

Prospectus

South-East Queensland Exploration Limited ACN 659 090 338 (to be renamed SQX Resources Limited)

ASX Code: SQX

For an offer of 25,000,000 Shares at an issue price of \$0.20 per Share to raise \$5,000,000 and 1 free attaching Loyalty Option for every 2 Shares issued, with an exercise price of \$0.30 per Loyalty Option.

This Prospectus also contains an offer of options to the Lead Manager. Please refer to Section 5.20 of the Prospectus for further details.

Lead Manager

PAC Partners Securities Pty Ltd

Defined terms

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary in Section 12.

Important document

This Prospectus provides important information about the Company. You should read the entire document. If you have any questions about the Securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

An investment in the Company's securities is highly speculative.

Important Notices

General

This Prospectus is dated 30 November 2022. A copy of this Prospectus was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

No person is authorised to provide any information or make any representations about the Offer which is not contained in this Prospectus. Information or representations not contained in this Prospectus must not be relied on as authorised by the Company, or any other person, in connection with the Offer.

Suitability of Investment & Risks

This Prospectus provides information for investors to decide if they wish to invest in the Company. Read the document in its entirety. Examine the risk factors that could affect the financial performance of the Company. Consider these factors carefully in light of your personal financial circumstances. Seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Offer does not take into account any investment objectives, financial situation or needs of particular investors.

An investment in the Company should be considered highly speculative.

No offering where offering would be illegal

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of those restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia and New Zealand should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. It is important that investors read this

Prospectus in its entirety and seek professional advice where necessary.

No action has been taken to register or qualify the Securities offered under this Prospectus or the Offer, or to otherwise permit a public offering of the securities in any jurisdiction outside Australia and New Zealand. This Prospectus has been prepared for publication in Australia and New Zealand and may not be released or distributed in the United States of America.

Electronic Prospectus

This Prospectus is available electronically at www.sqxresources.com.

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian or New Zealand resident and must only access the Prospectus from within Australia or New Zealand. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

The *Corporations Act* prohibits any person passing on to another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, at its election either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with an electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Defined Terms

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

Website

No document or information included on the Company's or any third party's website is

incorporated by reference into this Prospectus.

Privacy

Please read the privacy information located in Section 5.21 of this Prospectus. By submitting an Application Form, you consent to the matters outlined in that Section.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'hopes', 'expects', 'intends', 'aimed at' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of past and present economic and operating conditions and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its Directors and management.

Although the Company believes that the expectations reflected in the forward looking statements included in this Prospectus are reasonable, none of the Company, its Directors or officers and management, or any person named in this Prospectus, can give, or gives, any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur or that the assumptions on which those statements are based will prove to be correct or exhaustive beyond the date of their making. Investors are cautioned not to place undue reliance on these forward-looking statements.

Except to the extent required by law, the Company has no intention to update or revise forward looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus.

The forward-looking statements contained in this Prospectus are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. The key risk factors of investing in the Company are set out in Section 3 of this Prospectus.

Currency

Monetary amounts shown in the Prospectus are expressed in Australian dollars unless otherwise stated.

Consent not sought for certain statements

Statements made by, attributed to or based on statements by third parties have not been consented to for the purposes of section 729 of the Corporations Act and are included in this Prospectus by the Company on the basis of *ASIC Corporations (Consents to Statements) Instrument 2016/72* relief from the Corporations Act for statements used from books, journals or comparable publications.

Competent Persons Statements

The information included in Section 1 - Investment Overview, in Section 2 - Company and Project Overview and in Section 8 - Independent Geologist's Report, insofar as they relate to exploration results and mineral resources, is based on information compiled by Paul Habermann. Paul Habermann 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 a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (**JORC Code**). Paul Habermann is a consultant and shareholder of the Company. Paul Habermann consents to the inclusion of the information in these Sections of the Prospectus in the form and context in which it appears.

The information in Section 8 - Independent Geologist's Report, which relates to a technical assessment report of the Project, is based on information compiled by Simon Tear, Director of independent mining consultants, H&S Consultants Pty Ltd. Simon Tear 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 a Practitioner as defined in the 2015 edition of the 'Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets' (**VALMIN Code**). Simon Tear is a Director of H&S Consultants Pty Ltd. Simon Tear consents to the inclusion of the information in these Sections of the Prospectus in the form and context in which it appears.

Photographs and Diagrams

Photographs used in this Prospectus without descriptions are only for illustration. Any people shown are not endorsing this Prospectus or its contents. Diagrams used in

this Prospectus may not be drawn to scale. The assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

Exposure Period

The Corporations Act prohibits the Company from processing Applications under the Offer in the 7-day period after the date of lodgement of the Prospectus with ASIC (**Exposure Period**). This period may be extended by ASIC for a further period of up to 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 under the Offer. This Prospectus will be made generally available to Australian and New Zealand residents during the Exposure Period, without the Application Form, by being posted on the following website: www.sqxresources.com.

Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

THIS PROSPECTUS IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY.

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Letter from the Chairman

Dear Investor,

On behalf of the Board of South-East Queensland Exploration Limited ("SQX" or "the Company") (to be renamed SQX Resources Limited), I take pleasure in presenting this Prospectus and inviting you to become a Shareholder in the Company.

SQX is a modern mineral exploration company dedicated to delivering shareholder value by building a portfolio of exploration, development, and operating assets. The opportunity exists for SQX to participate in a new era of exploration, employing traditional techniques together with new technologies applied to existing data to identify prospective targets.

The Company's business strategy involves near-term exploration for mineral resources that have the potential to drive value for Shareholders, with the longer-term aim of developing and operating a suite of economic mining assets.

SQX's current focus is on copper and gold mineralisation at its Ollenburs and Scrub Paddock Prospects, which are located in the underexplored Esk Basin in southeast Queensland and situated near major regional infrastructure and population centres. Both Prospects feature known mineralisation and historical mine workings. The Directors believe that these Prospects are highly prospective, warrant further exploration using modern exploration methods and can be efficiently tested by the Company's experienced team.

Identified as a potential gold-copper porphyry, the Scrub Paddock Prospect features more than 20 mine workings and an area of comparable scale to Cadia/Ridgeway. Soil sampling and drilling have already confirmed gold and copper mineralisation; the extent of this mineralisation, both along the strike of the surface anomaly and also the depth, is unknown. A recently identified anomaly identified by induced polarisation ("IP") survey sits just beneath existing drillholes. The Company intends to drill these high priority targets immediately upon listing, with the aim of defining an economic mineral resource.

The Ollenburs Prospect hosts potential for a copper-gold porphyry. Featuring several copper / gold / silver mine workings, an anomaly visible on aeromagnetic mapping, a surface anomaly evidenced by rock-chip and soil sampling across approximately 300m x 50m and no historical drilling, the Company will expand soil sampling, undertake IP surveying and, if justified, follow up with exploration drilling.

The Board is excited to take the Company and its prospects to the next stage of their development and to gain exposure to copper, given current market conditions. Copper is expected to face large supply deficits mid-decade, given a surge in demand on the back of the green transition and sticky supply¹.

An experienced Board and Management team has been assembled with a diverse range of qualifications and skillsets to deliver on the Company's business strategy. Expertise and experience includes exploration geology, technical and economic assessment, corporate finance, corporate law, corporate governance, and operational planning, providing the necessary foundations to build a listed portfolio of exploration, development and operating metallurgical assets.

The primary purpose of the Offer is to provide funds to expand exploration activities at the Prospects, with the goal of defining a mineral resource and ultimately developing through to production. The Board may also elect to acquire additional projects on an opportunistic basis.

Pursuant to this Prospectus, the Company is seeking to raise \$5,000,000 by the issue of 25,000,000 Shares at an issue price of \$0.20 per Share, with one free attaching unlisted Loyalty Option (exercisable at 30 cents and expiring 36 months after issue), for every 2 Shares issued.

¹ "Copper is the new oil", Goldman Sachs Commodities Research, 2021

Investors should note that the Company is an early-stage mineral exploration and development company, and that any investment made in the Company should be considered highly speculative. An investment in the Company is subject to risks, including Company-specific risks and general risks. Detailed information about these key risks is set out in Section 3, which I suggest you read carefully. Investors should seek advice prior to making any investment decision regarding the Company.

On behalf of the Board of Directors, I invite you to subscribe for Shares in the Company and look forward to sharing in what I believe will be an exciting and prosperous future for the Company.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Bryan Granzien". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Bryan Granzien
Non-Executive Chairman

Key Offer Information

Key Dates - Indicative Timetable ¹

Event	Date
Lodgement of Prospectus with ASIC	30 November 2022
Opening Date of the Offer	7 December 2022
Closing Date of the Offer	14 December 2022
Issue of new Shares and Loyalty Options under the Offer	13 January 2023
Despatch of holding statements to Shareholders	16 January 2023
Expected date for quotation on ASX	19 January 2023

¹ The above dates are indicative only and may change without notice. The Exposure Period may be extended by ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act. The Company reserves the right to extend the Closing Date or close the Offer early without prior notice. The Company also reserves the right not to proceed with the Offer at any time before the issue of Shares to Applicants.

Key Offer Statistics ⁹

Amount to be raised under the Offer (before costs)		\$5,000,000
Shares offered		25,000,000
Price of securities under the Offer	Shares	\$0.20
	Loyalty Options	Free
Percentage of Shares held by existing Shareholders following completion of the Offer ¹		20.0%
Indicative market capitalisation upon completion of the Offer ²		\$6,250,000
Total shares on issue on completion of the Offer ³		31,250,000
Existing Options on issue on completion of the Offer ⁴		3,125,000
Director and Management Options on issue on completion of the Offer ⁵		3,350,000
Performance Rights on issue on completion of the Offer ⁶		2,525,000
Loyalty Options on issue on completion of the Offer ⁷		12,500,000
Lead Manager Options on issue on completion of the Offer ⁸		3,335,478

Notes:

1. Refer to Section 4.4 for details of the Directors' interests in the Company's securities, Section 5.7 for information of the Company's capital structure, Section 5.18 for arrangements pertaining to restrictions and escrow on the Company's securities.

2. Market capitalisation is determined by multiplying the total number of Shares on issue by the price at which the Shares trade on the ASX from time to time. In the table above, the market capitalisation is calculated at the issue price of each Share under the Offer, being \$0.20. Please note that there is no guarantee that the Shares will be trading at \$0.20 upon the Company listing.

³ Refer to Section 10.2 for information about the rights attaching to Shares. The number of Shares represented in the table assumes that the Share Split is approved at the Company's General Meeting called for 15 December 2022. Refer to Section 5.8 for details of the Company's substantial shareholders as at the date of this Prospectus.

4. Refer to Section 10.3 for the key terms of the Existing Options.

5. Refer to Sections 4.6 and 10.5 for the key terms of the Director and Management Options.

6. Refer to Section 10.8 for the terms and conditions of the Performance Rights.

7. Refer to Section 10.4 for the key terms of the Loyalty Options.

8. Refer to Section 10.6 for the key terms of the Lead Manager Options.

9. Refer to Section 5.7 for further details relating to the proposed capital structure of the Company.

1. Investment Overview

Question	Response	Further Info
Company		
Who is the issuer of this Prospectus?	South-East Queensland Exploration Limited ACN 659 090 338 (to be renamed SQX Resources Limited).	Section 2
Who is the Company and what does it do?	<p>The Company was incorporated on 2 May 2022 for the purpose of pursuing opportunities in the resources sector designed to add shareholder value by acquiring, exploring, evaluating and exploiting mineral resource projects.</p> <p>Prior to admission to the Official List, the Company will acquire all the shares of Ollenburgs Pty Ltd pursuant to the Ollenburgs Acquisition Agreement.</p>	Section 2
What are the Prospects in which the Company intends to hold an interest?	<p>The Company (through its subsidiary) will hold EPM 27257 (the Tenement) upon admission to the Official List of ASX, which is comprised of the:</p> <p>(a) Scrub Paddock Prospect; and</p> <p>(b) Ollenburgs Prospect,</p> <p>both located 37km NE of Nanango and 190km NW of Brisbane, Queensland within EPM 27257</p>	<p>Section 2.4</p> <p>Section 8</p> <p>Section 9</p>
Business Model		
What is the Company's business model?	The Company seeks to explore and if appropriate, develop and operate its mineral Prospects. The Company may also seek additional tenements in the future if its Directors consider that they will add additional value to the Company at the material time.	<p>Section 2.1</p> <p>Section 2.3</p>
What are the key business objectives and strategies of the Company?	<p>The Company's business plan and the purpose of the Offer is to provide the Company with funding to:</p> <p>(a) undertake capital-efficient exploration activities;</p> <p>(b) evaluate with a view to operating economic mining assets; and</p> <p>(c) opportunistically identify and acquire additional projects.</p> <p>See Section 2 for details of the proposed exploration programs on the Prospects and the Independent Geologists Report in Section 8 for further details of the Prospects, including geological information and previous activities.</p>	Sections 2.3 and 8

Question	Response	Further Info
What are the key dependencies of the Company's business model?	<p>The key dependencies of the Company's business model include:</p> <ul style="list-style-type: none"> (a) there being sufficient capital available to the Company to carry out its exploration and development plans, prior to the Company being in a position to generate income; (b) maintaining title to the Company's current and future projects; (c) retaining and where necessary, recruiting key personnel skilled in the mining and resources sector and in particular, mineral exploration; and (d) the market price of minerals remaining higher than the Company's costs of any future production (assuming successful exploration by the Company). 	Section 2.3
What are the key agreements in relation to the Company's projects?	The Ollenburgs Acquisition Agreement which is to complete prior to admission to the Official List.	Section 10.1
Key advantages and key risks		
What are the key advantages of an investment in the Company?	An investment in the Company offers investors the chance to gain an interest in current and future projects, through the Company, at the low end of the value curve and hence, exposure to the potential upside of the projects, subject to the risks identified in Section 3.	Sections 3 and 8
What are the Key risks of an investment in the Company?	<p>Investors should be aware that subscribing for Shares in the Company involves a number of risks. The risk factors set out in Section 3, and other general risks applicable to all investments in listed shares may affect the value of the Company's Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. This Section summarises only some of the risks which apply to an investment in the Company. Investors should refer to Section 3 for a more detailed summary of relevant risks.</p> <p><u>Specific risks of an investment in the Company</u></p> <ul style="list-style-type: none"> (a) No profit to date and limited operating history: Having been incorporated on 2 May 2022, the Company has a limited operating history. It is therefore not possible to evaluate its prospects based on past performance. Since the Company intends to invest in exploration of its Prospects, the Directors anticipate that the Company will continue to make losses in the foreseeable future. 	<p>Section 3</p> <p>Section 3.2(a)</p>

Question	Response	Further Info
	(b) No defined resources: The Company, at this time, does not have any identified mineral resources or reserves and previous exploration over the areas covered by the Prospects is limited. There is no assurance that exploration of the Prospects will result in the discovery of an economic ore deposit.	Section 3.2(b)
	(c) Exploration and development risks: Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company. As the Company is an early-stage exploration company, there can be no assurance that exploration of its Prospects, or any other exploration tenure that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited. This risk is compounded by the fact that the Company only currently holds a single granted tenement.	Section 3.2(c)
	(d) Resource Estimates and results of studies: In the event that the Company successfully delineates a resource on any of its tenements, that resource estimate will be an expression of judgment based on knowledge, experience and industry practice. By their very nature, resource estimates are imprecise and depend to some extent on interpretation, which may prove to be inaccurate. If the Company undertakes scoping, pre-feasibility or definitive feasibility studies that confirm the economic viability of a project, there is still no guarantee that the project will be successfully brought into production as assumed or within the estimated parameters in the study (e.g. operational costs and commodity prices) once production commences.	Section 3.2(d)
	(e) Additional requirements for capital: The funds raised under the Offer are considered sufficient to meet the exploration and evaluation objectives of the Company over the first two years, as set out in Section 5.7. Additional funding may be required in the event exploration costs exceed the Company's estimates and will be required once those funds are depleted. The Company may seek to raise further funds through equity or debt financing or a mix of them. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Company and involve substantial dilution to Shareholders.	Section 3.2(d) Section 3.2(e) Section 5.7
	(f) Potential for dilution: On completion of the Offer and the subsequent issue of Shares and Options, the number of Shares in the Company will increase from 6,250,000 to 31,250,000 (assuming that the Existing Options, Loyalty Options, Director and Management Options and the Lead Manager Options are not exercised). On this basis,	Section 3.2(g) Section 3.2(h)

Question	Response	Further Info
	existing Shareholders should note that if they do not participate in the Offer (and even if they do), their holdings may be considerably diluted (as compared to their holdings and number of Shares on issue as at the date of this Prospectus). Further capital raisings in the future may dilute Shareholders further.	
(g)	Land Access and Native Title: There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. Negotiations with both Native Title and landowners/occupiers in respect of native title, cultural heritage and access issues are generally required before the Company can access land for exploration or mining activities. Inability to gain access, or delays experienced in accessing the land may impact on the Company's activities.	Section 3.2(i) Section 3.2(l)
(h)	Title risk: The Company's Tenement permits the Company to undertake only exploration on the Tenement. If the Company successfully delineates an economic resource on this exploration license, it will need to apply for a mining permit to undertake development and mining. There is no guarantee that the Company will be granted a mining permit, if sought. Each exploration license is subject to periodic renewal and there is no guarantee that renewal will be granted in each case (although the Directors have no reason to believe that renewals will not be granted).	Section 3.2(j)
(i)	Crown Land and other restrictions: There may be restrictions imposed on the Tenement that make access to parts of it unavailable to the Company, regardless of their potential economic value to the Company. In this regard, please refer to the Schedule to the Solicitor's Report on the Tenement in Section 9. It is not possible, without further exploration of the Tenement, to determine the potential impact of these restrictions on the value of the Tenement.	Section 3.2(m) Section 9
(j)	Commodity market and exchange rate risks: The copper and gold markets are subject to global supply and demand fluctuations. These fluctuations in supply and demand may lead to lower copper and/or gold prices, which in turn may have an impact on the Company finances as well as the potential viability of Prospects and the value of the Company's Securities. The value of the Company's assets and potential earnings may be affected by fluctuations in commodity prices generally and exchange rates, such as the USD and AUD denominated gold and copper prices and the AUD / USD exchange rate.	Section 3.2(p)
(k)	Environmental Risks: The Company's exploration programs and development activities expose the Company to liability for environmental damage.	Section 3.2(n)

Question	Response	Further Info
	<p>(l) Failure to Satisfy Expenditure Commitments: The exploration license carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenement if these license conditions are not met or if insufficient funds are available to meet expenditure commitments.</p> <p>Additional key risks are disclosed in Section 3 of this Prospectus, including conditions to the Tenement, metallurgical issues, royalties, new projects and acquisitions, licences, permits and approvals, operational risks, environmental risks, reliance on key personnel, agents and contractor risks, rehabilitation liability, climate change laws and measures, government policy risk, competition risk, the limitations of insurance cover, health and safety risk, regulatory and taxation risk and the risk of litigation.</p> <p><u>General risks</u></p> <p>The Company's business is also subject to general risk factors. Such risks apply to companies generally but may materially adversely impact the Company and its business or the value of its Securities. More information about such risks is set out in Section 3.3. Some of these risks include:</p> <p>(a) Investment and share market risk - prices of the Company's Shares may rise and fall as a result of factors beyond the control of the Company and may trade for a price lower than the Offer Price;</p> <p>(b) Economic risk - general economic conditions may adversely impact the value of the Company and its securities;</p> <p>(c) Changes in taxation or other laws - changes in tax laws and policies may affect the tax consequences of an investment in the Company;</p> <p>(d) Accounting standards - accounting standards may change in a manner adversely affecting the Company; and</p> <p>(e) Force majeure - events beyond the Company's control may adversely impact the Company and its operations.</p> <p>The above is not intended to be an exhaustive list of the risk to which the Company or investors in the Company are or may be exposed. The factors specifically referred to above and other risks may in the future materially affect the viability or performance of the Company and the value of its Securities.</p>	<p>Section 3.2(k)</p> <p>Section 3.3</p>
<p>Is there an Independent Technical Report by a geologist</p>	<p>The Company engaged H&S Consultants Pty Ltd to prepare the Independent Geologist's Report on the Tenement, which is set out in Section 8. This report addresses the geological characteristics and prospectivity of the Company's Prospects.</p>	<p>Section 8</p>

Question	Response	Further Info
	The report is a technical assessment report and not a valuation report.	
Is there a tenure report for our Projects?	<p>The Solicitors' Report on the Tenement provides information on:</p> <ul style="list-style-type: none"> (a) details of the Tenement and the Company's interests in the Tenement; (b) an overview of relevant laws affecting the Tenement; and (c) the status of the Tenement. 	Section 9
Directors and Key Management Personnel		
Who are the Directors of the Company?	<p><u>Board</u></p> <p>The Board of the Company is comprised of:</p> <p>(a) Bryan Granzien – Non-Executive Chairman</p> <p>Bryan is Managing Director of Hawsons Iron Ltd, an emerging iron ore producer. He is a highly regarded executive, with extensive leadership experience, demonstrated change management expertise and success in ASX listed and unlisted environments across mining, agribusiness, information technology and steel manufacturing industries.</p> <p>Following a range of senior executive roles with MIM Holdings Ltd and Grainco Australia Pty Ltd, Bryan held General Manager positions at both Neumann Steel Pty Ltd and NatSteel Australia Pty Ltd, was a Director / CEO on Tata Steel Limited's Australian subsidiaries Tata Steel Resources Australia Pty Ltd and Kalimati Coal Co. Pty Ltd and was CEO of the ASX listed Automotive Solutions Group Pty Ltd.</p> <p>Bryan holds a Bachelor of Business, is a graduate of the Australian Institute of Company Directors and is a fellow of the CEO Institute.</p> <p>(b) Tim Cooper – Non-Executive Director</p> <p>Tim has over 17 years of natural resources experience with a broad range of operational, technical and consulting expertise.</p> <p>After starting his career in exploration and mining geology, Tim transitioned into mining consultancy, culminating in Principal Mining Consultant roles at MEC Mining Pty Ltd and Precision Mining Pty Ltd. He is currently the Technical Director for MPX, a private company with a successful track record of identifying, acquiring and investing in mineral exploration across Australia.</p> <p>Tim holds a Bachelor of Science (Geology) from the University of Newcastle.</p>	Section 4

Question	Response	Further Info
	<p>(c) Brent Van Staden – Non-Executive Director</p> <p>Brent is a Partner and Head of Capital Markets in the corporate team of Colin Biggers & Paisley Lawyers.</p> <p>He has considerable experience in all aspects of corporate and mining law, advising clients on corporate governance, capital raising, mergers and acquisitions in the mineral resources sector.</p> <p>Brent holds a Masters of Law in Taxation, a Masters of Commercial Law and a Diploma of Legal Practice. He is admitted to practice in Queensland and New South Wales, as well as the United Kingdom and South Africa. He also has a Post Graduate Diploma in Applied Corporate Governance.</p> <p>Further details on the experience and qualifications of each of these Directors are set out in Section 4.</p> <p><u>Management</u></p> <p>The Management team consists of:</p> <p>(a) Mark Purcell – Chief Executive Officer</p> <p>Mark brings a blend of experience in the mining and corporate finance industries across a variety of leadership, technical and corporate roles.</p> <p>From 2017-2022, Mark gained experience at both Rothschild & Co Australia Ltd and Goldman Sachs Australia Services Pty Ltd across mergers and acquisitions of publicly listed and private metals and mining companies, equity capital markets, derivatives and other financial advisory situations.</p> <p>Mark also spent nine years in various roles at Peabody Energy Australia Coal Pty Ltd and Rio Tinto Coal Australia Pty Ltd. The majority of these roles were in leadership positions after developing his technical mining engineering skillset.</p> <p>Mark holds a Bachelor of Engineering (Mining) from the University of Queensland and a Master of Business Administration (Executive) from the Australian Graduate School of Management.</p> <p>(b) Craig McPherson – Chief Financial Officer and Company Secretary</p> <p>Craig is a Director of M+H Private and has 25 years' experience advising businesses in all fields, specialising in business advisory and corporate finance. His career has spanned both professional practice and commercial areas.</p> <p>Before co-founding M+H Private, Craig was a partner at a mid-tier accounting firm and has also held executive roles with ASX and TSX listed companies as Chief Financial Officer, Director and Company Secretary.</p>	

Question	Response	Further Info																								
	<p>Craig continues to maintain an active role in various ASX listed and unlisted public and private companies.</p> <p>Craig currently acts as Company Secretary for a number of ASX-listed and unlisted public and private companies.</p> <p>(c) Ian Kelso – Exploration Manager</p> <p>Ian is an experienced geologist with a career spanning over 30 years in exploration and mining geology working for companies including PanAust Ltd, Pasminco Ltd and CRA (Rio Tinto Ltd).</p> <p>Ian participated in the discovery of the North Portia copper-gold deposit in the Curnamona Province in South Australia and new zinc-lead-silver ore shoots at the Endeavour Mine at Cobar, New South Wales.</p> <p>Ian holds a Bachelor of Applied Science (Hons) from the University of Technology Sydney and a Master of Engineering Science from the University of New South Wales.</p> <p>Other than the Directors, Company Secretary and Exploration Manager listed above, the Company does not have any other key management personnel.</p> <p>The Company has engaged with and has access to competent and experienced technical personnel on a contract basis to help manage the exploration activities of the Company as well as corporate administration.</p>																									
What are the Directors' interests in the Company?	<p>Each Director's remuneration and their respective relevant interests in the Securities of the Company are set out in the table below:</p> <table><tr><th>Director</th><th>Remuneration p.a.</th><th>Existing Shares</th><th>% (Undiluted) at Listing</th><th>Director and Management Options ²</th><th>Performance Rights ²</th></tr><tr><td>Bryan Granzien</td><td>\$36,000</td><td>0</td><td>0</td><td>1,350,000</td><td>750,000</td></tr><tr><td>Tim Cooper</td><td>\$30,000</td><td>105,488¹</td><td>0.34%</td><td>250,000</td><td>300,000</td></tr><tr><td>Brent Van Staden</td><td>\$30,000</td><td>0</td><td>0</td><td>250,000</td><td>300,000</td></tr></table> <p>1. Held by an entity associated with Tim Cooper. Assumes the proposed Share Split is approved by Shareholders - refer to Section 10.12(a).</p> <p>2. Issued upon admission to the Official List of the ASX.</p>	Director	Remuneration p.a.	Existing Shares	% (Undiluted) at Listing	Director and Management Options ²	Performance Rights ²	Bryan Granzien	\$36,000	0	0	1,350,000	750,000	Tim Cooper	\$30,000	105,488 ¹	0.34%	250,000	300,000	Brent Van Staden	\$30,000	0	0	250,000	300,000	Sections 4.3, 4.5, 4.6 and 10.12(a).
Director	Remuneration p.a.	Existing Shares	% (Undiluted) at Listing	Director and Management Options ²	Performance Rights ²																					
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Tim Cooper	\$30,000	105,488 ¹	0.34%	250,000	300,000																					
Brent Van Staden	\$30,000	0	0	250,000	300,000																					
What is the Company's policy regarding related party arrangements?	<p>The Company's policy in respect of related party arrangements is:</p> <p>(a) a Director with a material personal interest in a matter is required to give notice to the other directors before such a matter is considered by the Board; and</p> <p>(b) for the Board to consider such a matter, the Director who has a material personal interest must not be present while</p>	Section 4.10																								

Question	Response	Further Info
	<p>the matter is being considered at the meeting and cannot vote on the matter.</p> <p>Details of the Company's policy for arrangements with related parties are set out in Section 4.10.</p>	
<p>Are there any related party transactions and benefits?</p>	<p>Further details of current arrangements between the Company and its Directors and other related parties, include:</p> <ul style="list-style-type: none"> (a) the Ollenburgs Acquisition Agreement (refer to Section 10.1(e)); (b) an Executive Services Agreement or letters of appointment with each of its Directors (refer to Section 10.1(a)(i) for details); (c) the seed loan agreements with MPX and certain other parties (refer to Section 10.1(f)); (a) Deeds of Indemnity, Insurance and Access with the Directors on standard terms (refer to Section 10.1(a)(i) for details); (b) Issue of Existing Options and Director and Management Options (refer to Sections 4.6 and 10.1); and (c) Issue of Performance Rights to each of the Directors and some members of key management (refer to Section 4.7 and 10.1) 	<p>Sections 4.6, 4.7, 4.10 and 10.1</p>
<p>Financial position</p>		
<p>What is the Company's financial position?</p>	<p>The Company was incorporated on 2 May 2022 and has not earned any revenue from its activities.</p> <p>The Company is an early-stage exploration company seeking to explore and develop the Prospects, which have not yet been commercialised. Accordingly, the Company cannot provide any meaningful key financial information or ratios relating to market performance, profitability or financial stability.</p> <p>The Company currently has borrowings of \$300,000 with a further undrawn facility of \$150,000, details of which are set out in Section 10.1(f), which will be repaid from the proceeds of the Offer.</p> <p>The Company's financial information, including a pro forma statement of financial position, is set out in Section 6. The Investigating Accountant's Report is set out in Section 7. Investors should refer to the pro forma statement of financial position for the effect of the capital raising represented by the Offer on the financial position of the Company, post ASX listing.</p> <p>The Company intends to apply the proceeds of the Offer as outlined in Section 5.3.</p>	<p>Sections 5.3, 6, 7 and 10.1(f)</p>

Question	Response	Further Info
Will the Company be adequately funded after completion of the Offer?	The Directors are satisfied that upon completion of the Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus.	
The Offer		
What is the Offer?	<p>The Offer comprises an offer of:</p> <ul style="list-style-type: none"> (a) 25,000,000 Shares at an issue price of \$0.20 per Share to raise \$5,000,000 (before costs of the Offer); and (b) 12,500,000 free attaching Loyalty Options, on the basis of 1 Loyalty Option for every 2 Shares issued under the Offer. Each Loyalty Option is exercisable at \$0.30 and expires 36 months from the date of issue (unless exercised). <p>This Offer is made to the general public.</p>	Sections 5.1 and 10.4
What is the Offer Price?	The Offer Price is 20 cents per Share under the Offer. The Loyalty Options are issued for nil consideration.	Section 5.1(b)
What is the Subscription Amount?	<p>The minimum amount which must be raised under the Offer is \$5,000,000 (25,000,000 Shares).</p> <p>If the Company has not received valid applications for the entirety of the Offer within three months after the date of this Prospectus, it may either deal with any applications received in accordance with section 724 of the Corporations Act or extend that period for a further three months by lodging a refresh prospectus pursuant to relief provided in ASIC Regulatory Guide 254.</p>	Section 5.1(b)
Is the Company accepting over-subscriptions?	The Company does not intend to accept oversubscriptions.	Section 5.1
What are the objectives of the Offer?	<p>The objectives of the Offer are to:</p> <ul style="list-style-type: none"> (a) raise capital to fund exploration and development activities on the Prospects in accordance with the exploration and development budgets as set out in Section 5.3 and the Independent Geologist's Report in Section 8; (b) list on the ASX, which will provide the Company with improved access to capital markets for future funding needs; 	Section 5.1(c)

Question	Response	Further Info
	<p>(c) enhance the public and financial profile of the Company to facilitate further growth of the Company's business; and</p> <p>(d) provide working capital for the Company.</p>	
Is the Offer underwritten?	The Offer is not underwritten.	Section 5.2
Are there any escrow arrangements?	<p>Yes, there are compulsory escrow arrangements under the ASX Listing Rules.</p> <p>None of the Shares or Loyalty Options issued pursuant to the Offer are expected to be restricted securities (i.e. none are expected to be subject to escrow).</p> <p>All of the Securities issued to the Directors are expected to be restricted securities (i.e. they will be subject to ASX escrow restrictions).</p> <p>The Company anticipates that upon Listing, approximately 6,250,000 Shares, 3,125,000 Existing Options, 3,335,478 Lead Manager Options, 3,350,000 Director and Management Options and 2,525,000 Performance Rights will be classified as restricted securities by ASX, which Shares will comprise approximately 20% of all Shares on issue at completion of the Offer and comprise all of the Director and Management Options, Existing Options, Lead Manager Options and Performance Rights on issue at Completion of the Offer.</p> <p>The Company confirms its 'free float' (the percentage of the Shares that are not restricted and are held by shareholders who are not related parties (or their associates) of the Company) at the time of listing will be not less than 20% in compliance with ASX Listing Rule 1.1 Condition 7.</p>	Section 5.18
What is the effect of the Offer on the capital structure of the Company?	The effect of the Offer on the capital structure of the Company will be to increase the number of Shares on issue, as set out in Section 5.7 and increase the Company's cash as set out Sections 6.6 and 6.7.	Sections 5.7, 6.6 and 6.7
Are there arrangements with brokers?	<p>PAC Partners Securities Pty Ltd is Lead Manager to the Offer.</p> <p>The Company will pay the Lead Manager \$300,000 cash and issue 3,335,478 Lead Manager Options.</p> <p>The material terms of the Lead Manager Mandate with PAC Partners Securities Pty Ltd is summarised in Section 10.1(a).</p>	Section 10.1
What is the Lead Manager Offer?	The Prospectus also includes a separate Lead Manager Offer of Lead Manager Options to be issued to the Lead Manager as part considerations for services in connection with the Offer.	Section 5.20

Question	Response	Further Info
	<p>The Lead Manager Offer is being made under this Prospectus to remove the need for any additional disclosure document to be issued upon the sale of any Lead Manager Options or the sale of any underlying Shares on exercise of the Lead Manager Options.</p> <p>The Company has agreed to issue the Lead Manager 3,335,478 Lead Manager Options in accordance with the terms of the Lead Manager Agreement.</p>	
How do I apply for Shares under the Offer?	Application Forms must be completed in accordance with their instructions and must be accompanied by online payment as indicated.	Section 5.11
What is the minimum investment under the Offer?	The minimum investment under the Offer is \$2,000 (10,000 Shares), with additional investments to be made in \$500 (2,500 Shares) increments.	Section 5.11(c)
When will I know if my Application is successful?	A holding statement or CHESS statement confirming your allocation under the Offer will be sent to you if your Application is successful in accordance with the Indicative Timetable.	Section 5.12
What is the allocation policy for the Offer?	<p>Directors, in conjunction with the Lead Manager, will allocate Shares under the Offer at their sole discretion with a view to ensuring an appropriate Shareholder base for the Company going forward (subject to any regulatory requirements).</p> <p>There is no assurance that any Applicant will be allocated the number of Shares for which it has applied or any Shares at all. The Company reserves the right to reject any Application or to scale back any application to a lesser number of Shares than those applied for. Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest) as soon as reasonably practicable after the Closing Date.</p> <p>Securities under the Offer are expected to be allotted on the Issue Date. It is the responsibility of Applicants to determine their allocation prior to trading in the Securities issued under the Offer. Applicants who sell Securities before they receive their holding statements do so at their own risk.</p>	Section 5.15
Will the Shares be quoted?	The Company will apply to the ASX for official quotation of the Shares offered under this Prospectus (except Restricted Securities) under the trading symbol: SQX.	Section 5.13

Question	Response	Further Info																															
Who is eligible to participate in the Offer?	<p>The Offer is open to all investors with a registered address in Australia or New Zealand.</p> <p>No action has been taken to register or qualify the Securities, or the Offer, or otherwise to permit the offering of Securities in any jurisdiction outside of Australia and New Zealand.</p>	Section 5.1																															
Use of Proceeds																																	
How will the proceeds of the Offer be used?	<p>The table below sets out the proposed use of the proceeds from the Offer (and estimated available cash at the close of the Offer).</p> <table><tr><th>Source of funds</th><th>Subscription Amount</th></tr><tr><td>Cash on hand at 30 June 2022</td><td>\$226,000</td></tr><tr><td>Cash from acquisition of Ollenburgs Pty Ltd</td><td>\$100</td></tr><tr><td>Seed Funds raised since 30 June 2022 to date of lodgment of Prospectus</td><td>\$75,000</td></tr><tr><td>Proceeds from the Offer</td><td>\$5,000,000</td></tr><tr><td>Cash expenses of the Offer (net of GST Recoverable)</td><td>\$(696,001)</td></tr><tr><td>Repayment of seed loans</td><td>\$(300,000)</td></tr><tr><td>Net cash after costs of the Offer</td><td>\$4,305,099</td></tr></table> <p>The following table shows the intended use of funds in the two-year period following Listing:</p> <table><tr><th>Use of net proceeds</th><th>Subscription Amount</th><th>%</th></tr><tr><td>Exploration and development</td><td>\$3,023,787</td><td>70%</td></tr><tr><td>Administration costs</td><td>\$1,113,485</td><td>26%</td></tr><tr><td>Working capital</td><td>\$167,827</td><td>4%</td></tr><tr><td>Total funds allocated</td><td>\$4,305,099</td><td>100%</td></tr></table> <p><i>The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.</i></p>	Source of funds	Subscription Amount	Cash on hand at 30 June 2022	\$226,000	Cash from acquisition of Ollenburgs Pty Ltd	\$100	Seed Funds raised since 30 June 2022 to date of lodgment of Prospectus	\$75,000	Proceeds from the Offer	\$5,000,000	Cash expenses of the Offer (net of GST Recoverable)	\$(696,001)	Repayment of seed loans	\$(300,000)	Net cash after costs of the Offer	\$4,305,099	Use of net proceeds	Subscription Amount	%	Exploration and development	\$3,023,787	70%	Administration costs	\$1,113,485	26%	Working capital	\$167,827	4%	Total funds allocated	\$4,305,099	100%	Section 5.3, 8 and 10.16
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Additional Information																																	

Question	Response	Further Info														
Is there any brokerage, commission or stamp duty payable by applicants?	No brokerage, commission or duty is payable by Applicants on the acquisition of Shares under the Offer.	Section 5.11														
What are the taxation implications of investing in Shares?	<p>Shares may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Shares issued under this Prospectus.</p> <p>The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to subscribe for Shares offered under this Prospectus.</p>	Section 10.18														
What are the corporate governance principles and policies of the Company?	<p>To the extent appropriate and practicable, in light of the Company's size and nature, the Company has adopted the Corporate Governance Principles and Recommendations (4th Edition) as published by ASX Corporate Governance Council (Recommendations).</p> <p>The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined in Sections 4.11 of this Prospectus and the Company's compliance and departures from the Recommendations are set out in Section 4.12.</p> <p>In addition, the Company's full Corporate Governance Plan is available from the Company's website www.sqxresources.com.</p> <p>Prior to listing on the ASX, the Company will announce its key corporate governance policies and practices and the Company's compliance and departures from the Recommendations.</p>	Sections 4.11 and 4.12														
What are the important dates of the Offer?	<table><tr><th>Event</th><th>Date</th></tr><tr><td>Lodgement of Prospectus with ASIC</td><td>30 November 2022</td></tr><tr><td>Opening Date of the Offer</td><td>7 December 2022</td></tr><tr><td>Closing Date of the Offer</td><td>14 December 2022</td></tr><tr><td>Issue of new Shares under the Offer</td><td>13 January 2023</td></tr><tr><td>Despatch of holding statements to Shareholders</td><td>16 January 2023</td></tr><tr><td>Expected date for quotation on ASX</td><td>19 January 2023</td></tr></table> <p><i>The above dates are indicative only and may change without notice. The Exposure Period may be extended by the ASIC by not more than 7 days pursuant to Section 727(3) of the Corporations Act. The Company reserves the right to extend the Closing Date or close the Offer early without prior</i></p>	Event	Date	Lodgement of Prospectus with ASIC	30 November 2022	Opening Date of the Offer	7 December 2022	Closing Date of the Offer	14 December 2022	Issue of new Shares under the Offer	13 January 2023	Despatch of holding statements to Shareholders	16 January 2023	Expected date for quotation on ASX	19 January 2023	
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Expected date for quotation on ASX	19 January 2023															

Question	Response	Further Info
	<i>notice. The Company also reserves the right not to proceed with the Offer at any time before the issue of Shares to Applicants.</i>	
What rights and liabilities attach to the Shares being offered?	The rights and liabilities attaching to the Company's Shares are described in Section 10.2.	Section 10.2
What rights and liabilities attach to the Options?	The rights and liabilities attaching to the Loyalty Options, Existing Options, Director and Management Options and Lead Manager Options are described in Sections 10.3 to 10.7 to (read with Section 4.6 in relation to Director and Management Options).	Section 4.6 and Sections 10.3 to 10.7
What rights and liabilities attach to the Performance Rights?	The rights and liabilities attaching to the Performance Rights are described in Sections 10.8 (read with Section 4.7).	Sections 4.7 and 10.8
What is the Company's dividend policy?	The Company does not expect to pay dividends in the near future, as its focus will primarily be on exploration of the Prospects and future acquisitions.	Section 10.11
Where can I find more information?	<p>(a) By speaking to your sharebroker, solicitor, accountant or other independent professional adviser; or</p> <p>(b) By contacting the Share Registry on the Offer helpline on +61 1800 426 150.</p>	

This section is a summary only and not intended to provide full information for investors intending to apply for Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

2. Overview of the Company and its Project

2.1 The Company

South-East Queensland Exploration Limited (to be renamed SQX Resources Limited) (**Company**) was registered in Australia on 2 May 2022 for the purposes of listing on the ASX as a mineral exploration and development company. Pursuant to the Ollenburgs Acquisition Agreement, the Company will acquire all the shares of Ollenburgs Pty Ltd.

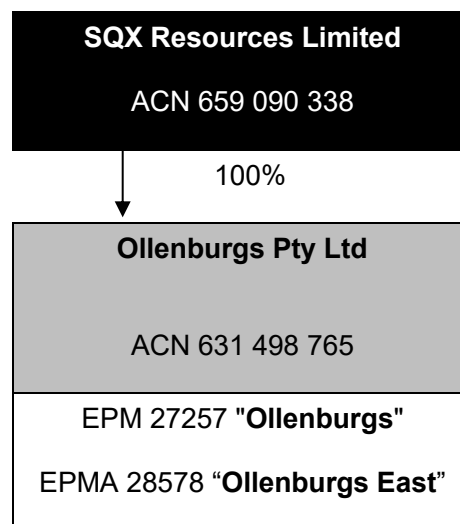
The Company was founded by Mining Projects Accelerator Pty Ltd (**MPX**). MPX is the Company's largest shareholder and is also the vendor of the subsidiary to be acquired by the Company pursuant to the above Ollenburgs Acquisition Agreement.

MPX identifies, acquires and invests in mineral exploration assets across Australia, generating a portfolio of projects and an acquisition pipeline of underexplored tenements in historical mining regions with a lack of modern exploration. The Company is the third commercialisation of MPX, with the first two being E79 Resources (CSE:ESNR) and Queensland Gold Hills (TSXV:OZAU).

Following the Offer, MPX will remain a substantial shareholder, with its pre-Offer holding carrying through to an 8.6% shareholding of Restricted Securities (excluding any additional Shares MPX may apply for in the Offer). MPX's Technical Director, Tim Cooper, is a Director of the Company providing a valuable resource to leverage MPX's expertise, relationships and experience gained during previous exploration, in addition to providing background specifically pertaining to the subsidiary which will be acquired by the Company.

2.2 Corporate Structure

The corporate structure of South-East Queensland Exploration Limited at close of the Offer will be as follows:



Note: Refer to Section 10.1(e) for information concerning the Ollenburgs Acquisition Agreement whereby the Company will acquire the Subsidiary immediately preceding admission to the Official List.

2.3 Business Strategy

Following admission to the ASX's Official List, the Company's primary focus will be on exploration and where appropriate, development of its Prospects for copper, gold and

other base and precious metals. The Company's aim is to acquire, explore, develop and exploit its mineral resource projects to build shareholder value.

Pursuant to this business strategy, the Company will seek to:

(a) **Undertake capital-efficient exploration of current Prospects**

The Company intends to undertake exploration activities on each of its current Prospects with the aim of delivering growth of the Company for the benefit of Shareholders.

To achieve this, the Company intends to undertake the exploration programs described in Sections 2.4 and 2.5.

A key strategy of the Company will be to stage exploration activities to improve capital efficiency, for example by undertaking less-expensive geochemical and geophysical exploration activities to better define prospectivity before engaging in more-expensive drilling activities.

(b) **Conduct scoping studies and other economic evaluation studies when appropriate with a view to operating economic mining assets**

Where the Company considers it appropriate, based on exploration results, it intends to conduct studies (including economic studies such as scoping, pre-feasibility and feasibility studies) to assess the prospects of development and mining operations on the Prospects in future, prior to constructing and, ultimately, operating economic mining assets.

(c) **Opportunistically identify and acquire additional projects to create additional Shareholder value**

If and when a viable additional investment opportunity is identified, the Board may elect to acquire or exploit such opportunity by way of acquisition, joint venture, and/or earn-in arrangement, which may involve the payment of consideration in cash, equity or a combination of both.

The Company will identify potential investment opportunities with consideration given to the following attributes:

- proximity to existing mine workings and/or known mineral occurrences
- prospectivity for copper and other base and precious metals
- proximity to existing roadways and weather patterns conducive to year-round exploration
- limited recent exploration using the latest geochemical, geophysical or exploration drilling technologies

Where possible, the Company may seek to engage third parties to apply emerging technologies to existing publicly available exploration data in order to identify prospective targets for further consideration.

The Board will assess the suitability of investment opportunities by utilising its considerable experience in evaluating projects. There are, of course, risks and uncertainties in the process of identifying and acquiring new and suitable projects (see, for example, Section 3.2(c) and 3.2(x)).

The success of the Company in executing this business plan is subject to a number of key dependencies, namely:

- (i) there being sufficient capital available to the Company to carry out its exploration and development plans, prior to the Company being in a position to generate income;
- (ii) maintaining title to the Tenement;
- (iii) retaining and recruiting key personnel skilled in the mining and resource sector and in particular, mineral exploration; and
- (iv) the market price of minerals remaining higher than the Company's costs of any future production (assuming successful exploration by the Company).

2.4 Overview of the Prospects

The Company will acquire Ollenburgs Pty Ltd (Ollenburgs) prior to admission to the Official List of ASX, comprised of EPM 27257 (the **Tenement**) which contains the Scrub Paddock Prospect and the Ollenburgs Prospect (the Prospects). The Tenement is located in southeast Queensland and is prospective for copper and gold. Ollenburgs comprises one granted Exploration Permit for Minerals ("EPM"), EPM 27257, for a total of 15 sub-blocks and ~45km² and 1 pending application for an EPM, EPMA 28578, of 44 sub-blocks and ~132km² with the tenement details listed in Table 1.

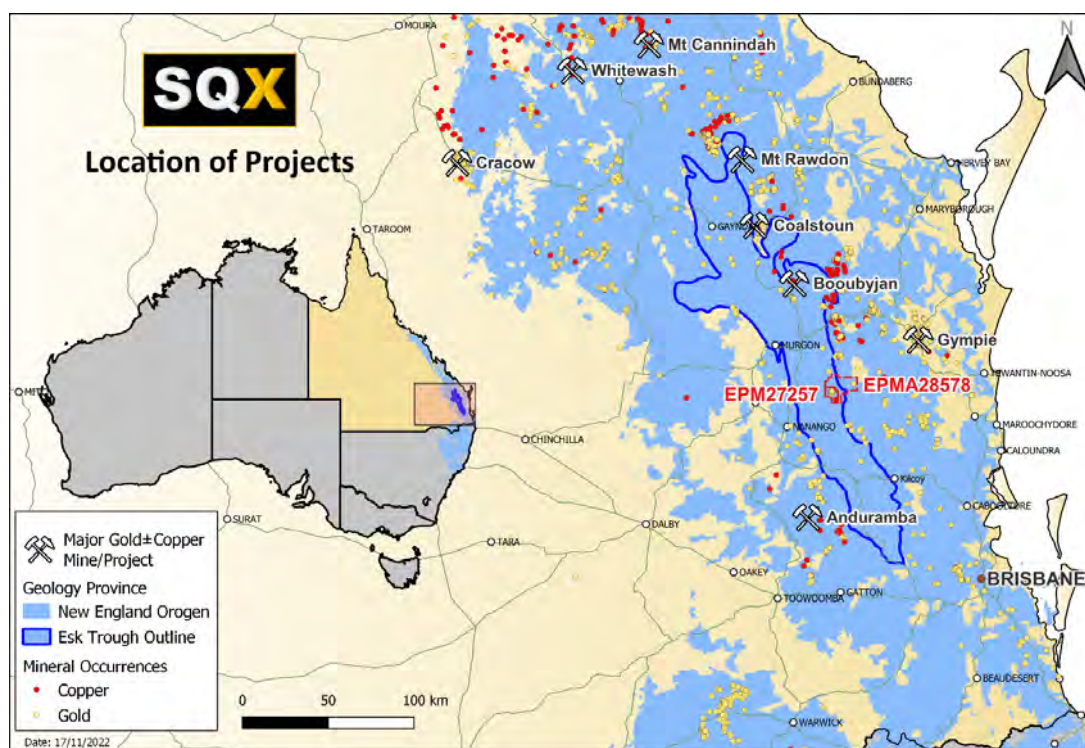


Figure 1: Location of projects

Tenure ID	Permit Name	Status	Date Lodged	Date Granted	Expiry Date	2022 Expenditure Commitment	Sub-blocks	Area km ²
EPM27257	Ollenburgs	Granted	27/03/19	10/12/20	9/12/25	\$60,000	15	~45
EPMA28578	Ollenburgs East	Pending	26/07/22			Outcome-based	44	~132

Table 1: Tenement details

Detailed information about the geology, background, and proposed expenditure for each of the Prospects is set out in the Independent Geologist's Report in Section 8. For information about the

legal nature and status of the Tenement, refer to the Solicitor's Report on the Tenement in Section 9. The budget for exploration of each of the Prospects is set out in Section 2.5 below.

(a) **Tenement Overview**

The Tenement consists of 15 subblocks across approximately 45km² and includes the Scrub Paddock Prospect and Ollenburgs Prospect.

The Tenement is situated approximately 37km northeast of Nanango, Queensland and approximately 190km northwest of Brisbane, Queensland. The town of Elgin Vale is situated approximately 3km north of the Tenement, with minor gazetted roads connecting the State Forest to Elgin Vale.

The majority of the Tenement is located within the Elgin Vale State Forest, with forestry tracks through plantation and eucalyptus woodland providing easy access for field work.

An additional EPM has been applied for by the Company (through its subsidiary) named Ollenburgs East, which abuts EPM 27257 to the east.

(b) **Geological Setting & Previous Exploration**

The Tenement is prospective for copper and gold. EPM 27257 encompasses numerous small historical gold/copper workings including both alluvial and hard-rock mines.

The Scrub Paddock Prospect contains over 20 existing mineral workings on alluvial and hard-rock targets, with gold grades purportedly over 60g/t and copper and silver having also been mined, while the Ollenburgs Prospect contains several small hard-rock workings which produced copper, gold and silver (at unknown grades).

Both Prospects are hosted by the Esk Basin, a structural unit that lies within the northern part of the New England Fold Belt (Figure 2). This belt is part of the over-arching Tasman Orogeny, a regional setting known to host significant porphyry copper-gold deposits and prospects.

The Cadia/Ridgeway porphyry copper/gold and gold-only deposits of Southern NSW can be considered as potentially analogous to the geological setting of EPM 27257.

The primary exploration models are the copper/gold and gold porphyry types, with a secondary exploration model including the suite of deposit types that come under the Intrusion Related Gold ("IRG") classification.

Previous exploration comprises surface geochemical sampling, mapping, ground based magnetic surveys and a combination of diamond and reverse circulation drilling (16 holes for 3,184m at Scrub Paddock) with variable success.

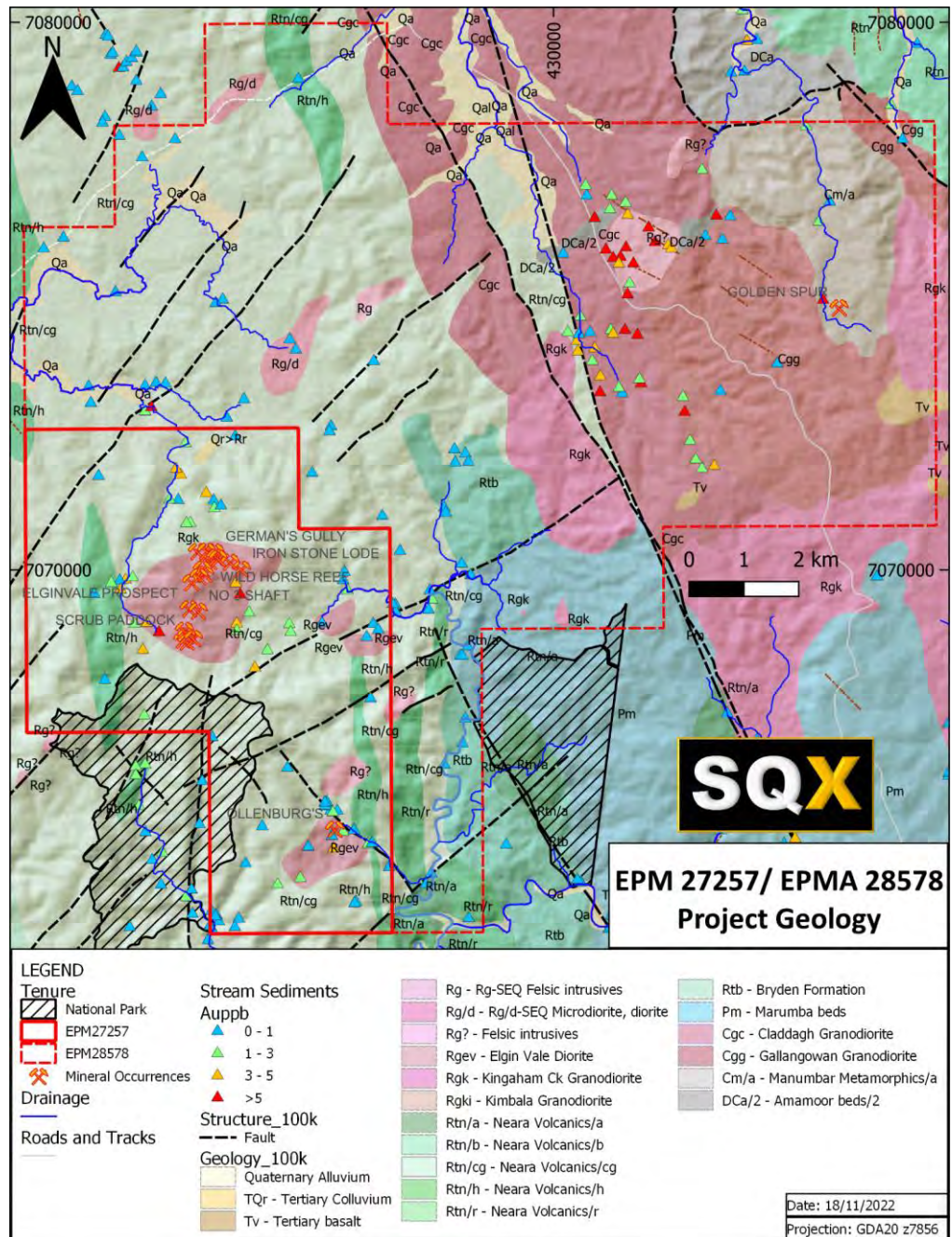


Figure 2: EPM 27257 Geology

(c) Exploration Potential and Work Program

Figure 3 outlines planned exploration targets at both Scrub Paddock and Ollenburgs Prospects.

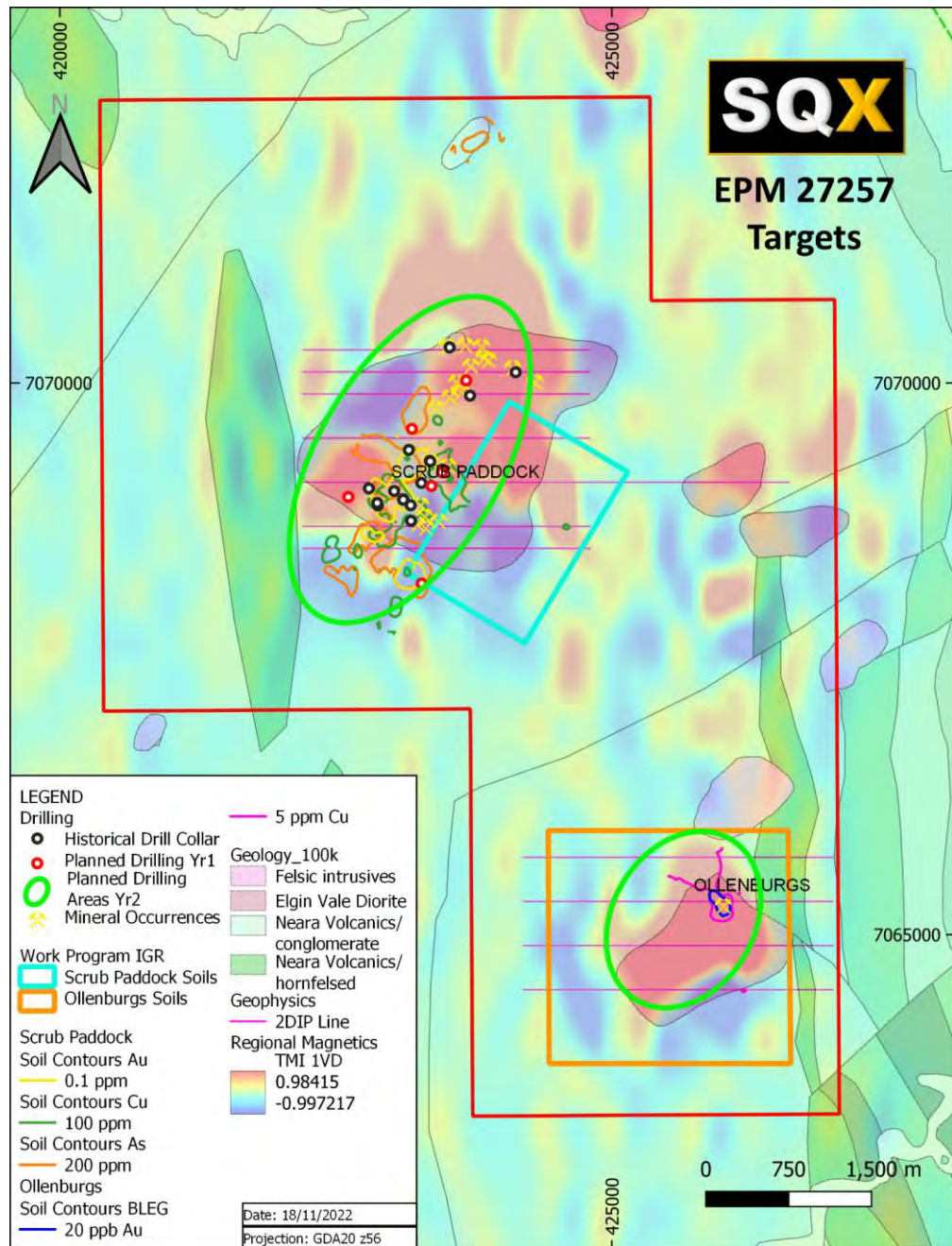


Figure 3: EPM 27257 targets

Scrub Paddock Prospect

The Company will target a gold-copper porphyry system, based on observations including mineralisation (broad structural zone of gold mineralisation hosted by veins and shear zones associated with dyke margins) and alteration styles (k-feldspar and chlorite).

The Scrub Paddock Prospect is defined by mineralised drill intercepts and surface gold / arsenic / copper anomalism extending over a 2km strike length, with mineralisation being characterised by a late-stage chlorite-quartz-sulphide hydrothermal event which is superimposed on widespread early potassic alteration in both andesitic country rocks and intrusive diorites and dykes. The intrusive body is characterised by a series of magnetic discordances that could be the result of multiple intrusions and/or alteration/mineralisation related overprints (Figure 4).

Previous drilling identified a number of higher-grade gold zones within broad lower grade intervals with mineralisation remaining open down dip and along strike. Significant results include 8m @ 3.38 g/t Au within a broader zone of 40m @ 0.92 g/t Au from drill hole RC91EV4 (Figure 4). A number of historical workings and anomalies defined by soil geochemistry remain untested by drilling.

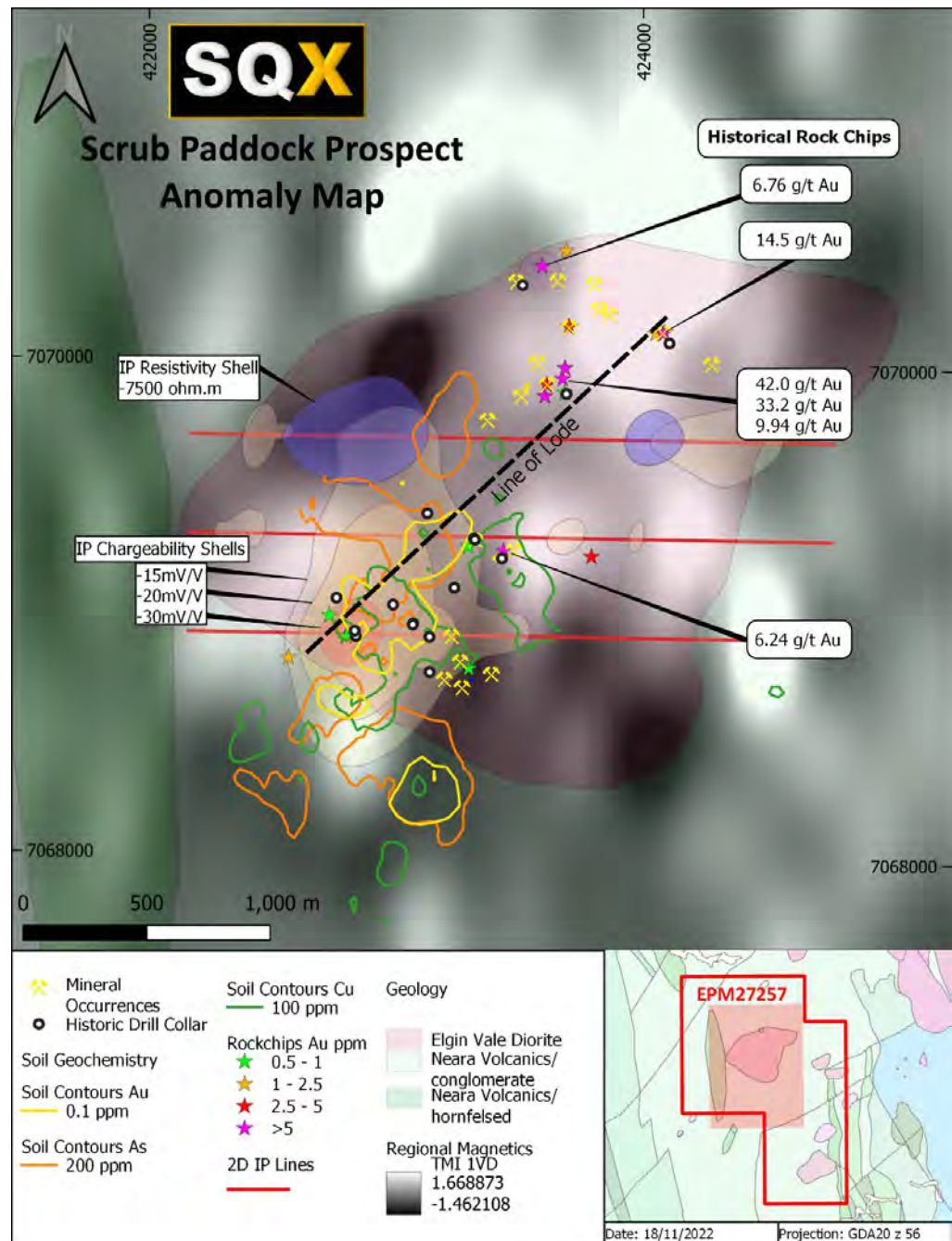


Figure 4: Scrub Paddock Prospect Anomaly Map

In May 2022, MPX arranged 3x 2D IP survey lines (shown as red horizontal lines in Figure 4) which successfully defined anomalous chargeability and resistivity features potentially associated with mineralisation. A cross-section of the southernmost IP line is shown in Figure 5, which successfully outlined a potential mineral-related signature and represent clear cut drill targets for porphyry style Au/Cu mineralisation.

The 3x 2D IP lines only covered a small portion of the Scrub Paddock prospect, creating an opportunity to complete further IP lines across the remaining Scrub Paddock Prospect.

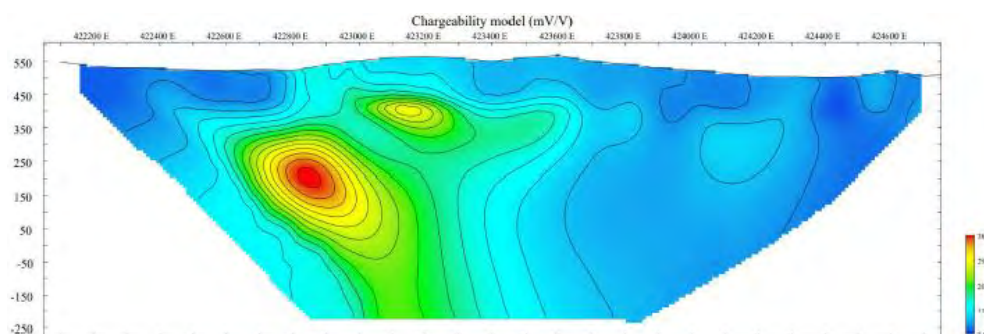


Figure 5: Scrub Paddock southernmost IP Line Chargeability cross-section

The Company's current work plan for exploration activities in the next two years for the Scrub Paddock prospect is shown below in Table 2.

Year 1	<ul style="list-style-type: none"> - 6x reverse circulation ("RC") and RC precollar with diamond drill tail holes for a total of 2,500m - Additional IP survey lines (~20km) to cover extents of Scrub Paddock area - Expanded soil sampling over magnetic features to East of current sampling
Year 2	<ul style="list-style-type: none"> - 8x RC precollar with diamond drill tail holes for a total of 3,150m

Table 2: Scrub Paddock Exploration Plan

Ollenburgs Prospect

The Company will target a silica undersaturated alkalic copper / gold porphyry system.

A geochemical anomaly showing elevated copper and gold historical rock chip samples and a small-scale open-ended copper BLEG historical soil anomaly define the prospect.

This anomalous surface geochemistry, including multi-element data from soil sampling, is linked to a discrete airborne magnetic high, the combination of which has been interpreted by the Company to represent a small, subtle alteration footprint with limited veining, all consistent with a silica undersaturated alkalic Cu/Au porphyry system.

Geochemical anomalies remain open to the northwest, and no drilling has occurred at the Ollenburgs prospect.

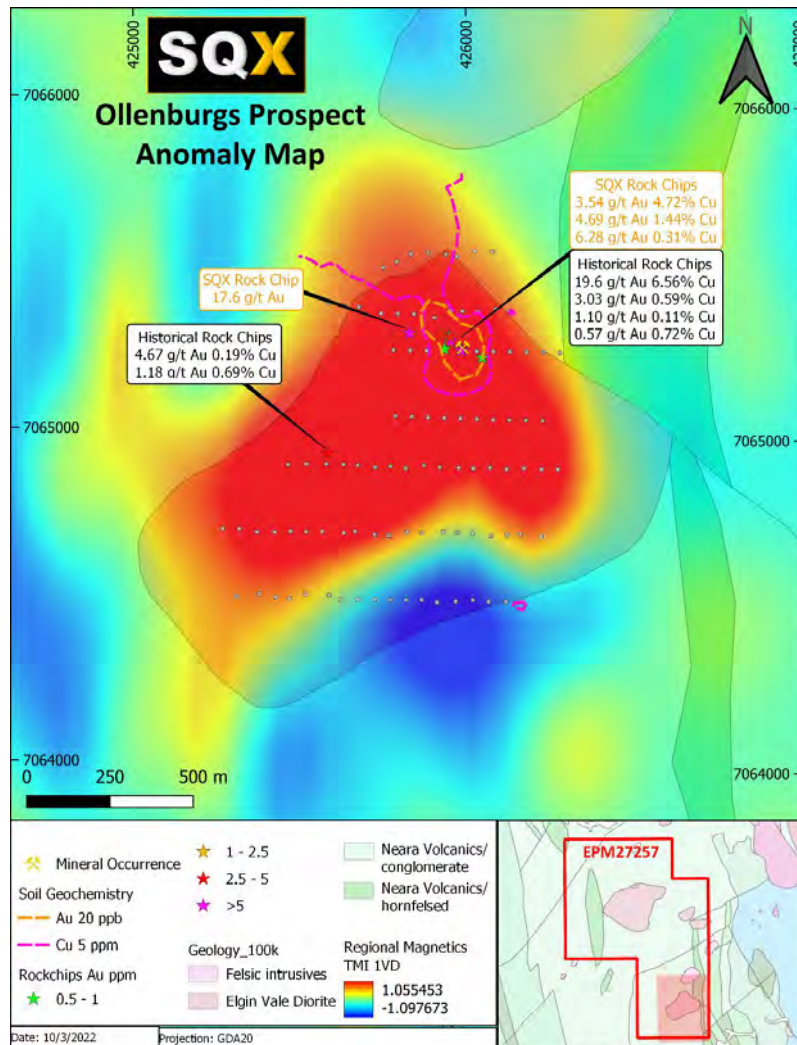


Figure 6: Ollenburgs Prospect Anomaly Map

Planned exploration for the Ollenburgs Prospect consists of surface geophysical surveys (in particular IP), additional surface geochemical sampling and geological studies, all designed to generate targets for subsequent drill testing, as outlined in Table 3.

Year 1	- Expanded soil sampling over intrusive area
Year 2	- IP survey lines (~10km) across Ollenburgs prospect - If IP / existing geochemical results suggest further potential, 6x RC drill holes for a total of 1,000m

Table 3: Ollenburgs Prospect Exploration Plan

2.5 Proposed Exploration Budgets

The Company proposes to fund its intended activities as outlined in the table below from the proceeds of the Offer. It should be noted that the budgets will be subject to modification on an ongoing basis, depending on the results obtained from exploration undertaken. This will involve an ongoing assessment of the Company's project interests and may lead to increased or decreased levels of expenditure on certain interests, reflecting a change in emphasis.

Subject to the above, the following budgets are proposed which take into account the proposed expenses over the next 24 months to complete initial exploration of the Prospects.

Exploration	Scrub Paddock Prospect		Ollenburgs Prospect		Total	
	Year 1	Year 2	Year 1	Year 2	Year 1	Year 2
Tenement management / land access	94,000	0	0	0	\$94,000	\$0
Geochemical	63,000	0	90,000	0	\$153,000	\$0
Geophysical	98,000	0	50,000	0	\$148,000	\$0
Data review / targeting	2,000	7,000	1,000	1,000	\$3,000	\$8,000
Drilling	922,000	1,138,000	0	236,000	\$922,000	\$1,374,000
Evaluation and support					\$161,000	\$161,000
Total	\$1,179,000	\$1,145,000	\$141,000	\$237,000	\$1,481,000	\$1,543,000

Table 4: Proposed Exploration Budget

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. The Company has not allocated a budget to EPMA 28578 "Ollenburgs East" at the date of this Prospectus.

3. Risk Factors

3.1 Introduction

An investment in the Securities offered under this Prospectus should be considered as highly speculative. The Directors recommend that potential investors consider the non-exhaustive list of risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

3.2 Risks Specific to the Company and its industry

(a) Limited history

The Company was incorporated on 2 May 2022 and has limited operating history and limited historical financial performance. The Company does not generate profits. To date, only limited exploration has been conducted on the Tenement. As such, no assurance can be given that the Company will achieve commercial viability through the successful exploration or subsequent mining on its Prospects. Until the Company is able to realise value from its Prospects, it is likely to incur ongoing operating losses.

(b) No defined resources

The Company, at this time, does not have any identified mineral resources or reserves and exploration over the areas covered by the Prospects is limited. There is no assurance that exploration or project studies by the Company will result in the definition of an economically viable mineral deposit. Potential investors should understand that mineral exploration is a high-risk undertaking.

(c) Exploration and development risk

The Tenement is in the early stages of exploration. There can be no assurance that exploration of the licenses, or any other tenements that may be acquired or granted in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The exploration costs of the Company described in Section 8 are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's performance.

Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company. Success in this process involves, among other things:

- (i) discovery and proving up, or acquiring, an economically recoverable resource or reserve;
- (ii) access to adequate capital throughout the acquisition/discovery and project development phases;
- (iii) securing and maintaining title to mineral exploration projects;

- (iv) obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and
- (v) accessing the necessary experienced operational staff, the appropriate financial management and recruiting skilled contractors, consultants and employees.

There can be no assurance that exploration on the Prospects, or any other exploration properties that may be acquired or granted in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited.

This risk is compounded by the fact that the Company will only hold a single Tenement at the date of admission to the Official List.

(d) Resource Estimates

Whilst the Company intends to undertake exploration activities with the aim of defining a resource, no assurances can be given that the exploration will result in the determination of a resource on any tenement. Even if a resource is identified, no assurance can be provided that this can be economically extracted.

In the event that the Company successfully delineates a resource or reserve on any tenement, that resource or reserve estimate will be an expression of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(e) Results of studies

Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in relation to the Prospects. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.

These studies will be completed within parameters designed to determine the economic feasibility of the subject Prospects within certain limits. There can be no guarantee that any of these studies will confirm the economic viability of the Prospects or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Even if a study confirms the economic viability of a Prospect, there can be no guarantee that the Prospect will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (e.g. operational costs and commodity prices) once production commences. Further, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required.

(f) Metallurgy

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk, such as:

- (i) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- (ii) developing an economic process route to produce a metal and/or concentrate; and
- (iii) changes in mineralogy in the ore deposit that can result in inconsistent metal recovery, affecting the economic viability of the project.

(g) Additional Requirements for Capital

The funds raised under the Offer are considered sufficient to meet the exploration and evaluation objectives of the Company over the first two years, as set out in Section 2.5. Additional funding may be required if exploration costs exceed the Company's estimates and will be required once those funds are depleted. To effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities and to meet any unanticipated liabilities or expenses which the Company may incur, additional equity or other finance may be required. The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements, royalty streaming or other means, in future.

Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of exploration, development or production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(h) Potential for dilution

On completion of the Offer and the subsequent issue of Shares, the number of Shares in the Company will increase from 6,250,000 to 31,250,000 assuming that no Options are exercised. On this basis, existing Shareholders should note that if they do not participate in the Offer (and even if they do), their holdings may be considerably diluted (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

(i) Native Title and Aboriginal Heritage

Where Native Title does or may exist over any of the Company's tenements, the ability of the Company to convert such tenement or part thereof into a valid mining lease (for example in the event of the Company making a discovery) will be subject to the Company reaching a commercial agreement with the holders of or applicants for Native Title or on the Company obtaining a determination from the National Native Title Tribunal that the mining lease be granted in the absence of such an agreement. The negotiation of such a commercial agreement or proceedings in the courts could materially delay the grant of such a mining lease and substantially add to the Company's costs; failure to reach such an agreement could result in the Company being unable to obtain a mining lease.

Irrespective of whether Native Title exists on the relevant areas, in order to conduct exploration activities on any tenement, the Company will usually need to undertake clearance activities in conjunction with the appropriate Aboriginal parties, anthropologists and archaeologists to ascertain whether any sites of significance to Aboriginal parties exist in the relevant areas. Undertaking and completing such site clearance procedures can cause delays to the implementation of exploration activities. Delays in completing such clearance activities can impede or prevent the Company from satisfying the minimum expenditure conditions on the tenement, with the result that the Company may in some instances need to seek whole or partial exemptions from expenditure under the

relevant Mining Act in order to keep the tenement in good standing. There is no certainty that such exemptions will be granted in all instances.

Where such significant sites do exist, the Company's ability to conduct exploration on those areas may be subject to obtaining relevant consents under the Aboriginal Heritage laws. In relation to these matters, refer to Section 9.

(j) Title and Tenure

The Company's Tenement only currently permits exploration on the Tenement. If the Company successfully delineates an economic resource on this or other exploration licenses, it will need to apply for a mining permit to undertake development and mining. There is no guarantee that the Company will be granted a mining permit if one is applied for, as such grants are discretionary.

Exploration licenses are subject to annual review and periodic renewal. The renewal of the term of a granted exploration license is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the licenses comprising the Company's Prospects. While it is the Company's intention to satisfy the conditions that apply to the Tenement, there can be no guarantees that the Tenement will be renewed or that minimum expenditure and other conditions that apply to the Tenement will be satisfied. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the Tenement comprising the Prospects that adversely impact the Company.

If a tenement holder fails to comply with the terms and conditions of a tenement, the Warden or Minister (as applicable) may impose a fine or order that the tenement be forfeited. In most cases, an order for forfeiture can only be made where the breach is of sufficient gravity to justify forfeiture of the tenement. In certain cases, a third party can institute administrative proceedings under the Mining Act before the Warden seeks forfeiture of the tenement.

For more information on the Tenement, see the Solicitor's Report on the Tenement in Section 9.

(k) Failure to Satisfy Expenditure Commitments

Each exploration license carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenement if the license conditions are not met or if insufficient funds are available to meet expenditure commitments.

Currently, the granted Tenement is in good standing. Tenement details are set out in the Solicitor's Report on Tenement in Section 9.

(l) Land access and compensation

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to gain access to land in Australia. Negotiations with both Native Title parties and landowners/occupiers are generally required before the Company can access land for exploration or mining activities. Investors should be aware that any delay in obtaining agreement in respect of compensation due to landholders whose land comprises the Tenement may adversely impact or delay the Company's ability to carry out exploration or mining activities on its Tenement.

(m) Crown land and other access restrictions

There may be restrictions imposed on the Tenement that makes access to parts of them unavailable to the Company, regardless of their potential economic value to the Company. It is not possible, without further exploration of the Tenement, to determine the potential impact of these restrictions on the value of the Tenement.

For more information on the Tenement, refer to the Solicitor's Report on the Tenement in Section 9.

(n) Environmental Risks

The Company's exploration programs will, in general, be subject to approval by governmental authorities. Development of any of the Company's properties will be dependent on the Project meeting environmental guidelines and where required, being approved by governmental authorities.

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

Although it is the Company's intention to conduct its activities to the highest standard of environmental obligation, including in compliance in all material respects with relevant environmental laws, if such laws are nonetheless breached, the Company may be required to cease its operations and/or incur significant liabilities.

(o) Operating Risks

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in exploration or mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts and plant and equipment.

(p) Commodity Price Volatility and Exchange Rate Risks

The value of the Company's assets and potential earnings may be affected by fluctuations in commodity prices and exchange rates, such as the USD and AUD denominated copper and gold prices and the AUD / USD exchange rate.

These prices can significantly fluctuate and are exposed to numerous factors beyond the control of the Company, such as world demand for base and precious metals, forward selling by producers and production cost levels in major metal producing regions. Other factors include expectations regarding inflation, the financial impact of movements in interest rates, commodity price forward curves, global economic trends and domestic and international fiscal, monetary and regulatory policy settings.

International prices of many commodities, including copper and gold, are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets. At this time, the Company has not put any hedging arrangements in place but may do so in future when the Directors consider it appropriate.

(q) Reliance on Key Personnel

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

(r) **Agents and contractors**

The Company intends to outsource substantial parts of its exploration activities pursuant to services contracts with third party contractors. In most cases, the Company has yet to enter into these arrangements. The Directors are unable to predict the risk of financial failure, default or insolvency of any of the contractors. If these events occur in relation to a contractor, recovery by the Company of resulting financial losses may be limited.

Contractors may also underperform their obligations of their contracts. If such contracts are terminated, the Company may not be able to find a suitable replacement on satisfactory terms.

(s) **Royalties**

The Company's mining projects may be subject to State royalties. In the event that State royalties are increased in the future, the profitability and commercial viability of the Company's projects may be negatively impacted.

(t) **Rehabilitation of tenements**

In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company may become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential clean-up costs at a later point in time.

(u) **Climate change regulation**

Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. Increased regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

(v) **Changes in Government Policy**

Adverse changes in Federal, Queensland government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Queensland may change, resulting in impairment of rights and possibly, expropriation of the Company's properties without adequate compensation.

(w) **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition, including major mineral exploration and production companies. Although the Company intends to undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's Prospects and business.

Some of the Company's competitors have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business

opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out refining operations and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

(x) New projects and acquisitions

The Company intends to actively pursue and assess new business opportunities in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, and/or direct equity participation.

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence.

There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from the Prospects and/or raising additional capital (if available).

Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

(y) Safety

Safety is a fundamental risk for any mineral exploration and production company in regard to personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties as a result of such risks may give rise to claims against the Company.

(z) Regulatory Risk

The Company's mining operations and exploration and development activities are subject to extensive laws and regulations relating to numerous matters, including resource license consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, rehabilitation and any production activities.

Obtaining necessary permits can be a time-consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or any operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of its tenements.

(aa) Taxation changes may negatively affect the Company

An investment in the Shares involves tax considerations which differ for each Shareholder. There may be tax implications arising from applications for Shares, participation in any on-market buy-back and/or on the future disposal of Shares. Further, the tax treatment of a Shareholder's investment may be impacted by legislative changes in tax law or the interpretation of tax laws (including goods and services taxes, rules relating to deductible liabilities and stamp duty taxes). Any changes to the current rate of company income tax may impact Shareholder returns, and any change in tax rules and tax arrangements could have an adverse impact on the level of dividend franking and Shareholder returns. Potential investors should consult their professional tax adviser before deciding whether to apply for Shares pursuant to this Prospectus.

There is the potential for changes to tax laws and changes in the way tax laws are interpreted. Any change to the current tax rates imposed on the Company is likely to affect returns to Shareholders.

(bb) Insurance Risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks associated with mining exploration and production is not always available and where available, the costs can be prohibitive.

(cc) Litigation Risks

The Company is exposed to possible litigation risks including native title claims, joint venture claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation.

Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

Although the Company has investigated title to its Tenement (as detailed in the Solicitor's Report on the Tenement in Section 9), the Company cannot give any assurance that title to such Tenement will not be challenged or impugned in the future. The Tenement may be affected by undetected defects or native title claims.

(dd) Licences, permits and approvals

While one pending tenement has not yet been granted (further details in respect of which are set out in Section 2.4 and in the Solicitor's Report in Section 9), the Company confirms that it holds all material authorisations required to undertake the exploration programs described in this Prospectus.

However, many of the mineral rights and interests to be held by the Company are subject to the need for ongoing or new government approvals, licences and permits. These requirements, including work permits and environmental approvals, will change as the Company's operations develop. Delays in obtaining, or the inability to obtain, required authorisations may significantly impact on the Company's operations.

3.3 General Risks

(a) Investment risk

The Shares to be issued under this Prospectus should be considered highly speculative. There is no guarantee as to the payment of dividends, return of capital or the market value of the Shares from time to time. The price at which an investor is able to trade the Shares may be above or below the price paid for Shares under the Offer. Whilst the Directors commend the Offer, investors must make their own assessment of the risks and determine whether an investment in the Company is appropriate in their own circumstances.

(b) Share market risk

Share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions may cause the Shares to trade at prices below the price at which the Shares are being offered under this Prospectus. There is no assurance that the price of the Shares will increase following quotation of the Company on the ASX, even if the Company's earnings increase. Some factors include, but are not limited to, the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism or other hostilities; and
- (vii) other factors beyond the control of the Company.

There can be no guarantee that an active market in the Company's Shares will develop or that the price of the Shares will increase. There may be relatively few or many potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares.

(c) Economic Risks

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and any production activities, as well as on its ability to fund those activities.

(d) Accounting standards may change

Australian Accounting Standards are set by the Australian Accounting Standards Board (**AASB**) and are outside the control of either the Company or its Directors and senior management. The AASB may introduce new or refined Australian Accounting Standards in the coming years, which may affect future measurement and recognition of key income statement and balance sheet items, including revenue and receivables. There is also a risk that interpretations of existing Australian Accounting Standards, including those relating to the measurement and recognition of key income statement and balance sheet items, including revenue and receivables, may differ. Changes to Australian Accounting

Standards issued by the AASB, or changes to the commonly held views on the application of those standards, could materially adversely affect the financial performance and position reported in the Company's consolidated financial statements.

(e) Force majeure

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies, the operations of the Company and the market price of its Shares. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially and adversely affected if any of the events described above occur.

(f) Information systems and cyber risk

The Company is reliant on information technology to operate its business. Despite measures the Company has put in place to protect its network and information which is stored on its systems, it is possible that those measures may be breached or otherwise found to be inadequate. Unauthorised third-party access to these information technology systems and the potential theft of sensitive information could expose the Company to reputational damage, loss of opportunities, theft, a disruption of operations, legal action and regulatory scrutiny. Any of these events could adversely impact the Company's reputation, business, financial condition and financial performance.

(g) Infectious Diseases

The outbreak of the coronavirus disease (COVID-19) is having a material effect on global economic markets. The global economic outlook is facing uncertainty due to the pandemic, which has had and may continue to have a significant impact on capital markets.

The Company's Share price may be adversely affected by the economic uncertainty caused by COVID-19. Further measures to limit the transmission of the virus implemented by governments around the world (such as travel bans and quarantining) may adversely impact the Company's operations and may interrupt the Company carrying out its contractual obligations or cause disruptions to supply chains.

3.4 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Investors should consider that an investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares under this Prospectus.

This Prospectus provides important information about the Company. You should read the entire document including the Application Form. If you have any questions about the Offer or the Prospectus, you should speak to your professional adviser.

4. Key Persons and Corporate Governance

4.1 Board of Directors

The Company is managed by the Board of Directors. The Board comprises individuals with experience in the exploration and mining industry, in finance and in corporate management. The Board and management's focus will be to create capital growth for Shareholders.

The Board comprises 3 Directors. These are:

(a) Bryan Granzien – Non-Executive Chairman

Bryan is Managing Director of Hawsons Iron Ltd (Hawsons), an emerging producer of premium quality iron ore, leading the charge to meet the demand for high-grade products essential to decarbonising the steel industry.

The Board considers Mr Granzien to be an Independent Director.

Bryan has extensive leadership experience, demonstrated change management expertise and success in ASX listed and unlisted environments across mining, agribusiness, information technology and steel manufacturing industries.

Following a range of senior executive roles with MIM Holdings Ltd and Grainco Australia Pty Ltd, Bryan held General Manager positions at both Neumann Steel Pty Ltd and NatSteel Australia Pty Ltd from 2004 to 2011. In 2011, Bryan was appointed CEO for Tata Steel Resources Australia, representing the parent company Tata Steel Ltd as a Director / CEO of Australian subsidiaries Tata Steel Resources Australia Pty Ltd and Kalimati Coal Co. Pty Ltd. The main objective of these companies was the procurement of metallurgical coal and investment in coal and iron ore mines to supply Tata Steel Ltd's international steel mills.

In 2017/2018, as CEO of the ASX listed Automotive Solutions Group Pty Ltd, Bryan saw the business through a particularly turbulent period to achieve improved outcomes for all stakeholders.

Prior to joining Hawsons (which was previously named Carpentaria Resources Ltd), Bryan utilised his experience, networks, and business acumen to run his own executive management consultancy business.

Bryan has a Bachelor of Business, is a graduate of the Australian Institute of Company Directors, and a fellow of the CEO Institute. Additional to his senior executive roles Bryan has held a diverse number of Director and committee member appointments on industry, subsidiary and company Boards including the National Chair of the Australian India Business Council Sub-Committee on Energy & Resources.

(b) Tim Cooper – Non-Executive Director

Tim has over 17 years of natural resources experience with a broad range of operational, technical and consulting expertise at all stages of project development across coal, base/precious metals and bulk commodity sectors.

The Board does not consider Mr Cooper to be an Independent Director by virtue of his interest in the Company's Shares (in this regard, refer to notes 4 and 5 to the tale in Section 4.4).

After starting his career in exploration and mining geology, Tim transitioned into mining consultancy, culminating in Principal Mining Consultant roles at MEC Mining Pty Ltd and

Precision Mining Pty Ltd. He managed teams of mining engineers to deliver mine planning and project investment analysis studies and also developed scheduling and project evaluation software solutions.

Tim is currently the Technical Director for MPX, a private company with a successful track record of identifying, acquiring and investing in mineral exploration across Australia. He is principally responsible for helping drive MPX's systemisation of project acquisition, development and commercialisation.

Tim holds a Bachelor of Science (Geology) from the University of Newcastle.

(c) Brent Van Staden – Non-Executive Director

Brent is a Partner and Head of Capital Markets in the corporate team of Colin Biggers & Paisley Lawyers.

The Board does not consider Mr van Staden to be an Independent Director by virtue of his interest in Colin Biggers & Paisley Lawyers as a partner in that firm, to whom the Company has paid fees for professional services (in this regard, refer to notes 4 and 5 to the table in Section 10.14).

He has considerable experience in all aspects of corporate and mining law, advising clients on matters involving corporate governance, capital raising, mergers and acquisitions in the mineral resources sector.

Brent holds a Masters of Law in Taxation, a Masters of Commercial Law and a Diploma of Legal Practice. He is admitted to practice in Queensland and New South Wales, as well as the United Kingdom and South Africa. He also has a Post Graduate Diploma in Applied Corporate Governance.

4.2 Management

(a) Mark Purcell – Chief Executive Officer

Mark brings a blend of experience in the mining and corporate finance industries across a variety of leadership, technical and corporate roles.

From 2017-2022, Mark developed his corporate finance experience at both Rothschild & Co Australia Limited and Goldman Sachs Australia Services Pty Ltd. Mark gained experience across mergers and acquisitions of publicly listed and private metals and mining companies, equity capital markets, derivatives and other financial advisory.

Mark also spent nine years in various roles at Peabody Energy Australia Coal Pty Ltd and Rio Tinto Coal Australia Pty Ltd. The majority of these roles were in leadership positions after developing his technical mining engineering skillset.

Mark holds a Bachelor of Engineering (Mining) from the University of Queensland and a Master of Business Administration (Executive) from the Australian Graduate School of Management and is a member of the Australian Institute of Mining and Metallurgy.

(b) Craig McPherson – Chief Financial Officer & Company Secretary

Craig is a Director of M+H Private and has 25 years' experience advising businesses in all fields, specialising in business advisory and corporate finance. His career has spanned both professional practice and commercial areas.

Before co-founding M+H Private, Craig was a partner at a mid-tier accounting firm and also held executive roles with ASX and TSX listed companies as Chief Financial Officer, Director and Company Secretary. His extensive experience helped him gain not only his

comprehensive understanding of business management, but also oversight of significant corporate transactions (M&As), acquisitions and divestments, financing initiatives and stock exchange listings.

Craig currently acts as Company Secretary for a number of ASX-listed and unlisted public and private companies.

Craig holds a Bachelor of Commerce from the University of Queensland and is a Chartered Accountant – CAANZ.

(c) Ian Kelso – Exploration Manager

Ian is an experienced geologist with a career spanning over 30 years in exploration and mining geology, working for companies including PanAust Limited, Evolution Mining Limited, Glencore, Thiess Group Holdings Pty Ltd, Xstrata Copper Exploration Pty Ltd and Pasminco Limited.

Ian participated in the discovery of the North Portia copper-gold deposit in the Curnamona Province in South Australia and new zinc-lead-silver ore shoots at the Endeavour Mine at Cobar, New South Wales.

He was also Senior Mine Geologist as part of the team developing the Century zinc mine in Queensland and has been exploration manager for base metals and gold prospects across Queensland, New South Wales and Pakistan.

Ian holds a Bachelor of Applied Science (Hons) from University of Technology Sydney, a Master of Engineering Science from the University of NSW, is a Chartered Professional of the Australian Institute of Mining and Metallurgy and a Queensland Registered Professional Engineer.

4.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, had any interest in:

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

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person to a Director to induce him or her to become, or to qualify as, a Director, or for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

4.4 Directors' Interests in securities

As at the date of this Prospectus, the interest of Directors (and their respective associates) in securities of the Company are set out in the table below.

Director	Remuneration p.a.	Existing Shares ⁶	% (Undiluted) at Listing ¹	Director and Management Options ²	Performance Rights ³
Bryan Granzien	\$36,000	0	0	1,350,000	750,000

Tim Cooper ⁵	\$30,000	105,488 ⁴	0.34%	250,000	300,000
Brent Van Staden	\$30,000	0	0	250,000	300,000

Notes:

1. At completion of the Offer, assuming no Options are exercised.
2. Refer to Sections 4.6 and 10.5 for the terms and conditions of the Director and Management Options for each Director. Options will be issued upon admission to the Official List of the ASX.
3. Refer to Sections 4.7 and 10.8 for the terms and conditions of the Performance Rights for each Director. Performance Rights will be issued upon admission to the Official List of the ASX.
4. Held by an entity associated with Tim Cooper – EZ Invest Pty Ltd atf Cooper Investment Trust (ACN 655 380 322).
5. Mr Cooper was appointed as a Director by Mining Projects Accelerator Pty Ltd, which holds 431,312 Shares at the date of this prospectus and will hold 2,695,700 Shares following the proposed Share Split, representing 43.1% on the date of this Prospectus and 8.6% at completion of the Offer (refer to Section 10.12(a)).
6. Refer to Section 10.2 for information about the rights attaching to Shares. The number of Shares represented in the table assumes that the Share Split is approved at the Company's General Meeting called for 15 December 2022. Refer to Section 5.8 for details of the Company's substantial shareholders as at the date of this Prospectus.
7. The table assumes that the Directors do not subscribe for Shares under this Prospectus.

4.5 Remuneration of Directors

(a) Bryan Granzien - Independent Non-Executive Chairman

Mr Granzien has entered into a Non-Executive Chairman and Director Agreement with the Company and will be paid a Director's fee of \$36,000 per annum plus statutory superannuation for his role as an Independent Non-Executive Director. In the 2 years prior to the date of this Prospectus, neither Mr Granzien nor entities controlled by him have received any remuneration from the Company.

Mr Granzien will be issued 1,000,000 Chair and CEO Options, 350,000 Director Options and 750,000 Performance Rights (in this regard, refer to Sections 4.3, 4.6, 4.7, 10.5 and 10.8) upon admission to the Official List of the ASX and pursuant to the Company's ESOP. Refer to Section 4.8 for a summary of the ESOP Rules.

(b) Tim Cooper – Non-Executive Director

Mr Cooper has entered into a Non-Executive Director Agreement with the Company and will be paid a Director's fee of \$30,000 per annum plus statutory superannuation for his role as a Non-Executive Director. In the 2 years prior to the date of this Prospectus, neither Mr Cooper nor entities controlled by him have received any remuneration from the Company.

Mr Cooper will be issued 250,000 Director Options and 300,000 Performance Rights (in this regard, refer to Sections 4.3, 4.6, 4.7, 10.5 and 10.8) upon admission to the Official List of the ASX and pursuant to the Company's ESOP. Refer to Section 4.8 for a summary of the ESOP Rules.

(c) Brent Van Staden – Non-Executive Director

Mr Van Staden has entered into a Non-Executive Director Agreement with the Company and will be paid a Director's fee of \$30,000 per annum plus statutory superannuation for his role as a Non-Executive Director. In the 2 years prior to the date of this Prospectus, neither Mr Van Staden nor entities controlled by him have received any remuneration from the Company.

Mr Van Staden will be issued 250,000 Director Options and 300,000 Performance Rights (in this regard, refer to Sections 4.3, 4.6, 4.7, 10.5 and 10.8) upon admission to the Official List of the ASX and pursuant to the Company's ESOP. Refer to Section 4.8 for a summary of the ESOP Rules.

Mr Van Staden is a partner at Colin Biggers & Paisley lawyers who have been engaged to as solicitors to the Offer. Refer to Section 10.14 in relation to the interests of advisers.

4.6 Director and Management Options

Two classes of Options have been issued to Directors and Management, namely:

- (a) Director Options - exercise price of 30 cents, expiring 24 months after the date of issue; and
- (b) Chair & CEO Options - zero exercise price, expiring 24 months after the date of issue, provided that the relevant Director continues to hold the equivalent position in the Company until the date of exercise.

The Director Options may be exercised on a "cashless" basis described in Section 4.8. For more information about the Director and Management Options, refer to Section 10.5.

4.7 Performance Rights

The Performance Rights will be subject to the following Performance Milestone Conditions (**Milestones**) and will have the following Expiry Dates:

Class of Performance Right	Milestone	Expiry Date	Number of Performance Rights
Class A Performance Rights	Each Class A Performance Right will vest and convert (at the election of the holder) into one Share upon the Company achieving a volume weighted average price for 20 consecutive trading days (20 Day VWAP) exceeding \$0.40	Five (5) years from the date of issue	1,300,000
Class B Performance Rights	Each Class B Performance Right will vest and convert (at the election of the holder) into one Share upon the Company achieving 20 Day VWAP exceeding \$0.60	Five (5) years from the date of issue	850,000
Class C Performance Rights	Each Class C Performance Right will vest and convert (at the election of the holder) into one Share upon the Company achieving 20 Day VWAP exceeding \$0.70	Five (5) years from the date of issue	375,000
Total			2,525,000

For more information about the terms of the Performance Rights, refer to Section 10.8.

4.8 Employee Share and Option Plan

The Company has adopted an Employee Share and Option Plan (**ESOP**). To date, no securities have been issued under the ESOP. At close of the Offer, the Director and Management Options and Performance Rights will be issued under the ESOP.

The key terms under the ESOP are summarised below:

(a) Operation

The Board is responsible for administering the ESOP in accordance with the ESOP Rules. A grant of Shares, Performance Rights and/or Options under the ESOP will be subject to both the ESOP Rules, ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order), the ASX Listing Rules, the Corporations Act and the terms and conditions of the specific grant.

(b) Listing Rules

To the extent that any provision in the ESOP is proscribed by the Listing Rules, that provision will have no effect and will not apply to the extent required by the Listing Rules.

(c) Eligibility

The ESOP is open to certain contractors and employees (including Directors, subject to the ASX Listing Rules and the Corporations Act) of the Company who are invited by the Board to participate in the ESOP (**Participants**). The Board may invite Participants to apply for Shares or a right to the issue of Shares, Performance Rights and/or Options under the ESOP in its absolute discretion.

(d) Grant

The Board may offer Participants the right to apply for Shares, Performance Rights and/or Options subject to conditions and/or performance hurdles and terms of issue determined by the Board in its sole discretion, subject to the ASX Listing Rules and the Corporations Act.

(e) Vesting

The vesting of a Performance Right will be conditional on the satisfaction of any conditions and performance hurdles attaching to the Performance Right. Performance hurdles will be determined by the Board in its discretion and specified in the Participant's invitation letter.

Where relevant performance hurdles are met, then the Performance Rights will vest and be convertible into Shares.

The vesting of an Option will be conditional on the satisfaction of any conditions attaching to the Option. Vesting conditions will be determined by the Board in its discretion and specified in the Participant's invitation letter.

Unvested Shares will vest on conditions determined by the Board in its discretion and specified in the Participant's invitation letter.

(f) Assistance with the exercise of Options

An offer may specify that at the time of exercise of the Options, the Participant may elect or that the Participant and the Directors may agree in writing that the Participant will not to be required to provide payment of the Exercise Price but that on exercise of those

Options the Company will transfer or allot to the Participant that number of Shares equal in value to the positive difference between the then market value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).

An offer may specify that at the time of exercise of the Options, or Directors may agree in writing at any time prior to exercise of Options, that a sum equal to the aggregate Exercise Price of Options may be advanced by the Company to the Participant as a loan, on the provision that the loan is secured against and repayable only upon the sale of Shares, Options and Performance Rights held by the Participant (whether vested or not) or against other assets acceptable to the Company and repayable on terms agreed by the Directors.

(g) Lapse of Performance Rights and Options

All Performance Rights, Options and Shares that have not vested on or before the expiry date will automatically lapse. Performance Rights, Shares and Options will also lapse if the applicable performance hurdles and/or conditions attaching to them are not met within a prescribed period determined by the Board in its discretion.

(h) Dealing with Performance Rights and Options

Unvested Shares, unvested Performance Rights and unvested Options are not transferable, except upon the Participant's death, to its legal personal representative.

(i) Conversion into Shares

Each Performance Right will entitle a Participant to one Share upon vesting. Each Option will entitle a Participant upon vesting to subscribe for one Share at the Exercise Price specified by the Board in the Participant's invitation letter.

Shares issued as a result of the vesting and exercise of Performance Rights and/or Options will rank equally with the Shares currently on issue

(j) Maximum number of securities

The Board may grant such number of Shares, Performance Rights and/or Options under the ESOP as the Board determines so long as no limit specified, imposed or calculated by any relevant policy or guideline of ASIC, including any regulatory guide, class order or condition for relief, is exceeded. Based on the Company's capital structure at close of the Offer, the maximum number of Shares that the Directors may issue under the ESOP is 1,562,500 Shares.

(k) Hedging not allowed

If restricted by law, a Participant may not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Options or Performance Rights.

(l) New issues, reorganisations of capital and winding up

- (i) Participants holding Options or Performance Rights are not entitled to participate in any new issue of securities to existing holders of Shares in the Company unless:

- (A) their Options or Performance Rights under the Plan have vested; and

- (B) they exercise their Options or Performance Rights and receive Shares before the record date for the determination of entitlements to the new issue of securities and participate as a holder of Shares.
- (ii) In accordance with the Listing Rules, the Company will give Participants notice of any new issue of securities before the record date for determining entitlements to the new issue.
- (iii) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option or Performance Right before the record date for determining entitlements to the pro rata issue, the Exercise Price of the Option or Performance Right will be reduced according to the formula specified in the Listing Rules.
- (iv) If the Company makes a bonus issue of Shares to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option or Performance Right before the record date for determining entitlements to the bonus issue, then the number of underlying Shares over which the Option or Performance Right is exercisable will be increased by the number of Shares which the Participant would have received if the Participant had exercised the Option or Performance Right before the record date for the bonus issue. No adjustment will be made to the Exercise Price.
- (v) If there is a reorganisation of the issued capital of the Company (including a consolidation, subdivision, reduction or return) then the rights of a Participant (including the number of Options or Performance Rights to which each Participant is entitled and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(m) Winding up

If a resolution for a members' voluntary winding up of the Company is proposed (other than for the purpose of a reconstruction or amalgamation) the Board may, in its absolute discretion, give written notice to Participants of the proposed resolution. Subject to the Option Vesting Conditions or Performance Right Vesting Conditions, the Participants may, during the period referred to in the notice, exercise their Options or Performance Rights.

(n) Fractions of Shares

Fractions in the aggregate number only will be disregarded in determining the total entitlement of a Participant.

(o) Termination of employment or office

- (i) If a Participant ceases to be an officer/employee/contractor due to resignation, dismissal for cause or poor performance or any other circumstances determined by the Board to constitute the Participant a Bad Leaver (**Bad Leaver**), then, subject to compliance with the Listing Rules and the Corporations Act:

- (A) any Unvested Shares held by the Participant will be forfeited by the Participant;
 - (B) Unvested Options and Unvested Performance Rights held by the relevant Participant will immediately lapse; and
 - (C) Vested Options or Vested Performance Rights that have not been exercised will lapse on the date the person ceases to be an employee/contractor.
- (ii) If a Participant ceases to be an employee/contractor for reasons other than as a Bad Leaver (**Good Leaver**):
- (A) all Unvested Shares held by the Participant will be forfeited by the Participant;
 - (B) Unvested Options and Unvested Performance Rights held by the relevant Participant will immediately lapse; and
 - (C) Vested Options or Vested Performance Rights that have not been exercised will continue in force and remain exercisable for 90 days after the Participant ceases to be an employee/contractor.

(p) Change of Control Events

Except to the extent otherwise provided for in an offer to a Participant, if a takeover offer for the Company's Shares becomes unconditional or another transaction occurs pursuant to which control of the Company changes (as defined in the Plan Rules, and as permitted by the ASX Listing Rules), all Unvested Shares, Unvested Options and Unvested Performance Rights held by a Participant will automatically vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the change of control Event, regardless of whether or not the employment, engagement or office of the Participant is terminated or ceases in connection with the Change of Control Event.

4.9 Other Fees

A Director may be paid fees or other amounts in addition to those set in out Section 4.5 as the Directors determine if a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out-of-pocket expenses incurred as a result of their directorship or any special duties.

4.10 Related Party Arrangements

The Company's policy in respect of related party arrangements is as follows:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest must not be present while the matter is being considered at the meeting and may not vote on the matter.

The Company has entered into the following related party transactions:

- (a) the Ollenburs Acquisition Agreement (refer to Section 10.1(e));

- (b) executive services agreements or letters of engagement with each of its Directors on standard terms (refer to Section 10.1(a)(i));
- (c) the seed loan agreement with MPX;
- (d) the offer of Director and Management Options (refer to Sections 4.3, 4.6, 10.5 and 10.8); and
- (e) Deeds of Indemnity, Insurance and Access with each of its Directors on standard terms.

In addition, the Company has established the ESOP (refer to Section 4.8).

Aside from the above, there are no other related party agreements or arrangements.

4.11 ASX Corporate Governance Council Principles and Recommendations

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

To the extent applicable, the Company has adopted the 4th edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (Recommendations)*.

In light of the Company's size and nature, the Board considers that the current Board is a cost effective and practical method of directing and managing the Company. As the Company'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.

The Company's main corporate governance policies and practices as at the date of this Prospectus are detailed below. The Company's full Corporate Governance Plan will be available in a dedicated corporate governance information section of the Company's website at www.sqxresources.com.

(a) Board of Directors

The Board is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. Clearly articulating the division of responsibilities between the Board and management will help manage expectations and avoid misunderstandings about their respective roles and accountabilities. In general, the Board assumes (amongst others) the following responsibilities:

- (i) driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (ii) approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times;
- (iii) ensuring that an appropriate framework exists for relevant information to be reported by management to the Board;

- (iv) when required, challenging management and holding it to account, appointment and replacement of the Chief Executive Officer, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment, including remuneration and termination;
- (v) approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (vi) monitoring the timeliness and effectiveness of reporting to Shareholders;
- (vii) reviewing and ratifying systems of audit, risk management (for both financial and non– financial risk) and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters;
- (viii) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- (ix) approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the Company has sufficient clarity to be actively monitored;
- (x) approving the annual, half yearly and quarterly accounts;
- (xi) approving significant changes to the organisational structure;
- (xii) approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends;
- (xiii) recommending to Shareholders the appointment of the external auditor as and when their appointment or re–appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable);
- (xiv) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making; and
- (xv) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business; and
- (xvi) governance issues.

The Company is committed to ensuring that appropriate checks are undertaken before the appointment of a Director and the Company has in place written agreements with each Director which detail the terms of their appointment.

(b) Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meetings. The Board will consist of three non-executive Directors upon admission to the Official List of the ASX (of whom one is considered independent by the Board). As the Company's activities develop in size, nature and scope, the composition of the Board and the implementation of additional corporate governance policies and structures will be considered.

(c) **Identification and management of risk**

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

(d) **Ethical standards**

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

(e) **Independent professional advice**

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

(f) **Remuneration arrangements**

The remuneration of any Executive Director will be decided by the Board and must not be calculated as a commission on, or percentage of, operating revenue.

None of the Directors have received any remuneration in their roles as directors prior to the date of this Prospectus.

The Company's Constitution provides that the remuneration of Non-Executive Directors will be not exceed the aggregate fixed sum determined by a general meeting . The maximum aggregate remuneration payable to the Directors (excluding salaries to executive directors) is \$400,000 per annum, subject to future variation by Shareholders at a General Meeting.

In addition, subject to any necessary Shareholder approval, a Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director (e.g. non-cash performance incentives such as Options).

Directors are also entitled to be paid reasonable travel and other expenses incurred by them in the course of the performance of their duties as Directors.

The Board reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

The Board is also responsible for reviewing any employee incentive and equity-based plans and offers under them, including the appropriateness of performance hurdles and total payments proposed.

(g) **Securities trading policy**

The Board has adopted a policy that sets out the guidelines on the sale and purchase of Securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the Executive Directors). The policy generally provides that the written acknowledgement of the Chairman (or the Board in the case of the Chairman) must be obtained prior to trading.

(h) **Diversity policy**

The Board values diversity (in its broader sense) and recognises the benefits it can bring to the organisation's ability to achieve its goals. However, given the current stage of the Company's operations and number of employees, the Company has determined at this stage not to formally adopt a diversity policy. The Company will re-assess this as the Company grows.

(i) **Audit and risk**

The Company will not have a separate audit or risk committee until such time as the Board is of a sufficient size and structure and the Company's operations are of a sufficient magnitude for a separate committee to be of benefit to the Company. In the meantime, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee, including but not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control and risk management systems and the external audit function.

(j) **External audit**

The Company in general meetings is responsible for the appointment of the external auditors of the Company. The Board from time to time will review the scope, performance and fees of those external auditors.

4.12 Departures from Recommendations

Following Listing, the Company will be required to report any departures from the Recommendations in its annual financial report. The Company's departures from the Recommendations as at the date of this Prospectus are detailed in the table below.

Principles and Recommendation	Explanation for Departures
1.5 A listed entity should have a diversity policy and disclose that policy at the end of each reporting period	The Company does not comply with Recommendation 1.5. The Company has not formally established a diversity policy given the current stage of its operations and the small number of employees.
2.1 The board of a listed entity should have a nomination committee	<p>The Company does not comply with Principle 2.1. The Company is not of a relevant size to consider formation of a nomination committee to deal with the selection and appointment of new Directors and as such, a nomination committee has not been formed.</p> <p>Nominations of new Directors are considered by the full Board. If any vacancies arise on the Board, all directors are involved in the search and recruitment of a replacement. The Board has taken a view that the full Board will hold special meetings or sessions as required.</p> <p>The Board is confident that this process for selection (including undertaking appropriate checks before appointing a person or putting forward to Shareholders a candidate for election) and review is stringent and full details of all Directors will be provided to Shareholders in the annual report and on the Company's website.</p>

<p>2.2 The board of a listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>The Board does not maintain a formal Board Skills Matrix, as the Board considers that such a matrix is not necessary given the current size and scope of the Company's operations.</p> <p>The Board may adopt such a matrix at a later time as the Company's operations grow and evolve</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>Given the Company's present size and scope, it is currently not the Company's policy to have a majority of independent Directors.</p> <p>Directors have been selected to bring specific skills and industry experience to the Company. The Board has an expansive range of relevant industry experience, financial, legal and other skills and expertise to meet its objectives.</p> <p>The Board will have one independent Director upon admission to the Official List of the ASX.</p>
<p>4.1 The board of a listed entity should have an audit committee of at least three members that are non-executive.</p>	<p>The Board has not established a separate audit committee. The full Board carries out the duties that would ordinarily be assigned to the audit committee.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify having, a separate audit committee.</p>
<p>7.1 The board of a listed entity should have a risk committee.</p>	<p>The Board has not established a separate Risk Management Committee. The Board is ultimately responsible for risk oversight and risk management.</p> <p>Discussions on the recognition and management of risks are considered by the Board.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify having a separate risk committee.</p>
<p>8.1 The board of a listed entity should have a remuneration committee of at least three members, a majority of whom are independent.</p>	<p>The Board as a whole performs the function of the Remuneration Committee, which includes setting the Company's remuneration structure, determining eligibilities to incentive schemes, assessing performance and remuneration of senior management and determining the remuneration and incentives of the Board.</p> <p>The Board may obtain external advice from independent consultants in determining the Company's remuneration practices, including remuneration levels, where considered appropriate.</p> <p>The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify having a separate Remuneration Committee.</p>

5. Details of the Offer

5.1 Offer

(a) Details

This Prospectus invites applications for 25,000,000 Shares at an issue price of \$0.20 each to raise \$5,000,000 (before associated costs), and 1 free attaching Loyalty Option for every 2 Shares issued, with an exercise price of \$0.30 per Loyalty Option and an expiry date of 36 months from the issue date. (**Offer**).

The Shares to be issued pursuant to the Offer are of the same class and will rank equally with the existing Shares on issue. The rights and liabilities attaching to the Shares are further described in Section 10.2.

Applications for Shares under the Offer must be made on the Application Form accompanying this Prospectus and received by the Company on or before the relevant Closing Date. Persons wishing to apply for Shares under the Offer should refer to Section 5.11 for further details and instructions.

The Company does not intend to apply for quotation of the Loyalty Options on ASX. Upon exercise of a Loyalty Option and payment of the exercise price, the Company will issue one fully paid Share to the optionholder. Loyalty Options will be issued automatically to Applicants on the date on which Shares are issued under the Offer. Applicants are not required to take any additional action to receive Loyalty Options. The rights and liabilities attaching to the Loyalty Options are now set out in Section 10.4 of the Prospectus.

(b) Subscription amount

The minimum amount which must be raised under the Offer is \$5,000,000, being 25,000,000 Shares at \$0.20 each (**Subscription Amount**). The Company will not issue any Shares under this Prospectus until the Subscription Amount is achieved.

If the Subscription Amount has not been reached within 3 months from the date of this Prospectus, the Company will either repay your Application Monies or issue a supplementary prospectus or replacement (refresh) prospectus. If the Company issues a supplementary or replacement prospectus, the Company will allow you one month to withdraw your Application and, if you do so, the Company will repay your Application Monies. No interest will be paid on these moneys.

The Company does not intend to accept subscriptions in excess of the Subscription Amount – excess subscriptions will be dealt with in accordance with the allocation policy (see Section 5.15).

(c) Objectives of the Offer

The objectives of the Offer are to:

- (i) raise capital to fund exploration and development activities on the Company's Prospects in accordance with the exploration and development budgets as set out in Section 5.3 and the Independent Geologist's Report in Section 8;
- (ii) list on the ASX, which will provide the Company with improved access to capital markets;
- (iii) enhance the public and financial profile of the Company to facilitate further growth of the Company's business; and

- (iv) provide working capital for the Company.

(d) **Offer period for Offer**

The opening date for the Offer is 7 December 2022. The Offer will remain open until the Closing Date, which is 5.00pm on 14 December 2022 (unless varied).

The Directors may open and close the Offer on any other date and time, without prior notice. You are encouraged to submit your Application as early as possible.

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

5.2 Offer not underwritten

The Offer is not underwritten.

5.3 Proposed use of funds

Following the Offer, it is anticipated that the following funds will be available to the Company:

Source of funds	Amount
Cash on hand at 30 June 2022 ¹	\$226,000
Cash from acquisition of Ollenburgs Pty Ltd	\$100
Seed funding provided from 30 June 2022 to date of lodgement of Prospectus	\$75,000
Proceeds from Offer	\$5,000,000
Cash expenses of the Offer ²	\$(696,001)
Repayment of seed loans	\$(300,000)
Net cash after costs of the Offer	\$4,305,099

Note:

1. Refer to the pro-forma consolidated statement of financial position in Section 6.6 for pro forma cash as at 30 June 2022.

2. Refer to Section 10.16 for information about the expenses of the Offer. Cash expenses of the Offer represent 13.9% of funds raised under the Offer.

The following table shows the intended use of funds in the two-year period following Listing:

Use of net proceeds	Subscription Amount	%
Exploration and development ¹	\$3,023,787	70%
Administration costs ²	\$1,113,485	26%
Working capital ²	\$167,827	4%
Total funds allocated	\$4,305,099	100%

Notes:

1. Refer to the Independent Geologists Report in Section 8 for further information on the Company's proposed exploration programme and budget.

2. Working capital and administration costs include the general costs associated with the management and operation of the Company's business, including administration expenses, management salaries, directors' fees, rent, Tenement maintenance costs and other associated costs. To the extent that:

- (a) the Company's exploration activities warrant further exploration activities; or

(b) the Company is presented with additional acquisition opportunities, the Company's working capital will fund such further exploration and acquisition costs (including due diligence investigations and expert's fees in relation to such acquisitions). Amounts not so expended will be applied towards administration costs for the period following the initial two-year period following the Company's listing on the ASX.

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

5.4 Potential further acquisitions

The Company proposes to actively pursue further acquisitions which complement its existing focus. If and when a viable investment opportunity is identified, the Board may elect to acquire or exploit such opportunity by way of acquisition, joint venture or earn-in arrangement, which may involve the payment of consideration in cash, equity or a combination of both.

5.5 Sufficiency of working capital

The Board believes that the funds raised from the Offer will provide the Company with sufficient working capital to achieve its stated objectives as detailed in this Prospectus. It should however be noted that an investment in the Company is highly speculative and investors are encouraged to read the risk factors outlined in Section 3.

5.6 Further equity funding

The use of further equity funding may be considered by the Board where it is appropriate to accelerate a specific project or strategy.

Based on the intended use of funds detailed above, the amounts raised pursuant to the Offer will provide the Company with sufficient funding for 2 years of operations. As the Company has no operating revenue, the Company is likely to require further financing in the future. See Section 3.2(g) for further details about the risks associated with the Company's future capital requirements and Section 3 generally for risks facing the Company.

5.7 Capital Structure

On completion of the Offer, the capital structure of the Company will be as set out below:

Shares:

	Subscription Amount	%
Total number of Shares on issue as at the date of this Prospectus ¹	6,250,000	20.0
Shares to be issued under the Offer ²	25,000,000	80.0
Total number of Shares on completion of the Offer	31,250,000	100.0

Notes:

1. Certainty of the Shares currently on issue may be subject to ASX escrow provisions restricting their transferability as set out in Section 5.18. Shares issued under this Prospectus will rank equally with the existing Shares on issue. The key rights attaching to the Shares are summarised at Section 10.2 of this Prospectus. Refer to Section 4.3 for the interests of Directors in the Company's Securities.
2. Assumes no Options are exercised.

Options:

Director and Management Options ¹	3,350,000
Lead Manager Options ²	3,335,478
Loyalty Options ³	12,500,000
Existing Options ⁴	3,125,000
Total Options at completion of the Offer ⁵	22,310,478

Notes:

1. The vesting conditions and other terms of the Director and Management Options are set out in Sections 4.6 and 10.5.
2. Refer to Section 10.6 for the key terms of the Lead Manager Options.
3. Refer to Section 10.4 for the key terms of the Loyalty Options.
4. Refer to Section 10.3 for the key terms of the Existing Options.
5. Refer to Section 10.7 for the general terms and conditions of all Options.

Performance Rights ¹:

Class A Performance Rights	1,300,000
Class B Performance Rights	850,000
Class C Performance Rights	375,000
Total Performance Rights at completion of the Offer	2,525,000

Notes:

1. The vesting conditions and other terms of the Performance Rights are set out in Sections 4.7 and 10.8.

5.8 Substantial Holders as at the date of this Prospectus

Shareholders (and their associates) holding an interest in 5% or more of the Shares on issue as at the date of this Prospectus are set out in the table below.

Shareholder Name	Number of Shares ¹	% at date of Prospectus	% at close of the Offer
Mining Projects Accelerator Pty Ltd	2,695,700	43.1%	8.6%
Wechsel Enterprises Pte Ltd	602,006	9.6%	1.9%
Long Life Strategic Investments Pty Ltd	602,006	9.6%	1.9%

Notes:

1. Assumes the Share Split is approved by Shareholders - refer to Section 10.12(a).
2. Refer to Section 10.2 for a summary of the rights attaching to the Shares, Section 4.3 for the interests of Directors in the Company's securities and Section 5.7 for a summary of the Company's capital structure.
3. Refer to Section 10.1(a)(i) for information about the maximum potential relevant interest that the Lead Manager may obtain in the Company and Section 5.8 for details of the Company's substantial shareholders as at the date of this Prospectus.

The Company will announce to ASX details of its top 20 Shareholders (following completion of the Offer) prior to the Shares commencing trading on ASX.

5.9 Forecasts

The Directors have considered the matters detailed in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or

projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

The Directors consequently believe that, given these inherent uncertainties, it is not possible to include reliable forecasts in this Prospectus.

Refer to Section 2 for further information in respect to the Company's proposed activities.

5.10 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offer, in which case the Company will return all Application Monies (without interest) within 28 days of giving notice of their withdrawal.

5.11 Applications

(a) General

Applications for Securities under the Offer can only be made using the relevant Application Form accompanying this Prospectus or otherwise provided by the Company. For further information on how to complete the Application Form, Applicants should refer to the instructions set out on the form.

No brokerage, stamp duty or other costs are payable by Applicants. All Application Monies will be paid into a trust account. Applicants wishing to provide Application Monies via BPAY® should follow the instructions on the Application Form or contact the Company.

(b) Payment

Investors can apply online with payment made electronically via BPAY®. Investors applying online will be directed to use an online Application Form and make payment by BPAY®. Investors will be given a BPAY® biller code and a customer reference number unique to the online Application once the online Application Form has been completed.

BPAY® payments must be made from an Australian dollar account of an Australian institution. Using the BPAY® details, Investors must:

- (A) access their participating BPAY® Australian financial institution either via telephone or internet banking;
- (B) select to use BPAY® and follow the prompts; enter the biller code and unique customer reference number that corresponds to the online Application;
- (C) enter the amount to be paid which corresponds to the value of Shares under the online Application;
- (D) select which account payment is to be made from;
- (E) schedule the payment to occur on the same day that the online Application Form is completed. Applications without payment will not be accepted; and
- (F) record and retain the BPAY® receipt number and date paid.

Investors should confirm with their Australian financial institution:

- (A) whether there are any limits on the Investor's account that may limit the amount of any BPAY® payment; and
- (B) the cut off time for the BPAY® payment.

Investors can apply online by following the instructions at www.sqxresources.com and completing a BPAY® payment. If payment is not made via BPAY®, the Application will be incomplete and will not be accepted. The online Application Form and BPAY® payment must be completed and received by no later than the Closing Date.

A completed and lodged Application Form together with confirmation of BPAY® payment for any Application Monies (for applications under the Offer), constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form. If the Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may still be treated by the Company as valid. The Directors' decision as to whether to treat such an Application as valid and how to construe or complete the Application Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of BPAY® payment for the Application Monies.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of Securities pursuant to this Prospectus.

The submission of a completed Application Form with the requisite Application Monies (for applications under the Offer) will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained and that the Applicant:

- (A) agrees to be bound by the terms of the relevant Offer;
- (B) declares that all details and statements in the Application Form are complete and accurate;
- (C) declares that, if they are an individual, they are over 18 years of age and have full legal capacity and power to perform all its rights and obligations under the Application Form;
- (D) authorises the Company and its respective officers or agents, to do anything on their behalf necessary for the Securities to be issued to them, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Application Form;
- (E) acknowledges that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that Securities are suitable for them given their investment objectives, financial situation or particular needs; and
- (F) acknowledges that the Securities have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and accordingly, the Securities may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws.

The Offer may be closed at an earlier date and time at the discretion of the Directors, without prior notice. Applicants are therefore encouraged to submit their Application Forms as early as possible. However, the Company reserves the right to extend the Offer or accept late Applications.

(c) **Offer Applications**

Applications under the Offer must be for a minimum of 10,000 Shares (\$2,000) and then in increments of 2,500 Shares (\$500).

5.12 CHESS and issuer sponsorship

The Company will apply to participate in CHESS. All trading on the ASX will be settled through CHESS. ASX Settlement, a wholly owned subsidiary of the ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules. On behalf of the Company, the Share Registry will operate an electronic issuer sponsored subregister and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of Securities.

Under CHESS, the Company will not issue certificates to Security holders. Rather, holding statements (similar to bank statements) will be sent to Security holders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for Security holders who elect to hold Securities on the CHESS sub-register) or by the Company's Share Registry (for Security holders who elect to hold their Securities on the issuer sponsored sub-register). The statements will set out the number of existing Securities (where applicable) and the number of new Securities allotted under this Prospectus and provide details of a Security holder's holder identification number (for Security holders who elect to hold Securities on the CHESS sub-register) or Security holder reference number (for Security holders who elect to hold their Securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each Security holders at the end of each month in which there is a transaction on their holding, as required by the Listing Rules.

5.13 ASX Listing and Official Quotation

Within 7 days after the date of this Prospectus, the Company will apply to ASX for admission to the Official List and for the Shares, including those offered by this Prospectus, to be granted Official Quotation (apart from any Shares that may be designated by ASX as restricted securities). The Company will not apply for quotation of any Options on the ASX.

If ASX does not grant permission for Official Quotation within three months after the date of this Prospectus (or within such longer period as may be permitted by ASIC), none of the Securities offered under the Offer will be allotted and issued. If no allotment and issue is made, all Application Monies will be refunded to Applicants (without interest) as soon as practicable or the Company will issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies refunded to them (without interest).

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Securities offered pursuant to this Prospectus.

5.14 Application Monies to be held in trust

Application Monies will be held in trust for Applicants until the allotment of the Securities under the Offer. Any interest that accrues will be retained by the Company.

5.15 Allocation and issue of Shares

The Directors, in conjunction with the Lead Manager, will allocate Shares under the Offer at their sole discretion with a view to ensuring an appropriate Shareholder base for the Company going forward (subject to any regulatory requirements).

There is no assurance that any Applicant will be allocated any Shares, or the number of Shares for which it has applied. The Company reserves the right to reject any Application or to issue a lesser number of Shares than those applied for. Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest) as soon as reasonably practicable after the relevant Closing Date.

Securities under the Offer are expected to be allotted on the Issue Date.

It is the responsibility of Applicants to determine their allocation prior to trading in the Securities issued under the Offer. Applicants who sell Securities before they receive their holding statements do so at their own risk.

5.16 Risks

Prospective investors should be aware that an investment in the Company should be considered highly speculative and involves a number of risks inherent in the various business segments of the Company. Section 3 details key risk factors which prospective investors should be aware of. It is recommended that prospective investors consider these risks carefully before deciding whether to invest in the Company.

This Prospectus should be read in its entirety, as it provides information for prospective investors to decide whether to invest in the Company. If you have any questions about the desirability of, or procedure for, investing in the Company, please contact your stockbroker, accountant or other independent adviser.

5.17 Overseas Applicants

No action has been taken to register or qualify the Securities, or the Offer, or otherwise to permit the offering of the Securities, in any jurisdiction outside of Australia.

The distribution of this Prospectus within jurisdictions outside of Australia and New Zealand may be restricted by law and persons into whose possession this Prospectus comes should inform themselves about and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws.

This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

It is the responsibility of any overseas Applicant to ensure compliance with all laws of any country relevant to his or her Application. The return of a duly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach of such law and that all necessary approvals and consents have been obtained.

5.18 Escrow arrangements

ASX will classify certain existing Securities on issue in the Company as being subject to the restricted securities provisions of the Listing Rules. Restricted Securities will be required to be held in escrow for up to 24 months and will not be able to be sold, mortgaged, pledged, assigned or transferred for that period without the prior approval of ASX. During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Security holder to dispose of its Securities in a timely manner.

None of the Shares issued pursuant to the Offer are expected to be restricted securities. All of the Securities issued to the Lead Manager (or its nominees) are expected to be Restricted Securities.

The Company anticipates that upon Listing, approximately 6,250,000 Shares and 9,810,478 Options may be classified as Restricted Securities by ASX, which Shares comprise approximately 20% of the Company's Shares on issue and 84% of all Options on issue, at Completion of the Offer.

The Company confirms its 'free float' (the percentage of the Shares that are not restricted and are held by shareholders who are not related parties (or their associates) of the Company) at the time of listing will be not less than 20% in compliance with ASX Listing Rule 1.1 Condition 7.

Prior to the Company's Shares being admitted to Official Quotation on the ASX, the Company will enter into escrow agreements with, or issue a restriction notice to, the recipients of any Restricted Securities in accordance with the ASX Listing Rules and the Company will announce to ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Shares commencing trading on ASX.

5.19 Arrangements with brokers

PAC Partners Securities Pty Ltd is Lead Manager to the Offer. The material terms of the Lead Manager Agreement are summarised in Section 10.1.

5.20 Lead Manager Offer

This Prospectus also includes an offer of Lead Manager Options to the Lead Manager (or its nominees) as part consideration for services provided to the Company in relation to the Offer, in accordance with the terms of the Lead Manager Agreement (refer Section 10.1(a)(i)). Refer to Section 10.6 for further information regarding the rights attaching to the Lead Manager Options.

Only the Lead Manager (or its nominees) may accept the Lead Manager Offer.

5.21 Privacy disclosure

Persons who apply for Securities pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry.

The Company and the Share Registry collect, hold and use that personal information to assess Applications for Securities, to provide facilities and services to Security holders and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with relevant privacy laws. If you do not provide the information required on the relevant Application Form, the Company may not be able to accept or process your Application.

An Applicant has a right to gain access to the information that the Company holds about that it, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

5.22 Paper copies of Prospectus

The Company will provide paper copies of this Prospectus (including any supplementary or replacement document) and the relevant Application Form to investors upon request and free of charge. Requests for a paper copy from should be directed to the Share Registry by calling the Offer helpline on +61 1800 426 150.

5.23 Enquiries

This Prospectus provides information for potential investors in the Company and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser.

Questions relating to the Offer and the completion of an Application Form can be directed to the Share Registry by calling the Offer helpline on +61 1800 426 150.

6. Financial Information Section

6.1 Introduction

The directors of the Company have prepared the Financial Information as set out below for inclusion in this Prospectus.

The Company was incorporated on 2 May 2022 and since that time, the Company in a start-up phase has not commenced business and had limited transactions. As a result, the Company is not able to disclose any key financial information other than the information referred to below and the information included in the Financial Information set out below.

The Pro-Forma Historical Statement of Financial Position as at 30 June 2022 referred to below is derived from the historical statement of financial position of the Company as at 30 June 2022, adjusted to reflect the acquisition of tenements currently held by Ollenburs Pty Ltd ("Ollenburs") and the impact of the Offer.

The Pro-Forma Historical Statement of Financial Position reflects the Company acquisition of the tenements held by Ollenburs achieved by the acquisition of 100% of the issued shares in Ollenburs in consideration for \$1.00 each in cash. The Directors have exercised judgement and concluded that the acquisition of Ollenburs does not meet the definition of a business combination under AASB 3 *Business Combinations*. Therefore, the transaction has been accounted for as an asset acquisition and presented as a pro forma adjustment.

As the entity to be acquired is not operating a business and the acquisition does not meet the definition of a business combination, the historical financial information of Ollenburs has not been separately provided as it is not considered material and is not considered relevant to the users of the Prospectus. However, the Pro Forma Historical Statement of Financial Position and notes to the financial statements set out below, adequately disclose the financial position of Ollenburs at the time of acquisition and the impact of the acquisition on the new consolidated pro forma position of the Company.

6.2 Financial information

The Financial Information contained in this Section 6 has been prepared by the Directors and sets out the historical financial information ("Historical Financial Information") and pro forma financial information ("Pro Forma Historical Financial Information") of the Company (together "the Financial Information") and the basis for preparation and presentation.

The Financial Information has been provided by the Directors to potential investors to assist with their understanding of the historical financial performance, cash flows and financial position of the Company.

Historical Financial Information consisting of:

- The audited historical Statement of Profit or Loss and Other Comprehensive Income and Statement of Cash Flows for the period from incorporation to 30 June 2022; and
- The audited historical Statement of Financial Position as at 30 June 2022.

The Historical Financial Information has been derived from the audited financial statements of SQX for the period ended 30 June 2022. The financial statements of the Company for the period ended 30 June 2022 have been audited by PKF Brisbane Audit in accordance with Australian Auditing Standards. PKF Brisbane Audit issued an unmodified audit opinion in respect of this period.

Pro Forma Historical Financial Information consisting of:

- the Pro Forma Historical Statement of Financial Position as at 30 June 2022; and the associated details of the pro forma adjustments.

The Pro Forma Historical Financial Information has been derived from the historical financial information of the Company, after adjusting for the effects of the subsequent events and the pro forma adjustments described in Section 6.7 of this Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Historical Financial Information and the event(s) or transactions to which the pro forma adjustments relate, as described in Section 6.7 of this Prospectus, as if those event(s) or transactions had occurred as at the 30 June 2022, being the date of the historical financial information.

The Pro Forma Historical Financial Information has been compiled by the Company to illustrate the impact of the event(s) or transactions described in Section 6.7 of the Prospectus on the Company's financial position as at 30 June 2022. As part of this process, information about the Company's financial position has been extracted from the Company's audited financial statements for the period from incorporation to 30 June 2022.

The financial information for Ollenburs Pty Ltd included in the Pro Forma Historical Statement of Financial Position as at 30 June 2022 has been derived from the audited financial statements of Ollenburs for the financial year ended 30 June 2022 audited by PKF Brisbane Audit which issued unmodified opinions for each entity in respect of this year.

Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position and is unaudited but has been reviewed by PKF Brisbane Audit (see the Independent Limited Assurance Report in Section 7 of this prospectus).

6.3 Basis of preparation and presentation

The Directors are responsible for the preparation and presentation of the Financial Information.

Given the fact that the Company is an early-stage resources business, there are significant uncertainties associated with forecasting the future revenues and expenses of the Company. On this basis the Directors believe that there is no reasonable basis for the inclusion of financial forecasts in this Prospectus.

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the underlying historical financial performance, cash flows and statement of financial position of the Company.

The Financial Information has been prepared and presented in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards (including the Australian Accounting interpretations), issued by the Australian Accounting Standards Board and the accounting policies adopted by the Company.

Compliance with Australian Accounting Standards ensures that the Financial Information complies with the recognition and measurement principles of International Financial Reporting Standards (IFRS) as adopted by the International Accounting Standards Board.

The Financial Information is presented in an abbreviated form and does not contain all the disclosures, statements or comparative information required by the Australian Accounting

Standards applicable to annual financial reports prepared in accordance with the Corporations Act.

The significant accounting policies adopted in the preparation of the Financial Information are summarised in Section 6.14 and have been consistently applied by the Company throughout the periods presented.

6.4 Statement of profit or loss and other comprehensive income for the period ended 30 June 2022

SQX	2 May 2022 to 30 June 2022 (Audited) \$
Revenue	
Other Income	-
Expenses	
Corporate and administration expenses	-
Profit / (loss) before income tax, attributable to members	-
Income Tax Expense	-
Profit / (loss) for the period, attributable to members	-
Other comprehensive income	-
Total other comprehensive income for the period, net of tax, attributable to members	-

This statement of profit or loss and other comprehensive income shows the historical financial performance of the Company and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Section 6.6 for the basis of preparation.

6.5 Statement of cash flows for the period ended 30 June 2022

SQX	2 May 2022 to 30 June 2022 (Audited) \$
Cash flows from operating activities	
Payments to suppliers and employees	-
GST payable/(refundable)	-
Cash used in operating activities	-
Cash flows from investing activities	
Payments for exploration and evaluation assets:	-
Payments for acquisition of tenements	-
Net cash used in investing activities	-
Proceeds from related party loans	225,000
Proceeds from issue of shares	1,000
Net cash provided by financing activities	226,000
Net increase/(decrease) in cash held	226,000
Cash at beginning of the period	-
Cash end of the period	226,000

This statement of cash flows shows the historical cash flows of the Company and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Section 6.6.

6.6 Statement of financial position and pro forma historical statement of financial position as at 30 June 2022

Statement of Financial Position	SQX 30 June 2022		Pro Forma Adjustments as at 30 June 2022			SQX Pro Forma 30 June 2022
			(Reviewed)			
	(Audited)					(Reviewed)
			Additional Seed Funding	Acquisition Notes 2	IPO	
	(\$)	Notes		(\$)	(\$)	(\$)
Current Assets						
Cash and cash equivalents	226,000	3,4,10	75,000	100	4,003,999	4,305,099
Other receivables	-			-	-	-
Total Current Assets	226,000		75,000	100	4,003,999	4,305,099
Non Current Assets						
Exploration and evaluation assets	-		-	-	-	-
Total Non Current Assets	-		-	-	-	-
TOTAL ASSETS	226,000		75,000	100	4,003,999	4,305,099
Current Liabilities						
Trade and other payables	-		-	-	-	-
Loans from related parties	225,000	10	75,000	100	(300,000)	100
TOTAL LIABILITIES	225,000		-	100	(300,000)	100
NET ASSETS	1,000		-	-	4,303,999	4,304,999
EQUITY						
Issued capital	1,000	3	-	-	5,000,000	5,001,000
Capital raising costs	-	4,6	-	-	(930,022)	(930,022)
Reserves	-	4,5,6,7,8	-	-	1,310,023	1,310,023
Accumulated losses	-	4,5,7,8	-	-	(1,076,002)	(1,076,002)
TOTAL EQUITY	1,000		-	-	4,303,999	4,304,999

The Pro Forma Historical Statement of Financial Position as at 30 June 2022 is derived from the historical statement of financial position of the Company as at 30 June 2022, adjusted to reflect the acquisition of Ollenburgs, the impact of the Offer and the other pro-forma events described fully in Section 6.7 below.

The Pro Forma Historical Statement of Financial Position is provided for illustrative purposes and is not represented as being necessarily indicative of the Company's view of its statement of financial position upon completion of the Offer or at a future date. Further information on the sources and uses of the funds of the Offer is contained in Section 5.3.

6.7 Description of pro forma adjustments

The following pro-forma adjustments have been made to the statement of financial position at 30 June 2022 in relation to events and other transactions which are proposed to occur immediately before or on completion of the Offer:

1. Subsequent to 30 June 2022, the Company has proposed a split of all shares on issue as at 30 June 2022. The share split was 6.25 new shares for every one (1) share held resulting in 6,250,000 issued shares.
2. Under the terms of the Ollenburgs Acquisition Agreement with related entity Ollenburgs and upon listing on the ASX, the Company will purchase 100% of the issued shares in Ollenburgs for \$1 in cash ("the Acquisition"). The Directors have determined that the Acquisition does not meet the definition of a business combination under AASB 3 *Business Combinations*. Therefore, the transaction has been accounted for as an asset acquisition. Under the asset acquisition accounting policy adopted, the costs of the Acquisition are allocated to the assets acquired based on relative fair values.
3. The Offer is to issue 25,000,000 new fully paid ordinary shares in the Company at the offer price of \$0.20 per share to raise \$5,000,000 (before costs and expenses).
4. Total estimated costs related to the Offer of \$1,046,226 is inclusive of share-based payments of \$350,225 and inclusive of non-recoverable GST. Total cash cost of the Offer is \$696,001 paid on Admission. Based on the accounting treatment the total costs of the Offer are split between the costs of the listing on the ASX and the costs of raising capital. Under the relevant standard the costs of listing of \$116,204 have been expensed to increase accumulated losses while the direct capital raising costs of \$930,022 has been offset against contributed equity.
5. In accordance with the terms of appointment, the Company will, on Admission Date, issue 1,000,000 Chair and CEO Options to non-executive Chairman of Directors, Mr Bryan Granzien and 1,000,000 Chair and CEO Options to the CEO, Mr Mark Purcell. Each option vesting immediately on admission and exercisable at \$0.00 with an expiry date that is 2 years from the Admission Date. The 2,000,000 Chair and CEO Options granted have been valued at \$400,000 using the Black Scholes option pricing model.
6. In accordance with AASB 2: *Share based payment*, the full value of the 2,000,000 Chair and CEO Options of \$400,000 is expensed as a share based payment on issue and recognised as an increase in Option Reserves and accumulated losses.
7. The Company will issue 3,335,478 Lead Manager Options ("Lead Manager Options") vesting immediately on admission and exercisable at \$0.30 with an expiry date that is 3 years from the Admission Date. The Lead Manager Options have been valued at \$350,225 using the Black Scholes option pricing model.
8. In accordance with AASB 2: *Share based payment*, the total value of the Lead Manager Options of \$350,225, vest immediately and is expensed as at the Admission Date and recognised as part of the total estimated direct capital raising costs of \$930,022 that has been offset against contributed equity as set out in 4 above together with an increase in Option Reserves.
9. The Company will issue 1,350,000 Director Options ("Director Options") vesting immediately on admission and exercisable at \$0.30 with an expiry date that is 2 years from the Admission Date. The Director Options have been independently valued at \$111,375 using the Black Scholes option pricing model. In accordance with AASB 2: *Share based payment*, as the Director Options vested immediately on Admission the

value has been expensed with an increase in Option reserves and accumulated losses.

10. The Company will issue 2,525,000 Performance Securities to the CEO and Directors which will convert upon the Company achieving 20 consecutive trading days at various volume weighted average prices. The Performance Securities have been independently valued at \$448,423 using the Black Scholes option pricing model.
11. In accordance with AASB 2: *Share based payment*, as the Performance Securities vested immediately on Admission the value has been expensed with an increase in Option reserves and accumulated losses.
12. The Company will issue 12,500,000 Loyalty Options ("Loyalty Options") to new shareholders at the time of listing on the basis of one option for every 2 shares allocated and 3,125,000 Existing Options ("Existing Options") to existing shareholders on the basis of one option for every 2 held shares. Both options will be exercisable from the Admission Date at \$0.30 on a pro rata basis over a three-year period to expiry.
13. In accordance with AASB 2: *Share based payment*, the Loyalty Options and Existing Options were issued to shareholders in their capacity as a shareholder and accordingly do not meet the definition of a share-based payment under the scope of AASB 2. Therefore, as at the pro forma date, these options have not been valued and no adjustment has yet been made to account for the vesting of these options.
14. The Company will make cash payments totalling \$300,000 to settle related party Seed Loan arrangements immediately following Listing. The seed loans were used to fund the Company's activities for the period from incorporation to the date of admission. As at 30 June 2022, the balance drawn was \$225,000 which has been reported. Additional seed loan drawings subsequent to 30 June 2022, estimated to be up to \$75,000 have increased the loan repayable on listing to \$300,000.
15. General operating expenditure since 30 June 2022, estimated to be up to \$70,000 have not been reported as a pro forma adjustment or subsequent event as they are not considered material nor events outside of ordinary business of the Company. Expenditure since 30 June 2022, were spent primarily on IPO costs and corporate and administrative expenses with the majority included in total cash costs of the Offer noted in 4 above.

6.8 Contributed equity

The pro-forma capital structure of the Company is set out below, reflecting the issued and paid-up capital structure of the Company before and following the completion of the Offer. It is calculated assuming that the Company completes the Offer on the terms set out in this Prospectus and the other pro-forma events described fully in Section 6.7 above in the Notes to the Pro Forma Historical Statement of Financial Position above and that no further Securities are issued, or Options are exercised. On admission, the Company's capital structure will be as follows:

	Sect 6.7 Note	Shares	Issue Price \$	Contributed Equity \$
At 30 June 2022, pre-Share Split		1,000,000	.001	1,000
Effect of Share Split	1	5,250,000		
Shares issued under the Offer	3	25,000,000	0.20	5,000,000
Balance of Pro Forma		31,250,000		\$5,001,000

6.9 Option and performance securities valuation

The following information was used in the valuation of the CEO and Director Options, Lead Manager Options, and Performance Rights described fully in Section 6.7 above. Options have been valued using the Black Scholes option pricing model.

Valuation Summary	Chair and CEO Options	Director Options	Lead Manager Options	Performance Securities Class A	Performance Securities Class B	Performance Securities Class C
Number of instruments	2,000,000	1,350,000	3,335,478	1,300,000	850,000	375,000
Underlying share price (\$)	0.20	0.20	0.20	0.20	0.20	0.20
Exercise price (\$)	0.00	0.30	0.30	0.00	0.00	0.00
Expected volatility	95.0%	95.0%	95.0%	95.0%	95.0%	95.0%
Life of Options (years)	2	2	3	5	5	5
Expected dividends	nil	nil	nil	nil	nil	nil
Risk Free rate	3.156%	3.156%	3.241%	3.340%	3.340%	3.340%
Value per instrument (\$)	0.2000	0.0825	0.1050	0.1839	0.1724	0.1675
Value per tranche (\$)	\$400,000	\$111,375	\$350,225	\$239,070	\$146,540	\$62,813

In accordance with AASB 2: Share based payment, the value of the Options and Rights are to be expensed over the vesting period by an increase in option reserves and accumulated losses. The value of the Lead Manager Options is considered to vest immediately on Admission and have been expensed as a pro forma adjustment as part of the direct capital raising cost of the Offer, offset against contributed equity and increase in the Option Reserve. The Chair and CEO Options, Director Options and Performance Securities are considered to vest immediately on Admission and have been expensed as a pro forma adjustment as part of the remuneration of Directors and CEO, increasing accumulated losses and an increase in the Option Reserve.

6.10 Reconciliation of pro forma cash and cash equivalents

	Pro Forma \$
Cash as at 30 June 2022	226,000
Cash from acquisition of Ollenburs Pty Ltd	100
Additional Seed funding from related parties	75,000
Cash raised from new shares issued under the Offer	5,000,000
The total cash costs related to the Offer	(696,001)
Cash payments to seed investors to settle related party loans	(300,000)
Balance of Pro Forma Cash	<u>4,305,099</u>

6.11 Acquisition of subsidiary

Under the terms of the Acquisition agreement with related entity Ollenburgs and upon listing on the ASX, the Company will purchase 100% of the issued shares in Ollenburgs for \$1 in cash ("the Acquisition").

As a condition of the acquisition by the Company, the shareholders of Ollenburgs will forgive any outstanding loans payable to their related parties such that all liabilities of Ollenburgs will be paid, released or otherwise discharged on or before completion.

The Directors have determined that the Acquisition does not meet the definition of a business combination under AASB 3 *Business Combinations*. Therefore, the transaction has been accounted for as an asset acquisition. Under the asset acquisition accounting policy adopted, the costs of the Acquisition are allocated to the assets acquired on the basis of relative fair values.

The costs of the acquisition have been measured at the fair value of the consideration transferred in accordance with AASB 13 *Fair Value Measurements*. Once the cost of the transaction was determined, it was allocated to the individual assets acquired based on their relative fair values as per below:

Purchase consideration	At Acquisition \$
Consideration paid in cash \$1.00 for 100% issued shares	1
	<hr/>
	1
	<hr/>
Allocation to Assets Acquired	\$
Cash and receivables	100
Exploration and evaluation asset	-
Related party loan	(99)
Fair Value of Net Assets Acquired	<hr/>
	1
	<hr/>

6.12 Contingent liabilities and commitments

Directors are not aware of any other contingent assets or liabilities that are likely to have a material effect on the results of the Company as disclosed in the Financial Information.

6.13 Related party transactions

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. Details of Related Party Arrangements are provided in Section 4.10 of this Prospectus.

Interest of Directors: Details of remuneration and interest held by directors are provided in Section 4 of this Prospectus.

6.14 Statement of significant accounting policies

The significant accounting policies adopted in the preparation of the Financial Information are set out below. The Company was incorporated on 2 May 2022, and this represents the first reporting period for the company. The financial statements reported therefore do not include comparative information.

(a) New or amended Accounting Standards and Interpretations adopted

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

(b) Basis of preparation of Financial Information

The Financial Information has been prepared in accordance with the recognition and measurement principles, but not all the disclosure requirements, of Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001 and comply with the recognition and measurement principles of International Financial Reporting Standards as issued by the IASB. Significant accounting policies that apply to the Company are set out below.

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

The Historical Financial Information has been extracted from the general-purpose financial statements of the Company for the period ended 30 June 2022 which were audited by PKF Brisbane Audit, who issued an unmodified opinion.

(c) Going Concern

The Historical Financial Information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The Company is dependent on the ongoing financial support of its shareholders. The ability of the Company to continue as a going concern is dependent on the shareholders continuing to provide that ongoing support. The Directors believe that the Company will continue as a going concern and the shareholders have agreed to the fundraising under the Prospectus. As a result, the financial information has been prepared on a going concern basis. However, should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern without the ongoing support of

shareholders. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the Company not continue as a going concern.

(d) Reporting Basis and Conventions

The report is also prepared on an accrual basis and is based on historic costs and does not take into account changing money values or, except where specifically stated, current valuations of non-current assets.

The following is a summary of the material accounting policies adopted by the company in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

(e) Segment reporting

For the current reporting period, the Company's sole activity was mineral exploration and resource development wholly within Australia, which is its only reportable segment.

The reportable segment is represented by the financial statements forming this financial report.

(f) Income Tax

The income tax expense or benefit (revenue) for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

The charge for current income tax expenses is based on the profit for the period adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

(g) 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. Bank overdrafts are shown as borrowings in current liabilities on the statement of financial position.

(h) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

(i) Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the Company that remain unpaid at the end of the reporting period. Due to their short-term nature, they are measured at amortised cost and are not discounted. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

(j) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date.

(k) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item. Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flow on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authorities are classified as operating cash flows.

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

(l) Exploration and Evaluation Expenditure

Exploration and evaluation 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.

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.

(m) Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income.

(n) **Share-based payment transactions**

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instrument at the date at which they are granted when the fair value of goods and/or services cannot be determined. The fair value of options granted is measured using the Black-Scholes option pricing model. The model uses assumptions and estimates as inputs.

The cost of the equity settled transactions is recognised, together with a corresponding increase in equity, over the year in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('**vesting date**'). The cumulative expense recognised for equity settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting year has expired and (ii) the number of awards that, in the opinion of the Directors of the Company, will ultimately vest. This opinion is formed based on the best available information at balance date.

No adjustment is made for the likelihood of the market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of comprehensive income charge or credit for a year represents the movement in cumulative expense recognised at the beginning and end of the year. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition. Where the terms of an equity settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of the modification.

The cost of equity-settled transactions with non-employees is measured by reference to the fair value of goods and services received unless this cannot be measured reliably, in which case the cost is measured by reference to the fair value of the equity instruments granted.

(o) **Contributed Equity**

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.

(p) **Accounting estimates and judgements**

In the process of applying the accounting policies, management has made certain judgements or estimations which have an effect on the amounts recognised in the financial information.

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Recoverability of capitalised exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the company decides to exploit the related lease itself, or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, costs of drilling and production, production rates,

future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the company decides to exploit the related lease itself, or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, costs of drilling and production, production rates, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

Share based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of options and performance rights are determined using the Black-Scholes option pricing model.

Acquisition of Subsidiary

The Directors have determined that the Acquisition of Ollenburgs does not meet the definition of a business combination under AASB 3 Business Combinations. It was assessed that there was an absence of an integrated set of activities and assets that was capable of being conducted and managed for the purpose of providing a return. Therefore, the transaction has been accounted for as an asset acquisition. Accordingly, no additional intangible assets (including any goodwill) have been recognised on completion of the Acquisition, Acquisition costs have been capitalised and deferred tax assets have not been recognised.

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the entity unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

(q) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST (or overseas VAT), except where the amount of GST incurred is not recoverable. In these circumstances the GST (or overseas VAT) is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST. Cash flows are presented in the statement of cash flows on a gross basis except for the GST component of investing and financing activities which are disclosed as operating cash flows.

(r) Earnings Per Share (EPS)

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial period adjusted for any bonus elements in ordinary shares issued during the period.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(s) Leases

AASB 16 (Leases) and its consequential amendments were applied from 1 July 2019, replacing the accounting requirements applicable to leases in AASB 117 Leases and related interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases. This means that for most leases, a right-of-use asset and a lease liability will be recognised, with the right-of-use asset being depreciated and the lease liability being unwound in principal and interest components over the life of the lease. The Company does not have any leases that meet the AASB 16 definition.

(t) New and Amended Standards and Interpretations

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the AASB that are necessary for the current reporting period.

(u) Critical Accounting Estimates and Judgements

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

7. Investigating Accountant's Report

PKF Brisbane Audit



30 November 2022

The Board of Directors
South-East Queensland Exploration Limited
Level 1, 371 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 South-East Queensland Exploration Limited ("SQX" or "the Company") 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 30 November 2022 ("the Prospectus") relating to the issue 25,000,000 new fully paid ordinary shares in the Company at the Offer Price of \$0.20 per Share to raise \$5,000,000 (before costs and expenses) and the initial Australian Securities Exchange listing of the Company (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 SQX included in Section 6 of the Prospectus:

Historical Financial Information consisting of:

- The audited historical Statement of Profit or Loss and Other Comprehensive Income and Statement of Cash Flows for the period from incorporation to 30 June 2022; and
- The audited historical Statement of Financial Position as at 30 June 2022.

The Historical Financial Information has been derived from the audited financial statements of South-East Queensland Exploration Limited for the period ended 30 June 2022. The financial statements of the Company for the period ended 30 June 2022 have been audited by PKF Brisbane Audit in accordance with Australian Auditing Standards. PKF Brisbane Audit issued an unmodified audit opinion in respect of this period.

Pro Forma Historical Financial Information consisting of:

- the Pro Forma Historical Statement of Financial Position as at 30 June 2022; and the associated details of the pro forma adjustments.

PKF Brisbane Audit ABN 33 873 151 348
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Brisbane | Rockhampton www.pkf.com.au

Liability limited by a scheme approved under Professional Standards Legislation.
PKF Brisbane Pty Ltd. is a member firm of the PKF International Limited family of legally independent firms and does not accept any responsibility or liability for the actions or inactions of any individual member or correspondent firm or firms.

Assumptions adopted in compiling the pro-forma historical statement of financial position

The Pro Forma Historical Financial Information has been derived from the historical financial information of the Company as at 30 June 2022, 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 30 June 2022. The following pro forma adjustments have been made in relation to events subsequent to 30 June 2022:

1. Subsequent to 30 June 2022, the Company has proposed a split of all shares on issue as at 30 June 2022. The share split was 6.25 new shares for every one (1) share held resulting in 6,250,000 issued shares.
2. Under the terms of the Acquisition agreements with related entity Ollenburs and upon listing on the ASX, the Company will purchase 100% of the issued shares in Ollenburs for \$1 in cash ("the Acquisition"). The Directors have determined that the Acquisition does not meet the definition of a business combination under AASB 3 Business Combinations. Therefore, the transaction has been accounted for as an asset acquisition. Under the asset acquisition accounting policy adopted, the costs of the Acquisition are allocated to the assets acquired based on relative fair values.
3. The Offer is to issue 25,000,000 new fully paid ordinary shares in the Company at the offer price of \$0.20 per share to raise \$5,000,000 (before costs and expenses).
4. Total estimated costs related to the Offer of \$1,046,226 is inclusive of share-based payments of \$350,225 and inclusive of non-recoverable GST. Total cash cost of the Offer is \$696,001 paid on Admission. Based on the accounting treatment the total costs of the Offer are split between the costs of the listing on the ASX and the costs of raising capital. Under the relevant standard the costs of listing of \$116,204 have been expensed to increase accumulated losses while the direct capital raising costs of \$930,022 has been offset against contributed equity.
5. In accordance with the terms of appointment, the Company will, on Admission Date, issue 1,000,000 Chair and CEO Options to executive Chairman of Directors, Mr Brian Granzen and 1,000,000 Chair and CEO Options to the CEO, Mr Mark Purcell. Each option vesting immediately on admission and exercisable at \$0.00 with an expiry date that is 2 years from the Admission Date. The 2,000,000 Chair and CEO Options granted have been valued at \$400,000 using the Black Scholes option pricing model.

In accordance with AASB 2: Share based payment, the full value of the 2,000,000 Chair and CEO Options of \$400,000 is expensed as a share based payment on issue and recognised as an increase in Option Reserves and accumulated losses.
6. The Company will issue 3,335,478 Lead Manager Options ("Lead Manager Options") vesting immediately on admission and exercisable at \$0.30 with an expiry date that is 3 years from the Admission Date. The Lead Manager Options, have been valued at \$350,225 using the Black Scholes option pricing model.

In accordance with AASB 2: Share based payment, the total value of the Lead Manager Options of \$350,225, vest immediately and is expensed as at the Admission Date and recognised as part of the total estimated direct capital raising costs of \$930,022 that has been offset against contributed equity as set out in 4 above together with an increase in Option Reserves.

7. The Company will issue 1,350,000 Director Options ("Director Options") vesting immediately on admission and exercisable at \$0.30 with an expiry date that is 2 years from the Admission Date. The Director Options have been independently valued at \$111,375 using the Black Scholes option pricing model.

In accordance with AASB 2: Share based payment, as the Director Options vested immediately on Admission the value has been expensed with an increase in Option reserves and accumulated losses.

8. The Company will issue 2,525,000 Performance Securities to the CEO and Directors which will convert upon the Company achieving 20 consecutive trading days at various volume weighted average prices. The Performance Securities have been independently valued at \$448,423 using the Black Scholes option pricing model.

In accordance with AASB 2: Share based payment, as the Performance Securities vested immediately on Admission the value has been expensed with an increase in Option reserves and accumulated losses.

9. The Company will issue 12,500,000 Primary Options ("Primary Options") to new shareholders at the time of listing on the basis of one option for every 2 shares allocated and 3,125,000 Bonus Options ("Bonus Options") to existing shareholders on the basis of one option for every 2 held shares. Both options will be exercisable from the Admission Date at \$0.30 on a pro rata basis over a three-year period to expiry.

In accordance with AASB 2: Share based payment, the Primary Options and Bonus Options were issued to shareholders in their capacity as a shareholder and accordingly do not meet the definition of a share-based payment under the scope of AASB 2. Therefore, as at the pro forma date, these options have not been valued and no adjustment has yet been made to account for the vesting of these options.

10. The Company will make cash payments totalling \$300,000 to settle related party Seed Loan arrangements immediately following Listing. The seed loans were used to fund the Company's activities for the period from incorporation to the date of admission. As at 30 June 2022, the balance drawn was \$225,000 which has been reported. Additional seed loan drawings subsequent to 30 June 2022, estimated to be up to \$75,000 have increased the loan repayable on listing to \$300,000.

General operating expenditure since 30 June 2022, estimated to be up to \$70,000 have not been reported as a pro forma adjustment or subsequent event as they are not considered material nor events outside of ordinary business of the Company. Expenditure since 30 June 2022, were spent primarily on IPO costs and corporate and administrative expenses with the majority included in total cash costs of the Offer noted in 4 above.

The financial information for Ollenburs included in the Pro Forma Historical Statement of Financial Position as at 30 June 2022 has been derived from the audited financial statements of Ollenburs for the financial year ended 30 June 2022 audited by PKF Brisbane Audit which issued an unmodified opinion in respect of this year.

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

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 6.14 of the prospectus.

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*.

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 the Historical Financial Information and included in the Pro Forma Historical Financial Information.

This includes responsibility for such internal controls as the Directors determine are necessary to enable the preparation of 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*.

Our limited assurance procedures consist of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in 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

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in Section 6.2 of the Prospectus, and comprising:

- the audited historical Statement of Profit or Loss and Other Comprehensive Income and Statement of Cash Flows for the Company for the period from incorporation to 30 June 2022; and
- the audited historical Statement of Financial Position of the Company as at 30 June 2022,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 6.3 and significant accounting policies as described in Section 6.14 of the Prospectus.

Pro Forma Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information as described in Section 6.2 of the Prospectus, and comprising:

- the Pro Forma Historical Statement of Financial Position of the Company as at 30 June 2022; and the associated details of the pro forma adjustments.

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 6.3 and significant accounting policies as described in Section 6.14 of the Prospectus.

Subsequent events

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no material transaction or event outside of the ordinary business of the Company, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

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. PKF Brisbane Audit is the auditor of the Company and the Subsidiaries for which normal professional fees are received.

Disclosures

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

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

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 Company, that all material information concerning the prospects and proposed operations of the Company 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.

PKF has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, PKF has not authorised the issue of the Prospectus. Accordingly, PKF makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus, except to the extent consented to by PKF.



Restrictions on Use

Without modifying our conclusions, we draw attention to Section 6.3 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.

Yours faithfully

PKF BRISBANE AUDIT

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

Liam Murphy
Partner

8. Independent Geologist's Report



H&S CONSULTANTS Pty. Ltd.

RESOURCE ESTIMATION | FEASIBILITY STUDIES | DUE DILIGENCE

RESOURCE SPECIALISTS TO THE MINERALS INDUSTRY

Independent Geologist's Report for EPM 27257, SE Queensland, Australia

Prepared for SQX Resources Limited

by

H&S Consultants Pty Ltd

Author: Simon Tear (MAusIMM, PGeo, EurGeol)

29th November 2022

The contents of this report are CONFIDENTIAL and PROPRIETARY.

The report may not be released to any third party without the written consent of both
H&S Consultants and SQX.

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1 Executive Summary

In 2022, South-East Queensland Exploration Limited (to be renamed SQX Resources Limited) ("SQX") engaged H&S Consultants Pty Ltd ("H&S") to prepare an Independent Geologist's Report ("IGR") for its exploration assets in southeast Queensland.

The IGR will be included in SQX's prospectus, prepared by SQX, for its planned initial public offering ("IPO") to facilitate SQX's admission to the Official List of the Australian Securities Exchange ("ASX").

SQX has entered into a binding agreement to acquire all of the issued share capital of Ollenburs Pty Ltd. Completion of the acquisition is conditional upon the Company receiving a conditional admission letter from the ASX on terms satisfactory to the Company. The Ollenburs asset comprises a fully granted exploration licence EPM 27257.

The SQX asset will consist of an Exploration Permit for Minerals ("EPM") in the southeast of Queensland that comprises gold/copper prospects within EPM 27257. The property is classified as an exploration project, which is inherently speculative in nature, but is considered to be sufficiently prospective, subject to varying degrees of risk, to warrant further exploration and assessment of its economic potential, consistent with the proposed programs.

EPM 27257 is prospective for gold and copper. The tenement encompasses numerous small historical gold/copper workings including both alluvial and hard-rock mines. Two target areas, the Scrub Paddock and Ollenburs prospects, have been identified as having significant exploration potential. The prospects are hosted by Triassic intrusive complexes that are part of the Esk Basin, a structural unit that lies within the northern part of the New England Fold Belt. This belt is part of the overarching Tasman Orogeny, a regional setting known to host significant porphyry copper-gold deposits and prospects. Thus the primary exploration models are the Cu/Au and Au-only porphyry types. A secondary exploration model is the suite of deposit types that come under the Intrusion Related Gold ("IRG") classification umbrella. Exploration on the property by previous explorers includes CRAE, D'Aguilar Gold and ActivEX, and comprises surface geochemical sampling, mapping, ground based magnetic surveys and a combination of diamond and reverse circulation drilling (16 holes for 3,184m) with variable success. An additional EPM application that abuts EPM 27257, to its immediate east, has been submitted to the Queensland Government as EPMA 28578. Granting of the EPMA is pending.

Exploration potential for significant gold and copper mineralisation at the Scrub Paddock prospect is defined by mineralised drill intercepts and surface Au-As(-Cu) anomalism extending over a 2km strike length. The mineralisation is characterised by a late-stage chlorite-quartz-sulphide hydrothermal event, superimposed on widespread early potassic alteration in both andesitic country rocks and intrusive diorites and dykes. The intrusive body is characterised by a series of magnetic discordances that could be the result of multiple intrusions and/or alteration/mineralisation related overprints. Previous explorer drilling identified a number of higher-grade gold zones within broad lower grade intervals with mineralisation remaining open down dip and along strike. Significant results include 8m @ 3.38 g/t Au within a broader zone of 40m @ 0.92 g/t Au from drill hole RC91EV4. A number of historical workings and anomalies defined by soil geochemistry remain untested by drilling. SQX has confirmed the tenor of gold mineralisation with surface rock chip sampling. A 2D

Induced Polarisation geophysical survey completed by SQX has identified significant sub-surface chargeability/resistivity anomalies at the prospect coincident with the 2km line of surface geochemical and downhole drilling anomalism. The anomalies present as immediate drill targets that SQX has scheduled for drilling in Year 1. Further IP and surface geochemical sampling work is also planned for the prospect to adequately test the whole EPM.

The Ollenburs prospect is located approximately 4.5km southeast of Scrub Paddock and comprises several small copper-producing pits from the 1960s, hosted by a diorite intrusion. The prospect is marked geochemically by elevated copper and gold historical rock chip samples, confirmed by SQX, and a small-scale open-ended copper BLEG historical soil anomaly. The anomalous surface geochemistry, including multi-element data from soil sampling, is linked to a discrete airborne magnetic high, the combination of which has been interpreted by SQX to represent a small, subtle alteration footprint with limited veining, which points to the possibility of a silica undersaturated alkalic Cu/Au porphyry system. The area is undrilled.

Planned exploration for the Ollenburs prospect consists of surface geophysical surveys (in particular IP), additional surface geochemical sampling and geological studies, all designed to generate targets for subsequent drill testing.

SQX has prepared staged exploration programs, specific to the exploration potential of the prospects, which is consistent with its budget allocation. H&SC considers that the prospect areas have sufficient technical merit and evidence from previous exploration to justify the proposed programs and expenditure.

Project	Proposed Expenditure	Proposed Drilling	
		Reverse Circulation	RC/Diamond
Scrub Paddock Prospect	\$2,324,000		5,650m
Ollenburs Prospect	\$378,000	1,000m	
Evaluation & Support	\$322,000		
Totals	\$3,024,000		

The proposed exploration budget also exceeds the anticipated minimum statutory annual expenditure commitments on the tenement. H&SC is satisfied that SQX's proposed use of funds is appropriate to the outlined programs of work, and funds committed to drilling will depend on the success of early exploration efforts.

2 Introduction

2.1 Terms of Reference

The Directors of SQX commissioned H&SC to prepare an Independent Geologist's Report ("IGR" or "Report") on the exploration tenement held by SQX in Southeast Queensland. This is sometimes

referred to as the SQX tenement or the SQX project. This IGR will be used in the SQX Prospectus for the proposed listing of SQX on the Australian Securities Exchange (“ASX”).

In preparing this Independent Expert Report, H&SC has complied with sections 12.1, 12.2, 12.3 & 12.4 of the VALMIN Code (2015) and the relevant requirements of the Section 5 of the VALMIN Code (2015).

H&SC has not been requested to provide an Independent Valuation or detailed Risk Assessment. This report does not express an opinion regarding the value of mineral assets or tenements involved.

H&SC has provided its consent for the inclusion of this report, as an Independent Geologist’s Report, in Section 8 of the Prospectus and for the inclusion of references to its name in other sections of the Prospectus in the form and context in which the report and those statements appear and has not withdrawn that consent prior to issue. H&SC has taken all reasonable care to ensure that the information contained in this report is to the best of its knowledge in accordance with the facts and contains no omission likely to affect its import.

The purpose and scope of this report is to assess the technical information contained in the Prospectus, to independently review the sources of information and to make relevant comments on the integrity of that information and the work proposals contained therein.

2.2 Statement of Capability

Mr Simon Tear, who is a duly authorised representative and director of H&SC, has supervised the preparation of the Report. Mr Tear has had over 39 years’ experience in the minerals industry, is a Professional Geologist (PGEO) with the Institute of Geologists of Ireland, a Professional Member of the European Federation of Geologists (EurGeol) and is a Member of the Australasian Institute of Mining and Metallurgy (MAusIMM). He specialises in geological interpretation, Mineral Resource estimation, advanced project assessment and exploration management.

Mr Tear is experienced in exploration in Queensland and assessment of Mineral Resources and has knowledge of the geology and general exploration in the region where the SQX tenement is located. Mr Tear has completed a 1-day site visit to EPM 27257 in October 2021. During that time period, Mr Tear was supplied exploration information by SQX, for the property under consideration, which warrants that the supplied information is accurate and complete.

H&SC affirms that Mr Tear is both a Member of the Australasian Institute of Mining and Metallurgy and a Professional Member of the Institute of Geologists of Ireland, with a minimum of five years’ experience in the estimation, assessment and evaluation of Mineral Resources that is relevant to the styles of mineralisation and the types of deposits under consideration.

Mr Tear observes Section 947B of the Corporations Act 2001. Neither Mr Tear nor H&SC are financial services licensees, operating under an Australian financial services license and the advice in the independent report is an opinion on matters other than financial products and does not include advice on a financial product.

2.3 Sources of Information

An appraisal of information supplied by the client, SQX, forms the basis of this Report.

Previous geological reports are publicly available from an open-file register, or website of a department of mines of a state or territory, or an open register or website of the Australian Securities Exchange or publications in the public domain. All references to previous geological sources of information fairly represent the contents of the previous geological reports. Reports and publications attributed to organisations and persons are referenced only to support the technical (scientific) aspects within the Independent Geologist's Report and are not used for promotional reasons. Consent for the use of any public domain information has not been sought.

Digital data for geology and geophysical surveys has been sourced from the Queensland Government websites. SQX has supplied details of its recent exploration, geochemical sampling and geophysical testing, via digital files and reports.

Mr. Tear has at his own discretion relied on the observations and interpretations of previous explorers, exploration consultants and SQX geological consultants. Independent checking at other organisations which may have been previously involved in exploration and mining activities in the area of the SQX tenement was not carried out. SQX has indemnified both Mr. Tear and H&SC for liability arising from reliance on information provided or from available information not provided and for any further activities relating to enquiries from the Australian Securities Exchange and the Australian Securities and Investment Commission ("ASIC") with regard to the Report.

The views and conclusions expressed in this Report are solely those of H&SC and Mr S. Tear. Generally, these views concur with the views of SQX and there are no material differences.

All references to Mineral Resources are consistent with the most recent Australasian Code (and Guidelines to the Code) for Reporting of Identified Mineral Resources and Ore Reserves: Reports prepared by the Joint Committee of The Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia (JORC 2012).

Mr Tear completed a 1-day site visit to EPM 27257 in October 2021.

3 SQX Tenement

SQX has entered into a binding agreement to acquire all of the issued share capital of Ollenburs Pty Ltd ("Ollenburs"). Completion of the acquisition is conditional upon the Company receiving a conditional admission letter from the ASX on terms satisfactory to the Company. Ollenburs comprises 1 granted Exploration Permit for Minerals ("EPM") for a total of 15 sub-blocks and ~45km² and 1 pending application for an EPM of 44 blocks and ~132km². Both are principally prospective for gold and copper and are located in southeast Queensland with tenement details listed in Table 3-1.

Following SQX's initial exploration work it was considered prudent to apply for EPM 28578 as it contained what appeared to be a similar geological setting to EPM 27257 and had potential to cover any extension of the mineral system noted at Scrub Paddock. The tenement has not been granted yet.

Tenure ID	Permit Name	Registered Holder	Status	Date Lodged	Date Granted	Expiry Date	2022 Expenditure Commitment	Sub-blocks	Area km ²
EPM27257	Ollenburgs	Ollenburgs P/L	Granted	27/03/19	10/12/20	9/12/25	\$60,000	15	~45
EPM28578	Ollenburgs East	Ollenburgs P/L	Pending	26/07/22			Outcome-based	44	~132

Table 3-1: SQX Tenement Details.
(checked Mines Dept website 27/07/2022).

The granted tenement allows SQX to carry out their exploration programs under relevant access procedures applying to the tenement. Figure 3-1 below shows the location of the SQX tenement.

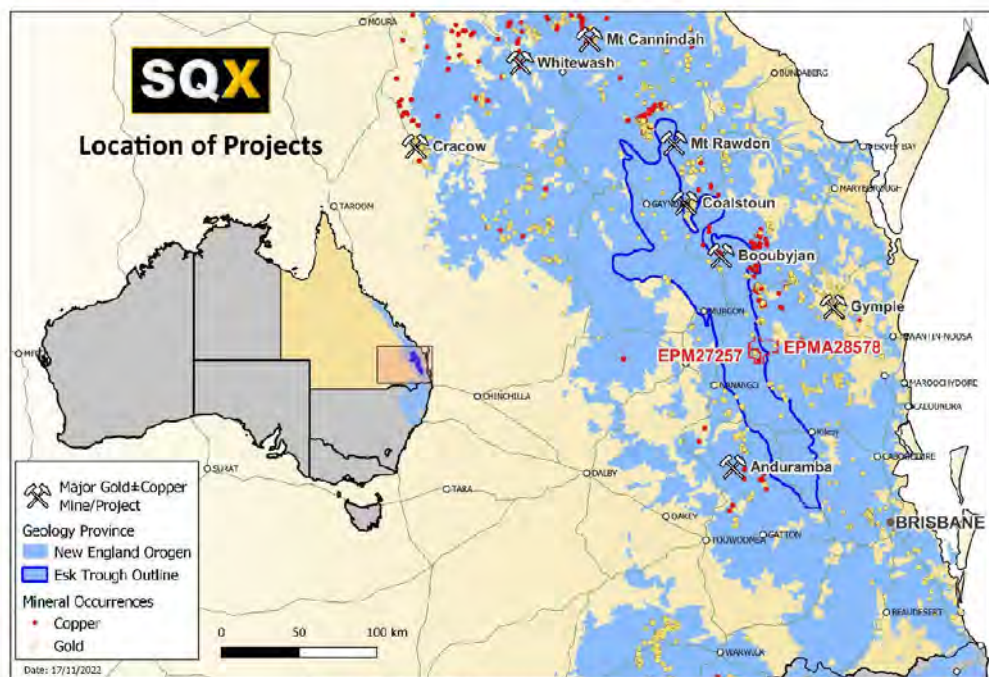


Figure 3-1: SQX Tenement Location Map.

4 EPM 27257

EPM 27257 comprises 15 sub-blocks in a single, contiguous parcel covering 45km². The tenement is situated 37km northeast of Nanango and 190km northwest of Brisbane, Queensland, and covers the two historic gold/copper occurrences of Scrub Paddock and Ollenburgs prospects. From Elgin Vale, north of the property, minor roads and forestry tracks through open Eucalyptus woodlands and forestry plantations, provide easy access for field work throughout the tenement. The project is

within a three-hour drive from Brisbane with Nanango and Kingaroy as the closest service centres (Figure 3-1).

There are Native Title Agreements for Exploration between Ollenburgs Pty Ltd and the Wakka Wakka and Kabi Kabi Native Title Parties. These Agreements allow for low impact exploration activities to proceed on the EPM. A Clearance Notice is required from the Parties before high impact exploration activities can commence.

The majority of the EPM is within the Elgin Vale State Forest. Wrattens National Park in the southwest section of the EPM is an encumbrance and is excluded from the permit area (Figure 4-2).

EPM 27257 encompasses numerous small historical gold and copper workings including both alluvial and hard-rock mines. The mining at Scrub Paddock focussed on mineralised quartz veins of varying width and strike comprising quartz, calcite, and feldspar with chalcopyrite, arsenopyrite and galena mineralisation. Gold grades were purportedly over 60g/t with silver and copper also being mined but with unreported grades (Jackson 1902). The Ollenburgs Mining Lease 126, existing at the Ollenburgs prospect from 1974 to 1986, comprised several small pits that produced copper, gold and silver (grades unknown).

The principal exploration target for both prospects is a porphyry gold/copper deposit with a secondary option of an Intrusion-Related Gold type. These options are discussed in detail below.

4.1 Regional Geology

The regional geology of this area is dominated by the Esk Basin, a structural unit that lies within the northern part of the New England Fold Belt, a Palaeozoic to early Mesozoic accretionary/orogenic complex that parallels part of the eastern margin of the Australian craton (Figure 4-1). The New England Orogen (“NEO”) is the eastern component of the over-arching Tasman Orogeny which existed on the Palaeozoic palaeo-Pacific active margin of Gondwana. This includes the porphyry tract that extends south to the well-known mineral-endowed Lachlan Fold Belt (Bookstrom et al 2014).

The limits of the Esk Basin (red ellipse in the figure) can be loosely defined as the extent of the Toogoolawah Group – a stratigraphic sequence of more than 5,000m of sediments and volcanics, comprising the Bryden, Gayndah and Esk Formations at the base, and the younger, laterally equivalent Neara & Mt Marcella Volcanics. These units were laid down in depositional environments ranging from fluvial plains to debris aprons during a Late Permian-Early Triassic phase of foreland loading. The emplacement of the Neara Volcanics and Late Permian-Mid-Triassic I-type intrusions, the predominant rock-types in EPM 27257, was a result of the westward migration of arc magmatism onto the continent during Permo-Triassic contraction associated with the Hunter-Bowen Orogeny (Jessop 2019; Campbell 2005).

4.2 Project Geology and Mineralisation

The project area has been mapped on the 1:100,000 Goomeri and Nanango map sheets as consisting of equigranular to porphyritic diorite intruding sedimentary and volcanic units of the lower to middle Triassic Neara Volcanics (Figure 4-2). The dominant unit within EPM 27257 is the Rtn/cg subunit of the Neara Volcanics which comprises medium to mainly thick-bedded volcanoclastic arenite, interlayered with dominantly andesitic conglomerate with subordinate siltstone and mudstone interbeds. Scrub Paddock and Ollenburgs prospects are located within separate occurrences of the

Elgin Vale Diorite (Rgev), which was intruded into the volcanic/volcanoclastic sequence during Middle Triassic times. Exposure of the intrusions is far more limited than implied on the 1:100,000 sheet with drilling and prospect scale mapping having identified several phases of smaller intrusions.

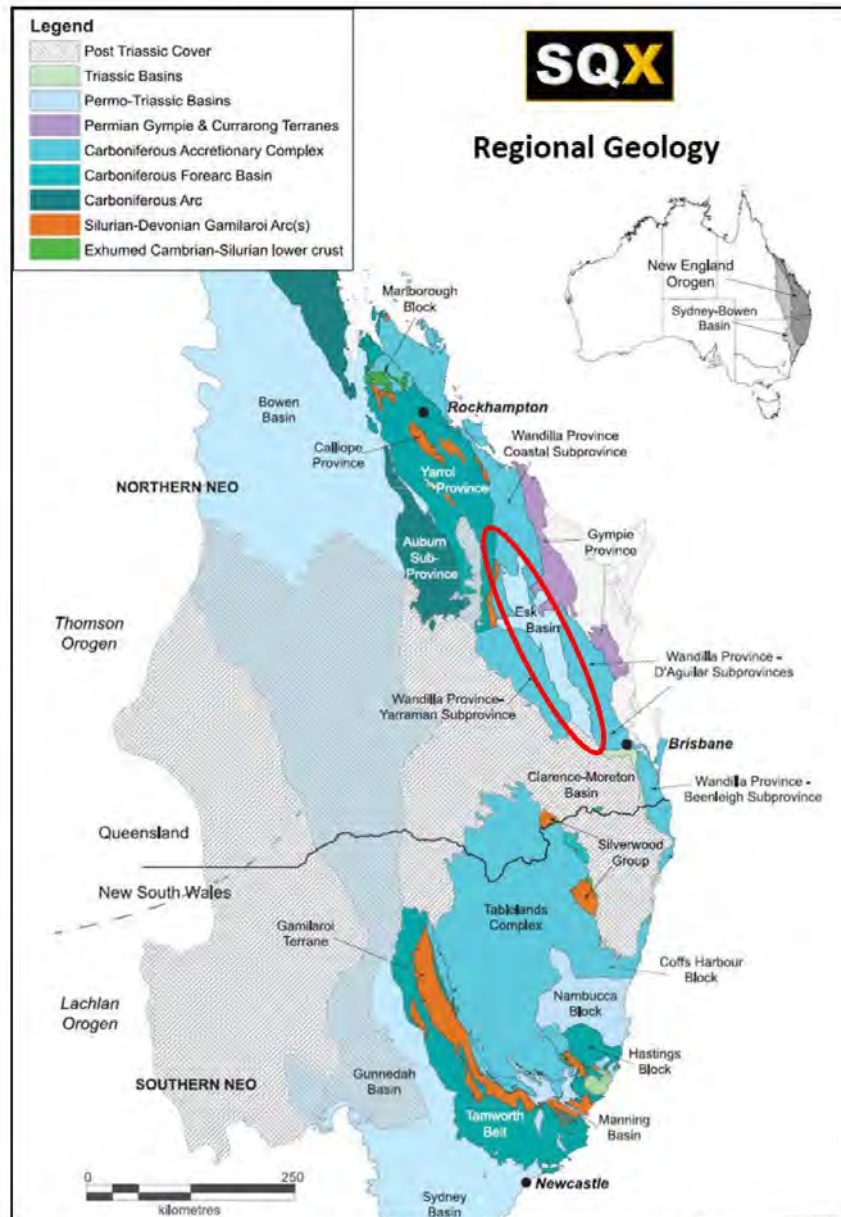


Figure 4-1: Esk Basin as part of the NEO (after Jessop et al. 2019).

Figure 4-2 and Figure 4-3 show the outlines of EPM 27257 (Ollenburs) and the EPMA 28578 (Ollenburs East) with gold and copper stream sediment samples highlighted respectively.

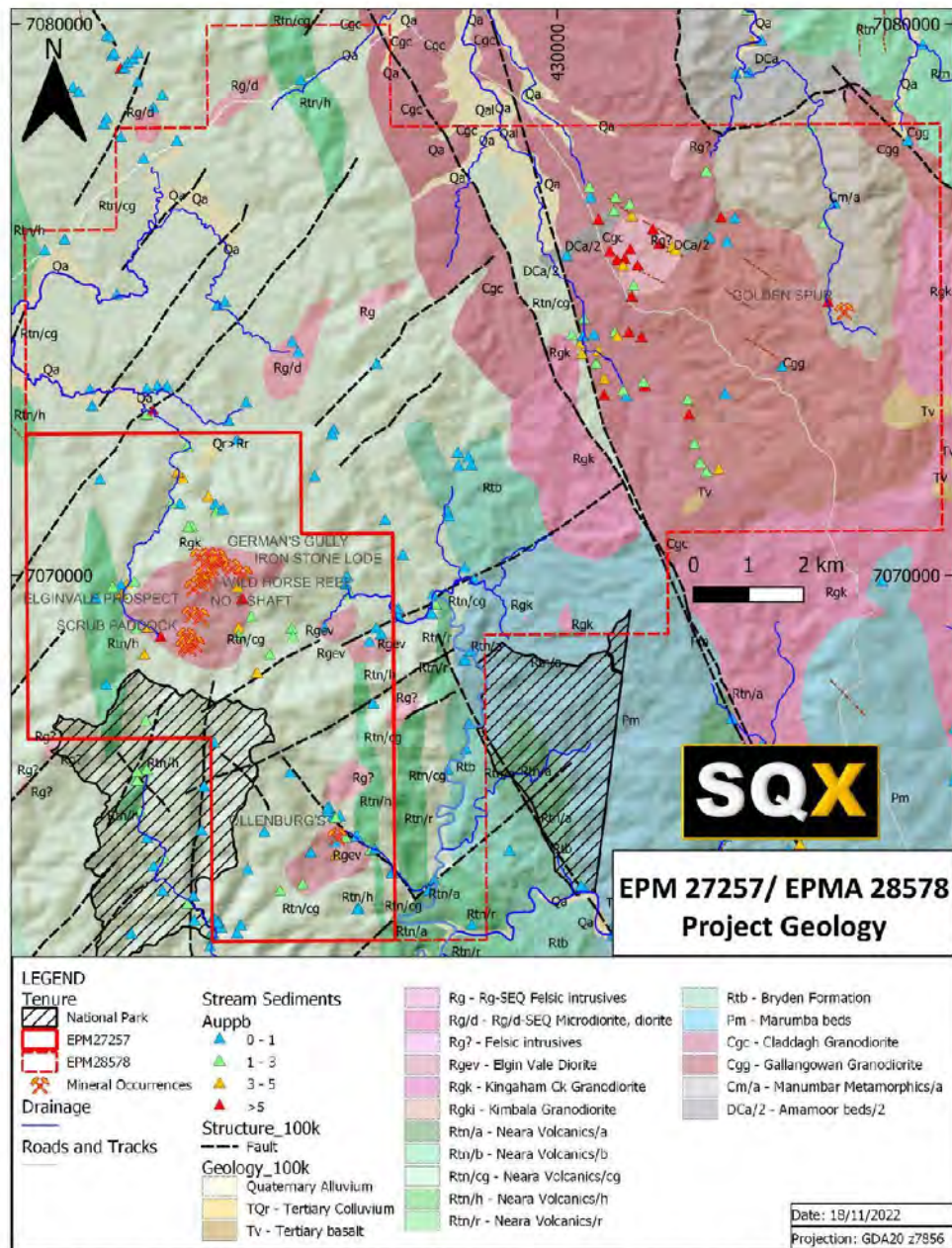


Figure 4-2: EPM 27257 and EPMA 28578 Geology with Au Stream Sediment Samples.

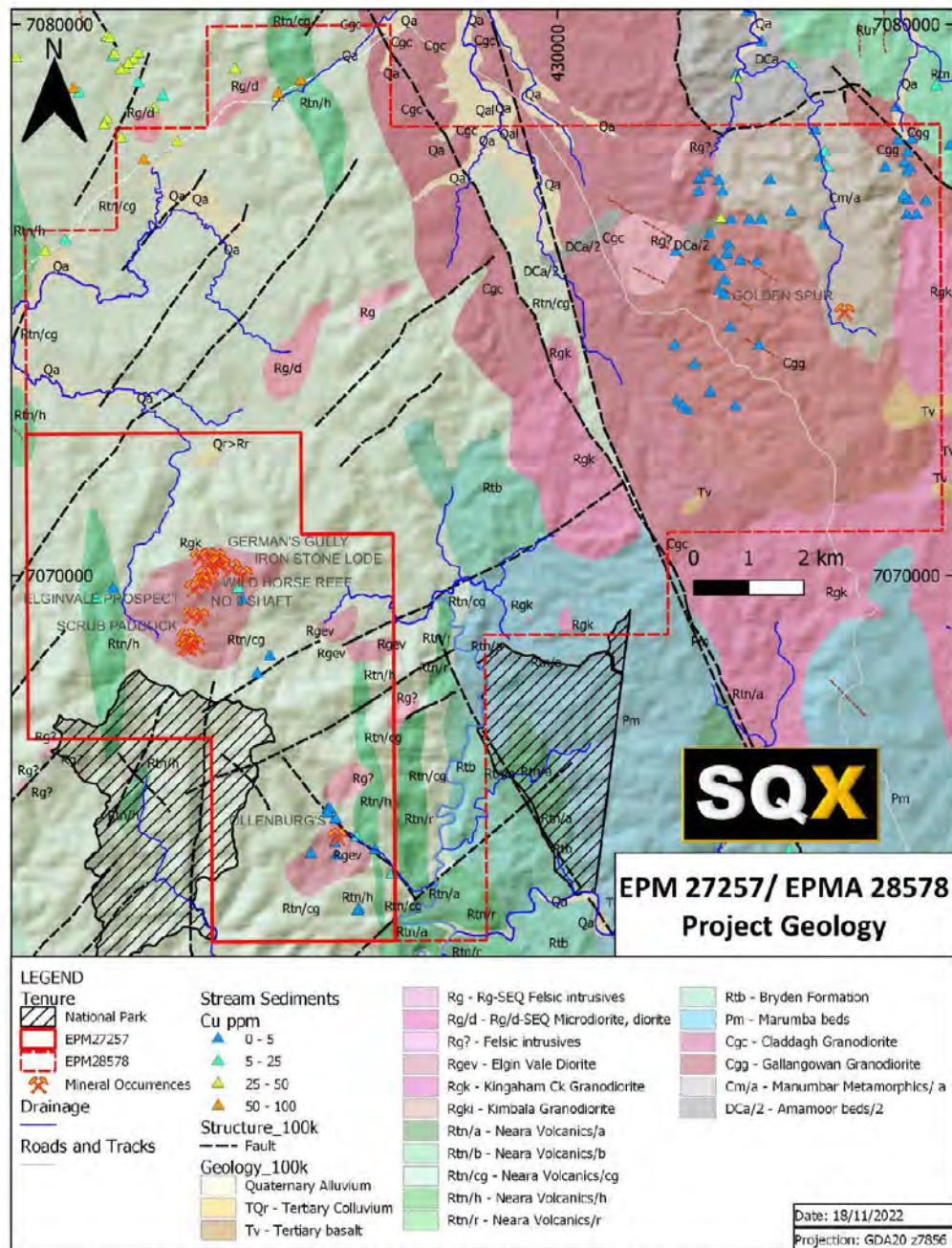


Figure 4-3: EPM 27257 and EPMA 28578 Geology with Cu Stream Sediment Samples.

4.2.1 Scrub Paddock Prospect Mineralisation

The Scrub Paddock area consists of numerous historical workings for gold located in the northern part of EPM27257. Some of these workings are clearly alluvial (e.g. German Cully) while others targeted chalcopyrite and gold mineralisation associated with quartz veins and diorite intrusions. The documented workings include No.1 and No.3 Shafts, Iron Stone, Wild Horse, Black Watch and Elginvale prospects along with 16 unnamed prospects (Figure 4-2).

The 2004/2005 D'Aguilar drilling (D'Aguilar 2005 CR037435) recognised 3 main phases of diorite within the Elgin Vale intrusive complex that hosts the mineral occurrences. These comprised medium grained biotite-hornblende microdiorite, coarse grained hornblende diorite and biotite-pyroxene diorite. All of the diorite phases contain disseminated magnetite with local zones of pyrrhotite in places and both primary and secondary biotite are widespread.

Numerous dykes were mapped and intersected in the drilling at Scrub Paddock with dyke types ranging from fine grained mafic dykes through to intermediate to felsic porphyritic dykes. The dykes form swarms in places and were interpreted to be related to the distribution of mineralisation.

Alteration associated with gold anomalism is dominantly k-feldspar and chlorite. The k-feldspar occurs as haloes to veins and joints, and partly as intense concretionary clusters, representing a widespread phase of potassic alteration, which is also reflected by common secondary biotite. There is a second style of alteration closely associated with mineralisation, namely intensely bleached zones with pervasive yellowish carbonate/clay/silica haloes surrounding irregular laminated (occasionally colloform) calcite/ankerite/chalcedony veins. The haloes and selvages of these may have blebby massive sulphides including chalcopyrite (red circle) (Figure 4-4A) and/or arsenopyrite.

The gold-dominant and minor copper mineralisation is related to a late-stage chlorite-quartz-sulphide hydrothermal event, superimposed on widespread early potassic alteration in both andesitic country rocks and intrusive diorites and dykes. Gold is associated with pyrite, chalcopyrite and arsenopyrite localised in sheeted veins and dyke contacts, and in disseminations associated with these features.

4.2.2 Ollenburgs Prospect Mineralisation

The Ollenburgs Cu-Au prospect is located approximately 4.5km southeast of Scrub Paddock and comprises several small pits in a diorite intrusion, part of the Elgin Vale intrusion complex. A strong aeromagnetic anomaly is associated with the diorite plug which has intruded into andesite flows and agglomerates of the Neara Volcanics. Mapping by D'Aguilar during 2005/2006 (CR044311) had identified several phases of smaller intrusions of monzonite, feldspar porphyry and diorite rather than the single Elgin Vale Diorite host rock that appears on the 1:100,000 Sheet (Figure 4-2). Widespread pyrite was noted throughout the hornfelsed contact with copper mineralisation occurring as patchy malachite, rare azurite, and rare, partly oxidized chalcopyrite, usually adjacent to quartz-carbonate veins (Figure 4-4B).

The Ollenburgs prospect contains both copper and gold anomalism but is lacking in arsenic, and features only mildly developed veining and a small, subtle alteration footprint. These characteristics, as well as the presence of more alkalic intrusive phases with a prominent magnetic signature, suggest that there is potential for a silica undersaturated alkalic porphyry-style gold (+copper) system to exist.



Figure 4-4: Copper mineralisation at Scrub Paddock A] and Ollenburgs B] (H&SC Site Visit 2021).

4.3 Previous Exploration

Parts of EPM 27257 have been covered by exploration permits almost continuously since the 1960's as part of copper-gold exploration programs within the broader region. Exploration work has comprised mainly surface geochemical sampling i.e. stream sediment, soil (including BLEG) and some rock chip sampling. A combination of reverse circulation ("RC") and diamond drilling ("DD") has been used to follow up some of the geochemical anomalies. Very limited ground-based geophysics has been completed over the property. Previous explorers have included BHP (1980s), CRAE (1990s) and D'Aguilar Gold (2000s) with the last phase of work completed by junior explorer ActivEX in 2009-2011.

A listing of previous owners of EPMs overlapping EPM 27257 since 1980 is provided in Table 4-1.

Permit Number	Permit Type	Grant Date	Expiry Date	QDEX Reports	Holder Name	Sub-blocks	Comment
EPM 3543	Exploration Permit Minerals other than Coal	21-Jul-83	26-Jul-84	CR13678 CR12799	Duval Mining		Scrub Paddock-geological mapping, stream sediment/ soil sampling, ground magnetics
EPM 4095	Exploration Permit Minerals other than Coal	23-Sep-85	22-Apr-86	CR15729 CR15728	BHP		Stream sediment sampling
EPM 4267	Exploration Permit Minerals other than Coal	22-Apr-86	21-Apr-88	CR18477 CR17030 CR16851 CR16850 CR16849	BHP		Stream sediment/rock chip sampling identified anomalous drainage systems at Ollenburgs and Scrub Paddock

EPM 7436	Exploration Permit Minerals other than Coal	28-Aug-90	27-Aug-94	CR27882 CR26603 CR26602 CR25103 CR25102 CR25101 CR23525	CRAE & CLAYBYRNE PTY LTD	98	Soil/rock chip sampling defined large gold-in-soils anomaly 5 of main Scrub Paddock workings, 9 RC holes, petrology, ground magnetics
EPM 10903	Exploration Permit Minerals other than Coal	28-Aug-96	31-Dec-05	CR39551 CR37435 CR36335 CR31156 CR30805 CR30397 CR29264	THREE STAR MINING NL/ D'AGUILAR GOLD LIMITED	23	Soil/stream sediment sampling identified anomaly Ollenburgs, 5 RC/DD holes at Scrub Paddock
EPM 14375	Exploration Permit Minerals other than Coal	2-Sep-05	14-Sep-07	CR46418 CR44311	D'AGUILAR GOLD LIMITED	71	Soil/stream sediment sampling, 2 RC holes
EPM 17092	Exploration Permit Minerals other than Coal	30-Jun-09	29-Jun-11	CR65774 CR70343	ACTIVEX LIMITED	75	Soil/rock chip sampling at Scrub Paddock

Table 4-1: Summary of historical exploration activities overlapping EPM 27257.

4.3.1 Scrub Paddock Prospect

The most extensive exploration work was completed by CRAE in the early 1990's and consisted of stream sediment, rock chip and B-C horizon soil sampling, ground magnetics, costeaning and drilling. This work resulted in a broad but patchy Au-As-Cu anomaly located to the southwest of the Black Watch workings. Additional infill soil and BLEC sampling completed by CRAE, and later by D'Aguilar, confirmed this anomaly. D'Aguilar reprocessed CRAE's ground magnetic survey into a colour-coded plan image. Magnetic relief indicated a high in the eastern area of the grid but the image appeared inconsistent with the coloured magnetic values in the underlying raw data and is therefore ambiguous. Duval's earlier ground magnetic data revealed no discernible patterns.

CRAE completed 9 RC holes for 1,147m, targeting a mixture of historic workings and soil geochemical anomalism. All drill samples were taken over 2m intervals, riffle split to 2kg and assayed for Au (fire assay), Cu, Pb, Zn, Ag, As and Sb. Four of the holes were drilled underneath historical workings at the No. 1 Shaft, Wild Horse South and Black Watch prospects (RC91EV5, 6, 7 & 8). These holes intersected some low grade, narrow zones of gold mineralisation however most assays were less than 1ppm Au, with the exception of 2m @ 2.37ppm Au in RC91EV8. The remaining holes in the CRAE program targeted the Au-As-Cu soil anomaly in the southern part of the grid with varying success.

Figure 4-5 provides a summary of exploration work completed at the Scrub Paddock prospect showing rock chip sample sites, soil sample sites, geophysical grids, drillholes and mineral occurrences on the 100K geology.

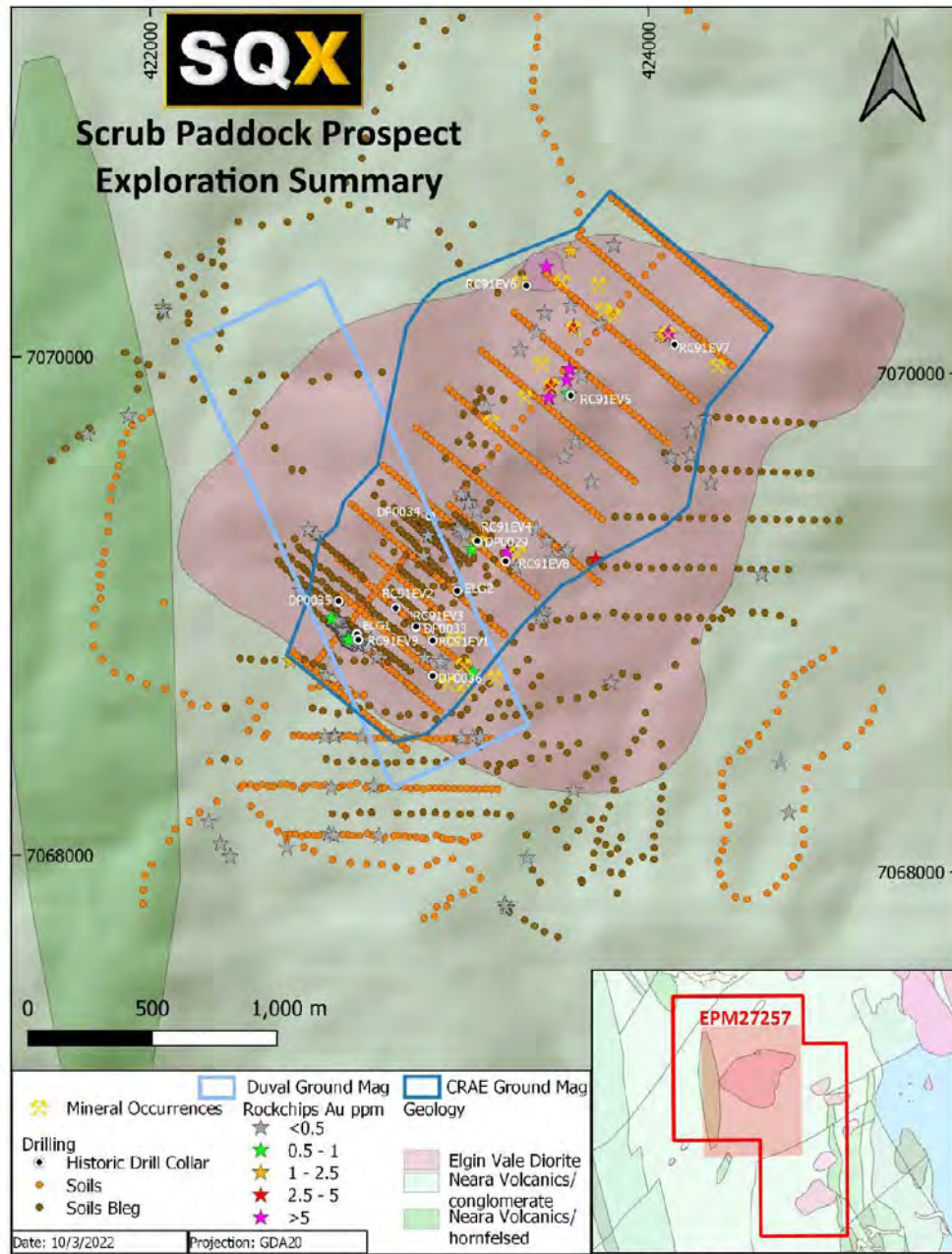


Figure 4-5: Exploration Summary Map for Scrub Paddock Prospect.

Historical drillholes targeting the Au-As-Cu soil anomaly returned a number of mineralised intercepts with the best result of 40m @ 0.92 ppm Au from 110m including 8m @ 3.38 ppm Au in drillhole RC91EV4 (Figure 4-6).

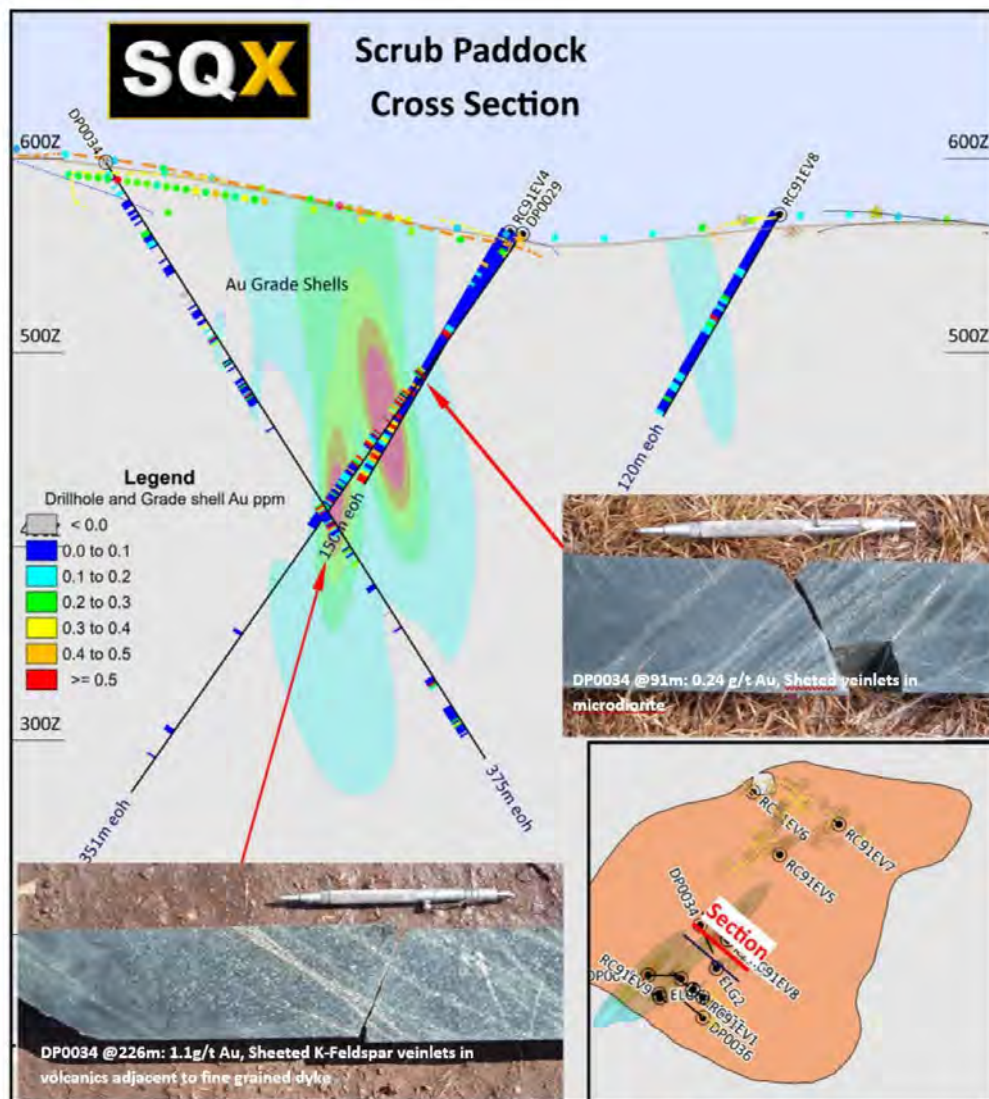


Figure 4-6: Representative cross section for the Scrub Paddock drilling.
(Core photos from D'Aguilar 2005 CR037435)

Some detailed work at Scrub Paddock was completed by D'Aguilar in 2002 to 2007 and consisted of additional stream sediment, rock chip, and infill BLEG and standard B horizon soil sampling, as well as drilling 5 RC/diamond holes for 1,807m and 2 RC holes for 230m. These were analysed by ALS, Brisbane for Au, Ag (fire assay - AA26) and As, Bi, Co, Cu, Hg, Mo, Ni, Pb, S, Sb, Zn, W (ME-ICP41). 2 of these holes were diamond core re-drills (twin holes) of earlier CRAE holes and achieved similar results (Figure 4-6). The figure also shows an interpretation of the potential gold grade shells for the mineralisation.

D'Aguilar reported a number of broad mineralised intercepts from drilling in 2004/2005, summarised in Table 4-2. These intercepts were not able to be replicated as the open file data is incomplete.

HoleID	From	To	Interval (m)	Au (g/t)
DP0029	0	236	236	0.20
including	83	151	68	0.55
DP0033	0	351	351	0.13
DP0034	197	252	55	0.28
DP0035	0	374	374	0.18
including	39	66	27	0.56
DP0036	174	333	159	0.12

Table 4-2: D'Aguilar significant drill results from Scrub Paddock Prospect
(D'Aguilar 2005, CR039551).

A list of the significant drill intercepts from all available open file drilling data is included as Table 4-3.

DHID	DH Type	From(m)	To(m)	Length(m)	Au ppm	Cu ppm	EOH(m)	Company	Year
RC91EV1	RC	108	118	10	0.32	234	130	CRAE	1990/1
RC91EV2	RC	50	62	12	0.80	163	149	CRAE	1990/1
RC91EV3	RC	24	30	6	0.32	157	130	CRAE	1990/1
RC91EV4	RC	86	98	12	0.46	405	150	CRAE	1990/1
RC91EV4	RC	110	150	40	0.92	83	150	CRAE	1990/1
	including	110	118	8	3.38	125	150	CRAE	1990/1
RC91EV5	RC	66	68	2	0.24	130	120	CRAE	1990/1
RC91EV6	RC	50	52	2	0.84	745	102	CRAE	1990/1
RC91EV7	RC	38	56	18	0.28	266	119	CRAE	1990/1
RC91EV8	RC	50	72	22	0.34	652	120	CRAE	1990/1
RC91EV9	RC	26	50	24	0.29	129	127	CRAE	1990/1
DP0029	RC/DD	100	114	14	0.72	99	351	D'Aguilar	2004/5
	including	101	102	1	5.00	70	351	D'Aguilar	2004/5

DP0029	RC/DD	126	135	9	0.47	92	351	D'Aguilar	2004/5
DP0033	RC/DD	181.3	181.6	0.3	16.15	12700	351.5	D'Aguilar	2004/5
DP0034	RC/DD	214	233	19	0.52	46	375	D'Aguilar	2004/5
DP0035	RC/DD	39	54	15	0.85	356	354	D'Aguilar	2004/5
	<i>including</i>	48	54	6	1.71	595	375.2	D'Aguilar	2004/5
ELG1	RC	38	68	30	0.32	191	110	D'Aguilar	2005/6
ELG2	RC	24	66	42	0.16	169	120	D'Aguilar	2005/6

Table 4-3: Significant Drill Intercepts at Scrub Paddock.

In 2010 ActivEX collected a further 194 ridge and spur soil samples analysed by ALS, Brisbane utilising the Au-TL43 and ME-ICP43 techniques. Results have been incorporated into the exploration summary map (Figure 4-5).

4.3.2 Ollenburgs Prospect

The area was originally held under Mining Lease 126 in 1965 by JF Ollenburg, who produced copper, gold, and silver from several small pits. BHP completed stream sediment sampling over the area from 1986-1988 and collected five rock chip samples with anomalous gold, draining the small Ollenburgs workings.

D'Aguilar Gold revisited the area in 2004/2005 and completed 27 additional rock chip samples, 26 soil BLEG samples at 50m spacing, 9 infill stream sediment BLEG samples and 2 costeans located 100m northwest of the workings. From 8 rock chip samples collected in 2004, a maximum value of 19.6 g/t Au, 6.56% Cu, 40.6 g/t Ag, and 89 ppm Bi was reported from partly oxidised microadamellite with chalcopyrite blebs in the western-most pit. The zone was also anomalous in molybdenum and tungsten. A 12-metre channel rock chip sample across the centre of the workings returned 1.1 g/t Au and 0.1% Cu. Grab samples of copper-stained microadamellite from this location returned 3.03 g/t Au, 1.8 g/t Ag, 0.6% Cu, and elevated tungsten and molybdenum. The results overall give encouragement to the potential of the system to carry both high-level gold (Au, Ag, As, Hg, Sb) and higher temperature porphyry copper mineralisation (Mo, Cu, W, Bi).

D'Aguilar's mapping of the prospect identified a complex series of smaller intrusions compared to the 100K geology. This may be used to invoke a more fractionated intrusive system which can be more symptomatic of Au/Cu porphyry-style mineralisation.

Figure 4-7 provides a summary of exploration work completed at the Ollenburgs prospect showing stream sediment sample sites, rock chip sample sites and soil BLEG sample sites on 100K geology and geology as mapped by D'Aguilar.

The results of D'Aguilar's soil BLEG sampling defined a low-level coincident gold (20ppb) and copper (5ppm) anomaly located in the vicinity of the old workings which remains open to the northwest.

The prospect has not been drilled.

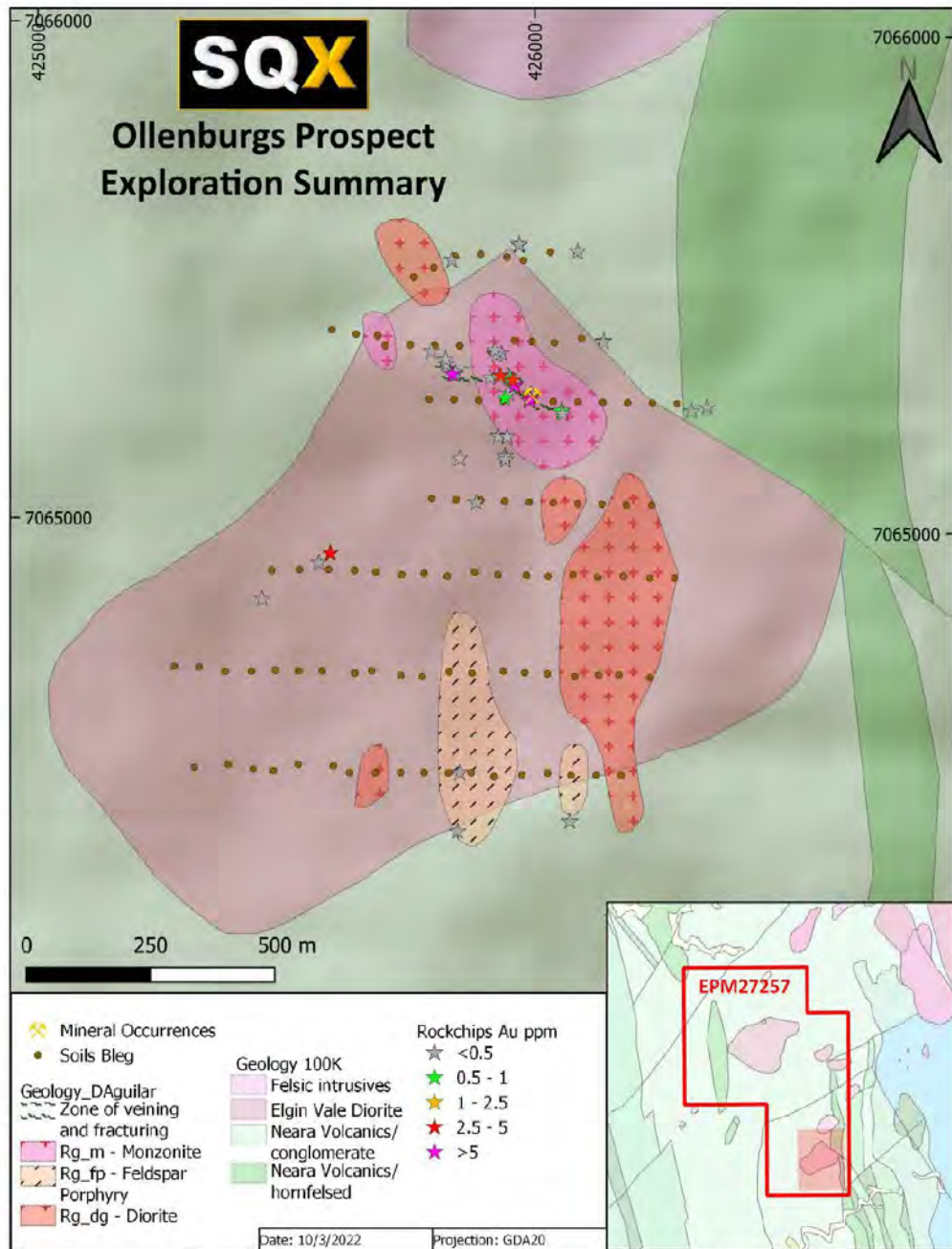


Figure 4-7: Exploration Summary Map for Ollenburgs Prospect.

4.4 SQX Exploration

15 1-2kg rock chip samples were collected by SQX between October 2020 and March 2021 from EPM 27257 (Table 4-4). 5 samples were from the area of the Scrub Paddock historical workings and 10 samples from the Ollenburgs workings. Samples were dried, crushed and pulverised before being assayed by a commercial laboratory, ALS Brisbane, for Au using Au-AA24 and Au-GRA22, for platinum group elements using PGM-ICP23 and for multi-elements using ME-MS61L, Ag-OG62, Cu-OG62 and MS61L-REE. The samples comprised float from old costeans, material from mullock piles adjacent to historical workings along with in situ samples of quartz (+sulphide) veins and altered host rock. Results of the rock chip sampling replicated the tenor of reported results and mineralisation styles from previous exploration.

Easting	Northing	Au_ppm	Ag_ppm	As_ppm	Cu_ppm	Pb_ppm	Zn_ppm
424101.3	7070134.3	1.49	2.99	162	2130	19	89
424101.3	7070134.3	7.10	9.96	81	3240	15	45
424101.3	7070134.3	2.41	4.77	36	2980	5	124
423720.0	7070155.0	0.54	0.51	207	66	26	119
423720.0	7070155.0	4.63	10.65	>10000	205	614	611
425864.6	7065134.5	0.03	0.81	7	30	13	118
425959.2	7065179.4	0.05	0.72	10	24	11	98
425968.6	7065294.0	3.54	22.30	294	47200	28	46
425943.6	7065302.3	4.69	9.83	17	14400	15	48
425846.9	7065303.4	17.60	0.74	6	389	9	31
425853.2	7065307.5	0.03	0.10	9	84	3	118
425832.4	7065333.8	0.03	0.10	8	40	12	40
426001.9	7065252.5	0.28	0.69	4	1890	6	38
426004.3	7065253.6	6.28	2.30	49	3090	11	21
426070.0	7065228.7	0.22	1.36	10	986	4	7

Table 4-4: SQX Rock Chip Grab Samples at EPM 27257.

In 2020 SQX commissioned Mackey Geophysics to complete a review of the exploration data for the EPM. This involved reprocessing regional geophysical datasets and comparing the outcomes with the mapped geology and the surface geochemical sampling. The magnetic anomalies associated with the intrusions at Scrub Paddock and Ollenburgs were confirmed while the reprocessed radiometric data (RGB image) potentially indicates inconsistencies with the 100K mapped geology and highlights potassic alteration at Ollenburgs.

In May 2022, a 2D Induced Polarisation (“IP”) geophysical survey was completed by SQX over the main mineralised zone at the Scrub Paddock prospect. It consisted of 3 by 2.6km east-west lines of 100m pole-dipole, time domain IP, spaced at 400m (Figure 4-8). The aim of the IP survey was to characterise the response of known mineralised intercepts from the historical drilling and identify potential untested conductors associated with disseminated and/or structurally controlled zones of sulphide mineralisation at depth and along strike. Mackey Geophysics processed the data revealing chargeability anomalies discussed further in Exploration Potential – Section 4.6.1 Scrub Paddock.

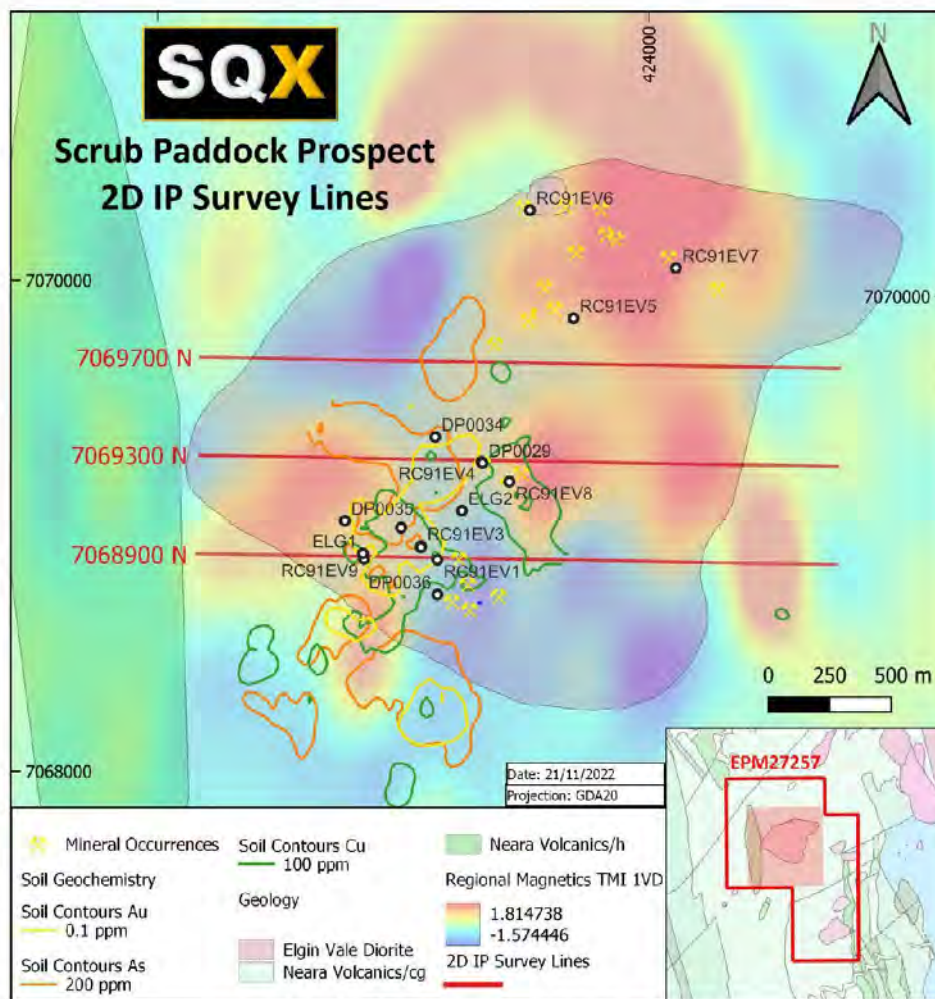


Figure 4-8: Scrub Paddock 2D IP Survey Lines on Regional Magnetics.

4.5 Exploration Models

The geology, completed exploration and historical workings of EPM 27257 supports two related target deposit types:

1. Alkalic Porphyry Gold-Copper Deposit
2. Intrusion Related Gold System ("IRGS")

Porphyry copper-gold deposits are bodies of copper-gold mineralisation formed from hydrothermal fluids originating from a large magma chamber several kilometres below the deposit itself. Pre-dating or associated with those fluids are vertical stocks of incursive magma which, in later stages, induce meteoric waters to interact with the hydrothermal fluids producing successive envelopes of

hydrothermal alteration. These envelopes typically enclose a core of disseminated ore minerals often forming stockworks of hairline fractures and veinlets/veins. The large volumes of fluid involved can make for large, low grade mineral bodies comprising copper with potentially gold and molybdenum as by-products. It has been recognised that alkalic porphyry deposits are enriched in gold such as Mt Milligan in the Canadian Cordillera, British Columbia, the Marte Lobo Deposits in the Maricunga Belt in Chile and the Cadia- Ridgeway Deposits in the Lachlan Fold Belt, NSW, Australia (Vila and Sillitoe, 1991, Wilson et al, 2003).

Recent work completed by SQX suggests that a viable target model for the EPM 27257 exploration projects based on past and recent exploration results is an alkalic porphyry Au-Cu deposit. This is supported by the presence of potentially fractionated alkalic intrusive phases, anomalous mineralisation in significant widths (at Scrub Paddock) and small, subtle potassic alteration footprint of K-feldspar and secondary biotite with low level veining.

Figure 4-9 shows the geological setting for the formation of a porphyry copper deposit (Schöpa et al, 2017). It shows a schematic cross-section based on the Yerington batholith (Nevada, USA) and similar magmatic-hydrothermal systems. It features igneous rocktypes and geology illustrating the positions of porphyry Cu (\pm Mo \pm Au) ores with respect to cupola sources of magmatic-hydrothermal fluids and porphyry dykes/stocks.

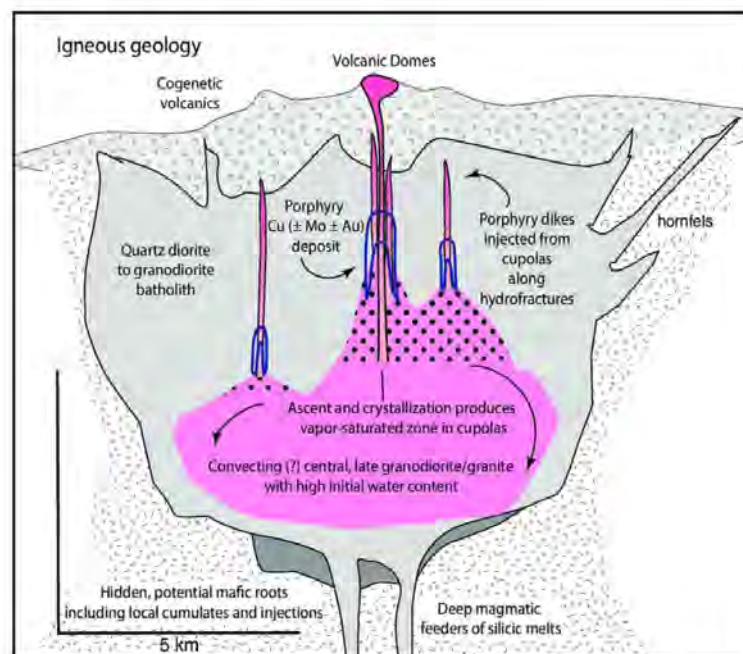


Figure 4-9: Model of Porphyry Cu (\pm Mo \pm Au) magmatic-hydrothermal system (Schöpa et al., 2017)

The Cadia/Ridgeway porphyry Cu/Au and Au-only deposits of Southern NSW can also be considered as potentially analogous to the geological setting of the Ollenburgs EPM. Figure 4-10 is a

long section view of the Cadia deposits noting the relative limited surface outcrop of the mineralisation for Cadia and the complete absence of any outcropping mineralisation for Ridgeway.

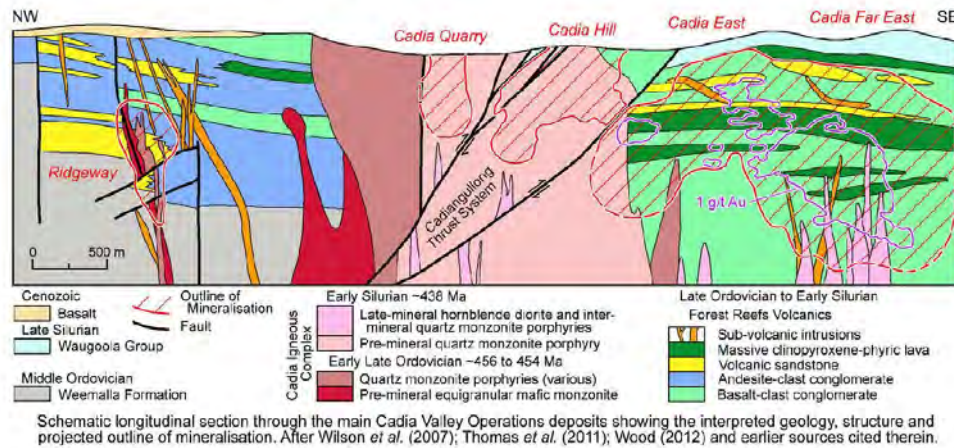


Figure 4-10: Long Section for Cadia/Ridgeway showing geology and mineralisation outlines (Portergeo Database).

Figure 4-11 shows the outlines of the Cadia/Ridgeway deposits on an RTP TMI image and indicates the deposits' relationship with both the modest magnetic anomalies and their small footprints.

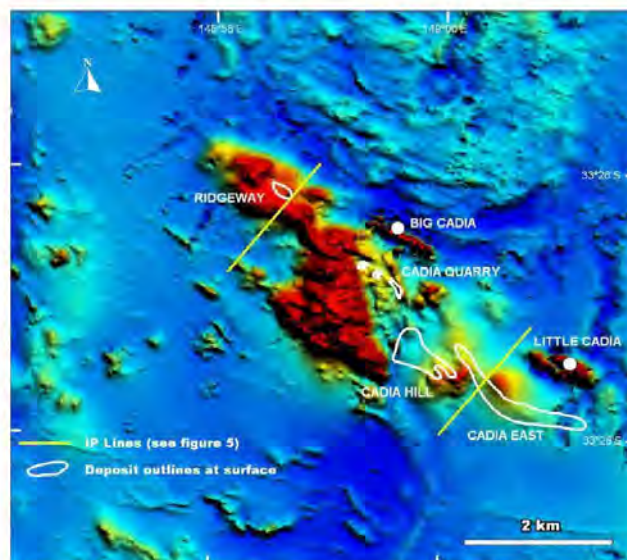


Figure 4: Reduced-to-the-pole magnetic image of the Cadia District, Australia showing the position of the Cadia deposits. For discussion of the relationships between the deposits and the magnetic features see the main text. Flight line spacing is 50m at 30m flying height. Data from Newcrest Mining Limited. Colour range is red for high TMI to deep blue for low TMI.

Figure 4-11: RTP TMI image with outlines of the Cadia/Ridgeway mineralisation (Holliday & Cooke, 2007).

A second exploration target model option for the EPM 27257 exploration projects is the IRGS type. This can develop in a variety of geological settings as illustrated in Figure 4-12, which highlights the geological position of a substantial number of Queensland gold/copper mines and deposits.

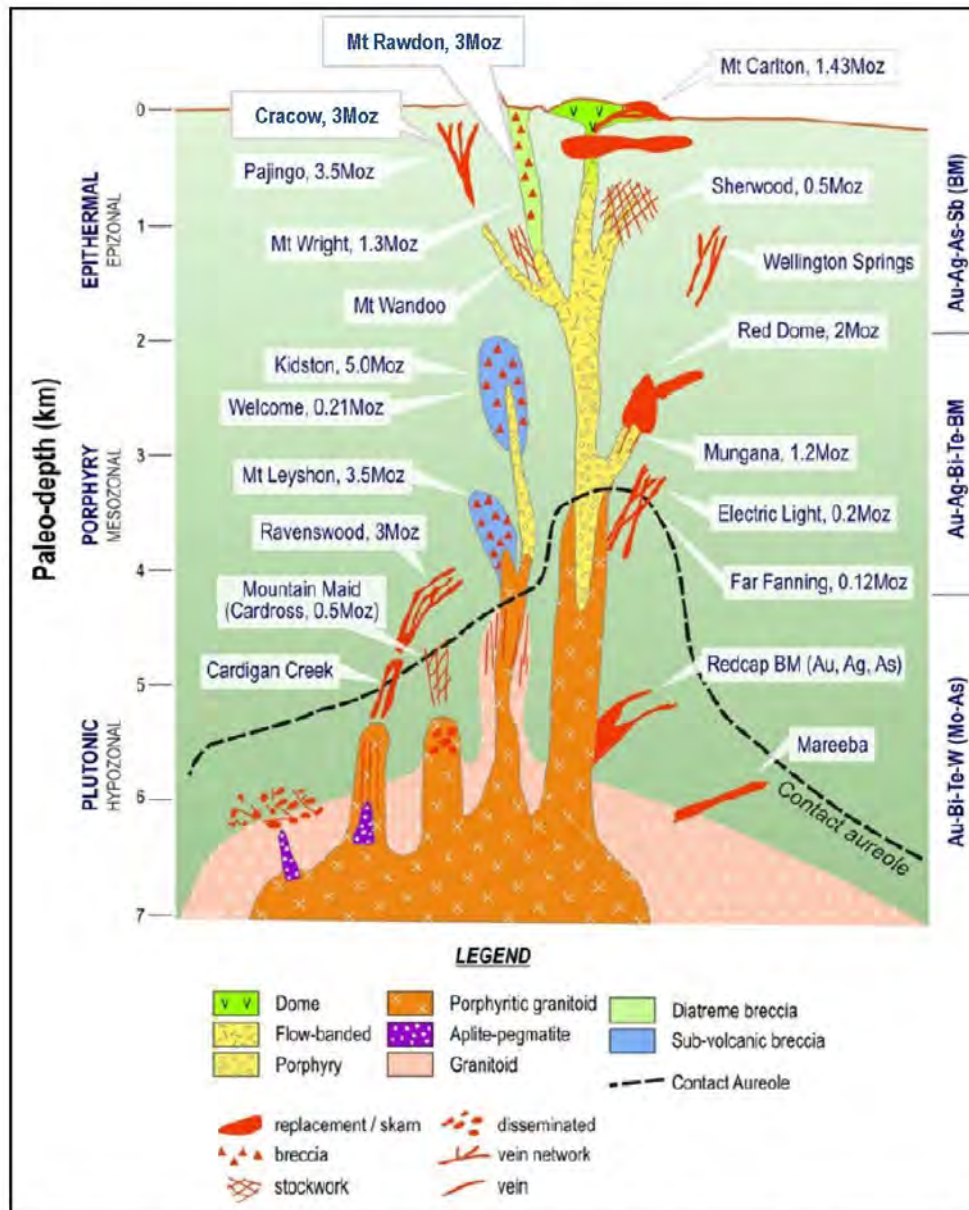


Figure 4-12: Model of Intrusion-Related Gold System Deposit Styles
(after Morrison, 2014).

Figure 4-13 shows a model of an IRCS from the Tintina Gold Province, Alaska and Yukon Territory and illustrates the wide range of mineralisation styles and geochemical variations that vary outward from a central pluton (Hart et al, 2002).

The IRCS classification was developed initially to describe gold-only porphyry deposits. Current classification includes intrusion-related gold mineralisation in regions lacking copper and having an associated Bi-Te-As-Mo-Sb metal tenor (Hart, 2005). Examples of these include Fort Knox, Alaska and Kidston, QLD and Timbarra Gold Mines, NSW.

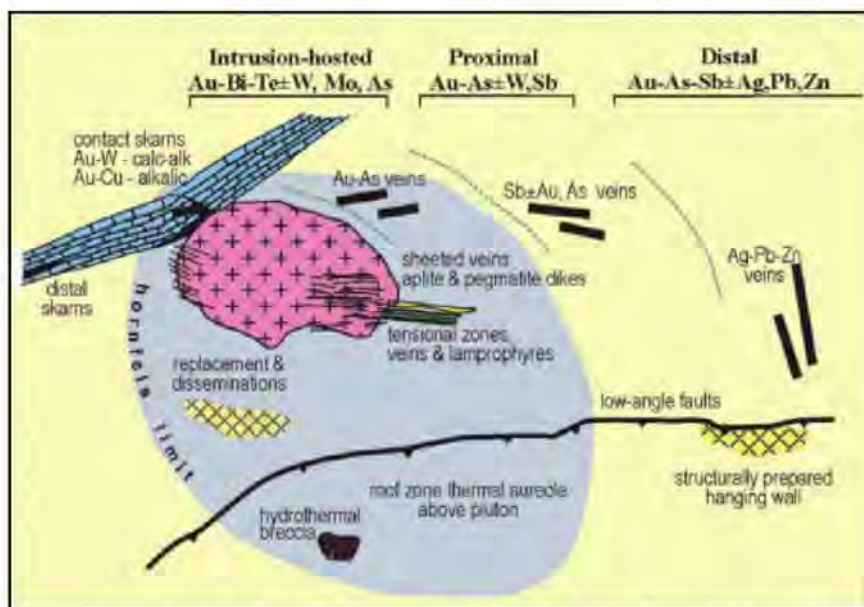


Figure 4-13: General Plan Model of Intrusion-Related Gold Systems
(from Hart et al. 2002)

Features of these systems that support the model for the EPM 27257 exploration projects include:

- sub/alkalic intrusion of intermediate to felsic compositions
- a proximal metal assemblage of Au-As ± W, Sb and low concentrations of base metals
- a low sulphide mineral content, mostly <5 vol%, with a mineral assemblage that typically comprises arsenopyrite, pyrrhotite and pyrite
- a restricted, commonly weak hydrothermal alteration
- sheeted arrays of parallel, low-sulphide, quartz veins

4.6 Exploration Potential

The exploration prospects on EPM 27257 are hosted by the Esk Basin, a structural unit that lies within the northern part of the New England Fold Belt, a Palaeozoic to early Mesozoic orogenic complex

that parallels part of the eastern margin of the Australian craton. This regional setting is known to host significant porphyry Cu/Au deposits and prospects. The USGS “Porphyry Copper Assessment of Eastern Australia, USGS Special Report,” (Bookstrom, 2014) confirms the prevalence of porphyry deposits and prospects in the Central sub-tract which contains the Esk Basin (Figure 4-14).

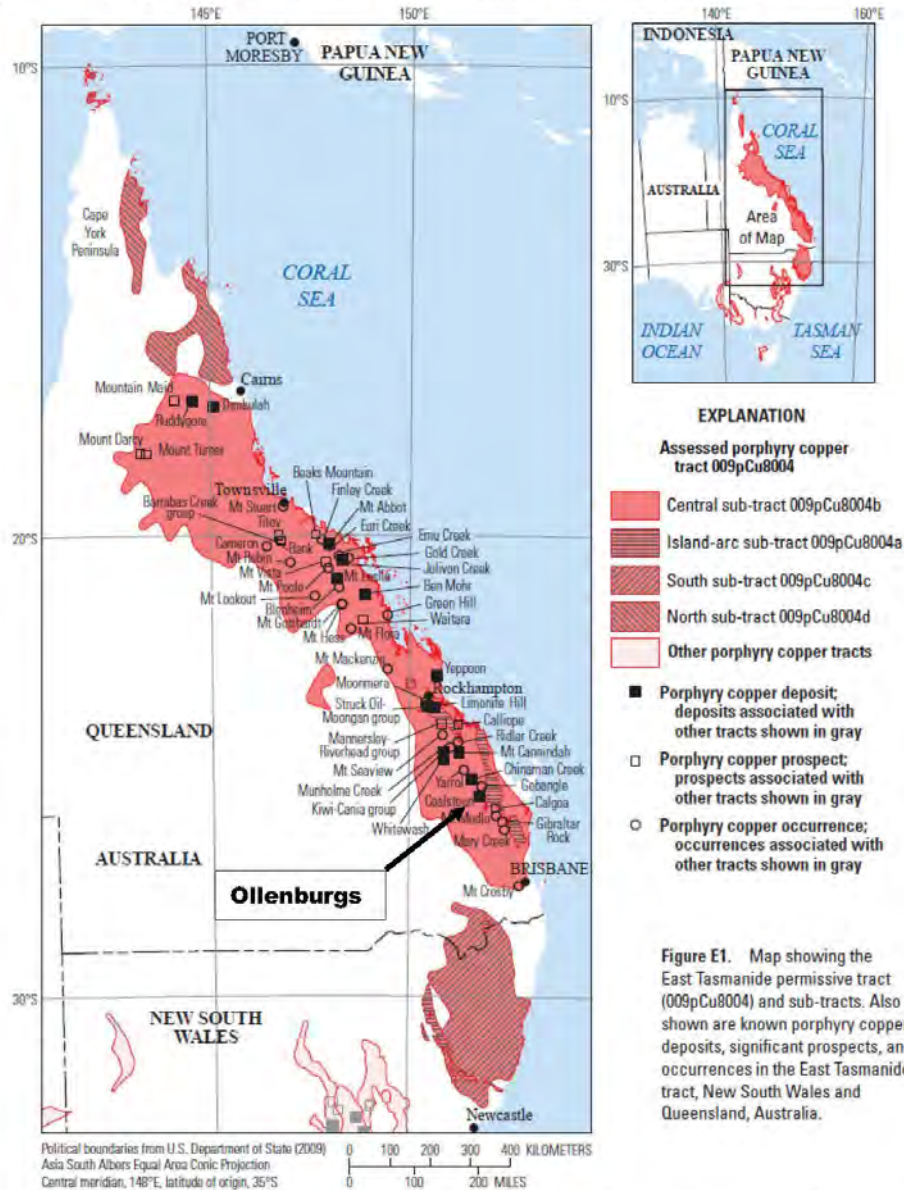


Figure 4-14: Prospectivity for Porphyry Cu/Au Mineralisation, Eastern Queensland Tasmanides (after USGS Special Report, Bookstrom et al 2014).

Significant porphyry copper deposits occur in the Tasmanides of Eastern Australia including the world class Cadia (Cu/Au)/Ridgeway (Au only) and Northparkes Cu/Au mines.

A reassessment of previous exploration data by SQX in conjunction with an appraisal of regional geophysical data has confirmed significant prospectivity for porphyry gold-copper mineralisation at Scrub Paddock and Ollenburgs prospects.

4.6.1 Scrub Paddock Prospect

Exploration potential at the Scrub Paddock prospect is defined by a combination of historical gold workings, mineralised drill intercepts and surface anomalism extending over a 2km strike length (Figure 4-15). Historical drilling identified a number of higher-grade gold zones within broad, lower grade intervals with mineralisation remaining open down dip and along strike. Significant results include 8m @ 3.38 g/t Au within a broader zone of 40m @ 0.92 g/t Au from drill hole RC91EV4.

Observations from historical drilling and a recent field inspection suggest that both mineralisation and alteration styles (k-feldspar and chlorite) could be indicative of a gold/copper porphyry system. Historical drilling has confirmed the broad Au-As-Cu soil anomaly at the Scrub Paddock prospect as being due to a broad structural zone of gold mineralisation hosted by veins and shear zones associated with dyke margins.

Soil geochemistry also shows a number of gold-arsenic anomalies that remain untested by drilling and warrant further investigation.

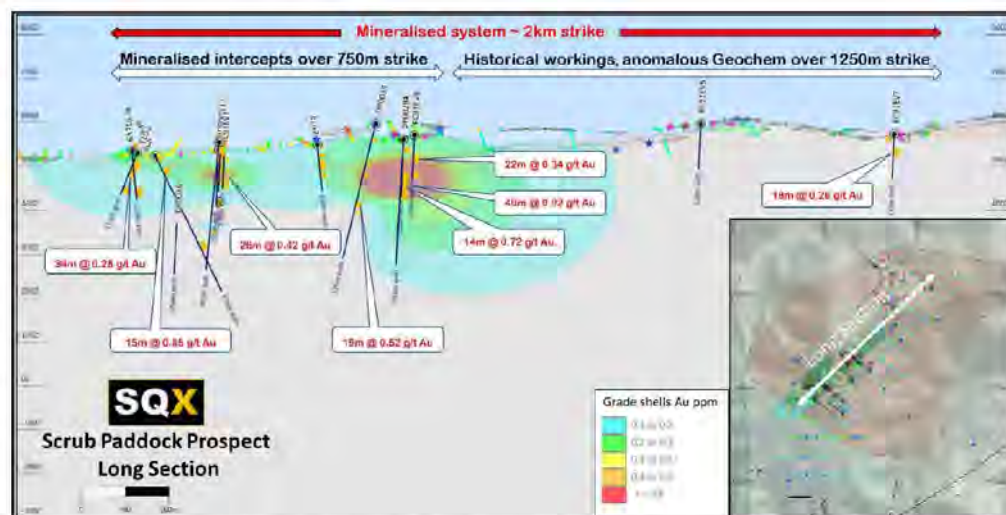


Figure 4-15: Long Section for Scrub Paddock drilling with gold grade shells.

Data from the 3-line 2D IP Survey conducted by SQX over the main mineralised zone at Scrub Paddock (Figure 4-8) was processed by Mackey Geophysics and successfully outlined a potential mineral-related signature for the prospect. Figure 4-16 contains 2D cross sections showing discrete chargeability anomalies identified on each section across eastings 422800-423000E and at depths from surface of approximately 300m. These anomalies represent clear cut drill targets for porphyry style

Au/Cu mineralisation. The apparent success of the program points to continuing with a Stage 2 2D IP campaign to delineate additional drill targets.

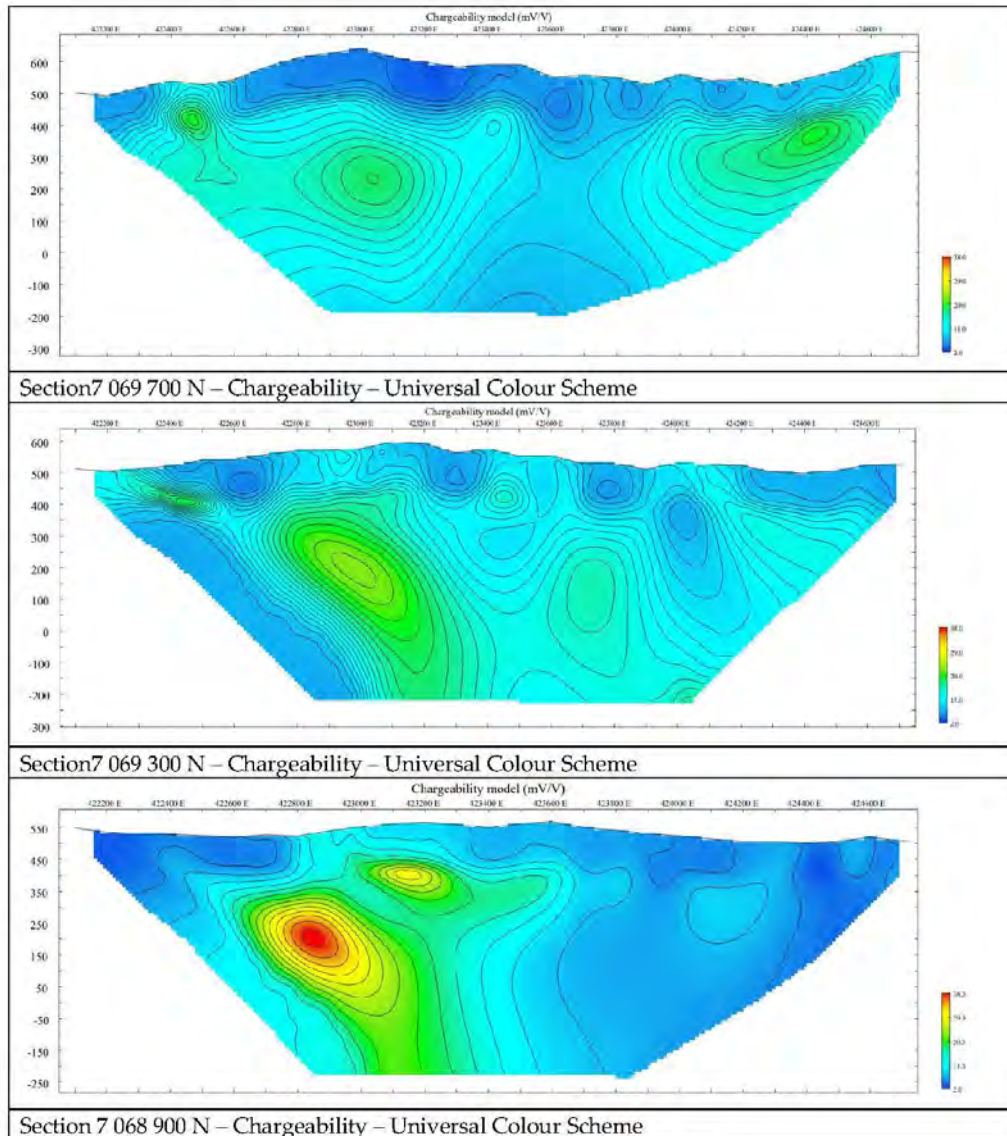


Figure 4-16: 2D IP Chargeability Sections.

Figure 4-17 provides an overview of the geochemical, magnetic and IP anomalies at Scrub Paddock highlighting elevated gold and arsenic in soils and >0.5ppm rock chip samples, magnetic highs associated with the Elgin Vale Diorite and the associated mineralisation and IP chargeability and

resistivity shells. The anomaly map also indicates possible greater complexity to the intrusion as demonstrated by the geometry and fracturing of the magnetic anomaly which is of a comparable scale to the magnetic feature associated with Cadia/Ridgeway. The magnetic lows may represent areas of magnetite destruction associated with overprinting porphyry styles of alteration i.e. phyllic alteration. The line of lode represents an interpretation of the strike continuity of gold mineralisation encountered in the drilling.

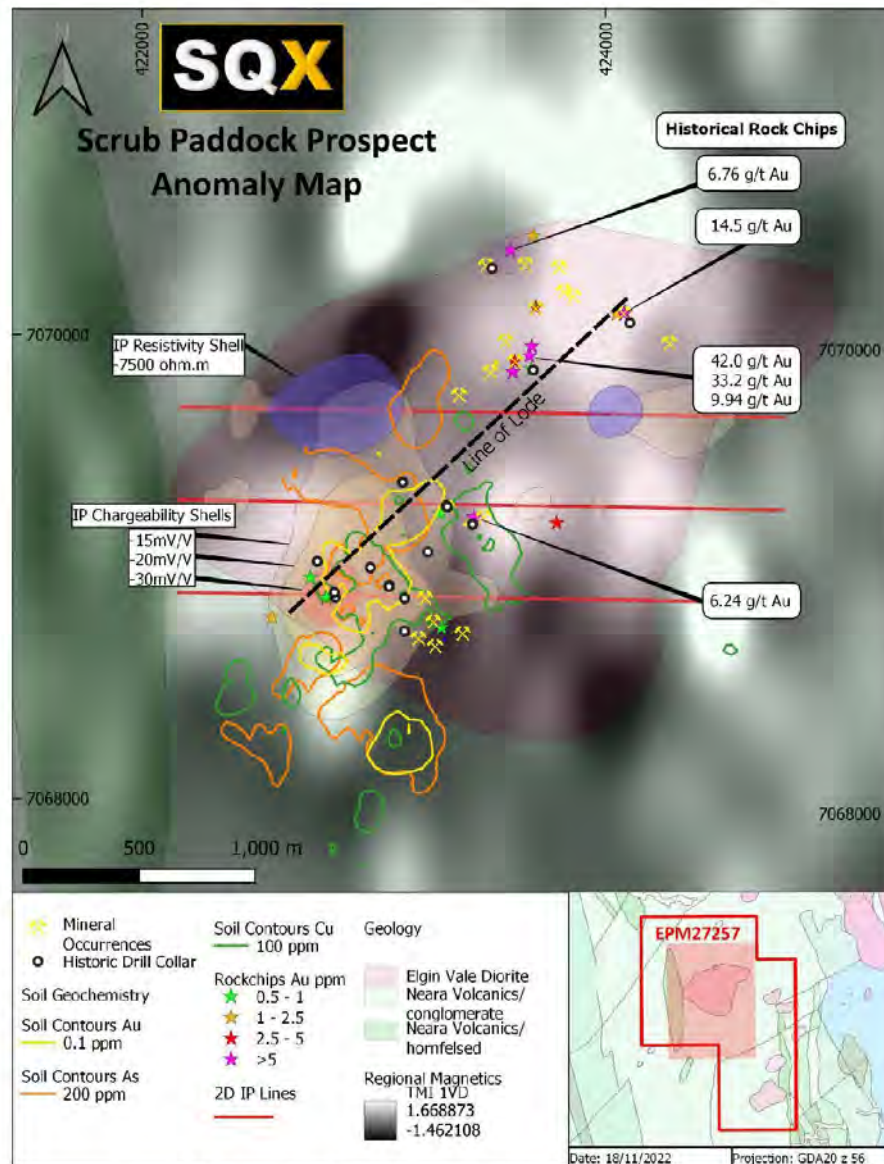


Figure 4-17: Scrub Paddock Prospect Anomaly Map with 2D IP Lines.

4.6.2 Ollenburgs Prospect

Exploration potential at the Ollenburgs prospect is primarily defined by a northwest striking low level surface geochemical anomaly, 300m long and up to 50m wide, on the margin of a magnetically defined intrusive body. Previous interpretations concluded that the prospect represented a narrow, surface-enriched, restricted vein system. However, the copper-gold BLEG soil anomaly in association with the discrete magnetic anomaly, a monzonite host and observed potassic alteration comprising K-feldspar and secondary biotite, all suggest the possibility of a silica undersaturated alkalic Au/Cu porphyry system. These types of deposits can feature little in the way of veining, and have a small, subtle alteration footprint. They are present in the Lachlan Fold Belt of NSW (Kaiser and the new Boda discovery on the Molong Belt north of the Cadia Cu/Au porphyry mine) and in British Columbia, Canada. The anomalous geochemistry is considered encouraging, despite its limited spatial extent and the limited multi-element assay suite in the BLEG soils.

Figure 4-18 provides an overview of the geochemical and magnetic anomalies at Ollenburgs prospect highlighting elevated Au and Cu soils around the Ollenburgs workings. These anomalies are open to the northwest and are coincident with the magnetic high that appears to map out the outcropping Elgin Vale Diorite which acts as host to the known mineralisation.

The prospect has not been drilled.

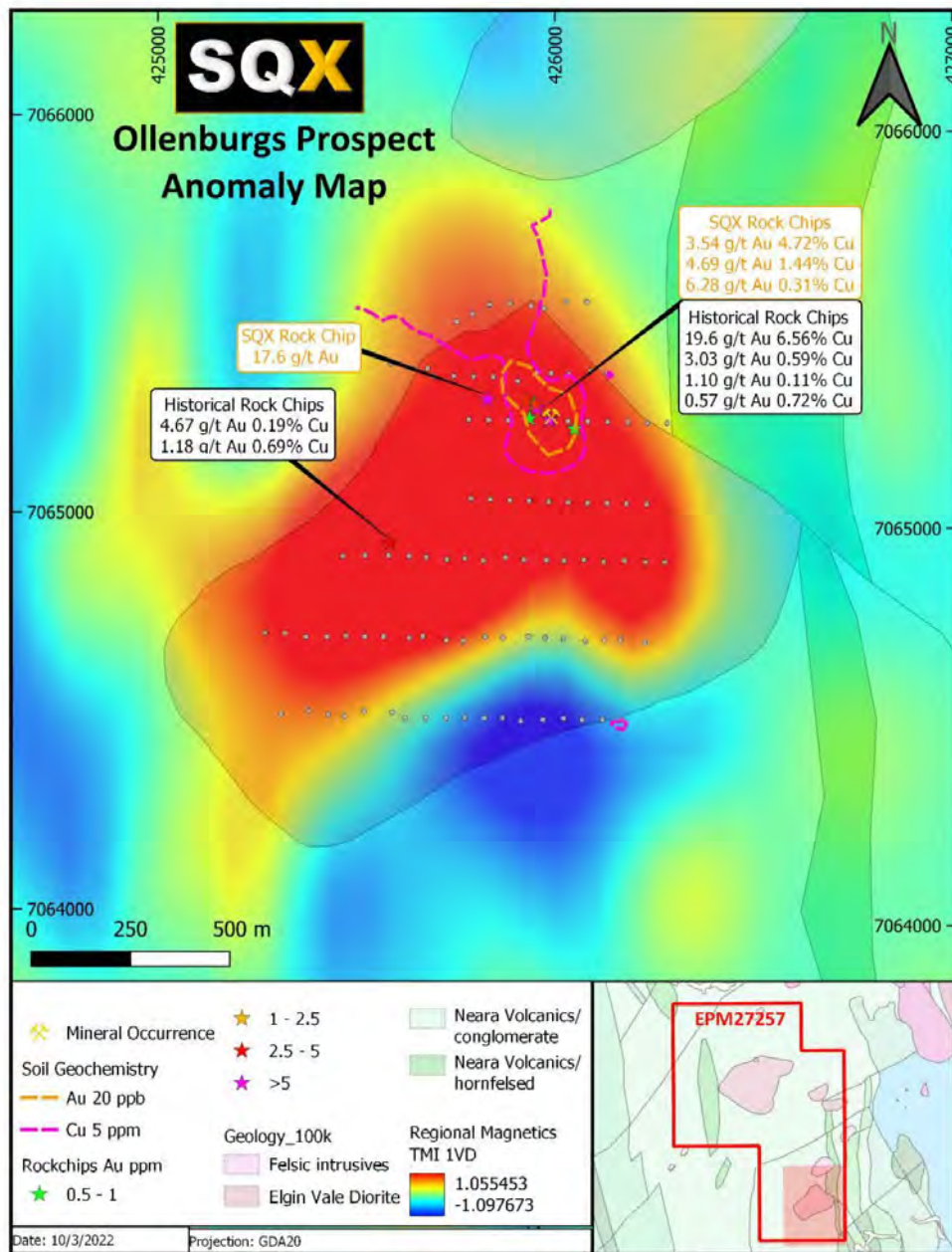


Figure 4-18: Ollenburgs Prospect Anomaly Map.

4.7 Conclusions

EPM 27257 is hosted by the Esk Basin, a structural unit that lies within the northern part of the New England Fold Belt, a Palaeozoic to early Mesozoic accretionary/orogenic complex that parallels part of the eastern margin of the Australian craton. This regional setting is known to host significant porphyry gold/copper deposits and prospects.

The main prospects on the EPM are Ollenburs in the south and Scrub Paddock in the north. The target model for both prospects is a porphyry gold/copper deposit with a secondary option of an IRGS deposit for Scrub Paddock.

The EPM is underlain by a sub-unit of the Neara Volcanics with the Scrub Paddock and Ollenburs diggings located within separate occurrences of the Elgin Vale Diorite, which intrudes the volcanics. The intrusives consist of fine-grained equigranular to moderately porphyritic hornblende microdiorite, fine to medium-grained equigranular diorite to granodiorite and fine to medium-grained equigranular gabbro with the implication of multiphase intrusive activity.

The Scrub Paddock area consists of a number of small, historical alluvial and hard rock gold workings. The historic mining appeared to be targeting veins of quartz, calcite and feldspar, hosted in diorite, containing chalcopyrite, arsenopyrite, and gold mineralisation e.g. Wild Horse, No1 Shaft. The veins were noted as being very irregular in both grade and width with maximum gold values from dump material being 33.2ppm Au and 49.2ppm Ag. Historical surface geochemistry has identified a number of discrete gold, arsenic and copper soil anomalies, some of which have been followed up by previous explorers via a combination of RC and diamond drilling with partial success. Observations from the drilling and a recent field inspection suggest that both the mineralisation and the alteration styles i.e. chlorite and potassium feldspar, could be indicative of a gold/copper porphyry system. The drilling has confirmed the broad Au-As-Cu soil anomaly at the Scrub Paddock South prospect as being due to a broad structural zone of gold mineralisation hosted by quartz veins and shear zones. A 3D review of the drilling has allowed for the interpretation of a gold mineral zone for some 1,900m of strike and 300m of dip extent with horizontal true widths ranging between 7 and 50m. There is sufficient space between the drillholes to accommodate a significant sized porphyry gold (copper) deposit.

It should also be noted that most of the drill holes were completed before the final phase of infill soil sampling was undertaken and were therefore not necessarily sited in the optimum position. As a result, much of the soil anomalies remain untested and there is the potential to extend the mineralisation intersected in two of the holes.

At Ollenburs surface copper mineralisation occurs as patchy malachite, rare azurite, and rare, partly oxidized chalcopyrite, usually adjacent to quartz-carbonate veins hosted within a diorite. Small scale mining and copper production was recorded in the 1960s. A small-scale open-ended copper BLEG soil anomaly in association with a discrete magnetic anomaly associated with potassium enrichment/alteration i.e. K-feldspar and secondary biotite (observed at surface), suggest the possibility of a silica undersaturated alkalic Au/Cu porphyry system. These types of deposits can feature little in the way of veining, and have a small, subtle alteration footprint. The anomalous soil geochemistry is considered encouraging, despite its limited spatial extent and the limited multi-element assay suite.

Exploration work by SQX has comprised:

- Rock chip sampling which confirmed the tenor of anomalism generated from the historical work associated with both prospects.
- A re-analysing of the regional airborne geophysical data indicating greater complexity and variability in the mineral-bearing intrusive phases potentially related to alteration, associated with both prospects.
- A 3 line IP survey over Scrub Paddock which provided some characterisation of the sub-surface geology. This work identified a significant chargeability anomaly along the 2km line of lode and allowed for the generation of drill targets for mineralisation at depths in the order of 250m below surface.

4.8 Programs & Budget for EPM 27257

In Year 1, the initial work program will focus on drilling the targets identified by the 2D IP geophysical survey at Scrub Paddock and priority targets defined by surface geochemistry and historical drilling. This Phase 1 drill program will comprise 6 drill holes for a total of 2,500m of RC and RC precollars with diamond drill tails. This will be followed by an expansion of the 2D IP survey (~20 line km) over the greater Scrub Paddock prospect area to delineate additional targets.

Subsequently, an expanded soil sampling program is planned over the magnetic features east of Scrub Paddock and completely over the Ollenburgs intrusive. The soil programs will comprise -2mm soil fraction from the B horizon with 4 acid digest and multielement analysis. At Scrub Paddock the expanded soil program (300 samples) will be integrated with the historical multi-element soils. The soil sampling at Ollenburgs (550 samples) will replace the historical BLEG soil results to provide consistent multi-element coverage across the intrusive.

This will be followed by a 2D IP geophysical survey (~10 line km) over the Ollenburgs prospect. The survey will cover the strike of historical surface workings, anomalous geochemistry and the diorite intrusive. The multi-element geochemistry from the expanded soil sampling program will be used in conjunction with the IP survey results to enhance the geological understanding of the prospect and delineate targets for follow up drill testing.

Approximately 6 x 350-750m drillholes for a total of 3,150m are proposed to be completed in Year 2 at Scrub Paddock. Drilling will comprise a combination of RC precollars with diamond drill tails to follow up on the prioritised IP/geochemical targets. Follow-up drilling would then occur at Ollenburgs prospect, consisting of 6 x 150-200m RC drill holes for a total of 1000m.

Figure 4-19 show the initial work programme focus for the Scrub Paddock prospect. The backdrop is the black and white 1VD image from the airborne magnetic data with the Elgin Vale intrusive overlain. Also shown is a plan view of the IP shells plus the surface geochemical anomalism and mineral occurrences.

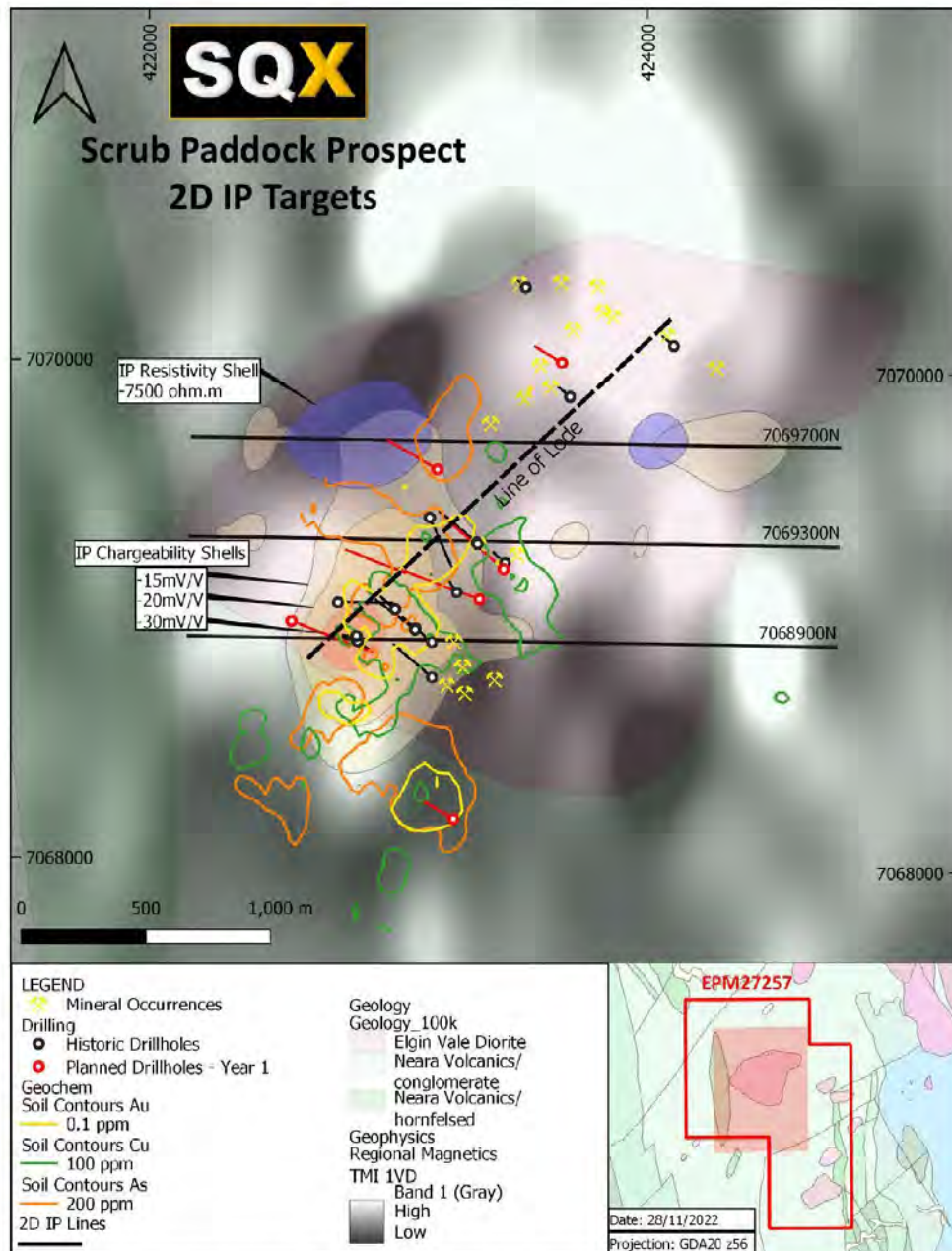


Figure 4-19: Planned Year 1 Drilling Target Map for the Scrub Paddock Prospect.

Figure 4-20 show the initial work programme focus for both prospects. The backdrop is the 1VD image from the airborne magnetic data with the 100K geology overlain.

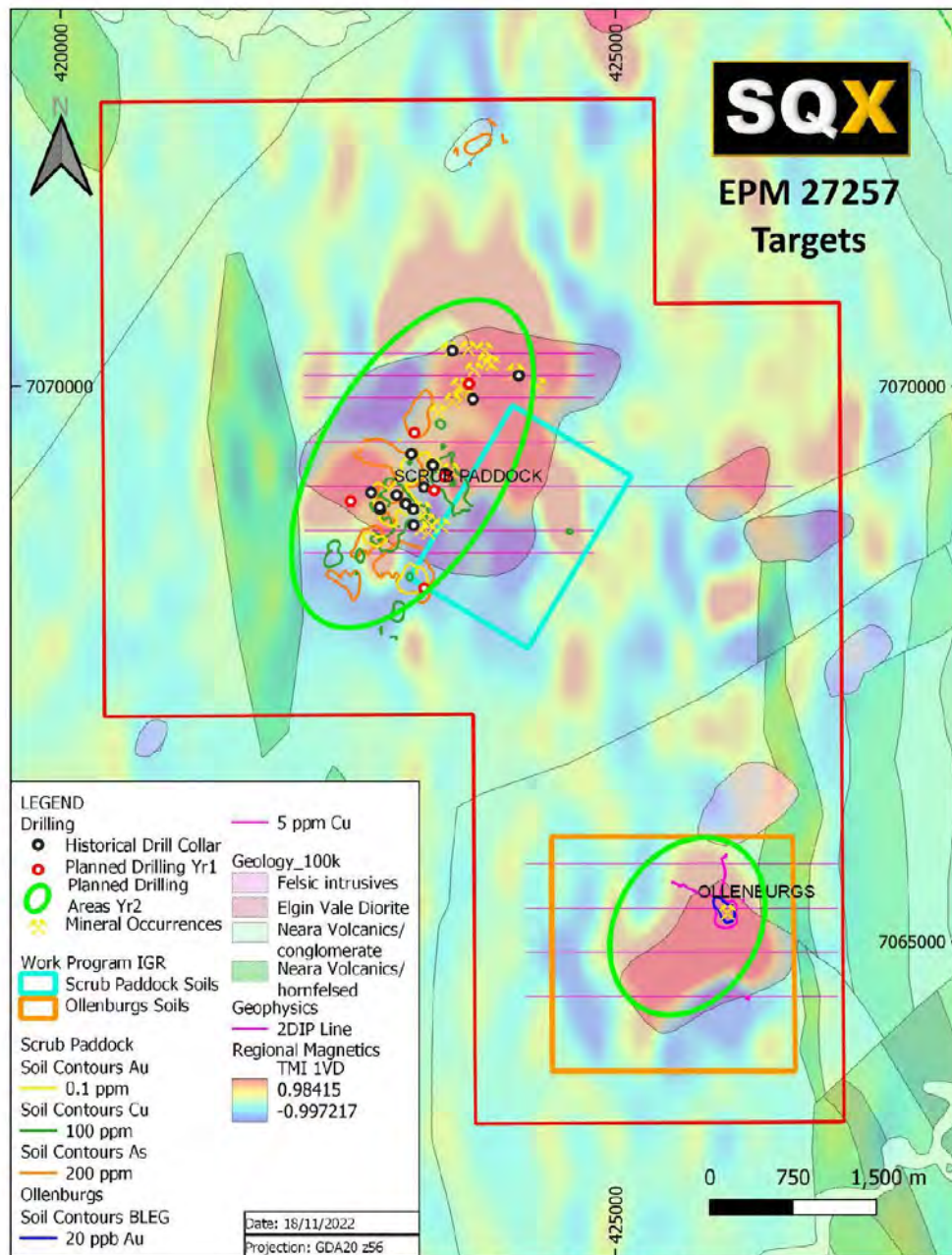


Figure 4-20: Planned Work Target Map for EPM 27257.

Details of the proposed budget are included in Table 4-5.

Category	Quantity	Year 1	Quantity	Year 2	Total
Estimated Rehabilitation Cost		\$19,000		\$0	\$19,000
Land Compensation Agreement		\$75,000		\$0	\$75,000
Geochemical Soil Program	850 samples	\$153,000		\$0	\$153,000
2D IP Geophysical Survey	30km	\$148,000		\$0	\$148,000
Drill Target Planning		\$3,000		\$8,000	\$11,000
RC/Diamond Drilling & Assays	2500m	\$922,000	3,150m	\$1,138,000	\$2,060,000
RC Drilling and Assays			1000m	\$236,000	\$236,000
Evaluation & Support		\$161,000		\$161,000	\$322,000
Total		\$1,481,000		\$1,543,000	\$3,024,000

Table 4-5: EPM 27257 Exploration Budget.

H&SC considers the proposed work programme and exploration budget to be appropriate for the exploration target types proposed by SQX.

5 References & Glossary

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- ActivEX Ltd, 2009 - 2011, EPM 17092; CRs 65774, 70343.

5.3 Glossary

Some of the terms given in the below are specifically defined by 2012 JORC Code & Guidelines and the CIM Definition Standards (2010); where this is the case this is indicated by the source given in the right hand column. Other terms are based on definitions obtained from public domain sources and industry standard usage.

Term	Definition	Source
accretionary complex	Typically is made up of a mix of turbidites of terrestrial material, basalts from the ocean floor, and pelagic and hemipelagic sediments in a process by which material is added to a tectonic plate at a subduction zone, frequently on the edge of existing continental landmasses	Other
agglomerate	large, coarse, rock fragments associated with lava flow that are ejected during explosive volcanic eruptions	Other
alteration	Any change in the mineralogic composition of a rock brought about by physical or chemical means, esp. by the action of hydrothermal solutions	Other
azurite	a copper carbonate hydroxide mineral with a chemical composition of $\text{Cu}_3(\text{CO}_3)_2(\text{OH})_2$	Other
alluvial	Of, relating to, or found in alluvium	Other
alluvium	Unconsolidated terrestrial sediment composed of sorted or unsorted sand, gravel, and clay that has been deposited by water	Other
annual report	A statutory report required by national government detailing exploration work completed on a licence or licence block for a specific year.	Other
aphyric	igneous texture forms by the rapid crystallization of melts lacking large, suspended crystals/phenocrysts	Other
argillic	A form of alteration of rocks and minerals, typically generating clay minerals; often a characteristic zone associated with porphyry style mineralisation	Other
arsenopyrite	Arsenopyrite is an iron arsenic sulphide with a chemical composition of FeAsS .	Other
azimuth	The direction of one object from another, usually expressed as an angle in degrees relative to true north. Azimuths are usually measured in the clockwise direction, thus an azimuth of 90° indicates that the second object is due east of the first	Other
biotite	A black mica - potassium magnesium-iron-aluminium silicate, essentially $\text{K}(\text{Mg},\text{Fe})_3\text{AlSi}_3\text{O}_{10}(\text{OH})_2$	Other
BCL	Bulk Cyanide Leach: a surface geochemical sampling technique common in the 1980s-1990s which includes assays for Au as well as As, Co, Cu, Mn, Mo, Ni, Zn (equivalent to BLEG).	Other
BLEG	Bulk Leach Extractable Gold: a surface geochemical sampling technique common in the 1980s-1990s as well as some other elements (equivalent to BCL).	Other
Cambrian	Geological epoch from 488 to 542 million years ago	Other
Carboniferous	Geological epoch from 299 to 359 million years ago	Other
calcite	Is a carbonate mineral and the most stable polymorph of calcium carbonate (CaCO_3)	Other

chalcedony	Is a cryptocrystalline form of silica, composed of very fine intergrowths of quartz	Other
chalcopyrite	is a copper iron sulphide mineral and the most abundant copper ore mineral and has the chemical formula CuFeS_2	Other
chert	Chert is a sedimentary rock composed of microcrystalline or cryptocrystalline quartz, the mineral form of silicon dioxide (SiO_2). It occurs as nodules, concretionary masses, and as layered deposits. Chert breaks with a conchoidal fracture, often producing very sharp edges.	Other
colloform	A texture, often found in certain types of mineral deposits, where crystals have grown in a radiating and concentric manner which may reflect underlying geochemical controls	Other
Competent Person (CP)	Refers to a qualified person as defined under the 2012 JORC Code. In summary this means an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; has experience relevant to the subject matter of the mineral project and the technical report; and is a member or licensee in good standing of a recognised professional association.	JORC Code (2012)
conglomerate	Conglomerate is a clastic sedimentary rock that is composed of a substantial fraction of rounded to subangular gravel-size clasts.	Other
Cretaceous	Geological epoch from 64 to 136 million years ago	Other
data verification	The process of confirming that data has been generated with proper procedures, has been accurately transcribed from the original source and is suitable to be used	NI 43-101
Devonian	Geological epoch from 359 to 416 million years ago	Other
diamond drillhole (DD)	A drillhole which is drilled used a diamond impregnated bit so that a cylindrical sample of solid rock (drill core) can be recovered.	Other
diorite	medium- to coarse-grained intrusive igneous rock that commonly is composed of about two-thirds plagioclase feldspar and one-third dark-coloured minerals, such as hornblende or biotite	Other
drill core	The cylinder of material, normally solid rock, recovered from a diamond drillhole	Other
dyke	A dyke, in geological usage, is a sheet of rock that is formed in a fracture of a pre-existing rock body. Magmatic dykes form when magma flows into a crack then solidifies as a sheet intrusion, either cutting across layers of rock or through a contiguous mass of rock.	Other
effective date	With reference to a technical report, this means the date of the most recent scientific or technical information included in the technical report. The effective date can precede the date of signing the technical report but if there is too long a period between these dates, the issuer is exposed to the risk that new material information could become available and the technical report would then not be current	NI 43-101
encumbrance	This is a legal term covering anything that affects or limits the title of a property, such as mortgages, leases, easements, liens, or restrictions. An encumbrance may diminish the value of ownership, but does not prevent the transfer of ownership. Mortgages, taxes and judgements are encumbrances known as	Other

	liens. Restrictions, easements, and reservations are also encumbrances, although not liens	
epithermal deposit	A mineral deposit deposited from warm waters at rather shallow depth under conditions in the lower ranges of temperature and pressure. Typically associated with surface and sub-surface volcanic activity	Other
erosion	Removal of surface material from the Earth's crust, primarily soil and rock debris, and the transportation of the eroded materials by natural agencies from the point of removal.	Other
exploration information	Geological, geophysical, geochemical, sampling, drilling, trenching, analytical testing, assaying, mineralogical, metallurgical and other similar information concerning a particular property that is derived from activities undertaken to locate, investigate, define or delineate a mineral prospect or mineral deposit.	CIM (2010)
felsic	consisting chiefly of feldspars, feldspathoids, quartz, and other light-colored minerals	Other
footwall	The wall or rock on the underside of a vein or other mineralised structure	Other
foreland loading	The formation of foreland basins when the lithosphere flexes downward in front of a mountain belt in response to the added load of thickened crust that results from the collision of the two plates	Other
feldspar	any of a group of aluminosilicate minerals that contain calcium, sodium or potassium. Feldspars make up more than half of Earth's crust.	Other
Fractionation (of intrusions)	Separation of intruded magma into different mineral compositions/phases often segregating out hydrothermal fluids responsible for certain type of mineralisation	
Global Positioning System GPS	A space-based global navigation satellite system that provides location and time information in all weather, anywhere on or near the Earth, where there is an unobstructed line of sight to four or more GPS satellites	Other
geochemical anomalism	A concentration of one or more elements in rock, soil, sediment, vegetation, or water that is markedly higher or lower than background	Other
gossanous	Descriptor of rust-coloured oxide and hydroxide minerals of iron and manganese that cap an ore deposit	Other
granodiorite	A granular-textured intrusive igneous rock similar to granite, but containing more plagioclase feldspar than orthoclase feldspar. Typically it has less free quartz than diorite	Other
greywacke	Greywacke or graywacke is a variety of sandstone generally characterized by its hardness, dark colour, and poorly sorted angular grains of quartz, feldspar, and small rock fragments or lithic fragments set in a compact, clay-fine matrix.	Other
hangingwall	The wall or rock on the upper or top side of a vein or other mineralised structure.	Other
hornblende	is a field name used for a group of dark-coloured amphibole minerals found in many types of igneous and metamorphic rocks	Other
hornfels	A fine-grained metamorphic rock composed of quartz, feldspar, mica, and other minerals, formed by the action of intrusive rock upon sedimentary rock, especially shale.	Other

hydrothermal	of or relating to hot water – used especially of the formation of minerals by hot solutions rising from a cooling magma	Other
Induced Polarisation (IP)	a geophysical imaging technique used to identify the electrical chargeability of subsurface materials, such as ore	Other
intrusive complex	Multistage igneous intrusions that exhibit evidence of fractional crystallization and crystal segregation by settling or floating of minerals from a melt. These complexes can be many kilometres in area and several hundred to >1km in thickness.	Other
initial public offering (IPO)	A corporation's first offering of stock to the public, usually by subscription from a group of investment dealers	Other
Intrusion Related Gold Systems	IRGS refer to an incoherent group of gold deposits with wide-ranging characteristics produced by local-scale fluids derived from a cooling pluton or magma.	Other
I-type granite	I-type granites are a category of granites originating from igneous sources. They are recognized by a specific set of mineralogical, geochemical, textural, and isotopic characteristics that indicate magma hybridization in the deep crust.	Other
JORC Code & Guidelines	Means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia, as amended; the 2012 Code has superseded the 2004 code	NI 43-101
Jurassic	Geological epoch from 137 to 195 million years ago	Other
k-feldspar	K-bearing aluminosilicate that occur in many igneous, metamorphic, and sedimentary rocks with the chemical formula $K[AlSi_3O_8]$. Often linked to porphyry Cu/Atu mineralisation and as an alteration type	Other
lithology	The lithology of a rock unit is a description of its physical characteristics visible at outcrop, in hand or core samples or with low magnification microscopy, such as colour, texture, grain size, or composition.	Other
lode gold	A vein of ore that is deposited or embedded between layers of rock or that fills a fissure in a rock formation.	Other
low sulphidation	Referring to epithermal gold deposits derived from reduced, near neutral pH, dilute fluids developed by the entrainment of magmatic components within deep circulating groundwaters	Other
mafic	A mafic mineral or rock is a silicate mineral or igneous rock rich in magnesium and iron. Most mafic minerals are dark in colour, and common rock-forming mafic minerals include olivine, pyroxene, amphibole, and biotite. Common mafic rocks include basalt, diabase and gabbro.	Other
malachite	a carbonate mineral with chemical composition of $Cu_2CO_3(OH)_2$. Possibly the earliest ore of copper	Other
magnetics	Referring to the magnetic method is a non-invasive geophysical method which ultimately measures the magnetic field associated with magnetic minerals in crustal rocks	Other
magnetite	A hard mineral containing oxides of iron. Can be symptomatic of potassic alteration associated with the core of porphyry copper/gold deposits.	Other

Mesothermal Orogenic Gold	Gold deposits which form in orogenic terranes at depths ranging between 1 to 10km and temperatures of 250°C to 350°C.	Other
microadamellite	A fine-grained quartz monzonite - an intrusive, felsic, igneous rock that has an approximately equal proportion of orthoclase and plagioclase feldspars	Other
mineral project	Any exploration, development or production activity, including a royalty or similar interest in these activities, in respect of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals	JORC 2012
Mineral Reserve	The economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined	JORC 2012
Mineral Resource	A concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge	JORC 2012
open pit	A mine that is entirely on the surface. Also referred to as open-cut or opencast mine	Other
ore mineral	A mineral of value containing economic elements of interest. Mineral processing is aimed at separating the ore and gangue minerals contained in mineralisation	Other
orogeny	An orogeny is an event that takes place at a convergent plate margin when plate motion compresses the margin, the primary mechanism by which mountains form on continents	Other
orogenic	The orogenic mineral system unites a diverse group of mineral deposits that form during orogenesis, and include shear hosted lode gold deposits. These deposits form in response to major orogenic events caused by accretion or changes in subduction direction or dip.	Other
orogenesis	Orogenesis, the process of mountain building, occurs when two tectonic plates collide – either forcing material upwards to form mountain belts such as the Alps or Himalayas or causing one plate to be subducted below the other, resulting in volcanic mountain chains such as the Andes.	Other
oxidation	A chemical reaction in which substances combine with oxygen to form an oxide. For example, the combination of iron with oxygen to form an iron oxide (rust) or copper and oxygen produce copper oxide; the green coating on old pennies. The opposite of oxidation is reduction.	Other
Palaeozoic	Geological epoch from 251 to 542 million years ago	Other

Pan concentrate	Stream sediment sampling technique where the sample is concentrated by panning during collection.	Other
Permian	Geological epoch from 251 to 299 million years ago	Other
phyllic alteration	Phyllic alteration is a hydrothermal alteration zone in a permeable rock that has been affected by circulation of hydrothermal fluids. It is commonly seen in copper porphyry ore deposits in calc-alkaline rocks. Phyllic alteration is characterised by the assemblage of quartz + sericite + pyrite.	Other
phyric	An adjective referring to porphyritic texture	Other
plunge	Plunge is the vertical angle between the horizontal plane and the axis or line of maximum elongation of a feature. Plunge is measured along the axis of a fold, whereas dip is measured along the limbs.	Other
porphyry Cu/Au	Copper/gold ore bodies that are formed from hydrothermal fluids that originate from a voluminous magma chamber several kilometres below the deposit itself. Commonly associated with a distinct suite of alteration phases.	Other
potassic	Referring to K-silicate alteration	Other
propylitic alteration	Propylitic alteration is the chemical alteration of a rock, caused by iron and magnesium bearing hydrothermal fluids, altering biotite or amphibole within the rock groundmass. It typically results in epidote–chlorite–albite alteration and veining or fracture filling with the mineral assemblage along with pyrite.	Other
pyrite	Pyrite is a brass-yellow mineral with a bright metallic lustre. It has a chemical composition of iron sulphide (FeS_2) and is the most common sulphide mineral.	Other
pyrrhotite	Iron sulphide mineral with the formula $\text{Fe}_{(1-x)}\text{S}$ ($x = 0$ to 0.2). Similar in colour to pyrite but weakly magnetic.	Other
QAQC	Quality Assurance and Quality Control of the geological sample database.	Other
quartz	quartz refers to a specific chemical compound (silicon dioxide, or silica, SiO_2), having a specific crystalline form (hexagonal). Is a very common mineral often as veins and can be a significant indicator of (economic) mineralisation	Other
Radiometric Survey	Radiometric surveys detect and map natural radioactive emanations (γ ray) from rocks and soils. The gamma radiation takes place from the natural decay of elements like U, Th and K. The radiometric method is capable of detecting these elements at the surface of the ground.	Other
Reverse Circulation drilling (RC)	A percussion drilling technique that produces chip samples that are removed from the drillhole by compressed air pushing the sample up the inside of the drill rods. Considered superior to aircore drilling; generating better quality samples but inferior to diamond drilling.	Other
rhyodacite	Rhyodacite is a volcanic rock intermediate in composition between dacite and rhyolite. It is the extrusive equivalent of those plutonic rocks that are intermediate in composition between monzogranite and granodiorite. Rhyodacites form from rapid cooling of lava relatively rich in silica and low in alkali metal oxides	Other

rhyolite	is an extrusive igneous rock formed during eruptions of granitic magma	Other
royalty	An amount of money paid at regular intervals by the lessee or operator of an exploration or mining property to the owner of the ground. Generally based on a specific amount per tonne or a percentage of the total production or profits. Also, the fee paid for the right to use a patented process	Other
selvage	A marginal zone of a rock mass, having some distinctive feature of fabric or composition; specifically the chilled border of an igneous mass	Other
silica undersaturated alkalic porphyry	Is a porphyry deposit type comprising an alkalic or monzonitic intrusive complex that lacks or has limited quartz veining	Other
sub-province	a spatial entity with common geologic attributes within a larger geological province	Other
strike length	The horizontal distance along the long axis of a structural surface, rock unit, mineral deposit or geochemical anomaly.	Other
TMI-RTP	Processing of magnetic survey data where the total magnetic intensity (TMI) has been reduced to pole (RTP). This processing reduces the anomaly created by the earth's magnetic field at low latitudes and the result is the anomaly becomes more symmetric and more centred above the causative body.	Other
TMI-IVD	Processing of magnetic survey data where the total magnetic intensity (TMI) has been reduced to a first vertical derivative (IVD). This processing calculates the rate of change of the magnetic field in the vertical direction. Computation of the first vertical derivative removes long-wavelength features of the magnetic field and significantly improves the resolution of closely spaced and superposed anomalies. It is good for structural geology interpretation.	Other
Tertiary	term for the geological period from 66 million to 2.6 million years ago	Other
Triassic	is a geological period which spans 50.6 million years from the end of the Permian Period 251.902 million years ago (Mya), to the beginning of the Jurassic Period 201.36 Mya.	Other
trachyte	Trachyte is an extrusive igneous rock composed mostly of alkali feldspar. It is usually light-colored and fine-grained, with minor amounts of mafic minerals.	Other
turbidite	Turbidite, a type of sedimentary rock composed of layered particles that grade upward from coarser to finer sizes and are thought to have originated from ancient turbidity currents in the oceans.	Other
Valmin Code 2015	Australasian code for public reporting of technical assessments and valuations of mineral assets	Other
volcanoclastic	Descriptor of geologic materials composed of broken fragments (clasts) of volcanic rock	Other

6 JORC Code, 2012 Edition Table 1 EPM 27257

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

The data in this report that relates to Exploration Results for EPM 27257 is based on information evaluated by Mr. Paul Habermann who is a Member of the Australian Institute of Geoscientists and who has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code"). Mr. Habermann is a Consultant for SQX, and he consents to the inclusion in the report of the Exploration Results in the form and context in which they appear.

Criteria	JORC Code explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> Nature and quality of sampling (eg out channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling. Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used. Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (eg 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge 	<ul style="list-style-type: none"> Historical drilling was completed by CRA Exploration Pty Ltd (9 Reverse Circulation [RC] holes for 1147m) and D'Aguilar Gold Ltd (5 RC/Diamond Drill [DD] holes for 1807m and 2 RC holes for 230m) during the period 1990 to 2007. Followed protocols and quality assurance/quality control [QA/QC] procedures, where documented, are considered fit for purpose for early-stage exploration targeting. Drill sampling methodology varied between explorers as follows: <ul style="list-style-type: none"> CRAE (RC) collected 2m composites (riffle split to 2 kg) throughout the hole for geochemistry. Samples were submitted to Analabs, Rocklea for gold analysis by Fire Assay and multielement analysis. No further information was provided in the open file reports. D'Aguilar (RC/DD [max 3m composites], RC [2m composites]) samples submitted to ALS, Brisbane. Methods used were gold fire assay for Au and Au, Ag by AA26 and other metals by method ME-ICP41. Historical surface stream sediment, soil and rock geochemistry was completed by Duval Mining, BHP, CRAE, Three Star Mining/D'Aguilar and ActivEX during the period 1983 to 2011. Methodologies vary as per below:

Criteria	JORC Code explanation	Commentary
	<i>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 (eg submarine nodules) may warrant disclosure of detailed information.</i>	<ul style="list-style-type: none"> • Duval Mining (1983-1984) <ul style="list-style-type: none"> ○ 63 stream sediment samples, 57 pan concentrate samples and 136 soil samples were collected from drainage basins of less than 10 square kilometres size and submitted to ALS, Brisbane for multielement Atomic Absorption Spectroscopy (AAS) analysis. Pan concentrate samples were assayed following visual inspection for Au by AAS and Sn, W by XRF techniques. • BHP (1985-1988) <ul style="list-style-type: none"> ○ Stream sediment samples were taken from the EPM 27257 tenement area and surrounding EPMs by the following methods: <ul style="list-style-type: none"> ○ A 5kg, -2mm sieved sample which was sent to Tetchem Laboratories, Brisbane and analysed for gold using cyanide leach. ○ A 1kg, -1mm sieved sample was also sent to Tetchem. A -80 mesh fraction was separated out and analysed for arsenic by AAS and for mercury by unknown provider. ○ 7 follow up rock chip samples were taken in anomalous drainage areas. • CRAE (1990-1994) <ul style="list-style-type: none"> ○ 652 unsieved pick and hand auger, predominantly B-C horizon soil samples were submitted to Analabs, Rocklea. ○ 17 rock chip samples were submitted to Analabs, Rocklea. • Three Star Mining/D'Aguilar (1996-2007) <ul style="list-style-type: none"> ○ Rock chip sampling included 6 grab, 2 chip and 188 road cut channel (2m intervals) sampling analysed by ALS, Brisbane for gold and multielement analysis. ○ Soil sampling (1kg bulk basal B horizon soil collected from an average hand-augered 40cm depth), ○ Bulk cyanide leach (BCL) on stream sediment sampling (3kg of unscreened active sediment) and ○ Bulk leach extractable gold (BLEG) soil sampling and further infill B horizon soil sampling was submitted to ALS, Brisbane. • ActivEX (2009-2011) <ul style="list-style-type: none"> ○ 194 soil samples (spur and ridge soil samples at Scrub Paddock and soil samples at Ollenburs) and

Criteria	JORC Code explanation	Commentary
		<ul style="list-style-type: none"> Rock chips at Ollenburs were submitted to ALS, Brisbane for gold by Au-TL43, and multielement ME-ICP43 analysis. No further information was provided in the open file. All samples were generally collected using industry standard practices for the time and all assay techniques were standard industry practice for the time. SQX Ltd (2020-1) <ul style="list-style-type: none"> 15 1-2kg rock chip samples were collected by SQX in 2021 from EPM 27257. 5 samples were from the area of the Scrub Paddock historical workings and 10 samples from the Ollenburs workings.
Drilling techniques	<ul style="list-style-type: none"> Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc). 	<ul style="list-style-type: none"> CRAE <ul style="list-style-type: none"> Reverse Circulation drilling; no details available D'Aguilar <ul style="list-style-type: none"> RC Precollar/Diamond Drilled Tails and RC drilling; no details available No further detail was provided in the open file reports All drilling is anticipated to have been by industry standard rigs and practices.
Drill sample recovery	<ul style="list-style-type: none"> Method of recording and assessing core and chip sample recoveries and results assessed. Measures taken to maximise sample recovery and ensure representative nature of the samples. Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material. 	<ul style="list-style-type: none"> Information not available
Logging	<ul style="list-style-type: none"> Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies. Whether logging is qualitative or quantitative in nature. Core (or costean, 	<ul style="list-style-type: none"> CRAE: RC drilling records include, but are not limited to, lithology, alteration, veining, mineralisation, oxidation/weathering, colour etc. D'Aguilar No geological logging is available for the RC/DD holes. RC drilling records include, but are not limited to, lithology, alteration, veining, mineralisation, oxidation/weathering, colour etc.

Criteria	JORC Code explanation	Commentary
	<ul style="list-style-type: none"> channel, etc) photography. The total length and percentage of the relevant intersections logged. 	
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> If core, whether cut or sawn and whether quarter, half or all core taken. If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry. For all sample types, the nature, quality and appropriateness of the sample preparation technique. Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples. Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling. Whether sample sizes are appropriate to the grain size of the material being sampled. 	<ul style="list-style-type: none"> CRAE: RC holes - 2m composites were riffle split to 2 kg throughout the hole for geochemical analysis. D'Aguilar: RC/DD holes - half-core was sampled; the cutting/sampling technique is not known No further information was provided in the open file reports. All sampling methods are presumed to have been to standard industry practice In most instances no field duplicates appear to have been collected SQX <ul style="list-style-type: none"> Samples were dried, crushed and pulverised to 85% passing 75 microns. Sample split using a riffle splitter if >3kg, entire sample pulverised to give <3kg pulp sample, Sample sizes are appropriate to the grain size of the material being sampled
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc. Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of 	<ul style="list-style-type: none"> Duval Mining (1983-1984): Stream sediment samples were assayed by ALS, Brisbane for Cu, Pb, Zn, Bi, As and Mo by AAS techniques while pan concentrate samples were assayed following visual inspection for Au by AAS and Sn, W by XRF techniques. An additional 136 stream sediment samples were assayed for Ag, Sb and Au by AAS techniques in addition to the above elements and for Hg using gold film detection techniques by Comlabs, South Australia. BHP (1985-1988): Stream sediment samples were assayed by Tetchem Laboratories, Brisbane and analysed for gold using cyanide leach, for As using AAS and for Hg by unknown provider. Rock chip samples analysed for Au, As, Sb and Hg, and for Ag where Au values of 1.0 ppm or better were recorded. CRAE (1990-1994): Soils were submitted to Analabs, Rocklea and assayed for Au, Cu, Pb, Zn, As, Ag. Rock chip samples were submitted to Analabs, Rocklea and assayed for Au, Ag, Cu,

Criteria	JORC Code explanation	Commentary
	<i>bias) and precision have been established.</i>	<p>Pb, Zn, Mo and As. RC samples were submitted to Analabs, Rocklea for gold analysis by Fire Assay and for Cu, Pb, Zn, Ag, As and Sb.</p> <ul style="list-style-type: none"> Three Star Mining/D'Aguilar (1996-2007): Rock chip grab samples were assayed by code PM209 (50g fire assay lead collection, flame AAS) for Au and code IC587 (Mixed acid digest/hydrochloric leach) for Ag, Al, As, Ba, Bi, Ca, Cd, Co, Cr, Cu, Fe, K, Mg, Mn, Mo, Na, Ni, O, Pb, S, Sb, Sr, Ti, V, W, Zn, Zr. 2 road cut composite (dimensions unknown) chip samples were assayed by code PM209 for Au and by code IC588 (hydrochloric acid digestion with oxidant/organic solvent extraction) for Ag, As, Bi Cu, Hg, Mo, Pb, Sb, Zn. 188 road cut channel samples were analysed for Au PM208 or PM209 and by IC587 for Ag, As, Co, Cu, Ni, Pb, Sb, Zn. 1kg bulk basal B horizon soil samples were collected from an average hand-augered 40cm depth. <p>Soil sampling, BCL stream sediment sampling (3kg of unscreened active sediment) and BLEG soil sampling and further infill B horizon soil sampling was submitted to ALS, Stafford. RC/DD samples were analysed by ALS, Brisbane. Methods used were gold fire assay for Au and for Au, Ag by AA26 and for As, Bi, Co, Cu, Hg, Mo, Ni, Pb, S, Sb, Zn, W by method ME-ICP41. Powder X-ray diffraction analysis of As in core sample by QUT, Brisbane. RC hole samples were analysed by ALS, Brisbane for Au, Ag, As Bi, Co, Cu, Mo, Pb, Sb, W, Zn.</p> <ul style="list-style-type: none"> ActivEX (2009-2011): Soil and rock chip sampling was submitted to ALS, Brisbane for gold by Au-TL43, and multielement ME-ICP43 analysis. No further information was provided in the open file reports. Therefore not possible to say if partial or complete analysis. For the time most likely analytical methods were aqua regia digest (partial) for base metals and fire assay (total) and aqua regia (partial) for gold. Most of the above analytical methods were to industry standard at the time of operation. SQX (2020-21) <ul style="list-style-type: none"> Samples were assayed by ALS, Brisbane for Au using Au-AA24 and Au-GRA22, platinum group elements using PGM-ICP23 and multielement using ME-MS61L, Ag-OG62, Cu-OG62 and MS61L-REE. Results confirmed grade levels and characteristics of mineralisation identified by previous exploration programs. There are no reports of QAQC procedures, therefore accuracy of the assay results has some

Criteria	JORC Code explanation	Commentary
		uncertainty, although the analytical methods were standard industry practice at the time of assaying.
Verification of sampling and assaying	<ul style="list-style-type: none"> The verification of significant intersections by either independent or alternative company personnel. The use of twinned holes. Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols. Discuss any adjustment to assay data. 	<ul style="list-style-type: none"> A site visit was completed by Simon Tear (H&SC) in October 2021 to the Scrub Paddock and Ollenburs prospects. Inspection including review of old drill collars and mullock heaps. SQX personnel have completed several site visits including some confirmatory rock chip sampling. The sampling confirmed the tenor of previously reported mineralisation. 2 of D'Aguilar's RC/DD holes (DP0029 and DP0033) were re-drills (twin holes) of earlier CRAE RC holes (RC91EV4 and RC91EV3 respectively) and achieved similar results. No adjustments have been made to the assay data
Location of data points	<ul style="list-style-type: none"> Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation. Specification of the grid system used. Quality and adequacy of topographic control. 	<ul style="list-style-type: none"> The survey techniques used to locate drillhole collars and down-hole surveys has not been verified within open file reports. Where possible drillhole collars were confirmed by handheld global Positioning system (GPS) during reconnaissance by SQX. The grid projection is GDA20/MGA Zone 56. Topographic control is provided from free digital satellite imagery from the Intergovernmental Committee on Surveying and Mapping (ICSM) in the form of a 1 second digital surface model.
Data spacing and distribution	<ul style="list-style-type: none"> Data spacing for reporting of Exploration Results. Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied. Whether sample compositing has been applied. 	<ul style="list-style-type: none"> The historical drill spacing is variable and is deemed satisfactory for early-stage exploration defining the approximate position and nature of mineralisation. Samples have been composited for analysis in RC drilling over 2m lengths. For diamond drilling samples have been composited up to a maximum of 3m for analysis depending on geology.
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type. If the relationship between the drilling orientation and the orientation of key 	<ul style="list-style-type: none"> The understanding of the intersected mineralisation as being vertical or sub-vertical means the drilling intersected mineralization at Scrub Paddock at a reasonably steep angle. At this stage there is no evidence of any sampling bias due to the drilling orientation.

Criteria	JORC Code explanation	Commentary
	<i>mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</i>	
Sample security	<ul style="list-style-type: none"> The measures taken to ensure sample security. 	<ul style="list-style-type: none"> The historical custody chain for sample security has not been verified within open file reports. Given standard management practices for listed exploration companies and accredited laboratories, the following generalisations are made: <ul style="list-style-type: none"> Samples are sealed in calico bags, which are in turn placed in large plastic bags for transport. Filled bags are secured and transported directly via road freight to the laboratory with a corresponding submission form and consignment note. The laboratory checks the samples received against the submission form and notifies of any missing or additional samples. Once the laboratory has completed the assaying, the pulp packets, pulp residues and coarse rejects are held in their secure warehouse until alternate arrangements are requested by the company.
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of sampling techniques and data. 	<ul style="list-style-type: none"> There are no internal or external reviews or audits of the data recorded.

Section 2 Reporting of Exploration Results

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

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings. The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area. 	<ul style="list-style-type: none"> The SQX Resources Project consists of a single granted Exploration Permit, EPM 27257. The license was granted on 10th October 2020 and expires on 9th December 2024. EPM 27257 is registered to Ollenburs Pty Ltd which is a 100%owned subsidiary of SQX Ltd and covers an area of 45 square kilometres comprising 15 sub-blocks. Ollenburs Pty Ltd has entered into Native Title agreements across EPM 27257 with the two recognised Native Title Holders, <i>Kabbi Kabbi</i> and the <i>Wakka Wakka</i> First Nation traditional owners. Wrattens National Park in the southwestern section of the EPM is excluded from the

Criteria	JORC Code explanation	Commentary																																																								
		permit area.																																																								
		<ul style="list-style-type: none">There are no known heritage or environmental impediments to development over the exploration permit where previous historical exploration results have been reported.																																																								
Exploration done by other parties	<ul style="list-style-type: none">Acknowledgment and appraisal of exploration by other parties.	<ul style="list-style-type: none">Parts of EPM 27257 have been covered by exploration permits almost continuously since the 1960's as part of copper-gold exploration programs within the broader region.Exploration work has comprised mainly surface geochemical sampling i.e., stream sediment, soil (including BLEG) and rock chip sampling. A combination of RC and diamond drilling has been used to follow up the geochemical work. Very limited ground-based geophysics has been completed over the property. Previous explorers have included Duval and BHP (1980s), CRAE (1990s) and D'Aguilar Gold (2000s) with the last phase of work completed by junior explorer ActivEX in 2009-2011.A detailed breakdown of each company is outlined in the table below. <table><tr><th>PERMIT NUMBER</th><th>PERMIT TYPE</th><th>GRANT DATE</th><th>EXPIRY DATE</th><th>QDEX REPORT</th><th>HOLDER NAME</th><th>COMMENT</th></tr><tr><td>EPM 2643</td><td>Exploration Permit Minerals other than Coal</td><td>21-Jul-1983</td><td>28-Jul-1984</td><td>CR13878 CR12796</td><td>Duval Mining</td><td>Scrub Paddock geological mapping, stream sediment/soil sampling, ground magnetics</td></tr><tr><td>EPM 4085</td><td>Exploration Permit Minerals other than Coal</td><td>23-Sep-1985</td><td>22-Apr-1986</td><td>CR15728 CR15729</td><td>BHP</td><td>Stream sediment sampling</td></tr><tr><td>EPM 4367</td><td>Exploration Permit Minerals other than Coal</td><td>12-Apr-1986</td><td>21-Apr-1986</td><td>CR18477 CR17030 CR16851 CR16860 CR16849</td><td>BHP</td><td>Stream sediment/rock chip sampling identified anomalous drainage systems at Orlingburgs and Scrub Paddock</td></tr><tr><td>EPM 7430</td><td>Exploration Permit Minerals other than Coal</td><td>25-Aug-1990</td><td>27-Aug-1994</td><td>CR27883 CR26603 CR26602 CR25103 CR25102 CR25101 CR23525</td><td>CRAE & CLAYBYRNE PTY LTD</td><td>Soil/rock chip sampling defined large gold-in-soils anomaly S of main Scrub Paddock workings, 5 RC holes</td></tr><tr><td>EPM 10802</td><td>Exploration Permit Minerals other than Coal</td><td>26-Aug-1990</td><td>31-Dec-2005</td><td>CR30251 CR37435 CR36335 CR31160 CR30805 CR30297 CR29281</td><td>THREESTAR MINING (AU) PTY LTD D'AGUILAR GOLD LIMITED</td><td>Soil/stream sediment sampling identified anomaly Orlingburgs, 5 RC holes at Scrub Paddock</td></tr><tr><td>EPM 14375</td><td>Exploration Permit Minerals other than Coal</td><td>2-Sep-2005</td><td>14-Sep-2007</td><td>CR40418 CR44311</td><td>D'AGUILAR GOLD LIMITED</td><td>Soil/stream sediment sampling, 2 RC holes</td></tr><tr><td>EPM 17852</td><td>Exploration Permit Minerals other than Coal</td><td>30-Jun-2009</td><td>29-Jun-2011</td><td>CR65774 CR70343</td><td>ACTIVEX LIMITED</td><td>Soil/rock chip sampling at Scrub Paddock</td></tr></table>	PERMIT NUMBER	PERMIT TYPE	GRANT DATE	EXPIRY DATE	QDEX REPORT	HOLDER NAME	COMMENT	EPM 2643	Exploration Permit Minerals other than Coal	21-Jul-1983	28-Jul-1984	CR13878 CR12796	Duval Mining	Scrub Paddock geological mapping, stream sediment/soil sampling, ground magnetics	EPM 4085	Exploration Permit Minerals other than Coal	23-Sep-1985	22-Apr-1986	CR15728 CR15729	BHP	Stream sediment sampling	EPM 4367	Exploration Permit Minerals other than Coal	12-Apr-1986	21-Apr-1986	CR18477 CR17030 CR16851 CR16860 CR16849	BHP	Stream sediment/rock chip sampling identified anomalous drainage systems at Orlingburgs and Scrub Paddock	EPM 7430	Exploration Permit Minerals other than Coal	25-Aug-1990	27-Aug-1994	CR27883 CR26603 CR26602 CR25103 CR25102 CR25101 CR23525	CRAE & CLAYBYRNE PTY LTD	Soil/rock chip sampling defined large gold-in-soils anomaly S of main Scrub Paddock workings, 5 RC holes	EPM 10802	Exploration Permit Minerals other than Coal	26-Aug-1990	31-Dec-2005	CR30251 CR37435 CR36335 CR31160 CR30805 CR30297 CR29281	THREESTAR MINING (AU) PTY LTD D'AGUILAR GOLD LIMITED	Soil/stream sediment sampling identified anomaly Orlingburgs, 5 RC holes at Scrub Paddock	EPM 14375	Exploration Permit Minerals other than Coal	2-Sep-2005	14-Sep-2007	CR40418 CR44311	D'AGUILAR GOLD LIMITED	Soil/stream sediment sampling, 2 RC holes	EPM 17852	Exploration Permit Minerals other than Coal	30-Jun-2009	29-Jun-2011	CR65774 CR70343	ACTIVEX LIMITED	Soil/rock chip sampling at Scrub Paddock
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Criteria	JORC Code explanation	Commentary																																																																																																														
Geology	<ul style="list-style-type: none">Deposit type, geological setting and style of mineralisation.	<ul style="list-style-type: none">Recent work completed by SQX suggests that a viable target model based on past exploration results is an alkalic or sub-alkalic porphyry Cu/Au deposit.The regional geology of this area is dominated by the Esk Basin, a structural unit that lies within the northern part of the New England Fold Belt, a Palaeozoic to early Mesozoic accretionary/orogenic complex that parallels part of the eastern margin of the Australian craton.The project area is mapped on the 1:100,000 sheet (Goomeri/Nanango) as consisting of equigranular to porphyritic diorite intruding sedimentary and volcanic units of the Neara Volcanics.The dominant unit within EPM 27257 is the Rtn/cg subunit of the lower to middle Triassic Neara Volcanics which comprises medium to mainly thick-bedded volcanoclastic arenite, interlayered with dominantly andesitic conglomerate with subordinate siltstone and mudstone interbeds.The location of the Scrub Paddock and Ollenburs diggings are located within separate occurrences of the Elgin Vale Diorite (Rgev), which was intruded into the volcanic/volcanoclastic sequence. Outcrop of the intrusions is far more limited than implied on the 1:100,000 sheet and it is possible that there are several phases of smaller intrusions indicating fractionation, rather than one large body, which is more consistent with a porphyry-style deposit. All the intrusive units are of Middle Triassic age.																																																																																																														
Drill hole Information	<ul style="list-style-type: none">A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:<ul style="list-style-type: none">easting and northing of the drill hole collarelevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collardip and azimuth of the holedown hole length and interception depthhole length.If the exclusion of this information is justified on the basis that the information is not Material	<table><thead><tr><th>HOLEID</th><th>TYPE</th><th>EASTING</th><th>NORTHING</th><th>RL</th><th>TOTAL DEPTH</th><th>DIP</th><th>AZIMUTH</th><th>RC METRES</th><th>DIAMOND METRES</th><th>COMPANY</th></tr></thead><tbody><tr><td>DP0029</td><td>RCDD</td><td>423354</td><td>7069289</td><td>550</td><td>351.2</td><td>-55</td><td>300</td><td>73</td><td>275.2</td><td>D'Aguilar</td></tr><tr><td>DP0033</td><td>RCDD</td><td>423109</td><td>7068941</td><td>550</td><td>351.5</td><td>-56</td><td>296</td><td>85</td><td>266.5</td><td>D'Aguilar</td></tr><tr><td>DP0034</td><td>RCDD</td><td>423160</td><td>7069392</td><td>590</td><td>375</td><td>-55</td><td>145</td><td>108</td><td>267</td><td>D'Aguilar</td></tr><tr><td>DP0035</td><td>RCDD</td><td>422798</td><td>7069044</td><td>520</td><td>375.2</td><td>-55</td><td>80</td><td>150</td><td>225.2</td><td>D'Aguilar</td></tr><tr><td>DP0036</td><td>RCDD</td><td>423180</td><td>7068750</td><td>540</td><td>354</td><td>-55</td><td>300</td><td>36</td><td>318</td><td>D'Aguilar</td></tr><tr><td>ELG1</td><td>RC</td><td>422874</td><td>7068912</td><td>540</td><td>110</td><td>-60</td><td>260</td><td>110</td><td>0</td><td>D'Aguilar</td></tr><tr><td>ELG2</td><td>RC</td><td>423274</td><td>7069093</td><td>540</td><td>120</td><td>-60</td><td>315</td><td>120</td><td>0</td><td>D'Aguilar</td></tr><tr><td>RC91EV1</td><td>RC</td><td>423177.25</td><td>7068890.81</td><td>542</td><td>130</td><td>-60</td><td>300</td><td>130</td><td>0</td><td>CRAE</td></tr><tr><td>RC91EV2</td><td>RC</td><td>423027.38</td><td>7069020.37</td><td>520</td><td>148</td><td>-60</td><td>300</td><td>148</td><td>0</td><td>CRAE</td></tr></tbody></table>	HOLEID	TYPE	EASTING	NORTHING	RL	TOTAL DEPTH	DIP	AZIMUTH	RC METRES	DIAMOND METRES	COMPANY	DP0029	RCDD	423354	7069289	550	351.2	-55	300	73	275.2	D'Aguilar	DP0033	RCDD	423109	7068941	550	351.5	-56	296	85	266.5	D'Aguilar	DP0034	RCDD	423160	7069392	590	375	-55	145	108	267	D'Aguilar	DP0035	RCDD	422798	7069044	520	375.2	-55	80	150	225.2	D'Aguilar	DP0036	RCDD	423180	7068750	540	354	-55	300	36	318	D'Aguilar	ELG1	RC	422874	7068912	540	110	-60	260	110	0	D'Aguilar	ELG2	RC	423274	7069093	540	120	-60	315	120	0	D'Aguilar	RC91EV1	RC	423177.25	7068890.81	542	130	-60	300	130	0	CRAE	RC91EV2	RC	423027.38	7069020.37	520	148	-60	300	148	0	CRAE
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Data aggregation methods	<ul style="list-style-type: none">In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated.Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.The assumptions used for any reporting of metal equivalent values should be clearly stated.	<ul style="list-style-type: none">Not applicable																																																																													
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none">These relationships are particularly important in the reporting of Exploration Results.If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known').	<ul style="list-style-type: none">The reported mineral widths are for downhole intervals only.The geometry of the mineralization is uncertain at Scrub Paddock but can be interpreted as vertical to sub-vertical and therefore the downhole width are not true widths.																																																																													
Diagrams	<ul style="list-style-type: none">Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being	<ul style="list-style-type: none">Appropriate plans and tables covering the tenement package and prospect areas are included in the main body of the text of this report.																																																																													

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Balanced reporting	<ul style="list-style-type: none">Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.	<ul style="list-style-type: none">Drilling exploration results from previously released company reports are summarised below: <table><tr><th>DHID</th><th>DH TYPE</th><th>FROM(M)</th><th>TO(M)</th><th>LENGTH(M)</th><th>AU_PPM</th><th>EOH(M)</th><th>COMPANY</th><th>YEAR</th></tr><tr><td>RC91EV1</td><td>RC</td><td>108</td><td>118</td><td>10</td><td>0.32</td><td>130</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV2</td><td>RC</td><td>50</td><td>62</td><td>12</td><td>0.80</td><td>149</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV3</td><td>RC</td><td>24</td><td>30</td><td>6</td><td>0.32</td><td>130</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV4</td><td>RC</td><td>86</td><td>98</td><td>12</td><td>0.46</td><td>150</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV4</td><td>RC</td><td>110</td><td>150</td><td>40</td><td>0.92</td><td>150</td><td>CRAE</td><td>1990/1</td></tr><tr><td></td><td>including</td><td>110</td><td>118</td><td>8</td><td>3.38</td><td>150</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV5</td><td>RC</td><td>66</td><td>68</td><td>2</td><td>0.24</td><td>120</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV6</td><td>RC</td><td>50</td><td>52</td><td>2</td><td>0.84</td><td>102</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV7</td><td>RC</td><td>38</td><td>50</td><td>12</td><td>0.28</td><td>119</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV8</td><td>RC</td><td>50</td><td>72</td><td>22</td><td>0.34</td><td>120</td><td>CRAE</td><td>1990/1</td></tr><tr><td>RC91EV9</td><td>RC</td><td>26</td><td>50</td><td>24</td><td>0.29</td><td>127</td><td>CRAE</td><td>1990/1</td></tr><tr><td>DP0029</td><td>RC/DD</td><td>100</td><td>114</td><td>14</td><td>0.72</td><td>351</td><td>D'Aguilar</td><td>2004/5</td></tr><tr><td></td><td>including</td><td>101</td><td>102</td><td>1</td><td>5.00</td><td>351</td><td>D'Aguilar</td><td>2004/5</td></tr><tr><td>DP0029</td><td>RC/DD</td><td>126</td><td>135</td><td>9</td><td>0.47</td><td>351</td><td>D'Aguilar</td><td>2004/5</td></tr><tr><td>DP0033</td><td>RC/DD</td><td>179</td><td>182</td><td>3</td><td>4.32</td><td>351.5</td><td>D'Aguilar</td><td>2004/5</td></tr><tr><td>DP0034</td><td>RC/DD</td><td>214</td><td>233</td><td>19</td><td>0.52</td><td>375</td><td>D'Aguilar</td><td>2004/5</td></tr><tr><td>DP0035</td><td>RC/DD</td><td>48</td><td>54</td><td>6</td><td>1.71</td><td>375.2</td><td>D'Aguilar</td><td>2004/5</td></tr><tr><td>DP0036</td><td>RC/DD</td><td>39</td><td>54</td><td>15</td><td>0.85</td><td>354</td><td>D'Aguilar</td><td>2004/5</td></tr><tr><td>ELG1</td><td>RC</td><td>38</td><td>68</td><td>30</td><td>0.32</td><td>110</td><td>D'Aguilar</td><td>2005/6</td></tr><tr><td>ELG2</td><td>RC</td><td>24</td><td>66</td><td>42</td><td>0.15</td><td>120</td><td>D'Aguilar</td><td>2005/6</td></tr></table>	DHID	DH TYPE	FROM(M)	TO(M)	LENGTH(M)	AU_PPM	EOH(M)	COMPANY	YEAR	RC91EV1	RC	108	118	10	0.32	130	CRAE	1990/1	RC91EV2	RC	50	62	12	0.80	149	CRAE	1990/1	RC91EV3	RC	24	30	6	0.32	130	CRAE	1990/1	RC91EV4	RC	86	98	12	0.46	150	CRAE	1990/1	RC91EV4	RC	110	150	40	0.92	150	CRAE	1990/1		including	110	118	8	3.38	150	CRAE	1990/1	RC91EV5	RC	66	68	2	0.24	120	CRAE	1990/1	RC91EV6	RC	50	52	2	0.84	102	CRAE	1990/1	RC91EV7	RC	38	50	12	0.28	119	CRAE	1990/1	RC91EV8	RC	50	72	22	0.34	120	CRAE	1990/1	RC91EV9	RC	26	50	24	0.29	127	CRAE	1990/1	DP0029	RC/DD	100	114	14	0.72	351	D'Aguilar	2004/5		including	101	102	1	5.00	351	D'Aguilar	2004/5	DP0029	RC/DD	126	135	9	0.47	351	D'Aguilar	2004/5	DP0033	RC/DD	179	182	3	4.32	351.5	D'Aguilar	2004/5	DP0034	RC/DD	214	233	19	0.52	375	D'Aguilar	2004/5	DP0035	RC/DD	48	54	6	1.71	375.2	D'Aguilar	2004/5	DP0036	RC/DD	39	54	15	0.85	354	D'Aguilar	2004/5	ELG1	RC	38	68	30	0.32	110	D'Aguilar	2005/6	ELG2	RC	24	66	42	0.15	120	D'Aguilar	2005/6
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Other substantive exploration data	<ul style="list-style-type: none"> Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances. 	<ul style="list-style-type: none"> Duval <ul style="list-style-type: none"> A ground magnetic grid was completed over the western part of the Scrub Paddock. Data considered to have no discernible patterns. CRAE/D'Aguilar <ul style="list-style-type: none"> A ground magnetic survey over the Scrub Paddock grid was completed by CRAE. Data was reprocessed by D'Aguilar into a colour-coded plan image. Magnetic relief indicated a high in the eastern area of the grid, but the image appeared inconsistent with the coloured magnetic values in the underlying raw data and is therefore ambiguous. SQX 2020-22 <ul style="list-style-type: none"> Check rock chip sampling by SQX of selected sites generally comprised mullock sampling confirming the tenor of previous rock chip sampling and previous reported mined grades. In 2020 SQX commissioned Mackay Geophysics to reprocess regional geophysical datasets comparing the outcomes with the mapped geology and the surface geochemical sampling. The magnetic anomalies associated with the intrusions at Scrub Paddock and Ollenburs were confirmed while the reprocessed radiometric data (RGB image) potentially indicates inconsistencies with the 100K mapped geology and highlights surface detectable potassic alteration at Ollenburs. In May 2022, a 2D Induced Polarisation "IP" geophysical survey was completed over the main mineralised zone at Scrub Paddock prospect comprising 3 x 2.55km lines of 100m pole-dipole, time domain IP (MGA east-west) spaced at 400m. Mackay Geophysics processed the data revealing chargeability anomalies on each section successfully outlining a signature for the prospect.
Further work	<ul style="list-style-type: none"> The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling). Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not 	<ul style="list-style-type: none"> The initial work program will focus on drilling the targets identified by the 2DIP geophysical survey at Scrub Paddock. This Phase 1 drill program will comprise 6 drill holes for a total of 2,500m of RC and RC precollars with diamond drill tails. This will be followed by an expansion of the 2DIP survey (~20km) over the greater Scrub Paddock prospect area to delineate additional targets. An expanded soil sampling program is planned over the magnetic features east of Scrub

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	<i>commercially sensitive.</i>	<p>Paddock and the Ollenburgs intrusive. At Scrub Paddock the expanded soil program will be integrated with the historical multielement soils. The soil sampling at Ollenburgs will replace the historical BLEG soil results to provide consistent multi-element coverage across the intrusive.</p> <ul style="list-style-type: none"> • This will be followed by a 2D IP geophysical survey (~10km) over the Ollenburgs prospect. The 2D IP survey will cover the strike of historical surface workings, anomalous geochemistry and the diorite intrusive. The multielement geochemistry from the expanded soil sampling program will be used in conjunction with the 2D IP survey results to enhance the geological understanding of the prospect and delineate targets for follow up drill testing. • Approximately 6 x 150-200m reverse circulation ("RC") drill holes for a total of 1000m are proposed at Ollenburgs prospect. • Approximately 8 x 350-550m drillholes for a total of 4,050m comprising a combination of RC precollars with diamond drill ("DD") tails are proposed to follow up on the prioritised IP/geochemical targets at Scrub Paddock. • Appropriate diagrams and conceptual exploration programs are included in the main body of text of this report.

9. Solicitors' Report on the Tenements

28 November 2022

COLIN
BIGGERS
& PAISLEY
LAWYERS

The Directors
South-East Queensland Exploration Limited
C/- MH Private Chartered Accountants
Level 1, 371 Queen Street
Brisbane QLD 4000

Dear Sirs

South-East Queensland Exploration Limited - Solicitor's Report on Tenure

Background

1. This solicitor's report (**Report**) is prepared for inclusion in a Prospectus (**Prospectus**) for South-East Queensland Exploration Limited ACN 659 090 338 (**SQX** or **Company**),
2. SQX has entered into a share sale agreement (**Acquisition Agreement**) (summarised from paragraph 112 below) with Mining Projects Accelerator Pty Ltd ACN 629 011 196 (**MPX**) pursuant to which SQX will acquire an interest in Queensland Resource Authorities (**RA**), namely EPM 27257 and EPMA 28578 (referred to collectively as **RA's** or **Tenements**), which is proposed to occur immediately prior to admission of the Company to the Official List of ASX.
3. EPM 27257 is an exploration permit for minerals (**EPM**) granted under the *Mineral Resources Act 1989* (Qld) (**MRA**) and EPMA 28578 is an application for an EPM under the MRA.

Summary Opinion

4. Based on information described in paragraph 5 below and information obtained from the Company and its agents, we confirm that as at the date of this Report:
 - (a) the information and particulars included in this Report represent an accurate statement of the particulars of the RA's;
 - (b) EPMA 28578 has not yet been granted;
 - (c) EPM 27257 is in good standing, having regard to reporting requirements; annual rent payments, bonds, compliance with work programs and other matters considered material; and
 - (d) in addition to limitations generally inherent on mineral tenure in Queensland (for example, Restricted Land (see paragraphs 47 to 51)), there are specific potential restrictions on activities on the Tenements (or parts of them) as a result of Excluded Land (see paragraphs 29 to 32).

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Sources of Information

5. For the purpose of this Report, we have obtained and reviewed the following information in relation to the RA's (as applicable):
 - (a) resource authority public reports (**Resource Authority Reports**) obtained from the Department of Resources (**DOR**) on 28 November 2022 confirming that each of the RA's is granted and currently on foot;
 - (b) cultural heritage search results obtained from the Department of Seniors, Disability Services and Aboriginal and Torres Strait Islander Partnerships (**DATSIP**) on 28 November 2022;
 - (c) search results provided by the National Native Title Tribunal (**NNTT**) on 28 November 2022;
 - (d) search results from the Department of Environment and Science (**DES**) online enforcement register on 28 November 2022;
 - (e) search results from the DES online register of suitable operators on 28 November 2022;
 - (f) search of referrals list for actions under the *Environment Protection and Biodiversity Conservation Act 1999* (Cth) (**EPBC Act**) available on the Department of Agriculture, Water and the Environment's (**DAWE**) website on 28 November 2022;
 - (g) mapping of environmentally sensitive areas (**ESAs**) obtained from DES on 28 November 2022;
 - (h) intersect analysis results available on DOR's GeoResGlobe mapping system accessed and obtained on 28 November 2022; and
 - (i) material provided by MPX.

Scope of Report

6. This Report relates only to matters raised in the material identified at paragraph 5 (**General RA Information**).

The Schedule

7. A high-level summary of the General RA Information contained within the Resource Authority Reports is provided in the Schedule to this Report. Various aspects of the information provided in the Resource Authority Reports are also discussed below.

General legislative regime

8. In Queensland, rights to explore for and produce minerals under an EPM or ML (as defined below) respectively are administered by DOR under the MRA and *Mineral and Energy Resources (Common Provisions) Act 2014* (Qld) (**MERCP Act**).

Titles and interests held

9. The Resource Authority Reports for the RA's indicate that:
 - (a) EPM 27257 is registered as held;
 - (b) EPMA 28578 has been applied for,

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exclusively by Ollenburs Pty Ltd ACN 631 498 765. The Company's interest in the Tenements therefore arises under the Acquisition Agreement.

10. The legislative requirements for the transfer of the RA's and effective change of control of the Tenements is discussed in paragraph 109 of this Report.

Terms of the Tenements - EPM's

11. An EPM:
- (a) permits the holder to carry out exploration for minerals within the boundaries of the licence by all approved methods permitted under a mineral authority in accordance with a lodged and approved plan;
 - (b) permits the holder to test for, and evaluate the feasibility of, mineral production;
 - (c) may be granted for a period of up to 15 years, and may be renewed; and
 - (d) must not exceed 100 sub-blocks in area.
12. The holder of an EPM must, immediately upon discovery of any mineral of commercial value in what appears to be significant quantities within the boundaries of the EPM, report to the Minister the fact of that discovery and such other particulars as the Minister may subsequently require. An EPM does not authorise the production of minerals.
13. An EPM is granted for a set period and can be renewed towards the end of the term.
14. A renewal application for an EPM must be made at least three months and not more than six months before the current term of the EPM ends, unless the Minister for Resources (Minister) allows a shorter period.
15. The current expiry date for the RA's and the period within which a renewal application can be lodged are summarised in the table below:

Tenement	Registered Holder	Expiry Date	Dates for renewal applications
EPM 27257	Ollenburs Pty Ltd	9 December 2025	9 September 2025
EPM 28578	Ollenburs Pty Ltd	Application	Application

16. The maximum term of an EPM is 15 years, which may be comprised of multiple renewals. An extension of the final term of an EPM of up to three years may be approved if there is an exceptional event.
17. This cap on the total term of EPM's was introduced in recent legislative provisions, which commenced on 25 May 2020. EPM's that were current at that date may be renewed for a maximum period of 10 years from the first subsequent renewal.
18. These changes affect the RA's as outlined in the table below:

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Tenement	Holder	Expiry Date	Date maximum term ends
EPM 27257	Ollenburgs Pty Ltd	9 December 2025	9 December 2035
EPM 28578	Ollenburgs Pty Ltd	Application	Application

Annual Rents - EPM's

19. An EPM holder is required to pay annual rent for the RA by the due date. Failure to pay annual rent may ultimately result in cancellation of the EPM.
20. The annual rental payment for an EPM is due to be paid to DOR by the anniversary date of the grant of the relevant EPM, payable in advance.
21. The amount of rent payable for each year is calculated by multiplying the number of sub-blocks of the relevant EPM by the amount prescribed under the *Mineral Resources Regulation 2013 (Qld) (Regulation)* for the year. The rent increases annually on 1 September. The rent rate from 1 September 2021 is \$167.70/sub-block and from 1 September 2022 is \$171.89 per sub-block.
22. The annual rent for each EPM, payable for the current rent year based on the sub-blocks listed in the Resource Authority Reports, is listed in the table below:

Tenement	Rent	Next Due Date	Compliance
EPM 27257	\$2,578.35	9 December 2022	Yes
EPM 28578	Application	Application	Application

Various conditions applying to the RA's

23. An EPM holder must comply with general conditions of the EPM imposed under the MRA, MERC Act and the Regulation. Individual EPM's may also be subject to further conditions imposed to address particular circumstances.

Work program and expenditure - EPM's

24. An EPM holder must comply with either an approved work program and annual minimum expenditure requirements or an approved outcomes-based exploration program. Failure to comply may be a breach of the conditions of the RA and can directly impact a future renewal application. From 25 May 2020, the proposed expenditure is no longer a mandatory requirement due to changes to the types of work programs available.

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Tenement	Expenditure Amount or Outcome Based Objectives	Relevant Anniversary Date	Compliance
EPM 27257	Nil	9 December 2021	\$60,656
	Nil	9 December 2022	Future Requirement
	Nil	9 December 2023	Future Requirement
	Nil	9 December 2024	Future Requirement
	Nil	9 December 2025	Future Requirement
EPM 28578	Application	Application	Future Requirement

25. A proposed activities-based or outcomes-based work program must accompany applications for the grant or renewal of an EPM. In deciding whether to approve a work program for the term of an EPM, the Minister must have regard to the prescribed criteria under the MRA.
26. We have not sighted any correspondence from DOR which states that the RA holder has not complied with the Department's requirements in relation to work programs and expenditure for these RA's.

Relinquishment - EPM's

27. An EPM holder is ordinarily required to relinquish a specified portion of the area of an EPM throughout its term, usually on each renewal in accordance with the below schedule:
- (a) no relinquishment requirement before the end of the current term;
 - (b) a 50% relinquishment of the EPM area before the end of the five-year period from the next renewal; and
 - (c) relinquishment of the remaining EPM area at the end of the ten-year period from renewal, at which time the EPM ceases to exist, unless an application for higher tenure is received in good time.
28. The current relinquishment requirements for the EPM's are summarised in the table below:

Tenement	Holder	Next Reduction Date	Relinquishment Requirement	Number of Sub Blocks to be Relinquished
EPM 27257	Ollenburgs Pty Ltd	9 December 2025	50%	8
EPM 28578	Ollenburgs Pty Ltd	Application Pending	Application Pending	Application Pending

Excluded land - EPM's

29. Under the MRA, excluded land includes land that was the subject of a specific exclusion when the EPM was granted, or that was taken to be excluded under the MRA.

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30. The Resource Authority Reports indicate that the following Tenements contain excluded land (which the Company confirms is outside of the areas in which the Company proposes to explore):
- (a) EPM 27257 - Lot 1 on NPW1142 Wrattens National Park (approx. 8.9%); and
 - (b) EPM 28578 - Lot 1 on NPW1142 Wrattens National Park (approx. 0.11%).
31. No rights are held to enter on or explore over these areas under the RA's listed above.
32. In addition, under the MRA, where the lodgement of an application for the grant of an EPM is accepted, land that is the subject of a pre-existing mining lease (ML), mineral development licence (MDL), mining claim (MC), or an application for any of those is taken to be excluded from the land specified in the EPM, except where the Minister, in exceptional circumstances and at the Minister's absolute discretion, otherwise determines. None are affected by such overlaps.
33. Mining leases permit the extraction and processing of minerals. Mineral Development Licences are issued over areas of EPM's to facilitate evaluation of the development potential of a defined resource, being a significant mineral occurrence of possible economic potential. Mining Claims permit small scale mining operations.

Restricted Areas

34. The Regulation provides for the gazettal of restricted areas throughout the State of Queensland. Land included in a Restricted Area may be subject to restrictions for the purposes of the MRA, including in some instances becoming effectively unavailable for further tenement applications, or for exploration or mining of certain minerals.
35. Restricted Areas have different conditions and restrictions placed over them that restrict the range of allowed mining.

Tenement	Restriction	Restriction Type	Percentage
EPM 27257	N/A	N/A	N/A
EPM 28578	N/A	N/A	N/A

Dealings and other notations

36. There are no dealings currently recorded against the Tenements other than the Acquisition Agreement.

Land Access - EPM's

Overview

37. Under the MERCP Act, in order to access private land (i.e. freehold land or an interest in land less than fee simple held from the State under another Act) underlying an EPM, the EPM holder is required:
- (a) to provide a notice of intention to enter the land (**Entry Notice**); and
 - (b) 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.

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38. The *Land Access Code 2016*, made under the MERC Act, also imposes certain mandatory conditions concerning the conduct of authorised activities permitted under an EPM on private land.
39. The requirement to enter into a CCA relates to any activities which are likely to have more than a minimal impact on the land or the owner or occupier's business operations. These activities are defined as *advanced activities*. Most ground-disturbing works will fall into the *advanced activities* category, including clearing access tracks or drill pads, drilling, bulk sampling and geophysical surveys.
40. If the activities will involve no or minimal impact to the land or the owner or occupier's business, the EPM holder is still required to provide an Entry Notice to the owner and occupier, unless the owner and occupier have otherwise agreed to waive that requirement.
41. CCA's are usually the mechanism through which the Queensland Land Access Code is given effect, avoiding the need for intervention by the courts by mandating an agreement between tenement holders and landholders concerning access to land. Pursuant to these agreements, the landholder consents to the tenement holder entering the relevant property for purposes permitted by the terms of grant of the tenement (such as exploration activities), while setting monetary compensation by the tenement holder to the landholder for the impact of such activities. There are ancillary provisions aimed at regulating communication between the parties, as well as health, safety and environment matters, biosecurity procedures and protection of the parties' property.
42. CCA's along the lines described above have not yet been entered into in respect of each of the RA's, covering proposed ground-disturbing works contemplated by the Company in the next 24 months. We are advised that the Company intends to commence negotiating such agreements with landholders immediately following completion of its IPO. We note that the Company is currently negotiating an agreement in relation to EPM 27257.
43. Under the MERC Act, in order to access public land (i.e., land other than private road such as public roads) underlying an EPM, the EPM holder is required to provide a notice about entry, or series of entries, to public land to carry out the authorised activity (*Periodic Entry Notice*). The Periodic Entry Notice must state the period of entry, comply with prescribed requirements and be given to the public land authority on notice no less than the prescribed period.
44. Upon receipt of a valid Periodic Entry Notice, the public land authority may choose to impose reasonable and relevant conditions. The public land authority for the land may choose to waive the requirement of a Periodic Entry Notice.
45. Undertaking title searches to identify underlying land parcels for Tenements was beyond the scope of this Report.

CCA's and Entry Notices

46. Undertaking a review of existing Entry Notices and Periodic Entry Notices (if any) was beyond the scope of this Report and given their general use, such a review is not considered material for the purposes of this Report.

Restricted land

47. Under the MERC Act, an EPM holder must not enter restricted land without the written consent of each owner and occupier of that land.
48. The consent of restricted landowners is required for the surface area of land to be included in the grant of a mining lease. There is no obligation for the landowner to agree to the inclusion of restricted land in the ML and there is no court process available to

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mandate that the land be included in the grant, giving landholders an effective right of veto to applications for surface rights.

49. Restricted land is defined in two categories, being:
- (a) Category A – land within 200 metres of:
 - (i) a permanent building used mainly as a residence, a childcare centre, hospital or library, for business purposes, for community, sporting or recreational purposes, or as a place of worship; or
 - (ii) an area used for a school, aquaculture, intensive animal feed lotting, pig keeping or poultry farm; and
 - (b) Category B – land within 50 metres of:
 - (i) a principal stockyard;
 - (ii) a bore or artesian well;
 - (iii) a dam;
 - (iv) another artificial water storage connected to a water supply; or
 - (v) a cemetery or burial place.
50. Tenement holders must not enter restricted land without the written consent of each owner and occupier of that land.
51. The Company advises that it does not consider that the restricted areas present on any of the Tenements currently pose an impediment to the Company's proposed exploration of the Tenements.

Overlapping Tenements

52. The rights and interests of tenement holders may be affected where there are overlapping exploration and production tenements for coal and petroleum.
53. The overlapping tenement framework is primarily governed by the MERCP Act.
54. This generally does not affect the Tenements, as they are EPM's for minerals other than coal, the latter being primarily affected by overlapping tenure.
55. As discussed in paragraph 32 above, any ML or MDL overlapping an EPM is taken to be excluded from the EPM area to the extent that it was current at the time of lodgement of the relevant EPM and has not since been terminated.
56. We did not identify any tenements that overlap the Tenements.

Native Title

Legislative regime

57. The *Native Title Act 1993* (Cth) (**NT Act**) recognises the traditional rights and interests of the Aboriginal and Torres Strait Islander peoples of Australia. The NT Act provides:
- (a) for the determination of the nature and extent of native title rights and interests of the native title holders;

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- (b) for the extinguishment of native title by particular acts, and compensation in respect of any valid extinguishment;
 - (c) for the validation of certain historical acts which would otherwise be invalid because of their effect on native title;
 - (d) that acts that may affect native title rights (such as the grant of an EPM or an ML) carried out after certain key dates (mostly 23 December 1996, but in some cases 1 January 1994) must comply with certain requirements of the NT Act to be valid (**Future Act Requirements**); and
 - (e) compensation for extinguishment or impairment of native title rights and interests.
58. Native title processes will not be required for the grant of a RA where native title has been 'extinguished' over the subject land (for example, by an earlier vesting of freehold title in the land).
59. If native title has not been extinguished, the proposed grant of a RA will trigger the need for compliance with the Future Act Requirements.

Expedited Procedure - EPM's

60. Relevant to the Tenements, the NT Act establishes the 'Expedited Procedure' process for particular Future Acts that are:
- (a) not likely to interfere directly with the carrying on of the community or social activities of the persons who are the holders of native title in relation to the land or waters concerned;
 - (b) not likely to interfere with areas or sites of particular significance, in accordance with their traditions, to the persons who are the holders of the native title in relation to the land or waters concerned; and
 - (c) not likely to 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.
61. In Queensland, Future Acts subject to the Expedited Procedure are typically the grant of EPM's.
62. Where an EPM is granted subject to the Expedited Procedure, it will be granted with the 'Native Title Protection Conditions' (**NTPCs**) attached as conditions of grant. This allows the grant of the EPM without a protracted negotiation process.
63. The NTPCs contain specific requirements around notification of exploration activities and timeframes for responses by the native title parties.
64. In addition to allowing the grant of the tenement pursuant to the Expedited Procedure, the NTPCs also establish a regime for the holder of the tenement to manage its legislative Aboriginal cultural heritage obligations. Cultural heritage requirements are discussed further below.

Right to Negotiate

65. In the case of certain RA's (for example, higher tenure such as mining leases), rather than the Expedited Procedure, the 'Right to Negotiate' will apply to the grant of the RA.
66. Following the notification of the proposed grant of the RA, the Right to Negotiate process requires the applicant to negotiate in good faith with any relevant native title parties

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regarding the grant of the RA. Where agreement is reached, the parties will enter into a 'Section 31 Deed' with the State, and an Ancillary Agreement which will generally contain the agreed commercial provisions (such as compensation). Together, these agreements provide the consent necessary for the grant of the RA application.

67. In the absence of an agreement with the relevant native title parties constituting consent to the grant of the tenement, an application can be lodged with the National Native Title Tribunal to determine whether the tenement should proceed to grant and if so, on what terms.
68. Section 31 Deeds are the means whereby native title party objections to the grant of a RA (being, a "future act" for native title purposes), are usually resolved, bringing an end to the native title process insofar as it applies to the grant of that RA and its subsequent renewal. They regulate, via an "Ancillary Agreement" mechanism, compensation to native title parties for the impact on their rights resulting from the grant of the RA and actions pursuant to its terms of grant.
69. 'Section 31 Deeds' have been entered into in respect of EPM 27257. This will remain in place following completion of the Acquisition Agreement.
70. Each Section 31 Deed provides that the native title party will accept (and to that end, execute any necessary documents to permit) any assignment of the tenement holder's rights under the Deed, subject only to notice to the native title party.

Indigenous Land Use Agreements

71. An Indigenous Land Use Agreement (ILUA) is a particular form of voluntary agreement under the NT Act, which can also be used to address the Future Act Requirements.
72. None of the Tenements are subject to an ILUA binding upon the Company, based on public records.

Native title search results

73. We have considered the Resource Authority Reports and the NNTT register search results obtained on 28 November 2022 in relation to each of the RA's.
74. The results obtained are summarised in the table below:

Tenement	Native Title Extinguished?	Native Title Category	Native Title Claims and Determinations
EPM 27257	No	Ancillary Agreement & s31 Deed	Kabi Kabi First Nation Traditional Owners Native Title Claim Group Wakka Wakka People # 3 Part A & B
EPM 28578	Expedited Procedure	Unknown - In application	Unknown - In application

Implications for Tenements

75. Our review of publicly available information indicates that a Section 31 and Ancillary Deeds have been entered into in relation to EPM 27257 by Ollenburgs Pty Ltd ACN 631 498 765.
76. EPM 28578 is going through the expedited process.

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77. Future RA applications over any parts of the RA's over which native title has not been extinguished will trigger a statutory native title process, such as the Right to Negotiate or entry into an Indigenous Land Use Agreement.

Aboriginal Cultural Heritage

Legislative regime

78. The *Aboriginal Cultural Heritage Act 2003* (Qld) (**ACH Act**) recognises, protects, and conserves Aboriginal cultural heritage. In part, it achieves this protection by providing that any person who undertakes 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.
79. Under the ACH Act, the Duty of Care can be discharged in a number of ways, including:
- (a) at a minimum, adhering to the Duty of Care Guidelines (which form part of the ACH Act);
 - (b) entering into an agreement with an 'Aboriginal Party' for the given area (section 23(3)(a)(iii) ACH Act) (which are often referred to as *Cultural Heritage Management Agreements (CHMA)*); or
 - (c) entering into a *Cultural Heritage Management Plan (CHMP)* pursuant to Part 7 of the ACH Act; and
 - (d) where they apply, compliance with the NTPCs.

Significant penalties can apply where a corporation fails to comply with its Duty of Care pursuant to the ACH Act.

Aboriginal cultural heritage results for Tenements

80. The search results from DATSIP's public register obtained on 28 November 2022 are summarised in the table below:

Tenement	Cultural Heritage Party	Cultural Heritage Body	Recorded cultural heritage sites on DATSIP register
EPM 27257	Kabi Kabi First Nations Traditional Owners and Wakka WAKKA People #3 Part A & B	Kabi Kabi Peoples Aboriginal Corporation	No
EPM 28578	Kabi Kabi First Nations Traditional Owners and Wakka WAKKA People #3 Part A & B	Kabi Kabi Peoples Aboriginal Corporation	No

81. Where DATSIP search results indicate that there are no recorded sites located within a RA, this does not necessarily mean that none exist. It may be an indication that there have been limited cultural heritage surveys carried out in that area, or that the survey results have not been registered with DATSIP. Equally, where recorded sites exist on the register, the searches do not necessarily provide the full extent of sites that might exist. Importantly, the cultural heritage Duty of Care is owed with respect to all sites of cultural heritage significance, not just those recorded on the DATSIP register.

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82. Particular care should be taken when carrying out activities within the vicinity of recorded or known cultural heritage sites to avoid any harm to the cultural heritage sites and ensure compliance with the Duty of Care, NTPCs (where applicable to the RA's) and any agreements in place with the Aboriginal Party for the area.
83. We have identified a Native Title and Aboriginal Cultural Heritage Protection Agreement entered into between Ollenburgs Pty Ltd and Kabi Kabi First Nation Traditional Owners dated 4 February 2020. CHMA's typically govern cultural heritage procedures to be undertaken on RA's pursuant to the statutory duty of care before any activities that may impact cultural heritage, are undertaken. In this way, a procedure and mechanism are agreed whereby cultural heritage issues can be managed on an ongoing basis.
84. The CHMA in this instance;
- (a) sets out detailed processes and procedures to manage Aboriginal cultural heritage matters relating to EPM 25257; and
 - (b) includes typical provisions facilitating assignment of the agreement, subject to the Company executing a deed of assumption to assume the obligations under the CHMA
85. The CHMA's listed above will continue to apply after completion of the Acquisition Agreement.

European heritage

86. The *Queensland Heritage Act 1992* (Qld) establishes a regime to protect and conserve Queensland's cultural heritage. This excludes Aboriginal cultural heritage. Our searches did not reveal any registered sites on the Tenements.

Environmental Matters

Legislative regime

87. *The Environmental Protection Act 1994* (Qld) (**EP Act**) is the primary piece of environmental legislation in Queensland. It regulates activities that are likely to have impacts on the environment, categorised as 'environmentally relevant activities' (**ERAs**). Carrying out exploration activities is an ERA which is regulated under the EP Act and requires an 'Environmental Authority' (**EA**) issued by DES.
88. A person or corporation must be registered as a suitable operator by DES to be eligible to hold an EA.
89. Our searches of the DES suitable operator register indicate that the following entity is registered suitable operators under the EP Act:
- (a) Ollenburgs Pty Ltd – RSO003385.

EAs for the Tenements

90. Our searches of the DES public register and online EA register indicates that the following EAs are in place for the Tenements, as set out below:

Tenement	EA Number	EA holder
EPM 27257	EA0001877	Ollenburgs Pty Ltd
EPM 28578	EA0001877	Ollenburgs Pty Ltd

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EA conditions

91. The EAs for the Tenements all require compliance with, *The Eligibility Criteria and standard conditions for exploration and mineral development projects – version 2 effective 31 March 2016 (Standard Conditions)*.

Environmentally sensitive areas

92. On 2 September 2022 we requested ESA mapping for the Tenements.
93. Generally, the Standard Conditions impose the following restrictions in relation to mapped ESAs:

Tenement	ESA Category	ESA Type	% coverage
EPM 27257	Category A	Wrattens National Park	8.9%
	Category C	Elgin Forest Reserve	0.02%
	Category C	Elgin Vale State Forest	89.05%
EPM 28578	Category C	Gallangowan State Forest	31.58%
	Category C	Elgin State Forest	24.56%
	Category C	Yabba State Forest	5.05%
	Category A	Wrattens National Park	0.11%

94. All of the RA's detailed in this report are subject to the Standard Conditions (refer to paragraph 91 above).
95. Under the Standard Conditions, Category A ESAs are excluded from the grant of the relevant tenement. No mining or exploration activities can be conducted within these areas and no mining activities involving the use of machinery can be conducted within 1km of the Category A area. No exploration activities involving the use of machinery can be conducted within 1km of the Category A area. Application can be made to DES to amend the EA to remove this restriction and allow exploration/mining activities involving the use of machinery within these buffer zones. The DES has approved the Company's application to amend the EA to conduct exploration activities up to 100m from Wrattens National Park, being a Category A ESA.
96. Category B ESAs are included in the tenement grant, but no exploration or mining activities can be conducted within the Category B ESA's. No mining activities involving the use of machinery can occur within 500 metres of the ESA boundary and no exploration activities involving the use of machinery can occur within 500 metres of the ESA boundary. Application can be made to DES to amend the EA to remove this restriction and allow exploration/mining activities involving the use of machinery within these buffer zones. Application can also be made to DES to amend the EA to allow exploration/mining activities involving the use of machinery within the ESA itself, however this is a more involved amendment and would result in the conversion of the existing EA from 'code compliant' to 'site specific'.
97. Category C ESAs are included in the RA grants, but no exploration/mining activities can occur within these areas unless the holder has consulted with the relevant administrative authority. Such consultation may result in a requirement to comply with additional compliance conditions when working in these areas.
98. It is beyond the scope of this Report to review the relevant ESA categories for each of the Tenements, but the Directors advise that they do not consider that ESAs prejudice proposed exploration of any of the Tenements.

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Rehabilitation provisions and obligations

RA holders can be required to provide a financial security under the EP Act to ensure the rehabilitation obligations for a RA and associated EA are complied with. *The Mineral and Energy Resources (Financial Provisioning) Act 2018 (Qld) (MERFP Act)* commenced on 1 April 2019 and substantively reformed the existing security regime, relevantly requiring sureties to be provided to the Scheme Manager.

99. On 13 August 2021, MPX advised that the RA's are the subject of a surety held by the Scheme Manager as set out in the table below:

RA	Surety	Notes
EPM 27257	\$2,500	May increase, as an EA Amendment application has been submitted to work within the Category C buffer zone.
EPM 28578	In Application	N/A

Compliance

100. The DES enforcement register includes the following statutory information regarding an entity's environmental compliance:
- (a) accepted enforceable undertakings;
 - (b) transitional environmental programs;
 - (c) environmental protection orders;
 - (d) environmental evaluations;
 - (e) direction notices;
 - (f) clean-up notices; and
 - (g) cost recovery notices.
101. We reviewed the online DES enforcement register and made relevant direct enquiries under the register provisions of the EP Act on 5 September 2022 and have not identified any records in relation to compliance or enforcement matters for the Tenements.

Regional planning interests

102. The *Regional Planning Interests Act 2014 (Qld) (RPI Act)* regulates activities in areas of regional interest. Under the RPI Act there are four areas of regional interest:
- (a) Priority Agricultural Area (PAA);
 - (b) Priority Living Area (PLA);
 - (c) Strategic Environmental Area (SEA); and
 - (d) Strategic Cropping Area (SCL).
103. Unless an exemption applies, persons who conduct 'resource activities' in any of these areas of regional interest are required to obtain a Regional Interests Development Approval (RIDA) prior to carrying out the activity.

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104. Section 22 of the RPI Act exempts resource activities from a RIDA requirement where there is either:
- (a) a statutory CCA (which has not been Court ordered); or
 - (b) a voluntary agreement,
in place with the landowner whose property underlies the regional interest; and
 - (c) the activities are not likely to have a significant impact on the strategic cropping area or priority agricultural area; and
 - (d) the activities do not impact land owned by a person other than the landowner, in that it does not impact:
 - (i) for land in a priority agricultural area — the suitability of the neighbouring land to be used for a priority agricultural land use; or
 - (ii) for land in a strategic cropping area — the soil, climate and landscape features of the neighbouring land that make it suitable for cropping.
105. If a relevant exemption does not apply and SCL is found to exist, the registered holder will be required to apply for a RIDA prior to commencing activities in the relevant areas. The RIDA application will be assessed to determine the extent of the expected impacts of the activities on the relevant Area of Regional Interest.

RA	RPI Type	Percentage
EPM 27257	Priority Living Area	57.71%
EPM 28578	Priority Living Area	26.96%

106. Mines mapping indicated the RA's are affected by areas of regional interest. It is beyond the scope of this Report to review or consider the potential implications of areas of regional interest in more detail, but the Directors advise that they do not consider that ESAs prejudice proposed exploration of any of the Tenements.

EPBC Act

107. Commonwealth government approval under the EPBC Act is required where proposed activities constitute a 'controlled action'. This approval process focuses on whether or not the activities are likely to have a significant impact on matters of national environmental significance (MNES).
108. On 22 November 2022, we conducted a search of the EPBC Act referral portal available on DAW's website. We have not been able to identify any referrals of potentially controlled action were made to DAW under the EPBC Act in connection with the RA's.

Transfers of the RA's

Legislative regime

109. Where there is a change in holder of a RA, provisions under the MRA, MERCP Act and MERFP Act may apply. This Report considers the law as amended by *Mineral and Energy Resources and Other Legislation Amendment Act 2020 (Qld) (MEROLA Act)* effective from 7 September 2020.

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Change of Control of holders

110. Pursuant to section 42 of the *Mineral and Energy Resources (Financial Provisioning) Act 2018*, if an environmental authority has been allocated to a risk category and the estimated rehabilitation cost for the authority is equal to or more than \$100,000 and there has been an indirect change in control of holders, then notification must be given to the Financial Provisioning Scheme Manager when the change happens.
111. We are not aware of any information that is likely to have the effect of enlivening the provision above and a higher environmental provisioning requirement.

Acquisition Agreement

112. The Acquisition Agreement was entered into on 8 August 2022, being the agreement summarised in section 10.1 of the Prospectus.
113. Pursuant to the Acquisition Agreement, SQX will acquire all of the issued share capital of Ollenburgs Pty Ltd ACN 631 498 765, immediately preceding admission of the Company to the Official List.

Higher Tenure

114. A number of approvals are required to take the RA's to production, including:
- (a) application/s for an MDL or ML over defined resources or necessary infrastructure;
 - (b) the Right to Negotiate process in relation to Native Title;
 - (c) new or amended EAs;
 - (d) potentially referral and approval under the EPBC Act; and
 - (e) additional associated approvals (e.g. water licences).
115. The process to obtain the necessary approvals involves public consultation with the possibility of third-party appeals through court. There is no guarantee that the necessary approvals will be obtained. It is beyond the scope of this Report to consider these matters, as the Company is not currently proposing to apply for higher tenure.

Assumptions and Qualifications

116. We have not considered any matters other than those raised in this Report and identified at paragraph 6.
117. In this Report:
- (a) we have made no independent enquiries into the accuracy or completeness of any of the material provided to us;
 - (b) we have assumed and relied on the accuracy of the information provided to us by the Company and its advisors and have assumed that the information is complete and is not misleading or deceptive by omission or otherwise;
 - (c) we have assumed and relied on the accuracy and completeness of all public searches and other information obtained from public searches and other publicly available sources;

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- (d) where compliance with the requirements necessary to maintain a RA in good standing is not disclosed on the searches obtained, we express no opinion on such compliance;
 - (e) references to any area of land are taken from information we have received - the accuracy of any land area has not been verified by survey;
 - (f) we comment only on the laws of the State of Queensland and of the Commonwealth of Australia as at the date of this document; we assume that the Report will be construed in accordance with those laws only; and
 - (g) the opinions and information in this Report are strictly limited to the matters stated in this Report and do not apply by implication to any other matters.
118. This Report has been limited to the results of searches and other information available. We note that records disclosed by publicly available searches may not be complete or up to date and we have not, in each instance, made independent investigations or enquiries in relation to such searches.
119. We cannot comment on whether any changes have occurred in respect of the RA's between the date on which the searches were conducted or the information obtained and the date of this Report.
120. Where we have made an assumption in this Report, this does not imply that we have made any enquiry to verify that assumption or are aware of any circumstance that would affect the correctness of that assumption.

Yours faithfully



Brent Van Staden

Partner

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Direct Line: 07 3002 8767

6 September 2022

Schedule Tenement Details

Tenement	Holder	Project	Status	Grant Date	Current Term Expiry Date	Area	Relinquishment Requirement	Minerals	Annual Rent	Annual Minimum Expenditure	Registered Encumbrances
EPM 27257	Ollenburgs Pty Ltd	Ollenburgs	Granted	10/12/2020	09/12/2025	15 sub-blocks	See paragraph 28	All minerals other than coal	\$2,578.35	See paragraph 24	N/A
EPMA 28578	Ollenburgs Pty Ltd	Ollenburgs	Application	N/A	N/A	44 sub-blocks	See paragraph 28	All minerals other than coal	Application	Application	N/A

20/09/2022

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10. Additional Information

10.1 Material Contracts

(a) Lead Manager Agreement

In November 2022, the Company entered into a mandate to engage PAC Partners Securities Pty Ltd (ACN 623 653 912), authorised representative of PAC Asset Management Pty Ltd (AFSL No. 335374) ("Lead Manager" or "PAC Partners"), pursuant to which the Lead Manager has agreed to act as lead manager in relation to the Offer (Lead Manager Mandate). Pursuant to this agreement, the PAC Partners will manage and Offer and provide services on industry standard terms and conditions. In consideration for these services, the Company has agreed to pay fees to PAC Partners as follows:

- (i) on the settlement date of the Offer, the Company must pay the Lead Manager:
 - (A) a management fee equal to 2% of total funds raised under the Offer (plus GST); and
 - (B) a selling fee of 4% on the Lead Manager's allocation to the Offer (plus GST);
- (ii) the Company will issue 3,335,478 unlisted Options to PAC Partners or its nominees (**Lead Manager Options**), exercisable at \$0.30 each and expiring 3 years from the date of issue of the Options (Refer Section 10.6 for additional detail on the Lead Manager Options)

The Company will reimburse the Lead Manager for reasonable out of pocket expenses.

The Lead Manager Mandate may be terminated by the Lead Manager or the Company by written notice at any time with or without cause upon 7 days written notice to the other party.

(b) Director agreements

The Company has entered into the following agreements with its Directors, in respect of which the Board considers that the financial benefits given constitute reasonable remuneration in accordance with Section 211 of the Corporations Act:

- (i) Non-Executive Chairman and Director Agreement with Bryan Granzien (Non-Executive Chairman)

The Company has entered into a Non-Executive Chairman and Director Agreement with Mr Granzien on standard commercial terms. The Company has agreed to pay Mr Granzien \$36,000 per annum plus statutory superannuation for services provided to the Company as Non-Executive Chairman, commencing on the date of this Prospectus.

Mr Granzien will also be issued 1,000,000 Chair & CEO Options, 350,000 Director Options and 750,000 Performance Rights (comprised of 400,000 Class A Performance Rights, 250,000 Class B Performance Rights, and 100,000 Class C Performance Rights) upon the Company's admission to the Official List of the ASX. The vesting conditions and other terms of the Performance Rights, Director Options, and Chair & CEO Options are set out in Sections 4.6, 4.7, 10.5 and 10.8.

Mr Granzien is entitled to be reimbursed for reasonable travel, hotel and other expenses.

(ii) Non-Executive Director Agreement with Brent Van Staden (Non-Executive Director)

The Company has entered into a Non-Executive Director Agreement with Mr Van Staden on standard commercial terms. The Company has agreed to pay Mr Van Staden \$30,000 per annum plus statutory superannuation for services provided to the Company as a Non-Executive Director, commencing on the date of this Prospectus.

Mr Van Staden will also be issued 250,000 Director Options and 300,000 Performance Rights (comprised of 150,000 Class A Performance Rights, 100,000 Class B Performance Rights, and 50,000 Class C Performance Rights) upon the Company's admission to the Official List of the ASX. The vesting conditions and other terms of the Performance Rights and Director Options are set out in Sections 4.6, 4.7, 10.5 and 10.8.

Mr Van Staden is entitled to be reimbursed for reasonable travel, hotel and other expenses.

(iii) Non-Executive Director Agreement with Tim Cooper (Non-Executive Director)

The Company has entered into a Non-Executive Director Agreement with Mr Cooper on standard commercial terms. The Company has agreed to pay Mr Cooper \$30,000 per annum plus statutory superannuation for services provided to the Company as a Non-Executive Director, commencing on the date that the Company's Shares are admitted to the Official List of ASX.

Mr Cooper will also be issued 250,000 Director Options and 300,000 Performance Rights (comprised of 150,000 Class A Performance Rights, 100,000 Class B Performance Rights, and 50,000 Class C Performance Rights) upon the Company's admission to the Official List of the ASX. The vesting conditions and other terms of the Performance Rights and Director Options are set out in Sections 4.6, 4.7, 10.5 and 10.8.

Mr Cooper is entitled to be reimbursed for reasonable travel, hotel and other expenses.

Mr Cooper is a shareholder of MPX. MPX is a significant shareholder in the Company and the vendor under the Acquisition Agreement outlined in Sections 10.1(e). MPX has also entered into one of the Loan Deeds with the Company for a loan amount of \$285,000 (refer to Section 10.1(f)).

(c) **Management agreements**

(i) Executive Services Agreement with Mark Purcell (Chief Executive Officer)

The Company has entered into an Executive Services Agreement with Mr Mark Purcell as Chief Executive Officer (**CEO**).

The engagement of Mr Mark Purcell under this agreement commenced 15 June 2022 and continues for an initial fixed period of 3 years, unless terminated on 3 months' notice by either party. However, the Company may terminate the agreement without notice if Mr Purcell engages in serious misconduct.

Mr Purcell's cash remuneration for his role as CEO is a salary of \$250,000 per annum plus statutory superannuation, based on being employed by the Company on a full-time basis. Mr Purcell's remuneration is reduced by 25% until such time as the Company is admitted to the Official List of ASX.

Mr Purcell will also be issued 1,000,000 Chair & CEO Options, 500,000 Director Options and 1,175,000 Performance Rights (comprised of 600,000 Class A Performance Rights, 400,000 Class B Performance Rights, and 175,000 Class C Performance Rights) upon the Company's admission to the Official List of the ASX. The vesting conditions and other terms of the Performance Rights, Director Options, and Chair & CEO Options are set out in Sections 4.6, 4.7 10.5 and 10.8.

(ii) Consultancy Agreement - Ian Kelso (Exploration Manager)

The Company has entered into a Consultancy Agreement with Mr Ian Kelso as Exploration Manager.

The engagement of Mr Kelso under this agreement commenced 1 September 2022 and continues until terminated on 3 months' notice by either party. However, the Company may terminate the agreement without notice if Mr Kelso performs his role materially below the reasonable standards of technical, commercial, ethical and professional work and conduct expected by the Company.

Mr Kelso's minimum cash remuneration for his role is \$8,000 plus GST per calendar month, based on being undertaking ten days per calendar month of work, of at least 8 hours.

(iii) Accounting and Company Secretarial Services

The Company has engaged MH Private Pty Ltd (**MH Private**) to provide company secretarial and accounting Services to the Company.

MH Private will be paid approximately \$9,000 (plus GST) per month in respect of services provided (additional services may be billed separately). Either party may terminate the engagement on 1 months written notice.

(d) **Deeds of Indemnity, Insurance and Access**

The Company has entered into a Deed of Access, Indemnity and Insurance with each Director and Mark Purcell (each an **Indemnified Party**). This will entitle each Indemnified Party to access board papers, be indemnified from liability relating to performance of their duties as directors and officers and to have the Company procure and maintain Directors' and Officers' insurance to the extent the Company is able to obtain it. The Company may also make a payment in relation to legal costs incurred by these persons in defending an action for a liability or resisting or responding to actions taken by a government agency or a liquidator. Each such deed applies to the extent permitted by law.

(e) **Ollenburs Acquisition Agreement**

On 2 August 2022, the Company entered into a binding agreement to acquire all of the issued share capital of Ollenburs Pty Ltd ACN 631 498 765 from MPX for \$1. This entity is the registered holder of the Tenement.

Completion of the Ollenburs Acquisition Agreement is conditional upon the Company receiving a conditional admission letter from the ASX on terms satisfactory to the Company.

(f) **Seed Loan Agreements**

The Company has entered into Loan Deeds with various parties to pay for the external and advisor costs relating to the acquisition of the Projects and seeking admission to the Official List of ASX.

The Company has borrowed a total of \$300,000 pursuant to the Loan Deeds, with the borrowed sums to be repaid in full within 2 Business Days from the date of admission to the Official List of ASX.

MPX has entered into one of the Loan Deeds with the Company for a loan amount of \$285,000 of which \$135,000 was drawn at the date of this prospectus. A Director of the Company, Mr Tim Cooper, is also shareholder of MPX. MPX is a significant shareholder in the Company.

10.2 Rights Attaching to Shares

The rights attaching to ownership of Shares are:

- (a) detailed in the Company's Constitution; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

A summary of the more significant rights attaching to Shares is set out below. The summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Personal representatives of a Shareholder must satisfy the board at least 48 hours before the meeting of their right to attend to represent a Shareholder.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (ii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him or her, or in respect of which he or she is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares will have a vote equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Shares (excluding amounts credited).
- (iii) Directors may approve methods for electronic voting and direct voting at general meetings.

(c) **Dividend Rights**

Subject to and in accordance with the Corporations Act, the Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend (currently, there are none), the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which will be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend will carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

(d) **Winding-Up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he or she considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.

(e) **Shareholder liability**

As the Shares offered under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable to forfeiture.

(f) **Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

(g) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(h) **Variation of rights**

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders, vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that

class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Listing Rules**

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

Pursuant to the Listing Rules, the Company is authorised in certain circumstances to restrict dealings in securities to the extent required by the Listing Rules.

10.3 Terms of Existing Options

The Existing Options will be unlisted and issued for nil consideration, are exercisable at 30 cents and expire (unless exercised) 36 months from the date of admission of the Company to the Official List of ASX.

The remaining terms and conditions of the Existing Options are set out in Section 10.7.

10.4 Terms of Loyalty Options

The Loyalty Options are unlisted and will be issued for nil consideration as free Options on a 1 for every 2 Shares subscribed for under this Prospectus. They are exercisable at 30 cents and expire (unless exercised) 36 months from the date of issue.

Regarding the date of issue, refer to the Indicative Timetable.

The remaining terms and conditions of the Loyalty Options are set out in Section 10.7.

10.5 Terms of Director and Management Options

The Director and Management Options are issued in two classes, namely:

- (a) the Director Options; and
- (b) the Chair and CEO Options.

Both classes of Director and Management Options were issued for nil consideration and expire in 24 months from the date of issue.

The exercise price of the Director Options is 30 cents and cashless exercise, as described in Section 4.8, is available to holders. The exercise price of the Chair and CEO Options is nil.

The Chair and CEO Options will not be issued if ASX does not grant a waiver sought by the Company from the application of ASX Listing Rule 1 Condition 12. That rule requires that an entity seeking admission to the Official List of ASX may not have Options on issue with an exercise price of less than 20 cents. Therefore, the Company has sought a waiver from ASX to permit the issue of the zero exercise price Chair and CEO Options.

The remaining terms and conditions of the Director and Management Options are set out in Section 10.7.

10.6 Lead Manager Options

Options will be issued in consideration for services provided under the Lead Manager Agreement (see Section 10.1(a)) for nil *cash* consideration, are exercisable at 30 cents and expire (unless exercised) 36 months from the date of issue. The Lead Manager Options are unlisted and will be issued on the date contemplated in the Indicative Timetable.

The remaining terms of the Lead Manager Options are Section 10.7.

10.7 General terms and conditions of Options

This section sets out the terms and conditions of the Loyalty Options, Existing Options, Director and Management Options and the Lead Manager Options.

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Period

The Options are exercisable at any time on or prior to the date set out in Sections 10.3 to 10.6 (as applicable in each case) (**Exercise Period**), subject to satisfaction of the Vesting Condition during the Exercise Period.

(c) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(d) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(e) Timing of issue of Shares on exercise

Within the period prescribed by the ASX Listing Rules, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to ensure that there are not secondary trading restrictions on the Shares issued upon exercise of Options.

(f) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(g) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options as required by the Listing Rules.

(h) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options, subject to the Listing Rules.

(j) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(k) **Not Quoted**

The Options will not be quoted on ASX.

(l) **Transferability**

The Options, other than the Lead Manager Options, are not transferable but may be issued to an entity or family member nominated by the Option holder.

10.8 Terms and conditions of Performance Rights

The terms of the Performance Rights, are as follows:

(a) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(b) **Conversion**

Upon satisfaction of the applicable Milestone and the issue of the notice referred to in paragraph (a) above, each Performance Right will automatically convert into one Share.

(c) **Conversion on change of control**

Notwithstanding the relevant Milestone being satisfied, upon the occurrence of either:

- (i) a takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

the Performance Rights will automatically convert into Shares, provided that if the number of Shares that would be issued upon such conversion is greater than 10% of the Company's Shares on issue as at the date of conversion, then only that number of Performance Rights which is equal to 10% of the Company's Shares on issue as at the date of conversion under this paragraph, will automatically convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue, as well as on a pro rata basis for each holder of Performance Rights. Performance Rights that are not converted into Shares under this paragraph, will continue to be held by the holders on the same terms and conditions.

(d) Lapse of a Performance Right

Any Performance Right that has not been converted into a Share prior to the Expiry Date specified in section 4.7 will automatically lapse.

(e) Fraudulent or dishonest action

If a holder ceases to be an employee or Director of the Company in circumstances where the cessation or termination is specifically referenced to the holder having been found to have acted fraudulently or dishonestly in the performance of his or her duties, then:

- (i) the Board must deem any Performance Rights of the holder to have immediately lapsed and be forfeited; and
- (ii) any Performance Rights that have vested will continue in existence in accordance with their terms of issue, only if the relevant Milestone has previously been met, and any Shares issued on satisfaction of the applicable Milestone will remain the property of the holder.

(f) Ceasing to be an employee or Director

If a holder ceases to be an employee or Director of the Company in circumstances where the cessation or termination arises because the holder:

- (i) voluntarily resigns his or her position (other than to take up employment with a subsidiary of the Company);
- (ii) wilfully breaches the terms of the engagement of the holder or any policy of the Company's published policies regulating the behaviour of holder;
- (iii) is convicted of a criminal offence which, in the reasonable opinion of the Company, might tend to injure the reputation or the business of the Company; or
- (iv) is found guilty of a breach of the Corporations Act and the Board considers that it brings the holder or the Company into disrepute,

then:

- (v) unless the Board decides otherwise in its absolute discretion, will deem any Performance Rights of the holder to have immediately lapsed and be forfeited; and
- (vi) any Performance Rights that have vested will continue in existence in accordance with their terms of issue, only if the relevant Milestone has previously been met and any Shares issued on satisfaction of the applicable Milestone, will remain the property of the holder.

(g) **Other Circumstances**

The Performance Rights will not lapse and will not be forfeited where the holder ceases to be an employee or Director of the Company for one of the following reasons:

- (i) death or total permanent disability (in respect of total permanent disability being that because of a sickness or injury, the holder is unable to work on his or her own or any occupation for which they are suited by training, education, or experience for a period beyond one year);
- (ii) redundancy (being where the holder ceases to be an employee or Director due to the Company no longer requiring the holder's position to be performed by any person); or
- (iii) any other reason, other than a reason listed in paragraph (e) and (f) (not including (f)(i), in which case the Board may exercise its absolute discretion to allow the holder to retain his or her Performance Right), that the Board determines is reasonable to permit the holder to retain his or her Performance Rights,

and in those circumstances the Performance Rights will continue to be subject to the applicable Milestone.

(h) **Shares issued on exercise**

Shares issued on exercise of the Performance Rights will rank equally with the then issued Shares of the Company. If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Performance Rights as required by the Listing Rules.

(i) **Not Quoted**

The Performance Rights will not be quoted on ASX.

(j) **Transferability**

The Performance Rights are not transferable but may be issued to an entity or family member nominated by the Director.

(k) **Timing of issue of Shares on exercise**

Within the time period prescribed by the ASX Listing Rules, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; and

- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to ensure that there are not secondary trading restrictions on the Shares issued upon exercise of Performance Rights.

(l) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Performance Right holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(m) **Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Right and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Right without exercising the Performance Right, subject to the Listing Rules.

(n) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise.

(o) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(p) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law, where such rights at law cannot be excluded by these terms.

(q) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

The Vesting Conditions and Expiry Dates for the Performance Rights are set out in Section 4.7.

10.9 Accounting, CFO and other services

The Company makes use of outsourced accounting and CFO services, as well as other consultants from time to time, as required.

10.10 Company Tax Status and Financial Year

The Company will be taxed in Australia as a public company. The Company's financial year ends on 30 June annually.

10.11 Dividend Policy

The Directors anticipate that significant expenditure will be incurred in exploration activities on the Company's current and future resource projects. These activities are

expected to form the majority of expenditure in the 2-year period following the date of this Prospectus. Income growth in the form of dividends will only eventuate if planned development of the Projects is commercially successful. The Directors have no immediate intention to declare or distribute dividends.

Any future determination as to the payment of dividends will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, operating results and the Company's financial condition, future capital requirements, general business and other factors considered relevant by the Directors. No assurances in relation to the payment of dividends, or the franking credits attached to such dividends, can be or are given.

10.12 Share Split and Change of Name

The Company has called a General Meeting to be held on 15 December 2022 for the Shareholders to consider, and if thought appropriate, to approve resolutions to:

- (a) split the Company's Shares on issue, on the basis of 6.25 Shares for every Share on issue; and
- (b) change the Company's name to SQX Resources Limited.

All Share capital information in this Prospectus is based on the post Share Split capital structure. Should the Share Split not be approved by Shareholders, the Company's Directors will reconsider the Company's capital structure and if required, issue a Supplementary Prospectus in accordance with the Corporations Act.

10.13 Cleansing Lead Manager Options

The Lead Manager Offer is made only to the Lead Manager in respect of the Lead Manager Options pursuant to section 708A(11) of the Corporations Act to remove any secondary trading restrictions relating to the Lead Manager Options. Only the Lead Manager may accept the Lead Manager Offer and apply for Lead Manager Options.

10.14 Interests of Experts and Advisers

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

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

Colin Biggers & Paisley has acted as solicitors to the Offer. In respect of this work, the Company will pay approximately \$83,000 net of GST up to the date of the Prospectus. Subsequently fees and out of scope matters will be paid in accordance with normal hourly rates. Colin Biggers & Paisley has not received any other fees for services to the Company in the 2 years prior to the date of this Prospectus.

H&S Consultants Pty Ltd has prepared the Independent Geologist's Report in this Prospectus. In respect of this work, the Company has paid approximately \$45,000 net of

GST. H&S Consultants Pty Ltd has not received any other fees for services to the Company in the 2 years prior to the date of this Prospectus.

PKF Brisbane Audit has prepared the Investigating Accountant's Report in this Prospectus. In respect of this work, the Company will pay approximately \$25,000 net of GST. PKF Brisbane Audit has not been paid any other fees for services to the Company in the 2 years prior to the date of this Prospectus.

PKF Brisbane Audit has provided auditing services to the Company for the 2021 financial year. In respect of this work, the Company has paid approximately \$25,000 net of GST. PKF Brisbane Audit has not been paid any other fees for services to the Company in the 2 years prior to the date of this Prospectus.

PAC Partners Securities Pty Ltd (ACN 623 653 912), authorised representative of PAC Asset Management Pty Ltd (AFSL No. 335374) has acted as Lead Manager to the Offer. Fees payable to PAC Partners Securities Pty Ltd (ACN 623 653 912), authorised representative of PAC Asset Management Pty Ltd (AFSL No. 335374) for this service are set out in Section 10.1(a).

10.15 Consents

The following parties have given their written consent to be named in this Prospectus and for the inclusion of statements made by those parties as described below in the form and context in which they are included and have not withdrawn such consent before lodgement of this Prospectus with ASIC.

- (a) Colin Biggers & Paisley has consented to being named as the Solicitors to the Offer in this Prospectus.
- (b) H&S Consultants Pty Ltd has consented to being named as the Independent Geologist and the inclusion of the Independent Geologist's Report in this Prospectus and all statements referring to it in this Prospectus.
- (c) PKF Brisbane Audit has consented to being named as the Investigating Accountant to the Company and the inclusion of the Investigating Accountant's Report in this Prospectus.
- (d) PKF Brisbane Audit has consented to being named as auditor in this Prospectus and all statements referring to it in this Prospectus.
- (e) Link Market Services has consented to being named as the Share Registry to the Offer.
- (f) PAC Partners Securities Pty Ltd (ACN 623 653 912), authorised representative of PAC Asset Management Pty Ltd (AFSL No. 335374) has consented to being named as Lead Manager to the Offer and all statements referring to it in this Prospectus.

Each of the parties referred to above in this section:

- (a) does not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this section;
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in the Prospectus with the consent of that party as specified in this section; and

(c) has not caused or authorised the issue of this Prospectus.

10.16 Expenses of the Offer

The cash expenses connected with this Prospectus and the Offer are estimated to be approximately \$696,001 net of GST. These expenses are summarised below.

Cash Expenses (net of GST)	
Cash payable to PAC partners Securities Pty Ltd	\$315,000
ASX Listing Fees	\$66,449
ASIC Fee	\$3,206
Legal fees and costs	\$82,950
CEO costs	\$103,594
Independent Geologist's Report costs	\$45,002
Investigating Accountant's Report	\$26,250
Auditor costs	\$26,250
Travel / Accommodation / Rent	\$5,250
Registry	\$4,200
Consultancy Costs	\$7,350
General expenses	\$5,250
Printing and Typesetting	\$5,250
Total cash expenses	\$696,001

Non-Cash Expenses	
Value of Lead Manager Options	\$350,225
Total non-cash expenses	\$350,225

Total expenses of the Offer	\$1,046,226
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10.17 Litigation

The Company is not involved in any litigation that is material for the purposes of this Prospectus and the Directors are not aware of any circumstances that might reasonably be expected to give rise to such litigation.

10.18 Taxation

The tax consequences of any investment in Securities will depend upon each applicant's particular circumstances. It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer by consulting their own professional tax advisers. Accordingly, the Company strongly recommends that all applicants obtain their own tax advice before deciding on whether or not to invest. Neither the Company nor any of its Directors accept any liability or responsibility in respect of the taxation consequences of an investment in Shares under the Offer.

10.19 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the

basis of a paper Prospectus lodged with ASIC and the issue of Shares in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an Electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

10.20 Documents available for inspection

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus; and
- (b) the Constitution.

11. Directors' Responsibility and Consent

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of the Shares pursuant to this Prospectus.

Each Director has consented to the lodgement of this Prospectus with the ASIC in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 30 November 2022

A handwritten signature in black ink, appearing to read 'Bryan Granzien', with a long horizontal flourish extending to the right.

Bryan Granzien
Chairman

12. Glossary

Defined terms in Section 8 have the same meaning in this Prospectus, unless the context requires otherwise.

Where the following terms are used in this Prospectus, they have the following meanings:

Term	Meaning
A\$ or \$	Australian dollars unless otherwise stated.
AEST	Australian Eastern Standard Time.
Applicant	a person or entity who submits a valid Application Form pursuant to this Prospectus.
Application	a valid application made on an Application Form to subscribe for Shares pursuant to this Prospectus.
Application Form	an application form attached to this Prospectus.
Application Monies	money received by the Company under the Offer, being the Offer Price multiplied by the number of Offer Shares applied for.
ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by it (as the case requires).
ASX Settlement	ASX Settlement Pty Ltd ACN 008 504 532.
ASX Settlement Rules	the ASX Settlement Operating Rules, being the operating rules of the settlement facility provided by ASX Settlement.
Board	the board of directors of the Company as constituted from time to time.
Chair & CEO Options	the Options issued to the Chairman and CEO, as contemplated in section 10.5(b).
CHESS	the Clearing House Electronic Sub-register System operated by ASX Settlement.
Colin Biggers & Paisley	Colin Biggers & Paisley Pty Ltd.
Closing Date	5.00pm AEST on 14 December 2022.
Company or SQX	South-East Queensland Exploration Limited ACN 659 090 338.
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
ESOP	Employee Share and Option Plan summarised in Section 4.7.
Existing Options	the options on issue as at the date of this Prospectus, on the terms and conditions set out in Section 10.3
Director	a director of the Company.
Director Options	the Options contemplated in Section 10.5(a).
Director and Management Options	the Director Options and Chair and CEO Options or one of them, as the context indicates. In this regard, refer to Section 10.5.

Term	Meaning
Group	depending on context, the Company and/or its subsidiaries described in Section 2.2.
IAR or Investigating Accountant's Report	the investigating accountant's report prepared by the Investigating Accountant set out in Section 7.
IGR or Independent Geologist's Report	The report by H&S Consultants Pty Ltd set out in Section 8.
Indicative Timetable or Timetable	the indicative timetable for the Offer in this Prospectus in the Key Offer Information Section at the front of this Prospectus.
Investigating Accountant	PKF Brisbane Audit (ABN 33 873 151 348).
Issue Date	the date, as determined by the Directors, on which the Shares offered under the Offer are issued, which is anticipated to be the date identified in the Indicative Timetable.
JORC Code	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.
Lead Manager	PAC Partners Securities Pty Ltd (ACN 623 653 912), authorised representative of PAC Asset Management Pty Ltd (AFSL No. 335374)
Lead Manager Mandate	the mandate between the Lead Manager and the Company, the material terms of which are summarised in Section 10.1(a)
Lead Manager Options	the options to be allotted and issued under the Lead Manager Offer, on the terms and conditions set out in Section 10.6.
Listing	the admission of the Company to the Official List and the quotation of its Shares on ASX.
Listing Rules	the official listing rules of ASX.
Loyalty Option	the options to be allotted and issued under the Offer, on the terms and conditions set out in Section 10.4
Mining Act	laws governing the Tenement, as set out in Section 9.
MPX	means Mining Projects Accelerator Pty Ltd ACN 629 011 196.
Offer	an offer of 25,000,000 Shares at an issue price of \$0.20 per Share to raise \$5,000,000 and 1 free attaching Loyalty Option for every 2 Shares issued, with an exercise price of \$0.30 per Loyalty Option.
Offer Price	\$0.20 per Share.
Official List	the official list of the ASX.
Official Quotation	official quotation by ASX in accordance with the ASX Listing Rules
Ollenburgs Acquisition Agreement	is defined in Section 10.1(e).

Term	Meaning
Ollenburgs Prospect	the exploration prospect, being part of the Tenement, described in Section 2.4
Opening Date	7 December 2022
Options	the Loyalty Options, Existing Options, Director and Management Options, Chair & CEO Options and Lead Manager Options.
Prospects	One or both of the Scrub Paddock Prospect and the Ollenburgs Prospect, as the context requires.
Prospectus	this Prospectus and includes the electronic prospectus.
Scrub Paddock Prospect	the exploration prospect, being part of the Tenement, described in Section 2.4
Section	a section of this Prospectus.
Securities	means any securities, including Shares and Options, issued or granted by the Company.
Seed Loan Agreements	the agreements described in Section 10.1(f)
Share	a fully paid ordinary share in the Company.
Share Split	the share split described in Section 10.12.
Shareholder	a registered holder of Shares in the Company.
Share Registry	Link Market Services.
Subsidiary	Ollenburgs Pty Ltd
Tenement	the EPM 27257, located 37km northeast of Nanango and 190km northwest of Brisbane, Queensland, described in Section 2.4

13. Corporate Directory

Company
SQX Resources Limited
ACN 659 090 338

Directors

Bryan Granzien
Independent Non-Executive Chair

Tim Cooper
Non-Executive Director

Brent Van Staden
Non-Executive Director

Registered Office
SQX Resources Limited
Level 1
371 Queen Street
Brisbane QLD 4000
Web: info@sqxresources.com

Share Registry
Link Market Services
Level 21
10 Eagle Street
Brisbane QLD 4000
Tel: +61 1800 426 150
Web: <https://www.linkmarketservices.com.au>

Independent Geologist
H&S Consultants
Level 6
3 Trelawney Street
EASTWOOD NSW 2122
Email: simon.tear@hsconsultants.net.au
Web: <http://hsconsultants.net.au>

Lead Manager
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Email: Corporate@pacpartners.com.au
Web: <https://pacpartners.com.au>

Proposed ASX Code
SQX

Company Secretary
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Legal Adviser
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