

# Critical Minerals Group Limited

ACN 652 994 726

## REFRESH SUPPLEMENTARY PROSPECTUS

### 1. IMPORTANT INFORMATION

This is a supplementary prospectus dated 5 August 2022 (**Refresh Supplementary Prospectus**) which supplements the original prospectus dated 25 May 2022 (**Prospectus**) and supplementary prospectus dated 23 June 2022 (**Supplementary Prospectus**) both issued by Critical Minerals Group Limited ACN 652 994 726 (**CMG**).

A copy of this Refresh Supplementary Prospectus was lodged with ASIC and ASX on 5 August 2022. Neither ASIC nor ASX takes any responsibility for the contents of this Refresh Supplementary Prospectus.

This Refresh Supplementary Prospectus must be read in conjunction with the Prospectus and Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus and Supplementary Prospectus remain unchanged. If there is any inconsistency between this Refresh Supplementary Prospectus, the Prospectus and the Supplementary Prospectus, the provisions of this Refresh Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Refresh Supplementary Prospectus.

This Refresh Supplementary Prospectus will be issued with the Prospectus and Supplementary Prospectus as an electronic prospectus and may be accessed via CMG's website [www.criticalmineralsgroup.com.au](http://www.criticalmineralsgroup.com.au). A printed copy of this Refresh Supplementary Prospectus is available and will be supplied together with a printed Prospectus and Supplementary Prospectus at the registered address of CMG. CMG will send a copy of this Refresh Supplementary Prospectus to all Applicants who have subscribed for Shares in the Offer up to the date of the Refresh Supplementary Prospectus.

This Refresh Supplementary Prospectus is intended to be a "refresh document" as defined in section 724(3H) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as inserted by the *ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (Instrument)*, and has been lodged with ASIC in accordance with section 724(3G) of the *Corporations Act* as inserted by the Instrument.

This Refresh Supplementary Prospectus, the Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Refresh Supplementary Prospectus, the Supplementary Prospectus and the Prospectus, you should consult your professional adviser.

### 2. PURPOSE OF THIS REFRESH SUPPLEMENTARY PROSPECTUS

This Refresh Supplementary Prospectus has been issued for the purposes of:

- (a) extending the Closing Date of the Offer to Monday, 12 September 2022;
- (b) advising that, as at the date of this Refresh Supplementary Prospectus, CMG's Shares have not been admitted to quotation on the ASX;
- (c) advising that, as at the date of this Refresh Supplementary Prospectus, CMG has not issued any Shares pursuant to the Prospectus or the Supplementary Prospectus;



- (d) refreshing the period to raise the minimum subscription under the Offer from four (4) months from the date of the Prospectus to four (4) months from the date of this Refresh Supplementary Prospectus in accordance with section 724(3G)(c) of the Corporations Act; and
- (e) refreshing the period for admission to quotation of Shares offered under the Prospectus and the Supplementary Prospectus from three (3) months from the date of the Prospectus to three (3) months from the date of this Refresh Supplementary Prospectus in accordance with section 724(3G)(d) of the Corporations Act.

In accordance with section 723(3) of the Corporations Act, if a person offers securities under a disclosure document such as a prospectus, and the disclosure document states or implies that the securities will be quoted on a financial market such as the ASX, and the securities are not then admitted to quotation within three (3) months after the date of the disclosure document, the issue of securities is void and the Application Monies have to be returned to the Applicants.

Further, in accordance with sections 723(2) and 724 of the Corporations Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states a minimum subscription amount must be raised before any securities will be issued, then the minimum subscription must be received within four (4) months after the date of the disclosure document, otherwise Applicants must be given a supplementary disclosure document and the opportunity to withdraw their Application (in certain circumstances) or all Application Monies must be returned.

By the issue of the Instrument, ASIC has varied the Corporations Act to allow companies to refresh the timing of minimum subscription and quotation conditions, to commence from the date of a refresh document (i.e. this Refresh Supplementary Prospectus), such that the respective three and four month periods are taken to commence from the date that the refresh document is lodged with ASIC. The Instrument imposes a number of requirements as to the content of the refresh document and on the company issuing the refresh document. This Refresh Supplementary Prospectus addresses those requirements.

### 3. SPECIFIC DISCLOSURES REQUIRED BY THE INSTRUMENT

#### 3.1 Withdrawal rights

Any Applicant who, prior to the date of this Refresh Supplementary Prospectus, has lodged an Application for Shares will receive a copy of this Refresh Supplementary Prospectus.

All Applicants who have previously submitted an Application Form have one (1) month to withdraw their Application and be repaid all Application Monies.

Any repayment of Application Monies made by CMG pursuant to an Applicant exercising their right to withdraw their Application will be made in full without interest.

An Applicant who wishes to withdraw their Application and obtain a refund of Application Monies must submit a written request to CMG at the address set out below so that it is received within one (1) month of the date of this Refresh Supplementary Prospectus (i.e. by close of business on 5 September 2022) (**Withdrawal Period**):

#### For delivery by hand or post:

By Post	Hand Delivery
Critical Minerals Group Limited c/- Automic Pty Ltd GPO Box 5193 Sydney NSW 2001	Critical Minerals Group Limited c/- Automic Pty Ltd Level 5, 126 Phillip Street, Sydney NSW 2000



The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Applicant.

The Offer will remain open at least until 6 September 2022, being after the end of the Withdrawal Period.

### 3.2 Applications received

As at the date of this Refresh Supplementary Prospectus, CMG has received Applications for a total of 947,500 Shares, totalling \$189,500.

The Co-Lead Managers have received firm commitments to subscribe for a total of 3,525,000 Shares, totalling \$705,000 and further indicative commitments to subscribe for 22,150,000 Shares, totalling \$4,430,000.

No Applications have been processed and no Shares have been issued.

### 3.3 Minimum Subscription condition

As at the date of this Refresh Supplementary Prospectus, the Minimum Subscription of \$5,000,000 specified in the Prospectus has not been achieved (given that Applications may be withdrawn under this Refresh Supplementary Prospectus).

The Minimum Subscription remains unchanged as at the date of this Refresh Supplementary Prospectus. No securities under the Offer will be issued unless the Minimum Subscription is achieved.

Upon lodgement of this Refresh Supplementary Prospectus, and subject only to the lodgement of any future refresh document, the Minimum Subscription condition must be satisfied by 5 December 2022, being four (4) months after the date of this Refresh Supplementary Prospectus.

### 3.4 Quotation condition

CMG applied to ASX within seven (7) days of the date of the Prospectus for ASX to grant official quotation of the Shares offered by the Prospectus. As at the date of this Refresh Supplementary Prospectus, the Shares have not been admitted to quotation by ASX.

As at the date of this Refresh Supplementary Prospectus, quotation of CMG's securities remains subject to successful completion of the Offer and satisfaction of all other outstanding conditions to the Offer, as specified in the Supplementary Prospectus and Prospectus. This remains unchanged.

ASX has stated that the Shares offered pursuant to the Prospectus and Supplementary Prospectus will be admitted to quotation subject to certain requirements set out in a listing decision letter dated 5 July 2022 (**Admission Requirements**) being satisfied. The Admission Requirements that have not yet been satisfied are:

- (a) the Offer being closed and confirmation of the:
  - (i) the issue of 25,000,000 Shares at an issue price of \$0.20 per Share under the Offer;
  - (ii) the issue of 2,125,000 Shares following the conversion of \$155,000 Convertible Notes on issue; and
  - (iii) the issue of 6,250,000 Broker Options exercisable at \$0.25 each with an expiry date 2 years from CMG's admission to the Official List;
- (b) confirmation of CMG's receipt of cleared funds for the complete amount of the issue price of every Share issued to every Applicant under the Prospectus;
- (c) ASX being satisfied that CMG has an appropriate spread of Shareholders;



- (d) CMG demonstrating free float at the time of admission of at least 20%;
- (e) provision of copies of restriction agreements entered into by CMG, together with undertakings provided by a bank, recognised trustee or the provider of registry services in relation to the restricted securities of CMG;
- (f) confirmation by CMG that restriction notices have been issued together with a sample of the restriction notice despatched and a list identifying each relevant holder (name and address), the number of restricted securities and the escrow period to which each of the restricted securities are subject to;
- (g) provision of a statement from CMG that there are no legal, regulatory, statutory or contractual impediments to CMG entering the EPM 27872 and undertaking exploration activities such that CMG will be able to spend its cash in accordance with its commitments disclosed in the Prospectus for the purpose of ASX Listing Rule 1.3.2(b);
- (h) despatch of holding statements or refund moneys to Applicants;
- (i) provision of a form suitable for release to the market of various information, including on the distribution of the number of Shares held by each Shareholder, a statement setting out the names of the top 20 largest holders of each class of Securities, and a statement setting out the number of Securities subject to ASX restriction and the restriction period applied to those Securities; and
- (j) provision of a statement clarifying the milestones for the issue of securities to Scott Drelincourt disclosed at section 5.7.1 of the Prospectus, to ASX's satisfaction.

The quotation condition is being amended to extend the period for admission to quotation of Securities offered under the Prospectus from three (3) months from the date of the Prospectus to three (3) months from the date of this Refresh Supplementary Prospectus.

Upon lodgement of this Refresh Supplementary Prospectus, subject only to the lodgement of any future refresh document, the quotation condition must now be satisfied by 5 November 2022, being the date three (3) months from the date of this Refresh Supplementary Prospectus.

As at the date of this Refresh Supplementary Prospectus, the number of Securities for which applications have been received is detailed in Section 3.2 above.

#### **4. AMENDMENTS TO THE PROSPECTUS**

The Directors have resolved to refresh the period for admission to quotation of Securities offered under the Prospectus (as amended by the Supplementary Prospectus and this Refresh Supplementary Prospectus) to 5 November 2022, being three (3) months from the date of this Refresh Supplementary Prospectus. As a result of the extension of the quotation condition the following amendment is made to the Prospectus (as supplemented by the Supplementary Prospectus and this Refresh Supplementary Prospectus):

##### **4.1 ASX Listing**

The last paragraph in the section "Will the Shares be listed?" on page 21 of the Prospectus is replaced by:

*"If approval is not received within the expiration of three (3) months after the date of issue of the Refresh Supplementary Prospectus, (or such period as varied by the ASIC), the Offer will be withdrawn and all Application Monies received, will be refunded without interest, as soon as is practical in accordance with the Corporations Act."*

The second paragraph in the section "Will the Shares be quoted?" on page 30 of the Prospectus is replaced by:

*"Completion of the Offer is conditional on the ASX approving this application. If approval is not given within the expiration of three (3) months after the date of issue of the Refresh Supplementary Prospectus, (or such period as varied by the ASIC), the Offer will be withdrawn"*



*and all Application Monies received will be refunded without interest, as soon as practicable in accordance with the requirements of the Corporations Act.”*

The second paragraph in section 2.11.1 of the Prospectus is replaced by:

*“If permission is not granted for the official quotation of the Shares on the ASX within the expiration of three (3) months after the date of issue of the Refresh Supplementary Prospectus, (or such period as varied by the ASIC), all Application Monies received by CMG will be refunded with interest as soon as practicable in accordance with the requirements of the Corporations Act.”*

#### 4.2 Updated timetable

The Key Dates as set out in the Key Offer Information section on pages 7 and 23 of the Prospectus (including references to each corresponding date in the Prospectus) are replaced with the following:

<i>Lodgement of the Prospectus with ASIC</i>	<i>Wednesday 25 May 2022</i>
<i>Lodgement of the Supplementary Prospectus with ASIC</i>	<i>Thursday 23 June 2022</i>
<i>Lodgement of this Refresh Supplementary Prospectus with ASIC</i>	<i>Friday 5 August 2022</i>
<i>Offer Opening Date</i>	<i>Thursday 2 June 2022</i>
<i>Closing of withdrawal rights in respect of Applications under this Refresh Supplementary Prospectus</i>	<i>Monday 5 September 2022</i>
<i>Offer Closing Date</i>	<i>Monday 12 September 2022</i>
<i>Allotment and issue of Shares</i>	<i>Monday 19 September 2022</i>
<i>Expected dispatch of Shareholder statements</i>	<i>Tuesday 20 September 2022</i>
<i>Shares expected to begin trading on ASX</i>	<i>Tuesday 27 September 2022</i>

*Note: This timetable is indicative only and is subject to change. Unless otherwise indicated, all times are reference to the time in Sydney. CMG reserves the right to vary the dates and times of the Offer, including to close the Offer early, to extend the time or date of the Closing Date or to accept late Applications, in each case without prior notice and otherwise subject to the Corporations Act and the ASX Listing Rules. Applicants are encouraged to submit their Applications as soon as possible.*

## 5. APPLICATIONS

### 5.1 Investors who have NOT previously submitted an Application Form

All new applications for Shares under the Offer after the date of this Refresh Supplementary Prospectus must be made using the new Application Form attached to or accompanying this Refresh Supplementary Prospectus (**Refresh Supplementary Application Form**) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Refresh Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus or Supplementary Prospectus.



The Refresh Supplementary Application Form contains detailed instructions on how it is to be completed.

**5.2 Applicants who HAVE previously submitted an Application Form and DO NOT want to withdraw their Application**

Applicants in this category do not need to complete a Refresh Supplementary Application Form. However, such applicants may lodge a Refresh Supplementary Application Form if they wish to apply for additional Shares in accordance with the instructions set out above and contained in the Refresh Supplementary Application Form.

**5.3 Applicants who HAVE previously submitted an Application Form and want to withdraw their Application**

Applicants in this category may withdraw their Application and be repaid all Application Monies upon written request to CMG, as set out in section 3.1 of this Refresh Supplementary Prospectus.

**6. OTHER MATERIAL INFORMATION**

The Directors of CMG are not aware of any acts, matter or thing (not already described in the Prospectus) which may be material to the making of and informed assessment of:

- (a) the effect of the Offer on CMG; or
- (b) the rights attaching to the Shares.

**7. DIRECTORS' AUTHORISATION**

This Refresh Supplementary Prospectus is issued by CMG and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director of CMG has consented to the lodgement of this Refresh Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Refresh Supplementary Prospectus is signed for and on behalf of CMG by Alan John Broome AM.



**Alan John Broome AM**  
Chairman – Critical Minerals Group Limited  
Dated: 5 August 2022



# Critical Minerals Group Limited

ACN 652 994 726

## SUPPLEMENTARY PROSPECTUS

### 1. Important Information

This is a supplementary prospectus dated 23 June 2022 (**Supplementary Prospectus**) which supplements the original prospectus dated 25 May 2022 (**Prospectus**) issued by Critical Minerals Group Limited ACN 652 994 726 (**CMG**).

A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 23 June 2022.

Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus. This Supplementary Prospectus must be read in conjunction with the Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. If there is any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Supplementary Prospectus and the Prospectus, you should consult your professional adviser.

### 2. Extension of the Closing Date

The purpose of this Supplementary Prospectus is to extend the Closing Date of the Offer to 5.00pm (Sydney time) on 8 August 2022. Accordingly, the Key Dates as set out in the Key Offer Information section on pages 7 and 23 of the Prospectus (including references to each corresponding date in the Prospectus) are replaced with the following:

<i>Lodgement of the Original Prospectus</i>	<i>Wednesday 25 May 2022</i>
<i>Offer Opening Date</i>	<i>Thursday 2 June 2022</i>
<i>Offer Closing Date</i>	<i>Monday 8 August 2022</i>
<i>Allotment and issue of Shares</i>	<i>Monday 15 August 2022</i>
<i>Expected dispatch of Shareholder statements</i>	<i>Tuesday 16 August 2022</i>
<i>Shares expected to begin trading on ASX</i>	<i>Monday 22 August 2022</i>

*Note: This timetable is indicative only and is subject to change. Unless otherwise indicated, all times are reference to the time in Sydney. CMG reserves the right to vary the dates and times of the Offer, including to close the Offer early, to extend the time or date of the Closing Date or to accept late Applications, in each case without prior notice and otherwise*



*subject to the Corporations Act and the ASX Listing Rules. Applicants are encouraged to submit their Applications as soon as possible.*

### **3. Applications**

All new applications for Shares under the Offer after the date of this Supplementary Prospectus must be made using the new Application Form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

### **4. Directors' Authorisation**

This Supplementary Prospectus is issued by CMG and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director of CMG has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Supplementary Prospectus is signed for and on behalf of CMG by Alan John Broome AM.

A handwritten signature in black ink, appearing to read 'Alan John Broome', with a stylized flourish at the end.

**Alan John Broome AM**  
Chairman – Critical Minerals Group Limited  
Dated: 23 June 2022



# Critical Minerals Group Limited ACN 652 994 726 PROSPECTUS

## IMPORTANT INFORMATION

### AN INVESTMENT IN CMG'S SECURITIES SHOULD BE CONSIDERED SPECULATIVE

This Prospectus is an important document and should be read in its entirety. You should seek professional guidance from your stockbroker, lawyer, accountant, tax adviser or other independent and qualified professional adviser before deciding whether to subscribe for the Shares under this Prospectus.



**For an offer of 25,000,000 Shares  
at an issue price of \$0.20 each to  
raise \$5,000,000 (Public Offer)**

**This Offer is not underwritten**

CO-LEAD MANAGERS:  
VESTED EQUITIES PTY LTD ACN 601 621 390

HARBURY ADVISORS PTY LTD ACN 625 265 965

ASX CODE: CMG



## Important Notices

### Offer

The Offer contained in this Prospectus is an invitation to obtain fully paid ordinary shares ('**Shares**') in Critical Minerals Group Limited ACN 652 994 726 ('**CMG**'). This Prospectus is issued by CMG.

### Lodgement and listing

This Prospectus is dated 25 May 2022 ('**Prospectus Date**') and was lodged with the Australian Securities and Investments Commission ('**ASIC**') on that date.

CMG will apply to the Australian Securities Exchange ('**ASX**') within seven (7) days of the Prospectus Date for admission to the Official List and quotation of the Shares on ASX ('**Listing**'). Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

### Expiry Date

No Shares will be issued or sold on the basis of this Prospectus after its expiry date, being the date thirteen (13) months after the Prospectus Date.

### Note to Applicant

The Prospectus does not provide investment advice. You should seek your own financial advice. The Offer contained in this Prospectus does not take into account your investment objectives, financial situation and particular needs. It is important that you read this Prospectus carefully and in full before deciding to invest in CMG. In particular, in considering the prospects of CMG, you should consider the risk factors that could affect the

financial performance of CMG in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding to invest. Applicants should carefully consider the risk factors that affect CMG and the industry in which it operates. Section 3 of this Prospectus outlines some significant risk factors that may impact on the prospects of CMG. Further, any number of known and unknown risks, uncertainties and other factors could affect the actual results, performance or achievements of CMG. Section 7 of this Prospectus details the assumptions underlying the financial information.

### Disclaimer and forward looking statements

Except as required by law, and only to the extent so required, neither CMG nor any other person guarantees the future performance of CMG, or any return on any investment made pursuant to 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 the Prospectus may not be relied on as having been authorised by CMG or the Directors. This Prospectus contains forward looking statements, which are only predictions and subject to inherent risks and uncertainties. Any forward looking statements are subject to various risk factors that could cause CMG's actual results to differ materially from the results expressed or anticipated in these statements. Certain risk factors are set out in Section 3 of this Prospectus. These and other factors could cause actual results to differ materially from those expressed in any forward looking statement made by, or on behalf of, CMG.



## No offering where offering would be illegal

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia. The distribution of this Prospectus (including in electronic form) outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the applicable securities laws.

## Electronic Prospectus

An electronic version of this Prospectus is available online at [www.criticalmineralsgroup.com.au](http://www.criticalmineralsgroup.com.au). The Offer constituted by this Prospectus in electronic form is available only to Australian residents accessing the website and receiving this Prospectus in electronic form within Australia. Persons who access the Prospectus in electronic form should ensure that they download and read the entire Prospectus. Persons having received a copy of this Prospectus in its electronic form may, during the Offer Period, print a paper copy form as downloaded in its entirety from [www.criticalmineralsgroup.com.au](http://www.criticalmineralsgroup.com.au).

CMG Applications for Shares may only be made on the Application Form attached to or accompanying this Prospectus. The *Corporations Act 2001* (Cth) (**'Corporations Act'**), prohibits any person from passing on to another person the Application Form unless it is attached to or accompanies a hard copy of the Prospectus or a complete and unaltered electronic copy of this Prospectus.

## Exposure Period

The Corporations Act prohibits CMG from processing Applications in the seven (7) day period after the date of lodgement of this Prospectus with ASIC (**'Exposure Period'**). The Exposure Period may be extended by ASIC by up to a further seven (7) days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. 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.

## Glossary, Financial Amounts and Time

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary of this Prospectus.

All references to currency are to Australian dollars.

All references to time are to the time in Sydney, Australia, unless otherwise indicated.

## Privacy

By filling out an Application Form to apply for Shares, you are providing personal information to CMG through CMG's service provider, the Share Registry. CMG, and the Share Registry on its behalf, collect, hold and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

If you do not provide the information requested in the Application Form, CMG and the Share Registry may not be able to process or accept your Application. Your personal information may also be used from time to time



to inform you about other products and services offered by CMG which it considers may be of interest to you.

Your personal information may also be provided to CMG's agents and service providers on the basis that they deal with such information in accordance with CMG's privacy policy and as authorised under the *Privacy Act 1988* (Cth). CMG's agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- (a) the Share Registry for ongoing administration of the Shareholder register;
- (b) the Co-Lead Managers in order to assess your Application;
- (c) printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- (d) market research companies for the purpose of analysing CMG's Shareholder base and for product development and planning; and
- (e) legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Shares for associated actions.

You may request access to your personal information held by (or on behalf of) CMG. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your

personal information by writing to or telephoning the Share Registry as follows:

Level 5, 126 Phillip Street,  
Sydney NSW 2000

Phone: 1300 288 664 (within Australia)

Phone: +61 2 9698 5414 (international)

Fax: +61 2 8583 3040

Email:

[corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au)

If any of your information is not correct or has changed, please contact the Share Registry or CMG to update your information. In accordance with the requirements of the Corporations Act, information on the Share Register will be accessible to members of the public.

### **Competent Persons Statement**

The information in this Prospectus that relates to the geological description of CMG's assets and outline of previous mining and/or exploration work is based on information compiled by James Knowles and Lyon Barrett. Mr Knowles and Mr Barrett are qualified geologists and members of the Australasian Institute of Mining and Metallurgy.

Mr Knowles and Mr Barrett are employed by Measured Group Pty Ltd as Principal Geologists and both have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a 'Competent Person' as defined under the JORC Code. Mr Knowles and Mr Barrett and Measured Group Pty Ltd consent to the inclusion in this Prospectus of the statements based on their information in the form and context in which they appear.

### **Contacts**

If you require assistance to complete the Application Form, require additional



copies of this Prospectus, have any questions in relation to the Offer or you are uncertain as to whether applying for Shares in CMG is a suitable investment for you, you should seek professional advice from your accountant, stockbroker, lawyer or other professional adviser.

**This Prospectus is important and you should read it in full.**



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## Key Offer Information

### Key Dates

Lodgement of the Prospectus	Wednesday 25 May 2022
Offer Opening Date	Thursday 2 June 2022
Offer Closing Date	Thursday 30 June 2022
Allotment and issue of Shares	Monday 18 July 2022
Expected dispatch of Shareholder statements	Wednesday 20 July 2022
Shares expected to begin trading on ASX	Wednesday 27 July 2022

### Dates may change

The above dates and times are indicative only and may change. CMG, in consultation with the Co-Lead Managers, reserves the right to vary the dates and times of the Offer without prior notice including closing the Offer before the scheduled Closing Date. Applicants are encouraged to submit their Application Forms as soon as possible after the Offer opens.



## Key Offer Details

Offer Price per Share	\$0.20
Number of Shares available under the Offer	25,000,000
Number of Shares currently on issue	16,955,000
Number of Pre-IPO Broker Options currently on issue	2,118,333
Number of IPO Broker Options to be issued on Completion of the Offer	6,250,000
Total number of Broker Options on issue following the Offer	8,368,333
Number of Shares to be issued pursuant to Convertible Notes	2,125,000
Total number of Shares on issue following the Offer	44,080,000
Gross proceeds from the Offer <sup>1</sup>	\$5,000,000
Indicative market capitalisation <sup>2</sup>	\$8,816,000

<sup>1</sup> Calculated as the number of Shares issued under the Offer multiplied by the Offer Price.

<sup>2</sup> Calculated as the total number of Shares on issue on Completion of the Offer multiplied by the Offer Price. Shares may not trade at the Offer Price post-Listing as highlighted in Section 3.

## How to Invest

Applications to subscribe for Shares can only be made by completing and lodging an Application Form attached to this Prospectus. Instructions on how to apply for Shares are set out in Section 2.13 and on the back of the Application Form.



## Corporate Directory

<p><b><u>Issuer</u></b></p> <p>Critical Minerals Group Limited  ACN 652 994 726  Level 7, 50 Cavill Avenue,  Surfers Paradise, QLD 4217  P: +61 7 5555 5055  E: <a href="mailto:info@criticalmineralsgroup.com.au">info@criticalmineralsgroup.com.au</a>  W: <a href="https://www.criticalmineralsgroup.com.au/">https://www.criticalmineralsgroup.com.au/</a></p>	<p><b><u>Directors</u></b></p> <p>Scott Drelincourt  (Managing Director and CEO)</p> <p>Art Malone (Non-Executive Director)</p> <p>Alan Broome AM (Chairman and Non-Executive Director)</p> <p><b><u>Company Secretary</u></b></p> <p>Toni Myers</p>
<p><b><u>Lawyers</u></b></p> <p>Finucan Lawyers  Suite 23, 238 Robina Town Centre Drive,  Robina, QLD, 4226</p>	<p><b><u>Auditors</u></b></p> <p>PKF Brisbane Audit  Level 6, 10 Eagle Street,  Brisbane, QLD, 4000</p>
<p><b><u>Independent Expert Geologist</u></b></p> <p>Measured Group Pty Ltd  Level 14, 116 Adelaide Street,  Brisbane, QLD, 4000</p>	<p><b><u>Investigating Accountant</u></b></p> <p>PKF Brisbane Audit  Level 6, 10 Eagle Street,  Brisbane, QLD, 4000</p>
<p><b><u>Share Registry</u></b></p> <p>Automic Pty Ltd  Level 5, 126 Phillip Street,  Sydney, NSW, 2000</p>	<p><b><u>Co-Lead Managers</u></b></p> <p>Vested Equities Pty Ltd  Level 7, 50 Cavill Avenue,  Surfers Paradise, QLD, 4217</p> <p>Harbury Advisors Pty Ltd  Level 3, 175 Collins Street,  Melbourne, VIC, 3000</p>



## Letter from the Chairman

Dear Investor,

On behalf of the Board of Directors of Critical Minerals Group Limited ('**CMG**') it is my pleasure to invite you to become a Shareholder in CMG.

CMG was formed to identify, secure, acquire and develop critical mineral resource tenements in proven regions of Australia.

The primary object of CMG is to focus on mineral exploration and development of resource opportunities that have the potential to deliver growth of CMG for the benefit of Shareholders. CMG is building a valuable position in the vanadium market. CMG owns a tenement in north-west Queensland located near the town of Julia Creek, which is its flagship project known as the Lindfield Project.

While the Lindfield Project is at the greenfield stage of exploration, it is located in an area that has evidence of vanadium targets either within the Lindfield Project or within the immediate area around the Lindfield Project. The Lindfield Project has a JORC Code inferred mineral resource of 210 mt @ 0.39% V<sub>2</sub>O<sub>5</sub> (vanadium pentoxide).

The Offer will raise \$5,000,000 before costs by offering 25,000,000 Shares at the Offer Price of \$0.20 per Share. The funds will be used to carry out the maiden drilling program, geological model, metallurgy and lab pilot plant test work, infill drilling, hydrogeological survey and scoping study as described in this Prospectus, provide working capital for CMG, fund additional growth and pay the costs of the Offer.

The Board will also consider opportunities for other investments in the resources sector that can enhance Shareholder value. Additional acquisitions or applications would likely be located in Australia and target minerals on the critical minerals list.

This Prospectus contains detailed information about the Offer, the industries in which CMG operates, CMG's assets and proposed exploration operations. As with any company, there are a number of risks associated with an investment in CMG that investors should consider as part of their investment decision. Before deciding to invest in CMG, I urge you to read this Prospectus in its entirety, and in particular the technical information and the risk factors that could affect the future operations and activities of CMG. You should also seek professional advice before making an investment in CMG.

On behalf of my fellow Directors, I invite you to subscribe for Shares in CMG and look forward to welcoming you as a Shareholder.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Alan Broome', with a long, sweeping horizontal line extending to the right.

**Alan Broome AM**

*Chairman and Non-Executive Director*



# 1. Investment Overview

Question	Response	Ref.																								
A: Introduction																										
Who is issuing this Prospectus?	Critical Minerals Group Limited (ACN 652 994 726), referred to as 'CMG' in this Prospectus.																									
What is the Offer?	The Offer is an initial public offering of 25,000,000 Shares that will be issued by CMG at an Offer Price of \$0.20 per Share to raise \$5,000,000 (before Expenses of the Offer).	Section 2																								
What is the Offer Price	\$0.20 per Share.	Section 2																								
Who is CMG and what do we do?	<p>CMG is an Australian company incorporated on 20<sup>th</sup> August 2021 with the principle focus of developing critical minerals projects that are now required for the renewable energy transition including decarbonisation and electrification needed for a sustainable future.</p> <p>The critical minerals are those metals and non-metals that are considered vital for the economic well-being of the world's major and emerging economies, however their supply may be at risk due to geological scarcity, geopolitical issues, trade policy or other factors.</p> <p>CMG has the following tenements:</p> <table><tr><th>Project Name</th><th>Tenement</th><th>Status</th><th>Area</th><th>Location</th><th>Target minerals</th></tr><tr><td>Lindfield Project</td><td>EPM 27872</td><td>Granted</td><td>92 sub-blocks</td><td>30km North East of Julia Creek</td><td>Vanadium</td></tr><tr><td>Figtree Creek Project</td><td>EPMA 27998</td><td>Application</td><td>22 sub-blocks</td><td>10km South-South East of Cloncurry</td><td>Copper</td></tr><tr><td>Lorena Surrounds Project</td><td>EPMA 27999</td><td>Application</td><td>16 sub-blocks</td><td>15km East of Cloncurry</td><td>Copper</td></tr></table> <p>Table 1</p> <p>Collectively the Lindfield Project, Figtree Creek Project and Lorena Surrounds Project are referred to as the 'Projects'.</p> <p>CMG's business model is highly dependent on the success within its exploration pursuant to the work and expenditure programs, therefore any investment in CMG is speculative.</p>	Project Name	Tenement	Status	Area	Location	Target minerals	Lindfield Project	EPM 27872	Granted	92 sub-blocks	30km North East of Julia Creek	Vanadium	Figtree Creek Project	EPMA 27998	Application	22 sub-blocks	10km South-South East of Cloncurry	Copper	Lorena Surrounds Project	EPMA 27999	Application	16 sub-blocks	15km East of Cloncurry	Copper	Section 4
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Question	Response	Ref.
<b>What is the purpose of the Offer and how will the Offer Proceeds be used?</b>	<p>The purpose of the Offer and the proposed use of funds raised from the Offer is to:</p> <ul style="list-style-type: none"> <li>(a) fund the exploration and development of CMG's Lindfield Project;</li> <li>(b) fund the expenses of the Offer and the associated costs of listing CMG on ASX;</li> <li>(c) meet the ongoing administrative costs of CMG and provide working capital;</li> <li>(d) provide a liquid market for Shares and an opportunity for new Shareholders to invest in CMG;</li> <li>(e) provide CMG with access to the equity capital markets; and</li> <li>(f) provide the next two (2) years of working capital for CMG.</li> </ul> <p>In conjunction with the Offer, CMG is seeking admission to the Official List of ASX and quotation of its Shares.</p>	<p>Section 4</p>
<b>What is CMG's Strategy?</b>	<p>CMG's strategy is founded on the movement to decarbonisation and electrification. A global energy disruption and transition phase is currently underway and CMG aims to take advantage of the opportunities that arise from the substantial changes in the world which are creating an increase in demand for critical minerals.</p> <p>CMG was formed with the principle focus to identify, secure, fund exploration and develop prospective critical minerals projects that are required for the renewable energy transition.</p>	<p>Section 4</p>
<b>What are the benefits of investing in CMG?</b>	<p>Investing in CMG offers the following benefits:</p> <ul style="list-style-type: none"> <li>(a) following close of the Offer, CMG will be well positioned to generate Shareholder value by carrying out its business plan to fund exploration and develop the Lindfield Project;</li> <li>(b) critical minerals are a key component of the accelerating growth in battery storage and redeployment of renewable energy, electric vehicles, current and emerging renewable technologies;</li> <li>(c) CMG has a well-defined strategy, with a targeted short and medium-term exploration program focused on exploring the Lindfield Project and making acquisitions of, or investments in, assets that will complement the existing assets of CMG; and</li> <li>(d) CMG has an experienced board and management team, with a broad range of exploration, development, management, commercial and technical skills in the resources industry.</li> </ul>	<p>Section 4 and Section 5</p>



Question	Response	Ref.
<b>B: Key Risks</b>		
<p><b>What are the key risks of investing in CMG's Shares?</b></p>	<p>You should consider the key risks when deciding whether to invest in CMG's Shares. You should be aware that an investment in CMG's Shares should be considered a highly speculative investment. Some of the risks set out in this Prospectus are beyond the control of CMG and those risks may have a material adverse impact on CMG and on CMG's financial performance and position.</p> <p>Having regard to the Independent Geologist Report in Section 9, all Project areas have evidence of target mineralisation either within the Project or within the immediate area around the Project. The exploration potential for such mineralisation within the individual Project areas is speculative due to paucity of subsurface data, and significant work is required to demonstrate proof of concept in the tenement areas. Thereafter, there is a risk that no economic levels of mineralisation will be defined.</p> <p>Some of the key risks of investing in CMG include but are not limited to:</p> <p><b>(a) Exploration and Development:</b> Exploration and development are high risk speculative undertakings involving a high degree of financial and other risks over a significant period of time. CMG does not give any assurance that continued exploration of the Projects or any future projects will occur in a timely manner or result in the delineation or discovery of a significant mineral resources. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited. This may negatively impact on CMG's financial performance and the value of its Shares.</p> <p><b>(b) Resource Estimates:</b> Resource estimates are expressions of judgment based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available. There are risks associated with such estimates.</p> <p><b>(c) Ability to Exploit Successful Discoveries:</b> It may not always be possible for CMG to exploit successful discoveries which may be made in areas in which CMG has an interest. Such exploitation would involve obtaining the necessary licenses or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as CMG's.</p>	<p>Section 3</p>



Question	Response	Ref.
<p><b>What are the key risks of investing in CMG's Shares?</b></p>	<p><b>(d) Access:</b> Several of the Tenements overlap certain third-party interests that may limit CMG's ability to conduct exploration and mining activities including private land and areas on which native title is yet to be determined. Planned exploration or potential future mining activities will require CMG to enter into agreements with various land holders. Entry into these agreements is not guaranteed and may delay or prevent the undertaking of activities, including any exploration activities and the development of future mines, and may restrict the areas within which CMG can explore for mineral development.</p> <p><b>(e) Competition:</b> CMG competes in the competitive market of the vanadium mining industry. Some competitors may have greater financial and other resources than CMG and as a result, may be in a better position to secure future business opportunities. There can be no assurance that CMG can compete effectively with these companies.</p> <p><b>(f) Future Capital Needs and Additional Funding:</b> CMG's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to CMG, will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.</p> <p><b>(g) Mining, Development and Infrastructure Risks:</b> Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management, confirmation of sales and offtake contracts and proficient financial management. Mining and development operations can be hampered by force majeure circumstances, invention of disruptive technologies resulting in substitutes for the mineral resources, environmental considerations and cost overruns for unforeseen events.</p> <p><b>(h) Environmental and Social Sustainability Risks:</b> The operations and activities of CMG are subject to environmental laws and regulations of Australia, which can be amended by the relevant authorities from time to time. As with most exploration projects and mining operations, CMG's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds at the Lindfield Project.</p>	<p>Section 3</p>



Question	Response	Ref.
<p><b>What are the key risks of investing in CMG's Shares?</b></p>	<p>(i) <b>Title Risk:</b> Interests in mining tenements in Australia are governed by relevant legislation and are evidenced by the granting of licenses and leases. Each tenement is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. There is a risk for CMG's Projects that they could lose title to one or more of its tenements if tenement conditions or annual expenditure commitments are not met. Any loss of CMG's tenements may have a material adverse effect on CMG's profitability.</p> <p>(j) <b>Licences and Permits</b> CMG is required under applicable laws and regulations to seek governmental concessions, permits, authorisations, licenses and other approvals, including in connection with its exploration and development activities. Obtaining, retaining or renewing the necessary governmental concessions, permits, authorisations, licenses and approvals can be a complex and time-consuming process and may involve substantial costs or the imposition of unfavourable conditions. Accordingly, there is no assurance that such permit applications or renewals will be given at all, or without being subject to onerous conditions.</p> <p>(k) <b>Occupational Health and Safety:</b> The mining industry has become subject to increasing occupational health and safety responsibility and liability which creates risk, particularly in the context of drilling or extraction activities. CMG may become liable for past and current conduct which violates such laws and regulations, which may be amended by the relevant authorities. Penalties for breaching health and safety laws can be significant and include criminal penalties. Victims of workplace accidents may also commence civil proceedings against CMG. These events might not be insured by CMG or may be uninsurable.</p> <p>(l) <b>Native Title:</b> Legal and government policy framework recognise native title claims by aboriginal communities. The Australian courts have established a duty for governments to consult with aboriginal people before making decisions that may impact lands subject to aboriginal claims. The degree of consultation required varies depending on the nature of the rights claimed and the plausibility of their recognition. While there is no obligation to reach an agreement with aboriginal people, a failure to follow convention and community expectations may negatively impact CMG's reputation, in turn affecting CMG's financial performance and the prevailing Share price.</p>	<p>Section 3</p>



Question	Response	Ref.
<p><b>What are the key risks of investing in CMG's Shares?</b></p>	<p><b>(m) Commodity Prices:</b> Commodity prices fluctuate and are affected by numerous factors beyond the control of CMG. These factors include worldwide and regional supply, physical and investment demand for the specific commodity, prevailing commodity trading terms, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on CMG's exploration or project development plans and activities, together with the ability to fund those plans and activities.</p> <p><b>(n) Key Personnel:</b> The Directors' and senior managers' ability to successfully manage CMG's performance, identify risks, and the opportunities identified in this Prospectus will directly affect the success of CMG. CMG may be adversely affected if any of the Directors or senior management leaves CMG. Although each Director and senior manager of CMG are retained under agreements (see Section 5), there can be no assurance that their services will continue to be available to CMG on an indefinite basis.</p> <p><b>(o) Limited Operating History:</b> CMG has no operating revenue and is unlikely to generate any revenue in the short to medium term. CMG has only limited historical operating data and financial information available upon which Applicants can base their evaluation of CMG's business and prospects. As a result, CMG may not have sufficient experience to address the risks frequently encountered by companies with a limited operating history.</p> <p><b>(p) Liquidity and Volatility:</b> Investment in CMG's Shares will be regarded as speculative and CMG will have a narrow Shareholder base. As a consequence, there is a risk, particularly in times of share market turbulence or negative investor sentiment, that there will not be a highly liquid market for CMG's Shares or that the price of CMG's Shares may decrease considerably. This may result in Shareholders wishing to sell their Shares in CMG in circumstances where they may receive considerably less than the price paid under the Offer (where applicable).</p> <p><b>(q) Contractual Risk:</b> CMG will be a party to numerous contracts which creates risk, should the counterparties fail to perform their obligations. CMG is unable to provide any assurance that all contracts will be fully performed without delay, or that CMG is able to successfully enforce the terms of its contracts. Failures in successfully managing CMG's contracts could impact project deadlines and thus the financial performance of CMG and the value of its Shares.</p>	<p>Section 3</p>



Question	Response	Ref.
<p><b>What are the key risks of investing in CMG's Shares?</b></p>	<p><b>(r) Acquisition and Investment Risks:</b> CMG may seek potential acquisitions and investments to complement its current Projects. Any acquisition or investment may require CMG to raise additional capital, which may be dilutive for existing Shareholders, may be undertaken at lower prices than the then market price (or Offer Price), or may involve restrictive covenants which limit CMG's operations and business strategy.</p> <p><b>(s) Sustainability of Growth Margins:</b> The sustainability of growth and the level of profit margins from operations are dependent on a number of factors outside CMG's control. Industry margins in all sectors of CMG's activities are likely to be subject to continuing but varying pressures, including competition from other current or potential suppliers.</p> <p><b>(t) Insurance:</b> Insurance against all risks associated with mineral exploration and production is not always available or affordable. CMG will maintain insurance where it is considered appropriate for its needs. However, insurance coverage against all risks may not be undertaken either because such cover is not available, or because the Directors consider that the associated premiums are excessive having regard to the benefits from the cover.</p> <p><b>(u) Share Market Risk:</b> The price of Shares may rise or fall depending upon a range of factors beyond CMG's control and which are unrelated to CMG's operational performance. Investors who decide to sell their Shares after Listing may not receive the entire amount of their original investment. The price of Shares listed on ASX may also be affected by a range of factors including CMG's financial performance, and by changes in the business environment specifically affecting the Australian resources sector and exploration companies.</p> <p><b>(v) General Economic Conditions:</b> Factors affecting the general economic climate may affect the performance of CMG. These factors include the general level of international and domestic economic activity, inflation and interest rates, commodity pricing and the general level of activity within the energy industry. These factors are beyond the control of CMG and their impact cannot be predicted.</p> <p><b>(w) Changes in Laws and Government Policy:</b> The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy. Changes in government regulations and policies may adversely affect the financial performance of the operations of CMG. The impact of actions by governments may affect CMG's activities, including in relation to access to infrastructure, compliance with environmental regulations, taxation and royalties.</p>	<p>Section 3</p>



Question	Response	Ref.
<p><b>What are the key risks of investing in CMG's Shares?</b></p>	<p><b>(x) Unforeseen Expenses:</b> The proposed expenditure on the Projects may be adversely affected by any unforeseen expenses which arise in the future and which have not been considered in this Prospectus. While CMG is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were incurred, the expenditure proposals of CMG may be adversely affected.</p> <p><b>(y) Pandemic and other public health risks:</b> The ongoing COVID-19 pandemic and any other possible future outbreaks of viruses may have a significant adverse effect on CMG. The spread of such diseases amongst CMG's employees, contractors, suppliers and logistic networks, as well as any quarantine and isolation requirements, may reduce CMG's ability to operate and have detrimental financial implications.</p> <p><b>(z) General Risks:</b> Any combination of the above factors may materially affect any individual mineral project assets, operations or the financial performance of CMG and the value of its securities. To that extent the Shares offered in this Prospectus are subject to significant risk and uncertainty with respect to return or preservation of capital, the price (if any) at which the Shares may trade and the payment of dividends in any future time.</p> <p>This list is not exhaustive, the prospective Applicants should refer to additional risk factors in Section 3 of this Prospectus before deciding to apply for Shares under the Prospectus.</p>	<p>Section 3</p>
<p><b>Is there an Independent Technical Report by a geologist?</b></p>	<p>Yes. CMG engaged Measured Group Pty Ltd to prepare the Independent Geologist Report – Technical Assessment on the Projects. This report is included in full in Section 9.</p> <p>The report includes a geological description of the Lindfield Project, regional mineralisation and previous exploration activity, exploration potential and targets and details for planned work.</p> <p>Measured Group Pty Ltd has reviewed the exploration programs and is of the opinion that the programs are appropriate, and the funds allocated will be sufficient to commence the proposed programs and sustain exploration activities over the first two (2) years post Listing.</p> <p>The report is a technical assessment report and not a valuation report.</p>	<p>Section 9</p>
<p><b>Is there a tenement report for the Projects?</b></p>	<p>Yes. CMG engaged legal counsel to prepare the Solicitor's Tenement Report.</p> <p>This report is included in full in Section 8.</p>	<p>Section 8</p>



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<b>What is CMG's financial position?</b>	<p>CMG is a mineral exploration company seeking to explore and develop prospective critical minerals projects and has yet to commercialise the Lindfield Project. Accordingly, CMG has not generated any revenue or profits and is not able to provide any meaningful key financial information or ratios relating to market performance, profitability or financial stability.</p> <p>CMG will not, at Completion of the Offer, have any debt financings or borrowings</p> <p>CMG's financial information, including a pro forma statement of financial position, is set out in Section 7 and in the Investigating Accountant's Report in Section 7. Investors should refer to the pro forma statement of financial position to assess CMG's financial position.</p> <p>CMG intends to apply the proceeds of the Offer as outlined in Section 4.</p>	Section 4 and 7																											
<b>C: Capital Structure</b>																													
<b>What will CMG's capital structure be after the Offer?</b>	<p>Upon the issue of Shares under this Prospectus, the capital structure will be:</p> <table> <tr> <th></th><th>No. of Shares</th><th>% of Shares</th></tr> <tr> <td>Shares on issue as at the date of this Prospectus</td><td>16,955,000</td><td>38.46%</td></tr> <tr> <td>Shares to be issued pursuant to Convertible Notes</td><td>2,125,000</td><td>4.82%</td></tr> <tr> <td>Shares to be issued under the Offer</td><td>25,000,000</td><td>56.72%</td></tr> <tr> <td><b>Total Shares</b></td><td><b>44,080,000</b></td><td><b>100%</b></td></tr> </table> <p><b>Table 2</b></p> <table> <tr> <th></th><th>No. of Options</th><th>% of Broker Options</th></tr> <tr> <td>Pre-IPO Broker Options on issue as at the Prospectus Date</td><td>2,118,333</td><td>25.31%</td></tr> <tr> <td>IPO Broker Options to be issued on Completion of the Offer</td><td>6,250,000</td><td>74.69%</td></tr> <tr> <td><b>Total Broker Options</b></td><td><b>8,368,333</b></td><td><b>100.00%</b></td></tr> </table> <p><b>Table 3</b></p>		No. of Shares	% of Shares	Shares on issue as at the date of this Prospectus	16,955,000	38.46%	Shares to be issued pursuant to Convertible Notes	2,125,000	4.82%	Shares to be issued under the Offer	25,000,000	56.72%	<b>Total Shares</b>	<b>44,080,000</b>	<b>100%</b>		No. of Options	% of Broker Options	Pre-IPO Broker Options on issue as at the Prospectus Date	2,118,333	25.31%	IPO Broker Options to be issued on Completion of the Offer	6,250,000	74.69%	<b>Total Broker Options</b>	<b>8,368,333</b>	<b>100.00%</b>	Section 2 and Section 10
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<b>D: CMG Directors and Key Management</b>														
<b>Who are the Directors and Key Management of CMG?</b>	<p><b>Directors and Key Management</b></p> <p>Mr Scott Drelincourt - Managing Director and CEO</p> <p>Mr Alan Broome AM - Independent Chairman and Non-executive Director</p> <p>Mr Art Malone -Non-executive Director</p> <p>Mr Adam Purss – Chief Financial Officer</p> <p>Mrs Toni Myers – Company Secretary</p>	Section 5												
<b>E: Significant Interests of Key People and Related Party Transactions</b>														
<b>Significant Interests of Key People?</b>	<p>Each Director has entered into an engagement agreement with CMG, under which they have agreed to provide services to CMG as an executive or non-executive Director, in consideration of which CMG has agreed to pay each Director, director's fees, as follows:</p> <table border="1"> <thead> <tr> <th>Director</th><th>Position</th><th>Remuneration</th></tr> </thead> <tbody> <tr> <td>Scott Drelincourt</td><td>Managing Director and CEO</td><td>\$180,000 plus superannuation (Salary)</td></tr> <tr> <td>Alan Broome AM</td><td>Chairman and Non-Executive Director</td><td>\$80,000 excluding GST (Director fees)</td></tr> <tr> <td>Art Malone</td><td>Non-Executive Director</td><td>\$30,000 excluding GST (Director fees)</td></tr> </tbody> </table> <p><b>Table 4</b></p> <p>In addition to the above payments, the Directors are to receive the following benefits:</p> <ul style="list-style-type: none"> <li>the benefit of an indemnity from CMG in respect to certain liabilities that the Directors may incur acting in that capacity; and</li> <li>liability insurance premiums which are paid for by CMG.</li> </ul>	Director	Position	Remuneration	Scott Drelincourt	Managing Director and CEO	\$180,000 plus superannuation (Salary)	Alan Broome AM	Chairman and Non-Executive Director	\$80,000 excluding GST (Director fees)	Art Malone	Non-Executive Director	\$30,000 excluding GST (Director fees)	Section 5
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Question	Response	Ref.
<b>F: Material Contracts</b>		
<b>What are CMG's material contracts?</b>	<p>CMG is party to a number of material contracts. They are:</p> <ul style="list-style-type: none"> <li>(a) Director's engagement letters;</li> <li>(b) Consulting agreements with the Company Secretary and CFO;</li> <li>(c) Mandate agreement with each of the Co-Lead Managers to the Offer;</li> <li>(d) Agreement for the JORC resource and Independent Geologist Report;</li> <li>(e) Agreement for the Investigating Accountant's Report;</li> <li>(f) Share registry agreement with the Share Registry for CMG; and</li> <li>(g) Convertible Notes.</li> </ul>	Sections 5 and 10
<b>G: General</b>		
<b>What is the minimum subscription?</b>	CMG are offering 25,000,000 Shares at \$0.20 per Share to raise a minimum of \$5,000,000.	Section 2
<b>Will the Shares be listed?</b>	<p>CMG will apply to the ASX for admission to the Official List of the ASX and quotation of its Shares on ASX under the code CMG.</p> <p>Completion of the Offer is conditional on the ASX approving this application. Approval for the admission to the ASX will be conditional upon CMG satisfying a number of ASX imposed pre-conditions, including ASX shareholder spread requirements.</p> <p>If approval is not received within three (3) months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received, will be refunded without interest, as soon as is practical in accordance with the Corporations Act.</p>	Section 2
<b>What will the market capitalisation of CMG be upon listing on the ASX?</b>	<p>The market capitalisation of CMG on Listing is expected to be approximately \$8,816,000. The market capitalisation is calculated by multiplying the number of Shares on issue (being 44,080,000) by the Offer Price.</p> <p>There is no certainty that CMG's market capitalisation will remain at this level (or increase), as the value of Shares are subject to change, due to a range of factors disclosed in Section 3.</p>	Section 2
<b>Is the Offer Underwritten?</b>	No, the Offer is not underwritten.	Section 2



Question	Response	Ref.
<b>What are the arrangements with Brokers?</b>	<p>The Co-Lead Managers to the Offer are Vested Equities Pty Ltd ABN 54 601 621 390 AFSL No. 478987 and Harbury Advisors Pty Ltd ABN 89 625 265 965 AFSL No. 471379.</p> <p>CMG will pay Vested Equities Pty Ltd:</p> <ul style="list-style-type: none"> <li>(a) a brokerage fee of 6% (plus GST) on funds raised under the Offer, by reason of the introduction of Vested Equities Pty Ltd, plus issue Vested Equities Pty Ltd or its nominees with 6,250,000 IPO Broker Options in CMG upon Listing on ASX; and</li> <li>(b) a fee of \$10,000 (plus GST) per month as a corporate advisory retainer fee.</li> </ul> <p>CMG will pay Harbury Advisors Pty Ltd:</p> <ul style="list-style-type: none"> <li>(a) a brokerage fee of 6% (plus GST) on funds raised under the Offer, by reason of the introduction of Harbury Advisors Pty Ltd; and</li> <li>(b) a fee of \$6,000 (plus GST) as a corporate advisory retainer fee.</li> </ul> <p>The material terms of each mandate agreement are summarised in Section 10.</p>	<p>Section 10</p>
<b>What is the allocation policy?</b>	<p>The allocation of Shares will be determined by the Co-Lead Managers and CMG, having regard to the allocation policy outlined in Section 2.</p>	<p>Section 2</p>
<b>Is there any brokerage, commission or stamp duty payable by Applicants?</b>	<p>No brokerage, commission or stamp duty is payable by Applicants on acquisition of Shares under the Offer.</p>	<p>Section 2</p>
<b>What are the tax implications of investing in the Shares?</b>	<p>You may be subject to Australian income tax or withholding tax on any future dividends paid. The tax consequences of any investment in the Shares will depend upon your particular circumstances, particularly for non-resident shareholders. Applicants should obtain their own tax advice prior to deciding whether to invest.</p>	<p>Section 10</p>
<b>When will I receive confirmation that my application has been successful?</b>	<p>It is expected that initial holding statements will be dispatched by standard post on or about 20 July 2022.</p>	<p>Section 2</p>
<b>How can I apply?</b>	<p>You may apply for Shares by completing a valid Application Form (attached to or accompanying this Prospectus).</p> <p>To the extent permitted by law, an application under the Offer is irrevocable.</p>	<p>Section 2</p>



Question	Response	Ref.												
Where can I find more information about this Prospectus or the Offer?	If you require assistance to complete the Application Form, require additional copies of this Prospectus, have any questions in relation to the Offer, or you are uncertain as to whether obtaining Shares in CMG is a suitable investment for you, you should seek professional advice from your stockbroker, lawyer, accountant or other suitably qualified professional adviser.	Section 2												
Can the Offer be withdrawn?	CMG reserves the right not to proceed with the Offer at any time before the issue or transfer of Shares to successful Applicants. If the Offer does not proceed or achieve Minimum Subscription, Application Monies will be refunded by the Share Registry, your broker or CMG. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.	Section 2												
What are the key dates of the Offer?	<table><tr><td>Prospectus Date</td><td>Wednesday 25 May 2022</td></tr><tr><td>Offer opens</td><td>Thursday 2 June 2022</td></tr><tr><td>Offer closes</td><td>Thursday 30 June 2022</td></tr><tr><td>Allotment and issue of Shares</td><td>Monday 18 July 2022</td></tr><tr><td>Expected dispatch of Shareholder statements</td><td>Wednesday 20 July 2022</td></tr><tr><td>Shares expected to begin trading on ASX</td><td>Wednesday 27 July 2022</td></tr></table> <p><b>Table 5</b></p> <p>These dates are indicative only. CMG reserves the right to vary any of these dates, withdraw the Offer at any time before allotment of the Shares, and to close the Offer early or extend the Closing Date, without notice to you. You are encouraged to apply as soon as possible after the Offer opens as the Offer may close at any time without notice.</p>	Prospectus Date	Wednesday 25 May 2022	Offer opens	Thursday 2 June 2022	Offer closes	Thursday 30 June 2022	Allotment and issue of Shares	Monday 18 July 2022	Expected dispatch of Shareholder statements	Wednesday 20 July 2022	Shares expected to begin trading on ASX	Wednesday 27 July 2022	Key Offer Information and Section 2
Prospectus Date	Wednesday 25 May 2022													
Offer opens	Thursday 2 June 2022													
Offer closes	Thursday 30 June 2022													
Allotment and issue of Shares	Monday 18 July 2022													
Expected dispatch of Shareholder statements	Wednesday 20 July 2022													
Shares expected to begin trading on ASX	Wednesday 27 July 2022													
Will I receive dividends?	Income on your investment in CMG's Shares in the form of dividends will only eventuate if CMG's planned or future exploration and development activities yield commercially viable discoveries, that are ultimately economically developed. CMG has no immediate intention to declare or distribute dividends.	Section 2												



## 2. Details of the Offer

### 2.1 Description of the Offer

This Prospectus relates to an initial public offering of 25,000,000 Shares in CMG at an Offer Price of \$0.20 per Share to raise a total of \$5,000,000 (before costs).

All Shares issued pursuant to this Prospectus will be fully paid and will rank equally in all respects with the Shares currently on issue. Applications can only be made by completing the Application Form accompanying this Prospectus.

Applications must be for a minimum of 10,000 Shares (i.e. \$2,000).

Applications for less than the minimum accepted application of 10,000 Shares will not be accepted.

The Board of CMG has the sole right to accept or reject any applications received at its discretion in conjunction with the Co-Lead Managers.

### 2.2 Key Terms

The key terms of the Offer are set out in Table 6 below:

Offer Price per Share	\$0.20
Number of Shares available under the Offer	25,000,000
Shares on issue as at the Prospectus Date	16,955,000
Pre-IPO Broker Options on issue as at the Prospectus Date*	2,118,333
Number of IPO Broker Options to be issued on Completion of the Offer*	6,250,000
Total number of Broker Options on issue at Completion of the Offer*	8,368,333
Total number of Shares to be issued pursuant to Convertible Notes**	2,125,000
Total number of Shares on issue at Completion of the Offer	44,080,000
Gross proceeds from the Offer	\$5,000,000
Indicative market capitalisation***	\$8,816,000

**Table 6:** Key terms of the Offer



**Notes:**

\* Please refer to Section 2.5 for further details.

\*\* Please refer to Section 10.4.3 for further details.

\*\*\* The indicative market capitalisation of CMG is calculated by multiplying the total number of Shares on issue immediately following Completion of the Offer by the Offer Price. As highlighted in Section 3, there is no guarantee the Shares will continue to trade at the Offer Price or increase in value.

## 2.3 Purpose of the Offer and use of proceeds

The purpose of the Offer is to:

- (a) fund exploration and development of the Lindfield Project;
- (b) fund the expenses of the Offer and the associated costs of listing CMG on the ASX;
- (c) meet the ongoing administrative costs of CMG;
- (d) provide a liquid market for Shares and an opportunity for new Shareholders to invest in CMG;
- (e) provide CMG with access to the equity capital markets; and
- (f) provide the next two (2) years of working capital for CMG.

In conjunction with the Offer, CMG is seeking admission to the Official List of ASX and quotation of its Shares.

Table 7 below sets out the use of funds raised from the Offer:

Use of funds	Full subscription (\$)	
	A\$	%
<b>SOURCE OF FUNDS</b>		
Existing cash reserves	182,070.27	4.0%
Funds raised under the Offer	5,000,000.00	96.0%
<b>Total funds</b>	<b>\$ 5,182,070.27</b>	<b>100.0%</b>
<b>ALLOCATION OF FUNDS</b>		
Exploration and development expenditure*	2,630,000.00	51.0%
Estimated expenses of the Offers*	643,022.60	12.0%
Working Capital**	1,909,047.67	37.0%
<b>Total funds allocated</b>	<b>\$ 5,182,070.27</b>	<b>100.0%</b>

**Table 7:** Overview of use of funds



**Notes:**

\* See Section 4.4 of this Prospectus for a further break down of these expenses.

\*\* This includes the general costs associated with the management and operation of the business including administration expenses, management salaries, directors' fees, rent and other associated costs. For more information on director and management expenses, refer to Sections 5.4 and 5.7. The Directors are of the opinion CMG's working capital will be compliant with Listing Rule 1.3.3(b).

1. The above table is a statement of current intentions as of the date of lodgment of this Prospectus with ASIC. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

2. Exploration expenditures will be reviewed on an on-going basis, depending upon the nature of results forthcoming from the respective work programs.

3. It is CMG's intention to increase and accelerate its exploration and drilling programs. CMG may seek to raise additional funds within two (2) years after listing on ASX to the extent required to increase and accelerate the exploration and drilling programs as determined by the Board.

The Directors are satisfied that upon Completion of the Offer, CMG will have sufficient working capital to carry out its objectives, and in particular, will have sufficient cash reserves to fund the next two (2) years of operations.

## 2.4 Capital Structure

The pro-forma capital structure of CMG is summarised in Table 8 below.

Shareholder	Shares held prior to the Offer	Shareholding prior to the Offer (%)	Shares held post the Offer	Shareholding post the Offer (%)
Founders Shares*	10,530,000	62.11%	10,530,000	23.89%
Seed Investors' Shares	6,425,000	37.89%	6,425,000	14.58%
Convertible Note Shares**			2,125,000	4.82%
New Shareholders under the Offer			25,000,000	56.72%
<b>TOTAL</b>	<b>16,955,000</b>	<b>100.00%</b>	<b>44,080,000</b>	<b>100.00%</b>

**Table 8:** Capital structure

**Notes:**

\* Founders Shares\* includes 4,610,000 Shares held by entities related to the Co-Lead Manager, Vested Equities Pty Ltd, and 510,000 Shares held by entities related to the Managing Director & CEO, Scott Drelincourt.

\*\* Convertible Note Shares includes 1,125,000 Shares held by entities related to the Managing Director & CEO, Scott Drelincourt.



## 2.5 Broker Options

Pursuant to the Vested Mandate Agreement, CMG agreed to issue 2,118,333 Pre-IPO Broker Options and 6,250,000 IPO Broker Options. The Broker Options are unquoted options expiring on the second anniversary of Listing, exercisable at \$0.25 per option converting into one fully paid ordinary Share per option exercised.

Section 10.4.1 provides further information about the Broker Option terms and the rights attaching to the Broker Options.

Table 9 below illustrates the dilutive effect on the capital table of CMG should all Broker Options be exercised.

The table assumes no additional Shares are issued between Completion and the date the Broker Options are exercised.

Shareholder	Number of Shares	Percentage of Shares
Founders Shares	10,530,000	20.08%
Seed Investors' Shares	6,425,000	12.25%
Convertible Note Shares	2,125,000	4.05%
New Shareholders under the Offer	25,000,000	47.67%
Exercised Broker Options	8,368,333	15.96%
<b>Total Shares on issue following the Offer and Exercise of the Broker Options</b>	<b>52,448,333</b>	<b>100.00%</b>

**Table 9:** Capital structure on exercise of all Broker Options



## 2.6 Restricted Securities

As a condition of admitting CMG to the Official List, the ASX may classify certain existing securities in CMG as restricted securities in accordance with the ASX Listing Rules. Any such classification will restrict the transfer of effective ownership or control of any restricted securities without the written consent of the ASX and for such period as the ASX may determine.

Prior to official quotation, the parties holding restricted securities must enter into restriction agreements with CMG on the terms set out in the ASX Listing Rules. Details of those restriction agreements will be disclosed to the market on the ASX's announcements platform prior to commencement of official quotation of the Shares.

As at the Prospectus Date, CMG expects the following Shareholders to be subject to the estimated restriction periods:

Shareholder	Estimated Shares Held Post-Offer	Estimated Shares Under Restriction	Restriction Period
<b>Founders' Shares</b>	10,530,000	10,530,000	24 months
<b>Seed Investors' Shares</b>	6,425,000	3,312,500	up to 12 / 24 months
<b>Convertible Note Shares</b>	2,125,000	1,750,000	up to 12 / 24 months
<b>TOTAL</b>	<b>19,080,000</b>	<b>15,592,500</b>	

**Table 10:** Anticipated restricted securities

The estimated 15,592,500 Shares under restriction is equal to 35.37% of the total 44,080,000 Shares on issue at Completion of the Offer. On that basis the free-float will be 64.63%.



## 2.7 Terms and Conditions of the Offer

Topic	Summary
<b>What is the type of security being offered?</b>	Shares, being fully paid ordinary shares in CMG.
<b>What are the rights and liabilities attached to the Shares?</b>	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 2.12.
<b>What is the Offer Period?</b>	Applications pursuant to the Offer open at 9:00am (Sydney time) on 2 June 2022 and close at 5:00pm (Sydney time) on 30 June 2022.
<b>How much is CMG seeking to raise under the Offer?</b>	The Minimum Subscription is \$5,000,000 representing 25,000,000 Shares at \$0.20 per Share.
<b>Can the Offer be withdrawn?</b>	<p>CMG may withdraw the Offer at any time before the issue of Shares to successful Applicants. If the Offer, or any part of it, does not achieve Minimum Subscription or otherwise proceed, all relevant Application Monies will be refunded (without interest).</p> <p>CMG in consultation with the Co-Lead Managers also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications either generally or in particular cases, reject any Application, or allocate to an Applicant fewer Shares than applied for.</p>
<b>Is the Offer underwritten?</b>	The Offer is not underwritten.
<b>What is the minimum and maximum Application size under the Offer?</b>	<p>The minimum acceptable investment is for 10,000 Shares (i.e. \$2,000) at \$0.20 per Share.</p> <p>There is no maximum number or value of Shares that may be applied for under the Offer.</p>
<b>What is the allocation policy?</b>	The Co-Lead Managers, in consultation with CMG, have absolute discretion regarding the allocation of Shares to Applicants under the Offer and may reject an Application, or allocate fewer Shares than the amount applied for, in their absolute discretion.



<p><b>Will the Shares be quoted?</b></p>	<p>CMG will apply within seven (7) days of the Prospectus Date for admission to the Official List and quotation of the Shares on the ASX under the code 'ASX:CMG'.</p> <p>Completion of the Offer is conditional on the ASX approving this application. If approval is not given within three (3) months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest, as soon as practicable in accordance with the requirements of the Corporations Act.</p> <p>CMG will be required to comply with the ASX Listing Rules, subject to any waivers obtained by CMG from time to time.</p> <p>The ASX takes no liability for this Prospectus or the investment to which it relates.</p> <p>The fact that the ASX may admit CMG to the Official List is not to be taken as an indication of the merits of CMG or the Shares.</p>
<p><b>When are the Shares expected to commence trading?</b></p>	<p>It is expected that the dispatch of holding statements will occur on or about 20 July 2022 and that the Shares will commence trading on the ASX on a normal settlement basis on or about 27 July 2022.</p> <p>It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell their Shares before they receive an initial holding statement do so at their own risk.</p> <p>CMG, the Share Registry and the Co-Lead Managers disclaim all liability, whether in negligence or otherwise, if you sell Shares before receiving your holding statement, even if you confirmed your firm allocation through a broker or otherwise.</p>
<p><b>Are there any escrow arrangements?</b></p>	<p>Yes. Details are provided in Section 2.6.</p>
<p><b>Are there any taxation considerations?</b></p>	<p>The taxation consequences of an investment in CMG will depend upon the investor's particular circumstances. Investors should make their own enquiries about the taxation consequences of an investment in CMG.</p>



<b>Are there any brokerage, commission or stamp duty considerations?</b>	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer.
<b>Where can I find out more information about this Prospectus or the Offer?</b>	<p>If you require assistance or have any questions in relation to the Offer, or you are uncertain as to whether obtaining Shares in CMG is a suitable investment for you, you should seek professional advice from your accountant, stockbroker, lawyer or other professional adviser.</p> <p>For more information, you can visit CMG's website at <a href="https://www.criticalmineralsgroup.com.au/">https://www.criticalmineralsgroup.com.au/</a>.</p>
<b>What is the dividend policy?</b>	<p>CMG anticipates that significant expenditure will be incurred in the development of the Lindfield Project. These activities are expected to dominate the two (2) year period following the Prospectus Date.</p> <p>Income on your investment in CMG's Shares in the form of dividends will only eventuate if CMG's planned or future exploration and development activities yield commercially viable discoveries that are ultimately economically developed.</p> <p>CMG has no immediate intention to declare or distribute dividends.</p>

## 2.8 Underwriting

The Offer is not underwritten.

## 2.9 Discretion regarding the Offer

CMG may withdraw the Offer at any time before the issue of Shares to successful Applicants under the Offer. If the Offer, or any part of it, does not achieve the Minimum Subscription or otherwise proceed, all relevant Application Monies will be refunded (without interest) in accordance with the requirements of the Corporations Act.

CMG and the Co-Lead Managers also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant fewer Shares than the amount applied or bid for. Applications received under the Offer are irrevocable and may not be varied or withdrawn except as required by law.



## 2.10 Restrictions on distribution

No action has been taken to register or qualify this Prospectus, the Shares or the Offer or otherwise permit a public offering of the Shares in any jurisdiction outside Australia.

This Prospectus does not constitute an offer or invitation to subscribe for Shares in any jurisdiction where, or to any person to whom, it would not be lawful to make such an offer or invitation under this Prospectus.

This Prospectus may not be released or distributed in the US, and may only be distributed to persons to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the US. The Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the US and may not be offered or sold in the US or to, or for the account or benefit of, US persons, except in accordance with an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, and any other applicable securities laws.

Each Applicant in the Offer and each person to whom the Offer is made under this Prospectus, will be taken to have represented, warranted and agreed as follows:

- (a) it understands that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the US and may not be offered, sold or resold in the US, or to or for the account or benefit of US persons, except in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable securities laws;
- (b) it is not in the US or a US person, and is not acting for the account or benefit of a US person; and
- (c) it will not offer or sell the Shares in the US or in any other jurisdiction outside Australia except in transactions exempt from, or not subject to, registration under the US Securities Act and in compliance with all applicable laws in the jurisdiction in which Shares are offered and sold.

## 2.11 ASX listing, registers and holding statements

### 2.11.1 Application to ASX for listing and quotation of Shares

CMG will apply for admission to the Official List and quotation of the Shares on the ASX. CMG's ASX Code is expected to be 'CMG'. The ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that the ASX may admit CMG to the Official List is not to be taken as an indication of the merits of CMG or the Shares offered for subscription.

If permission is not granted for the official quotation of the Shares on the ASX within three (3) months after the Prospectus Date (or any later date permitted by law), all Application Monies received by CMG will be refunded without



interest as soon as practicable in accordance with the requirements of the Corporations Act.

CMG will be required to comply with the ASX Listing Rules, subject to any waivers obtained by CMG from time to time.

### **2.11.2 Clearing House Electronic Sub-register System and issuer sponsored holdings**

CMG will apply to participate in the ASX's CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in an electronic form.

Following Completion of the Offer, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated. This statement will also provide details of a Shareholder's HIN for CHESS holders or, where applicable, the SRN of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their shareholding. Share certificates will not be issued.

## **2.12 Summary of rights and liabilities attaching to the Shares**

### **2.12.1 Introduction**

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, ASX Listing Rules and general law.

A summary of the significant rights attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of Shareholders. This summary assumes CMG is admitted to the Official List.

### **2.12.2 Voting at a general meeting**

At a general meeting of CMG, every Shareholder present in person or by proxy, representative or attorney has one (1) vote on a show of hands and, on a poll, one (1) vote for each Share held but in respect of partly paid shares, shall have a fraction of a vote for each partly paid share equivalent to the proportion which the amount paid is of the total amounts paid and payable.

### **2.12.3 Meeting of members**

Each Shareholder is entitled to receive notice of, and to attend and vote (if the relevant class of shares carries the right to vote) at general meetings of CMG and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and ASX Listing Rules.



## **2.12.4 Dividends**

The Board may from time to time resolve to pay dividends to Shareholders in accordance with the Corporations Act and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment. For further information in respect of CMG's dividend policy, see Section 2.7.

## **2.12.5 Transfer of Shares**

Subject to the Constitution, Shares may be transferred by a proper transfer effected in accordance with ASX Settlement Operating Rules, by a written instrument of transfer which complies with the Constitution or by any other method permitted by the Corporations Act, ASX Listing Rules or ASX Settlement Operating Rules.

The Board may refuse to register a transfer of Shares if permitted to do so under the Corporations Act, ASX Listing Rules or ASX Settlement Operating Rules. The Board must refuse to register a transfer of Shares when required by the Corporations Act, ASX Listing Rules or ASX Settlement Operating Rules.

## **2.12.6 Issue of further Shares**

Subject to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, CMG may issue, or grant options in respect of further shares, including preference shares, on such terms and conditions as the Directors resolve.

## **2.12.7 Winding up**

If CMG is wound up, then subject to any rights or restrictions attached to a class of shares, the liquidator may, with the sanction of a special resolution, divide among the Shareholders in kind, the whole or any part of the surplus property of CMG. For this purpose, the liquidator may set such value as the liquidator considers fair on any property to be divided and may determine how the division is to be carried out, as between the Shareholders or different classes of Shareholders.

## **2.12.8 Unmarketable parcels**

Subject to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, CMG may sell the Shares of a Shareholder holding less than a marketable parcel of Shares, in accordance with the Constitution.



## **2.12.9 Share buy-back**

Subject to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, CMG may buy back shares.

## **2.12.10 Proportional takeover provisions**

The Constitution contains provisions for Shareholder approval to be required in relation to any proportional takeover bid. These provisions will cease to apply, unless renewed by resolution of the Shareholders in accordance with the Corporations Act, by the third anniversary of the date of the Constitution's adoption.

## **2.12.11 Variation of class rights**

At present, CMG's securities on issue include ordinary shares. Subject to the Corporations Act and the terms of issue of a class of shares, the rights attaching to any class of shares may be varied or cancelled:

- (a) with the consent in writing of the holders of three (3) quarters of the issued shares included in that class; or
- (b) by special resolution passed at a separate meeting of the holders of those shares.

In either case, 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 under the Corporations Act, to a court of competent jurisdiction, to exercise its discretion to set aside such a variation or cancellation.

## **2.12.12 Directors – appointment and removal**

Under the Constitution, the Board must consist of at least three (3) and no more than ten (10) Directors.

No Director (except for the Managing Director) may hold office past the third annual general meeting following appointment, or for more than three (3) years.

At each annual general meeting of CMG, one-third of the Directors (except for the Managing Director), or if their number is not a multiple of three (3), the number nearest to but not exceeding one-third, shall retire by rotation. They may put themselves forward for re-election.

The Directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who will then hold office until the next annual general meeting of CMG.

The Shareholders may, by resolution in accordance with the Corporations Act, remove any Director from office.



## **2.12.13 Directors – voting**

Questions arising at a meeting of the Board, will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a resolution, the chairperson of the meeting does not have a casting vote.

## **2.12.14 Indemnities**

Except as may be prohibited by the Corporations Act, every officer, auditor or agent of CMG, shall be indemnified out of the property of CMG, against any liability incurred by them, in their capacity as officer, auditor or agent of CMG, or any related corporation, in respect of any act or omission, whatsoever and howsoever occurring, or in defending any proceedings, whether civil or criminal.

## **2.12.15 Amendments**

The Constitution can only be amended by special resolution passed by at least three (3) quarters of the votes cast by Shareholders present (in person or by proxy) and entitled to vote on the resolution at a general meeting of CMG.

CMG must give Shareholders at least twenty-eight (28) days' written notice of a general meeting, subject to shorter notice in accordance with the Corporations Act.

## **2.13 How do I apply under the Offer**

Applications for Shares under the Offer must be made by using the relevant Application Form as follows:

- (a) using an online Application Form at <https://investor.automic.com.au/#/ipo/criticalminerals> and pay the application monies electronically by BPAY® or Electronic Funds Transfer (EFT); or
- (b) completing a paper-based application using the relevant Application Form attached to, or accompanying, this Prospectus or a printed copy of the relevant Application Form attached to the electronic version of this Prospectus and paying the application monies by cheque.

If completing a paper-based application and paying by cheque(s), please lodge your completed Application Form and cheque for the Application Monies, with CMG's Share Registry before 5:00pm (Sydney time) on the Closing Date by delivery or by mail to the address set out below:

Automic Pty Ltd  
Level 5/126 Phillip Street  
Sydney NSW 2000



Cheque(s) or bank draft(s) must be:

- (a) in Australian currency;
- (b) drawn at an Australian branch of a financial institution;
- (c) crossed "Not Negotiable"; and
- (d) made payable to "Critical Minerals Group Limited".

If paying by cheque(s), Applicants should ensure that sufficient funds are held in the relevant account(s) to cover your cheque(s). If the amount of your cheque(s) for Application Monies (or the amount for which those cheques clear in time for the allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

If paying by BPAY® or EFT, please follow the instructions on the Application Form. A unique reference number will be quoted upon completion of the online application. Your BPAY® reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid. Applicants using BPAY® or EFT should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the Closing Date of the Offer. You do not need to return any documents if you have made payment via BPAY® or EFT.

You should be aware that you will only be able to make a payment via BPAY® if you are the holder of an account with an Australian financial institution, which supports BPAY® transactions.

When completing your BPAY® payment, please make sure you use the specific Biller Code and your unique CRN provided on the online Application Form. If you do not use the correct CRN your Application will not be recognised as valid. It is your responsibility to ensure that payments are received by 5.00pm (Sydney time) on the Closing Date. Your bank, credit union or building society may impose a limit on the amount which you can transact on BPAY®, and policies with respect to processing BPAY® transactions may vary between banks, credit unions or building societies. CMG accepts no responsibility for any failure to receive Application Monies or payments by BPAY® before the Closing Date arising as a result of, among other things, processing of payments by financial institutions.



### **3. Risks**

An investment in CMG carries risk, including those specific to CMG's business activities, and those more general risks associated with investing in the share market. Many of these risks are outside the control of CMG, its Directors and officers. Consequently, the Shares offered under this Prospectus carry no guarantee in respect of profitability, dividends or return of capital. Neither CMG nor its Directors nor any party associated with the preparation of this Prospectus warrants that any specific objective of CMG will be achieved.

Any potential investor should be aware that subscribing for Shares involves risks, and an investment in CMG should be considered highly speculative, particularly given that it is currently unknown whether the Lindfield Project contains a JORC Code compliant reserve capable of commercialisation.

You should consider whether the Shares offered by this Prospectus are a suitable investment, having regard to your own individual investment objectives, financial circumstances and the risk factors set out below. This list is not exhaustive, and investors should consult their accountant, financial advisor, stockbroker, lawyer or other professional advisor before deciding whether to apply for Shares pursuant to this Prospectus.

#### **3.1 Risks specific to investment in CMG**

##### **3.1.1 Exploration and development**

Exploration and development are high risk speculative undertakings involving a high degree of financial and other risks over a significant period of time. CMG does not give any assurance that continued exploration of the Lindfield Project or any future projects will occur in a timely manner or result in the delineation or discovery of a significant mineral resources. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited. This may negatively impact on CMG's financial performance and the value of its Shares.

Even if commercial quantities of minerals can be located, the time and cost of commercialisation of such minerals may take many years to be developed to a profitable stage.

##### **3.1.2 Resource estimates**

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available. There are risks associated with such estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment should new information or sampling techniques become available. Adjustments to resource estimates could affect CMG's future plans and ultimately, its financial performance and value of its Shares.



### 3.1.3 Ability to exploit successful discoveries

It may not always be possible for CMG to exploit successful discoveries, which may be made in areas in which CMG has an interest. Such exploitation would involve obtaining the necessary licenses or clearances from relevant authorities, that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies, whose interests and objectives may not be the same as CMG's. This may negatively impact on CMG's operational and financial performance.

### 3.1.4 Access

Several of the Tenements overlap certain third-party interests that may limit CMG's ability to conduct exploration and mining activities including private land and areas on which native title is yet to be determined. Planned exploration or potential future mining activities will require CMG to enter into conduct and compensation agreements with various land holders to ensure the requirements of the *Mineral Resources Act 1989* (Qld) and the *Mineral and Energy Resources (Common Provisions) Act 2014* (Qld) are satisfied and to avoid any disputes arising. Entry into these agreements is not guaranteed and may delay or prevent the undertaking of activities, including any exploration activities and the development of future mines, and may restrict the areas within which CMG can explore for mineral development. Please refer to the Solicitor's Tenement Report in Section 8 for further information.

### 3.1.5 Competition

CMG competes in the competitive market of the critical minerals mining industry. Some competitors may have greater financial and other resources than CMG and as a result, may be in a better position to secure future business opportunities. There can be no assurance that CMG can compete effectively with these companies. The technologies directly associated with the use of CMG's mineral resources, compete with other technologies, which can provide the same utility by using other materials. The marketability of CMG's mineral resources may be adversely impacted by technological obsolescence. Furthermore, if CMG is successful in developing the Lindfield Project, the actions of an existing competitor, or the entry of a new competitor, may make it difficult for CMG to grow or maintain its revenues, which in turn, may have a material adverse effect on CMG's profitability.

### 3.1.6 Future capital needs and additional funding

At the date of this Prospectus, CMG has no income producing assets and will generate losses for the foreseeable future. The funds raised under the Offer will fund the program of work set out in this document together with the working capital required by CMG to conduct that work. After those funds are used, CMG will be required to raise further capital to continue its activities.



CMG's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount, and on terms acceptable to CMG, will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions, and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to CMG on favourable terms (or at all). If adequate funds are not available on acceptable terms, CMG may not be able to further develop its projects and it may impact on CMG's ability to continue as a going concern.

### **3.1.7 Mining, development and infrastructure risks**

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management, confirmation of sales and offtake contracts, and proficient financial management. Mining and development operations can be hampered by force majeure circumstances, invention of disruptive technologies resulting in substitutes for the mineral resources, environmental considerations, and cost overruns for unforeseen events.

CMG's operations (including during the exploration phase) depend on an uninterrupted flow of materials, supplies, equipment, services and finished projects. Due to the geographic location of CMG's Lindfield Project, it is dependent on third parties for the provision of road, port, marine, shipping and other transportation services. Contractual disputes, demurrage charges, classification of commodity inputs and finished products, road and port capacity issues, availability of trucks and vessels, inclement weather, labour disruptions or other factors, may have an adverse impact on CMG's ability to transport materials, according to schedules and contractual commitments. If these circumstances arise, they may adversely affect CMG's business, results of operations and financial performance.

### **3.1.8 Environmental and social sustainability risks**

The operations and activities of CMG are subject to environmental laws and regulations of Australia and Queensland, which can be amended by the relevant authorities from time to time. As with most exploration projects and mining operations, CMG's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds at the Lindfield Project.

CMG is reliant on environmental approvals in Australia and Queensland, to enable it to proceed with the exploration and anticipated development of the Lindfield Project. There is no guarantee that the required approvals will be granted, to allow CMG to proceed with the exploration and anticipated development of the Lindfield Project. Failure by CMG to obtain the relevant approvals, or any delay in the award or transfer of the approvals, may materially and adversely affect the ability of CMG to proceed with the exploration and anticipated development, of the Lindfield Project.



Each environmental approval may be issued for a specified term and may be subject to conditions, that must be complied with and which may be periodically reviewed. Consents that expire may not be renewed, or may be renewed on terms that are less favourable to CMG.

In the event that CMG obtains the required environmental approvals, any changes to these approvals that arise out of a review process, could restrict or stop CMG from developing and operating the Lindfield Project. There is also a risk that CMG may breach the conditions of one of its approvals, which may result in the approval being revoked or CMG being prosecuted.

CMG will also be subject to community standards and expectations in how it conducts its business. A failure to comply with norms and values important to the communities in which it operates, including but not limited to, respecting Aboriginal rights, employing local members of the community and adopting sustainable practices, may result in damage to CMG's reputation and potentially affect the value of its Shares.

### **3.1.9 Title risk**

At the date of this Prospectus, CMG has a registered legal interest in the Lindfield Project and applications for a registered legal interest in the Figtree Creek Project and Lorena Surrounds Project.

Interests in mining tenements in Australia are governed by the relevant state legislation and are evidenced by the granting of licences and leases. Each tenement is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance.

There is no guarantee that the current applications, or current or future mineral exploration licences or future applications for production licences will be granted. If a tenement is not granted or renewed for any reason, CMG may suffer significant damage through loss of opportunity to discover and develop any material resources on the tenement.

### **3.1.10 Licences and permits**

CMG is required under applicable laws and regulations to seek governmental concessions, permits, authorisations, licenses and other approvals, including in connection with its exploration and development activities. Obtaining, retaining or renewing the necessary governmental concessions, permits, authorisations, licenses and approvals can be a complex and time-consuming process and may involve substantial costs or the imposition of unfavourable conditions.

There can be considerable delay in obtaining the necessary permits and other authorisations, including as a result of third party objections or litigation and in certain cases the relevant government agency may be unable to issue a required permit or other authorisation in a timely manner.

The duration and success of permit applications are contingent on many factors that are outside CMG's control. Accordingly, there is no assurance that



such permit applications or renewals will be given at all, or without being subject to onerous conditions.

### **3.1.11 Occupational health & safety**

In the short to medium term, CMG expects that the value of an investment in the business, will be affected by a range of factors, in particular, the success of CMG's exploration activities. CMG's risk profile will change, in the event that CMG moves to develop and commercialise the Lindfield Project, through extracting any commercially viable minerals identified following the exploration program. In any case, the mining industry has become subject to increasing occupational health and safety responsibility, and liability, which creates risk, particularly in the context of drilling or extraction activities.

CMG may become liable for past and current conduct, which violates such laws and regulations, which may be amended by the relevant authorities. Penalties for breaching health and safety laws can be significant and include criminal penalties.

Victims of workplace accidents may also commence civil proceedings against CMG. These events might not be insured by CMG or may be uninsurable. In addition, any changes in health and safety laws and regulations, may increase compliance costs for CMG. Such an event would negatively impact the financial results of CMG.

### **3.1.12 Native Title**

The *Native Title Act 1993* (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with native title in Australia and this may impact on CMG's operations and future plans.

Native title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost its connection with the relevant land or waters. Native title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

It is possible that, in relation to tenements which CMG has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of CMG to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

CMG must also comply with Aboriginal heritage legislation which (inter alia) makes it an offence for a person to damage or in any way alter an Aboriginal site.



The absence of registered Aboriginal sites does not preclude the existence of Aboriginal sites located within the boundaries of the Tenements and CMG has reporting obligations in relation to any potential Aboriginal heritage sites that it discovers. Aboriginal sites may exist in the area of the Tenements that have not been recorded in the registers but remain fully protected under the relevant State and/or Commonwealth legislation. There is a risk that unregistered Aboriginal sites and objects may exist on the land the subject of the Tenements, the existence of which may preclude or limit mining or production activities in certain areas of the Tenements. Further, the disturbance of such sites and objects is likely to be an offence under the applicable legislation, exposing CMG to fines and other penalties.

### **3.1.13 Commodity prices**

Commodity prices fluctuate and are affected by numerous factors beyond the control of CMG. These factors include worldwide and regional supply, physical and investment demand for the specific commodity, prevailing commodity trading terms general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on CMG's exploration or project development plans and activities, together with the ability to fund those plans and activities.

### **3.1.14 Key personnel**

The Directors' and senior managers' ability to successfully manage CMG's performance, identify risks, and the opportunities identified in this Prospectus, will directly affect the success of CMG. CMG may be adversely affected if any of the Directors or senior management leaves CMG. Although each Director and senior manager of CMG are retained under agreements (see Section 5), there can be no assurance that their services will continue to be available to CMG on an indefinite basis.

CMG may not be able to replace its Directors or key employees with persons of equivalent expertise and experience within a reasonable period of time or at all and CMG may incur additional expenses to recruit, train and retain personnel. Loss of such personnel may also have an adverse effect on the performance of CMG, pending replacements being identified and retained by or appointed to the Board of CMG.

### **3.1.15 Limited operating history**

CMG has no operating revenue and is unlikely to generate any revenue in the short to medium term. CMG has only limited historical operating data and financial information available upon which Applicants can base their evaluation of CMG's business and prospects. Additionally, CMG may not have sufficient experience to address the risks frequently encountered by companies with a limited operating history, including CMG's potential failure to:



- (a) establish and develop the Lindfield Project;
- (b) conduct profitable mining operations;
- (c) anticipate and adapt to any changes in relation to government regulation, mergers and acquisitions involving CMG's competitors and other significant competitive and market dynamics; or
- (d) maintain adequate control over CMG's costs and expenses.

As noted in Section 4, the Lindfield Project is in the early stage of exploration and no assurance can be given that it will become commercially viable and achieve successful exploration. The prospects of CMG must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of feasibility, which have a high level of inherent uncertainty.

### **3.1.16 Liquidity and volatility**

On listing on ASX, CMG will be a small company in terms of its market capitalisation. Investment in its Shares will be regarded as speculative and CMG will have a narrow Shareholder base. As a consequence, there is a risk, particularly in times of share market turbulence or negative investor sentiment, that there will not be a highly liquid market for CMG's Shares, or that the price of CMG's Shares may decrease considerably. There may be relatively few buyers or sellers of securities on ASX at any given time and the market price may be highly volatile. This may result in Shareholders wishing to sell their Shares in CMG, in circumstances where they may receive considerably less than the price paid under the Offer (where applicable).

### **3.1.17 Contractual risks**

CMG will be a party to numerous contracts, which creates risk should the counterparties fail to perform their obligations. CMG is unable to provide any assurance that all contracts will be fully performed without delay, or that CMG is able to successfully enforce the terms of its contracts. Failures in successfully managing CMG's contracts, could impact project deadlines and thus the financial performance of CMG and the value of its Shares.

### **3.1.18 Acquisition and investment risks**

CMG may seek potential acquisitions and investments to complement its Lindfield Project. While CMG will undertake thorough due diligence on any acquisitions or investments, there are risks associated with acquisitions or investments, which may not be fully mitigated. Furthermore, any acquisition or investment may require CMG to raise additional capital, which may be dilutive for existing Shareholders, may be undertaken at lower prices than the then market price (or Offer Price), or may involve restrictive covenants which limit CMG's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.



### **3.1.19 Sustainability of growth margins**

The sustainability of growth and the level of profit margins from operations are dependent on a number of factors outside of CMG's control. Industry margins in all sectors of CMG's activities are likely to be subject to continuing but varying pressures, including competition from other current or potential suppliers. These factors may affect CMG's financial performance and the value of its Shares.

### **3.1.20 Insurance**

Insurance against all risks associated with mineral exploration and production is not always available or affordable. CMG will maintain insurance where it is considered appropriate for its needs. However, insurance coverage against all risks may not be undertaken either because such cover is not available, or because the Directors consider that the associated premiums are excessive, having regard to the benefits from the cover. The occurrence of an event that is not covered, or is only partially covered by insurance, could have a material adverse effect on the business, financial condition and results of the operations of CMG. There is no assurance that CMG will be able to maintain adequate insurance in the future, at rates that the Directors consider reasonable.

## **3.2 General Investment risks**

The risks outlined below are some of the general risks that may affect an investment in CMG.

### **3.2.1 Share market risk**

The price of Shares may rise or fall depending upon a range of factors beyond CMG's control and which are unrelated to CMG's operational performance. Investors who decide to sell their Shares after Listing may not receive the entire amount of their original investment. The price of Shares listed on ASX may also be affected by a range of factors including CMG's financial performance, and by changes in the business environment specifically affecting the Australian resources sector and exploration companies. There can be no guarantee that an active and liquid market for Shares in CMG will develop.

The Shares carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX.

There are a number of national and international market factors that may affect the Share price including movements in international stock markets, economic conditions and the general economic outlook, interest rates and exchange rates, inflation rates, commodity supply and demand, government



taxation and royalties, legislation, monetary and other policy changes, and general investor perception. Neither CMG nor its Directors have control over any of these factors, nor can they guarantee that the price of Shares will not be affected by one or more of these factors.

### **3.2.2 General economic conditions**

Factors affecting the general economic climate may affect the performance of CMG. These factors include the general level of international and domestic economic activity, inflation and interest rates, commodity pricing, and the general level of activity within the energy industry. These factors are beyond the control of CMG and their impacts cannot be predicted.

### **3.2.3 Changes in laws and government policy**

The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy. Changes in government regulations and policies, may adversely affect the financial performance of the operations of CMG. The impact of actions by governments may affect CMG's activities, including, in relation to, access to infrastructure, compliance with environmental regulations, taxation and royalties.

In Australia, where CMG holds the rights to the Lindfield Project, the government authority will conduct reviews from time to time of policies in connection with the granting and administration of mining concessions. At present CMG is not aware of any proposed changes to policy that would affect the Lindfield Project.

### **3.2.4 Unforeseen expenses**

The proposed expenditure on the Lindfield Project may be adversely affected by any unforeseen expenses, which arise in the future and which have not been considered in this Prospectus. While CMG is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were incurred, the expenditure proposals of CMG may be adversely affected.

### **3.2.5 Pandemic and other public health risks**

The ongoing COVID-19 pandemic and any other possible future outbreaks of viruses may have a significant adverse effect on CMG. The spread of such diseases amongst CMG's employees, contractors, suppliers and logistic networks, as well as any quarantine and isolation requirements, may reduce CMG's ability to operate and have detrimental financial implications.

More broadly CMG may be affected by the macroeconomic effects and ensuing financial volatility resulting from the pandemic and any other possible outbreaks. While the final effects of the COVID-19 pandemic or other possible disease outbreaks are difficult to assess, it is possible that it will have a substantial negative effect on the economies where CMG operates in and could have an adverse effect on CMG's financial position.



### **3.2.6 General Risks**

Any combination of the above factors may materially affect any individual mineral project assets, operations or the financial performance of CMG and the value of its securities. To that extent the Shares offered in this Prospectus are subject to significant risk and uncertainty with respect to return or preservation of capital, the price (if any) at which the Shares may trade and the payment of dividends in any future time.



## 4. Company and Project Overview

### 4.1 Business Description

CMG was formed with the principle focus to identify, secure, fund exploration and develop prospective critical mineral projects that are required for the renewable energy transition including decarbonisation and electrification needed for a sustainable future.

Critical minerals are those metals and non-metals that are considered vital for the economic well-being of the world's major and emerging economies, however their supply may be at risk due to geological scarcity, geopolitical issues, trade policy or other factors. Among these important minerals are metals and semi-metals used in the manufacture of mobile phones, flat screen monitors, wind turbines, electric cars, solar panels, and many other high-tech applications.<sup>1</sup>

Vanadium is listed as one of the minerals ranked as most critical by the United States, Japan, Republic of Korea, and the European Union including the United Kingdom.<sup>1</sup>

CMG has identified vanadium targets and copper targets in proven geographical regions within the North West Minerals Province of Queensland, Australia.

CMG is looking to build a position in the critical minerals market and has secured a vanadium resource project in the renowned vanadium resource district of Julia Creek and pending applications for copper exploration prospects in the renowned copper bearing district of Cloncurry.

CMG intends to focus on its current projects but will consider other tenement opportunities both locally and internationally if they are complimentary to its assets and strategy.

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<sup>1</sup> (Reference: *Critical Minerals*, Australian Government Geoscience Australia, accessed 11 May 2022, <<https://www.ga.gov.au/about/projects/resources/critical-minerals>>)



## 4.2 CMG's Projects

### 4.2.1 Overview of Projects

CMG has the following tenements:

Project Name	Tenement	Status	Date Granted	Expires	Land Access	Area	Location	Target minerals
<b>Lindfield Project</b>	EPM 27872	Granted	07/12/2021	06/12/2026	CCA entered into.	92 sub-blocks	30km North East of Julia Creek	Vanadium
<b>Figtree Creek Project</b>	EPMA 27998	Application	Pending (lodged 26/08/2021)	-	-	22 sub-blocks	10km South-South East of Cloncurry	Copper
<b>Lorena Surrounds Project</b>	EPMA 27999	Application	Pending (lodged 26/08/2021)	-	-	16 sub-blocks	15km East of Cloncurry	Copper

**Table 11:** Tenements comprising the Projects



**Figure 1:** Map of Projects Source: <https://georesglobe.information.qld.gov.au/>



Full tenement details of the Tenements comprising CMG's portfolio are contained within the Solicitor's Tenement Report in Section 8 of this Prospectus. An independent geological review of all Tenements, and of key projects within them, including information on prospectivity, is set out in the Independent Geologist Report contained in Section 9 of this Prospectus.

#### 4.2.2 Lindfield Project (EPM 27872)

The Lindfield Project consists of 92 sub-blocks, covering 295km<sup>2</sup>. The Lindfield Project is considered highly prospective for vanadium and high purity alumina based on historical drill hole intersections.

The Lindfield Project is located approximately 30km north-east of the township of Julia Creek. The project area lies close to main infrastructure facilities and is intersected by the Flinders Highway and the Great Northern Railway Line at the southern end of the tenement.

The Lindfield Project area is characterised by the presence of the Toolebuc Formation, Allaru Mudstone and quaternary sediments.

The Toolebuc Formation has been the subject of intermittent exploration by various parties since 1968, originally as a potential target for sedimentary uranium, then as an oil shale/vanadium target and later, exclusively as a vanadium target.

Historic drilling within the Lindfield Project has intersected the vanadium bearing Toolebuc Formation at shallow depths from 2 metres, with some of the assays showing V<sub>2</sub>O<sub>5</sub> content of 0.69% @ 3m depth, 0.68% @ 8m depth, 0.57% @ 9.5m depth, 0.51% @ 6m depth, 0.63% @ 12m depth, 0.50% @ 19m depth and 0.46% @ 12m depth.

The Lindfield Project is estimated to contain an inferred mineral resource of 210 mt @ 0.39% V<sub>2</sub>O<sub>5</sub>. Table 12 summarises the Lindfield Project vanadium mineral resource estimate.

Resource Classification	Stratigraphic Unit	Oxidation State	Volume (m <sup>3</sup> )	Density (g/cc)	Tonnes ('000)	V <sub>2</sub> O <sub>5</sub> (%)
Inferred	CQU	OX	0	2.13	0	0
	CQU	FRESH	1169	2.30	3,000	0.31
	CQL	OX	19373	2.13	41,000	0.45
	CQL	FRESH	54396	2.30	125,000	0.40
	OS	OX	7705	1.44	11,000	0.33
	OS	FRESH	20830	1.44	30,000	0.32
Total					210,000	0.39

**Table 12:** Lindfield Project Vanadium Mineral Resource Estimate

**Notes**

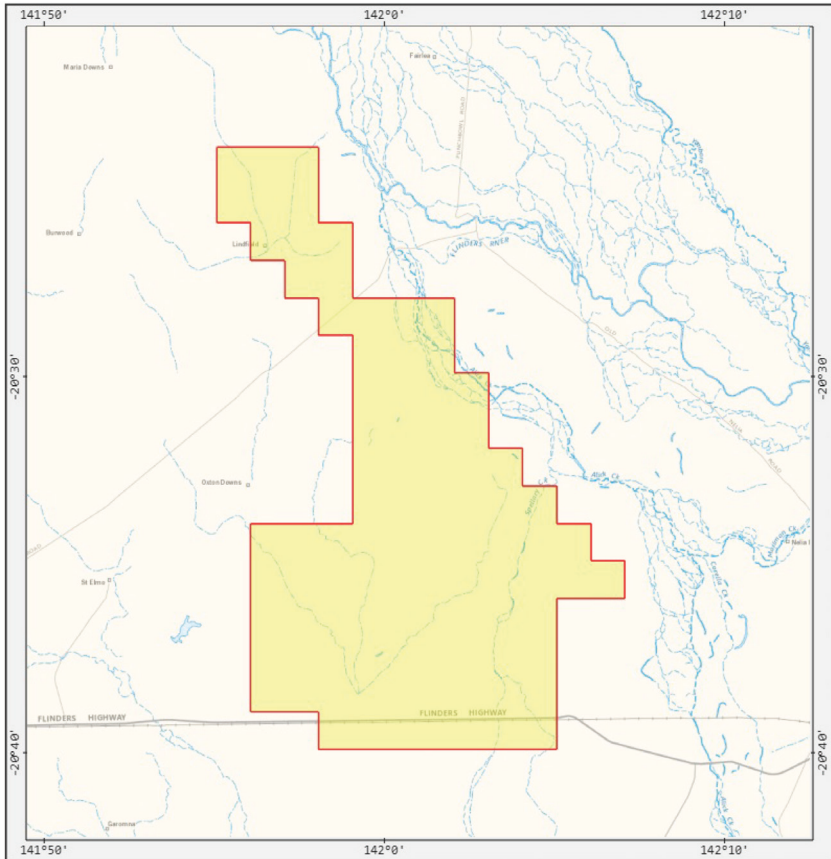
1 - The estimate uses a minimum cut-off of 0.39 V<sub>2</sub>O<sub>5</sub> for all units

2- The total resource tonnage reported is rounded to reflect the relative uncertainty in the estimate categories and component horizons may not sum correctly



The vanadium mineral resource contained within EPM 27872 is shallow (ranging between 0.5m and 30m depth), is in close proximity to infrastructure and shows grades similar to neighbouring projects with established mineral resource estimates. The shallow depth of the orebody suggests that mining costs via open methods will be low and the close proximity to infrastructure and neighbouring projects suggests that establishing economically viable processing and transport options are reasonably achievable. Market demand for vanadium is growing due to its potential use in battery technologies and current forecasts of demand and price are strong.

The current inferred mineral resource classification is considered adequate to address the level of confidence in the continuity of thickness, tonnage and vanadium grade across the deposit on a global basis.



**Figure 2: Map of the Lindfield Project**

**Source: <https://georesglobe.information.qld.gov.au/>**



### 4.2.3 Figtree Creek Project (EPMA 27998)

The Figtree Creek Project consists of 22 sub-blocks covering 70km<sup>2</sup>. The Figtree Creek Project is considered prospective for iron oxide copper and gold mineralization based on historical surface sampling, local structural geology with similar rock types and structures present in the Figtree Creek Project area to that of the Great Australian Mine style of copper-gold mineralisation (which is just 3km north of the project) and electromagnetic anomalies identified. The Great Australian Mine contains a JORC Code resource of 1.68Mt @ 2.29% Cu (copper) and 0.23g/t Au (gold)

The Figtree Creek Project is located approximately 10 km south-southeast of the township of Cloncurry and is 5km from the main infrastructure corridor of the Flinders Highway and the Great Northern Railway line.

The project area has several rock chip samples, soil samples and stream sediment samples showing anomalous copper and gold assays.

The historic surface samples assays show anomalous copper and gold results with some stream sediment samples returning gold of 3.85g/t (north east of the tenement), 1.9g/t (centre of the tenement) and 4.95g/t and 1.25 g/t (within the southern portion of the tenement). While soil samples have returned copper assays of 234ppm (0.0234%) and 416ppm (0.042%) (within the north east of the tenement).

Below is a summary of the available geochemical data within the Figtree Creek Project:

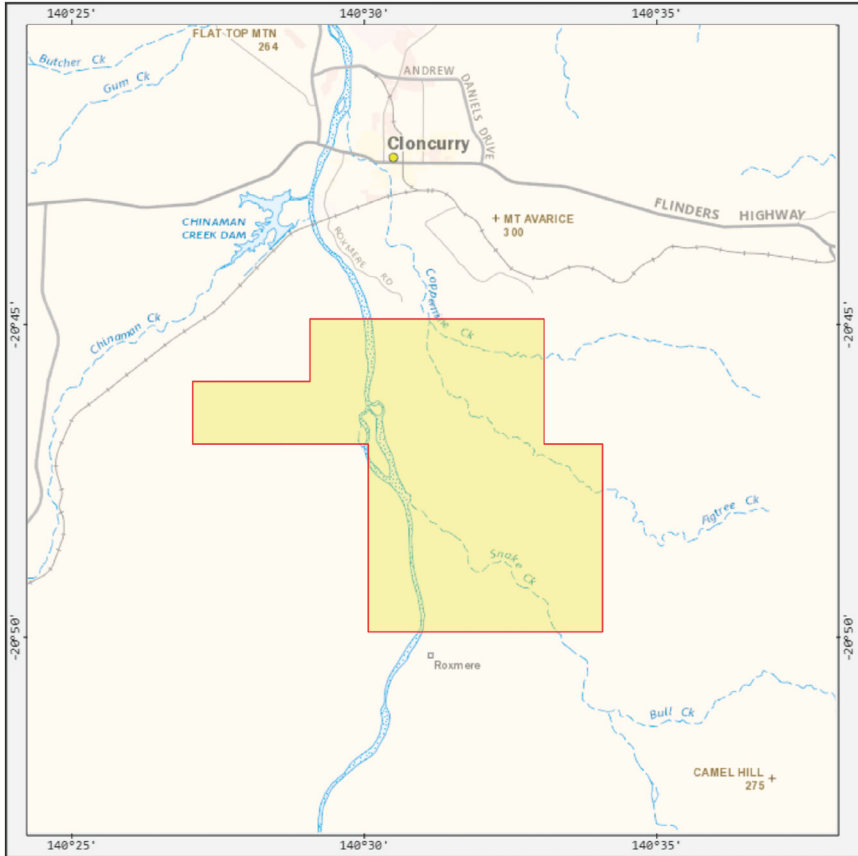
Dataset	Data Points	Comments	Report Reference
Seil samples	150	Analysed for Gold, Copper, and other base metals.	CR23673, CR78990
Rock chip samples	73	Analysed for Gold, Copper, Arsenic, Manganese, Iron and Cobalt	CR23673, CR78990, CR21574
Steam Sediments samples	143	Analysed for Gold, Copper, and other base metals	CR23673, CR78990

**Table 13:** Figtree Creek Project Geochemical Data

**Source:** Queensland Government – Eastern Succession Data Package

As the Figtree Creek Project tenement is only at the application stage, CMG has not yet performed significant and detailed geological analysis, interpretation and exploration targeting. CMG has completed sufficient work to establish a work programme to systematically explore the tenement and identify potential mineralisation and drill targets.





**Figure 3: Map of the Figtree Creek Project**  
**Source: <https://georesglobe.information.qld.gov.au/>**

#### 4.2.4 Lorena Surrounds Project (EPMA 27999)

The Lorena Surrounds Project consists of 16 sub-blocks covering 51km<sup>2</sup>. The Lorena Surrounds Project is considered prospective for iron oxide copper and gold mineralization based on historical drilling, local structural geology and electromagnetic anomalies identified.

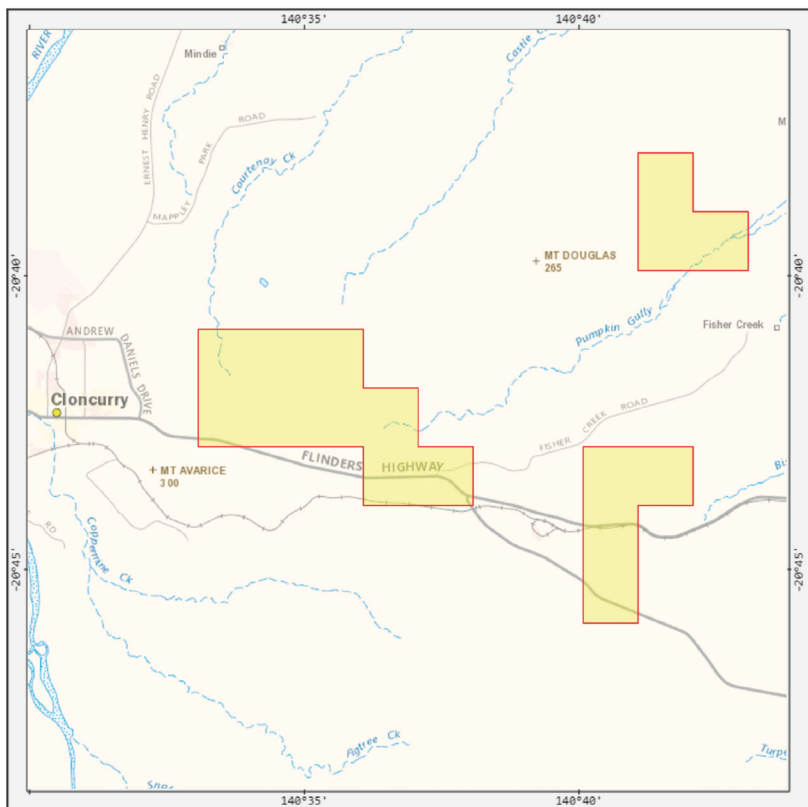
The Lorena Surrounds Project is located 15km east of Cloncurry and intersects main infrastructure of the Flinders Highway and Great Northern Rail Line at the southern end of the tenement.



The project has three historic drill holes. Hole 2 in the program intersected 13m @ 0.20% copper and 0.11g/t gold from 169m. Hydrothermal veins and breccia were observed and feldspar-quartz-calcite alteration and coarse dissemination of magnetite were logged in sheared meta-dolerite rocks on drill core, showing analogy to the typical iron oxide copper and gold mineralisation in the region.

The Lorena Surrounds Project tenement is only at the application stage. Subject to the approval of the application, CMG will focus on areas of the tenement where magnetic anomalies are similar to geochemical and geophysical anomalies present in adjacent historical and operating mines as set out in Figure 6.7 of the Independent Geologist Report in Section 9.

As further detailed in the Independent Geologist Report in Section 9, the primary mineralisation style relevant to exploration of the Lorena Surrounds Project is copper and gold.



**Figure 4: Map of the Lorena Surrounds Project**  
 Source: <https://georesglobe.information.qld.gov.au/>



### 4.3 Work and Expenditure Program

It is proposed that a cost-effective exploration program over a two (2) year timeframe will be implemented.

CMG's proposed exploration and development expenditure for the two (2) year period following Listing is set out below and in the Independent Geologist Report in Section 9. Actual expenditure and timing will depend on the progressive results of the exploration program, the analysis of those results and opportunities that may arise from the potential acquisition of interests in complementary projects.

### 4.4 Budget allocation

CMG proposes to apply the funds raised under the Offer, as set out below.

SOURCE OF FUNDS				
			Total Funds	% of Funds
Existing cash reserves			\$ 182,070.27	4%
Fund raised from the Offer			\$ 5,000,000.00	96%
TOTAL FUNDS			\$ 5,182,070.27	100%
ALLOCATION OF FUNDS				
Lindfield Project EPM 27872	Year 1	Year 2	Total	% of Funds
Earthworks (Drill sites and access)	\$ 35,000.00	\$ 25,000.00	\$ 60,000.00	
Maiden Drilling	\$ 525,000.00	\$ -	\$ 525,000.00	
Geological Model & JORC Resource Update	\$ 45,000.00	\$ 40,000.00	\$ 85,000.00	
Metallurgy Test Work	\$ 300,000.00	\$ -	\$ 300,000.00	
Lab Pilot Plant Test work	\$ 325,000.00	\$ 265,000.00	\$ 590,000.00	
Infill Drilling	\$ -	\$ 265,000.00	\$ 265,000.00	
Hydrogeological Survey	\$ 65,000.00	\$ 95,000.00	\$ 160,000.00	



Geo-tech Works	\$ -	\$ 145,000.00	\$ 145,000.00	
Baseline Environmental Works	\$ -	\$ 135,000.00	\$ 135,000.00	
Scoping Study		\$ 250,000.00	\$ 250,000.00	
<b>Project Total</b>	<b>\$ 1,295,000.00</b>	<b>\$ 1,220,000.00</b>	<b>\$ 2,515,000.00</b>	<b>49%</b>
<b>Figtree Creek Project EPMA 27998<sup>^</sup></b>	<b>Year 1</b>	<b>Year 2</b>	<b>Total</b>	<b>% of Funds</b>
Native Title	\$ 15,000.00	\$ -	\$ 15,000.00	
Desk Top Studies	\$ 40,000.00	\$ -	\$ 40,000.00	
<b>Project Total</b>	<b>\$ 55,000.00</b>	<b>\$ -</b>	<b>\$ 55,000.00</b>	<b>1%</b>
<b>Lorena Surrounds Project EPMA 27999<sup>^</sup></b>	<b>Year 1</b>	<b>Year 2</b>	<b>Total</b>	<b>% of Funds</b>
Native Title	\$ 15,000.00	\$ -	\$ 15,000.00	
Desk Top Studies	\$ 45,000.00	\$ -	\$ 45,000.00	
<b>Project Total</b>	<b>\$ 60,000.00</b>	<b>\$ -</b>	<b>\$ 60,000.00</b>	<b>1%</b>
<b>SUB-TOTAL</b>	<b>\$ 1,410,000.00</b>	<b>\$ 1,220,000.00</b>	<b>\$ 2,630,000.00</b>	<b>51%</b>
Expenses of the Offer outstanding at date of Prospectus <sup>^^</sup>	\$ 643,022.60	\$ -	\$ 643,022.60	12%
Working Capital <sup>^^^</sup>	\$ 750,000.00	\$ 1,159,047.67	\$ 1,909,047.67	37%
<b>TOTAL</b>	<b>\$ 2,803,022.60</b>	<b>\$ 2,379,047.67</b>	<b>\$ 5,182,070.27</b>	<b>100%</b>

**Table 14:** Use of Funds**Notes:**

<sup>^</sup> The tenements related to the Figtree Creek Project and Lorena Surrounds Project are applications only at this time. CMG is unaware of any circumstance that would prevent the tenements from being granted. However, if either of the tenements were not to be granted, the respective funding for that project would be reallocated to the Lindfield Project to assist with expediting exploratory work to be conducted on that project.



^^ The Expenses of the Offer are comprised of the following:

Expenses of the Offer	Total (excluding GST)	GST	Total (including GST)
Legal Fees*	\$ 120,000.00	\$ 12,000.00	\$132,000.00
Accounting Fees*	\$ 27,000.00	\$ 2,700.00	\$ 29,700.00
Brokerage Fees**	\$ 300,000.00	\$ 30,000.00	\$330,000.00
Consulting & Corporate Advisory Fees**	\$ 111,000.00	\$ 11,100.00	\$122,100.00
Independent Geologist Report*	\$ 44,940.00	\$ 4,494.00	\$ 49,434.00
ASX Fees***	\$ 101,566.00	\$ 10,156.60	\$111,722.60
Prospectus, printing and miscellaneous	\$ 20,000.00	\$ 2,000.00	\$ 22,000.00
<b>Total</b>	<b>\$ 724,506.00</b>	<b>\$ 72,450.60</b>	<b>\$796,956.60</b>
<b>Total outstanding at the date of the Prospectus****</b>	<b>\$643,022.60</b>		

\* Refer to Section 5.9 for further information relating to the legal fees, accounting fees and fees relating to the Independent Geologist Report payable in relation to the Offer.

\*\* Refer to Section 10.4.1 and 10.4.2 for further information relating to the brokerage fees and corporate advisory fees payable to the Co-Lead Managers in relation to the Offer.

\*\*\*Includes estimated initial listing fee and pro rata annual listing fee. Fees subject to change dependent on restricted securities.

\*\*\*\* Some Expenses of the Offer have been paid out of cash reserves of CMG prior to the date of the Prospectus. This figure reflects the total outstanding Expenses of the Offer to be paid from the cash reserves at the date of the Prospectus and from proceeds of the Offer.

^^^ This includes the general costs associated with the management and operation of the business including administration expenses, management salaries, directors' fees, rent and other associated costs. For more information on director and management expenses, refer to Sections 5.4 and 5.7.



## 5. Key People, Interests and Benefits

### 5.1 Board of Directors

Director	Expertise, experience and qualifications
<p>Scott Anthony Drelincourt</p> <p>Managing Director and CEO</p>	<p>Mr Drelincourt joined CMG as Managing Director and CEO in August 2021.</p> <p>Mr Drelincourt has over 16 years' experience as a general manager, executive and geologist. He has proven executive and management skills through strategic, board-level decision making and planning, redefining CMG's strategies, guiding the business, and successfully adding measurable value to CMG's assets.</p> <p>Mr Drelincourt is experienced in working with various parties, including the government, media, shareholders, investors and stakeholders. He is highly skilled in business development, including asset evaluation for investments and divestments, due diligence reporting and research and development programs.</p> <p>Mr Drelincourt's experience has spanned across multiple commodities and countries, having worked for junior, mid-tier to tier one mining companies in greenfield, brownfield through to mining operations.</p> <p>In recent years Mr Drelincourt's focus has turned to critical minerals which has seen him work for several private and ASX listed resource companies with experience in the Julia Creek Toolebuc Formation where he has undertaken scoping studies, defined maiden resources and developed production strategies for vanadium resources.</p> <p>Mr Drelincourt holds a Bachelor of Science (Geology) from the University of Newcastle.</p>



Director	Expertise, experience and qualifications
<p>Alan Broome AM</p> <p>Independent Non-Executive Chairman</p>	<p>Mr Broome was appointed as the independent non-executive Chairman of CMG in October 2021.</p> <p>Mr Broome is a professional director and business advisor with over 40 years' experience in the metals, mining and energy industries.</p> <p>Mr Broome is a non-executive director and chair of a number of Australian mining technology companies including Micromine Pty Ltd, Hedweld Group Pty Ltd, Interlate Pty Ltd and Tait Asia Pacific Pty Ltd. He is also non-executive chairman of ASX-listed New Age Exploration Ltd (ASX:NAE), AIM-listed Strategic Minerals Plc (AIM:SML) and LSE-listed Mustang Energy Plc (LSE:MUST). He is also a non-executive director of ASX-listed DDHI Limited (ASX:DDH).</p> <p>Mr Broome was also previous chair of the Australian Government Action Agenda promoting Mining Technology, and has been recognised by the Commonwealth with an Order of Australia (AM) for services to the mining technology sector and by the Australian Institute of Export as an 'Export Hero'. The Australian Institute of Mining and Metallurgy (AusIMM) has also awarded Mr Broome with a President's Award for services to the mining sector and the inaugural Life Member Award for contribution to Austmine and the mining equipment, technology and services sector.</p> <p>Mr Broome is a fellow of the Australian Institute of Company Directors, AusIMM, and a chartered fellow of the Institute of Directors New Zealand.</p>
<p>Art Malone</p> <p>Independent Non-Executive Director</p>	<p>Mr Malone was appointed as an independent non-executive Director of CMG on 6 May 2022.</p> <p>Mr Malone is a senior energy and resource professional with a background in engineering compliance, with projects and operations management. He has over 16 years' experience in the resources sector, managing large scale projects for listed companies and private entities.</p> <p>Mr Malone is currently the managing director of Peak Helium Pty Ltd, non-executive director of Graphinex Pty Ltd and Core Uranium Limited. He was previously the chief operating officer for Doriemus Plc and head of operations for Rey Resources Pty Ltd.</p> <p>Mr Malone has extensive resource experience across the entire value chain from greenfield exploration through to development, mining and processing throughout Australia and abroad. He has experience in negotiating joint venture transactions, asset sales, mergers and acquisitions and contract terms and procuring investment funding for projects.</p> <p>Mr Malone holds a Diploma of Engineering – Mechanical and is a member of the Australian Institute of Company Directors.</p>



## 5.2 Management

Executive	Position	Expertise, experience and qualifications
Scott Anthony Drelincourt	Managing Director and CEO	See Section 5.1
Adam Purss	Chief Financial Officer	<p>Mr Purss was appointed as CFO in October 2021. Mr Purss is an experienced financial professional with senior leadership experience in various industrial businesses.</p> <p>Mr Purss is a chartered accountant and has previously worked for KPMG and held the chief financial officer role in several ASX listed companies, including PWR Holding Limited and City Pacific Limited.</p>
Toni Myers	Company Secretary	<p>Mrs Myers was appointed as Company Secretary of CMG in August 2021.</p> <p>Mrs Myers has over 10 years' experience providing corporate advisory, legal, risk and governance services to Australian and foreign listed and unlisted entities, having worked as a corporate lawyer.</p> <p>Mrs Myers has a comprehensive knowledge of the Corporations Act and ASX Listing Rules, and extensive compliance, capital raising, merger and acquisitions and initial public offering experience.</p> <p>Mrs Myers has worked with boards and management of both listed and unlisted companies of various sizes and is also the company secretary of a number of unlisted private companies.</p> <p>Mrs Myers has qualifications in law, business and accounting.</p>



### 5.3 Interests and benefits

This Section 5.3 sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this Prospectus, no:

- (a) Director or proposed Director of CMG;
- (b) person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (c) promoter of CMG; or
- (d) underwriter to the Offer,

holds at the Prospectus Date, or has held in the two (2) years before the Prospectus Date, any interest in:

- (a) the formation or promotion of CMG;
- (b) property acquired or proposed to be acquired by CMG in connection with its formation or promotion, or in connection with the Offer; or
- (c) 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:

- (a) any such persons for services in connection with the formation or promotion of CMG or the Offer; or
- (b) any Director or proposed Director to induce them to become, or qualify as, a Director of CMG.

### 5.4 Directors' interests and remuneration

#### Directors' remuneration

The Constitution provides the following in relation to the remuneration of the Directors:

- (a) The fees payable from time to time to Directors (excluding any executive Director) shall be fixed at a general meeting, but until so determined by the general meeting shall be as the Directors determine. In addition, under the ASX Listing Rules, the total amount paid to all non-executive Directors for their services must not exceed in aggregate in any financial year the amount fixed at CMG's general meeting. This amount has been fixed by CMG at \$200,000 per annum. Annual non-executive Directors' fees currently agreed to be paid by CMG are \$110,000 (excluding GST) per annum in aggregate.
- (b) If a non-executive Director performs services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director, CMG may remunerate that Director by payment of a fixed sum determined by



the Directors in addition to or instead of the remuneration referred to above. Directors are also entitled to their reasonable travel, accommodation and other expenses incurred in attending company or Board meetings, or meetings of any committee engaged in CMG's business.

Executive Directors are to be paid an amount of remuneration determined by the Board. Mr Drelincourt will receive a total remuneration package of \$196,200, including a base salary of \$180,000, compulsory superannuation, vehicle fuel expenses and other allowances pursuant to an executive employment contract executed prior to the Offer (see Section 5.7.1). Mr Drelincourt will not be receiving Director's fees while serving as a Board member.

Table 15 below sets out the amount of remuneration each Director is entitled to receive per annum at the Prospectus Date.

Director	Board Remuneration per annum	Executive Contract (excluding superannuation)	Employment remuneration statutory
Mr Drelincourt	Nil	\$180,000	
Mr Broome AM	\$80,000 (excluding GST)	Nil	
Mr Malone	\$30,000 (excluding GST)	Nil	

**Table 15:** Director Remuneration

## 5.5 Deeds of access, indemnity and insurance of Directors

CMG has entered into deeds of access, indemnity and insurance with each Director which contains rights of access to certain books and records of CMG for a period of seven (7) years after the Director ceases to hold office. This seven (7) years period can be extended where certain proceedings or investigations commence before the seven (7) years period expires.

Under the deed of access, indemnity and insurance, CMG:

- (a) indemnifies the Directors against all liabilities to another person which may arise from their position as an officer of CMG or its subsidiaries to the extent permitted by law; and
- (b) must obtain directors' and officers' insurance during each Director's period of office and for a period of seven (7) years (subject to extension in the event of proceedings or investigations commencing) after a Director ceases to hold office.



Pursuant to the Constitution, CMG:

- (a) is required to indemnify all Directors and officers, past and present, against all liabilities allowed under law; and
- (b) may arrange and maintain directors' and officers' insurance for its Directors to the extent permitted by law.

CMG currently has directors' and officers' insurance in place on standard commercial terms.

## 5.6 Director's shareholdings

Table 16 below sets out the Directors' shareholding in CMG as at the Prospectus Date and following the Offer.

	Shares held on the Prospectus Date	%	Shares held on Completion of the Offer	%
Entities associated with Mr Drelincourt	510,000	3.01%	1,635,000	3.77%

**Table 16:** Director related shareholdings

## 5.7 Executive remuneration

### 5.7.1 Chief Executive Officer

CMG (through its wholly owned subsidiary, Vanteq) has entered into an employment contract with Mr Drelincourt in respect of his employment as CEO. Mr Drelincourt will be entitled to a total remuneration package of \$180,000 plus statutory superannuation, and vehicle fuel expenses and other allowances.

As a member of Management, Mr Drelincourt will be entitled to participate in CMG's employee incentive plan and receive discretionary bonuses and other discretionary benefits. For further details about CMG's Long-Term Incentive Plan, refer to Section 5.8.

Under Mr Drelincourt's employment agreement, Mr Drelincourt will be invited to participate in the Long-Term Incentive Plan as follows:



Lindfield Project milestones***	Period / Timing	Share incentive amount**
Successful Scoping Study*	As determined by the Board	625,000 Shares
JORC Upgrade	As determined by the Board	625,000 Shares
Successful pre-feasibility study*	As determined by the Board	625,000 Shares
JORC Reserves	As determined by the Board	625,000 Shares
ML granting	As determined by the Board	625,000 Shares
Bankable feasibility study	As determined by the Board	750,000 Shares

**Table 17:** Intended Shares to be offered to Mr Drelincourt under CMG's incentive scheme

**Notes:**

\*Successful means completed and/or shows economic promise and/or shows a pathway forward to advance the project and/or warrants further advance work.

\*\*This is subject to Shareholder approval and the ASX Listing Rules where required.

\*\*\*Lindfield Project milestones may be revised by mutual agreement to reflect the appropriate financial and operational performance required.

Either party may terminate Mr Drelincourt's employment contract by giving the other six (6) months' notice. CMG may make a payment in lieu of all or part of the notice period and/or place Mr Drelincourt on gardening leave. CMG may also terminate Mr Drelincourt's employment immediately in certain circumstances, including serious misconduct.

Mr Drelincourt's employment contract also includes a restraint and non-solicitation clause applying for a maximum of up to twenty-four (24) months after termination. Enforceability of such clauses is subject to the usual legal requirements.

## 5.7.2 Chief Financial Officer

CMG (through its wholly owned subsidiary, Vanteq) has entered into a consulting contract with Mr Purss (through an entity related to Mr Purss) in respect of his engagement as CFO. Mr Purss will be entitled to a consultancy fee of \$1,000 per day (plus GST).

Either party may terminate Mr Purss' consultancy contract by giving the other fourteen days' notice. CMG may also terminate Mr Purss' contract immediately in certain circumstances, including for material breach of the consultancy contract.



### 5.7.3 Company Secretary

CMG (through its wholly owned subsidiary, Vanteq) has entered into a consulting contract with Mrs Myers (through an entity related to Mrs Myers) in respect of her engagement as Company Secretary. Mrs Myers will be entitled to a consultancy fee of \$1,000 (plus GST) per day chargeable in half day increments.

Either party may terminate Mrs Myers' consultancy contract by giving the other one months' notice. CMG may also terminate Mrs Myers' contract immediately in certain circumstances, including serious misconduct.

### 5.8 Long-term Incentive Plan

CMG has adopted a long-term incentive plan (**Long-Term Incentive Plan**) which allows it to issue Shares to eligible persons (including Directors subject to compliance with the ASX Listing Rules) as the Board approves from time to time pursuant to a limited recourse loan facility.

At the Prospectus Date, the Board has not approved CMG to issue any Shares pursuant to the Long-Term Incentive Plan. Any Shares issued under the Long-Term Incentive Plan are subject to the vesting conditions (as outlined below).

A summary of the Long-Term Incentive Plan is set out below:

TOPIC	SUMMARY
Eligibility	Eligibility to participate in the Long-Term Incentive Plan and the number of Shares that can be acquired by each participant will be determined by the Board. Offers may be made to employees of CMG or any other person that the Board determines to be eligible to receive a grant under the Long-Term Incentive Plan ( <b>Participant</b> ).
Advance of Loan Amount	The loan provided to Participants by CMG can only be used to acquire Shares under the Long-Term Incentive Plan ( <b>Loan</b> ).
Limitation on size of the Plan	Participation in the Long-Term Incentive Plan will be limited to 5% of the total number of issued Shares in CMG.
Offers	The Board has the discretion to set the terms and conditions on which it will offer Shares acquired using the Loan in the individual offer documents ( <b>Plan Offer</b> ). Plan Offers will be in writing and state, among other things, the number of Shares under the Plan Offer, the amount of the Loan and applicable vesting conditions.



TOPIC	SUMMARY
Acquisition of Shares	When the Participant accepts the Plan Offer and the Loan terms, the amount representing the acquisition price will be applied to fund the acquisition of the Shares. CMG is then required to arrange for the Shares to be provided to the Participant by way of: an allotment and issue; by acquiring the Shares on-market; by transfer; or by other means.
Restrictions on Disposal	Shares acquired under the Long-Term Incentive Plan cannot be disposed of or dealt with (other than under the Loan terms) until the vesting conditions are satisfied.
Change of control events	Where there is, in the Board's opinion, a likely change of control event, the Board may determine that all or a specified number of a Participant's unvested Shares vest and that a pro rata amount of the Loan will become repayable.
Rights attaching to Shares	<p>Subject to the terms of the Plan Offer or the Loan terms, Participants will be entitled to:</p> <ul style="list-style-type: none"> <li>• exercise any voting rights attaching to any Shares acquired under the Long-Term Incentive Plan;</li> <li>• receive any distributions paid on the Shares acquired under the Long-Term Incentive Plan; and</li> <li>• participate in any rights issues of Shares made by CMG.</li> </ul> <p>The Long-Term Incentive Plan and Loan terms will also apply to any bonus Shares that CMG issues to Participants in relation to Shares acquired under the Long-Term Incentive Plan.</p>
Vesting	Shares only vest if the applicable vesting conditions (including any vesting period) are satisfied, waived by the Board or are deemed to have been satisfied under the Long-Term Incentive Plan. The vesting conditions are determined prior to the granting of the Plan Offer by the Board.
Powers of the Board	<p>The Board has broad powers to:</p> <ul style="list-style-type: none"> <li>• administer the Long-Term Incentive Plan, establish policies and procedures in respect of the loan plan and resolve questions of construction of the Long-Term Incentive Plan;</li> <li>• amend the rules governing the Long-Term Incentive Plan and any Plan Offer made under the Long-Term Incentive Plan in specified circumstances and where the amendment does not materially adversely affect the rights of Participants. While the Shares are listed on the ASX, amendments to the rules governing the Long-Term Incentive Plan must be made in accordance with the Listing Rules (or any waiver); and</li> <li>• terminate or suspend the Long-Term Incentive Plan at any time provided that it does not materially affect or materially prejudice the rights of Participants.</li> </ul>
Security	Under the Loan terms, the Participant grants a security interest in the Shares to secure payment of the Loan and for performance of the Participant's obligations under the Loan. To the extent that a security interest is created under the PPSA, the Participant consents to CMG registering the interest with the PPSA.



A summary of the CMG – Employee Limited Recourse Loan Terms (**Loan Terms**) are set out below:

TOPIC	SUMMARY
Purpose of Loan	The Participant can only use the Loan to pay the acquisition price for Shares acquired under the Long-Term Incentive Plan.
Conditions precedent to advance	A Loan advance will not be provided until CMG has received a properly completed drawdown notice and acceptance form executed by the Participant.
Drawdown Notice	When the drawdown notice is completed and lodged by the Participant with CMG, the Participant requests the Loan to be advanced, agrees to be bound by the Loan facility and the Participant directs the Loan be applied to fund the acquisition of the Shares.
Security	Under the Loan Terms, the Participant grants a security interest in the Shares to secure payment of the Loan and for performance of the Participant's obligations under the Loan. To the extent that a security interest is created under the PPSA, the Participant consents to CMG registering the interest with the PPSA.
Nature of the Loan	The Loan is interest free (unless otherwise determined by the Board).
Distributions	Any dividends paid on the Shares while any part of the Loan remains outstanding (on a notional after-tax basis) will be applied towards repaying the Loan. The balance of the dividend is paid directly to the participant to fund his or her tax liability on the dividends paid. Capital distributions will also be applied towards repaying the Loan.
Repayment and limited recourse	<p>The Loan is a limited recourse five (5) year loan. That is, at the relevant repayment time the Participant is required to repay the lesser of the outstanding principal and the market value of the Shares at that time. The timing of repayment can differ depending on whether a Participant ceases employment and whether the applicable vesting conditions have been satisfied.</p> <p>Where the market value of the Shares is repayable, the Participant forfeits the Shares. As soon as practicable after the Shares are forfeited, CMG must either sell those Shares, buy back and cancel those Shares or deal with them in any other manner determined by CMG. No consideration is payable to a Participant where their Shares are forfeited.</p>
Repayments or prepayments	A Participant can repay the principal outstanding at any time. Where a Participant sells their Shares, they must apply the proceeds of sale in repayment of any principal outstanding under the Loan.



## 5.9 Interests of advisors

CMG has engaged the following professional advisers:

- (a) Harbury Advisors Pty Ltd ACN 625 265 965 has acted as Co-Lead Managers of the Offer. CMG has paid, or agreed to pay, Harbury Advisors Pty Ltd the fees described in Section 10.4.2. Harbury Advisors Pty Ltd also have a Convertible Note which will convert into 187,500 Shares prior to Listing which may be escrowed for up to 24 months by ASX (further described in Section 10.4.3).
- (b) Vested Equities Pty Ltd ACN 601 621 390 has acted as Co-Lead Manager of the Offer. CMG has paid, or agreed to pay, Vested Equities Pty Ltd the fees described in Section 10.4.1. In addition:
  - (i) Entities associated with Vested Equities Pty Ltd hold the following Shares as at the Prospectus Date:
    - (A) 4,610,000 Shares, being Founders' Shares, which will represent a shareholding equal to 10.46% on Completion; and
    - (B) 30,000 Shares, being Seed Investors' Shares, which will represent a shareholding equal to 0.68% on Completion.

The Shares may be escrowed for up to 24 months by ASX.
  - (ii) CMG has agreed to issue the Broker Options as outlined in Sections 2.5 and 10.4.1 to entities related to the Co-Lead Managers.
- (c) Finucan Lawyers has acted as legal adviser to CMG in relation to the Offer and has prepared the Solicitor's Tenement Report which is included in Section 8. CMG has paid, or agreed to pay, approximately \$120,000 (excluding disbursements and GST) for these services up until the Prospectus Date. Further amounts may be paid to Finucan Lawyers in accordance with its normal time-based charges. An entity associated with Finucan Lawyers has a Convertible Note which will convert into 250,000 Shares prior to Listing which may be escrowed for up to 24 months by ASX (further described in Section 10.4.3).
- (d) Measured Group Pty Ltd has acted as Independent Expert Geologist to CMG in relation to the Offer. CMG has paid, or agreed to pay, approximately \$44,940 (excluding disbursements and taxes) for these services up until the Prospectus Date.
- (e) PKF Brisbane Audit has acted as Investigating Accountants and has prepared the Investigating Accountant's Report. CMG has paid, or agreed to pay, approximately \$15,000 (excluding disbursements and GST) for these services up until the Prospectus Date.
- (f) PKF Brisbane Audit will act as auditors to review the consolidated financial reports for the financial year ending 30 June 2021. CMG has paid, or agreed to pay, approximately \$3,000 (excluding disbursements and GST) for these services.
- (g) CMG has paid, or agreed to pay approximately \$2,500 to the Share Registry for the provision of services for this Listing and ongoing share registry services.

These amounts, and other expenses of the Offer, will be paid by CMG out of funds raised under the Offer or available cash. Further information on the use of proceeds and payment of expenses of the Offer is set out in Section 4.4.



## 6. Corporate Governance

### 6.1 Overview

CMG has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with CMG's needs.

To the extent applicable, CMG has adopted *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council (**Recommendations**).

In light of CMG's size and nature, the Board considers that the current board is a cost effective and practical method of directing and managing CMG. As CMG's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

CMG's main corporate governance policies and practices as at the date of this Prospectus are outlined below and CMG's full Corporate Governance Plan is available in a dedicated corporate governance information section of CMG's website at <https://www.criticalmineralsgroup.com.au/corporate-governance>.

### 6.2 The Board

The Board is responsible for corporate governance of CMG. The Board develops strategies for CMG, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

- (a) maintain and increase Shareholder value;
- (b) ensure a prudential and ethical basis for CMG's conduct and activities; and
- (c) ensure compliance with CMG's legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

- (a) developing initiatives for profit and asset growth;
- (b) reviewing the corporate, commercial and financial performance of CMG on a regular basis;
- (c) acting on behalf of, and being accountable to, the Shareholders; and
- (d) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

CMG is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.



## **6.3 Composition of the Board**

The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting CMG in achieving growth and delivering value to Shareholders.

In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of CMG.

The composition of the Board is to be reviewed regularly against CMG's Board skills matrix prepared and maintained by the nominations committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.

Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of CMG and its Shareholders as a whole rather than those of individual shareholders or interest groups. Where practical, at least 50% of the Board should be independent.

Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the remuneration and nomination committee to ensure that they continue to contribute effectively to the Board.

## **6.4 Identification and management of risk**

The Board's collective experience will enable accurate identification of the principal risks that may affect CMG's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

## **6.5 Independent professional advice**

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at CMG's expense, may obtain independent professional advice on issues arising in the course of their duties.

## **6.6 Ethical standards**

The Board is committed to the establishment and maintenance of appropriate ethical standards.



## 6.7 Charters and Policies

Set out in the table below is a list of CMG's corporate governance charters and policies and a brief description of the purpose of each. Copies of the charters and policies are in the Corporate Governance section of CMG's website at <https://www.criticalmineralsgroup.com.au/corporate-governance>.

As CMG's activities develop in size, nature and scope, the implementation of additional corporate governance policies will be given further consideration.

Charter/Policy	Purpose
Board Charter	The Board Charter sets out the various responsibilities of the Board with regard to the overall operation and stewardship of CMG.
Code of Conduct	The Code of Conduct aims to develop a consistent understanding of, and approach to, the desired standards of conduct and behaviour of the Directors, officers, employees and consultants in carrying out their roles for CMG.
Continuous Disclosure and Shareholders Communications Policy	<p>The purpose of the Continuous Disclosure and Shareholders Communications Policy is to:</p> <ul style="list-style-type: none"> <li>(a) ensure that CMG, at a minimum, complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and, as much as possible, seeks to achieve best practice;</li> <li>(b) provide Shareholders and the market with timely, direct and equal access to information issued by CMG; and</li> <li>(c) promote investor confidence in the integrity of CMG and its Securities.</li> </ul>
Securities Trading Policy	The Securities Trading Policy states the requirements for all Directors, senior executives, employees and consultants of CMG dealing in CMG's Securities.



Charter/Policy	Purpose
Audit and Risk Management Committee Charter	<p>The Audit and Risk Management Committee Charter states the roles and responsibilities of the Board in performing its function to oversee CMG's internal and external risk and audit matters. The purpose of the Audit and Risk Management Committee Charter is to:</p> <ul style="list-style-type: none"> <li>(a) provide a framework for identifying, assessing, monitoring and managing risk;</li> <li>(b) communicate the roles and accountabilities of participants in the risk management and audit system; and</li> <li>(c) highlight the status of risks to which CMG is exposed, including any material changes to CMG's risk profile.</li> </ul> <p>The primary role of the function is to:</p> <ul style="list-style-type: none"> <li>(a) monitor the integrity and quality of interim and annual financial reporting and disclosures;</li> <li>(b) identify key business, financial and regulatory risks;</li> <li>(c) monitor compliance with relevant laws, regulations, standards and codes;</li> <li>(d) monitor the adequacy of the internal control framework; and</li> <li>(e) monitor the integrity of internal and external audit.</li> </ul>
Remuneration and Nominations Committee Charter	<p>The Remuneration and Nominations Committee Charter sets out the Board's policy and procedures for nomination and remuneration of officers and senior management, including in relation to the CEO, to ensure that they are fair and meet market conditions.</p>
Diversity Policy	<p>CMG has adopted a Diversity Policy to encourage the creation of a workplace where well qualified management are appointed and with a corporate culture of diversity in composition of executives, management and employees.</p>



Charter/Policy	Purpose
Whistleblower Policy	The Board has adopted a whistleblower protection policy to ensure concerns regarding unacceptable conduct including breaches of the CMG's Code of Conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk.
Anti-bribery & Anti-corruption Policy	The Board has adopted an anti-bribery and anti-corruption policy for the purpose of setting out the responsibilities in observing and upholding CMG's position on bribery and corruption and provides information and guidance to those working for CMG on how to recognise and deal with bribery and corruption issues.

## 6.8 Corporate Governance Compliance with ASX Recommendations

CMG sets out below its “if not, why not” report in relation to those matters of corporate governance where CMG's practice departs from the ASX Recommendations to the extent that they are currently applicable to CMG.

<b>Recommendation 1.1 – Roles and responsibilities of the Board and senior executives</b>	Complies	<p>The Board has adopted a Board Charter which sets out the roles and responsibilities of the Board and management and its governance requirements.</p> <p>The Board Charter clearly articulates the division of responsibilities between the Board and senior executives to help manage expectations and avoid misunderstandings about their respective roles and responsibilities.</p> <p>A copy of the Board Charter can be found on CMG's website.</p>
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<p><b>Recommendation 1.2 – Checks on Board candidates and provision of information to Shareholders</b></p>	<p>Complies/Will Comply</p>	<p>CMG undertakes appropriate checks before appointing a person or putting forward to Shareholders a candidate for election as a Director or a senior executive of CMG.</p> <p>The Remuneration and Nomination Committee's Charter requires the committee to undertake background checks and provide Shareholders with all relevant information. A copy of CMG's Remuneration and Nomination Committee's Charter is accessible on the CMG's website.</p> <p>The committee is also to develop and review disclosure about a formal and transparent process for selection, appointment and re-appointment of Directors including criteria of selection.</p> <p>The committee is to make recommendations to the Board regarding re-election of Directors.</p> <p>CMG intends to provide Shareholders with all material information in its possession and otherwise prescribed by Recommendation 1.2 which is relevant to a decision on whether or not to elect or re-elect a Director.</p>
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**Recommendation 1.3  
– Written agreements  
with Directors and  
senior executives of the  
company**

Complies

CMG has entered into written agreements with each of its Directors and senior executives setting out the terms of their appointment.

Each member of the senior executive team has signed a formal employment contract covering a range of matters including their duties, rights, responsibilities, mechanisms for performance reviews, any entitlements on termination and obligations to (without limitation):

- (a) disclose the individual's interests in any matters which could affect the individual's independence;
- (b) comply with key corporate policies, including CMG's code of conduct, anti-bribery and corruption policy and its trading policy;
- (c) notify CMG of, or to seek CMG's approval before accepting, any new role that could impact upon the time commitment expected of the Director or senior executive or give rise to a conflict of interest.

The standard contract refers to a specific formal job description. This job description is reviewed by the Board on an annual basis and, where necessary, is revised in consultation with the relevant employee.



<b>Recommendation 1.4 – Company Secretary is accountable to the Board</b>	Complies	<p>The Company Secretary plays an important role in supporting the effectiveness of the Board and its committees. The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.</p> <p>Any decision to appoint or remove a Company Secretary will be made or approved by the Board.</p> <p>Each Director of CMG is able to communicate directly with the Company Secretary and vice versa.</p>
<b>Recommendation 1.5 – Diversity Policy</b>	Complies/Will Comply	<p>CMG values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, CMG has developed a Diversity Policy which is available on CMG's website.</p> <p>This policy outlines CMG's diversity objectives in relation to gender, age, cultural background and ethnicity. It includes requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and CMG's progress in achieving them. CMG's Diversity Policy will be periodically reviewed to ensure that it is operating effectively and to ascertain whether any amendments are required.</p> <p>The Board will abide by the following principles:</p>



**Recommendation 1.5 –  
Diversity Policy**

Complies/Will  
Comply

- (a) the Board is to establish measurable gender diversity objectives and assess annually the objectives and its progress in achieving them with respect to the composition of CMG's Board, senior executives and workforce generally;
- (b) CMG is to maintain a mix of Directors on the Board from different backgrounds with complementary skills and experience; and
- (c) the Board is required to undertake an annual Board performance review and consider the appropriate mix of skills required by the Board to maximise its effectiveness and its contribution to CMG.

CMG will disclose at the end of each reporting period:

- (i) the measurable objectives for achieving gender diversity set by the Board or a relevant committee with CMG's Diversity Policy; and
- (ii) CMG's progress towards achieving those objectives; and
- (iii) either:
  - (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
  - (B) where CMG is considered to be a 'relevant employer' under the *Workplace Gender Equality Act*, the entity's most recent "General Equality Indicators", as defined in and published under that Act.

In line with the Recommendations, the Board expects to set the measurable objectives in the ensuing year.



<b>Recommendation 1.6 – Process for the Periodic evaluation of the Board</b>	Complies/Will Comply	<p>CMG's Board Charter states that the Board will:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors;</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with the stated process during the relevant period; and</li> <li>(c) review and evaluate its own performance, and the performances of its committees and its individual Directors, in conjunction with the Remuneration and Nomination Committee in accordance with the stated processes.</li> </ul>
<b>Recommendation 1.7 – Process for the periodic evaluation of Senior Executives</b>	Complies/Will Comply	<p>CMG's Remuneration and Nomination Committee Charter states that the committee will:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>



**Recommendation  
2.1 – Appointment of  
Nomination Committee**

Complies/Will  
Comply

Currently the size of the Board is not sufficient to warrant two separate committees for remuneration and nomination. As a result, CMG has established a combined Remuneration and Nomination Committee.

The Remuneration and Nomination Committee's Members are:

- (a) Scott Drelincourt;
- (b) Art Malone; and
- (c) Alan Broome AM.

The Remuneration and Nomination Committee Charter is available on CMG's website and is designed to (without limitation):

- (i) clearly set out the role of the Remuneration and Nomination Committee;
- (ii) confer upon the Remuneration and Nomination Committee all necessary powers for it to perform the stated roles; and
- (iii) provide the Remuneration and Nomination Committee with authority to seek advice from external consultants or specialists where necessary or appropriate.

In accordance with the Remuneration and Nomination Committee Charter, the committee is responsible for ensuring that CMG's executive remuneration policies, practices and procedures:

- (A) are aligned with CMG's overall business objectives and market practice;
- (B) motivate executives to pursue CMG's long term growth;
- (C) demonstrate a clear relationship between CMG's performance and performance of executives; and
- (D) align the interests of executives with the creation of value for Shareholders.

The Remuneration and Nomination Committee will ensure that the number of times the committee meets throughout the relevant reporting period and the individual attendances of the members at those meetings are disclosed.



<b>Recommendation 2.2 – Board skills matrix</b>	No	<p>CMG does not currently have a skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is not necessary given the current size and scope of CMG's operations. The Board may adopt such a matrix at a later stage as CMG's operations grow and evolve.</p>
<b>Recommendation 2.3 – Director's independence</b>	Complies	<p>The Board has adopted specific principles in relation to Directors' independence which are set out in the Board Charter. These state that to be independent, a Director must be a non-executive Director and:</p> <ul style="list-style-type: none"> <li>(a) must not receive performance-based remuneration (including options or performance rights) from, or participate in an employee incentive scheme of CMG;</li> <li>(b) has no substantial holding (being more than 5% ownership) in CMG, and not an officer of, or otherwise associated directly with, a person or entity that has a substantial holding;</li> <li>(c) within the last three years, has not been employed in an executive capacity by CMG;</li> <li>(d) within the last three years, has not been a principal of a material professional adviser or a material consultant to CMG, or an employee materially associated with the service provided;</li> <li>(e) within the last three years, has not been a material supplier or customer of CMG, or an officer of, or otherwise associated directly with, a material supplier or customer;</li> </ul>



<b>Recommendation 2.3 – Director’s independence</b>	Complies	<p>(f) has no material contractual relationship with CMG other than as a Director; and</p> <p>(g) has no close family ties with any person who falls within any of the categories described above.</p> <p>The Board is comprised of three members.</p> <p>Scott Drelincourt was appointed to the Board. The Board does not consider Scott Drelincourt to be an independent Director as he has been employed by CMG in an executive capacity.</p>
<b>Recommendation 2.4 – Majority of the Board are independent Directors</b>	Complies/Will Comply	CMG has a majority of independent directors.
<b>Recommendation 2.5 – Independence of Chair</b>	Complies/Will Comply	<p>CMG’s Board Charter states the chair must be an independent non-executive Director.</p> <p>The Board will ensure that the chair of the Board will not be the same person as the CEO.</p> <p>Currently the Chairman of the Board is Alan Broome AM.</p>



<p><b>Recommendation 3.3 – Whistleblower Policy</b></p>	<p>Complies</p>	<p>As reflected in its values statement, the lawful and ethical conduct of its business is a key priority of CMG. CMG recognises that in order to ensure it is always held to the highest standard of accountability in the conduct of its business, the protection of those (in particular its employees) who may have critical opinions about CMG's conduct or business practices, is essential.</p> <p>Accordingly, CMG has developed a Whistleblower Policy to ensure the protection of anyone required to make a disclosure against it.</p> <p>The policy:</p> <ul style="list-style-type: none"> <li>(a) requires that the Board is informed of any material incidents reported under the policy;</li> <li>(b) requires for its circulation to all Directors, senior executives and employees of CMG;</li> <li>(c) clearly identifies the types of concerns that may be reported under the policy and how and to whom reports may be made;</li> <li>(d) explains how the confidentiality of the whistleblower's identity is safeguarded and how the whistleblower is protected from retaliation or victimisation;</li> <li>(e) requires that employees are trained about the whistleblower policy and their rights and obligations under it;</li> <li>(f) requires that managers, Directors and senior executives be trained on how to respond to whistleblower reports that they may receive; and</li> <li>(g) requires that the policy will be periodically reviewed to ensure it is operating effectively.</li> </ul> <p>A copy of CMG's Whistleblower Policy can be found on CMG's website and is made actively available to all Directors, senior executives and employees.</p>
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**Recommendation  
3.4 – Anti-bribery and  
corruption policy**

Complies

CMG prohibits bribery and corruption in all of its dealings across every jurisdiction and accordingly, compliance with CMG's Anti-bribery and Anti-Corruption Policy is foundational to CMG's values and to the preservation of CMG's good reputation and standing in the community. CMG's Anti-bribery and Anti-Corruption Policy:

- (a) requires that the Board is informed of any material incidents of bribery or corruption;
- (b) makes clear that serious criminal and civil penalties may be incurred and reputation damage may be inflicted if the organisation is involved in bribery or corruption;
- (c) prohibits bribery and corruption in all of its dealings across every jurisdiction;
- (d) includes controls around political donations and offering or accepting gifts, entertainment or hospitality;
- (e) provides for the training of managers and employees likely to be exposed to bribery or corruption about how to recognise and deal with such matters;
- (f) requires breaches of CMG's Anti-bribery and Anti-Corruption Policy to be reported to the appropriate person or body (in addition to the Board) within the organisation; and
- (g) requires that CMG's Anti-bribery and Anti-Corruption Policy will be periodically reviewed to ensure it is operating effectively.

A copy of CMG's Anti-bribery and Anti-Corruption Policy can be found on CMG's website.



<b>Recommendation 4.1 – Appointment of Audit Committee</b>	Complies/Will Comply	<p>CMG has combined their audit and risk committees. CMG's Audit and Risk Committee Charter states that the committee must have a minimum of three (3) members with a majority being independent non-executive Directors. The chair of the committee must be an independent director who is not the chair of the Board.</p> <p>The committee's members are:</p> <ul style="list-style-type: none"> <li>(a) Scott Dreincourt;</li> <li>(b) Art Malone; and</li> <li>(c) Alan Broome AM.</li> </ul> <p>The charter also requires CMG to disclose:</p> <ul style="list-style-type: none"> <li>(i) the charter;</li> <li>(ii) the relevant qualifications and experience of the members of the committee; and</li> <li>(iii) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members of those meetings.</li> </ul> <p>A copy of CMG's Audit and Risk Committee Charter can be found on CMG's website.</p>
<b>Recommendation 4.2 – CEO and CFO declarations</b>	Complies	<p>CMG's Audit and Risk Committee Charter provides that the committee are to ensure that the CEO and CFO are reasonably able to state that their declarations required under s295A of the Corporations Act relating to financial statements and reports are founded on sound system of risk management.</p>



<b>Recommendation 4.3</b> <b>– Disclosure of process adopted to verify integrity of unaudited periodic reports</b>	Complies/Will Comply	<p>To ensure that its investors are adequately informed as to the nature and quality of the corporate material upon which they intend to rely, CMG has determined that it will not release a corporate report publicly where that report has not been the subject of an external audit. The exception to this prohibition is where the relevant report has been reviewed by the Board against CMG's internal verification guidelines and has been approved for public release.</p> <p>CMG's internal verification guidelines specifies the procedure with which CMG is required to comply in order to satisfy itself that the relevant report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.</p>
<b>Recommendation 5.1 – Written policy for complying with its continuous disclosure obligations under listing rule 3.1</b>	Complies/Will Comply	<p>CMG has a Continuous Disclosure and Shareholders Communication Policy setting out the requirements aimed to ensure full and timely disclosure to the market of all material issues relating to CMG to ensure that all stakeholders have an equal opportunity to access information. CMG's Continuous Disclosure and Shareholders Communication Policy reflects the continuous disclosure requirements of the Listing Rules and Corporations Act.</p> <p>A copy of CMG's Continuous Disclosure and Shareholders Communication Policy can be found on CMG's website.</p>
<b>Recommendation 5.2</b> <b>– Board to be informed on all material market announcements</b>	Complies/Will Comply	<p>CMG's Continuous Disclosure and Shareholders Communication Policy states that CMG will ensure that its Board receives a copy of all material market announcements promptly after they have been made.</p>



<b>Recommendation 5.3 – Presentations and presentation materials to be released on the ASX Market Announcements Platform</b>	Complies/Will Comply	<p>CMG's Continuous Disclosure and Shareholders Communication Policy states that where CMG intends to deliver a presentation to a new and substantive investor or analyst, CMG is required to release the presentation and associated materials on the ASX Market Announcements Platform prior to any such presentation being given.</p>
<b>Recommendation 6.1 – Provision of information via the company's website</b>	Complies/Will Comply	<p>CMG provides information about itself and its governance to investors via its website <a href="http://www.criticalmineralsgroup.com.au">www.criticalmineralsgroup.com.au</a>. CMG's corporate governance information can be accessed from the "Corporate Governance" section of CMG's website.</p>
<b>Recommendation 6.2 – Investor relations program to facilitate effective two way communication</b>	Complies/Will Comply	<p>The Continuous Disclosure and Shareholders Communication Policy recognises that stakeholders of both a large scale and retail nature are entitled to have access and participate in a two-way discussion with CMG on relevant issues.</p> <p>CMG has a Continuous Disclosure and Shareholders Communication Policy that outlines the processes followed by CMG to ensure communications with Shareholders and the community is effective, consistent and adheres to the principles of continuous disclosure. A copy of the Continuous Disclosure and Shareholders Communication Policy is available on CMG's website.</p> <p>CMG communicates with Shareholders:</p> <ul style="list-style-type: none"> <li>• following admission to ASX, through releases to the market via the ASX;</li> <li>• through CMG's website;</li> <li>• through information provided directly to Shareholders; and</li> <li>• at general meetings.</li> </ul>



<b>Recommendation 6.3 – Disclosure of policies and procedures in place to facilitate and encourage participation at meetings of shareholders</b>	Complies	<p>CMG permits Shareholders to cast their proxies prior to a general meeting if they are unable to attend. In addition, CMG affords Shareholders who are not able to attend an annual general meeting and exercise their right to ask questions about, or make comments on, the management of CMG, the opportunity to provide questions or comments ahead of the meeting. Where appropriate, CMG will answer these questions at the meeting, either by being read out and then responded to at the meeting or by providing a written answer at the meeting.</p> <p>CMG is currently considering how it may facilitate participation of security holders via the use of webcasting, multiple venues linked by live telecommunications and by the use of hybrid meetings that allow shareholders to attend and vote in person, online or by proxy.</p>
<b>Recommendation 6.4 – Substantive resolutions to be decided by poll</b>	Complies/Will Comply	<p>CMG decides substantive resolutions by poll.</p>
<b>Recommendation 6.5 – Shareholders have the option to receive communications from and send communications to the company and its share registry electronically</b>	Complies	<p>Shareholders are encouraged to communicate with CMG and its share registry electronically, including via the “contact us” facility on CMG’s website and receiving forms and documents electronically or accessing material directly from CMG’s website.</p>
<b>Recommendation 7.1 – Appointment of a risk management committee</b>	Complies	<p>CMG has combined their audit and risk committees. CMG’s Audit and Risk Committee Charter states that the committee must have a minimum of three (3) members with a majority being independent non-executive Directors.</p> <p>The committee’s members are:</p> <ul style="list-style-type: none"> <li>(a) Scott Drelincourt;</li> <li>(b) Art Malone; and</li> <li>(c) Alan Broome AM.</li> </ul> <p>CMG intends to disclose on an annual basis, the number of meetings of that committee and attendance by individual members.</p>



<b>Recommendation 7.2 – Review of the company's risk management framework annually</b>	Complies/Will Comply	<p>The Audit and Risk Management Committee Charter requires the committee to at least annually undertake a structured review of the risk management framework of CMG to satisfy itself it continues to be sound and that CMG is operating within the risk appetite set by the Board.</p> <p>The Audit and Risk Management Committee will ensure the disclosure of whether such a review has taken place during each reporting period.</p> <p>In accordance with the Audit and Risk Management Committee Charter the committee intends to undertake a structured review in the ensuing year.</p>
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**Recommendation 7.3 –  
Internal audit function**

Complies

CMG does not currently have an internal audit function.

The Managing Director/CEO is charged with evaluating and considering improvements to CMG's risk management and internal control processes on an ongoing basis.

The Board considers that an internal audit function is not currently necessary given the current size and scope of CMG's operations.

CMG is committed to understanding and managing risk and to establishing an organisational culture that ensures risk management is included in all activities, decision making and business processes. The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. Detailed work on this task is delegated to the Audit and Risk Management Committee and reviewed by the full Board. The Audit and Risk Management Committee's Charter can be accessed on CMG's website. The Audit and Risk Management Committee recommends any action it deems appropriate to the Board for its consideration.

The Board's collective experience will enable accurate identification of the principal risks that may affect CMG's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

CMG will develop a strategic risk register identifying and ranking the main strategic risks facing CMG and provides an explanation as to how those risks are managed. The Board reviews this register on a regular basis.



<b>Recommendation 7.4</b> <b>– Material exposure to economic, environmental and social sustainable risks</b>	Complies/Will Comply	<p>The material risks that CMG are exposed to are disclosed in this Prospectus and these include disclosure of any economic, environmental and social sustainability risks it faces.</p> <p>Risk oversight and review is part of the responsibility of the Audit and Risk Management Committee under the Audit and Risk Management Committee Charter.</p>
<b>Recommendation 8.1 – Appointment of a Remuneration Committee</b>	Complies	<p>CMG has combined the remuneration and nomination committee. CMG's Remuneration and Nomination Committee Charter states that the committee must have at least three members and will comprise a majority of independent Directors.</p> <p>The Committee's Members are:</p> <ul style="list-style-type: none"> <li>(a) Scott Drelincourt;</li> <li>(b) Art Malone; and</li> <li>(c) Alan Broome AM.</li> </ul> <p>The Remuneration and Nomination Committee Charter will be posted on CMG's website.</p> <p>CMG intends to disclose on an annual basis, the number of meetings of that committee and attendance by individual members.</p>
<b>Recommendation 8.2</b> <b>- Disclosure of policies and practices regarding remuneration of non-executive Directors and remuneration of executive Directors and other Senior Executives</b>	Complies	<p>CMG's policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives is set out in the Remuneration and Nomination Committee Charter.</p> <p>The Remuneration and Nomination Committee Charter is accessible on CMG's website.</p>



<b>Recommendation 8.3 – Transactions which limit the economic risk of participating in the company's equity-based remuneration scheme</b>	Complies	<p>CMG has a Long-Term Incentive Plan which is governed by the Long-Term Incentive Plan rules. These rules set out that a participant must not enter any arrangement that would affect their economic exposure to any securities issued under the Long-Term Incentive Plan.</p> <p>A summary of the Long-Term Incentive Plan is contained in this Prospectus.</p> <p>CMG's Securities Trading Policy also provides that Participants in the Long-Term Incentive Plan must not enter into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested equity interest.</p> <p>A copy of CMG's Securities Trading Policy is accessible on CMG's website.</p>
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## 7. Investigating Accountant's Report

### 7.1 Introduction

The Group was formed on 31 March 2021, with the incorporation of Vanteq. As at 30 June 2021, Vanteq was the only company which existed in the Group. On 20 August 2021 a new parent entity was established, being CMG, and a further subsidiary was incorporated on 20 August 2021, being CMG1. Prior to incorporation of CMG, shares were issued in Vanteq and then subsequently issued in the same proportions in CMG when Vanteq was top-hatted. As a result the Group has limited operating history and limited historical financial performance. As at 31 December 2021, the Group is defined as CMG and its controlled entities (the **Group**).

As a result, the Group is not able to disclose any key financial ratios other than the information set out below and the information included in the Investigating Accountant's Report set out in this Prospectus.

The Financial Information is presented in an abbreviated form and does not contain all the disclosures that are usually contained in an annual report prepared in accordance with the Corporations Act.

PKF Brisbane Audit has prepared an Investigating Accountant's Report which incorporates the audited financial information as at 31 December 2021.

This Section 7 contains the following financial information in relation to the Group:

- (a) audited historical statement of profit or loss and other comprehensive income for the 3-month period of incorporation from 31 March 2021 to 30 June 2021 and the 6-month period from 1 July 2021 to 31 December 2021;
  - (b) audited historical statement of cash flows for the 3-month period of incorporation from 31 March 2021 to 30 June 2021 and the 6-month period from 1 July 2021 to 31 December 2021;
  - (c) audited historical statement of financial position as at 30 June 2021 and as at 31 December 2021,
- (together, the **Historical Financial Information**); and
- (d) pro forma consolidated statement of financial position as at 31 December 2021 and the associated details of the and pro forma adjustments (the Pro Forma Historical Financial Information),
- (collectively referred to as the **Financial Information**).

The Financial Information should be read together with the other information contained in this Prospectus, including:

- (a) the risk factors described in Section 3;
- (b) the description of the use of funds of the Offer described in Section 4; and
- (c) the Investigating Accountant's Report, set out below.

Please note that past performance is not an indication of future performance.



## **7.2 Basis of preparation of the Historical and Pro Forma Financial Information**

The Historical Financial Information has been extracted from the Group's financial statements for the period from the date of incorporation (31 March 2021) to 30 June 2021 and for the period 1 July 2021 to 31 December 2021 which were audited by PKF Brisbane Audit in accordance with Australian auditing standards. The financial statements of CMG for the period ended 31 December 2021 were prepared as a continuation of the financial statements of Vanteq for the period ended 30 June 2021.

PKF Brisbane Audit issued an audit opinion on the financial statements for the 6-month period ended 31 December 2021. Notwithstanding the Group reporting an operating loss after tax of \$388,347 for the period ended 31 December 2021, the Financial Information has been prepared on a going concern basis as the Directors are of the opinion that there are reasonable grounds to believe that the Group will be able to pay its debts as and when they fall due and payable. The Group's ability to continue as a going concern is dependent on the Offer being successful. The Directors believe that the current cash resources of the Group will not be sufficient to fund the planned execution of the Group's principal activities and working capital requirements. Following completion of the Offer, and under the Minimum Subscription raised, the Group expects a pro forma cash balance in excess of \$4,500,000. The Directors have determined that these funds will be sufficient to allow for the exploration and evaluation activities in accordance with its current plans and to provide the necessary working capital to meet its commitments for a period of at least 24 months from the date from the Offer. The Group may also look to complete future equity offerings in order to raise additional capital as the business progresses. In the event that the Group is unable to raise sufficient capital under the Offer as contemplated by this Prospectus, there is a material uncertainty as to whether the Group will be able to continue as a going concern, and therefore, whether it will be able to realise its assets and discharge its liabilities in the normal course of business at the amounts as 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.

The pro forma statement of financial position has been derived from the historical statement of financial position and includes subsequent events and other pro forma adjustments for certain subsequent events and transactions associated with the Offer (as detailed in Section 7.5 below), as if those events and transactions had occurred as at 31 December 2021. The pro forma statement of financial position has been prepared in accordance with the recognition and measurement principles contained in Australian accounting standards other than it includes pro forma adjustments.

The Financial Information has been prepared in accordance with the recognition and measurement principles of Australian accounting standards and the significant accounting policies set out below. The presentation currency for the Group is in Australian dollars.



The Financial Information is presented in an abbreviated form insofar as it does not include all the disclosures and notes required in an annual financial report prepared in accordance with Australian Accounting Standards and other mandatory reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The Directors are responsible for the preparation and inclusion of the Financial Information in the Prospectus. The Investigating Accountant has prepared an Independent Assurance Report in respect of the Financial Information (**Investigating Accountant's Report**). A copy of the Investigating Accountant's Report, which includes an explanation of the scope and limitations of the Investigating Accountant's work, is included in this Prospectus as below.

### 7.3 Historical statement of profit or loss and other comprehensive income

The table below sets out the statement of profit or loss and other comprehensive income for the period from incorporation of 31 March 2021 to 30 June 2021 and for the period 1 July 2021 to 31 December 2021:

	31 March 2021 to 30 June 2021	1 July 2021 to 31 December 2021
	\$	\$
<b>Revenue</b>		
Interest	1	386
<b>Expenses</b>		
Administration costs	(2,202)	(26,070)
Professional and consulting fees	-	(262,317)
Employee costs	-	(100,246)
Interest expenses	-	(100)
<b>Profit / (loss) before income tax, attributable to members</b>	<b>(2,201)</b>	<b>(388,347)</b>
Tax expense	-	-
<b>Profit / (loss) for the period, attributable to members</b>	<b>(2,201)</b>	<b>(388,347)</b>
Other comprehensive income	-	-
<b>Total comprehensive income for the period, net of tax, attributable to members</b>	<b>(2,201)</b>	<b>(388,347)</b>



## 7.4 Historical statement of cash flows

The table below sets out the statement of cash flows for the period from incorporation of 31 March 2021 to 30 June 2021 and for the period 1 July 2021 to 31 December 2021:

	31 March 2021 to 30 June 2021 \$	1 July 2021 to 31 December 2021 \$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Receipts from customers	1	-
Payments to suppliers and employees	(2,394)	(303,143)
Interest received	-	386
Interest paid	-	(100)
<b>Net cash provided by / (used in) operating activities</b>	<b>(2,393)</b>	<b>(302,857)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payments for exploration and evaluation	(2,586)	(37,347)
<b>Net cash provided by / (used in) investing activities</b>	<b>(2,586)</b>	<b>(37,347)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of shares	110	627,405
(Repayment)/proceeds from related party loans	10,044	(10,044)
<b>Net cash provided by / (used in) financing activities</b>	<b>10,154</b>	<b>617,361</b>
Net increase / (decrease) in cash held	5,175	277,157
Cash at beginning of financial period	-	<b>5,175</b>
<b>Cash at end of financial period</b>	<b>5,175</b>	<b>282,332</b>



## 7.5 Consolidated Statement of financial position – including pro-forma adjustments

Pro-forma and Historical Consolidated Statement of Financial Position	Audited 30 June 2021	Audited 31 Dec 2021	Unaudited Subsequent Events 31 Dec 2021	Unaudited Pro Forma Adjustments 31 Dec 2021	Unaudited Pro Forma Position 31 Dec 2021
<b>Current assets</b>					
Cash and cash equivalents	\$ 5,175	\$ 282,332	\$ 100,000	\$ 4,275,494	\$ 4,657,826
Other current assets	\$ 192	\$ 16,996	\$ -	\$ -	\$ 16,996
<b>Total current assets</b>	<b>\$ 5,367</b>	<b>\$299,328</b>	<b>\$ 100,000</b>	<b>\$ 4,275,494</b>	<b>\$ 4,674,822</b>
<b>Non-current assets</b>					
Exploration and evaluation expenditure	\$ 2,586	\$ 39,933	\$ -	\$ -	\$ 39,933
Intercompany Loans	\$ -	\$ -	\$ -	\$ -	\$ -
Investment in subsidiaries	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total non-current assets</b>	<b>\$ 2,586</b>	<b>\$ 39,933</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 39,933</b>
<b>Total assets</b>	<b>\$ 7,953</b>	<b>\$ 339,261</b>	<b>\$ 100,000</b>	<b>\$ 4,275,494</b>	<b>\$ 4,714,755</b>
<b>Current liabilities</b>					
Trade and other payables	\$ -	\$ 102,294	\$ -	\$ -	\$ 102,294
Related party payables	\$ 10,044	\$ -	\$ -	\$ -	\$ -



<b>Total current liabilities</b>	<b>\$ 10,044</b>	<b>\$ 102,294</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 102,294</b>
<b>Non-current liabilities</b>					
<b>Total non-current liabilities</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Total liabilities</b>	<b>\$ 10,044</b>	<b>\$ 102,294</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 102,294</b>
<b>Net assets</b>	<b>-\$ 2,091</b>	<b>\$ 236,967</b>	<b>\$ 100,000</b>	<b>\$ 4,275,494</b>	<b>\$ 4,612,461</b>
<b>Equity</b>					
Retained earnings	-\$ 2,201	-\$ 390,548	-\$129,733	-\$674,506	-\$1,194,788
Option reserve	\$ -	\$ -	\$ 84,733	\$ 250,000	\$ 334,733
Share capital	\$ 110	\$ 627,515	\$145,000	\$ 4,700,000	\$5,472,515
<b>Total equity</b>	<b>-\$ 2,091</b>	<b>\$ 236,967</b>	<b>\$ 100,000</b>	<b>\$4,275,494</b>	<b>\$4,612,461</b>



## Description of subsequent events and pro forma adjustments

The Pro Forma Consolidated Statement of Financial Position has been derived from the audited historical statement of financial position as at 31 December 2021, after reflecting the Directors' pro forma adjustments for the following subsequent events and other transactions which are proposed to occur immediately before or following completion of the Offer, as if they had occurred at 31 December 2021.

The following pro forma adjustments have been made in relation to events subsequent to 31 December 2021:

- (a) The Group received \$45,000 in cash via a convertible note with an entity related to Scott Drelincourt which converts to 1,125,000 shares on successful listing of CMG to the ASX. The amount will be owing to the entity related to Scott Drelincourt if the offer is not successful.
- (b) The Group paid \$45,000 to Scott Drelincourt as per his contract in relation to achieving the milestone of a JORC resource.
- (c) The Group received \$100,000 in cash at x1.5 via a convertible note with investors which converts to 750,000 shares on successful listing of CMG to the ASX. The amount will be owing to investors if the offer is not successful.
- (d) The Group issued 2,118,333 options to a number of parties at an exercise price of \$0.25c which vested immediately on issuance. These options have been valued at \$84,733 using a Black Scholes option pricing model and have been recorded as an increase to accumulated losses and share based payment option reserve equity account for \$84,733.

The following pro forma transactions are yet to occur, but are proposed to occur immediately before or following the completion of the offer:

- (a) The issue of 25,000,000 shares at \$0.20 per share to raise \$5,000,000 before costs, pursuant to the offer.
- (b) The incurring of costs related to the offer of \$724,506. Of these total offer costs, \$424,506 have been recorded in accumulated losses and \$300,000 have been recorded as share issue costs in equity.
- (c) The issue of 6,250,000 options to a number of parties (at the discretion of the Co-Lead Manager, Vested Equities Pty Ltd) at an exercise price of \$0.25c which vest immediately on issuance. These options have been valued at \$250,000 using a Black Scholes option pricing model and have been recorded as an increase to accumulated losses and share based payment option reserve equity account for \$250,000.



## 7.6 Option Valuation

Refer to Section 2 for the full terms of the Options on issue.

Options Valuations Summary	Co-Lead Manager Options	On Issue Options
Number of instruments	6,250,000	2,118,333
Underlying share price (c)	0.20	0.20
Exercise Price (c)	0.25	0.25
Expected Volatility	50%	50%
Life of Options (years)	2	2
Expected dividends	nil	nil
Value per instrument (\$)	0.04	0.04
Value per tranche (\$)	250,000	84,733

- (a) The 2,118,333 are options already on issue, having an exercise price of \$0.25c and expiring on or before 2 years from the date of issue. Directors have used a Black Scholes option pricing model to determine the valuation of these options to be \$84,733. No vesting conditions are attached to the options.
- (b) The 6,250,000 Co-Lead Manager options will be issued to a number of parties (at the discretion of Vested Equities Pty Ltd) having an exercise price of 25c and expiring on or before 2 years from the date on which the Group is admitted to the Official List of the ASX. Directors have used a Black Scholes option pricing model to determine the valuation of these options to be \$250,000. No vesting conditions are attached to the options.

## 7.7 Contributed Equity

The pro forma capital structure of the Group is set out below, reflecting the issued and paid up capital structure of the Group before and following the completion of the Offer. It is calculated assuming that the Group completes the Offer on the terms set out in this Prospectus and that no further Securities are issued or Options are exercised. On admission, the Group's capital structure will be as follows:



	# Amount	\$ Amount
Existing shares prior to this offer – 31 December 2021	17,205,000	627,515
Convertible note with managing director (1)	1,125,000	45,000
Convertible note with investors (2)	750,000	100,000
Shares issued pursuant to this Prospectus offer (3)	25,000,000	5,000,000
Costs associated with this Prospectus offer (4)	-	(300,000)
Pro forma share capital structure	44,080,000	5,472,515

**NOTE:**

1. Convertible note with managing director at \$0.04 per share
2. Convertible note with investors for \$100,000 cash at x1.5
3. The issuance of shares pursuant to this Prospectus at \$0.20 per share
4. The incurring of costs related to the Offer \$724,506. Of these total offer costs, \$424,506 have been recorded in accumulated losses and \$300,000 have been recorded as share issue costs in equity

## 7.8 Significant Accounting Policies

The principal accounting policies adopted in the preparation of the Financial Information are set out below. These policies have been consistently applied, unless otherwise stated. The Financial Information is presented for the consolidated entity comprising the Group and its wholly owned subsidiaries, CMG1 and Vanteq, and has been prepared in accordance with the recognition and measurement requirements of Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (**AASB**) that are mandatory for the current reporting period. The Financial Information has been prepared under the historical cost convention. All amounts are presented in Australian dollars.

The preparation of the Financial Information requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Information, are disclosed accordingly.



**(a) Principles of consolidation**

The Financial Information incorporates the assets, liabilities and results of CMG and all of its subsidiaries. CMG and its subsidiaries together are referred to as the Group. The Group controls an entity when the Group 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 over the entity.

A list of controlled entities is described above. All controlled entities are 100% owned.

All inter-Group balances and transactions between entities in the Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the Group.

**(b) Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Any bank overdrafts (\$nil) are shown within short-term borrowings in current liabilities on the statement of financial position.

**(c) Other current assets**

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. Trade receivables are generally due for settlement within 30 days. The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

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

**(d) Trade and other payables**

Trade and other payables represent the liabilities for goods and services received by the Group that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of liability.

**(e) Exploration and evaluation expenditure**

Exploration, evaluation and development expenditure incurred is accumulated in respect of each separately identifiable area of interest. These costs are only carried forward where the right of tenure for the area of interest is current and to the extent that they are expected to be recouped through the successful development and commercial exploitation of the area, or alternatively sale 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. Exploration and evaluation expenditure assets acquired in a business combination are recognised at their fair value at the acquisition date. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, the exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining development. Accumulated costs in relation to an abandoned area are written off in full against the result in the period in which the decision to abandon the area is made. 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.

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgement in determining whether it is likely that future economic benefits are likely, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If after expenditure is capitalised information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalised is written off in the period when the new information becomes available.

**(f) 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. Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit. Costs directly attributable to the issue of new shares or options associated with the acquisition of a business are included as part of the purchase consideration.

**(g) 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 financial information.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

**(h) Share-based payments**

The Group measures the cost of equity-settled transactions with other parties by reference to the fair value of the goods or services received. Where the fair value of the goods or services cannot be reliably



determined, or where the goods or services cannot be identified, the Group measures the cost of the transaction by reference to the fair value of the equity instruments granted.

**(i) Critical accounting judgements estimates and assumptions**

The directors evaluate estimates and judgments incorporated into the financial information 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.



PKF Brisbane Audit



25 May 2022

The Directors  
Critical Minerals Group Ltd  
Level 6, 307 Queen Street  
Brisbane QLD 4000

Dear Directors

## INVESTIGATING ACCOUNTANT'S REPORT

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

#### Introduction

The directors of Critical Minerals Group Ltd ("CMG" or "the Company") and the entities it controls ("the Group") have engaged PKF Brisbane Audit ("PKF") to prepare an Independent Limited Assurance Report on the Financial Information as set out below for inclusion in the Prospectus to be dated on or about 25 May 2022 ("the Prospectus") relating to the issue of 25,000,000 new fully paid ordinary shares in the Company to raise (before costs) \$5,000,000 (the "Offer").

Expressions and terms defined in the Prospectus have the same meaning in this report, unless otherwise specified.

#### Scope

You have requested PKF to review the following Financial Information of the Group included in Section 7 of the Prospectus:

- Historical Financial Information consisting of:
  - audited historical statement of profit or loss and other comprehensive income for the 3-month period of incorporation from 31 March 2021 to 30 June 2021 and the 6-month period from 1 July 2021 to 31 December 2021;
  - audited historical statement of cash flows for the 3-month period of incorporation from 31 March 2021 to 30 June 2021 and the 6-month period from 1 July 2021 to 31 December 2021;
  - audited historical statement of financial position as at 30 June 2021 and as at 31 December 2021.
- Pro-forma Financial Information consisting of:
  - the pro-forma consolidated statement of financial position as at 31 December 2021; and
  - the associated details of the pro forma adjustments.

The Financial Information has been prepared in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards, other mandatory professional reporting requirements in Australia, and the significant accounting policies summarised in Section 7.8 of the Prospectus.

The Group was formed on 31 March 2021, with the incorporation of Vanteq Minerals Pty Ltd. As at 30 June 2021, Vanteq Minerals Pty Ltd was the only company which existed in the Group. On 20 August 2021 a new parent entity was established being Critical Minerals Group Ltd (the Company) and a further subsidiary was incorporated on 20 August 2021 being CMG 1 Pty Ltd. Prior to incorporation of Critical Minerals Group Limited shares were issued in Vanteq Minerals Pty Ltd and then subsequently issued in the same proportions in Critical Minerals Group Limited when Vanteq Minerals Pty Ltd was top-hatted. As at 31 December 2021, the Group is defined as Critical Minerals Group Limited and its controlled

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PKF Brisbane Audit



entities (the Group). The financial statements of Critical Minerals Group Limited for the period ended 31 December 2021 were prepared as a continuation of the financial statements of Vanteq Minerals Pty Ltd for the period ended 30 June 2021.

The Historical Financial Information has been based on the audited financial statements of the Group as at 31 December 2021. The financial statements as at 31 December 2021 were audited by PKF Brisbane Audit who issued an unqualified opinion, with a paragraph included for a material uncertainty related to going concern.

The Pro-forma Consolidated Statement of Financial Position as at 31 December 2021 is based on the Historical Statement of Financial Position as at 31 December 2021 adjusted to reflect Pro-forma adjustments as if they occurred on or before 31 December 2021.

The following pro forma adjustments have been made in relation to events subsequent to 31 December 2021:

- (a) The Group received \$45,000 in cash via a convertible note with an entity related to Scott Drelincourt which converts to 1,125,000 shares on successful listing of CMG to the ASX. The amount will be owing to the entity related to Scott Drelincourt if the offer is not successful.
- (b) The Group paid \$45,000 to Scott Drelincourt as per his contract in relation to achieving the milestone of a JORC resource.
- (c) The Group received \$100,000 in cash at x1.5 via a convertible note with investors which converts to 750,000 shares on successful listing of CMG to the ASX. The amount will be owing to investors if the offer is not successful.
- (d) The Group issued 2,118,333 options to a number of parties at an exercise price of \$0.25c which vested immediately on issuance. These options have been valued at \$84,733 using a Black Scholes option pricing model and have been recorded as an increase to accumulated losses and share based payment option reserve equity account for \$84,733.

The following pro forma transactions are yet to occur, but are proposed to occur immediately before or following the completion of the offer:

- (e) The issue of 25,000,000 shares at \$0.20 per share to raise \$5,000,000 before costs, pursuant to the offer.
- (f) The incurring of costs related to the offer of \$724,506. Of these total offer costs, \$424,506 have been recorded in accumulated losses and \$300,000 have been recorded as share issue costs in equity.
- (g) The issue of 6,250,000 options to a number of parties (at the discretion of the Co-Lead Manager, Vested Equities Pty Ltd) at an exercise price of \$0.25c which vest immediately on issuance. These options have been valued at \$250,000 using a Black Scholes option pricing model and have been recorded as an increase to accumulated losses and share based payment option reserve equity account for \$250,000.

Due to its nature, the Pro Forma Historical Financial Information does not represent the Group'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 Australian accounting standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

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PKF Brisbane Audit



### Directors' Responsibility

The Directors of the Company are responsible for the preparation of the Financial Information, including the basis of preparation, the selection and determination of Pro-forma adjustments made to prepare the Pro-forma Financial Information and included in the Financial Information.

This includes responsibility for such internal controls as the Directors determine are necessary to enable the preparation of Financial Information that is free from material misstatement, whether due to fraud or error.

### Our Responsibility

Our responsibility is to express a limited assurance conclusion on the 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*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review 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 an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit report on any financial information used as a source of the financial information.

### Conclusions

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the Financial Information of the Group as described in Section 7 of the Prospectus is not presented fairly, in all material respects, in accordance with the stated basis of preparation as described in Section 7.2 and significant accounting policies as described in Section 7.8 of the Prospectus.

Prospective investors should be aware of the material risks and uncertainties in relation to an investment in the Company, which are detailed in the Prospectus. Accordingly, prospective investors should have regard to the risk factors as described in Section 3 of the Prospectus. We express no opinion as to the future financial performance of the Group.

We disclaim any assumption of responsibility for any reliance on this report, or on the Financial Information to which it relates, for any purpose other than that for which it was prepared. We have assumed, and relied on representations from certain members of management of the Group, that all material information concerning the prospects and proposed operations of Critical Minerals Group Ltd and the Group have been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

### Material Uncertainty on Going Concern

We draw attention to Section 7.2 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.

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PKF Brisbane Audit

**Restrictions on Use**

Without modifying our conclusions, we draw attention to Section 7 of the Prospectus, which describes the purpose of the Financial Information, being for inclusion in the Prospectus. As a result, the Financial Information may not be suitable for use for another purpose.

**Consent**

PKF Brisbane Audit has consented to the inclusion of this Independent Limited Assurance Report in the Prospectus in the form and context in which it is included.

**Liability**

The liability of PKF Brisbane Audit is limited to the inclusion of this report in the Prospectus. PKF Brisbane Audit makes no representation regarding, and has no liability, for any other statements or other material in, or omission from the Prospectus.

**Independence and Disclosure of Interest**

PKF Brisbane Audit does not have any pecuniary interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. PKF Brisbane Audit will receive a professional fee for the preparation of this Independent Limited Assurance Report and participation in due diligence procedures.

Yours faithfully

**PKF BRISBANE AUDIT**

A handwritten signature in black ink, appearing to read 'Tim Follett', is positioned above the printed name.

**Tim Follett**  
**Partner**

PKF Brisbane Audit  
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## 8. Solicitor's Tenement Report

**FINUCAN**  
LAWYERS

19 May 2022

The Directors  
Critical Minerals Group Limited ACN 652 994 726  
Level 7, 50 Cavill Avenue  
Surfers Paradise QLD 4217

Dear Directors

### **SOLICITOR'S TENEMENT REPORT**

This report has been prepared for the inclusion in a prospectus (**Prospectus**) to be issued by Critical Minerals Group Limited ACN 652 994 726 (**CMG**) for the issue of 25,000,000 fully paid ordinary shares (**Shares**) in the capital of CMG at an issue price of \$0.20 per Share to raise \$5,000,000.

#### **1. TENEMENT SCHEDULE**

- 1.1 This report relates to the tenements (**Tenements**) located in Queensland held by subsidiary companies of CMG. The Tenements are as listed below:

TENEMENT	HOLDER	PROJECT NAME	AREA	LOCATION	DATE GRANTED	EXPIRY
EPM 27872	Vanteq Minerals Pty Ltd	Lindfield Project	92 sub-blocks	30km North East of Julia Creek	07/12/2021	06/12/2026
EPMA 27998	CMG 1 Pty Ltd	Figtree Creek Project	22 sub-blocks	10km South East of Cloncurry	Application (lodged 26/08/2021)	-
EPMA 27999	CMG 1 Pty Ltd	Lorena Surrounds Project	16 sub-blocks	15km East of Cloncurry	Application (lodged 26/08/2021)	-

**Table 1:** Tenement Schedule

#### **2. SCOPE**

##### **2.1 Scope:**

- (a) This report relates to matters identified in the material set out in section 2.2 of this report regarding the Tenements, and has been prepared to (where possible):
- (i) confirm title and good standing of the Tenements;
  - (ii) identify any encumbrances;
  - (iii) identify any overlapping tenures;
  - (iv) confirm that there has been no material non-compliance with applicable laws affecting the Tenements at the date of this report; and
  - (v) confirm compliance with:

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- (A) environmental obligations;
  - (B) land access obligations;
  - (C) reporting obligations; and
  - (D) native title and cultural heritage requirements.
- (b) For the purpose of this report, we have not been instructed to, nor have we, concerned ourselves with business, financial or technical due diligence or an assessment of business, financial, technical or regulatory risks apart from those regulatory risks necessarily falling within our scope as set out in section 2.1(a) and 2.2 of this report.

## 2.2 Source of Information:

- (a) For the purpose of this report, we have obtained searches and made enquiries in respect of all of the Tenements as follows:
- (i) Resource authority public reports obtained from the Queensland Department of Resources (**DOR**) on 13 October 2021, 14 October 2021, 8 December 2021 and 15 March 2022.
  - (ii) Searches of the GeoResGlobe database performed between 13 October 2021, 8 December 2021, 16 March 2022 and 17 March 2022.
  - (iii) Search results from the environmental authorities register maintained by the Queensland Department of Environment and Sciences (**DES**) obtained on 14 October 2021, 14 December 2021 and 16 March 2022.
  - (iv) Searches of the DES suitable operator register obtained on 14 October 2021 and 16 March 2022.
  - (v) Environmentally sensitive area maps obtained on 13 October 2021, 14 October 2021 and 16 March 2022.
  - (vi) Searches of the *Environmental Protection and Biodiversity Conservation Act 1999* (Cth) (**EPBCA**) public notices and protected matters from the Commonwealth Department of Agriculture, Water and the Environment on 14 October 2021 and 16 March 2022.
  - (vii) Searches of the Native Title Register maintained by the National Native Title Tribunal (**NNTT**) obtained on 14 October 2021 and 16 March 2022.
  - (viii) Cultural heritage searches provided by the Queensland Department of Seniors, Disability Services and Aboriginal and Torres Strait Islander Partnerships (**DATSIP**) on 15 October 2021 and 17 March 2022.
  - (ix) Searches of areas of regional interest under the *Regional Planning Interests Act 2014* (Qld) (**RPIA**) 25 October 2021 and 18 March 2022.
- (b) We have not been provided with any current Aboriginal cultural heritage agreements, land access agreements, environmental reports, impact assessments, ecology reports, overlapping tenement documentation or any other agreements in relation to the Tenements.

## 2.3 Qualifications & Assumptions

This report has been prepared subject to the following qualifications and assumptions, unless otherwise specifically stated:

- (a) Except as specifically stated in this report, our investigations were confined to the material set out in section 2.2 and we have not conducted enquiries on legal matters beyond the limited scope of work described in section 2.2.



- (a) We have assumed the accuracy and completeness of all searches, register extracts and other responses which were obtained from the relevant department or authority.
- (b) The accuracy and completeness of our report is limited to the extent of the accuracy and completeness of the material set out in section 2.2.
- (c) We cannot comment on whether any changes have occurred in respect of the Tenements between the date of the searches set out in section 2.2 and the date of this report.
- (d) We have assumed that the registered holder of a Tenement has valid legal title to the Tenement and that there have been no material changes in the standing of the Tenements since the date of our searches.
- (e) This report does not cover any third party interest, including encumbrances in relation to the Tenements that are not apparent from our searches and the information provided to us.
- (f) Where we have been provided with a copy of a document, we have assumed that the copy is an exact and complete reproduction of and conforms with the original of the document and the original of the document still exists, continues unamended and in full force and effect.
- (g) We have assumed the accuracy and completeness of any instructions or information which we have received from CMG or any of its officers, agents and representatives.
- (h) This report only relates to the relevant laws in force as at the date of this report and, except where expressly referenced, does not address or consider any future amendments or changes that may be made to any relevant laws.
- (i) Where laws are mentioned, this report does not purport to mention every requirement in respect of the relevant law and those that are referred to in many cases are not an exhaustive list.
- (j) We have assumed the Ministers administering the relevant acts and each of their delegates have been validly appointed and have acted within the scope of their power, authority and discretion in granting the Tenements and are able and willing to grant any required consents and approvals under the relevant legislation.
- (k) With respect to the application for the grant of a Tenement, we express no opinion as to whether such an application will or will not ultimately be granted and that reasonable conditions will or will not be imposed upon of a Tenement.
- (l) If any of the qualifications or assumptions set out in this section are not correct, the opinions we have expressed in this report will need to be re-examined and may need to be varied.

### 3. **OPINION**

As a result of our searches and enquiries, but subject to the qualifications and assumptions set out in section 2.3 of this report, we are of the view that, as at the date of the relevant searches:

- (a) this report provides an accurate statement of the tenure particulars of the Tenements; and
- (b) subject to comments made within this report, the Tenements are in good standing having regard to matters considered material as set out in this report.

### 4. **TENEMENTS**

#### 4.1 **Legislative Regime**

- (a) The *Mineral Resources Act 1989* (Qld) (**MRA**) establishes the tenure regime that governs the exploration for and production of minerals in Queensland.



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- (b) Eligible persons may apply to the Minister for an exploration permit (either for all minerals other than coal (an **EPM**) or for coal (an **EPC**)) under MRA section 133, specifying the proposed work program and detailing the applicant's financial and technical resources.
- (c) In accordance with MRA section 136, the Minister may:
  - (i) grant the exploration permit, with or without conditions; or
  - (ii) refuse the application.
- (d) However, the Minister must not grant an exploration permit unless the prescribed criteria set out in MRA section 137 are satisfied. This criteria includes that the applicant has paid rental for the first year of the term and the Minister has approved a work program for the term of the exploration permit.
- (e) Prior to the grant of tenure, an applicant for an exploration permit must address native title in accordance with the provisions of the *Native Title Act 1993* (Cth) (**NTA**) (see section 6.1 for further details).
- (f) After the grant of an exploration permit, the land access and compensation must also be addressed.
- (g) An exploration permit allows a registered holder an exclusive right to "explore" the area to determine the existence, quality and quantity of minerals through activities such as prospecting, conducting geophysical surveys, drilling and sampling and testing of materials.
- (h) An exploration permit does not permit mining and does not guarantee the grant of a mineral development licence or mining lease. However, under the MRA, the holder of an exploration permit will have an application for the grant of a mining claim, mineral development licence or mining lease considered in priority to all other persons.

#### 4.2 Title

- (a) The resource authority public reports obtained from the DOR confirm that CMG directly or indirectly holds a 100% beneficial interest in the Tenements.
- (b) It is noted that:
  - (i) EPM 27872 is held by Vanteq Minerals Pty Ltd ACN 649 157 335, a wholly owned subsidiary of CMG; and
  - (ii) EPMA 27998 and EPMA 27999 (both being applications) are held by CMG 1 Pty Ltd ACN 652 999 141, a wholly owned subsidiary of CMG.

#### 4.3 Dealings

- (a) The resource authority public reports obtained from the DOR indicate that no dealings (such as a registration of a mortgage or a caveat over an EPM) are registered over the Tenements.

#### 4.4 Term & Renewal

- (a) An EPM can be granted for a period not exceeding 5 years but may be renewed at the end of that the term (within 6 to 3 months before the EPM expires).
- (b) The current term and expiry date of the Tenements, or the term being sought for each Tenement application on the resource authority public reports obtained from the DOR is as follows:

TENEMENT	STATUS	GRANT DATE	EXPIRY DATE
EPM 27872	Current	07/12/2021	06/12/2026
EPMA 27998	Application	Application (lodged 26/08/2021)	5 year term sought



EPMA 27999	Application	Application (lodged 26/08/2021)	5 year term sought
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**Table 2:** Term of Tenements

#### 4.5 Rent

- (a) The registered holder of an EPM is required to pay annual rent. The amount of rent payable for each year is calculated by multiplying the number of sub-blocks within the EPM by the amount prescribed under the regulation for the year.
- (b) The current rent for the Tenements as indicated on the resource authority public reports obtained from the DOR is as follows:

TENEMENT	AREA	RENTAL AMOUNT
EPM 27872	92 sub-blocks	92 area units x \$167.70 = \$15,428.40
EPMA 27998	22 sub-blocks	22 area units x \$167.70 = \$3,689.40
EPMA 27999	16 sub-blocks	16 area units x \$167.70 = \$2,683.20

**Table 3:** Annual rental of Tenements

- (c) CMG has advised that the rent for EPM 27872, EPMA 27998 and EPMA 27999 has been paid.
- (d) We have not undertaken any independent investigations with the DOR beyond the resource authority public reports to verify the rental or that rent has been paid and up to date for the Tenements.

#### 4.6 Security

- (a) Under MRA s144, security must be provided before an EPM is granted (or renewed). The amount of security is determined by the Minister as security for compliance with the MRA, the EPM conditions, rectification of damage caused under the EPM and any other amounts payable under the MRA.
- (b) CMG has provided correspondence that it has received from the DOR advising that security of \$500 is to be held for each Tenement (payable prior to grant of the Tenement).
- (c) CMG has advised that the security for each of the Tenements has been paid.
- (d) We have not undertaken any independent investigations with the DOR beyond the resource authority public reports to verify the security or that the security has been paid for the Tenements.

#### 4.7 Work programs and expenditure

- (a) Under the MRA, it is a condition of an EPM that the registered holder must carry out works and studies for the purposes for which the EPM was granted. The Minister may include as a condition of grant that the registered holder must comply with minimum expenditure requirements.
- (b) Details of the work program and expenditure for each EPM is as follows (as detailed in the 'Approved Work Program and Conditions' provided by the DOR to the registered holder of each Tenement):

TENEMENT	APPROVED WORK PROGRAM	COMMITMENT
EPM 27872	13/05/2021	Outcome based – no minimum expenditure requirement  Compile and update (as new data comes in) a geological model suitable for detailed exploration drilling planning; Drill resource (large diameter, minimum 23 holes for 460m plus downhole geophysics) to JORC-reportable indicated and inferred status; Undertake metallurgical studies, complete a Scoping Study and pre-feasibility work.
EPMA 27998	23/09/2021	Year 1 - \$32,500



		Year 2 - \$30,000 Year 3 - \$22,500 Year 4 - \$95,000 Year 5 - \$120,000
EPMA 27999	23/09/2021	Year 1 - \$32,500 Year 2 - \$30,000 Year 3 - \$22,500 Year 4 - \$95,000 Year 5 - \$120,000

**Table 4:** Approved work programs of Tenements

- (c) We have not undertaken any independent investigations with the DOR beyond the review of the 'Approved Work Program and Conditions' provided by the registered holder of each Tenement.

#### 4.8 Relinquishment

- (a) Under the MRA, it is a condition that the registered holder of each EPM relinquish a portion of the EPM either during the term or before renewal. It is a condition that the area of each Tenement must be reduced by 50% on the day before the end of five years after the permit was granted and by a further 50% of the area remaining before the end of year 10, if the Tenement is renewed.

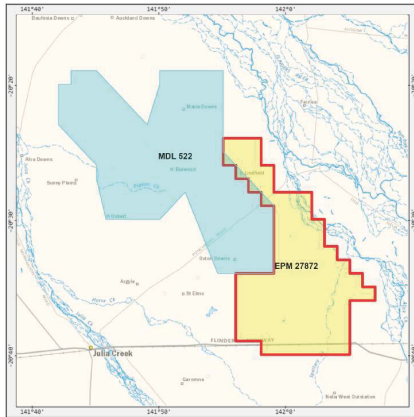
#### 4.9 Overlapping tenements

- (a) The rights and interests of the registered holders of EPMs may be affected by overlapping tenements.
- (b) We have reviewed the GeoResGlobe database to determine whether the mapping records any tenements held or applied for that may overlap the Tenements.
- (c) Details of overlapping tenements for each Tenement is as set out in the following table and figure:

TENEMENT	OVERLAPPING TENEMENTS
EPM 27872	No current tenements noted as overlapping.  The Approved Worked Program and Conditions for EPM 27872 notes that the area of the former MDL 522 is excluded from the permit area. See Figure 1 below.  An infrastructure resource permit has also been granted in relation to ML 100245 over part of the permit area. See Figure 2 below.
EPMA 27998	No current tenements noted as overlapping.
EPMA 27999	ML 90077 granted to South32 Cannington Proprietary Limited on 7 December 1995 and expiring on 31 December 2030. ML 90077 overlaps EPMA 27999 approximately 0.21%.  ML 90195 granted to Volga Elderberry Pty Ltd on 21 September 2009 and expiring on 31 May 2021 (currently subject to an application for renewal). ML 90195 overlaps EPMA 27999 approximately 0.06%.  See Figure 3 below.

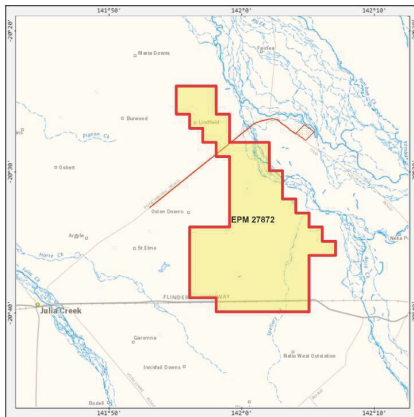
**Table 5:** Overlapping tenements





**Figure 1: EPM 27872 and MDL 522**

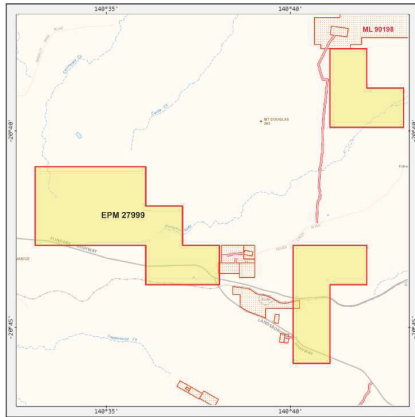
**Source:** Queensland Government, GeoResGlobe, Available at <https://georesglobe.information.qld.gov.au/>.



**Figure 2: EPM 27872 and intersecting infrastructure resource permit**

**Source:** Queensland Government, GeoResGlobe, Available at <https://georesglobe.information.qld.gov.au/>.





**Figure 3:** Tenement overlapping EPM 27999

**Source:** Queensland Government, GeoResGlobe, Available at <https://georesglobe.information.qld.gov.au/>.

- (d) We have not been provided any correspondence or agreements relevant to the overlap of any Tenements.

#### 4.10 Access rights to land

- (a) Under the *Mineral and Energy Resources (Common Provisions) Act 2014* (Qld) (**MERCPA**), in order to access private land to explore under a tenement, the registered holder of a tenement is required to provide a notice of intention to enter the land (**Entry Notice**) and, depending on the level of impact of the exploration activity, enter into a conduct and compensation agreement (**CCA**) with each owner and occupier of the land.
- (b) The requirement to enter into a CCA relates to activities which are likely to have more than a minimal impact on the land or the owner or occupier's business operations. If activities will involve no or minimal impact to the land or the owner or occupier's business, the registered holder of a tenement is still required to provide an Entry Notice to the owner and occupier unless the owner or occupier have otherwise agreed to waive that requirement.
- (c) If a CCA cannot be reached with the owner or occupier, there is a statutory negotiation process set out in the MRA with ultimate recourse to the Land Court in the event that an agreement cannot be reached.
- (d) There are CCAs in place as follows:

TENEMENT	CCA	AGREEMENT DATE	EXPIRY DATE
EPM 27872	Yes	03/05/2022	The earlier of 3 months after the date a drill rig enters the land or the completion of activities, subject to weather conditions,
EPMA 27998	No (tenement not yet granted)	-	-
EPMA 27999	No (tenement not yet granted)	-	-

**Table 6:** CCAs relating to the Tenements



- (a) In addition, under the MERCPA, a registered holder of a tenement must not enter restricted land to carry out authorised activities for the tenement unless each relevant owner or occupier has given written consent to the registered holder of the tenement to carry out the activity. Restricted land includes the following:
  - (i) land within 200 metres of:
    - (A) a permanent building used for a residence, a childcare centre, a hospital, a library, a community, sporting or recreational purpose, a place of worship or a business; or
    - (B) an area used for a school or a prescribed environmentally relevant activity that is aquaculture, intensive animal feed lotting, pig keeping or poultry farming; or
  - (ii) land within 50 metres of an area used for an artesian well, bore, dam or water storage facility, a principal stockyard, a cemetery or burial place or an area, building or structure prescribed by regulation.
- (b) We have not undertaken any searches to determine if there is any restricted land within the Tenements.

#### 4.11 Regional Planning Interests

- (a) The RPIA governs the interaction and balance between competing land uses. A Regional Interests Development Approval (**RIDA**) may be required where a resource or regulated activity is proposed to be located in an area of regional interest.
- (b) There are four areas of regional interest established under the RPIA:
  - (i) Priority agriculture areas;
  - (ii) Priority living areas;
  - (iii) Strategic environmental areas; and
  - (iv) Strategic cropping areas.
- (c) To our knowledge, there has been no assessment as to whether development within the area of the Tenements may trigger the need for RIDA approval.
- (d) There is no evidence that a RIDA is required at this time as the Tenements are not located within an area of regional interest.

## 5. ENVIRONMENT

### 5.1 Environmental Authorities

- (a) Pursuant to the *Environmental Protection Act 1994* (Qld) (**EPA**) section 116 a person must apply for an environmental authority (**EA**) to carry out environmentally relevant activities (**ERA**).
- (b) You are required to hold a current EA, lodge annual EA fees by the EA due date and lodge annual returns for the previous year by the due date.
- (c) There are three types of applications for an EA:
  - (i) 'standard applications' which apply where the EA is subject to standard conditions for the ERA;
  - (ii) 'variation applications' which apply when a variation to the standard conditions is sought; and
  - (iii) 'site specific applications' which apply where any proposed ERA is an ineligible ERA.
- (d) Details of the EAs relevant for the Tenements are as follows:



TENEMENT	EA REFERENCE	EA STATUS	EA TYPE
EPM 27872	EA0002827	Granted	Standard
EPMA 27998	P-EA-100134428	Granted – not effective	Standard
EPMA 27999	P-EA-100134428	Granted – not effective	Standard

**Table 7:** EA relevant for Tenements

- (e) The conditions set out in the EAs must be complied with in carrying out activities on the Tenements.
- (f) We have not undertaken any investigations in respect of compliance with the EAs.

## 5.2 Registered suitable operator

- (a) A registered suitable operator is a person or corporation who is registered by the DES as suitable to carry out an ERA under the EPA.
- (b) Each of the registered holders of the Tenements are suitable operators registered with the DES.

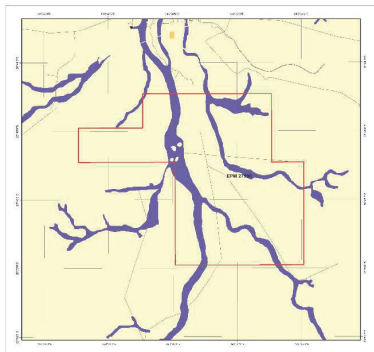
## 5.3 Surety

- (a) The *Mineral and Energy Resources (Financial Provisioning) Act 2018* (Qld) (**MERFPA**) came into force on 1 April 2019 and replaced the prior financial assurance arrangements for resource activities under the EPA with the financial provisioning scheme (**Scheme**).
- (b) The Scheme is designed to improve the State's management of its financial risk in the event holders of a resource activity EA or small scale mining tenure fail to comply with environmental management and rehabilitation obligations.
- (c) Since the MERFPA was introduced on 1 April 2019, a rehabilitation cost estimate must be submitted to the DES for assessment and approval. The DES provides an online calculator which can be used to determine the required amount of surety based on the maximum area of disturbance operations. The amount of surety held can be reviewed by the DES at any time, including when the EA is amended.
- (d) The funds are administered by the Queensland Treasury who will issue an invoice for surety to be paid.
- (e) The amount of surety provided is not publicly available. We have not undertaken investigations in relation to the provision of financial assurance for the Tenements.

## 5.4 Environmentally Sensitive Areas

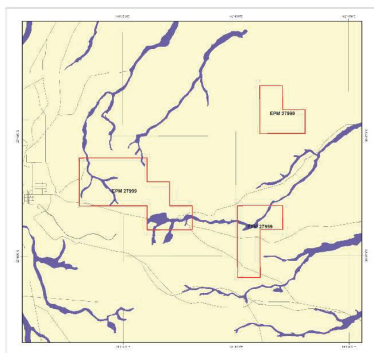
- (a) Pursuant to the EPA, the holder of an EA must not carry out activities in a Category A or B environmentally sensitive area. Activities involving machinery must not be carried out within 1km of a Category A environmentally sensitive area or within 500m of a Category B environmentally sensitive area. In addition, prior to carrying out activities in a Category C environmentally sensitive area, the holder must consult with the relevant authority to determine if additional conditions are necessary.
- (b) There are some environmentally sensitive areas within the permits that have a 500m buffer zone. The maps below show Category B (depicted in purple) environmentally sensitive areas within the relevant Tenements:





**Figure 4:** Category B environmentally sensitive areas within EPMA 27998

**Source:** Queensland Department of Environment and Science, *Maps of environmentally sensitive areas*, Available at <https://environment.des.qld.gov.au/management/maps-of-environmentally-sensitive-areas>



**Figure 5:** Category B environmentally sensitive areas within EPMA 27999

**Source:** Queensland Department of Environment and Science, *Maps of environmentally sensitive areas*, Available at <https://environment.des.qld.gov.au/management/maps-of-environmentally-sensitive-areas>

## 5.5 Commonwealth government approval

- (a) Commonwealth government approval under the EPBCA will be required where proposed activities constitute a 'controlled action'. This will be dependent on whether activities will have a significant impact on matters of national environmental significance (**MNES**).
- (b) Online searches indicate that some MNES may exist in the general area of the Tenements.
- (c) We have not been provided with any environment reports, impact assessments or ecology reports regarding the potential impact of activities under the Tenements on MNES. To our knowledge, there has been no assessment as to whether development within the area of the Tenements may trigger the need for EPBCA approval.

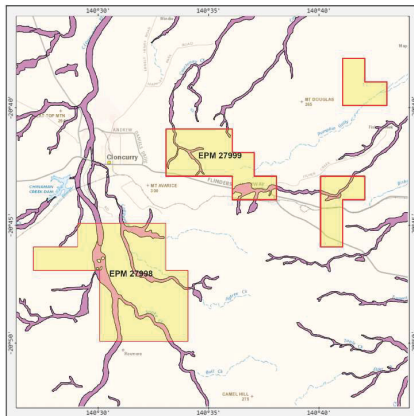


## 5.6 Constrained Land

- (a) Some areas of Queensland are not available for exploration, mining or production. Others may be available but have a range of conditions or restrictions placed on them. Land that is not available for tenements include:
- (i) National parks;
  - (ii) Conservation parks;
  - (iii) Restricted areas where an exploration permit may be prohibited;
  - (iv) Commonwealth land where legislation excludes mining; or
  - (v) High preservation areas and nominated waterways including declared wild rivers.
- (b) Online searches indicate that area within the Tenements may be subject to some restriction. Details of the constrained land relevant to the Tenements is set out in the following:

TENEMENT	DETAILS OF TYPE OF CONSTRAINT
EPM 27872	Restricted Area 452 (see below for details).
EPMA 27998	Endangered regional ecosystem Restricted Area 452 (see below for details).
EPMA 27999	Endangered regional ecosystem Restricted Area 452 (see below for details).

**Table 8:** Constrained Land relating to Tenements



**Figure 6:** Endangered regional ecosystem (depicted in blue) relating to EPMA 27998 and EPMA 27999

**Source:** Queensland Government, GeoResGlobe, Available at <https://georesglobe.information.qld.gov.au/>.

- (c) Pursuant to the *Mineral Resources Act 1989* (Qld), Restricted Area 452 (RA) prohibits new applications for mining claims that applies for the whole of the State of Queensland. The prohibition will only impact applications for mining claims lodged after the gazette notice was published. Accordingly, as the Tenements do not relate to applications for mining claims lodged after the gazette notice was published, this RA is not relevant to the Tenements.



- (d) The other constrained areas noted for EPMA 27998 and EPMA 27999 are the same areas noted in the environmentally sensitive area maps in Figure 4 and 5 above.

## 6. NATIVE TITLE AND CULTURAL HERITAGE

### 6.1 Native Title

- (a) Australian law recognises that Indigenous people have rights and interests in the land under their traditional laws and customs.
- (b) The NTA sets out (amongst other things):
  - (i) the process for determination of native title rights and interests;
  - (ii) the process that must be followed for any 'future act' (such as tenements granted or renewed after 1 January 1994) on land or waters that would affect native title rights and interests; and
  - (iii) compensation for extinguishment or impairment of native title rights and interests.
- (c) Native title process will not be required where native title has been 'extinguished' over land the subject of the tenement (for example, the earlier vesting of freehold in the land) or the land subject to native title is less than 10% of the tenement area.
- (d) If native title has not been extinguished, the proposed grant of a tenement will trigger the need for compliance with the 'future act' requirements under the NTA.
- (e) The NTA establishes a process for 'future acts' that may affect native title rights. A 'future act' must comply with certain requirements for it to be valid under the NTA.
- (f) The process begins with the State issuing a notice under section 29 indicating that it proposes to grant a tenement. For EPMs, the State must indicate whether it considers the 'future acts' to attract an expedited procedure under NTA section 32. An act will attract an expedited procedure if the act is not likely to:
  - (i) interfere directly with the carrying on of the community or social activities of the person who are the holders of native title in relation to the land or waters concerned;
  - (ii) interfere with areas or sites of particular significance, in accordance with their traditions, to the persons who are holders of the native title in relation to the land or waters concerned; and
  - (iii) involve major disturbance to any land or waters concerned or create rights whose exercise is likely to involve major disturbance to any land or waters concerned.
- (g) Where the State indicates that the expedited procedure applies, the tenement may be granted if any native title parties do not lodge any objection to the NNTT within 4 months after the notification date. If this occurs, the tenement will be granted subject to the standard native title protection conditions (NTPCs).
- (h) The NTPCs contain specific requirements around notification of exploration activities and timeframes for responses to native title parties. The NTPCs establish a regime for the registered holder of the tenement to manage its legislative Aboriginal cultural heritage obligations.
- (i) If any native title parties lodge an objection to the application of the expedited procedure, the NNTT must then determine whether or not the expedited procedure applies. Where a native title party lodges an objection, the registered holder of the tenement may decide to enter into a section 31 agreement with the native title party.
- (j) The resource authority public reports obtained from the DOR indicated that native title matters were addressed as follows for each of the Tenements:



TENEMENT	NATIVE TITLE PROCESS	NATIVE TITLE PARTY
EPM 27872	Expedited - Granted with Native Title Protection Conditions	No claimants
EPMA 27998	Expedited	Mitakoodi People #5
EPMA 27999	Expedited	Mitakoodi People #5

Table 9: Native title relating to Tenements

## 6.2 Cultural Heritage

- The *Aboriginal Cultural Heritage Act 2003* (Qld) (**ACHA**) recognises, protects and conserves Aboriginal cultural heritage. The ACHA aims to protect Aboriginal areas and objects of cultural significance irrespective of the underlying tenure of the land. Under the ACHA, any person carrying out an activity has a 'duty of care' to take all reasonable and practicable measures to ensure that the activity does not harm Aboriginal cultural heritage.
- The ACHA does not operate using a permit or licensing system but rather requires that persons, when undertaking activities in any area, must meet Aboriginal cultural heritage duty of care by complying with the *Aboriginal Cultural Heritage Act 2003 Duty of Care Guidelines* (**ACH Guidelines**) or by entering into a native title agreement or another agreement with the Aboriginal party for the area.
- The Minister of DATSIP maintains a register of cultural heritage studies and sites. We obtained searches of the Cultural Heritage Database and Register with a 50m buffer around the Tenements for information about cultural heritage studies and cultural heritage sites. Details of the results of the searches are as follows:

TENEMENT	CULTURAL HERITAGE PARTY	RECORDED CULTURAL HERITAGE SITES
EPM 27872	There are no cultural heritage parties recorded for the specified area.	There are no recorded sites for the specified area.
EPMA 27998	Mitakoodi People #5	Sites shown on the map.
EPMA 27999	Mitakoodi People #5	Sites shown on the map.

Table 10: Cultural heritage relating to Tenements

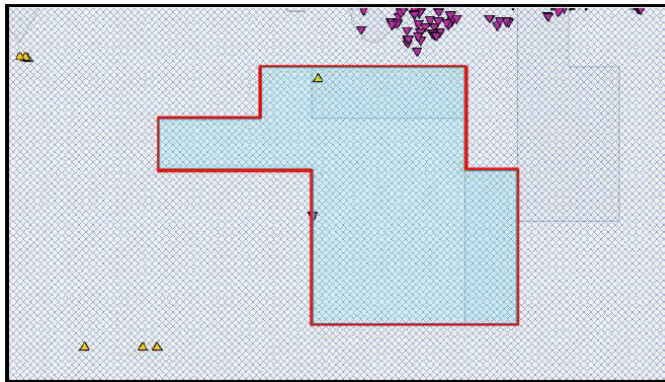
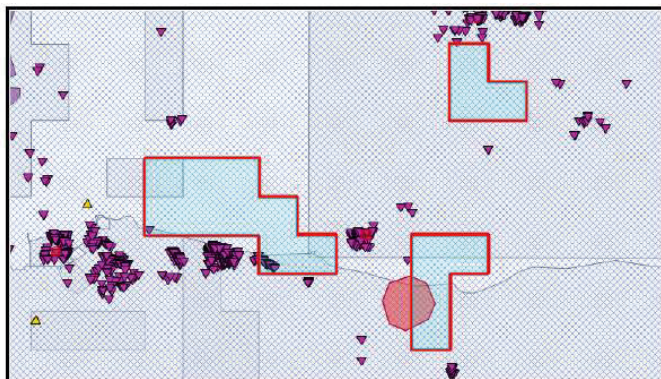


Figure 7: Recorded Cultural Heritage Sites for EPMA 27998

Source: Queensland Department of Seniors, Disability Services and Aboriginal and Torres Strait Islander Partnerships, *Cultural Heritage Database and Register*





**Figure 8:** Recorded Cultural Heritage Sites for EPMA 27999

**Source:** Queensland Department of Seniors, Disability Services and Aboriginal and Torres Strait Islander Partnerships, *Cultural Heritage Database and Register*

- (d) Aboriginal cultural heritage sites or objects may exist in areas covered by the Tenements regardless of whether or not that site is entered on the Cultural Heritage Database and Register maintained by DATSIP or subject to a declaration under the EPBCA. We have not conducted any legal, historical, anthropological or ethnographic research regarding the existence or likely existence of any such Aboriginal heritage sites or objects within the area of the Tenements.
- (e) The NTPCs have a process for management of Aboriginal cultural heritage.
- (f) We have not been advised of what activities have occurred on the Tenements and we cannot confirm whether or not the registered holders have met all cultural heritage requirements of the Tenements.

## 7. CONSENT

- 7.1 This report is given solely for the benefit of CMG and the directors of CMG in connection with the issue of the Prospectus and is not to be disclosed to any other person or used for any other purpose or quoted or referred to in any public document or filed with any government body or other person without our prior consent.

Yours faithfully

**Finucan Lawyers**

Contact: James Finucan

Email: [jfinucan@finucanlaw.com.au](mailto:jfinucan@finucanlaw.com.au)



## 9. Independent Geologist Report



A REPORT BY MEASURED GROUP PTY LTD

# INDEPENDENT GEOLOGIST'S REPORT

QUEENSLAND EXPLORATION PROJECTS

CRITICAL MINERALS GROUP LTD

09 December 2021

REPORT NO: MG808\_CMG\_IGR\_001\_A01







**INDEPENDENT GEOLOGIST'S REPORT**

CRITICAL MINERALS GROUP LTD

**DOCUMENT ISSUES AND APPROVALS****DOCUMENT INFORMATION**

Project Number	MG808
Document Title	Independent Geologist's Report
Client	Critical Minerals Group Ltd
Document File Name	MG808_CMG_IGR_001_AO1

**CONTRIBUTORS**

	Name	Position	Signature
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	Sarita Azevedo Lyon Barrett	Geologist Director and Principal Geologist	
Reviewed by:	Katie Pitt	Geologist	
Approved by:	James Knowles	Director and Principal Geologist	

**DISTRIBUTION**

Company	Attention	Hard Copy	Electronic Copy
Critical Minerals Group Ltd	Scott Dreincourt	No	Yes



## INDEPENDENT GEOLOGIST'S REPORT

CRITICAL MINERALS GROUP LTD



## PURPOSE OF REPORT

This document has been commissioned by Critical Minerals Group Ltd and has been prepared by Measured Group Pty Ltd for the exclusive use of Critical Minerals Group Ltd.

The report aims to provide the management of Critical Minerals Group Ltd with an objective and independent assessment of the project. The report summarises the findings, risks, and opportunities identified by the review team and provides recommendations for the consideration of the project team and management of Critical Minerals Group Ltd.

This document may not be relied upon by anyone other than Critical Minerals Group Ltd and Measured Group Pty Ltd accepts no liability for any loss arising from anyone other than Critical Minerals Group Ltd relying on information presented in this document.



## INDEPENDENT GEOLOGIST'S REPORT

CRITICAL MINERALS GROUP LTD



## REPORT DETAILS

Measured Group Pty Ltd has adopted the VALMIN Code for the technical assessment of the projects, and the JORC Code as the public reporting standard. The effective date of this report is 09 December 2021. All dollar values in this report are in Australian dollars (AUD or A\$) unless otherwise stated.

This report has been prepared by James Knowles, Sarita Azevedo, Lyon Barrett and reviewed by Katie Pitt. James Knowles is the Practitioner and Specialist (as defined by the VALMIN Code) for the IGR and was assisted by Sarita Azevedo and Lyon Barrett. James Knowles is the Competent Person (as defined by the JORC Code) for compilation of the Exploration Results presented in the IGR; and Lyon Barrett is the Competent Person (as defined by the JORC Code) for the Lindfield Vanadium Project Mineral Resource estimate presented in the IGR.

Measured confirms that its directors, staff, contributors, and reviewers to this report are independent of Critical Minerals Group Ltd and have no interest in the outcome of the work to be completed in this engagement. Fees paid to Measured are on a fee-for-service basis plus reimbursement of project-related expenses. Our agreement with Critical Minerals Group Ltd excludes any provision for a success fee or related incentive.



## INDEPENDENT GEOLOGIST'S REPORT

CRITICAL MINERALS GROUP LTD



## LIMITATIONS AND LIABILITY

Measured Group, after due enquiry and subject to the limitations of the report hereunder, confirms that:

- The conclusions presented in this report are professional opinions based solely upon Measured Group's interpretations of the documentation received, interviews and conversations with personnel knowledgeable about the site and other available information, as referenced in this report. These conclusions are intended exclusively for the purposes stated herein.
- For these reasons, the reader must make their own assumptions and their own assessments of the subject matter of this report.
- Opinions presented in this report apply to the site's conditions and features as they existed at the time of Measured Group'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 Measured Group have had no prior knowledge nor had the opportunity to evaluate.

### Limited Liability

Measured Group will not be liable for any loss or damage suffered by a third party relying on this report regardless of the cause of action, whether breach of contract, tort (including negligence) or otherwise unless and to the extent that that third party has signed a reliance letter in the form required by Measured Group (in its sole discretion). Measured Group's liability in respect of this report (if any) will be specified in that reliance letter.

Measured Group has used reasonable endeavours to verify information provided by Critical Minerals Group Ltd that has contributed to the preparation of this document, including any conclusions and recommendations. The commentary, statements and opinions included in this document are provided in good faith and in the belief that they are not misleading or false. The terms of the agreement between Critical Minerals Group Ltd and Measured are such that Measured has no obligation to update this document for events after the date of this document.

### Responsibility and Context of this Report

The contents of this report have been created using data and/or information provided by or on behalf of Critical Minerals Group Ltd. Measured Group accepts no liability for the accuracy or completeness of data and information provided to it by, or obtained by it from, Critical Minerals Group Ltd or any third parties, even if that data and information has been incorporated into or relied upon in creating this report.

The report has been produced by Measured Group using information that is available to Measured Group as at the date stated on the cover page. This report cannot be relied upon in any way if the information provided to Measured Group changes. Measured Group is under no obligation to update the information contained in the report at any time.



## INDEPENDENT GEOLOGIST'S REPORT

CRITICAL MINERALS GROUP LTD



## EXECUTIVE SUMMARY

In September 2021, Measured Group Pty Ltd (Measured Group or Measured) was engaged by Critical Minerals Group Ltd (CMG or the Company) to undertake an independent technical assessment and compile an Independent Geologist's Report (IGR) of the Company's exploration assets to support its proposed Initial Public Offering (IPO) on the Australian Securities Exchange (ASX).

CMG's portfolio will consist of exploration assets (projects) in Queensland, Australia called the Lindfield (EPM 27872 - granted), Figtree Creek (EPMA 27998 - in application) and Lorena Surrounds (EPMA 27999 - in application). The total area covered by the tenements of the projects is approximately 416 km<sup>2</sup>.

### Report Details

For this report, Measured Group have adopted the VALMIN Code (2015 edition) for the technical assessment of the projects, and the JORC Code (2012 edition) as the public reporting standard. All dollar values in this report are Australian Dollars (AUD or A\$) unless otherwise stated.

The effective date of this report is 09 December 2021.

This Report has been prepared by James Knowles, Sarita Azevedo, Lyon Barrett and reviewed by Katie Pitt. James Knowles is the Practitioner and Specialist for the IGR and was assisted by Sarita Azevedo and Lyon Barrett. James Knowles is the Competent Person (as defined by the JORC Code) for compilation of the Exploration Results presented in the IGR; and Lyon Barrett is the Competent Person (as defined by the JORC Code) for the Lindfield Vanadium Project Mineral Resource estimate presented in the IGR.

Measured Group has been unable to complete a site visit to the projects due to Covid-19 domestic and international travel restrictions in place at the time of writing the IGR. In Measured Group's opinion there is sufficient information available on each tenement to allow an informed evaluation to be made without a site inspection. Measured Group has met with CMG personnel to review aspects of the projects and has, where possible, cross checked data sources for consistency. As at the reporting date Measured Group has not identified, or is aware of, any data or reporting issues that would change this opinion.

Measured Group confirms that its directors, staff, and all contributors to this report are independent of Critical Minerals Group Ltd and have no interest in the outcome of the work to be completed in this engagement. Fees paid to Measured Group are on a fee-for-service basis plus reimbursement of project-related expenses; payment of fees are in no way contingent on the results of this report and exclude the provision for a success fee or related incentive.

All project tenements and tenement applications are located in Queensland and are held 100% by Critical Minerals Group Ltd (through its wholly owned subsidiaries).

At the effective date of this report, CMG has not estimated and reported any Exploration Targets, Mineral Resources or Ore Reserves (as defined by the JORC Code, 2012) for Figtree Creek



## INDEPENDENT GEOLOGIST'S REPORT

CRITICAL MINERALS GROUP LTD



(EPMA 27998 - in application) and Lorena Surrounds (EPMA 27999 - in application). Measured Group considers that CMG's assessment in this regard is appropriate.

Measured Group Pty Ltd recently prepared an estimate of Mineral Resources for the Lindfield Vanadium Project for the Directors of Critical Minerals Group Ltd (CMG). The Mineral Resource was estimated and reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition (The JORC Code).

The Lindfield Project is estimated to contain an **Inferred Mineral Resource of 210 Mt @ 0.39% V2O5**, as at 7 December 2021.

The following table summarises the Lindfield Vanadium Project Mineral Resource estimate:

Resource Classification	Stratigraphic Unit	Oxidation State	Volume (m <sup>3</sup> )	Density (g/cc)	Tonnes ('000)	V <sub>2</sub> O <sub>5</sub> (%)
Inferred	CQU	OX	0	2.13	0	0
	CQU	FRESH	1169	2.30	3,000	0.31
	CQL	OX	19373	2.13	41,000	0.45
	CQL	FRESH	54396	2.30	125,000	0.40
	OS	OX	7705	1.44	11,000	0.33
	OS	FRESH	20830	1.44	30,000	0.32
<b>Total</b>					<b>210,000</b>	<b>0.39</b>

*Notes:*

- 1 - The estimate uses a minimum cut-off of 0.3% V<sub>2</sub>O<sub>5</sub> for all units.
- 2 - The total resource tonnage reported is rounded to reflect the relative uncertainty in the estimate categories and component horizons may not sum correctly.

Critical Minerals Group Ltd has collated all readily available previous exploration data, including geochemistry, geophysics, drilling data and intends to reprocess (where available) geophysical data for each of its projects.

Critical Minerals Group Ltd believes its exploration assets are prospective for vanadium, gold, copper, other precious and base metals. Critical Minerals Group Ltd's view on the prospectivity of each project is based on significant historical geological field work and an independent geological assessment of the results of that work. Based on these geological assessments, the Company has adopted conceptual geological models for each project to inform and guide future geological field work and assessment. Measured Group's opinion is that these models are reasonable, highlight the potential for mineralisation and provide reasonable justification for ongoing exploration of the projects.

Measured Group considers the key risks for Company are:

- **Exploration Risk:** The Company may be unsuccessful in its aim of discovering an economic vanadium, gold and/or base metals deposit.
- **Tenure Risk:** The Company holds a portfolio of exploration and mining tenements that must be maintained in regard to completing work programmes and meeting expenditure



## INDEPENDENT GEOLOGIST'S REPORT

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commitments. The Company will need to maintain its tenements in good standing to achieve its stated intentions of exploring and developing its portfolio of mineral projects.

- **Funding Risk:** The Company will need to raise additional funds in future, to finance exploration of its assets beyond the next 24 months. If successful, in the longer term, detailed drilling and technical studies will be required to define and expand the company's Mineral Resources and Ore Reserves and the company will require significant funds to be raised to complete these activities.

The key opportunity for Company is successful exploration and discovery of an economic mineralisation at one or more of its projects.

The Company has developed an exploration programme for all its projects; and proposes to spend A\$2,630,000 on exploration, with approximately 51% of the exploration budget allocated to drilling and related costs.

The exploration data for each of the projects provides reasonable support for Critical Minerals Group Ltd to apply its various conceptual geological models for ongoing exploration activities. The presence of mineralisation in previous drilling, mapping, rock chip sampling and multiple anomalous surface geochemistry supports the prospective nature of each project area.

In summary, Measured Group considers that the mineralisation models put forward by Critical Minerals Group Ltd for each of the projects are sound and defensible, and that the Company's proposed exploration programme and budget is reasonable and appropriate.



**INDEPENDENT GEOLOGIST'S REPORT**

CRITICAL MINERALS GROUP LTD

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## INDEPENDENT GEOLOGIST'S REPORT

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# 1. INTRODUCTION

## 1.1 SCOPE AND USE OF REPORT

In August 2021, Measured Group Pty Ltd (Measured Group or Measured) was engaged by Critical Minerals Group Ltd (CMG or the Company) to undertake an independent technical assessment and compile an Independent Geologist's Report (IGR) of the Company's exploration assets to support its proposed Initial Public Offering (IPO) on the Australian Securities Exchange (ASX).

Critical Minerals Group Ltd portfolio consists of 3 projects, namely Lindfield (EPM 27872), Figtree Creek (EPMA 27998) and Lorena Surrounds (EPMA 27999).

## 1.2 TECHNICAL ASSESSMENT, REPORTING STANDARD AND CURRENCY

For this report, Measured Group have adopted the VALMIN Code (2015 edition) for the technical assessment of the projects, and the JORC Code (2012 edition) as the public reporting standard. All dollar values in this report are Australian Dollars (AUD or A\$) unless otherwise stated.

The effective date of this report is 9 December 2021.

## 1.3 REPORT AUTHORS AND CONTRIBUTORS

This report has been prepared by James Knowles, Sarita Azevedo, Lyon Barrett and reviewed by Katie Pitt. Table 1-1 provides details of the role and qualifications of each of contributor.

Table 1-1: Report Contributors

Name	Title	Experience (years)	Professional Membership	Role and Responsibility
James Knowles	Director and Principal Geologist	24	AusIMM	Project Lead, Practitioner and Specialist, Competent Person
Sarita Azevedo	Geologist	5	AusIMM	Geologist
Lyon Barrett	Managing Director and Principal Resource Geologist	25	AusIMM	Specialist and Competent Person
Katie Pitt	Geologist	8	AusIMM	Internal Reviewer

The VALMIN Code requires that a public report on a technical assessment and valuation for mineral assets or securities must be prepared by a Practitioner, who is an Expert as defined in the Australian Corporations Act. Practitioners may be Specialists and Securities Experts.



## INDEPENDENT GEOLOGIST'S REPORT

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The JORC Code requires that a public report describing a company's Exploration Results, Mineral Resources and Ore Reserves must be based on, and fairly reflect, the information and supporting documentation prepared by a Competent Person, as defined by the JORC Code.

James Knowles is the Practitioner and Specialist for the IGR and was assisted by Sarita Azevedo and Lyon Barrett. James Knowles is the Competent Person (as defined by the JORC Code) for compilation of the Exploration Results presented in the IGR; and Lyon Barrett is the Competent Person (as defined by the JORC Code) for the Lindfield Vanadium Project Mineral Resource estimate presented in the IGR. A Practitioner/Competent Person statement and consent for James Knowles and a Competent Person statement and consent for Lyon Barrett are provided in Section 10 of this report.

### 1.4 SITE VISIT

Measured Group has been unable to complete a site visit to the projects due to Covid-19 domestic travel restrictions in place at the time of writing the IGR.

Measured Group has reviewed all information provided by CMG for each project and notes that exploration data and reports are available from multiple sources describing exploration programmes that occurred over approximately a 30 year period. In Measured Group's opinion there is sufficient information available on each tenement to allow an informed evaluation to be made without a site inspection. In addition, Measured Group has met with CMG personnel to review aspects of the projects and has, where possible, cross checked data sources for consistency. As at the reporting date Measured Group has not identified, or is aware of, any data or reporting issues that would change this opinion.

James Knowles and Lyon Barrett have excellent technical understanding of vanadium, gold and associated mineralisation styles in Queensland and have reviewed many exploration and mining projects in the regions where CMG's projects are located.

### 1.5 STATEMENT OF INDEPENDENCE

Measured confirms that its directors, staff, and all contributors to this report are independent of Critical Minerals Group Ltd and have no interest in the outcome of the work to be completed in this engagement. Fees paid to Measured Group are on a fee-for-service basis plus reimbursement of project related expenses. Measured Group's agreement with Critical Minerals Group Ltd excludes the provision for a success fee or related incentive. The fee for preparation of this report is A\$35,000 and payment of this fee is in no way contingent on the results of this report.

### 1.6 METHODOLOGY AND LIMITATIONS

Measured has independently analysed the data provided by Critical Minerals Group Ltd. The accuracy of the conclusions of this IGR relies on the accuracy of the supplied data. Measured Group's Specialists have made reasonable enquiries and exercised judgement as to the reasonable use of such data and information and have no cause to doubt the accuracy or reliability of the information provided. Measured Group does not accept responsibility for any



## INDEPENDENT GEOLOGIST'S REPORT

CRITICAL MINERALS GROUP LTD



errors or omissions in the information supplied and does not accept any consequential liability arising from investment or other financial decisions or actions by others.

Measured has not independently verified the legal status of the tenements described in this report but has relied on information provided by Critical Minerals Group Ltd regarding the legal status of the tenements. The due diligence review of the status of the tenements has been undertaken by the independent firm Finucan Lawyers and as such, Finucan Lawyers assumes no responsibility for any part of this report.

### 1.7 RELIANCE

All advice, reports and deliverables prepared by Measured Group are for the exclusive benefit of Critical Minerals Group Ltd and may not be relied on by any party other than Critical Minerals Group Ltd. Measured Group understands that this report will be made publicly available. Measured Group requires that all public reports containing references to Measured Group, Measured Group's advice, and all information provided by Measured Group for the public report, will be reviewed and approved by Measured Group prior to publication - in the form and context that it will appear in the public report.

### 1.8 RECORDS AND INDEMNITIES

Critical Minerals Group Ltd has been provided with all digital data files produced by Measured Group during this engagement. Measured Group is entitled to retain a copy of all material information upon which our report is based.

Critical Minerals Group Ltd has agreed to indemnify, defend, and hold Measured Group Pty Ltd harmless against any and all losses, claims, damages, costs, expenses, actions, demands, liabilities, or proceedings (including but not limited to third-party claims) howsoever arising, whether directly or indirectly out of this report or the provision or non-provision of the services, other than losses, claims, damages, costs, expenses, actions, demands, liabilities, or proceedings that are determined by a final judgement of a court of competent jurisdiction to have resulted from actions taken or omitted to be taken by Measured Group illegally or in bad faith or as a result of Measured Group's gross negligence.



## INDEPENDENT GEOLOGIST'S REPORT

CRITICAL MINERALS GROUP LTD



## 2. PORTFOLIO SUMMARY

Critical Minerals Group Ltd (CMG) holds an exploration portfolio comprising one Exploration Permit for Minerals (EPM) other than coal, EPM 27872 (Lindfield) and two Exploration Permits in Application for Minerals (EPMA) other than coal, EPMA 27998 (Figtree Creek) and EPMA 27999 (Lorena Surrounds). The total area covered by the tenements is approximately 416 km<sup>2</sup>.

Figure 2-1 shows the regional locations of the three projects.

The Lindfield Project is held by VANTEQ MINERALS Pty Ltd, while Figtree Creek and Lorena Surrounds projects are under application by CMG 1 PTY LTD - both companies are 100% owned by Critical Minerals Group Ltd.

### 2.1 LOCATION

#### 2.1.1 LINDFIELD PROJECT (EPM 27872)

The Lindfield Project is located approximately 30 km north-east of Julia Creek township in north-west Queensland as shown in Figure 2-2. Julia Creek is a regional town situated 655 km by road to the west of Townsville and 255 km east of the mining town of Mt Isa.

The project area lies close to main infrastructure facilities and is intersected by the Flinders Highway and the Great Northern Railway line.

The topography over the Lindfield Project area is generally flat lying with an average elevation of approximately 145 m above sea level. The highest point within the Project area is 154 m above sea level.

The project area consists of flat black soil plains typical of the Eromanga Basin. The land in the region is used primarily for grazing cattle, with agricultural activities being generally reliant upon artesian groundwater bores established during the last hundred years.

Vegetation in the Lindfield region is typically Mitchell Grass dominated native pasture, with a sparse or absent cover of trees and shrubs as shown in Figure 2-2. Prickly Acacia is common in areas of disturbance around existing road quarries and open bore drains.

The climate is described as semi-arid and the project area is subject to monsoonal and cyclonic influences from the north-west and east. The mean annual rainfall is about 469 mm, with evaporation exceeding rainfall by a factor of 5. Much of the rainfall (about 80 %) falls in the summer months between December and March, and typically, the wettest months are January and February.

#### 2.1.2 FIGTREE CREEK PROJECT (EPMA 27998)

The Figtree Project is located approximately 5 km south of Cloncurry in north-western Queensland. Cloncurry is a regional town situated 785 km by road to the west of Townsville and 121 km east of the mining town of Mt Isa.



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The project area lies close to main infrastructure facilities and is intersected by the Flinders Highway and the Great Northern Railway line. The location of the Figtree Project is shown in Figure 2-1.

Located within the Mt Isa and Northwest minerals province, the project is surrounded by advanced Copper and Gold projects and mines including the Great Australian Mine just 3 km to the north of Figtree Creek.

Vegetation in the Figtree Project region is typically Mitchell Grass dominated native pasture, with a sparse or absent cover of trees and shrubs. Prickly Acacia is common in areas of disturbance around existing road quarries and open bore drains.

The climate is described as semi-arid. It is subject to monsoonal influences from the north-west and easterly influences. Around Cloncurry the mean annual rainfall is about 469 mm, with evaporation exceeding rainfall by a factor of 5. Much of the rainfall (about 80 %) falls in the summer months between December and March. Typically, the wettest months are January and February.

### 2.1.3 Lorena Surrounds Project (EPMA 27999)

The Lorena Surrounds Project consists of three discrete groups centred approximately 15 km east of Cloncurry in north-western Queensland. Cloncurry is a regional town situated 785 km by road to the west of Townsville and 121 km east of the mining town of Mt Isa.

The project area lies close to main infrastructure facilities and is intersected by the Flinders Highway and the Great Northern Railway line. The location of the Lorena Surrounds Project is shown in Figure 2-1.

Located within the Mt Isa and Northwest minerals province, the project is situated in the Pumpkin Goldfield in which both the Lorena Gold Mine and the Gilded Rose gold deposit are located. The western part of the Lorena Surrounds Project EPMA abuts the Lorena mining leases immediately to the east whilst the southern part of the project is less than 2 km from the Lorena Mine pit in the west. The northern group of the project is located to the immediate south of Glencore's Mt Margaret Copper Mine.

Vegetation in the Lorena Surrounds Project region is typically Mitchell Grass dominated native pasture, with a sparse or absent cover of trees and shrubs. Prickly Acacia is common in areas of disturbance around existing road quarries and open bore drains.

The climate is described as semi-arid. It is subject to monsoonal influences from the north-west and easterly influences. Around Cloncurry the mean annual rainfall is about 469 mm, with evaporation exceeding rainfall by a factor of 5. Much of the rainfall (about 80 %) falls in the summer months between December and March, and typically, the wettest months are January and February. The access to the area can be difficult during the wet season.







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Figure 2-2: Aerial View of the Lindfield Project Area





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### 3. OWNERSHIP AND TENEMENT STATUS

CMG commissioned an independent tenement review by Finucan Lawyers to fulfil VALMIN Code requirements for a recent independent assessment of tenement status.

#### 3.1 TENEMENT STATUS

EPMA 27998 (Figtree Creek) and EPMA 27999 (Lorena Surrounds) tenement applications are held by CMG 1 PTY LTD, and EPM 27872 (Lindfield) is held by VANTEQ MINERALS PTY LTD. CMG 1 PTY LTD and VANTEQ MINERALS PTY LTD are 100 % owned by Critical Minerals Group Ltd. Tenement details for the assets are summarised in Table 3-1, the tenement locations are shown in Figure 3-1 and Figure 3-2.

Conditions are imposed on granted licences and generally include conditions relating to the environment, payment of rates, fees and charges, minimum expenditure or work provisions, and exclusions. Where licence conditions are not complied with, the holder may be subject to disciplinary action or the EPM or ML may not be renewed at the expiry of current term.

Table 3-1: Tenement Status

Project	Tenement	Holder	Application Date	Grant date	Sub-blocks	Area (km <sup>2</sup> )
Lindfield	EPM 27872	VANTEQ MINERALS PTY LTD	06/04/2021	07/12/2021	92	295
Figtree Creek	EPMA 27998	CMG 1 PTY LTD	26/08/2021	-	22	70
Lorena Surrounds	EPMA 27999	CMG 1 PTY LTD	26/08/2021	-	16	51

Source: Department of Resources (DOR) - Queensland

Note: Figtree Creek and Lorena Surrounds tenements are under application (EPMA).

#### 3.2 TENEMENT STANDING

Finucan Lawyers completed a report on the tenements in September 2021 and found no material issues exist relating to the project tenements relating to the establishment, validity and compliance obligations of each tenement. CMG has informed Measured Group that all tenements and tenement applications are being managed by UTM Global Pty Ltd.

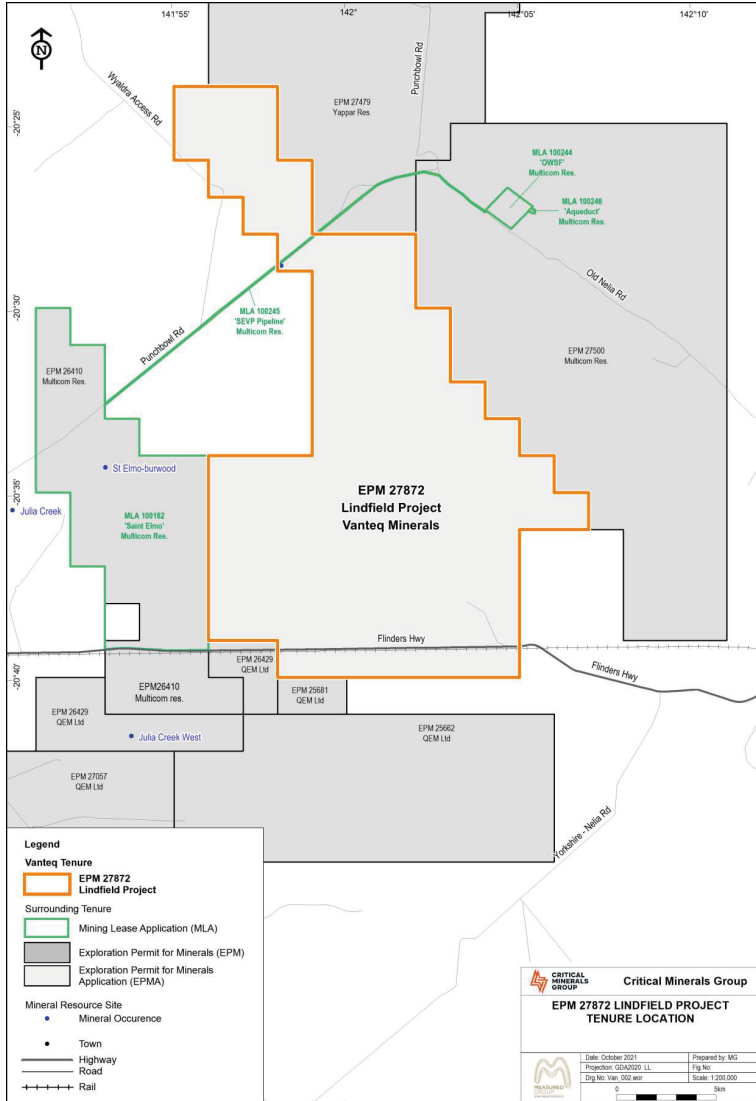


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Figure 3-1: Tenement Location - EPM 27872



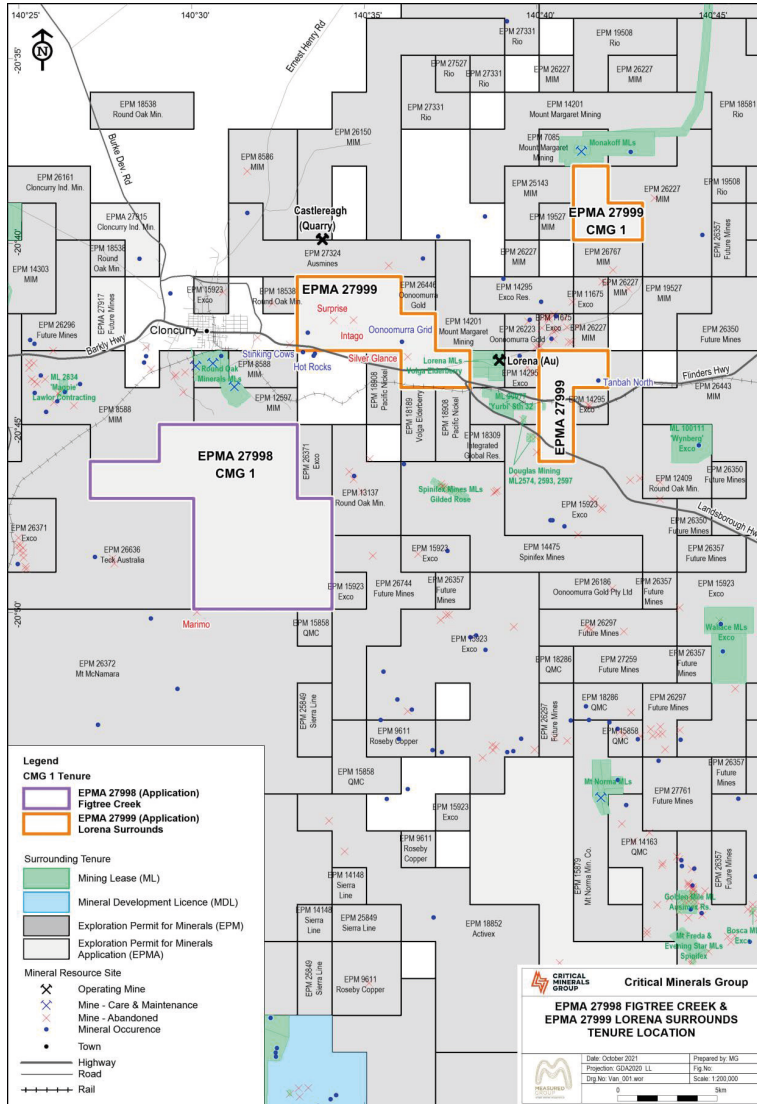


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Figure 3-2: Tenement Locations - EPMA 27998 and EPMA 27999





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## 4. LINDFIELD PROJECT

### 4.1 REGIONAL GEOLOGY

The Early Cretaceous stratigraphic unit, Toolebuc Formation, occurs throughout the Eromanga (Figure 4-1) and Carpentaria Basins in eastern, central, and northern Queensland and into portions of the Northern Territory and South Australia.

The Eromanga Basin is a sub-basin of the Great Artesian Basin and consists of several thick sequences of non-marine to marine sedimentary units. The Toolebuc Formation is part of the Wilgunya Subgroup, which is part of the Rolling Downs Group of the Eromanga Basin that covers a wide, relatively shallow structural depression in eastern Australia with an area of 1.5 million km<sup>2</sup>.

Sedimentation in the Eromanga Basin commenced in the early Jurassic period, with the deposition of fluvial sandstones of the Hutton Formation due to down warping of the basement (Exon and Senior, 1976). These non-marine Jurassic sandstones are the main aquifers of the Great Artesian basin. Further fluvial lacustrine and possibly deltaic sedimentation, continued at the close of the Jurassic. A worldwide marine transgression during the Cretaceous period (Schlanger and Jenkyns, 1986) was marked in the Eromanga Basin by the deposition of shallow marine and paralic sediments, including the Toolebuc Formation. Following final withdrawal of the sea, lithic sediments were deposited above Toolebuc Formation.

The Toolebuc Formation is an early Cretaceous aged (Albian, approximately 110 Ma) sedimentary unit that consists of a lower kerogenous Shale (Oil Shale) and an upper interbedded Limestone (Coquina) and Shale unit (Coxhell and Fehlberg, 2000). The Toolebuc Formation crops out at the margins of the Eromanga and Carpentaria basins or, in the case of the Lindfield area, where it is draped over an original basement high (the St Elmo Structure) (see Figure 4-2). Where the unit crops, it forms rubbly, topographic highs which have been the source of road building materials.

Figure 4-1: Generalised Eromanga Basin Stratigraphy

Period	Formation
EROMANGA BASIN	
CRETACEOUS	Winton Formation
	Mackunda Formation
	Allaru Mudstone
	Toolebuc Formation
	Wallumbilla Formation
	Cadna-owie Formation
JURASSIC to CRETACEOUS	Hooray Sandstone/upper
	Namur Sandstone/Murta Formation
JURASSIC	Westbourne Formation
	Adori Sandstone
	Birkhead Formation
	Hutton Sandstone
	Poolawanna Formation
LATE TRIASSIC	Cuddapan Formation

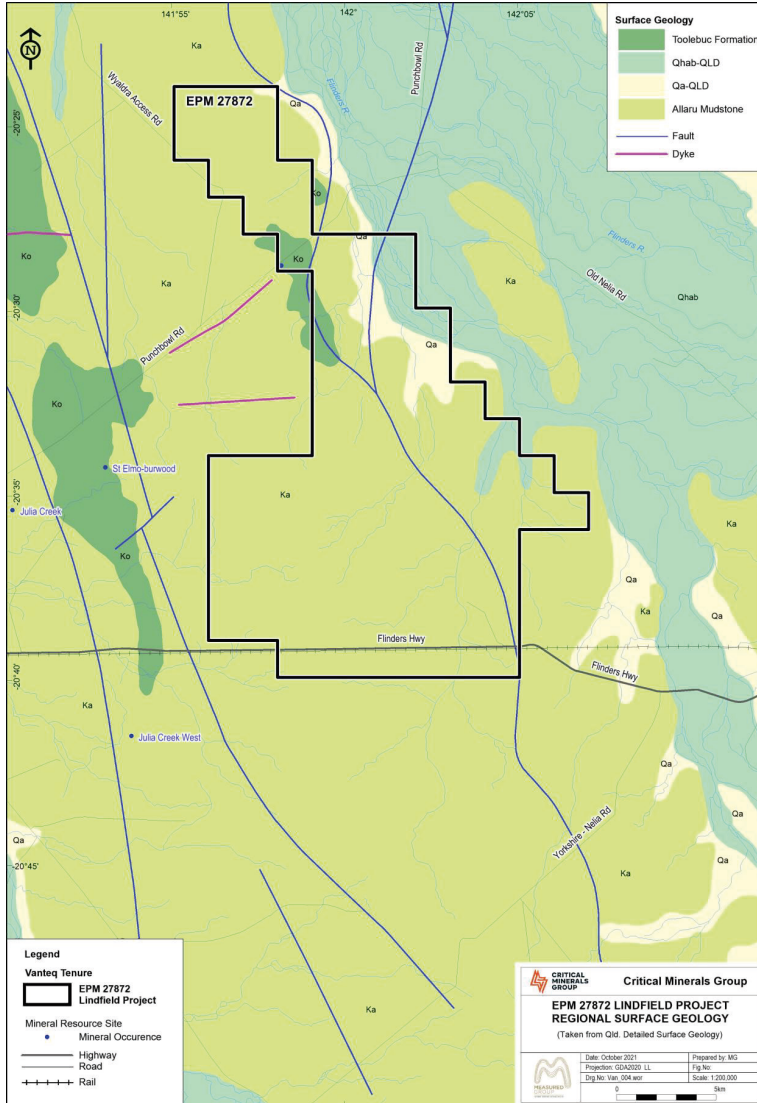


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Figure 4-2: Regional Geology - Lindfield Project





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### 4.1.1 MINERALISATION

The vanadium mineralisation of the Lindfield Project is interpreted to be strata bound to the Shale and Coquina units of the Toolebuc Formation.

Blue-green algae are interpreted to have formed extensive algal mats on the seafloor during deposition of the Toolebuc Formation. The preservation of dead algal matter can be related to an oxidising-reducing boundary probably situated immediately below the base of the living algal mat layer, the position of which kept pace with the upward growth of the living algal mat. The clays and kerogen in the Toolebuc Formation are derived from planktonic algae and blue-green benthonic algae (Glikson and Taylor, 1986) with the calcite representing the inorganic component of the organisms.

The episode of clear water calcareous sedimentation represented by the Toolebuc Formation ended when muddy conditions returned, preventing further growth of the benthonic fauna and leading to widespread deposition of the argillaceous sediments of the Allaru Mudstone (Ramsden, 1983). The Toolebuc is anomalous in a wide range of elements including vanadium, copper, zinc, nickel and molybdenum that are interpreted to have been deposited as a result of being fixed in place from seawater by various living organisms.

More recent work by Troup et al. (2018) has used X-ray diffraction (XRD) and Hylogger analysis to allow a semi-quantitative assessment of mineral components present in the Toolebuc Formation. The study included samples from GSQ holes throughout the Eromanga and Carpentaria Basins and included "GSQ Julia Creek 1" which is located approximately 50 km to the Southwest of the project area. Figure 4-3 below shows the results for "GSQ Julia Creek 1" as presented in Troup et al. (2018). This figure suggests that the mineralogy of the Toolebuc Formation is dominated by Carbonates, with significant Illite/Smectite and Quartz.

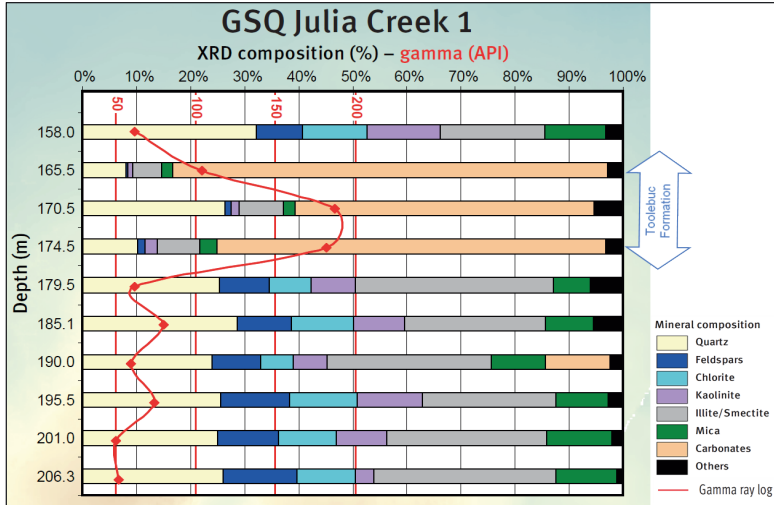


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Figure 4-3: Mineral Composition of Toolebuc Formation Found in Drill Hole GSQ Julia Creek 1



Source: Troup et al. 2018.

## 4.2 LOCAL GEOLOGY

The Lindfield Project area is characterised by the presence of the Toolebuc Formation, Allaru Mudstone and quaternary sediments.

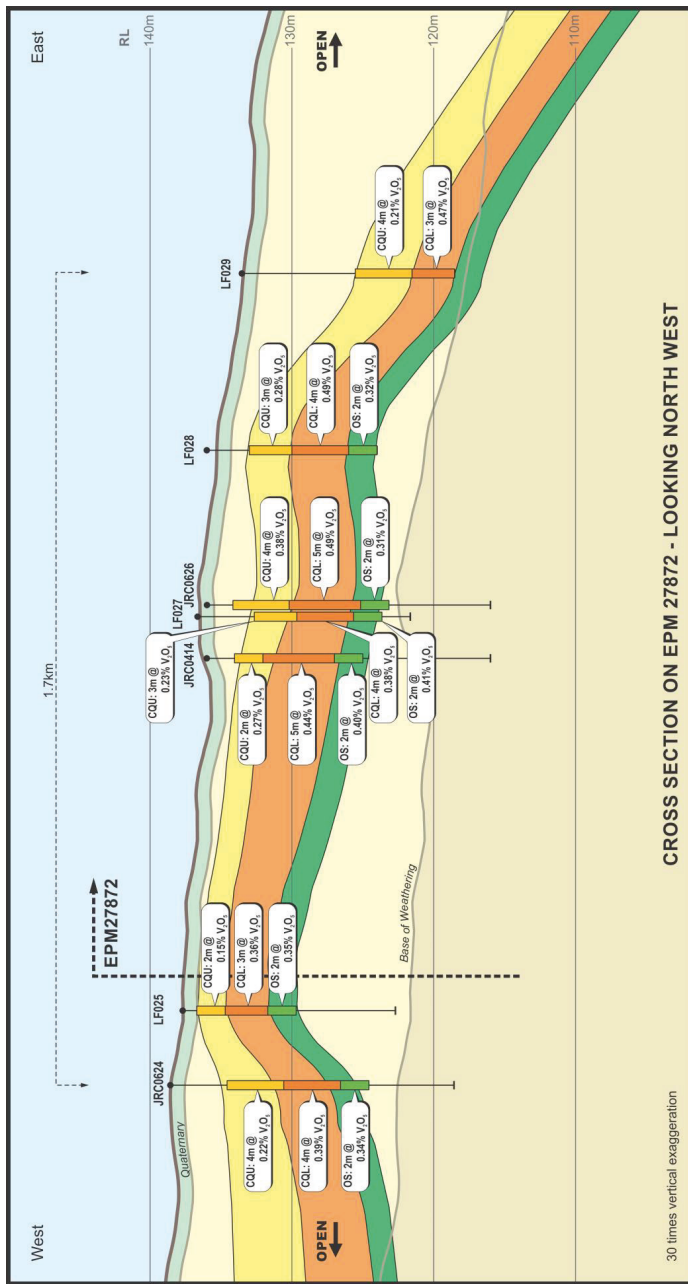
The Toolebuc Formation has been the subject of intermittent exploration by various parties since 1968, originally as a potential target for sedimentary Uranium, then as an Oil Shale/Vanadium target and later, exclusively as a Vanadium target. During this time, the continuity of lithological horizons within the Toolebuc Formation has been found to be remarkably consistent over wide areas (Thomas and Shirley, 1993, CR24927).

The uppermost unit of the Toolebuc Formation, the St Elmo Coquina, outcrops within the project area at 0.5 m depth in drillhole QCJC135\_, while the maximum depth to the top of the Toolebuc Formation is 134.38 m in drillhole OXT8C.

The stylised section below in Figure 4-4 shows the oxidised zone of the orebody.



Figure 4-4: Stylised Cross Section Through Oxidised Zone





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### 4.2.1 STRATIGRAPHY

In general, the stratigraphic sequence within the Lindfield Project area, from the youngest to oldest is as follows:

#### Surficial Sediments

Around 1 m of brown clay-rich to silty soils are intersected at surface across the entire project area.

#### Allaru Mudstone

The youngest sedimentary units encountered within the project area are the Allaru Mudstones. These are blue to grey massive mudstone units interbedded with occasional 0.10 m thick siltstone units. The Allaru Mudstones grade into the underlying St Elmo Coquina.

#### St Elmo Coquina (CQU)

The St Elmo Coquina is composed of interbedded shelly Limestone with bituminous Siltstone and Claystone bands (Oil Shale) present as thin bands between the limestone units (Thomas and Shirley, 1993, CR24927). The visible carbonate content of the Coquina is over 50 %. The Coquina Upper (CQU) is the uppermost unit, and most often the lower  $V_2O_5$  grade unit. In the Project area, this unit has been picked as  $> 0.2 \%$   $V_2O_5$ .

The CQU is present across the entire Lindfield Project area. The CQU unit averages 2.78 m in thickness across the project area.

#### Willats Crossing Siltstone (CQL)

The proportion of Oil Shale bands over limestone increases to over 50 % with a gradational transition from the St Elmo Coquina into the underlying Willats Crossing Siltstone. The Willats Crossing Siltstone is comprised of laminated bituminous Siltstone and Claystone with up to 50 % Limestone bands of between 1 mm and 3 cm thick (Thomas and Shirley, 1993, CR24927). Where the underlying Manfred Crossing Siltstone Coquina is present, the proportion of Limestone increases towards the basal gradational contact with the Manfred Coquina.

#### Manfred Coquina (CQL)

The Manfred Coquina looks similar to the St Elmo Coquina however it is not as laterally persistent as the St Elmo Coquina and is absent in a number of holes drilled across the project area. Where present it is characterised by a drop in Vanadium content and a spike in the Phosphorous content. A distinctive phosphatic band at the base of the Manfred Coquina is an accepted marker band within the Toolebuc Formation (Thomas and Shirley, 1993, CR24927).

As the Manfred Coquina is not always present across the project area, for modelling purposes, the two units (Willats Crossing Siltstone and the Manfred Coquina) have been modelled as a single unit (Coquina Lower CQL). Due to the gradational contact between the two units and the low level of continuity of the Manfred Coquina, it was deemed to be better from an economic geology perspective to regard these as two stratigraphic units as a single unit for resource modelling and potential mining purposes.



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The Coquina Lower (CQL) is intersected in 30 holes drilled across the Lindfield Project area. The CQL has an average thickness of 3.58 m across the deposit.

### Arrolla Siltstone (Oil Shale OS)

The Oil Shale beds consist of finely laminated dark grey pyritic and kerogenous shales. There is normally an increase in clay content in the lower half of the Arrolla Siltstone before a normally sharp contact with the underlying blue-grey pyritic mudstones of the Wallumbilla Formation.

The transition from Coquina to Oil Shale (OS) is abrupt and can be easily distinguished by a drop in Calcium content.

The OS unit averages 2.96 m across the project.

The St Elmo Coquina, Willats Crossing Siltstone, Manfred Coquina and Arrolla Siltstone are informal sub-units of the Toolebuc Formation.

### Wallumbilla Formation

The Wallumbilla Formation is a thick unit (normally +150 m thick) of blue-grey pyritic mudstones with minor interbeds of carbonaceous Siltstone, fine-grained carbonaceous Sandstone and concretionary Limestone. The uppermost Ranmoor Member of the Wallumbilla Formation is found immediately below the Arrolla Siltstone in the Lindfield area.

## 4.3 HISTORICAL MINING

No largescale mining has been observed within the Lindfield Project area to date.

The Lindfield Project is bordered to the north and north-east by EPM 27479 (Yappar Resources) and EPM 27500 (Multicom Resources), and to the west and south by ML 100162 (Multicom Resources - St Elmo), EPM 26410 (Multicom), EPM 26429 and EPM 25681 (QEM Ltd.).

Multicom Resources has completed an Environmental Impact Statement (EIS) process, with the ML100162 granted in September 2021 for the extraction of vanadium, molybdenum and limestone.

## 4.4 PREVIOUS EXPLORATION

Exploration in the area has been widespread over the last fifty years with a major proportion of the work focused on the search for oil and process test work of the unoxidised kerogen-rich Oil Shale. However, in the last twenty years, the focus has shifted to exploration for Vanadium in the oxidised zones.

The main exploration campaigns are detailed in the sections below.

### **Period 1968 - 1981**

The earliest drilling within the Lindfield area was conducted by Australian Aquitaine Petroleum Ltd in the late 1960's, exploring for potential sedimentary Uranium targets. Discovery of low-grade mineralisation in uneconomical quantities was found within a thin unit of the Toolebuc Formation.



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Throughout 1969 Aquitaine formed a joint venture (J.V.) with TOSCO (The Oil Shale Corporation) to explore for oil and Vanadium within the Toolebuc Formation. During this time 55 holes were drilled on an approximate 6 km grid east and west from the Julia Creek area. This work confirmed a consistent mineralised horizon, and preliminary mining and processing studies were completed for a proposed Oil Shale and Vanadium regional project.

Between 1970 - 1973, research was undertaken in Vanadium extraction and potential metallurgical options. Analysis of the unoxidised Oil Shale identified that 65 % of the Vanadium is contained within the mixed layer clays, 10 % in Pyrite and 25 % in Kerogen. In the weathered Oil Shale horizon, 25 % of the Vanadium is typically in Goethite and 75 % in vanadiferous clays.

Beneficiation tests on oxidised Shale suggested that it would be feasible to increase the Vanadium concentration almost twofold by water scrubbing and separation of the fines from the calcite. The tests indicated that 90 % of the Vanadium could be concentrated in the minus 30-micron fraction, which represented about 50 % of the oxidised Shale feed.

Six processes were tested for the extraction of Vanadium from oxidised outcropping Shale containing no oil, and four processes were investigated for extracting Vanadium from unoxidised Oil Shale.

Following this early work, CSR (via Pacminex), The Oil Shale Corporation (**TOSCO**) and CSR Ltd (and later only CSR Ltd) explored the area for both open-cut and underground Oil Shale and Vanadium resources between 1970 and 1988. Towards the end of the CSR tenure over the Julia Creek area, work focussed on technological research into Oil Shale extraction, culminating in the completion of a feasibility study in 1980 completed by Longworth and McKenzie Ltd (reported in CR8697).

Given low oil prices at the time, CSR did not advance any of their Julia Creek tenements beyond the feasibility stage and all of their tenements were relinquished by 1988.

The drilling campaign was performed using a Trayan drilling company, Fox-Mobil drill rig. The drilling technique was open hole using air circulation or water injection methods to the top of the Toolebuc Formation, followed by 4C 100 mm diameter coring on selected holes. The core samples were sawn in half, then half cores were sampled. The assaying involved:

- XRF completed at McPhar Labs Mt Isa; and
- AAS Vanadium assay at Central Laboratories Sydney.

Between 1979 and 1981 the drill holes were completed using Mitchell Drilling's Mayhew and Midway 1000 drill rigs, using air circulation or water injection methods to the top of the Toolebuc Formation, followed by 65 mm diameter coring. The samples were prepared as whole cores and were typically sent to ALS in Brisbane for sub-sampling and assaying for:

- Fisher assay oil yield (in accordance with ASTM D3904 - Modified); and
- XRF for Vanadium, Molybdenum, Uranium and Thorium.

The drill holes were routinely geophysically logged with SIE T450 portable logging units. Geophysical logging included gamma, spontaneous potential, and resistivity logs.



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From the drill holes mentioned, 20 are located within the Lindfield Project.

### Period 1981 - 1988

In 1981, Pacific Coal performed a thorough exploration programme (Oxton Downs) which consisted of 17 drill holes to explore the Lower Cretaceous Toolebuc Formation Oil Shale zone. From the drill holes mentioned, 8 are within the bounds of the current CMG tenement.

The drilling involved open hole drilling to the top of the Toolebuc Formation using water injection or air circulation methods and coring the Toolebuc Formation. The weathered section of the Allaru Mudstone was cased-off with 125 mm diameter PVC.

The cuttings from the drill holes were sampled every meter and logged. The core samples were described and packed on site and lithological variations recorded.

The drill holes were geophysically logged for gamma response using SIE T450 portable logging unit operated by Pacific Coal. Drill hole and geophysical logs are presented in QDEX report N° CR10500. The drilling was carried out by Henderson Drilling of Brisbane and M. Kirby Drilling of Leyburn, using a Mayhew 1000 Rig. Oil Shale samples were collected and sent to ACIRL Laboratories in Rockhampton and Dinmore for the following analysis:

- Fischer assay (oil yield);
- Determination of specific gravity of Oil Shale; and
- XRF assay for Vanadium, Molybdenum and Uranium. Any sample which assayed over 50 ppm Uranium was analysed for Thorium.

Fish scale-rich horizons are common in the lower part of the massive Oil Shale section and may also be found throughout the Toolebuc Formation. A high gamma-ray peak often correlates with these units which probably contain relatively higher amounts of Uranium, which is likely to be due to uranium found in organic material (Smart et al, 1980).

Gamma logging provided definitive separation between the Toolebuc Formation and surrounding lithological units and it was useful tool for examining thicknesses over a wide area.

Observations by Pacific Coal suggest that correlations exist between long-spaced density logs and the Shale Oil yield as determined by the Fischer assaying, and Pacific Coal suggested closer analysis of this relationship may reduce sampling volumes and sample analysis time.

Studies on the classification of oil shales in the area (Cook, Hutton and Sherwood, 1981) described the Toolebuc Formation as a calcareous organic rich shale, consisting of organic interbedded Coquinitic Limestone and bituminous Oil Shale in the upper section; massive oil shale in the lower section and classified the Toolebuc oil shale as a "mixed oil shale".

Pacific Coal documented shale oil yielding over the massive oil shale section (cut-off at 40 l/t) range between 47 and 71 l/t (dry basis). The thickness of this section varies considerably within the area and ranges from 1.8 to 12.7 m (Miller and Matheson, 1982, CR10500). The Authority to Prospect 3144M - Oxton Downs held by Pacific Coal was surrendered in 1982.



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Between 1983 and 1988, CSR's activities continued to advance technological research into aspects of Oil Shale processing before they withdrew from the Oil Shale Project in 1988.

CRA Exploration Pty. Ltd. took up a large tenement position around Julia Creek and Lindfield area between 1991 and 1993. CRA drilled an additional 5 holes, compiled a database and summary report on previous Oil Shale exploration (Thomas and Shirley, 1993 (CR24927)) and conducted several technical studies into potential beneficiation options for the Oil Shale deposit. CRA concluded that treating the Oil Shales for crude oil was at that stage not a viable option given that estimated best case costs of between A\$42 to A\$48 per barrel were around A\$10 to A\$16 higher than projected long term oil price at the time.

### Period 1988-1998

Placer Development Ltd. acquired the ground in 1988, completed a review of the data and withdrew in 1991.

CRA acquired some tenements in 1991 and focused attention on the extraction of oil from the Oil Shale. They drilled a number of drill holes and completed some metallurgical work at their own laboratory. An extensive review of previous work was completed, and data compilation was carried out. CRA withdrew from the project in 1994 after concluding that the production of oil from the Julia Creek deposit was uneconomic at the oil price of the day.

### Period 1998-2004

Visioned Group Ltd. (Fimiston) entered into an agreement to acquire two tenements around the Julia Creek area (next to the current Lindfield Project) from Jones and Topsfield in October 1998 following a review of the data and the recognition that a project targeting Oxide Vanadium mineralisation (without regard to oil in the fresh rock) could be viable.

An 18-month exploration program followed involving drilling, sampling, resource estimation, metallurgical sampling, extensive metallurgical test work, and process flowsheet design and development.

The drilling was performed using Roger Hall Drillings Rotary Air Blast (RAB) rig, comprising 450 cfm x 150 psi compressor, 3 ¼ inch percussion rods and 3 ½ inch blade bit.

This work outlined and defined the current Vanadium resource and provided a clearer understanding of the stratigraphy, oxidation and Vanadium grade distribution in the different geological units.

A number of samples were collected from drill holes and road quarries in the project area and submitted to OreTest Pty Ltd for metallurgical testing. A series of tests were completed, and a range of potential processing options identified.

From metallurgical test work conducted a method has been developed for the beneficiation of the Oxide Vanadium material and a method developed for the leaching of the beneficiated concentrate.



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Test work confirmed that a relatively high-grade concentrate can be readily produced by simple washing and gravity techniques of the oxidised Coquina. This concentrate can be leached in alkaline conditions under high temperature and pressure with recoveries of up to 85 % returned.

Problems related to high sodium carbonate reagent consumptions and estimated high capital costs, coupled to a significant decline in the price of Vanadium, resulted in development and test work relating to the extraction of Vanadium from the oxidised Coquina being put on hold, awaiting a change in market conditions.

The focus of exploration during the end of this period was centred on the oil component of the Toolebuc Formation in addition to metallurgical test work and data compilation reporting the extraction of Vanadium from the oxidised and unoxidised portions of the Toolebuc Formation.

Work by Fimiston - Visiomed established that in the vicinity of St Elmo Station within the fresh Toolebuc Formation, the oil grade of the Coquina varies between 7-45 l/t, averaging approximately 24 l/t. In all cases, the oil grade of the Coquina increased down section, reflecting a decrease in the relative amount of calcium carbonate and an increase in the kerogen content (Coxhell, 2004, CR37034).

From the drill holes performed by Visiomed, 6 are within the current project boundaries. For the drill holes LF027, LF028, and LF029, the assay presented values of 0.48 %, 0.69 % and 0.68 % of Vanadium, respectively.

### Period 2005 - 2016

Intermin Resources (now Horizon Minerals) drilled a number of drill holes across different EPMs (EPM 14806 and EPM 14957) and 17 drill holes within the current Lindfield Project.

The drilling programme was completed by Drill Torque utilizing a 750 cfm/350 psi user-built rig. The samples were riffle split on the cyclone and samples of 1 m thickness were taken.

RC and diamond drilling methods were used to obtain representative samples of oxidized, fresh Oil Shale and the overlying Coquina and to quantify the Oil Shale resource (Cranley, 2008, CR51963).

Intermin Resources conducted several metallurgical leach test work programs on the regional materials over the years and developed a technology that seems to provide a high recovery-low cost method for extraction of Vanadium and Molybdenum.

In a typical example, a -38 µm concentrate grading 1.1 %  $V_2O_5$  and 560 g/t Mo (840 g/t  $MoO_3$ ) was leached at 50° C and atmosphere pressure recovering 68 % of the Vanadium and 88 % of the Molybdenum values to solution within a 60-minute leach period.

The results from the assays show that most of the drill holes that display elevated Vanadium values are associated with Coquina Limestone and undifferentiated clays. No anomalous Vanadium or Molybdenum values are associated with the black Oil Shale.



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### Period 2016 - 2021

QEM holds the EPMs 27057, 26429 and 25662, directly south and south-west of the Lindfield Project, which are promising tenements and present extremely similar geology when compared to the Lindfield Project.

In 2018 QEM commissioned two 4C (100 mm) drill holes core, with non-core sections drilled using 124 mm PCD bits for the dual purpose of infill drilling and to supply material for processing studies.

In 2019 QEM commissioned five 4C (100 mm) drill holes core, with non-core sections drilled using 124 mm PCD bits for the dual purpose of infill drilling and to supply material for processing studies.

QEM also completed two 2D seismic lines on the project, however this data was not publicly reportable at time of reporting.

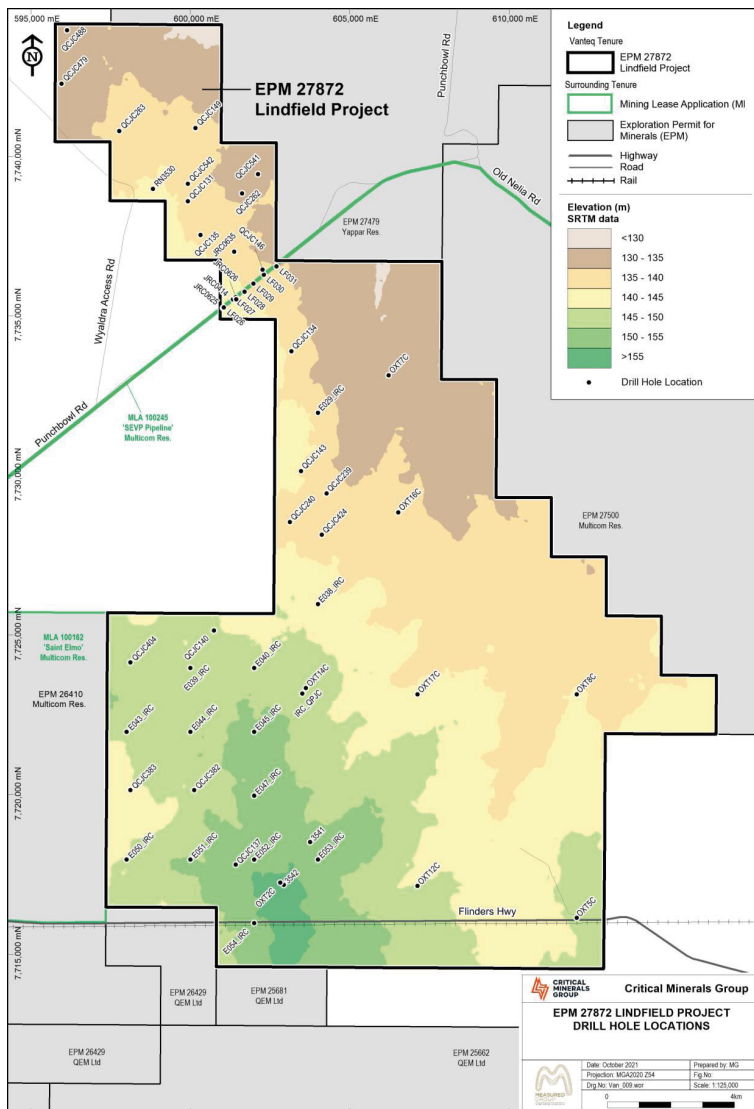
Figure 4-5 shows the location of drill holes within and adjacent to the project area. Figure 4-6 shows the depth contours to the top of the modelled upper mineralised stratigraphic unit (CQU) and includes the drill holes and Points of Observation (POB) used to build the geological model used as the basis for the Mineral Resource estimate.

#### 4.4.1 CRITICAL MINERALS GROUP LTD ACTIVITIES

Since CMG identified the potential of the Lindfield Project area and applied for (and was granted) EPM 27872, CMG has compiled all available open-source exploration data to build a comprehensive database to form the basis of geological interpretations and models. In addition, CMG commissioned Measured Group Pty Ltd to develop geological interpretations, build a geological model and complete a maiden Mineral Resource Estimate for the project.



Figure 4-5: Drill Hole Locations - EPM 27872



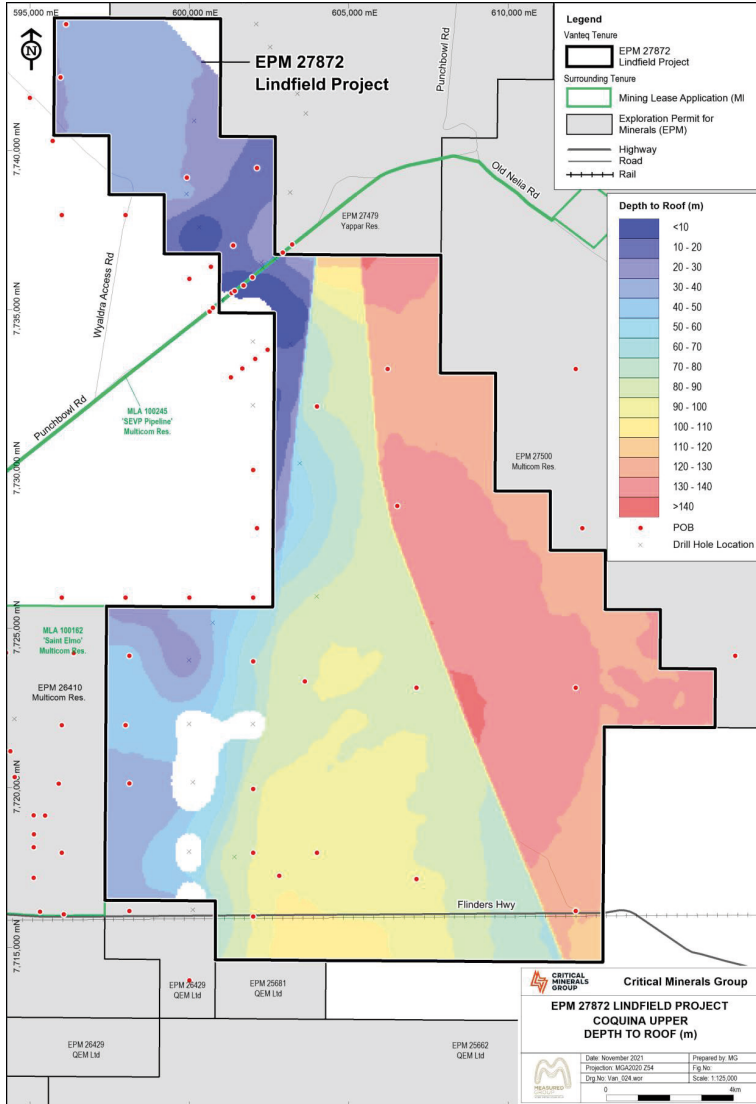


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Figure 4-6: Depth to Roof of CQU Unit





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### 4.5 MINERAL RESOURCE ESTIMATE

Measured Group Pty Ltd recently prepared an estimate of Mineral Resources for the Lindfield Vanadium Project for the Directors of Critical Minerals Group Ltd (CMG). The Mineral Resources are estimated as at 7 December 2021. The Mineral Resource was estimated and reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition (The JORC Code).

The Mineral Resource estimate is limited to the extents of the Lindfield Project tenement boundary, no minimum stratigraphic thickness cut-off was used, and the extents of the resource classification polygon has been limited by the northern extent of the West Fault.

The Lindfield Project is estimated to contain an **Inferred Mineral Resource of 210 Mt @ 0.39% V<sub>2</sub>O<sub>5</sub>**. Table 4.1 summarises the Lindfield Vanadium Project Mineral Resource estimate.

Table 4.1: Lindfield Project Mineral Resource Estimate, as at 7 December 2021

Resource Classification	Stratigraphic Unit	Oxidation State	Volume (m <sup>3</sup> )	Density (g/cc)	Tonnes ('000)	V <sub>2</sub> O <sub>5</sub> (%)
Inferred	CQU	OX	0	2.13	0	0
	CQU	FRESH	1169	2.30	3,000	0.31
	CQL	OX	19373	2.13	41,000	0.45
	CQL	FRESH	54396	2.30	125,000	0.40
	OS	OX	7705	1.44	11,000	0.33
	OS	FRESH	20830	1.44	30,000	0.32
<b>Total</b>					<b>210,000</b>	<b>0.39</b>

*Notes:*

- 1 - The estimate uses a minimum cut-off of 0.3% V<sub>2</sub>O<sub>5</sub> for all units.
- 2 - The total resource tonnage reported is rounded to reflect the relative uncertainty in the estimate categories and component horizons may not sum correctly.

Appendix A to this report contains disclosure required by Table 1 of the JORC Code 2012.

#### 4.5.1 JORC COMPETENT PERSON STATEMENT

The information in this report relating to Exploration Results and Inferred Mineral Resources at Lindfield Project is based on information and fairly represents compiled by Mr. Lyon Barrett who is a member of the Australasian Institute of Mining and Metallurgy and is a full-time employee of Measured Group Pty Ltd.

Mr. Barrett is a qualified geologist and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking, to qualify as Competent Person as defined in the *2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves*.

Mr. Barrett consents to the inclusion in the report of the matters based on the information, in the form and context in which it appears.



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Mr Lyon Barrett, BSc (Hons), MAusIMM 201562

### 4.5.2 GEOLOGY AND GEOLOGICAL INTERPRETATION

The Vanadium mineralisation of the Lindfield Project is interpreted to be stratabound to the Coquina units of the Toolebuc Formation.

This interpretation is consistent with regional exploration and modelling, and the stratigraphic nature or style of mineralisation has led to the adopted geological interpretation and modelling approach. The data was split into domains based on the stratigraphic units modelled. (i.e. CQU, CQL, OS). Further domaining in to "Oxidised" and "Fresh" units has occurred based on the modelled Base of Oxidation surface.

The interpreted geological continuity is considered sufficient to support the Mineral Resource classification for orebody thickness. Volume, tonnage, and grade.

### 4.5.3 DATA QUALITY ASSURANCE AND QUALITY CONTROL (QA/QC) FOR PREVIOUS DRILLING PROGRAMMES

#### 4.5.3.1 Core Sampling 1970s Programme

Pacminex and CSR geologists undertook core sampling and geological logging activities in the field. The core samples were usually described in detail at 1 m intervals, and core sampling was generally continuous across the Toolebuc Formation and half sampled at regular 0.5 m intervals.

For the QCJC 100 - series drill holes the samples were bagged and dispatched to Central Laboratories Sydney for crushing splitting and AAS vanadium assay. Also, the samples were checked by XRF at McPhar Labs Mt Isa.

For the QCJC 200 - series drill holes, whole cores were placed in polythene bags and typically sent to ALS Brisbane for analysis.

All assay results were supplied from the laboratory in the form of ppm vanadium metal. Results were multiplied by 1.7852 to report the percentage of vanadium pentoxide  $V_2O_5\%$ . Oil yields were converted from US gallons/ton to litres/tonne.

Detailed information about core recovery or sample security were not reported.

#### 4.5.3.2 Core Sampling 1980s Programme

Pacific Coal geologists conducted detailed logging and sampling in the field. Cutting samples were detailed logged at 1 m intervals, and the core samples were logged and sampled. The core samples were taken as whole cores, continuous and contiguous across the target formation, at 2m intervals, locally shortened to coincide with lithological boundaries.

Whole core samples were placed in polythene bags and sent to Nata registered laboratories, ACIRL Rockhampton or ACIRL Dinmore for Fisher Assay oil yield tests following ASTM D3904-1980.



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Fischer assay analyses were performed on all cored samples of the Toolebuc Formation (drill holes OXT-1C to 4C and 6C to 9C) on air-dried samples. The results included oil specific gravity, oil yield, gas + loss % and measured oil yield.

The OXT - series drill holes were geophysically logged (except 13C) with SIE T450 portalogger units. Logs included gamma, long-spaced density, spontaneous potential and resistivity.

### 4.5.3.3 Core Sampling 1990s Programme

Fimiston Mining geologists conducted detailed logging and sampling in the field. Cutting samples were detailed logged at 1 m intervals, and the core samples were logged and sampled. The core recovery was reported as greater than 90%, with approximately 15-18 kg of drill cuttings per meter.

The drill cuttings were collected in buckets and passed through a double riffle splitter with 2-4 kg sample splits secured in calico bags. The labelling did not follow a specific identification for the samples. The samples were sent to Analabs Townsville for acid digestion and ICP assay following in-house standard method I-105.

Assay results were supplied from the laboratory in the form of ppm vanadium metal. Results were multiplied by 1.785 to report the percentage of vanadium pentoxide  $V_2O_5\%$ .

No downhole geophysical logging or verticality was completed on the LF-series holes.

### 4.5.3.4 Core Sampling 2000s Programme

Intermin - Horizon and Xtract Oil Limited conducted exploration for the JRC-series and E-series drill holes.

For JRC drill holes, RC drill cuttings were sampled at regular 1 m intervals and were split into bags and sent to Ultratrace Analytical Laboratories Canning Vale, Western Australia, for acid digestion and ICP assay. For this series of drill holes only basic lithology information was recorded. In the laboratory, samples were pulverised and then acid digested with a mixture of hydrofluoric, nitric, hydrochloric and perchloric acids. The digest was then analysed by ICPMS for Ag, Mo, or ICPAES for Al, Ca, Cu, Mn, Na, P, S, Ti, V, Zn.

JRC-series holes assay results were supplied from the laboratory in the form of ppm vanadium metal. Results were multiplied by 1.7852 to report the percentage of vanadium pentoxide  $V_2O_5\%$ .

The E-series drill holes were logged in detail by geologists in the field at 1 m intervals. However, full geological logs were not provided in exploration reports. Core was sampled in the field at regular 2m intervals, locally shortened to coincide with lithological boundaries. Whole core samples were bagged and dispatched to Ultra-Systems Technology in Brisbane for Modified Fisher Assay oil yield tests and Ultratrace Analytical Laboratories Perth for element assays.

No information about downhole geophysical logging or verticality were recorded in exploration reports on the JRC and E-series drill holes.



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### 4.5.3.5 Downhole Geophysics

Pacific Coal performed all downhole geophysical logging activities in the Lindfield area in 1981. Two SIE T450 logging units were hired from SIE Inc. from Brisbane and operated by Pacific Coal.

From 17 drill holes, 16 were geophysically logged for gamma-ray, density and resistivity.

The gamma-ray log was used to identify the Toolebuc Formation from overlying and underlying units and analyse thicknesses over a wide area.

Details about tools calibration or quality control procedures were not reported.

Geophysical logging provides information on the lithological units intersected and supports in the definition of horizon boundaries.

### 4.5.4 ANALYSIS

Over the years of the previous exploration, the analyses of the drill holes located on the Lindfield Project were performed by different laboratories at ALS Brisbane, ACIRL Rockhampton, ACIRL Dinmore, AcTest Laboratory Gladstone, Analabs Townsville and Perth, Central Laboratories Sydney and Ultratrace Analytical Laboratories Canning Vale and Ultra - Systems Technology Laboratories Brisbane.

For the holes drilled between 1971 and 1981, by Pacminex and CSR, it is reported that the samples were dispatched to Central Laboratories Sydney and ALS Brisbane for AAS vanadium assay, Modified Fisher Assay, MFA - under ASTM D3904-1980 (Standard Test Method for Oil Test) and XFR element analysis for V, Mo, U and Th.

The drilling samples from the Pacific Coal campaign (1981) were analysed for Modified Fisher Assay (MFA), following ASTM D3904-1980 by ACIRL Dinmore.

1999 holes analysis testing was completed by Analabs in Townsville and Perth and by AcTest Laboratory in Gladstone for Modified Fisher Assay (MFA), aiming to determine the oil grade.

The laboratories reported a testing regime as below:

- Five-kilogram samples were collected through a tiered riffle splitter with samples collected on a combination of 1-2 metre intervals corresponding with geological intervals. Samples were submitted to the Modified Fisher Assay (MFA).
- The holes drilled in 2006 were sampled via riffle split cyclone, and one-meter samples were taken for analysis. All drill samples were submitted to Ultratrace Analytical Laboratories in Canning Vale, Western Australia. Samples were pulverized and then digested with a mixture of Hydrofluoric, Nitric, Hydrochloric and Perchloric acids. The digest was then analysed using ICPMS for Ag(ppm) and Mo(ppm), and using ICP Optical Emission Spectrometry for Al(%), Ca(%), Cu(ppm), Mn(ppm), Na(%), P(ppm), S(ppm), Ti(%), V(ppm), and Zn(ppm).
- Metallurgical tests were also performed to evaluate the extraction of vanadium and molybdenum from the Coquina.



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- The samples (taken at 2 m intervals) from the holes drilled in 2007 by Intermin and Xtract Oil were dispatched to Ultra-Systems Technology in Brisbane for Modified Fisher Assay oil yield tests and Ultratrace Analytical Laboratories Canning Vale for element assays.

Not enough information was reported regarding the preparation of the samples for assaying or QAQC. However, it is recognised that ALS Laboratories, Ultra - Systems and ACIRL Laboratories adhere to internal QAQC and inter-laboratory QAQC checks. All determinations performed adhere to the American Society for Testing and Materials (ASTM) guidelines.

The laboratories comply with ASTM standards for all ore quality tests and are certified by the National Association of Testing Authorities Australia (NATA).

### 4.5.4.1 Conversion from V ppm to Weight Percent $V_2O_5$

Most results from historical data are presented in elemental format (ppm). As the Vanadium price is quoted according to the concentration of the oxide ( $V_2O_5$ ), assay data in V ppm was converted to wt% oxide prior to importing into the geological database. The ppm value was firstly divided by 10 000 to convert to wt%. The wt% of the element (V) was then multiplied by 1.7852 to convert to wt%  $V_2O_5$ .

### 4.5.5 DRILLING TECHNIQUES

As discussed in the Previous Exploration section, the exploration in the area has been extensive over the last fifth years. The drilling techniques applied for the each company is defined below.

- Pacminex Pty Ltd completed in 1971 the QCJC100-series holes using Trayan drilling company fox-mobil rig. The drilling technique was to open hole using air circulation or water injection methods to the top of the Toolebuc Formation, followed by 4C 100 mm diameter coring on selected holes.
- QCJC200-500 series holes were completed between 1974-1981 by CSR Ltd, using Mitchell Drillings Mayhew and Midway 1000 drill rigs. The drilling technique was typically to open hole using air circulation or water injection methods to the top of the Toolebuc Formation, followed by 65 mm diameter coring.
- Pacific Coal Pty drilled the OXT-series holes in 1981 by, using Henderson Drilling and Kirby Leyburn Drillings Mayhew 1000 drill rigs. The drilling technique was to open hole using air circulation or water injection methods to the top of the Toolebuc Formation, followed by HMLC 63 mm diameter coring.
- Drilling of the LF-series holes was completed in 1999 by Fimiston Mining NL, using Roger Hall Drillings Rotary Air Blast (RAB) rig. The drilling technique was dry RAB, comprising 450 cfm x 150 psi compressor, 3 ¼ inch percussion rods and 3 ½ inch blade bit.
- Drilling of the JRC-series holes was completed in 2005-2006 by Intermin Resources Ltd, using LA Bolye & Co and Drill Torque Drilling RC rigs. The drilling technique was dry RC, utilising 750 cfm x 350 psi compressors.
- Drilling of the E-series holes was conducted in 2007 by Xtract Oil Limited, under a farm-in agreement with Intermin Resources Ltd. Drilling was completed using JD Drilling Services Mayhew 1000 rig. The drilling technique was to open hole using air circulation or water



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injection methods to the top of the Toolebuc Formation, followed by HMLC 63 mm diameter coring.

### 4.5.6 CRITERIA USED FOR RESOURCE CLASSIFICATION AND ESTIMATION METHODOLOGY

The Lindfield Project is a vanadium orebody and therefore vanadium pentoxide ( $V_2O_5$ ) is considered as the primary parameter required for the definition of a point of observation.

The geological model was built using all available geological data and information for the project area. The model was built and validated, using visual (and database) checks of contours, cross sections, unit thickness and statistical analysis of mineralised strata thickness, grade and trends to check that the model adequately represented the raw data values and spatial distribution.

An inverse distance squared interpolator was used to estimate  $V_2O_5$  wt %. The estimation technique was chosen due to the relatively small amount of data available, which meant that meaningful variograms were difficult to model.

Based on the observations of variability for all parameters, including  $V_2O_5$  grade, orebody (stratigraphic unit) thickness and the frequency of faults derived from borehole elevations, the following maximum distances between points of observation have been used to classify the resource:

- Inferred Category: 4000 m between points of observation and no greater than 2000 m from a point of observation.

Figure 4-7, Figure 4-8 and Figure 4-9 show the distribution of both Points of Observation and supportive (interpretive) data for the Lindfield Project.

The Mineral Resource estimate is limited to the extents of the Lindfield Project tenement boundary, no minimum stratigraphic thickness cut-off was used, and the extents of the resource classification polygon has been limited by the northern extent of the West Fault.

Although no formal economic assessment has been conducted, the Competent Person has determined that the orebody has reasonable prospects for eventual economic extraction and that it is reasonable to declare an Inferred Mineral Resource estimate for the Lindfield Project.

The vanadium Mineral Resource contained within EPM 27872 is shallow (ranging between 0.5 m and 30 m depth), is in close proximity to infrastructure and shows grades similar to neighbouring projects with established Mineral Resource estimates. The shallow depth of the orebody suggests that mining costs via open methods will be low and the close proximity to infrastructure and neighbouring projects suggests that establishing economically viable processing and transport options should be achievable. Market demand for vanadium is growing due to its potential use in battery technologies and current forecasts of demand and price are strong.

The current Inferred Mineral Resource classification is considered adequate to address the level of confidence in the continuity of thickness, tonnage and vanadium grade across the deposit on a global basis.



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### 4.5.7 CUT- OFF GRADE

A cut-off of 0.2%  $V_2O_5$  (wt%) was used for interpreting the boundary of mineralised lithological units. A cut-off of 0.3%  $V_2O_5$  (wt%) was used for the Mineral Resource estimate. The application of this cut-off grade resulted in a significant amount of the CQU and OS units being excluded from the Mineral Resource estimate, while the CQL unit was mostly unchanged.

### 4.5.8 MINING AND METALLURGICAL METHODS AND PARAMETERS

Open-cut mining methods are envisaged for the extraction of the Mineral Resources contained within the Lindfield Project.

No recent metallurgical studies have been conducted in the area on recovery efficiencies and costs associated with treatment and recovery of Vanadium. However, CMG is assessing several processing options and technologies to maximise the recovery of both the Mineral and Petroleum Resources, in addition to any other potential base metal bi-products (such as Cu, Mo, Ni and Zn).

Historical metallurgical studies were completed by Visiomed (Fimiston) between 1998 and 2004. From metallurgical test work conducted a method has been developed for the beneficiation of the oxide vanadium material and a method developed for the leaching of the beneficiated concentrate.

Test work confirmed that a relatively high-grade concentrate can be readily produced by simple washing and gravity techniques of the oxidised coquina. This concentrate can be leached in alkaline conditions under high temperature and pressure with recoveries of up to 85% returned.

Problems related to high sodium carbonate reagent consumptions and estimated high capital costs, coupled to a significant decline in the price of vanadium, resulted in development and test work relating to the extraction of vanadium from the oxidised coquina being put on hold, awaiting a change in market conditions.

### 4.5.9 RISKS TO MINERAL RESOURCE ESTIMATE

The following areas of the potential risk to the resource estimate have been identified by the Competent Person:

1. Estimates of in-situ density and moisture: No density or moisture data exists from historical drilling results, which means that default densities have been required to estimate tonnages. In order for the resource to be classified as Measured or Indicated, information allowing the modelling of density and moisture is required.
2. Environmental and/or social impacts: CMG has not yet identified any issues that may adversely impact on resource recovery or extraction methods, but the impact of such issues could be material.

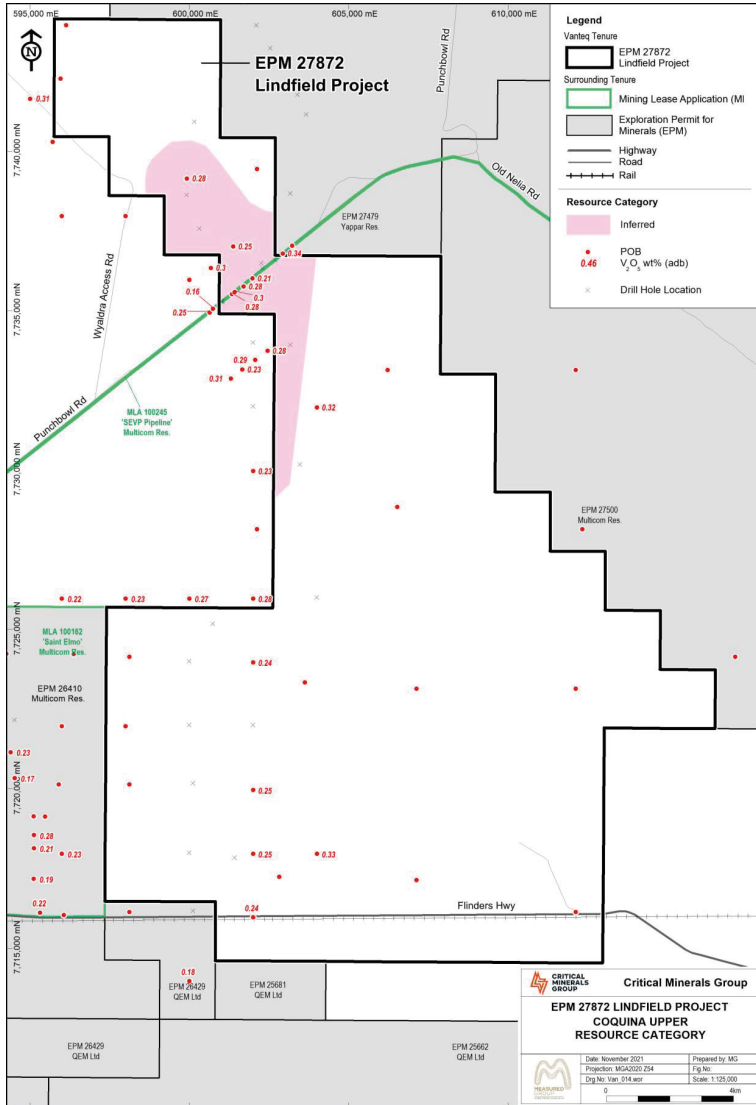


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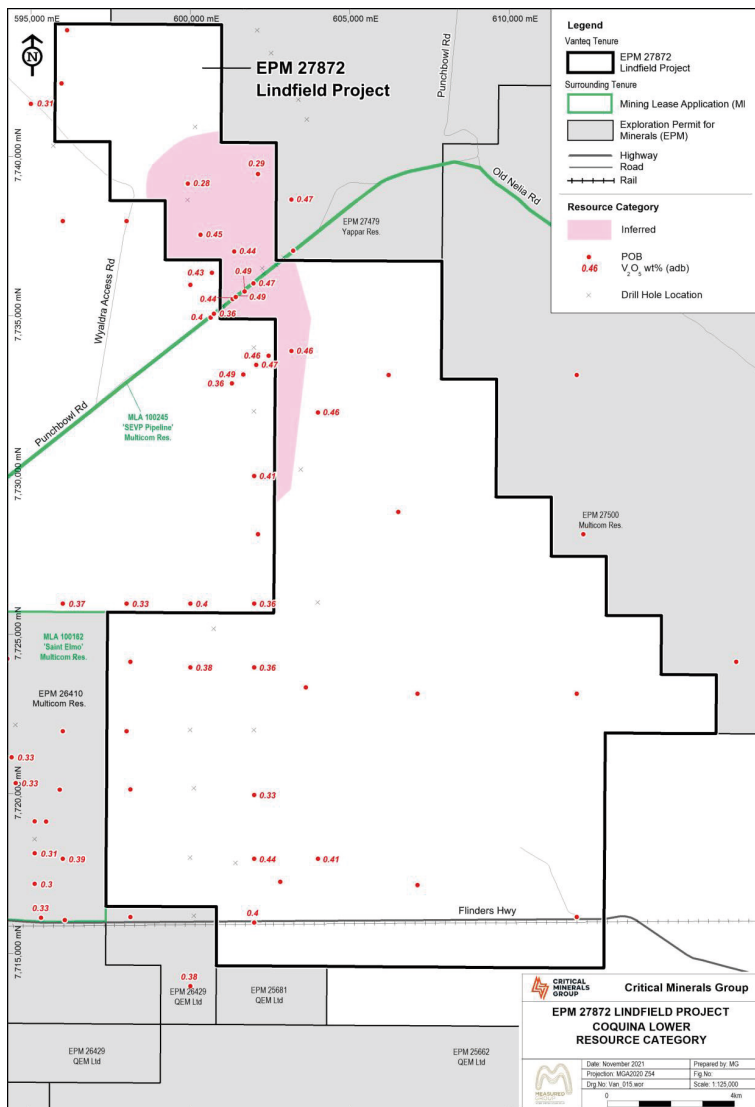
Figure 4-7: CQU Points of Observation and Resource Categories





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Figure 4-8: CQL Points of Observation and Resource Categories









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### 4.6 PRIORITY TARGETS

In completing their Mineral Resource estimate, Measured Group recommended that further work should be concentrated in the following areas:

1. Improving the definition of the oxidation zone in the shallower parts of the project:

Surface mapping and Line of Oxidation (LOX) drilling programmes in the subcrop/outcrop areas to determine a more reliable estimate of the location the interface between the mineralised zone and base of weathering. This will also help in identifying any changes in mineralogy as a result of oxidation that occurs above the base of weathering. The shallow, oxidised portion of the project has the highest levels of vanadium, are the easiest to mine, and is also likely to be the easiest to process for vanadium. It is recommended that future exploration should initially be concentrated in these areas.

2. Improve the resolution of topography by completing a LIDAR (or similar) survey:

The offset of SRTM topography as compared to surveyed drill hole collars is a continued source of uncertainty for the project. And will need to be resolved to develop a more reliable geology model and support future mine planning and feasibility studies. The uncertainty can be resolved by commissioning a detailed LiDAR survey over the project area.

3. Progress mineral processing and metallurgical studies:

Metallurgical testing is required to investigate costs and recovery factors associated with the recovery of vanadium and any other potential base metal bi-products (such as Al, Cu, Mo, Ni and Zn). This proposed test work should include a detailed characterisation program for environmental, mineralogical and geochemical components of the resource (and waste) horizons. Additional testing should be included in any future drilling programme to improve the estimates for in-situ density and moisture.



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## 5. FIGTREE CREEK

### 5.1 REGIONAL GEOLOGY

Figtree Creek is located south of Cloncurry in northwest Queensland, in the Eastern Succession of the Mt Isa Inlier, dominated by sedimentary and volcanic rocks that formed between 1800 and 1500 Ma (Figure 5-1). Proterozoic rocks of the Eastern Succession can be divided into two 'cover sequences' formed between ca. 1780 Ma and ca. 1690 Ma and between ca. 1680 Ma and ca. 1610 Ma. These two sequences are separated by a regionally extensive unconformity.

In the area around Cloncurry, the older Cover Sequence is dominated by fine grained carbonate and evaporitic rocks of the Corella Formation, felsic volcanics of the Argylia Formation and fine to medium grained siliciclastic sediment of the Mitakoodi Quartzite. The younger Cover Sequence is comprised of metasedimentary and volcanic rocks of the Soldiers Cap Group (Llewellyn Creek Formation, Mount Norna Quartzite and Toole Creek Volcanics), and rocks of the Answer Slate, Staveley Formation, and Marimo Slate that may be lateral correlatives of the Soldiers Cap Group rocks (Foster and Austin, 2008; see Figure 5-2). Deposition of the Cover Sequences took place during variably directed regional extension.

Two major phases of felsic magmatism took place between the beginning of the older Cover Sequence sedimentation and the cessation of the younger Cover Sequence sedimentation. The first, termed the Wonga event, involved the emplacement of 'I' and 'A' type, strongly fractionated felsic magmas into the Eastern Succession between ca. 1750 Ma and 1730 Ma. The second event took place during basin inversion marking the end of the younger Cover Sequence deposition. The Isan Orogeny was a protracted compressional event involving several episodes of fault reactivation and felsic magmatism which eventually ended at ca. 1500 Ma. Peak metamorphism occurred between ca. 1600 and 1575 Ma and was associated with localised intrusion of the Osborne and Cannington pegmatites.

Episodic emplacement of more voluminous felsic to intermediate intrusives took place throughout the orogeny. Oxidised potassium-rich granites of the Williams-Naraku Suite were intruded in the latter stages of the orogeny and are generally considered to play an important role in generating IOCG (Iron Oxide Copper - Gold) deposits in the region. Mafic magmatism was also widespread in the Eastern Succession, particularly during the early phases of the Cover Sequences basin formation. Various workers have suggested the intrusion of mafic magmas represent important contributions of metal into the Eastern Succession.

Since the Proterozoic, very little has changed geologically in the Mount Isa Inlier. Weathering and erosion have left Neogene to Recent sedimentary deposits overlying the Proterozoic rocks, mainly in the form of poorly consolidated Sandstones, Mudstones and lateritic clay.

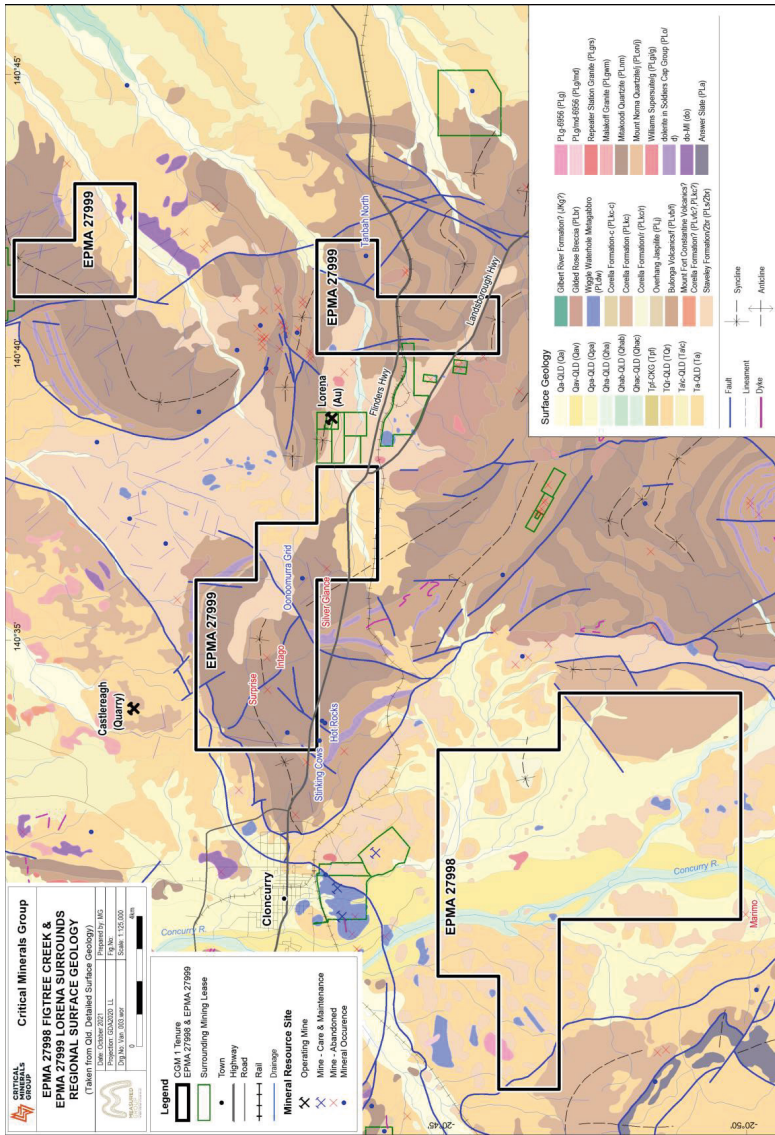
This area hosts a suite of exceptional mineral deposits, including the world-class Ernest Henry and Cannington deposits, together with a diverse range of IOCG and other deposit styles. Fluid flow events attributed to the intrusion of the granites are considered to be the driving mechanism behind the formation of many of the mineral deposits and pre-existing fractures provided the pathways for fluid migration and the emplacement of mineralisation.



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Figure 5-1: Regional Geology - EPMA 27998 (Figtree Creek) and EPMA 27999 (Lorena Surrounds)



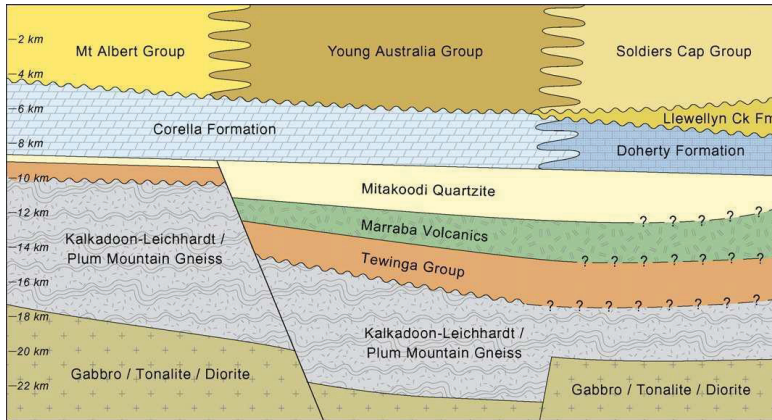


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Figure 5-2: Schematic Depositional Model for Cover Sequences 2 and 3 Sedimentary Units in the Mount Isa Eastern Succession Prior to Tectonic Shortening



Source: Foster and Austin 2008.

## 5.2 MINERALISATION

The Company considers that the Figtree Creek Project mineralisation is similar to the Great Australian Mine mineralisation, which exhibits a clear relationship with fault structure and meta-dolerite host. The Great Australian Mine has been characterised to consist of Iron Oxide Copper - Gold (IOCG) and stringer-type Copper - Gold sulphide mineralisation (CSIRO, 2016).

Most IOCG deposits show a wide space-time association with batholithic granitoids. They occur in crustal settings with extensive and frequently pervasive alkali metasomatism, and many are enriched in a distinctive, geochemically diverse suite of minor elements including various combinations of uranium, rare earth elements, fluorine, phosphorous, molybdenum, silver, barium, cobalt, nickel and arsenic (Williams et al., 2005).

The Cloncurry district hosts a suite of significant mineral deposits, including the world-class Ernest Henry and Cannington deposits, together with a diverse range of IOCG and other deposit styles. Fluid flow events attributed to pre-existing fractures and the intrusion of the granites are considered to be the driving mechanism behind the formation of many of the mineral deposits and provided the pathways for fluid migration and the emplacement of mineralisation.

The diagrammatic sketch below (Figure 5-3) shows an IOCG mineral system, illustrating the relative location of deposit types within the overall setting and the likely distribution of critical and other commodities within and around these deposit types.

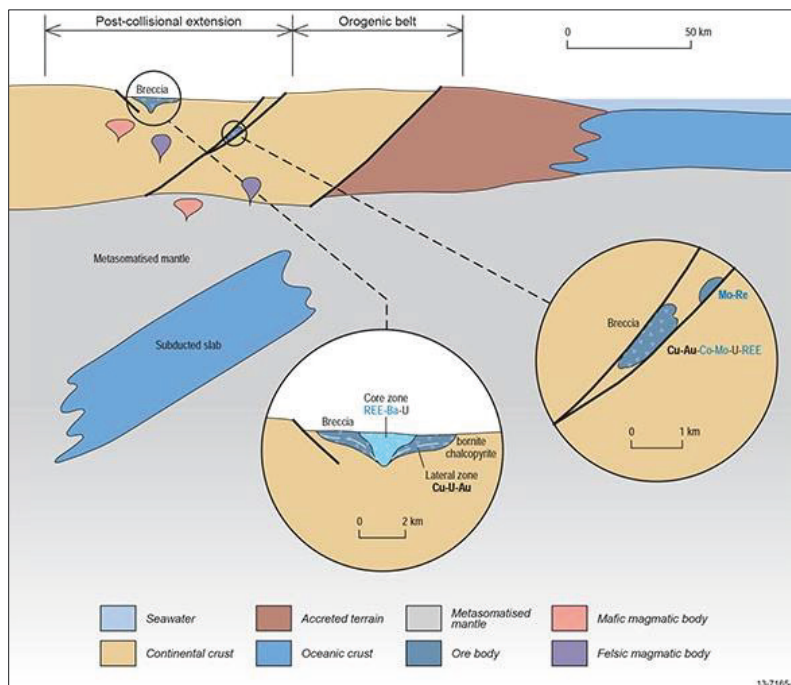


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Figure 5-3: IOCG Diagram



From: [www.ga.gov.au/critical-commodities-iocg](http://www.ga.gov.au/critical-commodities-iocg)

## 5.2.1 PROJECT SCALE GEOLOGY AND MINERALISATION

The Figtree Creek Project lies along the prominent north-south trending Cloncurry fault, which separates the Marimo basin in the west and the Snake Creek anticline in the east, in the southern part of the Cloncurry mineral province, north-western Queensland.

The area is located approximately, 10 km south-southeast of Cloncurry and hosts prospective rocks of the Mary Kathleen Group including Staveley Formation Sandstone and Siltstone, and Corella Formation, including meta-Siltstone, scapolitic Siltstone, calcareous Siltstone, calcareous and calc-silicate Granofels, Limestone, meta-Sandstone and Feldspathic Quartzite. In the south-east corner of the Project, quartzites assigned to the Roxmere Quartzite of the Young Australia Group occur. In addition, there are mafic igneous rocks including diorites and metagabbro (Wiggle Waterhole Metagabbro) placed into the Corella Formation.



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The area shows strong structural complexity where both north-south trending folds and east-west trending folds overprinting each other. Three sets of regional faults occur in the outcropped areas, i.e. north-south, northwest-southeast, and northeast-southwest. Reactivation of these north-south faults during D3 deformation and where these intersect with cross faults are considered optimal for IOCG mineralisation. The Cloncurry River runs through the western margin of the applied area and much of the eastern part of applied sub-blocks are under alluvium and colluvium which may have masked the discovery of any outcropped mineralisation in the past.

The project area has several rock chip samples, soil samples and stream sediment samples showing anomalous Copper and Gold assays. The project is located directly south of the Great Australian Mine and has a historical Mining Lease within the tenement. The project area shows magnetic anomalies similar to that of the Great Australia Mine, which has previously reported a Mineral Resource estimate of 1.68 Mt @ 2.29 % Cu and 0.23 g/t Au.

Figure 5-4 shows the location of the project area and significant economic mineralisation found in the region around Cloncurry.

### 5.3 HISTORICAL MINING

There is no evidence of large scale historical workings or mining activity in the project area.

The Marimo Lime Pit is situated immediately south of the project area, which extracted limestone for use as a flux in smelting operations. Previous exploration in the area was focused on uranium, copper and gold, which included geological reconnaissance, surface sampling and limited drilling.

### 5.4 PREVIOUS EXPLORATION

Exploration activities around the Figtree Creek Project area have been documented since the 1950's. Companies and their various joint venture partners have explored for base metal, gold and silver deposits adopting multiple deposit styles. Of all previous companies, Mount Isa Mining (MIM), Battle Mountain, CST Minerals Lady Annie and Exco Resources produced useful historic results for consideration.

Previous exploration campaigns included geological mapping, soil, stream sediments and rock chip sampling and geophysical surveys.

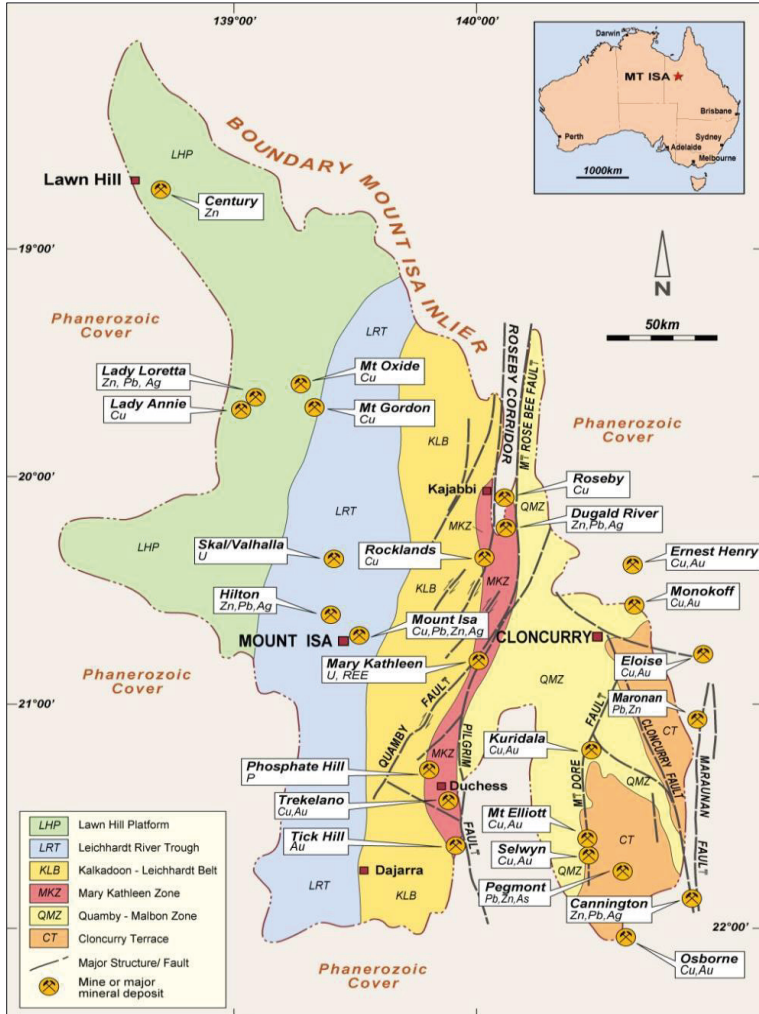


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Figure 5-4: Geology of Mount Isa Inlier with Significant Deposits



Source: Hamer, 2016 - CR98256.



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### 5.4.1 COMPILATION OF HISTORICAL DATA

CMG compiled historical exploration reports and data from all previous holders, including field reconnaissance and mapping, geochemical database, and drill hole data (where available). The compilation and analysis of historical data, led to follow-up exploration activities, an improved understanding of the mineralisation identified in the project area, and the development of conceptual geology and mineralisation models. Table 5-1 summarises previous exploration undertaken within and adjacent to the project area.

Table 5-1: Summary of Previous Exploration - Figtree Creek

Year	Exploration Activities	Report Reference
1963	CRA performed stream sediment sampling on the southwest portion of the current tenement. No significant results reported.	CR1288, CR109566
1969	Pickands, Mathers and Co. conducted a stream sediment survey and identified several anomalous results. The principal anomaly (25 ppm Cu) was suggested to be due to the Green Monster Copper Project. The remaining anomalous values were suggested to be a result of high background values in the vicinity of the Cloncurry Overthrust Fault.	CR98256_1, CR4293
1977-1978	Minad - Teton Australia conducted data review, photo interpretation, ground truthing and open hole drilling (5 drill holes) of identified radiometric anomalies. However, poor results led to early relinquishment.	EPM1831, CR94511_1, CR123161
1980-1981	CRAE - 24 radiometric anomalies were detected by Airborne survey. Follow-up includes investigating radiometric anomalism at the "Orak" Prospect. CRAE drilled 2 percussion holes and 1 diamond hole at "Orak". However, there are no records of this work. The Prospect was gridded, geologically mapped, rock chipped and soil sampled. The Uranium reportedly occurred as Davidite, within calcareous Granofels. No follow up work was recommended.	CR11065, EPM2967
1987	Hopper and McKenzie carried out geological reconnaissance on a previous EPM which included sub-blocks CLON679 G and H. They reported no signs of significant mineralisation.	CR17415
1989	Sons of Gwalia assayed rock chips samples but did not report any anomalous results.	CR21584, CR21574
1990-1993	Homestake Australia with Battle Mountain Inc. undertook geological mapping, rock chip sampling, stream sampling, soil sampling, RAB and RC drilling over several prospects including 308, Notlor, Golden Triangle and Goldfinger (EPM 6955). These projects are not within the bounds of EPM 17170. In 1992, Homestake commissioned an airborne magnetic/radiometric survey (AGSS814) of the Cloncurry region at 200 m line spacing.	CR23673
1992-1999	Placer Exploration Ltd., carried out geological mapping, soil sampling, stream sediment sampling, BLEG sampling. It was reported that the relevant sub-blocks were mainly covered by younger rocks and that the outcrops present showed no significant mineralisation.	CR109566_1, CR94511_1
1995	The Cloncurry Mining Company interpreted aerial photographs. They established that the area was covered mostly by superficial material. However, they conducted 7.45 km of reconnaissance soil sampling near the Round Oak Homestead which returned anomalous Copper	CR27301



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Year	Exploration Activities	Report Reference
	(up to 416 ppm) and anomalous Gold (up to 56 ppb) at the western edge of the survey. It was proposed that this anomaly should be followed up with RAB drilling.	
1996	The Cloncurry Mining Company interpreted combined Spot and TM imagery at 1:50,000 in bands 4, 5 and 7 on EPM 10376 which includes sub -lock CLON679 N. They identified a magnetic high which was interpreted to be part of the Williams Granite intruding into the Corella Formation. They also identified the 'Coppermine Creek Fault' - a magnetic feature within a structural corridor running northwest-southeast and parallel to Figtree and Coppermine creeks. The proposed follow up RAB drilling at the Round Oak soil anomaly did not occur.	CR28966
1997	Equinox Resources N.L reported drilling a single RC drill hole on EPM 10774. The co-ordinates are not precise (local grid). Drilling targeted a magnetic high feature. The drilling is reported to have been difficult due to 15 m of unconsolidated sand and alluvium at the top of the hole. Final depth was 87 m with the best 4 m composite assay returning 324 ppm Cu. The remaining program was cancelled given the difficult drilling conditions.	CR98256_1
1997	Eagle Mining Corporation collected stream sediment samples. Copper, Lead, Zinc, Silver, Arsenic, Cobalt, Manganese and Phosphorous were assayed for, and Bulk Cyanide Leaches were carried out to assay for Gold. The Company reported no significant anomalies.	CR30020
2005-2013	Exco carried out a drilling programme consisting of 22 Air core and 5 Reverse circulation drill holes (not within the current tenement), soil sampling and ground magnetic survey.	CR94511_1, CR43536_1, CR52726_1(W radiometric anomaly) CR81053 (ground magnetic survey)
2010-2016	CST Minerals Lady Annie performed several exploration activities as: data compilation, ground reconnaissance field work, Heli-SAM (sub audio magnetic) survey, by GAP Geophysics and SGC - Southern Geoscience Consultants. CST + CSIRO worked on a lithogeochemical project to help develop new models for genesis, alteration, and element association to base and precious metal mineralisation in the Mount Isa Inlier.	CR98256_1
2016-2017	CST + CSIRO continued the collaboration on the study (Project "Uncover Cloncurry") of interpretation of the stress regime of magnetite growth/recrystallization of the Mount Isa Eastern Succession.	CR109566_1
2017-2018	CST + UNSW performed studies about geochemical lag and termite sampling	CR109566_1
2016-2021	Exco completed a regional helicopter borne time domain electromagnetic geophysical survey (VTEM), small target soil sampling of the VTEM identified anomalies. However, no further exploration work was proposed.	EPM 18556 (CR123161_1)



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### 5.4.2 SAMPLING

Different companies have completed soil, stream sediment and rock chip sampling campaigns around the project area. A number of anomalies were identified for gold and copper and are described below:

- Stream sediment samples: 3.85 g/t Au northeast portion, 1.9 g/t Au and 70 ppm Cu centre portion, 4.95 g/t Au and 1.25 g/t Au in southern portion of the Project area.
- Soil samples: 234 ppm (0.0234 %) Cu, 416 ppm (0.042 %) Cu, and 199 ppm (0.02 %) Cu in the northeast portion of the Project area.
- Rock chip samples: 70 ppm Cu and 105 ppm Cu in the northwest portion, and 82 ppm Cu in the northeast portion of the Project area.

Elevated copper values in rock chips have been reported in the northern part of the project, whilst elevated copper in stream sediment have been reported along Figtree Creek in the central south of EPMA 27998.

Table 5-2 below summarises the available geochemical data within the EPMA 27998 area and are shown in Figure 5-5.

Table 5-2: Summary of Available Data Figtree Creek

Dataset	Data Points	Comments	Report Reference
Soil samples	150	Analysed for Gold, Copper, and other base metals.	CR23673, CR78990
Rock chip samples	73	Analysed for Gold, Copper, Arsenic, Manganese, Iron and Cobalt.	CR23673, CR78990, CR21574
Stream Sediments samples	143	Analysed for Gold, Copper, and other base metals.	CR23673, CR78990

Source: Queensland Govt. - Eastern Succession Data Package

### 5.4.3 GEOPHYSICS

Exco reported radiometric anomalies for EPM 15103, which covered part of the western parts of the current Figtree Creek tenement area (Konecny, 2008, CR52726).

In 2013, Exco conducted a ground magnetics survey over the previous EPM 13091 which covered the central and southeast portions of the current EPM 27998. The results show as small relative variation in magnetic signature over the survey area. It was recommended future work to explore the areas of low magnetic response proximal to the northwest - southeast trending structure delineated in the ground magnetics data.

Hamer (2016) reported in the CST Lady Annie Exploration (CSTLA) annual report a north - northwest trending fracture observed in magnetic data that has been designated as the Coppermine Creek Fault. The Mount Dore Fault Zone, which trends northwards from the Starra/Selwyn group of mineral deposits towards the Great Australia Mine, is assumed to pass through EPM 27998. The Coppermine Creek Fault may be a component of the Mount Dore Fault



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Zone. The Cloncurry Fault, an east dipping thrust and domain boundary, is present to the east of the Tenement.

CSTLA, also engaged with SGC (Southern Geoscience Consultants) to perform a HeliSAM (airborne magnetic) survey, which generated interpretations for Equivalent Magnetometric (EQMMR), Total Field EM (TFEM) and Total Magnetic Intensity (TMI). The interpretations included:

- Prominent north-south trending feature, roughly equivalent to the line of the Cloncurry River is evident in all three datasets. In addition, 3 linear, structural anomalies and 6 magnetic anomalies were delineated.
- Some anomalies were examined in the field to verify their suitability for drilling. No evident signs of mineralisation were noticed at the locations.
- The anomalies were found lying either wholly or in part within Endangered Regional Ecosystems (EREs) and their associated Buffer Zones which extend over the main Cloncurry River and the Figtree Creek tributary.

## 5.5 CRITICAL MINERALS GROUP LTD ACTIVITIES

CMG has worked on the compilation of previous exploration data and has completed sufficient analysis to identify the potential for mineralisation. CMG has not yet performed significant and detailed geological analysis, interpretation and exploration targeting; but has completed sufficient work to establish a work programme to systematically explore the tenement and identify potential mineralisation and drill targets.

## 5.6 PRIORITY TARGETS

As most of the area is covered by the Quaternary alluvium and colluvium which are not amenable to the traditional soil sampling methods, CMG expects to conduct MMI sampling (Mobile Metal Ion Sampling). MMI sampling is suitable for deeply buried minerals, unconsolidated surface material, such as sand and soil and low background values - CMG expects that the MMI sampling method will be ideal where low limits of detection are anticipated during assay of surface samples.

CMG will focus on areas of the tenement where magnetic anomalies are similar to anomalies present in the Great Australia Mine (Figure 5-6). CMG will conduct 3D magnetic interpretation to define the MMI sampling locations and will define future drill targets using a combination of results from MMI sampling and 3D magnetic interpretation.

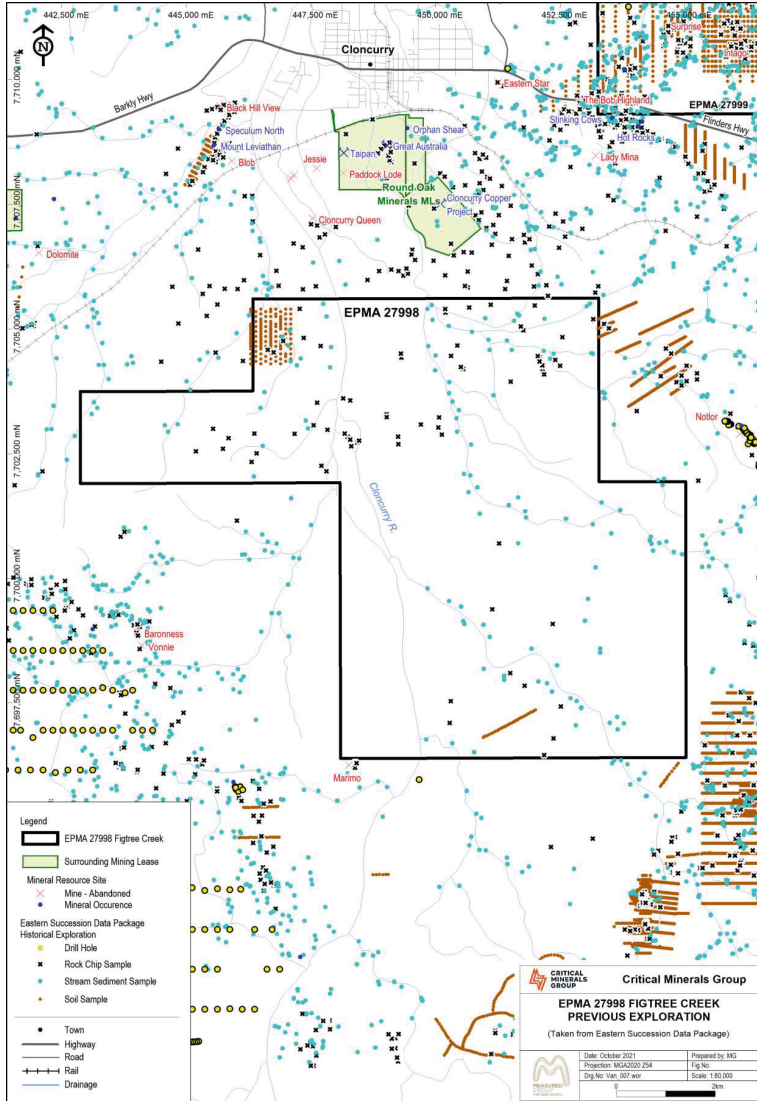


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Figure 5-5: Previous Exploration - Figtree Creek

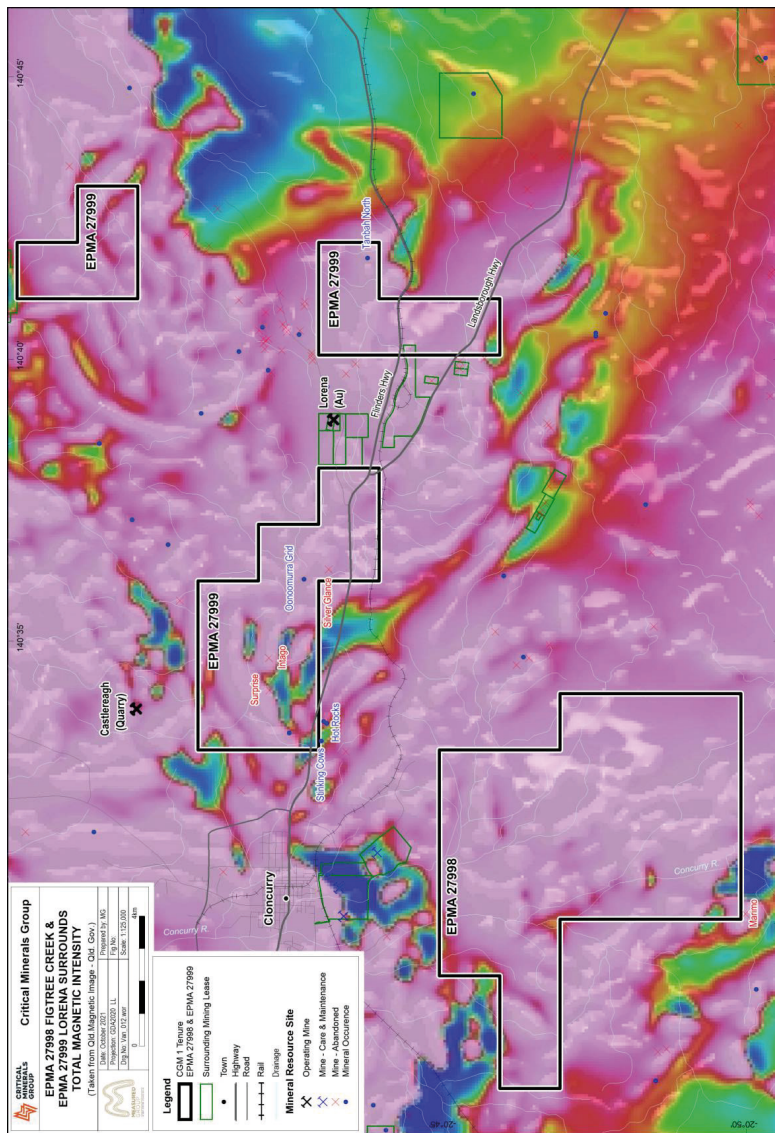




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Figure 5-6: Regional Total Magnetic Intensity Image





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## 6. LORENA SURROUNDS

### 6.1 REGIONAL GEOLOGY

Lorena Surrounds is located east of Cloncurry in northwest Queensland, in the Eastern Succession of the Mt Isa Inlier, dominated by sedimentary and volcanic rocks that formed between 1800 and 1500 Ma (Figure 6-1). Proterozoic rocks of the Eastern Succession can be divided into two 'cover sequences' formed between ca. 1780 Ma and ca. 1690 Ma and ca. 1680 Ma and ca. 1610 Ma. The two sequences are separated by a regionally extensive unconformity.

In the area around Cloncurry, the older Cover Sequence is dominated by fine grained carbonate and evaporitic rocks of the Corella Formation, felsic volcanics of the Argylla Formation and fine to medium grained siliciclastic sediment of the Mitakoodi Quartzite. The younger Cover Sequence is comprised of metasedimentary and volcanic rocks of the Soldiers Cap Group (Llewellyn Creek Formation, Mount Norna Quartzite and Toole Creek Volcanics), and rocks of the Answer Slate, Staveley Formation, and Marimo Slate that may be lateral correlatives of the Soldiers Cap Group rocks (Foster and Austin 2008; see Figure 6-2). Deposition of the Cover Sequences took place during variably directed regional extension.

Two major phases of felsic magmatism took place between the beginning of the older Cover Sequence sedimentation and the cessation of the younger Cover Sequence sedimentation. The first, termed the Wonga event, involved the emplacement of 'I' and 'A' type, strongly fractionated felsic magmas into the Eastern Succession between ca. 1750 Ma and 1730 Ma. The second event took place during basin inversion marking the end of the younger Cover Sequence deposition. The Isan Orogeny was a protracted compressional event involving several episodes of fault reactivation and felsic magmatism which eventually ended at ca. 1500 Ma. Peak metamorphism occurred between ca. 1600 and 1575 Ma and was associated with localised intrusion of the Osborne and Cannington pegmatites.

Episodic emplacement of more voluminous felsic to intermediate intrusives took place throughout the orogeny. Oxidised potassium-rich granites of the Williams-Naraku Suite were intruded in the latter stages of the orogeny and are generally considered to play an important role in generating IOCG deposits in the region. Mafic magmatism was also widespread in the Eastern Succession, particularly during the early phases of the Cover Sequences basin formation. Various workers have suggested the intrusion of mafic magmas represent important contributions of metal into the Eastern Succession.

Since the Proterozoic, very little has changed geologically in the Mount Isa Inlier. Weathering and erosion have left Neogene to Recent sedimentary deposits overlying the Proterozoic rocks, mainly in the form of poorly consolidated sandstones, mudstones and lateritic clay.

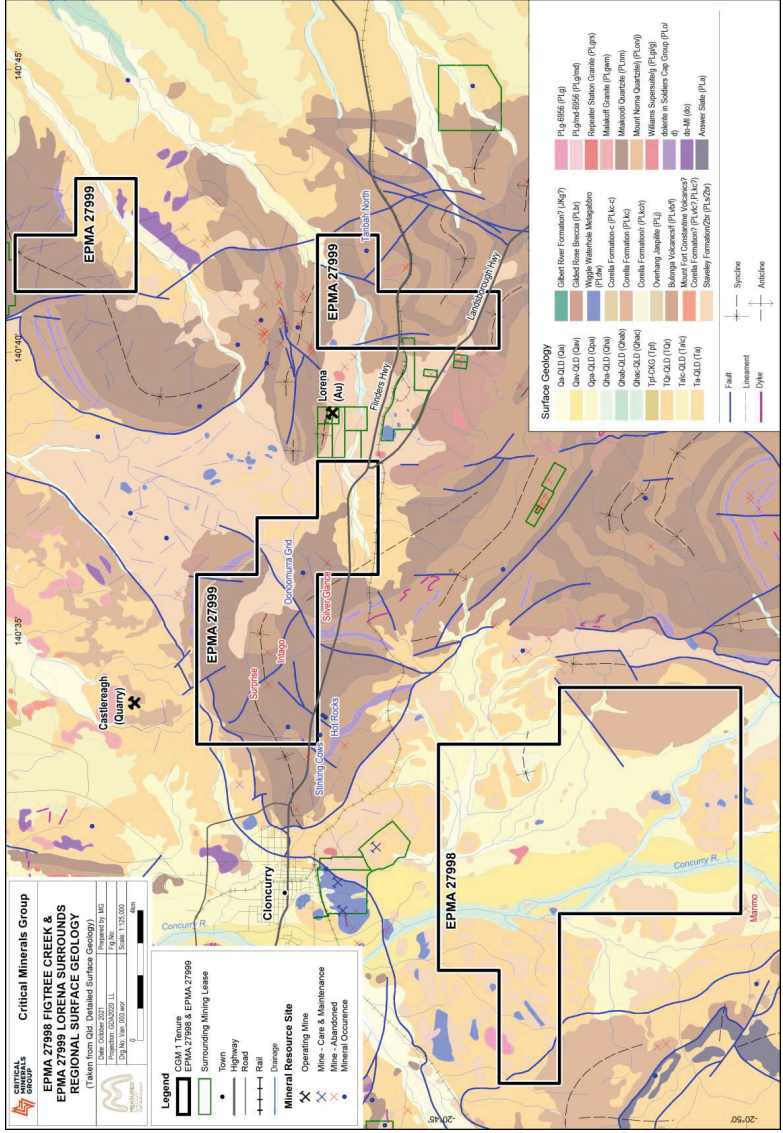
This area hosts a suite of exceptional mineral deposits, including the world-class Ernest Henry and Cannington deposits, together with a diverse range of IOCG and other deposit styles. Fluid flow events attributed to the intrusion of the granites are considered to be the driving mechanism behind the formation of many of the mineral deposits and pre-existing fractures provided the pathways for fluid migration and the emplacement of mineralisation.



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Figure 6-1: Regional Geology - Figtree and Lorena Surrounds



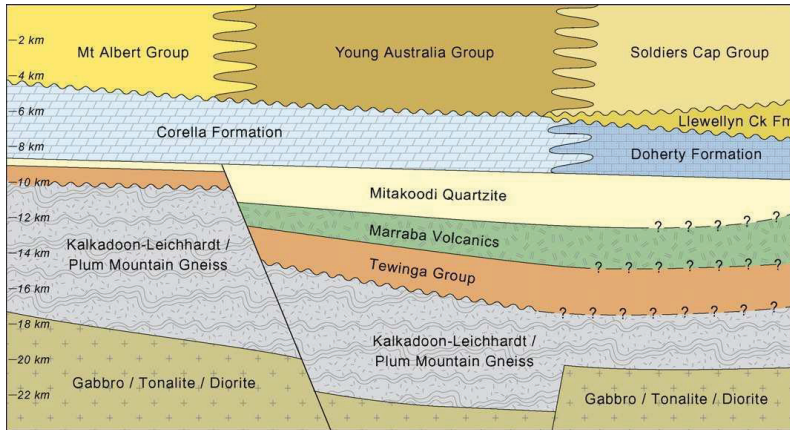


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Figure 6-2: Schematic Depositional Model for Cover Sequences 2 and 3 Sedimentary Units in the Mount Isa Eastern Succession Prior to Tectonic Shortening



Source: Foster and Austin 2008.

## 6.2 MINERALISATION

The Company believes the Lorena Surrounds area is prospective for the Lorena style of high - grade gold and or an IOCG mineralisation.

Most IOCG deposits show a wide space-time association with batholithic granitoids, occur in crustal settings with extensive and frequently pervasive alkali metasomatism, and many are enriched in a distinctive, geochemically diverse suite of minor elements including various combinations of Uranium, Rare Earth Elements, Fluorine, Phosphorous, Molybdenum, Silver, Barium, Cobalt, Nickel and Arsenic (Williams et al., 2005).

The Cloncurry district hosts a suite of significant mineral deposits, including the world-class Ernest Henry and Cannington deposits, together with a diverse range of IOCG and other deposit styles. Fluid flow events attributed to pre-existing fractures and the intrusion of the granites are considered to be the driving mechanism behind the formation of many of the mineral deposits and provided the pathways for fluid migration and the emplacement of mineralisation.

The diagrammatic sketch below (Figure 6-3) shows an IOCG mineral system illustrating the relative location of deposit types within the overall setting and the likely distribution of critical and other commodities within and around these deposit types.

Hydrothermal veins and breccia were observed, and Feldspar-Quartz-Calcite alteration and coarse dissemination of Magnetite were logged in sheared meta-Dolerite rocks on drill core. This is encouraging result and shows analogy to the typical IOCG mineralisation in the region.



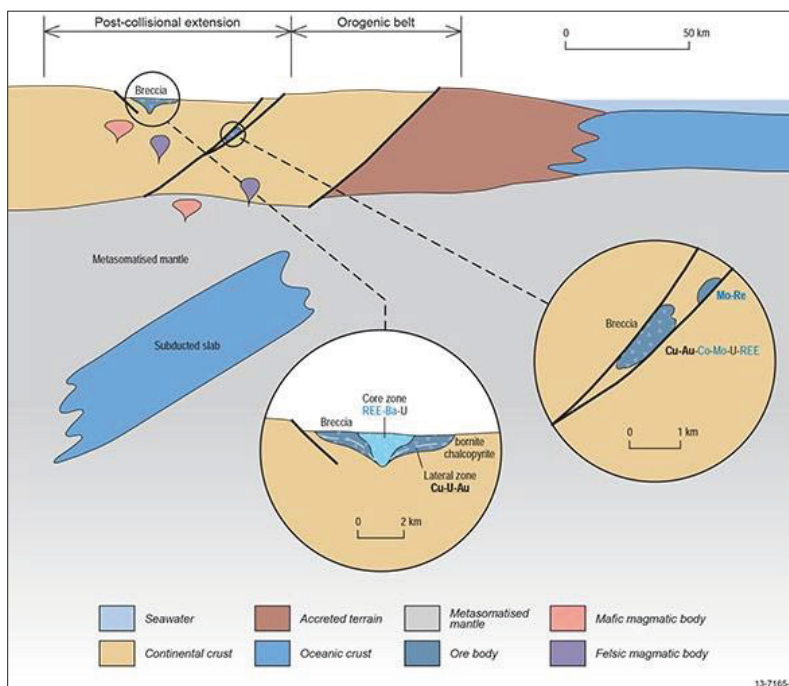
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Previous companies considered the area prospective, also, for a small polymetallic iron-stone hosted copper-gold-zinc-cobalt-uranium deposits, such as Monakoff). In addition, lead-zinc-silver Broken Hill Type (BHT) mineralisation occurs in the area associated with exhalative banded iron formations situated near the contact between the Mt Norna Quartzite and Toole Creek Volcanics.

Figure 6-3: IOCG Diagram



From: [www.ga.gov.au/critical-commodities-iocg](http://www.ga.gov.au/critical-commodities-iocg)

### 6.2.1 PROJECT SCALE GEOLOGY AND MINERALISATION

The Lorena Surrounds area is characterized by structural complexity and multi-staged deformation. The three discrete blocks under the current application correspond to three different synclines; i.e. Cloncurry Syncline, Pumpkin Gully Syncline and Oonoomurra Syncline from the west to east (Figure 6-1).

The regional stratigraphy is dominated by the Mt Norma Quartzite and Toole Creek volcanics of the Mid-Proterozoic Soldiers Cap Group and the Corella Formation calc-silicate of the overlying



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Mary Kathleen Group. The Cenozoic sediments occur in places such as the two southern sub-blocks of the northern group and the two southern sub-blocks of the western group. North-south, north-east and north-west striking faults and/or shear zones are evident on the 1:100,000 scale map sheet. Where they intersect dilatational joints could be created to facilitate fluid flow and subsequent precipitation of metals from hydrothermal solutions.

The tenement application areas for Lorena Surrounds are located adjacent to the Lorena Gold Mine (approximately 200,000t @ 8.4 g/t Au for 56,600 oz Au - as of 2013), Gilded Rose Gold deposit (143,500 t @ 4.2 g/t Au for 19,400 oz Au - as of 2010) and Glencore's Mt Margaret Copper Mine (55 Mt @ 0.77 % Cu and 0.23 g/t Au - operated from 2012 to 2014).

Figure 6-4 shows the location of the project area and significant economic mineralisation found in the region around Cloncurry.

### 6.3 HISTORICAL MINING

There are numerous historical working and abandoned mines and prospects found around the Project area and the most significant are the historical Surprise Mine, Intago Mine and Silver Glance Mine. Table 6-1 summarises the mineral occurrences, worked as mines (now abandoned) that surround the project area and can be seen in the Figure 3-2.

Table 6-1: Summary of Mineral Occurrences, Mine Workings and Abandoned Mines within and Adjacent to Lorena Surrounds

Name	Status	Mineral	Size
Surprise	Abandoned mine/ abandoned prospect	Gold	< 0.5 t Gold
Intago	Abandoned mine/ abandoned prospect	Gold and Copper	< 500 t Copper
Silver Glance	Abandoned mine/abandoned prospect	Copper	< 500 t Copper
Stinking Cows	Mineral Occurrence	Gold and Copper	< 0.5 t Gold
Hot Rocks	Mineral Occurrence	Gold, Copper and Uranium	< 500 t Copper
Oonoomurra	Mineral Occurrence	Copper	< 500 t Copper

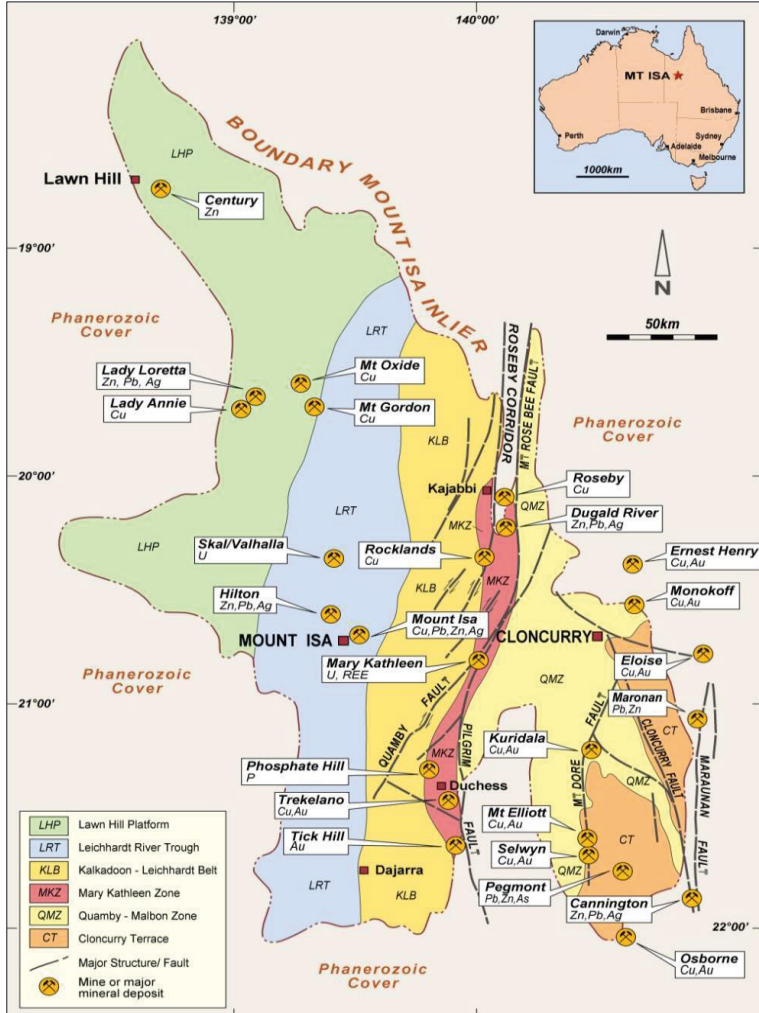


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Figure 6-4: Geology of Mount Isa Inlier with Significant Deposits



From: Hamer, 2016 - CR98256.



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### 6.4 PREVIOUS EXPLORATION

Exploration activities over the applied area have been documented since the 1970's. Companies such as CRA (1981), BHP (1983-86), Homestake (1991-94), Kingsgate Resources (1987-98), Exco Resources (1990-2016) and Red Metal (2010-14) have explored for gold and base metal deposits under various titles. Of all the previous companies, Red Metal and Exco Resources produced useful historic results for consideration.

In contrast to the western parts of the project area, the southern parts of the project area, which lies to the east of the Lorena Gold Mine has not been explored in detail.

#### 6.4.1 Compilation of Historical Data

CMG compiled historical exploration reports and data from all previous holders, including field reconnaissance and mapping, geochemical database and drill hole data (where available). The compilation and analysis of historical data, led to follow-up exploration activities, an improved understanding of the mineralisation identified in the project area, and the development of conceptual geology and mineralisation models. The Table 6-2 summarises the previous explorations performed around the area of interest and

Table 6-3 summarises the exploration data available within Lorena Surrounds Project.

Table 6-2: Summary of Previous Exploration - Lorena Surrounds

Year	Exploration Activities	Report reference
1970-1971	Pickland's Mather and Co. performed mapping, extensive sampling, geophysics surveys. The stream sediment sampling identified the Oonomurra prospect. Identified anomalies of 102 ppm Cu at the Pumpkin Gully. However, the company concluded that the mineralisation was present in small sporadic zones of supergene enrichment and is controlled by a north-south fracture system; Geochem and geophysics failed to identify anomalous areas worth following up with drilling.	CR4293
1981-1988	CRA conducted wide soil, rock chip and stream sediment exploration in the 80's. As well as 11 trenches in parts of the Pumpkin Gully and Oonomurra Synclines. Anomaly of 22 ppb Au was reported. However, the company considered the prospect was not economically viable.	CR17645, CR17672
1983-1987	Utah Development + BHP Minerals conducted stream sediment sampling and drilling programmes. Fisher Creek west was shown to contain some rock samples with grades in excess of 20 g/t Au and soil geochemistry indicated the area was broadly anomalous in Gold but the source was not defined. Associated Copper mineralisation was also identified.	CR24679
1991-1996	Cyrus Gold Australia outlined some soil geochemical anomalies with potential to develop a significant deposit. Subsequent RAB drill testing by Dominion downgraded these anomalies and showed them to be restricted in size and gold tenor.  A ground magnetic survey by Dominion outlined a number of magnetic anomalies some of which were associated with soil geochemical anomalies. Subsequent RAB and percussion drill testing of the better anomalies failed to locate significant mineralisation. As the companies	CR26865



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Year	Exploration Activities	Report reference
	considered the exploration unsuccessful, Dominion decided to withdraw from the exploration agreement covering the licence as of July 15, 1994.	
1991-1998	Kingsgate Resources reported from 1997 to 1998 carried out statistical analyses and reported 1 g/t Au lower cut off and upper cuts of 20 g/t Au. The study was designed to upgrade previous inferred resource of 310,000 tonnes @ 3.8 g/t Au which was not carried out under the recognised reporting guidelines.	CR30499, CR24679, CR19288
1990-2017	Exco Resources conducted comprehensive work within EPM 15396 and EPM 14429 (comprising the current EPM 27999), including field reconnaissance and rock chip sampling soil sampling (around 894 samples), IP survey, sub audio magnetics, ground magnetic survey and 6 RC drill holes. However, most of this work was concentrated around the Hot Rock prospect (outside the current EPM 27999). The company considered the prospect was not economically viable.	CR117404_1
2008-2016	Red Metal conducted geological mapping, soil and rock chip sampling, ground magnetic survey, orientation IP survey and 5 drill holes on magnetic anomalies detected (4 within Lorena Surrounds Project). The IP survey did not identify any significant chargeability anomaly.	CR47067 (rock chip), CR53103 (soil) CR59757_1 (TMI image)
2015-2019	Duke Exploration performed some activities in a small portion of the current area (western block), including review of previous exploration data (including aeromagnetic and radiometric data), preliminary 3D modelling, geological mapping, rock chips sampling (3 samples). The Project was not considered a priority for the company.	CR113332_1
1992-2013	Xstrata Copper (MIM) performed different exploration activities as, radiometric, magnetic, electromagnetic, gravity and IP survey. As well as mapping, stream sediments, soil, rock chip sampling and RC and DD drilling around the current tenement.	EPM8588, CR42835, CR36811

Table 6-3: Summary of Previous Exploration Within Lorena Surrounds

Dataset	Data Points	Comments	Report reference
Soil Samples	3763	Analysed for Gold, Copper, and other base metals.	Queensland Eastern Succession Data Package (Mt Isa)
Rock Chip Samples	321	Analysed for Gold, Copper, Arsenic, Manganese, Iron and Cobalt.	Queensland Eastern Succession Data Package (Mt Isa)
Stream Sediments Samples	1070	Analysed for Gold, Copper, and other base metals.	Queensland Eastern Succession Data Package (Mt Isa)
Drill Holes	39	RC, RAB and DD drill holes performed by the companies MIM, Cyprus Gold and Red Metal	CR36811 (MIM), CR26865 (Cyprus), CR63905 (Red Metal), EPM14293

Source: The Mount Isa East Database Package, October 2016 - Geological Survey of Queensland and open file reports



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### 6.4.2 SAMPLING

Several companies have completed significant soil, stream sediment and rock chip sampling programmes around and within the project area.

CRA completed some sampling campaign between 1981 and 1988. 11 trenches were open with a KATO excavator for mapping and sampling. The locations were chosen based on surface mapping and detailed ground magnetics. Assay results indicate some anomalies, as trench 359500E where it was observed 40 m wide zone of elevated Gold values to a maximum of 0.2 g/t. The sampling campaign did not report other major anomalies.

In 1993, Cyprus Gold Australia completed sampling in a small part of the eastern block of the Project and did not report satisfactory anomalies for Gold, presenting a maximum of 8 ppb Au.

Xtrata (MIM) conducted soil sampling in the north-western block in 1993 and in 2001-2002. The first sampling programme occurred in two stages, one campaign in May 1993 resulted in anomalies from 10 - 30 ppb Au above a background of 3 - 4 ppb, with local spot highs of 698 and 82.1 ppb. The soil survey consisted of collecting -20 mesh 500 g soil samples, which were assayed by low detection limit methods for Gold (0.2ppb) and Copper (0.1 ppm).

The second campaign, completed in July 1993 consisted of collecting 840 -20 mesh 350 g soil samples. The results showed a high level of Gold and Arsenic anomalism, with coincident Copper anomalism. Numerous high order Gold values of > 100 ppb had haloes in the order of 20 - 80 ppb Au. In all the surveying delineated a zone of geochemical anomalism in the order of 4 km strike length. These areas were subjected to IP surveying (described in the Geophysics section below).

The second campaign performed between 2001 and 2002 were designed to fill in between existing highly anomalous 400 m spaced Placer lines. The results were very similar to previous Placer results. The value for Copper were often high, but spotty and did not define an anomaly.

A very strong multi-element Gold-Silver-Bismuth-Cadmium-Molybdenum anomaly associated with elevated Manganese and Arsenic was observed near the south of the project area, over an undrilled Placer IP anomaly and a mapped east-west shear. It is believed that the anomaly is related to Tertiary weathering effects.

In 2002, -80 mesh soil samples were collected, and the results indicate mild Copper anomalism (to maximum 224 ppm) associated with a north-north-west striking fault suggested from mapping and magnetic data. The maximum Gold assay was 52 ppb. The company did not consider the results positive.

From 2007 to 2016, Red Metal conducted rock chip and soil sampling. During field reconnaissance in 2007 rock chip samples were collected from various localities and assayed by ALS Chemex in Townsville. From all the samples, 34 lie within the western block of Lorena Surrounds Project. Some samples returned elevated Copper values, up to 8030 ppm Cu. However, it was reported that some samples were collected from dumps and were not considered significant and reliable. Sampling of a magnetic banded iron formation returned a value of 1030 ppm Zn. Several areas appeared prospective for follow-up sampling and drilling.



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The soil sampling was completed, and the samples sent to the same laboratory. The highest values were 574 ppm and 1050 ppm for Cu and 0.068 g/t and 1 g/t for Au.

### 6.4.3 GEOPHYSICS

Ground magnetic surveys were completed by several companies since the 1980's.

Between 1986 and 1987, CRA conducted detailed ground magnetics using a Scintrex MP-2 proton processing magnetometer. Ground magnetic measurements were collected at 2 m intervals. The results showed that the Toole Creek Volcanics are generally characterised by a subtle magnetic composition, though broad magnetic anomalies up to a maximum of 4500 nT were often observed at the contact with the Mt. Norna Quartzite. These anomalies were interpreted as being edge effects. The magnetic responder of the Mt. Norna Quartzite was also commonly subtle with little variation between the quartzites and the metasilstones. The Corella Formation calc-silicate lithologies resulted in a noisy ground magnetic response though this largely dependent on the host rock composition. In general, the more mafic varieties of calc silicate tend to give a noisier ground magnetic response.

Cyprus Gold Australia performed a ground magnetic survey with Dominion Mining in 1993 and defined a number of magnetic anomalies, some of which were associated with soil geochemical anomalies. The survey completed lies on the north of the eastern block of the current project.

The survey was completed with a Scintrex MP-3 memory magnetometer and a further detail work was performed with a Geometrics G816 magnetometer.

Ground examination indicated the anomaly to be mostly underlain by alluvium and alluvial material adjacent to Fischer Creek. Gold geochemistry analysis was low, and the magnetic anomaly was not considered satisfactory, but the results could be explained due to the strong presence of alluvial material.

Also in 1993, Xtrata (MIM) completed ground magnetic and IP surveys. The magnetics discovered a broad central east-west trending high, suggesting multiple thin magnetic bodies with southerly dips of 70°. These units are in the order of 10 - 25 m thick and are covered by 20 - 30 m of non-magnetic overburden.

From the IP survey, most of the lines showed a resistive zone over magnetic and silicified Corella Formation rocks, and highly chargeable and conductive zones to the south in rocks of the Soldiers Cap Formation. Results were indicative of a strong lithological control on the resistivity and chargeability distribution.

A MIMDAS combined MT and dipole-pole plus pole-dipole IP/Resistivity survey was also conducted for the area. Inversion of the MIMDAS IP/resistivity data closely replicated the results derived from inverting the earlier Placer Exploration dipole-dipole IP/Resistivity surveys. A shallow, near-horizontal, low resistivity, anomalous IP feature was present on all three lines and can be attributed to flat, south-dipping (maybe fault-disrupted) black pyritic shales. The MIMDAS data also confirms the presence of a second anomalous zone at depth and to the north, present on lines 465100 mE and 465300 mE. This feature, which was incompletely investigated by the previous survey work, differs from the 'shale' anomaly in its resistivity association: that of partial



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incorporation within a more extensive but less intense low resistivity zone (Gow and Brauns, 2004).

Red Metal conducted geophysics surveys in 2008 in the area of the EPM 14293 (part located in the western block of Lorena Surrounds Project) that comprised in two ground magnetic survey lines were undertaken by Terra Search Pty Ltd (Figure 6-5) and two test deep-penetrating electrical IP lines were undertaken by Search Exploration Services Pty Ltd of Adelaide (processing was conducted by Steve Collins of Arctan Services Pty Ltd.).

The company concluded that the IP data failed to identify any significant chargeability anomalies.

### 6.4.4 DRILLING

Cyprus Gold Australia completed RAB drilling for 29 drill holes (FCR - series) between 1991 and 1996 within the Lorena Surrounds Project. A total of 115 m was drilled in the eastern parts of the project. The drilling was conducted at 25 m intervals on 100 m spaced lines over the magnetic anomalies and the company did not report any mineral intercepts.

Xtrata (MIM) conducted a drilling programme (N1RC-series) in 2003 across different prospects and 6 RC drill holes lie within the north-western block of Lorena Surrounds Project. A total of 582 m was drilled. The previous prospect, named Naraku-1, was originally defined by Placer, based on a significant magnetic anomaly close to Naraku fault. The results from drilling were positive, however only low levels of mineralisation were intercepted. The best results were in N1RC-014 with 8 m @ 0.13 g/t Au and 0.1% Cu and in N1RC-017 with 4 m @ 0.17 g/t Au and 0.7 % Cu. The results were observed in a hornblende microdiorite, which was enveloped by an extremely fine grained and siliceous quartzite.

Red Metal performed 4 RCP-diamond and 1 RC drill holes (OM - series) in February 2008 on magnetic anomalies totalling 1,472 m. Two of these holes were designed to further test the previous CRAE drill holes with anomalous zinc results. The company reported that no mineralisation was intercepted by any of the drill holes completed, however, one of the drill holes intersected 13 m @ 0.20 % Cu and 0.11 g/t Au, from 169 m.

Figure 6-6 shows previous exploration performed within and around the Lorena Surrounds Project.

## 6.5 CRITICAL MINERALS GROUP LTD ACTIVITIES

CMG has worked on the compilation of previous exploration data and has completed sufficient analysis to identify the potential for mineralisation. CMG has not yet performed significant and detailed geological analysis, interpretation and exploration targeting; but has completed sufficient work to establish a work programme to systematically explore the tenement and identify potential mineralisation and drill targets.

## 6.6 PRIORITY TARGETS

As most of the area is covered by the Quaternary alluvium and colluvium which are not amenable to the traditional soil sampling methods, CMG expects to conduct MMI sampling (Mobile Metal



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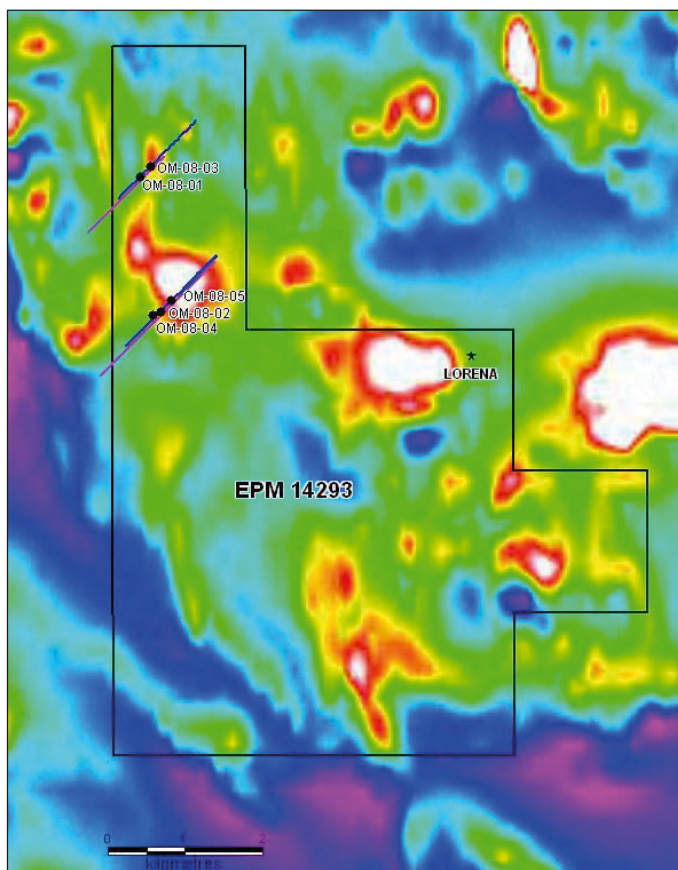
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Ion Sampling) to infill existing sampling sites. MMI sampling is suitable for deeply buried minerals, unconsolidated surface material, such as sand and soil and low background values - CMG expects that the MMI sampling method will be ideal where low limits of detection are anticipated during assay of surface samples.

CMG will focus on areas of the tenement where magnetic anomalies are similar to geochemical and geophysical anomalies present in adjacent historical and operating mines (Figure 6-7). CMG will conduct 3D magnetic interpretation to define the MMI sampling locations and will define future drill targets using a combination of results from MMI sampling and 3D magnetic interpretation.

Figure 6-5: Ground Magnetic Survey on EPM14293 and Drill Hole Locations (Red Metal)



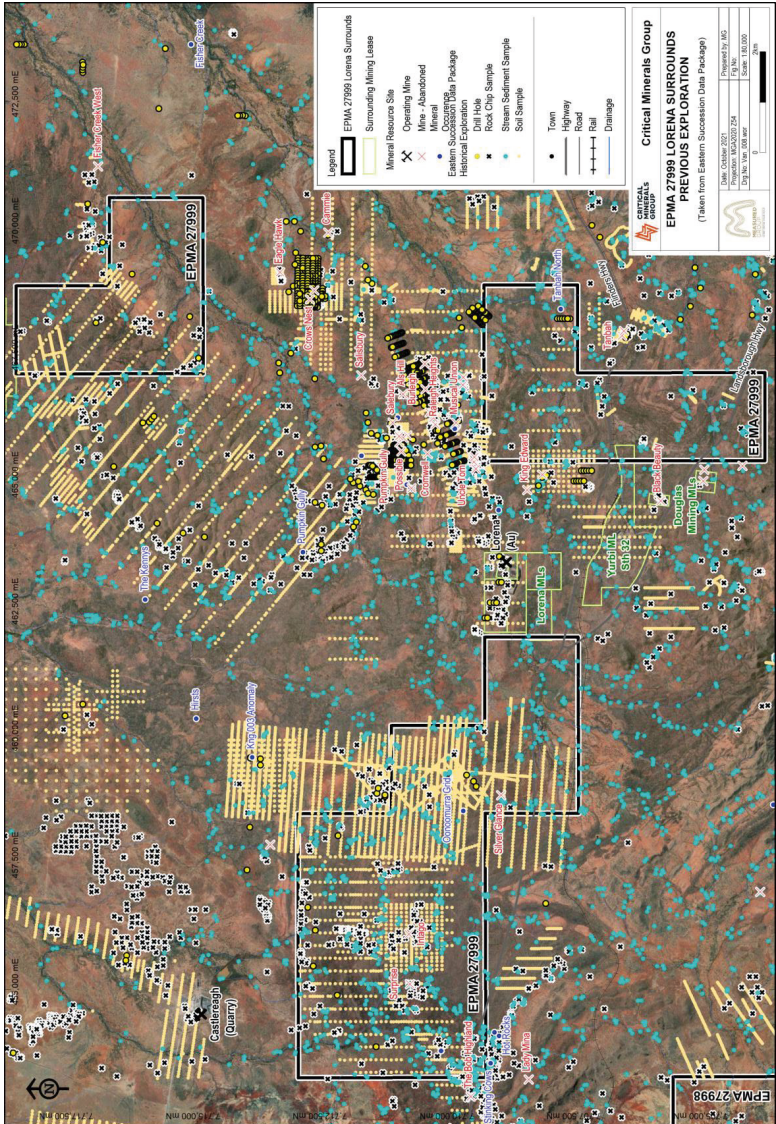




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Figure 6-6: Previous Exploration - Lorena Surrounds



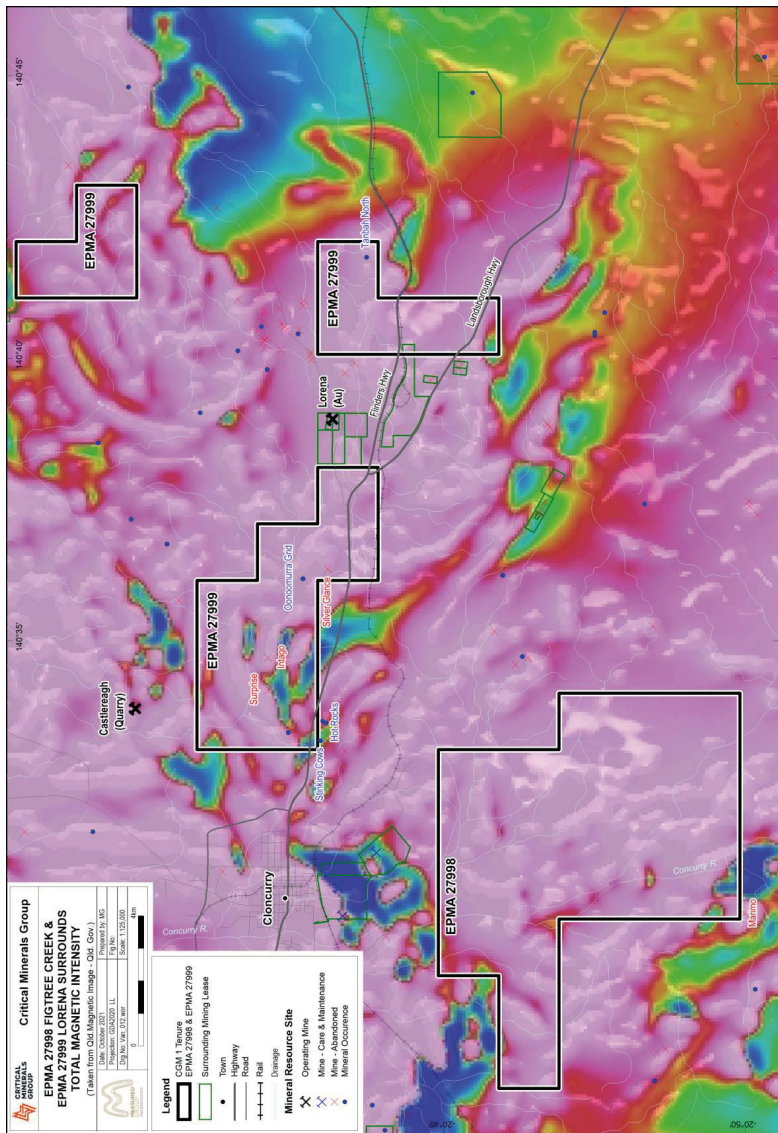




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Figure 6-7: Regional Total Magnetic Intensity Image





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# 7. EXPLORATION PROGRAMME AND BUDGET

## 7.1 EXPLORATION PROGRAMME

CMG has developed an exploration strategy of drill testing targets that have already been identified across the Lindfield Project, in parallel with new exploration (geological mapping, geochemistry and 3D magnetic modelling) to advance prospective target areas in the Figtree Creek and Lorena Surrounds projects.

The Company has proposed a 24-month exploration programme that includes activities across all the three areas. The Company is working to define the drilling targets for Lindfield Project and commencing a detailed review and compilation of historic data in order to build a comprehensive database of Figtree Creek and Lorena Surrounds projects.

Measured Group has reviewed the proposed exploration programme for all projects and considers it is reasonable and appropriate. A summary of the exploration programme is shown in Table 7-1.

Table 7-1: Exploration Programme - All Projects

Project	Exploration Programme (24 months)
Lindfield	<ul style="list-style-type: none"> <li>- Core drilling (24 drill holes)</li> <li>- JORC remodelling</li> <li>- Vanadium processing test work</li> <li>- Pilot plant test work</li> <li>- Scoping study</li> <li>- Environmental mapping</li> </ul>
Figtree Creek and Lorena Surrounds	<ul style="list-style-type: none"> <li>- Desktop studies</li> <li>- Detailed review and compilation of historic data</li> <li>- Comprehensive database</li> </ul>

## 7.2 BUDGET

CMG has plans to raise A\$5,000,000 as part of the IPO and the majority of the equity raise will be used to fund exploration activities on the Company's exploration projects. The Company plans to spend A\$2,630,000 on exploration activity on the projects, with approximately 51% of the exploration budget allocated to drilling and related costs (Table 7-2).

CMG has advised Measured Group that the proposed budgets exceed the expenditure commitments for each tenement and will keep the tenements in good standing.



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Table 7-2: Proposed Budget - All Projects

Exploration Budget Item	Year 1	Year 2	Total
	A\$	A\$	A\$
Lindfield - EPM 27872			
Earthworks (Drill sites and access)	35,000	25,000	60,000
Maiden Drilling	525,000	-	525,000
Geological Model and JORC Resource Update	45,000	40,000	85,000
Metallurgy Test work	300,000	-	300,000
Lab Pilot Plant Test work	325,000	265,000	590,000
Infill Drilling	-	265,000	265,000
Hydrogeological Survey	65,000	95,000	160,000
Geo-tech Study	-	145,000	145,000
Baseline Environmental Mapping	-	135,000	135,000
Scoping Study	-	250,000	250,000
<i>Project Total</i>	<i>1,295,000</i>	<i>1,220,000</i>	<i>2,515,000</i>
Figtree Creek - EPM 27998			
Native Title	15,000	-	15,000
Desktop Studies	40,000	-	40,000
<i>Project Total</i>	<i>55,000</i>	<i>-</i>	<i>55,000</i>
Lorena Surrounds - EPM 27999			
Native Title	15,000	-	15,000
Desktop Studies	45,000	-	45,000
<i>Project Total</i>	<i>60,000</i>	<i>-</i>	<i>60,000</i>
<b>Total</b>	<b>1,410,000</b>	<b>1,220,000</b>	<b>2,630,000</b>



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## 8. RISKS AND OPPORTUNITIES

Measured Group considers the key risks for Company are:

- **Exploration Risk:** The Company may be unsuccessful in its aim of discovering an economic vanadium, gold and/or base metals deposit.
- **Tenure Risk:** The Company holds a portfolio of exploration and mining tenements that must be maintained in regard to completing work programmes and meeting expenditure commitments. The Company will need to maintain its tenements in good standing to achieve its stated intentions of exploring and developing its portfolio of mineral projects.
- **Funding Risk:** The Company will need to raise additional funds in future, to finance exploration of its assets beyond the next 24 months. If successful, in the longer term, detailed drilling and technical studies will be required to define and expand the Company's Mineral Resources and Ore Reserves and the Company will require significant funds to be raised to complete these activities.

The key opportunity for Company is successful exploration and discovery of an economic mineralisation at one or more of its projects.



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## 9. CONCLUSIONS

Critical Minerals Group Ltd will hold an exploration portfolio comprising 3 project areas in Queensland, Australia named the Lindfield (EPM 27872 - granted), Figtree Creek (EPMA 27998 - in application) and Lorena Surrounds (EPMA 27999 - in application). The total area covered by the tenements of the projects is approximately 416 km<sup>2</sup>.

Critical Minerals Group Ltd believes its exploration assets are prospective for vanadium, gold, copper, other precious and base metals.

Critical Minerals Group Ltd has collating all readily available previous exploration data, including geochemistry, geophysics, drilling data and intends to reprocess (where available) geophysical data for each of its projects.

Critical Minerals Group Ltd's view on the prospectivity of each project is based on significant historical geological field work and an independent geological assessment of the results of that work. Based on these geological assessments, the Company has adopted conceptual geological models for each project to inform and guide future geological field work and assessment. Measured Group's opinion is that these models are reasonable, highlight the potential for mineralisation and provide reasonable justification for ongoing exploration of the projects.

The Company has developed an exploration programme for all its projects; and proposes to spend A\$2,630,000 on exploration, with approximately 52% of the exploration budget allocated to drilling and related costs.

The exploration data for each of the projects provides reasonable support for Critical Minerals Group Ltd to apply its various conceptual geological models for ongoing exploration activities. The presence of mineralisation in previous drilling, mapping, rock chip sampling and multiple anomalous surface geochemistry supports the prospective nature of each project area.

In summary, Measured Group considers that the mineralisation models put forward by Critical Minerals Group Ltd for each of the projects are sound and defensible, and that the Company's proposed exploration programme and budget is reasonable and appropriate.



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## 10. PRACTITIONER / COMPETENT PERSON CONSENT

### 10.1 JAMES KNOWLES - PRACTITIONER, SPECIALIST, COMPETENT PERSON

I, James Knowles, confirm that I am a Principal Geologist and Director of Measured Group Pty Ltd and that I directly supervised the production of the report titled Independent Geologist's Report - Queensland Exploration Projects held by Critical Minerals Group Ltd, with an effective date of 09 December 2021.

I confirm that my firm's Directors, shareholders, employees, and I are independent of Critical Minerals Group Ltd, its Directors, substantial shareholders, and their associates. In addition, my firm's Directors, substantial shareholders, employees, and I have no interest, direct or indirect, in Critical Minerals Group Ltd, its subsidiaries, or associated companies, and will not receive benefits other than remuneration paid to Measured in connection with this independent geologist's report. Remuneration paid to Measured is not dependent on the findings of this report.

I also confirm that the information relating to the Independent Geologist's Report is based on supporting documentation, and fairly represents information that I have compiled.

I am a Member of the Australasian Institute of Mining and Metallurgy and have 24 years' of relevant experience. I have not been found in breach of any relevant rule or law of that institute, and I am not the subject of any disciplinary proceeding. I am not the subject of any investigation that might lead to a disciplinary proceeding by any regulatory authority or any professional association.

I have read and understood the requirements of the VALMIN Code and the JORC Code. I am a Competent Person as defined by the JORC Code and a Specialist as defined by the VALMIN Code, having more than the minimum experience relevant to the style of mineralisation and type of deposit described in this report, and to the activity for which I am accepting responsibility.

I have reviewed this report, to which this Consent Statement applies, and I consent to the release of this report in the form and context in which it appears.

James Knowles B. Sc (Syd), MAusIMM

Member AusIMM - 211742



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### 10.2 LYON BARRETT - COMPETENT PERSON AND SPECIALIST

I, Lyon Barrett, confirm that I am the Competent Person for this report and:

- I have read and understood the requirements of the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012 Edition).
- I am a Competent Person as defined by the JORC Code 2012 Edition, having at least five years of experience that is relevant to the style of mineralisation and type of deposit described in this report, and to the activity for which I am accepting responsibility.
- I am a Member of The Australasian Institute of Mining and Metallurgy (AusIMM).
- I have authored the report to which this Consent Statement applies.

I am the Managing Director of Measured Group Pty Ltd and have been engaged by Critical Minerals Group Ltd to prepare this report on the geology and Mineral Resources of the Lindfield Vanadium Project orebody, as at 7 December 2021.

I have more than 20 years' experience in the estimation of Mineral Resources, including the type of orebody and style of mineralisation that is the subject of this report. This expertise has been acquired principally through exploration and evaluation assignments at operating mines, mine development and exploration projects.

I have disclosed to the reporting company the full nature of the relationship between myself and the Company, including any issue that could be perceived by management and/or investors as a conflict of interest.

I verify that the report is based on, and fairly and accurately reflects in the form and context in which it appears, the information in my supporting documentation relating to Mineral Resources.

Pursuant to the requirements of ASX Listing Rules 5.6, 5.22 and 5.24 and Clause 9 of the JORC Code 2012 Edition, I consent to the release of this report and this Consent Statement by Critical Minerals Group Ltd.

.....  
Lyon Barrett, BSc (Hons), MAusIMM

Member AusIMM - 201562



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## 12. DEFINITIONS AND GLOSSARY

Abbreviation/Acronym	Definition
\$ or USD	United States Dollar
A\$ or AUD	Australian Dollar
%	Percent
<	Less than
>	Greater than
3D	Tridimensional
AAICD	Affiliate of the Australian Institute of Company Directors
°C	Celsius degrees
m	Metre(s)
M	Million
ASR	Average stripping ratio
AusIMM	Australasian Institute of Mining and Metallurgy
ASX	Australian Securities Exchange
AtoP	Authority to Prospect
BD	Bulk density
BLEG	Bulk Leach Extractable Gold
GCV	Gross Calorific Value
Capex	Capital Expenditure
cfm	Cubic feet per minute
Competent Person	A minerals industry professional who is a Member or Fellow of The Australasian Institute of Mining and Metallurgy, or of the Australian Institute of Geoscientists, or of a Recognised Professional Organisation, as included in a list available on the JORC and ASX websites. These organisations have enforceable disciplinary processes including the powers to suspend or expel a member. A Competent Person must have a minimum of five years relevant experience in the style of mineralisation or type of deposit under consideration and in the activity which that person is undertaking
CQL	Coquina Lower
CQU	Coquina Unit
CST/ CSTLA	CST Minerals Lady Annie
CSIRO	Commonwealth Scientific and Industrial Research Organisation
Cu	Copper
EIS	Environmental Impact Statement
Mineral or Ore Resource	A concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, quality, and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.
FC	Fixed carbon
g	Grams



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g/cc	Grams per cubic centimeter
g/t	Grams per tonne
h	Hour
ha	Hectare(s)
IM	Inherent Moisture
JORC or JORC Code, 2012	2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Mineral Council of Australia
k	Thousand
MJ/kg	Unit of energy; mega joule per kilogram
kg	Kilogram
km	Kilometre(s)
km <sup>2</sup>	Square kilometre(s)
kt	Kilo tonne (one thousand tonne)
l	Litres
l/t	Litres per tonne
m	Metre
lcm	Loose cubic metre
IOCG	Iron oxide copper gold mineralisation
LOM	Life of mine
M	Million
Market Value (as defined by the VALMIN Code)	Estimated amount of money (or the cash equivalent of some other consideration) for which the mineral asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion.
MAusIMM	Member of the Australasian Institute of Mining and Metallurgy
MAusIMM CP	Member and Chartered Professional of the Australasian Institute of Mining and Metallurgy
Measured	Measured Group Pty Ltd
ML	Mining lease
m/s	Metres per second
Mt	Millions of tonnes
Mtpa	Millions of tonnes per annum
MW	Megawatt
Mo	Molybdenum
NAR	Net a received
Ni	Nickel
Opex	Operating expenditure
OS	Oil Shale
OSL	Oil Shale Lower
OSU	Oil Shale Upper
psi	Pound per square inch



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Petroleum Resources PIIP	Estimated quantities of hydrocarbons naturally occurring on or within the Earth's crust. Petroleum Initially In Place
QAQC	Quality assurance/quality control
Qld	Queensland
RAB	Rotary Air Blast
RD	Relative Density
ROM	Run of Mine
SE	Specific Energy
Specialist	Persons whose profession, reputation, or relevant industry experience in a technical discipline (such as geology, mine engineering or metallurgy) provides them with the authority to assess or value mineral assets.
SR	Strip ratio (of waste to ore) expressed as bcm per tonne
t	Tonne
tkm	Tonne kilometre
tpa	Tonnes per annum
TM	Total Moisture (%)
TS	Total Sulphur (%)
VALMIN Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, 2105 edition, effective January 2016
VM	Volatile Matter (%)
Wt Avg	Weighted Average
wt%	Weight percent
Zn	Zinc
XRD	X-ray diffraction



## APPENDIX A: JORC TABLE 1 - LINDFIELD PROJECT

## Section 1 - Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	Explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> <li>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.</li> <li>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>Sampling and testing of the QCJC100-series holes were conducted in 1971 by Pacminex Pty Ltd. Core sampling was generally continuous across the Toolebuc Formation. Core samples were sawn, then half sampled at regular 0.5 m intervals. Bagged samples were dispatched to Central Laboratories Sydney for crushing and splitting and AAS vanadium assay.</li> <li>Sampling and testing of the QCJC200-500 series holes were conducted between 1974-1981 by CSR Ltd. Core sampling was generally continuous across the Toolebuc Formation. Whole core samples were placed in polyethylene bags and typically sent to ALS Brisbane for crushing, sub-sampling and assay. Fisher Assay oil yield tests in accordance with ASTM D3904-Modified. XRF element analysis for V, Mo, U, Th.</li> <li>Sampling and testing of the OXT-series holes were conducted in 1981 by Pacific Coal Pty. Sampling was continuous and contiguous across the Toolebuc Formation, with overlying Allaru Formation and underlying Wallumbilla Formation also routinely sampled. Core was sampled onsite at regular 2 m intervals, locally shortened to coincide with lithological boundaries. Whole core samples were placed in polyethylene bags and sent to 'Nata' registered laboratories, ACIRL Rockhampton or ACIRL Dimmore for Fisher Assay oil yield tests in accordance with ASTM D3904-1980.</li> <li>Sampling and testing of the LF-series holes were conducted in 1999 by Finimiston Mining NL. RAB drill cuttings were sampled onsite at regular 1 m intervals. Drill cuttings were collected in buckets and passed through a double riffle splitter with 2-4 kg sample splits secured in calico bags. Samples were sent to Analabs Townsville for acid digestion and ICP assay in accordance with in-house standard method I-105.</li> <li>Sampling and testing of the JRC-series holes were conducted in 2005-2006 by Intermin Resources Ltd. RC drill cuttings were sampled at regular 1 m intervals. Drill cuttings were riffle split on the cyclone, into bags. Samples were sent to Ultratrace Analytical Laboratories Canning Vale, Western Australia for acid digestion and ICP assay.</li> <li>Sampling and testing of the E-series holes was conducted in 2007 by Xtract Oil Limited, under a farm-in agreement with Intermin Resources Ltd. Core sampling was generally continuous across the Toolebuc Formation, with underlying Wallumbilla formation also routinely sampled. Core was</li> </ul>



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Criteria	Explanation	Commentary
Drilling techniques	<ul style="list-style-type: none"> <li>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.).</li> </ul>	<p>sampled onsite at regular 2m intervals, locally shortened to coincide with lithological boundaries. Whole core samples were bagged and dispatched to Ultra-Systems Technology in Brisbane for Modified Fisher Assay oil yield tests, and Ultratrace Analytical Laboratories Perth for element assays.</p> <ul style="list-style-type: none"> <li>Drilling of the QCJC100-series holes was completed in 1971 by Pacminex Pty Ltd, using Trayan drilling company fox-mobil rig. The drilling technique was to open hole using air circulation or water injection methods to the top of the Toolebuc Formation, followed by 4C 100 mm diameter coring on selected holes.</li> <li>Drilling of the QCJC200-500 series holes was completed between 1974-1981 by CSR Lty, using Mitchell Drillings Mayhew and Midway 1000 drill rigs. The drilling technique was typically to open hole using air circulation or water injection methods to the top of the Toolebuc Formation, followed by 65 mm diameter coring.</li> <li>Drilling of the OXT-series holes was completed in 1981 by Pacific Coal Pty, using Henderson Drilling and Kirby Leyburn Drillings Mayhew 1000 drill rigs. The drilling technique was to open hole using air circulation or water injection methods to the top of the Toolebuc Formation, followed by HMLC 63 mm diameter coring.</li> <li>Drilling of the LF-series holes was completed in 1999 by Finiston Mining NL, using Roger Hall Drillings Rotary Air Blast (RAB) rig. The drilling technique was dry RAB, comprising 450 cfm x 150 psi compressor, 3 1/4 inch percussion rods and 3 1/2 inch blade bit.</li> <li>Drilling of the JRC-series holes was completed in 2005-2006 by Intermin Resources Ltd, using LA Boyle &amp; Co and Drill Torque Drilling RC rigs. The drilling technique was dry RC, utilising 750 cfm x 350 psi compressors.</li> <li>Drilling of the E-series holes was conducted in 2007 by Xtract Oil Limited, under a farm-in agreement with Intermin Resources Ltd. Drilling was completed using JD Drilling Services Mayhew 1000 rig. The drilling technique was to open hole using air circulation or water injection methods to the top of the Toolebuc Formation, followed by HMLC 63 mm diameter coring.</li> </ul>
Drill sample recovery	<ul style="list-style-type: none"> <li>Method of recording and assessing core and chip sample recoveries and results assessed.</li> <li>Measures taken to maximise sample recovery and ensure representative nature of the samples.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>Pacminex, CSR, Pacific Coal and Xtract hole series, core loss and recovery was recorded by geologists in the field during logging and sampling.</li> <li>For OXT drill holes, all retrieved core was sampled on site and packed into polyethylene bags. In general, all or almost all of the Toolebuc Formation was sampled as well as the top two metres of the Wallumbilla Formation.</li> <li>LF-series holes sample recovery was reported as good quality, at greater than 90%, with approximately 15-18 kg of drill cuttings per meter. Layering of the sample observed in the bags was reported, reflecting the insitu geology.</li> </ul>



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Criteria	Explanation	Commentary
Logging	<ul style="list-style-type: none"> <li>Whether core and chip samples have been geologically and geochemically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</li> <li>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.</li> <li>The total length and percentage of the relevant intersections logged.</li> </ul>	<ul style="list-style-type: none"> <li>No details were reported on the JRC-series sample recovery.</li> <li>Geological logging of the QCJC100-series holes was conducted in 1971 by Pacminex geologists.</li> <li>Geological logging of the QCJC200-500 series holes was conducted 1974-1981 by CSR geologists. Cutting from the holes were logged in details by geologists in the field at 1 m intervals. Cores were logged and sampled in the field.</li> <li>Geological logging of the OXT-series holes was conducted in 1981 by Pacific Coal Pty, geologists. Cutting from the holes were logged in details by geologists in the field at 1 m intervals. Cores were logged and sampled in the field.</li> <li>Geological logging of the LF-series holes was conducted in 1999 by Fimiston Mining NL, experienced geologists. Cutting from the holes were logged in details in the field at 1 m intervals.</li> <li>Geological logging of the JRC-series holes was conducted in 2005-2006 by Intermin Resources Ltd. Exploration reports provide basic lithology information.</li> <li>Geological logging of the E-series holes was conducted in 2007 by Xtract Oil Limited, geologists. Cutting from the holes were logged in details by geologists in the field at 1 m intervals. Cores were logged and sampled in the field. Full geological logs were not reported in exploration reports.</li> </ul>
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> <li>If core, whether cut or sawn and whether quarter, half or all core taken.</li> <li>If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.</li> <li>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</li> <li>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</li> <li>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.</li> <li>Whether sample sizes are appropriate to the grain size of the material being sampled.</li> </ul>	<ul style="list-style-type: none"> <li>The QCJC100 series hole core samples were sawn, then half cores sampled. Sampling was continuous and contiguous across the target formation.</li> <li>The QCJC200-500 series core samples were taken as whole core samples in the field. Sampling was continuous and contiguous across the target formation. Sample preparation, and analysis was completed by Nata registered laboratories, in accordance with ASTM D3904-modified.</li> <li>The OXT-series core samples were taken as whole core samples in the field. Sampling was continuous and contiguous across the target formation. Sample preparation, and analysis was completed by Nata registered laboratories, in accordance with ASTM D3904-1980.</li> <li>The LF-series hole samples were taken as RAB drill cuttings. Drill cuttings were collected at regular 1 m intervals in buckets and passed through a double riffle splitter with 2-4 kg sample splits secured in calico bags. Non-specific sample numbers were used to identify the samples. Samples were dried (24hr 50deg C), ring-milled to nominal 75% passing 50 micron. Nitric, hydrochloric, perchloric and hydrofluoric acids were used to digest the samples which were analyses by ICP.</li> <li>The JRC-series hole samples were taken as RC drill cuttings. Drill cuttings were collected at regular 1 m intervals, riffle split on the cyclone, into bags. Samples were pulverised and then acid digested with a mixture of hydrofluoric, nitric, hydrochloric and perchloric acids. The digest was then analysed by ICPMS for Ag, Mo, or ICPAES for Al, Ca, Cu, Mn, Na, P, S, Ti, V, Zn.</li> </ul>



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Criteria	Explanation	Commentary
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> <li><i>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</i></li> <li><i>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.</i></li> <li><i>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.</i></li> </ul>	<ul style="list-style-type: none"> <li>The E-series hole core samples were taken as whole core samples in the field. Sampling was continuous and contiguous across the target formation. Sample preparation, and analysis is understood to have been completed in accordance with industry standards.</li> <li>The QCJC100 series included check samples by XRF completed at McPhar Labs Mt Isa.</li> <li>The QCJC200-500 series includes check samples completed by TOSCO, ACIRL and Colorado Labs. The holes were routinely geophysically logged with SIE T450 portalogger units. Logs included gamma, spontaneous potential and resistivity.</li> <li>The OXT-series holes were routinely geophysically logged with SIE T450 portalogger units. Logs included gamma, long-spaced density, spontaneous potential and resistivity.</li> <li>Fimiston completed a comprehensive series of check analyses by Analabs (Townsville and Perth) with AAS, fusion XRF and duplicate ICP. The work validated the original ICP results, values within 5% XRF and AAS methods. No downhole geophysical logging or verticality was completed on the LF-series holes.</li> <li>No downhole geophysical logging or verticality was completed on the JPC-series holes.</li> <li>No details of downhole geophysical logging or verticality was recorded in exploration reports on the E-series holes.</li> </ul>
Verification of sampling and assaying	<ul style="list-style-type: none"> <li><i>The verification of significant intersections by either independent or alternative company personnel.</i></li> <li><i>The use of twinned holes.</i></li> <li><i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</i></li> <li><i>Discuss any adjustment to assay data</i></li> </ul>	<ul style="list-style-type: none"> <li>QCJC100 series holes assay results were supplied from the laboratory in the form of ppm vanadium metal. Results were multiplied by 1.7852 to report percentage of vanadium pentoxide <math>V_2O_5\%</math>. Oil yields were converted from US gallons/ton to litres/tonne.</li> <li>LF-series holes assay results were supplied from the laboratory in the form of ppm vanadium metal. Results were multiplied by 1.785 to report percentage of vanadium pentoxide <math>V_2O_5\%</math>.</li> <li>JRC-series holes assay results were supplied from the laboratory in the form of ppm vanadium metal. Results were multiplied by 1.7852 to report percentage of vanadium pentoxide <math>V_2O_5\%</math>.</li> </ul>
Location of data points	<ul style="list-style-type: none"> <li><i>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.</i></li> <li><i>Specification of the grid system used.</i></li> <li><i>Quality and adequacy of topographic control.</i></li> </ul>	<ul style="list-style-type: none"> <li>The QCJC100-series drill hole locations were reported as approximate, in Australian Map Grid co-ordinates, assumed to be AMG66 zone 54.</li> <li>The QCJC200-500 series drill hole locations comprises both surveyed and approximate location accuracy, in Australian Map Grid co-ordinates, assumed to be AMG66 zone 54.</li> <li>The OXT-series drill hole locations were reported as approximate, in Australian Map Grid co-ordinates, assumed to be AMG66 zone 54.</li> <li>The LF-series drill hole locations were reported as surveyed in 1999, by Topcon Total station in Australian Map Grid co-ordinates, assumed to be AMG84 zone 54.</li> </ul>



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Criteria	Explanation	Commentary
Data spacing and distribution	<ul style="list-style-type: none"> <li>Data spacing for reporting of Exploration Results</li> <li>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.</li> <li>Whether sample compositing has been applied.</li> </ul>	<ul style="list-style-type: none"> <li>The JRC-series drill hole locations were reported in Australian Map Grid co-ordinates AMG84 zone 54. No details of the location accuracy are noted but assumed to be handheld GPS.</li> <li>No details are reported on the accuracy or datum used for the E-series drill hole locations, assumed to be MGA94 zone 54.</li> <li>Collar elevations recorded in exploration reports were observed to be unreliable and adjusted to the regional project DTM.</li> <li>Historical drilling has been conducted at approximately 2000 m centres, however not all drilling has been analysed for Vanadium (some was just for oil shale).</li> <li>Within the inferred resource area, the drilling is arranged on SW-NE oriented lines, between 1000 m and 2000 m apart. On those lines, drillhole spacing ranges from approximately 100 m to 2000 m</li> <li>In some series of historical holes, physical compositing of samples has occurred, and in some series, 0.5 m sampling has occurred. In both cases, samples have been composited to the modelled unit lengths to provide a single value for each unit, suitable for grid modelling.</li> <li>All drilling is vertical, intersecting the flat lying orebody at approximately 90 degrees, and is therefore assumed to be unbiased due to orientation.</li> </ul>
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> <li>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</li> <li>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.</li> </ul>	
Sample security	<ul style="list-style-type: none"> <li>The measures taken to ensure sample security.</li> </ul>	<ul style="list-style-type: none"> <li>No details are recorded in exploration reports regarding sample security.</li> </ul>
Audits or reviews	<ul style="list-style-type: none"> <li>The results of any audits or reviews of sampling techniques and data.</li> </ul>	<ul style="list-style-type: none"> <li>JT Boyd completed an informal review of the compiled historical exploration dataset. Based on the results of the review, and experience in the project area, JT Boyd extended and refined the project dataset.</li> <li>Measured Group undertook an internal peer review of the geology data, interpretations and resultant models. The review was completed by James Knowles who was independent of the project team who completed the work that resulted in the Mineral Resource estimate.</li> </ul>





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### Section 2 - Reporting of Exploration Results

(Criteria in this section apply to all succeeding sections.)

Criteria	Explanation	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>The 295 km<sup>2</sup> Lindfield tenure</li> <li>EPM 27872 is, currently, held by Vanteq Minerals Pty Ltd, which is 100 % owned by CMG</li> <li>To the extent known the tenement is in good standing.</li> </ul>
Exploration done by other parties	<ul style="list-style-type: none"> <li>Acknowledgment and appraisal of exploration by other parties.</li> </ul>	<ul style="list-style-type: none"> <li>Exploration drilling for the project has been compiled from previous parties exploration reports, including: Pacminex 1971, CSR 1974-1981, Finiston 1999, Intermin 2005-2006, and Intermin-Xtract 2007.</li> </ul>
Geology	<ul style="list-style-type: none"> <li>Deposit type, geological setting and style of mineralisation.</li> </ul>	<ul style="list-style-type: none"> <li>Refer to Section 4</li> </ul>
Drill hole Information	<ul style="list-style-type: none"> <li>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"> <li>easting and northing of the drill hole collar</li> <li>elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar</li> <li>dip and azimuth of the hole</li> <li>down hole length and interception depth</li> <li>hole length.</li> </ul> </li> <li>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</li> </ul>	<ul style="list-style-type: none"> <li>Refer to APPENDIX D: DRILL HOLE</li> </ul>



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Criteria	Explanation	Commentary
	<i>the report, the Competent Person should clearly explain why this is the case</i>	
Data aggregation methods	<ul style="list-style-type: none"> <li><i>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.</i></li> <li><i>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.</i></li> <li><i>The assumptions used for any reporting of metal equivalent values should be clearly stated</i></li> </ul>	<ul style="list-style-type: none"> <li>- Not applicable (No Exploration result reported).</li> </ul>
Relationship between mineralisation widths and intercept length	<ul style="list-style-type: none"> <li><i>These relationships are particularly important in the reporting of Exploration Results.</i></li> <li><i>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</i></li> <li><i>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').</i></li> </ul>	<ul style="list-style-type: none"> <li>- Not applicable (No Exploration result reported).</li> </ul>
Diagrams	<ul style="list-style-type: none"> <li><i>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.</i></li> </ul>	<ul style="list-style-type: none"> <li>- Refer to Section 4</li> </ul>
Balanced reporting	<ul style="list-style-type: none"> <li><i>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.</i></li> </ul>	<ul style="list-style-type: none"> <li>- All exploration information and results performed at Lindfield Project have been supplied by CMG and JT Boyd Mining Consultants and documented in this report. The information was also checked with QDEX reports.</li> <li>- Measured Group undertook an internal peer review of the geology data, interpretations and resultant models. The review was completed by James Knowles who was independent of the project team who completed the work that resulted in the Mineral Resource estimate.</li> </ul>



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Criteria	Explanation	Commentary
Other substantive exploration data	<ul style="list-style-type: none"> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>Not applicable</li> </ul>
Further work	<ul style="list-style-type: none"> <li>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).</li> <li>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</li> </ul>	<ul style="list-style-type: none"> <li>Additional detailed exploration work inclusive of additional drilling will be required to increase confidence in local estimates of tonnes and grade.</li> </ul>

## Section 3 - Estimation and Reporting of Mineral Resources

(Criteria listed in section 1, and where relevant in section 2, also apply to this section.)

Criteria	Explanation	Commentary
Database integrity	<ul style="list-style-type: none"> <li>Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes.</li> <li>Data validation procedures used.</li> </ul>	<ul style="list-style-type: none"> <li>All data used for modelling has been compiled from open file reports and has been cross-checked by the competent person.</li> <li>Measured Group has created a GDB database and loaded all relevant data into that database. GDB is a proprietary database platform, provided by Datamine. It includes a standard set of data validation checks which are tested during the data loading process. Any data which fails the validation checks cannot be loaded into the database.</li> </ul>
Site visits	<ul style="list-style-type: none"> <li>Comment on any site visits undertaken by the Competent Person and the outcome of those visits.</li> </ul>	<ul style="list-style-type: none"> <li>The competent person has not visited the Lindfield site; however he is familiar with the area and nearby projects, having worked on many projects throughout North and Central Queensland over the previous 20 years.</li> </ul>



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Criteria	Explanation	Commentary
Geological interpretation	<ul style="list-style-type: none"> <li>If no site visits have been undertaken indicate why this is the case.</li> <li>Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit.</li> <li>Nature of the data used and of any assumptions made.</li> <li>The effect, if any, of alternative interpretations on Mineral Resource estimation.</li> <li>The use of geology in guiding and controlling Mineral Resource estimation.</li> <li>The factors affecting continuity both of grade and geology.</li> </ul>	<ul style="list-style-type: none"> <li>The Toolebuc Formation is a sedimentary formation that is well understood and documented in the region. Structures such as faults and folds are generally related to structure in the basement on which the sediments are overlain.</li> <li>Confidence in the presence of the Coquina and Oil Shale units is high, however due to inconsistent sampling of the historic data, and inconsistent analysis of the units, the level of confidence in the resource estimate is considered low (inferred).</li> </ul>
Dimensions	<ul style="list-style-type: none"> <li>The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral Resource.</li> </ul>	<ul style="list-style-type: none"> <li>See figures in appendices.</li> <li>The target for the Resource (Toolebuc Formation) extends across the entire project area. The project area is approximately 30km wide by 19km, however the declared resource is 4km wide by 11km. Target horizon (Toolebuc) found at depths of between 0.5 m and 134 m below surface. The Toolebuc Formation is centred around a regional basement high known as the St Elmo Structure.</li> </ul>
Estimation and modelling techniques	<ul style="list-style-type: none"> <li>The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used.</li> <li>The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data.</li> <li>The assumptions made regarding recovery of by-products.</li> <li>Estimation of deleterious elements or other non-grade variables of economic significance (e.g. sulphur for acid mine drainage characterisation).</li> </ul>	<ul style="list-style-type: none"> <li>The FEM interpolator was used for surface elevation, thickness and trend. Inverse distance squared has been used for interpolation of <math>V_2O_5</math> wt%.</li> <li>Minescape software (a Datamine product) was used for the resource model, and a check estimate was performed using Minex software.</li> <li>A grid cell size of 100 m was used for topography and a size of 50 m was used for the structure and quality models.</li> <li>No assumptions have been made regarding the correlation between grade variables or selective mining units in regard to modelling techniques, however there is good evidence to suggest that high <math>V_2O_5</math> is related to high Oil content and that both variables are related to organic matter.</li> <li>Visual validation of all model grids performed to ensure extreme values have not influenced any of the grids. The entire deposit is considered a single domain for each sedimentary unit in terms of unit thickness and grade.</li> </ul>



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Criteria	Explanation	Commentary
	<ul style="list-style-type: none"> <li><i>In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed.</i></li> <li><i>Any assumptions behind modelling of selective mining units.</i></li> <li><i>Any assumptions about correlation between variables.</i></li> <li><i>Description of how the geological interpretation was used to control the resource estimates.</i></li> <li><i>Discussion of basis for using or not using grade cutting or capping.</i></li> <li><i>The process of validation, the checking process used, the comparison of model data to drill hole data, and use of reconciliation data if available.</i></li> </ul>	
Moisture	<ul style="list-style-type: none"> <li><i>Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content.</i></li> </ul>	<ul style="list-style-type: none"> <li>6% in-situ moisture has been assumed, based on values for total moisture obtained from recent drilling, and documentation from historical reports (Coxhell and Fehlberg, 2000).</li> </ul>
Cut-off parameters	<ul style="list-style-type: none"> <li><i>The basis of the adopted cut-off grade(s) or quality parameters applied.</i></li> </ul>	<ul style="list-style-type: none"> <li>The Mineral Resources contained in this report are confined within the concession boundaries. No minimum thickness cut-off was used for calculating resources.</li> <li>A cut-off of 0.2 V<sub>2</sub>O<sub>5</sub> wt% was used for picking the lithological units.</li> <li>A cut-off of 0.3 V<sub>2</sub>O<sub>5</sub> wt% was used for estimating the resource. Application of this cut-off grade resulted in a significant amount of the CQU and OS units being excluded from the resource, however the CQL unit is mostly unchanged.</li> </ul>
Mining factors or assumptions	<ul style="list-style-type: none"> <li><i>Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this</i></li> </ul>	<ul style="list-style-type: none"> <li>Open-pit mining methods are envisaged.</li> <li>The Vanadium orebody comes to surface within the project area and exhibits higher Vanadium grade in the oxidised portion of the deposit.</li> <li>The orebody within the Inferred Resource area has a maximum depth to roof of approximately 30 m due to the resource classification polygon being limited by the northern extent of the West Fault.</li> <li>The orebody is relatively shallow and is expected to have a low strip ratio and mining costs.</li> </ul>



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Criteria	Explanation	Commentary
	<i>should be reported with an explanation of the basis of the mining assumptions made.</i>	
Metallurgical factors or assumptions	<ul style="list-style-type: none"> <li>The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made.</li> </ul>	<ul style="list-style-type: none"> <li>Historical work suggests the orebody is amenable to extraction of vanadium metal. The results of the extensive test work on oxidised material completed by Finiston were reported in report "Combined Annual Report, EPM 11057, EPM 11847, Julia Creek Vanadium Project, Volumes One and Two, February 2000" (S. Coxhell).</li> <li>In summary, the results showed samples of soft oxide coquina and underlying fine-grained oxidised oil shale were subject to a range of magnetic, gravity and washing tests, which confirmed that coarse and fine limestone in the upper soft oxide coquina can be readily and cheaply separated from the fine vanadiferous clays and iron oxides via wet scrubbing, trommelling and cycloning. A concentrate grade of 1.4% <math>V_2O_5</math> was produced from the soft oxide ore with a head grade of 0.25% <math>V_2O_5</math>.</li> <li>Leach tests conducted using a combination of caustic soda and sodium carbonate were promising, with recoveries of up to 85% achieved using a pressure leach method, at approximately 250 to 280°C.</li> <li>Pregnant leach liquors obtained by pressure alkaline leaching were subject to purification using solvent extraction and more typical vanadium purification techniques produced a 99.6% <math>V_2O_5</math> product.</li> <li>In future, detailed metallurgical studies of the Lindfield Project vanadium orebody will be required to identify the optimum treatment methodology for the recovery of vanadium in addition to any other potential base metal by-products (Al, Cu, Mo, Ni and Zn).</li> </ul>
Environmental factors or assumptions	<ul style="list-style-type: none"> <li>Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfields project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reported. Where these aspects have not been</li> </ul>	<ul style="list-style-type: none"> <li>Measured has not conducted any environmental assessment in the concession area.</li> </ul>



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Criteria	Explanation	Commentary																					
	considered this should be reported with an explanation of the environmental assumptions made.																						
Bulk density	<ul style="list-style-type: none"> <li>Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size and representativeness of the samples.</li> <li>The bulk density for bulk material must have been measured by methods that adequately account for void spaces (vugs, porosity, etc.), moisture and differences between rock and alteration zones within the deposit.</li> <li>Discuss assumptions for bulk density estimates used in the evaluation process of the different materials.</li> </ul>	<ul style="list-style-type: none"> <li>No density information is available in the historic data provided, and therefore it has been necessary to apply default densities in order to estimate tonnages. This has been a significant factor in classifying the resource as inferred only.</li> <li>The defaults used have been derived by examining published densities from adjacent projects, and different densities have been applied to different lithologies and oxidation states as follows:</li> </ul> <table border="1"> <thead> <tr> <th>Unit</th><th>Oxidation state</th><th>Density</th></tr> </thead> <tbody> <tr> <td>CQU</td><td>OX</td><td>2.13</td></tr> <tr> <td>CQU</td><td>FRESH</td><td>2.3</td></tr> <tr> <td>CQL</td><td>OX</td><td>2.13</td></tr> <tr> <td>CQL</td><td>FRESH</td><td>2.3</td></tr> <tr> <td>OS</td><td>OX</td><td>1.44</td></tr> <tr> <td>OS</td><td>FRESH</td><td>1.44</td></tr> </tbody> </table>	Unit	Oxidation state	Density	CQU	OX	2.13	CQU	FRESH	2.3	CQL	OX	2.13	CQL	FRESH	2.3	OS	OX	1.44	OS	FRESH	1.44
Unit	Oxidation state	Density																					
CQU	OX	2.13																					
CQU	FRESH	2.3																					
CQL	OX	2.13																					
CQL	FRESH	2.3																					
OS	OX	1.44																					
OS	FRESH	1.44																					
Classification	<ul style="list-style-type: none"> <li>The basis for the classification of the Mineral Resources into varying confidence categories.</li> <li>Whether appropriate account has been taken of all relevant factors (i.e. relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity and distribution of the data).</li> <li>Whether the result appropriately reflects the Competent Person's view of the deposit.</li> </ul>	<ul style="list-style-type: none"> <li>The presence of assay results for Vanadium has been set as the minimum requirement for a point of observation.</li> <li>Maximum spacing between points of observation has been set to 4000 m (and no further than 2000 m from a point of observation) for the inferred category</li> <li>Resource categories have been further limited to regional structures, where present</li> </ul>																					
Audits or reviews.	<ul style="list-style-type: none"> <li>The results of any audits or reviews of Mineral Resource estimates.</li> </ul>	<ul style="list-style-type: none"> <li>No audits or reviews of this estimate have been done to date, however the data used for this estimate has been reviewed internally, and the estimation has been checked by using different methods.</li> </ul>																					
Discussion of relative	<ul style="list-style-type: none"> <li>Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application</li> </ul>	<ul style="list-style-type: none"> <li>The resource classification is considered to address the level of confidence in thickness and vanadium variability across the deposit on a global basis.</li> </ul>																					





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Criteria	Explanation	Commentary
accuracy/ confidence	<p><i>of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate.</i></p> <ul style="list-style-type: none"><li>• <i>The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used.</i></li><li>• <i>These statements of relative accuracy and confidence of the estimate should be compared with production data, where available.</i></li></ul>	



## APPENDIX B: JORC TABLE 1 - FIGTREE PROJECT

## Section 1 - Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	Explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> <li>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.</li> <li>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>The soil samples collected by Battle Mountain (1991) were sieved to -80# in the field and a nominal 500 g sample forwarded to ALS Townsville for analysis. All samples were analysed for gold by active cyanide leach. Some samples were analysed for copper also by AAS on the cyanide liquor. Rock chip samples were analysed by ALS Townsville for Au by fire assay and for Cu, Pb, Zn, Ag by AAS. Multi drainage sampling consisted of float, bulk cyanide, leach, stream sediment fractions and a magnetic concentrate sample. The stream sediment fractions used were: -3.2 mm to +1.6 mm, -1.6mm to +0.8 mm, -0.8 mm to + 100 mesh, and 100 mesh; using a sample weight of 200 g. The -3.2 mm to +1.6 mm fraction was also used for a bulk cyanide leach sample. Magnetic concentrates up to 100g were collected using a 10 cm pot permanent magnet.</li> <li>The samples were analysed by ALS (Brisbane and Townsville) for the elements: Au, Cu, Zn, Ag, As, Bi, Mo, Co, SB, W, Sn, Pt, Pd and Fe.</li> <li>The stream sediment samples collected by MIM (Xtrata - 1994-1997) were collected as two samples for each site, 3kg sample of -2mm active stream sediment, assayed for gold by bulk cyanide leach technique (ALS method PM226) and a -80# (BSS = -200 µm) sample assayed for a suite of elements (Cu, Pb, Zn, Ag, As, Co, Mn, P, Fe%) by ICP methods using an aqua-regia digest (ALS method IC581). The rock chip samples (1997) were collected from outcrop, anomalous creeks, mullock heaps and small pits. Gold was assayed by fire assay using a 50 gm charge (ALS method PM209) and the samples were also assayed for a suite of elements (Cu, Pb, Zn, Ag, As, Co, Mn, P, Fe %) by ICP methods using an aqua-regia digestion (ALS method IC581). Some samples returned values of 46 g/t Au with 4.22% Cu, 4.03 g/t Au with 3.79 % Cu, 24.50 % Cu with 0.09 g/t Au and 15.15 % Cu with 3.80 g/t Au.</li> <li>MIM (Xtrata-2011) collected soil samples for MMI (Mobile Metal Ion) Soil survey. The samples were collected according the VTEM anomalies, regolith and geology variations and sent to SGS labs - Townsville. The results showed Ag (ppm), As (ppm) and Au (ppm) and were universally low, with a maximum copper value of 14 ppm, maximum gold of 0.0062 ppm, maximum Pb of 0.03 ppm and maximum Zn of 0.68 ppm.</li> </ul>





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Criteria	Explanation	Commentary
Drilling techniques	<ul style="list-style-type: none"><li>• 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.).</li></ul>	<ul style="list-style-type: none"><li>- No drilling was performed within the Figtree Creek Project area.</li></ul>
Drill sample recovery	<ul style="list-style-type: none"><li>• Method of recording and assessing core and chip sample recoveries and results assessed.</li><li>• Measures taken to maximise sample recovery and ensure representative nature of the samples.</li><li>• 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.</li></ul>	<ul style="list-style-type: none"><li>- No drilling was performed within the Figtree Creek Project area.</li></ul>
Logging	<ul style="list-style-type: none"><li>• 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.</li><li>• Whether logging is qualitative or quantitative in nature.</li><li>• Core (or costean, channel, etc.) photography.</li><li>• The total length and percentage of the relevant intersections logged.</li></ul>	<ul style="list-style-type: none"><li>- No drilling was performed within the Figtree Creek Project area.</li></ul>
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"><li>• If core, whether cut or sawn and whether quarter, half or all core taken.</li><li>• If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.</li><li>• For all sample types, the nature, quality and appropriateness of the sample preparation technique.</li><li>• Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</li></ul>	<ul style="list-style-type: none"><li>- No drilling was performed within the Figtree Creek Project area.</li></ul>



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Criteria	Explanation	Commentary
	<ul style="list-style-type: none"> <li>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.</li> <li>Whether sample sizes are appropriate to the grain size of the material being sampled.</li> </ul>	
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> <li>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</li> <li>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.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>No information about quality control was reported. However, SGS Laboratories and ALS, in Brisbane and Townsville adhere to internal QAQC and inter-laboratory QAQC checks. All determinations performed adhere to the American Society for Testing and Materials (ASTM) guidelines.</li> <li>MMI soil sampling. Some soil samples were analysed for gold using the method Au-AA22, at ALS Townsville and sample pulps were dispatched to ALS Brisbane for analysis of standard 27 - element suit using method ME-ICP61. Bulk soil (BCL) samples were analysed by method Au-AA12 for Au, Ag and Cu at ALS Townsville.</li> </ul>
Verification of sampling and assaying	<ul style="list-style-type: none"> <li>The verification of significant intersections by either independent or alternative company personnel.</li> <li>The use of twinned holes.</li> <li>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</li> <li>Discuss any adjustment to assay data</li> </ul>	<ul style="list-style-type: none"> <li>The assay results were downloaded from Open files reports from Queensland Government GSQ Portal and from Queensland Eastern Succession Data Package.</li> <li>No adjustment to assay data has been made.</li> </ul>
Location of data points	<ul style="list-style-type: none"> <li>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.</li> <li>Specification of the grid system used.</li> <li>Quality and adequacy of topographic control.</li> </ul>	<ul style="list-style-type: none"> <li>No drilling was performed within the Figtree Creek Project area.</li> </ul>



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Criteria	Explanation	Commentary
Data spacing and distribution	<ul style="list-style-type: none"> <li>Data spacing for reporting of Exploration Results.</li> <li>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.</li> <li>Whether sample compositing has been applied.</li> </ul>	<ul style="list-style-type: none"> <li>No drilling was performed within the Figtree Creek Project area.</li> <li>There are no Mineral Resources or Ore Reserves for the area.</li> <li>MIM sampling: The soil, stream sediment and rock chip sampling were performed in accordance with VTEM anomalies, outcrops, and anomalous creeks.</li> </ul>
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> <li>Whether the orientation of sampling achieves unbiased sampling of possible structures, and the extent to which this is known, considering the deposit type.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>No drilling was performed within the Figtree Creek Project area.</li> <li>To the extent known, sampling is considered to be unbiased.</li> </ul>
Sample security	<ul style="list-style-type: none"> <li>The measures taken to ensure sample security.</li> </ul>	<ul style="list-style-type: none"> <li>No chain of custody is reported.</li> </ul>
Audits or reviews	<ul style="list-style-type: none"> <li>The results of any audits or reviews of sampling techniques and data.</li> </ul>	<ul style="list-style-type: none"> <li>No audits of sampling etc. done however a comprehensive set of internal company procedures exist and have been adhered to.</li> </ul>

## Section 2 - Reporting of Exploration Results

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

Criteria	Explanation	Commentary
Mineral tenement and	<ul style="list-style-type: none"> <li>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</li> </ul>	<ul style="list-style-type: none"> <li>Figtree Creek includes EPMA 27998 and covers an area of 70 km<sup>2</sup>.</li> <li>The tenement application is held 100 % by CMG1, which is owned by CMG.</li> </ul>



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Criteria	Explanation	Commentary
land tenure status	<p><i>sites, wilderness or national park and environmental settings.</i></p> <ul style="list-style-type: none"> <li><i>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.</i></li> </ul>	<ul style="list-style-type: none"> <li>A digital version of these concession boundaries was downloaded by Measured from the Queensland Government Department of Natural Resources and Mines website.</li> <li>Refer to Section 3.</li> </ul>
Exploration done by other parties	<ul style="list-style-type: none"> <li><i>Acknowledgment and appraisal of exploration by other parties.</i></li> </ul>	<ul style="list-style-type: none"> <li>Refer to Section 5.4</li> <li>Previous exploration across the current tenement includes, soil sampling, rock chip sampling, stream sediments, geological mapping, and geophysical surveys. The main exploration companies active in the area were EXCO, Battle Mountain and MIM - Xtrata.</li> </ul>
Geology	<ul style="list-style-type: none"> <li><i>Deposit type, geological setting and style of mineralisation.</i></li> </ul>	<ul style="list-style-type: none"> <li>Refer to Section 5</li> <li>The Figtree Creek Project lies along, hosts prospective rocks of the Mary Kathleen Group including Slaveley Formation sandstone and siltstone and Corella Formation, including meta-siltstone, scapolitic siltstone, calcareous siltstone, calcareous and calc-silicate granofels, limestone, meta-sandstone and feldspathic quartzite.</li> <li>Mineralisation is considered Iron oxide copper - gold (IOCG) style.</li> </ul>
Drill hole Information	<ul style="list-style-type: none"> <li><i>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:</i> <ul style="list-style-type: none"> <li><i>eastings and northing of the drill hole collar</i></li> <li><i>elevation or RL (Reduced Level - elevation above sea level in metres) of the drill hole collar</i></li> <li><i>dip and azimuth of the hole</i></li> <li><i>down hole length and interception depth</i></li> <li><i>hole length.</i></li> </ul> </li> <li><i>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</i></li> </ul>	<ul style="list-style-type: none"> <li>No drilling was performed within the Figtree Creek Project area.</li> </ul>



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Criteria	Explanation	Commentary
Data aggregation methods	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>The assumptions used for any reporting of metal equivalent values should be clearly stated</li> </ul>	<ul style="list-style-type: none"> <li>No drilling was performed within the Figtree Creek Project area.</li> </ul>
Relationship between mineralisation widths and intercept length	<ul style="list-style-type: none"> <li>These relationships are particularly important in the reporting of Exploration Results.</li> <li>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.               <ul style="list-style-type: none"> <li>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').</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>No drilling was performed within the Figtree Creek Project area.</li> </ul>
Diagrams	<ul style="list-style-type: none"> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>Refer to Section 5</li> </ul>
Balanced reporting	<ul style="list-style-type: none"> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>Summarized report of previous exploration is presented in Section 5.4</li> </ul>
Other substantive	<ul style="list-style-type: none"> <li>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</li> </ul>	<ul style="list-style-type: none"> <li>The project area includes a large amount of exploration data collected by previous companies, including regional stream sediment geochemical data, soil sample and rock chip data, geological mapping data, drilling data, geophysical survey data, and costean data. Much of this data has been captured and validated into a GIS database.</li> </ul>



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Criteria	Explanation	Commentary
exploration data	<i>method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</i>	
Further work	<ul style="list-style-type: none"><li>• <i>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).</i></li><li>• <i>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</i></li></ul>	<ul style="list-style-type: none"><li>- CMG planned to conduct 3D magnetic interpretation to define the MMI sampling locations.</li><li>- From the combination of MMI sampling results and 3D magnetic interpretation CMG will define the future drill targets.</li></ul>



## APPENDIX C: JORC TABLE 1 - LORENA SURROUNDS

## Section 1 - Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	Explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> <li>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.</li> <li>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>For the sampling campaign performed in 1970's not enough information was reported. It is known that the soil samples were obtained using a mechanical auger. Samples were analysed for Cu, Pb, Zn and Co.</li> <li>CRA sampling (1980's): conducted sampling at 11 trenches. The samples were undertaken on a lithological basis with maximum sampling interval of 3 m to 5 m and were collected in junction of the wall and the floor of the trench using an air chisel. All samples were dispatched to ALS Brisbane for the analysis of Au by fire assay. The samples were analysed for the elements, Cu, Pb, Zn, Ag, As, Fe, Mn, Ni, Co and Mo by ICP analysis.</li> <li>Battle Mountain sampling (1991): the soil samples collected were sieved to -80 mesh in the field and a nominal 500 g sample forwarded to ALS Townsville for analysis. All samples were analysed for gold by active cyanide leach. Some samples were analysed for copper also by AAS on the cyanide liquor. Rock chip samples were analysed by ALS Townsville for Au by fire assay and for Cu, Pb, Zn, Ag by AAS. Multi drainage sampling consisted of float, bulk cyanide, leach, stream sediment fractions and a magnetic concentrate sample. The stream sediment fractions used were: -3.2 mm to +1.6 mm, -1.6mm to +0.8 mm, -0.8 mm to +100#, and 100#; using a sample weight of 200 g. The -3.2mm to +1.6 mm fraction was also used for a bulk cyanide leach sample. Magnetic concentrates up to 100 g were collected using a 10 cm pot permanent magnet.</li> <li>The samples were analysed by ALS (Brisbane and Townsville) for the elements: Au, Cu, Zn, Ag, As, Bi, Mo, Co, SB, W, Sn, Pt, Pd and Fe.</li> <li>Cyprus Gold Australia sampling (1993): Soil samples were collected and assayed for Au, As, Cu, Pb, Zn and Co by Analabs - Townsville.</li> <li>Xtrata (MIM) sampling (1994-1997): the stream sediment samples collected by were collected as two samples for each site, 3kg sample of -2mm active stream sediment, assayed for gold by bulk cyanide leach technique (ALS method PM226) and a -80# (BSS = -200µm) sample assayed for a suite of elements (Cu, Pb, Zn, Ag, As, Co, Mn, P, Fe%) by ICP methods using an aqua-regia digest (ALS method IC581). The rock chip samples (1997) were collected from outcrop, anomalous creeks, mullock heaps and small pits. Gold was assayed by fire assay using a 50gm charge (ALS method PM209) and the samples were also assayed for a suite of elements (Cu, Pb, Zn, Ag, As,</li> </ul>



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Criteria	Explanation	Commentary
Drilling techniques	<ul style="list-style-type: none"> <li>• <i>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.).</i></li> </ul>	<ul style="list-style-type: none"> <li>- Co, Mn, P, Fe %) by ICP methods using an aqua-regia digestion (ALS method IC581). Some samples returned values of 46 g/t Au with 4.22 % Cu, 4.03 g/t Au with 3.79 % Cu, 24.50 % Cu with 0.09 g/t Au and 15.15 % Cu with 3.80 g/t Au.</li> <li>- Xtrata (MIM) sampling (1997 to 2005): collected soil samples for MMI (Mobile Metal Ion) Soil survey. The samples were collected according the VTEM anomalies, regolith and geology variations and sent to SGS labs - Townsville. The results showed Ag (ppm), As (ppm) and Au (ppm) and were universally low, with a maximum copper value of 14 ppm, maximum gold of 0.0062 ppm, maximum Pb of 0.03 ppm and maximum Zn of 0.68 ppm.</li> <li>- Red Metal (2007-2016) performed rock chip and soil sampling. The rock chip samples were collected from various localities and assaying by ALS Chemex in Townsville for Au, Ag, As, Co, Cu, Mn, Ni, Pb, Zn. The soil samples were analysed by the same laboratory for Au, Ag, Al, As, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, K, La, Mg, Mn, Mo, Na, Ni, P, PB, S, Sb, Sr, Ti, U, V, W, and Zn.</li> </ul>
Drill sample recovery	<ul style="list-style-type: none"> <li>• <i>Method of recording and assessing core and chip sample recoveries and results assessed.</i></li> <li>• <i>Measures taken to maximise sample recovery and ensure representative nature of the samples.</i></li> <li>• <i>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.</i></li> </ul>	<ul style="list-style-type: none"> <li>- Cyprus Gold drilling (1994): 29 RAB drill holes, drilled by Roger Hall Drilling totalling 126 m.</li> <li>- Xtrata (MIM) drilling (2003): 6 RC drill holes, totalling 582 m.</li> <li>- Red Metal drilling: 4 RCP-diamond oriented drill holes within the tenement in 2008. The drilling was performed by Tom Browne Drilling Services totalling 1,472.10 m. No further information was reported.</li> <li>- No information was recorded about recovery.</li> </ul>
Logging	<ul style="list-style-type: none"> <li>• <i>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.</i></li> <li>• <i>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.</i></li> </ul>	<ul style="list-style-type: none"> <li>- Cyprus Gold drilling (1994): RAB drill holes were logged on site. No further detail was reported.</li> <li>- Xtrata (MIM) drilling (2003): RC drill holes were logged on site. No further detail was reported.</li> <li>- Red Metal drilling: it is known that the drill cores were geologically logged. However, no further detail was reported.</li> </ul>



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Criteria	Explanation	Commentary
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> <li>The total length and percentage of the relevant intersections logged.</li> <li>If core, whether cut or sawn and whether quarter, half or all core taken.</li> <li>If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.</li> <li>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</li> <li>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</li> <li>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.</li> <li>Whether sample sizes are appropriate to the grain size of the material being sampled.</li> </ul>	<ul style="list-style-type: none"> <li>No sub-sampling of core has been carried out to the knowledge of Measured.</li> <li>No detailed information about the preparation of samples was reported.</li> </ul>
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> <li>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</li> <li>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.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>CRA sampling (1980's): CRA resubmitted for assaying all gold assays that presented more than 0.1 g/t Au and this resulted in considerable problems regarding repeatability of results. The possibility of coarse gold and laboratory errors was satisfactorily tested by both screened fire assay on drill core and the collection and submission of bulk samples to a variety of laboratories. The lack of repeatability of the gold assays was attributed to laboratory errors.</li> <li>No information about quality control was reported. However, SGS Laboratories and ALS, in Brisbane and Townville adhere to internal QAQC and inter-laboratory QAQC checks. All determinations performed adhere to the American Society for Testing and Materials (ASTM) guidelines.</li> <li>Xranta (MIM): Some soil samples were analysed for gold using the method Au-AA22, at ALS Townsville and sample pulps were dispatched to ALS Brisbane for analysis of standard 27 - element suit using method ME-ICP61. Bulk soil (BCL) samples were analysed by method Au-AA12 for Au, Ag and Cu at ALS Townsville.</li> </ul>
Verification of sampling	<ul style="list-style-type: none"> <li>The verification of significant intersections by either independent or alternative company personnel.</li> <li>The use of twinned holes.</li> </ul>	<ul style="list-style-type: none"> <li>The assay results were downloaded from Open files reports from Queensland Government GSQ Portal and from Queensland Eastern Succession Data Package.</li> <li>No adjustment to assay data has been made.</li> </ul>



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Criteria	Explanation	Commentary
and assaying	<ul style="list-style-type: none"> <li>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</li> <li>Discuss any adjustment to assay data</li> </ul>	
Location of data points	<ul style="list-style-type: none"> <li>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.</li> <li>Specification of the grid system used.</li> <li>Quality and adequacy of topographic control.</li> </ul>	<ul style="list-style-type: none"> <li>Refer to APPENDIX D: DRILL HOLE .</li> </ul>
Data spacing and distribution	<ul style="list-style-type: none"> <li>Data spacing for reporting of Exploration Results.</li> <li>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.</li> <li>Whether sample compositing has been applied.</li> </ul>	<ul style="list-style-type: none"> <li>There is relatively small amount of drilling. The spacing of drill hole data is variable.</li> <li>There are no Mineral Resources or Ore Reserves for the area.</li> <li>Cyprus Gold sampling: based on magnetic anomalies.</li> <li>MIM sampling: The soil, stream sediment and rock chip sampling were performed in accordance with VTEM anomalies, outcrops and anomalous creeks.</li> </ul>
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> <li>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>All companies reported that the drill hole locations were planned based on ground magnetics anomalies.</li> <li>Only limited drilling has been completed to date and further drilling will be required to establish the ideal orientation.</li> <li>To the extent known, sampling is considered to be unbiased.</li> </ul>
Sample security	<ul style="list-style-type: none"> <li>The measures taken to ensure sample security.</li> </ul>	<ul style="list-style-type: none"> <li>No chain of custody is reported.</li> </ul>
Audits or reviews	<ul style="list-style-type: none"> <li>The results of any audits or reviews of sampling techniques and data.</li> </ul>	<ul style="list-style-type: none"> <li>No audits of sampling etc. done however a comprehensive set of internal company procedures exist and have been adhered to.</li> </ul>



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## Section 2 - Reporting of Exploration Results

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

Criteria	Explanation	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>Lorena Surrounds includes EPMA 27999 and covers an area of 51 km<sup>2</sup>.</li> <li>The tenement application is held 100% by CMG1, which is owned by CMG.</li> <li>A digital version of these concession boundaries was downloaded from the Queensland Government Department of Natural Resources and Mines website.</li> <li>Refer to Section 3.</li> </ul>
Exploration done by other parties	<ul style="list-style-type: none"> <li>Acknowledgment and appraisal of exploration by other parties.</li> </ul>	<ul style="list-style-type: none"> <li>Refer to Section 6.4</li> <li>Previous exploration across the current tenement includes, soil sampling, rock chip sampling, stream sediments, geological mapping, and geophysical surveys. Several companies conducted exploration activities in the area. The main exploration companies active in the area were EXCO, Battle Mountain and Xtrata (MIM), Red Metal.</li> </ul>
Geology	<ul style="list-style-type: none"> <li>Deposit type, geological setting and style of mineralisation.</li> </ul>	<ul style="list-style-type: none"> <li>Refer to Sections 6</li> <li>The area is characterized by structural complexity and multi-staged deformation. The regional stratigraphy is dominated by the Mt Norma quartzite and Toole Creek volcanics of the Mid-Proterozoic Soldiers Cap Group and the Corella Formation calc-silicate of the overlying Mary Kathleen Group.</li> <li>The Cenozoic sediments occur in places such as the two southern sub-blocks of the northern group and the two southern sub-blocks of the western group.</li> <li>The company believes the Lorena Surrounds area is prospective for the Lorena style of high - grade gold and or an IOCG mineralisation.</li> </ul>
Drill hole Information	<ul style="list-style-type: none"> <li>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"> <li>easting and northing of the drill hole collar</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Refer to APPENDIX D: DRILL HOLE .</li> </ul>



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Criteria	Explanation	Commentary
	<ul style="list-style-type: none"> <li>elevation or RL (Reduced Level - elevation above sea level in metres) of the drill hole collar</li> <li>dip and azimuth of the hole</li> <li>down hole length and interception depth</li> <li>hole length.</li> <li>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</li> </ul>	
Data aggregation methods	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>The assumptions used for any reporting of metal equivalent values should be clearly stated</li> </ul>	<ul style="list-style-type: none"> <li>Not applicable (No Exploration result reported).</li> </ul>
Relationship between mineralisation widths and intercept length	<ul style="list-style-type: none"> <li>These relationships are particularly important in the reporting of Exploration Results.</li> <li>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.               <ul style="list-style-type: none"> <li>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').</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Not applicable (No Exploration result reported).</li> </ul>
Diagrams	<ul style="list-style-type: none"> <li>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should</li> </ul>	<ul style="list-style-type: none"> <li>Refer to Section 6</li> </ul>



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Criteria	Explanation	Commentary
	<i>include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</i>	
Balanced reporting	<ul style="list-style-type: none"> <li>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practised to avoid misleading reporting of Exploration Results.</li> </ul>	<ul style="list-style-type: none"> <li>Summarized report of previous exploration is presented in Section 6.4</li> </ul>
Other substantive exploration data	<ul style="list-style-type: none"> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>The project area includes a large amount of exploration data collected by previous companies, including regional stream sediment geochemical data, soil sample and rock chip data, geological mapping data, drilling data, geophysical survey data, and costean data. Much of this data has been captured and validated into a GIS database.</li> </ul>
Further work	<ul style="list-style-type: none"> <li>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).</li> <li>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</li> </ul>	<ul style="list-style-type: none"> <li>CMG plans to conduct 3D magnetic interpretation to define the MMI sampling locations.</li> <li>From the combination of MMI sampling results and 3D magnetic interpretation CMG will define the future drill targets.</li> </ul>



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## APPENDIX D: DRILL HOLE DETAILS

## Lindfield Project

Hole ID	Easting	Northing	Elevation (m)	Total Depth (m)
3541	603754.8	7718548	146.59	131.7
3542	602931.8	7717207	151.35	412.7
E029 IRC	604000.8	7732001	132.64	88.45
E038 IRC	604000.8	7726001	138.32	81
E039 IRC	600000.8	7724001	142.78	29.3
E040 IRC	602000.8	7724001	142.61	79.5
E043 IRC	598000.8	7722001	143.36	60.87
E044 IRC	600000.8	7722001	144.4	52.61
E045 IRC	602000.8	7722001	147.59	76.86
E047 IRC	602000.8	7720001	147.97	97.8
E051 IRC	600000.8	7718001	145.73	57.98
E052 IRC	602000.8	7718001	149.66	98.66
E053 IRC	604000.8	7718001	148.07	102
E054 IRC	602000.8	7716001	150.86	104.6
IRC_QPJC14	603510.8	7723200	143.86	106.2
JRC0414	601330.2	7735554	136	20
JRC0625	601023.2	7735287	136.82	20
JRC0626	601423.2	7735617	136.03	20
JRC0635	601373.2	7737047	132.34	20
LF026	601051.1	7735306	136.76	18
LF027	601441.1	7735556	136.65	15
LF028	601701.1	7735796	136	12
LF029	601981.1	7736046	133.53	15
LF030	602301.1	7736326	133.05	15
LF031	602701.1	7736586	130.01	15
OXT12C	607120.6	7717175	140.66	114
OXT14C	603620.8	7723375	143.83	106
OXT16C	606520.9	7728875	132.81	156
OXT17C	607120.7	7723175	137.18	102
OXT2C	602820.6	7717275	151.24	106.66
OXT5C	612120.5	7716175	142	166.59
OXT7C	606221	7733175	129.08	151
OXT8C	612120.7	7723175	136	156
QCJC131	599921.2	7738626	134.59	36.58
QCJC134	603171	7733926	133.79	17.6
QCJC135	600321.1	7737576	134.21	10.72
QCJC137	601420.7	7717835	148.91	38.1
QCJC140	600740.8	7725175	141.41	38.1



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Hole ID	Easting	Northing	Elevation (m)	Total Depth (m)
QCJC143	603470.9	7730175	136.34	21.95
QCJC146	602261.1	7736486	131.9	22.56
QCJC149	600161.2	7740926	132.14	41.15
QCJC239	604270.9	7729475	131.8	Unknown
QCJC240	603120.9	7728575	132.27	Unknown
QCJC262	601621.2	7738876	130	Unknown
QCJC263	597771.2	7740826	132.96	Unknown
QCJC382	600120.7	7720175	143	41.69
QCJC383	598120.8	7720175	141.1	42.18
QCJC404	598120.9	7724175	143	49.2
QCJC424	604120.9	7728175	133.04	20.2
QCJC479	595956.3	7742318	127.53	42
QCJC488	596134.3	7743988	130.36	42.5
QCJC541	602121.1	7739476	128.27	24.8
QCJC542	599921.2	7739176	133.97	40.3
RN3530	598825.8	7739019	136.2	Unknown



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### Lorena Surrounds Project

Hole ID	Easting	Northing	Elevation (m)	Total Depth (m)
N1RC017	468100	7707548	Unknown	110
N1RC016	468100	7707500	Unknown	110
N1RC015	468100	7707550	Unknown	76
N1RC014	468100	7707600	Unknown	100
N1RC013	468100	7707650	Unknown	100
N1RC012	468100	7707700	Unknown	100
N1RC011	468100	7707750	Unknown	96
FCR472	468084	7709337	Unknown	4
FCR471	468066	7709318	Unknown	4
FCR470	468048	7709299	Unknown	5
FCR469	468030	7709279	Unknown	4
FCR468	468012	7709260	Unknown	6
FCR467	467994	7709241	Unknown	4
FCR466	467979	7709225	Unknown	4
FCR465	468347	7709308	Unknown	3
FCR464	468329	7709288	Unknown	3
FCR463	468311	7709269	Unknown	4
FCR462	468296	7709254	Unknown	8
FCR461	468293	7709250	Unknown	5
FCR460	468275	7709231	Unknown	3
FCR459	468256	7709211	Unknown	3
FCR458	468238	7709192	Unknown	5
FCR457	468220	7709173	Unknown	6
FCR456	468202	7709154	Unknown	5
FCR455	468184	7709134	Unknown	3
FCR454	468166	7709115	Unknown	2
FCR453	468148	7709096	Unknown	3
FCR452	468071	7709168	Unknown	4
FCR451	468107	7709207	Unknown	4
FCR450	468125	7709226	Unknown	6
FCR449	468143	7709245	Unknown	5
FCR448	468161	7709265	Unknown	6
FCR447	468179	7709284	Unknown	6
FCR441	468216	7709322	Unknown	3
FCR440	468198	7709303	Unknown	5
OM-08-01	458710	7711146	222	375.4
OM-08-02	458980	7709400	228	402.6
OM-08-04	458878	7709350	243	492.7
OM-08-05	459105	7709538	229	201.4



## 10. Additional Information

### 10.1 Registration

Critical Minerals Group Limited (CMG) was incorporated in Queensland, Australia on the 20<sup>th</sup> August 2021.

CMG 1 Pty Ltd (CMG1) was incorporated in Queensland, Australia on 20<sup>th</sup> August 2021 as a wholly owned subsidiary of CMG. CMG1 is the holder of the Figtree Creek Project and Lorena Surrounds Project.

Vanteq Minerals Pty Ltd (Vanteq) was incorporated in Queensland, Australia on the 31<sup>st</sup> March 2021 and is a wholly owned subsidiary of CMG. Vanteq is the holder of the Lindfield Project.

### 10.2 Tax status

CMG will be taxed as an Australian tax resident public company. The financial year of CMG ends on 30 June annually.

### 10.3 Corporate structure

Figure 5 shows the corporate structure of the CMG:

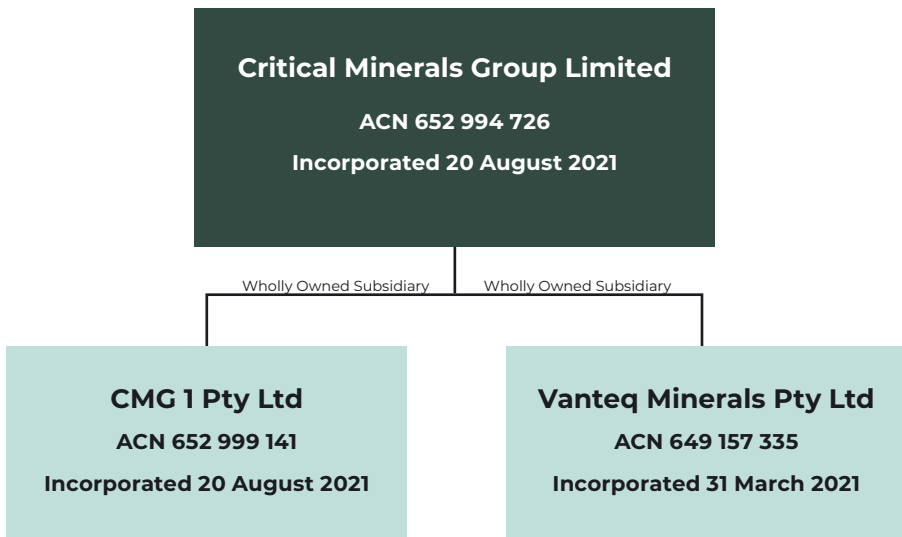


Figure 5: Critical Minerals Group Limited – group structure



## 10.4 Material contracts

The Directors consider that there are a number of contracts which are significant or material to CMG or of such a nature that an investor may wish to have details of them when making an assessment of whether to apply for Shares. The main provisions of these contracts are summarised below, or elsewhere in this Prospectus. These summaries do not purport to be complete and are qualified by the text of the contracts themselves.

### 10.4.1 Vested Mandate Agreement

CMG entered into a mandate agreement with Vested Equities Pty Ltd ACN 601 621 390 dated 1st July 2021 to facilitate the issue and marketing of Shares under the Offer and act as the corporate adviser (**Vested Mandate Agreement**).

The services provided by Vested Equities Pty Ltd ACN 601 621 390 under the Vested Mandate Agreement include:

- (a) facilitating project management and due diligence;
- (b) assisting the preparation and drafting of the Prospectus, presentations, websites and other marketing content;
- (c) marketing the Offer, including communications strategies, bookbuilding, and organising roadshows; and
- (d) acting as lead manager to a seed capital raise of \$635,000.
- (e) supporting the share registry.

Vested Equities Pty Ltd ACN 601 621 390 has not provided any legal, taxation or accounting advice to CMG in connection with its services under the Vested Mandate Agreement.

The consideration payable under the Vested Mandate Agreement is as follows:

- (a) the payment of a monthly retainer fee of \$10,000 (plus GST) per month, payable until completion or termination of the engagement;
- (b) the payment of an offer management fee equal to one (1) percent (plus GST) of funds raised under the Offer;
- (c) the payment of a selling fee equal to five (5) percent of funds raised under the Offer.
- (d) the issue of the Broker Options, being:
  - o Pre-IPO Broker Options of 2,118,333; and
  - o IPO Broker Options of 6,250,000.

Broker Option Terms:



Key Terms	Description
Rights attaching to Broker Options	<p>Each Broker Option entitles the holder to one Share on exercise of the Broker Option. Shares issued following an exercise of a Broker Options (<b>Broker Option Shares</b>) rank equally with other Shares, and holders of Broker Option Shares are entitled to the same rights as other Shareholders, as specified in the Constitution (as to which see Section 2.12). A Broker Option does not, in itself, confer on the holder:</p> <ul style="list-style-type: none"> <li>• any voting rights in respect of Shares or other equity securities of CMG;</li> <li>• the right to participate in new issue of Shares or other equity securities of CMG;</li> <li>• the right to attend or vote at any general meeting or other meeting of holders of any Shares or other equity securities of CMG;</li> <li>• the right to receive dividends or other distributions or to receive or otherwise participate in any returns of capital from CMG; or</li> <li>• the right to participate in the liquidation or winding up of CMG.</li> </ul>
Issue Price	The Broker Options shall or have been issued for no cash consideration.
Exercise Price	The exercise price of each Broker Option is \$0.25 ( <b>Exercise Price</b> )
Exercise Period	The Broker Options will expire 2 years from the Listing Date.
Broker Options Transferable	The Broker Options are transferable however will not be quoted.
Exercise of Broker Options	<p>The Broker Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Broker Option to CMG at any time on or after the date of issue of the Broker Options and on or before the Expiry Date. Payment may be made as directed by CMG from time to time, which may include by cheque, electronic funds transfer or other methods.</p> <p>Upon the valid exercise of the Broker Options and payment of the Exercise Price, CMG will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares.</p>



Key Terms	Description
New Issue	A holder is not entitled to participate in any new issue of Shares to existing Shareholders unless they have exercised their Broker Options before the record date for the new issue and participate as a result of holding Shares.
Capital Reorganisation	In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of CMG, the number of Broker Options or the Exercise Price of the Broker Options, or both will be reorganised (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time or reorganisation.
ASX quotation	CMG does not intend to apply for listing of the Broker Options on the ASX. CMG shall apply for listing of the resultant shares of CMG issued upon exercise of any Broker Option.

Other material terms under the Vested Mandate Agreement include:

- (a) either party may terminate with or without cause by providing one (1) months' written notice;
- (b) terms which clarify how the Vested Equities Pty Ltd ACN 601 621 390 manages internal conflict of interests in relation to CMG's interests;
- (c) an indemnity and release of liability in favour of the Vested Equities Pty Ltd ACN 601 621 390 and its associates for any loss they suffer in connection with their engagement or the IPO, or any breach of the Vested Mandate Agreement by CMG;
- (d) express terms confirming the contractual relationship of the parties is not one of partnership or fiduciary;
- (e) obligations of confidence, delivery of information required for the Vested Equities Pty Ltd ACN 601 621 390 to perform its services and marketing and announcements;
- (f) warranties that CMG will comply with applicable laws, has full power to enter into the Vested Mandate Agreement, and is a 'wholesale client' under section 761G of the Corporations Act;
- (g) disclaimer that only CMG can rely on the services provided by the Vested Equities Pty Ltd ACN 601 621 390 which must not be relied on by any third party;



- (h) authorisation of the Vested Equities Pty Ltd ACN 601 621 390 to act on behalf of CMG in the capacity as corporate adviser;
- (i) other standard terms for an engagement agreement of this nature.

#### 10.4.2 Harbury Mandate Agreement

CMG entered into a mandate agreement with Harbury Advisors Pty Ltd ACN 625 265 965 dated 5 May 2022 to facilitate the issue and marketing of Shares under the Offer and act as the corporate adviser (**Harbury Mandate Agreement**).

The services provided by Harbury Advisors Pty Ltd ACN 625 265 965 under the Harbury Mandate Agreement include:

- (a) assisting with validating the Projects and CMG's valuation parameters for the Offer;
- (b) facilitating due diligence;
- (c) assisting the preparation and drafting of the Prospectus, presentations and other marketing content;
- (d) marketing the Offer; and
- (e) providing any other works that are reasonably necessary.

Harbury Advisors Pty Ltd ACN 625 265 965 has not provided any legal, taxation or accounting advice to CMG in connection with its services under the Harbury Mandate Agreement.

The consideration payable under the Harbury Mandate Agreement is as follows:

- (a) the payment of a retainer fee of \$6,000 (plus GST) payable within ninety (90) days of signing the Harbury Mandate Agreement;
- (b) the payment of a brokerage fee equal to six (6) percent of funds raised under the Offer from investors introduced by Harbury Advisors Pty Ltd ACN 625 265 965.

Other material terms under the Harbury Mandate Agreement include:

- (a) either party may terminate with or without cause by providing fourteen (14) days' written notice;
- (b) an indemnity and release of liability in favour of the Harbury Advisors Pty Ltd ACN 625 265 965 and its associates for any loss they suffer in connection with their engagement, or any breach of the Harbury Mandate Agreement by CMG;
- (c) express terms confirming the contractual relationship of the parties is not one of partnership or fiduciary;
- (d) obligations of confidence, delivery of information required for the Harbury Advisors Pty Ltd ACN 625 265 965 to perform its services and marketing and announcements;



- (e) authorisation of the Harbury Advisors Pty Ltd ACN 625 265 965 to act on behalf of CMG in the capacity as corporate adviser; and
- (f) other standard terms for an engagement agreement of this nature.

### 10.4.3 Convertible Notes

CMG issued the following Convertible Notes:

- on 7 October 2021, to an entity associated with Finucan Lawyers which entitles the Noteholder to convert the Convertible Note into Shares at Listing. The parties have agreed that at Listing, the Convertible Note will be converted into 250,000 Shares (representing less than 1% of the total issued Shares following Completion). The 250,000 Shares issued by CMG on conversion of the Convertible Note will be in full satisfaction and discharge of all amounts owing to the Noteholder in respect of the Convertible Note.

The Convertible Note amount is \$10,000 with a conversion ratio at Listing of 5, equating to the conversion amount in Shares of 250,000.

- on 4 February 2022, to Australian Strategic Resources Pty Ltd (an entity associated to Scott Drelincourt) which entitles the Noteholder to convert the Convertible Note into Shares at Listing. The parties have agreed that at Listing, the Convertible Note will be converted into 1,125,000 Shares (representing less than 2.7% of the total issued Shares following Completion). The 1,125,000 Shares issued by CMG on conversion of the Convertible Note will be in full satisfaction and discharge of all amounts owing to the Noteholder in respect of the Convertible Note.

The Convertible Note amount is \$45,000 with a conversion ratio at Listing of 5, equating to the conversion amount in Shares of 1,125,000.

- on 11 May 2022, to seed investors which entitles the Noteholders to convert the Convertible Notes into Shares at Listing. The parties have agreed that at Listing, the Convertible Notes will be converted into 750,000 Shares (representing approximately 1.7% of the total issued Shares following Completion). The 750,000 Shares issued by CMG on conversion of the Convertible Notes will be in full satisfaction and discharge of all amounts owing to the Noteholders in respect of the Convertible Notes. Included in the Convertible Notes is a Convertible Note with the Co-Lead Manager, Harbury Advisors Pty Ltd, which will convert to 187,500 Shares on Listing.

The Convertible Notes total \$100,000 in aggregate with a conversion ratio at Listing of 1.5, equating to the conversion amount in Shares of 750,000.



## 10.5 Substantial Holding

Based on information available to CMG, the following Shareholders (and their associates) will hold 5% or more of the total number of Shares on issue on Completion of the Offer under this Prospectus.

The following table sets out the substantial shareholders, based on the Completion of the Offer under this Prospectus:

Shareholder	Number of Shares	% Shareholding prior to the Offer	% Shareholding post the Offer
Broseley Investments Pty Ltd ACN 649 157 068 as trustee for Mining Investments Trust #2	5,010,000	29.55%	11.37%
IGS Capital Pty Ltd ACN 136 619 773 as trustee for IGS Capital Trust	4,610,000	27.19%	10.46%
The Trust Company (Australia) Limited ACN 000 000 993 as trustee for The Merchant Opportunities Fund	2,500,000	14.74%	5.67%

**Table 18**

## 10.6 Litigation and claims

As at the Prospectus Date, so far as the Directors are aware, there are no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or government prosecutions of a material nature in which CMG is directly or indirectly concerned, which is likely to have a material adverse impact on the business or financial position of CMG.

## 10.7 Insurance

CMG has a range of insurance policies in place to manage the risks of its day-to-day business activities.

These policies include professional indemnity insurance, along with workers compensation insurance for all states and territories of operation.

There are additional, more specific policies in place to cover other relevant business risks, including corporate travel and public and products liability cover.



## 10.8 Taxation considerations

### 10.8.1 General

The comments below provide a general summary of Australian tax issues for Australian tax resident individual Shareholders who acquire Shares under this Prospectus and hold their Shares on capital account for Australian income tax purposes.

These comments do not apply to Shareholders that hold their Shares on revenue account or as trading stock, or to non-Australian tax resident Shareholders. They also do not apply to Shareholders that are banks, insurance companies or taxpayers that carry on a business of trading in Shares. These Shareholders should seek their own professional advice.

Tax laws are complex. The comments below are based on the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth), the *A New Tax System (Goods and Services Tax) Act 1999* (Cth), relevant stamp duty legislation, applicable case law and published Australian Taxation Office and State/Territory Revenue Authority rulings, determinations and statements of administrative practice at the Prospectus Date. The tax consequences discussed below may alter if there is a change to the tax law after the Prospectus Date. They do not take into account the tax law of countries other than Australia.

This summary is general in nature and is not intended to be an authoritative or complete statement of the applicable law. CMG and its advisers disclaim all liability to any Shareholder or other party for all costs, loss, damage and liability that the Shareholder or other party may suffer or incur arising from, relating to or in any way connected with the contents of this summary or the provisions of this summary to the Shareholder or other party or the reliance on this summary by the Shareholder or other party.

Shareholders should seek professional advice on the taxation implications of holding the Shares, taking into account their specific circumstances.

### 10.8.2 Dividends on a Share for Australian tax resident Shareholders

Dividends distributed by CMG on a Share will constitute assessable income of an Australian tax resident Shareholder. Australian tax resident Shareholders should include in their assessable income the dividend actually received, together with any franking credit attached to that dividend.

Where the franking credit is included in the Shareholder's assessable income, the Shareholder will generally be entitled to a corresponding tax offset against tax payable by the Shareholder. To be eligible for the franking credit tax offset, a Shareholder must satisfy the 'holding period' rule and 'related payments' rule. This requires that a Shareholder hold the Shares 'at risk' for a continuous period of not less than 45 days (excluding



the days of acquisition and disposal) and that the benefit of the dividend is not passed on within 45 days. Shareholders should seek professional advice to determine if these requirements, as they apply to them, have been satisfied. The holding period rules will not apply to a Shareholder who is an individual whose tax offset entitlement (for all franked distributions received in the income year) does not exceed AU\$5,000.

Where a Shareholder is an individual or a complying superannuation entity, the Shareholder will generally be entitled to a refund of tax to the extent that the franking credit tax offset exceeds the Shareholder's income tax liability for the income year.

Where a Shareholder is a company, the Shareholder will generally be entitled to claim a carry forward loss calculated by reference to any excess of the franking credit attached to the Shareholder's dividends over the Shareholder's tax liability for the income year. Shareholders that are companies should seek specific advice regarding the tax consequences of dividends received in respect of the Shares they hold and the calculation of carry forward tax losses arising from excess tax offsets.

Franked dividends received by a corporate Shareholder will generally give rise to a franking credit in the Shareholder's franking account (subject to the Shareholder satisfying the rules outlined above for claiming a tax offset). Special rules apply to Shareholders that are trustees (other than trustees of complying superannuation entities) or partnerships. These Shareholders should seek specific advice regarding the tax consequences of dividends received in respect of Shares held.

### **10.8.3 Disposal of Shares by Australian tax resident Shareholders**

The disposal of a Share by a Shareholder will be a CGT event where the Shareholder holds their Share on capital account. The Shareholder will make a capital gain where the capital proceeds received on the disposal of the Share exceeds the cost base of the Share, and will make a capital loss where the reduced cost base of the Share exceeds the capital proceeds from the disposal of that Share. Capital losses may only be offset against capital gains made by the Shareholder in the same income year or future income years. Broadly, the cost base and reduced cost base of a Share will be equal to the amount paid to acquire the Share (including certain other costs, such as incidental costs of acquisition and disposal).

Generally, all capital gains and losses made by a Shareholder for an income year, plus any net capital losses carried forward from an earlier income year, will need to be aggregated to determine whether the Shareholder has made a net capital gain or net capital loss for the year. A net capital gain is included in a Shareholder's assessable income whereas a net capital loss is carried forward and may be available to be offset against capital gains of later years (subject to the satisfaction of the loss recoupment rules for companies).



If a Shareholder is an individual, complying superannuation entity or trust, and has held the Share for at least 12 months or more before disposal of the Share, the Shareholder will be entitled to a 'CGT discount' for any capital gain made on the disposal of the Share. Where the CGT discount applies, any capital gains arising may be reduced by 50% in the case of individuals and trusts, and by one-third in the case of complying superannuation entities. Shareholders that are companies are not entitled to a CGT discount.

Where the Shareholder is a trustee of a trust that has held the Share for at least 12 months or more before disposal, the CGT discount may flow through to the beneficiaries of that trust if those beneficiaries are not companies. Shareholders that are trustees should seek specific advice regarding the tax consequences of distributions to beneficiaries who may qualify for discounted capital gains after offering current year or prior year capital losses.

#### **10.8.4 Tax file number**

A Shareholder is not required to quote their TFN to CMG. However, if a TFN or exemption details are not provided, CMG may be required to deduct Australian tax from certain distributions (other than fully franked dividends) at the maximum marginal tax rate plus the Medicare levy. A Shareholder that holds Shares as part of an enterprise may quote their Australian Business Number instead of their TFN.

#### **10.8.5 Goods and Services Tax**

Shareholders should not be liable for GST in respect of their acquisition or disposal of Shares. No GST should be payable by Shareholders on receiving dividends distributed by CMG.

#### **10.8.6 Stamp Duty**

No Australian stamp duty should be payable by Shareholders in respect of their acquisition or disposal of their Shares. However, Shareholders should obtain their own independent advice depending on their individual circumstances.

### **10.9 Consents to be named and disclaimers of responsibility**

Each of the parties listed in this Section 10.9 of this Prospectus (each a **Consenting Party**), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding 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 a statement or report included in this Prospectus with its consent as specified below.

Each of the parties listed below have given and has not, before lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of



the statements in this Prospectus that are specified below in the form and context in which the statements appear:

- (a) Vested Equities Pty Ltd ACN 601 621 390, AFSL No. 478987 has given and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as Co-Lead Manager to the Offer;
- (b) Harbury Advisors Pty Ltd ACN 625 265 965 has given and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as Co-Lead Manager to the Offer;
- (c) PKF Brisbane Audit, as the trading name for PKF Brisbane Pty Ltd ACN 169 816 531 has given and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as Auditor and Investigating Accountants in the form and context in which it is named and has given and not withdrawn its consent to the inclusion in this Prospectus of its Investigating Accountants' Report in the form and context in which it is included;
- (d) Finucan Lawyers s has given and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as Australian legal adviser to CMG in relation to the Offer in the form and context in which it is named;
- (e) Measured Group Pty Ltd has given and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as independent expert geologist to CMG in relation to the Offer in the form and context in which it is named; and
- (f) Automic Pty Ltd trading as Automic Group has given and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. The Share Registry has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry to CMG.

## 10.10 Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by CMG. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise indicated all data contained in charts, graphs and tables is based on information available at the Prospectus Date.

## 10.11 Governing Law

This Prospectus and the contracts that arise from the acceptance of the Applications are governed by the laws applicable in Queensland and each Applicant submits to the exclusive jurisdiction of the courts of Queensland.



## 10.12 Documents available for inspection


Copies of the following documents are available for inspection during normal office hours at the registered office of CMG for 13 months after the Prospectus Date:

- (a) this Prospectus;
- (b) the Constitution of CMG; and
- (c) the consents to the issue of this Prospectus.

## 10.13 Consent by the Directors

Each of the Directors of CMG has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 25 May 2022

A handwritten signature in black ink, appearing to read 'Alan Broome', with a long, wavy horizontal line extending to the right.

**Alan Broome AM**

Chairman and Non-executive Director  
Critical Minerals Group Limited



## 11. Glossary

In this Prospectus the following expressions have the meanings set out below:

<b>AASB</b>	has the meaning given to it in Section 7
<b>A\$ or \$</b>	Australian dollars
<b>Applicant(s)</b>	a person who submits an Application Form
<b>Application(s)</b>	an application for Shares by submitting an Application Form
<b>Application Form</b>	an application form for Shares attached to or accompanying this Prospectus
<b>Application Monies</b>	the amount accompanying an Application Form submitted by an Applicant
<b>ASIC</b>	the Australian Securities & Investments Commission
<b>ASX</b>	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited
<b>ASX Listing Rules</b>	the official rules of the ASX
<b>ASX Settlement Operating Rules</b>	the operating rules of ASX Settlement Pty Ltd ACN 008 504 532
<b>Board</b>	the board of Directors of CMG
<b>Broker(s)</b>	any ASX participating organisation selected by the Co-Lead Managers to act as broker to the Offer
<b>Broker Options</b>	the options provided in accordance with the Vested Mandate Agreement and as outlined in more detail in Section 2.5 and 10.4.1 of this Prospectus, comprising both the Pre-IPO Broker Options and IPO Broker Options
<b>Broker Option Shares</b>	has the meaning given in Section 10.4.1
<b>CCA</b>	conduct and compensation agreement
<b>CEO</b>	the chief executive officer of CMG



<b>CFO</b>	the chief financial officer of CMG
<b>CGT</b>	Capital Gains Tax
<b>Chairman</b>	the Chairman of the Board
<b>CHESS</b>	Clearing House Electronics Sub-Register System
<b>Closing Date</b>	the date by which valid Applications must be received by the Share Registry being 5:00pm (Sydney Time) 30 June 2022 or such other date and time determined by the Board
<b>CMG</b>	Critical Minerals Group Limited ACN 652 994 726
<b>CMG1</b>	CMG 1 Pty Ltd ACN 652 999 141
<b>Co-Lead Managers</b>	Vested Equities Pty Ltd ACN 601 621 390 AFSL No. 478987 and Harbury Advisors Pty Ltd ACN 625 265 965 AFSL 471379
<b>Completion</b>	completion of the Offer
<b>Constitution</b>	the constitution of CMG
<b>Convertible Note</b>	the convertible note agreements outlined in Section 10.4.3
<b>Convertible Note Shares</b>	the Shares issued pursuant to the Convertible Note
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth)
<b>CRN</b>	Customer Reference Number
<b>Director(s)</b>	a director of CMG
<b>EPM</b>	exploration permit for minerals
<b>EPMA</b>	exploration permit for minerals application
<b>Exercise Price</b>	has the meaning given in Section 10.4.1
<b>Expenses of the Offer</b>	the expenses of the Offer as detailed in Section 4.4
<b>Exposure Period</b>	the 7 day period commencing after lodgement of the Prospectus with ASIC during which no applications may be accepted by CMG
<b>Figtree Creek Project</b>	the project at tenement EPMA 27998 as further detailed in Section 4.2.3 of this Prospectus



<b>Financial Information</b>	has the meaning given to it in Section 7
<b>Founders' Shares</b>	the 10,530,000 Shares owned by the founders of CMG
<b>Group</b>	has the meaning given to it in Section 7
<b>GST</b>	Goods and Services Tax
<b>Harbury Mandate Agreement</b>	the mandate agreement as described in Section 10.4.2
<b>HIN</b>	Holder Identification Number
<b>Historical Financial Information</b>	has the meaning given to it in Section 7
<b>Independent Geologist Report</b>	the expert report prepared by the independent geologist Measured Group Pty Ltd in Section 10
<b>Investigating Accountant</b>	PKF Brisbane Audit – PKF Brisbane Pty Ltd ACN 169 816 531
<b>Investigating Accountant's Report</b>	the report prepared by PKF Brisbane Audit in Section 7 of this Prospectus
<b>IPO Broker Options</b>	Broker Options issued pursuant to the Vested Mandate Agreement in relation to capital raising under of the Offer
<b>JORC Code</b>	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 edition prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia
<b>Lindfield Project</b>	the project at tenement EPM 27872 as further detailed in Section 4.2.2 of this Prospectus
<b>Listing</b>	the admission of CMG to the Official List and the official quotation of it Shares
<b>Loan</b>	a loan provided to Participants in the Long-Term Incentive Plan as described in Section 5.8
<b>Loan Terms</b>	the terms of the Loan as described in Section 5.8
<b>Long-Term Incentive Plan</b>	the long-term incentive plan as described in Section 5.8



<b>Lorena Surrounds Project</b>	the project at tenement EPMA 27999 as further detailed in Section 4.2.4 of this Prospectus
<b>Management</b>	the management team of CMG
<b>Minimum Subscription</b>	25,000,000 Shares at the Offer Price to raise \$5,000,000
<b>Non-Executive</b>	a member of the Board who does not form part of the Management
<b>Noteholder</b>	a party to which CMG has issued a Convertible Note
<b>Offer</b>	the offer of Shares under this Prospectus
<b>Offer Period</b>	the period commencing on the Opening Date and ending on the Closing Date
<b>Offer Price</b>	\$0.20 per Share
<b>Official List</b>	the official list of the ASX
<b>Opening Date</b>	the date the Offer opens being 1 June 2022 or such other date determined by the Board
<b>Participant</b>	a participant in the Long-Term Incentive Plan as described in Section 5.8
<b>Plan Offer</b>	an offer forming part of the Long-Term Incentive Plan as described in Section 5.8
<b>PPSA</b>	<i>Personal Property Securities Act 2009</i> (Cth)
<b>Pre-IPO Broker Options</b>	Broker Options issued pursuant to the Mandate Agreement in relation seed capital raising prior to the Offer
<b>Pro Forma Historical Information</b>	has the meaning given to it in Section 7
<b>Projects</b>	Lindfield Project, Figtree Creek Project and Lorena Surrounds Project as further described in Section 4 of this Prospectus
<b>Prospectus</b>	this document
<b>Prospectus Date</b>	the date of the Prospectus, being 25 May 2022
<b>Recommendations</b>	has the meaning given to that term in Section 6.1



<b>Securities</b>	has the meaning given to that term in section 92(4) of the Corporations Act
<b>Seed Investors' Shares</b>	the 6,425,000 Shares owned by Shareholders of CMG prior to Listing other than the Founders' Shares
<b>Share</b>	a fully paid ordinary Share in CMG
<b>Share Registry</b>	Automic Pty Ltd trading as the Automic Group
<b>Shareholder</b>	a registered holder of a Share in CMG
<b>SRN</b>	Securityholder Reference Number
<b>Tenements</b>	Lindfield Project (EPM 27872), Figtree Creek Project (EPMA 27998), Lorena Surrounds Project (EPMA 27999)
<b>TFN</b>	Tax File Number
<b>US</b>	United States of America
<b>US Securities Act</b>	<i>US Securities Act 1933</i>
<b>Use of Funds</b>	the use of funds as described in Section 4.4
<b>Vanteq</b>	Vanteq Minerals Pty Ltd ACN 649 157 335
<b>Vested Mandate Agreement</b>	the mandate agreement as described in Section 10.4.1



## 12. Application Forms



**CRITICAL  
MINERALS  
GROUP**

**CRITICAL MINERALS GROUP LIMITED**  
**ACN 652 994 726**

# PUBLIC OFFER APPLICATION FORM

Your Application Form must be received by no later than:  
**30 June 2022**  
**(unless extended or closed earlier)**

### Application Options:

### Option A: Apply Online and Pay Electronically (Recommended)

**Apply online at:** <https://investor.automic.com.au/#/ipo/criticalminerals>

- ✓ **Pay electronically:** Applying online allows you to pay electronically, via **BPAY®** or **EFT** (Electronic Funds Transfer).
- ✓ **Get in first, it's fast and simple:** Applying online is very easy to do, it eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **It's secure and confirmed:** Applying online provides you with greater privacy over your instructions and is the only method which provides you with confirmation that your Application has been successfully processed.



To apply online, simply scan the barcode to the right with your tablet or mobile device or you can enter the URL above into your browser.

### Option B: Standard Application

Enter your details below (clearly in capital letters using pen), attach cheque and return in accordance with the instructions on page 2 of the form

1. Number of Shares applied for \_\_\_\_\_ Application payment (multiply box 1 by \$0.20 per Share)  
 \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ A\$ \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ . 0 0  
 Applications under the Offer must be for a minimum of \$2,000 worth of Shares (10,000 Shares).

**2. Applicant name(s) and postal address (Refer to Naming Standards overleaf)**

[illegible]

Post Code:

### 3. Contact details

Telephone Number

( )

Contact Name (PLEASE PRINT)

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
Email Address

\_\_\_\_\_

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

#### 4. CHESS Holders Only – Holder Identification Number (HIN)

[illegible]

 Note: if the HIN is incorrect or the name and address details in section 2 does not match exactly with your registration details held at CHES, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.

### 5. TFN/ABN/Exemption Code

Applicant #1

[illegible]

Applicant #2

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Applicant #3

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If NOT an individual TFN/ABN, please note the type in the box  
C = Company; P = Partnership; T = Trust; S = Super Fund

**YOUR PRIVACY**

**YOUR PRIVACY**  
Automatic Pty Ltd (ACN 152 260 814) trading as Automatic Group advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and email address) to be included in the public register of the entity in which you hold Shares. Privacy, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – [www.automic.com.au](http://www.automic.com.au)


**AUTOMIC GROUP**



**CORRECT FORMS OF REGISTRABLE TITLE**

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual	Mr John Richard Sample	J R Sample
Joint Holdings	Mr John Richard Sample & Mrs Anne Sample	John Richard & Anne Sample
Company	ABC Pty Ltd	ABC P/L or ABC Co
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Company
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample <Health Club A/C>	Health Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

**INSTRUCTIONS FOR COMPLETING THE FORM****YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS PUBLIC OFFER APPLICATION FORM.**

This is an Application Form for fully paid ordinary Shares in Critical Minerals Group Limited (ACN 652 994 726) (Company) made under the terms of the Public Offer set out in the Prospectus dated 25 May 2022.

Capitalised terms not otherwise defined in this document has the meaning given to them in the Prospectus. The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus and any supplementary Prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary Prospectus (if applicable) and an Application Form, on request and without charge.

- Shares Applied For & Payment Amount** - Enter the number of Shares & the amount of the application monies payable you wish to apply for. Applications must be for a minimum of \$2,000 worth of Shares (10,000 Shares).
- Applicant Name(s) and Postal Address** - ONLY legal entities can hold Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. Refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am and 5:00pm (AEST) should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/#/home>.
- CHESS Holders** - If you are sponsored by a stockbroker or other participant and wish to hold Shares allotted to you under this Application on the CHESS subregister, enter your CHESS HIN. Otherwise leave the section blank and an allotment you will be sponsored by the Company and a "Securityholder Reference Number" (SRN) will be allocated to you.
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.
- Payment** - Payments for Applications made using a paper Application Form can only be made by cheque. Your cheque must be made payable to "Critical Minerals Group Limited" and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid. Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Completed Application Forms and accompanying cheques must be received before 5:00pm (AEST) on the Closing Date by being delivered or mailed to the address set out in the instructions below. Applicants wishing to pay by BPAY® or EFT should complete the online Application, which can be accessed by following the web address provided on the front of the Application Form. Please ensure that payments are received by 5:00pm (AEST) on the Closing Date. Do not forward cash with this Application Form as it will not be accepted.

**DECLARATIONS****BY SUBMITTING THIS APPLICATION FORM WITH THE APPLICATION MONIES, I/WE DECLARE THAT I/WE:**

- Have received a copy of the Prospectus, either in printed or electronic form and have read the Prospectus in full;
- Have completed this Application Form in accordance with the instructions on the form and in the Prospectus;
- Declare that the Application Form and all details and statements made by me/us are complete and accurate;
- I/we agree to provide further information or personal details, including information related to tax-related requirements, and acknowledge that processing of my application may be delayed, or my application may be rejected if such required information has not been provided;
- Agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus;
- Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- Acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- Apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus);
- Acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- Authorise the Company and their agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated;
- Am/are over 18 years of age;
- Agree to be bound by the Constitution of the Company; and
- Acknowledge that neither the Company nor any person or entity guarantees any particular rate of return of the Shares, nor do they guarantee the repayment of capital.

**LODGEMENT INSTRUCTIONS**

The Offer opens on 02 June 2022 and is expected to close on 30 June 2022. The Directors reserve the right to close the Offer at any time once sufficient funds are received or to extend the Offer period. Applicants are encouraged to submit their Applications as early as possible. Completed Application Forms and payments must be submitted as follows:

**Paper Application and Cheque**

**By Post:**  
Critical Minerals Group Limited  
C/- Automic Pty Ltd  
GPO Box 5193  
SYDNEY NSW 2001

**OR**

**By Hand Delivery:**  
Critical Minerals Group Limited  
C/- Automic Pty Ltd  
Level 5, 126 Phillip Street  
SYDNEY NSW 2000

**Online Applications and BPAY® or EFT Payments**

**Online:**  
<https://investor.automic.com.au/#/ipo/criticalminerals>

**ASSISTANCE**

Need help with your application, no problem. Please contact Automic on:



**PHONE:**  
1300 288 664 within Australia  
+61 (2) 9698 5414 from outside Australia



**LIVE WEBCHAT:**  
Go to [www.automicgroup.com.au](http://www.automicgroup.com.au)



**EMAIL:**  
[corporate.actions@automic.com.au](mailto:corporate.actions@automic.com.au)

