



ABN 27 614 175 923

NOTICE OF 2019 ANNUAL GENERAL MEETING

INCLUDING

EXPLANATORY MEMORANDUM

(NOTE: A PROXY FORM IS SEPARATELY INCLUDED WITH THIS NOTICE)

Date of Meeting

Wednesday, 20 November 2019

Time of Meeting

10.00am (WST)

Place of Meeting

MEZZANINE FLOOR AUDITORIUM
CITY OF PERTH LIBRARY, 573 HAY STREET
PERTH, WESTERN AUSTRALIA



ABN 27 614 175 923

NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of the Shareholders of Horizon Gold Limited ABN 27 614 175 923 ("**Company**") will be held in the Mezzanine Floor Auditorium, City of Perth Library, 573 Hay Street, Perth, Western Australia on Wednesday, 20 November 2019 at 10.00am (WST) for the purpose of transacting the following business.

AGENDA

BUSINESS

The accompanying Explanatory Memorandum containing information in relation to each of the following Resolutions forms part of this Notice of 2019 Annual General Meeting and should be read in conjunction with it.

ORDINARY BUSINESS

Item 1 – RECEIPT OF ANNUAL FINANCIAL REPORT

"To receive and consider the 2019 Annual Financial Report of the Company, which includes the financial statements of the Company for the year ended 30 June 2019, together with the notes to the financial statements, the Directors' declaration and the reports by the Directors and Independent Auditor."

Item 2 – RE-ELECTION OF MR PAUL WILLIAM BENNETT AS A DIRECTOR (Resolution 1)

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That Mr Paul William Bennett, being eligible, be re-elected as a Director."

Item 3 – ADOPTION OF REMUNERATION REPORT (Resolution 2)

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That the Remuneration Report for the year ended 30 June 2019 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Company or the Directors. However, the Board is obliged to take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Company will disregard any votes cast on Resolution 2 by or on behalf of:

- a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report (and their Closely Related Parties) in any capacity; and
- b) a member of the Key Management Personnel (and their Closely Related Parties) acting as a proxy

unless the vote is cast:

- as proxy for a person who is entitled to vote in accordance with a direction on the proxy form; or
- by the person chairing the Meeting as proxy for a person who is entitled to vote and the person chairing the meeting has received express authority to vote undirected proxies as such person sees fit.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Trevor Eton', is written over a horizontal line.

Mr Trevor Eton

Company Secretary

Dated: 14 October 2019

NOTES

REMUNERATION REPORT

Shareholders who have elected not to receive the Company's 2019 Annual Report (which includes the 2019 Remuneration Report) may obtain a copy of the Remuneration Report by contacting the Company on telephone (+61 8) 6266 8600 or, alternatively, by downloading a copy from the Company's website at www.horizongold.com.au.

PROXIES

A separate Proxy Form is included with this Notice of Meeting which gives instructions for the completion and lodgement of the Proxy Form. The Proxy Form is to be returned direct to Computershare Investor Services in accordance with the lodgement instructions given on the Form and may be lodged either:

- by mail (in the envelope provided), or
- by facsimile at the number quoted.

Alternatively, proxy votes may be submitted online via the Computershare InvestorVote facility by following the instructions given on the Proxy Form.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the items of business by marking either "For", "Against" or "Abstain" for those items of business.

How the Chairman of the Meeting will Vote Undirected Proxies

The Chairman of the Meeting will vote undirected proxies in favour of all items of business.

Voting Exclusions

The Company's Key Management Personnel and their Closely Related Parties (other than in limited circumstances where they are acting as proxy) are excluded from voting on Item 3 – Remuneration Report (Resolution 2).

Where you have appointed the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on Resolution 2 (other than where you have indicated a different voting intention on the Proxy Form) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.

CUSTODIANS AND NOMINEES

For Intermediary Online subscribers only (Custodians & Nominees), please visit www.intermediaryonline.com to submit your voting intentions. Proxy Forms must be received by Computershare at least 48 hours prior to the meeting, that is, by 10.00am (WST) on Monday, 18 November 2019.

A Shareholder entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote at this Meeting. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If two proxies are appointed, and the appointment does not specify the proportion or number of votes that the proxy may exercise, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise half the votes. A proxy may, but need not, be a Shareholder.

BODIES CORPORATE

A body corporate may appoint an individual as its representative to attend and vote at the Meeting and exercise any other powers the body corporate can exercise at the Meeting. The appointment may be a standing one. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that, for the purposes of voting at the Meeting, Shareholders will be taken to be those persons recorded on the Company's register of members as at 4.00pm (WST) on Monday, 18 November 2019.



ABN 27 614 175 923

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for Shareholders to provide information about the items of business contained in the accompanying Notice of 2019 Annual General Meeting of the Company.

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

All resolutions to be put to shareholders are ordinary resolutions. Ordinary resolutions require approval by a simple majority of votes cast by Shareholders present (either in person, or by representative or proxy) and entitled to vote on the resolution, in order to be passed.

BUSINESS OF THE MEETING

ITEM 1 – RECEIPT OF ANNUAL FINANCIAL REPORT

The Corporations Act requires the Company to lay its Annual Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports.

The Company's Auditor (engaged by the Company to conduct the audit of the consolidated entity under s327A of the Corporations Act), will also be present at the meeting and Shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

ITEM 2 – RE-ELECTION OF MR PAUL WILLIAM BENNETT AS A DIRECTOR (RESOLUTION 1)

In accordance with the ASX Listing Rules and Article 14.2 of the Company's Constitution, the Company is required to hold an election of Directors each year at its Annual General Meeting.

In accordance with ASX Listing Rules and the Company's Constitution, Mr Bennett retires by rotation as a Director and, being eligible, offers himself for re-election as a Director of the Company.

Paul was appointed a Director on 31 August 2016.

Paul is a Mining Engineer with an MBA who has extensive experience in the operation, development and financing of resource companies and projects over a 20 plus year period. Paul has worked in technical, management and business development roles for Newcrest Mining Limited, Western Metals Limited and Panoramic Resources Limited and holds a WA First Class Mine Manager's Certificate. For nine years, Paul was a senior executive at RMB Resources, the resources investment banking business of Rand Merchant Bank (RMB). During Paul's time at RMB, he specialised in the provision of equity, quasi-equity/mezzanine and debt financing for small to mid-sized resource companies across a wide variety of commodities and jurisdictions. Paul is currently the Managing Director of ACH Minerals Pty Ltd, a private, mineral exploration and development company, with a focus on its flagship 100% owned Ravensthorpe Gold Project located 550km south-east of Perth in Western Australia.

Paul is both a member of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Company Directors (AICD).

Board recommendation

The Board (excluding Mr Bennett) recommends the re-election of Mr Bennett as a Director of the Company.

ITEM 3 – ADOPTION OF REMUNERATION REPORT (RESOLUTION 2)

The Remuneration Report details the Company's policy on the remuneration of the Non-Executive Directors and other Key Management Personnel (KMP). The 2019 Remuneration Report can be found in the Directors' Report of the 2019 Annual Report, which is available on the Company's website at www.horizongold.com.au.

In accordance with the Management Agreement dated 21 October 2016 and as extended, between the Company and Panoramic Resources Limited, the Board has currently delegated responsibility for the day-to-day operations and administration ("Services") of the Company and the Horizon Group to the Panoramic Executive Management Team. As a result, the members of the Panoramic Executive Management Team, including Mr Peter Harold, have not received individual remuneration payments for their services to the Company and the Group. Further details on the Management Agreement can be obtained from the 2019 Remuneration Report.

The Corporations Act requires that a resolution for the adoption of the Remuneration Report be put before Shareholders at each Annual General Meeting. However, such a Resolution is advisory only and does not bind the Directors or the Company.

Under changes to the Corporations Act which came into effect on 1 July 2011, requirements were introduced with regard to voting on the adoption of Remuneration Reports at Annual General Meetings. These changes have been commonly referred to as the "two strikes test". If at least 25% of the votes cast on the Resolution are against the adoption of the Remuneration Report at the Company's Annual General Meeting ("**first AGM**"), this constitutes the "first strike".

The Resolution is advisory only and does not bind the Directors or the Company and the Remuneration Report is adopted at that AGM, if passed by a simple majority of votes cast by Shareholders.

A 'no' vote of 25% or more at the first AGM obliges the Company to take into consideration the feedback from Shareholders when preparing the Remuneration Report for the following year. The Remuneration Report will need to explain whether Shareholders' feedback has been taken into account and, if so, how. If not, the Remuneration Report will need to explain why the feedback from Shareholders has not been taken into account.

If, at the subsequent Annual General Meeting held the following year ("**second AGM**"), Shareholders again cast 25% or more votes against adopting the Remuneration Report for that year, this constitutes the "second strike" which then triggers further requirements of the Company at the same AGM.

Following the second strike, the Company will be required to put to Shareholders, at the second AGM, a separate Resolution proposing the calling of a General Meeting to consider the appointment of Directors of the Company ("**Spill Resolution**").

If more than 50% of Shareholders then vote in favour of the Spill Resolution at the second AGM, the Company must convene a General Meeting of Shareholders ("**Spill Meeting**") within 90 days of that AGM to consider the re-election of each Non-Executive Director of the Company.

All of the Directors who were in office at the time of the Company's second AGM, other than the Managing Director (if applicable), will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons elected or re-elected as Directors will be the Directors of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the 2019 Remuneration Report.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the 2019 Remuneration Report.

Voting Exclusions

Voting exclusion statements are included in the Notice of Meeting.

Enquiries

Shareholders are invited to contact Mr Trevor Eton, Company Secretary, on telephone (+61 8) 6266 8600 if they have any queries in respect to the matters set out in these documents.

GLOSSARY

- “**Accounting Standards**” has the meaning given to that term in the Corporations Act;
- “**AGM**” means the Annual General Meeting of the Company;
- “**ASX**” means ASX Limited (ABN 98 008 624 691) trading as the Australian Securities Exchange;
- “**ASX Listing Rules**” means the official listing rules of ASX as amended from time to time;
- “**Auditor**” means any persons appointed to perform the duties of auditor of the Company from time to time;
- “**Board**” means the board of Directors;
- “**Closely Related Parties**” has the meaning given in the Corporations Act and includes spouses, children and dependants of Key Management Personnel;
- “**Consolidated Entity**” means the Company and its wholly owned entity, Panoramic Gold Pty Ltd (ACN 148 832 973)
- “**Constitution**” means the Company’s constitution;
- “**Company**” or “**Horizon**” means Horizon Gold Limited (ABN 27 614 175 923);
- “**Corporations Act**” means *Corporations Act 2001* (Cth);
- “**Directors**” means the directors of the Company;
- “**Explanatory Memorandum**” means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice;
- “**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Directors (whether executive or otherwise) of the Company.
- “**Management Agreement**” means the agreement dated 21 October 2016, between the Company and Panoramic Resources Limited for the supply of management services from Panoramic to the Company for an initial two year period from 19 December 2016 and as extended until 20 December 2019;
- “**Meeting**” means the meeting which is the subject of the Notice;
- “**Notice**” means the Notice of 2019 Annual General Meeting which accompanies this Explanatory Memorandum;
- “**Panoramic**” means Panoramic Resources Limited (ABN 47 095 792 288)
- “**Related Body Corporate**” has the meaning given to that term in the Corporations Act;
- “**Remuneration Report**” and “**2019 Remuneration Report**” means the 2019 Remuneration Report which forms part of the Directors’ Report and is contained in the Company’s 2019 Annual Financial Report;
- “**Resolution**” means a resolution to be put to Shareholders at the Meeting, as set out in the Notice;
- “**Share**” means a fully paid ordinary share issued in the capital of the Company;
- “**Shareholder**” means a person whose name is entered in the Company’s register of members; and
- “**WST**” means Western Australian Standard Time.



HRN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) Monday, 18 November 2019.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE ANNUAL GENERAL MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Horizon Gold Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Horizon Gold Limited to be held in the Mezzanine Floor Auditorium, City of Perth Library, 573 Hay Street, Perth, Western Australia on Wednesday, 20 November 2019 at 10:00am (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of Mr Paul William Bennett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

HRN

9 9 9 9 9 9 A



Computershare

