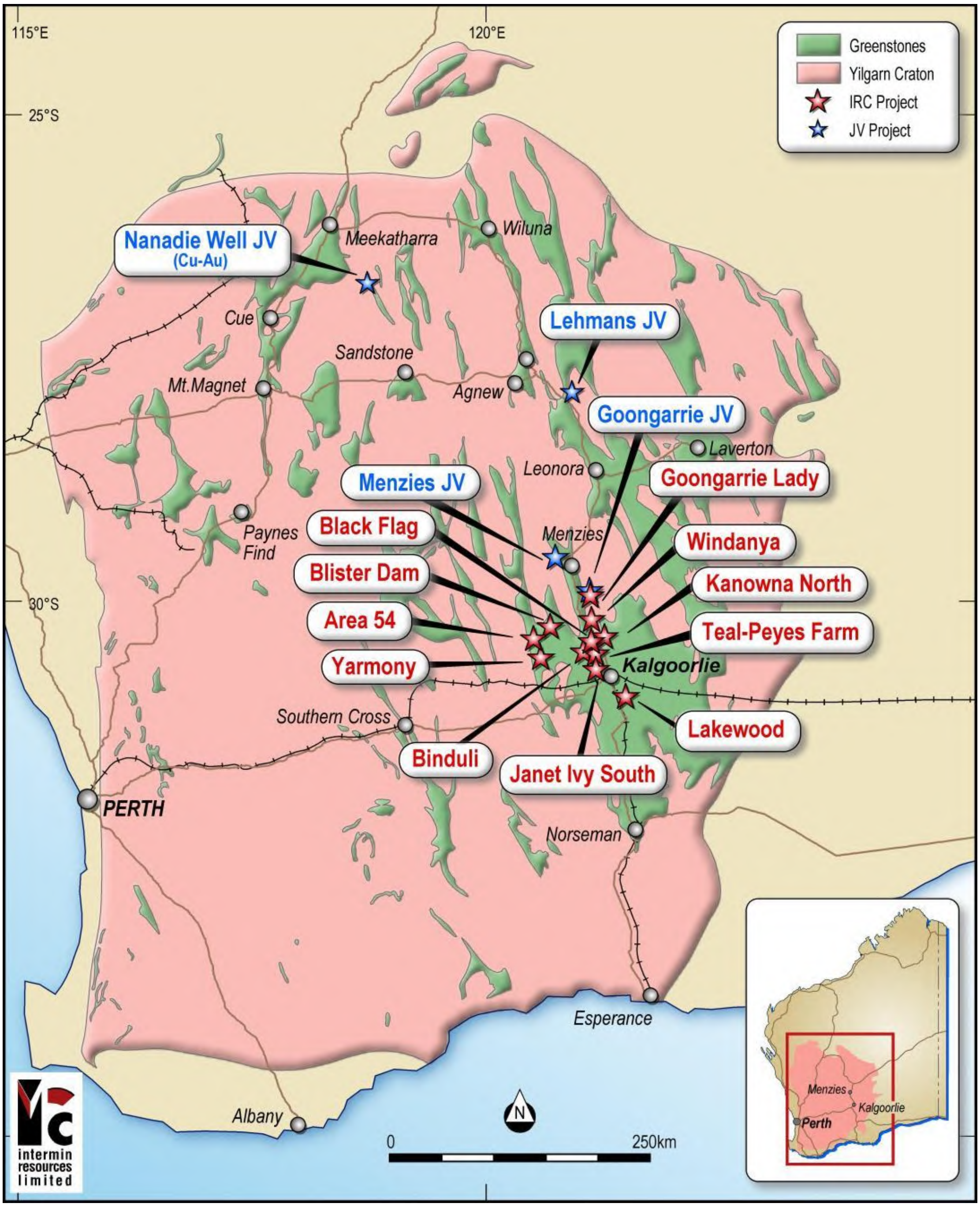
A significant aspect of the various studies was the excavation of a trial pit in 2016 where a total of 34,000 tonnes at 1.8g/t gold with 30,239 tonnes processed with a head grade of the processed material being 1.73g/t gold for a total contained gold of 1,682oz of gold due to the processing recovery of 90.6% (ASX release 14 November 2016)

3.5.1. Ore Reserves

No Ore Reserves have been estimated within the MacPhersons Kalgoorlie project. A small trial pit was excavated in 2016 to expose the mineralisation and to provide additional geological information and a bulk sample for testing via a toll milling facility.

4. Intermin Resources Mineral Assets

Intermin mineral assets (Figure 6) include the combined Kalgoorlie Gold Projects which includes the Teal, Jacques Find Peyes Farm deposits within the Binduli project along with the Anthill, Blister Dam, Kanowna North and Lakewood projects and a series of adjacent or nearby tenements and tenement applications. In addition to the combined Kalgoorlie project Intermin also has the Goongarrie Lady Gold project near Menzies where a feasibility study has been completed, a series of tenements owned 100% near Menzies long with the Menzies and Goongarrie projects which were at the valuation date in joint venture with Eastern Goldfields however on 7 February 2019 Intermin announced that the joint venture had been terminated. Additional Joint Ventures include the Nanadie Well Joint Venture project with Mithril Resources near Meekatharra in the Murchison region of Western Australia and the Richmond Vanadium Joint Venture in Queensland where their JV partner, AXF, is earning 75% by spending $5 million before 2021 (Figure 1). The mineral tenure, including the Joint Venture terms, royalties and significant aspects of the tenements for all the Intermin projects are documented in section 4 with detailed tenements list included in Appendix B. The geology, exploration history, recent exploration results and resources for each of the projects are detailed separately below.



Note All the projects in the Kalgoorlie region have been combined in this report and are documented in the Intermin Combined Kalgoorlie Projects, the Lehamns JV was sold to Saracen in November 2018. On 7 February 2019 Intermin announced that the Menzies and Goongarrie Joint Venture had been terminated.

Figure 6 Intermin Project Location Plan excluding the Richmond JV project.

4.1. Mineral Tenure

Details of the Intermin tenements are included in Appendix B. The tenements have been validated via checking with the various state government databases and websites. A tenement plan is not included in this section of the report however suitable tenement plans are included for each of the projects are included in the technical descriptions of the projects below.

The majority of the tenements reviewed in this report are listed in the DMIRS mineral titles online database as being 100% beneficially owned by Intermin either directly or through a wholly owned subsidiary Black Mountain Gold Ltd. The tenements where Intermin is listed as the 100% beneficial owner but there are Joint Venture agreements in place with independent companies include:

E51/1040 which is subject to a Joint Venture with Mithril Resources where Intermin are diluting to 40%,

The Richmond Joint Venture in Queensland (EPM 25163-25164, EPM25258, EPM 25425 – 25426 and the mineral rights within MDL396) where Intermin is currently diluting to 25% with their JV partner earning 75% by spending $6 million on exploration before 2021.

And a series of tenements near Menzies were, at the valuation date subject to a Joint Venture with Eastern Goldfields Limited (EGS). On 7 February 2019 Intermin announced that the joint venture had been terminated with the project returned to Intermin and EGS holding no residual interest in the projects.

There are two tenement applications that replace and cover the same are as existing tenements, but the underlying tenements remain active until the new applications are granted. The tenement applications include M29/430 that covers the expired Prospecting Licences P29/2153 – P29/2156 and M24/970 that covers the expired Exploration Licence E24/148.

The tenement schedule includes two tenements (P29/2344 and P29/2345) that have expired however these remain active and live until the extension of term applications have been determined. These extensions have been lodged in accordance with the mining act and DRM considers that it is highly likely that they will be granted once the Mineral Titles Division of the DMIRS review the applications.

For the tenements in Western Australia DRM has interrogated the Western Australian Department of Mines, Industry Regulation and Safety (DMIRS) website which has shown that the tenements are reported as being in good standing and that all tenement matters including annual reports, rents and renewals have been lodged and are progressing in accordance with the Mining Act. As DRM and the authors of this report are not experts in the Mining Acts no warranty or guarantee, be it express or implied, is made by the authors with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure.

DRM has in reviewing the tenements reviewed any encumbrances or impediments to exploration or development of the mineral resources within the tenements. No encumbrances outside the usual access agreements for overlying tenements or as disclosed in the royalty section below have been identified. There are registered native title claims (Maduwongga (WC2017/001) and Marlinyu Ghoorlie (WC2017/007) that cover the project area. A previous claim was withdrawn or rejected with these new claims currently being assessed. A previous claim was withdrawn or rejected with this new claim currently being assessed. As is common practice standard State Government Heritage agreements are executed when any tenement applications are progressing to grant. There are several granted tenements that pre-date Native Title and other granted tenements that pre-date the current native title claim which are not impacted by the native title claim nor native title. Overall in DRM's opinion there are no encumbrances that would reasonably be expected to impact on the activities within the Intermin projects.

DRM has made all reasonable enquiries regarding the status of these tenements and confirms that to be best of DRM's knowledge these tenements remain in good standing with all statutory filings, reports and documentation including renewals have been supplied to the various government departments. As DRM and the authors of this report are not experts in the mining acts for Western Australia or Queensland or Native Title law, no warranty or guarantee, be it express or implied, is made by DRM with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure. DRM relies on the various government databases and websites which confirm Intermin tenements are, at the time of this report, in good standing.

4.1.1. Intermin Joint Ventures

4.1.1.1. Menzies and Goongarrie JV

At the valuation date and when the MacPhersons / Intermin Scheme of Arrangement was announced there was an active Joint Venture on the Menzies and Goongarrie projects with Eastern Goldfields Limited (EGS) earning equity in the projects. On 7 February 2019 Intermin announced that the Joint Venture had been terminated with no residual equity being held by EGS. The project tenements are now 100% beneficially held by Intermin.

4.1.1.2. Nanadie Well JV
The Nanadie Well Joint Venture between Intermin and Mithril Resources is currently progressing as agreed including several revisions to the agreed Joint Venture. Intermin's current equity in the Joint Venture tenements is 100% with Mithril able to increase its equity in the project to 60% by expending a total of $2 million before December 2019 and an additional 15% by spending an additional $2 million over an additional two years. In DRM's opinion it is reasonable to assume that Mithril will continue to earn its equity in the project and that Intermin will dilute. On that basis and given the extended timeframe and significant funding required for Mithril to earn its additional equity to a total of 75% DRM has valued the Nanadie Joint Venture based on the assumption that Mithril will expend $2 million by December 2019 and have earnt it's 60% equity in the tenements. Therefore, DRM has valued Intermin's interest as being 40% in the Joint Venture.

4.1.1.3. Richmond Vanadium JV
Intermin's JV partner AXF Vanadium Pty Ltd (AXF) has earnt its initial 25% in the project by spending $1 million in the first year (since executing the JV agreement on 19 September 2017) and has committed to the second stage to increase the AXF equity to 75% by spending an additional $5 million before March 2021. To earn this equity the AXF expenditure is inclusive of a feasibility study being completed on part or all of the project areas.

4.1.2. Royalties on Intermin Tenements
There are two separate royalties on two separate tenements associated with the Intermin projects. One of the royalties is on M26/616 where there is a royalty payable of $1.00/t of ore mined and treated while a second royalty of $5/oz of gold produced from the first 100,000oz of gold produced from the Anthill tenement M16/531 is payable to Echo Resources.
In addition to the royalties above there is a royalty where Intermin is the recipient of a royalty payment. This royalty is a total $0.50/t of ore mined and treated from any operations within M26/446 which includes the Janet Ivy mine immediately to the south of the Binduli tenement package (a part of the combined Intermin Kalgoorlie project). In 2018 royalty payments by the owner of M26/446 were expected by Intermin to be approximately $0.8 million (ASX release 27 November 2018).

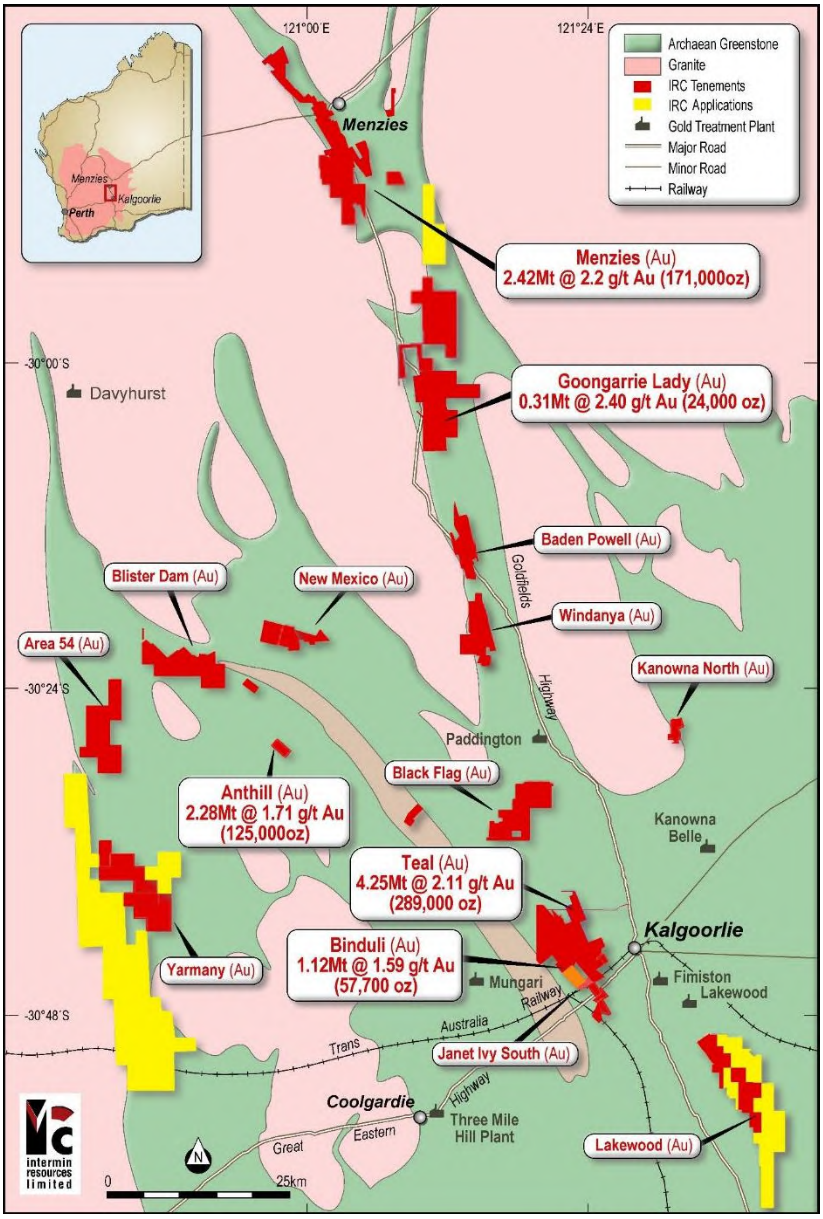
4.2. Intermin Kalgoorlie Gold Projects
Within this report the combined Intermin Kalgoorlie Gold Projects consists of the Binduli (including Teal, Jacques Find and Peyes Farm), Lakewood, Black Flag, Kanowna North, Windanya, Chadwin, Baden Powell, Leo Dam, Seven Seas, Anthill and Blister Dam projects. Collectively there are 159 tenements (granted and pending) within a discontinuous series of projects. There are 107 granted tenements being eight mining leases, fourteen exploration and eighty four prospecting licences. In addition to the granted tenements there are a total of 52 tenement applications which consist of one mining lease, six exploration and forty five prospecting licences applications.

The tenements that constitute the combined Intermin Kalgoorlie project are detailed in Appendix B while Figure 7 shows the location of the tenements and Figure 8 shows a plan of the tenement outline overlain on the regional geology.

4.2.1. Location and Access
Kalgoorlie is located approximately 550km East Northeast of Perth and all the project tenements are within an approximate 100km radius of Kalgoorlie with most of the tenements located to the west and northwest of Kalgoorlie. Access to the tenements from Kalgoorlie is via either the Great Eastern Highway (the main sealed road from Perth to Kalgoorlie) or the Goldfields Highway from Kalgoorlie to Menzies, which is also sealed. Access to the individual tenements is then existing mining haul roads, station and exploration tracks. The projects are located on multiple separate pastoral stations however it is unlikely that this would impact any exploration or mining activities. While the main Perth to Kalgoorlie and Kalgoorlie – Menzies roads are sealed the other access tracks and roads are unsealed

gravel roads but are in good condition. Due to the access being limited to unsealed roads access is potentially impacted by wet weather. Overall the project is very well supported by existing infrastructure.

Figure 7 shows the location of the Intermin Kalgoorlie Gold Project tenements in relation to the major regional centre of Kalgoorlie.



From Intermin ASX release 12 March 2019

Figure 7 Location of the Intermin Kalgoorlie Gold Project Tenements

4.2.2. Previous Production

Within the tenements there are several areas of both modern and historical mining activities. The largest production site within the tenements is the Teal mine that Intermin mined from October 2016 to March 2018 where 229,000t at 3.2g/t Au were mined and processed for 21,836oz of gold produced

Within the Bunduli tenements there is the historic Hurroo mine where 34tons was extracted for 10.44oz of gold between 1919 and 1920 (Department of Mines (1954) page 209). Other historic production within the Intermin Kalgoorlie project tenements are tabulated in Table 6.

Table 6 Historical Production from occurrences within the Combined Intermin Kalgoorlie Projects

Mine	Production Years	Intermin Tenement	Tonnes	Grade (g/t Au)	Gold produced	
					Kg	oz
Wotan	1937-1938	E16/493	75	40.96	3.195	102.7
Chadwin	1910-1911	P16/2973	267	16.87	4.504	144.8
Argosy	1935-1938	P16/2974	464	37.81	17.544	564.1
Drabbco	1938	P16/2974	105	20.61	2.164	69.6
Windanya	1905-1906	P24/5059	110	10.6	1.166	37.5
Windanya Half Mile North	1903-1905	P24/5059	938	8.89	8.34	268.1
Australasia Extended	1898	P24/5058	81	7.84	0.635	20.4
Brilliant	1904	P24/5059	61	6.16	0.376	12.1
Despatch	1935-1946	M24/959	457	10.21	4.666	150.0
Madam Kelly	1980	M24/959	278	1.02	0.284	9.1
Baden Powell	1906-1911	P24/5046	581	35.59	20.677	664.8

Note all these production figures are from the WAMEX database as compiled from the Department of Mines Report (1954) and Witt (1992b)

4.2.3. Geology

While the Combined Intermin Kalgoorlie tenements cover a wide series of geological units all the tenements are within the Kalgoorlie terrain of the Eastern Goldfields.

The Binduli tenements which include the Teal, Jacques Find and Peyes Farm deposits are located between the East Abattoir fault and the Kurrawang Syncline. These tenements are dominantly to the west of the Abattoir Shear Zone which is the boundary between the Kambalda Domain to the east and the Ora Banda domain to the west. The dominant geological unit in this group of tenements is the sediments of the Black Flag Beds which are composed of siliclastic sandstones, siltstones and shales. Most of the mineralisation is located to the west of the Abattoir Shear Zone.

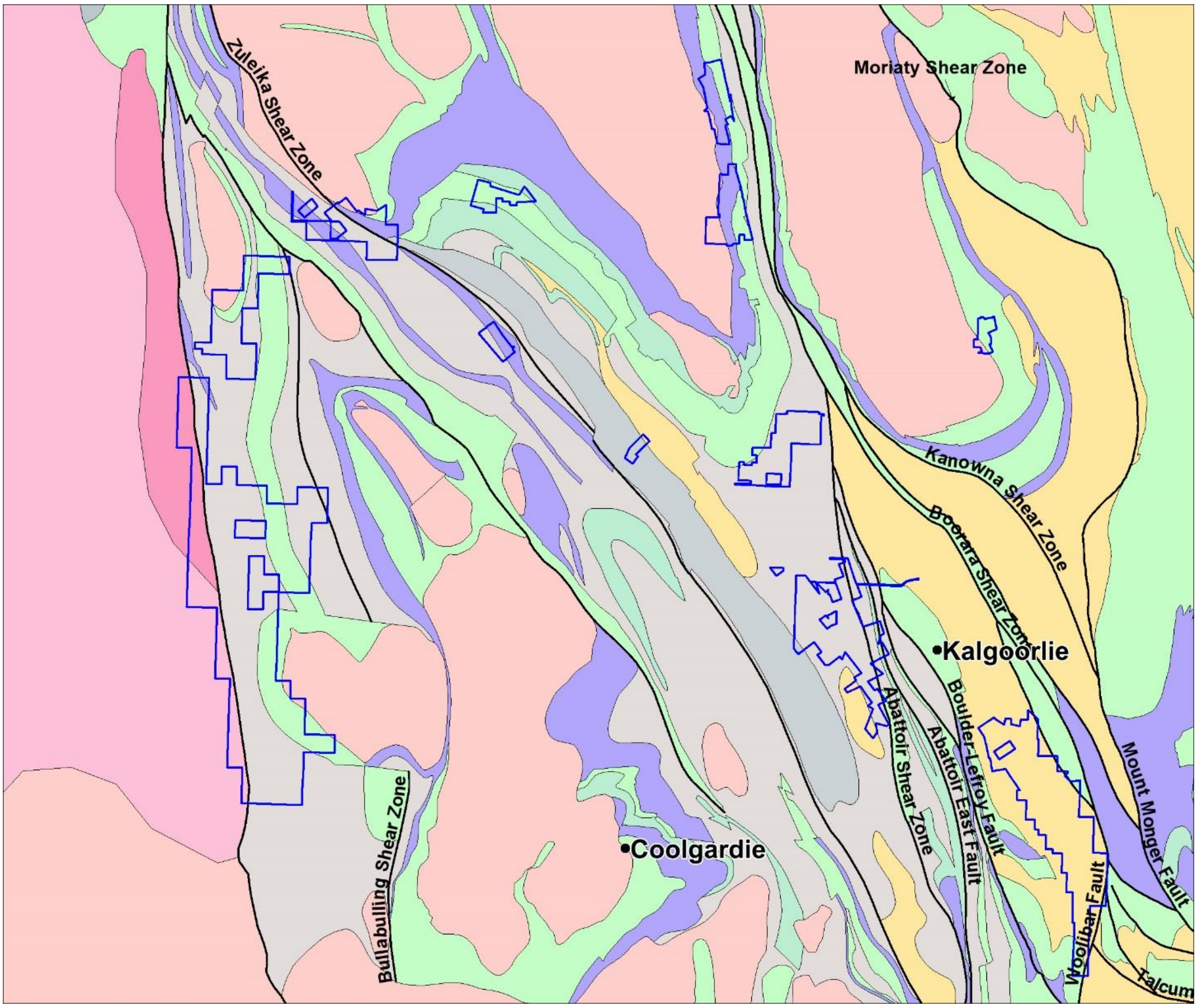
The Blister Dam and Anthill tenement packages are either dissected by the domain bounding Zuleika Shear Zone which to the south of the Intermin tenements host significant mineralisation at the Kundana Mining camp including the Raleigh, hornet Pegasus and Millennium deposits. The Zuleika Shear zone is located to the east of the Anthill deposit while the Blister Dam tenement is dissected by the Zuleika Shear.

Intermin has a significant tenement package adjacent to the terrain bounding Ida Fault which is the western boundary of the Kalgoorlie Terrain. This tenement package also covers the majority of the Bullabulling domain between the Ida Fault and the Bullabulling Shear Zone. There are no significant known gold occurrences within this domain however the area has also lacked any significant systematic modern exploration.

The northern tenements of the Combined Intermin Kalgoorlie Project are adjacent to the Bardoc Tectonic zone which hosts several significant gold deposits. These tenements are dominated by the Ora Banda domain adjacent to the

Bardoc tectonic zone which is a wide zone of shearing and deformation commonly associated with gold deposits including the Excelsior and Zoroastrian deposits which are outside the Intermin tenements. The underlying geology of these tenements is dominated by mafic and ultramafic units adjacent to the Goongarrie – Mt Pleasant Antiform with the associated granite outcrop within the core of the antiform.

Figure 8 shows the regional geology of the Combined Intermin Kalgoorlie Gold project while Figure 8 shows the main prospects within the Binduli Project, the main part of the Combined Kalgoorlie Project.

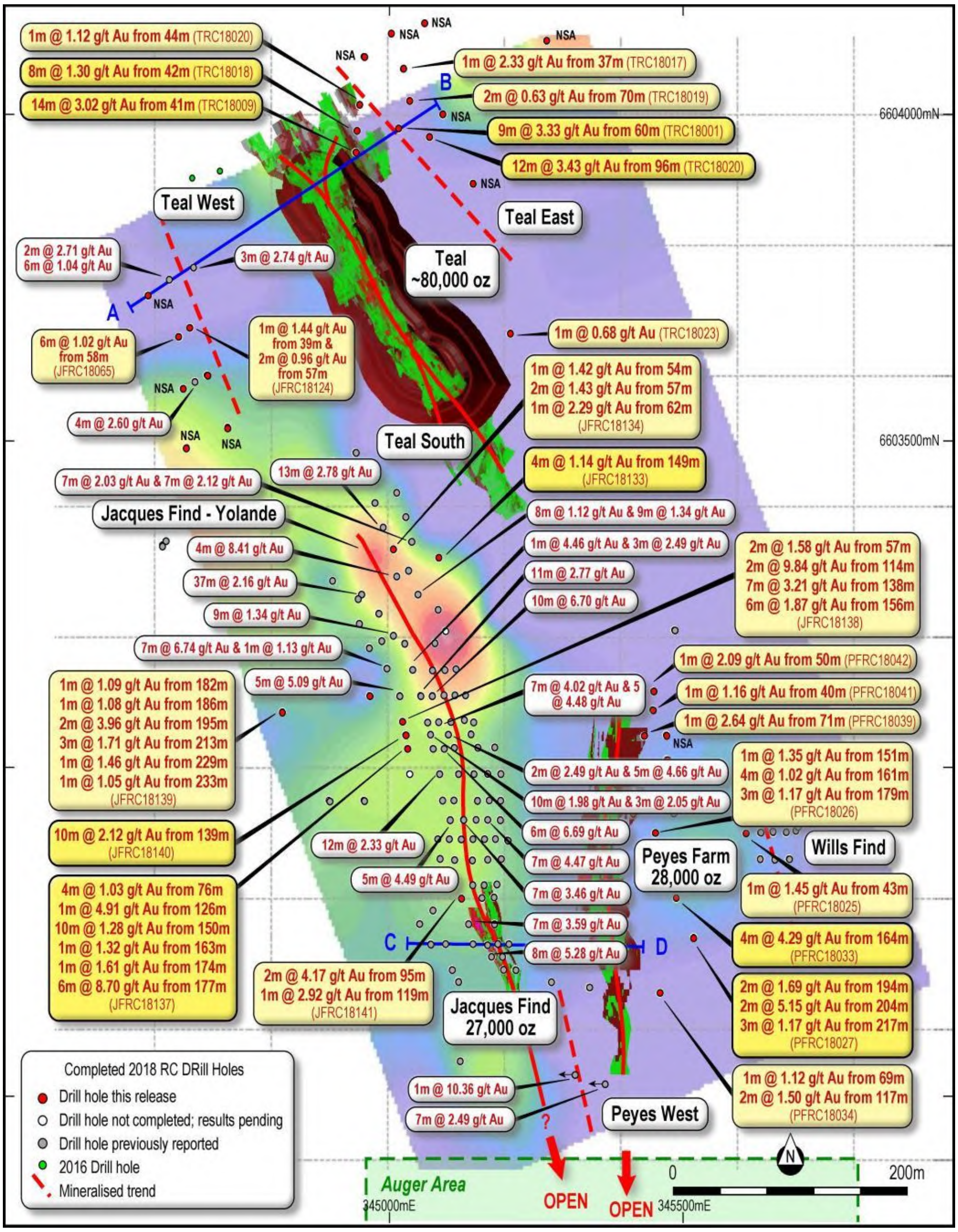


Regional Geology from GSWA mapping Intermin tenements in blue

Figure 8 Regional Geology and Location of the Combined Kalgoorlie Gold Projects

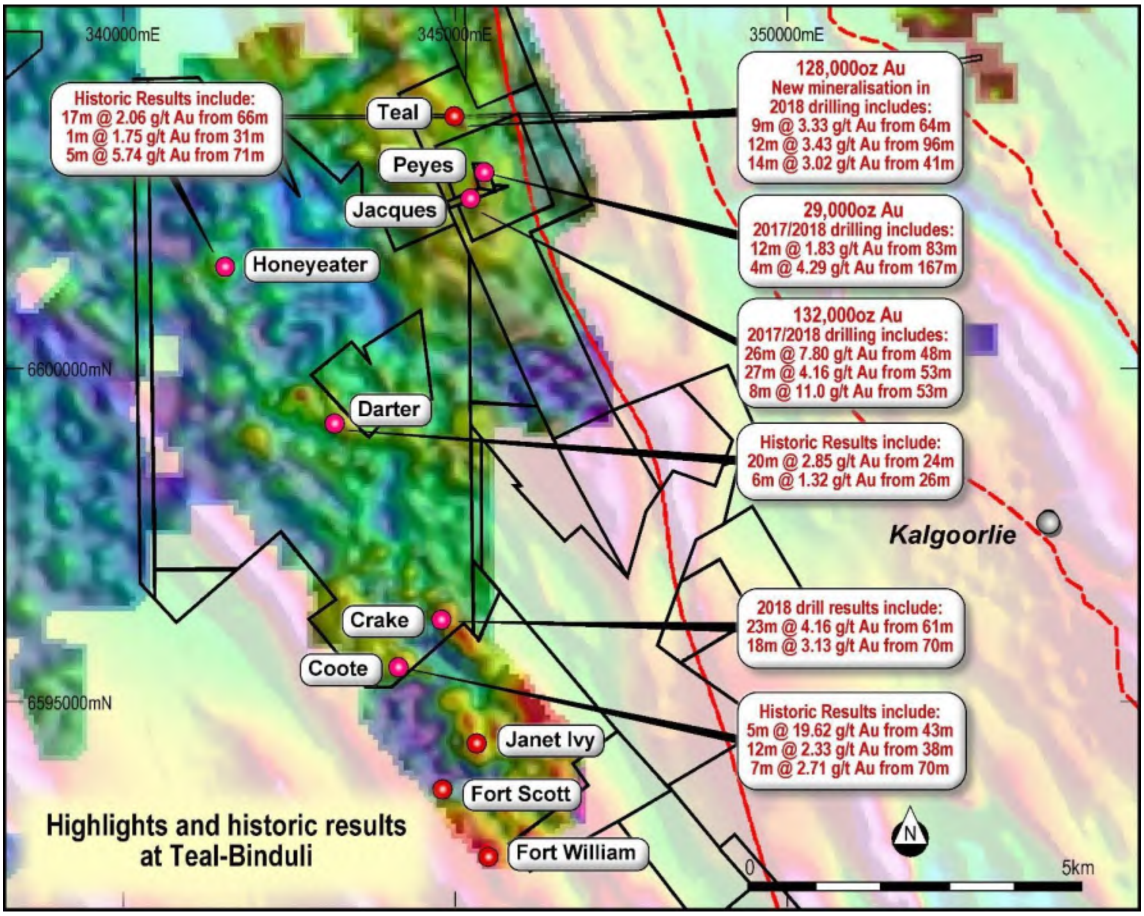
4.2.4. Recent Exploration Activities

Below are a series of plans and cross sections and drill intersections from various prospects within the Intermin Combined Kalgoorlie Project.



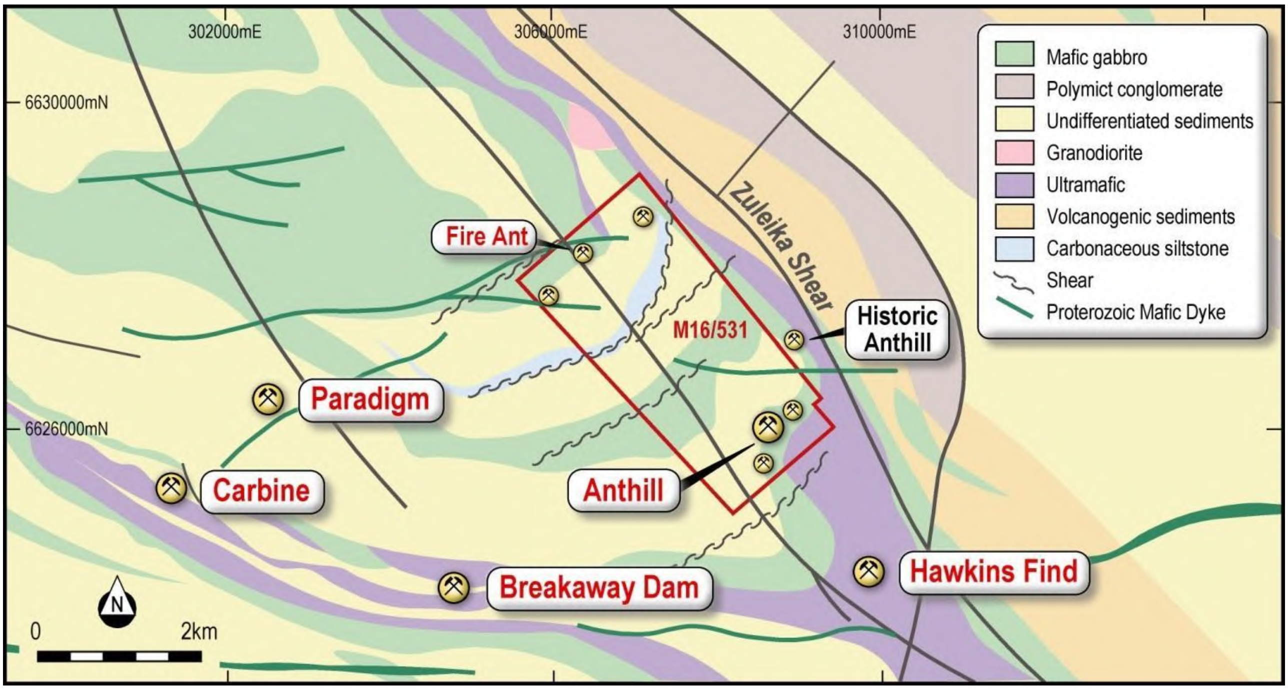
IRC ASX release 22 January 2019

Figure 9 Teal Area drilling with recent drill intersections.



IRC ASX release 22 January 2019

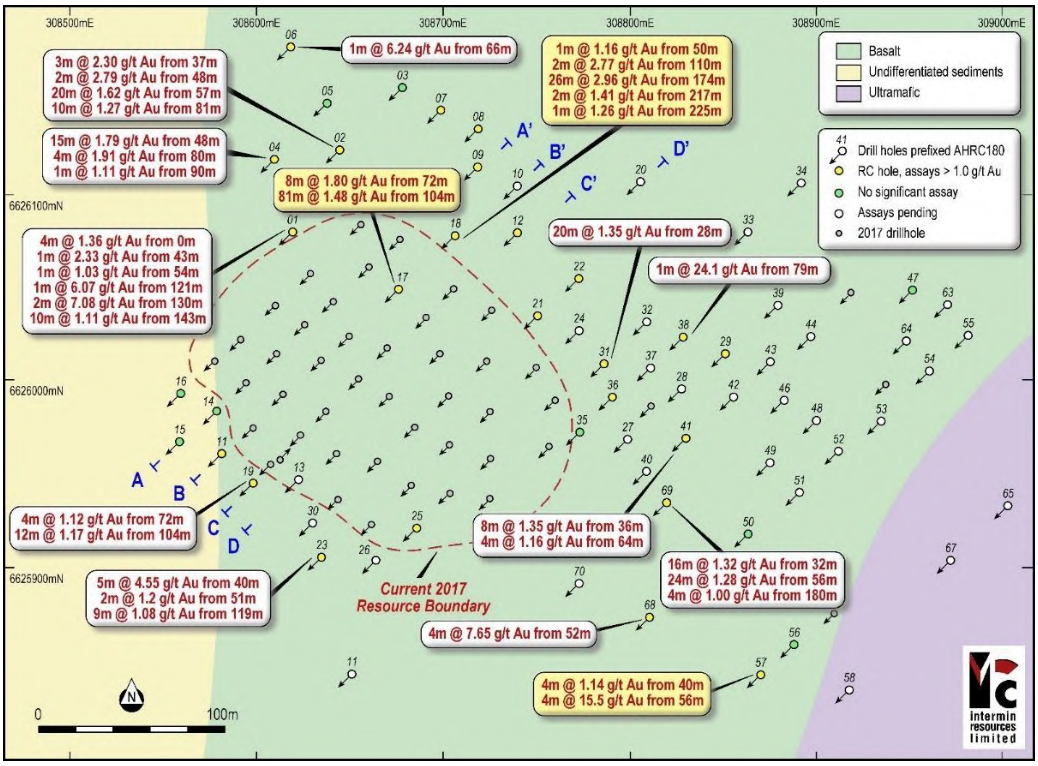
Figure 10 Historical drill intersections within the Binduli project near Kalgoorlie.



IRC ASX release 27 November 2018

Figure 11 Anthill Project Targets and Prospects

Previous Anthill drilling results as included in the IRC ASX release of 8 March 2018 include:
41m @ 2.63 g/t Au from 69m and 30m @ 2.98 g/t Au from 73m
15m @ 2.26g/t Au from 32m and 11m @ 4.91 g/t Au from 90m
17m @ 5.37g/t Au from 137m and 6m @ 11.15 g/t Au from 110m
11m @ 6.22g/t Au from 157m and 3m @ 6.48 g/t from 187m

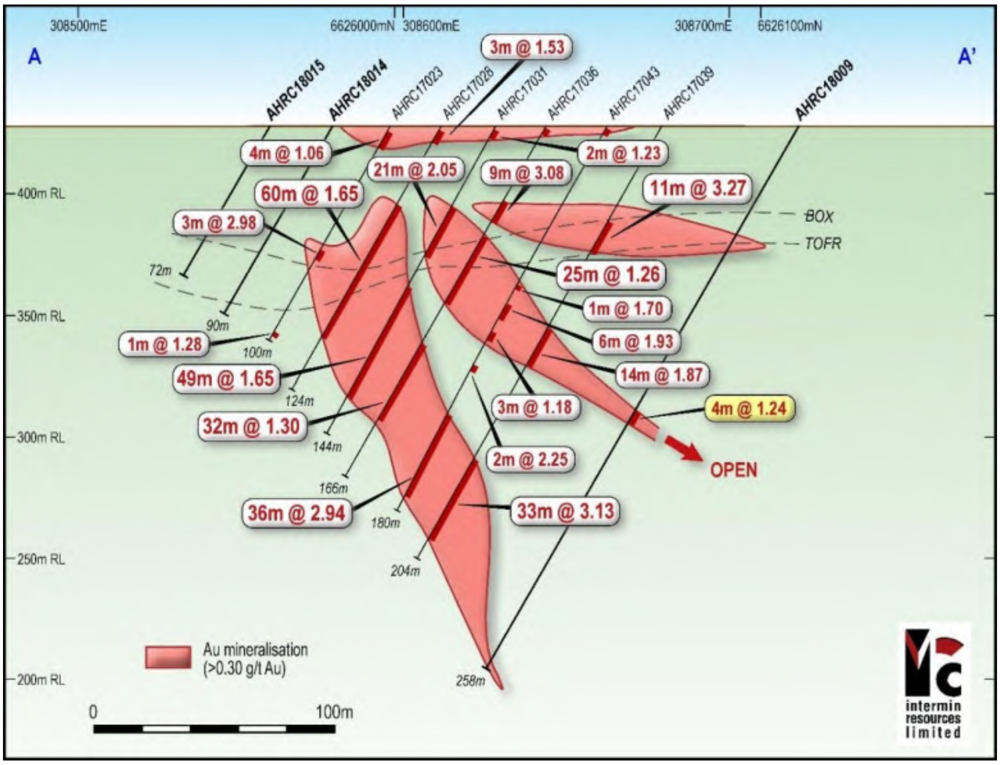


IRC ASX release 21 August 2018

Figure 12 Anthill Drilling overlain on the geological interpretaiton

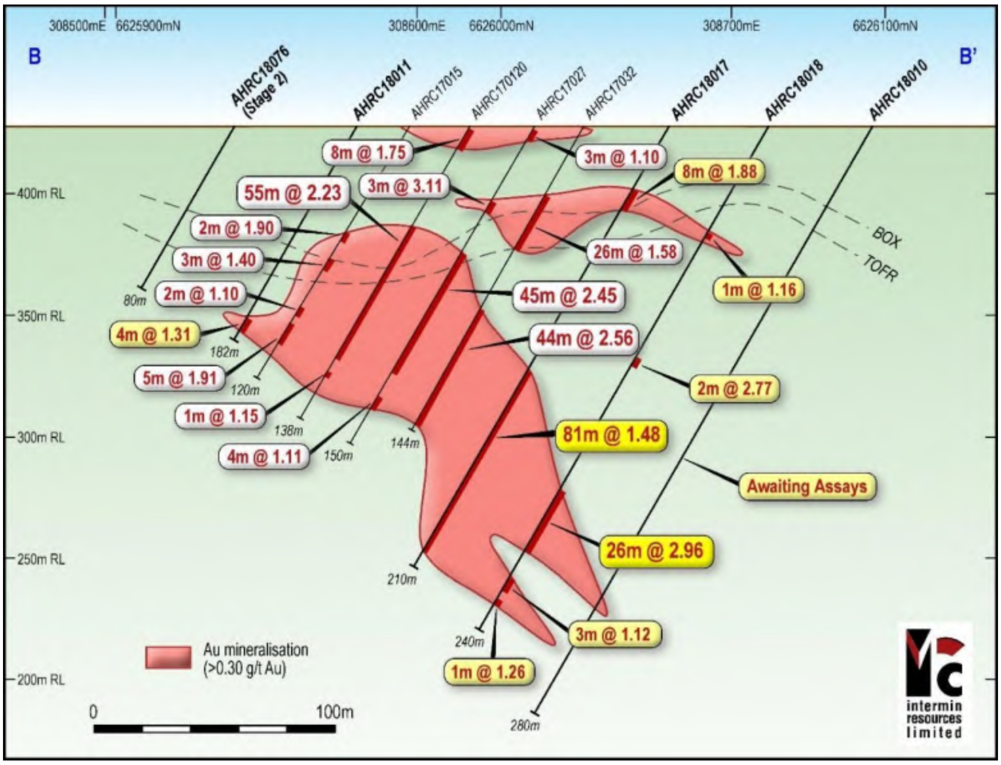
Anthill drill intersections (ASX release 19 September 2018)

- 23m @ 4.16 g/t Au from 61m (AHRC18020)
- 18m @ 3.13 g/t Au from 70m (AHRC18043)
- 31m @ 3.28 g/t Au from 112m including 1m @ 31.7 g/t Au from 130m (AHRC18079)
- 19m @ 2.70 g/t Au from 57m (AHRC18092)
- 10m @ 2.79 g/t Au from 80m (AHRC18051)
- 21m @ 1.94 g/t Au from 33m (AHRC18013)
- 25m @ 2.53 g/t Au from 132m (AHRC18017)
- 23m @ 3.22 g/t Au from 174m (AHRC18018)



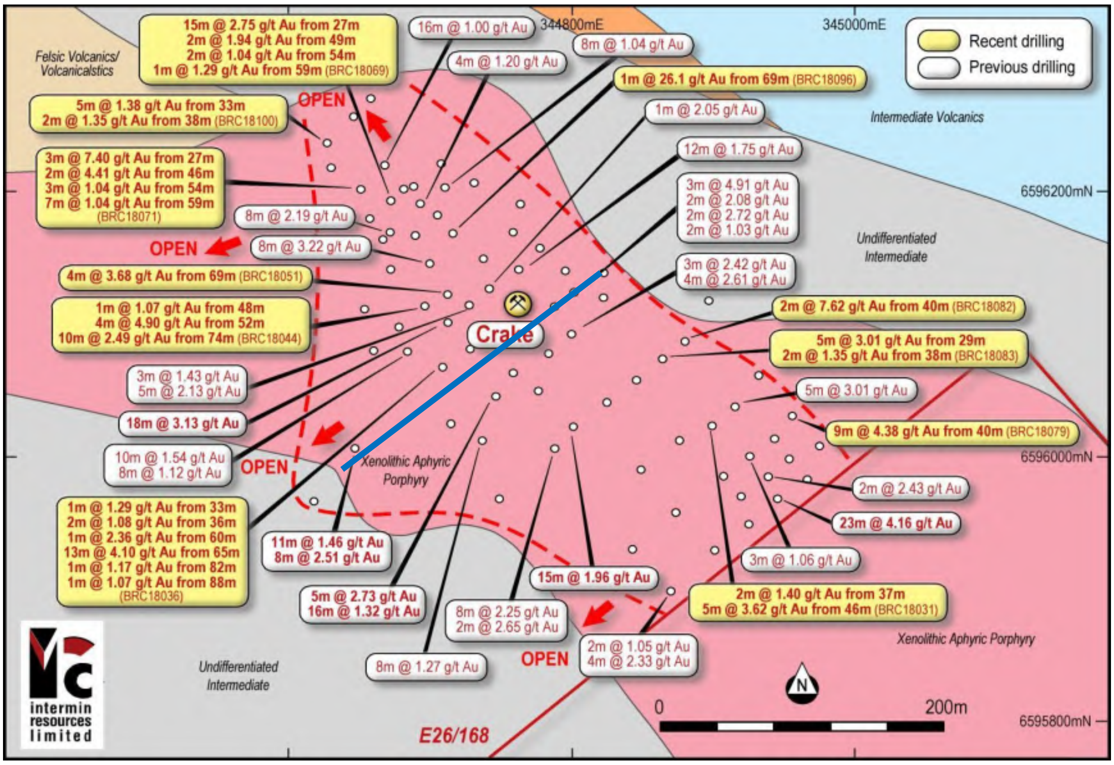
IRC ASX release 21 August 2018

Figure 13 Anthill Cross Section



IRC ASX release 21 August 2018

Figure 14 Anthill Cross Section



(ASX release 14 November 2018)

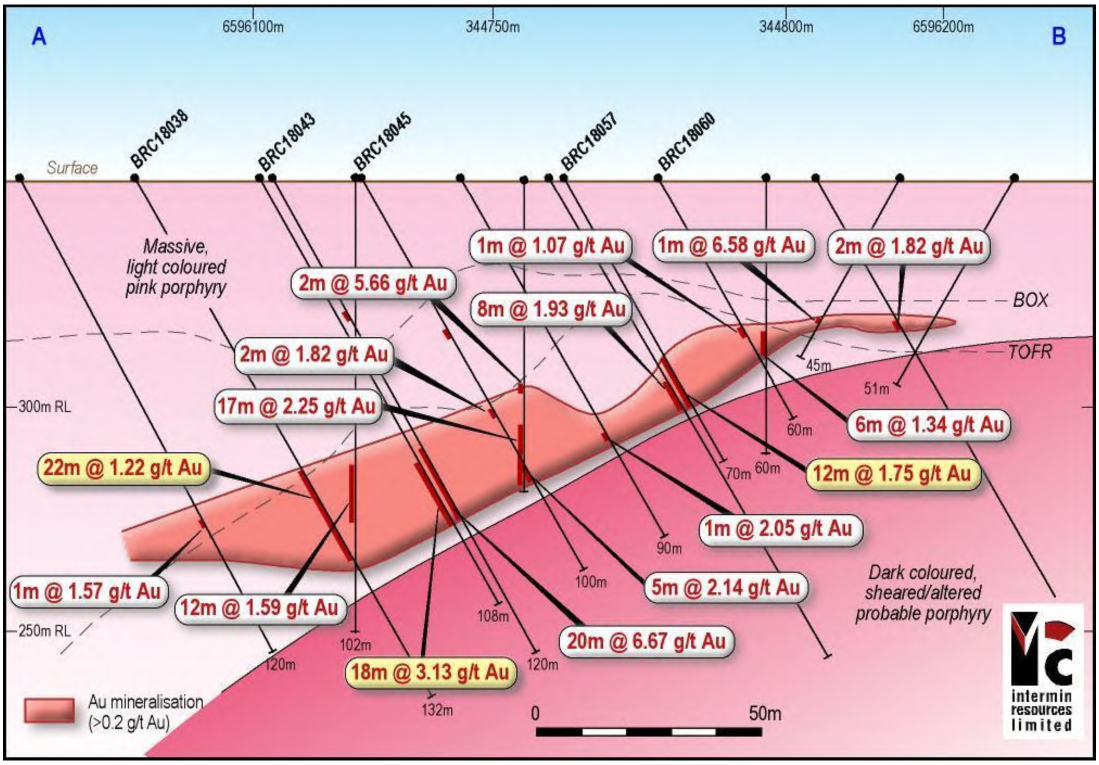
Figure 15 Crake Drilling Plan

Drilling from the Crake prospect during 2018 includes
IRC ASX release 10 July 2018

- 23m @ 4.16g/t Au from 61m including 3m @ 20.73g/t Au from 66m (BRC18020)
- 18m @ 3.13g/t Au from 70m (BRC18043)
- 15m @ 1.96g/t Au from 75 (BRC18029)

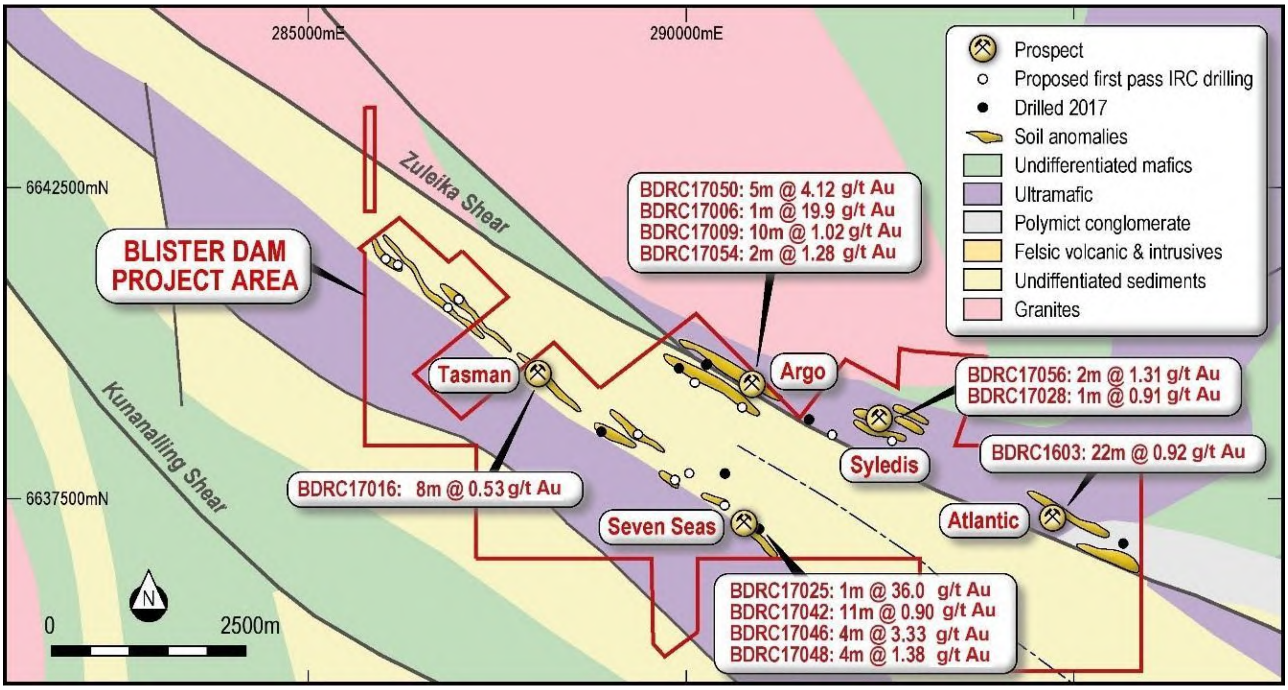
IRC ASX release 14 November 2018

- 13m @ 4.10g/t Au from 65m including 2m @ 18.52g/t Au from 75m (BRC18036)
- 15m @ 2.75g/t Au from 27m (BRC18069)
- 9m @ 4.38g/t Au from 39m including 1m @ 31.2g/t Au from 39m (BRC18079)
- 4m @ 4.90g/t Au from 52m and 10m @ 2.49g/t Au from 74m (BRC18044)
- 1m @ 26.10g/t Au from 68m (BRC18096)
- 3m @ 7.40g/t Au including 1m @ 19.60g/t Au from 27m and 2m @ 4.41g/t Au
- from 46m (BRC18071)



(IRC ASX Release 15 August 2018)

Figure 16 Crake Cross Section



Results from ASX release 6 February 2018, figure from 24 October 2018)

Figure 17 Blister Dam recent drilling overlain on the regional geology.

4.2.5. Resources

4.2.5.1. Teal Gold Project Mineral Resource Estimate

(Source: IRC, Sep 2018)

This section documents the Mineral Resource Estimates for the Teal, Jacques Find and Peyes Farm deposits within the Bunduli tenement package which, in this report is combined with all the other projects owned by Intermin in the Kalgoorlie area.

4.2.5.1.1. Geology and Mineralisation

The Teal Gold Project is located 11km northwest of Kalgoorlie-Boulder in Western Australia and comprises the Teal, Jacques Find and Peyes Farm gold deposits.

The Teal gold deposit comprises a well-defined supergene blanket located above shears and quartz within structurally controlled felsic schists, tuffs and porphyry rocks at depth. Mineralisation is strongly influenced by flexures along the northwest-southeast striking Peyes Farm Shear zone which trends parallel to the regional geology. Gold mineralisation is developed in an upper flat lying oxide supergene deposit located between 30 to 55m vertical depth and in primary mineralisation in a sub vertical west and east dipping shear zones. The mineralisation trends north northwest over a strike length of approximately 650m.

The Jacques Find gold deposit comprises a well-defined supergene blanket located above shears and quartz within structurally controlled felsic schists, tuffs, sediments and porphyry rocks at depth. Mineralisation is strongly influenced by cross cutting structures and stratigraphy to the north to northwest striking shear zone which trends parallel to the regional geology. Gold mineralisation is developed in a flat lying oxide supergene deposit located between 35 to 55m vertical depth and in primary mineralisation within a sub vertical shear zone. The mineralisation trends north northwest over a strike length of approximately 800m. For the Mineral Resource estimate, Jacques incorporates the prospects known as Yolande and Teal West.

The Peyes Farm gold deposit is similar to Teal and comprises a moderately developed supergene blanket located above shears and quartz within structurally controlled felsic schists, tuffs, sediments and porphyry rocks at depth. Mineralisation is strongly influenced by cross cutting structures and contacts. Peyes Farm is located within a north striking shear zone which trends parallel to the regional geology. Gold mineralisation is poorly developed in the flat lying oxide supergene deposit located between 20 to 40m vertical depth. Peyes primary mineralisation dips east at about 60°. The mineralisation spans approximately 600m.

Fresh mineralisation at depth exhibits semi-refractory properties and optimal recoveries are achieved through ultra-fine grinding, pressure oxidation or roasting. The shallow oxide supergene mineralisation is similar to the Teal gold mine where recoveries over 94% were achieved.

4.2.5.1.2. Informing Data and QA/QC

Drilling and Sampling

In the resource area reverse circulation ("RC") drilling with a 5.25 inch face sampling hammer was used for the vast majority of the drilling. The air core ("AC") drilling used an 89mm diameter AC blade bit. Diamond ("DD") drilling (comprising HQ) was also used on deep holes.

For Teal, a total of 260 RC holes for 30,327m, 32 AC holes for 1,529m and 6 DD holes for 1,260m have been drilled at Teal on a drill hole spacing of approximately 20m by 20m to a maximum depth of 400m. For Jacques Find, more than 95% of the resource drilling has been completed by IRC since 2016. A total of 163 RC holes for 21,044m and 1 DD hole for 80m have been drilled at Jacques Find on a drill hole spacing of approximately 20m by 20m to a maximum depth of 200m. For Peyes Farm, a total of 110 RC holes for 10,487m have been drilled by IRC since 2016 on a drill hole spacing of approximately 20m by 20 to 40m to a maximum depth of 200m.

For the majority of the RC drilling, 1m RC samples were obtained by cone splitter and were utilised for lithology logging and assaying. Diamond core was used to confirm the structures and interpretation. All drilling samples were dried, crushed and pulverised to achieve 85% passing 75µm.

Analysis

The drilling samples were predominantly fire assayed using a 50g charge at SGS Laboratories in Kalgoorlie. For historical drilling the samples were dried, crushed and pulverised to achieve 80% passing 75µm and were predominantly fire assayed using a 50g charge, with the 4m field composites assayed via aqua regia on 50g pulps using an AAS finish. Earlier IRC drilling compared aqua regia digests to the traditional fire assay method with good correlation between the two methods.

QA/QC

No details regarding field insertion of standards, blanks or collection of duplicates was provided.

Laboratory QA/QC involves the use of internal laboratory standards using certified reference material, blanks, splits and replicates as part of the in-house procedures. QC results (blanks, duplicates, standards) were in line with commercial procedures, reproducibility and accuracy.

Bulk Density Measurements

Samples for bulk density measurements were obtained from core. The method used an air dried half core sample which was weighed in air and then immersed in water. Porous samples were sealed with bee's wax. Minor outliers were removed to arrive at an average value.

Metallurgical Test work

A range of metallurgical test work has been conducted at Teal and Jacques on the oxide, transitional and primary material from mainly bottle roll leach tests. Initial work on the primary samples indicated variable recoveries from 30% to +90% while oxide and transitional material returned 85-95%. Teal averaged 93.6% recovery compared to the feasibility estimate of 88.1%. Testing is ongoing.

Ashmore Comment

The drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness. No details were provided for the QA/QC program conducted in the field. The ASX release and JORC Table mention the laboratory QA/QC procedures but it is not clear whether any field standards or blanks were inserted, or if field duplicates were obtained. The lack of field QA/QC samples is a risk to the data quality, which is partially offset by the laboratory QA/QC program. Ashmore recommends the insertion of field duplicates and blanks at a rate of 1 in 50 respectively and the collection of field duplicates at the RC drill rig at a rate of 1 in 20 for future drilling.

No details on the number of bulk density measurements are provided, however the values applied in the block model are appropriate for the mineralisation style and geological terrain. Ashmore notes that additional diamond drilling should be conducted in order to obtain further bulk density and metallurgical samples.

Metallurgical testing has been conducted at Teal and Jacques Find. The fresh ores are considered refractory and have low metallurgical recoveries according to the test work, however the oxide and transitional ores have reasonable metallurgical recoveries of 85 to 95%. Further testing is required to evaluate extraction of the fresh material.

4.2.5.1.3. Estimation

A nominal 0.2g/t Au cut-off was used to interpret and delineate the mineralisation wireframes, with up to 2m of internal dilution. Drill hole composite sample data was flagged using validated 3D mineralisation domain wireframes and geological surfaces. Sample data utilised for modelling was first composited according to the main AU1 (Au g/t) item to a 1m down-hole length. The influence of extreme grade values was examined utilising top cutting analysis tools (grade histograms, log probably plots and coefficients of variation). A top cut of 30g/t Au for Teal supergene and hypogene was used. For Jacques Find, top cuts of 6g/t Au for the supergene ore and 35g/t Au for the hypogene ore were used. For Peye Farm, top cuts of 7g/t Au for the supergene ore and 20g/t Au for the hypogene ore were used.

The Teal deposit block model was created in Surpac software utilising a block size at 2m (X) by 10m (Y) by 2m (Z), with minimum block sizes of 0.5m by 2.5m by 0.5m respectively. The Jacques Find deposit block model was created in Surpac software utilising a block size at 4m (X) by 10m (Y) by 4m (Z), with minimum block sizes of 1m by 4m by 1m respectively. The Peye Farm deposit block model was created in Surpac software utilising a block size at 4m (X) by 15m (Y) by 4m (Z), with minimum block sizes of 1m by 3.75m by 1m respectively.

Gold grades were estimated using Ordinary Kriging interpolation runs for each respective mineralisation zone and domain. A comparison was made with an Inverse Distance Squared interpolation with good correlation. A number of individual search ellipsoids were used for the different wireframes, depending on the azimuth and dip of the individual wireframe zones and used to interpolate each block. The block models were estimated in up to four interpolation passes, each pass progressively reducing minimum samples and increasing the search radius. Maximum samples were generally 20 to 40 for each pass.

Bulk density values assigned in the block model were 1.8t/m3 (oxide), 2.2t/m3 (transitional) and 2.6t/m3 (fresh).

Ashmore Comment

The interpretation and wireframing methodology are suitable for the mineralisation style and geometry. Top cut values seem reasonable, although the raw data was not reviewed by Ashmore.

The block sizes adopted for the estimates are appropriate. Search neighbourhood parameters are appropriate for the mineralisation style and geometry, although the use of over 30 maximum samples in the estimates is high and could result in excessive smoothing of gold grades in the block models. Ashmore recommends a maximum of 20 samples for this mineralisation style.

Bulk densities assigned in the block model are based on core measurements obtained from the Teal material types (although no details are provided on the number of samples) and the values applied are appropriate.

Overall, the estimation of the Teal Project Mineral Resource is conducted with industry standard techniques and is appropriate for the level of confidence at the deposit. Minor adjustments could be made to improve the estimate and ensure consistency across the deposits, but the changes would be immaterial to the reported global tonnages and grades.

4.2.5.1.4. Mineral Resource Classification and Reporting

Mineral Resources were classified on the basis of confidence in the geological and grade continuity based on the drilling density, geological model, interpolation pass and the distance to sample selections. Indicated Mineral Resource was classified in areas of 20m by 20m drill spacing. Inferred Mineral Resource was classified were the spacing was greater than 20m by 20m. The oxide/supergene zone extends from surface to a maximum depth of approximately 60m. Overall the high drill density and number of holes defining a reasonably consistent ore zone(s), rather than ore type, is the main factor influencing the resource category.

The reporting criteria for the Mineral Resource assumes an open cut mining method to a vertical depth of 120m, with a moderate level of mining selectivity achieved during mining. It is also assumed that high quality grade control will be applied to ore/waste delineation processes. Underground mining techniques are likely to be utilised below 120m vertical depth.

The cut-off grade of 1.0g/t Au for the stated Mineral Resource estimate is determined from economic parameters and reflects the current and anticipated mining practices. The model is considered valid for reporting and open pit mine planning at a range of lower cut-off grades up to a lower cut-off grade of 1.0g/t Au.

A high level reconciliation was conducted after mining and processing of the Teal oxide and transitional ore during March 2018. The variance was less than 1% between mined/processed ore (229kt at 3.2g/t Au) compared to the Feasibility Study estimate (202kt at 3.2g/t Au).

Ashmore Comment

Mineral Resource classification has been assigned based on a qualitative method and has been conducted to standard industry practice.

In consideration of the refractory nature of the fresh material at the Teal Project, further Mineral Resource reporting by material type should be detailed publicly, as a materially higher cut-off grade for refractory ore would be required.

Ashmore notes that 80% of the Teal Project Mineral Resource is fresh, therefore the vast majority of the Mineral Resource is refractory and would have unlikely prospects for eventual economic extraction based on current results of metallurgical test work.

A global cut-off grade of 1.0g/t Au is applied for the Mineral Resource, however as detailed by IRC, underground mining methods would likely by required below 120m vertical depth. Therefore, this material below 120m vertical depth should be reported with a higher cut-off grade and separated by material type. In addition, Ashmore notes that the reported numbers for the Mineral Resource require further rounding to demonstrate the uncertainty of the estimate.

4.2.5.1.5. JORC Table 1 Appropriateness – Ashmore Comment

Overall the data presented in the JORC Table 1 is adequate. Some additional information that should be added includes:

- Further information on QA/QC practices and results;
- Further information on number and location of bulk density measurements; and
- Further information on justification of reporting cut-off grades.

4.2.5.2. Anthill Gold Project Mineral Resource Estimate

(Source: IRC, Dec 2018)

4.2.5.2.1. Geology and Mineralisation

The Anthill Gold Project is located in the Eastern Goldfields, adjacent to the highly endowed Zuleika shear zone. The Anthill gold deposit comprises a well-defined supergene/oxide blanket located above shears and quartz within structurally controlled basalts, porphyry and ultramafic rocks at depth. Mineralisation is strongly influenced by a north-northwest striking shear (a splay off the Zuleika shear zone) and an intersecting east-west structure. The sequence has been folded. Gold mineralisation is developed within near surface laterites, supergene and oxide gold, quartz stock work zones and narrow high grade quartz veins at depth. Oxide gold typically is about 50m deep.

4.2.5.2.2. Informing Data and QA/QC

Drilling and Sampling

In the resource area reverse circulation (“RC”) drilling with a 5.25 inch face sampling hammer was used for the vast majority of the drilling. Diamond (“DD”) drilling (comprising HQ) was also used on deep holes.

The Anthill deposit has been sampled using RC and DD drilling on a nominal 20m by 20m grid spacing to a maximum depth of 220m. Historical drilling at Anthill totalled 790 drill holes with most of these being exploration RC/AC/RAB holes. Thirteen historical diamond holes were drilled into Anthill. For the 2018 resource, 1m RC samples were obtained by cone splitter and were utilised for lithology logging and assaying. Duplicates were often taken with the rig cyclone/splitter. Diamond core was used to confirm the structures and interpretation. All drilling samples were dried, crushed and pulverised to achieve 85% passing 75µm.

Most rotary air blast (“RAB”) drilling was excluded, however RAB was used in the eastern laterite domain (Wireframe 15) as this was the main drilling type and generally exposed from the surface down 2 to 5m. The consistency of the data and perceived reduction in contamination, due to the drilling method, is sufficient to report an Inferred Mineral Resource for this lode.

Analysis

All IRC drilling samples were fire assayed using a 50g charge at SGS Laboratories in Kalgoorlie. Sample weights were recorded and averaged 2 to 3 kg. For historical drilling the samples were analysed using a similar method, however some samples were tested using the aqua regia method. Comparison of the two methods in historical reports were satisfactory.

QA/QC

No details regarding field insertion of standards, blanks or collection of duplicates was provided.

Laboratory QA/QC involves the use of internal laboratory standards using certified reference material, blanks, splits and replicates as part of the in-house procedures. QC results (blanks, duplicates, standards) were in line with commercial procedures, reproducibility and accuracy.

Bulk Density Measurements
Samples for bulk density measurements were obtained from core. The method used an air dried half core sample which was weighed in air and then immersed in water. Porous samples were sealed with bee's wax. Minor outliers were removed to arrive at an average value.

Metallurgical Test work
Preliminary metallurgical test work has been conducted at the deposit with bottle roll recoveries around 93% (laterite) to 99% (fresh rock) being recorded. Approximately 78% in the fresh rock was recovered in a gravity circuit. Further metallurgical work will be undertaken by IRC.

Ashmore Comment
The drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness. No details were provided for the QA/QC program conducted in the field. The ASX release and JORC Table mention the laboratory QA/QC procedures but it is not clear whether any field standards or blanks were inserted, or if field duplicates were obtained. The lack of field QA/QC samples is a risk to the data quality, which is partially offset by the laboratory QA/QC program. Ashmore recommends the insertion of field duplicates and blanks at a rate of 1 in 50 respectively and the collection of field duplicates at the RC drill rig at a rate of 1 in 20 for future drilling.

No details on the number of bulk density measurements are provided, however the values applied in the block model are appropriate for the mineralisation style and geological terrain. Ashmore notes that additional diamond drilling should be conducted in order to obtain further bulk density and metallurgical samples.

Metallurgical recoveries are good to excellent based on preliminary analysis, however further work will be conducted in the future.

4.2.5.2.3. Estimation

A nominal 0.2g/t Au cut-off was used to interpret and delineate the mineralisation wireframes, with up to 2m of internal dilution. Drill hole composite sample data was flagged using validated 3D mineralisation domain wireframes and geological surfaces. Sample data utilised for modelling was first composited according to the main AU1 (Au g/t) item to a 1m down-hole length. The influence of extreme grade values was examined utilising top cutting analysis tools (grade histograms, log probably plots and coefficients of variation). A top cut of 11g/t Au and 36g/t Au for Anthill supergene and hypogene respectively were used.

The Anthill deposit block model was created in Surpac software utilising a block size at 4m (X) by 10m (Y) by 4m (Z), with minimum block sizes of 1m by 2.5m by 1m respectively. Gold grades were estimated using Ordinary Kriging interpolation runs for each respective mineralisation zone and domain. A comparison was made with an Inverse Distance Squared interpolation with good correlation. A number of individual search ellipsoids were used for the different wireframes, depending on the azimuth and dip of the individual wireframe zones and used to interpolate each block.

Additional search neighbourhood parameters were not supplied.

Bulk density values assigned in the block model were 1.8t/m3 (oxide), 2.2t/m3 (transitional) and 2.6t/m3 (fresh).

Ashmore Comment
The interpretation and wireframing methodology are suitable for the mineralisation style and geometry. Top cut values seem reasonable, although the raw data was not reviewed by Ashmore.

The block sizes adopted for the estimates are appropriate. Search neighbourhood parameters were not supplied, so no comment can be made.

Bulk densities assigned in the block model are based on core measurements obtained from the Anthill material types (although no details are provided on the number of samples) and the values applied are appropriate.

Overall, the estimation of the Anthill Project Mineral Resource is conducted with industry standard techniques and is appropriate for the level of confidence at the deposit.

4.2.5.2.4. Mineral Resource Classification and Reporting

Mineral Resources were classified on the basis of confidence in the geological and grade continuity based on the drilling density, geological model, interpolation pass and the distance to sample selections. Indicated Mineral Resource was classified in areas of 20m by 10m drill spacing. Inferred Mineral Resource was classified were the spacing was greater than 20m by 10m. The oxide/supergene zone extends from surface to a maximum depth of approximately 60m. Overall the high drill density and number of holes defining a reasonably consistent ore zones, rather than ore type, is the main factor influencing the resource category.

The reporting criteria for the Mineral Resource assumes an open cut mining method.

The cut-off grade of 1.0g/t Au for the stated Mineral Resource estimate is determined from economic parameters and reflects the anticipated mining practice. The model is considered valid for reporting and open pit mine planning at a range of lower cut-off grades up to a lower cut-off grade of 1.0 g/t Au.

Ashmore Comment

Mineral Resource classification has been assigned based on a qualitative method and has been conducted to standard industry practice.

Ashmore notes that the Inferred Mineral Resource is reported to a depth of 250m below the surface, therefore the global cut-off grade of 1.0g/t may be optimistic for material below 120 to 150m vertical depth.

In addition, Ashmore notes that the reported numbers for the Mineral Resource require further rounding to demonstrate the uncertainty of the estimate.

4.2.5.2.5. JORC Table 1 Appropriateness – Ashmore Comment

Overall the data presented in the JORC Table 1 is adequate. Some additional information that should be added includes:

- Further information on QA/QC practices and results;
- Further information on number and location of bulk density measurements;
- Further information on metallurgical testing and anticipated recoveries by material types; and
- Further information on justification of reporting cut-off grades.

4.2.5.3. Crake Gold Project Mineral Resource Estimate

(Source: HGS, Feb 2019)

4.2.5.3.1. Geology and Mineralisation

The Binduli Gold Project is located 9km west of Kalgoorlie-Boulder in the Western Australian goldfields and comprises the Crake gold deposit.

The geology at Crake is similar to the 390koz Janet Ivy open pit, located approximately 1.5km to the south; where the gold is hosted in a structurally controlled feldspar porphyry. At Crake, the gold mineralisation strikes northwest and dips shallowly to the southwest. A poorly developed southern plunge is tentatively interpreted. The gold lodes are often tabular in shape and 20m thick but can blow out to >60m width. High grade shoots appear to result from intersecting structures. The drilling at Crake focussed on a mineralised, variably altered pink porphyry with minor amounts of pyrite and magnetite. Higher grades usually coincide with stronger pyrite mineralisation (up to 3% by volume). There is little correlation of gold and magnetite.

Ashmore Comment

In DRM's opinion, after observing RC chips and outcrop at the deposit, the feldspar porphyry host rock is more than likely an equigranular felsic intrusive, although this interpretation would have negligible impact on the Mineral Resource estimate.

4.2.5.3.2. Informing Data and QA/QC

Drilling and Sampling

In the resource area RC drilling with a 5.25 inch face sampling hammer was used for the vast majority of the drilling. The AC drilling used an 89mm diameter AC blade bit. IRC recently completed an 85 RC hole program in 2018 for just over 8,000m on predominantly 20m spaced sections.

For the majority of the RC drilling, 1m RC samples were obtained by cone splitter and were utilised for lithology logging and assaying. All drilling samples were dried, crushed and pulverised to achieve 85% passing 75µm.

Analysis

The drilling samples were predominantly fire assayed using a 50g charge at SGS Laboratories in Kalgoorlie. For historical drilling the samples were dried, crushed and pulverised to achieve 80% passing 75µm and were predominantly fire assayed using a 50g charge, with the 4m field composites assayed via aqua regia on 50g pulps using an AAS finish. Earlier IRC drilling compared aqua regia digests to the traditional fire assay method with good correlation between the two methods.

QA/QC

No details regarding field insertion of standards, blanks or collection of duplicates was provided.

Laboratory QA/QC involves the use of internal laboratory standards using certified reference material, blanks, splits and replicates as part of the in-house procedures. QC results (blanks, duplicates, standards) were in line with commercial procedures, reproducibility and accuracy.

Bulk Density Measurements

No measurements were obtained from the deposit. Bulk density values applied in the block model were based on the results derived from the Teal Gold Project. In DRM’s opinion the density measurements obtained from the Teal deposit are likely lower than the expected densities from the Crake Deposit.

Metallurgical Test work

There were no metallurgical test work results obtained from the deposit, however it is noted that the Janet Ivy deposit along strike is being processed at the Paddington Mill using conventional CIL techniques. Intermin is currently receiving a production royalty from processing ore from the Janet Ivy deposit.

Ashmore Comment

The drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness. No details were provided for the QA/QC program conducted in the field.

It appears that no diamond drilling has been conducted at the deposit, therefore no bulk density measurements have been obtained; and no metallurgical testing has been conducted. Despite the deposit displaying similar characteristics to others in the region, it is a risk to classify Indicated Mineral Resource without any form of diamond drilling.

The bulk density values applied in the block model are appropriate for the mineralisation style and geological terrain, although Ashmore recommends diamond drilling should be conducted in order to obtain bulk density measurements and metallurgical samples.

4.2.5.3.3. Estimation

A nominal 0.2g/t Au cut-off was used to interpret and delineate the mineralisation wireframes, with up to 2m of internal dilution. Drill hole composite sample data was flagged using validated 3D mineralisation domain wireframes and geological surfaces. Sample data utilised for modelling was first composited according to the main AU1 (Au g/t) item to a 1m down-hole length. The influence of extreme grade values was examined utilising top cutting analysis tools (grade histograms, log probably plots and coefficients of variation). After review of the statistics, top cuts were not applied to the composites prior to estimation.

The Crake deposit block model was created in Surpac software utilising a block size at 4m (X) by 10m (Y) by 4m (Z), with minimum block sizes of 1.0m by 2.5m by 1.0m respectively. Gold grades were estimated using Ordinary Kriging interpolation runs for each respective mineralisation zone and domain. A comparison was made with an Inverse Distance Squared interpolation with good correlation. A number of individual search ellipsoids were used for the different wireframes, depending on the azimuth and dip of the individual wireframe zones and used to interpolate each block. The block models were estimated in up to four interpolation passes, each pass progressively reducing minimum samples and increasing the search radius. Maximum samples were generally 15 to 30 for each pass.

Bulk density values assigned in the block model were 1.8t/m^3 (oxide), 2.2t/m^3 (transitional) and 2.6t/m^3 (fresh).

Ashmore Comment

The interpretation and wireframing methodology are suitable for the mineralisation style and geometry. The basic statistics presented in the report grouped lodes into domains, which showed a very high coefficient of variation ("CV") for the primary lodes. If individual lodes had any CV's > 1.5, top cuts would be required. A maximum grade of 32.5g/t Au occurs in the dataset and in Ashmore's opinion, should probably be cut to somewhere between 15 to 20g/t Au prior to estimation.

The block sizes adopted for the estimates are appropriate. Search neighbourhood parameters are appropriate for the mineralisation style and geometry, although the use of 30 maximum samples in the first pass is high and could result in excessive smoothing of gold grades in the block model. Ashmore recommends a maximum of 20 samples for this mineralisation style. In addition, Ashmore notes the extremely high nugget value of 0.8 for the main domain. Either the variography needs to be redone, or the domaining of this lode needs to be improved, to reduce the nugget down to a more reasonable level of between 0.3 to 0.5. High nugget values in the kriging parameters results in higher degrees of smoothing, which may not be appropriate for this deposit.

Bulk densities assigned in the block model are based on core measurements obtained from the Teal material types (although no details are provided on the number of samples) and the values applied are appropriate, although Ashmore recommends diamond drilling at the deposit.

Overall, the estimation of the Crake Mineral Resource is conducted with industry standard techniques. Top cuts should be applied to the data if the CV's are > 1.5 and the nugget of the main lode should be reduced by re-doing the variography or improved domaining.

4.2.5.3.4. Mineral Resource Classification and Reporting

Mineral Resources were classified on the basis of confidence in the geological and grade continuity based on the drilling density, geological model, interpolation pass and the distance to sample selections. Indicated Mineral Resource was classified in areas of 20m by 20m drill spacing. Inferred Mineral Resource was classified were the spacing was greater than 20m by 20m. Overall the high drill density and number of holes defining a reasonably consistent ore zone is the main factor influencing the resource category.

The reporting criteria for the Mineral Resource assumes an open cut mining method, with a moderate level of mining selectivity achieved during mining.

The cut-off grade of 1.0g/t Au for the stated Mineral Resource estimate is determined from economic parameters and reflects the current and anticipated mining practices. The model is considered valid for reporting and open pit mine planning at a range of lower cut-off grades up to a lower cut-off grade of 1.0g/t Au.

Ashmore Comment

Mineral Resource classification has been assigned based on a qualitative method and has been conducted to standard industry practice, however the classification of Indicated Mineral Resource in the absence of diamond drilling, bulk density measurements and metallurgical testing is optimistic and should be re-considered.

A global cut-off grade of 1.0g/t Au is applied for the Mineral Resource, which is appropriate for the geometry and likely mining method.

4.2.6. Mining Studies for the Combined Kalgoorlie Gold Projects

On 30 April 2018 in the Intermin March 2018 Quarterly Report Intermin announced that a scoping study into the Stage 3 of the Teal deposit while being cash positive it did not reach the internal company objective of generating a $500/oz margin. On that basis the feasibility studies into Teal Stage 3 did not proceed. Additional work was required to expand the scale of the operation to prior to advancing any additional mining studies.

4.2.7. Ore Reserves

No Ore Reserves have been estimated for any of the Resources within the Combined Intermin Kalgoorlie Project.

4.3. Goongarrie Lady Gold Project

The Goongarrie Lady gold project located within but excluded from the Goongarrie Joint Venture tenements is 100% owned by Intermin. There is a JORC 2012 Mineral Resource Estimate and a completed feasibility study for a small open pit operation with an associated Ore Reserve (ASX release 28 June 2018). As a there is a completed feasibility study and an associated Ore Reserve and Financial model for the project BDO has requested DRM to review the Mineral Resource Estimate and the inputs for the Ore Reserve and associated assumptions in the financial model.

4.3.1. Location and Access

The Goongarrie Lady Gold Project is located approximately 80km north northwest of Kalgoorlie within M29/420 in the Eastern Goldfields of Western Australia. The project is limited to the existing Resource estimate (and presumably some minor extensions away from the resource however it does not include all the exploration potential within the tenement or adjacent tenements. (see Figure 18).

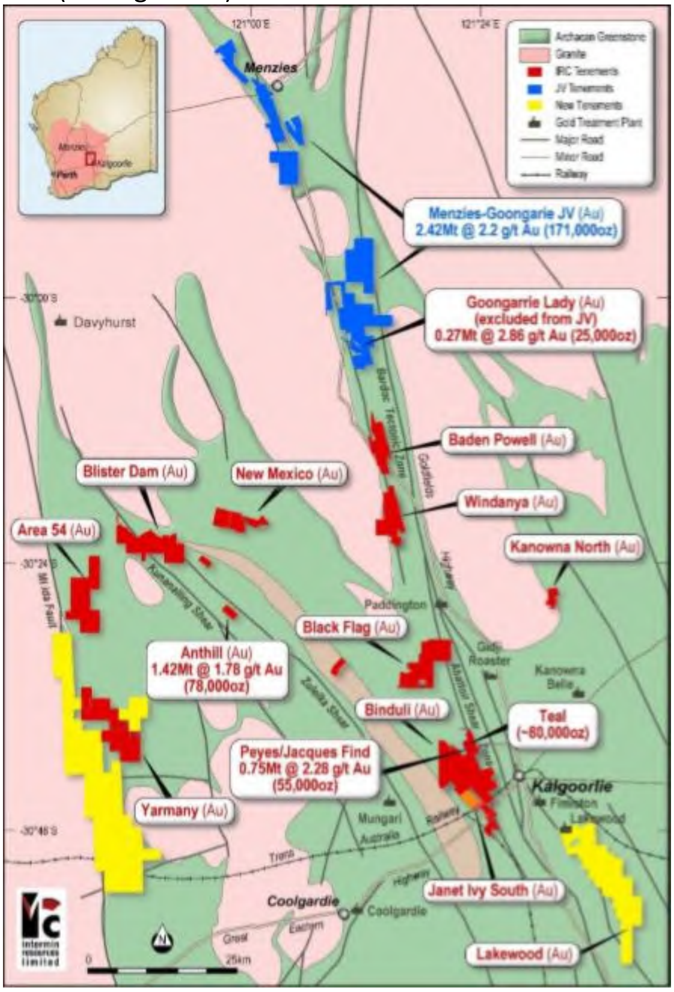


Figure 18 Goongarrie Lady Gold Project – Location

Note the Mineral Resource Estimate for the Anthill project in this figure has been updated as detailed in section 4.2.5.2

4.3.2. Geology

The Goongarrie Lady deposit is an Archaean hosted quartz vein and supergene gold deposit that is associated with structural deformation and flexures on a shear or fault associated with the Bardoc Tectonic Zone. There are several cross faults (Figure 19) observable in the open pit that was excavated in 1989 with these faults interpreted as localising the deformation associated with the regionally extensive shear system. The small scale North east trending faults are sub parallel to the regionally mapped structure that offsets one of the regionally extensive shears. The cross faults all appear to be dominated by dextral movement however the any dip slip movement has not been determined.

Figure 19 Photograph of the cross faults within the existing Goongarrie Lady open pit.

4.3.3. History

There is a long history of small scale gold production from the Goongarrie area within the region of the Goongarrie Lady resource one historical mine extracted 102 tonnes at 9.59g/t Au for a total of 0.979kg of gold or 31.5oz Au (Department of Mines (1954) and Witt (1992a).

A small open pit was excavated by Julia Mines in 1989 when 28,606t at 2.7g/t Au was extracted with approximately 2,483oz of gold produced (ASX release 29 March 2017). The Ore tonnes of ore at Reserve and feasibility study is essentially a cutback of the existing small open pit.

4.3.4. Recent Exploration

Exploration and evaluation activities at the Goongarrie Lady project have been focused on evaluation of the known mineralisation both along strike and at depth below the existing open pit. Drilling results have included 6m at 14.35g/t Au from 30m in GLRC17064 and 12m at 6.97g/t Au from 31 in GLRC17042 (ASX release 3/10 /2017). Figure 21 and Figure 22 below show two cross sections through the deposit with the drilling results from the 2017 exploration activities with Figure 20 being a plan view of the existing open pit with the cross section locations identified. These figures are extracted from the 3 October 2017 ASX release.

Figure 20 2017 Drill hole location plan for the Goongarrie Lady Project

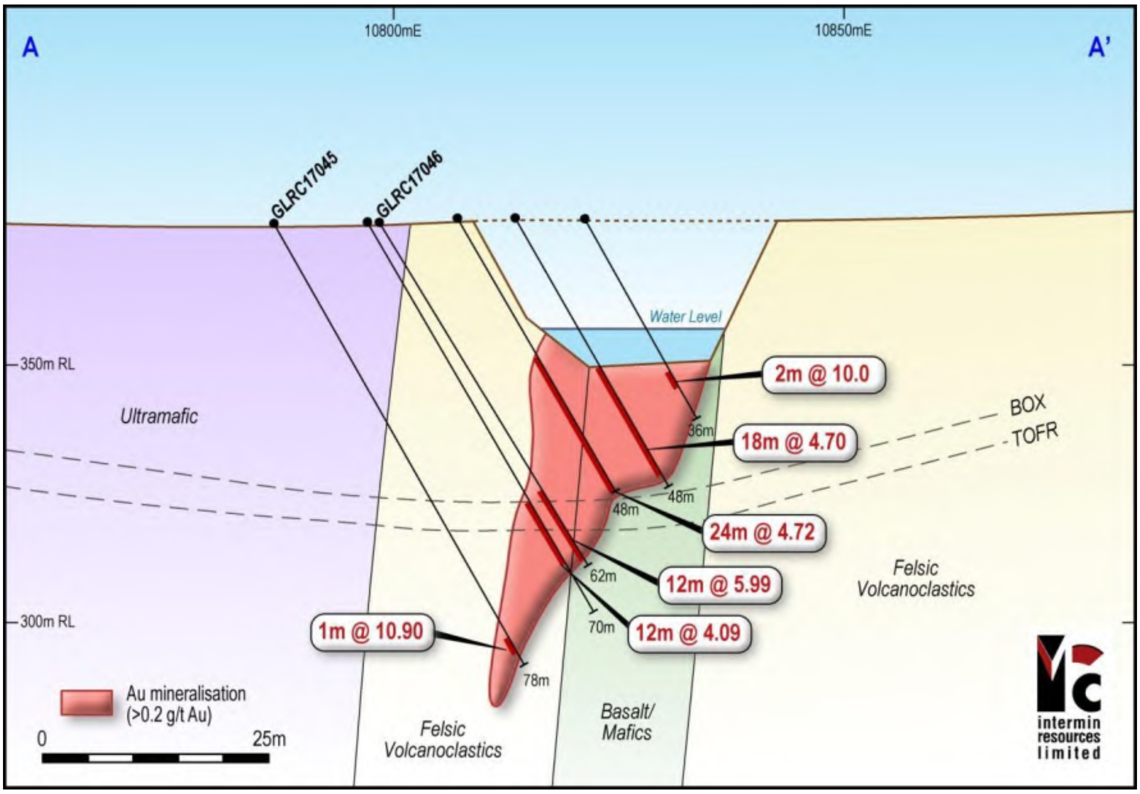


Figure 21 Goongarrie Lady Cross Section

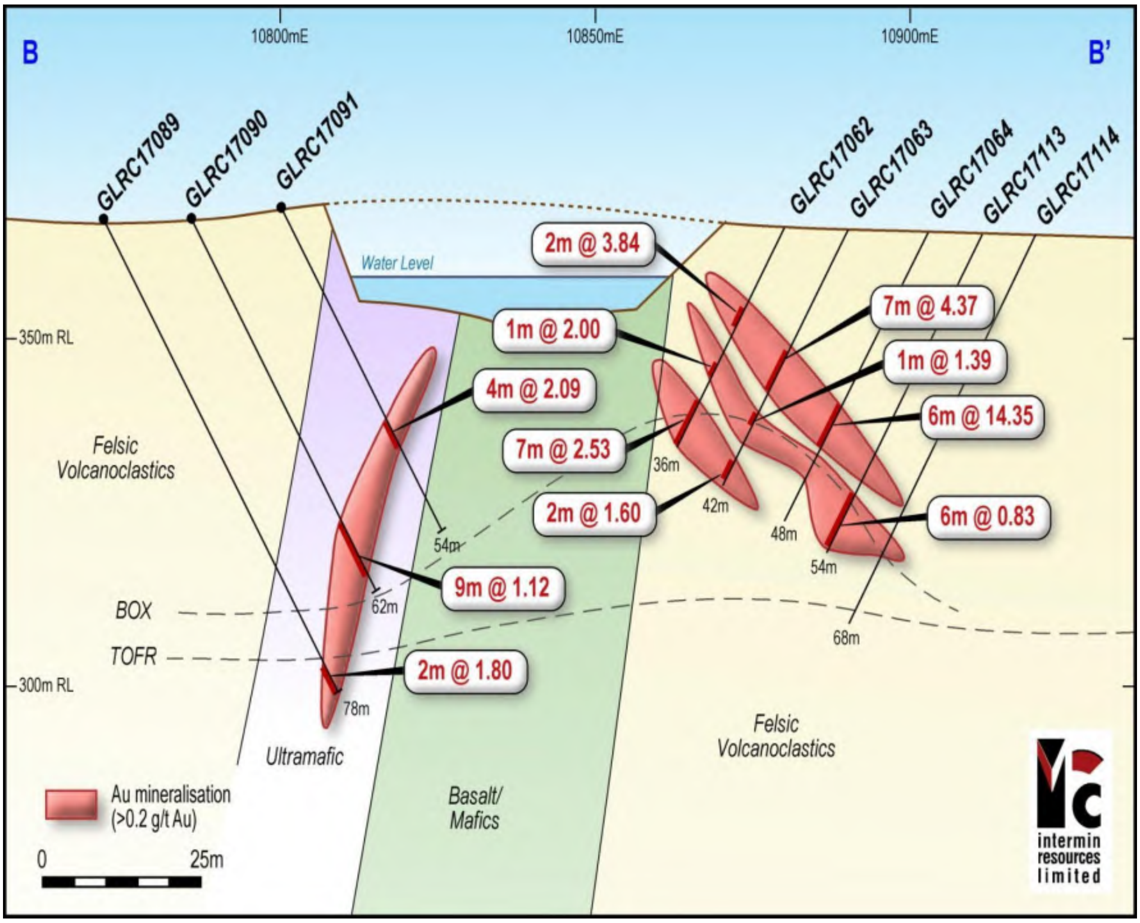


Figure 22 Goongarrie Lady Cross Section

4.3.5. Goongarrie Gold Project Mineral Resource Estimate

(Source: Hawker, Mar 2018)

4.3.5.1. Geology and Mineralisation

The Goongarrie Gold Project is located 85km north of Kalgoorlie-Boulder in Western Australia. The Goongarrie Lady gold deposit comprises a well-defined supergene blanket located above shears and quartz within structurally controlled ultramafics, basalt, mafic intrusives, felsic volcanics and sediments. Mineralisation is strongly influenced by flexures along the northwest-southeast striking Peyes Farm Shear zone which trends parallel to the regional geology. An anticlinal fold structure possible links the eastern lode to the larger west dipping lode.

Gold mineralisation is developed in an upper flat lying oxide supergene deposit located between 30 to 55m vertical depth and in primary mineralisation, in a sub vertical west and east dipping shear zones. The mineralisation trends north northwest over a strike length of approximately 450m.

4.3.5.2. Informing Data and QA/QC

Drilling and Sampling

In the resource area reverse circulation ("RC") drilling with a 5.25 inch face sampling hammer was used for the vast majority of the drilling. Diamond ("DD") drilling (comprising NQ and HQ) was also used on deep holes.

The Goongarrie Lady deposit has been sampled using RC and DD drilling on a nominal 20m by 10m grid spacing to a maximum depth of 125m. Drilling at Goongarrie totalled 386 drill holes for 20,623m. For the majority of drilling, 1m RC samples were obtained by cone splitter and were utilised for lithology logging and assaying. Duplicates were often taken with the rig cyclone/splitter. Diamond core was used to confirm the structures and interpretation. All drilling samples were dried, crushed and pulverised to achieve 85% passing 75µm.

Analysis

The samples were predominantly fire assayed using a 50g charge with some fire assay using a 40g charge at SGS Laboratories in Kalgoorlie. For historical drilling the samples were dried, crushed and pulverised to achieve 80% passing 75µm and were predominantly fire assayed using a 50g charge, with the 4m field composites assayed via aqua regia on 50g pulps using an AAS finish. Recent IRC drilling compared Aqua Regia digests to the traditional fire assay method with good correlation between the two methods.

QA/QC

No details regarding field insertion of standards, blanks or collection of duplicates was provided.

Laboratory QA/QC involves the use of internal laboratory standards using certified reference material, blanks, splits and replicates as part of the in-house procedures. QC results (blanks, duplicates, standards) were in line with commercial procedures, reproducibility and accuracy.

Bulk Density Measurements

Samples for bulk density measurements were obtained from core. The method used an air dried half core sample which was weighed in air and then immersed in water. Porous samples were sealed with bee's wax. Minor outliers were removed to arrive at an average value.

Metallurgical Test work

Metallurgical test work has been conducted at the Goongarrie Lady deposit. The metallurgical leaching characteristics of the deposit have been assessed via bottle roll testing on transitional and fresh rock RC samples. Recoveries after 24 hours were 99% and 92.9% respectively. Cyanide and lime consumptions were also high and low respectively.

Ashmore Comment

The drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness. No details were provided for the QA/QC program conducted in the field. The ASX release and JORC Table mention the laboratory QA/QC procedures but it is not clear whether any field standards or blanks were inserted, or if field duplicates were obtained. The lack of field QA/QC samples is a risk to the data quality, which is partially offset by the laboratory QA/QC program. Ashmore recommends the insertion of field duplicates and blanks at a rate of 1 in 50 respectively and the collection of field duplicates at the RC drill rig at a rate of 1 in 20 for future drilling.

No details on the number of bulk density measurements are provided, however the values applied in the block model are appropriate for the mineralisation style and geological terrain. Ashmore notes that additional diamond drilling should be conducted in order to obtain further bulk density and metallurgical samples.

Metallurgical recoveries are good to excellent based on preliminary analysis. The ASX release notes that there were more detailed tests conducted for gravity and cyanide leach testing, however the results were not supplied. The pit optimisation component of the Feasibility Study release in April 2018 utilised a metallurgical recovery of 94%.

4.3.5.3. Estimation

A nominal 0.2g/t Au cut-off was used to interpret and delineate the mineralisation wireframes, with up to 2m of internal dilution. Drill hole composite sample data was flagged using validated 3D mineralisation domain wireframes and geological surfaces. Sample data utilised for modelling was first composited according to the main AU1 (Au g/t) item to a 1m down-hole length. The influence of extreme grade values was examined utilising top cutting analysis tools (grade histograms, log probably plots and coefficients of variation). A top cut of 33g/t Au was applied to all domains.

The Goongarrie Lady deposit block model was created in Surpac software utilising a block size at 4m (X) by 10m (Y) by 4m (Z), with minimum block sizes of 0.625m by 2.5m by 1.25m respectively. Gold grades were estimated using Ordinary Kriging interpolation runs for each respective mineralisation zone and domain. A comparison was made with an Inverse Distance Squared interpolation with good correlation. A number of individual search ellipsoids were used for the different wireframes, depending on the azimuth and dip of the individual wireframe zones and used to interpolate each block. The block models were estimated in up to four interpolation passes, each pass progressively reducing minimum samples and increasing the search radius. Maximum samples were generally 20 to 40 for each pass.

Bulk density values assigned in the block model were 1.85t/m^3 (oxide), 2.5t/m^3 (transitional) and 2.72t/m^3 (fresh).

Ashmore Comment

The interpretation and wireframing methodology are suitable for the mineralisation style and geometry. Top cut values seem reasonable, although the raw data was not reviewed by Ashmore.

The block sizes adopted for the estimates are appropriate. Search neighbourhood parameters are appropriate for the mineralisation style and geometry, although the use of over 30 maximum samples in the estimates is high and could result in excessive smoothing of gold grades in the block models. Ashmore recommends a maximum of 20 samples for this mineralisation style.

Bulk densities assigned in the block model are based on core measurements obtained from the Anthill material types (although no details are provided on the number of samples) and the values applied are appropriate.

Overall, the estimation of the Goongarrie Project Mineral Resource is conducted with industry standard techniques and is appropriate for the level of confidence at the deposit. Minor adjustments could be made to improve the estimate and ensure consistency across the deposits, but the changes would be immaterial to the reported global tonnages and grades.

4.3.5.4. Mineral Resource Classification and Reporting

Mineral Resources were classified on the basis of confidence in the geological and grade continuity based on the drilling density, geological model, interpolation pass and the distance to sample selections. Indicated Mineral Resource was classified in areas of 20m by 10m drill spacing. Inferred Mineral Resource was classified were the spacing was greater than 20m by 10m. The oxide/supergene zone extends from surface to a maximum depth of approximately 60m. Overall the high drill density and number of holes defining a reasonably consistent ore zones, rather than ore type, is the main factor influencing the resource category.

No mention of the parameters considered to classify Measured Mineral Resource were provided.

The reporting criteria for the Mineral Resource assumes an open cut mining method.

The cut-off grade of 1.0g/t Au for the stated Mineral Resource estimate is determined from economic parameters and reflects the anticipated mining practice. The model is considered valid for reporting and open pit mine planning at a range of lower cut-off grades up to a lower cut-off grade of 1.0g/t Au.

Ashmore Comment

Mineral Resource classification has been assigned based on a qualitative method and has been conducted to standard industry practice. However, the parameters used to classify Measured Mineral Resource were not provided, nor defined in the ASX release. Ashmore notes that Measured classification is generally applied to areas of the deposit drilled at grade control spacing. Unless there is 10m by 10m (or less) drill spacing at the deposit, the Measured Mineral Resource should be classified as Indicated.

The cut-off grade of 1.0g/t Au is appropriate for the Goongarrie Mineral Resource considering the calculated economic cut-off grade derived in the Feasibility Study is 1.14g/t Au.

Ashmore notes that the reported numbers for the Mineral Resource require further rounding to demonstrate the uncertainty of the estimate.

4.3.5.5. JORC Table 1 Appropriateness – Ashmore Comment

Overall the data presented in the JORC Table 1 is adequate. Some additional information that should be added includes:

- Further information on QA/QC practices and results;
- Further information on number and location of bulk density measurements;
- Further information on justification of reporting cut-off grades; and
- Further information on justification of Measured Mineral Resource classification.

4.3.6. Ore Reserves

DRM was requested by BDO to review the inputs and assumptions from the feasibility study into the Goongarrie Lady Ore Reserves and associated financial model. DRM engaged Mining Focus Consultants (MFC) and their Principal Mining Engineer, Mr Harry Warries. Mr Warries is the principal author of this section of the report.

The main items that were covered by the Review were;

- Pit optimisation
- Mine design
- Mine production schedule
- Financial model

The pit optimisation and pit design work were undertaken by Auralia Mining Consulting Pty Ltd (Auralia), with IRL having been responsible for the mine production schedule and cash flow model.
The following sections describe the findings of the Review for the items listed above.

4.3.6.1. Pit Optimisation

Pit optimisations were undertaken with the Whittle software.
A summary of the Whittle input parameters that were adopted for the FS are summarised in Table 7.

Table 7 – Summary Whittle Four-X Input Parameters

Item	Unit	Value
Mill throughput	ktpa	500
Gold price	$/oz	1,650
Royalty - State	%	2.5
Processing recovery (All ore types)	%	94
Processing cost (Toll milling)	$/t milled	31.00
General and administration	$/t milled	2.50
Grade control	$/t milled	5.00
Road haulage	$/t milled	11.87
Mining Cost - L&H - Ore - Waste - D&B - Oxide - Transition - Fresh - Fixed costs	$/bcm	4.68 (at surface, incremented at $0.35/bcm/5m) 4.07 (at surface, incremented at $0.30/bcm/5m) 2.00 3.50 4.00 0.60
Dilution	%	10
Mining recovery	%	95
Slope angle - Saprolite (> 350mRL) - West wall (< 350mRL) - East wall (< 350mRL)	Degree	40º 55º 40º

Based on the above parameters the cut-off was estimated at 1.14g/t.
The mining costs and processing costs were based on quotes and appear reasonable.
The metallurgical recovery was based on metallurgical testwork undertaken by IMO and the pit slope parameters were based on geotechnical investigations undertaken by Pells Sullivan and Meynink Pty Ltd (PSM). No pit optimisation files were provided and, as such, FMC can't categorically state whether or not the pit optimisation work has any major flaws. However, based on a comparison between the actual resources and the resources

captured within the optimum pit shell, as well as the spatial relationship of the optimum pit shell in relation to the resource block as depicted in Figure 23, the actual pit optimisation results appear reasonable and, as such, it is believed that the pit optimisation was undertaken to industry standard

The selected optimum pit shell was Shell 38, which contains 126kt of mill feed at 3.00g/t Au and 895kt of waste for a waste to ore strip ratio of 7.1:1.

Figure 23 provides an overview of the selected optimum pit shell.

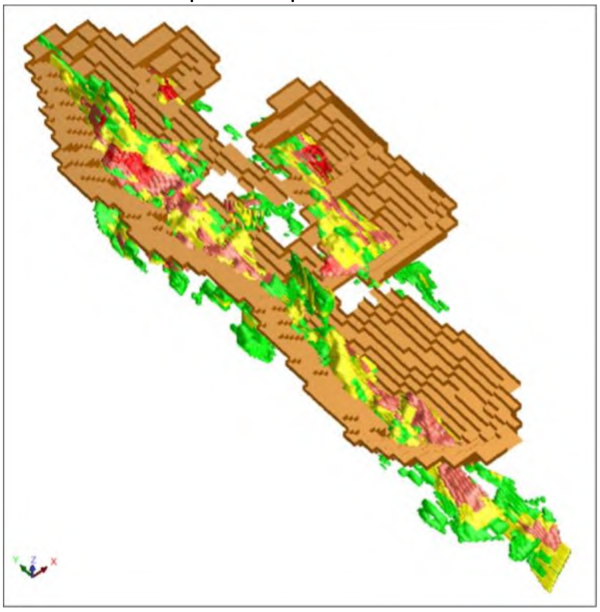


Figure 23 Goongarrie Lady Optimum Pit Shell

Notwithstanding the above, it is noted that, under the 'Listing Rule 5.8.1 Disclosures' heading of the June 2018 ASX announcement, it is shown that the resource model incorporated dry bulk densities of 2.26t/m^3, 2.46t/m^3 and 2.76t/m^3 for Oxide, Transition and Fresh material respectively.

However, the JORC Code (2012) Table 1 as included in the same ASX announcement, states dry bulk densities of 1.85t/m^3, 2.50t/m^3 and 2.72t/m^3 for Oxide, Transition and Fresh material respectively.

The pit optimisation was derived from the resource model and, as such, MFC believes that the mining costs used for the pit optimisation may have been understated by approximately 20% for Oxide, with minor impacts on both Transition and Fresh material.

4.3.6.2. Pit Design

The pit design parameters are summarised in Table 8.

Table 8 – Pit Design Parameters

Domain	Bench Face Angle [°]	Bench Height [m]	Berm Width [m]	Ramp Width [m]	Ramp Gradient [1:x]
Surface to 8m below surface	60	8	6	10	8
East wall – below 8m depth	85	8	6	10	8
West wall – below 8m depth	60	8	5	10	8

MFC notes that a 10m wide ramp indicates a single lane ramp with Auralia stating that 90t capacity dump trucks are planned to be employed at the Project. MFC considers the ramp width of 10m inadequate for the size of dump truck proposed. A 12m wide ramp is considered more appropriate for a 90t capacity dump truck. A 10m wide ramp is considered adequate as a single lane ramp for a 50t to 65t capacity dump truck.

Furthermore, it is noted that the ramp has been located on the west wall, with Auralia stating that the west wall is more competent, both in terms of pit wall stability and pit wall geometry. Whilst MFC agrees with this approach, it is noted that the pit optimisation assumed steeper overall slope angles on the west wall (55°) and shallower slopes on the east wall (40°). MFC recommends that a pit optimisation is run that adopts the overall slope angles as derived from the pit design to ascertain the impact of the different approach of implementing a ramp system in the overall pit wall slope angles.

Figure 24 provides an overview of the pit design.

The pit design was undertaken to industry standards, albeit there are a number of bull noses and or sharp bends in the pit wall that could potentially result in (small scale) pit wall instability. MFC recommends that PSM reviews the pit design.

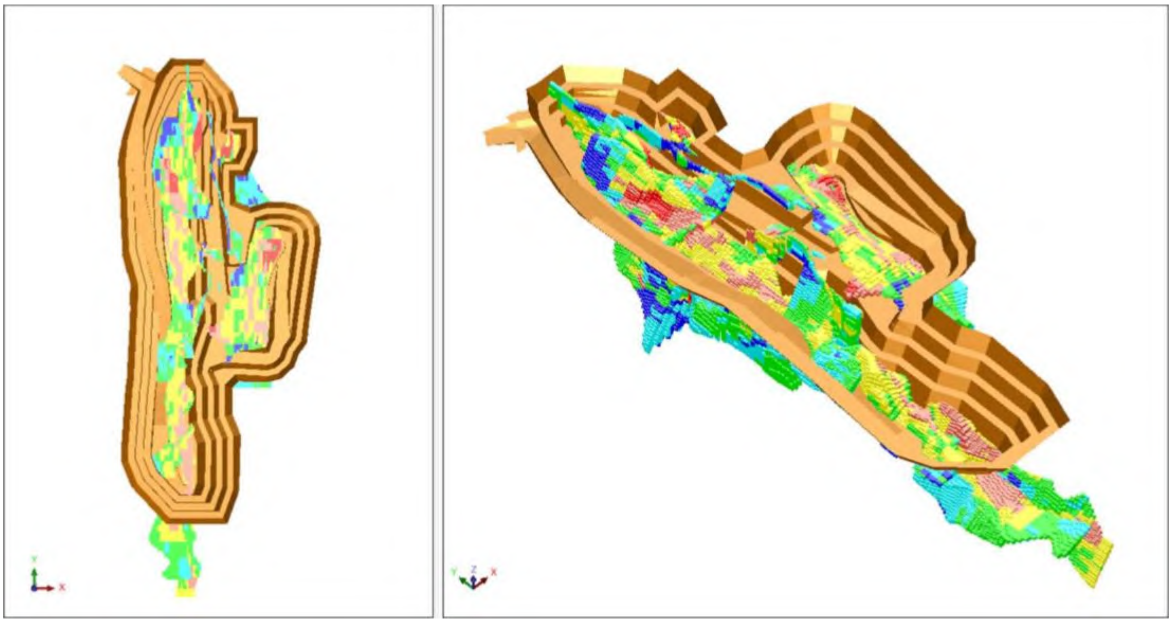


Figure 24 Goongarrie Lady – Pit Design

The material breakdown for the pit design was quoted as 135kt at 2.90g/t Au of mill feed, 1.3Mt of waste for a waste to ore strip ratio of 9.5:1. The waste quantity includes 4kt at 2.0g/t of Inferred.

Compared to the pit optimisation, the pit design contains 43% more waste and 7% more mill feed, albeit at a lower grade and some 400oz less contained gold. It is believed that the different approach in incorporating the ramp system has contributed to the difference in total material as contained within the optimum pit shell and the detailed pit design.

Figure 25 provides an overview of the Project site layout.

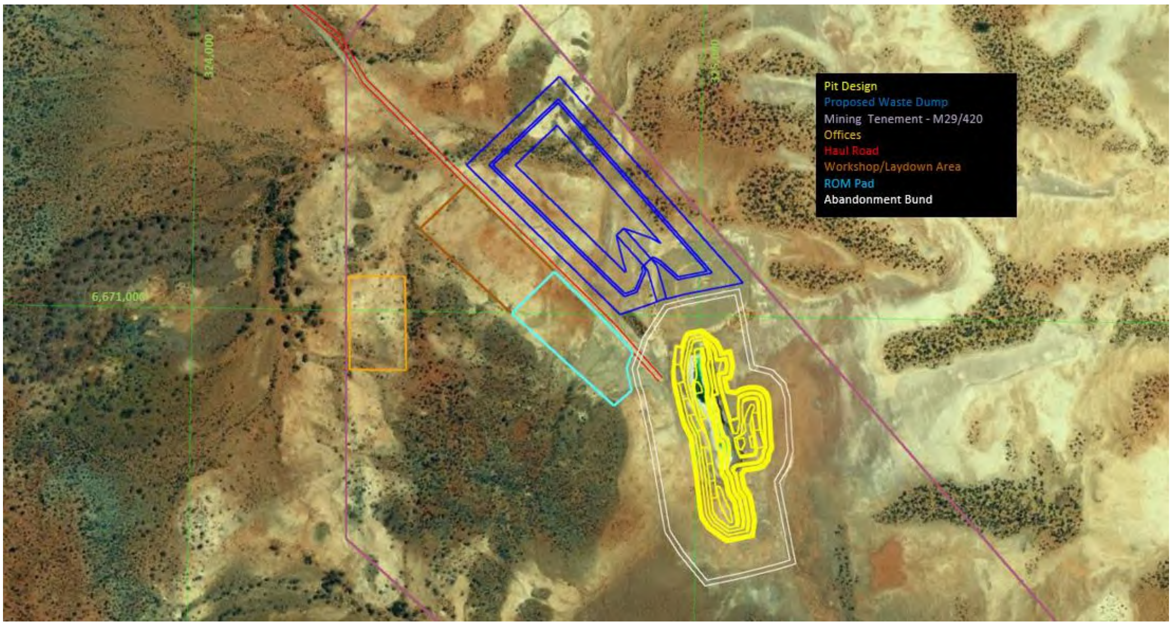


Figure 25 Goongarrie Lady – Proposed Site Layout

4.3.6.3. Mine Production Schedule

The pit design includes a small eastern lobe to the main pit, which, with the ramp system as designed, will need to be mined before the main lode of the pit progresses too far. It is noted that the mine production schedule does not include this detail as the schedule was based on a single pit, scheduled on a bench by bench basis. Nevertheless, MFC does not believe that this is material.

The reviewed mine production schedule was included in the cash flow model as listed in Section 4.3.6.4.

Pre-production works include dewatering of the existing pit, the establishment of drainage channels and levy bunds for flood management and the removal of the majority of the existing waste dump that encroaches on the proposed pit. Furthermore, grade control drilling will be required prior to the mining operation commencing. Intermin expects this work to take approximately two months.

Without knowing the quantity of material associated with the relocation of the existing waste dump, nor the quantity of water contained within the existing pit, MFC is unable to determine whether or not the two months of pre-production is reasonable.

Table 9 provides a summary of the total material movement by month.

Table 9 – Total Material Movement [bcm]

Bench	Mar19	Apr19	May19	Jun19	Jul19	Aug19	Sep19
365	41,880 (100%)	-	-	-	-	-	-
360	97,575 (62%)	59,804 (38%)	-	-	-	-	-
355	-	80,531 (56%)	63,275 (44%)	-	-	-	-
350	-	-	76,632 (59%)	53,252 (41%)	-	-	-
345	-	-	-	68,175 (65%)	36,709 (35%)	-	-
340	-	-	-	-	67,305 (80%)	16,826 (20%)	-
335	-	-	-	-	-	51,180 (100%)	-
330	-	-	-	-	-	14,912 (40%)	22,368 (60%)
325	-	-	-	-	-	-	10,357 (100%)

Note: 1. Percentages in brackets are percentage of bench mined for the month

Table 10 provides the vertical advance rates (VAR) associated with the above schedule. The VAR shown were converted to show the VAR expressed on an annualised basis.

Table 10 – Proposed Vertical Advance Rate – Annualised [m per annum]

Mar19	Apr19	May19	Jun19	Jul19	Aug19	Sep19
97	56	62	64	69	96	96

Assuming all grade control drilling has been completed prior to mining commencing, as well as a part bench for the 365mRL bench and some free dig for the first couple of benches then the VAR for the first five months of the schedule may be achievable. However, the VAR for the last two months of the schedule are considered unreasonable, particularly since there is a single lane access ramp. Overall, it is believed that the schedule may be extended by one or two months.

In addition to the above, MFC notes that Intermin has made an allowance for pit dewatering and any groundwater issues may adversely affect mining operations, which could exacerbate the VAR issue identified above. It is noted that MFC has not seen any hydro(geo)logical reports and, as such, it cannot properly ascertain if groundwater would be a material issue.

4.3.6.4. Cash Flow Model

The Project has a 10 month project life, including a 2 months pre-production period and an additional month of processing once mining ceases.

The CFM assumes toll treatment at Davyhurst, some 80km west of the Project however the financial model also includes three separate toll milling options being the FMR Mill near Coolgardie, the Lakewood mill southeast of Boulder and the Paddington Mill between Goongarrie Lady and Kalgoorlie. The financial model has separate toll milling rates for each of these options along with a sperate ore haulage fee associates with the four treatment options. DRM and MFC have reviewed the inputs for the four different processing options (toll milling rates and ore haulage costs) and these appear to be reasonable and in line with the expected milling and haulage fees that are expected for an operation of this size. While DRM and MFC has reviewed these inputs, they have not been disclosed in this report as they are not in the public domain and are considered to be commercially sensitive to both Intermin and the various companies that own the processing facilities. In the Feasibility study (ASX release 28 June 2018) Intermin reported the processing and haulage costs assumed in the feasibility study was $42.87/t

The input parameters adopted for the cash flow model (CFM) are generally in line with the pit optimisation inputs as shown in Table 1.

One notable exception is the gold price, with the CFM using $1,700/oz.

Furthermore, the first 2,500oz produced were considered exempt from the 2.5% government royalty.

Other inclusions that don't appear to have been included in the pit optimisation are summarised in Table 11. The costs shown are totals for the life of the Project.

Table 11 – Other Miscellaneous Costs

Item	Unit	Value
Dewatering	$'000	333
Dayworks (6% of Load and Haul costs)	$'000	228
Mine closure	$'000	383
Refining cost	$'000	21
Total	$'000	965

Grade control drilling was based on 12,000m, assaying every metre and using drilling costs of $25/m and assay cost of $14.80 per assay.

Ore is hauled to Davyhurst as soon as it is mined. The ore is initially stockpiled at Davyhurst, with first ore scheduled to be processed in July 2019, or four months after mining commences. Ore is processed in batches of an average of 34kt, although it ranges from 29kt in July 2019 to a maximum batch size of 52kt in September 2019. The last batch of ore is processed in October 2019.

The CFM includes a total capital expenditure of $726,000 as shown in Table 12.

Table 12 – Capital Expenditure

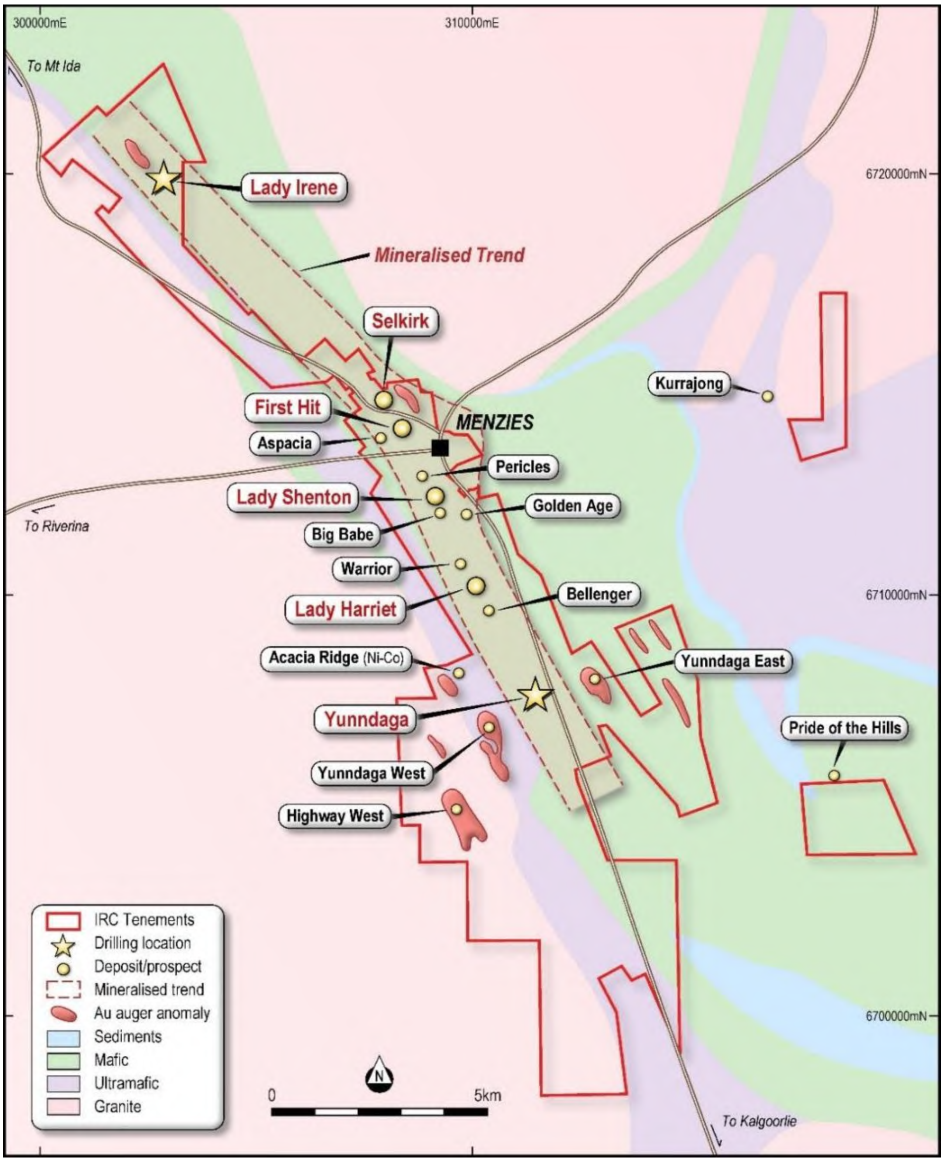
Item	Unit	Value
Mobilisation and Establishment	$'000	118
Road construction works	$'000	60
Dewatering works	$'000	180
Existing waste dump relocation	$'000	236
Drainage channel and levy construction	$'000	132
Total	$'000	726

The capital expenditure items as shown in Table 6 do not include any contingency.

4.4. Menzies and Goongarrie Projects

4.4.1. Location and Access

The Menzies and Goongarrie Projects described in this section include the tenements that were a part of the now terminated joint venture with EGS along with a series of tenements held by Intermin. The projects are located between 85k and 120km north- of Kalgoorlie in the Bardoc tectonic zone and the Menzies shear zone. Access to the projects is via the sealed Kalgoorlie to Menzies and Leonora road while access within the projects is via unsealed gravel station, exploration and mining tracks.



(from IRC ASX release 19 February 2019)

Figure 26 Menzies Project Location, Local Geology and Tenement outline

4.4.2. History

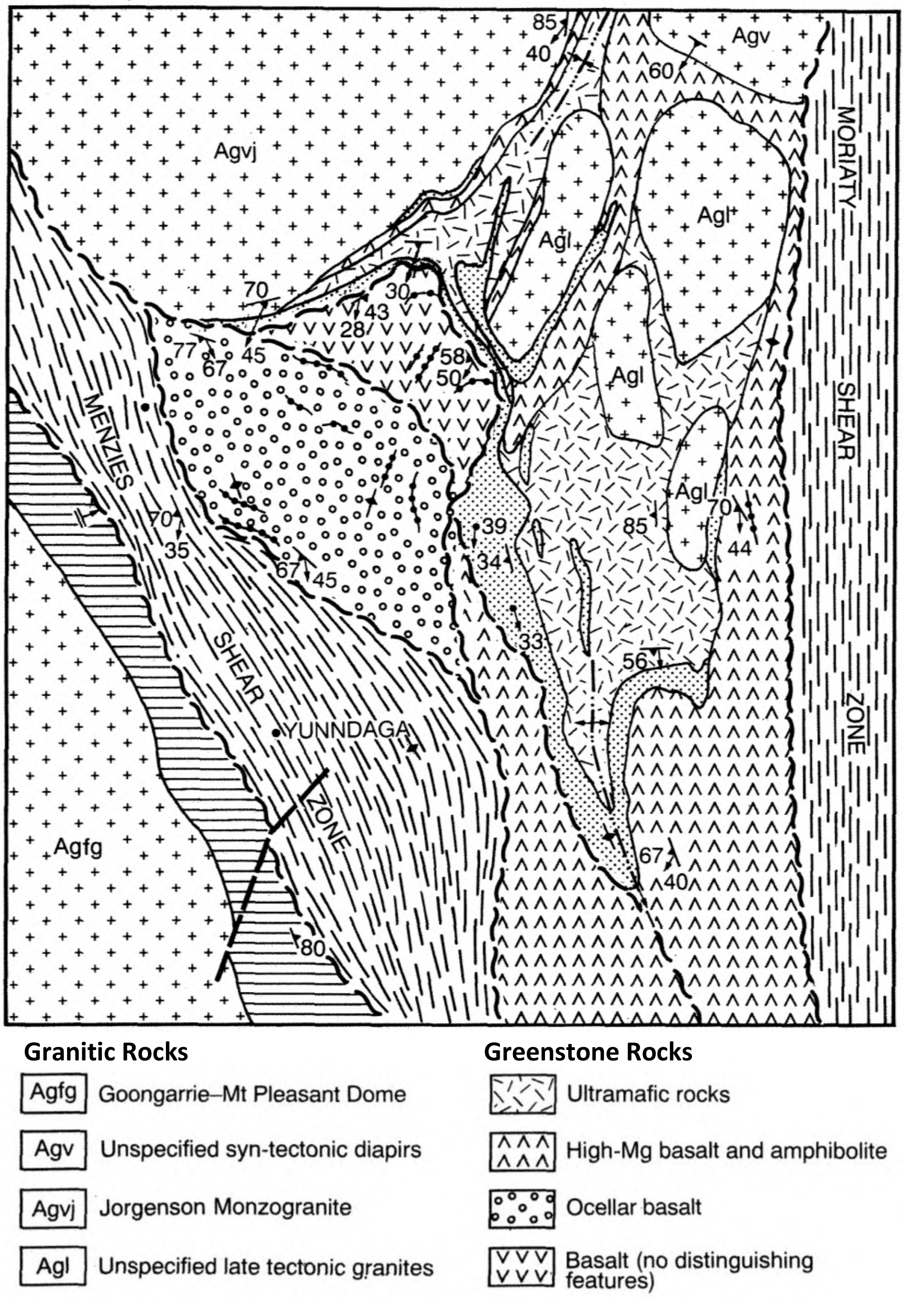
There has been extensive historical underground production in the Menzies and Goongarrie regions.

The western Menzies mining area has produced in excess of 22 t Au. Production figures are, according to Witt (1992a), difficult to compile as much production quoted in the 1954 List of cancelled Gold Mining Leases is listed under company names and may have come from more than one orebody. All mines are located within the Menzies Shear Zone. Historical production has been documented from several mines with the largest producers being Yunndaga (8.7 t from the Princess Eva and Princess May mines), Lady Shenton (5.8 t), and First Hit (2.5 t) Witt (1992a). It has been reported previously by Eastern Goldfields Limited (ASX release EGS 14 June 2018) that historical production from the area is approximately 653,000oz of gold. In addition to the historical production totalled 143,000oz from a series of open pit mines from 1995 to 1999. The modern open pit mines included a pit at Yunndaga which produced 64,300 oz from 800,000 tonnes of ore averaging 2.5 g/t Au recovered

4.4.3. Geology

Menzies is located in the Eastern Goldfields Province of the Archean Yilgarn Craton and comprises the Pericles, Yunndaga, Bellenger and Warrior gold deposits.

In general, gold mineralisation at Menzies takes the form of west to west southwest dipping, south easterly plunging shoots. Regionally, gold tends to occur in narrow shears and is often precipitated in and/or adjacent to quartz-sulphide rich veins +/- (epidote, muscovite, and biotite at margins).



From Witt (1992a)

Figure 27 Menzies Regional Geology

Four main mineralised shears (veins) are present within the Pericles deposit, with a consistent 318-320° strike direction and a dip of 40 to 45° to the south west. The structures are generally reasonably narrow and average approximately 3 to 4m true thickness.

Gold mineralisation at Yunndaga is hosted within a sheared biotite-quartz-chlorite alteration zone. The host rock comprises a sheared and partly silicified, sulphidic quartzose-metasedimentary unit between a hanging wall black shale unit to the west and a footwall amphibolite unit to the east. Quartz veining is strongly associated with gold mineralisation and occurs predominantly in the hanging wall on the metasediment amphibolite contact. Weaker, lower grade gold mineralisation also occurs within biotite amphibolite and quartz veined sericitic shales.

The Bellenger prospect is located immediately along strike to the south from the Lady Harriet open pit and appears to be similar to the Lady Shenton gold deposit whereby gold is associated with felsic porphyries that have intruded along cross-cutting fractures in amphibolites and also along contacts between ultramafic and mafic rocks. Primary gold has also been logged as thin quartz veinlets hosted by silica and chlorite altered sheared amphibolites. Pyrite is observed as a minor accessory mineral.

The Warrior deposit appears to have a number of geological similarities to the nearby Lady Harriet Gold Mine 200m to the south, whereby the mineralisation is found within narrow quartz veins in amphibolitic host rocks.

Menzies is typically marked by extensive sub parallel historical gold workings along and proximal to the major shear zones and splays. Up until World War I, approximately 653,000oz was mined underground, mostly from the First Hit, Lady Shenton and Yunndaga underground mines. The Yunndaga Mine reached a maximum depth of 600 vertical metres. Since then, recent open cut mining in the 1990's has delivered an additional 143,000oz with most of the ore being treated at the Paddington Gold Mill. Lady Irene Deposit which was discovered by Julia Mines Limited in late 1996, and open pit mined in 2001, producing around 6,550 ounces of gold from 42,700 tonnes of ore averaging 4.77 g/t gold recovered. The Lady Irene deposit has been the focus of recent exploration activities.

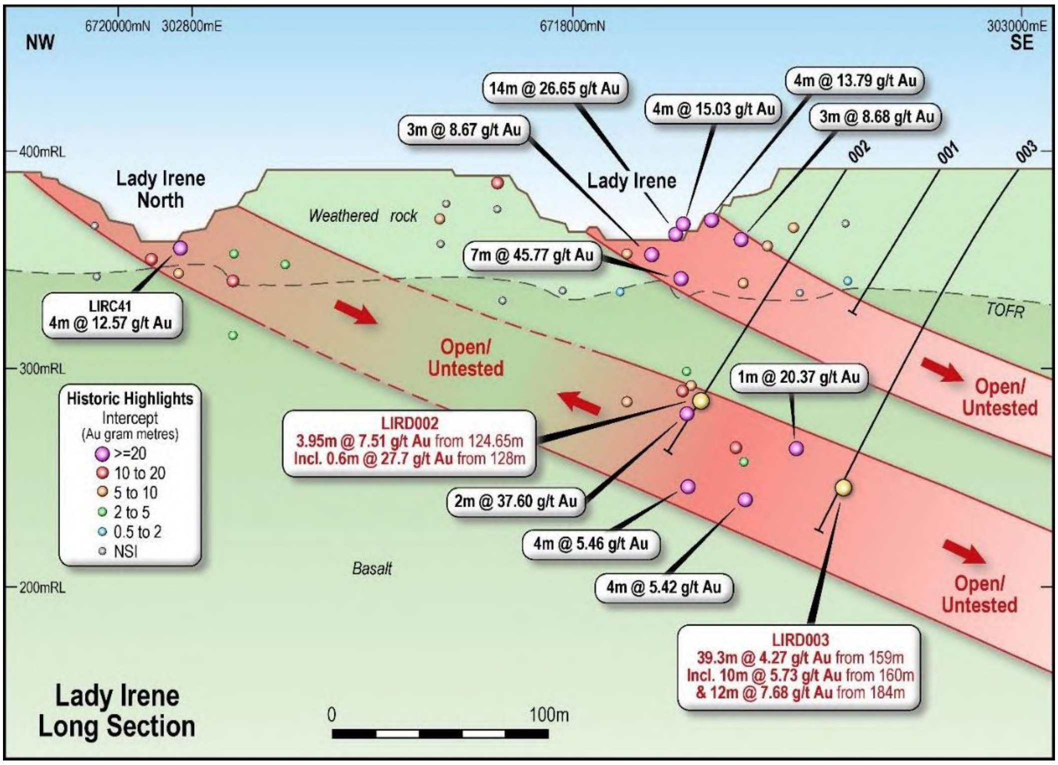
4.4.4. Recent Exploration and Potential

Since 2017 when the projects were in a joint venture with EGS minimal exploration work has been completed.

A total of six holes have been drilled (EGS ASX release 14 June 2018) with three holes have been drilled into the Lady Irene deposit with one of the drill holes intersecting a thicker than expected quartz vein system while the other holes at Lady Irene intersected the mineralised structures at the expected locations and with the expected mineralisation thickness intersected. An addition three holes were drilled below the Yunndaga mineralisation with these reported as intersecting the expected thickness of vein style mineralisation. Figure 28 to Figure 31 below show the targets and drilling undertaken by EGS since the JV commenced along with the exploration potential at the Lady Irene and Yunndaga deposits.

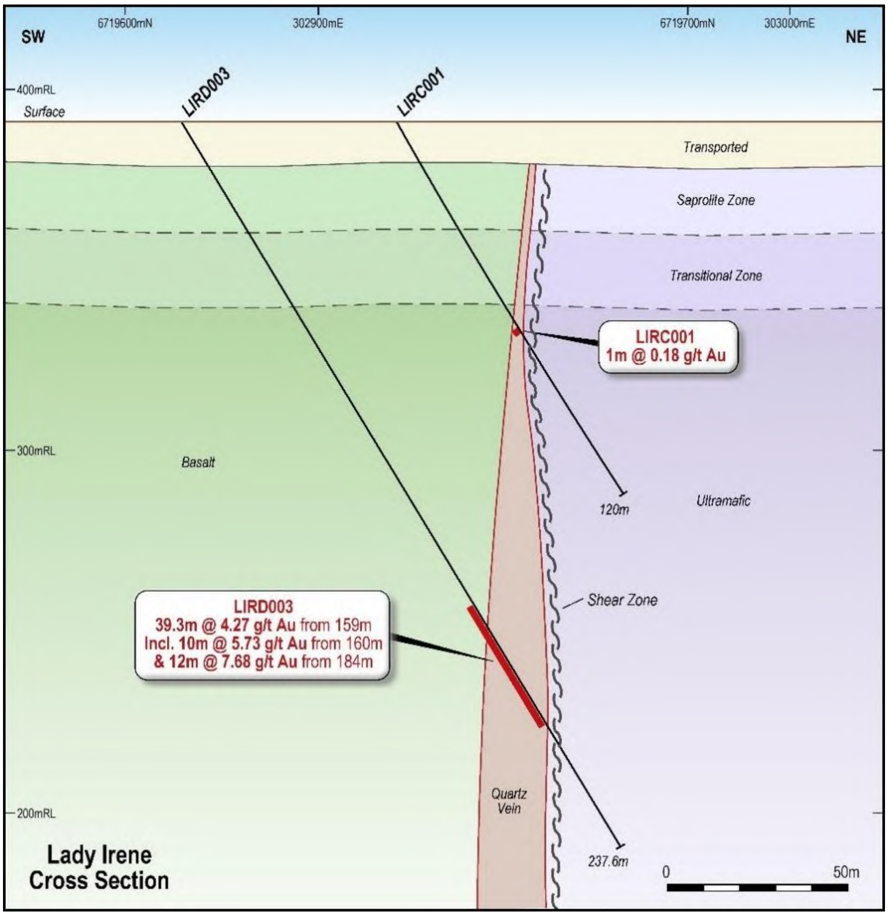
The assay results from the EGS drilling were released by Intermin in February 2019 (ASX release 19 February 2019). The results included 39.3m @ 4.27 g/t Au from 159m including 10m @ 5.73 g/t Au from 160m and 12m @ 7.68 g/t Au from 184m (LIRD003 – Lady Irene), 3.95m @ 7.51 g/t Au from 124m including 0.6m @ 27.7 g/t Au from 128m (LIRD002 – Lady Irene) and 0.5m @ 10.6 g/t Au from 143m, 1.6m @ 1.47 g/t Au from 158m and 1.1m @ 6.30 g/t Au from 162.5m (YURD002 – Yunndaga).

Intermin has reported that it has commenced a strategic review of the new data at Menzies and Goongarrie and will rank follow-up exploration within the area and integrate these targets into the 2019 drilling programs.



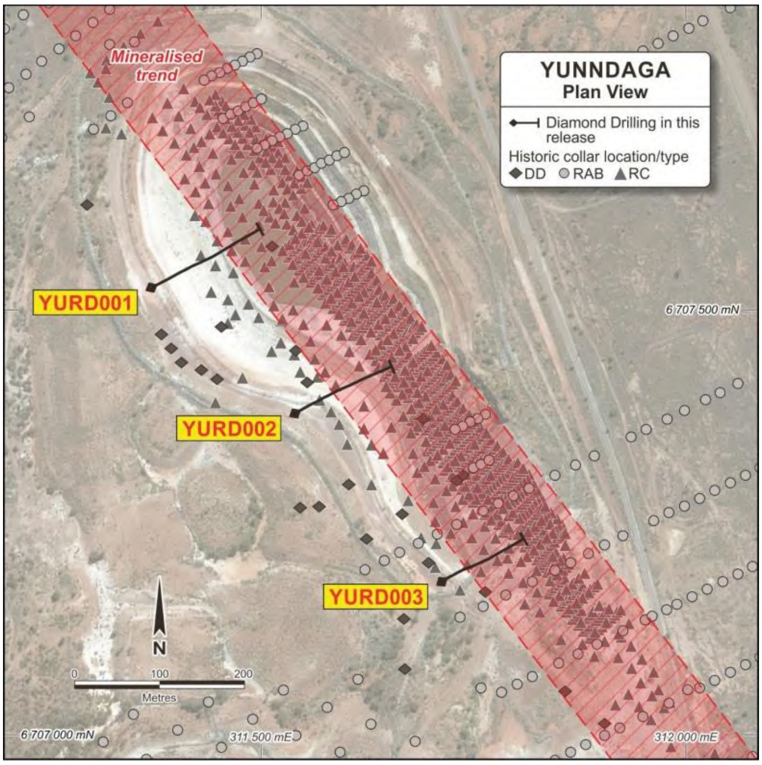
DRM notes this long section incorrectly shows the drill traces of the recent holes rather than the pierce points of the holes.
(from IRC ASX release 19 February 2019)

Figure 28 Long Section of the Lady Irene Prospect



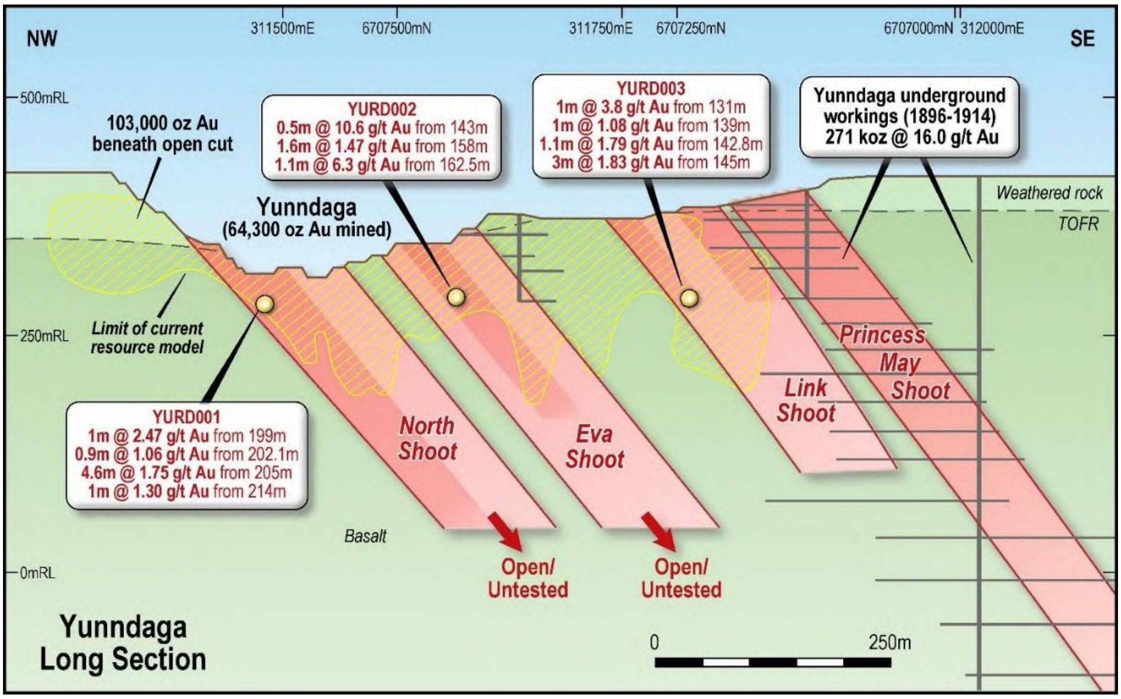
(from IRC ASX release 19 February 2019)

Figure 29 Cross Section of the Lady Irene Prospect



from IRC ASX release 19 February 2019)

Figure 30 Drill Collar Plan of the Yunndaga deposit



(from IRC ASX release 19 February 2019)

Figure 31 Long Section of the Yunndaga deposit

4.4.5. Menzies Gold Project Mineral Resource Estimate

(Source: IRC, Mar 2016)

4.4.5.1. Informing Data and QA/QC

Drilling and Sampling

The most recent Menzies RC drilling programs were completed by IRC in 2014 and 2015. All drilling programs utilised 4.5 inch face sampling hammers to collect chip samples.

Samples from the RC drilling were collected over 1m down hole intervals and reduced via cone splitter to produce a 3kg sub-sample. The vast majority of samples were logged as dry. Any wet samples were split through the cone splitter which was washed and dried with compressed air after each sample. RC samples were collected into pre-numbered calico bags at the rig by drilling personnel and IRC's geologist or field assistant cross checked the bag number against the drill string interval. Four metre composite spear samples were first analysed and intervals greater than 0.25g/t Au were assayed on a single metre basis.

Analysis

The most recent drill program 1m and 4m composite samples were assayed by Aqua Regia with a Fire Assay check by Nagrom Accredited Labs in Perth for gold only and is considered a partial digest. Work undertaken at ALS and Aurum utilised the same methods above.

QA/QC

Laboratory QA/QC involves the use of internal lab standards using certified reference material, blanks, splits and replicates as part of the in-house procedures. QC results (blanks, duplicates, standards) were in line with commercial procedures, reproducibility and accuracy. Aqua Regia digestion and fire assay checks were conducted.

Bulk Density Measurements

Samples for bulk density measurements were obtained from core. The method used an air dried half core sample which was weighed in air and then immersed in water. Porous samples were sealed with bee's wax. Minor outliers were removed to arrive at an average value.

Metallurgical Test work

Metallurgical testwork has been conducted but not supplied to Ashmore. Reference was made to historic performance of the historic mines and a very high gravity component was noted, however no metallurgical recoveries have been stated.

Ashmore Comment

The drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness. No details were provided for the QA/QC program conducted in the field. The ASX release and JORC Table mention the laboratory QA/QC procedures but it is not clear whether any field standards or blanks were inserted, or if field duplicates were obtained. The lack of field QA/QC samples is a risk to the data quality, which is partially offset by the laboratory QA/QC program. Ashmore recommends the insertion of field duplicates and blanks at a rate of 1 in 50 respectively and the collection of field duplicates at the RC drill rig at a rate of 1 in 20 for future drilling.

No details on the number of bulk density measurements are provided, however the values applied in the block model are appropriate for the mineralisation style and geological terrain. Ashmore notes that additional diamond drilling should be conducted in order to obtain further bulk density and metallurgical samples.

No information has been supplied regarding metallurgical test work, apart from noting a high gravity component, without quantification. If metallurgical test work has been completed, the results should be reported in the ASX release.

4.4.5.2. Estimation

Geological interpretations were completed on 20m sections, using resource drilling at a nominal cut-off grade of 0.3g/t Au. In addition to these mineralised domains, a base of oxidation and top of fresh rock was also interpreted. One metre composites were extracted and a top cut of 15g/t Au applied to all domains, resulting in 37 composites being cut. Top cuts were determined by using a combination of grade histograms, log probability plots and CV's.

The Menzies Project block models were created in Micromine software utilising a block size at 5m (X) by 5m (Y) by 2.5m (Z), with minimum block sizes of 2.5m by 2.5m by 1.25m respectively.

Gold grades were estimated using Inverse Distance cubed ("ID^{3}") interpolation runs for each respective mineralisation zone and domain. A number of individual search ellipsoids were used for the different wireframes, depending on the azimuth and dip of the individual wireframe zones and used to interpolate each block. The block models were estimated in a single pass with a 50m search radius along strike and 20m down-dip.

Additional search neighbourhood parameters were not supplied.

Bulk density values assigned in the block model were 1.8t/m^3 (oxide), 2.2t/m^3 (transitional) and 2.6t/m^3 (fresh).

Ashmore Comment

The interpretation and wireframing methodology are suitable for the mineralisation style and geometry. Top cut values seem reasonable, although the raw data was not reviewed by Ashmore.

The block sizes adopted for the estimates are appropriate. Search neighbourhood parameters were not supplied, so cannot be commented on. The interpolation method of using ID^3 is appropriate given that the drill hole spacing is regular. However, if drilling has been conducted on irregular patterns (which is likely for deposits with historical data), Ordinary Kriging is the preferred linear interpolation technique. In addition, OK allows for the down hole sample variance (nugget effect) and spatial variance to be modelled and accounted for in determining appropriate sample weights for the estimate.

Bulk densities assigned in the block model are based on core measurements obtained from the Menzies material types (although no details are provided on the number of samples) and the values applied are appropriate.

Overall, the estimation of the Menzies Project Mineral Resource is conducted with industry standard techniques and is appropriate for the level of confidence at the deposit. Utilising Ordinary Kriging interpolation is recommended, however Ashmore notes that the use of top cuts and ID^3 interpolation should limit high grade smearing in the estimate.

4.4.5.3. Mineral Resource Classification and Reporting

Mineral Resources were classified on the basis of confidence in the geological and grade continuity based on the drilling density, geological model, interpolation pass and the distance to sample selections. Indicated Mineral Resource was classified in areas of 20m by 10m drill spacing. Inferred Mineral Resource was classified were the spacing was greater than 20m by 10m. The oxide/supergene zone extends from surface to a maximum depth of approximately 30m. Overall the high drill density and number of holes defining a reasonably consistent ore zones, rather than ore type, is the main factor influencing the resource category.

The reporting criteria for the Mineral Resource assumes an open cut mining method.

The cut-off grade of 1.0g/t Au for the stated Mineral Resource estimate is determined from economic parameters and reflects the anticipated mining practice. The model is considered valid for reporting and open pit mine planning at a range of lower cut-off grades up to a lower cut-off grade of 1.0 g/t Au.

Ashmore Comment

Mineral Resource classification has been assigned based on a qualitative method and has been conducted to standard industry practice.

If the Menzies ore can be processed at reasonable (>90% Au recoveries), the global cut-off grade of 1.0g/t Au is appropriate for the deposit style and anticipated mining method.

Ashmore notes that the reported numbers for the Mineral Resource require further rounding to demonstrate the uncertainty of the estimate.

4.4.5.4. JORC Table 1 Appropriateness – Ashmore Comment

Overall the data presented in the JORC Table 1 is adequate. Some additional information that should be added includes:

- Further information on QA/QC practices and results;
- Further information on number and location of bulk density measurements;
- Further information on metallurgical testing and anticipated recoveries by material types; and
- Further information on justification of reporting cut-off grades.

4.4.6. Ore Reserves

There are no Ore Reserves within the Menzies or Goongarrie project tenements.

4.5. Richmond Vanadium Joint Venture Project

4.5.1. Location and Access

The project is located to the in northern Queensland near the towns of Richmond and Julia Creek. There is excellent infrastructure close to the project including a rail line that connects the port of Townsville and the base metal mines of near Mt Isa in western Queensland. There is also the main highway located approximately 20km to the south of the tenements.

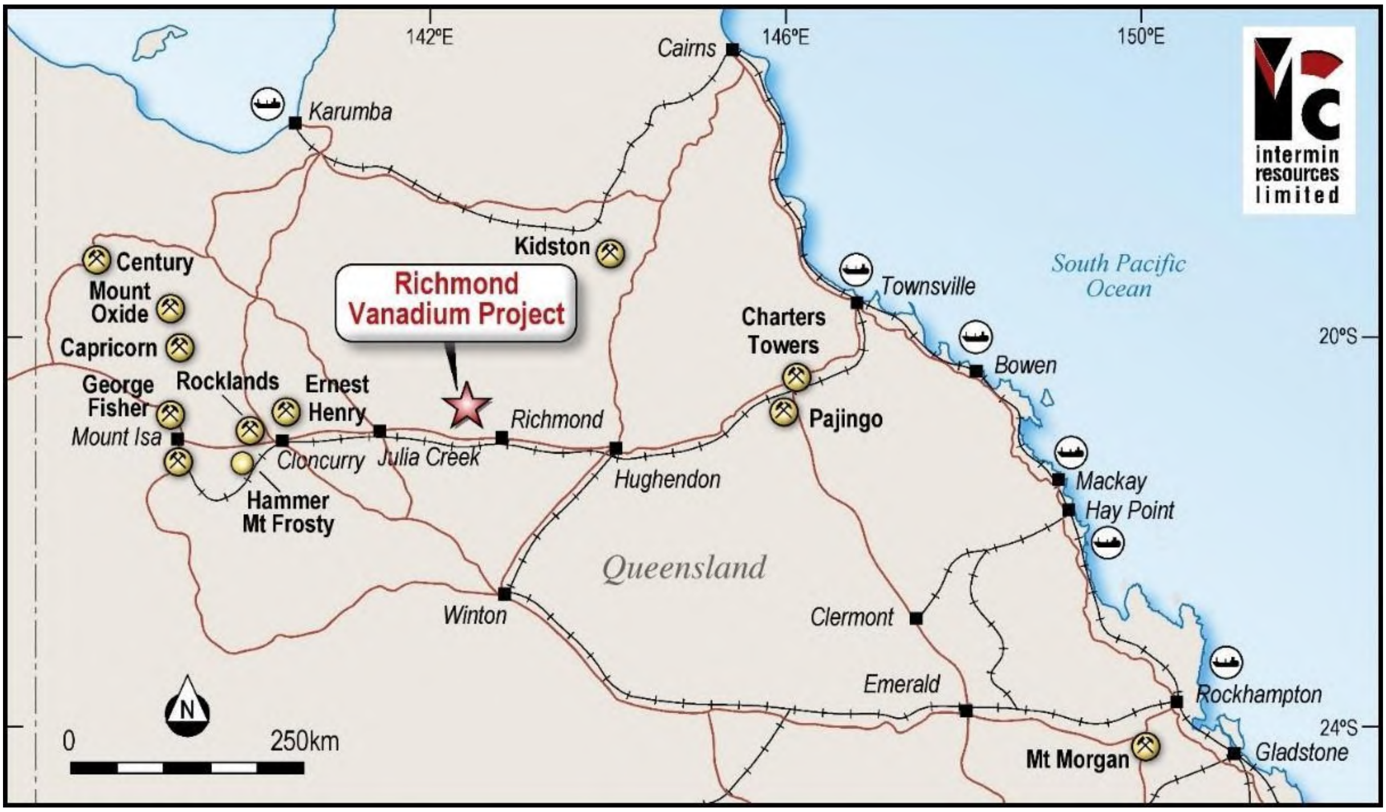


Figure 32 Richmond Vanadium Joint Venture Project - Location

4.5.2. Geology

The Richmond Project mineralisation is located within marine sediments of the Early Cretaceous Toolebuc Formation, a stratigraphic unit that occurs throughout the Eromanga Basin in central- northern Queensland.

The Eromanga Basin is a sub-basin of the Great Artesian Basin and consists of a number of thick sequences of non-marine and marine sedimentary units. The Toolebuc is part of the Rolling Downs Group of the Eromanga Basin that covers a wide but relatively shallow structural depression in eastern Australia, covering 1.5Mkm^2.

The basin was developed as a major downward on a basement of Proterozoic to Palaeozoic metamorphic and igneous rocks during the Jurassic to Cretaceous.

The Toolebuc Formation is a flat lying early Cretaceous (Albian ~ 100Ma) sediment that consists predominantly of black carbonaceous and bituminous shale and minor siltstone, with limestone lenses and coquinites (mixed limestone and clays). It is composed of two distinct units representing two different facies: an upper coarse limestone-rich-clay-oil shale unit (coquina) and a lower fine-grained carbonate-clay-oil shale unit.

The Toolebuc Formation outcrops only at the margins of the Eromanga and Carpentaria basins, except at Richmond where it is draped over an interpreted original basement high and has been structurally brought to the surface.

Where the unit outcrops it forms low, rubbly, subtle topographic highs which have been the source of road building materials in many areas.

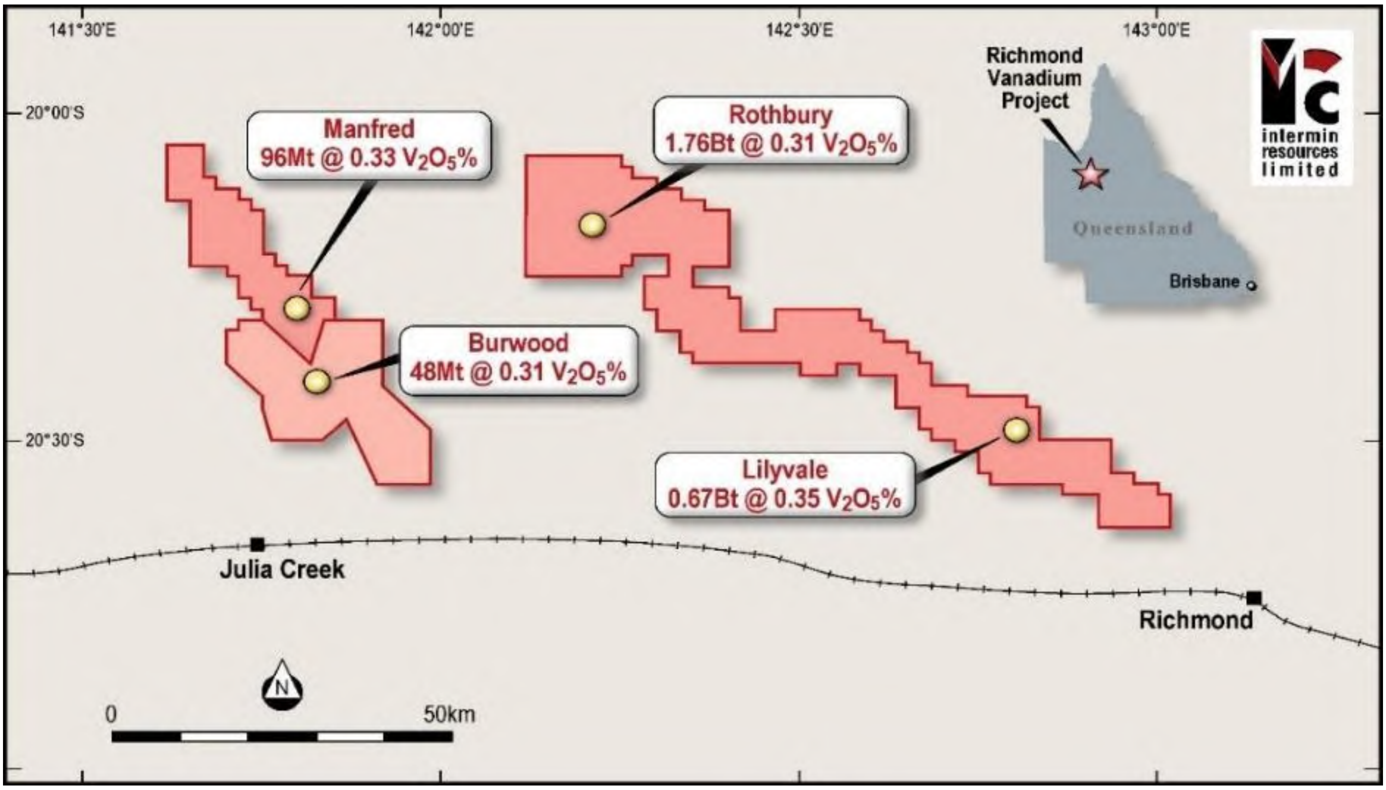
The limestone within the Toolebuc Formation has an abundant fossil assemblage which has been extensively studied. Two main faunal assemblages have been recognised, corresponding to the upper coquina facies (shelly limestone and clay) and a lower fine-grained carbonate shale facies. The organic matter in the fresh shale is predominantly lamellar and referred to as 'lamosite' (lamellar oil shale). The organic compounds are described as Alginite B in order to distinguish them from the more generally recognised Alginite A, in which clear evidence of algal morphology can be observed. Alginite B comprises elongate anastomosing films derived from benthonic algae that are attributable to the Cyanophyceae genera of blue-green algae.

High magnification scanning electron microscopy reveals the oil shale contains abundant micro fossils, dominated by small planktonic foraminifera and coccoliths (algal plates) believed to be derived from Cyanophta / blue- green algae. Average grain size of the lower oil shale calcareous nanofossils and clays are less than 5-7µm.

The blue-green algae are interpreted to have formed extensive algal mats on the sea floor. The preservation of dead algal matter can be related to an oxidising-reducing boundary probably situated immediately below the base of the living algal mat layer and keeping pace with its upward growth. The clays and kerogen are derived from planktonic algae and blue- green benthonic algae with the calcite representing the inorganic component of the organisms.

The episode of clear water calcareous sedimentation represented by the Toolebuc Formation ended when muddy conditions returned, preventing further growth of the benthonic fauna and leading to widespread deposition of the argillaceous sediments of the Allaru Mudstone.

The Richmond Project includes the Lilyvale, Rothsbury, Manfred and Burwood Vanadium Mineral Resources. The Lilyvale prospect will be the focus of future work by IRC and the mineralisation for this prospect is similar to the others at the Project. The Lilyvale deposit is 10-12m thick, up to 5km wide and over 6km long and is open in all directions.



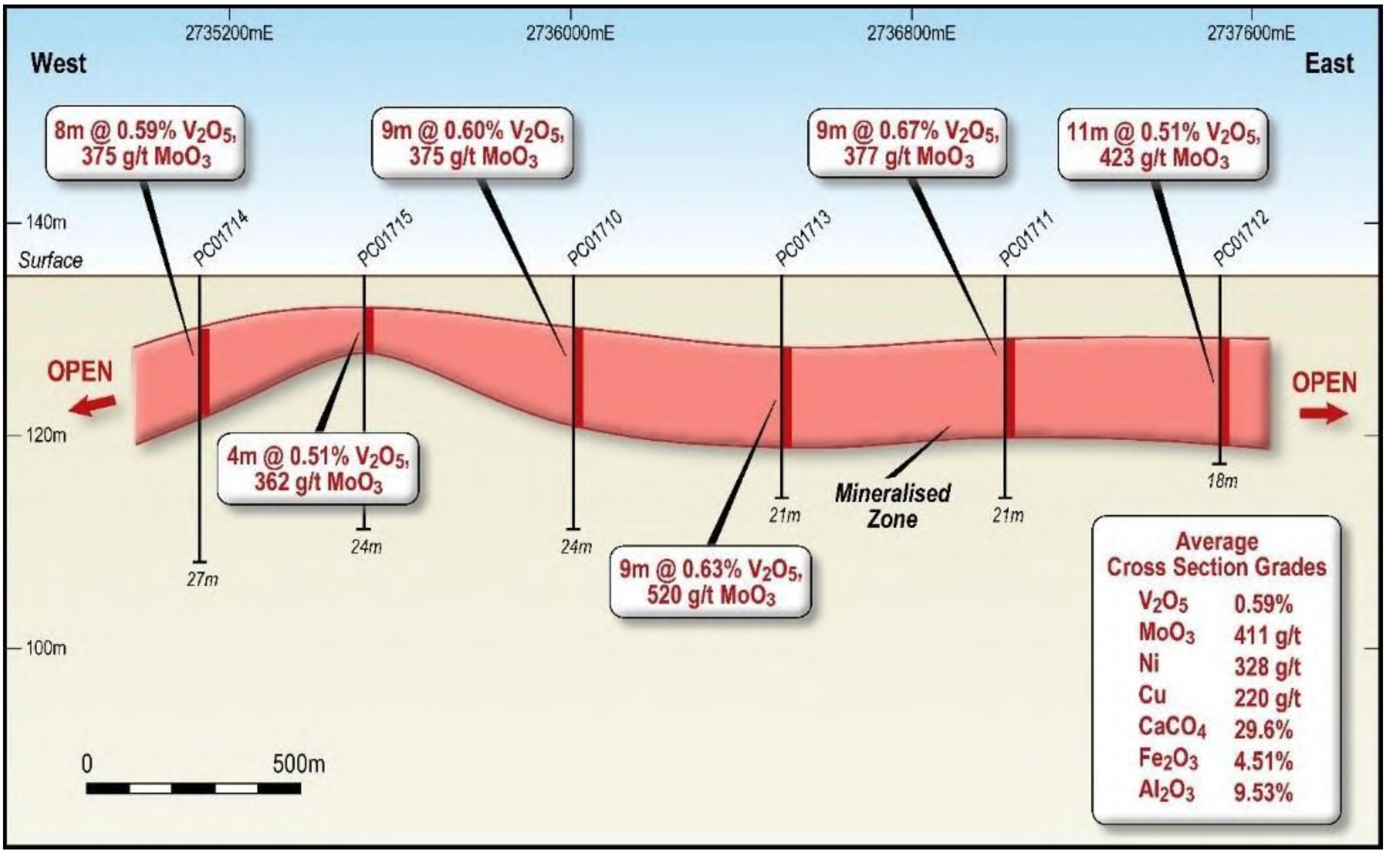
From IRC ASX release 26 November 2018

Figure 33 Richmond Vanadium Joint Venture resource areas and tenement outline.

The mineralisation commences 5m from the surface and, as with all the prospects, occurs in two different facies:

1. Oxidised coarse limestone rich clay unit from surface to 15m depth where the oil has been leached out and enrichment of vanadium and other metals has occurred. Previous test work has shown that over 90% of the contained metal lies in the -38µm size fraction.

2. Fresh fine grained carbonate – clay – oil shale unit containing vanadium, molybdenum, nickel, copper and significant oil content of 65-75 litres of oil per tonne of shale.



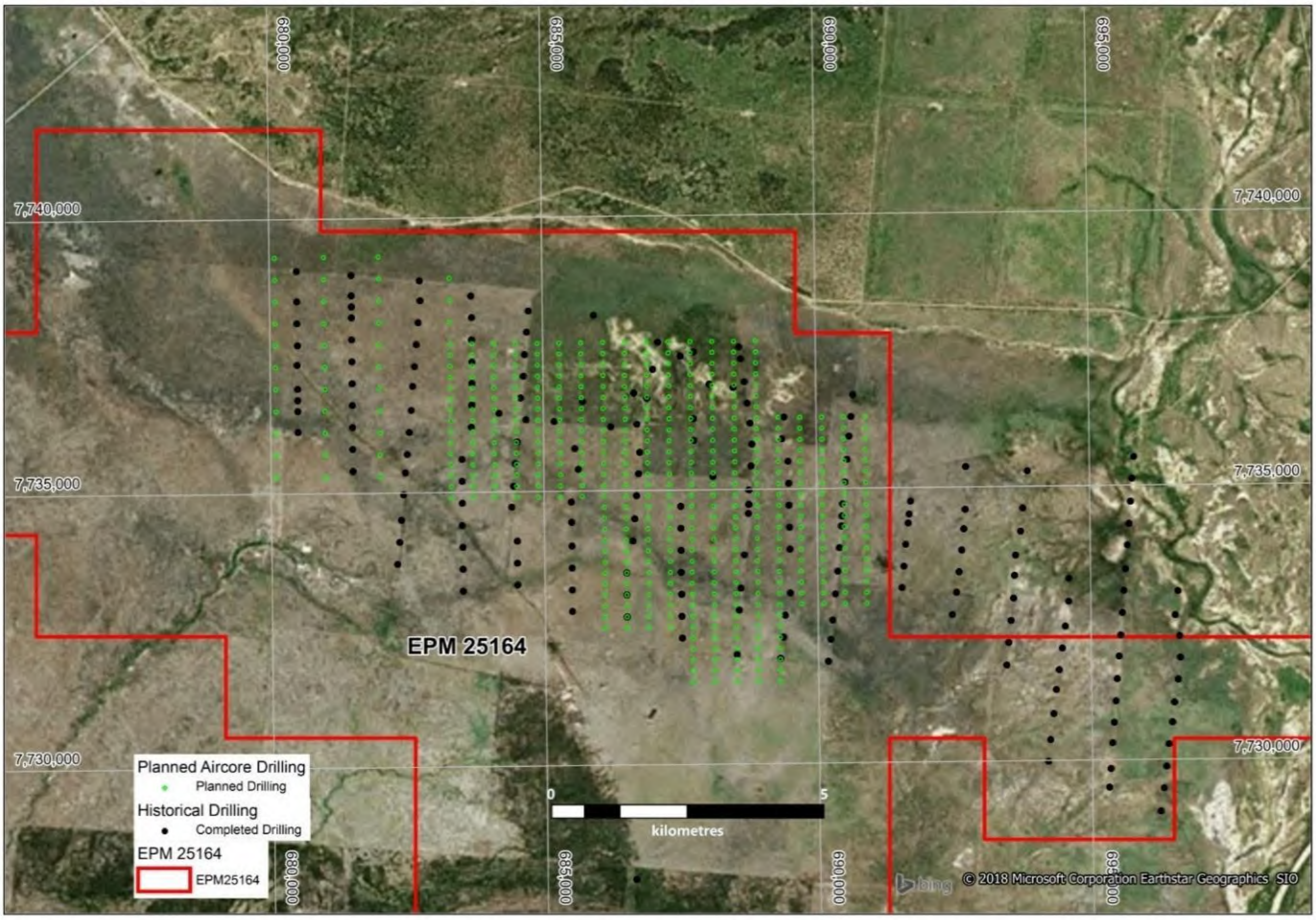
From IRC ASX release 26 November 2018

Figure 34 Richmond Vanadium JV cross section Lilyvale prospect

4.5.3. Recent Exploration

Recent exploration activities by the AXF - Intermin joint venture has been directed towards metallurgical testing to determine a suitable beneficiation technique to upgrade the vanadium mineralisation to between 1.5% and 2% V_2O_5. Initial testwork focused on pre-concentration steps to upgrade the ore using physical separation of the coarse fraction prior to downstream metal extraction processes. This ongoing metallurgical testing is being conducted in China with two leading vanadium research laboratories. The Initial testwork has confirmed the ability to upgrade the ore to 1.6% V_2O_5. Multiple tests utilising gravity, screening and flotation have resulted in concentrate grades averaging 1.6% V_2O_5 at an overall recovery of 73%, in line with the target grade of >1.5% and > 70% recovery.

In conjunction with the metallurgical testing the JV is undertaking a significant infill drilling program to improve the confidence in the Mineral Resource Estimate.



From IRC ASX release 26 November 2018

Figure 35 Lilyvale Prospect Planned Infill drilling

4.5.4. Richmond Vanadium Project Mineral Resource Estimate

(Source: IRC, Mar 2018)

The location of the four separate mineral resource estimates is shown in Figure 33 above

4.5.4.1. Informing Data and QA/QC

Drilling and Sampling

All the holes within the resource model are vertical AC, RC and DD holes, drilled to a nominal 20m depth, with hole depths ranging between 3m and 305m. RAB holes exist in the database but are not present within the resource area. RC drilling used a 4.75 inch face sampling hammer bit. Diamond drilling was NQ-HQ and PQ bit sizes. AC drilling used an 89mm blade bit.

The drilled metres are as follows:

- AC: 525 Holes for 70,809m
- RC: 305 holes for 41,112m
- DD: 23 holes for 3,062m
- RAB: 822 holes for 106,474m
- Unknown: 488 holes for 66,043m. These holes appear to match mostly the prefixes used in the AC drilling.

Samples were collected at the drill site using a stuffing box, then cone splitter into a calico bag with the larger reject sample being collected in a bucket and being placed on the ground. The samples presented for assaying can therefore be considered as being representative and uncontaminated.

Analysis

All of the samples used in the resource model were assayed at ALS Chemex:

- Sample preparation: pulverise entire sample
- Sample Digest: 4 acid digest
- Analytical procedure: ICP-AES
- Samples Analysed for: Ag. Al, Ca, Cu, Fe, Mn, Mo, S, Ti, V, Zn, U, Ni.

QA/QC

No details regarding field insertion of standards, blanks or collection of duplicates was provided.

Laboratory QA/QC involves the use of internal laboratory standards using certified reference material, blanks, splits and replicates as part of the in-house procedures. QC results (blanks, duplicates, standards) were in line with commercial procedures, reproducibility and accuracy.

Bulk Density Measurements

Dry bulk density has been assumed. The basis for this was previous studies using 1.8t/m^3. This was believed to have been taken from some historic diamond core specific gravity measurements. The measurement method is not clear.

Metallurgical Test work

Initial development work will focus on the upper mineralised zone at Lilyvale as it:

- Is the highest grade based on the drilling to date with the mineralisation 4-5m from surface;
- Can be mined simply by free dig open cut mining at very low strip ratios;
- Is amenable to low cost removal of the coarse fraction via scrubbing, trommelling, screening, cycloning and potentially flotation to produce a high grade intermediate feedstock ~1% V_2O_5. Metallurgical test work is underway at two research Laboratories in China to further assess the potential upgrade ratios;
- Has been subject to extensive downstream processing test work for metal extraction. Further metallurgical test work is planned on completion of the pre-treatment work to determine the optimal processing pathway in terms of metal recoveries, capital and operating costs and product specification; and
- Is close to road and rail infrastructure.

Subject to satisfactory concentration and extraction techniques being developed, IRC suggest that the vanadium mineralisation could be mined by open cut methods. The mineralisation is often less than 10m from the surface, tabular and thick. Significant volumes of test work have been conducted on the Julia Creek and Richmond oil shales. Richmond hosts both vanadium-molybdenum and oil shale but the oil shale values at Julia Creek (Burwood, MDL522) are significantly higher than those at Richmond. Richmond is primarily a vanadium-molybdenum project and provides the initial focus for the ongoing development work.

Beneficiation and extraction of vanadium and molybdenum from the Richmond Project varies with the composition of the ore. Test work to evaluate the vanadium/molybdenum (V/Mo) deportment conducted on air core samples from various deposit horizons included:

- Beneficiation by screening;
- Beneficiation by flotation;
- Acid leaching and solvent extraction; and
- High temperature chlorination.

Ashmore Comment

The drilling, sampling and sample preparation procedures are appropriate for the mineralisation style and thickness. No details were provided for the QA/QC program conducted in the field. The ASX release and JORC Table mention the laboratory QA/QC procedures but it is not clear whether any field standards or blanks were inserted, or if field duplicates were obtained. The lack of field QA/QC samples is a risk to the data quality, which is partially offset by the laboratory QA/QC program. Ashmore recommends the insertion of field duplicates and blanks at a rate of 1 in 50 respectively and the collection of field duplicates at the RC drill rig at a rate of 1 in 20 for future drilling.

No details on the number of bulk density measurements are provided, however the values applied in the block model are appropriate for the mineralisation style and geological terrain. Ashmore notes that additional diamond drilling should be conducted in order to obtain further bulk density and metallurgical samples. The application of an assumed value is appropriate for an Inferred Mineral Resource.

Preliminary test work has been conducted and demonstrates that vanadium and molybdenum can be extracted, however further work is required to improve the process. Test work conducted to date is sufficient for an Inferred Mineral Resource. To satisfy requirements in Clause 49 of the JORC Code, further details for likely product specifications will be required when classifying an Indicated Mineral Resource.

4.5.4.2. Estimation

A nominal 0.1% V_2O_5 cut-off was used to interpret and delineate the mineralisation wireframes, with some zones of internal dilution included to maintain continuity of the wireframes. Drill hole composite sample data was flagged using validated 3D mineralisation domain wireframes and geological surfaces. Sample data utilised for modelling was composited to a 1m down-hole length and included V, Mo and Ni values. Interpretations were created in cross-sections to correlate with the drilling sections which varied for each resource area and within each area:

- Lilyvale: 1,000m line spacing from 680,500mE to 697,000mE for 6,500m and 3,000 to 5,500m wide, orientated in an east west orientation;
- Manfred-Burwood: 2,000m to 5,000m spacings bearing 325° for 18,600m and 2,100-11,000m wide; and
- Rothbury: a few sections of 6,000-10,000m plus remnant drilling in the far south-east corner.

Although section spacing is extremely wide the continuity of assay data, interpretation widths and geological recognition identifies the lodes with relative precision.

Composited V, Mo and Ni grades were estimated using Ordinary Kriging interpolation runs for each respective mineralisation zone and domain. A comparison was made with an Inverse Distance Squared interpolation with good correlation. A number of individual search ellipsoids were used for the different wireframes, depending on the azimuth and dip of the individual wireframe zones and used to interpolate each block.

The interpreted sections were wireframed to create a solid used in extracting composite data and creating the block models. Surpac macros were created to determine optimum block size, search distance and maximum samples within the upper and lower areas of Domain 3. The process involves selecting a point between drill sections within the ore boundaries, creating a single block, and graphically representing the Kriging efficiency and conditional bias slope. The maximum position where the slopes are closest to one and each other. Optimum results are listed below in Table 13.

Table 13 Richmond Search Parameters Summary

Prospect	Block Size (m)	Samples	Search Radius (m)			
			Pass 1	Pass 2	Pass 3	Pass 4
Lilyvale	100	10 to 30	900	1,800	3,000	
Manfred - Burwood	50	10 to 30	1,000	2,500	5,000	
Rothbury	100	10 to 30	3,650	5,000	10,000	20,000

Bulk density values assigned in the block model were $1.8t/m^3$ (oxidised shale).

Ashmore Comment

The interpretation and wireframing methodology are suitable for the mineralisation style and geometry. No top cuts would be necessary for the low CV's expected from this mineralisation style. The drill spacing is wide, however is adequate for classification of Inferred Mineral Resource for this style of mineralisation.

The block sizes adopted for the estimates are appropriate. Search neighbourhood parameters are appropriate for the mineralisation style and geometry.

The bulk density assigned in the block model seems appropriate, however Ashmore recommends additional measurements obtained from diamond core to confirm this value.

Overall, the estimation of the Richmond Project Mineral Resource is conducted with industry standard techniques and is appropriate for the level of confidence at the deposit.

4.5.4.3. Mineral Resource Classification and Reporting

Mineral Resources were classified on the basis of confidence in the geological and grade continuity based on the drilling density, geological model, interpolation pass and the distance to sample selections. These inputs were used to derive relative confidence levels with a range of other modifying factor considerations as identified by the Competent Person including the geological understanding of the coquina mineralisation, zone geometries and the material types present. This was then used to guide resource reporting according to the guidelines for the JORC Code (2012 Edition). The Richmond Mineral Resource is classified as Inferred.

The model is considered valid for reporting and potential open pit mine planning. The quoted Mineral Resource of 2.579 Mt at 0.32% V_2O_5 uses 0.29% V_2O_5 as a cut-off grade. This cut-off grade was chosen as it represented a fair balance between tonnes and grade and to account for the shallow oxide nature of the material.

Ashmore Comment

The Mineral Resource classification of Inferred is appropriate for the Project.

Further economic justification of the reporting cut-off grade should be presented to prove reasonable prospects for eventual economic extraction, however Ashmore notes the favourable aspects of the mineralisation such as: large tonnages, proximity to surface, soft material types, regular geometry and proximity to existing infrastructure.

4.5.4.4. JORC Table 1 Appropriateness – Ashmore Comment

Overall the data presented in the JORC Table 1 is adequate. Some additional information that should be added includes:

- Further information on QA/QC practices and results;
- Further information on number and location of bulk density measurements; and
- Further information (economic) on justification of reporting cut-off grades.

4.5.5. Ore Reserves

There are no Ore Reserves within the Richmond Joint Venture however as a part of the Joint Venture earn-in AXF must complete a feasibility study and expend $5 million to earn 75% or the project by March 2021.

4.6. Nanadie Well Project

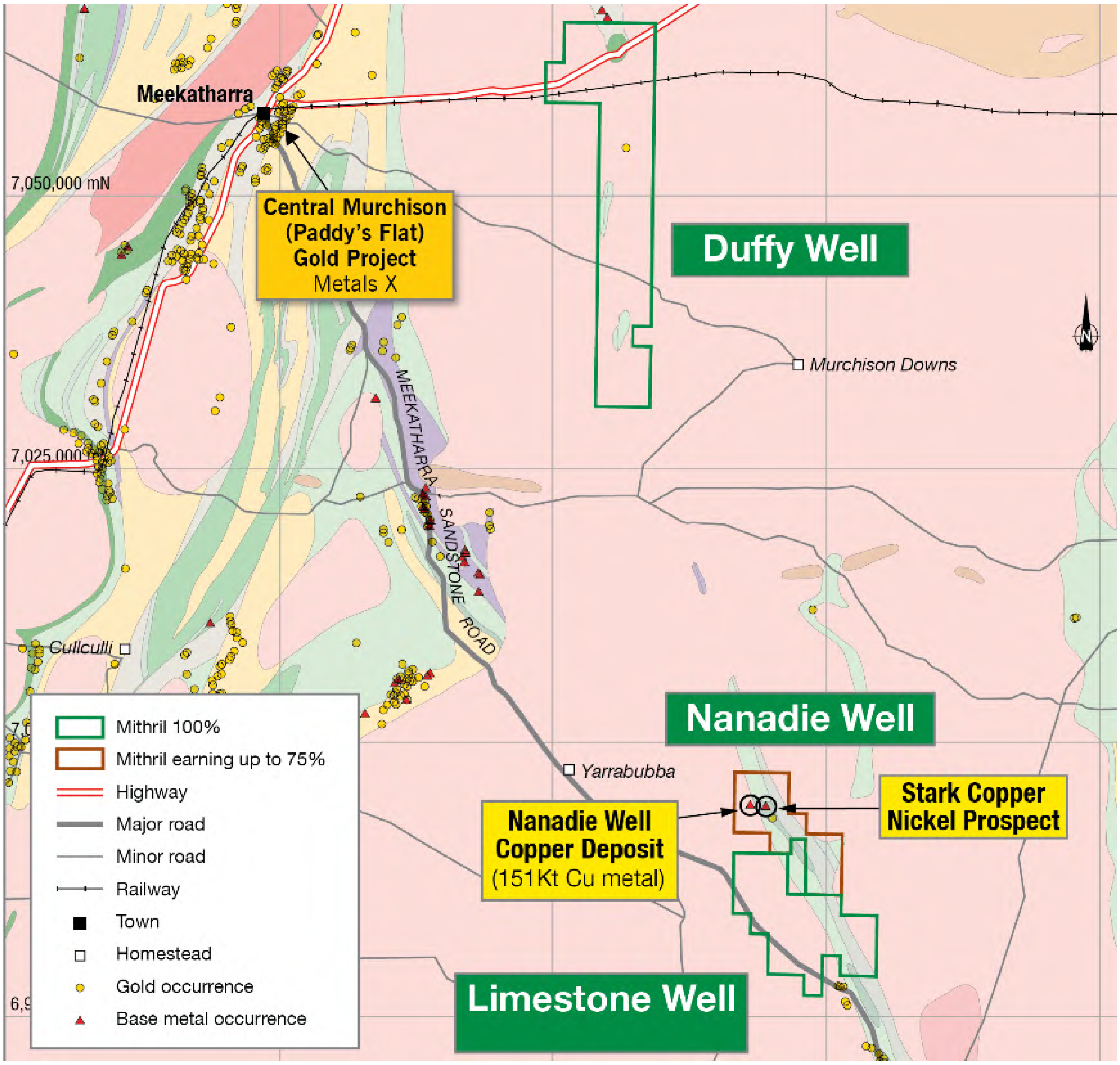
4.6.1. Location and Access

The Nanadie Well Joint Venture consists on a single exploration licence located approximately 100km to the south east of Meekatharra in the Murchison district of Western Australia.

4.6.2. Geology and Exploration History

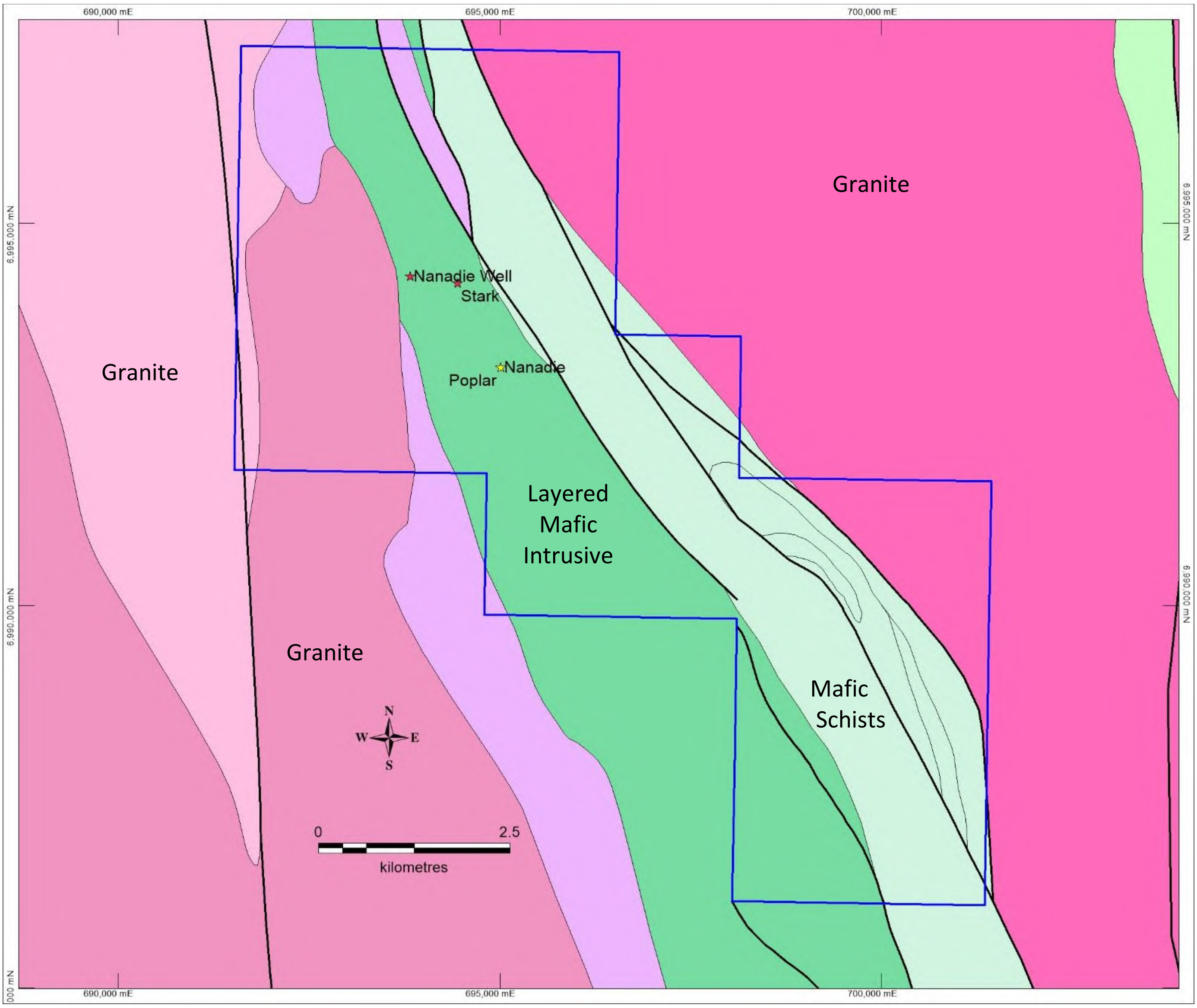
The Project covers part of a northwest trending belt of Archean mafic and metasedimentary units with demonstrated prospectivity for both magmatic copper–nickel–PGE mineralisation and lode gold mineralisation. The project hosts the Nanadie Well copper deposit where a 2004 JORC Code Compliant Inferred Resource of 36.07Mt @ 0.42% copper (151,506 tonnes copper) was estimated by Intermin in September 2013 (ASX 19 September 2013). Due to this resource not being upgraded to JORC 2012 DRM has not valued it in this report.

During 2017 Mithril completed eight RC holes for 498m at the newly identified Kombi gold prospect where Mithril is targeting high grade gold beneath the historic Gloria June workings (reported production to 10m depth of 1,094t @ 10.8g/t Au) and adjacent soil anomaly. Anomalous gold including 4m @ 0.95g/t gold from 28 metres, 4m @ 0.29g/t gold from 52 metres and 4m @ 0.17g/t gold from 20 metres were returned. The holes were designed to follow up the results from six earlier RC holes (504m) which returned two high grade downhole intercepts including 4m @ 12.76g/t Au from 20m and 1m @ 5.44g/t Au from 20m. The intercepts occur within a zone of largely unweathered quartz - biotite - chlorite alteration (+/- disseminated and stringer pyrite - chalcopyrite mineralisation) that is present within a sheared sequence of gabbro, amphibolite and meta-sediments. (ASX releases 13 October, 6 & 14 November & 11 December 2017)



From MTH ASX release 24 January 2019

Figure 36 Nanadie Well Project - Location



Geology from GSWA

Figure 37 Geology of the Nanadie Well Project

5. Valuation Methodology

The VALMIN code outlines various valuation approaches that are applicable for projects at various stages of the development pipeline. These include valuations based on market based transactions, income or costs as shown in Table 14 and provides a guide as to the most applicable valuation techniques for different assets.

Table 14 VALMIN Code 2015 valuation approaches suitable for mineral projects

Valuation Approach	Exploration Projects	Pre-development Projects	Development Projects	Production Projects
Market	Yes	Yes	Yes	Yes
Income	No	In some cases	Yes	Yes
Cost	Yes	In some cases	No	No

As no reserves have been declared for the projects that are valued as a part of this report DRM does not consider an income valuation methodology is appropriate for any of the assets being valued by DRM. There are Ore Reserves estimated for the Goongarrie Lady deposit with these being valued by BDO and independent of this report. BDO has requested that DRM undertake a review of the Ore Reserves associated with the Goongarrie Lady feasibility study and report as to the reasonableness of the assumptions that underpin the Ore Reserve estimates and the financial model. Therefore, the preferred valuations for the MacPhersons and Intermin projects are based on market transactions with support from a replacement cost valuation method.

The valuation approach for the remaining assets is a Market based approach with the details of the methodology detailed in Section 5.3 below.

5.1. Previous Valuations

DRM has enquired to both Intermin and MacPhersons regarding any previous valuations that have been completed and are in the public domain. Both companies have confirmed that there are no recent valuations that are relevant to this valuation. DRM has also undertaken an extensive search to ensure there are no other valuations that have used the mineral assets of either MacPhersons or Intermin as a basis of that valuation.

There are no previous valuations that are relevant to this valuation.

5.2. Valuation Subject to Change

The valuation of any mineral project is subject to several critical inputs most of these change over time and this valuation is using information available as of 11 December 2018. This valuation is subject to change due to variations in the geological understanding, variable assumptions and mining conditions, climatic variability that may impact on the development assumptions, the ability and timing of available funding to advance the project, the current and future commodity prices, exchange rates, political, social, environmental aspects of a possible development, a multitude of input costs including but not limited to fuel and energy prices, steel prices, labour rates and supply and demand dynamics for critical aspects of the potential development like mining equipment. While DRM has undertaken a review of multiple aspects that could impact the valuation there are numerous factors that are beyond the control of DRM. This valuation assumes several forward-looking production and economic criteria which would be unreasonable for DRM to anticipate.
As at the date of the report (6 February 2019) in DRM's opinion there have been no significant changes in the underlying inputs or circumstances that would make a material impact on the outcomes or findings of this report.

5.3. General assumptions

Mineral Assets of both MacPhersons and Intermin are valued using appropriate methodologies as described Table 14 in the following sections. The valuation is based on a number of specific assumptions detailed above, including the following general assumptions;

- That all information provided to DRM and its associates is accurate and can be relied upon,
- The valuations only relate to the mineral assets of Intermin and MacPhersons and not Intermin Resources Limited or MacPhersons Resources Limited nor their shares or market value,
- That the mineral rights, tenement security and statutory obligations were fairly stated to DRM by both MacPhersons and Intermin and that the mineral licences will remain active,
- That all other regulatory approvals for exploration and mining are either active or will be obtained in the required and expected timeframe
- That the owners of the mineral assets can obtain the required funding to advance the project as assumed,
- That the current mineral resource and / or mineral reserve estimates and any modifying factors assumed in their estimation remain reasonable and valid,
- The gold price assumed (where it is used in the valuation) is as at 11 December 2018, being US$ 1,245.3 and the US$ - AUS$ exchange rate of 0.72044 has been used.
- All currency in this report are Australian Dollars, unless otherwise noted, if a particular value is in United States Dollars, it is prefixed with US$.

5.4. Market Based Valuations

As most the projects being valued in this report are gold projects it is important to note the current status of the gold market prior to completing the valuation.

5.4.1. Gold Market

The gold price is fundamentally different to many of the other commodities as the gold price is frequently seen as a pseudo currency and is considered by many as a safe haven investment option, especially in the current monetary policies of many of the major countries reserve banks. Figure 38 shows the gold price (in both US dollars and Australian dollars) over the last five years. Due to the significant variations in the price over such a short period it is considered critical to ensure that any transactions that are used in a market or transactional based valuation are normalised to the current gold price. This allows a more accurate representation of the value of the mineral asset under the current market environment.

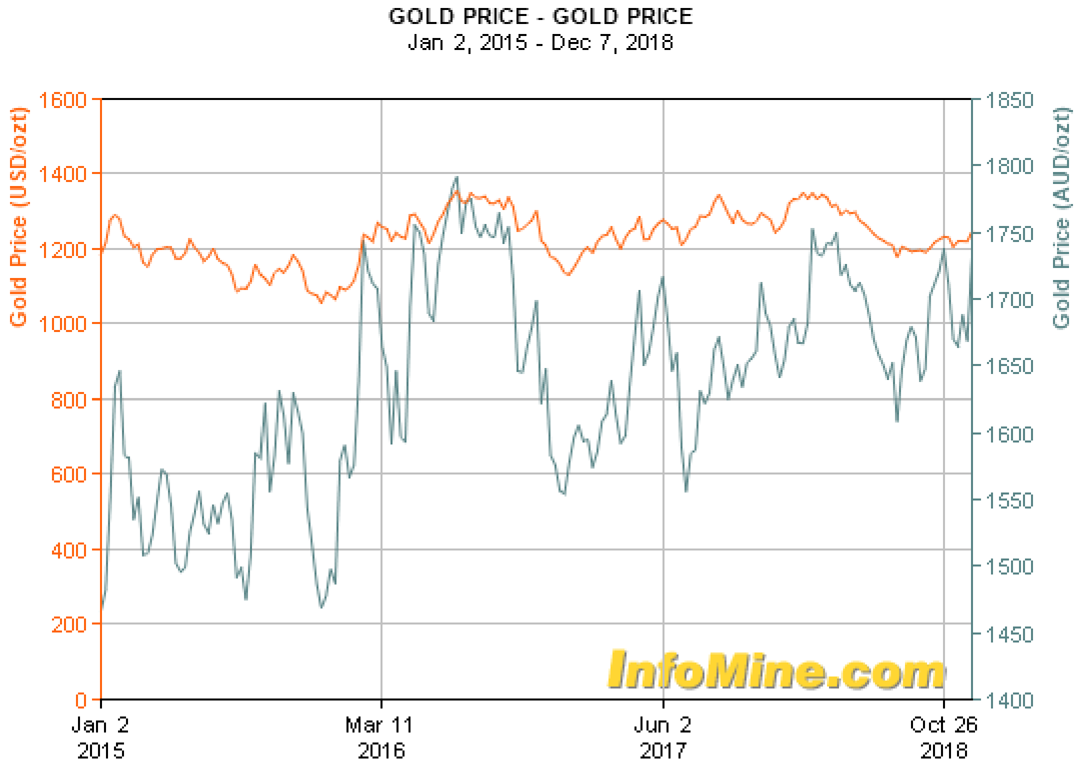


Figure 38 Five-year US$ and AUS$ Gold Price graph (source www.infomine.com)

5.4.2. Valuation of Advanced Projects

There are several valuation methods that are suitable for advanced projects these include;

- Financial modelling including DCF valuations (limited to projects with published Reserves),
- Comparable Market Based transactions including Resource and Reserve Multiples
- Joint Venture Transactions
- Yardstick valuations

5.4.2.1. Comparable Market Based Transactions

A comparable Transactional valuation is a simple and easily understood valuation method which is broadly based on the real estate approach to valuation. It can be applied to a transaction based on the contained metal (for projects with Mineral Resource Estimated reported) or on an area basis for non-resource projects. Advantages of this type of valuation method include that it is easily understood and applied, especially where the resources or tenement area is comparable and the resources are reported according to an industry standard (like the JORC Code or NI43-101) but it is not as robust for projects where the resources are either historic in nature, reported according to a more relaxed standard or are using a cut-off grade that reflects a commodity price that is not justified by the current market fundamentals. If the projects being valued are in the same or a comparable jurisdiction, then it removes the requirement for a geopolitical adjustment. Finally, if the transaction being used is recent then it should reflect the current market conditions. Difficulties arise when there are a limited number of transactions, where the projects have subtle but identifiable differences that impact the economic viability of one of the projects, for example the requirement for a very fine grind required to liberate gold from a sulphide rich ore or where the ore is refractory in nature and requires a non-standard processing method.

The information for the comparable transactions has been derived from various sources including the ASX releases associated with these transactions, a database compiled by DRM for exploration stage projects (with resources estimated) and development ready projects and a monthly publication by PCF Capital termed the Resource Thermometer.
This valuation method is the primary valuation method for exploration or advanced (pre-development) projects where Resources or Reserves have been estimated but no DCF or financial models have been completed.

The preference is to limit the transactions and Resource / Reserve multiples to completed transactions from the past two to three years. Additionally, no transactions have been considered that occurred prior to 2010 due to the changes in the global economy since to 2010.

The validity of these Resource and Reserve multiples used by DRM has been checked by reviewing the December 2018 PCF Capital Resource Thermometer (valid up to the end of November 2018). This report details, amongst other information, the Resource and Reserve multiples for projects at an exploration, development, mining, and care and maintenance stage for gold, copper, iron ore and nickel. PCF Capital does not provide any warranty of the accuracy of these resource and reserve multiples. As the Resource Thermometer, published by PCF Capital is a lagging average, several of the recent transactions have not yet increased the average resource multiple for the past year.

Importantly there have been several transactions completed since mid-2017 which have been at much higher resource multiples than previous transactions. Some of these are at elevated resource multiples due to overall synergies between the company purchasing the assets while others are elevated due to the projects either being on care and maintenance or due to the existing infrastructure that is included in the transaction. This increased resource multiple reflects the general improved sentiment toward the advanced exploration projects and companies appear more likely to try and secure a project that not only has a clear pathway to production but also significant exploration potential. This has resulted in a significantly improved resource multiples for transactions since October 2017 to mid-2018.

The comparable transactions have been compiled for advanced projects where Resources have been estimated. Appendix A details the Resource Multiples for Australian transactions that are considered comparable to the gold projects of Intermin and MacPhersons.

5.4.2.2. Yardstick Valuation

A yardstick valuation was undertaken as a check of the comparable transactions. This yardstick valuation is based on a rule of thumb as supported by a large database of transactions where resources and reserves at various degrees of confidence are multiplied by a percentage of the spot price. The database is an in-house compilation of historical publicly announced transactions (dominantly from ASX releases) from 2010 to 2018 with various resources classifications. The yardstick valuation factors used in this report are in line with other yardstick valuation factors commonly used in other VALMIN reports such as Naidoo et.al. (2016).

Table 15 details the yardstick multiples used for gold resources. Typically, base metal and other commodities which are sold as concentrates use significantly lower yardstick multiples to reflect the proportion of the value of the metal in concentrate that is paid to the producer. Gold is typically sold directly to a refinery or mint as gold Dore (an alloy of gold and silver) and a very high proportion of the metal value is paid to the producer, often >97% while concentrates result in a much lower proportion of the metal value being paid to a producer (often as low as 50-60% of the metal value).

The spot gold price as of 11 December 2018 of US$1,245.3/oz. and an exchange rate of 0.72044 was used to determine the yardstick valuation.

DRM notes that the gold price and exchange rates have been quite volatile since the transaction was announced.

Table 15 Yardstick Multiples used for Gold Projects

Resource or Reserve Classification	Lower Yardstick Multiple	Upper Yardstick Multiple
	(% of Spot price)	(% of Spot price)
Ore Reserves	5%	10%
Measured Resources (less Proved Reserves)	2%	5%
Indicated Resources (less Probable Reserves)	1%	2%
Inferred Resources	0.5%	1%

5.4.3. Exploration Asset Valuation

To generate an overall value of the entire project it is important to value all the separate parts of the mineral assets under consideration. In the case of the advanced projects (with reserves or resources) the most significant value drivers for the overall project are the Resources or Reserves for earlier stage projects a significant contributor to the projects value is the exploration potential. There are several ways to determine the potential of pre-resource projects, these being;

- A Geoscientific (Kilburn) Valuation
- Comparable transactions based on the projects' area
- Joint Venture Terms
- A prospectivity enhancement multiplier (PEM)

The methodology to determine the Comparable transactions based on a projects area is undertaken using the same methodology as the described in the Comparable transactions' valuation for advanced projects section above other than the transactional value is applied to the project's area rather than the resources. The Joint Venture terms valuation is similar to the comparable transactions based on the project area other than a discount to the Joint Venture terms is applied to account for the time value of money (an appropriate discount rate is applied) and a discount to the earn-in expenditure to account for the chance that the Joint Venture earn-in expenditure is not completed in the agreed timeframe.

DRM considers the Geoscientific (Kilburn) Valuation method to be the most robust and therefore that is the primary valuation method used for early stage projects. The Geoscientific (Kilburn) Valuation method is checked using the other valuation methods with a preference toward Joint Venture terms and comparable transactions. It is the view of DRM that the least transparent and most variable valuation method is a PEM valuation.

5.4.3.1. Geoscientific (Kilburn) Valuation

One valuation technique that is widely used to determine the value of a project that is at an early exploration stage without any mineral resources or reserve estimates was developed and is described in an article published in the CIM bulletin by Kilburn (1990). This method is widely termed the geoscientific method where a series of factors within a project are assessed for their potential. While this technique is somewhat subjective and open to interpretation it is a method that when applied correctly and by a suitably experienced specialist enables an accurate estimate of the value of the project. There are five critical aspects that need to be considered when using a Kilburn or Geoscientific valuation, these are the base acquisition cost, which put simply is the cost to acquire and continue to retain the tenements being valued. The other aspects are the proximity to both adjacent to and along strike of a major deposit (Off Property Factors), the occurrence of a mineral system on the tenement (On Property Factors), the success of previous exploration within the tenement (Anomaly Factors) and the geological prospectivity of the geological terrain covered by the mineral claims or tenements (Geological Factors)

While this valuation method is robust and transparent it can generate a very wide range in valuations, especially when the ranking criteria are assigned to a large tenement. This method was initially developed in Canada where the mineral claims are generally small therefore reducing the potential errors associated with spreading both favourable and unfavourable ranking criteria to be spread over a large tenement. Therefore, DRM either values each tenement or breaks down a larger tenement into areas of higher and lower prospectivity.

Table 16 documents the ranking criteria while the inputs and assumptions that were used to derive the base acquisition cost (BAC) for each tenement are detailed in the valuation section of each of the projects.

Table 16 Ranking criteria are used to determine the geoscientific technical valuation

Rating	Off-property factor	On-property factor	Anomaly factor	Geological factor
0.1				Generally unfavourable geological setting
0.5			Extensive previous exploration with poor results	Poor geological setting
0.9			Poor results to date	Generally favourable geological setting, under cover
1.0	No known mineralisation in district	No known mineralisation within tenement	No targets defined	Generally favourable geological setting
1.5	Mineralisation identified	Mineralisation identified	Target identified, initial indications positive	
2.0	Resource targets identified	Exploration targets identified		Favourable geological setting
2.5			Significant intersections - not correlated on section	
3.0	Along strike or adjacent to known mineralisation	Mine or abundant workings with significant previous production		Mineralised zones exposed in prospective host rocks
3.5			Several significant ore grade intersections that can be correlated	
4.0	Along strike from a major mine(s)	Major mine with significant historical production		
5.0	Along strike from world class mine			

The technical valuation derived from the Kilburn ranking factors are frequently adjusted to reflect the geopolitical risks associated with the location of the project and also the current market conditions toward a specific commodity or geological terrain. These adjustments can either increase or decrease the technical value to derive the fair market valuation.

Using the ranking criteria from Table 16 along with the base acquisition costs tabulated in the Appendices an overall technical valuation was determined.

The technical valuation was discounted to derive a market valuation. A market factor was derived to account for the geopolitical risks of operating in Australia (both Queensland and Western Australia) and the status of the market to advance gold and earlier stage vanadium projects.

While Australia has lower geopolitical risks (governmental risks) there are higher risks of environmental compliance and approvals. Therefore a 5% discount was applied to the Technical Valuation to account for this increased risk.

In addition to the jurisdictional risks there are also market based factors that can dramatically change the market valuation. Therefore, an additional discount has been applied for to account for the current state of the commodity price and general market sentiment toward gold and vanadium projects. While the market for gold projects is currently quite robust that appears to be limited to well understood, technically simple and low risk advanced stage or development ready projects, exploration projects remain difficult to fund and advance toward a development decision. Additionally, the market factors can change depending on the local currency commodity prices. For example, in Australia the gold price, in Australian dollar terms is quite strong however it remains difficult to attract exploration funds to advance small gold projects, therefore, it is considered reasonable to apply a small discount the commodity price environment. For gold projects in Australia the gold price, in Australian dollars, is currently above the moving 5-year average and close to the highest gold price experienced in the past 5 years.

On that basis, the technical valuations are discounted by 5% for the geopolitical / environmental regulatory risks and the commodity price discount of 10% for gold and 10% for vanadium is also applied to the technical valuation.

5.4.3.2. Cost Based Valuation

As outlined in Table 14 (page 68) above and in the VALMIN code a cost based, or appraised value method is an appropriate valuation technique for an early stage exploration project. Under this method, the previous exploration expenditure is assessed as either improving or decreasing the potential of the project. The prospectivity enhancement multiplier (PEM) involves a factor which is directly related to the success of the exploration expenditure to advance the project. There are several alternate PEM factors that can be used depending on the specific project and commodity being evaluated. Onley, (1994) included several guidelines for the use and selection of appropriate PEM criteria. The PEM ranking criteria used in this ITA are outlined in Table 17 below. DRM considers the PEM valuation method as a secondary valuation method and no higher PEM ranges are used as once a resource has been estimated it is, in the opinion of the author, preferable to use resource multiples for comparable transactions once a resource has been estimated.

DRM has not undertaken a PEM valuation in this report as two alternate methods have been undertaken, which in the opinion of DRM are more reliable and generally more accurately reflect the fair market valuation of a project than a valuation derived by the PEM method.

Table 17 Prospectivity Enhancement Multiplier (PEM) ranking criteria

Range	Criteria
0.2 – 0.5	Exploration downgrade the potential
0.5 – 1	Exploration has maintained the potential
1.0 - 1.3	Exploration has slightly increased the potential
1.3 – 1.5	Exploration has considerably increased the potential
1.5 – 2.0	Limited Preliminary Drilling intersected interesting mineralised intersections
2.0 – 2.5	Detailed Drilling has defined targets with potential economic interest
2.5 – 3.0	A Mineral Resource has been estimated at an Inferred category

6. Valuation of the Intermin and MacPhersons Mineral Assets

6.1. Intermin Mineral Assets

The following projects have been valued as a part of this ITAR, the mineral assets of Intermin as detailed in section 4, including the;

- Combined Kalgoorlie projects,
- Menzies and Goongarrie projects,
- Nanadie JV and
- Richmond JV.

As there are resource estimates for the Intermin Kalgoorlie Gold and the Menzies projects the primary valuation has been determined using comparable transactions (resource multiplier). The full value of the projects has been derived using a sum of the parts being the resource being valued using the resource multiples with the exploration potential determined by a Kilburn valuation with the ranking criteria based on information outside the resource area. The area assigned to the Kilburn Valuation has been reduced to account for the area of the resource within each of the tenements.

The Richmond Vanadium Joint Venture has been valued using an area based comparable transaction multiple along with resource multiples for from the earn-in equity of the current Richmond JV. There are a lack of comparable projects and transactions therefore in DRM’s opinion using a combination of the Richmond Joint Venture earn-in and the area based transaction for another Australian Vanadium project provides a reasonable estimate as to the project value. Significantly the Richmond JV is likely to produce a unique vanadium and molybdenum product and is therefore not comparable to any of the traditional vanadium / titanium concentrates that would are the focus of most of the other vanadium projects.

The preferred valuation technique for the remaining exploration assets is a geoscientific or Kilburn valuation.

Secondary valuation methods have also been undertaken as a check to the primary or preferred valuation methods.

6.1.1. Combined Intermin Kalgoorlie Gold Projects

The valuation of the combined Intermin Kalgoorlie Gold Projects undertaken by DRM was undertaken as a sum of the individual parts basis with several valuations undertaken for the Resources with additional value derived from the exploration upside around the currently defined mineralisation. The resources have been valued as an exploration project as the resources and development studies are not advanced to the stage that an ore reserve could be estimated. The valuation techniques include a resource multiple based on comparable transactions with secondary valuation methods including a Geoscientific or Kilburn valuation and a yardstick valuation method. The exploration upside has been valued using a Kilburn or geoscientific technique. The details of these valuations are below and are based on the information and tenements as detailed in section 3 and Appendix B.

The combined Intermin Kalgoorlie Gold Projects consist of 104 granted tenements (84 Prospecting Licences, 11 Exploration Licences and 8 Mining Leases). In addition to these 104 granted tenements there are a total of 51 tenement applications (45 Prospecting Licences, 5 Exploration Licences and 1 Mining Lease) these applications are progressing through the standard grant process and in DRM's opinion there are no impediments to these tenements being granted. There are no competing applications for any of these tenements. The mining lease application is replacing a currently granted exploration licence.

Mineral Resource Estimates have been undertaken on four separate prospects or deposits within the Combined Intermin Kalgoorlie Gold Projects, being the Teal, Jacques Find, Peyes Farm and Anthill deposits.

6.1.1.1. Comparable Transactions – Resource Multiples

As detailed in Appendix C, DRM has reviewed a series of transactions that are considered broadly comparable to the Intermin Kalgoorlie Gold Projects.

From the analysis of the completed transactions from the Western Australia between the middle of 2010 and late 2017 DRM has determined that the resource multiples for broadly comparable projects range from US$1.17 to US$36.24/oz of contained gold. As mentioned above the resource multiples have increased significantly since 2015 when Metals X acquired both the Mt Henry and Comet gold projects at a resource multiple of $8.48 and $8.49/oz respectively while several transactions announced (and completed) in late 2017 and 2018 were at resource multiples of between $21.26 (Musgrave acquisition of 20% of the Cue project in July 2017) and $34.09/oz (Westgold acquisition of the Polar Bear project in February 2018).

DRM considers that, Intermin Kalgoorlie Gold Projects (section 6.2 below), a reasonable resource multiple for the global resource is between $8.5/oz and $34/oz with a preferred valuation of $18.6/oz.

The resource multiples detailed above and supported by the information in Appendix C have been used along with the Resources for the Intermin Kalgoorlie Gold Project from section 4.2.5 to derive the value of the resources shown in Table 18.

Table 18 Comparable transaction valuation summary for the Intermin Kalgoorlie Gold Project.

Total Intermin Kalgoorlie Gold Project Resources			
	Lower	**Preferred**	**Upper**
Resource (Moz).	0.472	0.472	0.472
Resource Multiple (AUS$/oz)	$8.50	$18.36	$34.10
Resource Valuation (AUS$ million)	$4.0	$8.7	$16.1

Note appropriate rounding has been applied to the Resource estimate and the valuation.

The Global Resource is approximately 0.472Moz which includes the Teal, Jacques Find, Peynes Farm, Anthill and Crake Mineral Resources Estimates.

As noted in the resource section above there are portions of the Teal deposit that are metallurgically refractory which would result is a low metallurgical recovery from a standard gold processing circuit. The other resources are dominated by oxide resources or resources that are amenable to conventional gold processing.

Therefore, DRM considers the Resources within the combined Intermin Kalgoorlie Gold Projects to be valued, based on comparable transactions, at between **$4.0 million** and **$16.1 million** with a preferred valuation of **$8.7 million.** In addition to this value the exploration potential needs to be included. The exploration potential has been derived via a Geoscientific (Kilburn) valuation method below.

6.1.1.2. Yardstick

Table 19 details the yardstick multiples were used to determine the value of the Resources within the Intermin Kalgoorlie Gold Projects while Table 20 tabulates the valuation for the project based on the currently Resource estimates.

Table 19 Yardstick Multiples used for the Intermin Kalgoorlie Gold Projects

Resource or Reserve Classification	Lower Yardstick Multiple	Upper Yardstick Multiple
	(% of Spot price)	(% of Spot price)
Ore Reserves	5%	10%
Measured Resources (less Proved Reserves)	2%	5%
Indicated Resources (less Probable Reserves)	1%	2%
Inferred Resources	0.5%	1%

Table 20 Yardstick Valuation of the Resources in the Intermin Kalgoorlie Gold Projects

	Resource / Reserve	AUS$/oz	Valuation (AUS$ million)		
			Low	Preferred	High
Reserves	0	1,728.50	-	-	-
Measured	0	1,728.50	-	-	-
Indicated	320,243	1,728.50	5.54	8.30	11.07
Inferred	152,024	1,728.50	1.31	1.97	2.63
Total Valuation (AUS$M)			**6.8**	**10.3**	**13.7**

Note: The yardstick valuation of uses the gold price as at 11 December 2018 US$1,245.30 and an exchange rate of 0.720449 and appropriate rounding has been applied to the resource and the valuation.

The yardstick valuation is broadly in line with the comparable transaction valuation however a yardstick valuation does not take into consideration the exploration potential within the projects or other technical aspects of the project such as metallurgy as such is considered by DRM to be a useful guide of a possible valuation and should not be used as a primary valuation method.

6.1.1.3. Geoscientific Valuation

There are several specific inputs that are critical in determining a valid geoscientific or Kilburn valuation, these are ensuring that the specialist undertaking the valuation has a good understanding of the mineralisation styles within the overall region, the tenements and has access to all the exploration and geological information to ensure that the rankings are based on a thorough knowledge of the project. In addition to ensuring the rankings are correct deriving the base acquisition costs (BAC) is critical as that is the primary driver of the final value. In this case the BAC is derived by the current costs of applying for a tenement of the specific type and the exploration commitment to maintain the tenement in good standing. If the valuation is being undertaken on a large area it is preferable to break down the larger area into smaller zones to ensure that an area with a high ranking is not spread over a large area, thereby artificially increasing the valuation. The opposite can occur with large areas of low potential.

For the Intermin Kalgoorlie Gold Projects, each tenement was ranked individually as the areas of the tenements are relatively small. Some of the tenements were broken down into sub areas where there were areas of higher and lower potential (for example when a tenement consisted of granite with minimal or no gold potential and areas of greenstone with higher exploration potential). The BAC was derived from the Western Australian Department of Mines, Industry Regulation and Safety (DMIRS) previously the Department of Mines and Petroleum (DMP) and the costs are based on the updated tenement costs as at 1 July 2018.

Two separate Kilburn valuations have been undertaken, one to value the entire project and second to only value the exploration upside away from the existing resources. In doing this DRM has changed the ranking criteria of each of the tenements to reflect the tenements containing the resources and the second one with the resources excluded but occurring along strike (if they are along strike of the tenement being ranked). An estimate of how much exploration potential was captured by the Resource Multiple valuation above has been undertaken for each of the tenements that contain the resources. This percentage has been used to reduce the modified Kilburn valuation to determine the exploration potential valuation.

The Geoscientific rankings were derived for each of the tenements however where there are tenement applications that are replacing existing granted tenements the new application was not valued. In addition, where there are new tenement applications the Kilburn or Geoscientific valuations have been discounted by 50% due to the tenements not yet being granted. Miscellaneous licences are not included in the Kilburn Valuation as they do not allow any exploitation of the underlying ground. The rankings that underpin this geoscientific valuation are tabulated in Appendix E (for the exploration upside valuation) and Appendix G for the entire project valuation.

Table 21 details the technical value of the exploration potential within the combined Intermin Kalgoorlie Gold Projects while the Fair Market Value of the exploration potential is detailed in Table 22.

Table 21 Technical Valuation for the Exploration Potential within the Intermin Kalgoorlie Gold Projects

Tenement	Technical Valuation		
	Lower	Preferred	Upper
TOTAL	$2,700,300	$9,235,800	$15,771,300

Note the table above is the technical valuation which is the base acquisition cost multiplied by the ranking factors outlined in Appendix B

Table 22 Fair Market Valuation for the Exploration Potential within the Intermin Kalgoorlie Gold Projects

Tenement	Market Valuation ($M)		
	Lower	Preferred	Upper
TOTAL	$2.4	$7.8	$13.4

Note appropriate rounding to the valuation has been undertaken.

Table 22 is the fair market valuation (in AUS$) which is the technical valuation multiplied by two additional valuation factors, the geopolitical or sovereign risk factor and the market factor. In this case the location factor is 95%. As the gold industry in Australia was slightly depressed in early December 2018 a factor of 90% has been applied to the technical valuations in Table 21.

Based on this Geoscientific (Kilburn) valuation, DRM considers a reasonable valuation for the exploration potential within the Intermin Kalgoorlie Gold Projects to be between $2.4 and $13.4 million with a preferred valuation of $7.8 million.

The Kilburn Valuation for the entire project, including the Resources are estimated to be a technical valuation in Table 23 and a fair market valuation in Table 24.

Table 23 Technical Valuation for the entire Intermin Kalgoorlie Gold Projects including the resources.

Tenement	Technical Valuation		
	Lower	Preferred	Upper
TOTAL	$4,642,400	$13,095,250	$21,548,100

Note the table above is the technical valuation which is the base acquisition cost multiplied by the ranking factors outlined in Appendix C

Table 24 Fair Market Valuation for the entire Intermin Kalgoorlie Gold Projects including the resources

Tenement	Market Valuation ($M)		
	Lower	Preferred	Upper
TOTAL	$4.1	$11.1	$18.3

Note the table above is the technical valuation which is the base acquisition cost multiplied by the ranking factors outlined in Appendix C

Therefore, using a Kilburn or Geoscientific valuation the entire Intermin Kalgoorlie Gold Project is considered to have a value between $4.1 million and $18.3 million with a preferred valuation of $11.1 million. This compares with the sum of the parts valuation being a resource multiple to value the resources and a Kilburn valuation to value the exploration potential of $6.4 million and $26.4 million with a preferred valuation of $16.4 million. Clearly the Kilburn valuation of the entire project does not fully capture the additional value created by the reduced project risk associated with the delineation of a mineral resource.

6.1.2. Goongarrie Lady Gold Project

As detailed in section 4.3 above and as per the engagement letter from BDO DRM has not undertaken a valuation of the Goongarrie Lady project. DRM has undertaken a detailed review of the technical inputs and assumptions that underpin or are the basis for the Ore Reserves and the financial model associated with the feasibility study.

The technical inputs and assumptions are documented in Section 4.3.5 for the Mineral Resource Estimates and 4.3.6 for the Ore Reserve Estimates and the financial model. The inputs for the Ore Reserves and financial model include a review of the pit optimisation, mining schedule, geotechnical assumptions and included the mining costs, the drill and blasting costs, administration, haulage costs, processing costs, metallurgical recoveries, pit optimisation inputs, pit wall assumed pit wall angles, mining fleet and the suitability of the proposed mining fleet (trucks and excavators) to operate within the constraints of the pit design, capital expenditure, site infrastructure including relocating the existing waste dumps, dewatering the existing open pit, upgrades to the haul road, mobilisation of the mining fleet and site facilities.

One significant input is the mining schedule and the ability of the mining contractor to achieve the modelled mining rates and advances in the ore extraction.

While there were several aspects that in DRM and MFC's opinion require clarification including the suitability of the pit design with a 10m wide ramp compared to MFC's recommended 12m wide ramp for the proposed 100t haul trucks. The impact on a wider ramp and minor scheduling of the mining (especially the eastern lobe of the pit) are considered to have a minimal impact on the overall viability of the operation.

All of the inputs and costs are within what DRM and MFC would consider to be the expected ranges for the costs of Australian operations of a similar size and duration. This conclusion is based on these costs being derived by Intermin and its consultants from recent industry quotes while in this review DRM and MFC has compared the inputs with other feasibility studies and operations. The technical inputs into the Ore Reserve Estimates and the financial inputs into the DCF model are all reasonable and within the expected ranges.

6.1.3. Menzies and Goongarrie Gold Projects

The valuation of the Menzies and Goongarrie Gold Projects undertaken by DRM was undertaken as a sum of the individual parts basis. The resource has been valued as an exploration project as the resources and development studies are not advanced to the stage that an ore reserve could be estimated. The valuation techniques include a resource multiple based on comparable transactions with secondary valuation methods including a yardstick valuation method. The exploration upside away from the resources has been valued using a Kilburn or geoscientific technique. The details of these valuations are below and are based on the information and tenement schedule detailed in Appendix B.

6.1.3.1. Comparable Transactions – Resource Multiples

As detailed in Appendix C and discussed in section 6.1.1.1 (above), DRM has reviewed a series of transactions that are considered broadly comparable to the Menzies and Goongarrie projects. As there are no resources on the tenements that are owned 100% by Intermin the comparable transaction valuation is limited to the tenements that were until recently joint venture tenements.

DRM considers that, for the Menzies and Goongarrie Projects, a reasonable resource multiple for the global resource is now between $8.5/oz and $34.1/oz with a preferred valuation of $18.4/oz.

The resource multiples detailed above and supported by the information in Appendix C have been used along with the Resources for the Menzies and Goongarrie Gold Projects from section 4.4.5 to derive the value of the resources shown in Table 25.

Table 25 Comparable transaction valuation for the Menzies and Goongarrie Projects.

Menzies and Goongarrie Project Resource Valuation			
Combined Menzies Resources	**Lower**	**Preferred**	**Upper**
Resource (Moz).	0.171	0.171	0.171
Resource Multiple (AUS$/oz)	$8.50	$18.36	$34.10
Project Resource Valuation	$1.1	$2.4	$4.4

Note appropriate rounding has been applied to the Resource estimate and the valuation.

Therefore, DRM considers the resources within the Menzies and Goongarrie Project to be valued, based on comparable transactions, at between **$1.1 million** and **$4.4 million** with a preferred valuation of **$2.4 million.** In addition to this value the exploration potential needs to be included. The exploration potential has been derived via an exploration potential Geoscientific (Kilburn) valuation detailed below.

6.1.3.2. Yardstick

Table 26 details the yardstick multiples were used to determine the value of the Resources within the Menzies and Goongarrie while Table 27 tabulates the valuation for the project based on the currently Resource estimates.

Table 26 Yardstick Multiples used for the Menzies and Goongarrie Project

Resource or Reserve Classification	Lower Yardstick Multiple	Upper Yardstick Multiple
	(% of Spot price)	(% of Spot price)
Ore Reserves	5%	10%
Measured Resources (less Proved Reserves)	2%	5%
Indicated Resources (less Probable Reserves)	1%	2%
Inferred Resources	0.5%	1%

Table 27 Yardstick Valuation of the Resources within the Menzies and Goongarrie Project

	Resource / Reserve	AUS$/oz	Valuation (AUS$ million)		
			Low	Preferred	High
Reserves	-	1,728.50	-	-	-
Measured	-	1,728.50	-	-	-
Indicated	62,400	1,728.50	1.08	1.62	2.16
Inferred	108,910	1,728.50	0.94	1.41	1.88
Total Valuation (AUS$M)			**$2.02**	**$3.03**	**$4.04**

Note: The yardstick valuation of uses the gold price as at 11 December 2018 of US$1,245.3 and an exchange rate of 0.72044 and appropriate rounding has been applied to the resource and the valuation.

DRM estimates that, based on the yardstick method, the resources within the Menzies and Goongarrie Project are valued at between $2.0 million and $3.0 million with a preferred valuation of $4.0 million,

The yardstick valuation is broadly in line with the comparable transaction valuation however a yardstick valuation does not take into consideration the exploration potential within the projects or other technical aspects of the project such as metallurgy. Therefore, DRM considers it to be a useful guide of a possible valuation, but it should not be used as a primary valuation method.

6.1.3.3. Geoscientific Valuation

Two separate Kilburn valuations have been undertaken, one to value the entire project and second to only value the exploration upside away from the existing resources. In doing this DRM has changed the ranking criteria of each of the tenements to reflect the tenements containing the resources and the second one with the resources excluded but occurring along strike (if they are along strike of the tenement being ranked). The area of each of the tenements that contain a resource estimate has been reduced by an approximation of the area of the resource this reduction has been done as a percentage of the area of the tenement and the size of the resource. For the Kilburn valuation for the entire project there has been no reduction in the area of the tenements.

The Geoscientific rankings were derived for each of the tenements. The rankings that underpin this geoscientific valuation are tabulated in Appendix E (for the exploration upside valuation) and Appendix G for the entire project valuation.

Table 28 details the technical value of the exploration potential within the Menzies and Goongarrie Project while the Fair Market Value of the exploration potential is detailed in Table 22.

Table 28 Technical Valuation for the Exploration Potential within the Menzies and Goongarrie Project

Tenement	Technical Valuation		
	Lower	Preferred	Upper
Menzies (ex JV)	568,800	1,185,500	1,802,200
Goongarrie (ex JV)	467,500	1,067,100	1,666,700
Menzies (100% IRC)	260,100	537,150	814,200
TOTAL	$1,296,400	$2,789,750	$4,283,100

Note the table above is the technical valuation which is the base acquisition cost multiplied by the ranking factors outlined in Appendix B

Table 29 Fair Market Valuation for the Exploration Potential within the Menzies and Goongarrie Project

Tenement	Market Valuation ($M)		
	Lower	Preferred	Upper
Menzies (ex JV)	0.50	1.01	1.56
Goongarrie (ex JV)	0.39	0.90	1.43
Menzies (100% IRC)	0.22	0.46	0.69
TOTAL	$1.1	$2.4	$3.7

Note appropriate rounding to the valuation has been undertaken.

Table 29 is the fair market valuation (in AUS$) which is the technical valuation multiplied by two additional valuation factors, the geopolitical or sovereign risk factor and the market factor. In this case the location factor is 95%. As the gold industry in Australia is currently strong a factor of 90% has been applied to the technical valuations in Table 21.

Based on this Geoscientific (Kilburn) valuation, DRM considers a reasonable valuation for the exploration potential within the Menzies and Goongarrie Projects to be between $1.1 million and $3.7 million with a preferred valuation of $2.4 million.

The Kilburn Valuation for the entire project, including the Resources are estimated to be a technical valuation in Table 30 and a fair market valuation in Table 31.

Table 30 Technical Valuation for the entire Menzies and Goongarrie Projects including the resources.

Tenement	Technical Valuation ($)		
	Lower	Preferred	Upper
Menzies (ex JV)	2,652,900	5,472,850	8,292,800
Goongarrie (ex JV)	986,700	1,910,800	2,834,900
Menzies (100% IRC)	323,900	658,900	993,900
TOTAL	3,963,500	8,042,550	12,121,600

Note the table above is the technical valuation which is the base acquisition cost multiplied by the ranking factors outlined in Appendix C

Table 31 Fair Market Valuation for the entire Menzies and Goongarrie Project, including the resources

Tenement	Market Valuation ($M)		
	Lower	Preferred	Upper
Menzies (ex JV)	2.28	4.68	7.12
Goongarrie (ex JV)	0.44	0.72	1.00
Menzies (100% IRC)	0.27	0.56	0.85
TOTAL	$3.4	$6.9	$10.4

Note the table above is the technical valuation which is the base acquisition cost multiplied by the ranking factors outlined in Appendix C

Therefore, using a Kilburn or Geoscientific valuation the entire Menzies and Goongarrie Project tenements (the ex-joint venture tenements) and the 100% Intermin owned Menzies project is considered to have a value between $3.4 million and $10.4 million with a preferred valuation of $6.9 million. This compares with the sum of the parts valuation being a resource multiple to value the resources and a Kilburn valuation to value the exploration potential of $2.2 million and $8.1 million with a preferred valuation of $4.7 million

6.1.4. Nanadie Joint Venture - Geoscientific Valuation

The same methodology as detailed for both the Combined Intermin Kalgoorlie Gold Projects and the Menzies and Goongarrie projects above has been applied to the Nanadie Joint Venture in Western Australia. As the JORC 2004 resource has not been upgraded to comply with JORC 2012 no resource multiples have been used in this valuation. The previous exploration including drilling within the JORC 2004 resource has been included in the valuation.

The exploration potential and historic exploration success has been summarised in Section 4.6.

The Geoscientific rankings for the Nanadie JV Project that consists of a single exploration licence are tabulated in Appendix E and Appendix G.

DRM has undertaken the valuation of the Nanadie JV has been undertaken based on the equity that Intermin will retain at the end of the current JV earn-in stage, being 40%.

Table 32 details the technical value of the Nanadie JV Project while the Fair Market Valuation is detailed in Table 33.

Table 32 Technical Valuation of the Nanadie JV Project

Tenement	Equity	Technical Valuation (AUS$)		
		Lower	Preferred	Upper
Total	**40%**	$110,200	$251,050	$391,900

Table 33 Fair Market Valuation of the Nanadie JV Project

Tenement	Fair Market Valuation (AUS$M)		
	Lower	Preferred	Upper
Total	$0.1	$0.2	$0.3

DRM considers that the Nanadie Joint Venture Project has a fair market valuation of between $0.1 million and $0.3 million with a with a preferred valuation of $0.2 million.

6.1.5. Richmond Vanadium Joint Venture

6.1.5.1. Geoscientific Valuation

The exploration potential and historic exploration success has been summarised in Section 4.5.

Based on that information the geoscientific rankings for the Richmond Vanadium Molybdenum Joint Venture project are tabulated in Appendix E and Appendix G. The technical valuation has been reduced by 5% (multiplied by 0.95) to account for the risks associated with operating in Queensland (consistent with the other geoscientific valuations undertaken in this report). An additional discount of 10% (multiplied by 90%) has been applied to this project to reflect the current market for vanadium projects. A lower market discount would have been applied six to twelve months ago due to the market conditions at that time when there was a high demand by the market for most battery metals. This demand has recently subsided. Therefore, DRM considers a market discount of 10% to be appropriate.

Table 34 details the technical value of the Richmond Vanadium Molybdenum Joint Venture project while the Fair Market Valuation is detailed in Table 35.

Table 34 Technical Valuation for the Intermin share of the Richmond JV project

Tenement	Technical Valuation (AUS$)		
	Lower	Preferred	Upper
EPM25163	218900	474250	729600
EPM25164	120500	261000	401500
EPM25258	43200	86450	129700
EPM26425	128100	224200	320300
EPM26426	128100	277600	427100
MDL396	175100	379400	583700
Total	813900	1702900	2591900

Note: This valuation is the technical valuation for the 25% beneficial interest that Intermin will have in the project at the end of the Earn-in by AXF.

Table 35 Fair Market Valuation for the Intermin share of the Richmond JV project

Tenement	Fair Market Valuation (AUS$M)		
	Lower	Preferred	Upper
EPM25163	0.19	0.41	0.62
EPM25164	0.1	0.22	0.34
EPM25258	0.04	0.07	0.11
EPM26425	0.11	0.19	0.27
EPM26426	0.11	0.24	0.37
MDL396	0.15	0.32	0.5
Total	0.7	1.5	2.2

Note: This valuation is the Fair Market Valuation for the 25% beneficial interest that Intermin will have in the project at the end of the Earn-in by AXF. Appropriate rounding has been applied to the total to reflect the accuracy of the valuation estimate.

No valuation has been undertaken for the exploration potential of the project away from the current resources as, in DRM's opinion, the comparable transaction valuation has captured the exploration potential within the project as a part of that valuation.

Based on the geoscientific valuation method DRM considers the fair market value of Richmond JV project lies between $0.7 million and $2.2 million with a preferred valuation of $1.5 million.

6.1.5.2. Comparable Transactions

As detailed in Section 4.5.4 Intermin has several vanadium and molybdenum resources within the Richmond Joint Venture Project. As the primary value is in the vanadium and the processing and recovery of the molybdenum is at this stage unknown DRM has limited this valuation to the contained vanadium in the currently resources.

These resources have not been subject to any feasibility studies and as such DRM considers the most appropriate valuation method for these resources is a comparable transaction (resource multiple) valuation. There are, however, a lack of comparable transactions for any projects with vanadium resources at a similar development stage (early exploration) additionally the mineralisation at Richmond is different to the majority of the other vanadium resource projects. As the mineralisation is different to the other vanadium projects the value is essentially captured by a different metallurgical process compared to the standard vanadium concentrates generated from the vanadium deposits associated with layered mafic intrusive rocks. Therefore, the project required novel and a different processing methodology. In reviewing the available public reports in DRM's opinion, the JV partners are currently developing a suitable metallurgical flowsheet to enable this project to be commercially exploited.

In reviewing potential comparable transactions DRM has identified only one separate transaction in Australia that on an area basis could be comparable, that is the Reed Resources (now Neometals Limited) purchase of the 20% of the Barrambie project tenements that it didn't already own. This transaction was announced in 2009 (NMT ASX release

18 December 2009). That transaction was for a minority interest in the extensions to the resources at Barrambie that were known at that time. The transaction consisted of 0.6 million Reed Resources (now Neometals) shares at a deemed price of $0.59 per share. Given the two tenements at that time totalled 140 sub-blocks the area was of the transaction was approximately 420km^2. This equates to a comparable transaction multiple based on the area of $4234.5/km^2. If this area based comparable transaction multiple is used to value of the entire Richmond JV tenements where Intermin has the mineral rights which total 1996km^2 then the total value of the entire project is $8.45 million. Therefore, the Intermin share of the project would be valued at $2.1 million.

In ensuring this valuation accurately reflects the value of the Richmond project additional analysis of the Joint Venture transaction was also undertaken to determine if the JV terms executed by Intermin and AXF in 2016 could reflect a fair market value of the project. At the time the JV was executed there was JORC 2004 Mineral Resource Estimate of approximately 5.3 billion tonnes at 0.38% V_2O_5 for a total contained vanadium of 19.9 million tonnes. This resource has since been upgraded to a JORC 2012 mineral resource estimate and now is estimated to be approximately 2.58 billion tonnes at 0.32% V_2O_5 for a total contained vanadium of 8.25 million tonnes. An analysis of the resource is included in section 4.5.4 above.

An analysis into the Joint Venture expenditure required for AXF to earn its equity in the Joint Venture ($6 million over four years and an investment in Intermin of $430,000) for a 75% interest in the project this results in a value of $8.57 million. On a resource multiple at the time the JV was executed this equates to a contained vanadium resource multiple of $0.43/t. If the contained vanadium resource multiple were determined by the subsequently estimated JORC 2012 resource estimate, then the resulting resource multiple would be $1.04/t of contained vanadium. These two resource multiples have been used to determine the range in potential values for the project shown in Table 36.

Table 36 Richmond JV Project Comparable Transaction valuation

Richmond JV Project		
	Lower	**Upper**
Resource (Contained Vanadium Mt)	8.25	8.25
Resource Multiple (AUS$/oz)	$0.43	$1.04
Resource Valuation ($ million)	**$3.55**	**$8.57**
Intermin Share (25%) ($ million)	**$0.9**	**$2.1**

Note appropriate rounding has been applied to the Intermin share to account for the accuracy of the valuation.

Based on this analysis in DRM's opinion the Richmond Joint Venture is valued at between $0.9 million and 2.1 million with a preferred valuation being the average of the three valuations being $1.7 million.

6.2. MacPhersons East Kalgoorlie Project

This project consists on both the Nimbus silver – gold – zinc deposit and the Boorara Gold deposit. The valuation has been undertaken based on the resource multiples for both the resources and the value of the exploration potential as determined by an exploration potential Kilburn Valuation. Secondary valuations include the yardstick valuation for the resources added to the Kilburn exploration valuation with a final valuation being a Kilburn valuation with the ranking criteria associated with the resources being included in the valuation. This latter valuation is a valuation for the entire project while the other valuations are a sum of the parts valuation where the value of the resources is added to the exploration potential.

6.2.1. Comparable Transactions – Resource Multiples

6.2.1.1. Boorara Gold Deposit Valuation

As was undertaken for the Intermin Resources gold resources DRM considers that, for the MacPhersons Boorara gold deposit, detailed in section 6.1 above, a reasonable resource multiple for the global resource is between $8.5/oz and $34/oz with a preferred valuation of $18.6/oz. These resource multiples are net of environmental liabilities associated with the transactions, therefore the comparable transaction valuation is net of the environmental liabilities associated with the project.

This is in line with the resource multiples documented in Appendix C and used for the gold resources owned by Intermin.

The resource multiples detailed above and supported by the information in Appendix C have been used along with the Resources for the Boorara gold deposit from section 3.4.3 to derive the value of the resources shown in Table 37.

Table 37 Comparable transaction valuation summary for the Boorara Gold Deposit.

Boorara Valuation			
	Lower	**Preferred**	**Upper**
Resource (Moz).	0.507	0.507	0.507
Resource Multiple (AUS$/oz)	$8.5	$18.6	$34.1
Resource Valuation	$4.3	$9.4	$17.3

Note appropriate rounding has been applied to the Resource estimate and the valuation.

Therefore, DRM considers the Boorara Resource to be valued, based on comparable transactions, at between **$4.3 million** and **$17.3 million** with a preferred valuation of **$9.4 million.**

To determine the value of the entire MacPhersons Kalgoorlie project the Boorara valuation needs to be added to the value of the Nimbus silver deposit along with the exploration potential within the tenements. The exploration potential has been derived via a Geoscientific (Kilburn) valuation method below while the Nimbus deposit is valued using a Metal Ratio per oz of contained silver in section 6.2.1.2 below.

6.2.1.2. Nimbus Silver Deposit Valuation

Section 3.4.2 above details the current Mineral Resource Estimate for the Nimbus Silver deposit. The deposit has been partly mined in two open pits with the ore treated by the Merrill Crowe process which is a common processing method for precious metal ores, where the ore is amenable to cyanide leaching (i.e. non-refractory ores). In undertaking a valuation of the Nimbus deposit DRM has assessed several transactions that could be considered as comparable transactions. There was only one transaction on a deposit that was dominated by silver, that was the Manuka deposit that was sold in 2014.

Other deposits that contain silver that could be considered to be comparable all contained additional metals including copper, zinc, lead and gold. Therefore, any transaction for those deposits needs to take into account the value of the other metals and convert the total contained metal into a ratio of the value of the other metals to that of silver. The metal ratio calculated by DRM is similar to the calculation of metal equivalents however as each metal's recovery is either unavailable or inconsistent between the deposits. In determining the metal ratio DRM has assumed 100 per cent recovery for all relevant metals within the stated Mineral Resource Estimates. DRM has not attempted to disclose JORC Code compliant Mineral Resources using metal equivalents in this report. The associated Metal Ratio value calculation is only for the purposes of this valuation and does not attempt to estimate the metal tonnes likely to be recovered as required under the JORC Code. In DRM's opinion, this approach is consistent the methodology a potential purchaser would undertake in assessing a project and therefore is considered a valuation under the fair market concept.

The implied values on a metal ratio basis (A$/oz Ag metal ratio) was calculated based on the stated base metal grades of the declared resources and the metal prices as at the valuation date (11 December 2018). DRM notes that this method does not account for differences in recoveries of the various elements and implicitly assumes total recoverability. This therefore provides a value of the transactions on a contained silver basis as at the valuation date.

While the Nimbus project has been sold twice over the past ten years these transactions were excluded from the analysis due to there not being a JORC defined resource within the project and one of the transactions was to gain access to the processing facility that remains on site rather than the Nimbus deposit and therefore is not considered to be comparable. When MacPhersons acquired Nimbus in 2011 there was no JORC resource for the deposit however there was an Exploration Target (MRP ASX release 20 May 2011). MacPhersons purchased the Nimbus project in 2014 for $4.7 million however a significant portion of that purchase price is considered to be associated with the infrastructure and the exploration potential away from the Nimbus deposit. If the purchase price was purely assigned to the Exploration Target, the Metal Ratio would be $1.32/oz Ag. If this were assigned to the current resource, then the project would be valued at between $26.8 and $59.7 million. In DRM's opinion this is not a realistic fair market valuation.

Other transactions that are considered potentially comparable are the Manuka silver project which has a Metal Ratio of $0.103/oz of silver while the Hellyer tailings project has a Metal Ratio of between $0.059 /oz of silver and $0.092/oz of silver depending if the contained gold is included or excluded from the analysis. DRM notes that this Metal Ratio analysis is broadly in line with the lower end of the Metal Ratio's determined by a separate Independent Expert in the analysis of the divestment of the world's largest silver mine, the Cannington silver lead zinc deposit by BHP Billiton to South 32 in 2015 (Xstract 2015). That report documented a metal ratio range of US$0.09/oz to US$4.82/oz with an average of US$0.97/oz. The transactions that were used to determine these metal ratios are mostly more advanced producing assets rather than exploitation stage projects and therefore the lower metal ratio is considered a more likely valuation multiple for the Nimbus project.

Based on the Hellier and Manuka transactions DRM considers a metal ratio multiple of between $0.059/oz silver and $0.103/oz of silver to be reasonable. The preferred multiple is $0.085/oz of silver. These metal ratio multiples have considered the royalty on the Nimbus project and the metal ratio for Nimbus was undertaken using a discount to the silver price to account for the royalty.

These metal ratio's result in a valuation of the Nimbus deposit of between $2.7 million and $4.6 million with a preferred valuation of $3.8 million.

6.2.2. Yardstick

Table 15 details the yardstick multiples were used to determine the value of the Resources within the Kalgoorlie North Gold Project while Table 38 tabulates the valuation for the project based on the currently Resource estimates.

Table 38 Yardstick Valuation of the Gold Resources at Boorara

	Resource / Reserve	AUS$/oz	Valuation (AUS$ million)		
			Low	Preferred	High
Reserves	-	1728.50	-	-	-
Measured	0.181	1728.50	6.26	10.95	15.64
Indicated	0.227	1728.50	3.92	5.89	7.85
Inferred	0.099	1728.50	0.86	1.28	1.71
Total Valuation (AUS$M)	**0.507**		**$11.0**	**$18.1**	**$25.2**

Note: The yardstick valuation of uses the gold price as at 11 December 2018 of US$1,245.3 and an exchange rate of 0.70244 and appropriate rounding has been applied to the resource and the valuation.

The yardstick valuation is significantly higher than the comparable transaction valuation above, this is mainly due to the very high proportion of the deposit that is classified as measured or indicated, which is unusual for a deposit of this nature. DRM considers this valuation method to be a useful guide of a possible valuation however it should not be used as a primary valuation method.

6.2.3. Geoscientific Valuation

Two separate Kilburn valuations have been undertaken for the MacPhersons Kalgoorlie Project, one to value the entire project and second to only value the exploration upside away from the existing resources. In doing this DRM has changed the ranking criteria of each of the tenements to reflect the tenements containing the resources and the second one with the resources excluded but occurring along strike (if they are along strike of the tenement being ranked).

In generating the exploration potential DRM has estimated the proportion of the tenement that is outside the resource and has not been included in the comparable transaction valuation. As there are over 100 tenements that constitute the MacPhersons Kalgoorlie Project the individual ranking criteria are not included in the valuation tables below, but these are appended to the report in Appendix D and Appendix F. The proportion of the tenement that is outside the resource area has been used in determining the value of the exploration potential.

As was done for the valuation of the Intermin Project valuation above the miscellaneous licences are not included in the Kilburn Valuation as they do not allow any exploitation of the underlying ground.

The rankings that underpin this geoscientific valuation are tabulated in Appendix D (for the exploration upside valuation) and Appendix F for the entire project valuation.

Table 39 details the geoscientific or Kilburn valuation of the exploration potential within the Kalgoorlie Project. The fair market valuation is the technical valuation multiplied by two additional valuation factors, the geopolitical or sovereign risk factor and the market factor. In this case the location factor is 95%. As the gold industry in Australia was, as at the transaction date was best considered as steady state (not incredibly strong nor depressed) a market factor of 90% has been applied. DRM does note that since the transaction date (11 December 2018) to the time of completing this report the gold price has improved significantly from US$1245.3 to over US$1300/oz with the Australian Dollar gold price having a significant gain of over $90/oz.

Table 39 Technical and Fair Market Valuation of the Exploration Potential within MacPhersons Kalgoorlie project

	Lower ($ million)	Preferred ($ million)	Upper ($ million)
Technical Valuation	$2.5	$4.9	$7.4
Fair Market Valuation	**$2.2**	**$4.2**	**$6.3**

Note: Appropriate rounding has been applied, the Kilburn ranking criteria are detailed in Appendix D

Based on this Geoscientific (Kilburn) valuation, DRM considers a reasonable valuation for the exploration potential within the MacPhersons Kalgoorlie Project to be between $2.2 million and $6.3 million with a preferred valuation of $4.2 million. To determine the full value of the MacPhersons Kalgoorlie Project the exploration potential needs to be added to the valuation determined by the comparable transaction resource multiple from section 6.2.1.1 and 6.2.1.2 above.

The second Kilburn valuation to determine a supporting valuation of the entire project is included in Table 40

Table 40 Technical and Fair Market Valuation of the entire Kalgoorlie project

	Lower ($ million)	Preferred ($ million)	Upper ($ million)
Technical Valuation	$7.5	$14.2	$20.9
Fair Market Valuation	**$6.6**	**$12.1**	**$17.8**

Note the Kilburn ranking criteria are detailed in Appendix F

Therefore, the fair market value of the entire Kalgoorlie project based in a Kilburn valuation is between $6.6 million and $17.8 million with a preferred valuation of $12.1 million.

In DRM's opinion this valuation does not reflect the current Fair Market valuation of the project. This is mainly due to the due to the resources within the project being mainly classified as measured or Indicated Resources which has not been accurately reflected in this Kilburn Valuation.

7. Preferred Valuations

Based on the valuation techniques detailed above Table 41 provides a summary of the Valuations based on these various valuation techniques. The preferred valuation for the mineral assets of Intermin Resources and MacPhersons Resources are documented in Table 42. Figure 39 and Figure 40 show the various valuations and DRM's preferred valuation range for the mineral assets of Intermin and MacPhersons respectively.

Table 41 Summary of the Valuations completed for Intermin and MacPhersons.

Mineral Asset	Valuation Technique	Report Section	Asset Being Valued	Lower Valuation (AUS$ M)	Preferred Valuation (AUS$ M)	Upper Valuation (AUS$ M)
MacPhersons Mineral Assets						
Kalgoorlie Project	Comparable Transactions	6.2.1.1	Gold Resources	**$4.3**	**$9.4**	**$17.3**
		6.2.1.2	Silver Resources	**$2.7**	**$3.8**	**$4.6**
	Yardstick	6.2.2	Gold Resources	$11.0	$18.1	$25.2
	Kilburn	6.2.3	Exploration Upside	**$2.2**	**$4.2**	**$6.3**
		6.2.3	Entire Project	$6.6	$12.1	$17.8
	Primary Valuation			**$9.2**	**$17.4**	**$28.2**
Intermin Mineral Assets						
Combined Kalgoorlie Gold Projects	Comparable Transactions	6.1.1.1	Resource	**$4.0**	**$8.7**	**$16.1**
	Yardstick	6.1.1.2	Resource	$6.8	$10.3	$13.7
	Kilburn	6.1.1.3	Exploration upside	$2.4	**$$7.8**	$13.4
		6.1.1.3	Entire Project	$4.06	$11.08	$18.29
Menzies and Goongarrie Projects (All 100% Intermin)	Comparable Transactions	6.1.3.1	Resource	**$1.1**	**$2.4**	**$4.4**
	Yardstick	6.1.3.2	Resource	$2.0	$3.0	$4.0
	Kilburn	6.1.3.3	Exploration upside	**$1.1**	**$2.4**	**$3.7**
		6.1.3.3	Entire Project	$3.4	$6.9	$10.4
Nanadie JV Project	Kilburn	6.1.4	Entire Project	**$0.1**	**$0.2**	**$0.3**
Richmond Vanadium Joint Venture Project	Kilburn	6.1.5.1	Entire Project	$0.7	$1.5	$2.2
	Comparable Transactions	6.1.5.2	Area and Resource	**$0.9**	**$1.8**	**$2.1**
Total All Projects	**Primary Valuation**			$9.6	23.3	$40.0

Notes: The Comparable transaction and Yardstick valuations are only attributed to the resources, the exploration potential away from the resources is added to these valuations to derive the value of the entire project.

In DRM's opinion, based on an analysis of the comparable transactions, and with the objective to constrain the range in valuations the upper resource multiples are considered to also include an allowance of the exploration upside for the project. Conversely the lower resource multiples do not allow for any additional exploration potential. On that basis DRM has derived a constrained preferred valuation range by using the lower valuation based on the comparable transactions added to the upper valuation of the exploration potential (determined by a Kilburn valuation). The upper valuation has been determined by the upper comparable transaction added to the lower exploration potential valuation. For the Intermin Kalgoorlie project the median of the exploration potential (Kilburn) valuation was used as a preferred exploration value due to the large diversity in the development status of the project tenements. The overall preferred valuation is the preferred comparable transaction valuations and the average of the Kilburn exploration valuations. The valuations that have been used to determine the preferred valuation documented in

Table 42 have been colour coded in Table 41 with the preferred valuations black, the lower valuations in blue and the upper valuations green. The only exception is the median Kilburn valuation was used for both the upper and lower valuation of the combined project where there are both green and blue labels.

Table 42 DRM's preferred valuation of the mineral assets of Intermin and MacPhersons

Company	Lower Valuation (AUS$ M)	Preferred Valuation (AUS$ M)	Upper Valuation (AUS$ M)
MacPhersons Mineral Assets Valuation	$13.3	$17.4	$24.1
Intermin Mineral Assets Valuation	$17.6	$23.3	$31.8

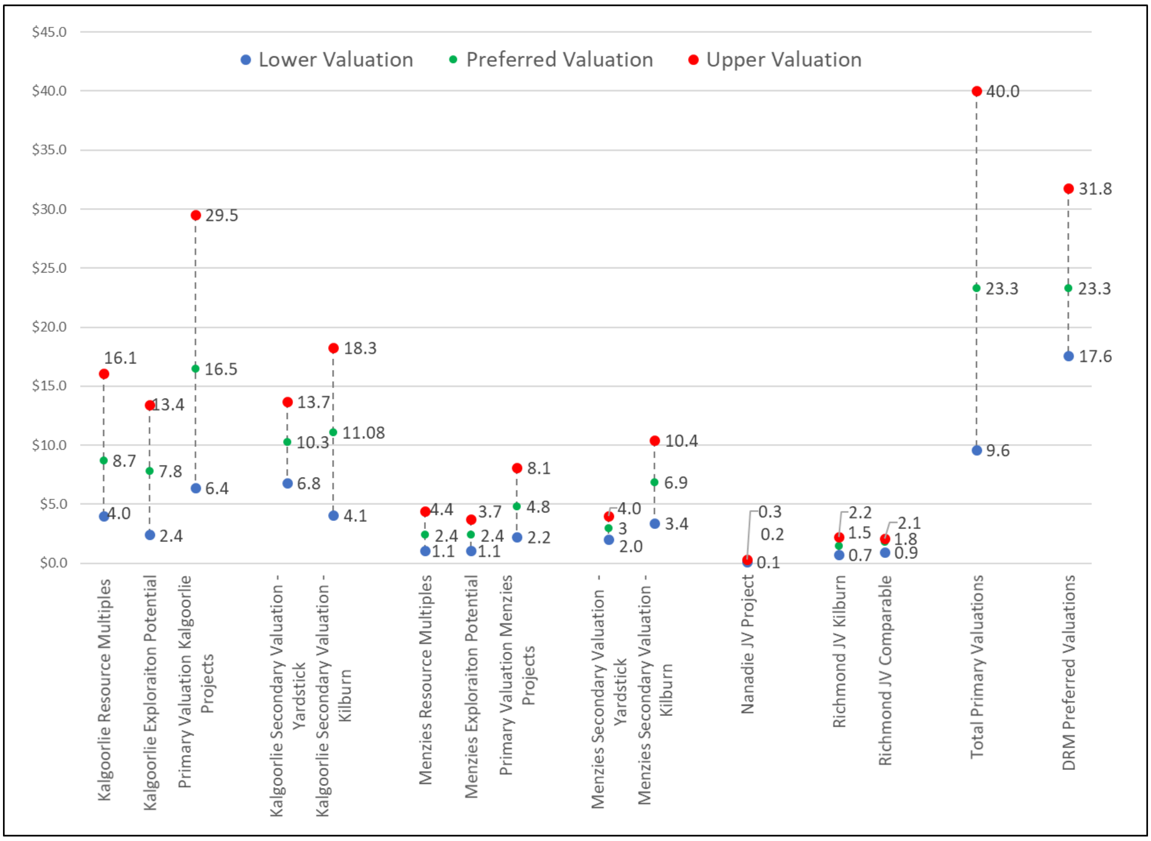


Figure 39 Intermin Mineral Asset Valuation Summary

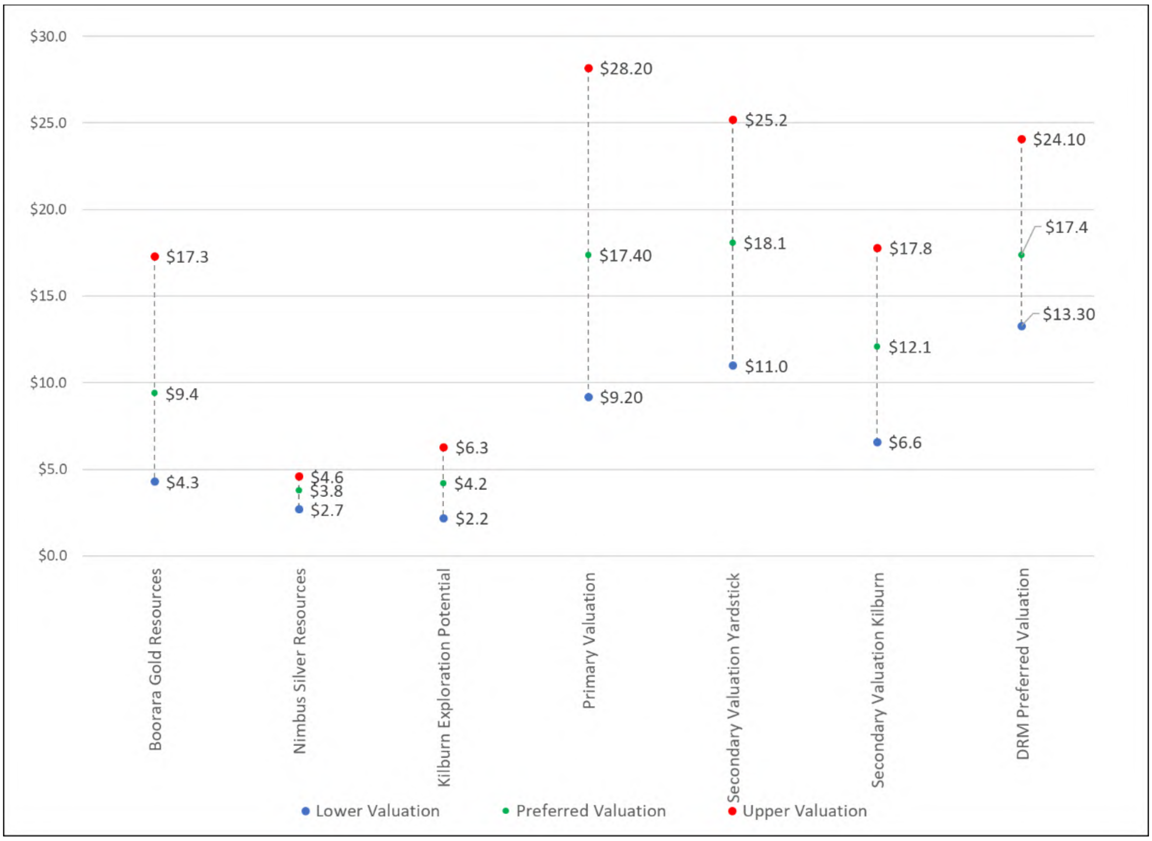


Figure 40 MacPhersons Mineral Asset Valuation Summary

8. Conclusion

DRM considers the total mineral asset valuation of Intermin to be within a range of $17.6 million to $31.8 million with a preferred total mineral asset value of $23.3 million.

The Kalgoorlie Project owned by MacPhersons is considered to be valued between $13.3 million and $24.1 million with a preferred valuation of $17.4 million.

9. References

The reference list below is dominated by unpublished company reports. Where they are published the publication is noted. None of the ASX releases of Intermin or MacPhersons have been listed in the Reference list but are all available on each of the companies, and the ASX websites.

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10. Glossary

Below are brief descriptions of some terms used in this report. For further information or for terms that are not described here, please refer to internet sources such as Webmineral www.webmineral.com, Wikipedia www.wikipedia.org,

The following terms are taken from the 2015 VALMIN Code

Annual Report means a document published by public corporations on a yearly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Australasian means Australia, New Zealand, Papua New Guinea and their off-shore territories.

Code of Ethics means the Code of Ethics of the relevant Professional Organisation or Recognised Professional Organisations.

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

Experts are persons defined in the Corporations Act whose profession or reputation gives authority to a statement made by him or her in relation to a matter. A Practitioner may be an Expert. Also see Clause 2.1.

Exploration Results is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to http://www.jorc.org for further information.

Feasibility Study means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-feasibility Study.

Financial Reporting Standards means Australian statements of generally accepted accounting practice in the relevant jurisdiction in accordance with the Australian Accounting Standards Board (AASB) and the Corporations Act.

Independent Expert Report means a Public Report as may be required by the Corporations Act, the Listing Rules of the ASX or other security exchanges prepared by a Practitioner who is acknowledged as being independent of the Commissioning Entity. Also see ASIC Regulatory Guides RG 111 and RG 112 as well as Clause 5.5 of the VALMIN Code for guidance on Independent Expert Reports.

Information Memoranda means documents used in financing of projects detailing the project and financing arrangements.

Investment Value means the benefit of an asset to the owner or prospective owner for individual investment or operational objectives.

Life-of-Mine Plan means a design and costing study of an existing or proposed mining operation where all Modifying Factors have been considered in sufficient detail to demonstrate at the time of reporting that extraction is reasonably justified. Such a study should be inclusive of all development and mining activities proposed through to the effective closure of the existing or proposed mining operation.

Market Value means the estimated amount of money (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion. Also see Clause 8.1 for guidance on Market Value.

Materiality or being **Material** requires that a Public Report contains all the relevant information that investors and their professional advisors would reasonably require, and reasonably expect to find in the report, for the purpose of making a reasoned and balanced judgement regarding the Technical Assessment or Mineral Asset Valuation being reported. Where relevant information is not supplied, an explanation must be provided to justify its exclusion. Also see Clause 3.2 for guidance on what is Material.

Member means a person who has been accepted and entitled to the post-nominals associated with the AIG or the AusIMM or both. Alternatively, it may be a person who is a member of a Recognised Professional Organisation included in a list promulgated from time to time.

Mineable means those parts of the mineralised body, both economic and uneconomic, that are extracted or to be extracted during the normal course of mining.

Mineral Asset means all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment and infrastructure owned or acquired for the development, extraction and processing of Minerals in connection with that Tenure.

Most Mineral Assets can be classified as either:

(a) **Early-stage Exploration Projects** – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified;

(b) **Advanced Exploration Projects** – Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource estimate may or may not have been made, but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category;

(c) **Pre-Development Projects** – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely), but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken;

(d) **Development Projects** – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Pre-Feasibility Study;

(e) **Production Projects** – Tenure holdings – particularly mines, wellfields and processing plants – that have been commissioned and are in production.

Mine Design means a framework of mining components and processes taking into account mining methods, access to the Mineralisation, personnel, material handling, ventilation, water, power and other technical requirements spanning commissioning, operation and closure so that mine planning can be undertaken.

Mine Planning includes production planning, scheduling and economic studies within the Mine Design taking into account geological structures and mineralisation, associated infrastructure and constraints, and other relevant aspects that span commissioning, operation and closure.

Mineral means any naturally occurring material found in or on the Earth's crust that is either useful to or has a value placed on it by humankind, or both. This excludes hydrocarbons, which are classified as Petroleum.

Mineralisation means any single mineral or combination of minerals occurring in a mass, or deposit, of economic interest. The term is intended to cover all forms in which mineralisation might occur, whether by class of deposit, mode of occurrence, genesis or composition.

Mineral Project means any exploration, development or production activity, including a royalty or similar interest in these activities, in respect of Minerals.

Mineral Securities means those Securities issued by a body corporate or an unincorporated body whose business includes exploration, development or extraction and processing of Minerals.

Mineral Resources is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to http://www.jorc.org for further information.

Mining means all activities related to extraction of Minerals by any method (e.g. quarries, open cast, open cut, solution mining, dredging etc).

Mining Industry means the business of exploring for, extracting, processing and marketing Minerals.

Modifying Factors is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to http://www.jorc.org for further information.

Ore Reserves is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to http://www.jorc.org for further information.

Petroleum means any naturally occurring hydrocarbon in a gaseous or liquid state, including coal-based methane, tar sands and oil-shale.

Petroleum Resource and **Petroleum Reserve** are defined in the current version of the Petroleum Resources Management System (PRMS) published by the Society of Petroleum Engineers, the American Association of Petroleum Geologists, the World Petroleum Council and the Society of Petroleum Evaluation Engineers. Refer to http://www.spe.org for further information.

Practitioner is an Expert as defined in the Corporations Act, who prepares a Public Report on a Technical Assessment or Valuation Report for Mineral Assets. This collective term includes Specialists and Securities Experts.

Preliminary Feasibility Study (Pre-Feasibility Study) means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors that are sufficient for a Competent Person, acting reasonably, to determine if all or part of the Mineral Resources may be converted to an Ore Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

Professional Organisation means a self-regulating body, such as one of engineers or geoscientists or of both, that:

(a) admits members primarily on the basis of their academic qualifications and professional experience;

(b) requires compliance with professional standards of expertise and behaviour according to a Code of Ethics established by the organisation; and

(c) has enforceable disciplinary powers, including that of suspension or expulsion of a member, should its Code of Ethics be breached.

Public Presentation means the process of presenting a topic or project to a public audience. It may include, but not be limited to, a demonstration, lecture or speech meant to inform, persuade or build good will.

Public Report means a report prepared for the purpose of informing investors or potential investors and their advisers when making investment decisions, or to satisfy regulatory requirements. It includes, but is not limited to, Annual Reports, Quarterly Reports, press releases, Information Memoranda, Technical Assessment Reports, Valuation Reports, Independent Expert Reports, website postings and Public Presentations. Also see Clause 5 for guidance on Public Reports.

Quarterly Report means a document published by public corporations on a quarterly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Reasonableness implies that an assessment which is impartial, rational, realistic and logical in its treatment of the inputs to a Valuation or Technical Assessment has been used, to the extent that another Practitioner with the same information would make a similar Technical Assessment or Valuation.

Royalty or Royalty Interest means the amount of benefit accruing to the royalty owner from the royalty share of production.

Securities has the meaning as defined in the Corporations Act.

Securities Expert are persons whose profession, reputation or experience provides them with the authority to assess or value Securities in compliance with the requirements of the Corporations Act, ASIC Regulatory Guides and ASX Listing Rules.

Scoping Study means an order of magnitude technical and economic study of the potential viability of Mineral Resources. It includes appropriate assessments of realistically assumed Modifying Factors together with any other relevant operational factors that are necessary to demonstrate at the time of reporting that progress to a Pre-Feasibility Study can be reasonably justified.

Specialist are persons whose profession, reputation or relevant industry experience in a technical discipline (such as geology, mine engineering or metallurgy) provides them with the authority to assess or value Mineral Assets.

Status in relation to Tenure means an assessment of the security of title to the Tenure.

Technical Assessment is an evaluation prepared by a Specialist of the technical aspects of a Mineral Asset. Depending on the development status of the Mineral Asset, a Technical Assessment may include the review of geology, mining methods, metallurgical processes and recoveries, provision of infrastructure and environmental aspects.

Technical Assessment Report involves the Technical Assessment of elements that may affect the economic benefit of a Mineral Asset.

Technical Value is an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.

Tenure is any form of title, right, licence, permit or lease granted by the responsible government in accordance with its mining legislation that confers on the holder certain rights to explore for and/or extract agreed minerals that may be (or is known to be) contained. Tenure can include third-party ownership of the Minerals (for example, a royalty stream). Tenure and Title have the same connotation as Tenement.

Transparency or being **Transparent** requires that the reader of a Public Report is provided with sufficient information, the presentation of which is clear and unambiguous, to understand the report and not be misled by this information or by omission of Material information that is known to the Practitioner.

Valuation is the process of determining the monetary Value of a Mineral Asset at a set Valuation Date.

Valuation Approach means a grouping of valuation methods for which there is a common underlying rationale or basis.

Valuation Date means the reference date on which the monetary amount of a Valuation in real (dollars of the day) terms is current. This date could be different from the dates of finalisation of the Public Report or the cut-off date of available data. The Valuation Date and date of finalisation of the Public Report **must** not be more than 12 months apart.

Valuation Methods means a subset of Valuation Approaches and may represent variations on a common rationale or basis.

Valuation Report expresses an opinion as to monetary Value of a Mineral Asset but specifically excludes commentary on the value of any related Securities.

Value means the Market Value of a Mineral Asset.

11. Appendices

Appendix A – MacPhersons Resources Tenement Schedule

Table 43 MacPhersons tenement schedule as at 11 December 2018

Tenement ID	Area	Registered Holder	Application Date	Grant Date	End Date	Status	Rent	Expenditure
E 25/511	1 bl	KOTC	26/06/2014	9/03/2015	8/03/2020	Granted	$220	$10,000
L 25/32	19.60 ha	KOTC	10/12/2009	21/03/2011	20/03/2032	Granted	$323.40	N/A
L 25/35	97.20 ha	KOTC	30/08/2012	4/08/2014	3/08/2035	Granted	$1,603.80	N/A
L 25/36	149 ha	KOTC	4/10/2012	1/08/2014	31/07/2035	Granted	$2,458.50	N/A
L 26/240	39 ha	Poly	8/06/2004	20/08/2012	19/08/2033	Granted	$643.50	N/A
L 26/252	42 ha	KOTC	10/12/2009	21/03/2011	20/03/2032	Granted	$693	N/A
L 26/266	1 ha	Poly	22/06/2013	24/10/2013	23/10/2034	Granted	$16.50	N/A
L 26/270	20.46 ha	Poly	20/06/2014	26/04/2016	25/04/2037	Granted	$337.59	N/A
L 26/274	83 ha	Poly	4/11/2015	9/03/2016	8/03/2037	Granted	$1,369.50	N/A
L 26/275	7 ha	KOTC	24/05/2016	21/10/2016	20/10/2037	Granted	$115.50	N/A
M 25/355	1773 ha	KOTC	10/10/2013	13/06/2014	12/06/2035	Granted	$33,155.10	$177,300
M 26/161	329.45 ha	Poly	8/05/1987	2/12/1987	1/12/2029	Granted	$6,160.72	$32,945
M 26/277	215.35 ha	Poly	14/09/1988	11/05/1989	21/05/2031	Granted	$4,027.05	$21,535
M 26/29	212.15 ha	Poly	19/12/1982	9/05/1983	30/05/2025	Granted	$3,967.21	$21,215
M 26/318	696.90 ha	Poly	30/03/1989	13/03/1990	15/03/2032	Granted	$13,032.03	$69,690
M 26/490	306.15 ha	KOTC	29/04/1995	27/02/2001	26/02/2022	Granted	$5,725.01	$30,615
M 26/598	28.60 ha	KOTC	25/10/1996	23/09/2004	10/10/2025	Granted	$534.73	$10,000
P 25/2192	113 ha	KOTC	13/09/2010	5/07/2011	4/07/2019	Granted	$310.75	$4,520
P 25/2193	175 ha	KOTC	13/09/2010	5/07/2011	4/07/2019	Granted	$481.25	$7,000
P 25/2194	200 ha	KOTC	13/09/2010	5/07/2011	4/07/2019	Granted	$550	$8,000
P 25/2195	118 ha	KOTC	13/09/2010	5/07/2011	4/07/2019	Granted	$324.50	$4,720
P 25/2196	199 ha	KOTC	13/09/2010	5/07/2011	4/07/2019	Granted	$547.25	$7,960
P 25/2247	125 ha	KOTC	19/10/2012	26/07/2013	25/07/2021	Granted	$343.75	$5,000
P 25/2261	196 ha	KOTC	5/06/2013	20/01/2014	19/01/2022	Granted	$539	$7,840
P 25/2292	200 ha	KOTC	25/09/2014	29/04/2015	28/04/2019	Granted	$550	$8,000
P 25/2322	176 ha	KOTC	24/05/2015	15/12/2015	14/12/2019	Granted	$484	$7,040
P 25/2393	180 ha	KOTC	16/06/2016	24/01/2017	23/01/2021	Granted	$495	$7,200
P 25/2394	126 ha	KOTC	16/06/2016	24/01/2017	23/01/2021	Granted	$346.50	$5,040
P 25/2403	200 ha	KOTC	3/08/2016	12/04/2017	11/04/2021	Granted	$550	$8,000
P 25/2404	200 ha	KOTC	3/08/2016	12/04/2017	11/04/2021	Granted	$550	$8,000
P 25/2405	193 ha	KOTC	3/08/2016	12/04/2017	11/04/2021	Granted	$530.75	$7,720
P 25/2450	200 ha	KOTC	13/06/2017	17/09/2018	16/09/2022	Granted	$550	$8,000
P 25/2467	186 ha	KOTC	10/09/2017	7/11/2018	6/11/2022	Granted	$511.50	$7,440
P 25/2468	132 ha	KOTC	10/09/2017	7/11/2018	6/11/2022	Granted	$363	$5,280
P 25/2469	188 ha	KOTC	12/09/2017	7/11/2018	6/11/2022	Granted	$517	$7,520
P 25/2470	147 ha	KOTC	12/09/2017	7/11/2018	6/11/2022	Granted	$404.25	$5,880
P 25/2471	200 ha	KOTC	12/09/2017	7/11/2018	6/11/2022	Granted	$550	$8,000
P 25/2472	144 ha	KOTC	12/09/2017	7/11/2018	6/11/2022	Granted	$396	$5,760
P 25/2473	6.62 ha	KOTC	11/09/2017	7/11/2018	6/11/2022	Granted	$27.50	$2,000
P 25/2474	122 ha	KOTC	11/09/2017	7/11/2018	6/11/2022	Granted	$335.50	$4,880
P 25/2475	44 ha	KOTC	12/09/2017	7/11/2018	6/11/2022	Granted	$121	$2,000
P 25/2526	167 ha	KOTC	5/02/2018	N/A	N/A	Pending	$459.25	$6,680
P 25/2551	150 ha	KOTC	27/04/2018	N/A	N/A	Pending	$412.50	$6,000
P 25/2552	181 ha	KOTC	27/04/2018	N/A	N/A	Pending	$497.75	$7,240
P 26/3791	184 ha	KOTC	2/07/2010	19/08/2011	18/08/2019	Granted	$506	$7,360
P 26/3792	125 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$343.75	$5,000
P 26/3793	200 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$550	$8,000
P 26/3794	188 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$517	$7,520
P 26/3795	180 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$495	$7,200
P 26/3796	200 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$550	$8,000
P 26/3797	189 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$519.75	$7,560
P 26/3798	193 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$530.75	$7,720

Tenement ID	Area	Registered Holder	Application Date	Grant Date	End Date	Status	Rent	Expenditure
P 26/3799	194 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$533.50	$7,760
P 26/3800	123 ha	KOTC	2/07/2010	19/08/2011	18/08/2019	Granted	$338.25	$4,920
P 26/4020	16 ha	KOTC	14/11/2014	28/05/2015	27/05/2019	Granted	$44	$2,000
P 26/4035	107 ha	Poly	22/04/2015	1/12/2015	30/11/2019	Granted	$294.25	$4,280
P 26/4036	98 ha	Poly	22/04/2015	16/11/2015	15/11/2019	Granted	$269.50	$3,920
P 26/4053	18 ha	KOTC	8/06/2015	5/01/2016	4/01/2020	Granted	$49.50	$2,000
P 26/4054	90 ha	KOTC	8/06/2015	5/01/2016	4/01/2020	Granted	$247.50	$3,600
P 26/4055	140 ha	KOTC	8/06/2015	5/01/2016	4/01/2020	Granted	$385	$5,600
P 26/4199	120 ha	KOTC	9/07/2016	N/A	N/A	Pending	$330	$4,800
P 26/4200	116 ha	KOTC	9/07/2016	N/A	N/A	Pending	$319	$4,640
P 26/4201	122 ha	KOTC	9/07/2016	N/A	N/A	Pending	$335.50	$4,880
P 26/4202	199 ha	KOTC	9/07/2016	N/A	N/A	Pending	$547.25	$7,960
P 26/4203	114 ha	KOTC	9/07/2016	N/A	N/A	Pending	$313.50	$4,560
P 26/4204	112 ha	KOTC	9/07/2016	N/A	N/A	Pending	$308	$4,480
P 26/4205	116 ha	KOTC	9/07/2016	N/A	N/A	Pending	$319	$4,640
P 26/4206	105 ha	KOTC	9/07/2016	N/A	N/A	Pending	$288.75	$4,200
P 26/4207	121 ha	KOTC	9/07/2016	N/A	N/A	Pending	$332.75	$4,840
P 26/4208	114 ha	KOTC	9/07/2016	N/A	N/A	Pending	$313.50	$4,560
P 26/4297	118 ha	KOTC	10/09/2017	22/05/2018	21/05/2022	Granted	$324.50	$4,720
P 26/4298	151 ha	KOTC	11/09/2017	N/A	N/A	Pending	$415.25	$6,040
P 26/4299	175 ha	KOTC	11/09/2017	N/A	N/A	Pending	$481.25	$7,000
P 26/4300	149 ha	KOTC	11/09/2017	N/A	N/A	Pending	$409.75	$5,960
P 26/4301	115 ha	KOTC	11/09/2017	N/A	N/A	Pending	$316.25	$4,600
P 26/4302	93 ha	KOTC	11/09/2017	7/11/2018	6/11/2022	Granted	$255.75	$3,720
P 26/4381	191 ha	KOTC	5/02/2018	N/A	N/A	Pending	$525.25	$7,640
P 26/4382	183 ha	KOTC	5/02/2018	N/A	N/A	Pending	$503.25	$7,320
P 26/4383	101 ha	KOTC	5/02/2018	N/A	N/A	Pending	$277.75	$4,040
P 26/4384	198 ha	KOTC	5/02/2018	N/A	N/A	Pending	$544.50	$7,920
P 26/4385	200 ha	KOTC	5/02/2018	N/A	N/A	Pending	$550	$8,000
P 26/4386	199 ha	KOTC	5/02/2018	N/A	N/A	Pending	$547.25	$7,960
P 26/4405	185 ha	KOTC	27/04/2018	N/A	N/A	Pending	$508.75	$7,400
P 26/4431	76 ha	KOTC	8/07/2018	N/A	N/A	Pending	$209	$3,040
P 26/4432	59 ha	KOTC	8/07/2018	N/A	N/A	Pending	$162.25	$2,360
P 27/2041	173 ha	KOTC	2/07/2010	19/08/2011	18/08/2019	Granted	$475.75	$6,920
P 27/2042	175 ha	KOTC	2/07/2010	19/08/2011	18/08/2019	Granted	$481.25	$7,000
P 27/2043	190 ha	KOTC	2/07/2010	19/08/2011	18/08/2019	Granted	$522.50	$7,600
P 27/2044	47 ha	KOTC	2/07/2010	19/08/2011	18/08/2019	Granted	$129.25	$2,000
P 27/2045	188 ha	KOTC	1/07/2010	19/08/2011	18/08/2019	Granted	$517	$7,520
P 27/2050	199.94 ha	KOTC	13/07/2010	19/08/2011	18/08/2019	Granted	$549.84	$7,997.60
P 27/2051	197.60 ha	KOTC	13/07/2010	19/08/2011	18/08/2019	Granted	$543.40	$7,904
P 27/2052	199.90 ha	KOTC	13/07/2010	19/08/2011	18/08/2019	Granted	$549.73	$7,996
P 27/2138	187 ha	KOTC	9/06/2012	14/02/2013	13/02/2021	Granted	$514.25	$7,480
P 27/2139	200 ha	KOTC	9/06/2012	14/02/2013	13/02/2021	Granted	$550	$8,000
P 27/2140	200 ha	KOTC	9/06/2012	14/02/2013	13/02/2021	Granted	$550	$8,000
P 27/2141	200 ha	KOTC	9/06/2012	14/02/2013	13/02/2021	Granted	$550	$8,000
P 27/2142	200 ha	KOTC	9/06/2012	14/02/2013	13/02/2021	Granted	$550	$8,000
P 27/2146	135 ha	KOTC	5/07/2012	14/02/2013	13/02/2021	Granted	$371.25	$5,400
P 27/2147	197 ha	KOTC	6/07/2012	25/01/2013	24/01/2021	Granted	$541.75	$7,880
P 27/2148	199 ha	KOTC	6/07/2012	12/04/2013	11/04/2021	Granted	$547.25	$7,960
P 27/2265	36 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$99	$2,000
P 27/2266	198 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$544.50	$7,920
P 27/2267	197 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$541.75	$7,880
P 27/2268	185 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$508.75	$7,400
P 27/2269	200 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$550	$8,000
P 27/2270	162 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$445.50	$6,480
P 27/2271	200 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$550	$8,000
P 27/2272	200 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$550	$8,000
P 27/2273	165 ha	KOTC	3/08/2016	3/04/2017	2/04/2021	Granted	$453.75	$6,600
P 27/2274	200 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$550	$8,000
P 27/2275	200 ha	KOTC	4/08/2016	3/04/2017	2/04/2021	Granted	$550	$8,000
P 27/2276	147 ha	KOTC	3/08/2016	3/04/2017	2/04/2021	Granted	$404.25	$5,880

Tenement ID	Area	Registered Holder	Application Date	Grant Date	End Date	Status	Rent	Expenditure
Total All Tenements							$115,433.58	$975,557.60
Total Granted Tenements							$105,206.33	$826,797.60

Notes:

1. The tenements are 100% beneficially held by MacPhersons through wholly owned subsidiaries Kalgoorlie Ore Treatment Company Pty Ltd (listed above as KOTC) and Polymetals (WA) Pty Ltd (listed above as Poly).
2. The tenement schedule is based on A search of all tenements in Western Australia undertaken by DRM. This list has been compared to the the MacPhersons September 2018 Quarterly Report and validated by checking the Department of Mines, Industry Regulation and Safety (DMIRS) Mineral Titles online database.

Appendix B – Intermin Resources Tenement Schedule

Table 44 Intermin Tenement schedule as at 11 December 2018

Tenement ID	Area		Registered Holder	Application Date	Grant Date	End Date	Status	Rent	Expenditure
E 15/1655	71	bl	BMG	9/05/2018	N/A	NA	Pending	$9,656	$71,000
E 16/470	3	bl	BMG	24/11/2014	2/12/2015	1/12/2020	Granted	$660	$20,000
E 16/471	7	bl	BMG	24/11/2014	10/12/2015	9/12/2020	Granted	$1,540	$20,000
E 16/492	15	bl	BMG	31/08/2016	31/03/2017	30/03/2022	Granted	$2,040	$20,000
E 16/493	7	bl	BMG	14/09/2016	31/03/2017	30/03/2022	Granted	$952	$20,000
E 16/494	1	bl	BMG	14/09/2016	31/03/2017	30/03/2022	Granted	$136	$10,000
E 16/497	1	bl	BMG	13/12/2016	6/07/2017	5/07/2022	Granted	$136	$10,000
E 16/499	2	bl	BMG	5/04/2017	16/10/2017	15/10/2022	Granted	$272	$15,000
E 16/503	11	bl	BMG	7/11/2017	13/12/2018	12/12/2023	Granted	$1,496	$20,000
E 16/506	1	bl	BMG	8/02/2018	N/A	NA	Pending	$136	$10,000
E 16/507	1	bl	BMG	8/02/2018	N/A	NA	Pending	$136	$10,000
E 16/510	6	bl	BMG	9/05/2018	N/A	NA	Pending	$816	$20,000
E 24/148	6	bl	BMG	16/06/2006	2/03/2007	1/03/2017	Granted	$3,402	$70,000
E 26/168	13	bl	BMG	21/11/2013	9/03/2015	8/03/2020	Granted	$2,860	$30,000
E 26/197	2	bl	BMG	16/09/2016	31/03/2017	30/03/2022	Granted	$272	$15,000
E 26/209	12	bl	BMG	4/12/2017	N/A	NA	Pending	$1,632	$20,000
E 29/1054	9	bl	BMG	16/10/2018	N/A	NA	Pending	$1,224	$20,000
E 29/1055	3	bl	BMG	16/10/2018	N/A	NA	Pending	$408	$15,000
E 29/1062	14	bl	BMG	30/11/2018	N/A	NA	Pending	$1,904	$20,000
E 29/966	19	bl	BMG	22/12/2015	6/09/2016	5/09/2021	Granted	$2,584	$20,000
E 29/984	7	bl	BMG	17/06/2016	24/02/2017	23/02/2022	Granted	$952	$20,000
E 29/996	4	bl	BMG	23/08/2016	9/08/2018	8/08/2023	Granted	$544	$15,000
E 51/1040 [#1]	18	bl	IRC	27/02/2003	5/02/2004	4/02/2019	Granted	$10,206	$70,000
L 16/92	0.8	ha	BMG	17/06/2011	3/09/2012	2/09/2033	Granted	$13.20	N/A
L 26/261	69	ha	IRC	23/06/2011	3/09/2012	2/09/2033	Granted	$1,138.50	N/A
L 29/109	8.7	ha	BMG	17/06/2011	27/12/2012	26/12/2033	Granted	$143.55	N/A
L 29/42	0.09	ha	BMG	20/09/1988	22/02/1989	21/02/2019	Granted	$1.49	N/A
L 29/43	0.09	ha	BMG	20/09/1988	22/02/1989	21/02/2019	Granted	$1.49	N/A
L 29/44	0.09	ha	BMG	20/09/1988	22/02/1989	21/02/2019	Granted	$1.49	N/A
M 16/531	698.22	ha	BMG	1/02/2012	28/08/2013	27/08/2034	Granted	$13,056.71	$69,822
M 24/919	752	ha	BMG	26/05/2005	5/04/2011	4/04/2032	Granted	$14,062.40	$75,200
M 24/959	194	ha	BMG	19/01/2016	12/07/2017	11/07/2038	Granted	$3,627.80	$19,400
M 24/970	1564	ha	BMG	22/02/2017	N/A	NA	Pending	$29,246.80	$156,400
M 26/346	95	ha	BMG	4/12/1989	31/07/1990	2/08/2032	Granted	$168.39	$10,000
M 26/499	558.6	ha	IRC	28/07/1995	4/12/2008	3/12/2029	Granted	$10,445.82	$55,860
M 26/549	8.3305	ha	BMG	28/01/1996	4/12/2008	3/12/2029	Granted	$155.78	$10,000
M 26/616	946.35	ha	IRC	3/02/1997	1/03/2013	28/02/2034	Granted	$17,696.75	$94,635
M 26/621	187.55	ha	BMG	4/03/1997	4/12/2008	3/12/2029	Granted	$3,507.19	$18,755
M 27/487	121.35	ha	BMG	1/12/2014	3/07/2015	2/07/2036	Granted	$2,269.25	$12,135
M 29/14	102.8	ha	BMG	21/09/1983	2/05/1984	13/05/2026	Granted	$1,922.36	$10,280
M 29/153	989.55	ha	BMG	23/10/1991	17/11/1992	17/11/2034	Granted	$18,504.59	$98,955
M 29/154	345.3	ha	BMG	17/10/1991	17/11/1992	17/11/2034	Granted	$6,457.11	$34,530
M 29/184	591.85	ha	BMG	21/12/1995	12/03/1997	12/03/2039	Granted	$11,067.60	$59,185
M 29/212	923.55	ha	BMG	13/12/1996	27/02/2001	26/02/2022	Granted	$17,270.39	$92,355
M 29/410	499	ha	BMG	1/08/2010	2/10/2012	1/10/2033	Granted	$9,331.30	$49,900
M 29/420	170.75	ha	BMG	25/01/2012	14/11/2012	13/11/2033	Granted	$3,193.03	$17,075
M 29/430	750	ha	BMG	19/07/2018	N/A	NA	Pending	$14,025	$75,000

Tenement ID	Area		Registered Holder	Application Date	Grant Date	End Date	Status	Rent	Expenditure
M 29/88	35.2	ha	BMG	25/05/1988	25/07/1988	27/07/2030	Granted	$658.24	$10,000
P 16/2820	116	ha	BMG	4/10/2013	2/07/2014	1/07/2022	Granted	$319	$4,640
P 16/2821	192	ha	BMG	4/10/2013	2/07/2014	1/07/2022	Granted	$528	$7,680
P 16/2973	187	ha	BMG	29/05/2016	18/01//2017	17/01/2021	Granted	$514.25	$7,480
P 16/2974	109	ha	BMG	29/05/2016	18/01//2017	17/01/2021	Granted	$299.75	$4,360
P 16/2975	188	ha	BMG	29/05/2016	18/01//2017	17/01/2021	Granted	$517	$7,520
P 16/2976	35	ha	BMG	14/06/2016	27/01//2017	26/01/2021	Granted	$96.25	$2,000
P 16/2977	110	ha	BMG	14/06/2016	27/01//2017	26/01/2021	Granted	$302.50	$4,400
P 16/2997	72	ha	BMG	6/09/2016	3/04/2017	2/04/2021	Granted	$198	$2,880
P 16/3002	184	ha	BMG	8/09/2016	4/07/2017	3/07/2021	Granted	$506	$7,360
P 16/3003	191	ha	BMG	8/09/2016	4/07/2017	3/07/2021	Granted	$525.25	$7,640
P 16/3004	122	ha	BMG	9/09/2016	4/07/2017	3/07/2021	Granted	$335.50	$4,880
P 16/3005	101	ha	BMG	9/09/2016	4/07/2017	3/07/2021	Granted	$277.75	$4,040
P 16/3006	190	ha	BMG	9/09/2016	4/07/2017	3/07/2021	Granted	$522.50	$7,600
P 16/3007	66	ha	BMG	9/09/2016	3/04/2017	2/04/2021	Granted	$181.50	$2,640
P 24/4702	179	ha	BMG	11/12/2012	28/08/2013	27/08/2021	Granted	$492.25	$7,160
P 24/4703	65	ha	BMG	11/12/2012	28/08/2013	27/08/2021	Granted	$178.75	$2,600
P 24/4767	137	ha	BMG	18/09/2013	7/04/2014	6/04/2022	Granted	$376.75	$5,480
P 24/4768	162	ha	BMG	18/09/2013	7/04/2014	6/04/2022	Granted	$445.50	$6,480
P 24/4769	170	ha	BMG	18/09/2013	7/04/2014	6/04/2022	Granted	$467.50	$6,800
P 24/4817	111	ha	BMG	21/05/2014	30/01//2015	29/01/2019	Granted	$305.25	$4,440
P 24/4897	147	ha	BMG	16/01/2015	10/08/2015	9/08/2019	Granted	$404.25	$5,880
P 24/5046	130	ha	BMG	21/01/2016	4/07/2017	3/07/2021	Granted	$357.50	$5,200
P 24/5047	155	ha	BMG	21/01/2016	16/09/2016	15/09/2020	Granted	$426.25	$6,200
P 24/5048	64	ha	BMG	21/01/2016	16/09/2016	15/09/2020	Granted	$176	$2,560
P 24/5049	196	ha	BMG	21/01/2016	16/09/2016	15/09/2020	Granted	$539	$7,840
P 24/5050	192	ha	BMG	20/01/2016	16/09/2016	15/09/2020	Granted	$528	$7,680
P 24/5051	128	ha	BMG	20/01/2016	16/09/2016	15/09/2020	Granted	$352	$5,120
P 24/5052	187	ha	BMG	21/01/2016	16/09/2016	15/09/2020	Granted	$514.25	$7,480
P 24/5053	165	ha	BMG	20/01/2016	16/09/2016	15/09/2020	Granted	$453.75	$6,600
P 24/5054	148	ha	BMG	21/01/2016	16/09/2016	15/09/2020	Granted	$407	$5,920
P 24/5055	137	ha	BMG	20/01/2016	16/09/2016	15/09/2020	Granted	$376.75	$5,480
P 24/5056	116	ha	BMG	20/01/2016	16/09/2016	15/09/2020	Granted	$319	$4,640
P 24/5057	198	ha	BMG	20/01/2016	16/09/2016	15/09/2020	Granted	$544.50	$7,920
P 24/5058	137	ha	BMG	20/01/2016	16/09/2016	15/09/2020	Granted	$376.75	$5,480
P 24/5059	116	ha	BMG	20/01/2016	16/09/2016	15/09/2020	Granted	$319	$4,640
P 24/5099	199	ha	BMG	22/04/2016	15/11/2016	14/11/2020	Granted	$547.25	$7,960
P 24/5100	190	ha	BMG	22/04/2016	15/11/2016	14/11/2020	Granted	$522.50	$7,600
P 24/5101	57	ha	BMG	22/04/2016	15/11/2016	14/11/2020	Granted	$156.75	$2,280
P 24/5102	193	ha	BMG	22/04/2016	15/11/2016	14/11/2020	Granted	$530.75	$7,720
P 24/5107	178	ha	BMG	29/05/2016	24/01//2017	23/01/2021	Granted	$489.50	$7,120
P 24/5108	81	ha	BMG	29/05/2016	24/01//2017	23/01/2021	Granted	$222.75	$3,240
P 24/5116	157	ha	BMG	28/07/2016	23/02/2017	22/02/2021	Granted	$431.75	$6,280
P 24/5143	195	ha	BMG	10/09/2016	20/04/2017	19/04/2021	Granted	$536.25	$7,800
P 24/5144	195	ha	BMG	10/09/2016	20/04/2017	19/04/2021	Granted	$536.25	$7,800
P 24/5145	191	ha	BMG	10/09/2016	29/09/2017	28/09/2021	Granted	$525.25	$7,640
P 24/5146	191	ha	BMG	10/09/2016	12/09/2017	11/09/2021	Granted	$525.25	$7,640
P 24/5147	200	ha	BMG	10/09/2016	20/04/2017	19/04/2021	Granted	$550	$8,000
P 24/5148	200	ha	BMG	10/09/2016	20/04/2017	19/04/2021	Granted	$550	$8,000
P 24/5149	200	ha	BMG	10/09/2016	20/04/2017	19/04/2021	Granted	$550	$8,000
P 24/5150	200	ha	BMG	10/09/2016	12/09/2017	11/09/2021	Granted	$550	$8,000
P 24/5151	195	ha	BMG	11/09/2016	20/04/2017	19/04/2021	Granted	$536.25	$7,800
P 24/5152	194	ha	BMG	11/09/2016	20/04/2017	19/04/2021	Granted	$533.50	$7,760
P 24/5153	200	ha	BMG	11/09/2016	20/04/2017	19/04/2021	Granted	$550	$8,000
P 24/5154	154	ha	BMG	11/09/2016	20/04/2017	19/04/2021	Granted	$423.50	$6,160
P 24/5155	194	ha	BMG	11/09/2016	1/09/2017	31/08/2021	Granted	$533.50	$7,760
P 24/5156	187	ha	BMG	11/09/2016	1/09/2017	31/08/2021	Granted	$514.25	$7,480
P 24/5157	189	ha	BMG	11/09/2016	1/09/2017	31/08/2021	Granted	$519.75	$7,560
P 24/5158	169	ha	BMG	11/09/2016	1/09/2017	31/08/2021	Granted	$464.75	$6,760
P 24/5159	196	ha	BMG	11/09/2016	20/04/2017	19/04/2021	Granted	$539	$7,840
P 24/5160	141	ha	BMG	11/09/2016	4/07/2017	3/07/2021	Granted	$387.75	$5,640

Tenement ID	Area		Registered Holder	Application Date	Grant Date	End Date	Status	Rent	Expenditure
P 24/5165	135	ha	BMG	8/10/2016	4/05/2017	3/05/2021	Granted	$371.25	$5,400
P 24/5166	137	ha	BMG	8/10/2016	4/05/2017	3/05/2021	Granted	$376.75	$5,480
P 24/5167	200	ha	BMG	8/10/2016	4/07/2017	3/07/2021	Granted	$550	$8,000
P 24/5186	200	ha	BMG	21/02/2017	10/10/2017	9/10/2021	Granted	$550	$8,000
P 26/3576	134	ha	IRC	8/02/2007	28/03/2013	27/03/2021	Granted	$368.50	$5,360
P 26/3577	155	ha	IRC	8/02/2007	28/03/2013	27/03/2021	Granted	$426.25	$6,200
P 26/3888	200	ha	BMG	7/03/2012	18/03/2013	17/03/2021	Granted	$550	$8,000
P 26/3922	112	ha	BMG	1/09/2012	28/03/2013	27/03/2021	Granted	$308	$4,480
P 26/3923	27.79	ha	BMG	4/09/2012	28/03/2013	27/03/2021	Granted	$76.42	$2,000
P 26/3988	168.2736	ha	IRC	3/12/2013	10/07/2014	9/07/2022	Granted	$462.75	$6,730.94
P 26/3989	189	ha	IRC	3/12/2013	13/08/2014	12/08/2022	Granted	$519.75	$7,560
P 26/3990	192.6823	ha	IRC	3/12/2013	1/07/2014	30/06/2022	Granted	$529.88	$7,707.29
P 26/4014	193	ha	BMG	21/08/2014	9/03/2015	8/03/2019	Granted	$530.75	$7,720
P 26/4056	189	ha	BMG	25/06/2015	14/01//2016	13/01/2020	Granted	$519.75	$7,560
P 26/4078	171	ha	BMG	26/10/2015	6/07/2016	5/07/2020	Granted	$470.25	$6,840
P 26/4079	60	ha	BMG	26/10/2015	15/02/2017	14/02/2021	Granted	$165	$2,400
P 26/4080	28.0901	ha	BMG	25/10/2015	31/05/2016	30/05/2020	Granted	$77.25	$2,000
P 26/4081	79.8834	ha	BMG	24/10/2015	11/07/2016	10/07/2020	Granted	$219.68	$3,195.34
P 26/4229	191	ha	BMG	12/09/2016	N/A	NA	Pending	$525.25	$7,640
P 26/4230	138	ha	BMG	12/09/2016	N/A	NA	Pending	$379.50	$5,520
P 26/4231	196	ha	BMG	12/09/2016	N/A	NA	Pending	$539	$7,840
P 26/4256	54	ha	BMG	9/11/2016	11/07/2017	10/07/2021	Granted	$148.50	$2,160
P 26/4316	197	ha	BMG	1/12/2017	N/A	NA	Pending	$541.75	$7,880
P 26/4317	197	ha	BMG	1/12/2017	N/A	NA	Pending	$541.75	$7,880
P 26/4318	198	ha	BMG	2/12/2017	N/A	NA	Pending	$544.50	$7,920
P 26/4319	182	ha	BMG	2/12/2017	N/A	NA	Pending	$500.50	$7,280
P 26/4320	164	ha	BMG	1/12/2017	N/A	NA	Pending	$451	$6,560
P 26/4321	188	ha	BMG	1/12/2017	N/A	NA	Pending	$517	$7,520
P 26/4322	198	ha	BMG	2/12/2017	N/A	NA	Pending	$544.50	$7,920
P 26/4323	198	ha	BMG	2/12/2017	N/A	NA	Pending	$544.50	$7,920
P 26/4324	198	ha	BMG	2/12/2017	N/A	NA	Pending	$544.50	$7,920
P 26/4325	199	ha	BMG	2/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4326	199	ha	BMG	2/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4327	199	ha	BMG	2/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4328	184	ha	BMG	2/12/2017	N/A	NA	Pending	$506	$7,360
P 26/4329	171	ha	BMG	1/12/2017	N/A	NA	Pending	$470.25	$6,840
P 26/4330	194	ha	BMG	3/12/2017	N/A	NA	Pending	$533.50	$7,760
P 26/4331	199	ha	BMG	2/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4332	199	ha	BMG	2/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4333	199	ha	BMG	2/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4334	199	ha	BMG	2/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4335	192	ha	BMG	3/12/2017	N/A	NA	Pending	$528	$7,680
P 26/4336	199	ha	BMG	3/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4337	199	ha	BMG	3/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4338	199	ha	BMG	3/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4339	199	ha	BMG	3/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4340	182	ha	BMG	3/12/2017	N/A	NA	Pending	$500.50	$7,280
P 26/4341	199	ha	BMG	3/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4342	199	ha	BMG	3/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4343	194	ha	BMG	3/12/2017	N/A	NA	Pending	$533.50	$7,760
P 26/4344	196	ha	BMG	3/12/2017	N/A	NA	Pending	$539	$7,840
P 26/4345	194	ha	BMG	3/12/2017	N/A	NA	Pending	$533.50	$7,760
P 26/4350	199	ha	BMG	10/12/2017	N/A	NA	Pending	$547.25	$7,960
P 26/4360	200	ha	BMG	11/01/2018	N/A	NA	Pending	$550	$8,000
P 26/4361	200	ha	BMG	11/01/2018	N/A	NA	Pending	$550	$8,000
P 26/4362	200	ha	BMG	11/01/2018	N/A	NA	Pending	$550	$8,000
P 26/4363	167	ha	BMG	11/01/2018	N/A	NA	Pending	$459.25	$6,680
P 26/4364	196	ha	BMG	10/01/2018	N/A	NA	Pending	$539	$7,840
P 26/4365	176	ha	BMG	10/01/2018	N/A	NA	Pending	$484	$7,040
P 26/4366	177	ha	BMG	11/01/2018	N/A	NA	Pending	$486.75	$7,080
P 26/4367	198	ha	BMG	10/01/2018	N/A	NA	Pending	$544.50	$7,920

Tenement ID	Area		Registered Holder	Application Date	Grant Date	End Date	Status	Rent	Expenditure
P 26/4368	195	ha	BMG	10/01/2018	N/A	NA	Pending	$536.25	$7,800
P 26/4369	109	ha	BMG	11/01/2018	N/A	NA	Pending	$299.75	$4,360
P 26/4370	143	ha	BMG	11/01/2018	N/A	NA	Pending	$393.25	$5,720
P 27/2209	25	ha	BMG	22/12/2014	8/07/2015	7/07/2019	Granted	$68.75	$2,000
P 27/2215	129	ha	BMG	13/03/2015	5/10/2015	4/10/2019	Granted	$354.75	$5,160
P 27/2316	166	ha	BMG	18/01/2017	12/09/2017	11/09/2021	Granted	$456.50	$6,640
P 27/2317	88	ha	BMG	19/01/2017	12/09/2017	11/09/2021	Granted	$242	$3,520
P 27/2319	46	ha	BMG	7/02/2017	2/10/2017	1/10/2021	Granted	$126.50	$2,000
P 29/2153	199	ha	BMG	20/10/2009	22/07/2010	21/07/2018	Granted	$547.25	$7,960
P 29/2154	199	ha	BMG	20/10/2009	22/07/2010	21/07/2018	Granted	$547.25	$7,960
P 29/2155	191	ha	BMG	20/10/2009	22/07/2010	21/07/2018	Granted	$525.25	$7,640
P 29/2156	162	ha	BMG	20/10/2009	2/08/2010	1/08/2018	Granted	$445.50	$6,480
P 29/2251	199	ha	BMG	29/05/2012	14/02/2013	13/02/2021	Granted	$547.25	$7,960
P 29/2252	200	ha	BMG	29/05/2012	14/02/2013	13/02/2021	Granted	$550	$8,000
P 29/2253	197	ha	BMG	29/05/2012	14/02/2013	13/02/2021	Granted	$541.75	$7,880
P 29/2254	192	ha	BMG	29/05/2012	14/02/2013	13/02/2021	Granted	$528	$7,680
P 29/2344	156.3582	ha	BMG	20/03/2014	17/11/2014	16/11/2018	Granted	$429.99	$6,254.33
P 29/2345	157.7143	ha	BMG	20/03/2014	17/11/2014	16/11/2018	Granted	$433.71	$6,308.57
P 29/2346	70.6086	ha	BMG	20/03/2014	4/01//2018	30/01/2022	Granted	$194.17	$2,824.34
P 29/2366	136	ha	BMG	21/10/2015	31/05/2016	30/05/2020	Granted	$374	$5,440
P 29/2367	178	ha	BMG	21/10/2015	3/01//2017	2/01/2021	Granted	$489.50	$7,120
P 29/2383	184	ha	BMG	17/06/2016	15/02/2017	14/02/2021	Granted	$506	$7,360
P 29/2384	191	ha	BMG	17/06/2016	15/02/2017	14/02/2021	Granted	$525.25	$7,640
P 29/2385	198	ha	BMG	17/06/2016	15/02/2017	14/02/2021	Granted	$544.50	$7,920
P 29/2386	196	ha	BMG	17/06/2016	15/02/2017	14/02/2021	Granted	$539	$7,840
P 29/2387	165	ha	BMG	17/06/2016	15/02/2017	14/02/2021	Granted	$453.75	$6,600
P 29/2448	112.3	ha	BMG	6/12/2017	N/A	NA	Pending	$308.83	$4,492
P 29/2450	136.06	ha	BMG	10/12/2017	N/A	NA	Pending	$374.17	$5,442.40
P 29/2451	196.57	ha	BMG	10/12/2017	N/A	NA	Pending	$540.57	$7,862.80
P 29/2488	190	ha	BMG	29/06/2018	N/A	NA	Pending	$522.50	$7,600
Total All Tenements								$289,949.60	$2,523,385.02
Total All Granted Tenements								$205,647.49	$1,740,627.82

Notes:

1. Tenements with a #1 are subject to a Joint Venture with Mithril Resources where Intermin are diluting to 40%.
2. The tenements are 100% beneficially held by Intermin either directly (listed above as IRC) or through a wholly owned subsidiary Black Mountain Gold Pty Ltd (listed above as BMG).
3. The tenement schedule is based on a search of all tenements in Western Australia undertaken by DRM. This list has been compared to the Intermin September 2018 Quarterly Report except the removal of the Lehmans Joint Venture tenements and one exploration licence that was sold to Saracen as a part of the Lehamns JV sale agreement in November 2018. The tenement dates have been validated by checking the Department of Mines, Industry Regulation and Safety (DMIRS) Mineral Titles online database while the expenditures are rents are based on the June 2018 Fees and Charges of the DMIRS.
4. M29/430 is a new tenement application that covers the expired Prospecting Licences P29/2153 – P29/2156
5. M24/970 is a new tenement application that covers the expired Exploration Licence E24/148.
6. Extension of term applications have been lodged for P29/2344 and P29/2345

Appendix C – Comparable Gold Transactions

The table below documents several transactions that were analysed to determine a resource multiple for recently completed transactions.

The overall range is consistent with an extensive database of transactions compiled for transactions completed since 2010 on Western Australian for projects with a resource >100,000oz and where there were no reserves at the time of the deal and no processing facilities within are associated with the transaction.
The Resource Multiples highlighted in Green are considered comparable. DRM has where possible limited the transactions to being completed transactions over the past year however two transactions fall outside this range, both these transactions are at a discount to the more recent current transactions. Excluded transactions, highlighted in red, are for projects that are more advanced or have associated infrastructure

Project	Purchaser	Seller	Transaction type	Equity sold	Resource Grade	Resource tonnes (Mt)	Contained Gold (Moz)	Area	$	Shares (million)	Share Price	Share Value	Total Value	$/oz	$/km	Date	Comments
Dalgarranga	Gascoyne Resources	Individual	Sale of JV Interest	20%	1.4	25.7	1.120	16.52	6	11	0.44	4.84	10.84	48.39	656,174	28/12/2016	Completed DFS
Cue Project	Musgrave	Silver Lake	Sale of JV Interest	20%	3.09	3.55	0.353	272	1.50				1.50	21.27	5,515	18/07/2017	Value only attributed to Lena and Break of Day
Cue Project	Musgrave	Silver Lake	Increase in JV equity	20%	3.09	3.55	0.127	272	1.80				1.80	70.92	6,618	8/02/2017	value only attributed to Lena and Break of Day
Various projects	Westgold	Musgrave	Corporate Investment	15%	3.09	3.55	0.353		3.36				3.36	63.51		June 2018	additional mill feed plus additional assets
Tuckabianna	Westgold	Silver Lake	Outright Sale	100%	2.04	7.967	0.523		6	1.25	1.86	2.33	8.33	15.93		23/06/2017	Tuckabianna Mill
Yandal projects	Echo Resources	Metalico	Merger	100%	1.8	8.907	0.522		0			38.90	38.90	74.58		29/09/2016	Bronzewing mill
Hermies	Northern Star	Alchemy Resources	Outright Sale	100%	1.98	3.34	0.212		1.45				1.45	6.84		Feb 2015	stranded hence discount
Red October	Matsa Resources	Saracen Mineral Holdings	Outright Sale	100%	6.9	0.446	0.099		1	4.545	0.22	1	2	20.20		26/09/2017	

Project	Purchaser	Seller	Transaction type	Equity sold	Resource Grade	Resource tonnes (Mt)	Contained Gold (Moz)	Area	$	Shares (million)	Share Price	Share Value	Total Value	$/oz	$/km	Date	Comments
South Kalgoorlie Operations	Northern Star	Westgold	Outright Sale	100%	2.09	58.01	4.016					80	80	19.92		Mar-18	Contains a mill and strategic milling capacity
Comet	Metals X - Westgold	Silver Lake	Outright Sale	100%	2.9	3.8	0.353	50	3				3	8.50	60,000	25/11/2015	
Polar Bear	Westgold	S2 Resources	Outright Sale	100%	2	4.22	0.264					9	9	34.09		Feb-18	OK extensive exploration upside
Mt Henry	Metals X - Westgold	Panoramic Resources / Matsa Resources	Outright Sale	100%	1.19	43.18	1.656			22	0.639	14.06	14.06	8.49		31/07/2015	
Second Fortune and USA Gold Projects	Anova	Exterra	Merger	100%	5.1	1.201	0.199					21.30	21.30	107.30			Completed DFS
trojan Deposit	Aruma Resources	Westgold	Outright Sale	100%	1.61	2.79434	0.145			6	0.025	0.15	0.15	1.04		15/03/2018	exclude small area on a lake
Gidgee	Gum Creek Gold	Panoramic Resources	IPO	49%	2.25	17.303	1.250					15	15	24.49		21/10/2016	panoramic 49% Divested via IPO
Goongarrie and Menzies	Eastern Goldfields	Intermin	JV	65%	2.2	2.42	0.171	87.45	5.50				5.50	49.40	62,893		
Sandstone Project	Alto Resources	Individuals	Outright Sale	100%				723	0.50	19	0.02	0.38	0.88		1,217	23/03/2016	area based

Therefore, DRM considers, based on these transactions that a resource multiple of between $8.5 and $34 is reasonable and a preferred (average) resource multiple of $18.5 is reasonable for the Intermin and MacPhersons gold projects.

Appendix D – MacPhersons Kalgoorlie Project Geoscientific (Kilburn) Rankings – Exploration Potential

Tenement	BAC (AUS$)	Equity	Value Not	Off		On		Anomaly		Geology		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
				Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
E 25/511	10,577	100%	100%	2	2.5	1	1.5	1	1.5	1.5	2	31700	75350	119000	0.03	0.06	0.1
M 25/355	31,643	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	71200	159000	246800	0.06	0.14	0.21
M 26/161	39,606	100%	100%	2.5	3	1.5	2	1.5	2	1.5	2	334200	642350	950500	0.29	0.55	0.81
M 26/277	26,062	100%	25%	3	3.5	2	2.5	2.5	3.5	2	2.5	195500	347150	498800	0.17	0.3	0.43
M 26/29	25,682	100%	0%	3	3.5	3	3.5	2.5	3.5	3	3.5	0	0	0	0	0	0
M 26/318	83,222	100%	10%	3	3.5	2	2.5	2.5	3.5	2	2.5	249700	443450	637200	0.21	0.38	0.54
M 26/490	36,840	100%	0%	1.5	2.5	2.5	3	2.5	3.5	1.5	2.5	0	0	0	0	0	0
M 26/598	11,035	100%	100%	2.5	3	1.5	2.5	1.5	2	1.5	2.5	93100	253450	413800	0.08	0.22	0.35
P 25/2192	5,170	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	15500	32950	50400	0.01	0.03	0.04
P 25/2193	7,820	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	17600	39300	61000	0.02	0.03	0.05
P 25/2194	8,889	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	26700	56700	86700	0.02	0.05	0.07
P 25/2195	5,384	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	12100	27050	42000	0.01	0.02	0.04
P 25/2196	8,846	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	19900	44450	69000	0.02	0.04	0.06
P 25/2247	5,683	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	17000	36200	55400	0.01	0.03	0.05
P 25/2261	8,718	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	19600	43800	68000	0.02	0.04	0.06
P 25/2292	8,889	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	20000	44650	69300	0.02	0.04	0.06
P 25/2322	7,863	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	17700	39500	61300	0.02	0.03	0.05
P 25/2393	8,034	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	18100	40400	62700	0.02	0.03	0.05
P 25/2394	5,726	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	12900	28800	44700	0.01	0.02	0.04
P 25/2403	8,889	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	20000	44650	69300	0.02	0.04	0.06
P 25/2404	8,889	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	20000	44650	69300	0.02	0.04	0.06
P 25/2405	8,590	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	19300	43150	67000	0.02	0.04	0.06
P 25/2450	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 25/2467	8,291	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	24900	52850	80800	0.02	0.05	0.07
P 25/2468	5,982	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	17900	38100	58300	0.02	0.03	0.05
P 25/2469	8,376	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	25100	53400	81700	0.02	0.05	0.07
P 25/2470	6,623	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	19900	42250	64600	0.02	0.04	0.06
P 25/2471	8,889	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	26700	56700	86700	0.02	0.05	0.07
P 25/2472	6,495	100%	100%	2	2.5	1	1.5	1	1.3	1.5	2	19500	41400	63300	0.02	0.04	0.05
P 25/2473	2,367	100%	100%	2	2.5	1.5	2	1	1.3	1.5	2	10600	20700	30800	0.01	0.02	0.03
P 25/2474	5,555	100%	100%	1.5	2	1	1.5	1	1.3	1.5	2	12500	27900	43300	0.01	0.02	0.04
P 25/2475	2,460	100%	100%	1	1.5	1	1.5	1	1.1	1.5	2	3700	7950	12200	0	0.01	0.01
P 25/2526	7,478	50%	100%	1.5	2	1	1.5	1	1.3	1.5	2	8400	18800	29200	0.01	0.02	0.02
P 25/2551	6,752	50%	100%	2	2.5	1.5	2	1	1.3	1.5	2	15200	29550	43900	0.01	0.03	0.04
P 25/2552	8,077	50%	100%	2	2.5	1.5	2	1	1.3	1.5	2	18200	35350	52500	0.02	0.03	0.04
P 26/3791	8,205	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	18500	37000	55500	0.02	0.03	0.05

Tenement	BAC (AUS$)	Equity	Value Not	Off		On		Anomaly		Geology		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
				Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 26/3792	5,683	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	12800	25600	38400	0.01	0.02	0.03
P 26/3793	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 26/3794	8,376	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	18800	37700	56600	0.02	0.03	0.05
P 26/3795	8,034	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	18100	36200	54300	0.02	0.03	0.05
P 26/3796	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 26/3797	8,419	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	18900	37900	56900	0.02	0.03	0.05
P 26/3798	8,590	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	19300	38700	58100	0.02	0.03	0.05
P 26/3799	8,633	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	19400	38900	58400	0.02	0.03	0.05
P 26/3800	5,597	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	12600	25200	37800	0.01	0.02	0.03
P 26/4020	2,383	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5400	10750	16100	0	0.01	0.01
P 26/4035	4,913	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	11100	22150	33200	0.01	0.02	0.03
P 26/4036	4,529	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	10200	20400	30600	0.01	0.02	0.03
P 26/4053	2,389	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5400	10750	16100	0	0.01	0.01
P 26/4054	4,187	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	9400	18850	28300	0.01	0.02	0.02
P 26/4055	6,324	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	14200	28500	42800	0.01	0.02	0.04
P 26/4199	5,469	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	6200	12350	18500	0.01	0.01	0.02
P 26/4200	5,298	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	6000	11950	17900	0.01	0.01	0.02
P 26/4201	5,555	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	6200	12500	18800	0.01	0.01	0.02
P 26/4202	8,846	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	10000	19950	29900	0.01	0.02	0.03
P 26/4203	5,213	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5900	11750	17600	0.01	0.01	0.02
P 26/4204	5,127	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5800	11550	17300	0	0.01	0.01
P 26/4205	5,298	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	6000	11950	17900	0.01	0.01	0.02
P 26/4206	4,828	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5400	10850	16300	0	0.01	0.01
P 26/4207	5,512	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	6200	12400	18600	0.01	0.01	0.02
P 26/4208	5,213	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5900	11750	17600	0.01	0.01	0.02
P 26/4297	5,384	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	12100	24250	36400	0.01	0.02	0.03
P 26/4298	6,794	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	7600	15300	23000	0.01	0.01	0.02
P 26/4299	7,820	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	8800	17600	26400	0.01	0.02	0.02
P 26/4300	6,709	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	7500	15100	22700	0.01	0.01	0.02
P 26/4301	5,255	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5900	11850	17800	0.01	0.01	0.02
P 26/4302	4,315	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	9700	19450	29200	0.01	0.02	0.02
P 26/4381	8,504	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	9600	19150	28700	0.01	0.02	0.02
P 26/4382	8,162	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	9200	18400	27600	0.01	0.02	0.02
P 26/4383	4,657	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5200	10450	15700	0	0.01	0.01
P 26/4384	8,804	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	9900	19850	29800	0.01	0.02	0.03
P 26/4385	8,889	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	10000	20000	30000	0.01	0.02	0.03
P 26/4386	8,846	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	10000	19950	29900	0.01	0.02	0.03
P 26/4405	8,248	50%	100%	1.5	2	1	1.3	1	1.3	1.5	2	9300	18600	27900	0.01	0.02	0.02
P 26/4431	3,588	50%	100%	2	2.5	1	1.3	1	1.3	1.5	2	5400	10300	15200	0	0.01	0.01
P 26/4432	2,861	50%	100%	2	2.5	1	1.3	1	1.3	1.5	2	4300	8200	12100	0	0.01	0.01

Tenement	BAC (AUS$)	Equity	Value Not	Off		On		Anomaly		Geology		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
				Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 27/2041	7,735	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	17400	34850	52300	0.01	0.03	0.04
P 27/2042	7,820	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	17600	35250	52900	0.02	0.03	0.05
P 27/2043	8,462	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	19000	38100	57200	0.02	0.03	0.05
P 27/2044	2,468	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	5600	11150	16700	0	0.01	0.01
P 27/2045	8,376	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	18800	37700	56600	0.02	0.03	0.05
P 27/2050	8,886	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	26700	50900	75100	0.02	0.04	0.06
P 27/2051	8,786	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	19800	39600	59400	0.02	0.03	0.05
P 27/2052	8,885	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2138	8,333	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	25000	47700	70400	0.02	0.04	0.06
P 27/2139	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2140	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2141	8,889	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	26700	50900	75100	0.02	0.04	0.06
P 27/2142	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2146	6,110	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	18300	34950	51600	0.02	0.03	0.04
P 27/2147	8,761	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	19700	39450	59200	0.02	0.03	0.05
P 27/2148	8,846	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	19900	39850	59800	0.02	0.03	0.05
P 27/2265	2,438	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	7300	13950	20600	0.01	0.01	0.02
P 27/2266	8,804	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	26400	50400	74400	0.02	0.04	0.06
P 27/2267	8,761	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	26300	50150	74000	0.02	0.04	0.06
P 27/2268	8,248	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	24700	47200	69700	0.02	0.04	0.06
P 27/2269	8,889	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	26700	50900	75100	0.02	0.04	0.06
P 27/2270	7,265	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	21800	41600	61400	0.02	0.04	0.05
P 27/2271	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2272	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2273	7,393	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	22200	42350	62500	0.02	0.04	0.05
P 27/2274	8,889	100%	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2275	8,889	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	26700	50900	75100	0.02	0.04	0.06
P 27/2276	6,623	100%	100%	2	2.5	1	1.3	1	1.3	1.5	2	19900	37950	56000	0.02	0.03	0.05
Total												**$2.5**	**$4.9**	**$7.4**	**$2.2**	**$4.2**	**$6.3**

Discount Factors	
Location	95%
Gold	90%

Additionally, a 50% discount was applied to the pending tenements.
The resource proportion is the percentage of the tenement that is not covered by existing resources.

Appendix E – Intermin Projects Geoscientific (Kilburn) Ranking – Exploration Potential.

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
E 16/470	Kalgoorlie	$22,090	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	$22,100	$33,100	$44,100	$0.02	$0.03	$0.04
E 16/471	Kalgoorlie	$22,970	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	$23,000	$34,450	$45,900	$0.02	$0.03	$0.04
E 16/492	Kalgoorlie	$15,647	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$7,800	$14,300	$20,800	$0.01	$0.01	$0.02
E 16/492	Kalgoorlie	$7,823	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	$7,800	$11,700	$15,600	$0.01	$0.01	$0.01
E 16/493	Kalgoorlie	$9,592	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	$9,600	$14,400	$19,200	$0.01	$0.01	$0.02
E 16/493	Kalgoorlie	$12,790	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$6,400	$11,700	$17,000	$0.01	$0.01	$0.01
E 16/494	Kalgoorlie	$10,493	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$5,200	$9,600	$14,000	$-	$0.01	$0.01
E 16/497	Kalgoorlie	$10,493	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$5,200	$9,600	$14,000	$-	$0.01	$0.01
E 16/499	Kalgoorlie	$16,702	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$8,400	$15,300	$22,200	$0.01	$0.01	$0.02
E 16/503	Kalgoorlie	$10,421	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	$10,400	$15,600	$20,800	$0.01	$0.01	$0.02
E 16/503	Kalgoorlie	$12,505	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$6,300	$11,450	$16,600	$0.01	$0.01	$0.01
E 24/148	Kalgoorlie	$74,832	100%	100%	2.5	3	1.5	2	1.5	2	1	1.5	$420,900	$883,950	$1,347,000	$0.36	$0.76	$1.15
E 26/168	Kalgoorlie	$29,015	100%	100%	2.5	3	1.5	2	1.5	2	1	1.5	$163,200	$342,750	$522,300	$0.14	$0.29	$0.45
E 26/168	Kalgoorlie	$5,275	100%	0%	3	3.5	2	2.5	3	3.5	2	2.5	$-	$-	$-	$-	$-	$-
E 26/197	Kalgoorlie	$16,702	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$25,100	$68,900	$112,700	$0.02	$0.06	$0.10
M 16/531	Kalgoorlie	$83,379	100%	5%	2	2.5	1.5	2	1.5	2	1	1.5	$18,800	$40,650	$62,500	$0.02	$0.03	$0.05
M 24/919	Kalgoorlie	$89,762	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$134,600	$370,250	$605,900	$0.12	$0.32	$0.52
M 24/959	Kalgoorlie	$23,528	100%	100%	1.5	2	1.5	2.5	1.5	2	1	1.5	$79,400	$216,150	$352,900	$0.07	$0.18	$0.30
M 26/346	Kalgoorlie	$10,668	100%	0%	3	3.5	2	2.5	3	3.5	1.5	2.5	$-	$-	$-	$-	$-	$-
M 26/499	Kalgoorlie	$66,806	100%	5%	2	2.5	1.5	2	2	2.5	1	1.5	$20,000	$41,300	$62,600	$0.02	$0.04	$0.05
M 26/549	Kalgoorlie	$10,656	100%	10%	3	3.5	2	2.5	3	3.5	1.5	2.5	$28,800	$55,200	$81,600	$0.02	$0.05	$0.07
M 26/616	Kalgoorlie	$112,832	100%	100%	2	2.5	1.5	2	1	1.2	1	1.3	$338,500	$609,300	$880,100	$0.29	$0.52	$0.75
M 26/621	Kalgoorlie	$22,762	100%	0%	3	3.5	2	2.5	2	2.5	1.5	2.5	$-	$-	$-	$-	$-	$-
M 27/487	Kalgoorlie	$14,904	100%	100%	1.5	1.8	1	1.5	1	1.2	0.5	1.2	$11,200	$34,550	$57,900	$0.01	$0.03	$0.05
P 16/2820	Kalgoorlie	$5,298	100%	100%	1	1.1	1	1.1	1	1.1	0.5	0.9	$2,600	$4,450	$6,300	$-	$-	$0.01
P 16/2821	Kalgoorlie	$8,547	100%	100%	1	1.1	1	1.1	1	1.1	0.5	0.9	$4,300	$7,250	$10,200	$-	$0.01	$0.01
P 16/2973	Kalgoorlie	$8,333	100%	100%	2.5	4	1.5	2	1.5	2.5	1.5	2	$70,300	$201,800	$333,300	$0.06	$0.17	$0.28
P 16/2974	Kalgoorlie	$4,999	100%	100%	2.5	4	1.5	2	1.5	2.5	1.5	2	$42,200	$121,100	$200,000	$0.04	$0.10	$0.17
P 16/2975	Kalgoorlie	$8,376	100%	100%	2.5	4	1.5	2	1.5	2.5	1.5	2	$70,700	$202,850	$335,000	$0.06	$0.17	$0.29
P 16/2976	Kalgoorlie	$2,435	100%	100%	2.5	4	1.5	2	1.5	2	1	1.5	$13,700	$36,050	$58,400	$0.01	$0.03	$0.05
P 16/2977	Kalgoorlie	$5,042	100%	100%	2.5	4	1.5	2	1.5	2	1	1.5	$28,400	$74,700	$121,000	$0.02	$0.06	$0.10
P 16/2997	Kalgoorlie	$3,417	100%	100%	1	1	1	1	1	1	1	1	$3,400	$3,400	$3,400	$-	$-	$-
P 16/3002	Kalgoorlie	$8,205	100%	100%	2.5	4	1.5	2	1.5	2	1	1.5	$46,200	$121,550	$196,900	$0.04	$0.10	$0.17

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 16/3003	Kalgoorlie	$8,504	100%	100%	2.5	4	1.5	2	1.5	2	1	1.5	$47,800	$125,950	$204,100	$0.04	$0.11	$0.17
P 16/3004	Kalgoorlie	$5,555	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	$13,900	$44,450	$75,000	$0.01	$0.04	$0.06
P 16/3005	Kalgoorlie	$4,657	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	$11,600	$37,250	$62,900	$0.01	$0.03	$0.05
P 16/3006	Kalgoorlie	$8,462	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	$21,200	$67,700	$114,200	$0.02	$0.06	$0.10
P 16/3007	Kalgoorlie	$3,161	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	$7,900	$25,300	$42,700	$0.01	$0.02	$0.04
P 24/4702	Kalgoorlie	$7,991	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$12,000	$32,950	$53,900	$0.01	$0.03	$0.05
P 24/4703	Kalgoorlie	$3,118	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$4,700	$12,850	$21,000	$-	$0.01	$0.02
P 24/4767	Kalgoorlie	$6,196	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	$15,500	$39,100	$62,700	$0.01	$0.03	$0.05
P 24/4768	Kalgoorlie	$7,265	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	$18,200	$45,900	$73,600	$0.02	$0.04	$0.06
P 24/4769	Kalgoorlie	$7,607	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	$19,000	$48,000	$77,000	$0.02	$0.04	$0.07
P 24/4817	Kalgoorlie	$5,084	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$7,600	$20,950	$34,300	$0.01	$0.02	$0.03
P 24/4897	Kalgoorlie	$6,623	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$9,900	$27,300	$44,700	$0.01	$0.02	$0.04
P 24/5046	Kalgoorlie	$5,897	100%	100%	1.5	2	1.5	2	1.5	2	1	1.5	$19,900	$45,350	$70,800	$0.02	$0.04	$0.06
P 24/5047	Kalgoorlie	$6,965	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$10,400	$28,700	$47,000	$0.01	$0.02	$0.04
P 24/5048	Kalgoorlie	$3,075	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$4,600	$12,700	$20,800	$-	$0.01	$0.02
P 24/5049	Kalgoorlie	$8,718	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$13,100	$35,950	$58,800	$0.01	$0.03	$0.05
P 24/5050	Kalgoorlie	$8,547	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$12,800	$35,250	$57,700	$0.01	$0.03	$0.05
P 24/5051	Kalgoorlie	$5,811	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$8,700	$23,950	$39,200	$0.01	$0.02	$0.03
P 24/5052	Kalgoorlie	$8,333	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$12,500	$34,350	$56,200	$0.01	$0.03	$0.05
P 24/5053	Kalgoorlie	$7,393	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$11,100	$30,500	$49,900	$0.01	$0.03	$0.04
P 24/5054	Kalgoorlie	$6,666	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$10,000	$27,500	$45,000	$0.01	$0.02	$0.04
P 24/5055	Kalgoorlie	$6,196	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$9,300	$25,550	$41,800	$0.01	$0.02	$0.04
P 24/5056	Kalgoorlie	$5,298	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$7,900	$21,850	$35,800	$0.01	$0.02	$0.03
P 24/5057	Kalgoorlie	$8,804	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$13,200	$36,300	$59,400	$0.01	$0.03	$0.05
P 24/5058	Kalgoorlie	$6,196	100%	100%	1.5	2	1.5	2	1.5	2	1	1.5	$20,900	$47,600	$74,300	$0.02	$0.04	$0.06
P 24/5059	Kalgoorlie	$5,298	100%	100%	1.5	2	1.5	2	1.5	2	1	1.5	$17,900	$40,750	$63,600	$0.02	$0.03	$0.05
P 24/5099	Kalgoorlie	$8,846	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	$22,100	$55,850	$89,600	$0.02	$0.05	$0.08
P 24/5100	Kalgoorlie	$8,462	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	$21,200	$53,450	$85,700	$0.02	$0.05	$0.07
P 24/5101	Kalgoorlie	$2,776	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	$6,900	$17,500	$28,100	$0.01	$0.01	$0.02
P 24/5102	Kalgoorlie	$8,590	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	$21,500	$54,250	$87,000	$0.02	$0.05	$0.07
P 24/5107	Kalgoorlie	$7,949	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	$19,900	$63,600	$107,300	$0.02	$0.05	$0.09
P 24/5108	Kalgoorlie	$3,802	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$5,700	$15,700	$25,700	$-	$0.01	$0.02
P 24/5116	Kalgoorlie	$7,051	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	$10,600	$29,100	$47,600	$0.01	$0.02	$0.04
P 24/5143	Kalgoorlie	$8,675	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,300	$10,600	$16,900	$-	$0.01	$0.01
P 24/5144	Kalgoorlie	$8,675	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,300	$10,600	$16,900	$-	$0.01	$0.01
P 24/5145	Kalgoorlie	$8,504	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,300	$10,400	$16,500	$-	$0.01	$0.01
P 24/5146	Kalgoorlie	$8,504	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,300	$10,400	$16,500	$-	$0.01	$0.01

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 24/5147	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,400	$10,850	$17,300	$-	$0.01	$0.01
P 24/5148	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,400	$10,850	$17,300	$-	$0.01	$0.01
P 24/5149	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,400	$10,850	$17,300	$-	$0.01	$0.01
P 24/5150	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,400	$10,850	$17,300	$-	$0.01	$0.01
P 24/5151	Kalgoorlie	$8,675	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,300	$10,600	$16,900	$-	$0.01	$0.01
P 24/5152	Kalgoorlie	$8,633	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,300	$10,550	$16,800	$-	$0.01	$0.01
P 24/5153	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,400	$10,850	$17,300	$-	$0.01	$0.01
P 24/5154	Kalgoorlie	$6,923	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$3,500	$8,500	$13,500	$-	$0.01	$0.01
P 24/5155	Kalgoorlie	$8,633	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,300	$10,550	$16,800	$-	$0.01	$0.01
P 24/5156	Kalgoorlie	$8,333	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,200	$10,200	$16,200	$-	$0.01	$0.01
P 24/5157	Kalgoorlie	$8,419	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,200	$10,300	$16,400	$-	$0.01	$0.01
P 24/5158	Kalgoorlie	$7,564	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$3,800	$9,250	$14,700	$-	$0.01	$0.01
P 24/5159	Kalgoorlie	$8,718	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$4,400	$10,650	$16,900	$-	$0.01	$0.01
P 24/5160	Kalgoorlie	$6,367	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	$3,200	$7,800	$12,400	$-	$0.01	$0.01
P 24/5165	Kalgoorlie	$6,110	100%	100%	0.9	1.1	0.9	1.1	0.9	1	0.1	0.5	$400	$2,050	$3,700	$-	$-	$-
P 24/5166	Kalgoorlie	$6,196	100%	100%	0.9	1.1	0.9	1.1	0.9	1	0.1	0.5	$500	$2,100	$3,700	$-	$-	$-
P 24/5167	Kalgoorlie	$8,889	100%	100%	0.9	1.1	0.9	1.1	0.9	1	0.1	0.5	$600	$3,000	$5,400	$-	$-	$-
P 24/5186	Kalgoorlie	$8,889	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	$22,200	$71,100	$120,000	$0.02	$0.06	$0.10
P 26/3576	Kalgoorlie	$6,068	100%	100%	1.5	1.8	1	1.2	1	1.2	1	1.5	$9,100	$16,350	$23,600	$0.01	$0.01	$0.02
P 26/3577	Kalgoorlie	$6,965	100%	100%	1.5	1.8	1	1.2	1	1.2	1	1.5	$10,400	$18,750	$27,100	$0.01	$0.02	$0.02
P 26/3888	Kalgoorlie	$8,889	100%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	$6,700	$15,850	$25,000	$0.01	$0.01	$0.02
P 26/3922	Kalgoorlie	$5,127	100%	100%	2	3	1	1.1	1	1.1	1	1.5	$10,300	$19,100	$27,900	$0.01	$0.02	$0.02
P 26/3923	Kalgoorlie	$2,415	100%	100%	1.5	1.8	1	1.1	1	1.1	1	1.5	$3,600	$5,750	$7,900	$-	$-	$0.01
P 26/3988	Kalgoorlie	$7,533	100%	100%	1.5	1.8	1	1.2	1	1.2	1	1.5	$11,300	$20,300	$29,300	$0.01	$0.02	$0.03
P 26/3989	Kalgoorlie	$8,419	100%	100%	2	3	1	1.1	1	1.1	1	1.5	$16,800	$31,300	$45,800	$0.01	$0.03	$0.04
P 26/3990	Kalgoorlie	$8,576	100%	100%	2	3	1	1.1	1	1.1	1	1.5	$17,200	$31,950	$46,700	$0.01	$0.03	$0.04
P 26/4014	Kalgoorlie	$8,590	100%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	$6,400	$15,250	$24,100	$0.01	$0.01	$0.02
P 26/4056	Kalgoorlie	$8,419	100%	100%	2	2.5	1	1.3	1	1.2	1	1.5	$16,800	$33,000	$49,200	$0.01	$0.03	$0.04
P 26/4078	Kalgoorlie	$7,649	100%	100%	1.5	1.8	1	1.1	1	1.1	1	1.5	$11,500	$18,250	$25,000	$0.01	$0.02	$0.02
P 26/4079	Kalgoorlie	$2,904	100%	100%	1	1.5	1	1.1	1	1.1	0.5	1	$1,500	$3,400	$5,300	$-	$-	$-
P 26/4080	Kalgoorlie	$2,416	100%	100%	1.5	1.8	1	1.1	1	1.1	1	1.5	$3,600	$5,750	$7,900	$-	$-	$0.01
P 26/4081	Kalgoorlie	$3,754	100%	100%	1.5	1.8	1	1.2	1	1.2	1	1.5	$5,600	$10,100	$14,600	$-	$0.01	$0.01
P 26/4256	Kalgoorlie	$2,648	100%	100%	2	3	1	1.3	1	1.2	1	1.5	$5,300	$11,950	$18,600	$-	$0.01	$0.02
P 27/2209	Kalgoorlie	$2,694	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.5	$4,000	$8,550	$13,100	$-	$0.01	$0.01
P 27/2215	Kalgoorlie	$5,956	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.2	$8,900	$16,050	$23,200	$0.01	$0.01	$0.02
P 27/2316	Kalgoorlie	$7,221	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.5	$10,800	$22,950	$35,100	$0.01	$0.02	$0.03
P 27/2317	Kalgoorlie	$3,986	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.5	$6,000	$12,700	$19,400	$0.01	$0.01	$0.02

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 27/2319	Kalgoorlie	$2,886	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.5	$4,300	$9,150	$14,000	$-	$0.01	$0.01
E 15/1655	Kalgoorlie	$70,525	50%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$17,600	$32,250	$46,900	$0.02	$0.03	$0.04
E 15/1655	Kalgoorlie	$11,561	50%	100%	1	1.1	1	1.1	1	1.1	1	1.5	$5,800	$8,650	$11,500	$-	$0.01	$0.01
E 16/506	Kalgoorlie	$10,493	50%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$2,600	$4,800	$7,000	$-	$-	$0.01
E 16/507	Kalgoorlie	$10,493	50%	100%	1	1.1	1	1.1	1	1.1	0.5	1	$2,600	$4,800	$7,000	$-	$-	$0.01
E 16/510	Kalgoorlie	$22,246	50%	100%	1	1.1	1	1.1	1	1.1	0.6	1	$6,700	$10,750	$14,800	$0.01	$0.01	$0.01
E 26/209	Kalgoorlie	$23,062	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$17,300	$224,850	$432,400	$0.01	$0.19	$0.37
M 24/970	Kalgoorlie	$186,147	0%	100%	2.5	4	1.5	2	1.5	2.5	1.5	2	$-	$-	$-	$-	$-	$-
P 26/4229	Kalgoorlie	$8,504	50%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	$3,200	$7,550	$11,900	$-	$0.01	$0.01
P 26/4230	Kalgoorlie	$6,239	50%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	$2,300	$5,550	$8,800	$-	$-	$0.01
P 26/4231	Kalgoorlie	$8,718	50%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	$3,300	$7,750	$12,200	$-	$0.01	$0.01
P 26/4316	Kalgoorlie	$8,761	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$85,450	$164,300	$0.01	$0.07	$0.14
P 26/4317	Kalgoorlie	$8,761	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$85,450	$164,300	$0.01	$0.07	$0.14
P 26/4318	Kalgoorlie	$8,804	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$85,850	$165,100	$0.01	$0.07	$0.14
P 26/4319	Kalgoorlie	$8,120	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,100	$79,150	$152,200	$0.01	$0.07	$0.13
P 26/4320	Kalgoorlie	$7,350	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$5,500	$71,650	$137,800	$-	$0.06	$0.12
P 26/4321	Kalgoorlie	$8,376	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,300	$81,700	$157,100	$0.01	$0.07	$0.13
P 26/4322	Kalgoorlie	$8,804	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$85,850	$165,100	$0.01	$0.07	$0.14
P 26/4323	Kalgoorlie	$8,804	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$85,850	$165,100	$0.01	$0.07	$0.14
P 26/4324	Kalgoorlie	$8,804	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$85,850	$165,100	$0.01	$0.07	$0.14
P 26/4325	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4326	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4327	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4328	Kalgoorlie	$8,205	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,200	$80,000	$153,800	$0.01	$0.07	$0.13
P 26/4329	Kalgoorlie	$7,649	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$5,700	$74,550	$143,400	$-	$0.06	$0.12
P 26/4330	Kalgoorlie	$8,633	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,500	$84,200	$161,900	$0.01	$0.07	$0.14
P 26/4331	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4332	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4333	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4334	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4335	Kalgoorlie	$8,547	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,400	$83,350	$160,300	$0.01	$0.07	$0.14
P 26/4336	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4337	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4338	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4339	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4340	Kalgoorlie	$8,120	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,100	$79,150	$152,200	$0.01	$0.07	$0.13
P 26/4341	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14

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					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 26/4342	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4343	Kalgoorlie	$8,633	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,500	$84,200	$161,900	$0.01	$0.07	$0.14
P 26/4344	Kalgoorlie	$8,718	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,500	$85,000	$163,500	$0.01	$0.07	$0.14
P 26/4345	Kalgoorlie	$8,633	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,500	$84,200	$161,900	$0.01	$0.07	$0.14
P 26/4350	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$86,250	$165,900	$0.01	$0.07	$0.14
P 26/4360	Kalgoorlie	$8,889	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,700	$86,700	$166,700	$0.01	$0.07	$0.14
P 26/4361	Kalgoorlie	$8,889	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,700	$86,700	$166,700	$0.01	$0.07	$0.14
P 26/4362	Kalgoorlie	$8,889	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,700	$86,700	$166,700	$0.01	$0.07	$0.14
P 26/4363	Kalgoorlie	$7,478	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$5,600	$72,900	$140,200	$-	$0.06	$0.12
P 26/4364	Kalgoorlie	$8,718	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,500	$85,000	$163,500	$0.01	$0.07	$0.14
P 26/4365	Kalgoorlie	$7,866	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$5,900	$76,700	$147,500	$0.01	$0.07	$0.13
P 26/4366	Kalgoorlie	$7,964	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,000	$77,650	$149,300	$0.01	$0.07	$0.13
P 26/4367	Kalgoorlie	$8,795	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,600	$85,750	$164,900	$0.01	$0.07	$0.14
P 26/4368	Kalgoorlie	$8,439	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$6,300	$82,250	$158,200	$0.01	$0.07	$0.14
P 26/4369	Kalgoorlie	$5,092	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$3,800	$49,650	$95,500	$-	$0.04	$0.08
P 26/4370	Kalgoorlie	$6,128	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	$4,600	$59,750	$114,900	$-	$0.05	$0.10
Total Kalgoorlie													$2,700,300	$9,235,800	$15,771,300	$2.40	$7.77	$13.35
E 29/996	Menzies	$16,974	100%	100%	1	1.5	1	1.3	1	1.3	0.9	1.3	$15,300	$35,600	$55,900	$0.01	$0.03	$0.05
M 29/430	Menzies	$-	100%	100%	2.5	3	3	3.5	1	2	2	2.5	$-	$-	$-	$-	$-	$-
P 29/2153	Menzies	$8,846	100%	100%	2.5	3	2.5	3	1	2	1.5	2	$82,900	$200,700	$318,500	$0.07	$0.17	$0.27
P 29/2154	Menzies	$8,824	100%	100%	2.5	3	3	3.5	1	2	2	2.5	$132,400	$297,850	$463,300	$0.11	$0.25	$0.40
P 29/2155	Menzies	$8,425	100%	100%	2.5	3	3	3.5	1	2	2	2.5	$126,400	$284,350	$442,300	$0.11	$0.24	$0.38
P 29/2156	Menzies	$7,366	100%	100%	2.5	3	3	3.5	1	2	2	2.5	$110,500	$248,600	$386,700	$0.09	$0.21	$0.33
M 29/420	Menzies	$20,768	100%	0%	2.5	3	2.5	3	2	2.5	2	2.5	$-	$-	$-	$-	$-	$-
E 29/1054	Menzies	$22,654	50%	100%	1.5	2	1.3	1.5	1	1.3	0.9	1.5	$19,900	$43,100	$66,300	$0.02	$0.04	$0.06
E 29/1055	Menzies	$16,838	50%	100%	1.5	2	1.3	1.5	1	1.3	0.9	1.5	$14,800	$32,050	$49,300	$0.01	$0.03	$0.04
E 29/1062	Menzies	$23,334	50%	100%	2.5	3.5	2.5	3	1.5	2	1.5	2	$164,100	$327,050	$490,000	$0.14	$0.28	$0.42
P 29/2366	Menzies	$6,269	100%	100%	1	1.5	1	1.3	1	1.3	1	1.3	$6,300	$13,500	$20,700	$0.01	$0.01	$0.02
P 29/2367	Menzies	$7,965	100%	100%	1	1.5	1	1.3	1	1.3	1	1.5	$8,000	$19,150	$30,300	$0.01	$0.02	$0.03
P 29/2383	Menzies	$8,224	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	$800	$3,150	$5,500	$-	$-	$-
P 29/2384	Menzies	$8,524	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	$900	$3,300	$5,700	$-	$-	$-
P 29/2385	Menzies	$8,798	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	$900	$3,400	$5,900	$-	$-	$0.01
P 29/2386	Menzies	$8,633	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	$900	$3,300	$5,700	$-	$-	$-
P 29/2387	Menzies	$7,248	100%	100%	1	1.5	1	1.1	1	1.1	1	1.5	$7,200	$13,450	$19,700	$0.01	$0.01	$0.02
P 29/2448	Menzies	$5,205	50%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	$300	$1,000	$1,700	$-	$-	$-
P 29/2450	Menzies	$6,322	50%	100%	1.5	2	1	1.3	1	1.3	1	1.5	$4,700	$10,350	$16,000	$-	$0.01	$0.01
P 29/2451	Menzies	$8,724	50%	100%	2.5	3	1.5	2	1	1.3	1	1.5	$16,400	$33,700	$51,000	$0.01	$0.03	$0.04

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					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 29/2488	Menzies	$7,939	50%	100%	2.5	3	1.5	2	1	1.3	1	1.5	$14,900	$30,650	$46,400	$0.01	$0.03	$0.04
E 29/966	Menzies	$10,111	100%	100%	2	2.5	1.5	1.8	1	1.3	1.5	2	$45,500	$81,900	$118,300	$0.04	$0.07	$0.10
E 29/966	Menzies	$13,903	100%	100%	1	1.5	1	1.3	1	1.3	0.9	1.3	$12,500	$29,150	$45,800	$0.01	$0.02	$0.04
E 29/984	Menzies	$12,790	100%	100%	2.5	3	1	1.5	1	1.3	1.5	2	$48,000	$98,800	$149,600	$0.04	$0.08	$0.13
E 29/984	Menzies	$9,592	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	$1,000	$3,700	$6,400	$-	$-	$0.01
M 29/14	Menzies	$12,702	100%	5%	3	3.5	2.5	3	1.5	2	1.5	2.5	$10,700	$22,000	$33,300	$0.01	$0.02	$0.03
M 29/153	Menzies	$11,796	100%	0%	3	3.5	2	2.5	2	2.5	1.5	2	$-	$-	$-	$-	$-	$-
M 29/154	Menzies	$4,149	100%	100%	3	3.5	2.5	3	2	3.5	2	2.5	$124,500	$252,850	$381,200	$0.11	$0.22	$0.33
M 29/184	Menzies	$7,075	100%	80%	2.5	3.5	1	1.5	1	1.5	1.5	2	$21,200	$55,150	$89,100	$0.02	$0.05	$0.08
M 29/212	Menzies	$16,519	100%	100%	2	2.5	1.5	2	1	1.5	1	1.5	$49,600	$117,700	$185,800	$0.04	$0.10	$0.16
M 29/410	Menzies	$5,973	100%	90%	3	3.5	2	2.5	1.5	2	1.5	2	$72,600	$130,400	$188,200	$0.06	$0.11	$0.16
M 29/88	Menzies	$11,158	100%	0%	3	3.5	3	3.5	2	2.5	2	2.5	$-	$-	$-	$-	$-	$-
P 29/2251	Menzies	$8,849	100%	100%	2.5	3	1.5	2	1	1.3	1	1.5	$33,200	$68,350	$103,500	$0.03	$0.06	$0.09
P 29/2252	Menzies	$8,881	100%	100%	2.5	3	1.5	2	1	1.3	1	1.5	$33,300	$68,600	$103,900	$0.03	$0.06	$0.09
P 29/2253	Menzies	$8,747	100%	100%	2.5	3	1.5	2	1	1.3	1	1.5	$32,800	$67,550	$102,300	$0.03	$0.06	$0.09
P 29/2254	Menzies	$8,449	100%	100%	2.5	3	1.5	2	1	1.3	1	1.5	$31,700	$65,300	$98,900	$0.03	$0.06	$0.08
P 29/2344	Menzies	$7,027	100%	100%	2	2.5	1.5	2	1	1.5	1	1.5	$21,100	$50,100	$79,100	$0.02	$0.04	$0.07
P 29/2345	Menzies	$6,842	100%	100%	2	2.5	1.5	2	1	1.5	1	1.5	$20,500	$48,750	$77,000	$0.02	$0.04	$0.07
P 29/2346	Menzies	$3,537	100%	100%	2	2.5	1.5	2	1	1.5	1	1.5	$10,600	$25,200	$39,800	$0.01	$0.02	$0.03
Total Menzies													$1,296,400	$2,789,750	$4,283,100	$1.11	$2.37	$3.68
E 51/1040	Nanadie JV	$81,636	40%	100%	1.5	2	1.5	2	1.5	2	1	1.5	$110,200	$251,050	$391,900	$0.09	$0.21	$0.34
Total Nanadie Well													$110,200	$251,050	$391,900	$0.09	$0.21	$0.34
EPM25163	Richmond	$194,550	25%	0%	2	2.5	1.5	2	1.5	2	1	1.5	$-	$-	$-	$-	$-	$-
EPM25164	Richmond	$107,078	25%	0%	2	2.5	1.5	2	1.5	2	1	1.5	$-	$-	$-	$-	$-	$-
EPM25258	Richmond	$23,062	25%	0%	2	2.5	1.5	2	2.5	3	1	1.5	$-	$-	$-	$-	$-	$-
EPM26425	Richmond	$113,894	25%	0%	2	2.5	1.5	1.5	1.5	2	1	1.5	$-	$-	$-	$-	$-	$-
EPM26426	Richmond	$113,894	25%	0%	2	2.5	1.5	2	1.5	2	1	1.5	$-	$-	$-	$-	$-	$-
MDL396	Richmond	$155,653	25%	0%	2	2.5	1.5	2	1.5	2	1	1.5	$-	$-	$-	$-	$-	$-
Total Richmond													$-	$-	$-	$-	$-	$-
Total													$4,106,900	$12,276,600	$20,446,300	$3.6	$10.4	$17.4

Discount Rates	
Vanadium	90%
Location	95%
Gold	90%

Appendix F – MacPhersons Kalgoorlie Gold Project Geoscientific (Kilburn) Rankings – Entire Project

Tenement	BAC (AUS$)	Equity	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
			Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
M 26/29	25,682	100%	3	3.5	3	3.5	2.5	3.5	3	3.5	1733500	2793700	3853900	1.48	2.39	3.3
M 26/161	39,606	100%	2.5	3	1.5	2	1.5	2	1.5	2	334200	642350	950500	0.29	0.55	0.81
M 26/277	26,062	100%	3	3.5	2	2.5	2.5	3.5	2	2.5	781900	1388650	1995400	0.67	1.19	1.71
M 26/318	83,222	100%	3	3.5	2	2.5	2.5	3.5	2	2.5	2496700	4434200	6371700	2.13	3.79	5.45
M 26/490	36,840	100%	1.5	2.5	2.5	3	2.5	3.5	1.5	2.5	518100	1467850	2417600	0.44	1.26	2.07
M 26/598	11,035	100%	2.5	3	1.5	2.5	1.5	2	1.5	2.5	93100	253450	413800	0.08	0.22	0.35
P 25/2192	5,170	100%	2	2.5	1	1.5	1	1.3	1.5	2	15500	32950	50400	0.01	0.03	0.04
P 25/2193	7,820	100%	1.5	2	1	1.5	1	1.3	1.5	2	17600	39300	61000	0.02	0.03	0.05
P 25/2194	8,889	100%	2	2.5	1	1.5	1	1.3	1.5	2	26700	56700	86700	0.02	0.05	0.07
P 25/2195	5,384	100%	1.5	2	1	1.5	1	1.3	1.5	2	12100	27050	42000	0.01	0.02	0.04
P 25/2196	8,846	100%	1.5	2	1	1.5	1	1.3	1.5	2	19900	44450	69000	0.02	0.04	0.06
P 26/3791	8,205	100%	1.5	2	1	1.3	1	1.3	1.5	2	18500	37000	55500	0.02	0.03	0.05
P 26/3792	5,683	100%	1.5	2	1	1.3	1	1.3	1.5	2	12800	25600	38400	0.01	0.02	0.03
P 26/3793	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 26/3794	8,376	100%	1.5	2	1	1.3	1	1.3	1.5	2	18800	37700	56600	0.02	0.03	0.05
P 26/3795	8,034	100%	1.5	2	1	1.3	1	1.3	1.5	2	18100	36200	54300	0.02	0.03	0.05
P 26/3796	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 26/3797	8,419	100%	1.5	2	1	1.3	1	1.3	1.5	2	18900	37900	56900	0.02	0.03	0.05
P 26/3798	8,590	100%	1.5	2	1	1.3	1	1.3	1.5	2	19300	38700	58100	0.02	0.03	0.05
P 26/3799	8,633	100%	1.5	2	1	1.3	1	1.3	1.5	2	19400	38900	58400	0.02	0.03	0.05
P 26/3800	5,597	100%	1.5	2	1	1.3	1	1.3	1.5	2	12600	25200	37800	0.01	0.02	0.03
P 27/2041	7,735	100%	1.5	2	1	1.3	1	1.3	1.5	2	17400	34850	52300	0.01	0.03	0.04
P 27/2042	7,820	100%	1.5	2	1	1.3	1	1.3	1.5	2	17600	35250	52900	0.02	0.03	0.05
P 27/2043	8,462	100%	1.5	2	1	1.3	1	1.3	1.5	2	19000	38100	57200	0.02	0.03	0.05
P 27/2044	2,468	100%	1.5	2	1	1.3	1	1.3	1.5	2	5600	11150	16700	0	0.01	0.01
P 27/2045	8,376	100%	1.5	2	1	1.3	1	1.3	1.5	2	18800	37700	56600	0.02	0.03	0.05

Tenement	BAC (AUS$)	Equity	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
			Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 27/2050	8,886	100%	2	2.5	1	1.3	1	1.3	1.5	2	26700	50900	75100	0.02	0.04	0.06
P 27/2051	8,786	100%	1.5	2	1	1.3	1	1.3	1.5	2	19800	39600	59400	0.02	0.03	0.05
P 27/2052	8,885	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2147	8,761	100%	1.5	2	1	1.3	1	1.3	1.5	2	19700	39450	59200	0.02	0.03	0.05
P 27/2138	8,333	100%	2	2.5	1	1.3	1	1.3	1.5	2	25000	47700	70400	0.02	0.04	0.06
P 27/2139	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2140	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2141	8,889	100%	2	2.5	1	1.3	1	1.3	1.5	2	26700	50900	75100	0.02	0.04	0.06
P 27/2142	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2146	6,110	100%	2	2.5	1	1.3	1	1.3	1.5	2	18300	34950	51600	0.02	0.03	0.04
P 27/2148	8,846	100%	1.5	2	1	1.3	1	1.3	1.5	2	19900	39850	59800	0.02	0.03	0.05
P 25/2247	5,683	100%	2	2.5	1	1.5	1	1.3	1.5	2	17000	36200	55400	0.01	0.03	0.05
P 25/2261	8,718	100%	1.5	2	1	1.5	1	1.3	1.5	2	19600	43800	68000	0.02	0.04	0.06
M 25/355	31,643	100%	1.5	2	1	1.5	1	1.3	1.5	2	71200	159000	246800	0.06	0.14	0.21
E 25/511	10,577	100%	2	2.5	1	1.5	1	1.5	1.5	2	31700	75350	119000	0.03	0.06	0.1
P 25/2292	8,889	100%	1.5	2	1	1.5	1	1.3	1.5	2	20000	44650	69300	0.02	0.04	0.06
P 26/4020	2,383	100%	1.5	2	1	1.3	1	1.3	1.5	2	5400	10750	16100	0	0.01	0.01
P 26/4036	4,529	100%	1.5	2	1	1.3	1	1.3	1.5	2	10200	20400	30600	0.01	0.02	0.03
P 26/4035	4,913	100%	1.5	2	1	1.3	1	1.3	1.5	2	11100	22150	33200	0.01	0.02	0.03
P 25/2322	7,863	100%	1.5	2	1	1.5	1	1.3	1.5	2	17700	39500	61300	0.02	0.03	0.05
P 26/4053	2,389	100%	1.5	2	1	1.3	1	1.3	1.5	2	5400	10750	16100	0	0.01	0.01
P 26/4054	4,187	100%	1.5	2	1	1.3	1	1.3	1.5	2	9400	18850	28300	0.01	0.02	0.02
P 26/4055	6,324	100%	1.5	2	1	1.3	1	1.3	1.5	2	14200	28500	42800	0.01	0.02	0.04
P 25/2393	8,034	100%	1.5	2	1	1.5	1	1.3	1.5	2	18100	40400	62700	0.02	0.03	0.05
P 25/2394	5,726	100%	1.5	2	1	1.5	1	1.3	1.5	2	12900	28800	44700	0.01	0.02	0.04
P 27/2265	2,438	100%	2	2.5	1	1.3	1	1.3	1.5	2	7300	13950	20600	0.01	0.01	0.02
P 27/2266	8,804	100%	2	2.5	1	1.3	1	1.3	1.5	2	26400	50400	74400	0.02	0.04	0.06
P 27/2267	8,761	100%	2	2.5	1	1.3	1	1.3	1.5	2	26300	50150	74000	0.02	0.04	0.06
P 27/2268	8,248	100%	2	2.5	1	1.3	1	1.3	1.5	2	24700	47200	69700	0.02	0.04	0.06

Tenement	BAC (AUS$)	Equity	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
			Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 27/2269	8,889	100%	2	2.5	1	1.3	1	1.3	1.5	2	26700	50900	75100	0.02	0.04	0.06
P 27/2270	7,265	100%	2	2.5	1	1.3	1	1.3	1.5	2	21800	41600	61400	0.02	0.04	0.05
P 27/2271	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2272	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2273	7,393	100%	2	2.5	1	1.3	1	1.3	1.5	2	22200	42350	62500	0.02	0.04	0.05
P 27/2274	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 27/2275	8,889	100%	2	2.5	1	1.3	1	1.3	1.5	2	26700	50900	75100	0.02	0.04	0.06
P 27/2276	6,623	100%	2	2.5	1	1.3	1	1.3	1.5	2	19900	37950	56000	0.02	0.03	0.05
P 25/2403	8,889	100%	1.5	2	1	1.5	1	1.3	1.5	2	20000	44650	69300	0.02	0.04	0.06
P 25/2404	8,889	100%	1.5	2	1	1.5	1	1.3	1.5	2	20000	44650	69300	0.02	0.04	0.06
P 25/2405	8,590	100%	1.5	2	1	1.5	1	1.3	1.5	2	19300	43150	67000	0.02	0.04	0.06
P 26/4297	5,384	100%	1.5	2	1	1.3	1	1.3	1.5	2	12100	24250	36400	0.01	0.02	0.03
P 25/2450	8,889	100%	1.5	2	1	1.3	1	1.3	1.5	2	20000	40050	60100	0.02	0.03	0.05
P 25/2467	8,291	100%	2	2.5	1	1.5	1	1.3	1.5	2	24900	52850	80800	0.02	0.05	0.07
P 25/2468	5,982	100%	2	2.5	1	1.5	1	1.3	1.5	2	17900	38100	58300	0.02	0.03	0.05
P 25/2469	8,376	100%	2	2.5	1	1.5	1	1.3	1.5	2	25100	53400	81700	0.02	0.05	0.07
P 25/2470	6,623	100%	2	2.5	1	1.5	1	1.3	1.5	2	19900	42250	64600	0.02	0.04	0.06
P 25/2471	8,889	100%	2	2.5	1	1.5	1	1.3	1.5	2	26700	56700	86700	0.02	0.05	0.07
P 25/2472	6,495	100%	2	2.5	1	1.5	1	1.3	1.5	2	19500	41400	63300	0.02	0.04	0.05
P 25/2473	2,367	100%	2	2.5	1.5	2	1	1.3	1.5	2	10600	20700	30800	0.01	0.02	0.03
P 25/2474	5,555	100%	1.5	2	1	1.5	1	1.3	1.5	2	12500	27900	43300	0.01	0.02	0.04
P 25/2475	2,460	100%	1	1.5	1	1.5	1	1.1	1.5	2	3700	7950	12200	0	0.01	0.01
P 26/4302	4,315	100%	1.5	2	1	1.3	1	1.3	1.5	2	9700	19450	29200	0.01	0.02	0.02
P 25/2526	7,478	50%	1.5	2	1	1.5	1	1.3	1.5	2	8400	18800	29200	0.01	0.02	0.02
P 25/2551	6,752	50%	2	2.5	1.5	2	1	1.3	1.5	2	15200	29550	43900	0.01	0.03	0.04
P 25/2552	8,077	50%	2	2.5	1.5	2	1	1.3	1.5	2	18200	35350	52500	0.02	0.03	0.04
P 26/4199	5,469	50%	1.5	2	1	1.3	1	1.3	1.5	2	6200	12350	18500	0.01	0.01	0.02
P 26/4200	5,298	50%	1.5	2	1	1.3	1	1.3	1.5	2	6000	11950	17900	0.01	0.01	0.02
P 26/4201	5,555	50%	1.5	2	1	1.3	1	1.3	1.5	2	6200	12500	18800	0.01	0.01	0.02

Tenement	BAC (AUS$)	Equity	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
			Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 26/4202	8,846	50%	1.5	2	1	1.3	1	1.3	1.5	2	10000	19950	29900	0.01	0.02	0.03
P 26/4203	5,213	50%	1.5	2	1	1.3	1	1.3	1.5	2	5900	11750	17600	0.01	0.01	0.02
P 26/4204	5,127	50%	1.5	2	1	1.3	1	1.3	1.5	2	5800	11550	17300	0	0.01	0.01
P 26/4205	5,298	50%	1.5	2	1	1.3	1	1.3	1.5	2	6000	11950	17900	0.01	0.01	0.02
P 26/4206	4,828	50%	1.5	2	1	1.3	1	1.3	1.5	2	5400	10850	16300	0	0.01	0.01
P 26/4207	5,512	50%	1.5	2	1	1.3	1	1.3	1.5	2	6200	12400	18600	0.01	0.01	0.02
P 26/4208	5,213	50%	1.5	2	1	1.3	1	1.3	1.5	2	5900	11750	17600	0.01	0.01	0.02
P 26/4298	6,794	50%	1.5	2	1	1.3	1	1.3	1.5	2	7600	15300	23000	0.01	0.01	0.02
P 26/4299	7,820	50%	1.5	2	1	1.3	1	1.3	1.5	2	8800	17600	26400	0.01	0.02	0.02
P 26/4300	6,709	50%	1.5	2	1	1.3	1	1.3	1.5	2	7500	15100	22700	0.01	0.01	0.02
P 26/4301	5,255	50%	1.5	2	1	1.3	1	1.3	1.5	2	5900	11850	17800	0.01	0.01	0.02
P 26/4381	8,504	50%	1.5	2	1	1.3	1	1.3	1.5	2	9600	19150	28700	0.01	0.02	0.02
P 26/4382	8,162	50%	1.5	2	1	1.3	1	1.3	1.5	2	9200	18400	27600	0.01	0.02	0.02
P 26/4383	4,657	50%	1.5	2	1	1.3	1	1.3	1.5	2	5200	10450	15700	0	0.01	0.01
P 26/4384	8,804	50%	1.5	2	1	1.3	1	1.3	1.5	2	9900	19850	29800	0.01	0.02	0.03
P 26/4385	8,889	50%	1.5	2	1	1.3	1	1.3	1.5	2	10000	20000	30000	0.01	0.02	0.03
P 26/4386	8,846	50%	1.5	2	1	1.3	1	1.3	1.5	2	10000	19950	29900	0.01	0.02	0.03
P 26/4405	8,248	50%	1.5	2	1	1.3	1	1.3	1.5	2	9300	18600	27900	0.01	0.02	0.02
P 26/4431	3,588	50%	2	2.5	1	1.3	1	1.3	1.5	2	5400	10300	15200	0	0.01	0.01
P 26/4432	2,861	50%	2	2.5	1	1.3	1	1.3	1.5	2	4300	8200	12100	0	0.01	0.01
Total											**$7.5**	**$14.2**	**$20.9**	**$6.6**	**$12.1**	**$17.8**

Discount Factors	
Location Discount	95%
Gold Discount	90%

Additionally, a 50% discount was applied to the pending tenements.

Appendix G – Intermin Projects Geoscientific (Kilburn) Ranking – Entire Project.

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
E 15/1655	Kalgoorlie	$70,525	50%	100%	1	1.1	1	1.1	1	1.1	0.5	1	17600	32250	46900	0.02	0.03	0.04
E 15/1655	Kalgoorlie	$11,561	50%	100%	1	1.1	1	1.1	1	1.1	1	1.5	5800	8650	11500	0	0.01	0.01
E 16/470	Kalgoorlie	$22,090	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	22100	33100	44100	0.02	0.03	0.04
E 16/471	Kalgoorlie	$22,970	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	23000	34450	45900	0.02	0.03	0.04
E 16/492	Kalgoorlie	$15,647	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	7800	14300	20800	0.01	0.01	0.02
E 16/492	Kalgoorlie	$7,823	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	7800	11700	15600	0.01	0.01	0.01
E 16/493	Kalgoorlie	$9,592	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	9600	14400	19200	0.01	0.01	0.02
E 16/493	Kalgoorlie	$12,790	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	6400	11700	17000	0.01	0.01	0.01
E 16/494	Kalgoorlie	$10,493	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	5200	9600	14000	0	0.01	0.01
E 16/497	Kalgoorlie	$10,493	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	5200	9600	14000	0	0.01	0.01
E 16/499	Kalgoorlie	$16,702	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	8400	15300	22200	0.01	0.01	0.02
E 16/503	Kalgoorlie	$10,421	100%	100%	1	1.1	1	1.1	1	1.1	1	1.5	10400	15600	20800	0.01	0.01	0.02
E 16/503	Kalgoorlie	$12,505	100%	100%	1	1.1	1	1.1	1	1.1	0.5	1	6300	11450	16600	0.01	0.01	0.01
E 16/506	Kalgoorlie	$10,493	50%	100%	1	1.1	1	1.1	1	1.1	0.5	1	2600	4800	7000	0	0	0.01
E 16/507	Kalgoorlie	$10,493	50%	100%	1	1.1	1	1.1	1	1.1	0.5	1	2600	4800	7000	0	0	0.01
E 16/510	Kalgoorlie	$22,246	50%	100%	1	1.1	1	1.1	1	1.1	0.6	1	6700	10750	14800	0.01	0.01	0.01
E 24/148	Kalgoorlie	$74,832	100%	100%	2.5	3	1.5	2	1.5	2	1	1.5	420900	883950	1347000	0.36	0.76	1.15
E 26/168	Kalgoorlie	$34,290	100%	100%	3	3.5	2	2.5	2	2.5	1	1.5	411500	768300	1125100	0.35	0.66	0.96
E 26/197	Kalgoorlie	$16,702	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	25100	68900	112700	0.02	0.06	0.1
E 26/209	Kalgoorlie	$23,062	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	17300	224850	432400	0.01	0.19	0.37
M 16/531	Kalgoorlie	$83,379	100%	100%	2	2.5	1.5	2	1.5	2	1	1.5	375200	812950	1250700	0.32	0.7	1.07
M 24/919	Kalgoorlie	$89,762	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	134600	370250	605900	0.12	0.32	0.52
M 24/959	Kalgoorlie	$23,528	100%	100%	1.5	2	1.5	2.5	1.5	2	1	1.5	79400	216150	352900	0.07	0.18	0.3
M 24/970	Kalgoorlie	$186,147	0%	100%	2.5	4	1.5	2	1.5	2.5	1.5	2	0	0	0	0	0	0
M 26/346	Kalgoorlie	$10,668	100%	100%	3	3.5	2	2.5	3	3.5	1.5	2.5	288000	552400	816800	0.25	0.47	0.7
M 26/499	Kalgoorlie	$66,806	100%	100%	2	2.5	1.5	2	2	2.5	1	1.5	400800	826700	1252600	0.34	0.71	1.07
M 26/549	Kalgoorlie	$10,656	100%	100%	3	3.5	2	2.5	3	3.5	1.5	2.5	287700	551750	815800	0.25	0.47	0.7
M 26/616	Kalgoorlie	$112,832	100%	100%	2	2.5	1.5	2	1	1.2	1	1.3	338500	609300	880100	0.29	0.52	0.75
M 26/621	Kalgoorlie	$22,762	100%	100%	3	3.5	2	2.5	2	2.5	1.5	2.5	409700	827250	1244800	0.35	0.71	1.06
M 27/487	Kalgoorlie	$14,904	100%	100%	1.5	1.8	1	1.5	1	1.2	0.5	1.2	11200	34550	57900	0.01	0.03	0.05
P 16/2820	Kalgoorlie	$5,298	100%	100%	1	1.1	1	1.1	1	1.1	0.5	0.9	2600	4450	6300	0	0	0.01
P 16/2821	Kalgoorlie	$8,547	100%	100%	1	1.1	1	1.1	1	1.1	0.5	0.9	4300	7250	10200	0	0.01	0.01
P 16/2973	Kalgoorlie	$8,333	100%	100%	2.5	4	1.5	2	1.5	2.5	1.5	2	70300	201800	333300	0.06	0.17	0.28
P 16/2974	Kalgoorlie	$4,999	100%	100%	2.5	4	1.5	2	1.5	2.5	1.5	2	42200	121100	200000	0.04	0.1	0.17

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 16/2975	Kalgoorlie	$8,376	100%	100%	2.5	4	1.5	2	1.5	2.5	1.5	2	70700	202850	335000	0.06	0.17	0.29
P 16/2976	Kalgoorlie	$2,435	100%	100%	2.5	4	1.5	2	1.5	2	1	1.5	13700	36050	58400	0.01	0.03	0.05
P 16/2977	Kalgoorlie	$5,042	100%	100%	2.5	4	1.5	2	1.5	2	1	1.5	28400	74700	121000	0.02	0.06	0.1
P 16/2997	Kalgoorlie	$3,417	100%	100%	1	1	1	1	1	1	1	1	3400	3400	3400	0	0	0
P 16/3002	Kalgoorlie	$8,205	100%	100%	2.5	4	1.5	2	1.5	2	1	1.5	46200	121550	196900	0.04	0.1	0.17
P 16/3003	Kalgoorlie	$8,504	100%	100%	2.5	4	1.5	2	1.5	2	1	1.5	47800	125950	204100	0.04	0.11	0.17
P 16/3004	Kalgoorlie	$5,555	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	13900	44450	75000	0.01	0.04	0.06
P 16/3005	Kalgoorlie	$4,657	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	11600	37250	62900	0.01	0.03	0.05
P 16/3006	Kalgoorlie	$8,462	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	21200	67700	114200	0.02	0.06	0.1
P 16/3007	Kalgoorlie	$3,161	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	7900	25300	42700	0.01	0.02	0.04
P 24/4702	Kalgoorlie	$7,991	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	12000	32950	53900	0.01	0.03	0.05
P 24/4703	Kalgoorlie	$3,118	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	4700	12850	21000	0	0.01	0.02
P 24/4767	Kalgoorlie	$6,196	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	15500	39100	62700	0.01	0.03	0.05
P 24/4768	Kalgoorlie	$7,265	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	18200	45900	73600	0.02	0.04	0.06
P 24/4769	Kalgoorlie	$7,607	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	19000	48000	77000	0.02	0.04	0.07
P 24/4817	Kalgoorlie	$5,084	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	7600	20950	34300	0.01	0.02	0.03
P 24/4897	Kalgoorlie	$6,623	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	9900	27300	44700	0.01	0.02	0.04
P 24/5046	Kalgoorlie	$5,897	100%	100%	1.5	2	1.5	2	1.5	2	1	1.5	19900	45350	70800	0.02	0.04	0.06
P 24/5047	Kalgoorlie	$6,965	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	10400	28700	47000	0.01	0.02	0.04
P 24/5048	Kalgoorlie	$3,075	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	4600	12700	20800	0	0.01	0.02
P 24/5049	Kalgoorlie	$8,718	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	13100	35950	58800	0.01	0.03	0.05
P 24/5050	Kalgoorlie	$8,547	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	12800	35250	57700	0.01	0.03	0.05
P 24/5051	Kalgoorlie	$5,811	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	8700	23950	39200	0.01	0.02	0.03
P 24/5052	Kalgoorlie	$8,333	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	12500	34350	56200	0.01	0.03	0.05
P 24/5053	Kalgoorlie	$7,393	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	11100	30500	49900	0.01	0.03	0.04
P 24/5054	Kalgoorlie	$6,666	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	10000	27500	45000	0.01	0.02	0.04
P 24/5055	Kalgoorlie	$6,196	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	9300	25550	41800	0.01	0.02	0.04
P 24/5056	Kalgoorlie	$5,298	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	7900	21850	35800	0.01	0.02	0.03
P 24/5057	Kalgoorlie	$8,804	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	13200	36300	59400	0.01	0.03	0.05
P 24/5058	Kalgoorlie	$6,196	100%	100%	1.5	2	1.5	2	1.5	2	1	1.5	20900	47600	74300	0.02	0.04	0.06
P 24/5059	Kalgoorlie	$5,298	100%	100%	1.5	2	1.5	2	1.5	2	1	1.5	17900	40750	63600	0.02	0.03	0.05
P 24/5099	Kalgoorlie	$8,846	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	22100	55850	89600	0.02	0.05	0.08
P 24/5100	Kalgoorlie	$8,462	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	21200	53450	85700	0.02	0.05	0.07
P 24/5101	Kalgoorlie	$2,776	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	6900	17500	28100	0.01	0.01	0.02
P 24/5102	Kalgoorlie	$8,590	100%	100%	2.5	3	1	1.5	1	1.5	1	1.5	21500	54250	87000	0.02	0.05	0.07
P 24/5107	Kalgoorlie	$7,949	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	19900	63600	107300	0.02	0.05	0.09
P 24/5108	Kalgoorlie	$3,802	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	5700	15700	25700	0	0.01	0.02

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 24/5116	Kalgoorlie	$7,051	100%	100%	1.5	2	1	1.5	1	1.5	1	1.5	10600	29100	47600	0.01	0.02	0.04
P 24/5143	Kalgoorlie	$8,675	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4300	10600	16900	0	0.01	0.01
P 24/5144	Kalgoorlie	$8,675	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4300	10600	16900	0	0.01	0.01
P 24/5145	Kalgoorlie	$8,504	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4300	10400	16500	0	0.01	0.01
P 24/5146	Kalgoorlie	$8,504	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4300	10400	16500	0	0.01	0.01
P 24/5147	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4400	10850	17300	0	0.01	0.01
P 24/5148	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4400	10850	17300	0	0.01	0.01
P 24/5149	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4400	10850	17300	0	0.01	0.01
P 24/5150	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4400	10850	17300	0	0.01	0.01
P 24/5151	Kalgoorlie	$8,675	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4300	10600	16900	0	0.01	0.01
P 24/5152	Kalgoorlie	$8,633	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4300	10550	16800	0	0.01	0.01
P 24/5153	Kalgoorlie	$8,889	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4400	10850	17300	0	0.01	0.01
P 24/5154	Kalgoorlie	$6,923	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	3500	8500	13500	0	0.01	0.01
P 24/5155	Kalgoorlie	$8,633	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4300	10550	16800	0	0.01	0.01
P 24/5156	Kalgoorlie	$8,333	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4200	10200	16200	0	0.01	0.01
P 24/5157	Kalgoorlie	$8,419	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4200	10300	16400	0	0.01	0.01
P 24/5158	Kalgoorlie	$7,564	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	3800	9250	14700	0	0.01	0.01
P 24/5159	Kalgoorlie	$8,718	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	4400	10650	16900	0	0.01	0.01
P 24/5160	Kalgoorlie	$6,367	100%	100%	1	1.5	1	1.2	1	1.2	0.5	0.9	3200	7800	12400	0	0.01	0.01
P 24/5165	Kalgoorlie	$6,110	100%	100%	0.9	1.1	0.9	1.1	0.9	1	0.1	0.5	400	2050	3700	0	0	0
P 24/5166	Kalgoorlie	$6,196	100%	100%	0.9	1.1	0.9	1.1	0.9	1	0.1	0.5	500	2100	3700	0	0	0
P 24/5167	Kalgoorlie	$8,889	100%	100%	0.9	1.1	0.9	1.1	0.9	1	0.1	0.5	600	3000	5400	0	0	0
P 24/5186	Kalgoorlie	$8,889	100%	100%	2.5	4	1	1.5	1	1.5	1	1.5	22200	71100	120000	0.02	0.06	0.1
P 26/3576	Kalgoorlie	$6,068	100%	100%	1.5	1.8	1	1.2	1	1.2	1	1.5	9100	16350	23600	0.01	0.01	0.02
P 26/3577	Kalgoorlie	$6,965	100%	100%	1.5	1.8	1	1.2	1	1.2	1	1.5	10400	18750	27100	0.01	0.02	0.02
P 26/3888	Kalgoorlie	$8,889	100%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	6700	15850	25000	0.01	0.01	0.02
P 26/3922	Kalgoorlie	$5,127	100%	100%	2	3	1	1.1	1	1.1	1	1.5	10300	19100	27900	0.01	0.02	0.02
P 26/3923	Kalgoorlie	$2,415	100%	100%	1.5	1.8	1	1.1	1	1.1	1	1.5	3600	5750	7900	0	0	0.01
P 26/3988	Kalgoorlie	$7,533	100%	100%	1.5	1.8	1	1.2	1	1.2	1	1.5	11300	20300	29300	0.01	0.02	0.03
P 26/3989	Kalgoorlie	$8,419	100%	100%	2	3	1	1.1	1	1.1	1	1.5	16800	31300	45800	0.01	0.03	0.04
P 26/3990	Kalgoorlie	$8,576	100%	100%	2	3	1	1.1	1	1.1	1	1.5	17200	31950	46700	0.01	0.03	0.04
P 26/4014	Kalgoorlie	$8,590	100%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	6400	15250	24100	0.01	0.01	0.02
P 26/4056	Kalgoorlie	$8,419	100%	100%	2	2.5	1	1.3	1	1.2	1	1.5	16800	33000	49200	0.01	0.03	0.04
P 26/4078	Kalgoorlie	$7,649	100%	100%	1.5	1.8	1	1.1	1	1.1	1	1.5	11500	18250	25000	0.01	0.02	0.02
P 26/4079	Kalgoorlie	$2,904	100%	100%	1	1.5	1	1.1	1	1.1	0.5	1	1500	3400	5300	0	0	0
P 26/4080	Kalgoorlie	$2,416	100%	100%	1.5	1.8	1	1.1	1	1.1	1	1.5	3600	5750	7900	0	0	0.01
P 26/4081	Kalgoorlie	$3,754	100%	100%	1.5	1.8	1	1.2	1	1.2	1	1.5	5600	10100	14600	0	0.01	0.01

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 26/4229	Kalgoorlie	$8,504	50%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	3200	7550	11900	0	0.01	0.01
P 26/4230	Kalgoorlie	$6,239	50%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	2300	5550	8800	0	0	0.01
P 26/4231	Kalgoorlie	$8,718	50%	100%	1.5	1.8	1	1.3	1	1.2	0.5	1	3300	7750	12200	0	0.01	0.01
P 26/4256	Kalgoorlie	$2,648	100%	100%	2	3	1	1.3	1	1.2	1	1.5	5300	11950	18600	0	0.01	0.02
P 26/4316	Kalgoorlie	$8,761	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	85450	164300	0.01	0.07	0.14
P 26/4317	Kalgoorlie	$8,761	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	85450	164300	0.01	0.07	0.14
P 26/4318	Kalgoorlie	$8,804	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	85850	165100	0.01	0.07	0.14
P 26/4319	Kalgoorlie	$8,120	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6100	79150	152200	0.01	0.07	0.13
P 26/4320	Kalgoorlie	$7,350	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	5500	71650	137800	0	0.06	0.12
P 26/4321	Kalgoorlie	$8,376	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6300	81700	157100	0.01	0.07	0.13
P 26/4322	Kalgoorlie	$8,804	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	85850	165100	0.01	0.07	0.14
P 26/4323	Kalgoorlie	$8,804	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	85850	165100	0.01	0.07	0.14
P 26/4324	Kalgoorlie	$8,804	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	85850	165100	0.01	0.07	0.14
P 26/4325	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4326	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4327	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4328	Kalgoorlie	$8,205	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6200	80000	153800	0.01	0.07	0.13
P 26/4329	Kalgoorlie	$7,649	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	5700	74550	143400	0	0.06	0.12
P 26/4330	Kalgoorlie	$8,633	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6500	84200	161900	0.01	0.07	0.14
P 26/4331	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4332	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4333	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4334	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4335	Kalgoorlie	$8,547	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6400	83350	160300	0.01	0.07	0.14
P 26/4336	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4337	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4338	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4339	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4340	Kalgoorlie	$8,120	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6100	79150	152200	0.01	0.07	0.13
P 26/4341	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4342	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4343	Kalgoorlie	$8,633	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6500	84200	161900	0.01	0.07	0.14
P 26/4344	Kalgoorlie	$8,718	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6500	85000	163500	0.01	0.07	0.14
P 26/4345	Kalgoorlie	$8,633	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6500	84200	161900	0.01	0.07	0.14
P 26/4350	Kalgoorlie	$8,846	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	86250	165900	0.01	0.07	0.14
P 26/4360	Kalgoorlie	$8,889	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6700	86700	166700	0.01	0.07	0.14
P 26/4361	Kalgoorlie	$8,889	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6700	86700	166700	0.01	0.07	0.14

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
P 26/4362	Kalgoorlie	$8,889	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6700	86700	166700	0.01	0.07	0.14
P 26/4363	Kalgoorlie	$7,478	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	5600	72900	140200	0	0.06	0.12
P 26/4364	Kalgoorlie	$8,718	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6500	85000	163500	0.01	0.07	0.14
P 26/4365	Kalgoorlie	$7,866	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	5900	76700	147500	0.01	0.07	0.13
P 26/4366	Kalgoorlie	$7,964	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6000	77650	149300	0.01	0.07	0.13
P 26/4367	Kalgoorlie	$8,795	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6600	85750	164900	0.01	0.07	0.14
P 26/4368	Kalgoorlie	$8,439	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	6300	82250	158200	0.01	0.07	0.14
P 26/4369	Kalgoorlie	$5,092	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	3800	49650	95500	0	0.04	0.08
P 26/4370	Kalgoorlie	$6,128	50%	100%	2	5	1.5	2.5	1	1.5	0.5	2	4600	59750	114900	0	0.05	0.1
P 27/2209	Kalgoorlie	$2,694	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.5	4000	8550	13100	0	0.01	0.01
P 27/2215	Kalgoorlie	$5,956	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.2	8900	16050	23200	0.01	0.01	0.02
P 27/2316	Kalgoorlie	$7,221	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.5	10800	22950	35100	0.01	0.02	0.03
P 27/2317	Kalgoorlie	$3,986	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.5	6000	12700	19400	0.01	0.01	0.02
P 27/2319	Kalgoorlie	$2,886	100%	100%	1.5	1.8	1	1.5	1	1.2	1	1.5	4300	9150	14000	0	0.01	0.01
Total Kalgoorlie													$4,642,400	$13,095,250	$21,548,100	$4.06	$11.08	$18.29
E 29/996	Menzies	$16,974	100%	100%	1	1.5	1	1.3	1	1.3	0.9	1.3	15300	35600	55900	0.01	0.03	0.05
P 29/2153	Menzies	$8,846	100%	100%	2.5	3	2.5	3	1	2	1.5	2	82900	200700	318500	0.07	0.17	0.27
P 29/2154	Menzies	$8,824	100%	100%	2.5	3	3	3.5	1	2	2	2.5	132400	297850	463300	0.11	0.25	0.4
P 29/2155	Menzies	$8,425	100%	100%	2.5	3	3	3.5	1	2	2	2.5	126400	284350	442300	0.11	0.24	0.38
P 29/2156	Menzies	$7,366	100%	100%	2.5	3	3	3.5	1	2	2	2.5	110500	248600	386700	0.09	0.21	0.33
M 29/420	Menzies	$20,768	100%	100%	2.5	3	2.5	3	2	2.5	2	2.5	519200	843700	1168200	0.44	0.72	1.00
Total Goongarrie													986700	1910800	2834900	0.83	1.62	2.43
E 29/1054	Menzies	$22,654	50%	100%	1.5	2	1.3	1.5	1	1.3	0.9	1.5	19900	43100	66300	0.02	0.04	0.06
E 29/1055	Menzies	$16,838	50%	100%	1.5	2	1.3	1.5	1	1.3	0.9	1.5	14800	32050	49300	0.01	0.03	0.04
E 29/1062	Menzies	$23,334	50%	100%	2.5	3.5	2.5	3	1.5	2	1.5	2	164100	327050	490000	0.14	0.28	0.42
E 29/966	Menzies	$10,111	75%	100%	2	2.5	1.5	1.8	1	1.3	1.5	2	34100	61400	88700	0.03	0.05	0.08
E 29/984	Menzies	$12,790	75%	100%	2.5	3	1	1.5	1	1.3	1.5	2	36000	74100	112200	0.03	0.06	0.1
P 29/2346	Menzies	$3,537	75%	100%	2	2.5	1.5	2	1	1.5	1	1.5	8000	18900	29800	0.01	0.02	0.03
P 29/2383	Menzies	$8,224	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	800	3150	5500	0	0	0
P 29/2384	Menzies	$8,524	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	900	3300	5700	0	0	0
P 29/2385	Menzies	$8,798	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	900	3400	5900	0	0	0.01
P 29/2386	Menzies	$8,633	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	900	3300	5700	0	0	0
P 29/2387	Menzies	$7,248	100%	100%	1	1.5	1	1.1	1	1.1	1	1.5	7200	13450	19700	0.01	0.01	0.02
P 29/2448	Menzies	$5,205	50%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	300	1000	1700	0	0	0
P 29/2450	Menzies	$6,322	50%	100%	1.5	2	1	1.3	1	1.3	1	1.5	4700	10350	16000	0	0.01	0.01
P 29/2451	Menzies	$8,724	50%	100%	2.5	3	1.5	2	1	1.3	1	1.5	16400	33700	51000	0.01	0.03	0.04
P 29/2488	Menzies	$7,939	50%	100%	2.5	3	1.5	2	1	1.3	1	1.5	14900	30650	46400	0.01	0.03	0.04

Tenement	Location	BAC (AUS$)	Equity	Value Not captured in Resource	Off Property		On Property		Anomaly Factor		Geology Factor		Technical Valuation (AUS$)			Fair Market Valuation (AUS$M)		
					Low	High	Low	High	Low	High	Low	High	Lower	Preferred	Upper	Lower	Preferred	Upper
Total Menzies 100% IRC													323900	658900	993900	0.27	0.56	0.85
E 29/966	Menzies	$13,903	100%	100%	1	1.5	1	1.3	1	1.3	0.9	1.3	12500	29150	45800	0.01	0.02	0.04
E 29/984	Menzies	$9,592	100%	100%	1	1.1	1	1.1	1	1.1	0.1	0.5	1000	3700	6400	0	0	0.01
M 29/14	Menzies	$12,702	100%	100%	3	3.5	2.5	3	1.5	2	1.5	2.5	214400	440650	666900	0.18	0.38	0.57
M 29/153	Menzies	$11,796	100%	100%	3	3.5	2	2.5	2	2.5	1.5	2	212300	364200	516100	0.18	0.31	0.44
M 29/154	Menzies	$4,149	100%	100%	3	3.5	2.5	3	2	3.5	2	2.5	124500	252850	381200	0.11	0.22	0.33
M 29/184	Menzies	$7,075	100%	100%	2.5	3.5	1	1.5	1	1.5	1.5	2	26500	68950	111400	0.02	0.06	0.1
M 29/212	Menzies	$16,519	100%	100%	2	2.5	1.5	2	1	1.5	1	1.5	49600	117700	185800	0.04	0.1	0.16
M 29/410	Menzies	$5,973	100%	100%	3	3.5	2	2.5	1.5	2	1.5	2	80600	144850	209100	0.07	0.12	0.18
M 29/430	Menzies	$89,525	100%	100%	2.5	3	3	3.5	1	2	2	2.5	1342900	3021500	4700100	1.15	2.58	4.02
M 29/88	Menzies	$11,158	100%	100%	3	3.5	3	3.5	2	2.5	2	2.5	401700	628000	854300	0.34	0.54	0.73
P 29/2251	Menzies	$8,849	100%	100%	2.5	3	1.5	2	1	1.3	1	1.5	33200	68350	103500	0.03	0.06	0.09
P 29/2252	Menzies	$8,881	100%	100%	2.5	3	1.5	2	1	1.3	1	1.5	33300	68600	103900	0.03	0.06	0.09
P 29/2253	Menzies	$8,747	100%	100%	2.5	3	1.5	2	1	1.3	1	1.5	32800	67550	102300	0.03	0.06	0.09
P 29/2254	Menzies	$8,449	100%	100%	2.5	3	1.5	2	1	1.3	1	1.5	31700	65300	98900	0.03	0.06	0.08
P 29/2344	Menzies	$7,027	100%	100%	2	2.5	1.5	2	1	1.5	1	1.5	21100	50100	79100	0.02	0.04	0.07
P 29/2345	Menzies	$6,842	100%	100%	2	2.5	1.5	2	1	1.5	1	1.5	20500	48750	77000	0.02	0.04	0.07
P 29/2366	Menzies	$6,269	100%	100%	1	1.5	1	1.3	1	1.3	1	1.3	6300	13500	20700	0.01	0.01	0.02
P 29/2367	Menzies	$7,965	100%	100%	1	1.5	1	1.3	1	1.3	1	1.5	8000	19150	30300	0.01	0.02	0.03
Total Menzies													2652900	5472850	8292800	2.28	4.68	7.12
Total Menzies Projects													7927000	16085100	24243200	3.38	6.86	10.4
E 51/1040	Nanadie JV	$81,636	40%	100%	1.5	2	1.5	2	1.5	2	1	1.5	110200	251050	391900	0.09	0.21	0.34
Total Nanadie Well JV													110200	251050	391900	0.09	0.21	0.34
EPM25163	Richmond	$194,550	25%	100%	2	2.5	1.5	2	1.5	2	1	1.5	218900	474250	729600	0.19	0.41	0.62
EPM25164	Richmond	$107,078	25%	100%	2	2.5	1.5	2	1.5	2	1	1.5	120500	261000	401500	0.1	0.22	0.34
EPM25258	Richmond	$23,062	25%	100%	2	2.5	1.5	2	2.5	3	1	1.5	43200	86450	129700	0.04	0.07	0.11
EPM26425	Richmond	$113,894	25%	100%	2	2.5	1.5	1.5	1.5	2	1	1.5	128100	224200	320300	0.11	0.19	0.27
EPM26426	Richmond	$113,894	25%	100%	2	2.5	1.5	2	1.5	2	1	1.5	128100	277600	427100	0.11	0.24	0.37
MDL396	Richmond	$155,653	25%	100%	2	2.5	1.5	2	1.5	2	1	1.5	175100	379400	583700	0.15	0.32	0.5
Total Richmond													813900	1702900	2591900	0.7	1.45	2.21
Total													**11681100**	**27458900**	**43236700**	**8.75**	**20.645**	**32.84**

Discount Factors	
Vanadium	90%
Location	95%
Gold	90%
Applications	50%