

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Horizonte Minerals PLC
26 Dover Street
London, England
W1S 4LY

Item 2 Date of Material Change

September 28, 2015

Item 3 News Release

A News Release was disseminated on September 28, 2015 through CNW Group.

Item 4 Summary of Material Change

Horizonte Minerals PLC consolidates Araguaia nickel project through acquisition of Glencore Project.

Item 5 Full Description of Material Change

For a full description of the material change, please see the attached News Release.

Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Jeremy Martin
Chief Executive Officer
+44 (0) 20 7763 7157

Item 9 Date of Report

October 13, 2015

28 September, 2015

HORIZONTE CONSOLIDATES ARAGUAIA NICKEL PROJECT THROUGH ACQUISITION OF GLENCORE PROJECT

28 September 2015 – Horizonte Minerals Plc, (AIM: HZM, TSX: HZM) ('Horizonte', 'HZM' or 'the Company') the nickel development company focused in Brazil, is pleased to announce that it has reached agreement to indirectly acquire through wholly owned subsidiaries in Brazil the advanced high-grade Glencore Araguaia nickel project (**'GAP'**) in north central Brazil (the **'Proposed Transaction'**). GAP combined with Horizonte's 100% owned high-grade Araguaia nickel project (**'Araguaia'** or **'Araguaia Project'**) creates one of the world's largest nickel saprolite projects in terms of size and grade, in a premier mining jurisdiction that has a defined path to feasibility.

Highlights

- The combination of GAP and Horizonte's Araguaia Project will create one of the largest saprolite nickel projects in the world (the **"Enlarged Project"**).
- Additional resources with potential to provide ore grading 2% nickel for the first 10 years of mine life.
- Higher nickel grades are expected to improve project economics delivering a shorter capital repayment period and a lower break even nickel price.
- Upfront consideration on closing of US\$2M to be satisfied through issue of HZM shares.
- Total acquisition cost US\$8M.
- Placing of new shares to raise £1.55M through existing cornerstone shareholders.

Commenting on the acquisition, Horizonte CEO Jeremy Martin said, "This is a game-changing transaction for Horizonte. We have been able to negotiate a unique transaction leveraging the current depressed commodity markets. The combination of the two projects will produce one of the largest undeveloped saprolite nickel resources globally. We are confident that we can generate ore for the first 10 years for the single line Rotary Kiln Electric Furnace (RKEF) plant grading +2% nickel. The effect this is expected to have on the Enlarged Project's economics is significant; having the potential to be one of the lower cost operations of its kind, with quicker capital repayment, while offering operational flexibility for increased annual production in the future. To integrate GAP we will need to re-optimize the mineral resources and update the mining and economic study before preparation of a feasibility study for the Enlarged Project.

Horizonte Minerals Plc

26 Dover Street, London W1S 4LY ■ Tel: +44 (0)20 7763 7157 ■ www.horizonteminerals.com

Registered in England & Wales no 5676866

“The consolidation of the Araguaia district is a major achievement for Horizonte. The Enlarged Project is ideally placed in the commodity cycle to be advanced with the aim of commencing production within the next five years when the supply / demand fundamentals for nickel are expected to be more favourable.

“Additionally we are pleased to announce the Company has raised £1.55M through its key cornerstone shareholders which is a strong endorsement for the transaction, the team and the new Enlarged Project. The Company is now well funded with over £3M in cash balances allowing us to advance the planned work on a Tier 1 project. We are now focussed on building the value, communicating the huge inherent value for the Company and advancing the Enlarged Project to Feasibility Study.

“We look forward to updating the market as we advance this exciting new opportunity.”

Project Details

The geological setting of GAP is similar to Horizonte’s Araguaia project. They are both located in Neo-Proterozoic Araguaia Fold Belt, a 1,000km long and 150km wide orogenic zone between the Amazon Craton to the west and the San Francisco Craton to the east. The nickel laterite deposits in both projects are developed on peridotites that form part of mafic-ultramafic complexes representing tectonic remnants of ophiolites emplaced in metasediments that form the western, external zone, of the Araguaia Belt.

The current GAP concessions contain three significant nickel laterite deposits, Serra do Tapa and Pau Preto (together: “**SdT**”), and Vale dos Sonhos (“**VdS**”). Exploration work in the original concessions was started by Falconbridge (later Xstrata Nickel) in 2003. By 2008 this work included the completion of over 2,500 diamond drill holes as part of a resource programme. Drilling on the SdT and VdS deposits was completed on 80m x 80m grids and on a 160m x 160m grid on the PP deposit. Small areas of closer spaced drilling were completed to evaluate short-scale variability.

The historical estimate for GAP at a 0.90% nickel cut-off is presented in Table 1 below. This estimate was prepared in accordance with the CIM Definition Standards on Mineral Resources and Mineral Reserves as published in the GlencoreXstrata Resources & Reserves Report 31 December 2013. The mineral resource estimation for GAP (“**historical estimate**”) is historic in nature. The key assumptions used to prepare the historical estimate are outlined below. The historical estimate for the SdT and VdS deposits used Ordinary Kriging into 40m x 40m x 2m blocks with Change of Support to 5m x 5m 2m blocks, utilising data from 1,302 diamond drill holes comprising 55,334 metres. The resource estimation for PP was derived by estimation into a 3D model using the nearest neighbour technique, utilising data from 177 diamond drill holes comprising 4,838 metres. Table 1 also

Horizonte Minerals Plc

presents the Araguaia mineral resource estimate at a 0.95% nickel cut-off from the Pre-Feasibility Study published by the Company in the technical report entitled, “**Prefeasibility Study (PFS) for the Araguaia Nickel Project Pará State, Brazil**” dated **25 March, 2014** (the ‘**Prefeasibility Study**’). Further analysis required on the historical estimate principally includes recalculation using the input parameters used to calculate the mineral resource estimate for Araguaia. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves and the Company is not treating the historical estimate as current mineral resources or mineral reserves. A review by the Company has indicated that the data preparation has been undertaken according to industry best practices and that the historical estimate has provided an appropriate basis for analysis conducted to date.

Table 1

Deposits	Ni cut-off grade	Measured Mineral Resources		Indicated Mineral Resources		Measured & Indicated Resources		Inferred Mineral Resources	
		Mt	% Ni	Mt	% Ni	Mt	% Ni	Mt	% Ni
GAP historical estimate *	0.90	16.1	1.44	89.0	1.31	105.1	1.33	18	1.3
Horizonte Araguaia Project **	0.95			72.0	1.33	72.0	1.33	25	1.2

*Source: GlencoreXstrata - Resources & Reserves Report 31 December 2013.

**Source: Horizonte Araguaia Project Prefeasibility Study dated 25 March 2014.

Transaction Details

Pursuant to a conditional asset purchase agreement (‘**Asset Purchase Agreement**’) between, amongst others, the Company and Xstrata Brasil Exploração Mineral Ltda (‘**Xstrata**’), a wholly-owned subsidiary of Glencore Canada Corporation (‘**Glencore**’), the Company has agreed to pay a total consideration of US\$8M to Xstrata, which holds the title to GAP. The consideration is to be paid according the following schedule;

- USD 2,000,000 in ordinary shares in the capital of the Company (‘**HZM Shares**’) (the ‘**Initial Consideration Shares**’), split between the SdT and VdS deposit areas and payable on the relevant closing date for such deposit area. The closing date is linked to the date on which HZM is registered as holder of such deposit areas by the National Department of Mineral Production of Brazil (‘**DNPM**’). HZM anticipates that such registration will occur in the next

Horizonte Minerals Plc

26 Dover Street, London W1S 4LY ■ Tel: +44 (0)20 7763 7157 ■ www.horizonteminerals.com
Registered in England & Wales no 5676866

five months but the time in which this is required to occur under the Asset Purchase Agreement can be extended for a period of up to a year. At the time of closing HZM will issue the Initial Consideration Shares at a price per Initial Consideration Share equal to the 5 day volume weighted average share price on AIM taken on the business day prior to the relevant closing. Following the Placing described below, Horizonte will not have sufficient share authorities to issue the Initial Consideration Shares. Accordingly, the Company intends to publish a circular convening a general meeting of its shareholders in order to consider and, if thought fit, approve resolutions to grant the directors the requisite authorities to issue and allot the Initial Consideration Shares (the “**Resolutions**”). The Proposed Transaction is conditional upon the Resolutions being passed;

- USD 1,000,000 after the date of issuance of a joint feasibility study for the Enlarged Project area, to be satisfied in HZM Shares (at the 5 day volume weighted average price taken on the tenth business day after the date of such issuance) or cash, at the election of Horizonte; and
- The remaining consideration will be paid in cash, as at the date of first commercial production from any of the resource areas within the Enlarged Project area.

In addition to the passing of the Resolutions, the Proposed Transaction remains subject to the registration of Horizonte’s wholly owned subsidiaries as the owner of the GAP project by the DNPM and is also conditional upon other customary conditions to closing.

The SdT deposit area concessions are subject to on-going litigation with a Brazilian third party. Glencore has disputed these claims. The parties have agreed certain protections including the receipt by HZM from Glencore of certain indemnities in respect of such litigation.

The Asset Purchase Agreement contains customary warranties regarding the GAP project and the parties’ ability to enter into the Proposed Transaction and is subject to customary termination rights.

The Placing

The Company further announces that it has raised £1,550,000 before expenses, by the placing (the “**Placing**”) for cash by finnCap, acting as agent for the Company, of 155,000,000 HZM Shares (the “**Placing Shares**”) at 1 pence per Placing Share.

The proceeds of the Placing will be used for general working capital purposes, to advance Araguaia and to integrate as appropriate the Enlarged Project. This will involve an integrated National Instrument 43-101 (“**NI 43-101**”) Mineral Resource Estimate, optimised mining schedule, updated financial model and work to advance the feasibility study.

Horizonte Minerals Plc

26 Dover Street, London W1S 4LY ■ Tel: +44 (0)20 7763 7157 ■ www.horizonteminerals.com
Registered in England & Wales no 5676866

Related Party Transaction

Henderson Global Investors ("Henderson") is subscribing for 45,000,000 Placing Shares in the Placing.

Following admission of the Placing Shares to trading on AIM ('Admission'), Henderson will have an interest in 114,052,667 HZM Shares representing 17.6% of the Company's enlarged issued share capital.

The subscription for Placing Shares by Henderson is considered a related party transaction pursuant to the AIM Rules for Companies because Henderson is a substantial shareholder in the Company.

The directors of Horizonte, having consulted with the Company's nominated adviser, finnCap, consider that the terms of the subscription for Placing Shares by Henderson are fair and reasonable insofar as the Company's shareholders are concerned.

Admission

The issue of the Placing Shares is being made from existing authorities granted to the Directors at the latest annual general meeting. Accordingly, the Placing is not subject to shareholder approval.

Application has been made for Admission of the Placing Shares and it is expected that such admission and dealings in the Placing Shares will occur on AIM on 2 October 2015. The Placing Shares will rank pari passu with the existing HZM Shares currently in issue. Following Admission, there will be 647,427,105 HZM Shares in issue.

The Placing is conditional upon Admission and the placing agreement between the Company and finnCap becoming unconditional and not being terminated in accordance with its terms.

TSX

Furthermore the Company has received conditional approval from the TSX and has relied upon the exemption in Section 602.1 of the TSX Company Manual to apply AIM Rules to the issuing of both the Initial Consideration Shares and the Placing Shares.

This press release was prepared under the supervision of David Hall, the non-executive chairman of the Company and a Qualified Person within the meaning of NI 43-101.

Horizonte Minerals Plc

26 Dover Street, London W1S 4LY ■ Tel: +44 (0)20 7763 7157 ■ www.horizonteminerals.com
Registered in England & Wales no 5676866

For further information visit www.horizonteminerals.com or contact:

Jeremy Martin	Horizonte Minerals plc	Tel: +44 (0) 20 7763 7157
David Hall	Horizonte Minerals plc	Tel: +44 (0) 20 7763 7157
Joanna Scott	finnCap Ltd (Corporate Broking)	Tel: +44 (0) 20 7220 0500
Christopher Raggett	finnCap Ltd (Corporate Finance)	Tel: +44 (0) 20 7220 0500
Felicity Winkles	St Brides Partners Ltd (PR)	Tel: +44 (0) 20 7236 1177
Lottie Brocklehurst	St Brides Partners Ltd (PR)	Tel: +44 (0) 20 7236 1177

About Horizonte Minerals:

Horizonte Minerals plc is an AIM and TSX-listed nickel development company focused in Brazil, which wholly owns the advanced Araguaia nickel laterite project located to the south of the Carajas mineral district of northern Brazil.

The Company is developing Araguaia as the next major nickel mine in Brazil, with targeted production by 2019.

The Araguaia Project, which has excellent infrastructure in place including rail, road, water and power, has a current NI 43-101 compliant Mineral Resource of 71.98Mt grading 1.33% Ni (Indicated) and 25.4Mt at 1.21% Ni (Inferred) at a 0.95% nickel cut-off; included in Resources is a Probable Reserve base of 21.2Mt at 1.66%Ni.

The Prefeasibility Study has been completed which underpins the robust economics of developing a mine with a targeted 15,000tpa nickel in ferro-nickel output with a 20% Fe-Ni product over a 25 year mine life utilising the proven pyrometallurgical process of Rotary Kiln Electric Furnace technology. At these production rates, the project has a post-tax NPV of US\$519m at a discount rate of 8% and an IRR of 20%, with a capital cost of US\$582m which puts this project in the lowest quartile of the cost curve.

Horizonte Minerals Plc

26 Dover Street, London W1S 4LY ■ Tel: +44 (0)20 7763 7157 ■ www.horizonteminerals.com
Registered in England & Wales no 5676866

PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION, RELEASE OR DISTRIBUTION WOULD BE UNLAWFUL.

The distribution of this Announcement and the Placing of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company that would permit an offering of such shares or possession or distribution of this Announcement or any other offering or publicity material relating to such shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company to inform themselves about, and to observe, such restrictions.

The information in this Announcement shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would require preparation of any prospectus or other offer documentation, or be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction.

No public offer of securities of the Company is being made in the United Kingdom, the United States, Canada or elsewhere. The information in this Announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act") nor the security laws of any state or other jurisdiction of the United States. The securities mentioned herein may not be offered or sold in the United States except pursuant to Regulation S under the Securities Act or another exemption from, or transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of securities in the United States.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain information contained in this press release constitutes "forward-looking information" under Canadian and other securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the anticipated closing date of the Proposed Transaction; the potential of the Company's current or future property mineral projects; the success of exploration and mining activities; cost and timing of future exploration, production and development; the estimation of mineral resources and reserves and the ability of the Company to achieve its goals in respect of growing its mineral resources; and the realization of mineral resource and reserve estimates. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: the ability and willingness of the parties to the Asset Purchase Agreement to meet the closing conditions set forth therein, the occurrence of any event, change or other circumstances that could give rise to the termination of the Asset Purchase Agreement; the risk that any condition to closing of the Asset Purchase Agreement, including the passing of the Resolutions, may not be satisfied; exploration and mining risks, competition from competitors with greater capital; the

Horizonte Minerals Plc

26 Dover Street, London W1S 4LY ■ Tel: +44 (0)20 7763 7157 ■ www.horizonteminerals.com

Registered in England & Wales no 5676866

Company's lack of experience with respect to development-stage mining operations; fluctuations in metal prices; uninsured risks; environmental and other regulatory requirements; exploration, mining and other licences; the Company's future payment obligations; potential disputes with respect to the Company's title to, and the area of, its mining concessions; the Company's dependence on its ability to obtain sufficient financing in the future; the Company's dependence on its relationships with third parties; the Company's joint ventures; the potential of currency fluctuations and political or economic instability in countries in which the Company operates; currency exchange fluctuations; the Company's ability to manage its growth effectively; the trading market for the ordinary shares of the Company; uncertainty with respect to the Company's plans to continue to develop its operations and new projects; the Company's dependence on key personnel; possible conflicts of interest of directors and officers of the Company, and various risks associated with the legal and regulatory framework within which the Company operates.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

For the avoidance of doubt, none of Glencore, Xstrata or any other member of the Glencore group make any statements, forward looking or otherwise, in respect of any of the matters set forth herein. Without limiting the generality of the foregoing, any historical estimates referred to herein that have been obtained from Glencore, Xstrata or any other member of the Glencore group through publicly available information are strictly historical in nature and provided for information purposes only, and do not constitute a basis for predicting the future performance or results of the Enlarged Project and/or the Company respectively. All forward-looking statements set forth herein have been made solely by the Company and Glencore, Xstrata and the rest of the Glencore group hereby disclaim any responsibility for all such forward looking statements.

Horizonte Minerals Plc

26 Dover Street, London W1S 4LY ■ Tel: +44 (0)20 7763 7157 ■ www.horizonteminerals.com
Registered in England & Wales no 5676866