



Bastion Minerals Limited ACN 147 948 883

PROSPECTUS

in relation to an offer of up to 30,000,000 New Shares at \$0.20 per New Share to raise a minimum of \$5,000,000 and a maximum of \$6,000,000

The Offer closes at 7pm (Sydney time) on 5 March 2021

This Prospectus is important, and should be read in its entirety before any investment decision regarding the Shares offered under this Prospectus is made. If after reading this Prospectus, you have any questions, whether about the Company, the Offer or otherwise, you should contact your independent professional adviser. In particular, you should consider the risks that could affect the financial performance of the Group (including the risk factors set out in Section 7) in detail before deciding whether or not to invest in the Company. The Shares offered under this Prospectus should be considered speculative in nature.

Important Notices

General

This Prospectus is dated 3 February 2021 and was lodged with ASIC on that date. None of ASIC, ASX or their respective officers or employees takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is issued by Bastion Minerals Limited (ACN 147 948 883) (**Company**) and contains an invitation to eligible persons to acquire fully paid ordinary shares in the Company at an issue price of \$0.20 per Share.

It is important that you read this Prospectus carefully and in full before deciding whether to subscribe for Shares and invest in the Company. In particular, you should consider the risk factors set out in Section 7 which could affect the financial performance of the Group in light of your personal circumstances (including financial and taxation issues).

Interpretation

In this Prospectus:

- a reference to “the Company”, “Bastion”, “we”, “our” or “us” is to Bastion Minerals Limited (ACN 147 948 883);
- a reference to “you” or “your” is to a person to whom the Offer is made (see further Section 8.6(a)) and, where the context permits, any professional adviser of such person;
- a reference to “Section” is to a section of this Prospectus;
- the words “include”, “including”, “for example”, “such as” and similar expressions are not used as words of limitation and, when introducing specific examples, do not limit the meaning of the words to which those examples relate or examples of a similar kind; and
- headings, boldings, italics and underlines are for convenience only and do not affect the interpretation of this Prospectus.

Defined terms

Some of the terms used in this Prospectus have defined meanings. These are capitalised and are defined in the Glossary in Section 13.

Exposure Period

The Corporations Act prohibits the Company from processing Applications to subscribe for Shares offered under this Prospectus within the first seven days after the date of this Prospectus. This period is known as the “Exposure Period”, and may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. During this period, this Prospectus will be made generally available to the public in electronic form, without the Application Form, on the Company’s website: <https://www.bastionminerals.com/>. Applications received during the Exposure Period will not be processed until after the expiry of that period. No preference will be conferred on Applications received during the Exposure Period.

Expiry date

No Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Not financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your financial and investment objectives, financial situation or particular needs (including financial or taxation issues).

It is important that you read this Prospectus carefully and in full before deciding whether to invest in the Company. In particular, in considering the prospects of the Group (including the Company), you should consider the risks that could affect the financial performance of the Group. You should carefully consider these risks in light of your financial and investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent and qualified professional adviser if you have any questions.

Some of the risks that prospective investors and their professional advisers should consider before deciding whether to invest in the Company are set out in Section 7. There may be additional risks to those set out in Section 7 that should be considered in light of your personal circumstances.

No cooling-off rights

Cooling-off rights do not apply to an investment in Shares issued under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

ASX listing

The Company will apply for admission to the Official List of ASX and quotation of the Shares (including all New Shares issued under the Offer) on ASX as soon as practicable, but in any case within seven days, after the date of this Prospectus.

The fact that ASX may grant approval for the Company to be admitted and the Shares to be quoted on ASX should not be taken as an indication of the merits of the Group or the Shares being offered for subscription under this Prospectus.

The Company does not intend to issue any Shares pursuant to this Prospectus unless and until permission has been granted for the Shares to be quoted on ASX on terms acceptable to the Company. If permission is granted, quotation of the Shares on ASX will commence as soon as practicable after initial holding statements are despatched.

If permission is not granted before the end of three months after the date of this Prospectus (or such longer period permitted by the Corporations Act or with the consent of ASIC), the Offer will be withdrawn and all Application Money received by or on behalf of the Company will be refunded to Applicants, without interest, within the time prescribed by or otherwise permitted in accordance with the Corporations Act.

Geographical restrictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. Persons residing in any such jurisdiction who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of law.

This Prospectus does not constitute an offer to issue or sell, or invitation to apply for or buy, New Shares in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation. No action has been taken to register or qualify this Prospectus, the New Shares or the





Offer, or to otherwise permit a public offering of the New Shares, in any jurisdiction other than Australia.

Before making an Application for New Shares, it is your personal responsibility, as an investor, to ensure that you have complied with the applicable laws of each jurisdiction that may be relevant to your Application. By submitting an Application Form, you are taken to have warranted and represented to the Company that you are not restricted by law from applying for New Shares and have observed the applicable laws of all relevant jurisdictions in making the Application.

Notice to U.S. residents

This Prospectus may not be distributed to, or relied upon by, persons in the U.S. New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the U.S. and may not be offered or sold, directly or indirectly, in the U.S., except in a transaction exempt from, or not subject to, registration under the U.S. Securities Act and applicable state securities laws of the U.S. Hedging transactions involving Shares (including New Shares) may not be conducted except in accordance with the U.S. Securities Act.

Obtaining a copy of this Prospectus

You can obtain a hard copy of this Prospectus, free of charge, by calling the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 9.00am and 5.00pm (AEST), Monday to Friday, during the Offer Period.

This Prospectus is also available in electronic form to any prospective investor that is resident in Australia at the Company's website: <https://www.bastionminerals.com/>.

Any person accessing the electronic version of this Prospectus for the purpose of lodging an Application Form for New Shares must be an Australian resident and must only access the information from within Australia. New Shares will only be issued on the basis of the electronic version of this Prospectus if the Company or the Share Registry has received a printed copy of the Application Form accompanying the electronic version of this Prospectus, or the lodgement of a completed

Online Application Form. If you access the electronic version of this Prospectus, you should ensure that you download and consider the document in full.

By submitting an Application Form, you are taken to have warranted and represented to the Company that you were given access to the Prospectus, together with the Application Form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is attached to, or accompanied by, a paper version of this Prospectus or a complete and unaltered electronic version of this Prospectus.

Disclaimer

In making a decision as to whether or not to invest in the Company and apply for New Shares, you should only rely on the information contained in this Prospectus. No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company, the Board or any other person in connection with the Offer.

The Company's website (<https://www.bastionminerals.com/>) and its contents do not form part of this Prospectus and are not to be interpreted as part of, nor incorporated into, this Prospectus.

Except to the extent required by law, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of the Company or any other Group Member, the repayment of capital by the Company, the payment of a return on the Shares (including New Shares) or the future value of the Shares (including New Shares). The business, financial condition, operating results and prospects of the Company and the Group may change after the date of this Prospectus. Any new or change in circumstances that arise after the date of this Prospectus will be disclosed by the Company to the extent required and in accordance with the Corporations Act.

Forward looking statements

Some of the statements appearing in this Prospectus are in the nature of forward looking statements, including statements of intention, opinion and belief and predictions as to possible future events. Such statements are not statements of fact and are subject to inherent risks and uncertainties (both known and unknown) which may or may not be within the control of the Company. You can identify these statements by words such as "aim", "anticipate", "assume", "believe", "could", "estimate", "expect", "goal", "intend", "may", "objective", "plan", "predict", "potential", "positioned", "should", "target" and other similar expressions that are predictions or indicative of future events and trends.

Although the Directors believe that the expectations reflected by the forward looking statements in this Prospectus (including the assumptions on which they are based) are reasonable as at the date of this Prospectus, no assurance can be given that such expectations or assumptions will prove to be correct. Actual outcomes, events or results may differ – possibly to a material extent – from the outcomes, events or results expressed or implied in any forward looking statement in this Prospectus. Factors that may cause such differences include the risks described in Section 7 of this Prospectus. You are urged to consider these factors carefully in evaluating the forward looking statements contained in this Prospectus, and are cautioned not to place undue reliance on such statements.

None of the Company, any other Group Member or their respective directors, officers, employees or advisers, nor any other person named in or involved in the preparation of this Prospectus, makes any representation, warranty or guarantee (expressed or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement in this Prospectus, or any outcome expressed or implied in any such statement.

The forward looking statements in this Prospectus reflect views held only as at the date of this Prospectus. The Company does not intend to publicly update or revise such statements to reflect new or changes in circumstances arising after the date of this Prospectus except to the extent required by the Corporations Act.

Important Notices

continued

Market data and industry forecasts

Some of the statements in this Prospectus have been made based on market data and industry forecasts obtained from industry publications, third party market research and publicly available materials. These publications and materials generally state that the information contained in them have been obtained from sources that are believed to be reliable. However, the Company has not independently verified the accuracy and completeness of such information.

Statements of past performance

This Prospectus includes information regarding the past performance of the Group. You should be aware that past performance is not indicative of future performance.

Privacy

The Application Form accompanying this Prospectus requires you to provide information that may be "personal information" for the purposes of the Privacy Act 1988 (Cth) (**Privacy Act**) to the Company, other Group Members, their respective officers, employees, agents, contractors, third party service providers (such as the Share Registry) (collectively, **Collecting Parties**). The personal information collected may include your full name, date of birth, address and phone number.

The collection and management of your personal information will be conducted in accordance with the Privacy Act, which governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information.

The personal information that the Collecting Parties collect from you on the Application Form will be used to evaluate your Application for New Shares and if your Application is successful, to issue securities in the Company to you and provide services and appropriate administration in relation to your security holdings in the Company. In particular, if you become a security holder in the Company, the Corporations Act, ASX Settlement Operating Rules and Australian taxation legislation require that the Company includes information about you (including your name, address and details of the securities that you held) in its public register.

The information contained in the Company's public register must remain there even if you cease to be a security holder. Information contained in the Company's registers may be used, from time to time, to:

- facilitate dividend and distribution payments;
 - facilitate corporate communications (including the Company's financial results, annual report and other information that the Company may wish to communicate to its security holders);
 - inform security holders about other products and services offered by the Group that it considers may be of interest to security holders; and
 - comply with legal and regulatory requirements.
- The types of agents and service providers that may be provided with your personal information and the circumstances in which such information may be shared include:
- the Company's share registry for ongoing administration of the Company's share register;
 - printers and mail houses for the purpose of preparing, distributing and mailing statements and other communications;
 - market research companies for the purpose of analysing the Company's investor base; and
 - legal and accounting firms, auditors, contractors, consultants and other professional advisers for the purpose of administering the Shares and advising on the Group's rights and obligations with respect to Shareholders and associated actions.

If the Collecting Parties are obliged to do so by law, your personal information will be passed on to other parties in accordance with legal requirements. Once personal information is no longer needed for the Company's records, the Collecting Parties will destroy or de-identify it.

By submitting an Application Form, you agree that the Collecting Parties may:

- hold and use any information on your Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company and other Group Members, their respective officers, employees,

agents, contractors, third party service providers (including printers, mailing houses) and professional advisers, and to ASX, ASIC and other regulatory authorities; and

- disclose your personal information to recipients both in Australia and in other jurisdictions for the purposes set out in this privacy disclosure statement or as otherwise required by law.

If you do not provide the information required on the Application Form, the Collecting Parties (as relevant) may not be able to accept or process your Application.

You have a right to gain access to the information that the Collecting Parties hold about you subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the relevant Collecting Party's registered office. If you wish to make an access request to the Company or the Share Registry, please direct your request to the Privacy Officer at david.nolan@bastionminerals.com.

Currency and time

Unless otherwise specified in this Prospectus, a reference to a monetary amount is a reference to that amount in Australian dollars and a reference to a time is a reference to Australian Eastern Standard Time (including, when applicable during the course of a year, Australian Eastern Standard Daylight Saving Time) (AEST).

Rounding adjustments

Some of the numerical figures included in this Prospectus have been subject to rounding adjustments. Accordingly, the numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

Photographs and diagrams

Photographs used in this Prospectus should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets or equipment shown are owned or used by the Group. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available as at the date of this Prospectus.



Questions

If you have any other questions in relation to the Offer, please contact the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 9.00am and 5.00pm (AEST), Monday to Friday, during the Offer Period.

If you have any questions about whether or not to invest in the Company and apply for New Shares, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent and qualified professional adviser. This is an important document that should be read in its entirety before making any investment decision.

Table of contents

Key Information	4
Letter from the Chair	5
1. Investment Overview	6
2. Company Overview	20
3. Independent Geologist's Report	28
4. Solicitor's Report on Title	128
5. Financial Information	224
6. Independent Limited Assurance Report	234
7. Key Risk Factors Associated with Investing	238
8. Details of the Offer	244
9. Key People, Interests and Benefits and Corporate Governance	254
10. Material Contracts	262
11. Additional Information	266
12. Directors' Authorisation	275
13. Glossary	276
Corporate Directory	279

Key Information

Key Indicative Dates*

Prospectus is lodged with ASIC	3 February 2021
Offer opens	18 February 2021 **
Offer closes	7pm (AEST) on 5 March 2021
New Shares validly subscribed for under the Offer are issued	12 March 2021
Holding statements for New Shares are dispatched	16 March 2021
Commencement of trading of Shares (including New Shares) on ASX	17 March 2021 ***

Unless otherwise indicated, all times are AEDT.

* Other than the date of lodgement of this Prospectus with ASIC, the above dates are indicative only and subject to change. The Company reserves the right to vary the dates and times of the Offer, including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date or to accept late Applications for New Shares (either generally or in particular cases), without notifying any recipient of this Prospectus or any Applicants. The Company also reserves the right to cancel or withdraw the Offer at any time before New Shares are issued to successful Applicants. If the Offer is cancelled or withdrawn before the issue of the New Shares, all Application Money received by or on behalf of the Company will be refunded to Applicants, without interest, within the time prescribed by or otherwise permitted in accordance with the Corporations Act.

** The Corporations Act prohibits the Company from processing Applications for New Shares in the first seven days after the date of the Prospectus. This period – known as the “Exposure Period” – may be extended by ASIC by up to a further seven days. The Company has allowed for an Exposure Period of 14 days prior to the anticipated opening of the Offer. You are encouraged to submit your Application as soon as possible after the Offer opens.

*** The quotation and commencement of trading of Shares is subject to confirmation by ASX.

Key offer statistics and financial ratios

	Assuming Minimum Subscription achieved	Assuming Maximum Subscription achieved
Offer Price	\$0.20 per New Share	
Total number of New Shares offered under this Prospectus	Up to 30,000,000	
Gross proceeds of the Offer ¹	\$5,000,000	\$6,000,000
Total number of Shares on issue as at Listing	73,878,076	78,878,076
Indicative market capitalisation at the Offer Price ²	\$14,775,615	\$15,775,615

1. Based on the Offer Price and the total number of New Shares that are expected to be issued under the Offer assuming the Minimum Subscription or Maximum Subscription (as applicable) is achieved.

1. Market capitalisation refers to the total market value of the Shares that the Company has on issue at the relevant time. It is calculated here as the total number of Shares that are expected to be on issue as at Listing multiplied by the Offer Price. Prospective investors are cautioned that Shares may not trade at the Offer Price after Listing.

How to invest

Applications for New Shares can only be made by completing and lodging the Application Form attached to or accompanying this Prospectus (including the Online Application Form). Instructions on how to apply for New Shares are set out in Section 8.

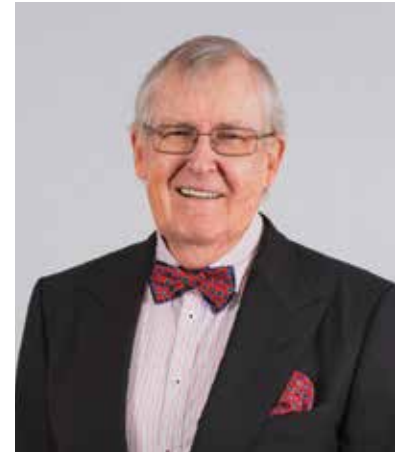
Letter from the Chair



Dear Investor,

On behalf of the Board of Bastion Minerals Limited (**Bastion** or the **Company**), it is my pleasure to present this Prospectus and invite you to consider becoming a Shareholder of the Company.

Bastion was established to identify high-quality precious and base metal projects in the mineral-rich mining regions of the Coastal Cordillera in the Atacama Region in northern Chile. The Coastal Cordillera region is host to multiple world-class gold projects (including the Maricunga Belt) and copper deposits. The region has well established infrastructure, mining service providers and an experienced mining workforce. Large areas of the Coastal Cordillera remain relatively unexplored despite high level of prospectivity. Bastion via its in-country experienced team has been able secure rights to three district scale gold and copper projects in-line with the Company's strategy. An overview of Bastion and the Projects is set out in Sections 2.2 and 2.3.



Chile has a long and rich mining history. Bastion's Projects comprise three district scale gold and copper projects, known as the Capote, Garin and Cometa Projects. Collectively, these tenements cover a combined area of approximately 146.41 km². The Projects are marked by old workings or historical mine sites but have received very little attention by modern exploration methods except surface sampling and geological mapping.

Bastion is focussed on creating value for Shareholders at peak value points in the mine-life cycle by progression of Projects from discovery towards development.

This Prospectus is seeking to raise a minimum of \$5,000,000 and a maximum of \$6,000,000 through the issue of Shares at an issue price of \$0.20 per Share under the Offer. The purpose of the Offer is to provide sufficient funds to systematically explore and develop the Projects along with implementing a growth strategy to seek out further exploration and acquisition opportunities in Chile.

Actions for prospective investors

This Prospectus contains detailed information about the Offer, the financial position, operations, management team, future plans and material risks associated with an investment in the Company. Before applying for New Shares, you should satisfy yourself, as a prospective investor in the Company, that you have a sufficient understanding of the risks involved in making an investment in the Company (see Section 7 for further details).

The Offer is currently scheduled to open on 18 February 2021 and close at 7pm (AEST) on 5 March 2021, unless varied by the Company at the discretion of the Board (**Closing Date**). You are encouraged to submit your Application as soon as possible after the Offer opens. The Directors reserve the right to close the Offer early once fully subscribed.

I encourage you to read this document carefully and in its entirety before making an investment decision.

On behalf of my fellow Directors, I look forward to welcoming you as a Shareholder of the Company.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'R Stagg', written in a cursive style.

Ralph Stagg
Chair of Bastion Minerals Limited

1. Investment Overview

This Section contains an overview of key information regarding the Company, the Group and the Business, and frequently asked questions regarding the Offer. This overview is intended to be a summary only and should be read in conjunction with the more detailed information contained elsewhere in this Prospectus, including, in particular, the cross-referenced sections referred to in the third column of the table below.

1.1 The Company and Group

Item	Summary	Further information
<p>Who is the Company?</p>	<p>Bastion Minerals Limited (Bastion or the Company) was incorporated in Queensland on 20 December 2010 as an Australian proprietary company named “Comet Exploration Pty Ltd”. On 20 December 2012, the Company converted to a public company known as “Comet Exploration Limited”. It changed its name to “Bastion Mineral Limited” on 24 September 2020.</p> <p>The Company’s main activities currently focus on exploration for, and subsequent development and mining of, gold, silver and copper deposits at the Capote, Garin and Cometa projects (together, the Projects) in Chile.</p> <p>Bastion holds its interests in the Projects through its Chilean subsidiary, Sociedad Contractual Minera Constelación (SCM Constelación). Bastion holds 99.99% of the total issued share capital of SCM Constelación, with the remaining 0.01% held by the estate of Henry Edward Cecil Floyd (Minority Shareholder). The Minority Shareholder’s interest in SCM Constelación:</p> <ul style="list-style-type: none"> - entitles the Minority Shareholder to 0.01% of any dividends paid by SCM Constelación and 0.01% of any surplus in the event of a winding up; and - does not entitle the Minority Shareholder to appoint any directors of SCM Constelación or to affect Bastion’s ability to manage SCM Constelación and its affairs. <p>Bastion’s Projects comprise three areas of interest (in the form of granted exploration licences), known as the Capote, Garin and Cometa Projects. Collectively, these tenements cover a combined area of approximately 146.41 km². The Projects lie within part of the Coastal Cordillera and are considered prospective for gold (Au), silver (Ag), copper (Cu), lead (Pb), and zinc (Zn) mineralisation formed in porphyry- epithermal or iron oxide copper-gold (IOCG) settings. The Projects are marked by old workings or historical mine sites but have received little attention by modern exploration methods except surface sampling and geological mapping.</p> <p>Capote Project</p> <p>In the Capote project area, Cretaceous granodiorite intrudes Paleozoic sedimentary rocks in the west and Mesozoic andesitic rocks in the east. The granodiorite and the country rock have been further cut by younger andesitic dykes that could have been associated with the emplacement of the granodioritic batholith or related to a later tectonic event. Gold mineralisation is hosted within quartz, carbonate, iron oxide veins with variable amounts of secondary chrysocolla after primary Cu mineralisation. Vein widths range from one to tens of metres and strike lengths from tens of metres to hundreds of metres at the historical San Juan mine site. Cu, Pb and Zn sulphides commonly accompany Au mineralisation. The presence of auriferous veins accompanied by varying amounts of Cu, Pb and Zn sulphides might represent a surface expression of an underlying IOCG system.</p>	<p>Sections 2.1 and 2.2</p>



Item	Summary	Further information
	<p>Garin Project The Garin Project is marked by a large zonal alteration in the centre of the project area, where a phyllic alteration zone is rimmed by a chlorite-epidote alteration zone. Mineralised quartz- carbonate veins with various amounts of base and precious metals are present at various prospects of the project. The occurrence of the large zonal alteration together with mineralised base metals and Ag veins with elevated Au grades may suggest the potential presence of an epithermal-porphyry system in this area. The mineralised veins might have formed at a sub- epithermal level while the alteration zones probably represent the roof of a porphyry system.</p> <p>Cometa Project The Cometa Project covers the contact between a monzodiorite intrusion and a succession of Early Cretaceous andesitic and volcanoclastic rocks. A major northeast-trending fault and a set of secondary northwest trending faults dissect the area. Along this major structural corridor and lithological contact, iron oxide-bearing hydrothermal breccia with various amounts of Cu oxide minerals are present. Stratabound hydrothermal breccia supported by a magnetite-carbonate matrix with Cu oxide mineralisation is also present. The sampling results together with presence of hydrothermal breccia and veins provide immediate targets for potential IOCG-type mineralisation.</p>	
<p>Is there an Independent Geologist's Report in relation to the Projects?</p>	<p>The Company has engaged SRK Consulting (Australasia) Pty Ltd to prepare an Independent Geologist's Report in relation to the Projects. This report provides information on:</p> <ul style="list-style-type: none"> - the location of the Projects; - the geology, mineralisation and resource data for the Projects; and - the Group's exploration strategy and budget. 	<p>Section 3</p>
<p>Is there a tenement report in relation to the Projects?</p>	<p>The Company has engaged Ossa & Alessandri to prepare a Solicitor's Report on Title in relation to the Projects. This report provides the following information:</p> <ul style="list-style-type: none"> - details of the tenements; and - an overview of relevant law. 	<p>Section 4</p>

1. Investment Overview

continued

1.2 Business model

Item	Summary	Further information
What is the Company's business model?	<p>Following completion of the Offer, the Company's proposed business model will be to further explore and develop the gold and copper targets at the Capote, Garin and Cometa Projects.</p> <p>The Company's main objectives will be to:</p> <ul style="list-style-type: none">- systematically explore and seek to develop the Capote, Garin and Cometa Projects;- focus on mineral exploration or resource opportunities that have the potential to deliver growth for Shareholders (as set out in Section 2.5); and- implement a growth strategy to seek out further exploration and acquisition opportunities in Chile (as set out in Section 2.5). <p>The funds from the Offer, together with existing cash reserves will allow the Company to further progress this business model.</p>	Section 2.3
How will the Group generate income?	<p>The completion of the Offer will provide the Company with the necessary funding to explore and develop the Projects.</p> <p>Additionally, the Company intends to generate income through the following strategies:</p> <ul style="list-style-type: none">- advancing the current portfolio of Projects (Capote, Garin and Cometa) (where possible) from exploration stage projects to development and highly economic mining projects; and- maintaining a pipeline of additional gold, silver and copper projects through acquisition of projects within Chile.	Section 2.3
What are the key dependencies of the Company's business model?	<p>The key factors for the Company to meet its objectives are:</p> <ul style="list-style-type: none">- reliance upon key personnel and management;- the successful completion of the Offer and the admission of the Company to the Official List; and- raising sufficient funds to explore and develop potential resource opportunities at the Capote, Garin and Cometa Projects.	Section 2.4



1.3 Risks of the Business

The business, assets and operations of the Group are subject to certain risk factors that have the potential to influence future operating and financial performance. These risks may have an impact on the value of an investment in New Shares. The Board aims to manage these risks by carefully planning its activities and implementing mitigating risk control measures. Some risks are unforeseeable and so the extent to which these risks can be effectively managed is somewhat limited.

Set out below are some of the specific key risks to which the Group is exposed. Further general risks associated with an investment in the Company are outlined in Section 7.

Item	Summary	Further information
Exploration	<p>Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of any of the Group's Projects, or any other tenements that may be acquired by the Group in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>The future exploration activities of the Group may be affected by a range of factors, including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Group.</p>	Section 7.1(a)
Tenement applications and licence renewal	<p>The Company cannot guarantee current and any additional applications for tenements made by the Group will ultimately be granted, in whole or in part. Further the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.</p>	Section 7.1(b)
COVID-19	<p>The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company is unknown. The Company's Share price after Listing may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Group's operations (including access to the Group's tenements and the working conditions of the Group's personnel) and are likely to be beyond the control of the Company.</p>	Section 7.1(c)
Main operations in Chile and land access	<p>While Chile is considered to be one of South America's most politically stable and prosperous nations, it may nevertheless be subject to social and economic uncertainty. Civil and political unrest and outbreaks of hostilities in Chile could affect the Group's access to its projects and subsequent exploration and development.</p> <p>Adverse changes in government policies or legislation in Chile affecting foreign ownership of mineral interests, taxation, profit repatriation, royalties, land access, labour relations, and mining and exploration activities may affect the operations of the Group.</p>	Section 7.1(d)
Earthquake	<p>Chile is seismically active and prone to frequent earthquakes and occasional tsunamis. Any such event may result in operational delays to the Group's operations.</p>	Section 7.1(e)

1. Investment Overview

continued

Item	Summary	Further information
Mine development	<p>Possible future development of a mining operation at the Group's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.</p> <p>If the Group commences production, its operations may be disrupted by a variety of risks and hazards (including those which are beyond its control), including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Group will achieve commercial viability through the development or mining of its projects.</p>	Section 7.1(f)
Gold and copper prices	<p>Changes in the market prices of gold and copper will affect the profitability of the Group's operations and its financial condition in the future, if the Group enters production. The Group's revenues, profitability and viability will depend on the market prices of gold and copper produced from the Group's projects. The market prices of gold and copper is set by the world market and is affected by numerous factors beyond the Company's control, including demand and currency exchange rates.</p>	Section 7.1(g)
Commercial viability	<p>No assurances can be given that the Group will achieve commercial viability through the successful exploration or mining of its projects. Until the Company can realise value from its projects, it is likely to incur ongoing operating losses.</p>	Section 7.1(h)
Climate change	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <ul style="list-style-type: none"> - the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and - climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. 	Section 7.1(i)
Environmental	<p>The operations and the proposed activities of the Group are subject to Chilean laws and regulations concerning the environment. As with most exploration projects and mining operations, the Group's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.</p>	Section 7.1(j)



Item	Summary	Further information
Future financing risk	<p>In order to successfully develop the Projects, and for production to commence, the Group will likely be dependent on the need to secure further financing in the future, in addition to the amounts raised pursuant to the Offer, if the estimates in the budget prove to be insufficient, or unforeseen circumstances arise. Please refer to Section 5.1(c) of this Prospectus for further information regarding the Company's ability to continue as a going concern. The Company may then seek development capital through equity, debt, joint venture financing or through the sale or possible syndication of its tenements.</p> <p>Any additional equity financing will be dilutive to the Shares (and may be dilutive to Shareholders to the extent that they do not participate in any additional equity financing), may be undertaken at lower prices than the then market price (or offer price per Share), or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may also involve restrictions on financing and operating activities.</p>	Section 7.1(k)
Reliance on key personnel	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees or contractors cease their employment or engagement with the Company.</p>	Section 7.1(l)

1.4 Financial information

Item	Summary	Further information
What is the Company's statutory and pro forma historical financial position?	<p>The Company's audited reissued consolidated financial statements for the year ended 31 December 2019 (which includes financial information for the restated financial statements for the 18-month period ending 31 December 2018), and the audited consolidated financial statements for the half year ended 30 June 2020 (including comparatives for the half year ended 30 June 2019) may be found on the Company's website (https://www.bastionminerals.com/).</p> <p>The Historical Financial Information is set out in Sections 5.2 and 5.3.</p> <p>The Pro Forma Historical Financial Information is set out in Section 5.4.</p> <p>The Independent Limited Assurance Report is contained in Section 6.</p> <p>Investors are urged to read the Independent Limited Assurance Report in full.</p>	Sections 5 and 6
Will the Group have sufficient funds to meet its capital requirements after Listing?	<p>The funding for the Company for the two years following Listing to meet its current Business objectives will be met by the proceeds of the Offer and the Company's existing cash reserves (see Section 8.4 for further information). As and when further funds are required, the Company will consider both raising additional funds from the issue of securities and/or from debt funding.</p>	Sections 2.6 and 8.4

1. Investment Overview

continued

Item	Summary	Further information
What is the Company's dividend policy?	<p>Having regard to the capital required to progress the Company's business model set out in Section 2.3, the Board does not consider it likely or appropriate to pay a dividend in the foreseeable future.</p> <p>The declaration and payment of a dividend by the Company is at the discretion of the Board and will be a function of a number of factors, including the operating results and financial condition of the Group, general business conditions, future funding requirements, capital management initiatives, taxation considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions (including under the Corporations Act) on the payment of dividends by the Company, and any other factors the Board may consider relevant at the applicable time.</p> <p>No assurance can be given by any person, including the Board, about the payment or the quantum of future dividends by the Company, or the level of franking or imputation on any such dividend. There may be periods in respect of which dividends are not paid.</p>	Section 2.10

1.5 Key people

Item	Summary	Further information												
Who are the directors of the Company?	<p>The Board on Listing will comprise of:</p> <ul style="list-style-type: none"> - Ralph Stagg (Non-Executive Chair); - David Nolan (Executive Director); - Alan Ross Landles (Executive Director) (known as Ross Landles); - Andrew Stewart (Non-Executive Director); and - Sam El-Rahim (Non-Executive Director). <p>The profiles of the Directors are set out in Section 9.1.</p>	Section 9.1												
What significant interests are payable to related parties of the Company and other persons connected with the Offer?	<p>Directors' fees</p> <p>The Directors are entitled to directors' fees as set out below:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Director's fees</th> </tr> </thead> <tbody> <tr> <td>Ralph Stagg</td> <td>\$45,000</td> </tr> <tr> <td>Ross Landles</td> <td>\$240,000</td> </tr> <tr> <td>David Nolan</td> <td>\$240,000</td> </tr> <tr> <td>Andrew Stewart</td> <td>\$45,000</td> </tr> <tr> <td>Sam El-Rahim</td> <td>Nil</td> </tr> </tbody> </table> <p>All Directors' fees are exclusive of any GST or superannuation required to be made by the Company by law or under the relevant agreement between the Company and the Director.</p>	Name	Director's fees	Ralph Stagg	\$45,000	Ross Landles	\$240,000	David Nolan	\$240,000	Andrew Stewart	\$45,000	Sam El-Rahim	Nil	Sections 9.3, 9.4, 10.1, 11.3 and 11.8
Name	Director's fees													
Ralph Stagg	\$45,000													
Ross Landles	\$240,000													
David Nolan	\$240,000													
Andrew Stewart	\$45,000													
Sam El-Rahim	Nil													



Item	Summary				Further information																														
	<p>Directors' interests in the Company</p> <p>As at the date of this Prospectus, the Directors have direct and indirect interests in the Company as set out in the table below:</p> <table border="1" data-bbox="432 651 1267 1128"> <thead> <tr> <th data-bbox="432 748 512 779">Name</th> <th data-bbox="571 748 651 779">Shares</th> <th data-bbox="715 651 895 779">% of total issued capital at the Minimum Subscription (undiluted)</th> <th data-bbox="922 651 1102 779">% total issued capital at the Maximum Subscription (undiluted)</th> <th data-bbox="1129 748 1225 779">Options</th> </tr> </thead> <tbody> <tr> <td data-bbox="432 792 512 846">Ralph Stagg</td> <td data-bbox="571 815 683 846">3,455,187</td> <td data-bbox="715 815 794 846">4.68%</td> <td data-bbox="922 815 1002 846">4.38%</td> <td data-bbox="1129 815 1177 846">Nil</td> </tr> <tr> <td data-bbox="432 860 512 913">Ross Landles</td> <td data-bbox="571 882 699 913">4,262,544</td> <td data-bbox="715 882 794 913">5.77%</td> <td data-bbox="922 882 1002 913">5.40%</td> <td data-bbox="1129 882 1257 913">2,000,000</td> </tr> <tr> <td data-bbox="432 927 512 981">David Nolan</td> <td data-bbox="571 949 699 981">3,750,044</td> <td data-bbox="715 949 794 981">5.08%</td> <td data-bbox="922 949 1002 981">4.75%</td> <td data-bbox="1129 949 1257 981">2,000,000</td> </tr> <tr> <td data-bbox="432 994 512 1048">Andrew Stewart</td> <td data-bbox="571 1016 699 1048">3,837,544</td> <td data-bbox="715 1016 794 1048">5.19%</td> <td data-bbox="922 1016 1002 1048">4.87%</td> <td data-bbox="1129 1016 1257 1048">2,000,000</td> </tr> <tr> <td data-bbox="432 1061 512 1115">Sam El-Rahim</td> <td data-bbox="571 1084 699 1115">2,240,000</td> <td data-bbox="715 1084 794 1115">3.03%</td> <td data-bbox="922 1084 1002 1115">2.84%</td> <td data-bbox="1129 1084 1177 1115">Nil</td> </tr> </tbody> </table> <p data-bbox="432 1144 1241 1198">The key terms of the Options held by each Director (Director Options) are set out in Section 11.3.</p> <p data-bbox="432 1216 1267 1301">The Directors may, but are not obliged, to apply for Shares under the Offer. Final Directors' Shareholdings will be notified to ASX after Listing, to the extent required under the Corporations Act and ASX Listing Rules.</p> <p>Other benefits to be received by parties in connection with the Offer</p> <p data-bbox="432 1361 1166 1415">The Company will pay the following fees to the Lead Manager in connection with the Offer:</p> <ul data-bbox="432 1433 1278 1787" style="list-style-type: none"> - a corporate success fee of \$30,000; - a management fee of 2.0% on the total funds raised; - a selling fee of 4.0% of the total funds raised (excluding any funds invested by the shareholders of the Company as at the date of the Lead Manager Mandate or their related entities); - broker options in the Company equal to 2% of the undiluted issued share capital upon Listing to be issued to Lead Manager (or its nominee) at the time of Listing, with such options to have an exercise price of \$0.25 and an expiry date of 3 years after the date of admission, and on the terms and conditions set out in Section 11.2 (Broker Options); and - an ongoing corporate advisory fee. <p data-bbox="432 1805 1018 1836">For further information, please refer to Section 10.1.</p>				Name	Shares	% of total issued capital at the Minimum Subscription (undiluted)	% total issued capital at the Maximum Subscription (undiluted)	Options	Ralph Stagg	3,455,187	4.68%	4.38%	Nil	Ross Landles	4,262,544	5.77%	5.40%	2,000,000	David Nolan	3,750,044	5.08%	4.75%	2,000,000	Andrew Stewart	3,837,544	5.19%	4.87%	2,000,000	Sam El-Rahim	2,240,000	3.03%	2.84%	Nil	
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Sam El-Rahim	2,240,000	3.03%	2.84%	Nil																															

1. Investment Overview

continued

1.6 Capital structure

Item	Summary	Further information																																																				
What is the current capital structure of the Company, and how will the Offer affect it?	<p>The capital structure of the Company as at the date of this Prospectus comprises 48,878,076 Shares and 6,000,000 Options. Depending on the total number of New Shares issued under the Offer, between 1,477,562 and 1,577,562 Options will be granted to the Lead Manager upon Completion of the Offer.</p> <p>Based on this capital structure, it is expected that, on Completion of the Offer, the total number of Shares in the issued capital of the Company will increase by approximately:</p> <ul style="list-style-type: none"> - 51.15% to 73,878,076 Shares (if the Minimum Subscription is achieved); and - 61.38% to 78,878,076 Shares (if the Maximum Subscription is achieved). <p>The actual effect of the issue of New Shares under this Prospectus will depend on the exact number of New Shares subscribed for and issued under the Offer.</p>	Section 8.5(a)																																																				
What will the market capitalisation of the Company be on Listing?	<p>Calculated at the Offer Price, the market capitalisation of the Company on Listing is expected to be:</p> <ul style="list-style-type: none"> - \$14,775,615 (if the Minimum Subscription is achieved); and - \$15,775,615 (if the Maximum Subscription is achieved). 	Key Information, page 4																																																				
What interests do related parties of the Company and other persons connected with the Offer hold in the Company?	<p>As at the date of this Prospectus:</p> <p>a. the following persons hold Relevant Interests in 5% or more (by number) of the total Shares on issue in the capital of the Company:</p> <table border="1"> <thead> <tr> <th rowspan="2">Shareholder</th> <th rowspan="2">Total number of Shares held *</th> <th rowspan="2">% held before the Offer</th> <th colspan="2">% held post-Completion*</th> </tr> <tr> <th>Assuming Minimum Subscription achieved (undiluted)</th> <th>Assuming Maximum Subscription achieved (undiluted)</th> </tr> </thead> <tbody> <tr> <td colspan="5">Directors</td> </tr> <tr> <td>Ralph Stagg</td> <td>3,455,187</td> <td>7.07%</td> <td>4.68%</td> <td>4.38%</td> </tr> <tr> <td>Ross Landles</td> <td>4,262,544</td> <td>8.72%</td> <td>5.77%</td> <td>5.40%</td> </tr> <tr> <td>David Nolan</td> <td>3,750,044</td> <td>7.67%</td> <td>5.08%</td> <td>4.75%</td> </tr> <tr> <td>Andrew Stewart</td> <td>3,837,544</td> <td>7.85%</td> <td>5.19%</td> <td>4.87%</td> </tr> </tbody> </table> <p>* Subject to any New Shares that the above Shareholders apply for and that are issued under the Offer.</p> <p>b. the following persons hold Options that are exercisable into Shares (but not yet vested) at the exercise prices specified below:</p> <table border="1"> <thead> <tr> <th>Option holder</th> <th>Total number of Options held</th> <th>Exercise price per Option</th> <th>Expiry date</th> </tr> </thead> <tbody> <tr> <td colspan="4">Directors</td> </tr> <tr> <td>Ross Landles</td> <td>2,000,000</td> <td>\$0.25</td> <td>19 January 2024</td> </tr> <tr> <td>David Nolan</td> <td>2,000,000</td> <td>\$0.25</td> <td>19 January 2024</td> </tr> <tr> <td>Andrew Stewart</td> <td>2,000,000</td> <td>\$0.25</td> <td>19 January 2024</td> </tr> </tbody> </table>	Shareholder	Total number of Shares held *	% held before the Offer	% held post-Completion*		Assuming Minimum Subscription achieved (undiluted)	Assuming Maximum Subscription achieved (undiluted)	Directors					Ralph Stagg	3,455,187	7.07%	4.68%	4.38%	Ross Landles	4,262,544	8.72%	5.77%	5.40%	David Nolan	3,750,044	7.67%	5.08%	4.75%	Andrew Stewart	3,837,544	7.85%	5.19%	4.87%	Option holder	Total number of Options held	Exercise price per Option	Expiry date	Directors				Ross Landles	2,000,000	\$0.25	19 January 2024	David Nolan	2,000,000	\$0.25	19 January 2024	Andrew Stewart	2,000,000	\$0.25	19 January 2024	Sections 8.5(a), 9.3(c) and 11.2
Shareholder	Total number of Shares held *				% held before the Offer	% held post-Completion*																																																
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Item	Summary	Further information
	<p>Depending on the total number of New Shares issued under the Offer, between 1,477,562 and 1,577,562 Options (Broker Options) will be granted to the Lead Manager upon Completion of the Offer. Each Broker Option will have an exercise price of \$0.25 and an exercise period of three years from the date of Listing.</p> <p>The above persons may apply for New Shares under the Offer. As at the date of this Prospectus, each Director has indicated an intention to apply for New Shares. Final Shareholdings will be notified to ASX following Listing, to the extent required under the Corporations Act and ASX Listing Rules.</p> <p>The Shares confer the same rights and obligations on the above persons as any other Shareholder. This includes the right to participate in any future dividend or distributions declared by the Company.</p>	
<p>Are any existing Shareholders selling their Shares into the Offer?</p>	<p>No, only New Shares are being offered by the Company for subscription under the Offer. No existing Shareholders are selling any of the Shares that they hold under the Offer.</p>	<p>Section 8.1</p>
<p>How will the Offer affect control in the Company?</p>	<p>The Offer is not expected to have any material effect on the control of the Company as Shareholders are restricted under the Corporations Act from acquiring New Shares that would increase their Voting Power in the Company to a level that is above 20%, unless they make an off-market takeover bid for all of the Shares in the Company or are able to rely on another statutory exception. As at the date of this Prospectus, the Directors are not aware of any proposal by any person to make a takeover bid for the Company.</p>	<p>Section 8.5(b)</p>
<p>Will any existing Shares be restricted from trading or disposal after Listing?</p>	<p>It is estimated that the following securities will be subject to escrow by ASX for a period of up to 24 months from the date of Listing:</p> <ul style="list-style-type: none"> - 9,203,846 Shares; and - up to 7,577,562 Options (including any Shares issued upon exercise of the Options). <p>The Directors have also agreed to voluntarily escrow all of their existing Shares (including the Shares subject to escrow by ASX) (comprising 17,545,319 Shares) for a period of 12 months from the date of Listing.</p> <p>During the period in which the restricted securities are prohibited from being transferred, trading in Shares may be less liquid.</p> <p>The Company expects to announce to the ASX full details (quantity and duration) of the securities required to be held in escrow prior to Listing.</p>	<p>Section 8.9(b)</p>
<p>What will be the “free float” in the Company as at Listing?</p>	<p>“Free float” refers to the portion of the Company’s Shares that can be publicly traded after Listing and that are not held by persons affiliated with the Company or any other Group Member.</p> <p>In accordance with the ASX Listing Rules, the Company will have a minimum free float of 20% upon Listing.</p> <p>There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase after Listing. For a more detailed discussion of the risks associated with investing in New Shares, please see Section 7.</p>	<p>Section 8.5(a)</p>

1. Investment Overview

continued

1.7 The Offer

Item	Summary	Further information																								
Who is the issuer of this Prospectus?	Bastion Minerals Limited ACN 147 948 883 (Company)																									
What is being offered, and at what price?	The Company is making an initial public offering of up to 30,000,000 fully paid ordinary shares in the capital of the Company (each, a New Share) for subscription, at an Offer Price of \$0.20 per New Share.	Section 8.1																								
What is the purpose of the Offer?	<p>The purpose of the Offer is to:</p> <ul style="list-style-type: none"> – assist the Company to meet the requirements for admission to the Official List; – provide the Company with additional funding to progress exploration and development of the Projects in Chile; and – provide the Company with sufficient working capital to meet its current Business objectives for the two years following Listing. <p>The Company intends on applying the funds raised under the Offer along with its existing cash reserves in the manner detailed in Section 8.4.</p>	Section 8.3																								
What are the key dates of the Offer?	Refer to the Key Information section for key dates of the Offer.	Key Information, page 4																								
How will the proceeds of the Offer be used?	<p>Up to \$6,000,000 will be raised under the Offer.</p> <p>The Directors propose to apply the Group's cash funds, including the proceeds of the Offer, as follows:</p> <table border="1"> <thead> <tr> <th>Proposed expenditure</th> <th>If Minimum Subscription achieved</th> <th>If Maximum Subscription achieved</th> </tr> </thead> <tbody> <tr> <td>Exploration – Capote</td> <td>\$1,644,000 (30%)</td> <td>\$2,209,821 (34%)</td> </tr> <tr> <td>Exploration – Garin</td> <td>\$1,032,500 (19%)</td> <td>\$1,220,912 (19%)</td> </tr> <tr> <td>Exploration – Cometa</td> <td>\$727,000 (13%)</td> <td>\$866,964 (13%)</td> </tr> <tr> <td>Project generation (see further Section 2.5)</td> <td>\$120,000 (2%)</td> <td>\$165,803 (3%)</td> </tr> <tr> <td>Working capital</td> <td>\$1,310,000 (24%)</td> <td>\$1,310,000 (20%)</td> </tr> <tr> <td>Costs of Offer (see further Sections 11.8 and 11.11)</td> <td>\$646,500 (12%)</td> <td>\$706,500 (11%)</td> </tr> <tr> <td>Total</td> <td>\$5,480,000 (100)%</td> <td>\$6,480,000 (100)%</td> </tr> </tbody> </table> <p>Further details of the Company's proposed exploration program and budget (based upon the Minimum Subscription being achieved) for each Project are set out in the Independent Geologist's Report in Section 3.</p> <p>The above expenditure table reflects the intention of the Directors as at the date of this Prospectus, based on the current condition of, and the Board's current plans for, the Business. Please note however that, as with any budget, the allocation of funds may change (possibly to a significant extent) depending on a number of factors, including the development of new opportunities and market and general economic conditions. In light of this, the Board reserves the right to alter the way the Group ultimately applies its funds as well as the commercial objectives and priorities of the Group.</p>	Proposed expenditure	If Minimum Subscription achieved	If Maximum Subscription achieved	Exploration – Capote	\$1,644,000 (30%)	\$2,209,821 (34%)	Exploration – Garin	\$1,032,500 (19%)	\$1,220,912 (19%)	Exploration – Cometa	\$727,000 (13%)	\$866,964 (13%)	Project generation (see further Section 2.5)	\$120,000 (2%)	\$165,803 (3%)	Working capital	\$1,310,000 (24%)	\$1,310,000 (20%)	Costs of Offer (see further Sections 11.8 and 11.11)	\$646,500 (12%)	\$706,500 (11%)	Total	\$5,480,000 (100)%	\$6,480,000 (100)%	Section 8.4
Proposed expenditure	If Minimum Subscription achieved	If Maximum Subscription achieved																								
Exploration – Capote	\$1,644,000 (30%)	\$2,209,821 (34%)																								
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Total	\$5,480,000 (100)%	\$6,480,000 (100)%																								



Item	Summary	Further information
Is the Offer underwritten?	No, the Offer is not underwritten.	
Is there a minimum subscription level in respect of the Offer?	Yes, the minimum level of subscription for New Shares under the Offer is \$5,000,000. This means that no New Shares will be issued under the Offer, and Completion of the Offer will not occur, unless the Company receives Applications for a minimum of 25,000,000 New Shares and raises a minimum of \$5,000,000 (before costs) under the Offer.	Section 8.2(a)
Is there a maximum subscription level in respect of the Offer?	Yes, investors are invited to apply for a maximum aggregate number of 30,000,000 New Shares under the Offer. If the Offer is fully subscribed, the Company will raise a total amount of \$6,000,000 (before costs).	Section 8.1
Will any New Shares issued under the Offer be restricted from trading or disposal after Listing?	The New Shares will not be classified as restricted securities and will not be restricted from trading or disposal after Listing.	Section 8.9(b)
Will the New Shares be quoted?	<p>The Company will apply for admission to the Official List of ASX and quotation of its Shares (including all New Shares issued under the Offer) on ASX under the code “BMO” (Admission/Quotation Application), as soon as practicable, but in any case, within seven days, after the date of this Prospectus.</p> <p>Completion of the Offer is conditional on ASX approving the Admission/Quotation Application on terms acceptable to the Company.</p> <p>If approval is not received by the Company within three months after the date of this Prospectus (or such longer period permitted by the Corporations or with the consent of ASIC), the Offer will be withdrawn and all Application Money received by or on behalf of the Company will be refunded to Applicants, without interest, within the time prescribed by or otherwise permitted in accordance with the Corporations Act.</p> <p>The fact that ASX may admit the Company to the Official List should not be taken as an indication of the merits of an investment in the Group or the New Shares being offered for subscription under this Prospectus. ASX and its officers do not take any responsibility for this Prospectus or the investment to which it relates.</p>	Section 8.2(b)
When are the New Shares expected to commence trading?	Assuming that the Admission/Quotation Application is approved and the Offer is completed, quotation of the Shares on ASX is expected to commence on 17 March 2021, shortly after initial holding statements are despatched.	Section 8.9(a)
Can the Offer be withdrawn?	<p>Yes. The Company reserves the right not to proceed with the Offer at any time before the issue of New Shares to successful Applicants.</p> <p>If the Offer does not proceed, all Application Money that is received by or on behalf of the Company will be refunded. Interest will not be paid on any Application Money refunded.</p>	Section 8.6(e)

1. Investment Overview

continued

1.8 Applications

Item	Summary	Further information
Who is eligible to apply for New Shares under the Offer?	<p>The Offer is open to all persons that are resident in Australia.</p> <p>Any person that has a registered address in a jurisdiction other than Australia and that receives a hard copy of this Prospectus with an accompanying Application Form may apply under the Offer for New Shares, but only where that person is able to demonstrate to the satisfaction of the Company that they are not restricted by law from participating under the Offer.</p>	Sections 8.6(a) and 8.10
How can you apply for New Shares?	<p>Instructions on how to complete the Application Form accompanying this Prospectus are set out in Section 8.8 and on the Application Form itself.</p> <p>Once completed, please submit your Application Form, together with the relevant Application Money in full, with sufficient time for it to be received by the Share Registry by 7pm (AEST) on 5 March 2021.</p> <p>The Offer may be closed at any earlier date and time, without notice. You are therefore encouraged to submit your Application as soon as possible after the Offer opens. This is expected to occur on 18 February 2021.</p>	Section 8.8
What is the minimum investment size per Application?	<p>The minimum investment size for each Application submitted under the Offer is \$2,000 (which is the equivalent of 10,000 New Shares at \$0.20 per New Share).</p> <p>Applications in excess of the minimum investment size must be in multiples of \$1,000 (or 5,000 New Shares).</p>	Section 8.6(b)
What is the maximum investment size per Application?	<p>There is no maximum limit on the investment size for any Application submitted under the Offer.</p>	Section 8.6(b)
What is the allocation policy?	<p>Allocations under the Offer will be determined by the Board, in its absolute discretion.</p> <p>The Board will allocate Applications having regard to such matters as it considers relevant, including the Minimum Subscription required for Completion of the Offer to occur and to ensure an appropriate shareholder base for the Company.</p> <p>The Company reserves the right to not accept, reject and scale back any Application.</p> <p>There is no guaranteed allocation of New Shares.</p>	Section 8.6(c)



Item	Summary	Further information
Will successful Applications be notified to Applicants?	<p>Assuming the Offer is completed, confirmation of successful Applications in the form of holding statements are expected to be despatched by post to relevant Applicants on or around 16 March 2021.</p> <p>It is the responsibility of each Applicant to confirm their Shareholding before trading Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk.</p>	Sections 8.9(a) and 8.9(c)
Is there any brokerage, commission or stamp duty payable by Applicants?	<p>No brokerage, commission or stamp duty is payable by Applicants on the acquisition of New Shares under the Offer.</p>	Section 8.11
What are the tax implications of investing in New Shares?	<p>The taxation consequences of an investment in the Company will depend upon the investor's particular circumstances. It is your personal obligation, as a prospective investor in the Company, to make your own enquiries or seek personalised professional tax advice about the taxation consequences of an investment in New Shares.</p> <p>To assist potential investors, a general overview of the tax treatment for Australian resident investors that acquire New Shares in the Company on capital account, is included in Section 11.5.</p>	Section 8.12
Where can I find more information?	<p>By reading this Prospectus.</p> <p>By calling the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) 9.00am to 5.00pm (AEST), Monday to Friday during the Offer Period, or by visiting the Company's website at https://www.bastionminerals.com/.</p> <p>The Company's website and its contents do not form part of this Prospectus and are not to be interpreted as part of, or incorporated into, this Prospectus.</p> <p>If you are uncertain as to whether obtaining New Shares is a suitable investment for you, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent and qualified professional adviser before deciding whether to invest.</p>	

2. Company Overview

2.1 About Bastion Minerals Limited

Bastion Minerals Limited (**Bastion** or the **Company**) was incorporated in Queensland on 20 December 2010 as an Australian proprietary company named “Comet Exploration Pty Ltd”. On 20 December 2012, the Company converted to a public company known as “Comet Exploration Limited”. It changed its name to “Bastion Mineral Limited” on 24 September 2020.

The Company’s main activities currently focus on exploration for, and subsequent development and mining of, gold, silver and copper deposits at the Capote, Garin and Cometa projects (together, the **Projects**) in Chile. An overview of the Projects is set out in Section 2.2, with more detailed information set out in the Solicitor’s Report on Title in Section 4.

2.2 Overview of the Projects

Bastion holds its interests in the Projects through its Chilean subsidiary, Sociedad Contractual Minera Constelación (**SCM Constelación**).

Bastion holds 99.99% of the total issued share capital of SCM Constelación, with the remaining 0.01% held by the estate of Henry Edward Cecil Floyd (**Minority Shareholder**). The Minority Shareholder’s interest in SCM Constelación:

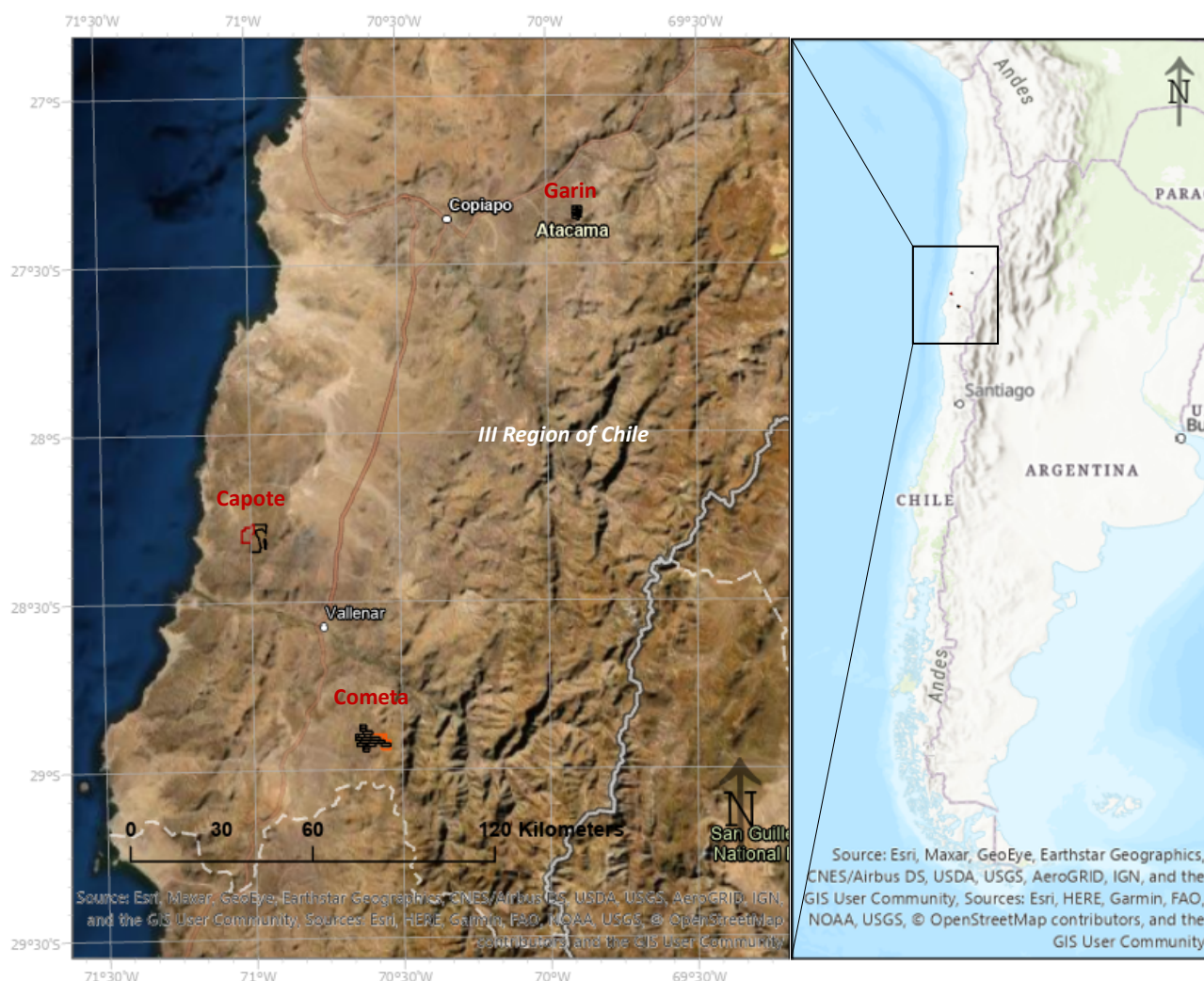
- entitles the Minority Shareholder to 0.01% of any dividends paid by SCM Constelación and 0.01% of any surplus in the event of a winding up; and
- does not entitle the Minority Shareholder to appoint any directors of SCM Constelación or to affect Bastion’s ability to manage SCM Constelación and its affairs.

The mining property of SCM Constelación comprises 79 granted mining concessions and mining concession applications. The following table describes the type of concession or application and quantity that SCM Constelación holds:

Type of Mining Concession or Application	Quantity
Exploration Concession	12
Exploitation Concession	33
Exploration Concession Application	33
Exploitation Concession Application	1
Total:	79

For further information in relation to SCM Constelación and its mining property, please see the Solicitor’s Report on Title in Section 4.

The Projects comprise three areas of interest (in the form of granted exploration licences), known as the Capote, Garin and Cometa projects. Collectively, these tenements cover a combined area of approximately 146.41 km². The three Projects lie within the Coastal Cordillera and are considered prospective for gold (Au), silver (Ag), copper (Cu), lead (Pb), and zinc (Zn) mineralisation formed in porphyry- epithermal-or iron oxide copper-gold (IOCG) settings. The Projects are marked by old workings or historical mine sites but have received little attention by modern exploration methods (except surface sampling and geological mapping) over the last few decades.



Location of Bastion's Projects in Chile

(a) Capote Project

The Capote Project consists of 15 exploration licences and 21 exploitation licences surrounding the historic San Juan Gold Mine in the Atacama Region, Chile. The licences together cover an area of approximately 77.05 km². The project area is located within the historical Capote mining district where high-grade quartz-carbonate veins were mined from pre-colonial times up until 1954. In this area, a total of 18 mines were exploited within an area of 17 km². The most significant mines were the La Buena, Graciela, Resurgimiento and the famous San Juan mine, of which the head grade was reported to be up to 40 g/t Au (Lithotech, 2019). Previous work in the area has identified a number of vein-type epithermal gold prospects, known as Area I - Yayito, Area II - Taquia and Area III - Andacollo.

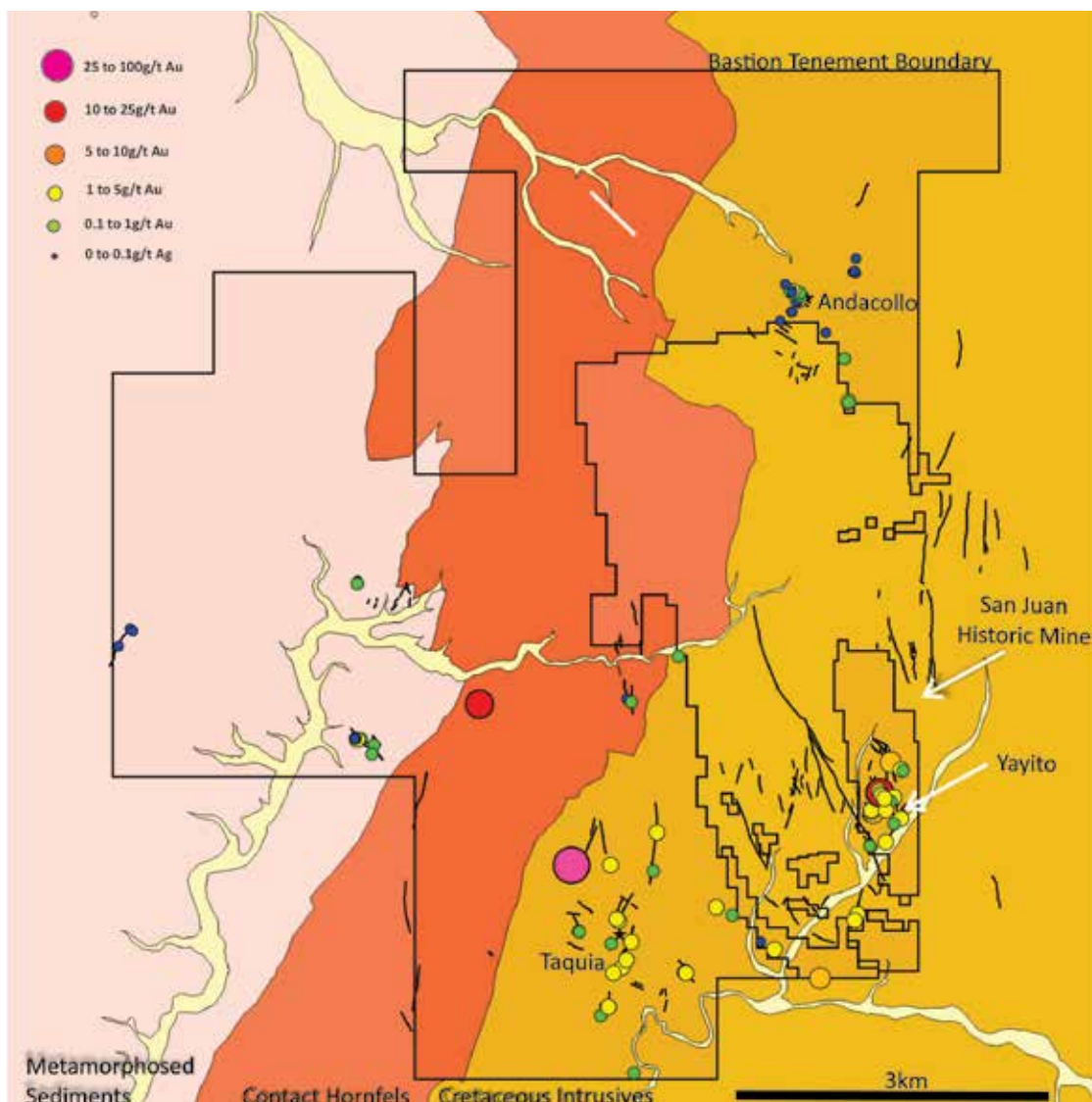
Exploration work at Capote has been limited to basic rock-chip sampling and geological mapping. Bastion's exploration plan is to bring modern exploration techniques, including advanced geophysical and geochemical techniques to unlock the economic potential of the project. At Capote an airborne magnetic and radiometric survey will be conducted to identify the key mineralised structures and characterise the subsurface potential. This work will be followed by systematic channel sampling of key veins to identify those with the potential to hold economic mineralisation. Electrical geophysical surveys (Induced Polarization) will be conducted to map the sub-surface extensions of these veins. Scout drilling is planned to test numerous targets so that they can be ranked before resource drilling will focus on highest priority areas for economic mineralisation.

2. Company Overview

continued

These more prospective targets will be drilled to resource definition and studies conducted to characterise potential extraction. The initial target at Capote is a high-grade, low tonnage gold deposit. The secondary target at Capote is a larger-scale iron oxide copper gold deposit.

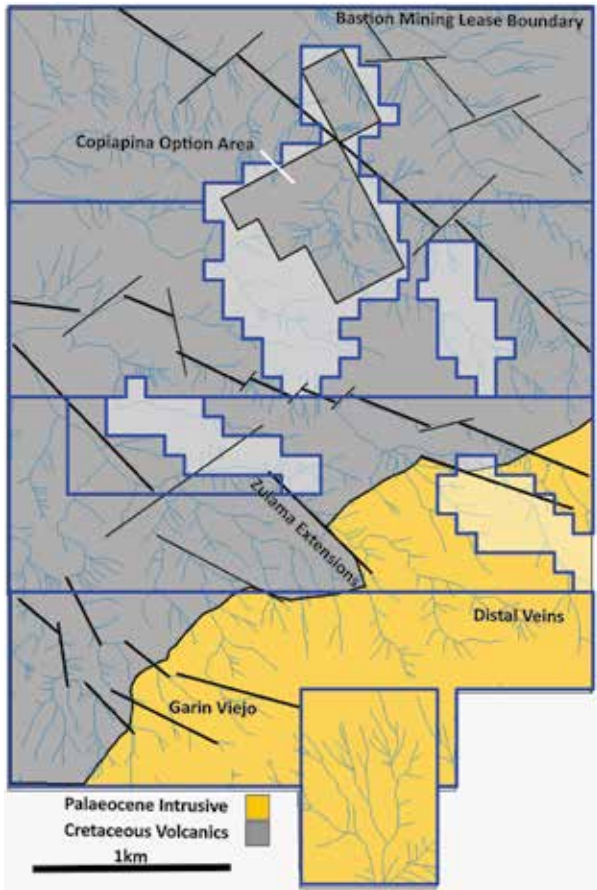
Further details of the Company's proposed exploration program and budget (based upon the Minimum Subscription being achieved) for the Capote Project are set out in the Independent Geologist's Report in Section 3.



Simplified geology of the Capote Project with target areas and gold in rock-chip results

(b) Garin Project

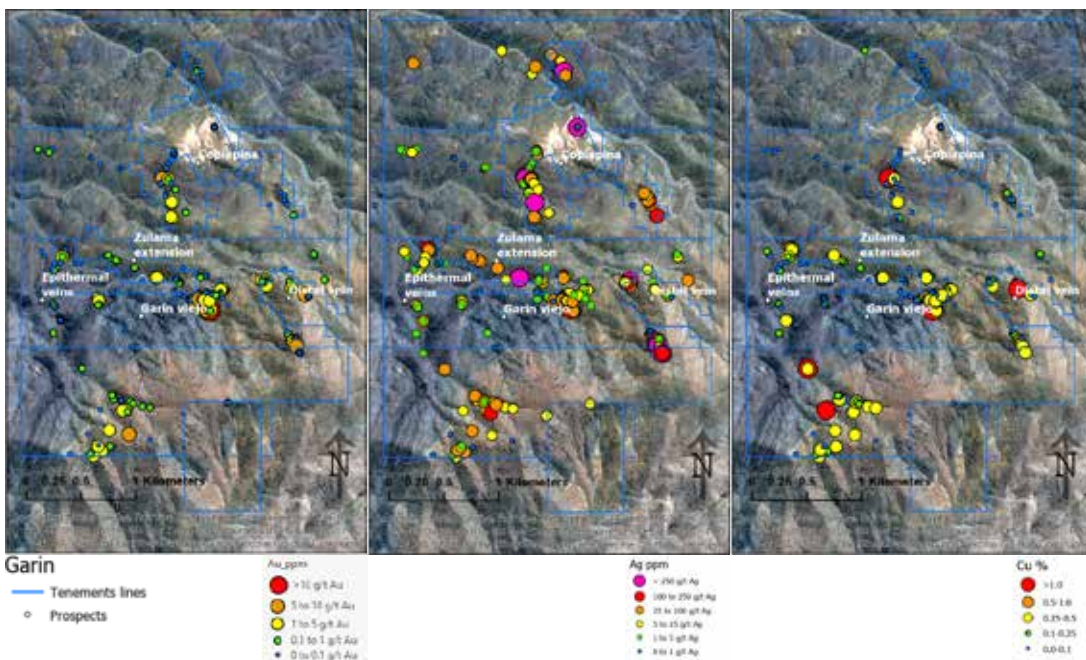
The Garin Project consists of 9 exploitation licences and is located approximately 7 kms to the north of the historical Garin Viejo silver mining district, where small-scale mining activities for copper, gold and silver occurred in the mid- to late 1990s. Several small-scale old workings were also found in the project area. Based on the previous surface sampling and geological mapping results, five prospects have been defined, namely Copiapina, Zulama Extension, Distal Vein, Garin Viejo and Epithermal Veins (see the map below). All these prospects are prospective for epithermal Ag-Pb-Au mineralisation and porphyry copper mineralisation.



Exploration work at Garin has been limited to basic rock-chip sampling and geological mapping. Bastion's exploration plan is to bring modern exploration techniques, including advanced geophysical and geochemical techniques to unlock the economic potential of the project. At Garin an airborne magnetic and radiometric survey will be conducted to identify the key mineralised structures and characterise the subsurface potential of these deep-seated structures. This work will be followed by systematic channel sampling of key veins to identify those with the potential to hold economic mineralisation. Electrical geophysical surveys (Induced Polarization) will be conducted to map the sub-surface extensions of these veins. Drilling of these is planned to test numerous targets so that ranking of these targets can be conducted and funds focused on the most likely areas for targets to be drilled to resource definition and studies conducted to characterise potential extraction. The initial target at Garin is a high-grade, low tonnage gold and silver deposit. The secondary target at Garin is a larger-scale copper-gold porphyry deposit.

Further details of the Company's proposed exploration program and budget (based upon the Minimum Subscription being achieved) for the Garin Project are set out in the Independent Geologist's Report in Section 3.

Simplified geology of the Garin Project



Rock chip geochemistry of the Garin Project

2. Company Overview

continued

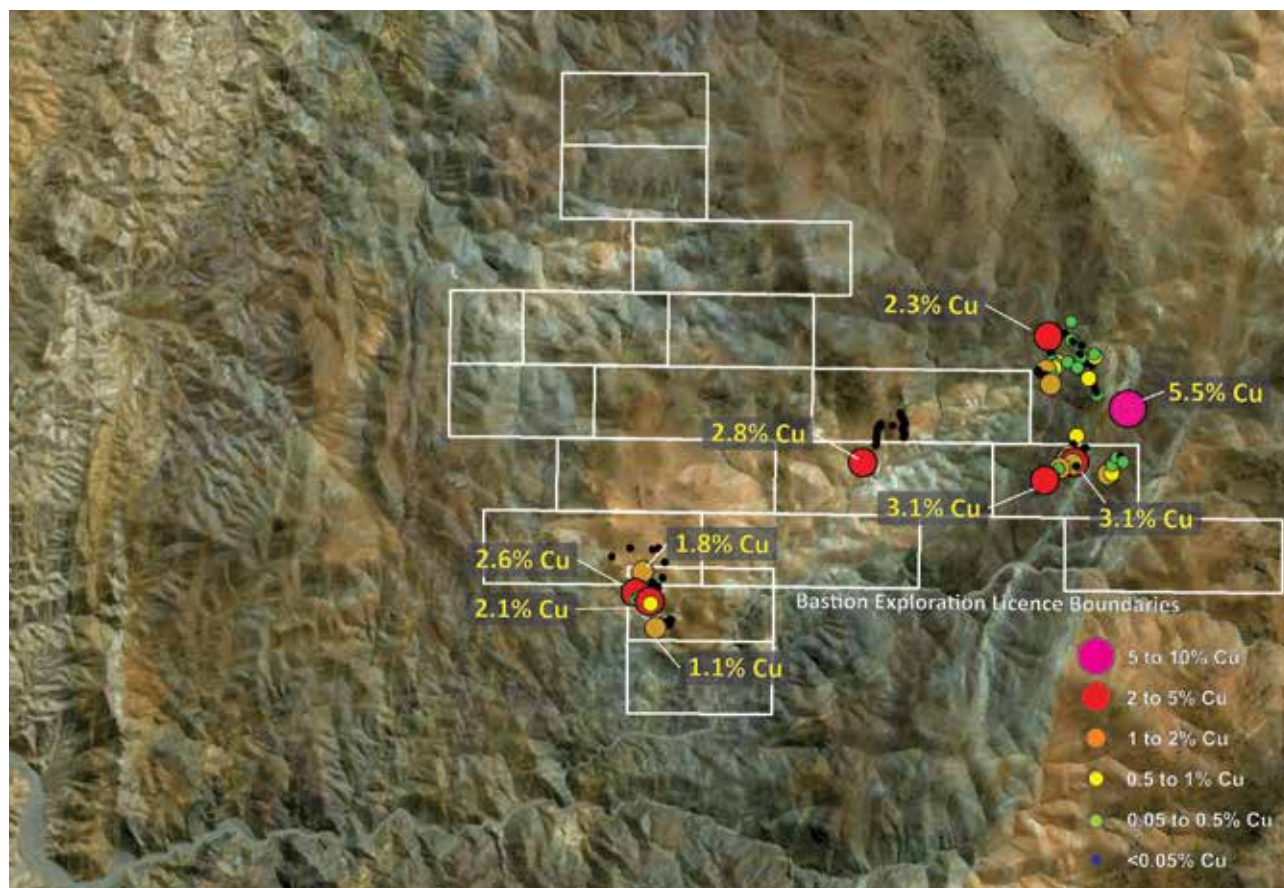
(c) Cometa Project

The Cometa project consists of 23 exploration licences covering an area of approximately 56 km². The project is located approximately 40 km to the southeast of Vallenar and immediately west of the Orito Mining District. Access to the Cometa Project area is through the main highway south of Vallenar to the Agua Amarga junction, with a further drive to the east of 40 km towards Orito.

The project area hosts several prominent alteration and associated mineralisation zones. Previous surface sampling and geological mapping results have outlined 3 prospects, known as Area I, Area II and Area III. These prospects offer potential for IOCG style mineralisation.

Exploration work at Cometa has been limited to basic rock-chip sampling and geological mapping. Bastion's exploration plan is to bring modern exploration techniques, including advanced geophysical and geochemical techniques to unlock the economic potential of the project. At Cometa an airborne magnetic and radiometric survey will be conducted to identify the key mineralised structures and characterise the subsurface potential of these. This work will be followed by systematic channel sampling of key IOCG targets to identify those with the potential to hold economic mineralisation. Electrical geophysical surveys (Induced Polarization) will be conducted to map the sub-surface extensions of these targets. Drilling of these is planned to test numerous targets so that ranking of these targets can be conducted and funds focused on the most likely areas for economic mineralisation. These more prospective targets will be drilled to resource definition and studies conducted to characterise potential extraction. The initial target at Cometa is a high-grade iron oxide copper gold (IOCG) deposit.

Further details of the Company's proposed exploration program and budget (based upon the Minimum Subscription being achieved) for the Cometa Project are set out in the Independent Geologist's Report in Section 3.



Cometa Project Licence Boundaries and Copper Rock Chips



2.3 Business model

Following Completion of the Offer and the Company's proposed business model will be to further explore and develop the gold and copper targets at the Capote, Garin and Cometa Projects.

The Company's main objectives will be to:

1. systematically explore and seek to develop the Capote, Garin and Cometa Projects;
2. focus on mineral exploration or resource opportunities that have the potential to deliver growth for Shareholders (as set out in Section 2.5); and
3. implement a growth strategy to seek out further exploration and acquisition opportunities in Chile (as set out in Section 2.5).

To achieve these objectives, after Listing, the Company intends to undertake exploration programs (as noted above) to test the economic viability of the Projects, the results of which will determine the commercial viability and possible timing for the commencement of further work programs.

The funds from the Offer, together with existing cash reserves will allow the Company to further progress this business model.

2.4 Key dependencies of the business model

The key factors for the Company to meet its objectives are:

1. reliance upon key personnel and management;
2. the successful completion of the Offer and the admission of the Company to the Official List; and
3. raising sufficient funds to explore and develop potential resource opportunities at the Capote, Garin and Cometa Projects.

2.5 Growth Strategy

For growth, the Company intends to increase Shareholder value by adopting the following strategies:

- to advance the exploration and evaluation of deposits located within the Projects (where possible) in proximity to established mining operations and infrastructure which demonstrate the ability to be developed into operating mines; and
- to evaluate and pursue other prospective opportunities in the resources sector in line with its strategy to develop high quality assets (including through acquisitions) (**project generation**).

The Company specialises in identifying quality gold, silver and copper properties in the mineral-rich mining regions of the Atacama Region in northern Chile. The Company aims to maximise Shareholder value by implementing an aggressive and methodical exploration program, underpinned by a clear business process. Its strategy is to maintain at least 3 high quality exploration projects at different stages of the exploration curve which are prospective and globally significant discoveries. By continuously generating quality projects (through exploration and/or acquisition), Bastion intends to build a pipeline of projects through the following strategies:

- portfolio management - efficiently use capital by efficiently evaluating and taking action to acquire, divest, and turn over strategic assets in the portfolio; and
- project progression - after discovery, significant value can be realised by progressing projects from discovery through scoping and towards pre-feasibility studies. This is the steepest part of the value curve for a mining asset.

The Company's project generation strategy will allow it to capitalise on numerous exciting commercial opportunities across a wide spectrum of prospective gold systems across Northern Chile.

2. Company Overview

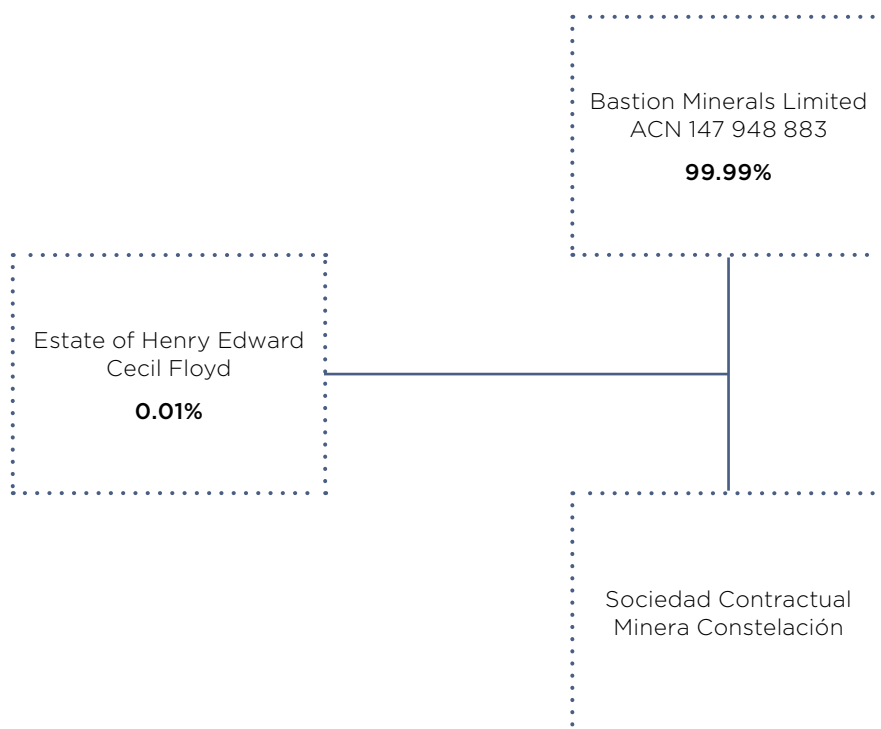
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2.6 Funding

The funding for the Company for the two years following Listing to meet its current Business objectives will be met by the proceeds of the Offer and the Company's existing cash reserves (see Section 8.4 for further information). As and when further funds are required, the Company will consider both raising additional funds from the issue of securities and/or from debt funding.

2.7 Group Structure

A group structure diagram is set out below:



2.8 Board and personnel

The Board on Listing will comprise of

- Ralph Stagg (Non-Executive Chair);
- David Nolan (Executive Director);
- Alan Ross Landles (Executive Director) (known as Ross Landles);
- Andrew Stewart (Non-Executive Director); and
- Sam El-Rahim (Non-Executive Director).

The profiles of the Directors are set out in Section 9.1.

Details of the Group's personnel located in Chile are set out in Section 9.2.



2.9 Financial Information

(a) Historical Financial Information

The Group's Historical Financial Information and Pro Forma Historical Financial Information is set out in Section 5 and the Independent Limited Assurance Report is contained in Section 6.

Investors are urged to read the Independent Limited Assurance Report in full.

The Company's audited reissued consolidated financial statements for financial year ended 31 December 2019 and the interim consolidated financial statements for the half year ended 30 June 2020 may be found on the Company's website (<https://www.bastionminerals.com/>).

(b) Forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Any forecast information would contain such a board range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

2.10 Dividend policy

Having regard to the capital required to progress the Company's business model set out in Section 2.3, the Board does not consider it likely or appropriate to pay a dividend in the foreseeable future.

The declaration and payment of a dividend by the Company is at the discretion of the Board and will be a function of a number of factors, including the operating results and financial condition of the Group, general business conditions, future funding requirements, capital management initiatives, taxation considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions (including under the Corporations Act) on the payment of dividends by the Company, and any other factors the Board may consider relevant at the applicable time.

No assurance can be given by any person, including the Board, about the payment or the quantum of future dividends by the Company, or the level of franking or imputation on any such dividend.

3. Independent Geologist's Report

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited

For Bastion Minerals Limited



SRK Consulting (Australasia) Pty Ltd ■ BAM001 ■ January 2021





Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited

Prepared for:

Bastion Minerals Limited
Suite 221, 111 Harrington Street
Sydney, NSW, 2000
Australia

<https://www.bastionminerals.com/>

Prepared by:

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Reviewer: Chris Woodfull **Initials:** CW

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Cover Image(s):

Capote historical workings

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3. Independent Geologist's Report

continued

Letter to Company

29 January 2021

The Directors
Bastion Minerals Limited
Suite 221, 111 Harrington Street
Sydney, NSW 2000
Australia

Bastion Minerals Limited – Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited

At your request, SRK Consulting (Australasia) Pty Ltd (SRK) has prepared an Independent Geologist's Report (IGR) on the mineral assets of Bastion Minerals Limited (Bastion or the Company). It is SRK's understanding that this report will be included in a Prospectus to be lodged with the Australian Securities and Investments Commission (ASIC) in support of a proposed listing of the Company on the Australian Securities Exchange (ASX). The purpose of the Prospectus is to offer for subscription up to 30 million new shares at an issue price of A\$0.20 per share to raise a minimum of A\$5 million and a maximum of A\$6 million before the costs of the issue to fund future exploration and development of Bastion's mineral assets.

The mineral assets of Bastion to be considered in this IGR comprise the Garin, Cometa and Capote sub-projects (collectively known as the Project), which are located in north-central Chile and are considered prospective for gold (Au), silver (Ag), copper (Cu), lead (Pb) and zinc (Zn) mineralisation. No Exploration Targets or Mineral Resources as reported in accordance with the JORC Code (2012) are contained with this report.

The objectives of this IGR are to:

- provide an overview of the geological setting of the Project and the associated mineralisation
- present a geological description for each sub-project
- outline the recent exploration and development activities undertaken on each of the sub-projects
- comment on the exploration and development potential of the sub-project areas
- consider the appropriateness of Bastion's proposed work program and budget.

This IGR has been prepared in accordance with the ASX Listing Rules. Under these rules, reporting in accordance to the JORC Code (2012) and VALMIN Code (2015) mineral reporting codes (as defined herewith in) is required.

For the preparation of this IGR, Bastion has made available all relevant information held by the Company. SRK has supplemented this information, where necessary, with information from its own geological databases or information available within the public domain. A listing of the documents referenced is provided at the end of this report. None of the entities referred to in this report have consented to their inclusion in this Prospectus and have only been referred to in the context of reporting material fact.

Opinions presented in this IGR apply to the site conditions and features as they existed at the time of SRK's investigations and those reasonably foreseeable. These opinions do not necessarily apply to conditions and features that may arise after the date of this report, about which SRK had no prior knowledge nor had the opportunity to evaluate.



The current ownership status and standing of the tenements within each sub-project area is dealt with in a separate Solicitor's Report in Section 4 of this Prospectus. SRK has not independently verified the ownership and current standing of the tenements and is not qualified to make legal representations in this regard. SRK has not attempted to confirm the legal status of the tenements with respect to acquisition or joint venture agreements, local heritage or potential social, environmental or land access restrictions. SRK has prepared this report on the understanding that all the tenements are currently in good standing.

The proposed exploration programs developed by Bastion and reviewed by SRK have been designed to realise the potential of the sub-projects in a prudent and efficient manner. The exploration programs currently planned by Bastion within the project areas amount to A\$3.4 million following its equity raising.

From SRK's assessment of the project areas, it is our opinion that the projects are of merit, are worthy of further exploration and that the exploration programs proposed over the respective sub-projects have been carefully conceived and costed. SRK cautions, however, that the proposed exploration programs may change in Year 2 from those currently stated and will be dependent on the results from the preceding year program.

Bastion's planned commitment of A\$3.43 million to the exploration and evaluation of the project represents approximately 68% of the funds proposed to be raised by Bastion after costs of the issue (less working capital) and satisfies the requirements of ASX Listing Rules 1.3.2 (b), 1.3.3 (a) and 1.3.3 (b).

This IGR was compiled by Dr (Gavin) Heung Ngai Chan (Principal Consultant, Geology), who also reviewed the information of the Garin and Cometa sub-projects. Mr Christian Blaser (Senior Consultant, Geology) reviewed the information of the Capote sub-project. Both Dr Chan and Mr Blaser are full-time employees of SRK and have sufficient experience, which is relevant to the style of mineralisation and type of mineral deposits under consideration, to qualify as Competent Persons as defined in the 2012 Edition of the JORC Code. Mr Chris Woodfull (Corporate Consultant, Geology) and Mr Jeames McKibben (Principal Consultant, Project Evaluations) provided peer review of the IGR. Dr Chan and Mr Blaser consent to the inclusion of this IGR in Bastion's Prospectus and the matters based on this information in the form and context in which they appear.

SRK is a firm providing specialist mining industry consultancy services in the fields of geology, exploration, resource estimation, mining engineering, geotechnical engineering, risk assessment, mining information technology and corporate services including independent expert reports and mineral asset valuations. The company, which operates from offices in Perth, Brisbane, Newcastle, Sydney and Melbourne, has prepared Independent Technical Reports and valuations on a variety of mineral commodities in many countries.

Neither SRK nor any of its consultants involved in the preparation of this report have any material interest in Bastion or in the mineral assets considered in this report. SRK is remunerated for this report by way of a professional fee determined according to a standard schedule of rates, which is not contingent on the outcome of this report.

SRK has given and has not before lodgement of the prospectus with ASIC withdrawn its written consent to being named as author of this report and to the inclusion of this in Bastion's Prospectus.

Statement of SRK independence

Neither SRK nor any of the authors of this IGR have any material present or contingent interest in the outcome of this report, nor do they have any pecuniary or other interest that could be reasonably regarded as being capable of affecting their independence or that of SRK.

3. Independent Geologist's Report

continued

Consulting fees

SRK's professional fee of approximately A\$ 26,000 for completing this IGR is based on its normal professional daily rates plus reimbursement of incidental expenses. The fees are agreed based on the complexity of the assignment, SRK's knowledge of the assets and availability of data.

Warranties and indemnities

Bastion has warranted, that full disclosure has been made of all material information and that, to the best of its knowledge and understanding, such information is complete, accurate and true.

Consent

SRK has given and has not withdrawn its consent for this Report, in full, in Bastion's Prospectus in the form and context in which the technical assessment is provided to be used for the purposes of Bastion's listing on the ASX, including publication on Bastion's website and to the inclusion of statements made by SRK and to the references of its name in other documents pertaining to Bastion's listing on the ASX. SRK provides this consent on the basis that the technical assessments expressed in the Summary and in the individual sections of this IGR be considered with, and not independently of, the information set out in the complete report.

SRK confirms that to the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this report is in accordance with the facts and does not omit anything likely to affect the import of such information.

SRK confirms that nothing has come to its attention to indicate any material change to what is reported in this report.

Yours faithfully

For and on behalf of SRK Consulting (Australasia) Pty Ltd



(Gavin) Heung Ngai Chan, PhD, FAIG

Principal Consultant (Geology)



Chris Woodfull, MSc, MAIG, MAusIMM

Corporate Consultant (Geology)



Disclaimer: The opinions expressed in this Report have been based on the information supplied to SRK Consulting (Australasia) Pty Ltd (SRK) by Bastion Minerals Limited (Bastion). The opinions in this Report are provided in response to a specific request from Bastion to do so. SRK has exercised all due care in reviewing the supplied information. While SRK has compared key supplied data with expected values, the accuracy of the results and conclusions from the review are entirely reliant on the accuracy and completeness of the supplied data. SRK does not accept responsibility for any errors or omissions in the supplied information and does not accept any consequential liability arising from commercial decisions or actions resulting from them. Opinions presented in this Report apply to the site conditions and features as they existed at the time of SRK's investigations, and those reasonably foreseeable. These opinions do not necessarily apply to conditions and features that may arise after the date of this Report, about which SRK had no prior knowledge nor had the opportunity to evaluate.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Contents

Contents

Letter to Company	iii
Glossary	x
Executive Summary	xiii
1 Introduction	1
1.1 Background	1
1.2 Reporting standard	2
1.3 Reliance	2
1.4 Work program	3
1.5 Legal matters	3
1.6 Base technical information, Effective Date and Publication Date	3
1.7 Verification and validation	3
1.8 Statement of Independence	4
1.9 Indemnities provided by the Company	4
1.10 Qualifications of consultants and Competent Persons	4
1.11 Limitation, reliance on information, declaration, consent and remarks	6
1.11.1 Limitations	6
1.11.2 Reliance on information	7
1.11.3 Site Inspection	8
1.11.4 Declaration	8
1.11.5 Consent	9
1.12 Remarks	9
2 Overview of Bastion Minerals Limited	10
2.1 Introduction	10
2.2 Bastion's projects	11
2.3 Exploration strategy	11
3 Overview of Chile	12
3.1 Introduction	12
3.2 Mining sector	12
3.3 Mining regulations	12
4 Project Setting	14
4.1 Location and infrastructure	14
4.2 Seismicity	14
4.3 Physiography and climate	14
4.4 Ownership and tenure	15
5 Geology and Mineralisation	18
5.1 Regional geology	18
5.2 Volcanosedimentary rocks	18
5.3 Plutonic rocks	18
5.4 Atacama Fault System	19
5.5 Mineralisation styles	21
5.5.1 Porphyry, epithermal mineralisation	22
5.5.2 Iron oxide copper gold mineralisation	24
5.5.3 Chilean porphyry, epithermal and IOCG deposits	25



Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Contents

6	Garin Sub-project	27
6.1	Location and access	27
6.2	Geology and mineralisation	28
6.2.1	Mineralisation and alteration	31
6.3	Previous exploration	33
6.4	Exploration potential and mineralisation targeting	34
6.5	Proposed exploration program and budget	36
7	Cometa Sub-project	38
7.1	Location, access and infrastructure	38
7.2	Geology	39
7.2.1	Alteration and mineralisation	40
7.2.2	Previous exploration	42
7.3	Exploration potential and mineralisation targeting	42
7.4	Proposed exploration program and budget	43
8	Capote Sub-project	44
8.1	Location, access and infrastructure	44
8.2	Geology	45
8.3	Mineralisation	49
8.4	Previous exploration	50
8.4.1	Area I - Yayito	52
8.4.2	Area II - Taquia	53
8.4.3	Area III - Andacollo	53
8.5	Proposed exploration program and budget	54
9	Risks	56
10	Concluding Remarks	57
	References	59

Tables

Table 1:	Responsibilities of SRK specialists and key contributors	6
Table 2:	List of concessions held by Bastion	15
Table 3:	Exploration budget for the Garin sub-project (A\$)	37
Table 4:	Exploration budget for the Cometa sub-project (A\$)	43
Table 5:	Exploration budget for the Capote sub-project (A\$)	55

Figures

Figure 1:	Location of Bastion's projects in Lower Atacama region of north-central Chile	10
Figure 2:	Simplified regional geological map	20
Figure 3:	Porphyry, epithermal and IOCG deposits and the Atacama Fault System	21
Figure 4:	Schematic porphyry, epithermal system	23
Figure 5:	Schematic alteration-mineralisation zoning pattern for a porphyry copper system	24
Figure 6:	Schematic diagram showing tectonic and lithospheric setting of IOCG deposits	25
Figure 7:	Potential mineralisation models for porphyry, epithermal and IOCG systems	26
Figure 8:	Location map of the Garin sub-project – Bastion's tenements outlined in black	27
Figure 9:	Bastion's tenements and prospect locations	28
Figure 10:	Simplified geological map of the Garin sub-project	30

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited Contents

Figure 11: Garin sub-project field photographs	32
Figure 12: Surface sampling results	33
Figure 13: SWIR spectral data showing alteration mineral analysis draped on topography	34
Figure 14: Simplified geology of the Garin sub-project area with interpreted faults and alteration zones	35
Figure 15: Location map of the Cometa sub-project	38
Figure 16: Simplified geological map of the Cometa sub-project	40
Figure 17: Cometa sub-project field photographs	41
Figure 18: Surface sampling results	42
Figure 19: Location map of the Capote sub-project	44
Figure 20: Simplified regional geological map of the Capote sub-project area	45
Figure 21: Simplified geological map of the Capote sub-project area	46
Figure 22: Geological map of the old Capote mine area	47
Figure 23: Variation in strike of vein segments along the northern end of the San Juan vein (area 1 on Figure 22)	48
Figure 24: Satellite veins on the western side of the main San Juan vein	49
Figure 25: Satellite vein on the San Juan vein flanked by argillic alteration	50
Figure 26: Overview of Capote prospects Andacollo, Taquia and Yayito with recently acquired SWIR spectral data showing alteration mineral occurrences draped on topography	51
Figure 27: Overview of the Yayito prospect	52
Figure 28: Overview of the Taquia prospect	53
Figure 29: Overview of the Andacollo prospect	54

Appendices

- Appendix A: Table 1 JORC Code 2012
- Appendix B: Surface samples



Glossary

Term	Meaning
A\$	Australian dollars
Ag	Silver
AICD	The Australian Institute of Company Directors
AIG	The Australian Institute of Geoscientists
alteration	A change in rock induced by hydrothermal actions
andesite	A pale coloured volcanic rock with 52%–63% SiO ₂
aphanitic	Fine-grained igneous rocks for which the component mineral crystals are not detectable by naked eye
argillic alteration	Hydrothermal alteration of wall rock which introduces clay minerals such as kaolinite, smectite and illite
ASIC	Australian Securities and Investments Commission
asl	Above sea level
ASX	Australian Securities Exchange
Au	Gold
AusIMM	Australasian Institute of Mining and Metallurgy
basalt	A dark-coloured volcanic rock with 45%–52% SiO ₂
Bastion	Bastion Minerals Limited
Back-arc	The area behind a volcanic arc, usually induced by subduction roll-back
breccia	Fragmented rock, commonly found along a fault and intrusion boundary
Capote	One of the three sub-projects of Bastion
Cenozoic	A geological time period commencing 66 million years ago and extending to the present
Cerrillos Formation	The name attributed to a group of Cretaceous volcanosedimentary rocks in Chile which are cut by later intrusive bodies, and are the dominant rocks in Bastion's Garin and Cometa sub-projects
Comet	Former owner of Bastion's projects
Cometa	One of the three sub-projects of Bastion
Company	Bastion Minerals Limited
Cretaceous	A geologic time period extending from 146 to 65.5 million years ago
Cu	Copper
dyke	A narrow tabular intrusive rock body
epithermal deposit	A mineralisation style comprising sulfide-bearing veins proximal to intrusive bodies
Exploration Results	Exploration Results include data and information generated by mineral exploration programs that might be of use to investors but do not form part of a declaration of Mineral Resources or Ore Reserves, as defined in Clause 18 of the JORC Code.
Exploration Target	An Exploration Target is a statement or estimate of the exploration potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade (or quality), relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource, as defined in Clause 17 of the JORC Code. Where the lowercase form 'exploration target' or 'target' is used, this refers to the targeting of the exploration effort to identify mineralisation rather than the case where existing Exploration Results support a statement or estimate of an Exploration Target.
fault	An approximately planar fracture surface within a rock mass, along which the opposite sides have been displaced parallel to the plane of the movement
Fe	Iron
felsic rock	An igneous rock with more than 63% SiO ₂
g/t	Grams per tonne
geophysics	The study of the Earth using quantitative physical methods to measure its electrical conductivity, gravitational and magnetic fields
Garin	One of the three sub-projects of Bastion
hydrothermal fluid	Upward flowing fluids originating from igneous or metamorphic geological events

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Glossary

Term	Meaning
intrusive rock	An igneous rock that crystallised from magma within the Earth's crust
IGR	Independent Geologist's Report
III Region	A region in central Chile where Bastion's Project is located
IOCG deposit	An iron oxide copper-gold deposit; a type of hydrothermal copper±gold mineralisation with strong structural controls and iron oxide content greater than most igneous rocks
IPO	Initial Public Offering
JORC	Joint Ore Reserves Committee
JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition
Jurassic	A geologic time period that lasts from 199.6 to 146 million years ago
km ²	Square kilometres
m	Metres
mafic rock	An igneous rock that has a large percentage of dark-coloured minerals such as amphibole, pyroxene, and olivine; also used in reference to the magmas from which these rocks crystallise
Mesozoic	A geologic time era that lasts from 251 to 65.5 million years ago
metamorphic rock	Rock that altered by temperature and pressure within the Earth
mineralisation	Geological occurrence of mineral of potential economic interest
Mo	Molybdenum
oz	Troy ounces (1 oz = 31.1 g)
P	Phosphorus
Paleozoic	A geological time era that lasts from 542 to 251 million years ago
Pb	Lead
phyllitic alteration	A hydrothermal alteration zone within a permeable rock that has been affected by circulation of hydrothermal fluids. It is commonly in copper porphyry ore deposits in calc-alkaline rocks. Phyllic alteration is characterised by the assemblage of quartz + sericite + pyrite.
porphyry	An intermediate or felsic igneous rock of fine-grained size, with some larger crystals, usually feldspar, scattered in the finer-grained groundmass
porphyry deposit	A mineralisation style associated with rocks of porphyritic texture and characterised by broad alteration zones
ppb	Parts per billion
ppm	Parts per million
pyroclastics	Clastic rocks composed of rock fragments produced by explosive volcanism and erupted as individual particles
quartz	A silicon mineral – SiO ₂
REE	Rare earth elements
S	Sulfur
sedimentary rock	Rock that formed by physical or chemical deposition and compression
shear zone	Structural deformation of rock by shearing stress under brittle-ductile or ductile conditions at depths in high-pressure metamorphic zones
Skarn	Coarse-grained metamorphic rocks formed by a process called metasomatism. Skarns tend to be rich in calcium-magnesium-iron-manganese-aluminium silicate minerals, which are also referred to as calc-silicate minerals.
SRK	SRK Consulting (Australasia) Pty Ltd
subduction rollback	Backward motion of the subducting slab relative to the overriding tectonic plate
SWIR	Short wave near infrared. SWIR satellite photos are used to identify clay, mica, hydrous iron oxide, and ammonium feldspar alteration minerals that are guides for exploration and development on many gold and silver projects.
Ti	Titanium
Triassic	A geologic time period that lasts from 251 to 199.6 million years ago
VALMIN Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, 2015 Edition
vein	Planar occurrences of mineral infilling fractures in the rock
volcanic arc	A chain of volcanoes formed above a subducting plate



Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Glossary

Term	Meaning
volcanic rock	Rock that formed by, or in association with a volcano
volcaniclastic	Debris or rock formed from volcanic eruptions, which are subsequently transported from place of origin/ initial deposition site
Wall rock	Wall rock is the rock that constitutes the wall of an area undergoing geologic activity
Zn	Zinc

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3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Executive Summary

Executive Summary

Bastion Minerals Limited (Bastion or the Company) has commissioned SRK Consulting (Australasia) Pty Ltd (SRK) to prepare an Independent Geologist's Report (IGR) on its mineral assets located in the III Region of north-central Chile (the Project).

The purpose of the Prospectus is to offer for subscription up to 30 million shares at an issue price of A\$0.20 per share to raise a total of minimum of A\$5 million and a maximum of A\$6 million before the costs of the issue to fund future exploration and development of Bastion's mineral assets.

SRK's IGR has been prepared in accordance with the guidelines outlined in the Australasian Code for the Public Reporting of Technical Assessment and Valuation of Mineral Assets (VALMIN Code, 2015), which incorporates the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012). This IGR also takes cognisance of the Australian Securities Exchange (ASX) Listing Rules and the Australian Securities and Investment Commission (ASIC) Regulatory Guides. The purpose of SRK's IGR is to provide an impartial assessment of the technical data and merits of the Project, as well as to comment on the exploration program proposed by Bastion.

Bastion is an Australian Public Company, limited by shares that operates in the mineral industry. Bastion is focused on transitioning from a junior exploration to a mid-tier mining company through the exploration for, and development of its three sub-projects:

- The Garin sub-project comprising 9 granted exploitation concessions and 2 exploration concessions in application, covering some 14.20 km² in the Garin Viejo silver mining district some 40 km east of Copiapó.
- The Cometa sub-project comprising 19 granted exploration concessions and 4 exploitation concessions in application covering some 53.81 km² to the west of the Orito mining district approximately 40 km southeast of Vallenar.
- The Capote sub-project comprising 30 granted exploitation and 11 exploration concessions and 1 exploitation and 13 exploration concessions in application, covering some 92.24 km² in the historical Capote Goldfield, approximately 50 km northwest of Vallenar.

Collectively, these three sub-projects cover a combined area of approximately 160.25 km², covered by a total of 79 exploration and exploitation concessions.

The Project is considered by Bastion to be prospective for gold (Au), silver (Ag), copper (Cu), lead (Pb), and zinc (Zn) mineralisation formed in porphyry, epithermal or iron oxide copper-gold (IOCG) mineralisation settings. The sub-projects are marked by historical workings or mine sites but have received little modern systematic exploration except for limited reconnaissance-scale geological mapping and surface rock chip geochemical sampling.

The central portion of Bastion's Garin sub-project is marked by a large zonal alteration, where phyllic altered rocks are rimmed by a chlorite-epidote alteration zone. Mineralised quartz-carbonate veining with various amounts of base and precious metals are present at different prospects. Surface geochemical sampling from these prospects returned elevated Ag, Pb and Zn grades. Based on the presence of mineralised base metals and silver veins with elevated gold grades within a large alteration zone, Bastion considers the Garin area offers potential for shallow



epithermal-porphyry style mineralisation. Under this interpretation, the mineralised veins are interpreted to have formed at a sub-epithermal level while the alteration zones represent the roof of a porphyry system.

Bastion's Cometa sub-project covers the contact between a monzodioritic intrusion and surrounding Early Cretaceous andesitic and volcanoclastic rocks. A major northeast-trending fault and secondary northwest-trending faults dissect the area. Along this structural corridor and lithological contact, iron oxide-bearing hydrothermal breccias with various copper oxide minerals are present. In addition, stratabound hydrothermal breccia supported by a magnetite-carbonate matrix with copper oxide mineralisation is present at one of the prospects. Previous surface geochemical sampling has returned elevated copper and silver grades. The sampling results together with presence of hydrothermal breccia and veins provide immediate targets for potential IOCG-type mineralisation.

In Bastion's Capote sub-project area, Cretaceous granodiorite intrude Palaeozoic sedimentary rocks in the west and Mesozoic andesitic rocks in the east. Known gold mineralisation is hosted within quartz, carbonate and iron oxide veins with variable amounts of secondary chrysocolla after primary copper mineralisation. Vein widths range from one to tens of metres and extend over strike lengths spanning tens to hundreds of metres at the historical San Juan mine site. Various (copper, lead and zinc) sulfide minerals commonly accompany the known gold mineralisation. Previous surface geochemical sampling confirmed the presence of mineralised samples. The presence of auriferous veins accompanied by varying amounts of copper, lead and zinc sulfides is interpreted by Bastion to represent the surface expression of an underlying IOCG system.

In order to advance the current development status of its Chilean mineral tenures, Bastion has proposed a 2-year staged exploration program and budget for each sub-project after listing to evaluate numerous targets in each sub-project area. The strategy is to initially evaluate some known prospects and new targets to be identified by the satellite imagery interpretation to maximise the potential success.

Key exploration activities to be completed include:

- interpretation of satellite imagery for alteration and structure to locate potentially mineralised structures and associated alteration zones
- further reconnaissance and detailed to prospect-scale geological mapping and surface geochemical sampling (including rock chip, channel and soil sampling) at newly identified target areas
- completion of a close spaced ground magnetic geophysical surveying to identify potential structures, followed by electrical geophysical surveying at selected areas offering identified geochemical or structural targets
- initial trenching and drill testing (reverse circulation (RC) and diamond) at identified prospects.

The budgeted expenditure is approximately A\$3.4 million. A summary of the proposed expenditure is presented in the following table.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Executive Summary

Table ES-1: Summary of Bastion's proposed 2-year exploration budget (A\$)

	Year 1	Year 2	Total
Garin	823,000	210,000	1,033,000
Cometa	358,000	369,000	727,000
Capote	923,000	721,000	1,644,000
Total	2,104,000	1,300,000	3,404,000

Source: Bastion

Note: Table may not total exactly due to rounding.

Within the context of the previously completed exploration and the associated results, SRK has reviewed the details of Bastion's proposed work programs and budget. Based on its review, SRK considers that Bastion's 2-year program is reasonable and appropriate and is based on sound geological concepts.

A total budget of approximately A\$3.4 million is an adequate consideration of the potential mineralisation styles and maturity of the targets. Bastion's ultimate success in discovering and developing gold-copper deposits within its Chilean project areas will depend largely on the skills of its exploration team and exploration strategy. In SRK's opinion, Bastion has the key elements in place to achieve its objectives.



1 Introduction

1.1 Background

SRK Consulting (Australasia) Pty Ltd (SRK) has been engaged by Bastion Minerals Limited (Bastion or the Company) to prepare an Independent Geologist's Report (IGR or Report) on its mineral assets, located in the Lower Atacama Region of north-central Chile (the Project) in accordance with the Australian Securities Exchange (ASX) Listing Rules and the Australian Securities and Investment Commission (ASIC) Regulatory Guides.

This IGR is addressed to the Directors of Bastion. Bastion is an Australian Public Company, limited by shares, that operates in the minerals industry. Through its wholly owned subsidiary, SCM Constelación, Bastion holds interests in a number of exploration projects, considered prospective for gold and copper mineralisation in north-central Chile. Bastion was formerly known as Comet Exploration Limited and Comet Exploration Pty Ltd and was first registered on 20 December 2010, with its registered offices in Sydney, New South Wales, Australia. The current corporate structure of Bastion is detailed elsewhere in the Prospectus.

Bastion's key Project comprises three clusters of granted exploration and exploitation concessions, known as the Garin, Capote and Cometa sub-projects, located in north-central Chile (between latitude -27°S and -29° S). The Project is considered by Bastion prospective for gold (Au), silver (Ag), copper (Cu), lead (Pb) and zinc (Zn) mineralisation formed in porphyry, epithermal and iron oxide copper-gold (IOCG) mineralisation settings.

SRK understands this IGR is to be included in the Company's Prospectus for a proposed Initial Proposed Offering (IPO) on the ASX.

This IGR presents the following key technical information as at the Effective Date:

- an overview of the geological settings of the Capote, Garin and Cometa sub-projects and associated mineralisation
- outline of historical and recent exploration activities undertaken by Bastion and other previous owners
- a review of the exploration potential of each sub-project
- SRK's opinion on proposed exploration program and associated budget.

This IGR is intended to properly inform readers of Bastion's Prospectus of the status and exploration potential of the Project and to provide commentary on the Company's proposed future activities.

For this Report, Bastion's sub-projects and associated tenure were classified as an Advanced Exploration Project in accordance with the categories outlined in the VALMIN Code (2015), namely:

- **Early Stage Exploration Projects** – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified.
- **Advanced Exploration Projects** – Tenure holdings where considerable exploration has been undertaken and specific targets have been identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Introduction

Resource estimate may or may not have been made, but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category.

- **Pre-development Projects** – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely), but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken.
- **Development Projects** – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. The economic viability of Development Projects will be proven by at least a pre-feasibility study (PFS).
- **Production Projects** – Tenure holdings – particularly mines, wellfields and processing plants – that have been commissioned and are in production.

1.2 Reporting standard

This IGR has been prepared to the standard of, and is considered by SRK to be, a Technical Assessment Report under the guidelines of the 2015 edition of the *Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets* (the VALMIN Code).

The VALMIN Code incorporates the 2012 edition of the *Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves* as published by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia' (the JORC Code).

As per Clause 19 of the JORC Code (for significant projects the reporting of all criteria of sections 1 and 2 of Table 1 of the JORC Code on an 'if not, why not' basis is required, preferably as an appendix), the required sections are included in Appendix A.

1.3 Reliance

SRK is responsible for this IGR and for all the technical information that has been directly extracted from the IGR and reported in the Prospectus to be released by the Company in connection with the proposed IPO and to be dated around the same date as the IGR.

SRK declares that it has taken all reasonable care to ensure that the information contained in the IGR and included in the Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

SRK confirms that the presentation of information contained elsewhere in the Prospectus which relates to information in the IGR is accurate, balanced and consistent with the IGR.

SRK considers that its opinion must be considered as a whole and that selecting portions of the analysis or factors considered by it, without considering all factors and analyses together, could



create a misleading view of the process underlying the opinions presented in this IGR. The preparation of an IGR is a complex process and does not lend itself to partial analysis or summary.

SRK has no obligation or undertaking to advise any person of any development in relation to the mineral assets which comes to its attention after the date of this IGR or to review, revise or update the IGR or opinion in respect of any such development occurring after the date of this IGR.

1.4 Work program

SRK's work program commenced in November 2020, with a technical assessment of publicly available data, reports and other information sourced from subscription databases such as S&P Global Market Intelligence database services. A review and assessment of all material technical reports and supporting documentation prepared by and/ or on behalf of Bastion was then undertaken to determine its reasonableness for use. Further to this review and assessment, the Report was prepared by SRK.

1.5 Legal matters

SRK has not been engaged to comment on any legal matters.

SRK notes that it is not qualified to make legal representations as to the ownership and legal standing of the tenements that are the subject of this Report. SRK has not attempted to confirm the legal status of the tenements, local heritage or potential environmental or land access restrictions.

SRK's understanding of the current tenure situation is set out in Section 2.2 of this Report.

1.6 Base technical information, Effective Date and Publication Date

The base technical information date, and the Effective Date of the IGR is 25 January 2021 (the Effective Date). The technical information contained in this IGR has been prepared as at the Effective Date.

As at the publication date of this IGR, this being on or around 29 January 2021 (the Publication Date), SRK is not aware that any material change has occurred since the Effective Date. Among others, this includes material changes to the technical information as reported in this IGR.

1.7 Verification and validation

This IGR is dependent on technical, financial and legal inputs. In respect of the technical information as provided by the Company and taken in good faith by SRK, and other than where expressly stated, any figures presented have not been independently verified by means of re-calculation. SRK has, however, conducted a review and assessment of all material technical issues likely to influence the technical information included in this IGR, which included the following:

- an examination of the historical data made available by Bastion in respect of the Project
- enquiry of key project, technical, head office personnel and consultants of Bastion in respect of the Mineral Assets and other related matters

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Introduction

- an examination, review and where appropriate identification of the key technical risks and opportunities as they relate to the technical information reported herein.

Accordingly, Bastion has provided technical data (geological information, assay information, exploration programs, etc.) to SRK for the purpose of this review and inclusion in the IGR. SRK confirms that it has performed all necessary validation and verification procedures deemed necessary and/or appropriate by SRK in order to place an appropriate level of reliance on such technical information.

1.8 Statement of Independence

Neither SRK, nor any of its personnel involved in the preparation of this Report have:

- any material present or contingent interest in Bastion or any of the properties or mineral assets described herein; or
- any association with Bastion, or related parties, which may lead to bias.

SRK warrants that its team of consultants is competent to prepare the IGR as requested by Bastion, and to the best of SRK's knowledge and belief, having made reasonable enquiries, SRK has no conflicts, real or perceived, capable of preventing SRK from performing the requested services.

SRK has no beneficial interest in the outcome of this technical assessment capable of affecting its independence.

1.9 Indemnities provided by the Company

Bastion has warranted, in writing to SRK, that full disclosure has been made of all material information and that, to the best of its knowledge and understanding, such information is complete, accurate and true.

As recommended by the VALMIN Code, Bastion has provided SRK with an indemnity under which SRK is to be compensated for any liability and/or any additional work or expenditure resulting from any additional work required:

- which results from SRK's reliance on information provided by Bastion or from Bastion not providing material information; or
- which relates to any consequential extension workload through queries, questions or public hearings arising from this IGR.

1.10 Qualifications of consultants and Competent Persons

This IGR has been prepared based on a technical and economic review by a team of consultants sourced from SRK's offices in Australia and Hong Kong. These consultants have extensive experience in the mining and metals sector and are members in good standing of appropriate professional institutions are set out below and in Table 1. The consultants comprise specialists in the fields of geology and resource estimation and project evaluation (hereinafter the Technical Disciplines).



(Gavin) Heung Ngai Chan, PhD, FAIG – Principal Consultant

Gavin Chan has over 16 years of academic and commercial experience in geosciences and has worked on numerous deposit styles including precious and base metals, industrial minerals and dimension stones. Gavin has previously worked in China, Africa, Europe, Southeast Asia and Australia. His expertise lies in geological mapping, geological modelling, resource estimation, geological due diligence, valuation, fatal flaw and project analysis.

Chris Blaser, MSc, MAusIMM – Senior Consultant

Chris Blaser has over 10 years' experience in the mining and exploration industry in small- and large-scale operations across Australia and overseas. He has worked in several commodities, including iron ore, copper, nickel and gold, and on projects spanning greenfields exploration to resource definition. Chris specialises in geological modelling, ore genesis and target generation and is proficient in the use of 3D modelling software Leapfrog, geochemical analysis software ioGAS and the spatial ArcGIS package. He is also competent in exploration management and planning, drill rig supervision, and core logging and sampling, and can provide onsite mentoring to field geologists.

Chris Woodfull, MSc, MAIG, MAusIMM, MAICD – Corporate Consultant

Chris Woodfull is a geologist with 30 years combined experience in exploration, mining geology and environmental management. Since joining SRK in 2001, Chris has worked on numerous exploration targeting/ assessment and structural geological risk studies for minerals (mainly gold, copper, base metals) as well as coal exploration and mining companies. He is an experienced consultant and project manager in a range of areas including geological risk, exploration, independent technical reviews and valuations. In recent years, Chris has managed or directed two major basin-scale structural framework studies for the coal/ coal seam gas sector, a major base and precious metals exploration program, copper-gold and base metals exploration programs and a large early exploration unconventional petroleum study and related exploration field programs in Australia. His extensive gold experience includes Archaean greenstones (in Australia and east Africa), the eastern Australian Palaeozoic arc/ fold belts as well as studies in Mongolia, PNG and Indonesia. He recently completed a 5-year term as Managing Director of SRK Consulting (Australasia) and is currently Chairman of SRK Consulting Asia Ltd and a Director of SRK Global.

Jeames McKibben, BSc Hons, MBA, MRICS, FAusIMM(CP), MAIG – Principal Consultant

Jeames McKibben is an experienced international mining professional having operated in a variety of roles including consultant, project manager, geologist and analyst over more than 25 years. He has a strong record in mineral asset valuation, project due diligence, independent technical review and deposit evaluation. As a consultant, he specialises in mineral asset valuations and Independent Technical Reports for equity transactions and in support of project finance. Jeames has been responsible for multi-disciplinary teams covering precious metals, base metals, bulk commodities (ferrous and energy) and other minerals in Australia, Asia, Africa, North and South America, and Europe. He has assisted numerous mineral companies and financial, accounting and legal institutions and has been actively involved in arbitration and litigation proceedings. Jeames is a current member of the VALMIN Code and IMVAL Committees.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Introduction

Table 1: Responsibilities of SRK specialists and key contributors

Specialist	Position/Company	Responsibility	Independent of Bastion	Site inspection	Professional designation
(Gavin) Heung Ngai Chan	Principal Consultant (Geology)/ SRK Consulting (Hong Kong) Limited	Review of the Garin and Cometa sub-projects and overall IGR compilation	Yes	None	PhD, FAIG
Chris Blaser	Senior Consultant (Geology)/ SRK Consulting (Australasia) Pty Ltd	Review of the Capote sub-project	Yes	None	MSc, MAusIMM
Chris Woodfull	Corporate Consultant (Geology)/ SRK Consulting (Australasia) Pty Ltd	Peer review	Yes	None	MSc, MAIG, MAusIMM, MAICD
James McKibben	Principal Consultant (Project Evaluation)/ SRK Consulting (Australasia) Pty Ltd	Peer review	Yes	None	BSc (Hons), MBA, FAusIMM(CP), MAIG, MRICS

The information in this IGR that relates to Technical Assessment of Mineral Assets reflects information compiled and conclusions derived by Dr (Gavin) Heung Ngai Chan, who is a Fellow of AIG, and Mr Chris Blaser, who is a Member of AusIMM. Dr Chan and Mr Blaser are not permanent employees of Bastion. Dr Chan and Mr Blaser have sufficient experience relevant to the Technical Assessment of the Mineral Assets under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the JORC Code (2012) and as Specialist Practitioners as defined in the VALMIN Code (2015). Dr Chan and Mr Blaser consent to the inclusion in the Report of the matters based on their information in the form and context in which it appears.

1.11 Limitation, reliance on information, declaration, consent and remarks

1.11.1 Limitations

The technical information presented herein relies on assumptions regarding certain forward-looking statements. These forward-looking statements are estimates and involve a number of risks and uncertainties that could cause actual results to differ materially. The projections as presented and discussed herein have been proposed by Bastion's management and cannot be assured; they are necessarily based on economic assumptions, many of which are beyond the control of the Company. Unless otherwise stated, the opinions and conclusions expressed in this IGR are those of SRK.



1.11.2 Reliance on information

SRK has relied on the accuracy and completeness of technical, financial and legal information and data furnished by or through Bastion.

As far as SRK has been able to ascertain, the information provided by Bastion was complete and not incorrect, misleading or irrelevant in any material aspect. Bastion has confirmed in writing to SRK that full disclosure has been made of all material information and that to the best of its knowledge and understanding, the information provided by Bastion was complete, accurate, true and correct in all material aspects. SRK has no reason to believe that any material facts have been withheld. While SRK has exercised all due care in reviewing the supplied information, SRK does not accept responsibility for finding any errors or omissions contained therein and disclaims liability for any consequences of such errors or omissions.

SRK's assessment of exploration results for the Mineral Assets is based on information provided by Bastion throughout the course of SRK's investigations, which in turn reflect various technical and economic conditions prevailing at the date of this report. These conditions can change significantly over relatively short periods of time. Should these change materially the assumptions could be materially different in these changed circumstances.

This IGR specifically excludes all aspects of legal issues, marketing, commercial and financing matters, insurance, land titles and usage agreements, and any other agreements and/or contracts Bastion may have entered into.

This IGR includes technical information, which requires subsequent calculations to derive subtotals, totals and weighted averages. Such calculations may involve a degree of rounding and consequently introduce an error. Where such errors occur, SRK does not consider them to be material.

Technical reliance

SRK places reliance on the Company and its technical representatives that all technical information provided to SRK as at the Effective Date is accurate.

All technical information, including the Exploration Results presented in Table 1 (Appendix A) was prepared and provided by Dr Andrew Stewart, a consultant to Bastion. Dr Stewart is also a Non-executive Director and a shareholder of Bastion. Dr Stewart is a Member of AIG and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration, and to the activity which has been undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the JORC Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Stewart consents to the inclusion in this IGR of the matters based on this information in the form and context in which it appears.

Financial reliance

In considering all financial aspects relating to Bastion's Mineral Assets, SRK has placed reliance on the Company that the following information is appropriate as at the Effective Date (defined below):

- operating expenditures as included in the Company's development strategy and exploration programs

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Introduction

- capital expenditures as included in the Company's development strategy and exploration programs
- all statutory and regulatory payments as may be necessary to execute the Company's development strategy and exploration programs.

The financial information referred to above has been prepared under the direction of Ross Landles, Executive Director of Bastion, on behalf of the Board of Directors of the Company.

Legal reliance

In consideration of all legal aspects relating to Bastion's Mineral Assets, SRK has placed reliance on the representations of the Company, and a Chilean solicitor's report, prepared by Ossa & Alessandri dated 21 January 2021 that the following are correct as of the Effective Date (defined above) and remain correct until the Publication Date:

- Save as disclosed in the Prospectus, the Company Directors are not aware of any legal proceedings that may have any influence on the rights to explore, develop and mine the minerals present within and associated with the Company's Mineral Assets.
- The legal owners of all mineral and surface rights have been verified.
- Save as expressly mentioned in the Risk Factors of the Notice and the main body of the Prospectus, no significant legal issue exists which would affect the likely viability of the exploration and production licences as reported herein.

The corporate legal representatives of the Company are Ossa & Alessandri, Roger de Flor 2736, Piso 5, Las Condes, Santiago, Chile.

1.11.3 Site Inspection

At the time of preparation of this IGR, COVID-19 was affecting typical business operating conditions, particularly by restricting the widespread movement of people within Australia and internationally. SRK consultants were unable to visit the sub-project areas. The sub-project areas are predominantly at an early stage of assessment, and it is SRK's understanding that a site inspection was unlikely to reveal additional current information that was material to the Report, over and above that available in the supplied documentation. SRK has previously inspected adjacent third-party projects and as such has a reasonable understanding of the Project setting in order to inform this technical assessment report. Based on previous exploration and known occurrences of economic mineralisation, Mineral Resources and Ore Reserves in the adjacent third-party held areas, SRK is of the opinion that all of Bastion's projects are prospective and/or permissive for the abovementioned respective mineralisation systems.

1.11.4 Declaration

SRK will receive a fee of approximately A\$26,000 for the preparation of this IGR in accordance with normal professional consulting practices. This fee is not dependent on the findings of this IGR and SRK will receive no other benefit for the preparation of this IGR. Neither SRK nor any of the authors have any pecuniary or other interests that could reasonably be regarded as capable of



affecting its ability to provide an unbiased opinion in relation to the mineral assets opined on by SRK and reported herein.

Neither SRK nor the Competent Persons (as identified above) (with the exception of Dr Andrew Stewart) and SRK consultants who are responsible for authoring this IGR, nor any Directors of SRK has at the date of this Report, nor have had within the previous two years, any shareholding in the Company, the Mineral Assets, or any other economic or beneficial interest (present or contingent) in any of the assets being reported on. SRK is not a group, holding or associated company of the Company. None of SRK's partners or officers are officers or proposed officers of any group, holding or associated company of the Company.

Further, no Competent Person (with the exception of Dr Andrew Stewart) and SRK consultants involved in the preparation of this IGR is an officer, employee or proposed officer of the Company or any group, holding or associated company of the Company. Consequently, SRK, the Competent Persons (with the exception of Dr Andrew Stewart), and SRK consultants and the Directors of SRK consider themselves to be independent of the Company, its directors, and senior management.

In this IGR, SRK provides assurances to the Board of Directors of the Company, in compliance with the Reporting Standard that the exploration potential of the Mineral Assets as provided to SRK by Bastion and reviewed and, where appropriate, modified by SRK are reasonable, given the information currently available.

1.11.5 Consent

Dr Chan and Mr Blaser, as the nominated Competent Persons taking responsibility for this IGR, consent to the inclusion in the Report of the matters based on their information in the form and context in which it appears.

SRK consents to this Report being included, in full, in Bastion's Prospectus in the form and context in which the technical assessment is provided. SRK provides this consent on the basis that the technical assessment expressed in the Executive Summary and in the individual sections of this Report is considered with, and not independently of, the information set out in the complete report. SRK does not consent to this Report being used for any other purpose.

1.12 Remarks

All monetary figures used in this Report are expressed in Australian dollar (A\$) terms, unless otherwise stated.

Certain units of measurements, abbreviations and technical terms are defined in the glossary of this IGR. Unless otherwise explicitly stated, all quantitative data as reported in this IGR are reported on a 100 per cent basis.

Unless otherwise stated, all coordinates presented in this IGR are based on Provisional South American Datum 1956 (PSAD56) UTM Zone 19S.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Overview of Bastion Minerals Limited

2 Overview of Bastion Minerals Limited

2.1 Introduction

Bastion is an Australian public company, limited by shares, which focuses on delivering shareholder value through the exploration for, and development of, high-quality gold and copper mineralisation in several strategically located project areas in the Lower Atacama region of north-central Chile. The Company has assembled a suite of prospective tenements located near known world-class copper deposits, including the examples of Candelaria, Los Colorados, Productora, Dos Amigos and Punte del Cobre. Bastion's projects have seen past exploration and mining activity but other than surface sampling and geological mapping, have received little attention by modern exploration methods (Figure 1).

Bastion proposes to rapidly evaluate its projects and has developed several refined targets to be drill tested in the near term, as well as an integrated exploration program able to support the Company's medium- to longer-term exploration focus. Bastion's aim is to become a mid-tier mining company within 5 years. To this end, Bastion is seeking to list on the ASX in order to fund these exploration programs.

Figure 1: Location of Bastion's projects in Lower Atacama region of north-central Chile



Sources: SRK, 2020



2.2 Bastion's projects

Through its wholly owned subsidiary, SCM Constelación, a Chilean registered company, Bastion holds interests of a package of tenements in the Lower Atacama region of north-central Chile. The mineral assets, comprising the Garin, Cometa and Capote sub-projects, are considered prospective for gold-silver mineralisation and other base metals mineralisation including copper, lead and zinc, potentially associated with porphyry, epithermal and iron oxide copper gold (IOCG) mineralisation. The sub-projects are divided into two groups – the Garin project in the north, located to the northeast of Copiapó and the Cometa and Capote projects in the south, situated in the vicinity of Vallenar (Figure 1).

The Garin sub-project comprises a package of tenements, centred on a prominent alteration zone, flanked by mineralised veins and structures, as seen in the old workings and outcrops. Bastion targets primarily epithermal vein-type silver-lead-gold mineralisation and plans to test the potential of the presence of a porphyry system.

In the south, the Cometa sub-project is marked by a structural control contact zone between a basaltic and andesitic volcanic complex and dioritic intrusion. Iron oxide bearing hydrothermal breccia and veins occur along or in the proximity of the zone, which offer targets for potential IOCG-type mineralisation.

The Capote sub-project is located in the historical Capote mining district where high-grade quartz-carbonate veins were mined from pre-colonial times up until 1954. In this area, a total of 18 mines were exploited within an area of 17 km². The most significant mines were La Buena, Graciela, Resurgimiento and the San Juan mine, which reportedly had a head grade up to 40 g/t Au. Previous work in the area has identified vein-type epithermal gold prospects.

2.3 Exploration strategy

Bastion's exploration strategy as presented to SRK is summarised as follows:

- strategically evaluating numerous prospective targets, supported by previous exploration results and new targets, using modern exploration techniques and concepts
- completing focused exploration for maximum value in the shortest timeframe
- keeping exploration technical and highly efficient.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Overview of Chile

3 Overview of Chile

3.1 Introduction

Chile is 4,300 km long (north to south) and on average only 175 km wide (east to west). This results in a varied climate ranging from the Atacama Desert in the north, the world's driest, through a Mediterranean climate in the central region to a snowy alpine climate in the south, with glaciers, fjords and lakes.

The country has a land area of 756,096 km². The capital city is Santiago. The population of approximately 18 million consists largely of people of mixed Spanish and indigenous descent.

Chile has been one of Latin America's fastest-growing economies in recent decades. It has weathered recent regional economic instability and has significantly reduced the population living in poverty – from 30% in 2000 to 3.7% in 2017.

Major industries in Chile are copper, other minerals, foodstuffs, fish processing, iron and steel, wood and wood products, transport equipment, cement, and textiles. Copper, fish, fruits, paper and pulp, chemicals and wine are the main export commodities.

Chile's real gross domestic product (GDP) growth for 2019 was 1.1%. The Global Competitiveness Index for 2018 ranked Chile as being the 33rd most competitive country in the world and first in Latin America.

3.2 Mining sector

Chile is the world's largest producer of copper, iodine, molybdenum, and rhenium. In 2019, the mining sector represented approximately 9% of Chile's GDP and generated over 200,000 direct jobs. Chilean mining exports totalled more than US\$36 billion, 50% of which is represented by copper. The mining exports accounts for half of the national export value, of which copper accounted for about 50% of Chile's total metals exports. In addition to copper, Chile is also the world's second largest producer of lithium (InvestChile, 2020).

3.3 Mining regulations

Mineral rights and tenure procedure in Chile are governed by the Constitutional law on Mining Concessions (Law No. 18,097), first published in the Official Gazette on 21 January 1982 and later incorporated with amendments in Law No. 18,248, known as the Mining Code, which was published in the Official Gazette on 14 October 1983. Mineral concessions are of two types: mineral exploration concessions are called *pedimentos*, and mining or exploitation concessions are referred to as *mensuras*.

Exploration concessions (*pedimentos*): The titleholder of an exploration concession has the right to carry out all types of mining exploration activities within the area of the concession. Exploration concessions can overlap or be granted over the same area of land; however, the rights granted by an exploration concession can only be exercised by the titleholder with the earliest dated exploration concession over a particular area.



For each exploration concession the titleholder must pay an annual fee of approximately US\$2/ha to the Chilean Treasury and exploration concessions are granted for 2 years. At the end of this period, they may (i) be renewed as an exploration concession for a further 2 years in which case at least 50% of the surface area must be renounced, or (ii) be converted, totally or partially, into exploitation concessions.

A titleholder with the earliest dated exploration concession has a preferential right to an exploitation concession in the area covered by the exploration concession, over any third parties with a later dated exploration concession for that area or without an exploration concession at all, and must oppose any applications made by third parties for exploitation concessions within the area for the exploration concession to remain valid.

Exploitation (mining) concessions (*mensuras*): The titleholder of an exploitation concession is granted the right to explore and exploit the minerals located within the area of the concession and to take ownership of the minerals that are extracted. Exploitation concessions can overlap or be granted over the same area of land; however, the rights granted by an exploitation concession can only be exercised by the titleholder with the earliest dated exploitation concession over a particular area.

Exploitation concessions are of indefinite duration and an annual fee is payable to the Chilean Treasury of approximately US\$8/ha.

Where a titleholder of an exploration concession has applied to convert the exploration concession into an exploitation concession, the application for the exploitation concession and the exploitation concession itself is back-dated to the date of the exploration concession.

A titleholder to an exploitation concession must apply to annul or cancel any exploitation concessions that overlap with the area covered by its exploitation concession within a certain time period for the exploitation concession to remain valid.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Project Setting

4 Project Setting

4.1 Location and infrastructure

The Project comprises three clusters of tenure holdings, which from north to south, are the Garin, Capote and Cometa sub-projects, all of which are located in the Copiapó region of the Lower Atacama region of north-central Chile (Figure 2).

Two major cities will support the future exploration and development of Bastion's projects in the region, Copiapó in the north and Vallenar in the south. The Garin sub-project is located approximately 40 km to the east of Copiapó, while the Capote and Cometa sub-projects are located approximately 20 km to the northeast and 50 km to the southeast of Vallenar, respectively. The cities of Copiapó and Vallenar have populations of 175,000 and 52,000, respectively. Both cities serve as regional centres to provide services to nearby mining operations. Commercial airports are present at Copiapó and Vallenar, from which there are daily flights to Santiago, the capital of Chile and other destinations.

4.2 Seismicity

According to the seismic hazard and risk assessments of South America by the United States Geological Survey, the Garin sub-project area falls within the area where the chance of moderate or greater damaging earthquake occurring in 100 years is over 70%. The Capote and Cometa sub-projects have a higher chance of over 85% (Petersen et al., 2018).

4.3 Physiography and climate

Bastion's projects are located in an area that is one of the driest places in the country and in the world, with high solar radiation, evaporation rates, and salt concentration in the soil. Rainfall is occasional and irregular, and in some years only received during the winter period.

The Garin sub-project lies within the southern limit of the Atacama Desert and is characterised by an arid climate. Winters are mild with warm temperatures ranging from 7°C to 20°C. Summers are warm with an average temperature of 22°C. Annual precipitation is approximately 17 mm, most of which falls in winter. The Capote and Cometa sub-projects are located closer to the coast. Summers are warm and arid, and winters are cool and dry. The temperatures range from 9°C to 21°C in winter and 13°C to 28°C in summer. Exploration and mining activities can occur throughout the year.

The Garin and Cometa sub-projects have high reliefs. A northwest trending valley dissects the Garin sub-project area, with elevations ranging from 1,595 m to 2,000 m above sea level (asl). The Cometa sub-project area has similar elevations, ranging from 1,553 m to 2,016 m asl, whereas the Capote sub-project is located near the coast, with elevations ranging from 500 to 845 m asl. In all sub-project areas, the vegetation is very sparse. In the valleys, plant life consists of small widely spaced bushes a few centimetres high. Hillsides and peaks are generally devoid of vegetation.



4.4 Ownership and tenure

Bastion, through its subsidiary SCM Constelación, currently holds a total of 79 concessions, including 12 granted exploration and 33 exploitation concessions and 33 exploration and 1 exploitation concessions in application. The concessions together cover a total area of 160.25 km² (Table 2). One of the exploration licences (GOLD 6 1/35) covers an area that is partially overlapped with a third party. All concessions have full or partial preferential rights over third-party concessions except FENIX 2A, FENIX 2B, FENIX 2D, FENIX 2E and RESGUARDO II.

Through its subsidiary, SCM Constelación has an existing option agreement with respect to an exploitation concession, SARUCA 1/30, located in Copiapo, Atacama Region. SCM Constelación was granted an option to purchase the concession. A partial upfront payment was made in July 2020 and the final payment is required to be made by August 2021. In addition, Bastion has an expired option agreement to acquire the mining concession, COPIAPINA 1/10, also located in Copiapo, Atacama Region. A partial upfront payment was made in July 2012, but the terms of the option agreement expired. There was an intention between the owner and Bastion to renew the agreement.

Table 2: List of concessions held by Bastion

No.	Concession name	Registered owner	Type of concession	Status	Size (ha)	Project
1 ^b	FENIX 2A	SCM Constelación	Exploration	Granted	300	Capote
2 ^b	FENIX 2B	SCM Constelación	Exploration	Granted	300	Capote
3	FENIX 2C	SCM Constelación	Exploration	Granted	300	Capote
4 ^b	FENIX 2D	SCM Constelación	Exploration	Granted	300	Capote
5 ^b	FENIX 2E	SCM Constelación	Exploration	Granted	200	Capote
6	FENIX 2F	SCM Constelación	Exploration	Granted	200	Capote
7	FENIX 2G	SCM Constelación	Exploration	Granted	100	Capote
8 ^b	RESGUARDO II	SCM Constelación	Exploration	Granted	100	Capote
9	KAREN SEIS	SCM Constelación	Exploration	Granted	300	Capote
10	KAREN OCHO	SCM Constelación	Exploration	Granted	300	Capote
11	KAREN ONCE	SCM Constelación	Exploration	Granted	200	Capote
12	COMETA SUR 2 B	SCM Constelación	Exploration	Granted	200	Cometa
13	DAVID IC	SCM Constelación	Exploration	Pending	100	Garin
14	DAVID IIC	SCM Constelación	Exploration	Pending	300	Garin
15	KAREN 15 OESTE	SCM Constelación	Exploration	Pending	200	Capote
16	VALENTIN 5B	SCM Constelación	Exploration	Pending	200	Capote
17	VALENTIN 6B	SCM Constelación	Exploration	Pending	200	Capote
18	COMETA ESTE 1A	SCM Constelación	Exploration	Pending	200	Cometa
19	COMETA ESTE 2A	SCM Constelación	Exploration	Pending	200	Cometa
20	COMETA ESTE 3A	SCM Constelación	Exploration	Pending	300	Cometa
21	COMETA ESTE 4A	SCM Constelación	Exploration	Pending	200	Cometa

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Project Setting

No.	Concession name	Registered owner	Type of concession	Status	Size (ha)	Project
22	COMETA 3A	SCM Constelación	Exploration	Pending	300	Cometa
23	COMETA 3B	SCM Constelación	Exploration	Pending	200	Cometa
24	ESTRELLA I B	SCM Constelación	Exploration	Pending	300	Capote
25	ESTRELLA II B	SCM Constelación	Exploration	Pending	300	Capote
26	ESTRELLA III B	SCM Constelación	Exploration	Pending	300	Capote
27	ESTRELLA IV B	SCM Constelación	Exploration	Pending	300	Capote
28	ESTRELLA V B	SCM Constelación	Exploration	Pending	300	Capote
29	ESTRELLA VI B	SCM Constelación	Exploration	Pending	300	Capote
30	ESTRELLA VII B	SCM Constelación	Exploration	Pending	300	Capote
31	ESTRELLA VIII B	SCM Constelación	Exploration	Pending	200	Capote
32	ESTRELLA IX B	SCM Constelación	Exploration	Pending	100	Capote
33	KAREN SIETE B	SCM Constelación	Exploration	Pending	300	Capote
34	COMETA 3C	SCM Constelación	Exploration	Pending	200	Cometa
25	COMETA IV C	SCM Constelación	Exploration	Pending	300	Cometa
36	COMETA V C	SCM Constelación	Exploration	Pending	300	Cometa
37	COMETA VI C	SCM Constelación	Exploration	Pending	300	Cometa
38	COMETA SUR 1 C	SCM Constelación	Exploration	Pending	200	Cometa
39	COMETA OESTE I C	SCM Constelación	Exploration	Pending	200	Cometa
40	COMETA OESTE II C	SCM Constelación	Exploration	Pending	200	Cometa
41	COMETA NORTE 1 C	SCM Constelación	Exploration	Pending	200	Cometa
42	COMETA NORTE 2 C	SCM Constelación	Exploration	Pending	200	Cometa
43	COMETA NORTE 3 C	SCM Constelación	Exploration	Pending	300	Cometa
44	COMETA NORTE 4 C	SCM Constelación	Exploration	Pending	200	Cometa
45	COMETA NORTE 5 C	SCM Constelación	Exploration	Pending	200	Cometa
46	COMETA 1 1/60	SCM Constelación	Exploitation	Granted	300	Cometa
47	COMETA 2 1/60	SCM Constelación	Exploitation	Granted	300	Cometa
48	COMETA 3 1/60	SCM Constelación	Exploitation	Granted	300	Cometa
49	YANET 1/9	SCM Constelación	Exploitation	Granted	81	Cometa
50	ALEC ½	SCM Constelación	Exploitation	Granted	4	Capote
51	ALFA IX 1/12	SCM Constelación	Exploitation	Granted	40	Capote
52	ALFA VII 1/8	SCM Constelación	Exploitation	Granted	27	Capote
53	DELTA I 1/7	SCM Constelación	Exploitation	Granted	31	Capote
54	DELTA II 1	SCM Constelación	Exploitation	Granted	1	Capote
55	DELTA VI 1/7	SCM Constelación	Exploitation	Granted	28	Capote
56	EL DORADO 1/36	SCM Constelación	Exploitation	Granted	110	Capote
57	GOLD 1, 1/60	SCM Constelación	Exploitation	Granted	300	Capote



Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Project Setting

No.	Concession name	Registered owner	Type of concession	Status	Size (ha)	Project
58	GOLD 2, 1/60	SCM Constelación	Exploitation	Granted	300	Capote
59	GOLD 3, 1/60	SCM Constelación	Exploitation	Granted	292	Capote
60	GOLD 4, 1/60	SCM Constelación	Exploitation	Granted	300	Capote
61	GOLD 5, 1/60	SCM Constelación	Exploitation	Granted	287	Capote
62	GOLD 7, 1/40	SCM Constelación	Exploitation	Granted	162	Capote
63	GOLD 8, 1/35	SCM Constelación	Exploitation	Granted	130	Capote
64	GOLD 9, 1/40	SCM Constelación	Exploitation	Granted	194	Capote
65	GOLD 10, 1/60	SCM Constelación	Exploitation	Granted	300	Capote
66	KAREN 15 1/10	SCM Constelación	Exploitation	Granted	100	Capote
67	TONY 1/60	SCM Constelación	Exploitation	Granted	300	Capote
68	PLOMIZA ESTE 1/56	SCM Constelación	Exploitation	Granted	280	Capote
69	PLOMIZA OESTE ½	SCM Constelación	Exploitation	Granted	10	Capote
70	GALENA ¼	SCM Constelación	Exploitation	Granted	4	Garin
71	GARIN 1/10	SCM Constelación	Exploitation	Granted	70	Garin
72	SILVER I 1/52	SCM Constelación	Exploitation	Granted	220	Garin
73	SILVER I A 1/7	SCM Constelación	Exploitation	Granted	26	Garin
74	SILVER II A 1/26	SCM Constelación	Exploitation	Granted	115	Garin
75	SILVER II B 1/27	SCM Constelación	Exploitation	Granted	92	Garin
76	SILVER III 1/58	SCM Constelación	Exploitation	Granted	262	Garin
77	SILVER IV 1/46	SCM Constelación	Exploitation	Granted	230	Garin
78	SILVER V 1	SCM Constelación	Exploitation	Granted	1	Garin
79 ^a	GOLD 6 1/35	SCM Constelación	Exploitation	Pending	128	Capote

Notes:

^a Part of the concession is overlapped with a third party tenement

^b No preferential rights with respect to third parties

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Geology and Mineralisation

5 Geology and Mineralisation

5.1 Regional geology

Central Chile contains a few orogen-parallel metallogenic belts formed during the subduction of the Nazca Plate under the South American Plate, spanning the late Palaeozoic, Mesozoic, and Cainozoic. These belts are characterised by the eastern migration of magmatic arcs, which has resulted in a series of north-south trending plutonic and volcanic belts and back-arc basin systems (Sillitoe & Perello, 2005).

The mineral assets of Bastion are situated along the Coastal Cordillera and hosted by Mesozoic volcanosedimentary rocks. In the Mesozoic, plutonic complexes were emplaced into contemporaneous volcanic successions and the underlying Palaeozoic basement. Extensive longitudinal fault systems, including the Atacama Fault Zone were active during the Mesozoic, which resulted in deformation of the volcanosedimentary sequences and have a close relationship with mineralisation in the region (Figure 2 and Figure 3) (Sillitoe & Perello, 2005).

5.2 Volcanosedimentary rocks

The Middle to Late Jurassic La Negra Formation consists of basaltic to andesitic lava, tuff and pyroclastics with intercalations of marine clastic and volcanoclastic sediments and is between 5,000 and 10,000 m thick. Late Jurassic to Early Cretaceous arc-related volcanism occurred along the eastern side of the Coastal Cordillera, which contains basaltic andesite, andesitic and dacite volcanic rocks to a maximum thickness of 3,000 m. The entire volcanic sequence has undergone regional low-grade metamorphism (Dallmeyer et al., 1996 and references therein).

To the east of the La Negra Formation, the Jurassic-Early Cretaceous Tarapaca Basin is dominated by marine carbonate and continental terrigenous sequences interbedded with andesitic volcanic rocks. Evaporite horizons appear locally, especially in the Late Jurassic.

In the back-arc basin of central Chile (Aconcagua platform), a Jurassic marine carbonate sequence, including a thick gypsum horizon, is overlain by Late Jurassic continental red beds and Early Cretaceous marine carbonates, while further west up to 5,000 m of Early Cretaceous volcanic and volcanoclastic sedimentary rocks accumulated in an intra-arc basin formed as a result of extension. Most of the volcanic rocks range in composition from basalt to andesite and are high K calc-alkaline to shoshonitic in composition (Dallmeyer et al., 1996 and references therein).

5.3 Plutonic rocks

The plutonic complex of the Coastal Cordillera varies in composition, ranging from primitive early gabbro and diorite to quartz diorite, quartz monzodiorite, tonalite, granodiorite and subordinate amounts of monzogranite. These plutonic rocks were emplaced between the Jurassic and Early Cretaceous. Their ages appear to young from the west to the east. The western part of the batholith intrudes the Palaeozoic rocks, while the eastern part of the batholith cuts the Upper Mesozoic rocks. Abundant basaltic to andesitic dykes cut many of the plutons and the country rocks. These dykes are broadly synchronous with the host or nearby plutons (Dallmeyer et al., 1996).



5.4 Atacama Fault System

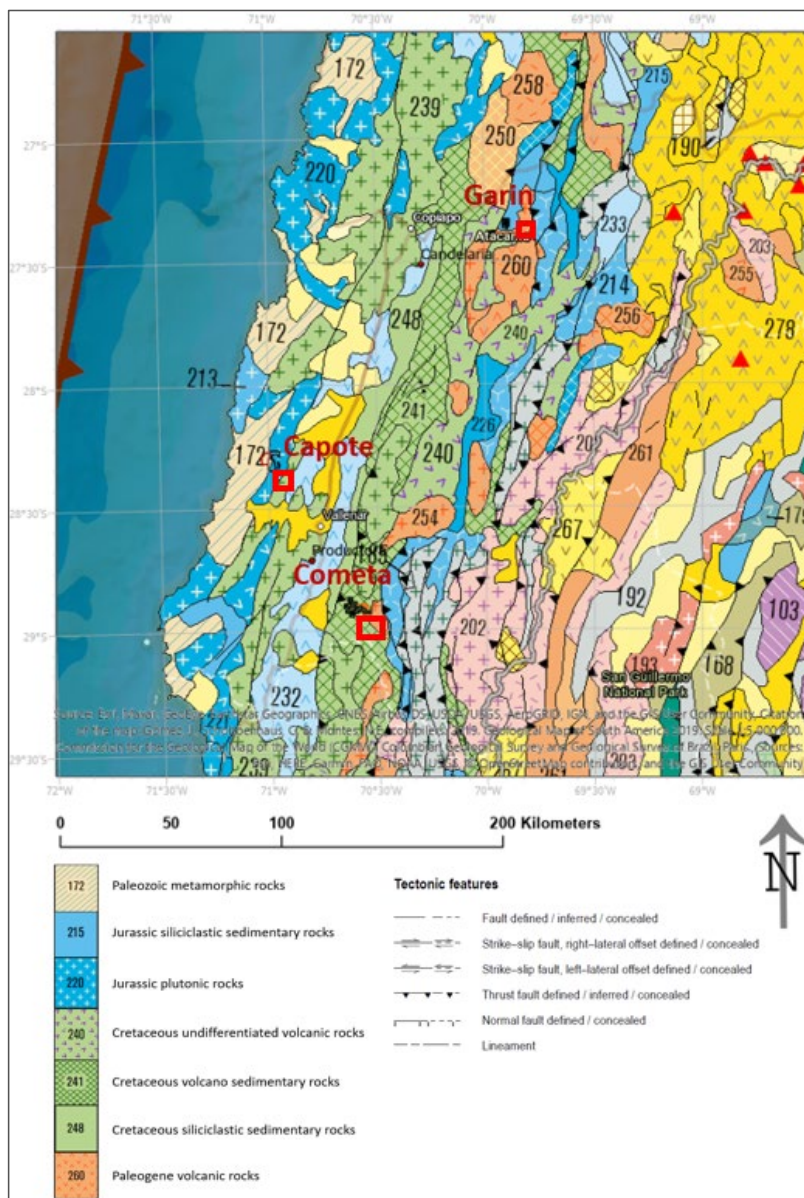
The north–south trending Atacama Fault System is the largest structure along the Coastal Cordillera and can be traced over 1,000 km (Figure 3). The width of the fault zone system is up to 30 km. The fault system forms a series of north-northwest, north and north-northeast striking ductile and brittle faults. Movement along the fault zone has a close association with the emplacement of Mesozoic plutons. The fault system has appeared to change from ductile to brittle behaviour as the arc cooled (Brown et al., 1993).

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Geology and Mineralisation

Figure 2: Simplified regional geological map



Sources: Gómez et al., (2019), modified by SRK (2020)

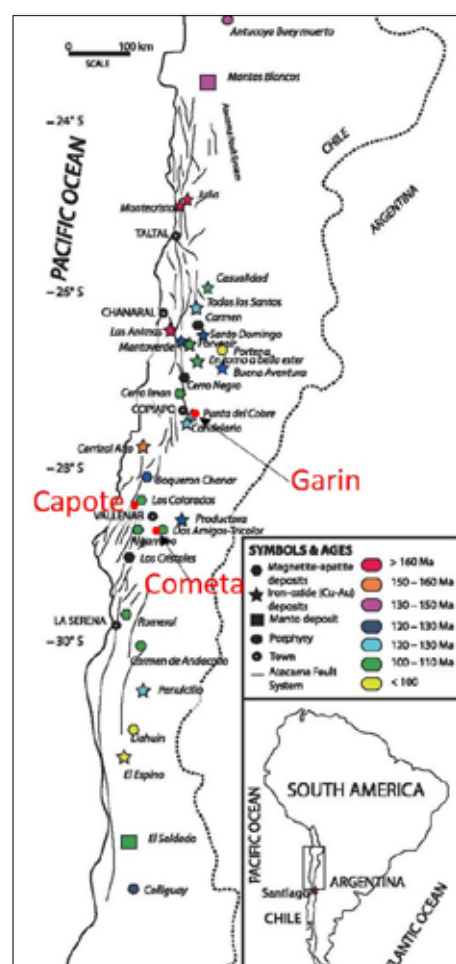
Notes: Red line with teeth in the top left corner is showing the current ongoing subduction of the Nazca Plate under the South American Plate. Red squares highlight Bastion's sub-project areas.



5.5 Mineralisation styles

Bastion's mineral assets are located along the Mesozoic Coastal Cordillera of north-central Chile. The Project areas are considered to be prospective for gold-silver mineralisation and other base metals mineralisation including copper, lead and zinc, potentially associated with porphyry, epithermal and IOCG types of mineralisation. In the Coastal Cordillera, both styles of mineralisation and their derivatives occur in close spatial and temporal proximity (Figure 3). A synopsis of the key features of these two mineralisation styles is given below.

Figure 3: Porphyry, epithermal and IOCG deposits and the Atacama Fault System



Sources: Del Real et al., 2018, modified by SRK (2020)

Notes: The approximate locations of the Garin, Cometa and Capote sub-projects are marked by red dots

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Geology and Mineralisation

5.5.1 Porphyry, epithermal mineralisation

Figure 4 is a schematic model of the porphyry, epithermal system, showing the spatial inter-relationship of a centrally located porphyry, epithermal system in a multiphase porphyry stock and its host rocks. The mineral system involves dominantly magmatic-hydrothermal and meteoric fluids that form porphyry copper-gold-molybdenum deposits, epithermal gold-silver, silver-zinc-lead and gold-copper deposits, and also skarn deposits. Mineralisation tends to be associated spatially and temporally with intermediate to felsic volcanic and plutonic activities at shallow crustal levels, commonly less than 1.5 km for epithermal deposits and less than 6 km for porphyry deposits.

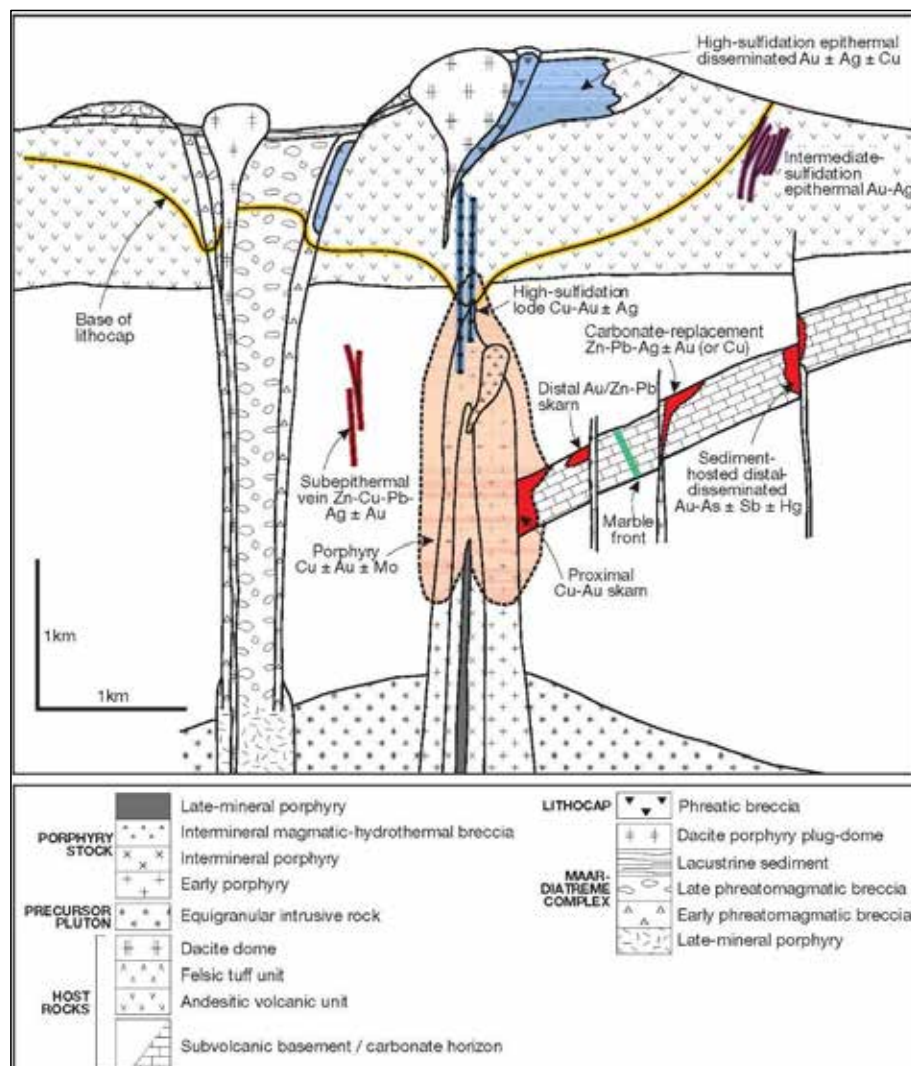
Epithermal deposits, forming in low temperatures can further be subdivided into low sulfidation and intermediate sulfidation varieties and are interpreted to have formed in the periphery of the intrusion, whereas high sulfidation epithermal deposits and porphyry copper-gold-molybdenum deposits are more proximal to intrusive bodies. It is not uncommon to find multiple types of deposits in the same system (Sillitoe, 2010).

The scale of the hydrothermal system mainly depends on the strength of the overlying rocks and the degree of fractures (faults) and associated fracture-induced permeability that allows the escape and transportation of hydrothermal fluids. One of the key controls on the localisation of porphyry, epithermal deposits is the cooling of ore fluids as they pass along pathways to the surface and expand, depositing sulfide minerals into voids and breccia systems.

Porphyry deposits also exhibit a consistent, broad-scale alteration-mineralisation zoning pattern. At the centre, from bottom upward, several sodic-calcic, potassic, chlorite, sericitic and argillic alteration zones are present. Chloritic and propylitic alteration is present at a more shallow levels (Figure 5, from Sillitoe, 2010).



Figure 4: Schematic porphyry, epithermal system



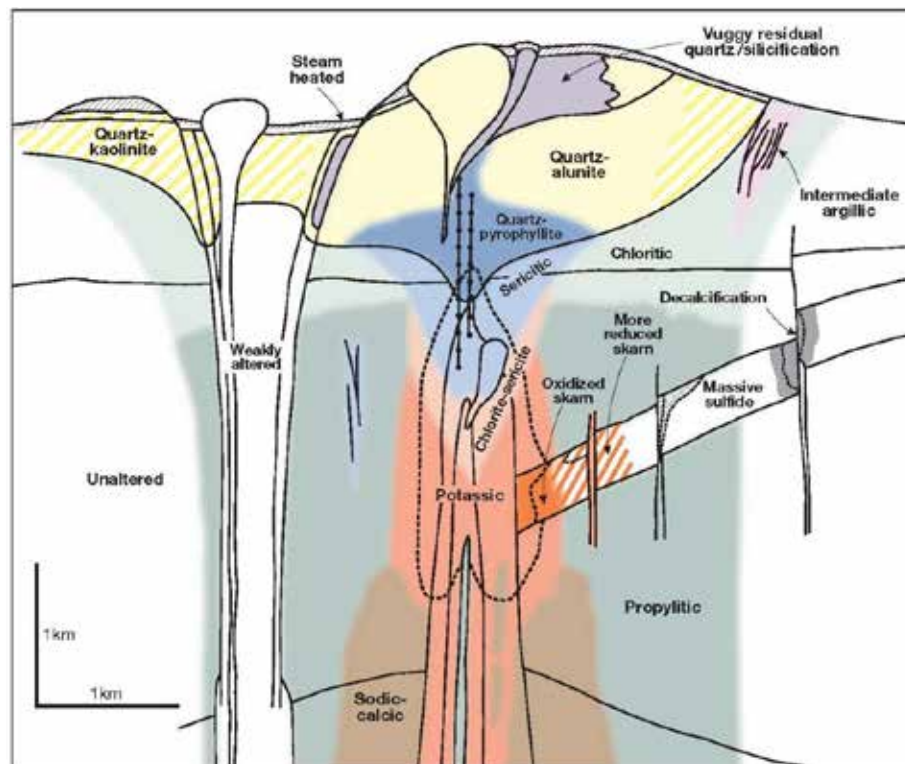
Sources: Sillitoe (2010)

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Geology and Mineralisation

Figure 5: Schematic alteration-mineralisation zoning pattern for a porphyry copper system



Sources: Sillitoe (2010)

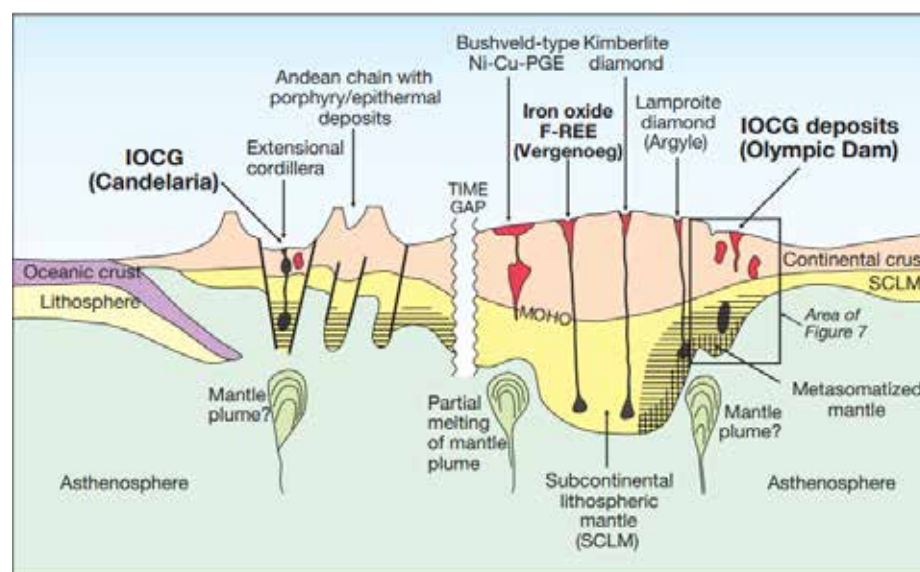
5.5.2 Iron oxide copper gold mineralisation

The IOCG group of deposits, initially defined following discovery of the giant Olympic Dam copper-uranium-gold deposit, has progressively become loosely defined when associated deposits and potential end members or analogues are included. The broader group includes several low titanium (Ti) iron oxide associated deposits that include iron oxide (phosphorus rich), iron oxide (rich in fluorine (F) and rare earths (REE)), iron (Fe) or copper-gold skarn, high-grade iron oxide-hosted gold \pm copper, carbonatite-hosted (copper-, REE- and fluorine-rich) and IOCG *sensu stricto* deposits. Consideration of this broad group as a whole obscures the critical features of the IOCG *sensu stricto* deposits, such as their temporal distribution and tectonic environment, thus leading to difficulties in developing a robust exploration model. The IOCG *sensu stricto* deposits are magmatic-hydrothermal deposits that contain economic copper and gold grades, are structurally controlled, commonly contain significant volumes of breccia, are commonly associated with pre-sulfide (S) sodic or sodic-calcic alteration, have alteration and/or brecciation zones on a large, commonly regional, scale relative to economic mineralisation, have abundant low titanium iron oxides and/or iron silicates intimately associated with, but generally paragenetically older than,



iron-copper sulfides, have light REE enrichment and low sulfur (lack of abundant pyrite), lack widespread quartz veins or silicification, and show a clear temporal, but not close spatial, relationship to major magmatic intrusions (Groves et al., 2010).

Figure 6: Schematic diagram showing tectonic and lithospheric setting of IOCG deposits



Sources: Groves et al., (2010)

5.5.3 Chilean porphyry, epithermal and IOCG deposits

In the Mesozoic Coastal Cordillera of Chile, both porphyry and IOCG deposits occur in close spatial and temporal proximity. Porphyry copper \pm molybdenum \pm gold and IOCG deposits share many similarities (e.g. iron, copper and gold contents) but also have important differences (for example, the predominance of sulfide minerals in porphyry deposits and iron oxides in IOCG deposits).

Richards and Mumin (2013) suggest that the occurrence of IOCG deposits in the Phanerozoic may relate to locally or temporarily sulfur-poor conditions in arc or post-subduction settings, including second-stage partial melting of subduction-modified lithosphere. The closest overlap, and possible transition between, porphyry and IOCG deposits occurs in post-subduction and distal- or back-arc alkalic porphyry systems. The resemblance is likely caused by the lower sulfur content of these off-arc or post-arc porphyry systems, due to their spatial and/or temporal separation from the flux of sulfur originating in the subduction zone. This link emphasises the importance of secular changes during lithospheric evolution and variations in subduction processes in the formation of a range of magmatic hydrothermal deposits and, most importantly, in the transfer of metals and volatiles to the upper plate lithosphere. These components may immediately generate ore deposits in coeval arc magmatic systems and/or may be stored and later reactivated by partial melting of subduction-modified lithosphere during later tectonothermal events. Porphyry and IOCG deposits are formed by both mechanisms, thus explaining their broad overlap in compositions and tectonic settings (Figure 7).

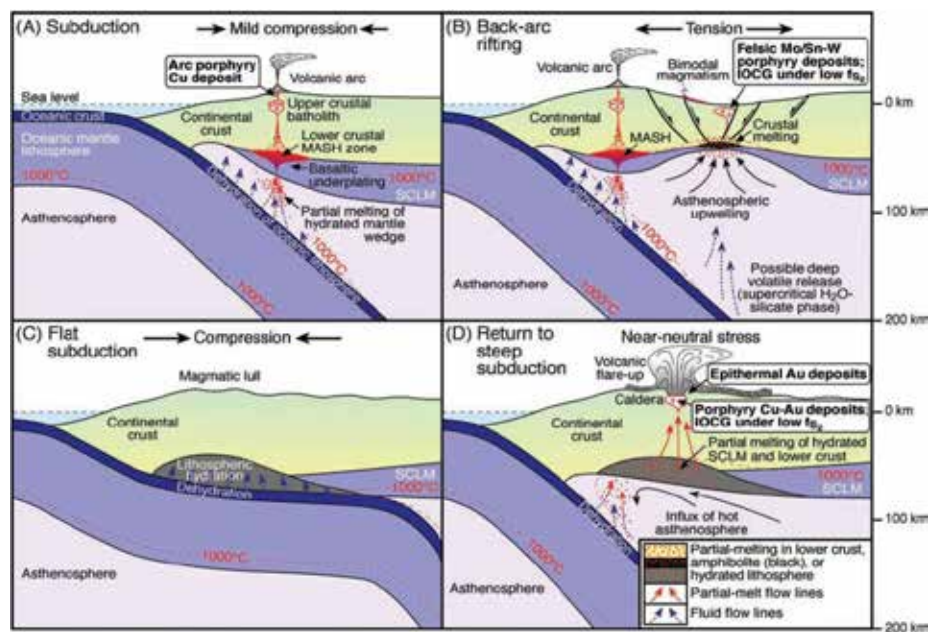
3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Geology and Mineralisation

The Cretaceous epithermal-porphry and IOCG deposits in the Mesozoic metallogenic belt of central Chile, where Bastion's mineral assets are located, are associated with the Atacama Fault System. Magmas related to IOCG deposits were probably formed during a brief period of back-arc transtension in the mid-Cretaceous and are, on average, somewhat more mafic (diioritic), locally alkaline, and isotopically primitive compared to granodioritic magmas associated with porphyry deposits formed during normal contractional arc tectonics in the later Cretaceous (Sillitoe and Perello, 2005).

Figure 7: Potential mineralisation models for porphyry, epithermal and IOCG systems



Sources: Richards et al., 2017

Notes:

- A: Typical Andean-type porphyry Cu ± Mo ± Au and epithermal Cu-Au deposit formation
- B: Back-arc rifting driven by subduction rollback, characterised by bimodal magmatism, felsic porphyry Mo or Sn-W deposit and IOCG formation
- C: Flat subduction resulted in a magmatic lull
- D: Steeping subduction resulted in the formation of porphyry, epithermal and IOCG deposits.



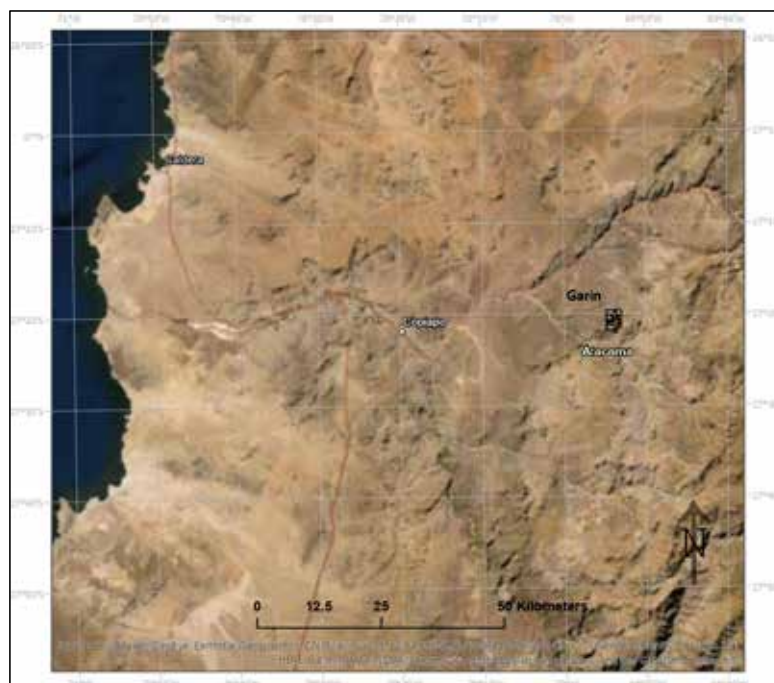
6 Garin Sub-project

6.1 Location and access

The Garin sub-project is situated 40 km to the east of Copiapó and 800 km to the north of Santiago in the Atacama Region and is centred at geographical coordinates of 27° 20' 59" and 69° 53' 55" (Figure 8). The Garin sub-project is covered by 11 exploration and exploitation concessions, covering a total area of 14.20 km². Bastion holds an option agreement to purchase an exploitation concession, SARUCA 1/30 and intends to renew an expired option agreement, covering an exploitation concession, COIAPINA 1/10.

The Garin sub-project is located to the immediate north of the historical Garin Viejo silver mining district, where small-scale mining activities for copper, gold and silver occurred in the mid- to late 1990s. A number of small-scale old workings were also found in the Garin sub-project area. Access to the Garin sub-project from Copiapó is through Pan America Highway 31 that runs between Copiapó and the border with Argentina and a series of gravel roads for a distance of approximately 125 km. Based on the previous surface sampling and geological mapping results, five prospects have been defined: Copiapina, Zulama Extension, Distal Vein, Garin Viejo and Epithermal Veins (Figure 9). These prospects are prospective for offers potential for epithermal silver-lead-gold mineralisation and porphyry copper mineralisation.

Figure 8: Location map of the Garin sub-project – Bastion's tenements outlined in black



Sources: SRK, 2020



orientations across the area. The Cretaceous volcanic rocks are interpreted to represent part of a stratovolcano sequence (Molnár, 2011) (Figure 10).

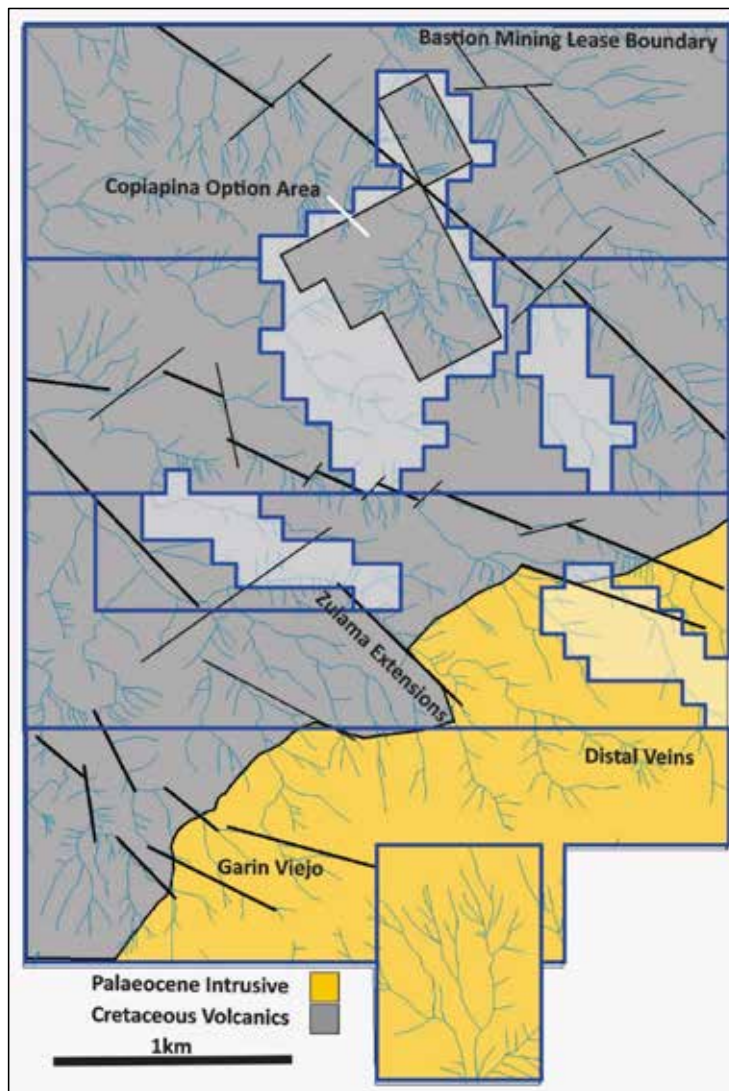
In the west, the Cretaceous rocks are cut by a north–northeast trending fault and are also intruded by a coeval intermediate-acidic intrusion. In the east, the rocks are separated from a succession of Triassic epiclastic rocks and Lower Cretaceous carbonate rocks by a north–northwest trending fault. Mineralised veins appear to be parallel with the major north–northwest trending fault and is truncated by a late north–northeast fault system.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Garin Sub-project

Figure 10: Simplified geological map of the Garin sub-project



Sources: Bastion, 2020

Notes: Exploitation licences are outlined in blue, excluding light grey areas.



6.2.1 Mineralisation and alteration

Previous exploration has revealed that the area is characterised by a sequence of hydrothermal alteration and mineralising events, which has resulted in the formation of complex spatial and temporal overlapping and overprinting mineral assemblages and relationships (Molnár, 2012).

The argillic and phyllic alteration is best exemplified by the Copiapina prospect, where a 1.5 km by 1.5 km large, pale white altered zone is shown in the satellite imagery, as well as the recently acquired satellite spectral analysis (Figure 9, Figure 11 and Figure 12). Mineralised porphyritic rock samples were found at old workings, where disseminated sulfides and stockwork of dark grey microcrystalline quartz veins are present. Feldspars have been altered to fine grained sericite and potassium mica (Figure 11).

Argillic alteration is also present at the Zulama Extension prospect, where a series of steeply dipping west–northwest striking veins associated with a fault zone crops out. A carbonate matrix fault breccia occurs in parallel with a massive quartz vein and a zone of anastomosing quartz veins. These veins also contain small amounts of chalcopyrite and galena or secondary chrysocolla and can be traced for a few hundred metres along strike (Figure 11). Of the 126 surface samples taken at the prospect, the values ranged from 0.01 to 21.8 g/t Au, 0.00 to 186 g/t Ag, 0.00 to 3.97% Cu and 0.00 to 4.38% Pb, with averages of 0.64 g/t Au, 13.7 g/t Ag, 0.24% Cu, 6% Pb and 0.19% Zn (Figure 12).

At the Distal Vein prospect, a series of steeply dipping quartz veins trends north–northwest is present. The width of each individual vein is less than 0.5 m, but the zone of veins swarm can be up to 20 m wide. The veins display a complex structure, with banded quartz filled with carbonates. Trace amounts of chalcopyrite and galena are present with these veins (Figure 11). Of the 45 surface sampling taken at this prospect, the values spanned 0.01–7.53 g/t Au, 1–595 g/t Ag and 0.01–0.59% Cu, with averages of 7.53 g/t Au, 595 g/t Ag and 0.12% Cu (Figure 12).

At the Garin Viejo prospect, similar quartz-carbonate veins with a higher amount of copper oxides and primary chalcopyrite, galena and sphalerite are present (Figure 11). The values ranged from 0.01 to 5.31 g/t Au, 1 to 184 g/t Ag and 0.00 to 3.21% Cu, with averages of 0.56 g/t Au, 16.9 g/t Ag and 0.40 % Cu amongst 44 collected samples (Figure 12).

In the western part of the Garin sub-project area, known as the Epithermal Veins prospect, drusy-banded quartz with veins with trace amounts of chalcopyrite and galena are present. In contrast to the mineralisation found at other prospects, mineralisation at this prospect lacks significant quantities of carbonates. These veins trend north–northwest, in parallel with the major fault in the western part of the Project area. Individual veins are 0.2 to 0.4 m wide, forming a zone of up to 150 m wide.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Garin Sub-project

Figure 11: Garin sub-project field photographs



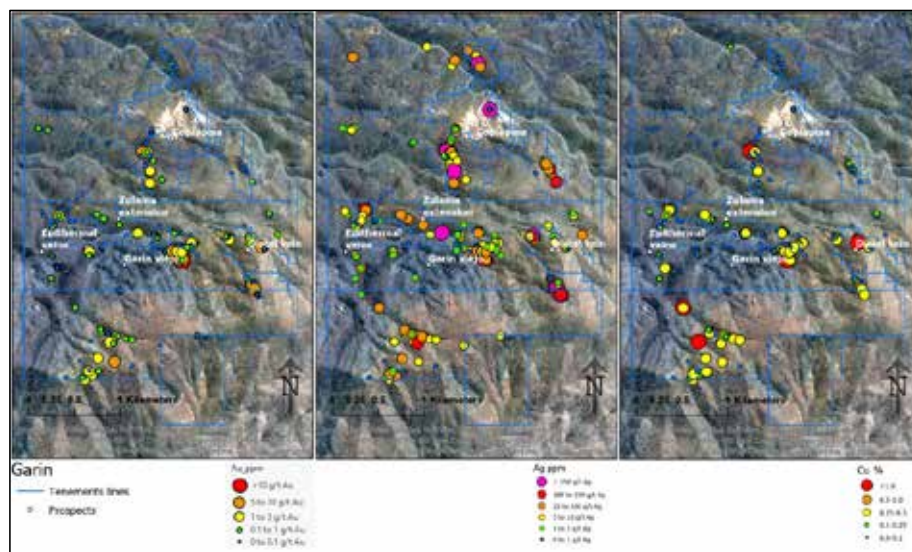
Sources: Source: Molnár (2011)

Notes:

- A: Phyllic-argillic alteration and quartz carbonate veins at the Copiapina prospect
- B: Highly altered porphyritic sample with mafic minerals replaced by sulfide minerals at the Copiapina prospect
- C: Argillic alteration associated with a carbonate matrix supported fault breccia, banded quartz veins and quartz veinlet
- D: Quartz-carbonate vein swarm at the Distal Vein prospect
- E: Banded drusy quartz filled by late carbonate at the Distal Vein prospect
- F: A 0.5 m wide quartz-carbonate vein with trace amounts of chalcopyrite and galena.



Figure 12: Surface sampling results



Sources: Rock sample results from Bastion, drawn in ArcGIS Pro by SRK (2020)

6.3 Previous exploration

Exploration to date in the Garin sub-project area by Comet has been restricted to reconnaissance field mapping and surface sampling. No drilling or other geophysical surveys have been conducted in the area.

During the period between 2011 and 2019, Comet collected a total of 368 rock chip samples from outcrops and old workings for assaying gold, silver, copper and lead, including 236 samples taken from the tenure currently owned by Bastion. The analysed samples returned low to moderate grades for gold with an average value of 0.58 g/t, but as high as 21.8 g/t. The silver assay yielded an average value of 24.3 g/t and a maximum value of 595 g/t. The base metals suite, including copper, lead and zinc, was also assayed and returned average grades of 0.22% Cu (maximum value of 3.97% Cu), 0.47% Pb (maximum value of 20.4% Pb) and 0.62% Zn (with a very high value of 67.0% Zn) as shown in Figure 12. The surface sample assay results are tabulated in Appendix B.

The metal combinations at the Copiapina, Zulama Extension, Distal Vein and Garin Viejo prospects and the associated structure and alteration may be indicative of the presence of a porphyry, epithermal system. The quartz-carbonate base metal veins with elevated silver and gold values might indicate these veins were formed at a sub-epithermal level. In the western part of the Garin sub-project area, the occurrence of auriferous veins may indicate the potential of an epithermal gold vein system at a shallower level (Figure 4 and Figure 5).

3. Independent Geologist's Report

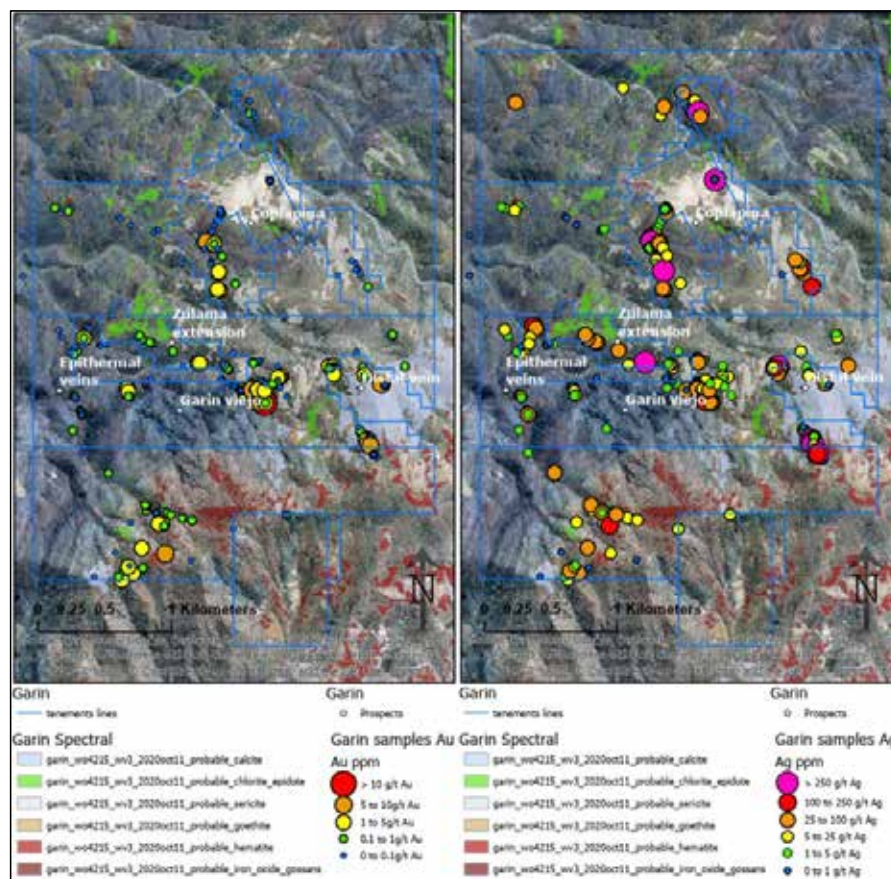
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Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Garin Sub-project

6.4 Exploration potential and mineralisation targeting

Bastion recently obtained satellite imagery was recently obtained by Bastion and used to undertake a preliminary analysis of hydrothermal-related alteration. Figure 13 shows the interpreted mineral maps over the Garin sub-project. An interpreted large zonal alteration has been mapped out at the Copiapina prospect, with a phyllic alteration zone in the centre (abundant sericite formed from the hydrothermal alteration of orthoclase or plagioclase feldspars), rimmed by a chloritic alteration zone and this may indicate the presence of a porphyry mineralisation system at depth.

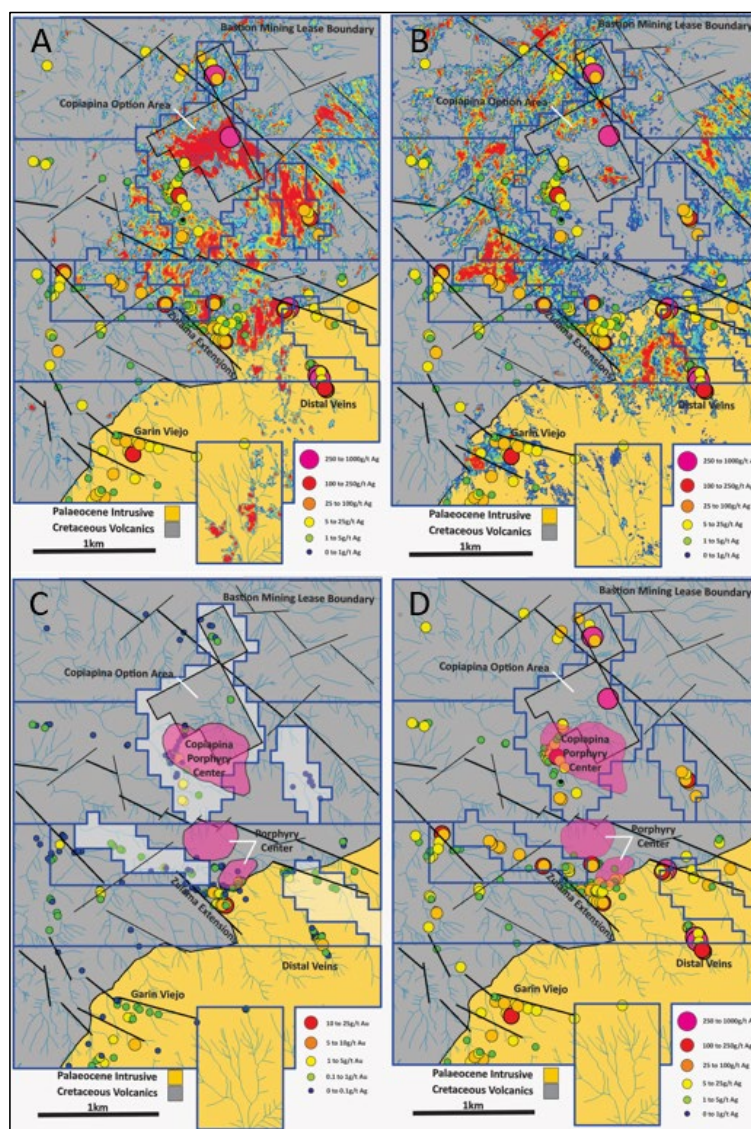
Figure 13: SWIR spectral data showing alteration mineral analysis draped on topography



Sources: Spectral data and rock sample results from Bastion, drawn in ArcGIS Pro by SRK (2020)



Figure 14: Simplified geology of the Garin sub-project area with interpreted faults and alteration zones



Notes:

- A: Sericite alteration from spectral imagery analysis and silver values from rock chip samples.
- B: Chlorite/epidote alteration from spectral imagery analysis and silver values from rock chip samples.
- C: Interpreted porphyry centres and gold values from rock chip samples.
- D: Interpreted porphyry centres and silver values from rock chip samples.

Sources: Simplified geological map from Bastion, modified by SRK (2020)

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Garin Sub-project

Figure 14 shows the satellite spectral analysis in conjunction with data from geological mapping and rock chip sampling. The occurrence of quartz-carbonate veins with various amounts of base metals and associated phyllic alteration might have formed in the shallower part of the system as seen in the Copiapina prospect as well as the Zulama Extension and Garin Viejo prospects. Gold, silver and base metals mineralisation are hosted by these veins as attested by the surface sampling results, some of which also yielded elevated results. The relationship of different phases of alteration and mineralisation and their potential economic significance warrant further investigation.

Carbonate-free quartz veins are interpreted as epithermal low sulfidation veins. These veins are interpreted to have postdated the potential porphyry mineralisation system. The epithermal veins might be related to a late intrusion or represent a shallow and distal member of the porphyry, epithermal system. Further work is required to unravel the nature and extent of this mineralisation system and its economic significance.

6.5 Proposed exploration program and budget

Bastion's proposed exploration program comprises a detailed interpretation of the recently acquired satellite alteration maps and digital elevation models. Geological mapping coupled with surface sampling will be conducted at the known prospects, Zulama Extension, Distal Vein, Garin Viejo and Copiapina as well as other potential targets that may be identified from the satellite alteration mapping.

A ground magnetic survey will be carried out to cover the entire tenure with the aim of identifying any potential structures that may host potential mineralisation. Further geophysical surveys will be considered to ascertain the nature of the potential porphyry system and associated mineralised veins at depth.

Once a better understanding of the extent and nature of the potential mineralisation is gained, the next phase of the program will be a reconnaissance drilling program to test the identified targets.

From SRK's assessment of the exploration data it is evident that only limited exploration work has been carried out in the Garin sub-project area. There are sizeable areas which remain to be systematically tested using modern exploration techniques. SRK recognises that a geology-driven exploration strategy, as presented by Bastion, provides potential for the discovery of new precious and base metals deposits associated with known geochemical–geophysical and structural targets. SRK agrees with Bastion that the Garin sub-project area is prospective for epithermal precious metals deposits, as demonstrated by the widespread presence of mineralised veins and associated structure and alteration.

SRK has reviewed the details of the exploration program and associated budget (Table 3), and considers that the program is reasonable and provides adequate consideration of the potential mineralisation styles and maturity of the targets.



Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Garin Sub-project

Table 3: Exploration budget for the Garin sub-project (A\$)

Cost centre	Year 1	Year 2	Total
Geophysics	88,000	98,000	186,000
Trenching and drilling	453,000	36,000	489,000
Sampling and assaying	159,000	0	159,000
Consumables and wages	123,000	76,000	199,000
Total	823,000	210,000	1,033,000

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Cometa Sub-project

7 Cometa Sub-project

7.1 Location, access and infrastructure

The Cometa sub-project consists of 23 exploration and exploitation licences covering a total area of approximately 53.81 km². The Cometa sub-project is located approximately 40 km to the southeast of Vallenar and immediately west of the Orito Mining District. It is centred at the geographical coordinates of 28° 54' 29' S and 70° 36' 28' W. Access to the Cometa sub-project area is through the main highway south of Vallenar to the Agua Amarga junction, with a further drive to the east of 40 km towards Orito.

The Cometa sub-project area hosts several prominent alteration and associated mineralisation zones. Previous surface sampling and geological mapping results have outlined three prospects: Area I, Area II and Area III (Figure 16). These prospects offer potential for IOCG-style mineralisation.

Figure 15: Location map of the Cometa sub-project



Sources: SRK, 2020



7.2 Geology

The geology of the Cometa sub-project is dominated by the Early Cretaceous Cerrillos Formation. This volcanosedimentary succession has a basal sandstone unit, overlain by andesitic rocks, with variable appearances. The andesitic rocks comprise porphyritic andesitic lava with plagioclase or pyroxene phenocrysts and breccia with angular to rounded fragments. Andesitic lapilli tuff intercalated with lava is also commonly present. The whole sequence is interpreted to represent part of a stratovolcano (Molnár, 2011).

In the project area, the Cerrillos Formation is also cut by a monzodioritic intrusion, which appears as a prominent pale grey feature, measuring 2 km by 3 km in satellite imagery. The monzodioritic intrusion has a radiometric age of 71–74 Ma (the Late Cretaceous), postdating the Cerrillos Formation. The intrusion is fine-grained with an equigranular-holocrystalline texture. Most of its primary mafic minerals, including amphibole and biotite have been altered to actinolite and epidote (Molnár, 2011 and references therein).

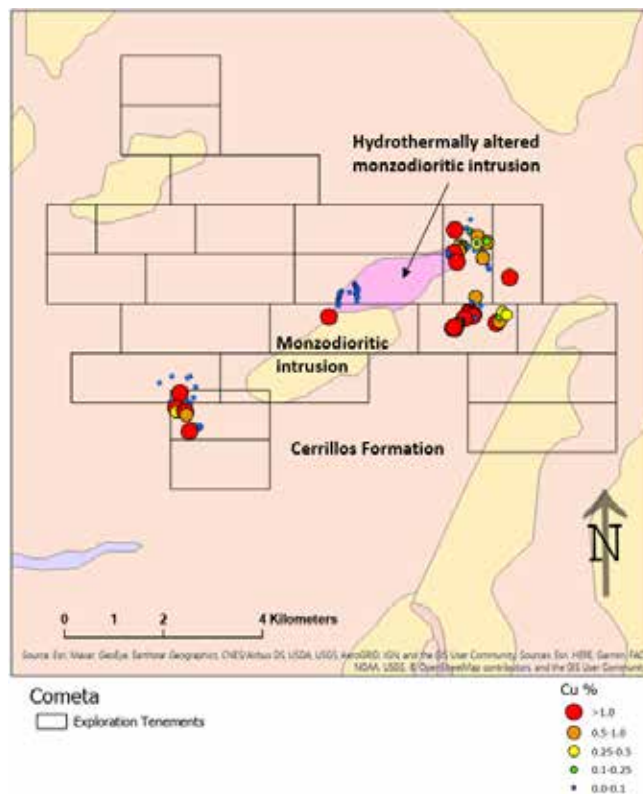
The major structural features of the Cometa sub-project area are a set of primary northeast trending strike-slip faults and a set of secondary northwest trending faults. The fault system is considered to be part of the regional El Orito Fault.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Cometa Sub-project

Figure 16: Simplified geological map of the Cometa sub-project



Sources: ESRI, modified by SRK (2020)

7.2.1 Alteration and mineralisation

Previous exploration has revealed that the Cometa sub-project has undergone several phases of alteration and mineralisation. A widespread regional propylitic alteration has affected most of the rocks in the area. The andesitic sequence shows evidence of chlorite alteration of groundmass and mafic minerals. Intense epidote alteration also occurs in places, particularly in the groundmass of breccia, with glassy groundmass replaced by epidote. Field evidence also shows that this phase of alteration has overprinted some early alteration and mineralisation (Molnár, 2011).

Tourmaline-carbonate alteration occurs along the margin of the monzodioritic intrusion. Veins with a sericitic-argillic-silicic halo also occur throughout the area. These veins are filled by tourmaline-carbonate matrix with quartz clasts (Figure 17). In a few samples, these veins also contain trace amounts of sulfides. Field evidence also suggests that these veins have been deformed by a later stage of deformation.



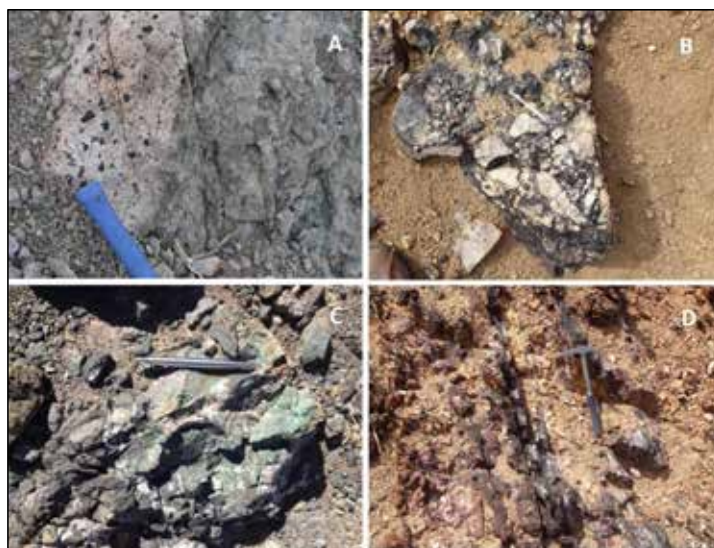
In the central part of the Cometa sub-project area, andesitic lavas and breccia are cut by the monzodioritic intrusion. The zone displays a strong degree of argillic alteration. Surface leaching is extensive with iron oxides occurring as limonite or goethite. Occasionally, disseminated pyrite is also found. This leached zone appears as a prominent pale feature in satellite imagery. The leached zone is interpreted to be related to potential mineralisation at depth (Molnár, 2011).

The other type of alteration is marked by the presence of iron oxide. In the western part of the Cometa sub-project area (Area I prospect), a zone of breccia can be traced for 500 m along strike and has a width of 350 m. Angular fragments are supported by magnetite and tourmaline matrix and contain chalcopyrite.

A similar hydrothermal alteration zone crops out in the northeastern part of the Cometa sub-project area (Area II prospect). This zone has dimensions of 700 m by 200 m, in which rounded to angular volcanic clasts are supported by a magnetite and specular hematite matrix and disseminated copper oxides minerals.

In the easternmost part of the Cometa sub-project area (Area III prospect), andesitic tuff and sandstone are strongly altered. Hydrothermal breccia supported by a magnetite-carbonate matrix with copper oxide mineralisation, with various amounts of disseminated chalcopyrite and bornite is present. This 50 m wide zone appears to be stratabound and can be traced for up to 250 m along strike (Figure 17).

Figure 17: Cometa sub-project field photographs



Source: Molnár (2011)

Notes:

- A: Tourmaline-carbonate alteration zone or halo occurs along the margin of the monzodioritic intrusion.
- B: Iron oxide bearing breccia and veins at the Area I prospect.
- C: Copper bearing carbonate veins and breccias within epidote altered volcanic sedimentary rocks at the Area II prospect.
- D: Copper mineralisation is hosted in a carbonate breccia at the Area III prospect.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Cometa Sub-project

7.2.2 Previous exploration

Exploration to date by Comet has included satellite image interpretation, geological mapping and surface sampling. Previous work has outlined several targets, including Area I, Area II and Area III which may have potential for IOCG-type mineralisation.

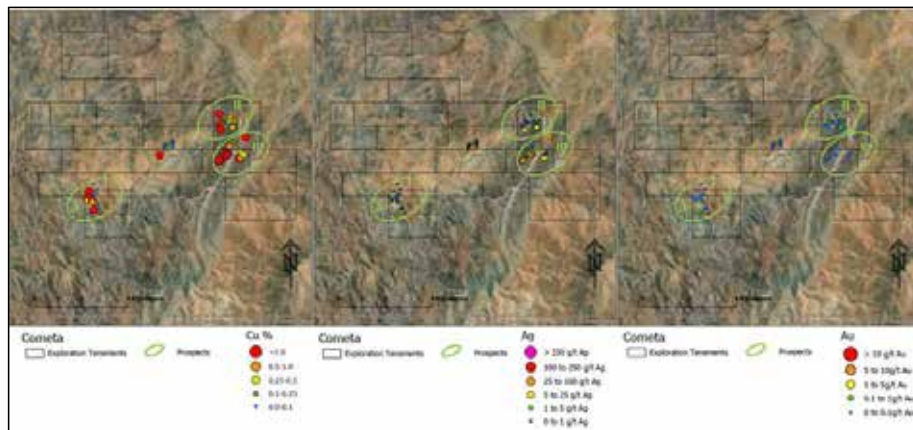
During the period between 2011 and 2019, a total of 153 rock chip samples were collected by Comet from outcrops and assayed for gold, silver and copper (Appendix B). The analysed samples returned low to very low grades for gold with an average value of 0.03 g/t, and a maximum value of 0.6 g/t. The silver assay results yielded an average value of 2.97 g/t and a maximum value of 95.8 g/t. Copper has also been assayed; the average grade is 0.3%, and the maximum grade is 3.16%.

At the prospect level, the surface sampling results from these areas were positive. A total of 33 rock chip samples were collected at Area I. The copper grades ranged from 0.0% to 2.46%, with an average value of 0.30%.

A total of 27 rock chip channel samples have been collected from veins and breccias in Area II. The copper grades for these rock chip channel samples ranged from 0.00% to 3.16% with an average value of 0.41%.

At Area III, 50 rock chip channel samples have been collected from breccia and veins. The grades for these rock chips ranged from 0.0% to 2.88% with an average value of 0.06%.

Figure 18: Surface sampling results



Sources: SRK

7.3 Exploration potential and mineralisation targeting

The Cometa sub-project covers the contact between the monzodioritic intrusion and a succession of Early Cretaceous andesitic and volcanoclastic rocks. A major northeast trending fault and a set of secondary northwest trending faults dissect the area. Along this major structural corridor and major lithological contact, iron oxide bearing hydrothermal breccia with various amounts of copper oxide



minerals are present. At Area III, a stratabound hydrothermal breccia with a magnetite-carbonate matrix contains copper oxide mineralisation. These breccia and veins provide immediate targets for potential IOCG-type mineralisation.

7.4 Proposed exploration program and budget

Bastion has proposed an exploration program, with the focus on identifying IOCG-type copper and gold mineralisation. The program includes an interpretation of the recently acquired satellite images and spectral analysis. This will be followed by ground truthing, rock chip sampling and detailed geological mapping. Ground magnetics will be conducted to cover the entire project area to help identify the nature of potential mineralised structures and associated veins. An electrical geophysical survey will also be conducted to help constrain areas of potential sulfide accumulation and mineralised structures. Once targets are identified, the next phase of the program will be initial drill testing.

From SRK's assessment, it is apparent that several IOCG-type copper and gold mineralisation targets have been identified but not comprehensively explored using modern exploration techniques. A fresh geologically drive approach, as advocated by Bastion, provides the potential for further success. SRK has reviewed the details of the exploration program and associated budget (Table 4), and considers that the program is reasonable and provides adequate consideration of the potential mineralisation style.

Table 4: Exploration budget for the Cometa sub-project (A\$)

Cost centre	Year 1	Year 2	Total
Geophysics	221,000	0	221,000
Trenching and drilling	0	199,000	199,000
Sampling and assaying	40,000	35,000	75,000
Consumables and wages	97,000	135,000	232,000
Total	358,000	369,000	727,000

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Capote Sub-project

8 Capote Sub-project

8.1 Location, access and infrastructure

The Capote sub-project consists of 45 exploration 1 exploitation concessions surrounding the historic San Juan gold mine in the Atacama Region, Chile. The licences together cover an area of 92.24 km². The Capote sub-project is located in the historical Capote mining district where high-grade quartz-carbonate veins were mined from pre-colonial times up until 1954. In this area, a total of 18 mines were exploited within an area of 17 km². The most significant mines were the La Buena, Graciela, Resurgimiento and the famous San Juan mine, which reportedly had a head grade up to 40 g/t Au (Lithotech, 2019). Previous work in the area has identified a number of vein-type epithermal gold prospects, known as Area I – Yayito, Area II – Taquia and Area III – Andacollo.

The Capote sub-project is located 50 km northwest from Vallenar and approximately 650 km north of Santiago in northern Chile (Figure 19). The Capote sub-project is accessed by driving 30 km from the mining town of Freirina. Access to the property is along well-maintained dirt roads either from the Huasco Valley to the south or from the main Pan American Highway via the Astillas mine road. The Capote sub-project is located ~30 km northeast of the settlement of Freirina, where there is a connection to the national power grid and highway network. Water and fuel for drilling operations is trucked from Freirina and groundwater within old workings of the San Juan mine could be considered a source of water for future drilling and other operations.

Figure 19: Location map of the Capote sub-project



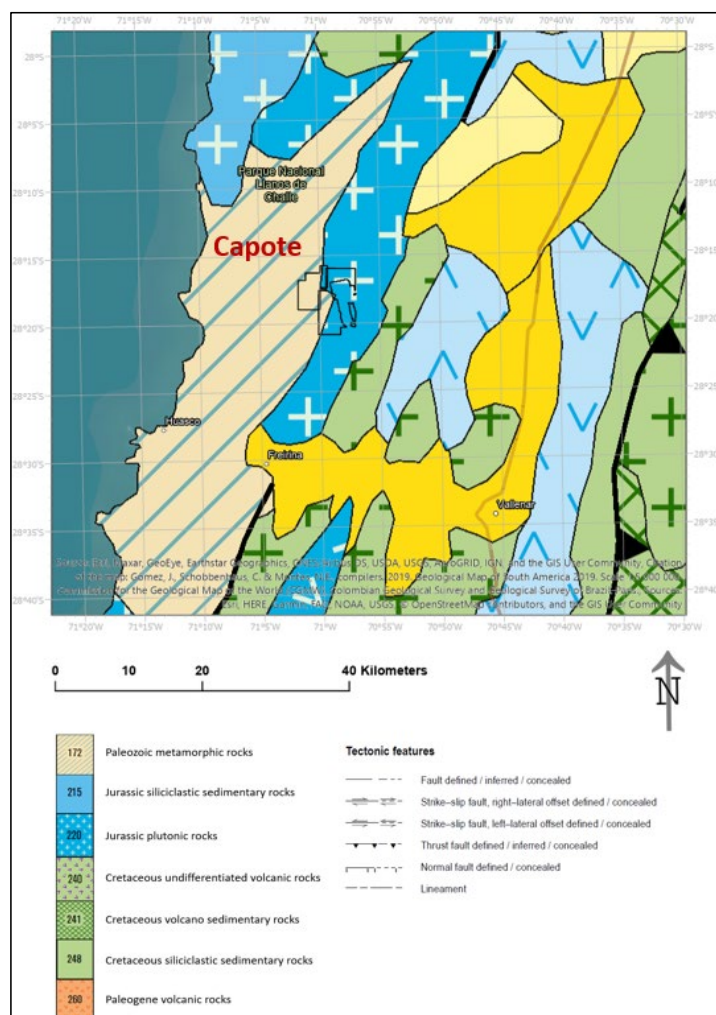
Sources: SRK, 2020



8.2 Geology

The Capote sub-project area is located in an early Cretaceous volcanic arc containing structurally controlled batholithic intrusions (Figure 20). A period of extensional tectonic activity resulted in the formation of the intra-arc, strike-slip Atacama Fault System along the Coastal Cordillera. The metallogenesis during the evolution of the Chilean Andes was dominated by copper-gold mineralisation characterised by several Late Jurassic and Early Cretaceous volcanic-hosted copper-silver manto-type deposits, mesothermal copper-gold-silver veins and IOCG deposits (Figure 3).

Figure 20: Simplified regional geological map of the Capote sub-project area



Sources: Source: Gómez et al., (2019)

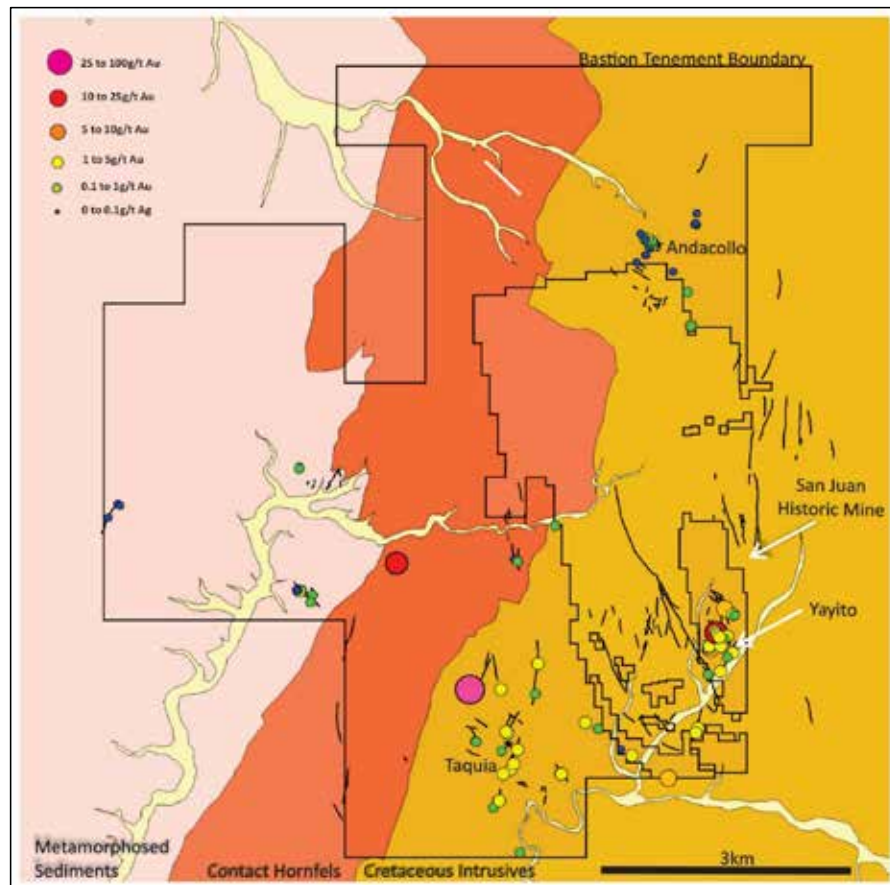
3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Capote Sub-project

The oldest rocks in the Capote sub-project area are Palaeozoic sediments of probable Devonian to Lower Carboniferous age. These have been intruded by a Jurassic granodiorite body of the Coastal Batholith Series which has thermally metamorphosed the sediments adjacent to the intrusion. Fine-grained sediments have been metamorphosed to phyllites and massive fine-grained dark hornfels and the more arenaceous sediments to quartzites (Figure 21).

Figure 21: Simplified geological map of the Capote sub-project area



Sources: Bastion, 2020

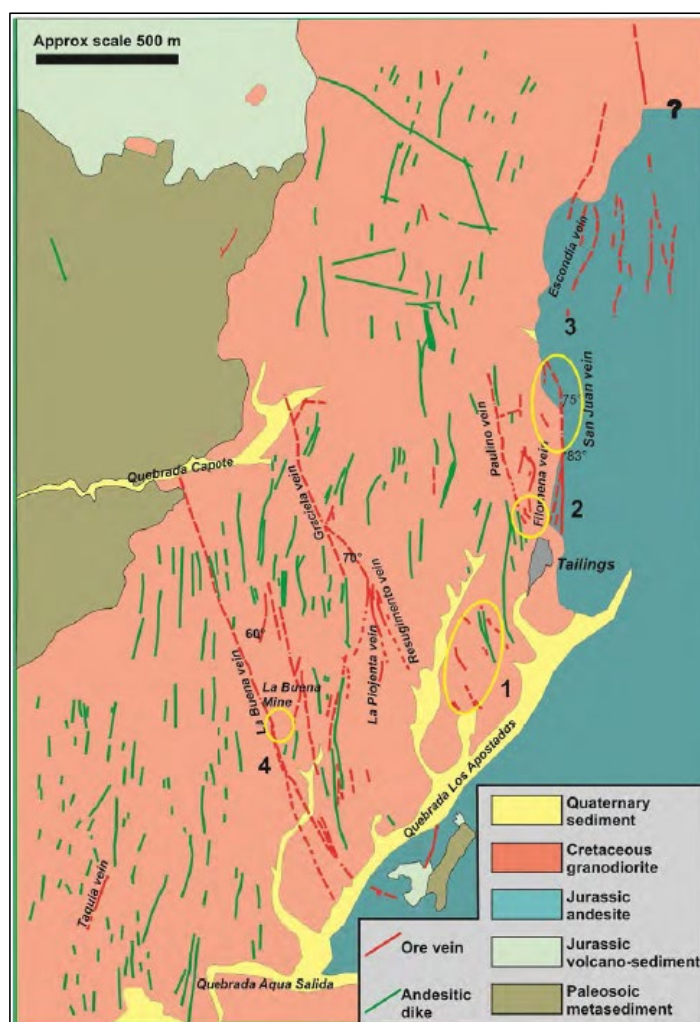
The Cretaceous granodiorite intrudes the Palaeozoic sedimentary rocks in the west and Jurassic Andesite volcanic rocks in the east. The Palaeozoic sedimentary rocks consist of interbedded siltstone, volcanics, and minor quartzite, all of which have been variably metamorphosed and folded. The Jurassic andesite volcanic rocks comprise fine-grained porphyritic rocks made up of both intrusive and extrusive rocks. The Palaeozoic sediments and the granodiorite have both been cut by later andesite dykes (Figure 21). Observations from mapping in the field associate the andesite dykes with a possible late-stage differentiate of the granodiorite body. Alternatively, the andesite dykes may be related to a later intrusion. Mineralised veins cut both granodiorite and



andesite volcanics. Alteration in the granodiorite occurs as selvages to quartz \pm sulfide veins represented by strong albite, biotite, weak chlorite and very weak sericite and clay (Molnár, 2011).

A detailed structural evaluation of the veins and andesite dykes was carried out by Molnár (2011) along the historically mined San Juan vein (area 3 on Figure 22), the 'Mexico zone' of the Paulino and Filomena veins (area 2 on Figure 22) and in outcrops and small pits south towards the old Capote ore processing plant and its tailings (area 1 on Figure 22).

Figure 22: Geological map of the old Capote mine area



Sources: Molnár (2011)

Notes: Numbered yellow circles indicate areas that were studied in detail.

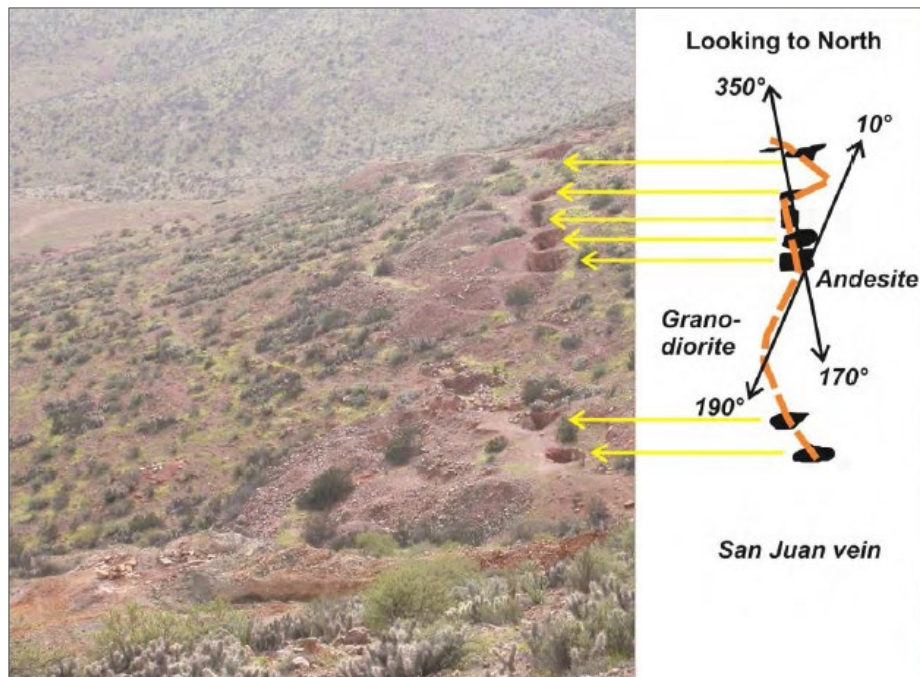
3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Capote Sub-project

The results of these field observations demonstrated that the vein structures consist of short vein segments with 'zig zag' configurations (Figure 23). These structures suggest that the veins are steeply dipping strike-slip faults and the alternating local orientations of the vein segments may correspond to the second-order Riedel planes that have been formed in the shear zone generated by the mostly north-northwest–south-southeast and north–south oriented strike-slip movements.

Figure 23: Variation in strike of vein segments along the northern end of the San Juan vein (area 1 on Figure 22)



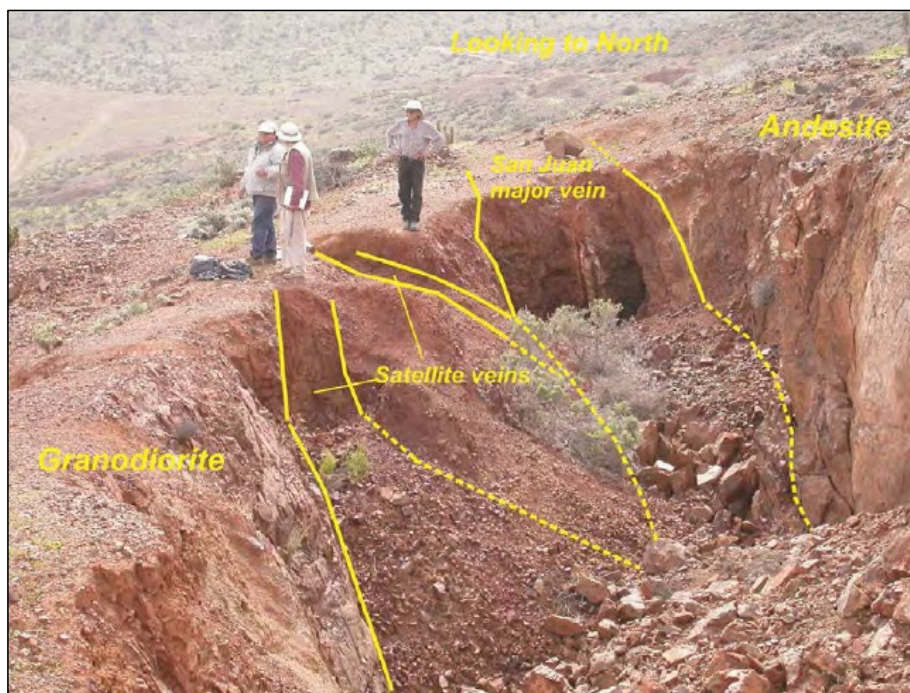
Sources: Molnár (2011)

The San Juan vein, which dips about 80° east, is the only east dipping vein observed in the district. All other veins are steeply west dipping between 60° and 80° and oriented predominantly north-south. The San Juan vein's strike changes to north-northeast–south-southwest at its northern termination. Molnár (2011) noted that this change was due to an averaging of short segments of the vein and that the actual strike of these segments varied between 350°–170° and 10°–190°.

Molnár (2011) also noted that there are narrow (0.3–0.5 m thick) 'satellite' (or secondary) veins that bifurcate from the western side of the main San Juan vein in a regular manner. In some exposures these veins run parallel to the strike of the andesite dykes (Figure 24).



Figure 24: Satellite veins on the western side of the main San Juan vein



Sources: Molnár (2011)

8.3 Mineralisation

Gold at the Capote sub-project is hosted in quartz, carbonate, iron oxide veins with variable amounts of secondary chrysocolla after primary copper mineralisation. Vein widths range from one to tens of metres and strike lengths from tens of metres to hundreds of metres at the San Juan mine. Copper, lead and zinc sulfides commonly accompany gold mineralisation in the 'Mexico zone' and at the Buena mine, suggesting that deeper parts of the Capote district may contain disseminated stockwork base metal mineralisation.

Mineralised veins have a distinctive wall rock alteration (Figure 24), the intensity of which appears to be related to the intensity of wall rock fracturing and permeability. The most common alteration is argillisation (illite and/or kaolinite).

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Capote Sub-project

Figure 25: Satellite vein on the San Juan vein flanked by argillic alteration



Sources: Molnár (2011)

8.4 Previous exploration

Little modern exploration has been conducted at the Capote property. Comet conducted field visits between 2011 and 2019 and collected 283 samples, 134 of which occur in the current area of Bastion's tenure (Figure 21 and Figure 26).

Of the 134 rock chip samples collected in Bastion's Capote sub-project area (Appendix B):

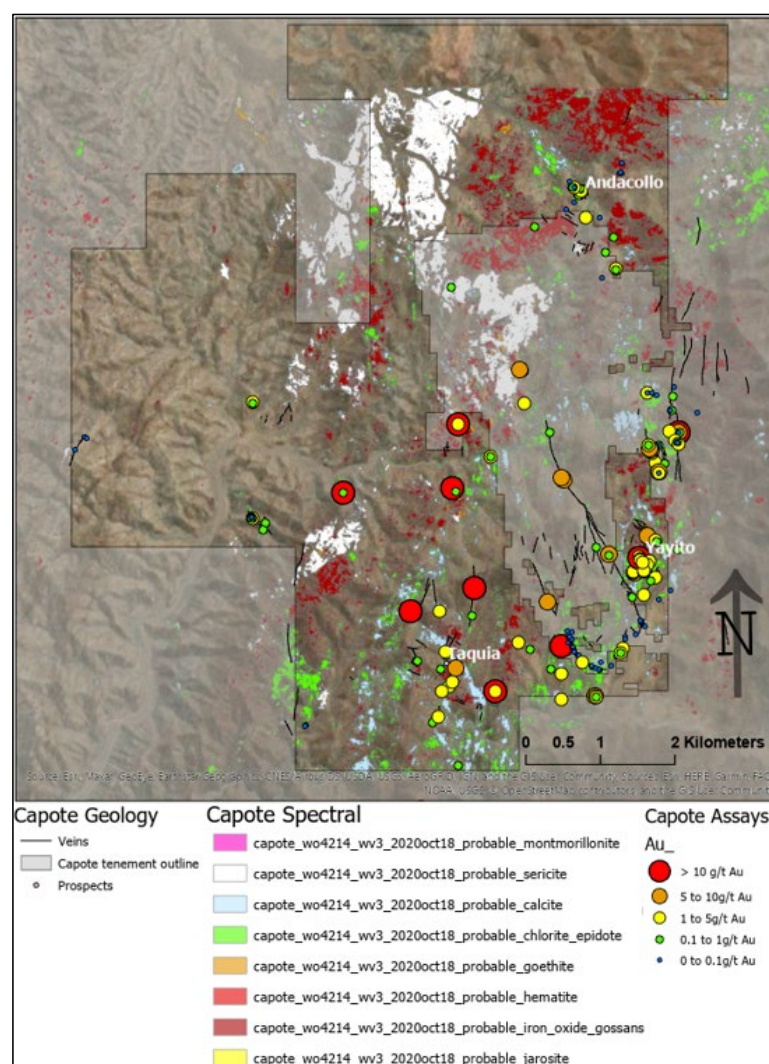
- 125 samples were analysed for gold: the average grade was 2.15 g/t, with 54 samples above 1 g/t, 31 samples above 2 g/t, and a maximum grade of 37.8 g/t
- 43 samples were analysed for silver: the average grade was 2.39 g/t, with a maximum grade of 16.3 g/t
- 98 samples were analysed for copper: the average copper grade was 0.59%, with 16 samples over 1% and a maximum grade of 13%.



Bastion reports its initial focus at Capote will be twofold: a tenement-wide review of satellite imagery and spectral data recently acquired, followed by focused field mapping and rock chip sampling at areas with existing high-grade rock chip results (Figure 26).

Previous work from Comet's geologists highlighted three areas of interest within the Capote sub-project area: Yayito, Taquia and Andacollo (Figure 26).

Figure 26: Overview of Capote prospects Andacollo, Taquia and Yayito with recently acquired SWIR spectral data showing alteration mineral occurrences draped on topography



Sources: Spectral data and rock sample results from Bastion, drawn in ArcGIS Pro by SRK (2020)

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Capote Sub-project

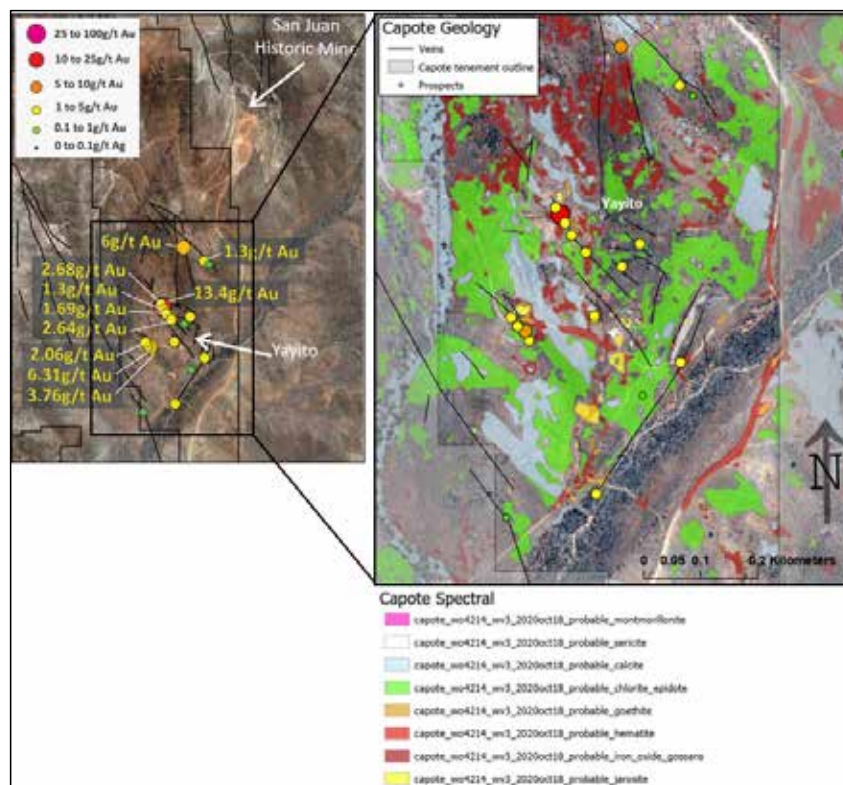
8.4.1 Area I - Yayito

Yayito consists of the interpreted southern extensions of the San Juan veins and is directly east of the Resurgimiento Vein. The geology is similar to San Juan historical mine – granodiorite in the west and andesite in the east and veins focused around the contact.

There are two styles of veining in the Yayito area gold-bearing quartz-carbonate iron oxide veins and quartz tourmaline veins. Veins generally strike between NNE–NE or NW–NNW. Field mapping reports indicate argillic alteration zones around mineralised veins (Figure 26), but the recently acquired SWIR spectral analysis has shown that argillic alteration (montmorillonite and kaolinite) is not observed over significant areas. The argillic alteration may be limited to a narrow zone around veins and hence is not readily visible in the spectral data (Figure 27).

A total of 32 rock chip channel samples have been collected from veins in the Yayito area with 26 of these analysed for gold. The average grade for these rock chip channel samples is 2.5 g/t, with a maximum grade of 6.31 g/t (Appendix B).

Figure 27: Overview of the Yayito prospect



Note: Left image shows locations of samples with significant gold assays; right image shows their spatial relationship with the recently acquired SWIR spectral data and alteration occurrence interpretation.

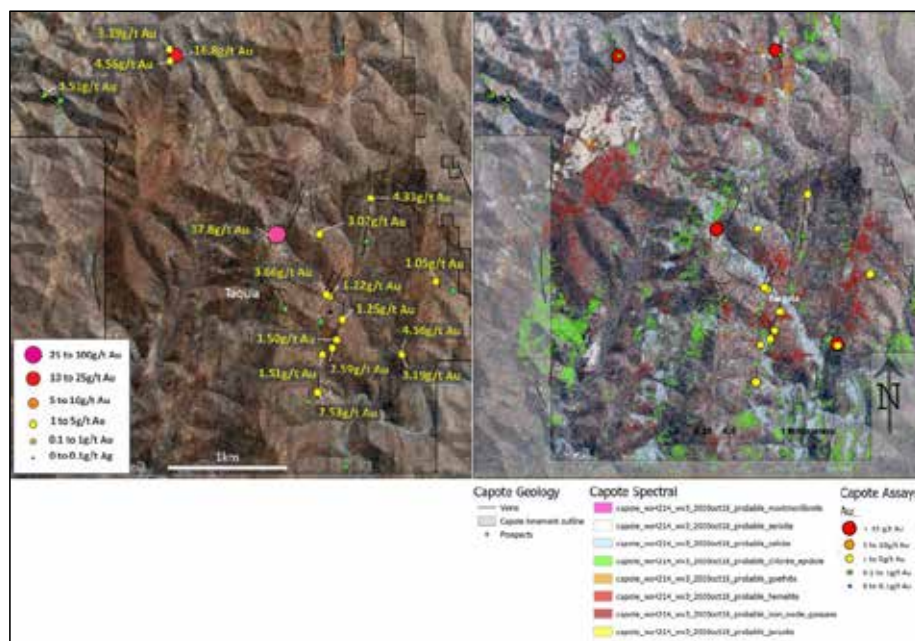
Sources: Bastion, modified by SRK (2020)



8.4.2 Area II - Taquia

Taquia consists of a large area (4 km by 2 km) with little exploration conducted. The geology is dominated by granite crosscut by aplite and andesite dykes. Mineralisation in the Taquia area is hosted by quartz-carbonate iron oxide veins with the largest vein observed being the Taquia vein, which has a strike length of 400 m. Sampled vein widths range from 0.3 m to 2.3 m. Alteration associated with veining is the same as in the Yayito area with silicification and argillic alteration selvedge around veins, but the recently acquired SWIR spectral analysis has shown that argillic alteration (montmorillonite and kaolinite) is not observed over significant areas. The argillic alteration may be limited to a narrow zone around veins and hence is not readily visible in the spectral data (Figure 28). There are 35 rock chip samples collected from the Taquia area. The average gold grade of these 35 samples is 5.17 g/t, with a maximum of 37.8 g/t. Sampled vein widths range from 0.3 m to 2.3 m.

Figure 28: Overview of the Taquia prospect



Notes: Left image shows locations of samples with significant gold assays; right image shows their spatial relationship with the recently acquired SWIR spectral data and alteration occurrence interpretation
Sources: Bastion, modified by SRK (2020)

8.4.3 Area III - Andacollo

Andacollo consists of a large area (3 km by 1 km) with little exploration conducted. The geology is dominated by a mix of granite and diorite crosscut by aplite and andesite dykes. Mineralisation in the Andacollo area is hosted by quartz-carbonate iron oxide veins with a higher amount of copper oxides in comparison to the Yayito and Taquia prospects. Both chalcopyrite and bornite have been

3. Independent Geologist's Report

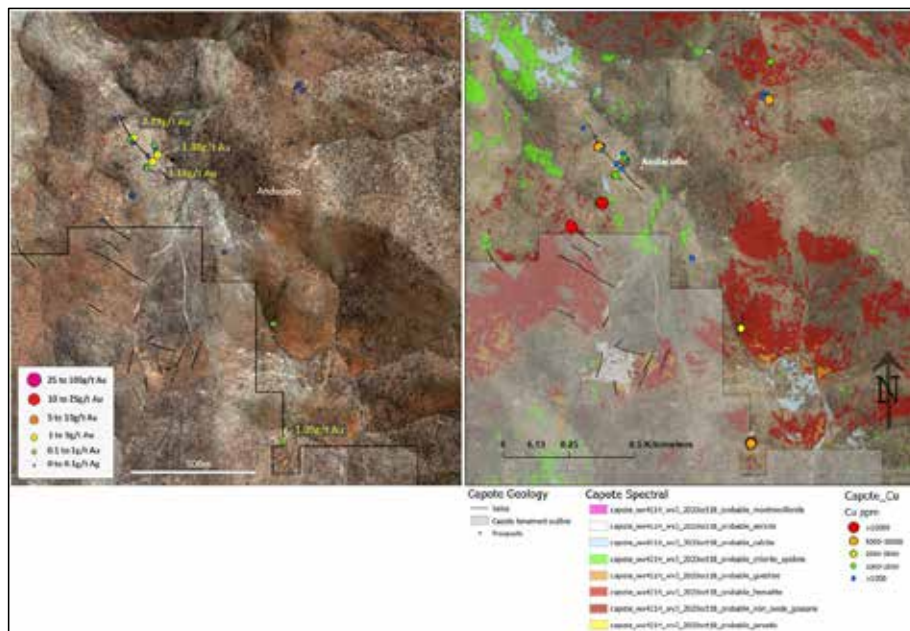
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Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Capote Sub-project

observed within veins in the Andacollo area and there appears to be potential for copper mineralisation similar to the IOCG-style of mineralisation that is prominent in the larger region.

In all, 26 rock chip channel samples have been collected from the Andacollo area. The average gold grade of these samples is 0.35 g/t, with a maximum of 2.29 g/t. The average copper grade is 0.44%, with a maximum of 2.5%.

Figure 29: Overview of the Andacollo prospect



Notes: Left image shows locations of samples with significant gold assays; right image shows locations of samples with significant copper assays and their spatial relationship with the recently acquired SWIR spectral data and alteration occurrence interpretation

Sources: Bastion, modified by SRK (2020)

8.5 Proposed exploration program and budget

Bastion considers the Capote sub-project is a priority project. The exploration program – initial rock chip sampling and mapping – will be conducted on existing areas of interest (Yayito, Taquia and Andacollo) and areas of strong alteration identified from SWIR mineral maps. Key areas for drilling will be identified from the compiled assay and mapping data. Ground magnetics will be conducted to cover the entire sub-project area to help identify blind structures and/or sub-surface vein extents. Electrical geophysics will be considered to help constrain areas of potential sulfide accumulation and sub-surface structure for drill targeting.

From SRK's assessment of the exploration data, it is evident that the Capote sub-project has been intermittently, but not systematically explored. There are sizeable areas and immediate targets which remain effectively untested. SRK recognises that a geology-driven exploration strategy, as



presented by Bastion, provides potential for the delineation of auriferous veins. SRK agrees with Bastion that the Capote sub-project area is prospective, as demonstrated by numerous historical gold workings and mines in the area. SRK has reviewed the budget (Table 5) and exploration program and considers the program is reasonable and based on sound geological concepts.

Table 5: Exploration budget for the Capote sub-project (A\$)

Cost centre	Year 1	Year 2	Total
Geophysics	197,000	98,000	295,000
Trenching and drilling	403,000	418,000	821,000
Sampling and assaying	162,000	99,000	261,000
Consumables and wages	161,000	106,000	267,000
Total	923,000	721,000	1,644,000

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Risks

9 Risks

Bastion's portfolio is best represented as a series of Advanced Stage exploration projects that are strategically located within the recognised metallogenic belts of the Lower Atacama region of north-central Chile. While offering well mineralised locations, the exploration of these sub-projects remains a speculative activity. Importantly, potential investors need to understand that the previous exploration data are limited in both areal extent and ability to provide a meaningful assessment of the subsurface conditions. The likelihood of any discovery of a potentially economic deposits occurring in any of Bastion's sub-projects therefore remains highly uncertain.

SRK notes the following risks in relation to its technical review of Bastion's sub-projects:

- The data and the basis of the interpretations relied on and used in the compilation of this report provided by Bastion, which recorded and documented the historical exploration work may contain uncertainties associated with the data and reports when the data were compiled.
- Other potential issues with historical data may include the following:
 - Historical exploration reports often do not include or discuss quality assurance and quality control (QAQC) procedures, making it difficult to determine the validity of the historical samples, even where original assays are reported.
 - Different grid systems may also be reported, including local grids. The inability to effectively validate the exploration data in their entirety impacts the proposed exploration outcomes and hence increases the exploration risk.
- There may be potential legacy environmental, safety and regulatory issues associated with previous exploration activities that are unknown as at the time of writing of this Report.
- Within Bastion's exploration portfolio, only exploration results have been outlined. To date, no Mineral Resources reported in accordance with the guidelines of the JORC Code (2012) have been estimated. Mineral exploration by its very nature has significant risks, especially for early stage projects. Based on industry-wide exploration success rates, there is a reasonable expectation that future exploration may be unsuccessful, and that no significant economic mineralisation will be located in the sub-projects.
- If significant mineralisation is demonstrated within Bastion's sub-projects, factors both in and outside Bastion's control may constrain project development. These may include, but are not limited to, variations in commodity prices, saleability of commodities, community and social factors, as well as metallurgical, mining and environmental considerations, availability and suitability of processing facilities, funding or capital to build appropriate facilities, regulatory guidelines and restrictions, ability to develop infrastructure appropriately, and mine closure processes.
- At the time of preparation of this IGR, COVID-19 was affecting typical business operating conditions, particularly by restricting the widespread movement of people within Australia and internationally. The mining industry and resources sector adapted rapidly in the face of changing conditions and largely continued to operate; however, the potential risks for future exploration remain unclear. Changes to commodity prices and access to sources of capital for exploration present both risks and opportunities for mineral exploration.



10 Concluding Remarks

The mineral assets of Bastion, being the subject of this IGR, are located in the III Region of north-central Chile. The minerals assets comprise the Garin, Capote and Cometa sub-projects. These sub-projects are covered by three clusters of exploration and exploitation licences, totalling an area of approximately 160.25 km². The mineral assets lie within part of the Coastal Cordillera and are considered prospective for gold, silver, copper, lead and zinc mineralisation formed in porphyry, epithermal or IOCG settings.

Exploration to date has showed that the Garin sub-project is characterised by mineralised quartz-carbonate veins with various amounts of base and precious metals and zonal phyllic and chlorite-epidote alteration. The mineralised veins might have formed at an epithermal setting while the alteration zones could present the roof of a potential porphyry system.

The Cometa sub-project covers the contact between the monzodioritic intrusion and a succession of Early Cretaceous andesitic and volcanoclastic rocks. Hydrothermal breccia supported by a magnetite-carbonate matrix with copper oxide mineralisation crops out in various prospects of the Cometa sub-project area. The occurrence of hydrothermal breccia and veins may indicate the potential for IOCG-type mineralisation.

In the Capote sub-project area, gold mineralisation is hosted within quartz, carbonate and iron oxide veins with variable amounts of secondary chrysocolla after primary copper mineralisation. The presence of auriferous veins accompanied by varying amounts of copper, lead and zinc sulfides might represent a surface expression of an underlying IOCG system.

SRK has conducted a detailed technical review of the sub-projects and has not found any significant risks to the current geological interpretation. In SRK's opinion, the exploration strategy outlined by Bastion for its project tenements has merit and SRK is satisfied that the proposed exploration programs designed by Bastion to evaluate the currently defined targets are appropriate. SRK is confident that Bastion will effectively adopt a prudent approach to the management of its exploration expenditure as it endeavours to meet its stated corporate objectives. SRK also considers the proposed work program is based on sound geological concepts and a budget of A\$3.4 million to be appropriate in light of the current development status of the assets.

In reviewing Bastion's available technical data and proposed exploration strategy, SRK recommends the following tasks be completed:

- Incorporate geological and structural mapping interpretations into a working three-dimensional (3D) geological model for each sub-project.
- Develop a target ranking system based on a mineralising system approach to assist in prioritisation of future work.
- Acquire petrophysical data from various rock units in each sub-project area to assist with geophysical modelling.

In addition to an effective exploration strategy, Bastion's ultimate success will depend to a large extent on the skill of its exploration team. In SRK's opinion, Bastion has the technical resources and expertise to achieve its objectives of discovering and developing deposits in the sub-project areas.

3. Independent Geologist's Report

continued

Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited
Contents

This report, Independent Geologist's Report on the Mineral Assets of Bastion Minerals Limited, was prepared by



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Chris Woodfull
Corporate Consultant (Geology)

All data used as source material plus the text, tables, figures, and attachments of this document have been reviewed and prepared in accordance with generally accepted professional engineering and environmental practices.



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3. Independent Geologist's Report

continued

Appendix A: Table 1 JORC Code 2012

JORC Code, 2012 Edition – Table 1 report

Section 1 Sampling Techniques and Data

Criteria	JORC Code explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> ▪ Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling. ▪ Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used. ▪ Aspects of the determination of mineralisation that are Material to the Public Report. ▪ In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information. 	<ul style="list-style-type: none"> ▪ Capote and Garin sub-projects <ul style="list-style-type: none"> – Surface sampling was conducted over a number of campaigns between 2011 and 2019. – Channel samples were taken across target mineralised veins. Individual size was recorded. ▪ Cometa sub-project <ul style="list-style-type: none"> – Surface sampling was conducted over a number of campaigns between 2011 and 2019. – Surface samples, including grab samples, channel samples and rock chip samples were taken. ▪ These methods are considered appropriate. ▪ No drilling has been conducted on any projects to date.
Drilling techniques	<ul style="list-style-type: none"> ▪ Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc). 	<ul style="list-style-type: none"> ▪ No drilling has been conducted on any projects to date.
Drill sample recovery	<ul style="list-style-type: none"> ▪ Method of recording and assessing core and chip sample recoveries and results assessed. ▪ Measures taken to maximise sample recovery and ensure representative nature of the samples. ▪ Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material. 	<ul style="list-style-type: none"> ▪ No drilling has been conducted on any projects to date.



3. Independent Geologist's Report

continued

Criteria	JORC Code explanation	Commentary
Logging	<ul style="list-style-type: none"> ■ Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies. ■ Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography. ■ The total length and percentage of the relevant intersections logged. 	<ul style="list-style-type: none"> ■ No drilling has been conducted on any projects to date. ■ Locations of the rock chip and channel samples were recorded. Sample type, size, alteration and visible mineralisation were logged.
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> ■ If core, whether cut or sawn and whether quarter, half or all core taken. ■ If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry. ■ For all sample types, the nature, quality and appropriateness of the sample preparation technique. ■ Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples. ■ Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/ second-half sampling. ■ Whether sample sizes are appropriate to the grain size of the material being sampled. 	<ul style="list-style-type: none"> ■ No drilling has been conducted on any projects to date. ■ Rock chip and channel samples were taken from 3-5 kg of available material to ensure sufficient sample size with respect to the host rock grain size. ■ Channel sampling was conducted to ensure a representative sample across each vein containing an equal proportion of material from the edges and centre of the vein.
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> ■ The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. ■ For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc. ■ Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established. 	<ul style="list-style-type: none"> ■ Capote sub-project <ul style="list-style-type: none"> - All samples from Capote were assayed by ALS Laboratories in La Serina. - All samples from Capote were assayed for gold using fire assay atomic absorption spectroscopy, Au-AA23 with a 30 g charge - Approximately half the samples collected at Capote were assayed for a multi-element suite. - Samples collected before 2012 at Capote were assayed by ALS using a multi-element suite MEICP-61 with a 4-acid digest and an ICP finish for Ag, Al, As, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Sc, Sr, Th, Ti, U, V, W and Zn - Samples collected in and after 2012 from Capote were assayed for a multi-element suite ME-ICP41 with an aqua regia digest and an ICP finish for Ag, Al, As, B, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, S, Pb, Sb, Sc, Sr, Th, Ti, U, V, W and Zn: aqua regia digest is considered a near total digest and appropriate for regional exploratory appraisal.

Criteria	JORC Code explanation	Commentary
		<ul style="list-style-type: none"> ■ Garin sub-project <ul style="list-style-type: none"> – Samples collected at Garin between 2005 and 2011 were assayed by ACME laboratory in Santiago for Au via AAS with a 25 g charge and a multi-element suite ICP analysis using aqua regia digestion for the following elements: Ag, Al, As, B, Ba, Bi, Ca, Cd, Co, Cr, Cu, Fe, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, Sb, Sr, Th, Ti, U, V, W and Zn. – Sampling conducted at Garin between 2012 and 2019 was analysed at ALS laboratories in La Serena for gold via fire assay and atomic absorption spectroscopy and multi-element analysis via aqua regia digest and ICP using ME-ICP for the following elements: Ag, Al, As, B, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, S, Pb, Sb, Sc, Sr, Th, Ti, Tl, U, V, W and Zn. – Ore grade samples for Cu, Ag, Pb and Zn were re-analysed via AA62. ■ Cometa sub-project <ul style="list-style-type: none"> – Sampling at Cometa was conducted in 2014. – All samples from Cometa have been analysed by ALS Laboratories in La Serena. – All samples from Cometa have been analysed for gold using a fire assay with atomic absorption spectroscopy, Au-AA23 with a 30 g charge. – Rock chip sampling at Cometa has been run for a multi-element suite ME-ICP41 with an aqua regia digest and an ICP finish for Ag, Al, As, B, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, S, Pb, Sb, Sc, Sr, Th, Ti, Tl, U, V, W and Zn: aqua regia digest is considered a near total digest and appropriate for regional exploratory appraisal. – Ore grade samples for Cu were run using OG-46.
Verification of sampling and assaying	<ul style="list-style-type: none"> • The verification of significant intersections by either independent or alternative company personnel. • The use of twinned holes. • Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols. • Discuss any adjustment to assay data. 	
Location of data points	<ul style="list-style-type: none"> • Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation. • Specification of the grid system used. • Quality and adequacy of topographic control. 	<ul style="list-style-type: none"> ■ Sample locations were recorded using a hand-held GPS in PSAD54-19S as prescribed by the Chilean Mining Regulations. ■ High resolution satellite imagery and digital elevation grids have been acquired for Capote and Garin. A similar survey is planned for Cometa.

3. Independent Geologist's Report

continued

Criteria	JORC Code explanation	Commentary
Data spacing and distribution	<ul style="list-style-type: none"> ▪ Data spacing for reporting of Exploration Results. ▪ Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied. ▪ Whether sample compositing has been applied. 	<ul style="list-style-type: none"> ▪ Rock chip sampling has been conducted on an opportunistic (where possible) basis. Sampling of vein material has been based on the available outcrops.
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> ▪ Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type. ▪ If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material. ▪ The measures taken to ensure sample security. 	<ul style="list-style-type: none"> ▪ Channel samples were taken as a contiguous sample perpendicular to the vein boundaries to obtain a representative sample across the vein.
Sample security Audits or reviews	<ul style="list-style-type: none"> ▪ The results of any audits or reviews of sampling techniques and data. 	<ul style="list-style-type: none"> ▪ Samples were hand delivered by the sampling geologist to the laboratory. ▪ The data provided by Bastion have been reviewed by SRK. The sampling and analytical methods applied are considered to be appropriate for the purpose of early-stage exploration.

Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings. The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area. 	<ul style="list-style-type: none"> Tenement information is tabulated in this Report. All tenements are believed to be of good standing according to the solicitor's report prepared by Ossa & Alessandri dated 21 January 2021.
Exploration done by other parties	<ul style="list-style-type: none"> Acknowledgment and appraisal of exploration by other parties. 	<p>Capote sub-project</p> <ul style="list-style-type: none"> Capote consists of a historic gold mining district. Artisanal mining was conducted in the region from pre-colonial times up until 1954. Comet Exploration conducted rock chip and channel sampling between 2011 and 2019 with 134 surface samples taken from the current tenure owned by Bastion. No modern exploration has been conducted within the tenement area beside rock chips and channel samples by Comet Exploration. <p>Garin Project</p> <ul style="list-style-type: none"> Artisanal mining for silver and gold was conducted sparsely within the Garin area from precolonial times until the 1980s. Comet Exploration conducted rock chip and channel sampling between 2011 and 2019 with 236 surface samples from the current Bastion tenure area. No modern exploration has been conducted within the tenement area apart from the rock chips and channel samples taken by Comet Exploration. <p>Garin sub-project</p> <ul style="list-style-type: none"> Minor historical shafts and pits are observed within the Cometa property, presumably mined for copper. Comet Exploration conducted rock chip and channel sampling between 2011 and 2019 with 110 surface samples from the current Bastion tenure area. No modern exploration has been conducted within the tenement area apart from simple rock chips and channel samples taken by Comet Exploration.

3. Independent Geologist's Report

continued

Criteria	JORC Code explanation	Commentary
Geology	<ul style="list-style-type: none"> ▪ Deposit type, geological setting and style of mineralisation. 	<p>Capote sub-project</p> <ul style="list-style-type: none"> ▪ Capote sits within Cretaceous granodiorite intruding Palaeozoic sediments and Jurassic volcanic rocks. ▪ Potential mineralisation styles range from epithermal gold and silver mineralization to IOCG-type copper-silver mineralisation and potentially copper-gold porphyry mineralisation. The main target at Capote is epithermal gold mineralisation and the historical mining was focused on this. <p>Garin sub-project</p> <ul style="list-style-type: none"> ▪ Garin sits within an early Cretaceous volcanic arc containing structurally controlled batholithic intrusions. ▪ Potential mineralisation styles range from epithermal gold and silver mineralisation to potentially copper-gold porphyry mineralisation. The main target at Garin is epithermal gold and silver mineralisation. <p>Cometa sub-project</p> <ul style="list-style-type: none"> ▪ Cometa sits within an early Cretaceous volcanic arc containing structurally controlled batholithic intrusions. ▪ The main target at Cometa is IOCG-type copper-silver mineralisation.
Drill hole Information	<ul style="list-style-type: none"> ▪ A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes: <ul style="list-style-type: none"> – easting and northing of the drill hole collar – elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar – dip and azimuth of the hole – down hole length and interception depth – hole length. ▪ If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case. 	<ul style="list-style-type: none"> ▪ No drilling has been completed on any of the three sub-projects.

Criteria	JORC Code explanation	Commentary
Data aggregation methods	<ul style="list-style-type: none"> ■ In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated. ■ Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail. ■ The assumptions used for any reporting of metal equivalent values should be clearly stated. 	<ul style="list-style-type: none"> ■ No drilling has been completed on any of the three sub-projects. ■ No equivalent metal values have been used for rock chip data.
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> ■ These relationships are particularly important in the reporting of Exploration Results. ■ If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. ■ If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known'). 	<ul style="list-style-type: none"> ■ No drilling has been completed on any of the three sub-projects.
Diagrams	<ul style="list-style-type: none"> ■ Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views. 	<ul style="list-style-type: none"> ■ No drilling has been completed on any of the three sub-projects.
Balanced reporting	<ul style="list-style-type: none"> ■ Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results. 	<ul style="list-style-type: none"> ■ No drilling has been completed on any of the three sub-projects. ■ All rock chip data have been displayed and are reported in Appendix B of this Report.
Other substantive exploration data	<ul style="list-style-type: none"> ■ Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances. 	<ul style="list-style-type: none"> ■ No drilling has been completed on any of the three sub-projects. ■ All rock chip data have been displayed and are reported in Appendix B of this Report ■ No geophysical surveys have been conducted. ■ No bulk sampling has been conducted. ■ Satellite imagery, digital elevation models and 13 band alteration mapping satellite data have been acquired for Capote and Garin. A similar survey is planned for Cometa

3. Independent Geologist's Report

continued

Criteria	JORC Code explanation	Commentary
Further work	<ul style="list-style-type: none"> ■ The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling). ■ Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive. 	<p>Capote sub-project An initial rock chip and mapping program will be conducted focused on existing areas of interest (Yayito, Taquia and Andacollo) areas of strong alteration identified from satellite imagery and 13 band satellite alteration mapping analyses. Key areas for drilling will be identified from the compiled assay and mapping data. Ground magnetics will be conducted to cover the entire sub-project area to help identify blind structures and image sub-surface vein extents. Electrical geophysics will be considered to help constrain areas of potential sulfide accumulation and sub-surface structure for drill targeting. Maps, plans and diagrams showing the location of target areas and descriptions of these can be found in this Report.</p> <p>Garin sub-project An initial rock chip and mapping program will be conducted focused on existing areas of interest at Zulama Vein Extensions, Distal Vein, Garin Viejo, Copiapina and areas of strong alteration identified from satellite imagery and 13 band satellite alteration mapping analyses. Key areas for drilling will be identified from the compiled assay and mapping data. Ground magnetics will be conducted to cover the entire sub-project area to help identify blind structures and image sub-surface vein extents. Electrical geophysics will be considered to help constrain areas of potential sulfide accumulation and sub-surface structures for drill targeting. Maps, plans and diagrams showing the location of target areas and descriptions of these can be found in this Report.</p> <p>Cometa sub-project An initial rock chip and mapping program will be conducted focused on existing areas of interest (Areas I, II and III) and areas of strong alteration identified from satellite imagery and 13 band satellite alteration mapping analyses. Key areas for drilling will be identified from the compiled assay and mapping data. Ground magnetics will be conducted to cover the entire sub-project area to help identify blind structures and image sub-surface vein extents. Electrical geophysics will be considered to help constrain areas of potential sulfide accumulation and sub-surface structures for drill targeting. Maps, plans and diagrams showing the location of target areas and descriptions of these can be found in this Report.</p>



Appendix B: Surface samples

3. Independent Geologist's Report

continued

Garin – Distal Vein

Sample No.	Easting	Northing	Au g/t	Ag g/t	Cu %
151159	412238	6974135	0.08	25	0.18
151160	412240	6974131	0.06	6	0.07
151161	412247	6974113	0.01	2	0.01
151162	412247	6974113	0.19	19	0.09
151163	412253	6974096	0.06	4	0.04
151164	412253	6974073	0.03	2	0.04
151165	412274	6974087	0.11	8	0.02
151166	412273	6974087	0.09	23	0.04
151167	412272	6974087	0.03	3	0.01
151168	412265	6974087	0.06	7	0.05
151169	412265	6974111	0.01	6	0.03
151170	412264	6974112	0.02	8	0.03
151171	412250	6974129	0.23	4	0.11
151172	412237	6974152	0.01	1	0.02
151173	412285	6974068	0.29	42	0.1
151174	412285	6974068	0.58	148	0.43
151175	412296	6974056	0.58	595	0.4
151176	412296	6974056	2.61	10	0.12
151177	412296	6974056	6	6	0.12
151178	412287	6974057	1.48	33	0.22
151179	412285	6974055	0.09	16	0.11
151180	412305	6974048	0.56	14	0.11
151181	412305	6974048	0.22	2	0.03
151182	412304	6974049	0.39	174	0.15
151183	412298	6974034	1.2	12	0.15
151184	412311	6974028	0.24	408	0.29
151185	412319	6974096	0.01	2	0.01
151186	412319	6974096	0.04	4	0.01
151187	412318	6974083	0.12	10	0.01
151188	412318	6974083	0.04	3	0.01
151189	412314	6973999	0.1	15	0.05
151190	412324	6974013	7.53	22	0.59
151191	412363	6973940	0.06	106	0.23
151192	412367	6973935	0.02	32	0.11
151193	412370	6973926	0.01	42	0.09
151194	412350	6973951	0.13	198	0.31
151195	412350	6973951	0.07	258	0.22
151196	412350	6973951	0.03	69	0.12



Sample No.	Easting	Northing	Au g/t	Ag g/t	Cu %
151197	412350	6973951	0.02	118	0.13
151198	412350	6973951	0.01	120	0.36
521596	412014	6974617	1.55	4	0.05
521597	412044	6974616	1.49	82	0.07
521598	412052	6974612	0.73	417	0.19
521601	412027	6974605	0.34	8	0.01
521602	412027	6974605	0.26	1	0.02

3. Independent Geologist's Report

continued

Garin – Garin Veijo

Sample No.	Easting	Northing	Au g/t	Ag g/t	Cu %
151559	410163	6973956	0.03	2	0.02
151560	410411	6973206	0.01	1	0.02
151562	410648	6973525	0.4	25	0.3
151563	410650	6973559	0.65	2	0.2
151564	410655	6973556	0.05	2	0.06
151565	410655	6973556	0.04	1	0.05
151566	410636	6973563	0.02	1	0.02
151567	410636	6973563	0.92	34	0.14
151570	410742	6973426	0.01	1	0.01
151571	410760	6973426	0.01	2	0.01
151572	410758	6973424	1.02	5	0.02
151573	410758	6973424	0.02	1	0.02
151574	410758	6973404	0.16	2	0.02
151575	410733	6973423	2.6	6	0.01
385214	411698	6973490	0.365	4	0.039
385215	411690	6973490	0.084	15	0.082
385216	411295	6973381	0.061	9	0.032
385217	410977	6973150	0.015	1	0.005
385218	410620	6973091	0.153	1	0.35
385219	410543	6973049	2.4	32	0.129
385220	410464	6973000	0.072	6	0.09
385221	410464	6973000	1.25	13	0.26
385222	410250	6973024	0.023	1	0.01
385223	410440	6973025	0.115	5	0.128
385224	410476	6973067	0.203	47	0.816
385225	410509	6973093	2.9	6	0.057
385226	410516	6973106	0.099	2	0.063
385227	410527	6973427	0.039	8	3
385228	410614	6973240	1.03	85	0.6
385229	410790	6973199	5.31	6	0.975
471251	410359	6973804	0.07	13	0.26
471252	410359	6973804	0.37	39	3.21
471253	410359	6973804	0.55	30	1.17
471254	410719	6973509	0.4	55	0.02
471255	410719	6973509	0.04	3	0.03
471256	410776	6973406	0.84	184	0.29
471257	410806	6973505	0.56	6	1.19
471258	410806	6973505	0.38	18	2.49



Sample No.	Easting	Northing	Au g/t	Ag g/t	Cu %
471259	410806	6973505	0.48	12	0.25
471260	410913	6973461	0.46	6	0.65
471261	410984	6973447	0.32	16	0.42
471262	410831	6973485	0.26	34	0.14
471283	410824	6974004	0.01	1	0.01
471284	410824	6974004	0.03	1	0.01

3. Independent Geologist's Report

continued

Garin – Zulma Vein Extension

Sample No.	Easting	Northing	Au g/t	Ag g/t	Cu %	Pb%	Zn %
151216	411259	6974482	0.01	3	0.01	0.05	0.09
151217	411259	6974483	0.01	3	0.04	0.2	0.14
151218	411257	6974489	0.01	1	0.02	0.08	0.15
151219	411291	6974464	0.01	2	0.01	0.01	0.03
151226	411377	6974439	0.01	0	0.01	0.01	0.01
151233	411351	6974429	0.01	1	0.02	0.02	0.04
151248	411429	6974505	0.01	1	0.003	0.01	0.05
385205	410329	6974778	0.01	1	0.008	0.081	0.157
385206	410199	6974916	0.01	17	0.293	0.017	0.04
385207	410204	6974911	0.01	115	0.954	0.191	0.17
471265	410109	6974738	0.01	5	0.01	0.1	0.15
471268	410082	6974722	0.01	3	0	0.17	0.91
471269	410111	6974756	0.01	1	0.01	0.01	0.02
471270	410108	6974768	0.01	1	0.01	0	0.03
471271	410014	6974839	0.01	2	0	0.01	0.04
471272	410014	6974839	0.01	4	0.06	0.02	0.05
471274	410501	6974477	0.01	1	0.02	0.01	0.03
471282	410755	6974137	0.01	2	0.02	0.17	0.09
521864	411629	6974615	0.01	2	0.01	0	0.01
151094	411550	6974341	0.011	1	0	0	0
151271	411445	6974645	0.017	10	0.043	0.03	0.14
385204	410354	6974778	0.017	2	0.01	0.096	0.089
151246	411511	6974497	0.019	6	0.02	0.1	0.09
385203	410300	6974771	0.019	1	0.009	0.04	0.131
151229	411379	6974435	0.02	0	0	0.01	0.04
151231	411353	6974433	0.02	2	0.08	0.01	0.06
151568	410682	6974526	0.02	1	0.02	0.04	0.12
151569	410682	6974526	0.02	1	0.01	0.03	0.21
471264	410107	6974738	0.02	2	0.01	0.06	0.61
471276	410507	6974452	0.02	5	0.06	0.06	0.07
151091	411550	6974341	0.021	13	0.11	0	0
151249	411410	6974485	0.021	1	0.042	0.01	0.02
151264	411505	6974662	0.021	1	0.011	0.05	0.12
151268	411437	6974659	0.025	100	0.192	0.06	0.23
151220	411300	6974466	0.03	3	0.06	0.01	0.04
151221	411212	6974448	0.03	3	0.04	0.01	0.04
151556	410154	6974277	0.03	1	0.01	0.06	0.1
151558	410162	6974251	0.03	2	0.27	0.06	0.15



Sample No.	Easting	Northing	Au g/t	Ag g/t	Cu %	Pb%	Zn %
521865	411656	6974536	0.03	1	0.01	0.01	0.04
385201	410294	6974769	0.035	1	0.019	0.09	0.221
151230	411354	6974432	0.04	1	0.01	0.01	0.03
151242	411517	6974490	0.04	5	0.122	0.01	0.02
151267	411489	6974660	0.04	2	0.006	0.03	0.05
521862	411293	6974727	0.04	4	0.06	0.38	0.35
521867	411670	6974548	0.04	2	0.06	0.01	0.02
521874	411540	6974483	0.04	3	0.01	0.01	0.06
151090	411543	6974347	0.046	1	0.24	0	0
151250	411410	6974485	0.048	1	0.021	0.01	0.01
151266	411499	6974649	0.05	1	0.009	0.01	0.02
471273	409986	6974886	0.05	16	0.2	4.11	0.27
471277	410516	6974393	0.05	3	0.03	0.07	0.12
521875	411644	6974456	0.05	4	0.08	0.01	0.02
151089	411543	6974347	0.051	9	0.15	0	0
151270	411443	6974647	0.051	8	0.018	0.07	0.13
151244	411520	6974486	0.054	1	0.015	0.01	0.02
151247	411501	6974504	0.056	6	0.07	0.02	0.06
151258	411477	6974420	0.059	1	0.074	0.01	0.01
151223	411374	6974433	0.06	2	0.03	0.02	0.09
151554	410115	6974370	0.06	3	0.03	0.38	0.71
521876	411695	6974389	0.06	2	0.06	0.01	0.01
151269	411437	6974659	0.063	47	0.311	0.27	0.33
385208	410216	6974897	0.064	49	0.44	0.115	0.22
151088	411543	6974347	0.066	5	0.15	0	0
151262	411527	6974428	0.066	5	0.791	0.01	0.03
151222	411374	6974433	0.07	5	0.18	0.02	0.09
521843	410171	6974781	0.07	7	0.06	0.43	0.47
151265	411499	6974649	0.073	1	0.004	0.01	0.02
151086	411543	6974347	0.075	9	0.36	0	0
151243	411521	6974485	0.076	7	0.484	0.01	0.01
151257	411478	6974423	0.0782	19	0.91	0.01	0.01
151252	411439	6974457	0.087	9	1.35	0.01	0.09
151272	411445	6974646	0.087	32	0.356	0.15	0.13
385202	410300	6974771	0.09	2	0.04	0.012	0.027
151087	411543	6974347	0.098	7	0.25	0	0
151224	411374	6974433	0.1	4	0.13	0.01	0.01
521870	411631	6974513	0.1	3	0.1	0.73	0.2
151260	411522	6974420	0.112	2	0.166	0.01	0.01

3. Independent Geologist's Report

continued

Sample No.	Easting	Northing	Au g/t	Ag g/t	Cu %	Pb%	Zn %
151092	411550	6974341	0.125	5	0.21	0	0
151234	411435	6974339	0.13	3	0.03	0.01	0.03
521871	411625	6974482	0.13	4	0.27	0.06	0.08
151261	411523	6974417	0.143	9	0.69	0.01	0.01
151273	411445	6974646	0.171	24	0.141	0.32	0.19
471267	410103	6974706	0.18	10	0.24	0.04	0.24
151245	411511	6974496	0.186	4	0.157	0.01	0.09
151095	411550	6974341	0.189	4	0.05	0	0
521863	411641	6974548	0.19	0	0.03	0.01	0.03
521873	411585	6974480	0.21	24	0.55	0.01	0.03
151228	411379	6974435	0.23	1	0.18	0.01	0.02
151241	411549	6974481	0.244	6	0.202	0.04	0.09
151553	410109	6974377	0.25	9	0.1	1.67	2.01
151274	411447	6974643	0.282	76	0.646	0.42	0.11
471279	410516	6974393	0.29	12	0.2	0.59	0.11
521872	411597	6974477	0.3	3	0.04	0.01	0.02
151555	410154	6974277	0.41	2	0.04	0.31	0.13
471266	410125	6974722	0.41	11	0.02	2.68	0.11
151552	410100	6974393	0.46	14	0.19	1.7	4.39
151227	411376	6974438	0.55	2	0.08	0.01	0.01
471280	410511	6974387	0.56	4	0.03	0.44	0.37
521842	410179	6974834	0.58	20	0.24	0.24	3.22
151098	411532	6974339	0.651	19	0.5	0	0
151238	411507	6974338	0.72	111	3.97	0.01	0.02
521868	411669	6974533	0.74	23	0.58	0.01	0.02
151254	411435	6974443	0.755	7	0.141	0.01	0.02
151096	411550	6974341	0.759	28	0.12	0	0
151232	411354	6974435	0.79	35	0.18	0.02	0.03
151557	410162	6974251	0.82	62	0.18	6	0.74
151240	411536	6974337	0.98	27	0.76	0.02	0.01
151551	410095	6974133	0.98	5	0.14	0.6	1.33
471278	410513	6974427	1.2	10	0.09	0.71	0.07
151256	411469	6974432	1.27	12	0.899	0.01	0.01
151235	411456	6974351	1.5	19	0.19	0.03	0.08
151225	411374	6974433	1.54	2	0.23	0.01	0.01
471275	410507	6974452	1.56	13	0.11	0.14	0.1
151093	411550	6974341	1.59	23	0.24	0	0
151259	411479	6974437	1.76	8	0.946	0.01	0.02
151253	411439	6974457	1.86	17	0.179	0.01	0.01



Sample No.	Easting	Northing	Au g/t	Ag g/t	Cu %	Pb%	Zn %
151251	411439	6974457	1.87	36	0.42	0.03	0.05
151263	411527	6974428	1.92	58	0	0.03	0.02
521869	411633	6974530	2.09	6	0.21	0.11	0.05
521866	411656	6974536	2.16	8	0.36	0.01	0.02
151239	411540	6974342	2.67	15	0.28	0.02	0.02
151236	411486	6974347	2.7	74	0.94	0.07	0.04
521841	410179	6974834	3.05	14	1.23	0.06	1.92
151255	411434	6974442	6.76	34	0.12	0.05	0.01
151237	411507	6974341	7.44	19	1.41	0.02	0.02
151097	411532	6974339	21.8	186	0.92	0	0

3. Independent Geologist's Report

continued

Cometa sub-project - Area I

Sample No.	Easting	Northing	Cu %	Au g/t	Ag g/t
384850	341466	6798477	0.488	0.066	0.2
384851	341505	6798493	0.0018	0.005	0.2
384852	341568	6798464	0.0077	0.005	0.2
384853	341579	6798478	0.0119	0.005	0.2
384854	341600	6798531	0.0079	0.005	0.2
384855	341585	6798543	0.0045	0.005	0.2
384856	341020	6799513	0.0033	0.005	0.2
384857	340766	6799391	0.0016	0.005	0.2
384858	341198	6799196	1.82	0.082	0.5
384859	341330	6799052	0.001	0.005	0.2
384860	341332	6799039	0.0049	0.005	0.2
384861	341291	6798949	0.0023	0.005	0.2
384862	341387	6798810	0.0802	0.005	0.2
384863	341406	6798776	0.0083	0.005	0.2
384864	341383	6798427	1.035	0.605	2
384865	341331	6799498	0.004	0.01	0.2
384866	341405	6799514	0.0088	0.005	0.2
384867	341496	6799319	0.047	0.011	0.2
384868	341470	6799112	0.0057	0.005	0.2
384869	341402	6798992	0.0032	0.005	0.2
384870	341403	6798965	0.0117	0.007	0.2
384871	341170	6798891	0.0193	0.005	0.2
384872	341133	6798781	0.205	0.031	0.5
384873	341123	6798797	0.306	0.056	0.4
384874	341000	6799026	0.0032	0.005	0.2
384875	340989	6799005	0.0643	0.011	0.2
384876	341042	6798932	0.0118	0.005	0.2
384877	341098	6798908	2.46	0.006	2.3
384878	341098	6798826	0.0281	0.008	0.2
384879	341106	6798817	0.386	0.062	0.3
384880	341150	6798848	0.0792	0.023	0.2
384881	341290	6798804	2.11	0.094	0.5
384882	341310	6798757	0.675	0.345	0.7



Cometa sub-project - Area II

Sample No.	Easting	Northing	Cu %	Au g/t	Ag g/t
385144	347257	6800965	0.009	0.005	0.4
385145	347268	6800971	0.0096	0.005	2
385146	347580	6800606	1.06	0.029	10.6
385147	347637	6800625	0.975	0.011	7.6
385148	347635	6800737	0.239	0.005	0.2
385149	346699	6800496	1.88	0.032	54.5
385150	347039	6800847	1.02	0.019	0.3
385151	347019	6800795	1.315	0.023	9.8
385152	347042	6800802	0.16	0.005	1.3
385153	347107	6800776	3.11	0.024	57.1
385154	347093	6800749	1.61	0.008	35.9
385155	347137	6800719	0.0034	0.005	0.2
385156	347151	6800705	0.0164	0.005	0.4
385157	347677	6800822	0.0278	0.005	0.2
385158	347705	6800846	0.299	0.008	0.2
385159	347750	6800865	0.0419	0.005	0.2
385160	347785	6800780	0.405	0.007	0.5
385161	346922	6800691	1.155	0.006	0.5
385162	346903	6800672	0.0625	0.005	0.3
385163	346806	6800595	0.709	0.019	3.8
385164	346793	6800599	0.344	0.019	1.2
385165	346807	6800634	0.0053	0.005	0.3
385166	346789	6800560	0.517	0.007	1.2
385167	346758	6800520	0.878	0.005	0.6
385168	346738	6800504	1.04	0.019	13.6
385169	346711	6800448	0.395	0.005	1
385170	346708	6800525	3.16	0.016	95.8

3. Independent Geologist's Report

continued

Cometa sub-project - Area III

Sample No.	Easting	Northing	Cu %	Au g/t	Ag g/t
384833	344438	6801260	0.0036	0.009	0.2
384834	344440	6801257	0.0008	0.135	0.3
384835	344436	6801242	0.002	0.086	0.4
384836	344433	6801224	0.0005	0.045	0.8
384837	344433	6801221	0.0008	0.021	0.3
384838	344407	6801202	0.001	0.02	0.2
384839	344405	6801192	0.0012	0.009	0.2
384840	344397	6801160	0.0034	0.018	0.2
384841	344395	6801152	0.0063	0.056	0.4
384842	344394	6801139	0.0032	0.034	0.2
384843	344388	6801106	0.0066	0.014	0.2
384844	344388	6801092	0.0042	0.015	0.3
384845	344389	6801061	0.0219	0.011	0.2
384846	344387	6801053	0.0131	0.008	0.2
384847	344387	6801053	0.0127	0.047	0.2
384848	344389	6801024	0.0076	0.005	0.2
384849	344389	6801004	0.0021	0.009	0.2
384883	344199	6800740	2.88	0.05	2.5
384884	344376	6800960	0.0098	0.005	0.2
384885	344604	6801230	0.013	0.035	0.2
385171	344713	6801405	0.0068	0.09	0.8
385172	344711	6801399	0.004	0.005	0.2
385173	344716	6801382	0.0013	0.006	0.2
385174	344718	6801378	0.0012	0.007	0.2
385175	344720	6801367	0.0011	0.006	0.2
385176	344726	6801360	0.0007	0.03	0.2
385177	344731	6801350	0.0007	0.042	0.4
385178	344734	6801346	0.0016	0.012	0.2
385179	344742	6801333	0.0212	0.039	0.4
385180	344742	6801333	0.0148	0.042	0.3
385181	344749	6801327	0.0041	0.014	0.2
385182	344755	6801319	0.0012	0.017	0.2
385183	344759	6801310	0.0018	0.026	0.3
385184	344759	6801310	0.012	0.073	0.2
385185	344765	6801304	0.0015	0.008	0.2
385186	344770	6801293	0.0022	0.028	0.2
385187	344770	6801293	0.0007	0.023	0.3
385188	344774	6801288	0.0007	0.014	0.2



Sample No.	Easting	Northing	Cu %	Au g/t	Ag g/t
385189	344768	6801272	0.0033	0.018	0.2
385190	344772	6801262	0.0018	0.01	0.2
385191	344778	6801253	0.0059	0.016	0.2
385192	344744	6801209	0.0082	0.115	0.3
385193	344743	6801202	0.0037	0.005	0.2
385194	344745	6801193	0.0014	0.036	0.4
385195	344762	6801181	0.009	0.013	0.2
385196	344762	6801165	0.0044	0.015	0.2
385197	344763	6801158	0.0066	0.014	0.2
385198	344760	6801147	0.0029	0.018	0.3
385199	344784	6801129	0.0073	0.053	0.2
385200	344763	6801076	0.0071	0.005	0.2

3. Independent Geologist's Report

continued

Capote – Yayito

Sample No.	Easting	Northing	Au g/t
384034	308272	6865809	3.78
384035	308265	6865825	6.31
384036	308251	6865833	1.895
384037	308240	6865849	2.06
384038	308326	6866030	13.4
384039	308319	6866042	2.15
384040	308319	6866042	2.68
384041	308335	6866016	1.31
384042	308346	6865993	1.96
384043	308467	6865978	1.05
384044	308436	6865939	0.749
384045	308436	6865939	2.87
384046	308386	6865847	1.76
384047	308386	6865851	3.78
384051	308434	6866326	6.01
384052	308537	6866258	1.3
384053	308561	6866240	0.156
384054	308371	6865964	2.01
384055	308371	6865964	0.288
384056	308371	6865964	0.08
384057	308371	6865964	2.64
384058	308371	6865964	1.705
471007	308539	6865770	1.67
471008	308472	6865711	0.88
471009	308390	6865537	1.52
471010	308231	6865495	0.88



Capote – Taquia

Sample No.	Easting	Northing	Au g/t
151653	306864	6864804	0.279
151654	306706	6864892	1.045
151819	306394	6864244	4.56
151820	306394	6864244	16.8
151821	306400	6864234	3.19
151823	305816	6866958	0.068
151824	305816	6866958	28
151825	305862	6866921	0.127
151826	305889	6863242	0.182
151826	305894	6867821	10.45
151827	305889	6863242	0.79
151827	305890	6867826	3.82
201127	305559	6863812	0.299
201128	305634	6863900	2.53
201129	305634	6863900	4.26
201130	305770	6864295	2.59
201131	305861	6864549	1.25
201132	305861	6864549	8.06
201133	305737	6864754	1.215
201134	305717	6864774	3.66
201135	305810	6864369	1.505
202157	304324	6866913	3.19
202158	304318	6866901	4.56
202159	304349	6866905	16.8
202160	304349	6866905	0.231
471020	305665	6864528	0.641
471021	305342	6864648	0.913
471022	305343	6864645	0.704
471023	305653	6865311	3.07
471024	305653	6865311	1.07
471025	305262	6865306	37.8
471026	306117	6865630	4.33
471027	306117	6865630	11.55
471028	306079	6865246	0.116
471029	305679	6864238	1.51

3. Independent Geologist's Report

continued

Capote – Andacollo

Sample No.	Easting	Northing	Au g/t	Cu %
384006	307528	6870917	1.18	46
384007	307508	6870937	0.018	148
384008	307504	6870896	0.402	4440
384009	307506	6870895	0.049	655
384010	307506	6870892	0.144	1520
384011	307541	6870946	0.3	8820
384012	307545	6870941	1.08	2640
384013	307545	6870941	0.094	378
384014	307537	6870965	0.039	2230
384015	307535	6870976	0.103	374
384016	307446	6871001	0.015	36
384017	307457	6871001	2.29	635
384018	307442	6870997	0.652	5570
384019	307383	6871070	0.005	311
384020	307445	6870793	0.082	8120
384021	307451	6870986	0.005	241
384022	307454	6870790	0.036	25320
384028	307792	6870586	0.061	772
384029	308082	6871174	0.026	5480
384030	308059	6871186	0.058	166
384031	308072	6871199	0.005	27
384032	308088	6871318	0.078	2220
471982	307977	6870325	0.845	3790
471983	307338	6870702	0.085	25400
471989	308015	6869897	1.085	10850
471990	308016	6869893	0.307	6190



4. Solicitor's Report on Title



**CORPORATE AND MINING REPORT
SOCIEDAD CONTRACTUAL MINERA CONSTELACIÓN**

Francisco Ossa
Santiago Long
Ossa Alessandri Abogados

January 27, 2021



TABLE OF CONTENTS

1. INTRODUCTION

2. CORPORATE MATTERS

- a. Incorporation of SCM Constelación
- b. Main aspects of SCM Constelación
 - i. Tax paying registry
 - ii. Amendments to its by-laws
 - iii. Corporate purpose
 - iv. Capital
 - v. Domicile
 - vi. Duration
 - vii. Administration
 - viii. Legal representatives
 - ix. Shareholders Participation
 - x. Encumbrances
 - xi. Shareholders Agreement

3. AGREEMENTS EXECUTED BY SCM CONSTELACIÓN

- a. Purchase Option Agreement (Saruca 1/30)
- b. Option Promise Agreement (Copiapina 1/10)
- c. Technical Services Agreement

4. ENVIRONMENTAL PERMITS AND INDIGENOUS RIGHTS

- a. Environmental Permits
- b. Indigenous Rights

5. MINING PROPERTY

- a. Overview of Chilean Mining Law
- b. Summary Table of Mining Concessions
- c. Conclusions on mining property

4. Solicitor's Report on Title

continued



1. INTRODUCTION

Bastion Minerals Limited has requested our firm to provide a report (the "Report") regarding:

- (a) The corporate matters of Sociedad Contractual Minera Constelación ("SCM Constelación" or the "Company");
- (b) The agreements executed by SCM Constelación with third parties; and
- (c) The exploration and exploitation mining concessions (the "Mining Concessions") owned by the Company, all located in the Copiapó, Freirina and Vallenar districts, Atacama Region, Chile.¹

The purpose of this Report is, on the one hand, to provide information of the corporate status of SCM Constelación and the agreements executed with third parties and, on the other hand, determine whether the Mining Concessions were duly granted in accordance with the law and if they are in force and duly protected by Chilean law.

Regarding the content of this Report please note the following:

- (a) All the corporate documents such as by-laws of the Company and recordings in the Registrar of Mines were examined;
- ..
- (b) Certain information available for the preparation of this Report was provided verbally and in writing by the mining expert overseeing SCM Constelación's Mining Concessions, Ms. Angela Suckel D'Arcangeli;
- (c) All the information contained in the public registries and case files which were within the scope of our enquiries was reviewed;
- (d) While preparing this Report, certificates currently in force such as property, mortgages, encumbrances, prohibitions against transfer of property, interdictions and information of judicial cases, related to the granting, maintenance and validity of the Mining Concessions were examined;
- (e) The receipts of the payments of the 2020 mining patents of all of the Mining Concessions were verified. Under Chilean Law all mining concessions must pay an annual mining patent in order to prevent their forfeiture. The deadline for the payment of all mining patents is March 31st of each year;
- (f) This Report contains a Schedule in which more detailed information of the Mining Concessions is provided.



- (g) Other than being paid a fee for preparing this Report, Ossa Alessandri has no interest in Bastion Minerals, its IPO, SCM Constelación or any of the matters or entities described herein, which may be regarded as being capable of affecting its ability to give an unbiased opinion on the matters contained in this Report.

2. CORPORATE MATTERS.

a. Incorporation of SCM Constelación.

SCM Constelación is a Chilean company duly incorporated and governed by the laws of the Republic of Chile. The Company is currently in force and validly existing. As a contractual mining company, SCM Constelación is regulated primarily by the Chilean Mining Code and supplementarily by the Corporations Act Law No. 18.046.

SCM Constelación was legally formed through the demerger of the Chilean Company SCM Comet Exploration Chile ("SCM Comet"), on May 30th, 2018. Said demerger took place by means of an Extraordinary Shareholders Meeting (the "Shareholders Meeting") in which it was agreed to divide SCM Comet, creating SCM Constelación on the one hand and, on the other, Comet Exploration Chile SpA.

The minutes of the Shareholders Meeting were reduced to public deed dated June 18th, 2018, granted before the Notary Public of Santiago Mr. Andrés Felipe Rieutord. An excerpt of the aforementioned public deed was recorded at page 202 number 50 of the Registrar of Mines of Santiago, corresponding to the year 2018 and published on the Official Gazette on July 17th, 2018.

In the Shareholders Meeting a series of assets and liabilities were assigned from SCM Comet to SCM Constelación, including several mining exploration and exploitation concessions, all located in the Atacama Region of Chile.

b. Main aspects of SCM Constelación.

- i. Tax paying registry. SCM Constelación is registered at the tax paying registry under number 76.914.522-2.
- ii. Amendments to its by-laws. The by-laws of SCM Constelación have not been amended.
- iii. Corporate purpose. The main corporate purposes of SCM Constelación according to its by-laws are:
 - (a) The search of mining deposits, as well as the prospecting, reconnaissance, investigation, exploration and exploitation of its own mining concessions as well as any other or others that it may subsequently acquire or exploit in any manner;

4. Solicitor's Report on Title

continued



- (b) To request, claim, recognize and establish mining properties and mining rights of any nature on any kind of mineral substances;
- (c) The extraction, production, benefit and processing of the minerals obtained from the exploitation of the Company's mining concessions.
- iv. **Capital.** The capital of the company is CLP\$1,323,767,971, divided in 1,000 registered shares with no-par-value.
- v. **Domicile.** SCM Constelación is domiciled in the city of Santiago, Metropolitan Region, Chile.
- vi. **Duration.** The Company's duration is 5 years from the date of its deed of incorporation. This period shall be tacitly and automatically extended for equal and successive periods of two years each, unless any of the shareholders express their willingness to terminate the Company in the manner provided in the by-laws. Therefore, either shareholder, regardless of their shareholding, can unilaterally terminate the Company upon the completion of the initial duration period or any of its extensions. To do so, the shareholder who intends to terminate the Company shall execute a public deed for said purpose and record said deed on the Company's recording in the Mining Registry with at least six months prior to the expiration of the initial duration period or any of its extensions.
- vii. **Administration.** According to its by-laws SCM Constelación is administered by a Board composed of three members and three alternate members. The Board is composed as follows:

Regular Directors	Alternate Directors
David Nolan	Andrew Stewart
Alan Ross Landles	Manuel José Searle
Ralph Nicholas Stagg	Francisco Ossa

- viii. **Legal representatives.** The alternate Directors, Messrs. Francisco Ossa and Manuel José Searle are the current legal representatives of the Company.
- ix. **Shareholders Participation.** The current shareholders of SCM Constelación are:



Shareholder	Shares and Stake
Bastion Minerals Limited	999 shares equivalent to 99,99%
Estate of Henry Edward Cecil Floyd	1 share equivalent to 0,1 %
Total	1,000 shares (100%)

Each shareholder's participation corresponds to the percentage relationship between the number of shares such shareholder holds and the total number of shares into which the share capital is divided.

Bastion Minerals Limited (Formerly known as "Comet Exploration Ltd.") does not own 100% of the shares of SCM Constelación due to the fact that this type of company legally requires at least two shareholders for its valid incorporation and existence.

There are no statutory restrictions or undertakings in the by-laws of the Company that require the consent of the unanimity of the shares in order for the shareholders to adopt resolutions or otherwise permit the Company to conduct its business, including the sale of some or all of the assets of the Company, such as mining concessions. The sale of mining concessions requires the consent of 75% of the shares with voting rights.

The majority shareholder does not have the authority to sell the minority shareholder's shareholding should the former attempt to sell to or receive a purchase offer from a third party to acquire 100% of the shares. There are no drag along provisions in the Company's by-laws or other shareholder agreements that establish the foregoing right of the majority shareholder or restriction regarding the sale of shares by any shareholder.

Furthermore, the minority shareholder does not have the authority to appoint a Director nor does it have an impact or affect the majority shareholder's ability to manage the Company and handle its affairs.

- x. **Encumbrances**. There is no evidence of any pledge, encumbrance and/or prohibition that affect the shares of SCM Constelación.
- xi. **Shareholders Agreement**. There is no Shareholders Agreement signed between the shareholders of the Company.

3. AGREEMENTS EXECUTED BY SCM CONSTELACIÓN.

a. **Purchase Option Agreement**.

4. Solicitor's Report on Title

continued



By public deed dated July 8th, 2020, executed at the Notary Public of Santiago of Mr. Andrés Felipe Rieutord Alvarado, the company “Raúl Tapia y Compañía Limitada” and SCM Constelación, entered into a Purchase Option Agreement (the “Option Agreement”) through which the former granted the latter an option to purchase the mining concession named “SARUCA 1/30”, located in Copiapó, Atacama Region, pursuant to the terms set forth therein and the provisions of article 169 of the Chilean Mining Code. The total price of the Option Agreement is USD 665,000. Upon the execution of the Option Agreement SCM Constelación made a partial upfront payment of said price equivalent USD 25,000.

The Option Agreement is recorded in the Mortgages and Encumbrances Registry of the Registrar of Mines of Copiapó.

The Option Agreement is irrevocable and was granted to SCM Constelación for a period that ends on August 2nd, 2021.

SCM Constelación may exercise the purchase option within the aforementioned period by executing a public deed before the same notary in which the Option Agreement executed. In doing so, the Company shall provide a cashier's check for an amount equivalent to the outstanding part of the price at the time the option is exercised.

The amounts paid and the balance of the price are indicated in the following payment schedule:

Stage and purchase price	Date of completion
Partial upfront payment of the price (USD 25,000)	July 31 st , 2020
Next installment of the purchase option price (USD 25,000)	January 31 st , 2021
Final payment equal to the balance of the purchase price in case the purchase option is exercised (USD 615,000)	August 2 nd , 2021
Total	USD 665,000

b. Option Promise Agreement.

By public deed dated July 19th, 2012, executed at the Notary Public of Santiago of Mr. Patricio Raby Benavente, SCM Comet and the community formed by Jalil Antonio Riff Sfeir and others entered into an Option Promise Agreement (the “Promise Agreement”) through which the latter promised to grant the former an option to acquire the mining concession named “COPIAPINA 1/10”, located in Copiapó, Atacama Region, Chile.



The amounts paid and the balance of the price are indicated in the following payment schedule:

Stage and purchase price	Date of completion
Partial upfront payment of the price (USD 25,000)	July 19 th , 2012
Final payment equal to the balance of the purchase price in case the purchase option is exercised (USD 950,000)	Undetermined, given it will depend on when the Promise Agreement is renewed.
Total	USD 1,000,000

SCM Constelación is SCM Comet's successor in the Promise Agreement. However, the term of this agreement has expired and it is the verbal intention of the parties to renew the duration of this agreement once the estate procedures of some of the deceased members of the aforementioned community have concluded. These estate procedures will enable the heirs of the deceased members of the aforementioned to be deemed as such and permit them to enter into agreements or undertake any obligations in connection to the Copiapina 1/10 Mining Concessions as lawful owners. Nevertheless, there are no guarantees or valid and binding undertakings from 100% of the owners that can construed as an obligation for them to renew the aforementioned Promise Agreement.

c. Technical Services Agreement.

By private deed dated 16th, 2020, the Company and Mr. Fabian Figueroa Badilla entered into a Technical Services Agreement (the "Service Agreement"). Through the Service Agreement SCM Constelación hired Mr. Figueroa to perform geological services in the areas in which the Mining Concessions are located.

4. ENVIRONMENTAL PERMITS AND INDIGENOUS RIGHTS.

a. Environmental permits.

Mining project activities are required to undergo an environmental impact assessment process, if the extraction activities are to exceed 5,000 t/month and prospection activities over a certain number of platforms. Initial exploration activities are not required to undergo an environmental impact assessment process for its development.

Law No. 19.300 that provides the environmental legal framework in Chile establishes two ways in which projects can become subject to two procedures set forth in said law, which are: i) presenting an Environmental Impact Study, if the project is a larger scale and greater impact as determined in said law, or ii) presenting an Environmental Impact

4. Solicitor's Report on Title

continued



Statement, if the project is one of lower scale and impact as determined in the aforementioned law.

Mining prospection activities that cover less than 40 platforms in the north of Chile or 20 platforms in the south will not be subject to any of the environmental procedures indicated in the foregoing paragraph.

b. Indigenous rights.

Pursuant to Chilean law, an indigenous survey should be conducted during the environmental study procedure. Should any indigenous community be deemed affected by any given project, may require the project owner to compensate said community for the impact the project may have.

5. MINING PROPERTY.

a. Overview of Chilean Mining Law.

In Chile, legal mining matters are regulated by the Constitution of the Republic, the Chilean Mining Code and the Constitutional Organic Law No. 18.097. These statutes set forth, among others, the role of the State in regard to mining property; the basic rules of the constitution processes of mining concessions; the regime of concession's protection (annual patents); the constitution process of mining easements to facilitate the exploration and exploitation of concessions; the treatment of the mining contracts (e.g. promise and option agreements); and the explanation of preferential rights resulting from a concession.

The main differences between exploration and exploitation concessions are:

- The purpose of an exploration concession is to *explore* the existence of minerals in the land in which the concession is located. The purpose of an exploitation concession is to *exploit* the minerals discovered in the exploration process.
- Although both concessions are granted by the Courts of Law, the requirements of the judicial application are different.
- The duration period of the exploration concession is two years starting from the date of the judicial ruling that grants said concession which can be extended for one additional period of two years as long as half of the area of the original concession is comprised of is covered by the renovated concession. The exploitation concession has an indefinite duration as long as the owner of the concession complies with the protection regime of the concession that basically involves paying the annual patents.

The main similarities of both types of concessions are:



- Both must be granted by Courts of Law. The Court with competence to grant a concession is one with jurisdiction in the place in which the medium point of the concession is located.
- The owner of the either type of concessions must comply with the regime protection of mining concessions which involves the payment of the annual patent.
- Both concessions are governed by the same rules to declare their annulment, which are provided under article 95 of the Chilean Mining Code.
- Both concessions are intellectually and physically divisible.
- Any person is eligible to apply to the Court in order to become owner of both types of concessions.
- Both concessions are governed by the so called “preferential rights”. Preferential rights are basically determined by the order of precedence in which concessions are legally submitted to the Court. If a mining tenement of a third party is subsequently constituted over the area in which a tenement has already been constituted, then the owner of the latter keeps his preferential rights only if it files an opposition claim against said third party, according to the procedural rules set forth in the Chilean Mining Code.
- Mining concessions are transferable and transmissible and subject to other real rights such as easements, usufructs and mortgage.

Finally, it is important to mention that in order to perform exploration and/or exploitation activities in the area covered by the concession, the owner of the latter must obtain the consent of the owner of the superficial land where the concession is located, by executing a lease or bailment agreement or an easement granted voluntarily by the land’s owner or by the Court in a judicial process if such consent is not obtained.

b. Table Summary of Mining Concessions.

The mining property of SCM Constelación is composed of 79 granted mining concessions and mining concession applications. The following table describes the type of concession or application and quantity that the Company’s holds:

Type of Mining Concession or Application	Quantity
Exploration Concession	12
Exploitation Concession	33
Exploration Concession Application	33

4. Solicitor's Report on Title

continued



Exploitation Concession Application	01
Total:	79

The following is a table that identifies each of the Mining Concessions and Mining Concession Applications:

N°	Concession name	Registered owner	Type of concession	Status
1	FENIX 2A	SCM Constelación	Exploration	Granted
2	FENIX 2B	SCM Constelación	Exploration	Granted
3	FENIX 2C	SCM Constelación	Exploration	Granted
4	FENIX 2D	SCM Constelación	Exploration	Granted
5	FENIX 2E	SCM Constelación	Exploration	Granted
6	FENIX 2F	SCM Constelación	Exploration	Granted
7	FENIX 2G	SCM Constelación	Exploration	Granted
8	RESGUARDO II	SCM Constelación	Exploration	Granted
9	KAREN SEIS	SCM Constelación	Exploration	Granted
10	KAREN OCHO	SCM Constelación	Exploration	Granted
11	KAREN ONCE	SCM Constelación	Exploration	Granted
12	COMETA SUR 2 B	SCM Constelación	Exploration	Granted
13	DAVID IC	SCM Constelación	Exploration	Pending
14	DAVID IIC	SCM Constelación	Exploration	Pending
15	KAREN 15 OESTE	SCM Constelación	Exploration	Pending
16	VALENTIN 5B	SCM Constelación	Exploration	Pending
17	VALENTIN 6B	SCM Constelación	Exploration	Pending
18	COMETA ESTE 1A	SCM Constelación	Exploration	Pending
19	COMETA ESTE 2A	SCM Constelación	Exploration	Pending
20	COMETA ESTE 3A	SCM Constelación	Exploration	Pending
21	COMETA ESTE 4A	SCM Constelación	Exploration	Pending
22	COMETA 3A	SCM Constelación	Exploration	Pending
23	COMETA 3B	SCM Constelación	Exploration	Pending



24	ESTRELLA I B	SCM Constelación	Exploration	Pending
25	ESTRELLA II B	SCM Constelación	Exploration	Pending
26	ESTRELLA III B	SCM Constelación	Exploration	Pending
27	ESTRELLA IV B	SCM Constelación	Exploration	Pending
28	ESTRELLA V B	SCM Constelación	Exploration	Pending
29	ESTRELLA VI B	SCM Constelación	Exploration	Pending
30	ESTRELLA VII B	SCM Constelación	Exploration	Pending
31	ESTRELLA VIII B	SCM Constelación	Exploration	Pending
32	ESTRELLA IX B	SCM Constelación	Exploration	Pending
33	KAREN SIETE B	SCM Constelación	Exploration	Pending
34	COMETA 3C	SCM Constelación	Exploration	Pending
25	COMETA IV C	SCM Constelación	Exploration	Pending
36	COMETA V C	SCM Constelación	Exploration	Pending
37	COMETA VI C	SCM Constelación	Exploration	Pending
38	COMETA SUR 1 C	SCM Constelación	Exploration	Pending
39	COMETA OESTE I C	SCM Constelación	Exploration	Pending
40	COMETA OESTE II C	SCM Constelación	Exploration	Pending
41	COMETA NORTE 1 C	SCM Constelación	Exploration	Pending
42	COMETA NORTE 2 C	SCM Constelación	Exploration	Pending
43	COMETA NORTE 3 C	SCM Constelación	Exploration	Pending
44	COMETA NORTE 4 C	SCM Constelación	Exploration	Pending
45	COMETA NORTE 5 C	SCM Constelación	Exploration	Pending
46	COMETA 1 1/60	SCM Constelación	Exploitation	Granted
47	COMETA 2 1/60	SCM Constelación	Exploitation	Granted
48	COMETA 3 1/60	SCM Constelación	Exploitation	Granted
49	YANET 1/9	SCM Constelación	Exploitation	Granted
50	ALEC ½	SCM Constelación	Exploitation	Granted
51	ALFA IX 1/12	SCM Constelación	Exploitation	Granted

4. Solicitor's Report on Title

continued



52	ALFA VII 1/8	SCM Constelación	Exploitation	Granted
53	DELTA I 1/7	SCM Constelación	Exploitation	Granted
54	DELTA II 1	SCM Constelación	Exploitation	Granted
55	DELTA VI 1/7	SCM Constelación	Exploitation	Granted
56	EL DORADO 1/36	SCM Constelación	Exploitation	Granted
57	GOLD 1, 1/60	SCM Constelación	Exploitation	Granted
58	GOLD 2, 1/60	SCM Constelación	Exploitation	Granted
59	GOLD 3, 1/60	SCM Constelación	Exploitation	Granted
60	GOLD 4, 1/60	SCM Constelación	Exploitation	Granted
61	GOLD 5, 1/60	SCM Constelación	Exploitation	Granted
62	GOLD 7, 1/40	SCM Constelación	Exploitation	Granted
63	GOLD 8, 1/35	SCM Constelación	Exploitation	Granted
64	GOLD 9, 1/40	SCM Constelación	Exploitation	Granted
65	GOLD 10, 1/60	SCM Constelación	Exploitation	Granted
66	KAREN 15 1/10	SCM Constelación	Exploitation	Granted
67	TONY 1/60	SCM Constelación	Exploitation	Granted
68	PLOMIZA ESTE 1/56	SCM Constelación	Exploitation	Granted
69	PLOMIZA OESTE ½	SCM Constelación	Exploitation	Granted
70	GALENA ¼	SCM Constelación	Exploitation	Granted
71	GARIN 1/10	SCM Constelación	Exploitation	Granted
72	SILVER I 1/52	SCM Constelación	Exploitation	Granted
73	SILVER I A 1/7	SCM Constelación	Exploitation	Granted
74	SILVER II A 1/26	SCM Constelación	Exploitation	Granted
75	SILVER II B 1/27	SCM Constelación	Exploitation	Granted
76	SILVER III 1/58	SCM Constelación	Exploitation	Granted
77	SILVER IV 1/46	SCM Constelación	Exploitation	Granted
78	SILVER V 1	SCM Constelación	Exploitation	Granted
79	GOLD 6 1/35	SCM Constelación	Exploitation	Pending



Further information on these mining concessions and mining concession applications are included in the Schedule of this Report.

c. Conclusions on mining property.

After analyzing the foregoing information and the supporting documents we can conclude that:

- (a) All of the granted Mining Concessions have been constituted in accordance to the procedures provided by law and in particular the Chilean Mining Code.
- (b) Therefore, there is no evidence that the granted mining concessions are void or subject to annulment in accordance to law and in particular article 95 of the Chilean Mining Code.
- (c) To date, the Mining Concessions that are in the process of being granted have fulfilled all application requirements provided by law and in particular the Chilean Mining Code.
- (d) There is no evidence that the Mining Concessions that are in the process of being granted are subject to lapsing motions by third parties in accordance to law and in particular article 86 of the Chilean Mining Code.
- (e) The applications for the Mining Concessions have been submitted in accordance with all legal requirements and the Company has not received any judicial notification or notice from third parties claiming any objection or opposition to said applications. Nevertheless, these applications are processed through a judicial procedure that requires the favourable ruling of a Court of Law as well as the approval of public entities contemplated under the legal procedure for the constitution of a mining concession.
- (f) The Mining Concessions have no marginal records evidencing mortgages, encumbrances, prohibitions, interdictions or litigations.
- (g) The mining patents of all of the Mining Concessions have been duly paid and are up to date.
- (h) There are no mining concessions nor mining rights held or filed by third parties challenging the rights and preference of the Mining Concessions.
- (i) The Mining Concessions are not overlapped by third party tenements with the exception of the Concession GOLD 6 1/35 that is partially overlapped in a

4. Solicitor's Report on Title

continued



small surface by a third party tenement. To enforce its preferential right, the Company should have filed an opposition claim. This claim was not filed at the request of SCM Comet.

- (j) The Mining Concessions have preferential rights with respect to third parties with the exception of FENIX 2 A, FENIX 2 B, FENIX 2 D, FENIX 2E and RESGUARDO II, that do not have any preferential rights. In addition, the Mining Concessions FENIX 2 C, FENIX 2 F, FENIX 2 G, VALENTIN 5 B and VALENTIN 6 B have partial preferential rights over third party concessions.
- (k) In regard to the foregoing mining concessions, there are third parties who hold preferential rights through their mining concessions (in whole in part as previously stated), over the same areas covered by those mining concessions that belong to the Company. Those third parties will maintain their preferential rights for performing mining activities in their concessions as long as they safeguard and protect their mining property through, among other measures, the payment of the mining patents and filing opposition claims when necessary against persons or entities that request mining concessions in areas where said third parties have preferential rights.

FRANCISCO OSSA

SANTIAGO LONG



SCHEDULE

4. Solicitor's Report on Title

continued



a. Granted Exploration Concessions (12).

i. FENIX 2 A

Owner:	SCM Constelación
Application Date:	June 10 th , 2018.
Case No.:	V-1517-2018, Civil Court of Freirina.
National Geology and Mining Service No.:	03303-1478-8
Application recording:	June 20 th , 2018. Page 1580 No. 819 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2018.
Application publication:	July 5 th , 2018. Official Mining Bulletin.
Procedural Fee payment date:	July 5 th , 2018
Proportional mining patent payment date:	September 10 th , 2018.
Date of ruling granting the concession:	July 12 th , 2019.
Date of publication of the excerpt of ruling granting concession:	October 1 st , 2019. Official Mining Bulletin.
Recording of ruling:	October 1 st , 2019. Page 1197 No. 568 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2019.
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	No.
Expiration Date:	July 11 th , 2021
Encumbrances:	None.
Mining patent:	Duly paid.



ii. FENIX 2 B

Owner:	SCM Constelación
Application Date:	June 12 th , 2018.
Case No.:	V-1518-2018, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4432-1
Application recording:	June 20 th , 2018. Page 1582 No. 820 in the Registry of Discoveries of the Registry of Mines of Freirina, 2018.
Application publication:	July 5 th , 2018. Official Mining Bulletin.
Procedural Fee payment date:	July 5 th , 2018
Proportional mining patent payment date:	September 10 th , 2018.
Date of ruling granting the concession:	July 12 th , 2019.
Date of publication of the excerpt of ruling granting concession:	October 1 st , 2019. Official Mining Bulletin.
Recording of ruling:	October 1 st , 2019. Page 1199 No. 569 in the Register of Discoveries of the Registrar of Mines of Freirina, 2019.
Surface and location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	No.
Expiration Date:	July 11 th , 2021
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



iii. FENIX 2 C

Owner:	SCM Constelación
Application Date:	June 10 th , 2018.
Case No.:	V-1519-2018, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4433-K
Application recording:	June 20 th , 2018. Page 1584 No. 821 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2018.
Application publication:	July 5 th , 2018. Official Mining Bulletin.
Procedural Fee payment date:	July 5 th , 2018
Proportional mining patent payment date:	September 10 th , 2018.
Date of ruling granting the concession:	July 12 th , 2019.
Date of publication of the excerpt of ruling granting concession:	October 1 st , 2019. Official Mining Bulletin.
Recording of ruling:	October 1 st , 2019. Page 1201 No. 570 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2019.
Surface and location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	Partial.
Expiration Date:	July 11 th , 2021
Encumbrances:	None.
Mining patent	Duly paid.



iv. FENIX 2 D

Owner:	SCM Constelación
Application Date:	June 10 th , 2018.
Case No.:	V-1520-2018, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4434 – 8
Application recording:	June 20 th , 2018. Page 1586 No. 822 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2018.
Application publication:	July 5 th , 2018. Official Mining Bulletin.
Procedural Fee payment date:	July 5 th , 2018
Proportional mining patent payment date:	September 10 th , 2018.
Date of ruling granting the concession:	July 12 th , 2019.
Date of publication of the excerpt of ruling granting concession:	October 1 st , 2019. Official Mining Bulletin.
Recording of ruling:	October 1st, 2019. Page 1203 No. 571 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2019.
Surface and location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	No.
Expiration Date:	July 11 th , 2021
Encumbrances:	None.
Mining patent	Duly paid.

4. Solicitor's Report on Title

continued



v. FENIX 2E

Owner:	SCM Constelación
Application Date:	June 10 th , 2018.
Case No.:	V-1521-2018, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4435-6
Application recording:	June 20 th , 2018. Page 1588 No. 823 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2018.
Application publication:	July 5 th , 2018. Official Mining Bulletin.
Procedural Fee payment date:	July 5 th , 2018
Proportional mining patent payment date:	September 10 th , 2018.
Date of ruling granting the concession:	October 25 th , 2019.
Date of publication of the excerpt of ruling granting concession:	February 1 st , 2020. Official Mining Bulletin.
Recording of ruling:	February 6 th , 2020. Page 228 No. 147 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Surface and location:	200 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	No.
Expiration Date:	October 24 th , 2021
Encumbrances:	None.
Mining patent	Duly paid.



vi. FENIX 2F

Owner:	SCM Constelación
Application Date:	June 10 th , 2018.
Case No.:	V-1522-2018, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4438-0
Application recording:	June 20 th , 2018. Page 1590 No. 824 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2018.
Application publication:	July 5 th , 2018. Official Mining Bulletin.
Procedural Fee payment date:	July 5 th , 2018
Proportional mining patent payment date:	September 10 th , 2018.
Date of ruling granting the concession:	October 25 th , 2019.
Date of publication of the excerpt of ruling granting concession:	February 1 st , 2020. Official Mining Bulletin.
Recording of ruling:	February 6 th , 2020. Page 230 No. 148 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Surface and location:	200 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	Partial.
Expiration Date:	October 24 th , 2021
Encumbrances:	None.
Mining patent	Duly paid.

4. Solicitor's Report on Title

continued



vii. FENIX 2G

Owner:	SCM Constelación
Application Date:	June 10 th , 2018.
Case No.:	V-1523-2018, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4436 - 4
Application recording:	June 20 th , 2018. Page 1592 No. 825 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2018.
Application publication:	July 5 th , 2018. Official Mining Bulletin.
Procedural Fee payment date:	July 5 th , 2018
Proportional mining patent payment date:	September 10 th , 2018.
Date of ruling granting the concession:	July 12 th , 2019.
Date of publication of the excerpt of ruling granting concession:	October 1 st , 2019. Official Mining Bulletin.
Recording of ruling:	October 1 st , 2019. Page 1205 No. 572 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2019.
Surface and location:	100 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	Partial.
Expiration Date:	July 11 th , 2021
Encumbrances:	None.
Mining patent	Duly paid.



viii. RESGUARDO II

Owner:	SCM Constelación
Application Date:	June 10 th , 2018.
Case No.:	V-1524-2018, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4437-2
Application recording:	June 20 th , 2018. Page 1594 No. 826 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2018.
Application publication:	July 5 th , 2018. Official Mining Bulletin.
Procedural Fee payment date:	July 5 th , 2018
Proportional mining patent payment date:	September 10 th , 2018.
Date of ruling granting the concession:	July 12 th , 2019.
Date of publication of the excerpt of ruling granting concession:	October 1 st , 2019. Official Mining Bulletin.
Recording of ruling:	October 3 rd , 2019. Page 1207 No. 573 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2019.
Surface and location:	100 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	No.
Expiration Date:	July 11 th , 2021
Encumbrances:	None.
Mining patent	Duly paid.

4. Solicitor's Report on Title

continued



ix. KAREN SEIS

Owner:	SCM Constelación
Application Date:	October 9 th , 2019.
Case No.:	V-520-2019, Civil Court of Freirina.
National Geology and Mining Service No.:	03303-1516-4
Application recording:	October 18 th , 2019. Page 1404 No. 657 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2019.
Application publication:	November 13 th , 2019. Official Mining Bulletin.
Procedural Fee payment date:	November 8 th , 2019
Proportional mining patent payment date:	January 7 th , 2020.
Date of ruling granting the concession:	April 16 th , 2020.
Date of publication of the excerpt of ruling granting concession:	July 1 st , 2020
Recording of ruling:	July 14 th , 2020. Page 880 No. 453 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Surface and location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	April 15 th , 2022
Encumbrances:	None.
Mining patent	Duly paid.



x. KAREN OCHO

Owner:	SCM Constelación
Application Date:	October 9 th , 2019.
Case No.:	V-522-2019, Civil Court of Freirina.
National Geology and Mining Service No.:	03303-1517-2
Application recording:	October 18 th , 2019. Page 1407 No. 658 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2019.
Application publication:	November 13 th , 2019. Official Mining Bulletin.
Procedural Fee payment date:	November 8 th , 2019
Proportional mining patent payment date:	January 7 th , 2020.
Date of ruling granting the concession:	April 16 th , 2020.
Date of publication of the excerpt of ruling granting concession:	July 1 st , 2020
Recording of ruling:	July 14 th , 2020. Page 882 No. 454 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Surface and location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	April 15 th , 2022
Encumbrances:	None.
Mining patent	Duly paid.

4. Solicitor's Report on Title

continued



xi. KAREN ONCE

Owner:	SCM Constelación
Application Date:	October 9 th , 2019.
Case No.:	V-521-2019, Civil Court of Freirina.
National Geology and Mining Service No.:	03303-1518-0
Application recording:	October 18 th , 2019. Page 1410 No. 659 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2019.
Application publication:	November 13 th , 2019. Official Mining Bulletin.
Procedural Fee payment date:	November 8 th , 2019
Proportional mining patent payment date:	January 7 th , 2020.
Date of ruling granting the concession:	April 16 th , 2020.
Date of publication of the excerpt of ruling granting concession:	July 1 st , 2020
Recording of ruling:	July 14 th , 2020. Page 884 No. 455 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Surface and location:	200 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	April 15 th , 2022
Encumbrances:	None.
Mining patent	Duly paid.



xii. COMETA SUR 2 B

Owner:	SCM Constelación
Application Date:	February 28 th , 2020.
Case No.:	V-70-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-A411-7
Application recording:	March 9 th , 2020. Page 220 No. 125 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Application publication:	March 18 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	March 20 th , 2020.
Proportional mining patent payment date:	May 28 th , 2020.
Date of ruling granting the concession:	July 2 nd , 2020.
Date of publication of the excerpt of ruling granting concession:	August 1 st , 2020.
Recording of ruling:	September 22 nd , 2020. Page 1253 reverse No. 6595 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	July 1 st , 2022.
Encumbrances:	None.
Mining patent	Duly paid.

4. Solicitor's Report on Title

continued



b. Exploration concessions in the process of being granted (33).

i. DAVID I C

Owner:	SCM Constelación
Application Date:	January 14 th , 2020.
Case No.:	V-95-2020, Second Civil Court of Copiapó.
National Geology and Mining Service No.:	03203-G111-1
Application recording:	January 24 th , 2020. Page 317 reverse No. 211 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2020.
Application publication:	February 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	February 10 th , 2020.
Proportional mining patent payment date:	April 7 th , 2020.
Date of ruling granting the concession:	June 10 th , 2020.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	100 hectares located in the district of Tierra Amarilla, Province of Copiapó, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	June 9 th , 2022.
Encumbrances:	N/A
Mining patent:	N/A



ii. DAVID II C

Owner:	SCM Constelación
Application Date:	January 14 th , 2020.
Case No.:	V-98-2020, Fourth Civil Court of Copiapó.
National Geology and Mining Service No.:	Pending
Application recording:	January 24 th , 2020. Page 319 No. 212 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2020.
Application publication:	February 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	February 10 th , 2020.
Proportional mining patent payment date:	April 7 th , 2020.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Tierra Amarilla, Province of Copiapó, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



iii. KAREN 15 OESTE

Owner:	SCM Constelación
Application Date:	January 20 th , 2020.
Case No.:	V-52-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4678-2
Application recording:	January 29 th , 2020. Page 183 No. 126 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	February 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	February 10 th , 2020.
Proportional mining patent payment date:	April 20 th , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



iv. VALENTIN 5B

Owner:	SCM Constelación
Application Date:	January 20 th , 2020.
Case No.:	V-53-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4679-0
Application recording:	January 29 th , 2020. Page 179 No. 124 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	February 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	February 10 th , 2020.
Proportional mining patent payment date:	April 20 th , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Preferential rights:	Partial.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



v. VALENTIN 6B

Owner:	SCM Constelación
Application Date:	January 20 th , 2020.
Case No.:	V-54-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4680-4
Application recording:	January 29 th , 2020. Page 181 No. 125 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	February 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	February 10 th , 2020.
Proportional mining patent payment date:	April 20 th , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Freirina, Huasco, Atacama Region.
Preferential rights:	Partial.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



vi. COMETA ESTE 1A

Owner:	SCM Constelación
Application Date:	May 24 th , 2020.
Case No.:	V-175-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-A515-6
Application recording:	June 1 st , 2020. Page 730 reverse No. 385 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	October 7 th , 2020.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	October 6 th , 2022.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



vii. COMETA ESTE 2A

Owner:	SCM Constelación
Application Date:	May 24 th , 2020.
Case No.:	V-173-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-A521-0
Application recording:	June 1 st , 2020. Page 732 No. 386 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	October 8 th , 2020.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	October 7 th , 2022.
Encumbrances:	N/A
Mining patent:	N/A



viii. COMETA ESTE 3A

Owner:	SCM Constelación
Application Date:	May 24 th , 2020.
Case No.:	V-174-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-A514-8
Application recording:	June 1 st , 2020. Page 734 No. 387 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	September 24 th , 2020.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	September 23 rd , 2022.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



ix. COMETA ESTE 4A

Owner:	SCM Constelación
Application Date:	May 24 th , 2020.
Case No.:	V-172-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-A523-7
Application recording:	June 1 st , 2020. Page 735 reverse No. 388 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	October 8 th , 2020.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region..
Preferential rights:	Yes.
Expiration Date:	October 7 th , 2022.
Encumbrances:	N/A
Mining patent:	N/A



x. COMETA 3A

Owner:	SCM Constelación
Application Date:	May 24 th , 2020.
Case No.:	V-176-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-A516-4
Application recording:	June 1 st , 2020. Page 737 reverse No. 389 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	September 25 th , 2020.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	September 24 th , 2022.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xi. COMETA 3B

Owner:	SCM Constelación
Application Date:	May 24 th , 2020.
Case No.:	V-174-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-A520-2
Application recording:	June 1 st , 2020. Page 739 No. 390 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	October 8 th , 2020.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	October 7 th , 2022.
Encumbrances:	N/A
Mining patent:	N/A



xii. ESTRELLA I B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-310-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4681-2
Application recording:	May 29 th , 2020. Page 621 No. 338 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xiii. ESTRELLA II B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-311-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4682-0
Application recording:	May 29 th , 2020. Page 623 No. 339 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xiv. ESTRELLA III B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-312-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4683-9
Application recording:	May 29 th , 2020. Page 625 No. 340 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xv. ESTRELLA IV B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-313-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4684-7
Application recording:	May 29 th , 2020. Page 627 No. 341 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xvi. ESTRELLA V B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-314-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4685-5
Application recording:	May 29 th , 2020. Page 629 No. 342 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xvii. ESTRELLA VI B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-315-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4686-3
Application recording:	May 29 th , 2020. Page 631 No. 343 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xviii. ESTRELLA VII B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-316-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4687-1
Application recording:	May 29 th , 2020. Page 633 No. 344 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xix. ESTRELLA VIII B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-317-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4688-K
Application recording:	May 29 th , 2020. Page 635 No. 345 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xx. ESTRELLA IX B

Owner:	SCM Constelación
Application Date:	May 26 th , 2020.
Case No.:	V-318-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-4689-8
Application recording:	May 29 th , 2020. Page 636 No. 346 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	June 10 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	June 19 th , 2020.
Proportional mining patent payment date:	August 21 st , 2020.
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	100 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xxi. KAREN SIETE B

Owner:	SCM Constelación
Application Date:	October 13 th , 2020.
Case No.:	V-712-2020, Civil Court of Freirina.
National Geology and Mining Service No.:	Pending.
Application recording:	October 19 th , 2020. Page 1341 No. 689 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2020.
Application publication:	November 9 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	Pending
Proportional mining patent payment date:	Pending
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Huasco, Province of Huasco, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xxii. COMETA 3C

Owner:	SCM Constelación
Application Date:	October 13 th , 2020.
Case No.:	V-512-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	October 19 th , 2020. Page 1361 No. 713 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2020.
Application publication:	November 9 th , 2020. Official Mining Bulletin.
Procedural Fee payment date:	Pending
Proportional mining patent payment date:	Pending
Date of ruling granting the concession:	Pending
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xxiii. COMETA IV C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-626-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xxiv. COMETA V C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-623-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending.
Recording of ruling:	Pending.
Surface and location:	300 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xxv. COMETA VI C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-623-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xxvi. COMETA SUR 1 C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-622-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending.
Recording of ruling:	Pending.
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xxvii. COMETA OESTE I C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-623-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xxviii. COMETA OESTE II C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-624-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending.
Recording of ruling:	Pending.
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xxix. COMETA NORTE 1 C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-627-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xxx. COMETA NORTE 2 C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-625-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending.
Recording of ruling:	Pending.
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xxxi. COMETA NORTE 3 C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-626-2020, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	300 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



xxxii. COMETA NORTE 4 C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-624-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending.
Recording of ruling:	Pending.
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A

4. Solicitor's Report on Title

continued



xxxiii. COMETA NORTE 5 C

Owner:	SCM Constelación
Application Date:	December 9 th , 2020.
Case No.:	V-624-2020, First Civil Court of Vallenar.
National Geology and Mining Service No.:	Pending.
Application recording:	December 17 th , 2020. Page and Number in the Registry of Discoveries of the Registrar of Mines of Vallenar are still pending.
Application publication:	Pending.
Procedural Fee payment date:	Pending.
Proportional mining patent payment date:	Pending.
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of ruling granting concession:	Pending
Recording of ruling:	Pending
Surface and location:	200 hectares located in the district of Vallenar, Province of Vallenar, Atacama Region.
Preferential rights:	Yes.
Expiration Date:	Pending.
Encumbrances:	N/A
Mining patent:	N/A



c. Granted Exploitation Concessions (33).

i. COMETA 1 1/60

Registered Owner:	SCM Constelación
Application date:	March 8 th , 2012.
Case No.:	V-131-2012, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-4887-K.
Application recording:	March 12 th , 2012. Page 806 No. 562 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2012.
Application publication:	March 19 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	March 15 th , 2012.
Proportional mining patent payment date:	October 4 th , 2012.
Mine survey motion date:	October 4 th , 2012.
Date of publication of the mine survey motion:	October 16 th , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	February 25 th , 2015
Date of publication of the excerpt of the ruling:	May 2 nd , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	March 28 th , 2015. Page 530 No. 131 in the Registry of Ownership of the Registrar of Mines of Vallenar, 2015.
Preferential rights:	Yes.
Surface and Location:	300 hectares located in El Molle, district of Vallenar, Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



ii. COMETA 2 1/60

Registered Owner:	SCM Constelación
Application date:	March 8 th , 2012.
Case No.:	V-132-2012, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-4888-8.
Application recording:	March 12 th , 2012. Page 808 No. 563 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2012.
Application publication:	March 19 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	March 15 th , 2012.
Proportional mining patent payment date:	October 4 th , 2012.
Mine survey motion date:	October 4 th , 2012.
Date of publication of the mine survey motion:	October 16 th , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	February 19 th , 2015
Date of publication of the excerpt of the ruling :	April 1 st , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	May 4 th , 2015. Page 487 No. 112 in the Registry of Ownership of the Registrar of Mines of Vallenar, 2015.
Preferential rights:	Yes.
Surface and Location:	300 hectares located in the district of Vallenar, province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



iii. COMETA 3 1/60

Registered Owner:	SCM Constelación
Application date:	March 8 th , 2012.
Case No.:	V-133-2012, Second Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-4889-6.
Application recording:	March 12 th , 2012. Page 810 No. 564 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2012.
Application publication:	March 19 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	March 15 th , 2012.
Proportional mining patent payment date:	October 4 th , 2012.
Mine survey motion date:	October 4 th , 2012.
Date of publication of the mine survey motion:	October 16 th , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	February 19 th , 2015
Date of publication of the excerpt of the ruling :	April 1 st , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	May 4 th , 2015. Page 493 No. 113 in the Registry of Ownership of the Registrar of Mines of Vallenar, 2015.
Preferential rights:	Yes.
Surface and Location:	300 hectares located in the district of Vallenar, province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



iv. YANET 1/9

Registered Owner:	SCM Constelación
Application date:	March 23 th , 2011.
Case No.:	V-1602-2011, First Civil Court of Vallenar.
National Geology and Mining Service No.:	03301-4845-4.
Application recording:	June 2 nd , 2011. Page 2769 No. 2506 in the Registry of Discoveries of the Registrar of Mines of Vallenar, 2011.
Application publication:	June 13 th , 2011. Official Mining Bulletin.
Procedural Fee payment date:	June 2 nd , 2011.
Proportional mining patent payment date:	December 23 rd , 2011.
Mine survey motion date:	December 26 th , 2011.
Date of publication of the mine survey motion:	January 23 rd , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	July 29 th , 2014
Date of publication of the excerpt of the ruling :	October 1 st , 2014. Official Mining Bulletin.
Recording of Survey and Ruling:	November 3 rd , 2014. Page 1107 No. 241 in the Registry of Ownership of the Registrar of Mines of Vallenar, 2014.
Preferential rights:	Yes.
Surface and Location:	81 hectares located in Los Acerillos, district of Vallenar, province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



v. ALEC 1/2

Owner:	SCM Constelación
Application date:	August 13 th , 2011.
Case No.:	V-759-2011, Civil Court of Freirina.
National Geology and Mining Service No.:	03303-0466-9.
Application recording:	August 20 th , 2011. Page 1617 No. 829 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2011.
Application publication:	September 5 th , 2011. Official Mining Bulletin.
Procedural Fee payment date:	August 29 th , 2011.
Proportional mining patent payment date:	March 21 st , 2012.
Mine survey motion date:	March 21 st , 2012.
Date of publication of the mine survey motion:	April 9 th , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	January 29 th , 2015
Date of publication of the excerpt of the ruling :	March 2 nd , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	March 23 rd , 2015. Page 221 No. 41 in the Registry of Ownership of the Registrar of Mines of Freirina, 2015.
Preferential rights:	Yes.
Surface and Location:	4 hectares located in the district of Huasco, province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



vi. ALFA IX 1/12

Owner:	SCM Constelación
Application date:	August 29 th , 2012.
Case No.:	V-677-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2498-3.
Application recording:	September 4 th , 2012. Page 1425 No. 659 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	September 20 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	September 11 th , 2012.
Proportional mining patent payment date:	April 2 nd , 2013.
Mine survey motion date:	April 3 rd , 2013.
Date of publication of the mine survey motion:	April 15 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	March 23 th , 2016.
Date of publication of the excerpt of the ruling :	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 285 No. 60 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	40 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



vii. ALFA VII 1/8

Owner:	SCM Constelación
Application date:	August 29 th , 2012.
Case No.:	V-676-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2499-1.
Application recording:	September 4 th , 2012. Page 1423 No. 658 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	September 20 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	September 11 th , 2012.
Proportional mining patent payment date:	April 2 nd , 2013.
Mine survey motion date:	April 3 rd , 2013.
Date of publication of the mine survey motion:	April 15 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	August 13 th , 2015.
Date of publication of the excerpt of the ruling :	October 1st, 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	October 15 th , 2015. Page 691 No. 109 in the Registry of Ownership of the Registrar of Mines of Freirina, 2015.
Preferential rights:	Yes.
Surface and Location:	27 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



viii. DELTA I 1/7

Owner:	SCM Constelación
Application date:	February 28 th , 2012.
Case No.:	V-150-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2368-5.
Application recording:	March 12 th , 2012. Page 301 No. 133 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	March 19 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	March 15 th , 2012.
Proportional mining patent payment date:	October 3 rd , 2012.
Mine survey motion date:	October 3 rd , 2012.
Date of publication of the mine survey motion:	October 16 th , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	March 11 th , 2016.
Date of publication of the excerpt of the ruling :	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 264 No. 57 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	31 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



ix. DELTA II 1

Owner:	SCM Constelación
Application date:	February 28 th , 2012.
Case No.:	V-151-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2369-3.
Application recording:	March 12 th , 2012. Page 303 No. 134 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	March 19 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	March 15 th , 2012.
Proportional mining patent payment date:	October 3 rd , 2012.
Mine survey motion date:	October 3 rd , 2012.
Date of publication of the mine survey motion:	October 16 th , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	April 8 th , 2016.
Date of publication of the excerpt of the ruling :	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 272 No. 58 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	1 hectare located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



x. DELTA VI 1/7

Owner:	SCM Constelación
Application date:	February 28 th , 2012.
Case No.:	V-152-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2370-7.
Application recording:	March 12 th , 2012. Page 305 No. 135 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	March 19 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	March 15 th , 2012.
Proportional mining patent payment date:	October 3 rd , 2012.
Mine survey motion date:	October 3 rd , 2012.
Date of publication of the mine survey motion:	October 16 th , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	March 18 th , 2016.
Date of publication of the excerpt of the ruling:	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 278 No. 59 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	28 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



xi. EL DORADO 1/36

Owner:	SCM Constelación
Application date:	November 12 th , 2013.
Case No.:	V-536-2015, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2845-8.
Application recording:	November 19 th , 2015. Page 1256 No. 591 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2015.
Application publication:	November 30 th , 2015. Official Mining Bulletin.
Procedural Fee payment date:	November 27 th , 2015.
Proportional mining patent payment date:	June 8 th , 2016.
Mine survey motion date:	June 9 th , 2016.
Date of publication of the mine survey motion:	June 20 th , 2016. Official Mining Bulletin.
Date of ruling granting the concession:	August 2 nd , 2017.
Date of publication of the excerpt of the ruling:	November 2 nd , 2017. Official Mining Bulletin.
Recording of Survey and Ruling:	November 14 th , 2017. Page 940 No. 182 in the Registry of Ownership of the Registrar of Mines of Freirina, 2017.
Preferential rights:	Yes.
Surface and Location:	110 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.

4. Solicitor's Report on Title

continued



Mining patent:	Duly paid.
xii. GOLD 1 1/60	
Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-898-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2500-9.
Application recording:	December 19 th , 2012. Page 1881 No. 882 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	May 6 th , 2016.
Date of publication of the excerpt of the ruling:	July 1 st , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	July 4 th , 2016. Page 540 No. 99 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.



Mining patent:	Duly paid.
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xiii. GOLD 2 1/60

Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-897-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2501-7.
Application recording:	December 19 th , 2012. Page 1884 No. 883 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	November 13 th , 2014.
Date of publication of the excerpt of the ruling:	February 2 nd , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	February 23 th , 2015. Page 136 No. 19 in the Registry of Ownership of the Registrar of Mines of Freirina, 2015.
Preferential rights:	Yes.
Surface and Location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.

4. Solicitor's Report on Title

continued



Mining patent:	Duly paid.
xiv. GOLD 3, 1/60	
Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-896-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2502-5.
Application recording:	December 19 th , 2012. Page 1887 No. 884 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	November 13 th , 2014.
Date of publication of the excerpt of the ruling :	February 2 nd , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	February 23 rd , 2015. Page 143 No. 20 in the Registry of Ownership of the Registrar of Mines of Freirina, 2015.
Preferential rights:	Yes.
Surface and Location:	292 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.



Mining patent:	Duly paid.
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xv. **GOLD 4 1/60**

Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-895-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2503-3.
Application recording:	December 19 th , 2012. Page 1890 No. 885 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	December 21 st , 2015.
Date of publication of the excerpt of the ruling :	February 1 st , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	February 12 th , 2016. Page 39 No. 17 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.

4. Solicitor's Report on Title

continued



Mining patent:	Duly paid.
xvi. GOLD 5 1/60	
Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-894-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2504-1.
Application recording:	December 19 th , 2012. Page 1893 No. 886 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	November 13 th , 2014.
Date of publication of the excerpt of the ruling :	February 2 nd , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	February 23 rd , 2015. Page 151 No. 21 in the Registry of Ownership of the Registrar of Mines of Freirina, 2015.
Preferential rights:	Yes.
Surface and Location:	287 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.



Mining patent:	Duly paid.
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xvii. GOLD 7 1/40

Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-892-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2506-8.
Application recording:	December 19 th , 2012. Page 1899 No. 888 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	March 4 th , 2016.
Date of publication of the excerpt of the ruling:	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 294 No. 61 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	162 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.

4. Solicitor's Report on Title

continued



Mining patent:	Duly paid.
xviii. GOLD 8 1/35	
Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-891-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2507-6.
Application recording:	December 19 th , 2012. Page 1902 No. 889 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	March 4 th , 2016.
Date of publication of the excerpt of the ruling:	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 302 No. 62 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	130 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.



Mining patent:	Duly paid.
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xix. GOLD 9 1/40

Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-890-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2508-4.
Application recording:	December 19 th , 2012. Page 1905 No. 890 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	March 4 th , 2016.
Date of publication of the excerpt of the ruling :	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 310 No. 63 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	194 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.

4. Solicitor's Report on Title

continued



Mining patent:	Duly paid.
xx. GOLD 10 1/60	
Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-889-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2509-2.
Application recording:	December 19 th , 2012. Page 1908 No. 891 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	March 4 th , 2016.
Date of publication of the excerpt of the ruling :	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 318 No. 64 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.



Mining patent:	Duly paid.
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xxi. KAREN 15 1/10

Owner:	SCM Constelación
Application date:	September 24 th , 2013.
Case No.:	V-1194-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2605-6.
Application recording:	October 1 st , 2013. Page 1796 No. 885 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2013.
Application publication:	October 21 st , 2013. Official Mining Bulletin.
Procedural Fee payment date:	October 10 th , 2013.
Proportional mining patent payment date:	April 28 th , 2014.
Mine survey motion date:	April 29 th , 2014
Date of publication of the mine survey motion:	May 19 th , 2014. Official Mining Bulletin.
Date of ruling granting the concession:	August 24 th , 2015.
Date of publication of the excerpt of the ruling:	November 2 nd , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	November 10 th , 2015. Page 891 No. 134 in the Registry of Ownership of the Registrar of Mines of Freirina, 2015.
Preferential rights:	Yes.
Surface and Location:	100 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.

4. Solicitor's Report on Title

continued



Mining patent:	Duly paid.
xxii. TONY 1/60	
Owner:	SCM Constelación
Application date:	September 12 th , 2011.
Case No.:	V-852-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	03302-2366-9.
Application recording:	September 16 th , 2011. Page 1748 No. 901 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2011.
Application publication:	October 3 rd , 2011. Official Mining Bulletin.
Procedural Fee payment date:	September 27 th , 2011.
Proportional mining patent payment date:	April 11 th , 2012.
Mine survey motion date:	April 11 th , 2012.
Date of publication of the mine survey motion:	April 23 rd , 2012. Official Mining Bulletin.
Date of ruling granting the concession:	March 4 th , 2016.
Date of publication of the excerpt of the ruling :	May 2 nd , 2016. Official Mining Bulletin.
Recording of Survey and Ruling:	May 30 th , 2016. Page 325 No. 65 in the Registry of Ownership of the Registrar of Mines of Freirina, 2016.
Preferential rights:	Yes.
Surface and Location:	300 hectares located in the district of Freirina, Province of Huasco, Atacama Region.
Encumbrances:	None.



Mining patent:	Duly paid.
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xxiii. PLOMIZA ESTE 1/56

Owner:	SCM Constelación
Application date:	March 28 th , 2017.
Case No.:	V-286-2017, Civil Court of Freirina.
National Geology and Mining Service No.:	03303-0583-5.
Application recording:	April 6 th , 2017. Page 678 No. 285 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2017.
Application publication:	April 24 th , 2017. Official Mining Bulletin.
Procedural Fee payment date:	April 26 th , 2017.
Proportional mining patent payment date:	October 17 th , 2017.
Mine survey motion date:	October 17 th , 2017.
Date of publication of the mine survey motion:	November 20 th , 2017. Official Mining Bulletin.
Date of ruling granting the concession:	October 25 th , 2019.
Date of publication of the excerpt of the ruling:	February 1 st , 2020. Official Mining Bulletin.
Recording of Survey and Ruling:	February 6 th , 2020. Page 18 No. 6 in the Registry of Ownership of the Registrar of Mines of Freirina, 2020.
Preferential rights:	Yes.
Surface and Location:	280 hectares located in the district of Huasco, province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



xxiv. PLOMIZA OESTE 1/2

Owner:	SCM Constelación
Application date:	March 28 th , 2017.
Case No.:	V-287-2017, Civil Court of Freirina.
National Geology and Mining Service No.:	03303-0582-7.
Application recording:	April 6 th , 2017. Page 681 No. 286 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2017.
Application publication:	April 24 th , 2017. Official Mining Bulletin.
Procedural Fee payment date:	April 26 th , 2017.
Proportional mining patent payment date:	October 17 th , 2017.
Mine survey motion date:	October 17 th , 2017.
Date of publication of the mine survey motion:	November 20 th , 2017. Official Mining Bulletin.
Date of ruling granting the concession:	October 25 th , 2019.
Date of publication of the excerpt of the ruling:	February 1 st , 2020. Official Mining Bulletin.
Recording of Survey and Ruling:	February 6 th , 2020. Page 27 No. 7 in the Registry of Ownership of the Registrar of Mines of Freirina, 2020.
Preferential rights:	Yes.
Surface and Location:	10 hectares located in the district of Huasco, province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



xxv. GALENA 1/4

Registered Owner:	SCM Constelación
Application date:	November 2 nd , 2009.
Case No.:	V-3225-2008, Second Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-9519 – 5
Application recording:	November 23 rd , 2009. Page 7368 No. 5585 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2009.
Application publication:	November 30 th , 2009. Official Mining Bulletin.
Procedural Fee payment date:	November 27 th , 2009.
Proportional mining patent payment date:	June 9 th , 2010.
Mine survey motion date:	June 9 th , 2010.
Date of publication of the mine survey motion:	July 5 th , 2010. Official Mining Bulletin.
Date of ruling granting the concession:	October 29 th , 2014.
Date of publication of the excerpt of the ruling:	December 1 st , 2014. Official Mining Bulletin.
Recording of Survey and Ruling:	December 19 th , 2014. Page 4405 reverse No. 1070 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2014.
Preferential rights:	Yes.
Surface and Location:	4 hectares located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



xxvi. GARIN 1/10

Registered Owner:	SCM Constelación
Application date:	March 15 th , 2013.
Case No.:	V-295-2013, First Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-B554 – 4
Application recording:	April 4 th , 2013. Page 2460 reverse No. 1626 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2013.
Application publication:	April 15 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	April 11 th , 2013.
Proportional mining patent payment date:	October 16 th , 2013.
Mine survey motion date:	October 17 th , 2013.
Date of publication of the mine survey motion:	November 4 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	July 15 th , 2015.
Date of publication of the excerpt of the ruling:	September 1 st , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	October 7 th , 2015. Page 3320 reverse No. 682 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2015.
Preferential rights:	Yes.
Surface and Location:	70 hectares located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



xxvii. SILVER I 1/52

Registered Owner:	SCM Constelación
Application date:	October 10 th , 2008.
Case No.:	V-2852-2008, Second Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-8485 – 1
Application recording:	October 21 st , 2008. Page 7240 reverse No. 5708 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2008.
Application publication:	October 27 th , 2008. Official Mining Bulletin.
Procedural Fee payment date:	November 7 th , 2008.
Proportional mining patent payment date:	October 28 th , 2008.
Mine survey motion date:	January 13 th , 2009.
Date of publication of the mine survey motion:	October 5 th , 2009. Official Mining Bulletin.
Date of ruling granting the concession:	February 6 th , 2015.
Date of publication of the excerpt of the ruling :	May 2 nd , 2015. Official Mining Bulletin.
Recording of Survey and Ruling:	May 27 th , 2015. Page 2120 No. 402 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2015.
Preferential rights:	Yes.
Surface and Location:	220 hectares located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



xxviii. SILVER I A 1/7

Registered Owner:	SCM Constelación
Application date:	October 10 th , 2008.
Case No.:	V-3627-2008, Fourth Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-8617 – K
Application recording:	October 28 th , 2008. Page 7480 No. 5894 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2008.
Application publication:	November 10 th , 2008. Official Mining Bulletin.
Procedural Fee payment date:	November 7 th , 2008.
Proportional mining patent payment date:	May 26 th , 2009.
Mine survey motion date:	May 26 th , 2009.
Date of publication of the mine survey motion:	June 8 th , 2009. Official Mining Bulletin.
Date of ruling granting the concession:	April 8 th , 2014.
Date of publication of the excerpt of the ruling:	June 2 nd , 2014. Official Mining Bulletin.
Recording of Survey and Ruling:	July 9 th , 2014. Page 1854 No. 460 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2014.
Preferential rights:	Yes.
Surface and Location:	26 hectares located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



xxix. SILVER II A 1/26

Registered Owner:	SCM Constelación
Application date:	October 20 th , 2008.
Case No.:	V-3628-2008, Fourth Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-8618 – 8
Application recording:	October 28 th , 2008. Page 7482 No. 5895 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2008.
Application publication:	November 10 th , 2008. Official Mining Bulletin.
Procedural Fee payment date:	November 7 th , 2008.
Proportional mining patent payment date:	May 26 th , 2009.
Mine survey motion date:	May 26 th , 2009.
Date of publication of the mine survey motion:	June 8 th , 2009. Official Mining Bulletin.
Date of ruling granting the concession:	April 8 th , 2014.
Date of publication of the excerpt of the ruling:	June 2 nd , 2014. Official Mining Bulletin.
Recording of Survey and Ruling:	July 9 th , 2014. Page 1860 No. 461 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2014.
Preferential rights:	Yes.
Surface and Location:	115 hectares located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



xxx. SILVER II B 1/27

Registered Owner:	SCM Constelación
Application date:	October 20 th , 2008.
Case No.:	V-3629-2008, Fourth Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-8486 – K
Application recording:	October 28 th , 2008. Page 7484 No. 5896 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2008.
Application publication:	November 10 th , 2008. Official Mining Bulletin.
Procedural Fee payment date:	November 7 th , 2008.
Proportional mining patent payment date:	January 12 th , 2009.
Mine survey motion date:	January 13 th , 2009.
Date of publication of the mine survey motion:	September 14 th , 2009. Official Mining Bulletin.
Date of ruling granting the concession:	March 24 th , 2014.
Date of publication of the excerpt of the ruling:	May 2 nd , 2014. Official Mining Bulletin.
Recording of Survey and Ruling:	June 4 th , 2014. Page 1464 No. 364 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2014.
Preferential rights:	Yes.
Surface and Location:	92 hectares located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



xxxi. SILVER III 1/58

Registered Owner:	SCM Constelación
Application date:	October 10 th , 2008.
Case No.:	V-2854-2008, Second Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-8487 – 8
Application recording:	October 21 st , 2008. Page 7242 reverse No. 5709 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2008.
Application publication:	October 27 th , 2008. Official Mining Bulletin.
Procedural Fee payment date:	October 28 th , 2008.
Proportional mining patent payment date:	January 12 th , 2009.
Mine survey motion date:	January 13 th , 2009.
Date of publication of the mine survey motion:	September 14 th , 2009. Official Mining Bulletin.
Date of ruling granting the concession:	March 13 th , 2014.
Date of publication of the excerpt of the ruling:	May 2 nd , 2014. Official Mining Bulletin.
Recording of Survey and Ruling:	June 4 th , 2014. Page 1472 reverse No. 365 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2014.
Preferential rights:	Yes.
Surface and Location:	262 hectares located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



xxxii. SILVER IV 1/46

Registered Owner:	SCM Constelación
Application date:	October 10 th , 2008.
Case No.:	V-2855-2008, Second Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-8488 – 6
Application recording:	October 21 st , 2008. Page 7244 reverse No. 5710 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2008.
Application publication:	October 27 th , 2008. Official Mining Bulletin.
Procedural Fee payment date:	October 28 th , 2008.
Proportional mining patent payment date:	January 12 th , 2009.
Mine survey motion date:	January 13 th , 2009.
Date of publication of the mine survey motion:	October 5 th , 2009. Official Mining Bulletin.
Date of ruling granting the concession:	March 13 th , 2014.
Date of publication of the excerpt of the ruling:	May 2 nd , 2014. Official Mining Bulletin.
Recording of Survey and Ruling:	June 4 th , 2014. Page 1481 reverse No. 366 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2014.
Preferential rights:	Yes.
Surface and Location:	230 hectares located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.



xxxiii. SILVER V 1

Registered Owner:	SCM Constelación
Application date:	November 27 th , 2012.
Case No.:	V-2499-2012, Second Civil Court of Copiapó.
National Geology and Mining Service No.:	03201-B441 – 6
Application recording:	December 7 th , 2012. Page 10452 reverse No. 7371 in the Registry of Discoveries of the Registrar of Mines of Copiapó, 2012.
Application publication:	December 17 th , 2012. Official Mining Bulletin.
Procedural Fee payment date:	December 14 th , 2012.
Proportional mining patent payment date:	July 1 st , 2013.
Mine survey motion date:	July 1 st , 2013.
Date of publication of the mine survey motion:	July 15 th , 2013. Official Mining Bulletin.
Date of ruling granting the concession:	July 7 th , 2014.
Date of publication of the excerpt of the ruling:	October 1 st , 2014. Official Mining Bulletin.
Recording of Survey and Ruling:	October 30 th , 2014. Page 3358 reverse No. 805 in the Registry of Ownership of the Registrar of Mines of Copiapó, 2014.
Preferential rights:	Yes.
Surface and Location:	1 hectare located in the district of Copiapó, province of Copiapó, Atacama Region.
Encumbrances:	None.
Mining patent:	Duly paid.

4. Solicitor's Report on Title

continued



d. Exploitation concession in the process of being granted (1).

i. GOLD 6 1/35

Owner:	SCM Constelación
Application date:	December 14 th , 2012.
Case No.:	V-893-2012, Civil Court of Freirina.
National Geology and Mining Service No.:	033022505 - K.
Application recording:	December 19 th , 2012. Page 1896 No. 887 in the Registry of Discoveries of the Registrar of Mines of Freirina, 2012.
Application publication:	January 14 th , 2013. Official Mining Bulletin.
Procedural Fee payment date:	January 11 th , 2013.
Proportional mining patent payment date:	July 10 th , 2013.
Mine survey motion date:	July 11 th , 2013
Date of publication of the mine survey motion:	July 29 th , 2013
Date of ruling granting the concession:	Pending.
Date of publication of the excerpt of the ruling:	Pending.
Recording of Survey and Ruling:	Pending.
Preferential rights:	Yes.
Surface and Location:	128 hectares located in the district of Freirina, province of Huasco, Atacama Region.
Encumbrances:	None.
Mining patent:	N/A



5. Financial Information

5.1 Overview

The financial information contained in this Section 5 includes historical financial information for the Group for the 18-month period ended 31 December 2018 (**18m Dec18**), financial year ended 31 December 2019 (**FY19**), half year ended 30 June 2019 (**HY19**) and half year ended 30 June 2020 (**HY20**) (the **Historical Period**). The financial information comprises:

- the historical consolidated statements of financial performance for the Historical Period (**Historical Statement of Financial Performance**);
- the historical consolidated statements of cash flows for the Historical Period (**Historical Statement of Cash Flows**); and
- the historical consolidated statement of financial position as at 30 June 2020 (**Historical Statement of Financial Position**);

(together, the **Historical Financial Information**); and

- the pro forma historical consolidated statement of financial position as at 30 June 2020:
 - on the basis of a subscription of 25,000,000 Shares at an issue price of \$0.20 per Share to raise \$5,000,000 (**Minimum Subscription**); and
 - on the basis of a subscription of 30,000,000 Shares at an issue price of \$0.20 per Share to raise \$6,000,000 (**Maximum Subscription**),

(the **Pro Forma Historical Statement of Financial Positions** or **Pro Forma Historical Financial Information**).

The Historical Financial Information and Pro Forma Historical Financial Information are together referred to as the "**Financial Information**".

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the historical financial performance, cash flow and financial position of the Group. The Directors of the Company are responsible for the preparation and presentation of the Financial Information.

The Financial Information, as defined above, has been reviewed by Ernst & Young in accordance with the Australian Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information* as stated in its Independent Limited Assurance Report set out in Section 6. Investors should note the scope and limitations of the Independent Limited Assurance Report.

The Financial Information presented in Section 5 should be read in conjunction with:

- the Company Overview set out in Section 2;
- key risks set out in Section 7;
- the Significant Accounting Policies set out in Section 5.4;
- the Group's proposed use of its cash resources (including the proceeds of the Offer), after Listing, as described in Section 8.4;
- details of the Company's dividend policy in Section 2.10; and
- other information contained in this Prospectus.

Investors should note that past performance is not a guarantee of future performance.

Unless otherwise indicated, all amounts disclosed in this Section 5 are presented in Australian dollars unless otherwise mentioned. Due to rounding, the numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

(a) Basis of preparation and presentation - Historical Financial Information

The Historical Financial Information has been prepared in accordance with the recognition and measurement principles of the Australian Accounting Standards (**AAS**) as issued by the Australian Accounting Standards Board (**AASB**), which are consistent with the International Financial Reporting Standards (**IFRS**) and interpretations as issued by the International Accounting Standards Board (**IASB**). The Historical Financial Information is presented in an abbreviated form insofar as it does not include all the disclosures, statements or comparative information as required by the AAS applicable to annual financial reports prepared in accordance with the Corporations Act.



The Historical Financial Information of the Group for restated 18m Dec18 and restated FY19 has been derived from its audited reissued consolidated financial statements for the year ended 31 December 2019, issued on 27 January 2021. The reissued consolidated financial statements for the year ended 31 December 2019 were audited by Ernst & Young in accordance with Australian Auditing Standards. Ernst & Young has issued an unqualified audit opinion, including a material uncertainty related to going concern, on the consolidated financial statements for the year ended 31 December 2019.

The Historical Financial Information of the Group for HY19 and HY20 has been derived from its audited interim consolidated financial statements for the half-year ended 30 June 2020, issued on 27 January 2021. The consolidated interim financial statements for the half-year ended 30 June 2020 were audited by Ernst & Young in accordance with Australian Auditing Standards. Ernst & Young has issued an unqualified audit opinion, including a material uncertainty related to going concern, on the consolidated interim financial statements for the half-year ended 30 June 2020.

You may obtain a copy of the Group's financial reports, including its financial statements for restated FY19 (which includes financial information for restated 18m Dec18) and HY20 (including HY19 comparatives), free of charge on the Company's website: <https://www.bastionminerals.com>.

(b) Basis of preparation and presentation – Pro forma Historical Financial Information

The Pro Forma Historical Financial Information has been prepared solely for the purpose of inclusion in this Prospectus. The Pro Forma Historical Financial Information has been prepared in accordance with the recognition and measurement principles contained in the AAS, other than that they include adjustments that have been prepared in a manner consistent with the AAS that reflects the impact of certain transactions as if they occurred on or before 30 June 2020.

Due to its nature, the Pro Forma Historical Financial Information does not represent the Group's actual or prospective financial position. The Pro Forma Statement of Financial Position has been derived from the Historical Statement of Financial Position at 30 June 2020 and includes Pro Forma Adjustments described in Section 5.4(a), as if those events and transactions had occurred as at 30 June 2020.

(c) Going concern

The Financial Information has been prepared on a going concern basis, which assumes continuity of the Group's normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Group had a historical consolidated net current liability position of \$198,619 and a historical consolidated net asset position of \$935,156 as at 30 June 2020.

The Directors believe that the current cash resources will not be sufficient to fund the Group's planned transactions aimed to provide existing and new Shareholders with the execution of the Group's principal activities and working capital requirements without raising additional capital.

Following Completion of the Offer, the Group expects a pro forma cash balance as at 30 June 2020 of \$4,313,012 (Maximum Subscription: \$5,246,861). The Directors expect that these funds will be sufficient to allow for exploration and evaluation of the Group's Projects, provide the necessary working capital to meet its ongoing obligations and stated business objectives for at least 12 months from the date of the Offer. The Group will also look to complete future equity offerings in order to raise additional capital as the Business progresses.

Subsequent to 30 June 2020, the Company raised the following additional funds (which funds are not included in the above pro forma cash balances):

- Issue of 23,250,000 shares (after the share consolidation on 28 September 2020, but before the share consolidation on 14 December 2020, described in Section 5.4(b)III) to sophisticated investors to raise \$1,162,500 (before transaction costs); and
- Issue of 7,000,000 shares (after the share consolidations on 28 September 2020 and 14 December 2020, described in Section 5.4(b)III) to sophisticated investors to raise \$700,000 (before transaction costs).

Should the Group be unable to raise sufficient capital as contemplated in the Prospectus, the Directors are confident that the Group will be able to successfully obtain funding as required through various sources and proactively manage operating costs and cash flow requirements in line with available resources. The Group has continued support from Directors and/or deferral of directors' and management fees. The Board of Directors is satisfied that these actions are practical and achievable and is therefore satisfied there are reasonable grounds to conclude the Group can continue as a going concern even if the Offer were not to proceed.

5. Financial Information

continued

Should these strategies not be successful, there is a material uncertainty whether the Group will be able to continue as a going concern and therefore, whether it will be able to pay its debts as and when they become due and payable and to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the Historical Statement of Financial Position. The Historical Statement of Financial Position does not include adjustments relating to the recoverability and classification of recorded asset amounts, or to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

5.2 Historical Statement of Financial Performance

The table below sets out the historical consolidated statements of profit or loss for restated 18m Dec18, restated FY19, HY19 and HY20 for the Group. No adjustments have been made for corporate costs associated with the Company operating as a listed company.

	Audited Restated 18m Dec18 \$	Audited Restated FY19 \$	Audited HY19 \$	Audited HY20 \$
Fair value gain on remeasurement of financial asset	-	-	-	178,719
Other income	837,282	213,988	-	55,203
Interest income	1,017	68	-	45
Finance costs	(317,953)	(171,765)	(87,948)	(23,992)
Consultancy fees expense	(439,130)	(17,631)	(45,241)	(7,814)
Fair value loss on remeasurement of financial assets	(407,432)	(673,883)	(409,928)	-
Legal and professional fees expense	(201,749)	(101,248)	(11,622)	(91,286)
Administration expense	(13,005)	(35,354)	(4,038)	(89,418)
Other expenses	(90,033)	(158,199)	(46,826)	-
Profit/(loss) before income tax	(631,003)	(944,024)	(605,603)	21,457
Tax (expense) income	-	-	-	-
Profit/(loss) after tax	(631,003)	(944,024)	(605,603)	21,457



5.3 Historical Statement of Cash Flows

The table below sets out the historical consolidated statements of cashflows for restated 18m Dec18, restated FY19, HY19 and HY20 for the Group.

	Audited Restated 18m Dec18 \$	Audited Restated FY19 \$	Audited HY19 \$	Audited HY20 \$
Cash flows from operating activities				
Payments to suppliers and employees (inclusive of GST)	(477,849)	(182,244)	(162,615)	(144,374)
Interest received	1,017	68	-	45
Other revenue	-	7,705	-	-
Net cash used in operating activities	(476,832)	(174,471)	(162,615)	(144,329)
Cash flows from investing activities				
Proceeds from settlement of APN Royalty	-	-	-	53,486
Payments for exploration and evaluation	-	(132,419)	-	-
Net cash used in investing activities	-	(132,419)	-	53,486
Cash flows from financing activities				
Proceeds from issue of shares	87,500	-	90,431	-
Proceeds from borrowings from related parties	-	355,965	70,348	36,000
Net cash from financing activities	87,500	355,965	160,779	36,000
Net increase/(decrease) in cash and cash equivalents	(389,332)	49,075	(1,836)	(54,843)
Cash and cash equivalents at the beginning of the financial period	417,102	27,770	27,770	76,845
Cash and cash equivalents at the end of the financial period	27,770	76,845	25,934	22,002

5. Financial Information

continued

5.4 Historical and Unaudited Pro Forma Historical Statements of Financial Position

The table below sets out the historical consolidated statement of financial position of the Group as at 30 June 2020, the Pro Forma Adjustments that have been made to it (as detailed in Section 5.4(a)) and the Pro Forma Historical Statement of Financial Position of the Group as at 30 June 2020.

	Audited Historical as at 30-06-20 \$	Minimum Subscription		Maximum Subscription	
		Pro forma Adjustments (a) 30-06-20 \$	Unaudited Pro forma Historical as at 30-06-20 \$	Pro forma Adjustments (a) 30-06-20 \$	Unaudited Pro forma Historical as at 30-06-20 \$
CURRENT ASSETS					
Cash and cash equivalents	23,762	4,289,250	4,313,012	5,223,099	5,246,861
Trade and other receivables	31,390	-	31,390	-	31,390
Other assets	55,857	56,150	112,007	60,650	116,507
TOTAL CURRENT ASSETS	111,009	4,345,400	4,456,409	5,283,749	5,394,758
NON-CURRENT ASSETS					
Exploration and evaluation assets	1,133,775	-	1,133,775	-	1,133,775
TOTAL NON-CURRENT ASSETS	1,133,775	-	1,133,775	-	1,133,775
TOTAL ASSETS	1,244,784	4,345,400	5,590,184	5,283,749	6,528,533
LIABILITIES					
CURRENT LIABILITIES					
Trade and other payables	112,294	-	112,294	-	112,294
Borrowings	197,334	-	197,334	-	197,334
TOTAL CURRENT LIABILITIES	309,628	-	309,628	-	309,628
TOTAL LIABILITIES	309,628	-	309,628	-	309,628
NET ASSETS	935,156	4,345,400	5,280,556	5,283,749	6,218,905
EQUITY					
Issued capital	5,699,486	4,311,728	10,011,214	5,277,135	10,976,621
Reserves	(54,221)	165,865	111,644	176,865	122,644
Retained earnings	(4,710,109)	(132,193)	(4,842,302)	(170,251)	(4,880,360)
TOTAL EQUITY	935,156	4,345,400	5,280,556	5,283,749	6,218,905



(a) Pro Forma Adjustments

The Pro Forma Historical Financial Information includes Pro Forma Adjustments, which have been applied to the corresponding Historical Financial Information in a manner consistent with AAS. The Pro Forma Adjustments have been made to adjust for the following transactions associated with the Offer:

- i. the issue of 25,000,000 Shares (Maximum Subscription: 30,000,000 Shares) at \$0.20 per Share totalling \$5,000,000 (Maximum Subscription: \$6,000,000) to investors participating in the Offer;
- ii. estimated total costs of the Offer of:
 - a. \$820,465 (excluding GST) (based on the Minimum Subscription), of which \$646,500 (excluding GST) will be paid in cash and \$893,116 (excluding GST) (based on the Maximum Subscription), of which \$706,500 (excluding GST) will be paid in cash; and
 - b. the balance by way of a share based payment to the Lead Manager comprising the issue of Options (**Broker Options**) with a fair value of approximately \$165,865 (based on the Minimum Subscription) and \$176,865 (based on the Maximum Subscription).

Refer to Section 11.2 for further details of the terms of the Broker Options.

In accounting for the total costs of the Offer, \$688,272 (based on the Minimum Subscription) and \$722,865 (based on the Maximum Subscription) has been recognised as a deduction to issued capital with \$132,193 (based on the Minimum Subscription) and \$170,185 (based on the Maximum Subscription) recognised in accumulated losses.

The estimated recoverable GST charged on the invoices associated with these costs has been recognised as a GST receivable in Other Assets of \$56,150 (based on the Minimum Subscription) and \$60,650 (based on the Maximum Subscription).

(b) Subsequent events

The Financial Information has been prepared based on conditions that existed at 30 June 2020. All subsequent events detailed in this section, arose after 30 June 2020 and are not indicative of events and circumstances that existed at 30 June 2020. As non-adjusting subsequent events, no adjustments have been made to the Financial Information as at 30 June 2020:

I. APN Deed of Amendment

On 21 August 2020, Altiplano Metals Inc. (**APN**), Altiplano Minerals Chile SPA, the Company and Sociedad Contractual Minera Comet Exploration Chile entered into a Revised Deed of Amendment to amend a Share Purchase Agreement entered into by the parties on or about 8 May 2018 under which Bastion was entitled to a net profits interest royalty (**NPI**) from APN. Under the deed, the parties agreed that the NPI may be paid in full by APN making the following payments to Bastion and APN transferring the following Shares to an entity nominated by Bastion:

- a. an initial 50,000 Canadian dollars, paid by 20 April 2020 (**Initial Payment**);
- b. a further 50,000 Canadian dollars, paid by no later than 2 October 2020 (**Second Payment**);
- c. a further 100,000 Canadian dollars paid by no later than 1 April 2021; and
- d. transferring 500,000 Shares held by APN to an entity nominated by Bastion.

As at the date of this Prospectus, the Initial Payment and Second Payment have been made to Bastion and the transfer of the Shares referred to in sub-clause d. has been completed.

II. Saruca Option Agreement

On 8 July 2020, Sociedad Contractual Minera Constelación (a subsidiary of Bastion) (**SCM Constelación**) entered into a Purchase Option Agreement with Raúl Tapia y Compañía Limitada to acquire the mining tenement "Saruca uno al treinta" located in Chile (Tenement). The option to acquire the Tenement can be exercised on or before 2 August 2021 by SCM Constelación paying a total of USD665,000.

5. Financial Information

continued

III. Changes to Share Capital and Capital Raisings

On 28 September 2020 Bastion consolidated its share capital on a 2 for 1 basis from 73,001,737 Shares to 36,500,874 Shares.

On or about 17 November 2020 Bastion completed the following Share issues:

- a. 23,250,000 Shares issued at \$0.05 per Share to sophisticated investors to raise \$1,162,500 in aggregate (**Capital Raising**);
- b. 2,000,000 Shares issued at deemed issue price of \$0.05 per Share to an unrelated consultant for services rendered to the Company;
- c. 480,000 Shares issued at a deemed issue price of \$0.05 per Share to an entity associated with Sam El-Rahim (a Director) in lieu of fees payable in relation to introducing investors to the Capital Raising; and
- d. 21,525,261 to certain Directors and their related entities (see Section 5.4(b)IV below for further information).

On 14 December 2020 Bastion consolidated its share capital on a 2 for 1 basis from 83,756,135 Shares to 41,878,076 Shares.

On 20 January 2021 Bastion completed a capital raising of \$700,000 from sophisticated investors through the issue 7,000,000 Shares at \$0.10 per Share.

IV. Directors Share Placement

As part of the Capital Raising completed on 17 November 2020, Ross Landles and entities associated with David Nolan and Andrew Stewart (each, a **Borrower**) each subscribed for 7,175,087 Shares (together, the **Loan Shares**) at \$0.05 per Share. This was after the share consolidation on 28 September 2020, but before the share consolidation on 14 December 2020, described in Section 5.4(b)III. Accordingly, as at the date of this Prospectus, each Borrower's Loan Shares comprises 3,587,544 Shares. Bastion has provided an interest bearing loan of \$358,755 to each of those Directors (or the entity associated to that Director) to fund the subscription of those Shares. A summary of the material terms of those loans is set out in Section 10.3.

a. Options

On 19 January 2020, Bastion issued 2,000,000 Options each to entities associated with David Nolan, Andrew Stewart and Ross Landles for services as directors. These Options are subject to certain restrictions on both the exercise and vesting thereof. Each Option gives the Optionholder the right to subscribe for one Share at a price of \$0.25 per Share and expires 3 years from issue date. The terms of these Options are set out in Section 11.3.

(c) Summary of significant accounting policies

The Group's key accounting policies relevant to the Financial Information are set out below. In preparing the Financial Information, the accounting policies of the Group have been applied consistently throughout the periods presented

The Financial Information has been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets at fair value through profit or loss, and derivative financial instruments.

(i) Principles of consolidation

The Financial Information incorporate the assets and liabilities of all subsidiaries of Bastion and the results of all subsidiaries for the period then ended. Bastion and its subsidiaries together are referred to in the Financial Information as the 'consolidated entity' or the 'Group'. Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

(ii) Current and non-current classification

Assets and liabilities are presented in the Historical and Pro Forma Historical Statements of Financial Position based on current and non-current classification. An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.



A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

(iii) Foreign Currency Transactions and Balances

In preparing the Financial Information, the Directors have applied the following Foreign Currency accounting policies.

a. Functional and presentation currency

The functional currency of each group entity is the currency of the primary economic environment in which that entity operates. The Financial Information is presented in Australian dollars (\$), which is the Company's functional and presentation currency. The functional currency of the subsidiary, SCM Constelación, is the Chilean peso ('CLP').

b. Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is directly recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

c. Group companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- i. Assets and liabilities are translated at year-end exchange rates prevailing at the end of the reporting period.
- ii. Income and expenses are translated at average exchange rates for the period.
- iii. Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the Historical and Pro Forma Historical Statements of Financial Position via other comprehensive income. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed.

(iv) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the Historical Statement of Cash Flows purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the Historical and Pro Forma Historical Statements of Financial Position.

(v) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

(vi) Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial period and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

5. Financial Information

continued

(vii) Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

(viii) Exploration and evaluation expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Exploration, evaluation and development capitalised expenditure are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(ix) Issued capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(x) Borrowings

Loans and borrowings are initially recognised at fair value. They are subsequently measured at amortised cost using the effective interest method.

Loans and borrowings are derecognised when the obligation under the liabilities are discharged or cancelled or expires. When an existing liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss. Where the Group renegotiates the terms of a liability with the result that it issues equity instruments to the creditor to extinguish all or part of the liability, if the creditor is a direct or indirect shareholder and acting in its capacity as a direct or indirect existing shareholder, the Group records the equity instruments issued at the carrying amount of the liability extinguished with no profit or loss recognised.

(xi) Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.



(xii) Goods and Services Tax (GST) and similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the Historical and Pro Forma Historical Statements of Financial Position. Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

(xiii) Employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

(xiv) Other financial assets

Other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss for which transaction costs are expensed. Other financial assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

(xv) Critical accounting judgements, estimates and assumptions

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Exploration and Evaluation Costs

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

(d) Related Party Transactions - Malema Deed of Amendment

On 10 November 2020, Bastion and Malema Pty Limited (Malema) entered into a Deed of Amendment to amend a Loan Deed between the parties dated 12 June 2020 (**Loan Deed**) which documented a liability owed to Malema. Under the Loan Deed the parties agreed that interest will be payable in the following manner:

- a. on 1 May 2021 (or such later date agreed between the parties) Interest of \$40,259.72 will be payable (comprising all Interest accrued from 1 August 2020 to 30 April 2021); and
- b. thereafter monthly in arrears by no later than the 15th day of the following month.

Please refer to Section 10.2 for a summary of the material terms of the Loan Deed.

6. Independent Limited Assurance Report



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Independent Limited Assurance Report

3 February 2021

The Board of Directors
Bastion Minerals Limited
Suite 221, 111 Harrington Street
Sydney, NSW, Australia, 2000

Dear Directors

INDEPENDENT LIMITED ASSURANCE REPORT ON HISTORICAL FINANCIAL INFORMATION AND PRO FORMA HISTORICAL FINANCIAL INFORMATION

1. Introduction

We have been engaged by Bastion Minerals Limited ('Bastion' or the 'Company') to report on the historical financial information and pro forma historical financial information for inclusion in the prospectus ("Prospectus") to be dated on or about 3 February 2021, and to be issued by Bastion, in respect of the initial public offering of up to 30 million New Shares at an offer price of \$0.20 per New Share to raise a minimum of \$5 million and maximum of \$6 million ('the Offer').

Expressions and terms defined in the Prospectus have the same meaning in this report.

2. Scope

Historical Financial Information

You have requested Ernst & Young to review the following historical financial information of Bastion and its controlled entities ("the Group"):

- ▶ the historical consolidated statement of profit or loss for the 18 months ended 31 December 2018 (restated) and year ended 31 December 2019 (restated) as set out in section 5.2 of the Prospectus;
- ▶ the historical consolidated statement of cash flows for the 18 months ended 31 December 2018 (restated) and year ended 31 December 2019 (restated) as set out in section 5.3 of the Prospectus;
- ▶ the historical consolidated statement of profit or loss for the six months ended 30 June 2020 and six months ended 30 June 2019 as set out in section 5.2 of the Prospectus;
- ▶ the historical consolidated statement of cash flows for the six months ended 30 June 2020 and six months ended 30 June 2019 as set out in section 5.3 of the Prospectus;
- ▶ the historical consolidated statement of financial position as at 30 June 2020 as set out in section 5.4 of the Prospectus;

(Hereafter the "Historical Financial Information").

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The Historical Financial Information for the 18 months ended 31 December 2018 (restated) and year ended 31 December 2019 (restated) has been derived from the reissued audited consolidated financial statements of the Group for the year ended 31 December 2019 which were audited in accordance with Australian Auditing Standards. We issued an unqualified audit opinion dated 27 January 2021 on the reissued consolidated financial statements for the year ended 31 December 2019 and included a material uncertainty related to going concern.

The Historical Financial Information for the six months ended 30 June 2020 and 30 June 2019 has been derived from the interim consolidated financial statements of the Group for the six months ended 30 June 2020 which were audited in accordance with Australian Auditing Standards. We issued an unqualified audit opinion and included a material uncertainty related to going concern.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards ('AAS') issued by the Australian Accounting Standards Board, which are consistent with International Financial Reporting Standards.

Pro Forma Historical Financial Information

You have requested Ernst & Young to review the following pro forma historical financial information of the Group:

- ▶ the pro forma historical consolidated statement of financial position as at 30 June 2020 based on a minimum subscription of \$5 million as set out in section 5.4 of the Prospectus; and
- ▶ the pro forma historical consolidated statement of financial position as at 30 June 2020 based on a maximum subscription of \$6 million as set out in section 5.4 of the Prospectus.

(Hereafter the 'Pro forma Historical Statements of Financial Position' or 'Pro Forma Historical Financial Information').

The Historical Financial Information and Pro Forma Historical Financial Information are collectively referred to as the Financial Information.

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and adjusted for the effects of the pro forma adjustments described in Section 5.4(a) of the Prospectus.

The Pro Forma Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in AAS other than it includes adjustments prepared in a manner consistent with AAS that reflect the impact of certain transactions as if they had occurred as at 30 June 2020.

Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position.

The Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by AAS and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

6. Independent Limited Assurance Report

continued



3. Directors' Responsibility

The directors of Bastion are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the basis of preparation, selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

4. Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Historical Financial Information and Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained.

We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other limited assurance procedures.

A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Except as mentioned in section 2 above, in respect of the consolidated financial statements for the year ended 31 December 2019, our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the Financial Information.

5. Conclusions

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information of the Group comprising:

- ▶ the historical consolidated statement of profit or loss for the 18 months ended 31 December 2018 (restated) and year ended 31 December 2019 (restated) as set out in section 5.2 of the Prospectus;
- ▶ the historical consolidated statement of cash flows for the 18 months ended 31 December 2018 (restated) and year ended 31 December 2019 (restated) as set out in section 5.3 of the Prospectus;
- ▶ the historical consolidated statement of profit or loss for the six months ended 30 June 2020 and six months ended 30 June 2019 as set out in section 5.2 of the Prospectus;
- ▶ the historical consolidated statement of cash flows for the six months ended 30 June 2020 and six months ended 30 June 2019 as set out in section 5.3 of the Prospectus;

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- ▶ the historical consolidated statement of financial position as at 30 June 2020 as set out in section 5.4 of the Prospectus.

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 5.1(a) of the Prospectus.

Pro Forma Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information comprising:

- ▶ the pro forma historical consolidated statement of financial position as at 30 June 2020 based on a minimum subscription of \$5 million as set out in section 5.4 of the Prospectus; and
- ▶ the pro forma historical consolidated statement of financial position as at 30 June 2020 based on a maximum subscription of \$6 million as set out in section 5.4 of the Prospectus.

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 5.1(b) of the Prospectus.

6. Material Uncertainty Related to Going Concern – Historical Financial Information

We draw attention to Section 5.1(c) of the Prospectus which describes the principal conditions that raise doubt about the Group's ability to continue as a going concern. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

7. Restriction on Use

Without modifying our conclusions, we draw attention to Section 5.1 of the Prospectus which describes the purpose of the Financial Information. As a result, the Financial Information may not be suitable for use for another purpose.

8. Consent

Ernst & Young has consented to the inclusion of this limited assurance report in the Prospectus in the form and context in which it is included.

9. Independence or Disclosure of Interest

Ernst & Young does not have any interests in the outcome of this Offer other than in the preparation of this report for which normal professional fees will be received.

Yours faithfully

Ernst & Young

7. Key Risk Factors Associated with Investing

This Section 7 describes some of the potential risks associated with investing in the Company and in New Shares. The Group is subject to risks that are specific to its Business (see Section 7.1). There are also risks that are associated with external events unrelated to the usual course of the Business (see Section 7.2), or that are common to all investments in Equity Securities and not specific to an investment in the Company (see Section 7.3).

If any of these risks were to occur, the future operating and financial performance and prospects of the Group could be materially and adversely affected, and you could lose part or all of your investment in the Company. Whilst some of the risk factors may be mitigated by appropriate commercial action, many are either wholly or in part outside of the control of the Group and the Directors. The New Shares being offered under this Prospectus carry no guarantee as to maintenance of or appreciation in value, the payment of dividends or return of capital. Further, there can be no guarantee that the Group will achieve its stated objectives or that any forward-looking statement will eventuate.

Please note that this Section 7 does not purport to list every risk that may be associated with an investment in the Shares, whether now or in the future. The risks highlighted in this Section 7 have been selected based on an assessment of the key risks that the Board would focus on when managing the Business, the probability of the risk occurring and the significance of the impact on the Group if the relevant risk did occur. The assessment is based on the knowledge of the Directors as at the date of this Prospectus, but there is no guarantee or assurance that the importance of risks will not change or other risks will not emerge. Further, your individual financial objectives, financial situation and particular needs have not been taken into account in the preparation of this Section 7.

Before applying for New Shares, you should satisfy yourself, as a prospective investor, that you have a sufficient understanding of the inherent risks of investing in a company and becoming a shareholder of a company, including the risks described in this Section 7. Consider whether shares are a suitable investment for you having regard to your personal investment objectives, financial circumstances and taxation position. If you do not understand any part of this Prospectus or are in any doubt as to whether or not to invest in New Shares, the Directors strongly recommend that you seek professional guidance from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent and qualified professional adviser before deciding whether to invest.

7.1 Risks specific to an investment in the Group

(a) Exploration

Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of any of the Group's projects, or any other tenements that may be acquired by the Group in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Group may be affected by a range of factors, including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Group.

The success of the Group will also depend upon the Group having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities.

(b) Tenement applications and licence renewal

The Company cannot guarantee current and any additional applications for tenements made by the Group will ultimately be granted, in whole or in part. Further the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.



(c) COVID-19

The outbreak of the coronavirus disease (**COVID-19**) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company is unknown. The Company's Share price after Listing may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Group's operations (including access to the Group's tenements and the working conditions of the Group's personnel) and are likely to be beyond the control of the Company.

(d) Main operations in Chile and land access

While Chile is considered to be one of South America's most politically stable and prosperous nations, it may nevertheless be subject to social and economic uncertainty. Civil and political unrest and outbreaks of hostilities in Chile could affect the Group's access to its projects and subsequent exploration and development.

Adverse changes in government policies or legislation in Chile affecting foreign ownership of mineral interests, taxation, profit repatriation, royalties, land access, labour relations, and mining and exploration activities may affect the operations of the Group.

(e) Earthquake

Chile is seismically active and prone to frequent earthquakes and occasional tsunamis. Any such event may result in operational delays to the Group's operations.

(f) Mine development

Possible future development of a mining operation at the Group's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Group commences production, its operations may be disrupted by a variety of risks and hazards (including those which are beyond its control), including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Group will achieve commercial viability through the development or mining of its projects.

(g) Gold and copper prices

Changes in the market prices gold and copper will affect the profitability of the Group's operations and its financial condition in the future, if the Group enters production. The Group's revenues, profitability and viability will depend on the market prices of gold and copper produced from the Group's projects. The market prices of gold and copper is set by the world market and is affected by numerous factors beyond the Company's control, including demand and currency exchange rates.

(h) Commercial viability

No assurances can be given that the Group will achieve commercial viability through the successful exploration or mining of its projects. Until the Company can realise value from its projects, it is likely to incur ongoing operating losses.

7. Key Risk Factors Associated with Investing

continued

(i) Climate change

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns.

(j) Environmental

The operations and the proposed activities of the Group are subject to Chilean laws and regulations concerning the environment. As with most exploration projects and mining operations, the Group's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events such as unpredictable rainfall or fires may impact on the Group's ongoing compliance with environmental laws and regulations. Significant liabilities could be imposed on the Group for damages, clean-up costs or penalties in the event of environmental damage caused by the Group's operations or non-compliance with environmental laws or regulations.

(k) Future funding risk

In order to successfully develop the Projects, and for production to commence, the Group will likely be dependent on the need to secure further financing in the future, in addition to the amounts raised pursuant to the Offer, if the estimates in the budget prove to be insufficient, or unforeseen circumstances arise. Please refer to Section 5.1(c) of this Prospectus for further information regarding the Company's ability to continue as a going concern. The Company may then seek development capital through equity, debt, joint venture financing or through the sale or possible syndication of its tenements.

Any additional equity financing will be dilutive to the Shares (and may be dilutive to Shareholders to the extent that they do not participate in any additional equity financing), may be undertaken at lower prices than the then market price (or offer price per Share), or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may also involve restrictions on financing and operating activities.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company, or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities, and this could have a material adverse effect on the Group's activities and future prospects, including the delay or indefinite postponement of exploration, development or production on any or all of the Group's Projects.

(l) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees or contractors cease their employment or engagement with the Company.

(m) Regulation changes

Changes to the laws, regulations, standards and practices applicable to the mining industry in Chile may impact the Business. If the Group fails to adequately respond to such changes, its Business, operations, and financial performance may be materially and adversely affected.



7.2 General risks

(a) Macro-economic risks

Changes in the general economic conditions in Australia and globally are outside of the control of the Group but may have a significant impact on the future performance of the Group and the price or value of the Shares. Such changes may include:

- fluctuations in interest rates, exchange rates, commodity prices and the rate of inflation in Australia and/or Chile resulting from domestic or international conditions (including movements in domestic interest rates and reduced activity in the Australian economy);
- changes in government, legislation, government policy or the regulatory environment in which the Group operates;
- changes in Australian and global equity market conditions;
- changes in investor sentiment toward particular market sectors;
- acts of terrorism or other hostilities; and
- the occurrence of natural disasters.

A prolonged deterioration in any number of the above factors may have a material adverse effect on the financial performance, financial position, cash flows, distributions, growth prospects and Share price of the Company.

(b) Taxation

Australia's and Chile's tax laws and the interpretation of such laws are subject to change from time to time. An increase in the rates of taxation imposed on the Group, a broadening of the taxable events that apply to the Group and the Business, and/or an interpretation of the tax laws by the relevant tax authority that is contrary to the Group's view of those laws may all result in an increase in the amount of tax to be paid by it. To mitigate such risks, the Group obtains independent expert advice on the application of tax laws to its operations. However, the extent to which the tax laws will apply to the Group and the manner in which they are interpreted are outside of the control of the Group and Board. Therefore, there is the risk that any change in Australia's and/or Chile's tax laws and their interpretation will adversely affect the Group's profitability - and in turn, returns to Shareholders - possibly to be material extent.

(c) Accounting standards

The Company reports to Shareholders as to the financial position and performance of the Group through the preparation of audited financial statements, in accordance with AAS. Changes to AAS are determined by the AASB, and are outside of the control of the Group and Board. The AASB may, from time to time, introduce new or refined AAS, which may affect the future measurement and recognition of key statement of financial performance and statement of financial position items, including revenue and receivables. There is also a risk that interpretations of existing AAS, including those relating to the measurement and recognition of key statements of statement of financial performance and statement of financial position items, including revenue and receivables, may differ. Changes to AAS issued by the AASB or changes to the commonly held views on the application of those standards could adversely affect the financial performance and position reported in the Group's financial statements, possibly to a material extent.

(d) Litigation, claims and disputes

The Group may be subject to litigation and other claims and disputes in the course of its business, including contractual disputes with suppliers or customers, employment disputes, indemnity claims, and occupational and other claims. There is a risk that any such litigation, claim or dispute could materially adversely impact the Group's operating and financial performance due to the significant cost and time invested by Management in investigating, commencing, defending and/or settling such matters. Any claim against the Group, if proven, may also have a sustained negative impact on its operations, financial performance, financial position and reputation.

The Group is not currently engaged in litigation and as at the date of the Prospectus, the Directors are not aware of any legal proceedings pending or threatened against, or any material legal proceedings affecting, the Company or other Group Members.

7. Key Risk Factors Associated with Investing

continued

7.3 Risks associated with holding Shares

(a) Stock market risks

There are risks associated with any investment in shares.

In particular, there is a risk that the price at which Shares trade on ASX may be less than the Offer Price payable under this Prospectus. While fluctuations in the price of the Shares may be a direct reflection of changes in the financial performance of the Group, the market price of the Shares may also be affected by factors unrelated to the operating performance of the Group, such as the macro-economic conditions referred to in Section 7.2(a) above) and the demand for and supply of capital generally.

As the Shares have not previously been publicly traded, they have no trading history and as such, there is no indication of the prices at which they may trade, or of the liquidity of the market for them.

(b) Liquidity of Shares

The Company will be applying to ASX for admission to the Official List and official quotation of all Shares (including New Shares) on ASX. There can be no guarantee however that an active market in the Shares will develop or that the price of the Shares will increase after Listing. There may be relatively few buyers or sellers of the Shares on ASX at any given time, which may in turn affect the prevailing market price at which the Shares are able to be sold and generally increase the volatility of the market price of the Shares. In particular, if the volume of trading in the Shares is low, significant price movement can result from the trading of a relatively small number of shares.

In accordance with the ASX Listing Rules, the Company will have a minimum free float of 20% upon Listing. However, if a market in the Shares does not develop or is not sustained, it may be difficult for Shareholders to sell their Shares at all. As at Listing, approximately 24.33% of the Company's total issued capital will be subject to escrow on the terms set out in Section 8.9(b). While these escrow arrangements are in place, the liquidity in the market for Shares is likely to be reduced. As these Shares are released from escrow, if their holders wish to sell more Shares than the level of demand of the market, the additional Shares available for sale may result in an overall reduction in the market price of the Company's Shares.

Therefore, if you decide to apply for New Shares and become an investor in the Company, there is no guarantee that you will be able to sell your Shares or recover all or any of the amount that you paid in subscribing for them.

(c) Risk of dilution

After Listing, the Group may issue Shares from time to time, including to raise additional capital to finance its continued growth or other future developments. The amount and timing of such additional financing needs will vary primarily on the amount of cash flow from the Group's operations. While the Group will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within any 12 month period (other than where exceptions apply, such as Shareholder approval), there is a risk that the issue of additional equity will result in the ownership interest of Shareholders in the Company from time to time being diluted.



(d) No guarantee of dividends

The prospect of future dividends being paid or made to Shareholders will be contingent upon the Group's ability to generate sustainable profits. To the extent that the Company pays any dividends, the ability to offer fully franked dividends will depend on the Group paying Australian income tax on its profits. Taxable profits may be volatile, making the payment of fully franked dividends unpredictable. Further, the value and availability of franking credits to a Shareholder will differ depending on the Shareholder's particular tax circumstances. As a prospective Shareholder, you should be aware that the ability to use franking credits, either as a tax offset or to claim a refund after the end of the income year, will depend on your individual tax position.

As such, no assurance can be given by any person, including the Board, about the payment or the quantum of future dividends, or the level of franking or imputation of any such dividend. There may be periods in respect of which dividends are not paid.

See Section 2.10 for more information about the Company's dividend policy.

(e) Tax considerations

An investment in Shares involves tax considerations which may differ for each Shareholder. As a prospective investor, you are encouraged to obtain professional tax advice in connection with any investment in New Shares.

8. Details of the Offer

8.1 The Offer

Pursuant to this Prospectus, the Company is making an initial public offering of up to 30,000,000 fully paid ordinary shares in the capital of the Company (each, a **New Share**) for subscription, at an Offer Price of \$0.20 per New Share (**Offer Price**).

Assuming the Offer is fully subscribed, it is expected that, on Completion of the Offer, the Company will raise gross proceeds of approximately \$6,000,000 and that the total number of Shares on issue will be 78,878,076, including 30,000,000 New Shares (constituting 38.03% of the total issued capital).

The Offer is currently scheduled to open on 18 February 2021¹ and close at 7pm (AEST) on 5 March 2021, unless varied by the Company at the discretion of the Board.

The New Shares offered under this Prospectus are fully paid and will, once issued, rank equally in all respects with all other Shares then on issue.

The rights, liabilities and obligations attaching to the Shares are governed by the Company's Constitution, the Corporations Act and general law. An overview of some of the key provisions of the Constitution relating to the rights and liabilities that attach to the Shares is contained in Section 11.1.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus.

Only New Shares are being offered by the Company for subscription under the Offer. No existing Shareholders are selling any of the Shares that they hold under the Offer.

8.2 Pre-conditions to Completion of the Offer

(a) Minimum Subscription

The Offer is subject to a Minimum Subscription of \$5,000,000, representing 25,000,000 New Shares at \$0.20 per New Share. This means that no New Shares will be issued under the Offer, and Completion of the Offer will not occur, unless the Company receives Applications for a minimum of 25,000,000 New Shares and raises a minimum of \$5,000,000 (before costs) under the Offer.

If the Minimum Subscription is not achieved within four months after the date of this Prospectus, the Company will either:

- refund all Application Money received, without interest, within the time prescribed by or otherwise permitted in accordance with the Corporations Act; or
- issue a supplementary or replacement prospectus altering the terms of the Offer and allow Applicants one month to withdraw their Applications and be repaid their Application Money, without interest.

(b) Listing Condition

Completion of the Offer is conditional on ASX approving the Company's application for admission to the Official List of ASX and quotation of its Shares (including New Shares) on ASX (**Admission/Quotation Application**), on terms acceptable to the Company.

The Company will submit its Admission/Quotation Application to ASX as soon as practicable, but in any case within seven days, after the date of this Prospectus.

If approval is not received by the Company within three months after the date of this Prospectus (or such longer period permitted by the Corporations or with the consent of ASIC), the Offer will be withdrawn and all Application Money received by or on behalf of the Company will be refunded to Applicants, without interest, within the time prescribed by or otherwise permitted in accordance with the Corporations Act.

The fact that ASX may admit the Company to the Official List should not be taken as an indication of the merits of an investment in the Group or the New Shares being offered for subscription under this Prospectus. ASX and its officers do not take any responsibility for this Prospectus or the investment to which it relates.

1. The Corporations Act prohibits the Company from processing Applications for New Shares in the first seven days after the date of the Prospectus. This period – known as the "Exposure Period" – may be extended by ASIC by up to a further seven days. The Company has allowed for an Exposure Period of 14 days prior to the anticipated opening of the Offer. You are encouraged to submit your Application as soon as possible after the Offer opens.



8.3 Purpose of the Offer

The purpose of the Offer is to:

- assist the Company to meet the requirements for admission to the Official List;
- provide the Company with additional funding to progress exploration and development of the Projects in Chile; and
- provide the Company with sufficient working capital to meet its current Business objectives for the two years following Listing.

The Company intends on applying the funds raised under the Offer along with its existing cash reserves in the manner detailed in Section 8.4.

8.4 Proposed use of Offer proceeds

If the Offer is successfully completed, the Company will receive, from the issue of New Shares, gross proceeds of at least \$5,000,000 (if the Minimum Subscription is achieved) and up to \$6,000,000 (if the Maximum Subscription is achieved). Combined with existing cash funds (being approximately \$480,000 as at 27 January 2021), the Directors therefore estimate that the Group will have between \$5,480,000 and \$6,480,000 in cash funds at Listing (before the costs of the Offer).

The Directors propose to apply the Group's cash funds, including the proceeds of the Offer, as follows:

Proposed expenditure	If Minimum Subscription achieved	If Maximum Subscription achieved
Exploration - Capote	\$1,644,000 (30%)	\$2,209,821 (34%)
Exploration - Garin	\$1,032,500 (19%)	\$1,220,912 (19%)
Exploration - Cometa	\$727,000 (13%)	\$866,964 (13%)
Project generation (see further Section 2.5)	\$120,000 (2%)	\$165,803 (3%)
Working capital	\$1,310,000 (24%)	\$1,310,000 (20%)
Costs of Offer (see further Sections 11.8 and 11.11)	\$646,500 (12%)	\$706,500 (11%)
Total	\$5,480,000 (100)%	\$6,480,000 (100)%

Further details of the Company's proposed exploration program and budget (based upon the Minimum Subscription being achieved) for each Project are set out in the Independent Geologist's Report in Section 3.

The above expenditure table reflects the intention of the Directors as at the date of this Prospectus, based on the current condition of, and the Board's current plans for, the Business. Please note however that, as with any budget, the allocation of funds may change (possibly to a significant extent) depending on a number of factors, including the development of new opportunities and market and general economic conditions. In light of this, the Board reserves the right to alter the way the Group ultimately applies its funds as well as the commercial objectives and priorities of the Group.

The funding for the Company for the two years following Listing to meet its current Business objectives will be met by the proceeds of the Offer and the Company's existing cash reserves. As and when further funds are required, the Company will consider both raising additional funds from the issue of securities and/or from debt funding.

8. Details of the Offer

continued

8.5 Effect of the Offer

(a) Effect on capital structure

The capital structure of the Company as at the date of this Prospectus comprises 48,878,076 Shares and 6,000,000 Options. Specifically:

- the following persons hold Relevant Interests in 5% or more (by number) of the total Shares on issue in the capital of the Company

Shareholder	Number of Shares before Offer	% of total issued capital before Offer
Directors		
Ralph Stagg	3,455,187	7.07%
Ross Landles	4,262,544 [#]	8.72%
David Nolan	3,750,044	7.67%
Andrew Stewart	3,837,544	7.85%

[#] 675,000 of these Shares are held by Bridge Capital Partners Pty Ltd (**Bridge Capital**). Ross Landles holds 50% of the issued share capital of Bridge Capital. The remaining 50% is held by a party unrelated to the Company.

- the following persons hold Options that are exercisable into Shares (but not yet vested) at the exercise prices specified below:

Optionholder	Total number of Options held	Exercise price per Option	Expiry date
Directors			
Ross Landles	2,000,000	\$0.25	19 January 2024
David Nolan	2,000,000	\$0.25	19 January 2024
Andrew Stewart	2,000,000	\$0.25	19 January 2024

Depending on the total number of New Shares issued under the Offer, between 1,477,562 and 1,577,562 Options will be granted to the Lead Manager upon Completion of the Offer.

The following table sets out the expected capital structure of the Company immediately after Completion of the Offer, on an undiluted and fully diluted basis:

	If Minimum Subscription achieved	If Maximum Subscription achieved
Undiluted basis		
Shares currently on issue	48,878,076 (66.16%)	48,878,076 (61.97%)
New Shares to be issued under the Offer	25,000,000 (33.84%)	30,000,000 (38.03%)
Total Shares on issue on Completion of the Offer	73,878,076 (100%)	78,878,076 (100%)
Fully diluted basis		
Shares currently on issue	48,878,076 (60.08%)	48,878,076 (56.54%)
Options currently on issue*	7,477,562 (9.19%)	7,577,562 (8.76%)
New Shares to be issued under the Offer	25,000,000 (30.73%)	30,000,000 (34.70%)
Total Shares on issue on Completion of the Offer	81,355,638 (100%)	86,455,638 (100%)

* Including the Options that will be granted to the Lead Manager upon Completion of the Offer.



The actual effect of the issue of New Shares under this Prospectus will depend on the exact number of New Shares subscribed for and issued under the Offer.

In accordance with the ASX Listing Rules, the Company will have a minimum free float² of 20% upon Listing. However, approximately 24.33% of the Company's total issued capital will be subject to escrow on the terms set out in Section 8.9(b). While these escrow arrangements are in place, the liquidity in the market for Shares is likely to be reduced. There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase after Listing. For a more detailed discussion of the risks associated with investing in New Shares, please see Section 7.

A summary of the key provisions of the Company's Constitution relating to the rights and liabilities that attach to the Shares is set out in Section 11.1. For a summary of the terms of issue of the Options, please see Sections 11.2 and 11.3.

(b) Effect on control

The Offer is not expected to have any material effect on the control of the Company as Shareholders are restricted under the Corporations Act from acquiring New Shares that would increase their Voting Power in the Company to a level that is above 20%, unless they make an off-market takeover bid for all of the Shares in the Company or are able to rely on another statutory exception. As at the date of this Prospectus, the Directors are not aware of any proposal by any person to make a takeover bid for the Company.

Based on the information available to the Company as at the date of this Prospectus, it is anticipated that the following Shareholders will have Relevant Interests in 5% or more of the total issued capital of the Company immediately after Completion of the Offer:

Shareholder	Number of Shares*	% of total issued capital after Completion of Offer*
If Minimum Subscription achieved		
Ross Landles	4,262,544	5.77%
David Nolan	3,750,044	5.08%
Andrew Stewart	3,837,544	5.19%
If Maximum Subscription achieved		
Ross Landles	4,262,544	5.40%

* The above calculations have been made on the assumption that the Shareholders specified above do not apply for any New Shares. Existing Shareholders however are eligible to participate in the Offer and may apply for New Shares to increase their existing Shareholdings. As at the date of this Prospectus, each of Ross Landles, David Nolan and Andrew Stewart has indicated an intention to apply for New Shares. Final Shareholdings will be notified to ASX following Listing, to the extent required under the Corporations Act and ASX Listing Rules.

The Shares confer the same rights and obligations on the above persons as any other Shareholder. This includes the right to participate in any future dividend or distributions declared by the Company. A summary of the key provisions of the Company's Constitution relating to the rights and liabilities that attach to the Shares is set out in Section 11.1.

2. "Free float" refers to the portion of the Company's Shares that can be publicly traded after Listing and that are not held by persons affiliated with the Company or any other Group Member.

8. Details of the Offer

continued

8.6 General terms and conditions

(a) Eligibility to apply

The Offer is open to any person that is resident in Australia.

Any person that has a registered address in a jurisdiction other than Australia and that receives a hard copy of this Prospectus with an accompanying Application Form may apply under the Offer for New Shares, but only where that person is able to demonstrate to the satisfaction of the Company that they are not restricted by law from participating under the Offer.

Before making an Application for New Shares, it is your personal responsibility, as an investor, to ensure that you have complied with the applicable laws of each jurisdiction that may be relevant to your Application. By submitting an Application Form, you are taken to have warranted and represented to the Company that, you are not restricted by law from applying for New Shares and have observed the applicable laws of all relevant jurisdictions in making the application.

(b) Investment size

The minimum investment size for each Application submitted under the Offer is \$2,000 (which is the equivalent of 10,000 New Shares at \$0.20 per New Share). Applications in excess of the minimum investment size must be in multiples of \$1,000 (or 5,000 New Shares).

(c) Allocation policy

Allocations under the Offer will be determined by the Board in its absolute discretion.

The Board will allocate Applications having regard to such matters as it considers relevant, including the Minimum Subscription required for Completion of the Offer to occur and to ensure an appropriate shareholder base for the Company.

The Company reserves the right to not accept, reject and scale back any Application.

There is no guaranteed allocation of New Shares.

(d) Discretions regarding Applications

The lodgement of an Application with the Company or its authorised agents (including the Share Registry) constitutes an offer by the Applicant to the Company to subscribe for up to such number of New Shares as the Application Money specified in and accompanying the Application Form will pay for, at the Offer Price and on the terms and conditions of the Offer as set out in this Prospectus (including the acknowledgments and representations in Sections 8.6(a), 8.8 and 8.10).

Applications and Application Money must be received by the Company or the Share Registry by no later than 7pm (AEST) on the Closing Date, which will occur on 5 March 2021 unless varied by the Company at the discretion of the Board. You are therefore encouraged to submit your Application as early as possible.

The Company reserves the right to:

- accept an Application in respect of the full number of New Shares applied for under the Application Form or such lesser number of New Shares as the Board decides;
- decline any Application in whole or in part; and
- accept late Applications, either generally or in particular cases,

without giving any reason or notice to the relevant Applicant.

Applicants whose Applications are accepted in full will receive the number of Shares calculated by dividing the Application Money by the Offer Price, rounded down to the closest whole number.

If the amount of your payment for Application Money is insufficient to pay for the total number of New Shares you have applied for, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for, or your Application may be rejected, at the discretion of the Board.



Applicants whose Applications are not accepted, or who are allocated a lesser number of New Shares than the amount applied for, will receive a refund of all or the surplus portion of their Application Money, within the time prescribed by or otherwise permitted in accordance with the Corporations Act. Interest will not be paid on any Application Money refunded.

It is a term of the Offer that Applicants must accept a lesser number of New Shares allotted to them than applied for and must accept a refund of Application Money in relation to New Shares applied for but which are not allocated, without interest.

Pending the allotment and issue of the New Shares, or the payment of any refunds, all Application Money will be held by the Company in trust for Applicants in a separate bank account as required by the Corporations Act. By submitting an Application Form, each Applicant agrees that the Company is entitled to retain all interest that accrues on the bank account whether or not the issue of New Shares takes place, and waives its right to claim any such interest.

To the extent permitted by law, an Application is irrevocable, once submitted to the Company or any of its agents (including the Share Registry).

The Board retains its discretion not to allocate New Shares to an Applicant to the extent doing so would result in a breach of the Corporations Act or other applicable law (whether by the Applicant, the Company or otherwise), or would require regulatory approval to be obtained.

(e) Discretions regarding the Offer

The Company reserves the right to:

- extend the Offer or any part of it;
- close the Offer or any part of it early; and
- not proceed with the Offer or any part of it,

at any time before the allocation of Shares to Applicants.

If the Offer or any part of the Offer is cancelled or withdrawn, all Application Money that is received by or on behalf of the Company, or the relevant Application Money, will be refunded within the time prescribed by or otherwise permitted in accordance with the Corporations Act.

Interest will not be paid on any Application Money refunded.

8.7 Timetable

The key dates in relation to the Offer are set out in the 'Key Information' Section on page 4.

In particular, it is expected that:

- the Offer will open on 18 February 2021;
- the Offer will close at 7pm (AEDT) on 5 March 2021; and
- assuming all pre-conditions to Completion of the Offer are satisfied, all New Shares validly subscribed for under the Offer will be issued and allotted within 3 Business Days after the Closing Date, by 12 March 2021.

Please note however that all dates in relation to the Offer are subject to change and that the timetables set out above and on page 4 are indicative only. The Company reserves the right to vary the dates and times of the Offer, including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date or to accept late Applications for New Shares (either generally or in particular cases), without notifying any recipient of this Prospectus or any Applicants.

8. Details of the Offer

continued

8.8 How to apply for New Shares

If you wish to apply for New Shares under the Offer, you must complete and submit either a paper Application Form or an electronic Application Form, depending on your preferred method of payment of the applicable Application Money.

Specifically, if you wish to pay by:

– **cheque, money order or bank draft** – please:

1. complete either the Application Form attaching to or accompanying this Prospectus or a printed copy of the Application Form attached to the electronic version of this Prospectus, in accordance with the instructions on that form; and
2. mail or hand deliver your completed Application Form together with a cheque, money order or bank draft for the relevant Application Money, to the following address:

Mailing address: Boardroom Pty Limited, GPO Box 3993 GPO Sydney NSW 2001

Hand delivery: Level 12, 225 George Street Sydney NSW 2000 (do not use this address for mailing purposes)

Payments by cheque, money order or bank draft must be in Australian currency, drawn on an Australian branch of a financial institution, made payable to “Bastion Minerals Limited” and crossed “Not Negotiable”.

– **BPAY®** – please go to the online application facility at <http://bastionmineralslimitedoffer.com.au/> to access, complete and submit the Online Application Form in accordance with the instructions on that form.

When completing your BPAY® payment, please use the specific biller code and unique Customer Reference Number generated by the Online Application Form and displayed on the final confirmation page.

To allow sufficient time for your Application to be processed before the Offer is closed, please ensure that:

- you have adequate cleared funds in your bank account to pay for the New Shares that you have applied for in your Application Form. Otherwise, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for, or your Application may be rejected, at the discretion of the Board; and
- your Application Form (including Application Money) is received by the Share Registry as soon as practicable after the Offer opens, but in any case, by no later than 5pm (AEST) on the Closing Date, which will occur on 5 March 2021, unless varied by the Company at the discretion of the Board.

Please be aware that your financial institution may implement earlier cut-off times with regard to electronic payment than the time at which the Offer close. You should take this into consideration when making payment. The Company takes no responsibility for any failure to receive Application Money before the Offer closes arising as a result of, among other things, delays in the processing of payments by financial institutions or acts and omissions of your broker in submitting your Application.

By submitting an Application Form, you are taken to have warranted and represented to the Company that you were given access to this Prospectus together with an Application Form.

The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

8.9 Trading of Shares and administration of Shareholdings

(a) Trading on market

Assuming that the Company is admitted to the Official List of ASX and that quotation of its Shares on ASX is granted, it is expected that trading of the Shares on ASX will commence under company code “BMO”³ on or about 17 March 2021, shortly after initial holding statements are despatched (see further Section 8.9(c)).

3. The Company has used its best endeavours to confirm with ASX the company code under which its Shares will likely trade if the Company achieves Listing on ASX. However, there is no guarantee that the Company will be allocated the company code specified above. It is the responsibility of each Applicant to confirm the Company’s company code on ASX before trading in Shares.



It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk. The Company disclaims all liability, whether in negligence or otherwise, if an Applicant sells Shares before receiving a holding statement, even if the Applicant obtained details of their holding through the Offer Information Line or the Share Registry.

(b) Escrow restrictions

The New Shares will not be classified as restricted securities and will not be restricted from trading or disposal after Listing.

It is estimated that the following securities will be subject to escrow by ASX for a period of up to 24 months from the date of Listing:

- 9,203,846 Shares; and
- up to 7,577,562 Options (including any Shares issued upon exercise of the Options).

The Directors have also agreed to voluntarily escrow all of their existing Shares (including the Shares subject to escrow by ASX) (comprising 17,545,319 Shares) for a period of 12 months from the date of Listing.

During the period in which the restricted securities are prohibited from being transferred, trading in Shares may be less liquid.

The Company expects to announce to the ASX full details (quantity and duration) of the securities required to be held in escrow prior to Listing.

(c) CHES and issuer sponsored holdings

Subject to Listing, the Company will apply to participate in ASX's Clearing House Electronic Sub-register System (**CHES**), in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules. CHES is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are affected in an electronic form.

When the Shares (including New Shares) become Approved Financial Products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two sub-registers, an electronic CHES sub-register or an issuer sponsored sub-register. For all successful Applicants, the Shares of a Shareholder who is a participant in CHES or a Shareholder sponsored by a participant in CHES will be registered on the CHES sub-register. All other Shares will be registered on the issuer sponsored sub-register.

Following Completion of the Offer, successful Applicants will be sent a holding statement that sets out the number of New Shares that they have been allocated. This statement will also provide details of a Shareholder's Holder Identification Number (HIN) for CHES holders or, where applicable, the Shareholder Reference Number (SRN) of issuer sponsored holders.

Shareholders will subsequently receive statements showing any changes to their shareholding. Share certificates will not be issued.

Initial holding statements are expected to be despatched by post to relevant Applicants on or around 16 March 2021.

8.10 Restrictions on distribution

This Prospectus does not constitute an offer or invitation to subscribe for New Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer, invitation or issue under this Prospectus.

No action has been taken to register or qualify this Prospectus, the New Shares or the Offer, or to otherwise permit a public offering of the New Shares, in any jurisdiction other than Australia. In particular, the Offer does not constitute an offer to sell, or solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable US state securities laws.

8. Details of the Offer

continued

This Prospectus may not be released or distributed in the United States or any other jurisdiction outside of Australia, and may only be distributed to persons to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

By submitting an Application Form, you are taken to have represented, warranted and agreed that you:

- understand that the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold or resold in the United States except in transactions exempt from, or not subject to, registration requirements of the U.S. Securities Act and applicable US state securities laws;
- are not in the United States;
- have not and will not send the Prospectus or any other material relating to the Offer to any person in the United States; and
- will not offer or sell the Shares in the United States or in any other jurisdiction outside of Australia except in transactions exempt from, or not subject to, registration requirements of the U.S. Securities Act and in compliance with all applicable laws in the jurisdiction which Shares are offered and sold.

8.11 Brokerage, commission and stamp duty

No brokerage, commission or stamp duty is payable by Applicants on the acquisition of New Shares under the Offer. Investors who buy or sell Shares on ASX may be subject to brokerage and other transaction costs. Under current legislation, no stamp duty is payable on the sale or purchase of shares on ASX.

8.12 Tax consequences

As with any investment, there may be taxation implications associated with you applying for New Shares. The Directors do not consider that it is appropriate to give advice regarding the taxation consequences of applying for the New Shares offered under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences for individual investors.

The taxation consequences of an investment in the Company will depend upon your particular circumstances and it is your personal obligation, as a prospective investor in the Company, to make your own enquiries or seek personalised professional tax advice about the taxation consequences of an investment in New Shares.

However, to assist potential investors, a general overview of the tax treatment for Australian resident investors is included in Section 11.5.

The Company, its Group Members and their advisers, officers, employees and agents do not accept any responsibility or liability for any taxation consequences of investing in the Offer.

8.13 Enquiries

If you require more information about this Prospectus or the Offer, please call the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) from 9.00am to 5.00pm (AEST), Monday to Friday during the Offer Period.

You should read this Prospectus in its entirety, including the risk factors set out in Section 7, before deciding whether or not to invest in the Company.

If you are unclear about any matter or are uncertain as to whether New Shares in the Company is a suitable investment for you, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent professional adviser before deciding whether to invest.



9. Key People, Interests and Benefits and Corporate Governance

9.1 Board of Directors

The Board of Directors of the Company is currently comprised of five directors, including three independent directors and two executive directors.

Together, the Directors bring to the Board a broad range of experience and skills required for the future conduct and growth of the Business under a publicly listed structure, including industry and business knowledge, financial management and corporate governance experience. As such, the Board is well positioned to guide the Group towards achieving its strategic objectives.



Ralph Nicholas Stagg – Non-Executive Chairman (Independent)

Ralph is a geologist with more than 40 years' experience in economic geology including project generation, exploration planning, managerial experience in listed and unlisted exploration, mining and engineering companies, and preparation of ore reserve estimations, valuations, experts' reports and technical studies.

Ralph has served on several ASX-listed company boards and is a co-founder and Director of Citadel Resource Group Limited, which was acquired by Equinox Minerals for \$1.3 billion in 2011.



Alan Ross Landles – Executive Director (Not Independent) (known as Ross Landles)

Ross is a dynamic and experienced financial services executive with exceptional business development and delivery skills. More than 20 years' experience in leading high-performing banking teams across 9 countries and successfully developed and maintained C-suite relationships throughout Asia, Australia and the USA. Ross held senior leadership roles, Director and Managing Director titles, over a 15 year period, with global financial institutions - Rothschild Bank AG, Credit Suisse AG, UBS AG and Macquarie Bank Ltd.



David Joseph Nolan – Executive Director and Company Secretary (Not Independent)

David has over 10 years' experience as a Chairman, Non-Executive Director and Company Secretary to ASX listed and private companies responsible for legal, regulatory, governance and equity and debt financings. David has over 22 years' experience as a corporate lawyer. David was previously a partner at a number of leading Sydney law firms advising on corporate finance, mergers and acquisitions, fund raisings, stock exchange listings, restructuring and regulatory and governance. David has previously held Board positions with a number of companies in the resources sector and is currently the Chairman of Camilla Australia, a leading Australian retailer, and a non-executive director and company secretary of Property Connect Holdings Limited (ASX:PCH).



Dr Andrew Stewart – Non-Executive Director (Independent)

Andrew is an exploration geologist with over 20 years' experience in mineral exploration, primarily focused on project generation, project evaluation and exploration strategy development throughout Asia and Eastern Europe. Andrew has expertise in porphyry copper-gold and epithermal gold deposits but has worked across a diverse range of commodities. He holds a BSc (Hons) from Macquarie University and a PhD from the Centre of Ore Deposits and Exploration Studies at the University of Tasmania. During his time at Ivanhoe Mines and Vale, he held various technical and management positions in Mongolia and Indonesia and has been involved in several Greenfields discoveries. Andrew was previously a Director of Godolphin Resources Limited (ASX:GRL). After providing technical and program management for Vale in Indonesia and Mongolia, Dr Stewart is currently Chief Executive Officer of Xanadu Mines Limited (ASX: XAM).



Sam El-Rahim – Non-Executive Director (Independent)

Sam is an experienced board member, managing director and venture capitalist who has an established career in identifying market opportunities, driving profitable growth, and leading high performance businesses and teams.

Since incorporating his first company in 1982, Sam has achieved success in a range of industries and emerging markets with significant business, financial and property portfolio responsibilities across the Asia Pacific region. Qualified in Electrotechnology, Sam also forged government relations to provide turnkey systems and innovative software solutions.

9.2 Personnel in Chile

Details of the Group's personnel in Chile are set out below:

(a) Fabian Figueroa B. – Senior Geologist

Fabian is a geologist with 16 years of experience; he has worked in mining exploration, basically copper deposits, also prospection of mining projects in the early and advanced stages, including pre-feasibility studies. Fabian has experience in base metals related to copper porphyries located between Region I to the Metropolitan Region, Chile.

(b) Francisco Ossa Santa Cruz – Chilean counsel

Francisco is a lawyer based in Chile. He has concentrated his practice in civil and commercial litigation, both before ordinary and arbitral courts, and has experience in negotiating contracts of all kinds. Likewise, in recent years he has advised clients in the execution and development of energy, construction, infrastructure and mining projects.

(c) Santiago Long Achurra – Chilean counsel

Santiago is a lawyer based in Chile. He has concentrated his work experience in corporate, hereditary matters, real estate, international contracts and in comprehensive advice to local and foreign companies. In addition, in recent years he has advised clients on company acquisitions, due diligence, and financing.

9. Key People, Interests and Benefits and Corporate Governance

continued

9.3 Directors' benefits and interests

(a) Executive Directors

Each of Ross Landles and David Nolan (each, an Executive Director) is engaged by the Company through a corporate entity in the position of **Executive Director**. The key terms of each Executive Director's services agreement are summarised below:

Term	The term commences on the date of the agreement and continues until the agreement is validly terminated in accordance with its terms.
Notice period	The Company must give the relevant corporate entity and each Executive Director 12 months' notice to terminate the agreement other than for cause. The relevant corporate entity and each Executive Director must give 12 months' notice to terminate the agreement.
Remuneration	The Company will pay the relevant corporate entity \$240,000 (exclusive of GST) per annum. The Company must also pay the relevant corporate entity an amount equal to any superannuation payable by that corporate entity to the Executive Director as a result of the engagement. Each Executive Director does not otherwise receive any director's fee for his services to the Group.
Expenses	The Company will reimburse the relevant corporate entity and each Executive Director for reasonable, pre-approved out-of-pocket travel and accommodation expenses (or other expenses approved by the Company from time to time) incurred by that corporate entity or that Executive Director as a result of performing the services for the Company.

The agreements otherwise contain termination, confidentiality and general provisions considered standard for agreements of this nature.

(b) Non-executive directors' fees

As at the date of this Prospectus, the Company has agreed to pay annual fees of \$45,000 to the Chair and \$45,000 for each other non-executive director (other than Sam El-Rahim, who has agreed to not receive any remuneration for his services as a non-executive director) under appointment letters with the Company. All non-executive directors' fees are exclusive of superannuation required by law to be made by the Company. The appointment letters are on terms typical for agreements of this nature.

Under the Constitution, the Company is permitted to pay its non-executive directors, fees to an amount determined by the Board that does not, in any financial year, exceed in aggregate the amount set out in the Constitution or last determined by Shareholders in general meeting (which, as at the date of this Prospectus, is \$500,000 per annum).

(c) Interests in Shares and other securities

As at the date of this Prospectus, the following Directors hold the following Shares and Options, either directly and/or through company and trust structures:

Director	Shares		Options*
	Number	% of total issued capital	
Ralph Stagg	3,455,187	7.07%	Nil
Ross Landles	4,262,544 [#]	8.72%	2,000,000
David Nolan	3,750,044	7.67%	2,000,000
Andrew Stewart	3,837,544	7.85%	2,000,000
Sam El-Rahim	2,240,000	4.58%	Nil

* The terms of the Director Options are set out in Section 11.3.

[#] 675,000 of these Shares are held by Bridge Capital Partners Pty Ltd (**Bridge Capital**). Ross Landles holds 50% of the issued share capital of Bridge Capital. The remaining 50% is held by a party unrelated to the Company.



Under the Constitution, directors are not required to hold any Shares or other securities in the Company in order to hold office in the Group.

The Directors may, but are not obliged to, apply for New Shares under the Offer. As at the date of this Prospectus, each Director has indicated their intention to participate in the Offer. Final Directors' Shareholdings will be notified to ASX after Listing, to the extent required under the Corporations Act and ASX Listing Rules.

9.4 Deeds of access, indemnity and insurance

The Company has entered into deeds of access, indemnity and insurance with each Director. Pursuant to these deeds, the Company has agreed to indemnify, to the extent permitted by law, each Director in respect of all liabilities and loss incurred by or recovered from the Director as a result of or arising out of the Director's directorship of any of the Group Members.

Under the deeds, the Company has also agreed, to the extent permitted by law, to maintain in force an insurance policy with a reputable insurance company for each Director against (subject to certain exceptions) all liability and loss incurred by or recovered from the Director as a result of or arising out of the Director's directorship of a Group Member during the Director's period of office and for the period of seven years after the Director ceases to hold office.

These deeds further contain rights of access to certain books and records of the Group at any time during the period of currency of any claim which is threatened, made or brought against the relevant Director in relation to any act or omission of a Group Member or the Director while a director of a Group Member and seven years after the Director ceases to hold office. The Group must provide access to certain books and records over which a Group Member claims legal professional privilege, provided that the relevant Director does not do anything or cause anything to be done that will cause that privilege to be waived, extinguished or lost by a Group Member.

9.5 Corporate governance

The Board of Directors considers it to be its primary responsibility to represent and advance the interests of Shareholders and to protect the interests of all stakeholders of the Group, considered as a whole. To fulfil this responsibility, the Board oversees the management of the Business by, among other things:

- determining the strategic direction and objectives of the Business and approving its annual business plans and budgets; and
- monitoring the Group's achievement of these goals, including in particular its operational and financial position and performance.

The Board is committed to maximising the performance of the Group, generating an appropriate level of Shareholder value and financial return and sustaining the growth and success of the Group. In conducting the Business with these overriding objectives, the Board seeks to ensure that the Group is properly managed to protect and enhance Shareholder interests and that the Group, its directors, officers and personnel operate in an appropriate environment of corporate governance.

Accordingly, the Board has developed and adopted a framework of corporate governance policies and practices, risk management practices and relevant internal controls that it believes are appropriate for the Business, given its nature and size, and that are designed to promote the responsible management and conduct of the Group.

The main policies and practices that have been adopted the Group are summarised below. The Board has evaluated these policies and practices in light of the ASX Corporate Governance Principles and Recommendations (4th Edition) (**ASX Recommendations**), and considers that they are, to the extent possible in light of the Group's nature and size, consistent with the ASX Recommendations.

The policies and practices will be formally reviewed by the Board after Listing on an annual basis to ensure they are appropriate as the Group's operations evolve over time. Any departure from the ASX Recommendations will be disclosed by the Company in its annual report. The Company's compliance and departures (if any) from the ASX Recommendations will also be announced prior to the Company's admission to the Official List.

9. Key People, Interests and Benefits and Corporate Governance

continued

(a) Board appointment and composition

The Board is currently comprised of five directors.

The size and composition of the Board is determined in accordance with the Constitution (see further Section 11.1(k)). The Board will seek to ensure that it is comprised of directors that will provide the range of skills and experience required to enable the Board to carry out its roles and responsibilities effectively.

A director will be considered independent by the Company if he or she is free of any business, interest, position, association or other relationship that might interfere, or reasonably be perceived to interfere, in a material respect with his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Group and Shareholders generally. The Board will regularly review the independence of each director.

Based on the above guidelines, the Board considers each of Ralph Stagg, Andrew Stewart and Sam El-Rahim to be independent directors of the Company. Each of David Nolan and Ross Landles is not considered independent because he is an executive director of the Company.

Given the range of skills and knowledge that the Directors bring and the current ratio of independent directors appointed to the Board, the Board considers that its composition is, in light of the Group's nature and size, appropriate for the requirements of the Group and Business once a publicly listed entity on ASX.

(b) Board charter

The Board has adopted a written charter to provide a framework for the effective operation of the Board. The charter sets out:

- the roles and responsibilities of the Board, including to provide strategic guidance to and effective oversight of senior management;
- the role and responsibilities of the Chair, the Executive Directors and company secretary;
- the authority delegated by the Board to Board committees and senior management;
- the membership and composition of the Board, including in relation to the independence of directors and the conduct of individual directors; and
- the Board process, including how meetings of the Board shall be convened and the frequency.

The charter does not limit the ability of the Board to delegate any of their powers to such other persons as the Board determines, provided the delegation is in accordance with the Corporations Act or any other applicable laws or the Constitution.

(c) Board committees

As set out below, the Board has established two standing committees, the Audit & Risk Committee and the HR, Remuneration & Nomination Committee, which will be constituted at Listing to facilitate and assist the Board in fulfilling its responsibilities. The Board may also establish other committees from time-to-time to assist in the discharge of its responsibilities.

Each committee has the responsibilities described in the charter for the relevant committee (which has been prepared having regard to the ASX Recommendations adopted by the Company).



Committee	Overview	Members
Audit & Risk Management Committee	Oversees the Company's corporate accounting and financial reporting, including auditing of the Company's financial statements and the qualifications, independence, performance and terms of engagement of the Company's external auditor. This committee will also be responsible for monitoring and advising the Board on risk management policies and procedures.	Sam El-Rahim (Chair) Andrew Stewart David Nolan
HR, Remuneration & Nomination Committee	<p>Establishes, amends, reviews and approves the compensation and equity incentive plans with respect to senior management and employees of the Company, including determining individual elements of total compensation of the members of senior management. The HR, Remuneration & Nomination Committee is also responsible for reviewing the performance of the Company's executive officers with respect to these elements of compensation.</p> <p>Recommends the Director nominees for each annual general meeting and ensures that the Audit & Risk Committee and HR, Remuneration & Nomination Committee have the benefit of qualified and experienced directors.</p>	Ralph Stagg (Chair) Sam El-Rahim Andrew Stewart

(d) Corporate governance policies

The Company has also adopted the following policies, each of which has been prepared having regard to the ASX Recommendations.

- **Code of Conduct** - this policy sets out the standards of ethical behaviour that the Company expects from its Directors, officer and employees.
- **Continuous Disclosure Policy** - once listed on the ASX, the Company will need to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act to ensure the Company discloses to the ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares. As such, this policy sets out certain procedures and measures which are designed to ensure that the Company complies with its continuous disclosure obligations.
- **Shareholder Communication Policy** - this policy sets out practices which the Company will implement to ensure effective communication with its Shareholders.
- **Risk Management Policy** - this policy is designed to assist the Company to identify, assess, monitor and manage risks affecting the Company's business.
- **Securities Trading Policy** - this policy is designed to maintain investor confidence in the integrity of the Company's internal controls and procedures and to provide on avoiding any breach of the insider trading laws.
- **Anti-bribery and Corruption Policy** - this policy sets out the responsibilities of the Group and its personnel in observing and upholding the prohibition on bribery and corruption.
- **Whistleblower Policy** - this policy sets out the Group's regime for the reporting of wrongdoing that may cause loss to the Group or damage to the Group's reputation, or may cause harm to others.
- **Performance Evaluation Policy** - this policy sets out the process for periodically evaluating the performance of the Board, committees, Directors and senior executives of the Company.
- **Diversity Policy** - this policy sets out the Company's objectives for achieving diversity amongst the Board, management and employees.

9. Key People, Interests and Benefits and Corporate Governance

continued

Copies of the Group's key corporate governance policies and the charters for the Board and each of its committees will be available from Listing at <https://www.bastionminerals.com/>.

The Company will also send you a free paper copy of any of these policies and charters if you request a copy during the Offer Period.

(e) ASX Corporate Governance Principles

The Board has evaluated the Company's current corporate governance policies and practices in light of the ASX Corporate Governance Principles. A brief summary of the approach currently adopted by the Company is set out below.

Principle 1 – Lay solid foundations for management and oversight

The Board's responsibilities are defined in the Board Charter.

The Company has also established a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the Executive Directors. The HR, Remuneration & Nomination Committee evaluates the performance of senior executives. The Company has adopted a Diversity Policy and a Performance Evaluation Policy.

Principle 2 – Structure the Board to be effective and add value

The majority of the Company's Board is comprised of independent Directors as recommended by the ASX Recommendations. The roles of Chair and Executive Directors are exercised by separate individuals and the Company's Chair is also an independent director.

The Company's HR, Remuneration & Nomination Committee is responsible for regularly reviewing the size, composition and skills of the Board to ensure that the Board is able to discharge its responsibilities effectively, and to identify and gaps in the skills or experience of the Board. The HR, Remuneration & Nomination Committee is comprised of three Directors, the majority of whom are independent directors for ASX purposes. The Remuneration & Nomination Committee is governed by a charter. As the Company is still in an early stage of development, it has not yet undertaken a formal review of the Board's performance.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

The Company has adopted a Code of Conduct, as well as a Whistleblower Policy, an Anti-bribery and Corruption Policy, a Securities Trading Policy and a Diversity Policy.

Principle 4 – Safeguard the integrity in corporate reports

The Company has established an Audit & Risk Committee to oversee the management of financial and internal risks and the Company's risk strategy and to assess the effectiveness of the Company's risk management framework. The Audit and Risk Committee is comprised of three Directors, the majority of whom are independent directors for ASX purposes. The Audit & Risk Committee is governed by a charter.

Principle 5 – Make timely and balanced disclosure

The Company is committed to providing timely and balanced disclosure to the market in accordance with the Continuous Disclosure Policy.

Principle 6 – Respect the rights of security holders

The Company has adopted a Shareholder Communication Policy for Shareholders wishing to communicate with the Board. The Company seeks to recognise numerous modes of communication, including electronic communication, to ensure that its communication with Shareholders is frequent, clear and accessible.

All Shareholders are invited to attend the Company's annual general meeting, either in person or by representative and physically or virtually. The Board regards the annual general meeting as an excellent forum in which to discuss issues relevant to the Company and accordingly encourages full participation by Shareholders. Shareholders have an opportunity to submit questions to the Board and to the Company's auditors.



Principle 7 – Recognise and manage risk

In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy, which is designed to assist the Company to identify, evaluate and mitigate risks affecting the Company. In addition, the Board has established two standing committees to provide focused support in key areas. Regular internal communication between the Company's management and Board supplements the Company's corporate governance policies and standard operating procedures which are all designed to address various forms of risks.

Principle 8 – Remunerate fairly and responsibly

The HR, Remuneration & Nomination Committee is responsible for overseeing the level and composition of remuneration of the Company's Directors and executives. The Company will provide disclosure of its Directors' and executives' remuneration in its annual report.

Further details of Group's key corporate governance policies and the charters for the Board and each of its committees will be available from Listing at <https://www.bastionminerals.com/>.

9.6 Disciplinary action/insolvencies/administrations

David Nolan was a director of Crestal Petroleum Limited (formerly Tellus Resources Limited) (**Crestal Petroleum**) from 17 February 2015 to 5 May 2016. On 1 April 2015, Cor Cordis were appointed as external administrators. On 2 December 2015 a Deed of Company Arrangement in respect of Crestal Petroleum was wholly effectuated and the external administration ceased.

Other than as set out immediately above, none of the Directors has been subject to any criminal convictions, declarations under section 1317E of the Corporations Act or personal bankruptcies, disqualifications or disciplinary actions, nor have any of them been an officer of a company that has entered into a form of external administration during the time the person was an officer or within a 12 month period afterwards.

10. Material Contracts

10.1 Lead Manager Mandate

The Company and the Lead Manager have entered into a corporate advisory and capital raising mandate dated 28 October 2020 (as amended by the amendment letter dated 8 December 2020 and a further amendment letter dated 17 December 2020) (**Lead Manager Mandate**), pursuant to which the Lead Manager was appointed to act as lead manager to the Offer.

The material terms of the Lead Manager Mandate are as follows:

Manager of Offer	The Lead Manager will act as the lead manager and corporate advisor to the Offer.
Fees and reimbursement	<p>The Lead Manager will only be entitled to the fees for the Listing if the Listing is successful. Upon the completion of the Listing and the associated capital raise, the Lead Manager will be entitled to:</p> <ul style="list-style-type: none">- a corporate success fee of \$30,000;- a management fee of 2.0% on the total funds raised;- a selling fee of 4.0% of the total funds raised (excluding any funds invested by the shareholders of the Company as at the date of the Lead Manager Mandate or their related entities);- broker options in the Company equal to 2% of the undiluted issued share capital upon Listing to be issued to Lead Manager (or its nominee) at the time of Listing, with such options to have an exercise price of \$0.25 and an expiry date of 3 years after the date of admission, and on the terms and conditions set out in Section 11.2 (Broker Options). The Broker Options will not be quoted on ASX, <p>(collectively the Listing Success Fees).</p> <p>Upon admission to the Official List and for a period of 12 months, the Lead Manager will be entitled to a \$5,000 per month retainer, which can be extended following expiry via mutual agreement (Retainer). The Retainer is not payable if the Company is not admitted to the Official List.</p> <p>In addition, the Lead Manager is entitled to reimbursement of all reasonable costs, professional fees (excluding any legal fees payable by the Lead Manager) and expenses incurred in performing its services under the Lead Manager Mandate (subject to receipt by the Company of acceptable evidence of such disbursements and expenses), provided that prior approval is obtained before incurring any expenses in excess of \$1,500.</p> <p>The above fees are all exclusive of GST.</p>
Payment Terms	<p>All fees payable to the Lead Manager must be paid by the Company within 7 days of the final settlement and completion of the Listing, subject to the receipt by the Company of a tax invoice.</p> <p>The Broker Options must be allotted to the Lead Manager at the later of:</p> <ul style="list-style-type: none">- 30 days of final settlement and completion of the Listing and associated capital raising; and- when the Company can satisfy any applicable ASX listing rule for its admission and quotation. <p>The payment of the Retainer must be made monthly in advance.</p>



Additional Capital Raising	<p>After the Listing, and subject to the Company having not terminated the Lead Manager Mandate for cause, the Company must appoint the Lead Manager as lead manager for any future capital raising undertaken by the Company for a period of 12 months from the date of admission to the Official List, unless otherwise mutually agreed by the Lead Manager and the Company. Where the Lead Manager is appointed as the lead manager of a future capital raise, the Lead Manager is entitled to the following fees:</p> <ul style="list-style-type: none">- a management fee of 2.0% of the total gross funds raised; and- a selling fee of 4.0% of the total gross funds raised. <p>The management fee will be payable on any non-underwritten rights issues undertaken by the Company during the first 12 months after the Listing.</p>
Termination of mandate and entitlement to fees on termination	<p>Either party may terminate the Lead Manager Mandate at any time, with termination to take effect upon receipt by the other party of written notice to that effect.</p> <p>The entitlement of the Lead Manager to Listing Success Fees and the Retainer will survive termination of the Lead Manager Mandate. If the Company terminates the Lead Manager's appointment prior to the Listing, for any reason other than wilful default, negligence breach of law or breach of the Lead Manager Mandate on the part of any member of the Lead Manager's Group, the Company's liability to the Lead Manager will be limited to:</p> <ul style="list-style-type: none">- any unpaid and verified disbursements; and- the Listing Success Fees and the Retainer if a Listing is completed by the Company within 12 months of the termination of the Lead Manager Mandate by the Company. Such fees will be payable at the same rate as if the termination of the Lead Manager's appointment had not occurred.
Indemnity	<p>The Company agrees to indemnify the Lead Manager and to hold the Lead Manager's Group harmless from and against:</p> <ul style="list-style-type: none">- all actions, claims, demands or proceedings which may be instituted against the Lead Manager; and- all liabilities, losses, damages, cost and expenses (including reasonable legal costs and expenses) which may be suffered or incurred by the Lead Manager or a member of the Lead Manager's group in connection with or arising out of the Lead Manager Mandate.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for agreements of this nature.

10. Material Contracts

continued

10.2 Loan Deed

The Company has entered into a loan deed dated 12 June 2020 with Malema Pty Limited ACN 077 803 760 (**Lender**), an entity controlled by Ralph Stagg (a Director), pursuant to which the parties document the terms of the loan provided by the Lender to the Company (as amended by a Deed of Amendment dated 10 November 2020) (**Loan Deed**). The Loan Deed was approved by the uninterested directors under section 210 of the Corporations Act.

The material terms of the Loan Deed are set out below:

- **(loan amount)** as at the date of the Loan Deed, the loan amount comprised \$1,845,799 (**Loan Amount**). As at the date of this Prospectus, the Loan Amount is \$948,268;
- **(security)** the Loan Amount is unsecured;
- **(interest)** interest on the Loan Amount will be calculated monthly and accrues from 1 August 2020 at a rate of 5.5% per annum. Interest of \$40,259.72 (comprising all of the accrued interest from 1 August 2020 to 30 April 2021) is due on 1 May 2021. After 1 May 2021, interest is payable in arrears by no later than the 15th day of the following month;
- **(repayment)** the Company must repay the Loan Amount to the Lender in the following manner:
 - the transfer of 5,482,613 common shares in Altiplano Metals Ltd (**APN**) to the Borrower (which has been completed);
 - the issue of 3,550,747 Shares to the Lender on or before the date which is 5 business days after the date of the Loan Deed (these Shares have been issued);
 - payment of two royalty payments to be made by APN to the Company (**APN Royalty Payments**) to the Lender within 10 business days of receipt of the APN Royalty Payment by the Company (the first payment of which has been made; the second payment is \$100,000 (in Canadian dollars), which is only payable if the relevant APN Royalty Payment is made by APN); and
 - following commencement of production of its projects in Chile, payment of 15% of all monies received from the sale of mining ore by the Company at any of its projects (up to the amount of the outstanding balance of the Loan Amount); and
- **(capital raisings)** the Loan Amount will only be repaid by the Company in the manner set out immediately above and the outstanding principal will not be repaid out of any capital raised by the Company in the 3 year period from the date of the Loan Deed.

Otherwise, the Loan Deed is on standard terms for a document of this nature.

10.3 Director Loan Agreements

Each of Ross Landles (a Director), Whiteoaks Corporate Pty Ltd (an entity controlled by David Nolan (a Director)), and A L Stewart Family Pty Ltd (an entity controlled by Andrew Stewart (a Director)) (each a **Borrower** and collectively the **Borrowers**) have entered into a limited recourse loan agreement dated 25 January 2021 with the Company (each a Director Loan Agreement and collectively the **Director Loan Agreements**). The **Director Loan Agreements** are not on arm's length terms, but were approved by the uninterested directors (being Ralph Stagg and Sam El-Rahim) under section 211 of the Corporations Act.

Pursuant to the Director Loan Agreements, on or about 17 November 2020, the Company advanced \$358,754.35 (**Director Loan Amount**) to each Borrower to fund the subscription price for 7,175,087 Shares issued to that Borrowers (which, as at the date of this Prospectus, are 3,587,544 Shares after the Company conducted a share consolidation) at an issue price of \$0.05 per share (**Director Loan Shares**).

The Director Loan Agreements are on substantially the same terms. The key terms of the Director Loan Agreements are as follows:

- **(security)** the Director Loan Amount is unsecured;
- **(interest)** interest on the Director Loan Amount is payable on the outstanding amount of the Director Loan Amount in accordance with the schedule to the Director Loan Agreements and otherwise in accordance with Division 7A of the *Income Tax Assessment Act 1936* (Cth) (**Tax Act**);



-
- **(interest rate)** interest on the Director Loan Amount accrues at the greater of:
 - the rate determined by the Company from time to time; and
 - if Division 7A of the Tax Act applies, the benchmark interest rate set out in the Tax Act;
 - **(Division 7A)** notwithstanding any other provision of the Director Loan Agreements, if the Company determines that Division 7A of the Tax Act applies:
 - the Borrower must make annual payments of interest no later than June 30 in any year in accordance with the schedule to the Director Loan Agreements and otherwise in accordance with Division 7A of the Tax Act; and
 - the Borrower must make annual payments of the amounts outstanding under the Director Loan Agreements (being the Director Loan Amount and accrued interest) **(Outstanding Moneys)** that are at least the minimum yearly repayments are required by section 109(E) (5) of the Tax Act by 30 June in any year;
 - **(limited recourse)** the Director Loan Agreements are limited recourse loans and the Company's recourse is limited to the proceeds paid or payable to the Borrower as a result of the Director Loan Shares being sold, transferred, bought back or otherwise disposed by the Borrower **(Disposal Event) (Disposal Proceeds)**;
 - **(Disposal Event)** on the occurrence of a Disposal Event, the Borrower irrevocably and unconditionally directs the Lender to apply:
 - if the Disposal Event occurs on or after the expiry of the maximum term for an unsecured loan as determined in accordance with section 109N(3) of the Tax Act calculated from the date on which the Director Loan Amount was advanced or the occurrence of an Event of Default, all Disposal Proceeds;
 - otherwise, the amount of the Disposal Proceeds equal to the amount determined by multiplying the number of Shares subject to the Disposal Event by 0.10 (being the post-share consolidation issue price for each Loan Share),in repayment of the Outstanding Moneys (up to the amount of the Outstanding Moneys and with any excess being paid by the Company to the Borrower); and
 - **(breach)** if a Borrower breaches a term of the Director Loan Agreement which is not rectified within 30 days of notice from the Company specifying the breach or an insolvency event occurs in respect of the Borrower (each an **Event of Default**) the Company may elect to notify the Borrower that it must effect a Disposal Event within 60 days of receipt by the Borrower of the notice.

The Director Loan Agreements are otherwise on standard terms for a document of this nature.

10.4 Services Agreements

Each of David Nolan and Ross Landles has entered into a services agreement with the Company, the material terms of which are summarised in Section 9.3(a).

10.5 Director Appointment Letters

Each of Ralph Stagg, Andrew Stewart and Sam El-Rahim has entered into a director appointment letter with the Company, the material terms of which are summarised in Section 9.3(b).

11. Additional Information

11.1 Rights and liabilities attaching to Shares

The rights and liabilities attaching to ownership of the Shares offered under this Prospectus (being fully paid ordinary shares in the Company) are:

- detailed in the Company's Constitution, which may be inspected during normal business hours at the registered office of the Company; and
- in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules (collectively, **Applicable Law**) and the general law.

A summary of the material provisions of the Constitution, including those relating to certain significant rights, liabilities and obligations attaching to the Shares, are set out below.

This summary is not intended to be exhaustive and is qualified by the fuller terms of the Constitution. As a prospective Shareholder of the Company, please be aware that the following summary does not constitute a definitive statement of the rights and liabilities of Shareholders.

(a) Voting at a general meeting

Each Shareholder is entitled to receive notice of and be present to vote and speak at general meetings of the Company.

At a general meeting, each Shareholder present (in person or by proxy, attorney or representative) has one vote on a show of hands. On a poll, each Shareholder present (in person or by proxy, attorney or representative) has one vote per Share. This is subject to any other rights or restrictions that may be attached to any Shares. If a Share is held jointly, only the vote of the Shareholder whose name appears first in the register of Shareholders will be counted.

The Company must give Shareholders at least 28 days' prior notice in writing of a general meeting.

Shareholders may requisition meetings in accordance with the Corporations Act.

(b) Dividends

Subject to the Corporations Act, the Constitution and the terms of issue or rights of any shares with special rights to dividends, each holder of a Share will participate in all dividends declared after their issue. The Board may declare any interim or final dividend that, in its judgment, are justified by the financial position of the Group. The Board may rescind a decision to pay a dividend if it decides, before the payment date, that the Company's financial position no longer justifies the payment. Paying a dividend does not require confirmation at a general meeting.

(c) Dividend reinvestment plan

The Board may, on terms that it decides, establish a share investment plan under which dividends, interest, or any other amount payable to Shareholders participating in the plan may be applied to subscribe for or to purchase securities in the Company.

(d) Dividend selection plan

The Board may also, on terms that it decides, establish a dividend selection plan under which participants may elect to receive a dividend from the Company paid wholly or partly out of a particular source, or to forego a dividend from the Company in place of another form of distribution.

(e) Rights on winding up

If the Company is wound up, subject to any special terms and conditions attached to any shares, any surplus must be divided among the Shareholders in the proportion that the amount paid up on the Shares bears to the total amount paid up on all Shares on issue. The liquidator may, with the sanction of a Special Resolution of Shareholders, divide among the Shareholders in kind all or any part of the Company's property; and for that purpose, determine how it will carry out the division as between the Shareholders.



(f) Transferring Shares

Subject to the Constitution and any restrictions attached to a Share, the Shares are generally freely transferrable subject to meeting certain formal requirements. The Company must refuse to register a transfer of Shares only in certain specified circumstances, such as when it is required to do so by the Applicable Law or by a law concerning stamp duty, or where the transfer would be contrary to the terms of an ASX-imposed restriction agreement or escrow agreement.

(g) Future changes in capital

Subject to Applicable Law, the Constitution and any rights and restrictions attached to a class of shares, the Company may, by resolution of the Board, issue shares or grant options to acquire shares, at any time, for any consideration and with such special rights, restrictions or restrictions, as the Board thinks fit. The Constitution permits the issue of preference shares, if the rights of the holders of the preference shares are as set out in the Constitution or are approved in accordance with the Applicable Law.

Subject to the ASX Listing Rules, the issue of shares, options or other securities is not required to be ratified by Shareholders in general meeting.

The Company may consolidate and divide its share capital or reduce its share capital and buy back its Shares, in any manner provided by Applicable Law.

(h) Variation of class rights

At present, the only class of shares on issue in the capital of the Company is fully paid ordinary shares. Subject to the Corporations Act and the terms of issue of shares in a particular class, the Company may vary or cancel the rights attached to shares in that class:

- by Special Resolution of passed at a meeting of the holders of shares of that class; or
- with the written consent of the holders of at least 75% of the votes that may be cast in respect of shares in that class.

In either case, in accordance with the Corporations Act, the holders of not less than 10% of the votes in the class of shares, the rights of which have been varied or cancelled, may apply to a court of competent jurisdiction to exercise its discretion to set aside such a variation or cancellation.

(i) Sale of non-marketable parcels

Subject to the Applicable Law, the Company may sell the Shares of a Shareholder if the total number of Shares held by that Shareholder is less than a marketable parcel at the date specified in a written notice given by the Company to that Shareholder.

(j) Proportional takeover

The Constitution contains provisions that require Shareholder approval to be obtained in relation to any proportional takeover bid made for the Company's Shares. These provisions will cease to apply on the day which is three years after their adoption, unless renewed in accordance with the Corporations Act.

(k) Appointment and removal of directors

The number of directors (not including alternate directors) of the Company is to be no less than three and not more than ten.

The Company may, from time to time, by Ordinary Resolution remove a director from office or appoint any additional directors. The Company must accept nominations from Shareholders for the election of directors up to 35 business days before the general meeting at which the candidates are to be elected (or, in the case of a meeting that Shareholders have requested the Board call in accordance with the Corporations Act, 30 business days).

The Board may also appoint a director, either to fill a casual vacancy or as an addition to the existing directors. A director so appointed (excluding the managing director) will hold office only until the end of the next general meeting, and will be eligible for re-election by Shareholders at that meeting.

11. Additional Information

continued

Retirement will occur on a rotational basis so that a director (excluding the managing director) must retire from office by no later than either the third annual general meeting of the Company following, or three years after, that Director's last election or appointment, whichever is the later. If no director would otherwise be required to retire in the foregoing circumstances but the ASX Listing Rules require that an election of directors be held at an annual general meeting, the director to retire is the director who has held office for the longest period of time since his or her last election or if two or more directors have held office for the same period of time, the director determined by lot, unless those directors agree otherwise.

(I) Variation of the Constitution

The Constitution can only be amended by Special Resolution of Shareholders passed at a general meeting.

11.2 Broker Options

The Broker Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the capital of the Company on the following terms and conditions:

- a. Subject to clause (k), each Broker Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
- b. The Broker Options will expire at 5.00pm (Sydney time) on the date which is three years after the Admission Date (**Expiry Date**). Any Broker Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- c. The amount payable upon exercise of each Broker Option will be \$0.25 (**Exercise Price**).
- d. The Broker Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- e. An Optionholder may exercise their Broker Options by lodging with the Company, before the Expiry Date:
 - i. a written notice of exercise of Broker Options specifying the number of Broker Options being exercised; and
 - ii. a cheque or electronic funds transfer for the Exercise Price for the number of Broker Options being exercised, (**Exercise Notice**).
- f. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- g. Within 2 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Exercise Notice.
- h. The Broker Options are transferable.
- i. All Shares allotted upon the exercise of the Broker Options will upon allotment rank *pari passu* in all respects with other Shares.
- j. The Company will not apply for quotation of the Broker Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Broker Options on ASX within 2 Business Days after the date of allotment of those Shares.
- k. If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- l. There are no participating rights or entitlements inherent to the Broker Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Broker Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Broker Options prior to the date for determining entitlements to participate in any such issue.
- m. Subject to clause (k), a Broker Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Broker Option can be exercised.



In this Section 11.2, the following definitions apply, unless the context otherwise requires:

Admission Date means the date on which the Company is admitted to the Official List.

Broker Option means an option in the capital of the Company on the terms and conditions set out in this Section 11.2.

Business Day means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

11.3 Director Options

The Director Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the Company on the following terms and conditions:

- a. Subject to clauses (b) and (l), each Director Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
- b. The Director Options held by the Optionholder do not vest and are not capable of being exercised until 19 January 2023.
- c. The Director Options will expire at 5.00pm (Sydney time) on 19 January 2024 (**Expiry Date**). Any Director Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d. The amount payable upon exercise of each Director Option will be \$0.25 (**Exercise Price**).
- e. The Director Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- f. An Optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
 - i. a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
 - ii. a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised, (**Exercise Notice**).
- g. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- h. Within 2 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
- i. Unless the Board agrees otherwise in writing, the Director Options are not transferable.
- j. All Shares allotted upon the exercise of the Director Options will upon allotment rank *pari passu* in all respects with other Shares.
- k. If the Company is listed on ASX, the Company will not apply for quotation of the Director Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Director Options on ASX within 2 Business Days after the date of allotment of those Shares.
- l. If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- m. There are no participating rights or entitlements inherent to the Director Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- n. Subject to clause (l), a Director Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Director Option can be exercised.
- o. Subject to the requirements of the *Income Tax Assessment Act 1997* (Cth) (**Tax Act**), Subdivision 83A-C of the Tax Act applies to the Director Options and the Plan.

11. Additional Information

continued

In this Section 11.3, the following definitions apply, unless the context otherwise requires:

Business Day means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

Director Option means an option in the capital of the Company on the terms and conditions set out in this Section 11.3.

Plan means the employee share option plan in relation to the issue of these Director Options.

11.4 Ownership restrictions

The sale and purchase of Shares in Australia is regulated by a number of laws that restrict the level of ownership or control by any one person (either alone or in contribution with others), including the takeover provisions in the Corporations Act. This Section 11.4 contains a general description of the takeover provisions in the Corporations Act.

The takeover provisions in Chapter 6 of the Corporations Act restrict acquisitions of shares in listed companies, and unlisted companies with more than 50 members, if the acquisition would result in an increase in the acquirer's, or any other person's, Voting Power in the Company:

- from a level that is below 20% of the Company's total share capital immediately before the acquisition, to a level that is greater than 20% (**20% Rule**); or
- if the relevant person's Voting Power in the Company already exceeds 20% immediately before the acquisition, by any more than a further three percentage points above their interest as at six months prior to completion of the acquisition,

unless the relevant person makes an off-market takeover bid for all of the shares in the company or is able to rely on another statutory exemption to the 20% Rule.

The Corporations Act also imposes notification requirements on persons having Voting Power in 5% or more of a publicly listed company, whether through a direct shareholding or indirectly through an Associate.

11.5 Taxation considerations

This Section 11.5 contains a general summary of the Australian tax treatment for Shareholders who acquire New Shares in the Company to hold on capital account. This summary does not apply to Shareholders who hold their Shares on revenue account, such as taxpayers that carry on a share trading business.

The following tax comments are a general in nature only and are not intended to be a complete analysis of how applicable tax laws may apply to a particular taxpayer's circumstances. The Directors strongly urge you, as a prospective Shareholder, to seek your own independent and personal taxation advice to ensure that your specific tax circumstances are appropriately considered before deciding whether or not to invest in the Company and apply for New Shares.

(a) Taxation of dividends

Dividends paid by the Company will be capable of being franked to the extent that the Company has paid sufficient Australian tax to attach franking credits to the dividends.

Shareholders who are Australian residents

Broadly, for Shareholders that are individuals, complying superannuation funds or corporate entities and Australian tax residents, any dividend amount received, together with any attached franking credit, should be included as assessable income in the income year the dividend is paid. Subject to the holding period rule (discussed below), these Shareholders are generally entitled to offset the franking credit attached to the dividend received, against the tax payable on their taxable income. Where this tax offset exceeds the Shareholder's own income tax liability, individual and complying superannuation fund Shareholders should generally be entitled to a refund of the excess franking credit. For corporate Shareholders, excess franking credits cannot generate a tax refund but may be able to be converted into carry-forward income tax losses.

Resident corporate Shareholders are also generally entitled to credit their franking account to the extent of the franking credit on the dividend received.



Where the Shareholder is an Australian tax resident trust or partnership, the dividend and franking credit should be included when determining the net income of the trust or partnership. A beneficiary or partner may be entitled to a tax offset equal to the beneficiary's or partner's share of the franking credit attached to the net income distributed by the trust or partnership.

Holding period rule

To qualify for franking benefits, such as the franking credits on the dividend received, the resident Shareholder must broadly have held the relevant Shares "at risk" for more than 45 days, referred to as the 'holding period rule.' This rule is subject to certain exceptions depending on the Shareholder's entity type.

Shareholders who are not Australian residents

The unfranked portion of dividends paid to non-resident Shareholders will generally be subject to Australian dividend withholding tax at a rate of 30% of the total amount of the dividend. The rate of withholding tax may be reduced where a taxpayer is a resident of a country that has a double taxation agreement with Australia.

(b) Capital Gains Tax (CGT) on disposal of Shares

Shareholders who are Australian residents

For Australian tax resident Shareholders, the disposal of Shares in the Company will be a CGT event. A Shareholder will make a capital gain where the proceeds it receives upon the sale of the Shares is greater than the cost base of the Shares, or a capital loss where the capital proceeds are less than the cost base of the Shares. The capital proceeds received on the sale of Shares should broadly be equal to the money received in respect of the disposal. The Share's cost base is generally the amount paid to acquire the Share plus any transaction/incidental costs. The net capital gain is included in the assessable income of the Shareholder.

Where the Shareholder is an individual, trust or complying superannuation fund, a CGT discount may be available to reduce the assessable capital gain arising on disposal of the Share. This discount is only available if the Shares are owned by the Shareholder for at least 12 months prior to disposal. The CGT discount applicable for individuals is 50% and 33 1/3% for complying superannuation funds. Any current year or carry-forward capital losses should be offset against the capital gain first, before the CGT discount is applied. The CGT discount is not available to Shareholders that are companies.

Where the Shareholder is a trust that has held the relevant Shares for more than 12 months before disposal, the CGT discount may flow through to the beneficiaries of the trust, provided those beneficiaries are not companies. Shareholders in these circumstances should seek independent advice regarding the tax consequences of distributions to beneficiaries who may qualify for discount capital gains.

To the extent that a capital loss arises on the disposal of Shares, Shareholders may offset such capital loss against any capital gains they derive in the same income year or in future income years. Shareholders cannot offset their net capital losses against their ordinary income. In addition, rules relating to the recoupment of carried-forward losses must first be satisfied if the Shareholder is a company or a trust.

Shareholders who are not Australian residents

As the Company does not have significant interests in taxable Australian real property, non-resident Shareholders may be exempt from CGT on the disposal of their Shares. Non-resident trusts, other than fixed trusts, are not entitled to this exemption.

(c) Goods & Service Tax (GST)

The acquisition, redemption or disposal of Shares should not be subject to GST.

Where an Australian resident is registered for Australian GST, it should not generally be entitled to claim full input tax credits in respect of the GST incurred on their expenses relating to the acquisition or disposal of the Shares (for example, lawyers' and accountants' fees).

(d) Stamp duty

No Australian stamp duty should be payable by a Shareholder as a consequence of acquiring any New Shares pursuant to the Offer.

11. Additional Information

continued

(e) TFN or ABN withholding

Tax File Number (TFN) or Australian Business Number (ABN) withholding may be deducted from dividends paid by the Company at a rate of 49% of the total amount of the dividend, if a TFN or ABN is not quoted by the relevant Shareholder.

11.6 Legal proceedings

So far as the Directors are aware, there are no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company or any other Group Member is directly or indirectly concerned which is likely to have a material adverse impact on the Business or financial position of the Company, any other Group Member or the Group as a whole.

11.7 No modifications of the Corporations Act or waivers from ASX Listing Rules

Other than legislative instruments (formerly known as class orders) issued by ASIC which are of general application to the class of persons to which the instrument applies, the Company is not relying on any modifications or waivers of, or exemptions from, the Corporations Act or the ASX Listing Rules in connection with the issue of this Prospectus or the making of the Offer under this Prospectus.

11.8 Interests of advisers

For the purpose of preparing this Prospectus and conducting the Offer, the Company engaged the following professional advisers:

- Taylor Collison Limited as the Lead Manager in connection with the Offer. The Company has agreed to pay the fees set out in Section 10.1 for these services;
- Ernst & Young has acted as auditor of the Company. During the 24 months preceding lodgement of this Prospectus with ASIC, Ernst & Young has received \$45,000 (excluding disbursements and GST) for these services performed in connection with the Company's statutory reporting requirements;
- Ernst & Young as Investigating Accountant, for the purpose of preparing the Independent Limited Assurance Report in Section 6. The Company has paid, or has agreed to pay approximately \$74,700 (excluding disbursements and GST) for these services for the period up to the date of this Prospectus;
- Titan Partners as accounting and tax adviser, for the purpose of reviewing and advising the Company on the accuracy of the overview in Section 11.5 of the tax treatment for Australian resident investors that acquire New Shares in the Company on capital account. The Company has paid, or agreed to pay, approximately \$15,000 (excluding disbursements and GST) for these services for the period up to the date of this Prospectus;
- SRK Consulting (Australasia) Pty Ltd for the purpose of performing work in relation to the Independent Geologist's Report in Section 3. The Company has paid, or has agreed to pay approximately \$30,000 (excluding disbursements and GST) for these services for the period up to the date of this Prospectus;
- Addisons as Australian legal adviser, for the purpose of advising the Company in relation to legal issues arising in connection with the Offer under Australian law and the preparation of this Prospectus. The Company has paid, or agreed to pay, approximately \$80,000 (excluding disbursements and GST) for these services for the period up to the date of this Prospectus. Further amounts may be paid to Addisons in accordance with its normal time-based rates;
- Ossa & Alessandri as Chilean legal adviser, for the purpose of performing work in relation to the Solicitor's Report on Title in Section 4. The Company has paid, or agreed to pay, approximately \$10,000 (excluding disbursements and GST) for these services for the period up to the date of this Prospectus. Further amounts may be paid to Ossa & Alessandri in accordance with its normal time-based rates; and
- Boardroom as share registry to the Company in connection with the Offer. The Company has agreed to pay \$4,500 (excluding disbursements and GST) for these services.

The Company will pay these amounts, and other expenses of the Offer, out of the funds raised under the Offer or cash otherwise available to the Company. Further information on the use of the proceeds, and the payment of the expenses, of the Offer are set out in Sections 8.4 and 11.11.



11.9 No other interests and benefits

Sections 9 and 10 set out the nature and extent of the interests and fees received by certain persons involved in the Offer.

Other than as set out in Sections 9 and 10:

- no Director;
- no person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, nor any firm in which such person is a partner or employee; and
- no promoter of the Company,

holds at the date of this Prospectus, nor has held in the two years preceding that date, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- the Offer,

and no amount (whether in cash, shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given to any such person for services in connection with the formation or promotion of the Company or the Offer, or to any Director to induce them to become, or qualify as, a director of the Company.

11.10 Consents and liability statements

The Corporations Act requires the Company to obtain the consent of any person who has made a statement that is included in this Prospectus or whose statement forms the basis of certain content in this Prospectus. For this and all other purposes:

- Taylor Collison Limited has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to be named in this Prospectus as lead manager in relation to the Offer in the form and context in which it has been named;
- Ernst & Young has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to be named in this Prospectus as auditor of the Company in the form and context in which it has been named;
- Ernst & Young has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to be named in this Prospectus as Investigating Accountant in relation to the Offer in the form and context in which it has been named and the inclusion of the Independent Limited Assurance Report in Section 6 in the form in which it appears in this Prospectus;
- Titan Partners has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to be named in this Prospectus as accounting and tax adviser of the Company in the form and context in which it has been named;
- SRK Consulting (Australasia) Pty Ltd has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to the inclusion of Independent Geologist's Report in Section 3 in the form in which it appears in this Prospectus;
- Addisons has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to be named in this Prospectus as Australian legal adviser to the Company in relation to the Offer in the form and context in which it has been named;
- Ossa & Alessandri has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to be named in this Prospectus as Chilean legal adviser to the Company in relation to the Offer in the form and context in which it has been named and the inclusion of the Solicitor's Report on Title in Section 4 in the form in which it appears in this Prospectus; and
- Boardroom Pty Limited has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to be named in this Prospectus as the share registry to the Company.

Each person referred to in this Section 11.10 above has not authorised or caused the issue of this Prospectus and, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and any statement or report included in this Prospectus with its consent as specified above.

11. Additional Information

continued

References are made in this Prospectus to entities that have certain dealings with the Company and other Group Members, including counterparties to contractual arrangements referred to in this Prospectus. Please note that these parties have been referred to for information purposes only, and have neither authorised or caused the issue of this Prospectus nor had no involvement in the preparation of any part of this Prospectus.

11.11 Expenses of the Offer

The total expenses of the Offer payable by the Company in cash are estimated as approximately between \$646,500 (if the Minimum Subscription is achieved) and \$706,500 (if the Maximum Subscription is achieved) as at the date of this Prospectus, and will be paid out of the funds raised under the Offer or cash otherwise available to the Company (see Section 8.4). These expenses include financial, legal, accounting and taxation advisory fees, broker fees, ASX listing fees, shareholder communication and Prospectus printing and other costs. Further particulars of these expenses are set out below:

Expense	Minimum Subscription (\$5,000,000)	Maximum Subscription (\$6,000,000)
ASIC fees	\$3,206	\$3,206
ASX fees	\$82,087	\$83,184
Lead Manager's fees	\$330,000	\$390,000
Investigating Accountant's fees	\$74,700	\$74,700
Accounting and tax fees	\$15,000	\$15,000
Fees for Independent Geologist's Report	\$30,000	\$30,000
Legal fees	\$80,000	\$80,000
Fees for Solicitor's Report on Title	\$10,000	\$10,000
Promotion, printing, distribution and registry expenses	\$4,500	\$4,500
Miscellaneous	\$15,000	\$15,000
Total	\$644,493	\$705,590

GST does not apply to ASIC fees. All other amounts exclude GST (if applicable).

11.12 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications are governed by the laws applicable in New South Wales and each Applicant submits to the exclusive jurisdiction of the courts of New South Wales.

12. Directors' Authorisation



This Prospectus is dated 3 February 2021 and is issued by Bastion Minerals Limited. Its issue has been authorised by unanimous resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and, at the date of this Prospectus, has not withdrawn his consent.

A handwritten signature in black ink, appearing to read 'R Stagg'.

Ralph Stagg

Chair

on behalf of the Board of Directors of Bastion Minerals Limited

13. Glossary

For the purposes of this Prospectus, the following terms have the meanings specified below:

AAS	Australian Accounting Standards and other authoritative pronouncements issued by the AASB
AASB	Australian Accounting Standards Board, being an Australian government agency under the <i>Australian Securities and Investments Commission Act 2001</i> (Cth)
AEST	Australian Eastern Standard Time and includes, when applicable during the course of a year, Australian Eastern Standard Daylight Saving Time
Applicant	A person who submits an Application Form (paper or electronic) to subscribe for New Shares under the Offer
Application	An application made by an Applicant to subscribe for New Shares in accordance with the terms of the Offer as set out in this Prospectus
Application Form	The application form attached to or accompanying this Prospectus, or the Online Application Form, pursuant to which an application for New Shares may be made under the Offer
Application Money	Money received from an Applicant in respect of its application for New Shares under the Offer
ASIC	Australian Securities and Investments Commission
Associate	Has the meaning given in section 12 of the Corporations Act as if this Prospectus is a provision to which that section applies
ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the financial market it operates
ASX Listing Rules	The official listing rules of ASX
ASX Recommendations	The ASX Corporate Governance Principles and Recommendations (the Fourth Edition) published the ASX Corporate Governance Council as at the date of this Prospectus
ASX Settlement	ASX Settlement Pty Limited (ACN 008 504 532)
ASX Settlement Operating Rules	The operating rules of the settlement facility provided by ASX Settlement
ATO	Australian Taxation Office
AUD, A\$ or \$	Australian dollars
Board or Board of Directors	The board of directors of the Company as constituted from time to time
Broker Options	Has the meaning given on page 13
Business	The business of the Group as at the date of this Prospectus, being the exploration for, and subsequent development and mining of, gold, silver and copper deposits in Chile, as described in further detail in Section 2
CGT	Capital gains tax
Chair	The chairperson of the Board as at the date of this Prospectus, Ralph Stagg
CHESS	Clearing House Electronic Sub-register System, an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form
Company or Bastion	Bastion Minerals Limited (ACN 147 948 883)
Closing Date	The last day on which investors are invited to subscribe for New Shares under the Offer, in accordance with its terms, being 5 March 2021, unless varied by the Company at the discretion of the Board
Completion or Completion of the Offer	Subject to satisfaction of the Minimum Subscription, the completion of the Offer, upon which New Shares validly subscribed under the Offer will be issued to successful Applicants in accordance with its terms as set out in this Prospectus



Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company as at the date of this Prospectus, being each of Ralph Stagg, David Nolan, Ross Landles, Andrew Stewart and Sam El-Rahim, whose profiles are set out in Section 9.1
Director Options	Has the meaning given on page 13
Equity Security	Has the meaning given to that term in ASX Listing Rule 19.12
Executive Directors	Has the meaning given in Section 9.3(a)
Exposure Period	The period specified in section 727(3) of the Corporations Act, being the period commencing on the date of this Prospectus and ending on the seventh day after that date, during which the Company is prohibited from accepting an Application or issuing New Shares pursuant to an Application. ASIC may extend this period to no more than 14 days after the date of this Prospectus
FY	Financial year ended 31 December of any year (e.g. FY19 means the financial year ended 31 December 2019)
Group	The Company and each other entity required by the AAS to be included in its consolidated financial statements, including Sociedad Contractual Minera Constelación
Group Member	Any member of the Group
GST	Goods and services tax or similar tax imposed in Australia
HIN	Holder Identification Number
Historical Financial Information	Has the meaning given in Section 5.1
HY	Half year ended 30 June of any year (e.g. HY20 means the half year ended 30 June 2020)
IFRS	International Financial Reporting Standards
Independent Geologist's Report	The Independent Geologist's Report set out in Section 3
Independent Limited Assurance Report	The Independent Limited Assurance Report issued by Ernst & Young in relation to the Group, dated 3 February 2021, and set out in Section 6
ITAA 1997	<i>Income Tax Assessment Act 1997</i> (Cth)
Lead Manager	Taylor Collison Limited (ABN 53 008 172 450) (AFSL number 247083)
Listing	The admission of the Company to the Official List of ASX and quotation of the Shares (including New Shares) on ASX
Material Contracts	Those agreements of the Group listed and summarised in Section 10
Maximum Subscription	The price at which New Shares are proposed to be issued under the Offer, being \$0.20 per New Share As the context requires: a) the aggregate maximum number of New Shares that may be validly subscribed for under the Offer, being 30,000,000 New Shares; or b) the aggregate maximum gross proceeds sought to be raised under the Offer, being \$6,000,000
Minimum Subscription	As the context requires: a) the aggregate minimum number of New Shares required to be validly subscribed for under the Offer in order for Completion to occur, being 25,000,000 New Shares; or b) the aggregate minimum gross proceeds sought to be raised under the Offer in order for Completion to occur, being \$5,000,000
New Share	A new Share to be issued by the Company under the Offer

13. Glossary

continued

Offer	The invitation by the Company to the public to apply for the issue of up to 30,000,000 New Shares at the Offer Price, to raise a minimum of \$5,000,000 and a maximum of \$6,000,000, as more fully described in Section 8
Offer Information Line	The offer information line operated by the Share Registry in relation to the Offer, being 1300 737 760 (within Australia) or + 61 2 9290 9600 (outside Australia), open 9.00am to 5.00pm (AEST), Monday to Friday during the Offer Period
Offer Period	The period during which the Offer is open for acceptance, being the period from the Opening Date to the Closing Date (both inclusive)
Offer Price	The price at which New Shares are proposed to be issued under the Offer, being \$0.20 per New Share
Official List	The official list of entities that ASX has admitted and not removed
Online Application Form	The electronic version of the Application Form provided by the online application facility referred to in Section 8.8, which may be accessed from http://bastionmineralslimitedoffer.com.au/ .
Opening Date	The first day on which eligible Applicants are invited to subscribe for New Shares under the Offer, in accordance with its terms, being 18 February 2021, unless varied by the Company at the discretion of the Board
Option	An option to acquire one Share
Optionholder	A person registered in the register of option holders of the Company, in accordance with section 170 of the Corporations Act, as a holder of one or more Options
Ordinary Resolution	A resolution passed by a simple majority of the votes cast by Shareholders or the holders of shares of a particular class (as applicable) that are present (in person or by proxy, attorney or representative) and entitled to vote on that resolution
Pro Forma Adjustments	The pro forma adjustments made to the Historical Financial Information, as detailed in Section 5.4(a)
Pro Forma Historical Financial Information	Has the meaning given in Section 5.1
Projects	Has the meaning given in Section 2.1
Prospectus	This Prospectus, both in print and electronic form, and any supplementary or replacement prospectus lodged with ASIC in relation to this Prospectus
Relevant Interest	Has the meaning given in sections 608 and 609 of the Corporations Act
Section	A section of this Prospectus
Share	A fully paid ordinary share in the Company
Share Registry	Boardroom Pty Limited (ACN 003 209 836)
Shareholder	A person registered in the register of members of the Company, in accordance with section 169 of the Corporations Act, as a holder of one or more Shares
Shareholding	A holding of one or more Shares
Special Resolution	A resolution passed by at least 75% (by number) of the votes cast by Shareholders or the holders of shares of a particular class (as applicable) that are present (in person or by proxy, attorney or representative) and entitled to vote on that resolution
SRN	Security Reference Number
Subsidiary	Has the meaning given in section 46 of the Corporations Act
TFN	Tax file number
U.S. or United States	United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Voting Power	Has the meaning given in section 610 of the Corporations Act



Directors

Ralph Stagg (Non-Executive Chair)
David Nolan (Executive Director)
Alan Ross Landles (Executive Director)
Andrew Stewart (Non-Executive Director)
Sam El-Rahim (Non-Executive Director)

Company Secretary

David Nolan

Registered office

Bastion Minerals Limited

221/111 Harrington Street
Sydney NSW 2000
Australia

Website

www.bastionminerals.com

Offer Information Line

1300 737 760 (within Australia)
+61 2 9290 9600 (outside Australia)
Between 9.00am and 5.00pm (AEST),
Monday to Friday during the Offer Period

Lead Manager

Taylor Collison

Level 16, 211 Victoria Square
Adelaide SA 5000
Australia

Australian legal adviser

Addisons

Level 12, 60 Carrington Street
Sydney NSW 2000
Australia

Chilean legal adviser

Ossa & Alessandri

Roger de Flor 2736, Piso 5
Las Condes, Santiago
Chile

Auditor*

Ernst & Young

200 George Street
Sydney NSW 2000
Australia

Investigating Accountant*

Ernst & Young

200 George Street
Sydney NSW 2000
Australia

Accounting and tax adviser

Titan Partners

Level 3, 7 Macquarie Place
Sydney NSW 2000
Australia

Independent Geologist

SRK Consulting (Australasia) Pty Ltd

Level 3, 18-32 Parliament Place
West Perth WA 6005
Australia

Share Registry*

Boardroom Pty Limited

Level 12, 225 George St
Sydney NSW 2000
Australia

* These entities have been included for information purposes only.
They have not been involved in the preparation of this Prospectus.



Bastion Minerals Limited

221/111 Harrington Street
Sydney NSW 2000
Australia

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