



ABN 27 614 175 923

RENOUNCEABLE ENTITLEMENT ISSUE OFFER BOOKLET

**A Renounceable Pro Rata Offer of up to
20,517,695 new shares at \$0.35 each
to Eligible Shareholders, on the basis of
1 share for every 5.2 shares
held at the Record Date, to raise up to \$7,181,193**

**THIS OFFER CLOSES AT 5.00PM (AWST) ON 20 May 2022.
VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.**

**Please read the instructions in this Offer and on the accompanying
Entitlement and Acceptance Form regarding the acceptance of your entitlement.**

**This is an important document and requires your immediate attention. It should be read in its entirety.
If you are in doubt about what to do, you should consult your professional adviser without delay.
The securities offered by this Offer are of a speculative nature.**

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TIMETABLE FOR THE OFFER

Announcement of Offer and lodgement of Appendix 3B and Notice under section 708AA of the Corporations Act	28 April 2022
Securities quoted on an “ex” basis and rights trading starts on a deferred settlement basis	2 May 2022
Record Date for eligibility under the Offer	3 May 2022
Offer opens and Offer Document and Entitlement and Acceptance Form despatched to Eligible Shareholders	6 May 2022
Entitlements trading ends	13 May 2022
New Shares under the Offer commence trading on ASX on deferred settlement basis	16 May 2022
Offer closes	5.00pm (Perth time) on 20 May 2022
Notification to ASX of shortfall (if any)	26 May 2022
Anticipated date for the issue of the New Shares	27 May 2022
Dispatch of holding statements and commencement of trading on ASX on a normal settlement basis	30 May 2022

Subject to the ASX Listing Rules, the directors reserve the right to extend the Closing Date for the Offer. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the shares. The commencement of quotation of New Shares is subject to confirmation from ASX.



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LETTER FROM THE CHAIRMAN

28 April 2022

Dear Shareholder

On behalf of the Directors of Horizon Gold Limited (ASX: HRN) (**Horizon** or the **Company**), I invite you to make a further investment in your Company.

The Company is pleased to offer Eligible Shareholders a 1:5.2 renounceable pro-rata entitlement offer of fully paid ordinary shares at an issue price of \$0.35 per share to issue 20,517,695 shares (**New Shares**) to raise gross proceeds up to \$7,181,193.

I am pleased to advise that the Company's major shareholder, Zeta Resources Limited and the Directors of Horizon, intend to take up their Entitlements in full for a combined amount of \$5,278,021.

Horizon's 100% owned Gum Creek Gold Project (**Gum Creek or Project**) presents as an attractive gold investment opportunity with excellent potential to increase the current 1.36Moz Au resource base through further exploration. The project covers over 642 square kilometres of continuous tenure within the Gum Creek greenstone belt, located about 120 kilometres southeast of Meekatharra.

Gum Creek has a number of positive key attributes which underpin this opportunity:

- A JORC compliant gold mineral resource estimated to contain 18.59 million tonnes averaging 2.28g/t Au for **1.36 million ounces** on granted Mining and Exploration Leases¹;
- **More than 30 historic open pit and three underground gold mines** within the tenure which have been subject to minimal modern exploration near mine or at depth;
- **Brownfields and Greenfields exploration opportunities** with +40 exploration targets along 80 kilometres of fertile strike;
- Historically underexplored with around 65% of the drill holes at Gum Creek less than 50m deep; and
- A potential base metal camp in the Altair/Mensa area.

During 2021 the Company completed over 32,000m of RC drilling and over 2,000m of diamond drilling across 16 prospect areas with some spectacular results received and announced throughout the year. An updated Mineral Resource Estimate (MRE) incorporating the 2021 drilling is due for release prior to the end of Q2 2022.

The management team is implementing a strategy to deliver further value for Shareholders through the safe execution of cost effective exploration programs aimed at growing the existing gold resource base and increasing development optionality. An estimated 33,000m of RC and 2,500m of diamond drilling is planned across at least 18 highly ranked gold targets in addition to the recently announced drilling at the Altair/Mensa base metal target. This drilling is scheduled to commence during Q2 2022.

The Offer provides Eligible Shareholders the opportunity to increase their investment in Horizon and will provide additional funding for the Company to deliver on the next phase of its growth strategy.

Funds raised from the Offer will be used to undertake the planned drilling programs on highly ranked greenfields and brownfields gold targets, to further assess the resource development options at Gum Creek, to assess the base metal potential and for general working capital purposes.

Accompanying this Offer Booklet is your personalised Entitlement and Acceptance Form which details your entitlement and sets out the instructions for participating in the issue.

¹ As disclosed to ASX on 12 February 2021 in the announcement titled "Gum Creek Gold Project Resource Update Addendum" to which the Company confirms there has been no changes.

Accordingly, I encourage your participation in the Offer. Please note the Closing Date of **20 May 2022**. Should you wish to discuss any aspect of this capital raising please do not hesitate to contact myself, my fellow Directors or the Company Secretary, Trevor O'Connor on +61 (8) 9336 3388.

Yours faithfully

A handwritten signature in black ink, appearing to read 'P. Sullivan', with a stylized flourish at the end.

Peter Sullivan
Chairman

Entitlement Issue Offer Document

1. Introduction

Horizon Gold Limited (**Horizon Gold** or the **Company**) is making a renounceable pro-rata offer of Shares to Eligible Shareholders, with a registered address in Australia, New Zealand or Bermuda at the Record Date to raise up to \$7,181,193 before costs. This Offer Document has been prepared by Horizon Gold and was lodged with ASX on 28 April 2022. ASX takes no responsibility for the content of this Offer Document.

This is an important document and requires your immediate attention. It should be read in its entirety.

The Offer is being made under section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This document is not a prospectus and does not contain all of the information that would ordinarily be contained in a prospectus, or which may be required by an investor in order to make an informed investment decision regarding, or about the rights attaching to, New Shares.

Shareholders should be aware that investment in Horizon Gold involves many risks which may be higher than risks associated with investments in other companies. Investors should consider an investment in Horizon Gold highly speculative and refer to Section 4 for details of the key risks applicable to an investment in the Company. Horizon Gold has lodged notices with ASX in compliance with its continuous disclosure obligations under the Corporations Act and the Listing Rules. You can view Horizon Gold's recent announcements on the ASX website www.asx.com.au. If you are in doubt what to do or whether to accept the Offer you should consult your stockbroker, accountant, solicitor or other professional adviser without delay.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by Horizon Gold in connection with the Offer.

No updates to Offer Document

The information in this Offer Document may not be complete and may be changed, modified or amended at any time by the Company, and is not intended to, and does not, constitute representations and warranties of the Company. Neither the Company, nor any other advisor of the Company intends to update this Offer Document or accepts any obligation to provide the recipient with access to information or to correct any additional information or to correct any inaccuracies that may become apparent in the Offer Document or in any other information that may be made available concerning the Company. Potential investors should conduct their own due diligence investigations regarding the Company.

Notice to nominees and custodians

Shareholders resident in Australia, New Zealand or Bermuda holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that taking up any New Shares does not breach regulations in the relevant jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

2. Details of Offer

2.1 Offer

Horizon Gold is making a renounceable pro-rata offer of New Shares each at an issue price of \$0.35 to persons registered as the holder of Shares on the Record Date whose registered address is in Australia, New Zealand² or Bermuda (**Eligible Shareholders**) on the basis of one (1) share for every five point two (5.2) Shares held at the Record Date (**Offer**). Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a share, such fraction will be rounded down to the nearest whole share.

Horizon Gold will accept Entitlement and Acceptance Forms until 5.00pm WST on the Closing Date in the timetable set out on page 2 of this Offer Document or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

²Please note that, pursuant to the Securities Act (Overseas Companies) Exemption Notice 2002, those New Zealand shareholders at the Record Date who cease to hold shares between that date and the date on which the Offer opens (6 May 2022) are no longer eligible to participate in the Offer.

The number of New Shares to which you are entitled (**Entitlement**) is shown on the Entitlement and Acceptance Form accompanying this Offer. You may accept the Offer only by applying for shares on a personalised Entitlement and Acceptance Form sent with this Offer Document.

You may accept all or only part of your Entitlement. If you decide not to accept your Entitlement you can renounce (sell) the entitlement (refer Section 2.3). If the Entitlement is not accepted or renounced, it will lapse and may be placed by the Directors as Shortfall securities in accordance with Section 2.4.

Acceptance of a completed Entitlement and Acceptance Form by Horizon Gold creates a legally binding contract between the applicant and Horizon Gold for the number of shares accepted or deemed to be accepted by the applicant. The Entitlement and Acceptance Form does not need to be signed by the applicant to be legally binding. The Offer and contract formed on acceptance are governed by the applicable law of Western Australia.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

New Shares offered by this Offer Document are expected to be issued, and security holder statements dispatched, on the date specified in the timetable on page 2 of this Offer Document.

It is the responsibility of applicants to determine the number of New Shares allotted and issued to them prior to trading in any New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

2.2 Ranking of New Shares

The New Shares issued under the Offer will be fully paid and rank equally with all existing Shares.

2.3 Entitlement trading

Entitlements are renounceable, which means that Eligible Shareholders may sell or transfer all or any part of their Entitlement in order to realise the value which may attach to their Entitlement. Entitlement trading is expected to commence on 2 May 2022 and conclude on 13 May 2022.

There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact your ability to sell your Entitlements on ASX and the price you may be able to achieve.

2.4 Shortfall Shares

The Company reserves the right to allocate Entitlements not applied for by any Eligible Shareholders in accordance with this Offer Document (**Shortfall Shares**) at its absolute discretion (including to third parties who are not Shareholders), subject to the Corporations Act and Listing Rules. The Company intends to apply the following allocation policy when allocating Shortfall Shares:

- (a) the Shortfall Shares will only be issued to the extent there are sufficient new shares from eligible shareholders who do not take up their full entitlements or from new shares that would have been offered to ineligible shareholders if they had been entitled to participate in the Offer;
- (b) where the directors consider it is in the best interests of the Company to allocate any portion of the Shortfall Shares to a particular applicant or to particular applicants in order to maximise the total funds raised from the Offer, the directors may do so;
- (c) subject to the above, the directors will generally endeavour to allocate the Shortfall Shares in a manner which is fair to applicants;
- (d) the directors will not allocate or issue Shortfall Shares, where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law;
- (e) applications for Shortfall Shares may be scaled back on a pro rata basis, which will be applied by the Company at the Company's discretion; and
- (f) the directors may reject any application for Shortfall Shares or allocate fewer Shortfall Shares than applied for by applicants, in which case any excess application money will be refunded without interest.

In accordance with Listing Rule 7.2 (Exception 3), any Shortfall Shares will be issued within three months of the Closing Date, on terms no more favourable than the terms of the Offer and will not count towards the Company's 15% threshold under Listing Rule 7.1.

2.5 ASX quotation and Deferred Settlement Trading

Application will be made to ASX for the official quotation of the New Shares to be issued under the Offer. If permission is not granted by ASX for the official quotation of the New Shares to be issued under the Offer, Horizon Gold will repay, as soon as practicable, without interest, all Application Monies received pursuant to the Offer.

There will be trading of shares on a deferred settlement basis. Trading of the New Shares will, subject to ASX approval, occur on or about the date specified in the timetable on page 2 of this Offer Document.

2.6 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of the Offer under this Offer Document. Horizon Gold, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Eligible Shareholders should consult their professional tax adviser in connection with the Entitlements under this Offer Document.

2.7 Overseas shareholders

This Offer Document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. It is intended only to make an offer to Shareholders with a registered address in Australia, New Zealand or Bermuda. The Company has formed this view after an examination of its register of members which reveals that approximately 99% of Shareholders have a registered address in either Australia, New Zealand or Bermuda and will be eligible to participate in the offer.

Therefore, the Company is of the view that it is unreasonable to make an offer to Shareholders with a registered address outside of Australia, New Zealand and Bermuda (**Ineligible Shareholders**) having regard to:

- (a) the number of Shareholders with a registered address outside of Australia, New Zealand and Bermuda;
- (b) the number and value of the Entitlements to be offered to Shareholders with a registered address outside of Australia, New Zealand and Bermuda; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

The distribution of this Offer Document in jurisdictions outside Australia, New Zealand and Bermuda may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia, New Zealand or Bermuda should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

The Offer to New Zealand investors is being made pursuant to the New Zealand Securities Act (Overseas Companies) Exemption Notice 2002.

No person is authorised to give information or to make any representation in connection with this Offer Document which is not contained in the Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Offer Document.

In making representations in this Offer Document regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Persons who are not Shareholders on the Record Date are not entitled to apply for any New Shares.

Appointment of Nominee

The Company has appointed Berne No 132 Nominees Pty Ltd to act as nominee (**Nominee**) for the Ineligible Shareholders to arrange for the sale of the entitlements which would have been offered to them had they been eligible to participate in the Offer.

If there is a viable market for entitlements and a premium over the expenses of their sale can be made, the Nominee will arrange the sale of the entitlements which would have been attributable to Ineligible Shareholders. The Nominee will distribute to the Company's share registry or to the Company directly the net proceeds (if any) of the sale of Entitlements of Ineligible Shareholders in proportion to each Ineligible Shareholder's Entitlements at the Record Date.

The Nominee will have absolute and sole discretion to determine the price for which the Entitlements of Ineligible Shareholders may be sold so that a premium over the expenses of their sale can be made, as well as the timing and manner of such sale. Neither the Company nor the Nominee will be subject to any liability to Ineligible Shareholders for failure to sell the Entitlements of Ineligible Shareholders or to sell them at a particular price.

If, as a result of the Nominee offering to sell or being invited to sell the Entitlements of Ineligible Shareholders, the Nominee forms the reasonable opinion that there is not a viable market for the Entitlements or a surplus of sale proceeds over expenses from the sale cannot be obtained for the Entitlements that would otherwise have been offered to the Ineligible Shareholders then the Entitlements will be allowed to lapse. In such circumstances, no money will be payable to Ineligible Shareholders and the Ineligible Shareholders will be informed accordingly in writing.

2.8 Foreign Selling Restrictions

The information has been prepared to comply with the requirements of the securities laws of Australia.

The Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Offer, the Entitlements, or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia, New Zealand and Bermuda.

The distribution of this information (including an electronic copy) outside Australia, New Zealand and Bermuda may be restricted by law. If you come into possession of this information, you should observe such restrictions and should seek your own advice on such restrictions.

New Zealand

The Entitlements and the New Shares are not being offered or sold to the public in New Zealand other than to Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made with reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This document contains an offer to Eligible Shareholders of continuously quoted securities and has been prepared in compliance with Australian law and has not been registered, filed with or approved by and New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Bermuda

No offer or invitation to subscribe for New Shares may be made to the public in Bermuda. The New Shares will be offered in Bermuda only to existing shareholders of the Company. No invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for New Shares.

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia, New Zealand and Bermuda except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offer.

2.9 Directors' intentions

The Directors have confirmed that they intend to take up their Entitlements in full.

2.10 Privacy

Horizon Gold collects information about each applicant provided on an Entitlement and Acceptance Form for the purposes of processing the application and, if the application is successful, to administer the applicant's security holding in Horizon Gold.

By submitting an Entitlement and Acceptance Form, each applicant agrees that Horizon Gold may use the information provided by an applicant on the Entitlement and Acceptance Form for the purposes in this privacy disclosure statement and may disclose it for those purposes to the share registry, Horizon Gold's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, Horizon Gold may not be able to accept or process your application.

An applicant has a right to gain access to the information that Horizon Gold holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Horizon Gold's registered office.

2.11 Representations by Applicants

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted for yourself and on behalf of each person on whose account you are acting that you and/or they:

- a) have read and understood this Offer Document and your personalised Entitlement and Acceptance Form;
- b) are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or an issue of New Shares under the Offer;
- c) acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside Australia, New Zealand or Bermuda;
- d) have not and will not send any materials relating to the Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States;
- e) agree to be bound by the terms of the Offer set out in this Offer Document;
- f) represent and warrant that all details and statements in the Entitlement and Acceptance Form are completed and accurate;
- g) are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- h) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's Share Registry using the contact details set out in the Entitlement and Acceptance Form;
- i) authorise the Company to register you as the holder(s) of New Shares allotted to you;
- j) were the registered owner(s) at the Record Date of the Shares indicated on your personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- k) acknowledge that this Offer Document is not a prospectus, does not contain all the information that you may require to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- l) acknowledge the major risks contained in Section 4 of this Offer Document;
- m) acknowledge that the Company or its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, does not guarantee the performance of the Company, nor do they guarantee the repayment of capital;
- n) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Offer and of your holding of Shares on the Record Date;
- o) represent and warrant that the law of any place does not prohibit you from being given this Offer Document and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the Offer;
- p) acknowledge that once the Company or the Share Registry receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY, you may not withdraw your Application or funds provided except as allowed by law;
- q) agree to apply for and be issued up to the number of New Shares specified in your personalised Entitlement and Acceptance Form or for which you have submitted payment of any Application Monies via BPAY, at the Issue Price per New Share; and

- r) acknowledge that the information contained in, or accompanying, this Offer Document is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs.

2.12 Withdrawal

The Directors may at any time decide to withdraw this Offer Document and the Offer, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

2.13 Brokerage and stamp duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Offer. Please note you may incur brokerage if you choose to sell your Entitlement on ASX.

2.14 Enquiries

Enquiries concerning the Offer should be directed to the Company Secretary on +61 (8) 9336 3388.

3. Use of Funds

The funds to be raised from the Offer will be applied to the following areas:

Use of Funds	Full Subscription (\$)
Total raised under the Offer	7,181,193
Less: Costs of issue	33,000
<hr/> Net amount raised	<hr/> 7,148,193
Ongoing exploration, evaluation and drilling activities at the Gum Creek Project	5,920,000
General and administration	560,000
Working capital	668,193
<hr/> Funds Applied	<hr/> 7,148,193

To the extent that the funds raised fall below the level shown above, the Directors will determine the most appropriate level of expenditure by category and project area, however, funds raised will be firstly applied to expenses of the Offer, exploration and evaluation of the Gum Creek Project and general working capital requirements.

The Directors are of the opinion that on completion of the Offer there will be sufficient working capital for the Company to meet its stated objectives.

4. Risk Factors

Potential investors in the Company should be aware that subscribing for shares involves a number of risks. The risk factors outlined in this Section and elsewhere in this Offer should be carefully considered by investors when evaluating an investment in the Company. In addition, investors should appreciate that the value of securities on ASX may rise or fall depending on a range of factors beyond the control of the Company. This is especially the case with companies undertaking mining and exploration activities.

Any of the factors set out in this Section or any other factors identified in this Offer may materially affect the financial performance of the Company and the market price of the shares. To that extent the Shares carry no guarantee with respect to the payment of dividends, return on capital or the price at which Shares will trade on ASX.

The Directors consider that an investment in the Company should be considered speculative due to:

- the recent volatility in publicly listed entities on world stock markets generally, and of mining and exploration companies in particular; and
- the speculative nature of mining and exploration activities.

While the Company plans to take prudent measures to safeguard from, or mitigate its exposure to these risks, many of the risks are outside of the Company's control.

There are a number of risk factors that investors should consider before deciding whether or not to invest in the shares. The principal risk factors include, but are not limited to, the following:

4.1 Security Investments

Applicants should be aware that there are risks associated with any securities investment. The prices at which the New Shares trade may be above or below the offer price of \$0.35, and may fluctuate in response to a number of factors.

Further, the stock market and in particular the market for mining and exploration companies have experienced price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that these trading prices will be sustained. These factors may materially affect the market price of the shares, regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

4.2 Exploration and Development Risks

Mineral exploration and mining are high risk enterprises, only occasionally providing high rewards. In addition to the normal competition for prospective ground, and the high average costs of discovery of an economic deposit, factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery.

There is no assurance that exploration and development of the mineral interests held by the Company, or any other projects that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

The Company has recently completed a significant drill program aimed at increasing existing resources as well as evaluating greenfields exploration potential on the tenure. An updated gold resource estimate utilising this additional exploration data is underway.

Mineral Resource Estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when made may change significantly when new information becomes available.

In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

4.3 Title

All of the tenements in which the Company holds or may earn an interest in, will be subject to applications for renewal. The renewal of the term of each tenement is at the discretion of the responsible Minister.

If a tenement is not renewed, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that tenement.

4.4 Native Title Risks

Some or all of the mining tenements held by the Company may be subject to native title claims in the future. Should a native title claim be lodged in respect to one of the Company's mining tenements, it may have a material adverse effect on the Company's business and its financial condition and performance.

4.5 Policies and Legislation

Any material adverse changes in government policies or legislation affecting mining and exploration activities may affect the viability and profitability of the Company.

4.6 Joint Venture Parties and Contractors

The Directors are unable to predict the risk of:

- financial failure or default by a participant in any joint venture to which the Company is, or may become, a party; or
- insolvency or other managerial failure by any of the contractors used by the Company in its exploration or other activities; or
- insolvency or other managerial failure by any of the other service provider used by the Company for any activity.

4.7 Future Capital Needs and Additional Funding

The future capital requirements of the Company will depend on many factors including the results of any future exploration and work programs, and the ability to successfully exploit identified mineral deposits. The Company believes its available cash and the net proceeds of this Offer should be adequate to fund the continued exploration and development of the projects and other Company objectives as stated in this Offer.

Should the Company require additional funding there can be no assurance that additional financing will be available on acceptable terms, or at all. Any inability to obtain additional finance, if required, would have a material adverse effect on the Company's business and its financial condition and performance.

4.8 Operating Risks

Many of the Company's mineral assets are in a pre-development phase. As a result, the Company will be subject to all the risks inherent in the establishment of new mining operations. No assurances can be given to the level of viability that the Company's operations may achieve.

The operations of the Company, if and when it commences production, may be disrupted by a variety of risks and hazards which are beyond the control of the Company, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

4.9 Commodity Price Volatility

It is anticipated that any revenues derived from mining will primarily be derived from the sale of gold. Consequently, any future earnings are likely to be closely related to the price of gold and the terms of any off-take agreements which the Company enters into.

Gold price may fluctuate and is affected by numerous factors beyond the control of the Company.

Moreover, the price of gold is affected by macroeconomic factors such as expectations regarding inflation, interest rates, currency and exchange rate fluctuations, and global demand for, and supply of, the metal as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

4.10 Environmental Risks

The Company's projects are subject to Western Australian and Federal Australian laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

4.11 Economic Risk

Changes in customer preference or the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors which may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in Australia, the rate of growth of Australia's gross domestic product, interest rates and the rate of inflation.

4.12 Litigation risk

The Company is subject to litigation risks. Companies operating in all industries, including the minerals exploration industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

4.13 Reliance on Key Personnel

The Company is reliant on a number of key employees. The loss of one or more of its key personnel could have an adverse impact on the business of the Company.

4.14 Tax Reform

The Australian Government has indicated that it may introduce further tax reform. The introduction and scope of this further tax reform is uncertain. Until the precise nature of this reform is determined, the Company is not able to give any assurance as to the impact on its operating and financial performance.

4.15 COVID-19

The global economic outlook is facing uncertainty due to the current COVID-19 pandemic, which has been having, and is likely to continue to have, a significant impact on global capital markets, commodity prices and foreign exchange rates (including the USD / AUD rate).

To date, COVID-19 has not had any material impact on the Company's operations, however, any changes to infection rates within Western Australia or Australia as a whole may result in the Company's operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on future cash flows and financial condition.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic, also adversely impact the Company's operations, financial position and prospects.

The Company has implemented a COVID-19 management plan across its business at all locations in order to minimise the risk of infection for individuals. This includes non-essential travel bans for personnel and working from home, when appropriate.

The Company's COVID-19 management plan is reviewed and updated based on the latest guidance from health professionals and the government as the situation develops.

5. Effect of the Offer

5.1 Capital Structure on Completion of the Offer

Assuming Full Subscription

Issued Capital	Notes	Number of Shares
Issued shares at the date of this Offer		106,692,016
Shares issued under the Offer	1	20,517,695
Total shares on issue on completion		127,209,711
Issued options at the date of this offer	2	1,000,000
Total securities on issue on completion		128,209,711

¹ Assumes that the Offer is fully subscribed.

² Options are exercisable at 45.3 cents and expire on 14 December 2023

5.2 Effect of Offer on control of the Company

Eligible Shareholders should note that if they do not subscribe for their Entitlement, their holdings will be diluted. Examples of how such dilution may impact Shareholders are detailed in the table below.

Shareholder	Holding as at Record Date	% at Record Date (subject to rounding)	Entitlement under the Offer (subject to rounding)	Holding if Offer not taken up (assuming all Shares are issued under the Offer/Shortfall)	% post completion of the Offer (subject to rounding) ¹
Shareholder 1	10,000,000	9.37%	1,923,076	10,000,000	7.86%
Shareholder 2	5,000,000	4.69%	961,538	5,000,000	3.93%
Shareholder 3	1,000,000	0.94%	192,307	1,000,000	0.79%
Shareholder 4	100,000	0.09%	19,230	100,000	0.08%
Shareholder 5	50,000	0.05%	9,615	50,000	0.04%
Shareholder 6	10,000	0.01%	1,923	10,000	0.01%

¹ The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not taken up are dealt with as Shortfall Shares and are placed by the Company.

The Company's major shareholder and Directors have indicated that they intend to take up their full Entitlements under the Offer. Based on these confirmations, the maximum increase in voting power of any existing shareholder through taking up their entitlement would be from 70.31% to 73.45%. However, in the event that the Company's major shareholder taking up its Entitlements would result in the major shareholder increasing its voting power more than 3% from the level it had 6 months prior to the acquisition, the Company and the major shareholder have agreed to reduce the major shareholder's take up in order to keep its increase in voting power below 3% from that level.

Control will be affected by the level of applications under the Offer. The final percentage interests held by shareholders of the Company is dependent on the extent to which other Eligible Shareholders take up their Entitlements. The Company expects that the potential effect of the issue of shares under the Entitlement Issue on the control of the Company will be minimal.

No New Shares will be issued to any Eligible Shareholder if, in the view of the Directors, to do so would increase that Eligible Shareholder's voting power in the Company above 19.9% or otherwise result in a breach of the Listing Rules, the Corporations Act or any other applicable law.

6. Action Required by Shareholders

6.1 Acceptance of shares under this Offer Document

Should you wish to accept all of your Entitlement to subscribe for New Shares, then applications for New Shares under this Offer Document must be made on the Entitlement and Acceptance Form which accompanies this Offer Document, in accordance with the instructions referred to in this Offer Document and on the Entitlement and Acceptance Form. Please read the instructions carefully.

If you are using the BPAY facility as per the instruction on the Entitlement and Acceptance form you do not need to return the form as your acceptance and details are recorded electronically. BPAY is the fastest and easiest way to apply and is recommended by the Share Registry in light of delays to postal services caused by the COVID-19 pandemic.

If you wish to pay manually, please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque for the amount indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed 'Not Negotiable' and made payable to 'Horizon Gold Limited' and lodged at any time after the issue of this Offer Document so that they are received on or before the Closing Date at Horizon Gold's share registry (by post) at the address in Section 6.5.

If you take up and pay for all of your Entitlement, before the close of the Offer, it is expected that you will be issued New Shares on 27 May 2022. Horizon Gold's decision on the number of New Shares to be issued will be final. Acceptance of any applications is subject to compliance with the Corporations Act, Foreign Acquisitions and Takeovers Act 1975 (Cth) and other applicable laws.

Horizon Gold also reserves the right (in its absolute discretion) to reduce the number of New Shares issued if Horizon Gold believes an applicant's claim to be overstated or if an applicant or their nominees fail to provide information to substantiate their claims to Horizon Gold's satisfaction.

Please also see Section 2.4 which contains further details regarding any Shortfall Shares.

6.2 If you wish to sell all your Entitlement on ASX

Follow the instructions on the bottom section of the front of the accompanying Entitlement and Acceptance Form marked "Sale of your Entitlement rights in full by your Stockbroker/Agent".

Entitlement trading on the ASX commences on 2 May 2022 and the sale of your Entitlement must be completed by the close of trading on the ASX on 13 May 2022 when Entitlement trading ceases.

6.3 If you wish to take up part of your Entitlement and sell the balance of your Entitlement on the ASX

Complete the accompanying Entitlement and Acceptance Form for that part of your entitlement that you wish to accept, complete payment via BPAY or return the form and payment to the registry in the envelope provided and follow the instructions on the bottom section of the front of the Form marked "Sale of your Entitlement rights in part by your Stockbroker/Agent and take up the balance" for the balance of the Entitlement that you wish to sell on the ASX.

Entitlement trading commences on the ASX on 2 May 2022 and the sale of your Entitlement must be completed by the close of trading on the ASX on 13 May 2022, when Entitlement trading ceases.

6.4 If you wish to transfer all or part of your Entitlement to another person other than on the ASX

Forward a completed standard renunciation form(s) (obtainable from your stockbroker or from the share registry) together with your Entitlement and Acceptance Form completed by both the transferor and transferee and the transferee's payment for the amount due in respect of the entitlement to be taken up by the transferee (being the number of New Shares taken up by the transferee multiplied by \$0.35) to the share registry so that it is received by the share registry no later than 5.00pm WST on 20 May 2022. The addresses of the share registry are:

by mail to: Computershare Investor Services Pty Limited
 GPO Box 505
 Melbourne, Victoria 3001

or by courier to: Computershare Investor Services Pty Limited
452 Johnson Street
Abbotsford VIC 3067

6.5 If you wish to take up part of your Entitlement only

Should you wish to only take up part of your Entitlement, then applications for New Shares under this offer must be made on the Entitlement and Acceptance Form which accompanies this document in accordance with the instructions referred to in this document and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of New Shares you wish to accept and the amount payable (calculated at \$0.35 per New Share accepted), and attach a cheque for the appropriate Application Monies.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Horizon Gold Limited" and lodged at any time after the issue of this offer document so that they are received on or before the Closing Date at the Company's share registry (by post) to:

By Post Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

If you are using the BPAY facility as per the instruction on the Entitlement and Acceptance form you do not need to return the form as your acceptance and details are recorded electronically. You simply pay by BPAY the amount corresponding to the number of New Shares you wish to accept. BPAY is the fastest and easiest way to apply and is recommended by the Share Registry in light of delays to postal services caused by the COVID-19 pandemic.

6.6 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. In that case, New Shares not accepted by the Closing Date may be allocated as Shortfall Shares in accordance with Section 2.4 and you will receive no benefit under your Entitlement.

7. Defined Terms

Application Monies means application monies for New Shares received by the Company from a person who submits an Entitlement and Acceptance Form.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Closing Date means the date on which the Offer closes, being 5.00 pm (AWST) on 20 May 2022.

Company means Horizon Gold Limited (ACN 614 175 923).

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

Directors means the directors of the Company.

Entitlement means the entitlement of an Eligible Shareholder to participate in the Offer.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form attached to, or accompanying this Offer Document, that sets out the Entitlement of an Eligible Shareholder to subscribe for New Shares pursuant to the Offer.

Ineligible Shareholder has the meaning given in Section 2.7.

Listing Rules means the Listing Rules of the ASX.

New Share means a new Share proposed to be issued pursuant to the Offer.

Nominee has the meaning given in Section 2.7.

Offer means the offer described in Section 2.1.

Offer Document means this Offer Document dated 28 April 2022.

Record Date means 3 May 2022.

Section means a section of this Offer Document.

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

Shareholder means a holder of Shares.

Share Registry means Computershare Investor Services Pty Limited.

Shortfall Shares has the meaning given in Section 2.4.

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