

# INTREPID MINES LIMITED

ABN 11 060 156 452

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**The Directors recommend  
that Shareholders vote**

**AGAINST**

**all resolutions at this  
Extraordinary General Meeting.**

Thursday 20 June 2013 at 11:00am (AEST) at the  
Stamford Plaza Hotel cnr. Edward & Margaret Streets Brisbane, Queensland

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# IMPORTANT LETTER TO SHAREHOLDERS

Dear Shareholder

This is to notify you of an Extraordinary General Meeting that is scheduled for 11.00 am on Thursday 20 June 2013 at the Stamford Plaza Hotel on the corner of Edward & Margaret Streets, Brisbane, Queensland.

A formal Notice of Meeting has been lodged with ASX and accompanies this letter.

The issues that will be before you at the Meeting are extremely important and have significant implications for the future of the Company. You may already have received correspondence from Quantum Pacific Investment Limited (Quantum), the company that has been making public comments on behalf of the parties that have requisitioned this Meeting to vote on replacing 5 of your directors with 4 new directors.

This Meeting is to determine who is best placed to lead the Company through the challenges it faces in restoring shareholder value from our valuable Tujuh Bukit gold and copper project in Indonesia, and in directing the Company in future years.

To make that decision, you will need to know about the skills of the nominated directors, their track record, their experience, and have total confidence in their strategy.

This letter outlines the reasons why your current Directors are recommending that you:

**REJECT ALL OF THE MOTIONS BEFORE THE MEETING AND IGNORE ANY FURTHER CORRESPONDENCE THAT YOU RECEIVE FROM QUANTUM.**

**If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form by 11.00 am (AEST) on Tuesday 18 June 2013.**

You may also obtain information from our hotline:

**Within Australia: 1300 086381**  
**Outside of Australia: + 61 3 94154024**

## WHY YOU SHOULD NOT SUPPORT A CHANGE OF LEADERSHIP

Your current Directors believe that, in seeking this meeting, Quantum is being opportunistic and is not acting in the best interests of all Shareholders. They seek to replace five of your current directors with four alternative nominees. There are essentially three reasons why you should vote against these resolutions:

### 1. Your current Directors are better skilled for the task:

- Collectively, the Directors possess a rare skill set in large mine development, mine operation and mine finance. Importantly, these skills include management of two of Indonesia's largest metalliferous mines, Freeport and Kelian Equatorial Mining
- Individually, they have been responsible for multi-billion dollar resource development projects and mining activities across the globe
- They are all intimately familiar with global capital markets, and understand the business of mining
- They understand Indonesia and its mining sector from the inside
- They know the Tujuh Bukit asset better than anyone and built the Company from one which was financially and commercially destitute in 2003 to one with a valuation in excess of US\$1 billion 18 months ago, before the Project was seized.

Quantum claims that it knows how to do business "the Indonesian way", but not one of the proposed new directors has any where near the same in-depth experience of Indonesia as people already closely involved with the Company as Directors and advisers.

Existing director Mr Adrianto Machribie is an Indonesian national with over 30 years' experience in senior positions in the oil and gas, and mining sectors. He was the CEO of Freeport Indonesia for 11 years (and spent the last 5 years as a member of the office of the chairman). During that tenure, Mr Machribie had to negotiate with Government departments under five different Presidents and different political regimes. Mr Machribie has been a member of the Board of the Indonesian Mining Association for a decade and is now serving on the Advisory Council. He was also head of Mining in the National Committee for the Recovery of Indonesian Economy (KPEN).

## IMPORTANT LETTER TO SHAREHOLDERS (CONT.)

### **And, what do we know about the 4 Quantum nominees?**

According to their public statements, the Quantum-led group of shareholders are basing their business plan on “reviewing” our legal actions and negotiating a settlement with Indonesian parties – however, they provide no detail whatsoever about how this will be achieved.

The skills of Quantum appear to be based around hedge fund activities, which typically have a short term focus.

We assume that the proposed new directors are prepared to follow the directions of Quantum. Your Directors note that the proposed directors have no association with the Tujuh Bukit project and only limited knowledge of the mining industry.

### **Greg Mazur (CEO designate)**

Mr Mazur does not have a track record of managing and running a publicly listed resources business.

Mr Mazur is a hedge fund manager and an opportunistic investor who only started buying shares in the Company in September 2012.

### **Campbell Baird**

As the former CEO of junior gold explorer Focus Minerals, Mr Baird oversaw the heavily dilutive 2011 acquisition of Crescent Gold and its Laverton operations in the eastern goldfields region of Western Australia.

Crescent has been a disastrous liability for Focus because of its high production costs. In 2013, Focus announced it would post a half-year loss due to large expense items at the Laverton operations.

Mr Baird resigned from Focus on the same day as the announcement of the earnings loss was made.

### **Paul Lim (Lim Yu Peng)**

Mr Lim, like Mr Mazur, is an opportunistic investor without a track record of running a resource company.

His experience appears to be in financial markets.

### **Mr Cliff Sanderson (Chairman designate)**

Mr Sanderson has a background in the financial services sector with an expertise in restructuring and transactions. The current Board is well versed in these areas and the main task is for the Company to retain its interest in the Tujuh Bukit project. Intrepid is not considering a restructuring.

### **2. The current Board has a strong track record in developing this world class copper and gold prospect**

Much has been said by Quantum recently about our track record, with questions raised about why we spent more than \$100 million on proving up a resource at Tujuh Bukit.

### **Clearly, Quantum has no appreciation of the amount of capital required to elevate Tujuh Bukit to the status of one of the world’s most prospective gold and copper projects.**

It is worth remembering some significant facts about what this Company achieved before the asset was taken away from us.

Prior to the events of July 2012 – the date when Intrepid was evicted from the project - the expenditure of funds on the Project and related administration expenses were both reasonable and appropriate based on the Company’s economic interest in the project and the rapidly developing Project size. Achievements included:

- Establishing Tujuh Bukit as a major copper and gold resource, at an extremely low discovery cost on world benchmarks
- Establishing a bankable structure for the Project that was similar to that used successfully by many other foreign mining companies doing business in Indonesia at the time
- Building an internationally accredited team to drive the exploration, feasibility studies and engineering design programs
- Developing a clear strategy for obtaining the necessary forestry permits
- Securing a significant level of equity capital
- Growing the Company to a market value of more than \$1 billion.

Since July 2012, Intrepid has undertaken major cost cutting initiatives to reflect the effect of its exclusion from the Project site and has introduced a tight capital management program. These initiatives included a substantial reduction in staff. The Company’s cash reserves have been allocated to progress the legal actions instituted to protect the Company’s rights to the Tujuh Bukit asset, and to investigating other growth opportunities.

### **3. The current Board has a comprehensive strategy, unlike the one that Quantum has revealed**

**Your Board's strategy includes:**

- **Safeguarding your rights to Tujuh Bukit by asserting our legal entitlements to the Project**
- **Preserving our cash reserves to enable us to continue to develop the Project**
- **Maintaining strong relationships with local communities**
- **Continuing to seek a commercial resolution, if that adds value for Shareholders.**

A key element of the Board's ongoing strategy is to protect Shareholders' rights by seeking to assert our legal rights to the Tujuh Bukit project in all appropriate jurisdictions.

Contrary to suggestions that we are wasteful with our funds, we will continue to preserve our monies so that when ownership issues are settled, the Project can be advanced in an appropriate manner, taking into account the then prevailing external investment climate and ongoing plans to optimise the Project's expected economic performance.

We will rebuild our previous strong relationship with key Indonesian stakeholders and the communities in which we hope to operate. We enjoyed a great relationship with the local community when we were on site, and importantly, we continue to maintain strong links with that community.

We will also continue to seek dialogue and discussions in Indonesia with the intention of coming to a commercial resolution regarding the Project, should that offer a better outcome for our Shareholders.

Your Board is absolutely focused on recovering value from its Indonesian asset. As well, we will continue to consider a range of complementary value-adding initiatives.

Make no mistake; your Board is driven by the objective to maximise value for **ALL** shareholders.

### **What strategy does Quantum offer?**

The evidence suggests that Quantum will abandon what it has labelled a "high risk" legal approach and instead rely on the goodwill of those who have purported to usurp Intrepid's rights.

They also want to remove from the Company the individuals who have the knowledge of events that precipitated the legal actions, making it very difficult for those actions to be successfully followed through or reinstated.

Notably, they want to negotiate directly with the people who have purported to seize the Project, and by their own admission, such negotiation could take one year to reach a settlement.

The Quantum "solution" does not provide any certainty on a resolution to the Tujuh Bukit imbroglio. It is difficult to understand how Quantum could be in a better position than your Directors to achieve an outcome that will benefit all Shareholders, given:

- their association with the Company commenced only after the Company lost access to the Project site and the value of the Company was significantly impacted; and
- they have no long-term history with the Company or the Tujuh Bukit asset.

Further, it is unclear what relationship Quantum has with Indonesian businessmen Edwin Soeryadjaya and Garibaldi Thohir, both of whom are shareholders in the company that now purports to hold the Tujuh Bukit mining licences.

Representatives from Quantum have stated publicly that they have held discussions with Mr Soeryadjaya and that it could take 12 months to negotiate a deal. They offer no plausible justification for Shareholders to trust that they would be able to deliver on this.

**Your Directors strongly recommend that for the reasons outlined, you vote AGAINST all of the Quantum proposals.**



**Ian McMaster AM**  
Chairman

*Intrepid Mines Limited (the "Company") hereby gives notice that an Extraordinary General Meeting of Shareholders will be held on Thursday 20 June 2013 at 11:00am (AEST) at the Stamford Plaza Hotel cnr. Edward & Margaret Streets Brisbane, Queensland ("Meeting").*

## AGENDA

### Item 1 - REQUISITION NOTICE

To consider the notice received by the Company on 23 April 2013 from Quantum Pacific Investment Limited, Fides Capital Partners Limited, All Victory Limited and Mr Marcus Noel Tay (together referred to as "Quantum") under section 249D and 203D of the *Corporations Act 2001* (Cth) (the "Act") to requisition the Company to hold this Meeting.

### Item 2 - RESOLUTIONS

#### **Resolution 1 – Removal of Ian Melville McMaster AM as a Director**

To consider and, if thought fit, pass the following resolution:

*"That Ian Melville McMaster AM be removed as a Director" (effective at the conclusion of the Meeting)".*

#### **Resolution 2 – Removal of Colin George Jackson as a Director**

To consider and, if thought fit, pass the following resolution:

*"That Colin George Jackson be removed as a Director" (effective at the conclusion of the Meeting)".*

#### **Resolution 3 – Removal of Bradley Austin Gordon as a Director**

To consider and, if thought fit, pass the following resolution:

*"That Bradley Austin Gordon be removed as a Director" (effective at the conclusion of the Meeting)".*

#### **Resolution 4 – Removal of Adrianto Machribie Reksohadiprodjo as a Director**

To consider and, if thought fit, pass the following resolution:

*"That Adrianto Machribie Reksohadiprodjo be removed as a Director" (effective at the conclusion of the Meeting)".*

#### **Resolution 5 – Removal of Laurence Wilson Curtis as a Director**

To consider and, if thought fit, pass the following resolution:

*"That Laurence Wilson Curtis be removed as a Director" (effective at the conclusion of the Meeting)".*

#### **Resolution 6 – Appointment of Gregory Chad Mazur as a Director**

To consider and, if thought fit, pass the following resolution:

*"If Resolution 1 is passed, that Gregory Chad Mazur be appointed as a Director of the Company (effective at the conclusion of the Meeting) instead of Ian Melville McMaster AM".*

#### **Resolution 7 – Appointment of Lim Yu Peng as a Director**

To consider and, if thought fit, pass the following resolution:

*"If Resolution 2 is passed, that Lim Yu Peng be appointed as a Director of the Company (effective at the conclusion of the Meeting) instead of Colin George Jackson".*

#### **Resolution 8 – Appointment of Clifford John Sanderson as a Director**

To consider and, if thought fit, pass the following resolution:

*"If Resolution 3 is passed, that Clifford John Sanderson be appointed as a Director of the Company (effective at the conclusion of the Meeting) instead of Bradley Austin Gordon".*

#### **Resolution 9 – Appointment of Campbell Clement Baird as a Director**

To consider and, if thought fit, pass the following resolution:

*"If Resolution 4 is passed, that Campbell Clement Baird be appointed as a Director of the Company (effective at the conclusion of the Meeting) instead of Adrianto Machribie Reksohadiprodjo".*

## Record Date - Snap Shot Time

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before the Meeting, at which time a 'snap shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting. The Directors have determined such time will be 7:00pm (AEST) for ASX registered holders and 7:00pm (EDT) for TSX registered holders on 18 June 2013 ("Record Date").

## Voting Instructions

ASX and TSX registered holders of the ordinary shares of the Company on the Record Date will be entitled either to attend the Meeting in person and vote the securities held by them or, provided a completed and executed Proxy Form has been delivered to the Company or its transfer agents as indicated below, vote their securities by proxy.

Proxy Forms for the Meeting for ASX registered holders and for TSX registered holders, as applicable, are enclosed with this Notice of Meeting. These Proxy Forms provide further details on appointing a Proxy. Proxy Forms (and the original or a certified copy of the power of attorney if the Proxy Form is signed by an attorney) must be received by the Company's share registry, Computershare Investor Services Pty Limited by 11:00am (AEST) on Tuesday 18 June 2013, by the following means:

- delivered by post to the Share Registry of the Company, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
- sent by fax to the Share Registry of the Company, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).

- online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and logging in using the control number found on the front of your accompanying proxy form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

**Any Proxy Form received after the relevant time noted above will not be valid for the Meeting.**

Dated: 13 May 2013

By Order of the Board of Directors  
**Intrepid Mines Limited**



**Garry Gill**  
Company Secretary

### IMPORTANT NOTE:

**All Resolutions have been proposed by Quantum Pacific Investment Limited, Fides Capital Partners Limited, All Victory Limited and Mr Marcus Noel Tay under section 249D of the *Corporations Act 2001* (Cth).**

**The Resolutions have NOT been endorsed by and are NOT supported by the Directors.**

The Directors have set out their recommendations on the Resolutions in the Explanatory Memorandum attached to this Notice of Meeting.

*Shareholders are urged to read the Explanatory Memorandum carefully prior to submitting their Proxy Forms.*

# EXPLANATORY MEMORANDUM TO NOTICE OF EXTRAORDINARY GENERAL MEETING 2013

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Meeting for the purposes set out in the accompanying Notice of Meeting. This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice of Meeting (collectively the "Meeting Materials"). Any information contained in this Explanatory Memorandum is current as at 13 May 2013 ("Notice Date").

The Company is listed on both the Australian Securities Exchange ("ASX") and the Toronto Stock Exchange ("TSX") under the symbol 'IAU'. The applicable securities rules and regulations in Australia and Canada, including the respective listing rules and regulating instruments in those jurisdictions require differing levels and forms of disclosure. In the past the Company has set out information in different formats for Shareholders with shares on each listing. This Notice of Meeting has been consolidated for ease of reading and all of the information provided by the Company is in accordance with ASX, TSX and Canadian Securities Law requirements.

The full details of the resolutions to be considered at the Meeting are set out below. All references to Shareholders in the Meeting Materials are to Shareholders of record of ordinary shares, unless specifically stated otherwise.

All Resolutions are ordinary resolutions. This means that, to be passed, the resolution needs the approval of a simple majority of votes cast by Shareholders entitled to vote on the resolution.

## MEETING BUSINESS

### Item 1 - REQUISITION NOTICE

On 23 April 2013, the Company received a notice pursuant to Sections 249D and 203D of the Act ("Requisition Notice") from Quantum Pacific Investment Limited, Fides Capital Partners Limited, All Victory Limited and Mr Marcus Noel Tay ("Quantum" or "Requisitioning Parties") who are the registered holders of approximately 5.39% of the voting shares in Intrepid, requesting that the Company hold a general meeting of shareholders to consider resolutions to remove 5 of the current Directors and replace them with 4 new Directors nominated by the Requisitioning Parties.

### Members' Statement

Quantum has provided a statement pursuant to Section 249P of the Act which they have requested the Company provide to all Shareholders ("Members' Statement"). In accordance with its statutory obligations, the Company has attached a copy of the Members' Statement. The Company is not responsible for the content of the Members' Statement (including whether such statement is in compliance with all applicable law) and the Members' Statement does not form part of this Notice of Meeting.

### INTREPID BOARD REFUTES QUANTUM ASSERTIONS

In recent correspondence and on a website Quantum have created to promote the cause of the parties who have called for the EGM, Quantum has made a number of unsupported and inaccurate assertions designed, in our view, to create uncertainty about the role your Directors have played in the Company's present situation.

The Board strongly rejects Quantum's portrayal of the performance of the Company at a time when we are pursuing legal and other courses of action to protect and enforce the Company's rights to the Project.

In the paragraphs that follow, your Directors take the opportunity to correct these misstatements, and make you aware of some important considerations about Quantum itself.

**Quantum should immediately explain exactly how it plans to negotiate with the Indonesian parties, on what legal grounds it would rely in seeking to negotiate with them, what value Intrepid would give up in such a deal and what direct relationships it has in Indonesia that would justify its claims that it can achieve a better outcome than the current Board and its advisers. It should also identify the new Indonesian strategic partnerships that it claims it will pursue to secure new capital.**

**Quantum claims that it knows how to undertake business in Indonesia and that it has been involved in previous deals with the people who are disputing Intrepid's ownership of Tujuh Bukit.**

**Shareholders need to be aware that the parties with whom Quantum wants to negotiate are the same people who have evicted Intrepid from the Project site and purported to transfer the ownership of the Project licences to another company without Intrepid's knowledge or approval and in contravention of Intrepid's legal rights.**



The Board further notes:

- By installing four of Quantum's own nominated Directors in a board of 6, the Requisitioning Parties are seeking to gain control of the Board and effectively control the Company's activities and assets, including cash reserves and management of legal proceedings, whilst holding only a 5% interest. In normal circumstances, to nominate a majority of Directors, a party would need to mount a takeover offer and acquire a majority of the shares in the Company and pay existing shareholders a control premium.
- Quantum acquired its 5% holding between September 2012 and April 2013 and so paid a substantially lower price than many existing long-term Shareholders. As an activist shareholder group, Quantum will be looking for a quick return on their investment, which will not necessarily be a satisfactory return for other Shareholders who have a longer-term investment outlook.
- It is questionable whether a Quantum-controlled Company will remain listed on ASX given, that the majority of their senior nominated directors are domiciled overseas.
- The basis of the proposed Quantum settlement is not disclosed, and therefore Shareholders cannot properly evaluate Quantum's ability to achieve a settlement that will be in the interests of all Shareholders.
- In addition to the 5.3% share holding registered to the Requisitioning Parties, the Company has identified shares totaling 44 million (8% percent of Intrepid's issued capital), held by a group of private Indonesian and Singaporean investors. Around one third (15 million shares) of these are held through Singapore brokers who to date have failed to disclose the beneficial owners of the shares. The majority of unidentified shareholders acquired their holdings during December 2012 and January 2013, the same period in which one of the Requisitioning Parties, Fides Capital, was also buying. In late April, the Company received the notice of requisition for a General Meeting from the Requisitioning Parties, who are based in Singapore and Hong Kong. Full disclosure is clearly wanting.
- Intrepid enjoys the support of a diverse institutional shareholder base, both domestic and offshore, all of whom are either known personally to the Board or are recognised portfolio investors in the gold sector, while none of the new Indonesian and Singaporean investors are known to the Company, nor have they been in contact with the Board or management.
- We believe that the size, location, timing and nature of these holdings are sufficiently opaque and uncharacteristic of Intrepid's typical investor profile, to suggest that they may be sympathetic to the Requisitioning Parties.

### ***PROTECTING SHAREHOLDERS' LEGAL RIGHTS TO TUJUH BUKIT***

Quantum chooses to call the Board's efforts to protect your interests legally a "high risk" legal strategy.

The Board believed and continues to believe that the Alliance Agreement with PT IMN and related contracts represented the strongest possible commercial arrangement to secure Intrepid's position in the Project under Indonesian law at the time. The arrangements put in place were in accordance with Indonesian law and commercial practice, and similar arrangements had proved bankable for other Australian mining companies investing in Indonesia.

The Alliance Agreement and amendments documented the Company's right to convert (through a subsidiary company) to an 80% shareholding in PT IMN, the company which held the mining titles to the Project, when foreign ownership laws changed in Indonesia, permitting this. Prior to the completion of the required documentation following the change in law, the Company's partners purported to issue shares in PT IMN to third parties, in contravention of the Alliance Agreement and without the knowledge or approval of Intrepid.

It was this action and the subsequent exclusion of the Company's employees from the site in July 2012 which resulted in the destruction of shareholder value. Neither of these actions could reasonably have been foreseen by the Board.

Quantum wishes Shareholders to believe that we will have difficulty in securing the appropriate forestry approvals to progress the Project.

The need for these approvals is understood by both the Board and the market. The need to resolve such issues is not unusual in the mining industry and the Board is aware of other projects in Indonesia where permits have been successfully negotiated. As Tujuh Bukit is a potential world class development, with the potential to deliver significant value to the local people and all Indonesians, the Company and its partners believe that issues around forestry permits could be resolved. Spending the necessary funds to demonstrate the Project's potential was key to the permitting strategy.

**Currently, the Board and management team are pursuing a number of legal remedies to protect and enforce the Company's rights to Tujuh Bukit, including:**

- **Progressing proceedings in the State Administrative Tribunal in Surabaya to challenge the purported transfers of the Project mining licences from PT IMN to PT Bumi Suksesindo;**
- **Preparing for international arbitration proceedings in Singapore to seek redress for breaches of the Alliance Agreement and related contracts by our Indonesian joint venture partners;**
- **Defending proceedings instituted against the Company by a former partner in the Project and known associate of the shareholders in PT Bumi Suksesindo.**

#### **PRESERVING CASH FOR FUTURE NEEDS**

Quantum has criticised the Company for spending too much of its cash. In fact, Intrepid has sharply reduced its cash outlays since being evicted from the Tujuh Bukit site.

The Company has made regular statutory filings detailing our expenditure and costs.

Our current Company administration costs are \$1.5 million per quarter. In the first quarter of 2013, these costs increased to \$3.5 million, due to:

- increased costs in Indonesia in relation to legal and advisory fees;
- redundancy costs, given a down sizing to reduce costs. Management numbers have decreased from 13 to 5.

Even with anticipated legal costs, we anticipate that we will have \$95 million in the bank at the end of the current calendar year.

#### **INVESTMENT STRUCTURE OF PT IMN ALLIANCE**

Quantum has criticised the Company for not protecting the Tujuh Bukit investment through the structure that was in place with PT IMN.

The Company has stated on numerous occasions that the Alliance Agreement provided for a structure that was no different to the structure that many other international companies had in place at the time.

The new mining legislation that allowed direct foreign investment in mining licences was only enacted in 2009 and the enabling regulations were implemented approximately a year after that. The Alliance Agreement provided that the Company would be entitled to take up an 80% direct holding in the company holding the Project mining licences, should the Indonesian mining law allow for that.

Following the enactment of the 2009 Mining Law, the Company signed an addendum to the Alliance Agreement in 2010, documenting that the Company (through a subsidiary) was entitled to 80% of the equity in PT IMN, subject to approval from the appropriate authorities. This was entirely in accordance with Indonesian law. A further addendum was agreed in June 2011, stipulating milestone payments for the various stages of converting Intrepid's interest in the Project to equity in PT IMN. However, the transfer did not occur because our local partners – who had control of the Project licenses – purported to transfer the mining tenement to another company without our knowledge or approval.

#### **INTREPID HAS NOT BEEN HOSTILE IN ITS APPROACH**

Quantum has criticised the current Board for taking what it terms a "hostile" approach to protecting the Company's rights to Tujuh Bukit, in that it is pursuing its legal rights in the courts. Given its continuing criticism of these actions, we can only infer that these legal processes would be abandoned by a Quantum-controlled board.

Whilst the current Board would welcome the opportunity for positive engagement with IMN, Bumi Suksesindo, Mr Soeryadjaya and other parties to the Tujuh Bukit dispute, your Directors believe it would be foolhardy to abandon the attempts to enforce the Company's legal rights in the appropriate forums, until a satisfactory resolution is reached.

#### **Shareholders are reminded that PT IMN and its shareholders:**

- **Without advising Intrepid, transferred the mining titles to a subsidiary and then without the approval of Intrepid changed the shareholding of the subsidiary so that PT IMN was no longer a shareholder**
- **Evicted Intrepid personnel from the Tujuh Bukit site, after deploying armed security at the site, again in breach of Intrepid's legal rights**
- **Refused to communicate with Intrepid regarding these breaches and the way forward for PT IMN.**

At no stage has the Board or senior management adopted a hostile approach. The Company has taken the prudent steps necessary to ensure the protection of the Company's rights and interests.

**In fact, it is Quantum who has been hostile to your Company by seeking to spill the Board of Directors and by launching a publicity campaign against the Company without seeking to discuss its concerns with the Board, as would have been expected of a shareholder with concerns for the Company's future.**

The Board has at all times acted properly and appropriately in protecting the interests of the Company's Shareholders in the Tujuh Bukit matter. The Board has acted to protect the Company's rights through the Indonesian legal process and international arbitration. At the same time, the Board has remained open to direct negotiations to obtain an outcome that would restore value for all Shareholders.

**ISSUE OF SHARES TO SURYA PALOH**

The Company engaged the help of Mr Surya Paloh to assist in the resolution of the Tujuh Bukit issue. Mr Paloh is a highly respected and well regarded businessman with standing in Indonesian political and business circles. The Board's decision to engage with Mr Paloh followed an extensive search process to identify suitable Indonesian business partners, involving external advisers. The package provided to Mr Paloh consisted of an up front issue of 27,680,017 shares valued at \$6 million, for a nominal consideration, followed by two further Tranches of performance rights with significant performance hurdles for vesting. The package strongly aligned Mr Paloh's interests with those of Shareholders and provided a significant incentive to assist in restoring value to the Company, for the benefit of all Shareholders. Intrepid's institutional Shareholders were canvassed prior to the transaction.

Mr Paloh continues to provide the Company with extensive assistance to reach a solution that is in the best interests of all Shareholders, through promoting the Company's profile in Indonesia, assisting in stakeholder engagement and management and advising on strategy.

**DIRECTORS' FINANCIAL INTERESTS ARE ALIGNED WITH ALL SHAREHOLDERS**

Intrepid Directors have always aligned their interests with those of all Shareholders.

Quantum has made public statements noting that it holds 1.5 per cent of the Company's equity. It appears somewhat presumptuous that it wants to dictate your future from that minority position. If the Requisitioning Parties wish to take control of our Company, they should pay all Shareholders an appropriate premium to effect a change of control.

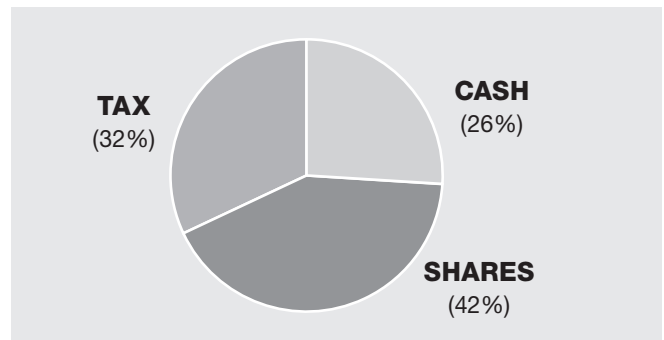
Your Directors believe – as a matter of corporate governance principles – that the non-executive Directors should not have a shareholding level that could be seen as placing them in the position of not being able to exercise true independence in their stewardship of the Company.

It should also be noted that the Australian Institute of Company Directors (AICD) supports the view that individual directors should have the freedom to determine the proportion of their total remuneration that falls into each category of remuneration, and this decision should relate to a director's specific personal circumstances.

AICD believes the board should make the final decision about the remuneration of each director, within a fee cap approved by the shareholders. This has been the approach adopted by the Company.

**Unlike Quantum, your directors have built their shareholding over a long period of time, and since the introduction of the Non-executive Directors' Share Plan, have elected to take payment in shares throughout all stages of the share price cycle**

*Current Split of Average Directors Remuneration*



Non-Executive Directors are entitled to convert (and have converted) part of their Directors' remuneration into Company shares. Currently each of the Non-Executive Directors has elected to take a portion of his Directors' fees in Company shares. The Directors' shareholding purchases are identified each month.

For the CEO and employees, the Company's remuneration strategy aligns their financial interests with those of Shareholders through the offer of options and performance rights as part of their long term incentive (LTI) package. Once shares are issued to employees or the CEO, they have the same ability to deal with those shares as any shareholder (subject to the Company's Share Trading Policy which restricts the timing of trading in the Company's shares by employees and Directors). Quantum notes that Mr Gordon sold shares received under his LTI.

Mr Gordon sold one third of the performance shares allocated under his LTI arrangements (awarded for performance in the 2010 year) and options, to prepay tax on all three tranches of his LTI, including those not yet vested, and to pay off the balance of a \$400,000 debt to the Company incurred to purchase 1 million Emperor (now Intrepid) shares.

The second tranche of performance rights vested for performance in 2011 and have been retained by Mr Gordon. The third tranche of performance rights never vested because of the share price impact of events in Indonesia in the last months of the measurement period.

Mr Gordon currently holds almost 2 million shares in the Company.

**INTREPID IS DEFENDING THE LEGAL ACTION FILED BY A FORMER PARTNER**

Your directors note that the timing of the legal action instituted by Mr Paul Willis coincides with Quantum’s share acquisition period, and subsequent attempts to take control of the Company, and has been brought in the midst of the legal and other actions to resolve the Tujuh Bukit ownership dispute.

In 2008, Intrepid agreed a binding settlement with Mr Willis (a party to the initial Alliance Agreement of 2007), for him to exit the Project following a dispute between Mr Willis on the one hand and Intrepid and the Indonesian partners on the other. Under that settlement agreement, the parties agreed to waive all rights against each other arising out of the initial Alliance Agreement. Mr Willis has now, five years later, suddenly instigated proceedings against the Company, alleging that he agreed to the settlement under duress. The Company is firmly of the view that the claims are tenuous and will be vigorously defended. The Company also notes that Mr Willis is a known business associate of the majority of shareholders in PT Bumi Suksesindo, the company to whom PT IMN purported to transfer the Tujuh Bukit mining licences.

**ASSET SALE**

As part of its normal capital management strategy, the Board regularly reviews the Company’s asset holdings. The decision to sell Paulsens Gold Mine was based on an assessment of its geological potential, value to the Company and its strategic fit within the Company’s asset mix. It also reflected a commercial decision, weighing the present value of cash against the uncertainty of future production and closure costs, given significant uncertainty about the life of the mine.

The selling price reflected market value at the time of sale. The proposed sale was put to Shareholders for approval, and 95% voted in favour of the sale.

The sale was announced in May 2010 when the Company’s market capitalisation was \$171 million. By 30 June 2010 (the effective date of the sale), the value of the Company had increased to \$214 million, indicating that the market attributed greater value to cash than to the Paulsens asset at the time.

**SHARE PRICE PERFORMANCE**

Your Directors share the disappointment of all Shareholders in the performance of the Intrepid share price since the Company’s eviction from Tujuh Bukit.

Changes to the regulations issued under the Indonesian Mining Law in March 2012 – which legislated restrictions on foreign ownership in mining licences - resulted in a fall from \$1.25 per share at the beginning of 2012, to 75 cents per share. Our eviction from the Project site in July of last year resulted in a further decrease to around 25 cents per share. At the time of this letter the shares are trading at similar levels.

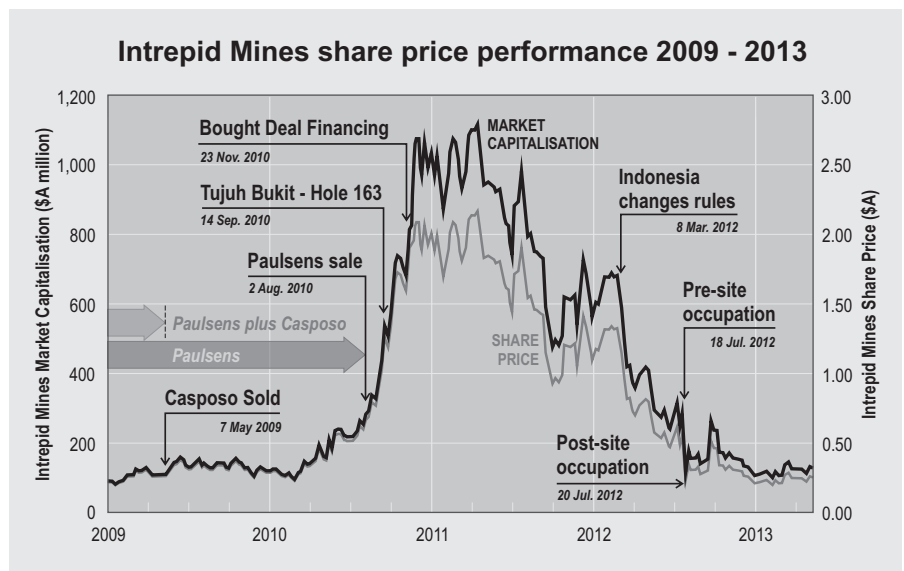
Over the same period, the ASX Small Resources index fell over 50%.

It also needs to be noted that since April 2011, several events have occurred that have impacted upon the resources sector.

Firstly, there has been a general contraction in the value of mining assets because of the decline in commodity prices, due largely to the ongoing weaknesses in European markets and the pull back in the Chinese economy.

Smaller companies with large development projects have been the hardest hit.

In addition, there have been new mining regulations introduced in Indonesia - particularly the requirement for local “processing” and the progressive sell down of foreign ownership - which has dampened Indonesian mining asset values in the eyes of the international capital markets in which Intrepid operates.



**IT IS IMPORTANT YOU VOTE AGAINST ALL QUANTUM RESOLUTIONS**

## Item 2 - RESOLUTIONS

### Resolutions 1 to 5 – Removal of Current Directors

The Requisitioning Parties have nominated the following Directors be removed at the Meeting:

- Ian Melville McMaster AM (Chairman)
- Colin George Jackson (Deputy Chairman)
- Bradley Austin Gordon (Managing Director and CEO)
- Adrianto Machribie Reksohadiprodjo and
- Laurence Wilson Curtis.

Each of the Directors is highly credentialed, having extensive experience in the mining industry, significant involvement with the Company's business and a demonstrated understanding of the issues facing Intrepid. Information on the experience and capabilities of each of the Directors the subject of resolutions 1 to 5 is included below.

#### **Ian McMaster AM BE (Metallurgy) ME - Independent Non-executive Chairman**

Mr McMaster was appointed to the Board of Intrepid as an independent non-executive director on 11 March 2008. Mr McMaster served as CEO of CSR Sugar from 1999 until 2006, and prior to that held various senior management roles over a thirty year career with BHP. He holds a Masters in Engineering awarded by the University of Newcastle, and was made an Honorary Fellow of the University of Wollongong in 1996.

Mr McMaster is currently Chairman of the Board and Chairman of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee a. He was awarded the Order of Australia in 2008.

#### **Colin G. Jackson MSc, BSc (Hons), Grad Dip Bus Admin, DIC, Independent Non-executive Deputy Chairman**

Mr Jackson was appointed to the Board of Intrepid on 23 December 2003, and is a metallurgist/mineral process design engineer graduate of Birmingham University and Royal School of Mines, Imperial College, London University.

After ten years' mine design and operating experience with Selection Trust Limited and RGC Limited, Mr Jackson became a Director of Research and Corporate for McIntosh Securities Ltd (now known as Merrill Lynch International Australia Ltd) where he raised equity for a significant number of gold companies, including Kidston Gold Mines' and Placer Pacific Limited's IPOs, over a twelve year period. His next eight years were dedicated to communications and investor relations roles at Newcrest Mining Limited and Normandy Mining Limited where he was Group Executive Corporate.

Mr Jackson is non-executive Chairman of ASX listed Red 5 Limited and a non-executive director of EIM Capital Managers Pty Limited.

Mr Jackson is the past Chairman of the Company and is now an independent non-executive director, Deputy Chairman of the Board, Chairman of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

#### **Brad A. Gordon BSc (Min.Eng), MBA Chief Executive Officer and Managing Director**

Mr Gordon was appointed to the Board of Intrepid on 11 March 2008 after serving as the Chief Executive Officer ('CEO') and Managing Director of Emperor Mines Limited from April 2006. He has more than fifteen years' experience in senior management positions in the gold industry in Australia, PNG and Fiji. Employed as Managing Director of Placer Dome Niugini Ltd and prior to that as General Manager of Porgera, Mr Gordon has also held General Manager or Operations Manager roles at Kalgoorlie West for Aurion Gold, Kanowna Belle for Delta Gold, Leonora for Sons of Gwalia and Vatukoula and Tuvatu for Emperor Mines Limited.

Mr Gordon is a member of the Safety and Social Responsibility Committee.

#### **Adrianto Machribie Reksohadiprodjo LMM, MSS Non-executive Director**

Mr Machribie was appointed to the Board of Intrepid as a non-executive director on 30 November 2011. He served as Commissioner of PT Freeport Indonesia and also the key Senior Advisor to the Office of the Chairman of the parent company of PT Freeport Indonesia, Freeport McMoRan Copper & Gold. He is currently the President Director of PT Media Televisi Indonesia (Metro TV) a 24 hour Indonesian News Channel. He is also a member of a number of professional organisations in Indonesia including the Board of Governor of INA (Indonesia Netherlands Association), Board of Trustee of USINDO (United States-Indonesia), The Commission's Pacific Asia Group representing Indonesian Business, and an Advisor to the Board of IMA (Indonesia Mining Association), Chairman of the Indonesia Chamber of Commerce and Industry – Spain and Portugal Committee (KADIN). He holds a Masters Degree in Social Science, from The Hague, Netherlands and a bachelor's degree in Law from the University of Indonesia.

**Laurence W. Curtis PhD, P.Geo Independent Non-Executive Director and Founder**

Mr Curtis was initially appointed as an executive director of Intrepid on 4 July 2006. He has over forty years' international experience as an economic geologist within the exploration and resource development sector in Africa, Greenland, North, South and Central America, and in the Pacific. Mr Curtis founded Intrepid Minerals Corporation in 1995 and was President, CEO and Director for eleven years. Currently Mr Curtis is the Vice President, Research at Dundee Capital Markets and a Director of several public companies. Following the merger with Emperor Mines Limited, Mr Curtis stepped down as executive director on 30 June 2008.

Mr Curtis has remained as a non-executive director, and is currently a member of the Safety and Social Responsibility Committee.

*Recommendation*

**THE BOARD DOES NOT SUPPORT THE REMOVAL OF THE CURRENT DIRECTORS AND UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST EACH OF RESOLUTIONS 1 TO 5.**

**THE CHAIRMAN OF THE MEETING INTENDS TO VOTE ALL UNDIRECTED PROXIES AGAINST THESE RESOLUTIONS.**

**Resolutions 6 to 9 – Appointment of Directors Nominated by the Requisitioning Parties**

The Requisitioning Parties have nominated the following persons to be appointed as Directors:

- Gregory Chad Mazur
- Lim Yu Neng Paul
- Clifford John Sanderson
- Campbell Clement Baird

*Recommendation*

**THE BOARD DOES NOT SUPPORT THE APPOINTMENT AS DIRECTORS OF THE INDIVIDUALS NOMINATED BY THE REQUISITIONING PARTIES.**

**THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST EACH OF RESOLUTIONS 6 TO 9.**

**THE CHAIRMAN OF THE MEETING INTENDS TO VOTE ALL UNDIRECTED PROXIES AGAINST THESE RESOLUTIONS.**

## VOTING

### i) Appointment and Revocation of Proxies for Holders of Ordinary Shares

A Shareholder of one or more ordinary share is entitled to attend and vote at the Meeting or, if unable to attend, a Shareholder may, by using the applicable Proxy Form enclosed, appoint another person (who need not be a Shareholder of the Company), to attend the Meeting and represent the Shareholder (a "Proxy"). The Chairman of the Meeting will be appointed as Proxy if a Proxy Form is submitted by a Shareholder, but no one is named on the form.

A Shareholder desiring to appoint a Proxy may do so by inserting another person's name in the blank space provided in the Proxy Form and returning the completed and executed Proxy Form by no later than 11:00 am on 18 June 2013 AEST for ASX registered holders and 9:00 pm EDT on 17 June 2013 for TSX registered holders to the Company's share registry, Computershare Investor Services Pty Limited, in accordance with the lodgement instructions detailed on the applicable Proxy Form.

A Shareholder is entitled to appoint up to two Proxies to attend the Meeting and represent the Shareholder. If a Shareholder appoints two Proxies, the Shareholder must specify the percentage of votes or number of shares for each Proxy; otherwise each Proxy may exercise half of the votes.

A Proxy can be appointed by the Shareholder or the Shareholder's attorney duly authorised in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorised.

A Shareholder submitting the Proxy Form may indicate the manner in which the Proxy is to vote with respect to any specific item of business by ticking the appropriate box. If the Shareholder wishes to confer discretionary authority on the Proxy (or Chairman of the Meeting) with respect to any item of business, then the boxes opposite the item can be left blank. The shares represented by the Proxy Form submitted by a Shareholder will be voted in accordance with the directions, if any, given in the Proxy Form.

In addition to any other manner permitted by law, the Proxy may be revoked before it is exercised. Such revocation must be in writing and executed and delivered in the same manner as the Proxy Form at any time up to and including 11:00 am AEST on 18 June 2013 for ASX registered holders and 9:00 pm. EDT on 17 June 2013 for TSX registered holders or delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, prior to the time of voting and upon either such occurrence, the Proxy is revoked.

Please note that Shareholders who receive their Meeting materials from Broadridge Investor Communications Solutions ("Broadridge") must return the proxy forms, once voted, to Broadridge for the proxy to be dealt with.

### ii) Advice to Beneficial Shareholders on the Canadian Registry

Only Shareholders with registered ordinary shares or the persons they appoint as their Proxies are permitted to vote at the Meeting.

In many cases, ordinary shares that are beneficially owned by a person (a "Beneficial Shareholder") are registered either:

- (a) in the name of an Intermediary that the Beneficial Shareholder deals with in respect of the ordinary shares; or
- (b) in the name of a clearing agency (such as the Canadian Depository for Securities Limited (CDS) of which the Intermediary is a participant (an "Intermediary").

The Company has distributed the Meeting Materials to Intermediaries for onward distribution to Beneficial Shareholders in accordance with the requirements of National Instrument 54-101. Intermediaries are required to forward the Meeting Materials to Beneficial Shareholders (unless a Beneficial Shareholder has waived the right to receive them). Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Shareholders. Generally Beneficial Shareholders, who have not waived the right to receive Meeting Materials, will either be given a form that:

- (a) has already been signed by the Intermediary (typically by a facsimile stamped signature), and indicates the number and class of securities beneficially owned by the Beneficial Shareholder but the voting direction and other information has not been completed. This form does not need to be signed by the Beneficial Shareholder however, if the Beneficial Shareholder wishes to direct their vote, they should fill in the voting direction and submit it as specified; or
- (b) has not been signed by the Intermediary and which, when properly completed and signed by the Beneficial Shareholder and returned to the Intermediary (or its service company), will constitute voting instructions (often called a 'Voting Instruction Form') which the Intermediary must follow. Typically the Beneficial Shareholder will also be given a page of instructions that contains a removable label containing a bar code and other information. In order for the form to constitute a valid Voting Instruction Form, the Beneficial Shareholder must remove the label from the instructions and affix it to the Voting Instruction Form and properly complete and sign the Voting Instruction Form and submit it to the Intermediary (or its service company) in accordance with the instructions of the Intermediary (or its service company).

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the ordinary shares they beneficially own.

**BENEFICIAL SHAREHOLDERS SHOULD CAREFULLY FOLLOW THE INSTRUCTIONS OF THEIR INTERMEDIARY INCLUDING THOSE REGARDING WHEN AND WHERE THE PROXY FORM IS TO BE SUBMITTED.**

**iii) Exercise of Discretion by Proxies**

The persons appointed as Proxy may attend the Meeting and will vote the shares or voting rights in respect of which they are appointed in accordance with the directions of the persons appointing them.

The enclosed Proxy Form confers discretionary authority upon the persons named therein with respect to any amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

However, if any such amendments, variations, or other matters which are not now known to management, should properly come before the meeting, the ordinary shares and voting rights represented by the Proxies hereby solicited will be voted in accordance with the best judgment of the person or persons voting such Proxies.

**Where the Chairman has been appointed as proxy and there is no direction from Shareholders, all available Proxies' shares for the following resolutions shall be voted 'AGAINST':**

- Resolution 1 Removal of Ian Melville McMaster AM as a Director
- Resolution 2 Removal of Colin George Jackson as a Director
- Resolution 3 Removal of Bradley Austin Gordon as a Director
- Resolution 4 Removal of Adrianto Machribie Reksohadiprodjo as a Director
- Resolution 5 Removal of Laurence Wilson Curtis as a Director
- Resolution 6 Appointment of Gregory Chad Mazur as a Director
- Resolution 7 Appointment of Lim Yu Peng as a Director
- Resolution 8 Appointment of Clifford John Sanderson as a Director
- Resolution 9 Appointment of Campbell Clement Baird as a Director

**DISCLOSURES**

This Circular is furnished in connection with the solicitation of proxies by and on behalf of the Management of the Company.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally by the directors and/or officers of Intrepid at nominal cost. Arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Ordinary Shares held of record by such persons and Intrepid may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation will be borne by Intrepid.

**i) Voting Securities and Principal Holders Thereof**

As at the Notice Date, the Company has outstanding 555,792,572 ordinary shares, each of which carries one vote.

Therefore, as of the Notice Date, the total number of votes which may be cast at the Meeting is 555,792,572.

To the knowledge of the Directors and executive officers of the Company, there are no parties who beneficially own, directly or indirectly, or exercise control or direction over ordinary shares who are entitled to more than 10% of the votes to be cast at the Meeting as of the Record Date.

A simple majority of votes cast is required to approve all matters to be submitted to a vote of Shareholders at the Meeting.

**ii) Interests of Certain Persons in Matters to be Acted Upon**

Except as disclosed in this Notice of Meeting, no person who has been a Director or executive officer of the Company at any time since 1 January 2011 and their associates and affiliates has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any of the matters to be acted upon at the Meeting other than in respect of the resolutions on page 7 of this Notice of Meeting.

**iii) Directors**

The following table outlines the Board of Directors, their positions and offices with the Company, their present and past principal occupations or employments and the approximate number of ordinary shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them as of the Notice Date. The information as to shares beneficially owned has been furnished to the Directors by the respective nominees.



#### iv) Directors

The following table outlines the Board of Directors, their positions and offices with the Company, their present and principal occupations or employments and the approximate number of ordinary shares beneficially owned, directly or indirectly or over which control or direction is exercised, by each of them as of the Notice Date. The information as to shares beneficially owned has been furnished to the Directors by the respective nominees.

Name and municipality of residence	Position with Intrepid	Principal occupation within the preceding five years	Date of Appointment	Number of ordinary shares
Ian McMaster AM <sup>(1),(2)</sup> Queensland, Australia	Chairman and Independent Non-executive Director	Mr McMaster was the CEO of CSR Sugar Limited from 1999 to 2006 and prior to that held various senior management roles over a 30 year career with BHP. Mr McMaster was re-elected for a further term of office on 8 May 2013.	11 March 2008	486,829
Colin Jackson <sup>(1),(2)</sup> South Australia, Australia	Deputy Chairman and Independent Non-executive Director	Mr Jackson was Chairman of the Board and Director of the Company from 2003 until 2012. He is a non-executive Director of Red 5 Limited (since November 2003) and EIM Capital Managers Pty Limited. Mr Jackson was re-elected for a further term of office on 9 May 2012.	23 December 2003	385,495
Brad Gordon <sup>(3)</sup> Queensland, Australia	Managing Director and CEO	Mr Gordon was CEO of Emperor from April 2006 and of the Company since March 2008. Prior to that he was Managing Director of Placer Dome Niugini Ltd from 2004 to 2006.	11 March 2008	1,970,295
Laurence Curtis <sup>(3)</sup> Ontario, Canada	Independent Non-executive Director	Mr Curtis was President and Managing Director of the Company from July 2006 to March 2008 and prior to that President and Chief Executive Officer of Intrepid Minerals Corporation for 11 years. Mr Curtis was re-elected for a further term of office on 17 May 2011.	4 July 2006	681,862
Robert McDonald <sup>(1),(2)</sup> New South Wales, Australia	Independent Non-executive Director	Mr McDonald is the Principal of the Minera Group Pty Ltd and a non-executive director of Sedgman Limited. Mr McDonald was previously a Managing Director of NM Rothschild & Sons (Australia) Limited, non-executive director of Kimberley Metals Limited and a Principal of Resource Finance Corporation Limited. Mr McDonald was re-elected for a further term of office on 8 May 2013.	11 March 2008	787,975
Alan Roberts <sup>(3)</sup> New South Wales, Australia	Non-executive Director	Mr Roberts is Chairman of the Board of Ok Tedi Mining Limited and a member of the Investment Committee of Taurus Investment Fund. He has been a Director of the Company since November 2008. Mr Roberts was re-elected for a further term of office on 9 May 2012.	11 November 2008	262,662
Adrianto Machribie Reksahadiprodjo DKI Jakarta, Indonesia	Non-executive Director	Mr Machribie was appointed to the Board on 30 November 2011. He was formerly a Commissioner of PT Freeport Indonesia and also the key Senior Advisor to the Office of the Chairman of the parent company of PT Freeport Indonesia, Freeport McMoRan Copper & Gold, from 2006 to 2011. He is currently the President Director of PT Media Televisi Indonesia (since 2011) and a Commissioner of Austindo Nusantara Jaya since 1996. Mr Machribie was confirmed in office on 9 May 2012.	30 November 2011	149,969

#### Notes

- (1) Member of the Audit and Risk Committee.  
(2) Member of the Remuneration and Nomination Committee.  
(3) Member of the Safety and Social Responsibility Committee.

#### v) Other Disclosures

Laurence Curtis, a director of the Company, and Kathleen Skerrett, Canadian Corporate Secretary of the Company, were respectively a director and corporate secretary of Homeland Energy Group Ltd. ("HEG") while a Management Cease Trade Order was issued by the Ontario Securities Commission on 19 April 2010 against the senior officers of HEG in respect of its failure to file its audited financial statements, management discussion and analysis and annual information form for the year ended 31 December 2009 by 31 March 2010. This order lapsed on 25 May 2010 upon the filing of the required disclosure.

Ms Skerrett was also corporate secretary of HEG while Cease Trade Orders were issued by the Ontario and British Columbia Securities Commissions on 4 April 2013 in respect of HEG's failure to file its audited financial statements, management discussion and analysis and annual information form for the year ended 31 December 2011 by 30 March 2012. The Cease Trade Orders were lifted on 13 June 2012.

### **CORPORATE GOVERNANCE REPORTING FOR CANADIAN NATIONAL INSTRUMENT 58-101 REQUIREMENTS**

The following disclosure is made in compliance with Canadian National Instrument 58-101 – Disclosure of Corporate Governance Practices ("**NI 58-101**") and National Policy 58-201 – Corporate Governance Guidelines ("**NP 58-201**"). NP 58-201 contains a series of guidelines for effective corporate governance. The guidelines deal with such matters as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance.

The Board believes that sound corporate governance practices are essential to the effective, efficient and prudent operation of the Company and to the enhancement of Shareholder value. The Board fulfils its mandate directly and through committees at regularly scheduled meetings or as required. The frequency of meetings may be increased and the nature of the agenda items may be changed depending on the state of the Company's affairs and in light of opportunities and risks which it faces. The Directors are kept informed of the Company's operations at these meetings as well as through monthly reports and discussions with management.

The Company does not currently have a corporate governance committee. Matters of corporate governance are addressed by the entire Board. The Company is committed to a high standard of corporate governance. The Company's corporate governance regime was extensively reviewed following the merger with Emperor Mines Limited in March 2008. The Audit and Risk Committee reviews the Company's corporate governance framework and practices at each meeting and the Board conducts an annual review of the Company's corporate governance framework and practices to ensure they continue to comply with relevant laws as well as meeting the interests of Shareholders.

Complete details of the Company's Corporate Governance Policies are posted on the Company's website [www.intrepidmines.com](http://www.intrepidmines.com).

Pursuant to the requirements of NI 58-101, the Company is required to disclose its corporate governance practices in accordance with Form 58-101F1 which follows. The Company's corporate governance policies are further summarised in the 2012 Annual Report, with additional reference to the applicable ASX Corporate Governance Principles and Recommendations.

#### i) Board of Directors

Within the meaning of NI 58-201, four out of seven members of the Board, including the Chairman, being Mr McMaster, Mr Jackson, Mr McDonald and Mr Curtis are independent. Messrs Gordon and Machribe are not independent as Mr Gordon is the current Chief Executive Officer ("CEO") of the Company and Mr Machribe is a consultant to the Company in relation to its Indonesian and Singaporean interests. In addition, under applicable guidelines in Australia, Mr Roberts, who is an associate of a substantial Shareholder, Taurus Investment Fund, would not be considered to be independent. Given that no stakeholder holds a majority on the Board and all but one of the Directors are non-executive, the Company is of the belief that the Board functions independently of management.

The Board holds regularly scheduled meetings. Mr McMaster, as Chairman of the Board, is responsible for chairing all meetings of the Board, providing leadership to the Board, managing the Board, acting as a liaison between the Board members and between Directors and management. The Non-executive Directors on the Board meet regularly prior to Board meetings, in the absence of the executive and have regular email communication on matters relating to the Company. The following table summarises the positions with other reporting issuers held by the current Directors of the Company.

Director	Name of other issuer	Position with other issuer
I. McMaster	–	–
C. Jackson	Red 5 Limited	Director
B. Gordon	–	–
A. Roberts	Ok Tedi Mining Limited	Director
L. Curtis	Stonegate Agricom Ltd	Director
	Ferrum Americas Mining Inc	Director
	Continental Precious Metals Inc	Director
R. McDonald	Sedgman Limited	Director
A. Machribie	–	–

The following table summarises the attendance record of each Director and former Director for each meeting of the Board held between 1 January 2012 and 31 December 2012. A total of 22 meetings were held during this period.

Directors during the year ended 31 December 2012	Board		Audit Committee		Remuneration Committee		Safety & Social Responsibility Committee	
	A	B	A	B	A	B	A	B
	I. McMaster	22	22	4	4	1	1	1
C. Jackson	22	21	4	3	7	7	*	*
B. Gordon	22	22	*	*	*	*	1	-
A. Roberts	22	21	*	*	2	2	1	1
L. Curtis	22	16	*	*	4	4	1	1
R. McDonald	22	19	4	4	7	7	*	*
A. Machribie	22	17	*	*	*	*	*	*

A = Number of meetings held during the time that the director held office or was a member of the committee during the year.

B = Number of meetings attended in person or by conference call.

\* = Not a member of the relevant committee.

## ii) Board Mandate

The Board is responsible for the general supervision of the management of the business. The Board discharges its responsibilities directly and through its committees, currently consisting of the Audit and Risk Committee, the Remuneration and Nomination Committee and the Safety and Social Responsibility Committee. The Board meets regularly to review the business operations, corporate governance and financial results of the Company. The Board's Charter sets out its responsibilities and the duties of its members. A copy of the Board Charter of the Company is attached to this Notice of Meeting as **Schedule 'A'**.

## iii) Position Descriptions

The Board has not adopted position descriptions for the Chairman, the CEO or the chairs of each committee.

## iv) Orientation and Continuing Education

Most of the Company's Directors are from the mining sector and bring to the table knowledge and understanding of the industry. Senior management makes regular presentations to the Directors on the main Company activities. Two Board meetings are held annually in Indonesia given the location of the Company's key interests. Directors are encouraged to attend seminars on corporate governance and continuing corporate education.

When appointed to the Board, new Directors are provided with an orientation package and are introduced to the Company's operations through meetings with senior management to familiarise them with matters relating to the Company's operations, strategy and current challenges.

## v) Nomination of Directors

One of the functions of the Remuneration and Nomination Committee ("**RemCo**") is to recommend candidates for election to the Board and oversee the planning and succession of the executive officers.

In the circumstances where RemCo believes there is a need to appoint another Director, whether due to retirement of a Director or growth or complexity of the Company's business, certain procedures are followed. RemCo determines the skills and experience appropriate for the appointee having regard to those of the existing Directors and any other likely changes to the Board. RemCo then agrees on the process and timetable for seeking such a person, which may involve an external recruitment firm. A shortlist of candidates is prepared after assessing the candidates for competencies and qualifications, independence, other directorships, time availability, contribution to the overall balance and composition of the Board and depth of understanding of the role and legal obligations of a Director.

Whether filling a casual vacancy or expanding the Board, similar procedures are applied including the selection of a panel of nominees. In compiling the panel of nominees, the Board may draw on advice from external consultants and industry experience. Potential Directors are approached and their interest in joining the Board, together with the responsibilities that such an appointment entails, is discussed. Terms and conditions of the appointment, including the level of remuneration, are also communicated to the nominees. If an invitation to become a Director is accepted, the Board will appoint the new Director during the year and that person will then stand for re-election by Shareholders at the next Annual General Meeting. Shareholders are provided with relevant information on the candidates for re-election.

#### **vi) Code of Conduct and Ethics**

The Board is committed to the establishment and maintenance of appropriate ethical standards to underpin the Company's operations and corporate practices. The Company's Code of Conduct (the "Code") aims to encourage the appropriate standards of conduct and behaviour of the Directors, officers, employees and contractors (collectively the "employees") in carrying out their roles for the Company. Employees are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company. The general principles of the Code are as follows:

- a) Employees must act honestly, in good faith and in the best interests of the Company as a whole.
- b) Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.
- c) An employee's primary responsibility is to the Company's Shareholders as a whole and there is a duty not to make improper use of information acquired as an employee, take improper advantage of their position or engage in conduct likely to bring discredit upon the Company. In addition, employees must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company.
- d) Confidential information received by employees in the course of the exercise of their duties remains the property of the Company. It is improper to disclose the information, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law.

A copy of the Code is available on the Company's website at [www.intrepidmines.com](http://www.intrepidmines.com).

The Company's human resources department undertakes the education of all employees, including Directors, in the detail and application of the Code. The Company has in place a Whistleblower Policy, which encourages the reporting of any non-compliance with the Code.

All Directors are required to notify fellow Directors of any material personal interest in any matter under the Board's consideration. Having regard to the nature and extent of such interest, the affected Director may be required to remove himself from discussion and consideration of, and voting on, such matter. Each Director's deed of appointment sets out the requirements for disclosure to the Board of personal interests and conflicts of interest when dealing with matters affecting the Company.

#### **vii) Audit and Risk Committee ("AuditCo")**

The AuditCo has been established and, for the year ended 31 December 2012, consisted of Messrs Jackson (Chair), McDonald and McMaster. All members of the AuditCo are independent of the Company as defined in sections 1.4 and 1.5 of Multilateral Instrument 52-110 ("MI 52-110"). All members are financially literate.

In addition to its audit obligations, the AuditCo is responsible for oversight of the CEO, Chief Financial Officer ("CFO") and senior management's responsibilities to assess and manage the effectiveness of the Company's risk identification and risk review process.

The AuditCo reviews the following matters at least annually and recommends any proposed changes to the Board for approval:

- a) the AuditCo's Charter;
- b) the financial risk management policy; and
- c) the insurance package.

#### **viii Safety and Social Responsibility Committee ("SSRC")**

The SSRC has been established and, for the year ended 31 December 2012, consisted of Messrs Roberts (Chair), Gordon, McMaster and Curtis. The mandate of the SSRC is to advise the Board on the effectiveness of management systems in achieving optimal health and safety standards in the workplace, and promoting environmental and community development best practice.

#### **ix) Remuneration and Nomination Committee ("RemCo")**

The RemCo has been established and, for the year ended 31 December 2012, consisted of Messrs McMaster (Chair), Jackson and McDonald, all of whom are independent within the meaning of MI 52-110.

RemCo:

- a) meets at least four times a year;
- b) reviews candidates for all senior executive and Board roles and makes recommendation to the Board on these;
- c) determines and reviews remuneration arrangements for the Directors and the executive team;
- d) assesses the appropriateness of the nature and amounts of emoluments of such officers on a periodic basis by reference to relevant employment market conditions; and
- e) makes recommendations to the Board on these matters with a view to ensuring maximum Shareholder benefit from the retention of a high quality executive team.

**x) Board Assessments**

During 2012, the Directors completed questionnaires to assess the Board’s effectiveness and to consider the contributions by Board members to the Committees and to the Board as a whole. In January 2010 the Board engaged an external consultant to conduct a Board review which entailed interviews with each of the Directors and the executive team. The results of the review were discussed with the Board as well as individual directors. A report, along with recommendations for improving Board performance, was provided to the Board in March 2010 and has been implemented.

**Securities Authorised for Issuance Under Equity Compensation Plans**

The following table sets out information as of 31 December 2012 with respect to compensation plans under which equity securities of the Company were authorised for issuance.

Plan category	A <sup>(1)</sup>	B <sup>(2)</sup>	C <sup>(3)</sup>
Equity compensation plans approved by security holders	13,587,087	A\$0.56 (8,941,961)	41,983,678
Equity compensation plans not approved by security holders	–	–	–
Total	13,587,087	–	41,983,678

Notes:

- (1) Number of securities to be issued upon exercise of outstanding options, warrants and rights. Includes 4,645,126 rights with no exercise price.
- (2) Weighted-average exercise price of outstanding Australian dollar options.
- (3) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column A).

**Options to Purchase Securities**

**xi) Intrepid Employee Option Scheme**

The Intrepid Employee Option Scheme (“Plan”) was first approved by Shareholders on 30 November 2006 and confirmed by Shareholders at the Annual General Meetings on 15 May 2009 and 9 May 2012.

The purpose of the Plan is to give an incentive to employees to provide dedicated and ongoing commitment and effort to the Company and to reward employees for their efforts by offering them an option to acquire a share in the capital of the Company.

Under the Plan, a maximum of 10% of the total number of ordinary shares on issue at the time of the offer can be offered. The Directors may limit the number of options which may be exercised in any one year.

The employees eligible to participate in the Plan are officers (executive directors and senior management), full time or part time employees and consultants of the Company or any subsidiary of the Company, excluding Non-executive Directors. The formula for calculating entitlements under the Plan is at the discretion of the Board and takes into account skills, experience, length of service with the Company and remuneration level.

Pursuant to the Plan, the exercise price of the options will not be less than the greater of the weighted average price at which the Company’s shares traded on the ASX and the TSX in the five trading days immediately preceding the day on which the options are granted. The vesting date will be at the discretion of the Board. However, no options granted under the Plan will vest until three months after the date of grant.

Under the Plan the options are granted free of charge and each option entitles the holder to subscribe for and be allotted one ordinary share. All unexercised options expire five years from the date of grant and, if an employee ceases to be eligible to participate in the Plan, then all of the options that have not been exercised will lapse either immediately or 90 days after the person ceases to be eligible by reason of retirement. Options granted under the Plan are currently not transferable and no financial assistance is provided to exercise the options.

Subject to the ASX Listing Rules, the rules of the Toronto Stock Exchange, the Corporations Act and any other regulatory requirements that apply to the Company from time to time, the Board may at any time by resolution amend or vary the Plan. An amendment may be retrospective in effect.

As of the Notice Date, the Company had 7,768,737 options outstanding under the Plan as detailed in the following table. This represents 1.4% of the Company’s outstanding share capital.

Position with the Company	Ordinary Shares under option	Exercise price	Expiry date
<b>Non-executive Directors</b> (6 persons)	–	–	–
<b>Executive Directors</b> (1 Person)	–	–	–
<b>Officers</b> (6 Persons)			
	333	A\$0.35	03/07/2013
	700,000	A\$0.47	03/07/2013
	1,500,000	A\$0.35	02/01/2014
	187,797	A\$1.72	17/07/2016
	1,009,976	A\$1.18	01/01/2017
	623,741	A\$0.56	31/05/2017
<b>Other Employees</b>			
	170,000	A\$0.35	02/01/2014
	204,275	A\$0.45	01/07/2017
	3,122,487	A\$0.29	01/09/2017
<b>Consultants</b>	250,000	A\$0.35	24/03/2014
<b>TOTAL</b>	7,768,609		

#### xii) Intrepid Non-Executive Directors' Share Plan

The Company's Non-Executive Directors' Share Plan ("NED") which was approved at the Company's Annual General Meeting in May 2009 and confirmed by Shareholders at the Annual General Meeting on 9 May 2012, is open to all Non-executive Directors of the Company. Eligible participants can elect to receive a portion of their compensation in ordinary shares which can either be issued from treasury or purchased in the market. The Company is authorized to issue up to 5% of its outstanding capital pursuant to the NED provided that the total number of shares issuable to insiders in any 12 month period under all of the Company's share compensation arrangements does not exceed 10% of outstanding capital. To date a total of 1,226,650 ordinary shares have been issued under the NED representing 0.02% of the Company's outstanding capital as at 14 May 2013. Shares issued from treasury under the NED are priced using a five day VWAP on the ASX at the time of issuance. Entitlements under the NED are not assignable and no financial assistance is provided. The Directors may amend the NED to ensure it is in compliance with applicable regulatory authorities, to make general and administrative amendments, to amend the manner in which the plan is administered, to make amendments to the definition of "Eligible Person" that do not result in an expansion of the category and amendments to the vesting and termination provisions of the NED. All other amendments require shareholder approval. Amendments to the NED to remove the restrictions on the transfer of shares by Non-executive

Directors were approved by Shareholders at the Company's annual general meeting on 17 May 2011.

The following percentages reflect the portion of their pre-tax remuneration elected by the Non-executive Directors to be taken in fully paid shares in the Company for financial years 2012 and 2013:

Directors	2012	2013
I. McMaster	0.00%	20.00%
C. Jackson	50.00%	60.00%
A. Roberts	60.00%	60.00%
L. Curtis	35.00%	50.00%
R. McDonald	33.34%	33.34%
A. Machribie	50.00%	50.00%

#### xiii) Intrepid Senior Executive Share Plan

The Company's Senior Executive Share Plan ("ESP") is open to all senior executive officers of the Company. Eligible Participants may be granted rights to acquire ordinary shares under the ESP as part of their compensation package. The Company is authorised to issue up to 5% of its outstanding capital pursuant to the ESP provided that the total number of shares issuable to insiders in any 12 month period under all of the Company's share compensation arrangements does not exceed 10% of outstanding capital. There are currently 2,574,737 rights granted under the ESP representing 0.46% of outstanding capital. Ordinary shares acquired pursuant to the ESP can be issued from treasury or purchased on the market. If an Eligible Participant ceases to be an employee of the Company before the vesting of rights under the ESP the Company has complete discretion as to whether to allow the Eligible Participant to continue to hold the rights. Once rights have vested, an Eligible Participant has 90 days from ceasing to be an Eligible Participant to exercise rights under the ESP. Rights under the ESP are not transferrable and no financial assistance is provided. The amendment provisions under the ESP are equivalent to those provided under the NED as described above.

## EXECUTIVE COMPENSATION REPORTING FOR CANADIAN FORM 51-102F6 REQUIREMENTS

The information contained below is provided as required under Canadian Form 51-102F6.

### i) Named Executive Officers

For the purposes of this section, a Named Executive Officer (an “NEO” or an “executive”) of the Company means the CEO, the CFO and the next three most highly compensated executive officers or persons deemed to be executive officers under the terms of Form 51-102F6 during the Company’s most recently completed financial year.

For the financial year ending on 31 December 2012, the Company had the following NEOs:

NEO	Position
1. Brad Gordon	CEO
2. Steve Smith	CFO
3. Vanessa Chidrawi	General Counsel
4. Gary Snow	Executive General Manager Exploration & New Business
5. Andrew Skalski	General Manager Project Development

### ii) Compensation Discussion and Analysis

#### Objectives

The philosophy underpinning the Company’s compensation strategy is to ensure reward for performance is competitive and appropriate for the results delivered. Currently, remuneration is based on industry standards and is set to attract and retain qualified and experienced people. Other than the short-term and long-term performance incentives, remuneration is not linked to the performance of the Company.

The objectives of the Company’s Executive Remuneration Strategy (“ERS”) are to:

- provide market competitive levels of remuneration having regard to the level of work and the impact executives can potentially have on the performance of the business;
- attract, motivate, reward and retain a workforce capable of delivering the business plan and substantially growing the business;
- align performance incentives for executives with Shareholder interests; and
- comply with the Company’s standards of Corporate Governance.

The ERS is designed to deliver short and long-term business goals by:

- building a high performance culture;
- selling the long-term vision for the Company to employees;
- encouraging team work, collaboration and discretionary effort; and
- ensuring that individuals who contribute to the creation of value for the Company’s Shareholders receive commensurate rewards, consistent with industry standards.

### iii) Elements of Executive Compensation

The ERS includes both fixed compensation and performance-based variable compensation and has the following components:

- base pay;
- non-financial benefits;
- superannuation;
- short-term performance incentives; and,
- long-term incentives through participation in the Company’s Employee Option Scheme and Senior Executive Share Plan.

#### Total Fixed Remuneration and Total Variable Remuneration

The Company believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for its executives. The Company’s objective is to establish benchmarks and targets for its executives which, if achieved, will enhance Shareholder value. A combination of fixed salary or total fixed remuneration and variable at-risk compensation or total variable remuneration is used to motivate executives to achieve overall corporate goals. Compensation and other terms of employment for executives are formalised in employment agreements. Each of these agreements contains provisions for payment of fixed and variable compensation.

#### Total Fixed Remuneration (“TFR”)

TFR is the key comparator to salary survey data when determining an NEO’s remuneration and base salary, superannuation (statutory pension plan) and other benefits including insurances such as medical and life cover and non-monetary benefits such as car parking and travel, but excludes short and long-term incentives. The Company reviews and establishes levels of TFR annually. This enables it to remain competitive in the mining industry in order to retain staff who are performing well. The Company’s policy is to pay total remuneration up-to the 60th percentile of survey data.

### *Total Variable Remuneration (“TVR”)*

TVR consists of an annual cash-based short-term incentive scheme and an equity-based long-term incentive scheme. Payments of cash or grants of options and share rights are dependent on an executive meeting individual performance targets and also on the market performance of the Company.

### *Base pay*

Base salary forms a vital component of the Company’s ERS, as it is the base measure to remain competitive relative to its peer group. Executives are offered a competitive base pay that comprises a fixed cash component that provides income certainty. Base pay for executives is reviewed annually to ensure executives’ pay is competitive with the market. An executive’s pay is also reviewed on promotion.

There are no guaranteed base pay increases included in any NEO’s contract of employment.

### *Non-financial benefits*

Executives may receive non-financial benefits including car parking and health, life and personal accident insurances.

### *Superannuation*

Superannuation contributions are made to each executive’s chosen superannuation fund in accordance with the regulatory requirements of each relevant jurisdiction.

### *Short-term performance incentives (“STI”)*

The Company’s STI scheme is the primary remuneration tool to motivate and drive superior annual performance. It achieves this through establishing demanding key individual performance indicators (“KPIs”) for executives combined with the requirement for the Company to achieve an above average ranking on a specified index of total shareholder returns calculated for the previous 12 months. The total shareholder return (“TSR”) index which applies to the Company’s STI scheme is based on the S&P/ASX All Ordinaries Gold Index and the TSX Global Gold Index, with a weighting appropriate to the level of shareholder representation on the ASX and TSX respectively. These two performance measures (KPI and TSR) are aligned with both the strategic and operational focus of the business with the intention of encouraging discretionary effort and stretch performance.

The Board determines the STI measures and KPIs applicable to the CEO each year while the CEO determines the annual STI measures and KPIs applicable to each other executive. In 2012, STIs were awarded on the basis of:

- a) Company performance, measured against TSR performance hurdles; and
- b) an executive’s KPIs.

KPIs in 2012 for the CEO and each other executive included achieving direct equity in the Tujuh Bukit project, advancing

the forestry rezoning, delivering an oxide scoping study, commencing a porphyry study and superior performance in an investor perception survey.

For executives other than the CEO, the STI scheme entitles an executive to receive an annual bonus of up to 30% of that executive’s TFR (which includes the executive’s base pay, non-financial benefits and superannuation). The allocation of the annual bonus will be on the basis of Company performance and individual performance, weighted 40% to relative Company performance and 60% to individual KPIs as determined by the Board in consultation with the Company’s CEO.

The Company’s CEO is entitled to an STI payment of up to 80% of his TFR. The allocation of the annual bonus is calculated on the basis of Company performance and individual performance, weighted 60% to relative Company performance and 40% to individual performance according to key performance indicators determined by the Board. In relation to the Company performance component, should the Company report a relative TSR below the median of its peer group, no performance bonus payment will be made; 50% of the performance bonus payment will be made should second quartile performance be reported and 100% of the performance bonus payment will be made should Company performance be in the top quartile.

In relation to the relative performance of the Company’s shares against the nominated peer groups, as shown in the Performance Graph on page 25 of this Notice of Meeting, being the TSX Global Gold Index and the ASX All Ordinaries Gold Index. RemCo resolved at its January 2013 meeting that in consideration of TSR performance for 2012 being in the fourth quartile, each executive, including the CEO, will not receive a TSR STI allocation. The CEO and CFO did not receive a KPI allocation for 2012 and executives received allocations based on achievement of KPI outcomes.

### *STI & KPI Outcomes 2010, 2011 and 2012*

		Max % of TFR	2010	2011	2012
Brad Gordon	TSR	48	48	0	0
	KPI	32	15.97	5.1	0
Steve Smith	TSR	12	12	0	0
	KPI	18	10.8	8.28	0
Vanessa Chidrawi	TSR	12	12	0	0
	KPI	18	7.92	4.5	3.6
Gary Snow	TSR	12	-	-	0
	KPI	18	-	-	2.97
Clayton Wenas	TSR	12	-	-	0
	KPI	18	-	-	2.7
Malcolm Norris (Former Executive)	TSR	12	12	0	
	KPI	18	9.36	10.26	



Below is a summary of short term performance incentives paid to NEOs during the 2011 and 2012 years including the percentage of their bonus which has been forfeited.

	Year	Short term incentive bonus		
		Included in remuneration \$	% received	% forfeited in year
<i>Directors</i>				
B. Gordon	2012	0	0	100
	2011	32,705	6	94
<i>Executives</i>				
S. Smith	2012	0	0	100
	2011	41,705	33	67
V. Chidrawi	2012	13,753	9	91
	2011	23,545	21	79
G. Snow	2012	11,402	7	93
	2011	0	0	0

**Long-term performance incentives (“LTI”)**

The objectives of the long term incentive plan (“LTI Plan”) for the CEO and those executives who are eligible to participate in the LTI Plan include:

- a) creating alignment between the interests of the executives and longer term shareholder interests;
- b) aiding in the retention of key executives; and
- c) mitigating undue risk-taking the effects of which may not be apparent at the time of an annual STI award.

The LTI Plan includes the Company’s Employee Option Scheme and Senior Executive Share Plan. The Board has determined that, given the nature of the Company’s business and the long term focus on growth, it will provide a significant portion of the remuneration for executives through equity in Intrepid. The Board is guided by the principles laid out in the Company’s ERS.

The Company does not have a long term non-equity incentive remuneration plan.

The LTI Plan was initially designed for a fixed five year period, 2008 to 2012, and provided for granting of options to executives and share rights to the CEO only. Options granted under the LTI Plan were not subject to any performance vesting criteria, whereas share rights were subject to performance criteria based on TSR performance hurdles. The performance test for vesting of the share rights was based on the Company’s TSR performance as evaluated against the relevant indices using a three-year retrospective leading up to the anniversary of the date of grant. The relevant indices are the ASX300 Mines and Metals Index and the TSX Global Mining Index.

All options granted under the LTI Plan before financial year 2011 have vested.

In 2011, the Board modified and extended the LTI Plan with effect from 1 January 2013 onwards for the CEO, and from 1 January 2011 for eligible executives. The LTI Plan now provides that eligible executives may be granted both options and share rights. The notional value of the options and share rights granted is based on a multiple (the equity multiplier) of the eligible executive’s TFR. The equity multiplier varies with the seniority of role held by that eligible executive in the Company. For any award of options and share rights under the LTI Plan from 2011 onwards, 50% vest on the third anniversary of the date of grant with the remaining 50% vesting on the fourth anniversary of the date of grant. The vesting of options and share rights issued under the LTI Plan is subject to a continuing employment service condition (which may be waived at the Board’s discretion) and TSR performance tests. No options or share rights will vest if the Company’s relative TSR performance is less than the median evaluated against the relevant indices using a three-year retrospective leading up to the anniversary of the date of grant, 50% will vest if relative performance is in the third quartile and 100% will vest if relative performance is in the top quartile. The relevant indices are the ASX300 Mines and Metals Index and the TSX Global Mining Index.

New options and share rights will be granted as existing options and share rights vest so as to maintain a portfolio of equity incentives for each eligible executive based on the eligible executive’s TFR multiplied by the relevant equity multiplier and reflecting prevailing share prices at the time of new awards. The notional value of options and share rights to be issued will be determined by way of reference to the 5-day VWAP of the Company’s shares leading up to the date of grant. The exercise price of the options will be the 5-day VWAP of the Company’s shares leading up to the date of grant.

Neither NEOs nor directors are permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Other than the short-term and long-term performance incentives, remuneration for executives is not linked to the performance of the Company.

No NEO or Director is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of securities of Postmedia held, directly or indirectly, by such employees, including equity securities granted as compensation or held directly or indirectly by the NEO or Director.

**iv) How the Company determines executive compensation**

*Remuneration and Nomination Committee (“RemCo”)*

The duties and responsibilities of RemCo with respect to remuneration are to:

- a) ensure the Company’s remuneration policy and practice, including incentive plan design, is aligned to Shareholders’ interests and supports the CEO to build and retain a stable, high quality executive team;
- b) approve the Executive Remuneration Strategy (ERS) and recommend it to the Board for approval;
- c) review the CEO’s annual objectives for consistency with the Company’s business plan;
- d) ensure the CEO’s remuneration and terms of contract are consistent with the remuneration policy and make recommendations to the Board in this regard;
- e) ensure the CEO’s remuneration recommendations for executives in relation to base salary, short and long-term incentives are consistent with the remuneration policy and are competitive;
- f) approve the annual salary review and incentive plan budgets;
- g) review remuneration for Non-executive Directors and make recommendations to the Board in this regard;
- h) approve reporting of remuneration in the Company’s annual report to Shareholders;
- i) make enquiry to satisfy itself of the integrity of market data used for remuneration purposes;
- j) recommend termination payments to Non-executive and Executive Directors, the CEO and other executives;
- k) review and approve and advise the Board in relation to all equity-based remuneration plans;
- l) make recommendations to the Board as to whether a remuneration matter should be referred to the Shareholders for approval;
- m) ensure that the Company’s remuneration policy and actual practices comply with legislation and regulatory requirements; and
- n) regularly review effectiveness of the ERS and actual remuneration practices.

*Benchmarking*

To ensure that it effectively discharges its duties and responsibilities in relation to remuneration, RemCo receives a variety of detailed reports and presentations on every aspect of the performance of the business from management. Management, in turn, obtains and utilises data from the following sources to benchmark fixed remuneration:

- a) McDonald and Company (Australasia) Pty Ltd (“**McDonald**”) “Gold and General Mining Industry Remuneration Report”;
- b) McDonald “Expatriate Remuneration Report”;
- c) McDonald “CEO Remuneration Report”; and
- d) Godfrey Remuneration Group “GRG Top Executive Remuneration Report“.

The benchmark group is the Australian mining industry which consisted of 155 mining and mining service companies in the October 2011 McDonalds and Company “Gold and General Mining Industry Remuneration Report”. The Board and management consider this benchmark group to be the most relevant to the Company as the comparisons made and information provided are specific to the mining industry.

The specific purpose of comparing current remuneration practices to benchmark data is to:

- a) understand the competitiveness of current pay levels for each executive position relative to companies with similar characteristics;
- b) identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- c) establish the basis for developing salary adjustments and short and long-term incentive rewards for RemCo approval.

Recommendations are made annually by management to RemCo on any necessary adjustments to executive compensation. Using the benchmark data, such recommendations take into account factors such as current market conditions, peer group compensation levels, budgetary guidelines and the individual’s particular skills such as leadership ability, management effectiveness, experience, responsibility and proven or expected performance of the individual. RemCo, in turn, submits its recommendations on remuneration and remuneration policies to the Board for approval.

The Company purchases industry reports and obtains advice from external remuneration consultants to ensure base pay is set to reflect the market for a comparable role in a company similar to the Company in terms of industry, size and operational complexity. The Company’s expenditure on these reports in 2012 was A\$12,953. The Company has not, however, formally retained a compensation consultant or advisor to assist the Board or RemCo in determining compensation for any executive.

**RemCo Composition**

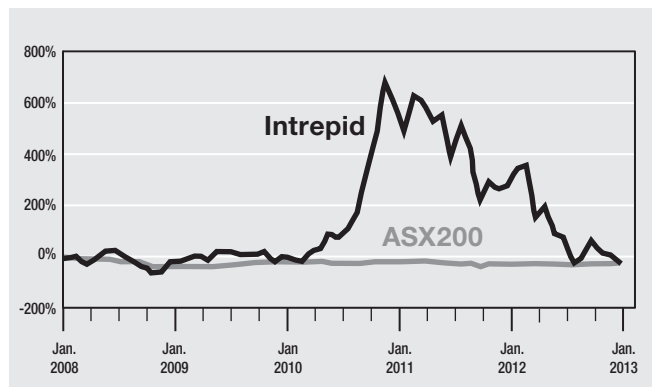
During the 2012 year, RemCo was comprised of Messrs McMaster (Chair), Jackson, Curtis and McDonald, each of whom is independent within the meaning of NI 52-110. In February 2012, following a Board review of RemCo’s membership, Mr Curtis was appointed to RemCo to replace Mr Roberts. Mr Curtis stepped down from RemCo on 22 October 2012 and Mr McMaster joined RemCo and assumed the chair from Mr Jackson. Each of the directors currently serving as members of RemCo is independent within the meaning of NI 52-101. The members of RemCo have the requisite skills, experience and expertise to discharge their duties and responsibilities in accordance with RemCo’s charter. RemCo meets at least four times annually and more frequently, if deemed necessary.

RemCo is established as an advisory committee to the Board and does not have executive powers to commit the Board or the Company to the implementation of any recommendations. The Board has complete discretion over the amount and composition of each executive’s compensation and all compensation awards made to executives.

RemCo and the Board regularly review the Company’s remuneration practices and the risks associated with them at their meetings and are of the view that the ERS, as currently structured, does not encourage executives to expose the Company to inappropriate risk. The CEO reports to the Board at least four times annually on each executive’s progress towards achieving their KPIs for that year. During the 2012 year no separate formal or external review of the risks associated with the Company’s compensation policies and practices was undertaken.

**v) Performance graph**

The following graph compares the yearly percentage change in the cumulative total Shareholder return for A\$100 invested in the ordinary shares of the Company on 31 December 2007 against the cumulative total Shareholder return of the ASX 200 for the five most recently completed financial years of the Company, assuming the re-investment of all dividends.



The Company believes that its executive compensation policy is effective and appropriately supports a strong relationship between the compensation earned by its executives and the investment return to Shareholders. During the period 2010 to 2012, the average total remuneration increase was 3.6% for executives remaining with the Company over this period (at the Notice Date, being the CEO, CFO and General Counsel).

On 15 February 2013, the Company’s executive remuneration strategy was amended to reduce the total fixed remuneration payments to reflect a policy to pay up to the 60th percentile.

**vi) Summary Compensation Table**

All dollar values for the purposes of this Form 51-102F6 are expressed as US dollars unless noted otherwise. All Australian dollar references are noted by ‘A\$’ and Canadian dollar references are noted by ‘C\$’.

Exchange rates for the periods outlined were 2012: A\$/US\$1.0384 2011: A\$/US\$1.0156 and 2010: A\$/US\$1.0151.

The following table contains information about the compensation paid to, earned by and payable to the NEOs referred to below for the purposes of this Form 51-102F6, being:

- a) B Gordon - appointed CEO on 11 March 2008;
- b) S Smith - appointed CFO on 1 August 2008;
- c) V Chidrawi - appointed General Counsel and Company Secretary on 11 March 2008;
- d) G Snow - appointed Executive General Manager Exploration and New Business on 11 March 2011; and
- e) A Skalski - appointed General Manager Project Development on 19 March 2011.

Employment agreements entered into by the NEOs prescribe the base salary and other fixed remuneration components such as superannuation, health care plans, insurances as well as eligibility for variable remuneration components of short and long-term incentive based rewards.

Salaries are reviewed annually during December as described in the Compensation Analysis and Discussion, above, and applicable changes are effective from 1 January of the following year. The payment of bonuses and the granting of share options and share rights are at the discretion of the Board and are determined in accordance with the ERS.

Name and principal position	Year	Salary \$	Share-based awards <sup>(1)</sup> \$	Option-based awards <sup>(1)</sup> \$	Non-equity incentive plan compensation		Pension Value \$	All other Compensation <sup>(3)</sup> \$	Total compensation \$
					STI Plan <sup>(2)</sup> \$	LTI Plan \$			
B. Gordon Chief Executive Officer	2012	609,088	-	-	-	-	25,897	1,426	636,411
	2011	611,884	-	-	32,705	-	30,850	744	676,183
	2010	500,352	-	-	332,223	-	13,633	10,546	856,754
S. Smith Chief Financial Officer	2012	354,297	172,305	203,801	41,705	-	32,629	31,370	794,402
	2011	353,892	-	-	41,705	-	32,172	21,347	449,116
	2010	306,903	-	-	83,433	-	27,621	31,610	449,567
V. Chidrawi General Counsel & Company Secretary	2012	460,769 <sup>(4)</sup>	119,216	155,527	23,345	-	32,629	28,898	820,384
	2011	337,274 <sup>(5)</sup>	43,456	40,986	23,345	-	25,798	21,694	492,553
	2010	302,657 <sup>(6)</sup>	-	-	61,558	-	21,190	21,310	406,715
A. Skalski <sup>(7)</sup> Senior Manager - Business Support	2012	609,078	-	-	-	-	-	-	609,078
	2011	412,401	-	-	-	-	-	-	412,401
	2010	-	-	-	-	-	-	-	-
G. Snow EGM Exploration & New Business	2012	378,130	241,632	315,231	11,402	-	25,897	-	972,292
	2011	32,414	-	-	-	-	2,150	-	34,564
	2010	-	-	-	-	-	-	-	-
C. Wenas EGM Indonesia	2012	222,417	352,489	458,988	255,000 <sup>(8)</sup>	-	-	-	1,288,894
	2011	-	-	-	-	-	-	-	-
	2010	-	-	-	-	-	-	-	-

*Summary Compensation Table Notes*

(1) These amounts have been recognised in full in the relevant financial year in accordance with TSX regulations. IFRS 2 Share Based Payments requires the amortisation of Share-based awards and Options-based awards over their respective accounting periods. In the current year, the following are the differences between the two different methods.

Name	Principal Position	Share-based awards \$	Option-based awards \$	Accounting Value \$	Difference between Accounting & Reported
B. Gordon	Chief Executive Officer	-	-	115,195	115,195
S. Smith	Chief Financial Officer	-172,305	203,801	104,454	(271,652)
V. Chidrawi	General Counsel & Company Secretary	119,216	155,527	103,725	(171,018)
A. Skalski	Senior Manager - Business Support	-	-	-	-
G. Snow	EGM Exploration & New Business	233,258	304,306	162,736	(374,828)
C. Wenas	EGM Indonesia	352,489	458,988	74,844	(736,633)

It should be noted that prior period amounts (which recognised expenses in accordance IFRS 2 Share Based Payments) have been amended in accordance with the requirements of the TSX regulations. The Company has used a Black Scholes Simulation analysis to value options granted before January 2011 as these options were not subject to market-based vesting conditions and a Monte Carlo Simulation analysis to value options granted after January 2011.

- (2) Cash bonus (STI) for December 2011 year paid in early 2012 and STI for December 2012 year paid in early 2013.
- (3) All other Compensation includes allocation of termination payments, insurances (medical and life cover), travel, car parking and fringe benefits tax paid and payable by the Company.
- (4) Includes US\$106,200 out of country allowance.
- (5) Includes US\$97,591 out of country allowance.
- (6) Includes US\$42,472 out of country allowance.
- (7) Mr Skalski is a person deemed to be an executive officer of the Company for the purposes of this Form 51-102F6.
- (8) Includes a discretionary bonus in respect of the 2012 year of \$5,000 and a sign on bonus of \$250,000.

**vii) Incentive Plan Awards**

*Outstanding share-based awards and option-based awards*

NEO  Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (Number)	Options exercise price (A\$)	Option expiration date	Value of unexercised in-the-money options (A\$)	Number of Shares or units of share that have not vested (Number)	Market or payout value of share-based awards that have not vested (A\$) <sup>(1)</sup>	Market or payout value of vested share-based awards not paid out or distributed (A\$)
Brad Gordon <i>Chief Executive Officer</i>	-	-	-	-	1,500,000	330,000	-
Steve Smith <i>Chief Financial Officer</i>	700,000	0.47	03-Jul-13	0	430,938	94,806	-
	500,000	0.35	02-Jan-14	0	-	-	-
	239,734	1.18	1-Jan-17	0	-	-	-
	623,740	0.56	1-Jun-17	0	-	-	-
Vanessa Chidrawi <i>General Counsel and Company Secretary</i>	31,373	0.30	1-Jan-13	0	221,133	48,649-	-
	333	0.35	03-Jul-13	0	-	-	-
	1,000,000	0.35	02-Jan-14	0	-	-	-
	187,797	1.72	17-Jul-16	0	-	-	-
	254,469	1.18	1-Jan-17	0	-	-	-
Andrew Skalski <i>Senior Manager, Business Support</i>	-	-	-	-	-	-	-
Gary Snow <i>EGM Exploration &amp; New Business</i>	515,774	1.18	1-Jan-17	0	257,886	56,735	-
Clayton Wenas <i>EGM Indonesia</i>	3,122,487	0.29	1-Sep-17	0	1,561,243	327,861	-

(1) Value is based on 30 December 2012 ASX closing price of \$A0.22

*Value of Vested Options-based or Share-based Awards*

Name	Option-based awards – Value vested during the year (A\$)	Share-based awards – Value vested during the year (A\$) <sup>(1)</sup>	Non-equity incentive plan compensation – Value earned during the year (\$)
Brad Gordon - <i>Chief Executive Officer</i>	-	1,635,000	-
Steve Smith - <i>Chief Financial Officer</i>	176,666	-	-
Vanessa Chidrawi - <i>General Counsel and Company Secretary</i>	363,333	-	13,276
Andrew Skalski - <i>Senior Manager, Business Support</i>	-	-	-
Gary Snow - <i>EGM Exploration and New Business</i>	-	-	11,007
Clayton Wenas - <i>EGM Indonesia</i> <sup>(2)</sup>	-	-	255,000

(1) Valuation is determined by the ASX closing price on the various vesting dates.

(2) Represents a discretionary bonus in respect of the 2012 year of \$5,000 and a sign-on bonus of \$250,000.

The Company does not offer pension plan benefits or defined contribution plans to its executives or other staff.

### viii) Termination and change of control benefits

Under the terms of each of the executive's employment agreements, other than the consultancy agreement entered into with respect to Mr Skalski, the Company has to make certain payments if there is a termination without cause, a termination following a change of control, a redundancy or a deemed termination. An estimate of the amount of these payments, assuming that the triggering event giving rise to such payments occurred on 31 December 2012, is set out in the table below.

Executive	Termination without cause (A\$)	Redundancy due to a Change of Control (A\$)	Redundancy & Severance (A\$)	Deemed Termination (A\$)	Resignation Notice Period (A\$)
Brad Gordon	317,316	-	-	634,632	3 months
Vanessa Chidrawi	222,127	238,575	211,047	222,127	3 months
Steve Smith	96,458	211,791	138,478	192,915	3 months
Gary Snow	92,650	185,300	99,777	185,300	3 months
Clayton Wenas	137,500	275,000	116,346	-	3 months
Andrew Skalski	296,400 <sup>(1)</sup>	-	-	-	2 months

(1) If the consultancy agreement relating to Mr Skalski's engagement with the Company is terminated without cause, the termination fee is payable to the Mr Skalski's employer.

#### Termination Without Cause

Executives, apart from the CEO and the General Counsel, are given three months' notice for terminations without cause. The CEO and the General Counsel are provided with six months' notice. The Company may require the executive to remain with the Company for all or part of the notice period, or provide payment in lieu. Payments are based on Base Salary plus Superannuation for all executives apart from the CEO. The CEO's provision is based on total salary. The CEO is entitled to a pro-rata STI payment for termination without cause.

#### Change of Control

To provide reassurance to particular executives if the Company becomes the subject of market speculation and to minimize the risk of resultant turnover of key executives at such a critical time, the Company's Redundancy Policy provides for an inducement for those executives to remain with the Company in such a period of uncertainty by providing a minimum payout of the equivalent of six months TFR as a redundancy payment. This inducement will not apply to all executives and it is at the discretion of the CEO to identify those executives to whom it may apply. This payment is not in addition to the normal payment provided by the Redundancy Policy (see heading "Redundancy" below). Instead a top up payment will be made to ensure that any payment made under the Redundancy Policy for redundancy notice and severance is at least equivalent to six months' TFR. The CEO and executives are entitled to pro-rata STI payments for a redundancy due to a Change of Control. The circumstance that will trigger the top up payment is a redundancy due to change of control.

Change of control means circumstances where control (direct or indirect) of the Company is altered from that subsisting at the date of the employee's job offer to initially join the Company. The change must arise by way of share sale, share issue, merger or consolidation, reconstruction, asset acquisition or disposal, exercise of rights under joint venture documents or any other agreement, arrangement or understanding, or by any other means whatsoever (including agreement to enter into any of these transactions).

It is acknowledged that effective control of the Company's Board may be altered even where less than 90% of the Company's Shareholders have accepted a takeover bid or where no merger has been completed. This clause seeks to provide clarity and ensure executives are equitably treated in the event of an effective change of control.

In these circumstances redundancy shall also be triggered by:

- the CEO determining that there is no position available for the executive at a level similar to that held by the executive immediately prior to the Change of Control occurring;
- the executive not having the appropriate skills, qualifications or experience, in the opinion of the CEO to continue in the position held by him/her immediately prior to the Change of Control occurring; or
- the executive's position being substantially altered with respect to remuneration, locality, duties or reporting hierarchy, any of which is unacceptable to the executive.

#### *Deemed Termination*

Six months' base salary plus superannuation is payable to executives, other than from the CEO, if:

- a) an executive's terms of employment become materially less favourable in terms of responsibilities, reporting line, or status of position becoming materially diminished; or
- b) if the Company requires the executive to relocate to an alternative place of employment which is greater than 50 kilometres from the current place of employment (or such other place of employment at the time the deemed termination has been agreed by the Executive) and that requirement is not accepted by the executive.

In addition, a pro-rated payment will be made in respect of long and short-term incentives that may have accrued at the date of the deemed termination, subject to any applicable performance threshold being met.

The CEO is provided with 12 months' TFR plus a pro-rated payment in respect of short-term and long-term incentives that may have accrued at the date of the deemed termination, subject to any applicable performance threshold being met in these circumstances.

#### *Redundancy*

A redundancy is defined as a circumstance where a particular role is no longer required. The Company's Redundancy Policy sets forth executive entitlements in the event of a redundancy. The CEO is not subject to the provisions of the Redundancy Policy.

Executives are entitled to redundancy notice commensurate with their period of continuous service as outlined in the Redundancy Policy. Redundancy notice may be required to be wholly or partially worked. Executives are entitled to severance pay commensurate with their period of continuous service as outlined in the Redundancy Policy.

In addition to redundancy and severance pay, upon redundancy executives will also be entitled to payment of unused annual leave, long service leave accumulated, and pro-rata STI bonus in accordance with months worked and subject to meeting performance targets. Executives may also be entitled to payment for all or part of their contractual notice period.

#### *Resignation or Retirement*

Executives are entitled to resign at any time on giving three months' notice during which time they may be required to work all or part of the notice period. In the event of resignation or retirement the Company is required to pay a lump sum payment made up of unpaid base salary and annual leave owing to the last day of the notice period.

#### **ix) Director compensation**

The Company's only executive director is its CEO, Mr Brad Gordon. Other than the details of Mr Gordon's compensation set out in this Form 51-102F6, Mr Gordon receives no other compensation for his services as a director.

Fees and payments to Non-executive Directors reflect the demands that are made on, and the responsibilities of, the Non-executive Directors. Non-executive Directors' fees and payments are reviewed annually by the Board. The Chairman is not present at any discussions relating to determination of his own remuneration. There are no retirement allowances for Non-executive Directors. Other than the Company's Non-Executive Directors' Share Plan under which Non-executive Directors may elect to take a portion of their remuneration in shares, Non-executive Directors do not receive share based compensation. The Company's Senior Executive Share Plan and its Employee Option Scheme do not apply to Non-executive Directors.

During 2012, the Company's Chairman received an annual fee of A\$120,000 plus compulsory superannuation, with the other Non-executive Directors receiving A\$70,000 per annum plus compulsory superannuation. In addition committee fees of A\$5,000 for a committee chairman and A\$3,000 for committee members were paid to Non-executive Directors other than the Company's Chairman. During a meeting of the Board held on 18 February 2012, the Non-executive Directors' remuneration was changed. Effective from 1 January 2012, the remuneration for the Company's Chairman was increased to an annual fee of A\$150,000 exclusive of compulsory superannuation and remuneration for Non-executive Directors was increased to an annual fee of A\$85,000 exclusive of compulsory superannuation. Committee fees remain unchanged. This is the first change since 2008. The amounts in the table below are expressed in United States dollars.

All reasonable expenses incurred by the Directors in attending meetings of the Board, committee meetings or Shareholders meetings, together with expenses properly and reasonably incurred by Directors in the conduct of the Company's business or in the discharge of directors' duties were paid by the Company.

Other than as disclosed in this Form 51-102F6 in relation to the CEO, Mr Gordon and in relation to the Non-executive Directors, the Company does not have any other share-based awards, option-based awards or non-equity incentive plan compensation for its directors.

Name	Year	Short-term benefits		Share Based Payment	Post-employment benefits		Total
	Twelve months to 31 December 2012	Cash salary and fees \$	Non-monetary benefits \$	Shares <sup>(1)</sup> \$	Superannuation \$	Retirement Benefits \$	
Non-executive directors:							
I. McMaster	2012	106,620	-	40,244	9,596	-	116,216
C. Jackson	2012	72,035	-	72,034	12,966	-	157,035
R. McDonald	2012	62,839	-	31,249	8,664	-	102,752
A. Roberts	2012	37,293	-	55,939	8,391	-	101,623
L. Curtis	2012	64,568	-	33,150	2,390	-	100,108
A. Machribe R.P <sup>(1)</sup>	2012	357,386	-	44,026	-	-	401,412
<b>Total</b>		<b>700,741</b>	<b>-</b>	<b>236,578</b>	<b>41,827</b>	<b>-</b>	<b>979,146</b>

(1) The salary and fees for Mr Machribe represents consulting fees of \$313,360 in respect of services performed in Indonesia and fees of \$44,026 as a director of the Company.

## MANAGEMENT CONTRACTS

Management functions of the Company are performed by the Directors or executive officers of the Company and not by any other person with whom the Company has contracted, other than the role of General Manager Project Development which is performed by Mr Skalski who is a contractor.

## INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

During the 12 month period ended 31 December 2012 none of the Directors, senior officers or key employees of the Company was indebted to the Company.

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

On 2 January 2012, Mr Machribe (Non-executive Director) and the Company entered into a consulting services agreement ("Agreement") whereby it was agreed that Mr Machribe would provide services in respect of the Company's Singaporean and Indonesian interests and provide any other additional services as requested by the Company under the terms of the Agreement. Mr Machribe's consulting services will be performed in Indonesia and shall be compensated based on agreed monthly instalments. The consulting fee is in addition to Mr Machribe's directors' fees.

Except as disclosed in this Notice of Meeting or in the 2012 Annual Report, no informed person, proposed Director or associate or affiliate of any informed person or proposed director has any material interest, direct or indirect in any transaction entered into by the Company since 1 January 2012 or in any proposed transaction of the Company.

## OTHER MATERIAL FACTS

For particulars of the Company's operations, please see the Annual Information Form and the 2012 Annual Report.

## CERTIFICATE AND APPROVAL OF DIRECTORS

The Notice of Meeting and the mailing of same to Shareholders have been approved by the Board.

Dated: 13 May 2013


By Order of the Board of Directors  
**Intrepid Mines Limited**



**Garry Gill**  
Company Secretary



## SCHEDULE A – BOARD CHARTER



**INTREPID MINES**  
**INTREPID MINES LIMITED**  
**BOARD CHARTER**

The Board of Directors (the “Board”) of Intrepid Mines Limited (the “Company”) is responsible for the stewardship of the business and affairs of the Company on behalf of shareholders by whom they are elected and to whom they are accountable. The Board is constituted and governed by the Company’s Constitution.

The Board shall be constituted with a majority of individuals who are independent Directors in accordance with the suggested best practises guidelines as outlined in Canadian National Instrument 58-201 – Corporate Governance Guidelines. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a Director’s independent judgment.

The Board shall appoint one Director as Chairman. The Chairman shall be an independent Director. The Chairman is responsible for the leadership of the Board and for specific functions to ensure the independence of the Board. The Executive Officers are accountable to the Board for all authority delegated to the positions. For the purposes of these Corporate Governance Policies Executive Officer shall be defined as any person holding the position of Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), Executive General Manager Exploration & New Business and General Counsel. The Managing Director shall be defined as the CEO.

The Board has the following overall responsibilities:

- in conjunction with management, establishing the direction and strategies for the Company and monitoring the implementation of those strategies; and
- monitoring compliance with regulatory requirements and setting the tone for ethical behaviour and standards.

The monitoring and ultimate control of the business of the Company is vested in the Board. The Board’s primary responsibility is to oversee the Company’s business activities and management for the benefit of the Company’s shareholders. The specific responsibilities of the Board include:

- selection, appointment, monitoring, evaluation, rewarding and if necessary the removal of the Executive Officers of the Company;
- in conjunction with management, development of the strategic planning process and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;
- monitor and review annually the success of management in implementing the approved strategies and plans;
- establishing appropriate levels of delegation to the Executive Officers to allow them to manage the Company’s operations efficiently;
- monitoring actual performance against planned performance expectations and reviewing operating information;
- appreciation of areas of significant business risk and ensuring arrangements are in place to adequately manage those risks;
- overseeing the management of safety and occupational health, environmental issues and community development;
- satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control processes are in place and functioning appropriately;
- ensuring that appropriate external audit arrangements are in place and operating effectively;
- developing the Company’s approach to corporate governance issues;



- having a framework in place to help ensure that the Company acts legally and responsibly on all matters consistent with the code of conduct; and
- reporting to shareholders.

Whilst at all times the Board retains full responsibility for guiding and monitoring the Company, in discharging its stewardship it makes use of committees. To this end the Board has established the following committees:

- Audit and Risk Committee
- Remuneration and Nomination Committee
- Safety and Social Responsibility Committee

Each Director has the right to seek independent professional advice on matters relating to his/her position as a Director of the Company at the Company's expense, subject to the prior approval of the Chairman, which shall not be unreasonably withheld.

The independent members of the Board shall meet regularly during the year without any member of the Company's management present. Generally these meetings will be held prior to regular Board meetings. Any material business items arising from these meetings shall be brought to the attention of the Company Secretary and such matters will be added to the agenda of the next regularly scheduled Board meeting.

In the event of a conflict of interest or where a potential conflict of interest may arise, involved Directors will, unless the remaining Directors resolve otherwise, withdraw from deliberations concerning the matter.

In accordance with the constitution of the Company, Directors (other than the Managing Director) must offer themselves for re-election by shareholders at least every three years. The Board does not specify a maximum term for which a Director may hold office.

The responsibility for the day-to-day operation and administration of the Company is delegated by the Board to the CEO and the Executive Officers. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Executive Officers and executive Directors.

## **Performance evaluation practices**

As part of the annual review of the performance of the Board, the appropriate size, composition and terms and conditions of appointment to and retirement from the Board are considered, (refer to retirement by rotation regulation 53 of the Constitution). The level of remuneration for non-executive Directors is considered with regard to practices of other public companies, external professional advice (if considered necessary) and the aggregate amount of fees approved by shareholders (as referenced to regulation 58 of the Constitution). The Board also reviews the appropriate criteria for Board membership collectively. The Board has established formal processes to review its own performance and the performance of individual Directors (including Managing Director), Committees of the Board and Executive Officers, at least annually.

## **Board**

A process has been established to review and evaluate the performance of the Board. The Board is required to meet annually with the specific purpose of reviewing the role of the Board, assessing its performance over the previous twelve months, including comparison with others, and examining ways of assisting the Board in performing its duties more effectively.

The annual review includes consideration of the following measures:

- comparison of the performance of the Board against the requirements of the Board charter;
- assessment of the performance of the Board over the previous twelve months having regard to the corporate strategies, operating plans and the annual budget;
- review the Board's interaction with management;
- identification of any particular goals and objectives of the Board for the next year;
- review the type and timing of information provided to the Directors; and
- identification of any necessary or desirable improvements to Board or committee charters.

The method and scope of the performance evaluation will be set by the Board and may include a Board selfassessment checklist to be completed by each Director. The Board may also use an independent adviser to assist in the review.



## **Committees**

Similar procedures to those for the Board review are applied to evaluate the performance of each of the Board committees. An assessment will be made of the performance of each committee against each charter and areas identified where improvements can be made.

## **Non-executive Directors**

The Chairman will have primary responsibility for conducting performance appraisals of non-executive Directors in conjunction with them, having particular regard to:

- contribution to Board discussion and function;
- degree of independence including relevance of any conflicts of interest;
- availability for and attendance at Board meetings and other relevant events;
- contribution to Company strategy;
- membership of and contribution to any Board Committees; and
- suitability to Board structure and composition.

Where the Chairman, following a performance appraisal, considers that action must be taken in relation to a Director's performance, the Chairman must consult with the remainder of the Board regarding whether a Director should be counselled to resign, not seek re-election, or in exceptional circumstances, whether a resolution for the removal of a Director be put to shareholders.

## **Chief Executive Officer and Chief Financial Officer**

The Board will annually review the performance of the CEO and CFO. At the commencement of each financial year, the Board, CEO and CFO will agree to a set of general Company specific key performance indicators to be used in the review of the forthcoming year.

These will include:

- the extent to which key operational goals and strategic objectives are achieved;
- development of management and staff;
- compliance with legal and Company policy requirements; and
- achievement of key performance indicators.

## **Other Executive Officers**

The Chief Executive Officer is responsible for assessing the performance of the remaining Executive Officers within the Company. This is to be performed through a formal process involving a formal meeting with each Executive Officer. The basis of evaluation of Executive Officers will be on agreed performance measures.

# MEMBERS' STATEMENT

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23 April 2013

Dear Fellow Shareholder,

**PLEASE VOTE YES TO ALL OUR RESOLUTIONS TO IMPLEMENT A NEW POSITIVE DIRECTION FOR OUR COMPANY.**

**Quantum Pacific and our associates are together greater than 5% shareholders in Intrepid Mines Limited (the Company), which has been one of the worst performing companies in the S&P / ASX 200 Index since April 2011. The share price has dropped a staggering 89% as of 12 April 2013. The current price represents only a small premium to the Company's cash holdings, implying that the value of what should be our flagship asset, the Tujuh Bukit Project ("Project"), is insignificant.**

**The Board of Directors ("Board") must be held accountable for this crisis in performance. Specifically:**

**1. Significant Expenditures made without Direct Interest in the Project**

Approximately US\$105.8 million of shareholder funds were spent on the Project (including US\$20 million in 2010, US\$32 million in 2011, US\$29.5 million in 2012) without direct interest in the Project, and despite the Project being located within a protected forest area that strictly prohibits open-pit mining. **Why didn't the Board restrict expenditure until legal protections were achieved?**

**2. Significant Deficiencies in Protecting Investment in the Project**

The Company lost its operational role in the Project when employees were asked to leave the site in July 2012, and on 17 December 2012 media reported the Company's joint venture partner transferred ownership of the Project. **Why has the Board been unable to secure direct interest in the Project after 5 years?**

**3. Issuance of 27,680,017 Shares for A\$1,000 without any Performance Conditions**

On 31 July 2012, the Company issued 27,680,017 ordinary shares ("Shares") to Indonesian businessman Surya Paloh for assisting with our Company's interests in Indonesia. The Shares were issued at a 99.98% discount to market (A\$1,000) with no specific performance conditions and no evident benefit having yet been achieved after nearly 9 months. **Why were 5% of Company shares issued effectively for free?**

**4. The Directors' Financial Interest Not Aligned with Shareholders**

Our Managing Director sold 2,907,587 Company shares (nearly his entire shareholding) in January 2011 at prices above A\$1.80 (near the share price all time high), shortly after a major share placement. Directors retain only an interest of less than 0.8% in our Company as of 31 December 2012. **Why do the Directors personally only retain 'token' shareholdings?**

**5. Pending Significant Lawsuit Related to the Joint Venture and Alleged Duress**

A former Project partner has filed a legal action in Indonesia against the Company alleging he was forced out of the Project under duress and intimidation. He is seeking to have the agreements between our Company and local partners declared invalid. **The severity of these allegations warrants an independent review.**

**6. Sale of Our ONLY Cash Producing Asset at a Very Low Price**

The Company sold its only cash-producing asset, Paulsens Gold Mine ("Paulsens"), in July 2010 to Northern Star Resources Ltd ("NST") for A\$40 million. NST then grew its market capitalisation by approximately 31x, with Paulsens being the only cash-producing asset. **Why did the Board sell this valuable asset?**

**Our Board has overseen the virtual destruction of shareholder value:**

- They have spent over US\$100m of our funds without adequate legal protection
- Have now 'lost' any option we had on our key asset, the Tujuh Bukit Project
- Issued 5% of our shares effectively for free

The Board now proposes to spend further cash reserves on legal claims of uncertain duration, cost and of unknown success.

**Our view is that the only viable course is to negotiate a binding legal agreement with the disputing parties and that the hostile approach taken by the Board makes such a negotiation impossible.**

**As shareholders, we have lost confidence in the Board and are requisitioning a General Meeting. By voting YES TO ALL PROPOSED RESOLUTIONS, you will be voting to remove five of the seven existing directors and appoint four new directors. These new directors collectively have the skills and experience needed to overcome the current leadership crisis and restore value to our Company's share price, including:**

1. A significant financial stake in the Company
2. Extensive prior experience in successfully resolving corporate disputes between Indonesian and international partners
3. Generating substantial returns for both international and local shareholders through resolving the above corporate disputes
4. Directly relevant executive-level operational and mining management experience

**UPON SUCCESSFUL VOTE ON ALL OUR RESOLUTIONS, WE PROPOSE A FIVE POINT ACTION PLAN:**

1. Immediately freeze all unnecessary cash expenditures
2. Undertake a comprehensive independent legal and financial review of the Company's position
3. Undertake **constructive** dialogue with the Indonesian partners and other key stakeholders
4. Focus on returning shareholder value by reaching a negotiated solution to achieve a direct interest in the Project
5. Not issuing further shares for nominal consideration without specific performance conditions

The proposed new Board Members are:

**Mr. Greg Mazur** (proposed CEO), a founding partner of Quantum Pacific Capital, has worked on projects valued at \$50 billion in 20 countries over 20 years, and was Managing Director, Head of Asian Energy & Resources of ABN Amro Bank.

**Mr. Paul Lim** has over 25 years of banking experience with international investment banks including Morgan Stanley, Deutsche Bank, and Bankers Trust primarily in Southeast Asia with a focus on Indonesia.

**Mr. Cliff Sanderson** (Independent; proposed Chairman) is a founder of Financial Services International (Australia) and a 26-year specialist in corporate restructuring and former Partner of Ernst & Young based in Indonesia.

**Mr. Campbell Baird** (Independent) has nearly 20 years of mining related experience. As former CEO of Focus Minerals, a Western Australia gold producer, he increased annual production by 4x to 176koz and raised more than \$200 million in equity capital.

In addition, we are proposing to retain two of the seven existing Company directors.


**THIS STATEMENT IS ISSUED BY THE CONCERNED SHAREHOLDERS WHO SIGNED THE SECTION 249D NOTICE REQUESTING THIS GENERAL MEETING**

**For further information please access our website [www.intrepidcrisis.com.au](http://www.intrepidcrisis.com.au) or call 1300 562 199 (outside Australia +61 2 8022 7902).**

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MR SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X 9X9

**Security Class**      ORDINARY SHARES

**Holder Account Number**

C1234567890      X X X

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## Form of Proxy - Special Meeting to be held on June 20, 2013

**This Form of Proxy is solicited by and on behalf of Management.**

### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy if available, will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

### 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 as they choose. 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.**

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Proxies submitted must be received by 9:00 p.m., Eastern Daylight Time, on Monday, June 17, 2013.**

### Lodge your vote:

#### By Mail:

Computershare Investor Services  
100 University Ave. 9th Floor  
Toronto, ON M5J 2Y1

#### By Fax:

1-866-249-775 (Within North America)  
416-263-9524 (Outside North America)

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**Appointment of Proxyholder**

I/We being holder(s) of INTREPID MINES LIMITED hereby appoint:

the Chairman of the Meeting

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting 2013 of shareholders of INTREPID MINES LIMITED to be held at the Stamford Plaza Hotel, Corner Edward & Margaret Streets, Brisbane, Queensland, on Thursday June 20, 2013 at 11:00 a.m. (AEST) and at any adjournment or postponement thereof.

MANAGEMENT STRONGLY RECOMMENDS VOTING AGAINST ALL RESOLUTIONS.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against
1. Removal of Ian Melville McMaster AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>
2. Removal of Colin George Jackson as a Director	<input type="checkbox"/>	<input type="checkbox"/>
3. Removal of Bradley Austin Gordon as a Director	<input type="checkbox"/>	<input type="checkbox"/>
4. Removal of Adrianto Machribie Reksohadiprodjo as a Director	<input type="checkbox"/>	<input type="checkbox"/>
5. Removal of Laurence Wilson Curtis as a Director	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of Gregory Chad Mazur as a Director	<input type="checkbox"/>	<input type="checkbox"/>
7. Appointment of Lim Yu Peng as a Director	<input type="checkbox"/>	<input type="checkbox"/>
8. Appointment of Clifford John Sanderson as a Director	<input type="checkbox"/>	<input type="checkbox"/>
9. Appointment of Campbell Clement Baird as a Director	<input type="checkbox"/>	<input type="checkbox"/>

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

