

RICHMOND VANADIUM PROJECT IPO UPDATE

Horizon Minerals Limited (ASX: HRZ) (“Horizon” or “the Company”) is pleased to provide an update on the demerger of Horizon’s 25% interest in the Richmond Vanadium Project (“Project”) and proposed listing on the Australian Securities Exchange (“ASX”) of 100% of the Project.

The 1.8Bt Project is located in central north Queensland and has a completed Pre-Feasibility Study which demonstrated a technically viable and financially attractive development project. ¹ Work towards a Bankable Feasibility Study is currently being progressed.²

As announced to the ASX on 24 November 2021, Horizon executed a Process Deed with its joint venture partner Richmond Vanadium Technology Pty Ltd (“RVT”) under which both companies agreed to work together to progress a transaction anticipated to include:

- The restructuring of the respective project ownership interests into a dedicated incorporated vehicle holding 100% of the project (“IPO Vehicle”) with shares initially held by Horizon (25%) and the existing shareholders of RVT (75%);
- Establishment of a high-quality Board and executive team for the IPO Vehicle;
- An in-specie distribution of a portion of Horizon’s shares in the IPO Vehicle to Horizon shareholders; and
- An IPO of new shares in the IPO Vehicle and application to list on the ASX with a priority entitlement to existing Horizon shareholders.

Both RVT and Horizon have agreed that RVT will be the dedicated IPO Vehicle. A Sale and Purchase Agreement (“SPA”) has now been executed by both parties and the Shareholders Agreement which will come into effect at Completion will govern the operation of RVT until the planned IPO is executed. On Completion RVT shall own 100% of the Project with RVT shares held by Horizon (25%) and existing RVT shareholders (75%).

Completion of the sale is expected to occur in the current June Quarter, subject to Horizon completing confirmatory due diligence on RVT to its satisfaction, and the receipt of required regulatory approvals for the transfer of Horizon’s Project interest to the IPO Vehicle.²

On Completion, the new Board of RVT will comprise (full biographies on Page 3):

- Former Western Australian MP, senior WA cabinet minister and corporate strategist Mr Brendon Grylls as Independent Non-Executive Chair;
- Current RVT CEO and critical minerals specialist Dr Shaun Ren as Managing Director; and
- Metallurgist, mineral economist and Horizon Managing Director Mr Jon Price as Non-Executive Director.

Horizon understands that RVT, as the IPO vehicle, has engaged Bell Potter Securities Ltd and Euroz Hartleys Ltd as Joint Lead Managers to the IPO. Completion of the sale will enable RVT to progress the proposed IPO process.²

¹ As announced to the ASX on 22 March 2022, see also Tables and Confirmations on Page 4. ² See Cautionary and Forward-Looking Statements on Page 6.

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Commenting on the progress of the RVT IPO, Horizon Managing Director Jon Price said:

“The Horizon team and our JV partners have done an excellent job progressing the internal restructure so we can now advance the IPO and ASX listing process for this world class project.”

“This comes at a time when the critical minerals sector is clearly in the global frame giving Horizon shareholders excellent exposure to the emerging green energy revolution through a free in-specie distribution of shares in RVT and a priority offering in the IPO.”

Transaction details and next steps

Following consultation between Horizon and the ASX, the ASX has advised that based solely on the information provided to it, ASX Listing Rules 11.4, 11.1.2 and 11.1.3 do not apply to the proposed sale of Horizon’s interest in the Project to the IPO Vehicle.

As consideration for the sale of Horizon interest in the Project, Horizon will be issued new ordinary shares in RVT constituting 25% of RVT’s share capital following the issue. Consequently, the disposal is not expected to have any material effect on Horizon’s operations or financial information.

The Company will provide further updates as appropriate in accordance with its continuous disclosure obligations including the amount of funds to be raised under the proposed IPO, the use of funds and the record date for the in-specie distribution for eligible Horizon shareholders. An indicative timetable which includes the Completion of the SPA, proposed IPO, in-specie distribution and priority offering is provided below:

Milestone (indicative timing only and subject to change)	Date
Execution of SPA for restructure	Completed
Completion of SPA, execution of RVT Shareholders Agreement and appointment of new RVT Board	May / June 2022
RVT engagement of Joint Lead Managers	Completed
RVT engagement of Legal, Technical and Financial advisers	May 2022
RVT conversion to public company and ASX consultation	June 2022
Confirm pro-forma capital structure and prepare IPO prospectus	June 2022
Announce details and timing for in-specie distribution and priority offering to Horizon shareholders	July 2022
Lodge IPO prospectus with ASIC and ASX	August 2022
Completion of IPO, allotment and ASX listing	Sept / Oct 2022

Approved for release by the Board of Directors.

For further information, please contact:

Jon Price
 Managing Director
 Tel: +61 8 9386 9534
jon.price@horizonminerals.com.au

Michael Vaughan
 Media Relations – Fivemark Partners
 Tel: +61 422 602 720
michael.vaughan@fivemark.com.au

Richmond Vanadium Technology Board and Executive Team from Completion



Brendon Grylls – Independent Chair

Mr Grylls brings extensive relationships and networks at all levels of business and government. After 16 years as a state MP and senior cabinet minister in Western Australia his Brendon Grylls Group business has grown to include strategic consulting work within the iron ore and gold industry, civil contracting, agriculture, First Nations partnership, aviation and innovative research into carbon abatement and developing new carbon offset projects.



Dr Shuang (Shaun) Ren – Managing Director

PhD Economic Geology, MAusIMM, MGSA

Dr Ren completed his Ph.D in Economic Geology at the Australian National University and has over 35 years industrial experience in exploration, project assessment and feasibility studies. He has worked for a list of international mining companies including Rio Tinto, BHP, AngloGold-Ashanti in senior technical and management positions. Since 2016, Shaun has focussed on the Richmond vanadium project as CEO of RVT leading the team to successfully complete the PFS.



Jon Price – Non-Executive Director

BSc (Env Science), Grad Dip (Extractive Metallurgy), MSc (Mineral Economics), MAusIMM, MAICD

Mr Price completed his Environmental Science Degree from Griffith University in Brisbane, post graduate qualifications in extractive metallurgy and a Master of Science Degree in Mineral Economics at the WA School of Mines. Jon has worked in gold and advanced minerals sectors for over 30 years in Australia and overseas in exploration, mine development, plant construction, ASX-listed company management and corporate. He is the current Managing Director of Horizon Minerals Ltd.

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Julian Tambyrajah – Chief Financial Officer and Company Secretary

CPA | ACIS/AGIA | MAICD | B.COM. (Accounting) | GCSC Physics

Mr Tambyrajah is a global mining finance executive, a qualified Accountant (CPA) and Chartered Company Secretary (ACIS/AGIA) with over 25 years' experience including 18 years at the CFO & Company Secretary level. Julian has held the position of Chief Financial Officer, Director and Company Secretary of several listed (AIM/ASX/TSX) public and private equity companies. He is currently the CFO and Company Secretary of Horizon Minerals.



Warwick Nordin Chief Geologist

BSc Geology (Honours) | MAIG

Mr Nordin has an Honours Degree in Geology from the University of Witwatersrand and a career built upon 36 years of experience across a variety of continents, companies and commodities. Warwick is a highly competent and flexible member of our team with exposure to exploration, mining, geostatistics and resource evaluation. Warwick is a member of the Australian Institute of Geoscientists.



Lingli (Lily) Zhao – Chief Project Engineer

BSc Engineering (Automation)

Ms Zhao has more than 14 years-experience in control system project management and engineering. She has a rich knowledge of electrical, mechanical and control system design, programming, commissioning and operational support. Lily holds a bachelor's degree in Engineering and is highly experienced in project team leadership, tender evaluation and negotiation, strategic planning and cost control. She is currently studying for an MBA through the University of Western Australia.



Joanne Day – Administration Manager and Co-Company Secretary

Ms Day is a Justice of the Peace WA with 30+ years' experience in administration. She has worked with the management teams of private and ASX listed resources companies and is integral in ensuring the day-to-day activities run smoothly and in compliance with corporate governance principles and ESG guidelines as the business grows. Since 2016, Joanne has managed all administrative work with RVT inclusive of the joint venture and PFS.

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About the Richmond Vanadium Project

The Richmond vanadium project is located 650km west of Townsville and 250km east of Mt Isa in northwest Queensland and covers 1,520km² of Cretaceous Toolebuc Formation. The project is one of the largest undeveloped vanadium projects in the world with the potential to meet the increased demand from both the specialty steel industry and the growing demand from the grid scale energy storage market.

The joint venture partners have completed infill drilling at the advanced Lilyvale deposit, extensive metallurgical test work and flow sheet design and released a Pre-Feasibility Study delivering strong economic outcomes, multi-generational mine life through shallow open pit mining and conventional processing.

The joint venture partners have progressed the restructure and intend to seek a listing of 100% of the project through RVT with a dedicated Board and management team and complete the BFS in 2023 inclusive of onshore processing to final product. Discussions are well advanced with several potential offtake partners interested in securing supply of this critical new energy metal.

For further information on the Richmond Vanadium Project, we refer you to the ASX announcement “Richmond Vanadium Project and IPO Update” dated 22 March 2022.

Horizon Minerals Limited – Summary of Vanadium / Molybdenum Mineral Resources

Project	Cut-off grade (%)	Tonnage (Mt)	Grade			Metal content (Mt)		
			V ₂ O ₅ (%)	Mo (ppm)	Ni (ppm)	V ₂ O ₅	Mo	Ni
Rothbury (Inferred)	0.30	1,202	0.31	259	151	3.75	0.31	0.18
Lilyvale (Indicated)	0.30	430	0.50	240	291	2.15	0.10	0.10
Lilyvale (Inferred)	0.30	130	0.41	213	231	0.53	0.03	0.03
Manfred (Inferred)	0.30	76	0.35	369	249	0.26	0.03	0.02
TOTAL		1,838	0.36	256	193	6.65	0.46	0.36

Confirmation

The information in this report that relates to Horizon’s Mineral Resources estimates on the Richmond Julia Creek vanadium project is extracted from and was originally reported in “Richmond – Julia Creek Vanadium Project Resource Update” dated 16 June 2020, which is available at www.asx.com.au. The Company 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. The Company 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 announcements.

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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 announcement 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 the Company’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 respect to the Company’s mineral properties may contain forward looking statements in relation to future matters that can only be made where the Company has a reasonable basis for making those statements.

This announcement has been prepared in compliance with the JORC Code (2012) where applicable and the current ASX Listing Rules.

The Company believes that it has a reasonable basis for making the forward-looking statements in the announcement, including with respect to any production targets and financial estimates, based on the information contained in this and previous ASX announcements.