Proposed issue of securities

Announcement Summary

Entity name
HORIZON MINERALS LIMITED

Announcement Type
New announcement

Date of this announcement
Thursday April 16, 2020

The Proposed issue is:
☑ A placement or other type of issue

Total number of securities proposed to be issued for a placement or other type of issue

<table>
<thead>
<tr>
<th>ASX Security Code</th>
<th>Security Description</th>
<th>Maximum Number of securities to be issued</th>
</tr>
</thead>
<tbody>
<tr>
<td>n/a</td>
<td>Unlisted Options</td>
<td>12,000,000</td>
</tr>
<tr>
<td>n/a</td>
<td>Unlisted Options</td>
<td>12,000,000</td>
</tr>
</tbody>
</table>

Proposed issue date
Wednesday April 15, 2020

Refer to next page for full details of the announcement
Part 1 - Entity and announcement details

1.1 Name of Entity
HORIZON MINERALS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of securities and, if ASX agrees to quote any of the securities (including any rights) on a deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type
ABN

1.3 ASX issuer code
HRZ

1.4 The announcement is
☑ New announcement

1.5 Date of this announcement
Thursday April 16, 2020

1.6 The Proposed issue is:
☑ A placement or other type of issue
Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?
- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☐ No

Part 7B - Issue details

Is the proposed security a 'New class' (securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☐ New class

Will the proposed issue of this security include an offer of attaching securities?

☐ No

Details of securities proposed to be issued

<table>
<thead>
<tr>
<th>ISIN Code (if Issuer is a foreign company and securities are non CDIs)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Have you received confirmation from ASX that the terms of the proposed securities are appropriate and equitable under listing rule 6.1?</td>
</tr>
<tr>
<td>☐ No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>+Security Code</th>
<th>+Security Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>New class-code to be confirmed</td>
<td>Unlisted Options</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>+Security Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>Options</td>
</tr>
</tbody>
</table>

Maximum Number of securities proposed to be issued
12,000,000
Proposed issue of securities

Purpose of the issue

Issue of Unlisted Options to Sparta AG (not a related party) pursuant to the terms of a loan deed.

Offer price details for retail security holders

<table>
<thead>
<tr>
<th>In what currency is the cash consideration being paid?</th>
<th>What is the issue price per +security?</th>
</tr>
</thead>
</table>

Will all the +securities issued in this class rank equally in all respects from their issue date?
☑ Yes

Oversubscription & Scale back details

May a scale back be applied to this event?
☐ No

Options details

<table>
<thead>
<tr>
<th>+Security Currency</th>
<th>Exercise Price</th>
<th>Expiry date</th>
</tr>
</thead>
<tbody>
<tr>
<td>AUD - Australian Dollar</td>
<td>AUD 0.1200</td>
<td>Friday September 30, 2022</td>
</tr>
</tbody>
</table>

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

HRZ : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☑ New class

Will the proposed issue of this +security include an offer of attaching +securities?
☐ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
☐ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
☐ No
Proposed issue of securities

<table>
<thead>
<tr>
<th>ASX +Security Code</th>
<th>+Security Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>New class-code to be confirmed</td>
<td>Unlisted Options</td>
</tr>
</tbody>
</table>

**+Security Type**
Options

**Maximum Number of +securities proposed to be issued**
12,000,000

**Purpose of the issue**
Issue of Unlisted Options to Sparta AG (not a related party) pursuant to the terms of a loan deed.

**Offer price details for retail security holders**

<table>
<thead>
<tr>
<th>In what currency is the cash consideration being paid?</th>
<th>What is the issue price per +security?</th>
</tr>
</thead>
<tbody>
<tr>
<td>AUD - Australian Dollar</td>
<td>AUD</td>
</tr>
</tbody>
</table>

**Will all the +securities issued in this class rank equally in all respects from their issue date?**
☑ Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**
☑ No

**Options details**

<table>
<thead>
<tr>
<th>+Security Currency</th>
<th>Exercise Price</th>
<th>Expiry date</th>
</tr>
</thead>
<tbody>
<tr>
<td>AUD - Australian Dollar</td>
<td>AUD 0.1600</td>
<td>Friday September 30, 2022</td>
</tr>
</tbody>
</table>

**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option**
HRZ : ORDINARY FULLY PAID

**Please provide any further information relating to the principal terms of the +securities**

---

**Part 7C - Timetable**
Proposed issue of securities

7C.1 Proposed issue date

Wednesday April 15, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☑ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1?

☑ Yes

7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity’s 15% placement capacity under listing rule 7.1?

24,000,000

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity’s additional 10% placement capacity under listing rule 7.1A (if applicable)?

☑ No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

☑ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☑ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☑ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☑ No

7E.2 Is the proposed issue to be underwritten?

☑ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

Proposed issue of securities
7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
☑ No

7F.2 Any other information the entity wishes to provide about the proposed issue