



**Hughes Drilling Limited
to be renamed “Victory Goldfields Limited”
(ACN 124 279 750)**

Prospectus

Public Offer

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

Secondary Offers

This Prospectus is also being issued for the following Secondary Offers:

- an offer of up to 8,750,000 Consideration Shares (deemed to be issued at \$0.20 each), 5,575,000 Consideration Options, 4,703,466 Performance Shares to the Sellers (and/or their nominees) (“**Sellers Offer**”);
- an offer of up to 537,500 24 Month Bonus Escrow Shares to the Advisers in consideration of the services provided to the Company (“**Adviser Offer**”);
- an offer of up to 9,750,000 Convertible Loan Shares (deemed to be issued at \$0.05 each) and 9,750,000 Convertible Loan Options (with an exercise price of \$0.20 each) to the Lenders (and/or their nominees) (“**Lenders Offer**”); and
- an offer of up to 4,600,000 Incentive Options to the Proposed Directors (and/or their nominees) (“**Directors Incentive Offer**”).

Compliance with Chapters 1 and 2

In addition to the purpose of making the Public Offer and Secondary Offers collectively (together, the “**Offers**”), this Prospectus is issued for the purpose of complying with the admission requirements under Chapters 1 and 2 of the Listing Rules.

Important notice

This document is important and it should be read in its entirety. If you are in any doubt as to the contents of this Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay. The Shares offered by this Prospectus should be considered highly speculative.



Joint Lead Manager



FOSTER STOCKBROKING

Joint Lead Manager

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IMPORTANT INFORMATION

NOTICE

This Prospectus is issued by Hughes Drilling Limited (ACN 124 279 750) to be renamed "Victory Goldfields Limited" ("**Company**").

This Prospectus is dated 21 May 2021 and a copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX take responsibility for the contents of this Prospectus.

Within seven (7) days of the date of this Prospectus, the Company will make an application to ASX for the Shares offered pursuant to this Prospectus to be admitted for quotation on ASX.

No Shares will be issued pursuant to this Prospectus later than thirteen (13) months after the date of this Prospectus.

Persons wishing to apply for Shares pursuant to the Offers must do so using the relevant Application Form attached to or accompanying this Prospectus. Before applying for Shares investors should carefully read this Prospectus so that they can make an informed assessment of the rights and liabilities attaching to the Shares, the assets and liabilities of the Company, its financial position and performance, profits and losses, and prospects.

Any investment in the Company should be considered highly speculative. Applicants should read this Prospectus in its entirety and persons considering applying for Shares pursuant to this Prospectus should obtain professional advice.

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus. Any such information or representations may not be relied upon as having been authorised by the Directors.

COMPETENT PERSON'S STATEMENT

Information contained in this Prospectus that relates to geology, exploration and assessment of planned exploration (including information in the Independent Geologists Report (see Section 6)) has been prepared by Mr Paul Dunbar as the primary author, with assistance from Ms Lynda Burnett and peer reviewed by Ms Deborah Lord.

Mr Paul Dunbar, BSc (Hons), MSc (Minex), is a Competent Person who is a member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Mr

Paul Dunbar is a director of Valuation and Resource Management and has sufficient experience, which is relevant to the style of mineralisation, geology and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person under the JORC Code and a Specialist under the VALMIN Code.

Information contained in this Prospectus that relates to geology, exploration and assessment of planned exploration (including information in the Independent Geologists Report (see Section 6)) is based on information compiled by Ms Lynda Burnett.

Ms Lynda Burnett, BSc (Hons), is a Competent Person who is a member of the Australasian Institute of Mining and Metallurgy. Ms Lynda Burnett is an associate of Valuation and Resource Management and has sufficient experience, which is relevant to the style of mineralisation, geology and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person under the JORC Code and a Specialist under the VALMIN Code.

The peer review of the Independent Geologists Report (see Section 6) was provided by Ms Deborah Lord.

Ms Deborah Lord, BSc (Hons), is a Competent Person who is a fellow of the Australasian Institute of Mining and Metallurgy, member of the Australian Institute of Geoscientists and graduate of the Australian Institute of Company Directors. Ms Deborah Lord is a director of Valuation and Resource Management and has sufficient experience, which is relevant to the style of mineralisation, geology and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person under the JORC Code and a Specialist under the VALMIN Code.

Information contained in this Prospectus that relates to the preparation of the volumes and ranges used in reporting the Exploration Targets is based on work conducted by Mr Chris Blaser.

Mr Chris Blaser, MSc (Geology), is a Competent Person, who is a member of the Australia Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Mr Paul Dunbar is a full time employee of SRK and has sufficient experience, which is relevant to the style of mineralisation and type of mineral deposits under

consideration and to the activity being undertaken to qualify as a Competent Person under the JORC Code and a Specialist under the VALMIN Code.

Information contained in this Prospectus that relates to the exploration tenements and data used in the preparation of the Exploration Targets is based on information provided by Mr Michael Busbridge.

Mr Michael Busbridge is a Competent Person who is a member of the Australian Institute of Geoscientists and the Society of Economic Geologists. Mr Michael Busbridge is a consultant to Victory and will be the Chief Geologist of the Company (see Section 8.4.1) and has sufficient experience, which is relevant to the style of mineralisation and type of mineral deposits under consideration and to the activity being undertaken to qualify as a Competent Person under the JORC Code and a Specialist under the VALMIN Code.

Mr Paul Dunbar, Ms Lynda Burnett, Ms Deborah Lord, Mr Chris Blaser and Mr Michael Busbridge each consent to the inclusion in this Prospectus of the matters based on their information in the form and context in which it appears.

FOREIGN INVESTOR RESTRICTIONS

The offers of Shares under this Prospectus do not constitute offers in any jurisdiction outside Australia. The offers are not made to persons or places to which, or in which, it would not be lawful to make such an offer of securities. Any persons in such places who come into possession of this Prospectus should seek advice on and comply with any legal restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any regulatory or other consents are required or whether any other formalities need to be considered and followed. See Section 10.13 for information on selling restrictions that apply to the Shares in certain jurisdictions outside Australia.

PROSPECTUS AVAILABILITY

The Corporations Act allows distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

A copy of this Prospectus can be downloaded from the Company's website at <https://www.victorygold.com.au> or <https://www.hughesdrilling.net/>.

Online applications can be found at <https://hdxoffer.thereachagency.com>. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto 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 on (+61 8) 6211 5099.

EXPOSURE PERIOD

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. Investors should be aware that this examination may result in the identification of deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act.

Applications for Shares under this Prospectus will not be processed by the Company until after the expiry of the Exposure Period. No preference will be conferred on persons who lodge applications prior to the expiry of the Exposure Period.

NO COOLING OFF RIGHTS

Applicants have no cooling off rights in relation to Shares for which they apply. This means that an Applicant is not permitted or entitled to withdraw its application once submitted, other than in certain specified circumstances as detailed in the Corporations Act.

RISKS

Before deciding to invest in the Company, investors should read the entire Prospectus and in particular, in considering the prospects of the Company, investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). The Shares offered by this Prospectus should be considered highly speculative. Refer to Section 4 for details relating to risk factors.

DISCLAIMER

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

Certain statements in this Prospectus constitute forward looking statements. These forward-looking statements are identified by words such as “may”, “could”, “believes”, “expects”, “intends”, and other similar words that involve risks and uncertainties. Investors should note that these statements are inherently subject to uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors which could cause actual values or results, performance or achievements to differ materially from anticipated results, implied values, performance or achievements expressed, projected or implied in the statements.

This Prospectus uses market data and third-party estimates and projections. There is no assurance that any of the third-party estimates or projections contained in this information will be achieved. The Company has not independently verified this information but has taken reasonable care in

reproducing it. The Directors have no reason to believe that such information is false or misleading or that any material fact has been omitted that would render such information false or misleading. Estimates involve risks and uncertainties and are subject to change based on various factors, including those in Section 4.

FINANCIAL AMOUNTS

All references in this Prospectus to “\$”, “AUD”, “dollars” or “cents” are references to Australian currency unless otherwise stated. Any discrepancies between the totals and sums of components in tables contained in this Prospectus are due to rounding.

PHOTOGRAPHS AND DIAGRAMS

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorsed this Prospectus or its contents, or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are for illustration only and may not be to scale.

DEFINITIONS AND TIME

A number of terms and abbreviations used in this Prospectus have defined meanings which appear in Section 12 or in the Independent Geologist’s Report. All references to time relate to the time in Perth, Western Australia unless otherwise stated or implied.

GOVERNING LAW

This Prospectus and the contracts that arise from the acceptance of the applications under this Prospectus are governed by the law applicable in Western Australia and each Applicant submits to the exclusive jurisdiction of the courts of Western Australia.

CORPORATE DIRECTORY

CURRENT DIRECTORS

John Anthony Gilfillan
Non-Executive Director

Simon John Whybrow
Non-Executive Director

Stephen John Hewitt-Dutton
Non-Executive Director & Company Secretary

PROPOSED DIRECTORS

Trevor John Matthews
Executive Chairman

Brendan James Clark
Non-Executive Director

James Timothy Bahen
Non-Executive Director & Company Secretary

REGISTERED OFFICE

Level 24, 44 St Georges Terrace
Perth WA 6000

Telephone: (+61 8) 6211 5099

WEBSITES

<https://www.hughesdrilling.net/>

<https://www.victorygold.com.au>

PROPOSED ASX CODE

1VG

SHARE REGISTRY

Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067

CORPORATE ADVISER

Trident Capital Pty Ltd
Level 24, 44 St Georges Terrace
Perth WA 6000

AUDITOR

BDO Audit Pty Ltd
Level 10, 12 Creek Street
Brisbane QLD 4000

INVESTIGATING ACCOUNTANT

Pendragon Capital Ltd
283 Rokeby Road
Subiaco WA 6008

AUSTRALIAN LEGAL ADVISER

Price Sierakowski Corporate
Level 24, 44 St Georges Terrace
Perth WA 6000

INDEPENDENT GEOLOGIST

Valuation and Resource Management Pty Ltd
PO Box 1506
West Perth WA 6872

JOINT LEAD MANAGERS

Canaccord Genuity (Australia) Limited
Level 23, 2 The Esplanade
Perth WA 6000

Foster Stockbroking Pty Ltd
Level 9, 66 St Georges Terrace
Perth WA 6000

LETTER FROM THE PROPOSED EXECUTIVE CHAIRMAN

21 May 2021

Dear Investor

On behalf of the proposed board of directors of the Company (post completion of the Proposed Transaction), I am pleased to present this Prospectus to you.

The Company has been presented with the opportunity to acquire 100% of the issued capital of Victory Goldfields Pty Ltd (ACN 637 204 892) to be renamed "Victory Cue Pty Ltd" ("**Victory**"), which holds exploration projects prospective for gold in the Cue goldfields of Western Australia.

Victory has systematically built a portfolio of assets in the Cue goldfields comprising of forty-six (46) tenements and a further seven (7) tenement applications ("**Victory Tenements**"). Cue is located in the mid-west region of Western Australia, 665 kilometres north-east from Perth. The Cue goldfields are regarded as one of the most prestigious mining districts of Western Australia with a long and successful history of gold exploration and production.

The Company's strategy (through its interests in Victory) is to undertake best practice exploration and development of the Victory Tenements so that they can become Joint Ore Reserve Committee 2012 ("**JORC**") Mineral Resources and ore reserves within its tenement land holding. Leveraging its land holding position, Victory also aims to acquire additional gold opportunities within the Cue goldfields district, either through joint venture or tenement acquisition.

In addition to the above strategy, the Company plans to:

- focus on mineral exploration or resource development opportunities that have the potential to deliver value for Shareholders;
- consider investment through acquisition or in joint ventures in other regions that have a strategic fit; and
- operate in a sustainable and ethical manner for the benefit of all stakeholders.

The Company's prospects have sufficient historical mining and exploration combined with recent geochemical work to have well developed plans to undertake exploration programmes including the reverse circulation and diamond drilling of three (3) priority targets, reverse circulation drilling of a further six (6) prospects and a regional auger drilling programme. The Public Offer to acquire Shares in the Company will provide the funding to advance these exciting drilling programmes.

Funds raised under the Public Offer will also be used to pay expenses of the Public Offer and fund general working capital expenses.

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, such as exploration, geological and development risks, operational risks and limited operating history risks. Information about certain risks are set out in Section 4, which I encourage you to read carefully.

We would like to thank our existing Shareholders for all of their support to date, and we look forward to welcoming new Shareholders who would like to participate in the future of the Company.

Yours faithfully



Trevor Matthews
Proposed Executive Chairman

KEY DETAILS OF OFFERS

Key Statistics	\$5,000,000 Subscription
Existing Shares on issue	2,996,931
Shares offered under the Public Offer	25,000,000
Issue price per Share under the Public Offer	\$0.20
Amount to be raised under the Public Offer (before costs)	\$5,000,000
Convertible Loan Shares to be issued to Lenders under the Lenders Offer	9,750,000
Consideration Shares to be issued to the Sellers under the Sellers Offer	8,750,000
24 Month Bonus Escrow Shares to be issued to the Advisers under the Adviser Offer	537,500
Total Shares on issue upon completion of the Offers	47,034,431
Indicative market capitalisation upon completion of the Offers	\$9,406,886
Convertible Loan Options to be issued to the Lenders under the Lenders Offer	9,750,000
Consideration Options to be issued to the Sellers under the Sellers Offer	5,575,000
Performance Shares to be issued to the Sellers under the Sellers Offer	4,703,466
Incentive Options to be issued to the Proposed Directors under the Directors Incentive Offer	4,600,000
Fully Diluted Share Capital	71,662,897

Notes:

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 Public Offer, being \$0.20. Please note that there is no guarantee that the Shares will be trading at \$0.20 upon the Company listing.

INDICATIVE TIMETABLE

Event	Date
General Meeting	16 April 2021
Prospectus lodged with ASIC	21 May 2021
Public Offer opens	31 May 2021
Public Offer closes	28 June 2021
Completion of the Proposed Transaction	5 July 2021
Completion of the Share Purchase Agreement	
Cancellation of all Options on issue by Company	
Change of Company name to take effect	
Proposed Directors appointed to the Board	
Issue of securities under the Offers	
Holding statements sent to Shareholders	7 July 2021
Expected date for Shares to commence trading on ASX	14 July 2021

Note:

The dates shown in the table above are indicative only and may vary subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company reserves the right to vary the Opening Date and the Closing Date without prior notice, which may have a consequential effect on the other dates. Applicants are therefore encouraged to lodge their Application Form as soon as possible after the Opening Date if they wish to invest in the Company.

INVESTMENT OVERVIEW

This Section is not intended to provide full information for investors intending to apply for Shares offered under this Prospectus. This Prospectus should be read and considered in its entirety. The Shares offered pursuant to this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of the Shares.

Topic	Summary	More information
Company		
Who is the issuer of this Prospectus?	Hughes Drilling Limited (ACN 124 279 750) to be renamed "Victory Goldfields Limited".	Section 2.1
Who is the Company and what does it do?	The Company was registered on 6 March 2007 and was admitted to the Official List of the ASX on 29 June 2007. The Company has primarily operated as a drilling contractor to various industries throughout Australia. The Company was put into voluntary administration on 22 December 2016 and entered into a deed of company arrangement on 20 June 2017. The Company was removed from the Official List of the ASX on 27 June 2019.	Section 2
What are the Company's key assets and liabilities?	The Company has no material assets or liabilities and no subsidiaries as at the date of this Prospectus. However, it has entered into an agreement to acquire 100% of the issued share capital in Victory, completion of which is inter-conditional with the completion of the Offers (together with the matters described in Section 2.2, the " Proposed Transaction ").	Sections 3.3.1-3.6, 6 and 7
What is the Company's business strategy?	The Company has entered into the Proposed Transaction and, upon completion, the Company's focus will become that of a mineral exploration operation, being the exploration and development of the Victory Tenements and other gold projects.	Section 3.3
What are the Company's key objectives?	<p>The Company's key objectives are to:</p> <ul style="list-style-type: none"> • explore the portfolio of underexplored and Victory Tenements in the Cue goldfields of Western Australia, including by undertaking follow up drilling and working on Exploration Targets in project areas that have not been effectively tested; • leverage off the experience and skills of the Directors and senior management who collectively have strong track records in corporate management and resource project acquisition, discovery and development; • use Shareholder funds effectively with the goal of returning significant value to Shareholders; and • make acquisitions of, or investments in, assets that Victory considers are a strategic fit to its operations. 	Section 3.3
Victory		
Who is Victory and what does it do?	Victory is an Australian private exploration company based in Perth, Western Australia that was registered in Australia on 1 November 2019. Victory is focused upon the exploration and development of gold projects and has a portfolio of underexplored and Victory Tenements in the Cue goldfields of Western Australia.	Section 3

Topic	Summary	More information
What are Victory's key assets?	Victory's key assets include a portfolio of assets in the Cue goldfields of Western Australia comprising of forty-six (46) tenements and a further seven (7) tenement applications, being the Victory Tenements.	Sections 3.3.1-3.6
How does Victory generate income?	As a mineral exploration company, Victory has only made losses to date.	Section 3
What are Victory's key strengths?	Victory's key strengths are its tenement portfolio in close proximity to the township of Cue located on the Great Northern Highway. This provides access to excellent transport infrastructure, accommodation and other facilities to support exploration activities. The Victory Tenements are highly prospective with historical mining and exploration results. These results will be combined with modern techniques to compile a regional geophysical and geological framework for the Victory Tenements that will highlight areas that are poorly or underexplored in order to reveal new targets for best practice exploration. Victory also has a Board and senior management with significant local exploration experience, study management and project development experience.	Section 3
What is the financial position and performance of Victory?	<p>As at 31 December 2020, Victory had:</p> <ul style="list-style-type: none"> a cash balance of \$6,792; total assets of \$19,249; total liabilities of \$221,299; net liabilities of \$202,050; and total equity of minus \$202,050. <p>As a mineral exploration company, Victory has only made losses to date. Victory's losses for the following periods are as follows:</p> <ul style="list-style-type: none"> 1 November 2019 to 30 June 2020 – (\$315,278); and 1 July 2020 to 31 December 2020 - (\$163,023). <p>Further financial information regarding the Company and Victory is set out in the Investigating Accountant's Report at Section 5.</p> <p>Applicants should note that past performance is not a reliable indicator of future performance.</p>	Section 5
The Offers		
What is the Public Offer?	The Company is offering 25,000,000 Shares at an issue price of \$0.20 each to raise \$5,000,000 before costs under the Public Offer.	Section 1.1
What is the Minimum Subscription of the Public Offer?	The minimum subscription of the Public Offer is \$5,000,000 (" Minimum Subscription ").	Section 1.4

Topic	Summary	More information
What are the Secondary Offers and why are they being undertaken?	<p>In addition to the Public Offer, the Company is also offering up to:</p> <ul style="list-style-type: none"> 8,750,000 Consideration Shares (deemed to be issued at \$0.20 each), 5,575,000 Consideration Options, 4,703,466 Performance Shares to the Sellers (and/or their nominees) under the Sellers Offer; 537,500 24 Month Bonus Escrow Shares to the Advisers in consideration of the services provided to the Company under the Adviser Offer; 9,750,000 Convertible Loan Shares (deemed to be issued at \$0.05 each) and 9,750,000 Convertible Loan Options (with an exercise price of \$0.20 each) to the Lenders (and/or their nominees) under the Lenders Offer; and 4,600,000 Incentive Options to the Proposed Directors (and/or their nominees) under the Directors Incentive Offer. <p>The Secondary Offers are being made under this Prospectus to remove any on-sale restrictions that might otherwise apply to certain securities to be issued to the Sellers, Advisers, Lenders and Directors (and/or their nominees).</p>	Section 1.1.2
What are the conditions of the Offers?	<p>The Offers are conditional upon the following:</p> <ul style="list-style-type: none"> the Company raising \$5,000,000, under the Public Offer (refer to Section 1.3); completion of the Proposed Transaction (refer to Section 2.2); and the Board being reasonably satisfied of the Company's ability to comply with the admission requirements under Chapters 1 and 2 of the Listing Rules. <p>If any of the conditions are not satisfied then the Offers will not proceed.</p>	Section 1.4
Why are the Offers being conducted?	<p>The principal purposes of the Offers are to:</p> <ul style="list-style-type: none"> comply with Chapters 1 and 2 of the Listing Rules; complete the Proposed Transaction; provide funding for the purposes set out in Section 1.6; provide the Company with access to equity capital markets for future funding needs; and enhance the public and financial profile of the Company to facilitate further growth of its business. 	Section 1.5
How will funds raised under the Offers be used?	<p>It is proposed that funds raised under the Offers will be applied towards:</p> <ul style="list-style-type: none"> expenses of the Offers and Proposed Transaction; exploration and other geological work; creditor repayments; and general working capital. 	Section 1.6

Topic	Summary	More information
What is the effect of the Offers on the capital structure of the Company?	<p>The effect of the Offers on the capital structure is summarised in Section 1.7.</p> <p>Including Shares issued under the Secondary Offers, the Company's Share capital will enlarge by 1,469%.</p>	Section 1.7
Proposed Transaction		
What is the Proposed Transaction?	Under the Proposed Transaction, the Company will acquire 100% of the issued share capital in Victory from the Sellers under the Share Purchase Agreement, and undertake associated transactions such as the Public Offer.	Section 2.2
What are the key terms of the Share Purchase Agreement?	<p>The key terms of the Share Purchase Agreement are as follows:</p> <ul style="list-style-type: none"> completion is subject to the following conditions being satisfied or waived: <ul style="list-style-type: none"> the Company obtaining all required regulatory and Shareholder approvals; the Company completing the cancellation of the 500,000 Options on issue as at the date of this Prospectus for no consideration; no material adverse change having occurred in relation to Victory; the Company successfully completing the Offers; and the Company being reasonably satisfied of its ability to comply with Chapters 1 and 2 of the Listing Rules; At completion, the Company will issue up to 8,750,000 Consideration Shares, 4,703,466 Performance Shares and 5,575,000 Consideration Options to the Sellers (and/or their nominees). 	Section 9.1
Why is the Company required to comply with Chapters 1 and 2 of the Listing Rules	<p>Completion of the Proposed Transaction will constitute a significant change to the nature (from drilling contractor operations to gold exploration) and scale of the Company's activities and, accordingly, the Company is required to comply with Chapters 1 and 2 of the Listing Rules in order to complete the Proposed Transaction.</p> <p>The Company obtained Shareholder approval for the change in nature and scale at the General Meeting under Listing Rule 11.1.2, and it will take all other necessary steps to meet the requirements of Chapters 1 and 2 as the Company is applying for admission to the official list of ASX. Among other reasons, this Prospectus is issued to assist the Company with satisfying the requirements of Chapters 1 and 2 of the ASX Listing Rules.</p>	Section 2.3

Topic	Summary	More information
Key risk factors		
<p>Investors should be aware that subscribing for Shares in the Company involves a number of risks. The risk factors set out in Section 4, and other general risks applicable to all investments in listed shares, may affect the value of the Shares 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 and investors should refer to Section 4 for a more detailed summary of the risks.</p>		
Admission to the official list of ASX	The Company's securities are no longer listed on the ASX and will remain unlisted until completion of the Proposed Transaction, compliance with Chapters 1 and 2 of the Listing Rules and satisfaction of any conditions ASX imposed on quotation. There is a risk that the Company will not be able to satisfy all of these requirements and that its securities will consequently remain unlisted.	Section 4.1.1
Exploration, geological and development risks	<p>Gold exploration is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company.</p> <p>There can be no assurance that exploration, or any other exploration properties that may be acquired in the future, will result in the discovery of an economic mineral resource.</p>	Section 4.1.2
Change in the nature and scale of activities	As part of the Company's change in nature and scale of activities, the ASX will require the Company to comply with Chapters 1 and 2 of the Listing Rules. There is a risk that the Company may not be able to meet the requirements of ASX for quotation on the ASX.	Section 4.1.3
Speculative investment	The capital raising under the Public Offer should be considered speculative due to the nature of Victory's business. There cannot be any assurance as to payment of dividends, return of capital or the market value of shares. In particular, the price at which an investor may be able to trade shares may be above or below the price paid for those shares.	Section 4.1.4
Future profitability	<p>Victory is in the growth stage of its development and has only made losses since its incorporation in 2019. The Company's profitability will be impacted by, among other things, the success of its exploration and mining activities, economic conditions in the markets in which it operates, competition factors and any regulatory developments.</p> <p>Accordingly, the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.</p>	Section 4.1.5
Operational risks	<p>The operations of the Company may be affected by various factors set, including, among other things:</p> <ul style="list-style-type: none"> • failure to locate or identify mineral deposits; • failure to achieve predicted grades in exploration and mining; • operational and technical difficulties; • insufficient or unreliable infrastructure, such as power, water and transport; • difficulties in commissioning and operating plant and equipment; 	Section 4.1.6

Topic	Summary	More information
	<ul style="list-style-type: none"> • mechanical failure or plant breakdown; • unanticipated metallurgical problems which may affect metal extraction costs; • adverse weather conditions; • industrial and environmental accidents; • industrial disputes; and • unexpected shortages or increases in the costs of consumables, plant and equipment. <p>In the event that any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected.</p>	
Limited funds	As at the date of this Prospectus, the Company has limited financial resources, meaning it is reliant on raising funds from investors to continue to fund its operations. Although the Directors consider that the Company will, on completion of the Offers, have enough working capital to carry out its stated objectives, there can be no assurance that such objectives can continue to be met in the future without securing funding.	Section 4.1.7
Limited operating history	The Victory Tenements have a very limited operating history under the ownership of Victory. Although the Company's Directors and management have significant operational experience between them, the Company's ability to meet its objectives will be largely reliant upon the Company's ability to implement its current operational plans and take appropriate action to amend those plans in respect of any unforeseen circumstances that may arise.	Section 4.1.8
Access to Victory Tenements	<p>The right of the holder of an exploration license to enter onto the license to explore for minerals is subject to the consent of the occupier of the land and, where the land is proximate to certain specified locations, the ministry responsible for the protection of such locations. Immediate access to the Victory Tenements cannot in all cases be guaranteed.</p> <p>Under Western Australian legislation, the Company may be required to enter into an agreement with the relevant landowner or occupier for the purpose of securing this consent prior to commencing any exploration activities on the affected areas within the Victory Tenements. Compensation may be required to be paid by the Company to land holders in order that the Company may carry out exploration and/or mining activities.</p>	Section 4.1.9
Tenure	<p>Victory's interests are governed by the laws of Western Australia and Victory has an obligation to meet conditions that apply to the Victory Tenements, including the payment of rent and prescribed annual expenditure commitments.</p> <p>The Victory Tenements are subject to annual review and periodic renewal. While it is Victory's intention to satisfy the conditions that apply to the Victory Tenements, there can be no guarantees made that, in the future, the exploration licences granted in respect of the Victory Tenements will be renewed or that minimum expenditure and other conditions that apply to the Victory Tenements will be satisfied.</p>	Section 4.1.10

Topic	Summary	More information
Government and regulatory risk	<p>Operations by the Company may require approvals, consents or permits from government or regulatory authorities, including renewals of existing mining permits or title transfer to newly acquired mining permits, which may not be forthcoming or which may not be able to be obtained on terms acceptable to the Company.</p> <p>Whilst there is no reason to believe that necessary government and regulatory approvals will not be forthcoming (other than as outlined otherwise in this Prospectus), the Company cannot guarantee that those required approvals will be obtained. Failure to obtain any such approvals could mean the ability of the Company to prove-up, develop or operate any project or to acquire any project, may be inhibited or negated.</p>	Section 4.1.11
Commodity prices and exchange rates	<p>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 gold price and the AUD/USD exchange rate.</p> <p>These prices can significantly fluctuate, and are exposed to numerous factors beyond the control of the Company such as world demand for precious and other metals, forward selling by producers, and production cost levels in major metal producing regions.</p>	Section 4.1.12
Results of studies	<p>Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in respect to the Victory Tenements. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.</p> <p>These studies will be completed within parameters designed to determine the economic feasibility of the Victory Tenements within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Victory Tenements 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).</p>	Section 4.1.13
Agents and contractors	<p>The Directors are unable to predict the risk of financial failure or default or the insolvency of any of the contractors which will be used by the Company in any of its activities or other managerial failure by any of the other service providers used by the Company for any activity. Any default or insolvency is outside the Company's control and may have an adverse effect on the Company's operations.</p>	Section 4.1.14
Insurance	<p>The Company intends to adequately 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.</p> <p>Insurance of all risks associated with mineral exploration and production is not always available. Further, where coverage is available, the costs may be prohibitive.</p>	Section 4.1.15
Environmental risks	<p>The Company's activities are subject to the environmental laws inherent in the mining industry and those specific to Western Australia. The Company intends to conduct its activities in an environmentally responsible manner and in compliance with all applicable laws.</p>	Section 4.1.16

Topic	Summary	More information
	<p>However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.</p> <p>In addition, environmental approvals may be required from relevant government or regulatory authorities before activities may be undertaken which are likely to impact the environment. Failure or delay in obtaining such approvals will prevent the Company from undertaking its planned activities. Further, the Company is unable to predict the impact of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.</p>	
Native Title and cultural heritage	<p>The effect of present laws in respect of Native Title that apply in Australia is that the Victory Tenements and tenement applications may be affected by Native Title claims or procedures. This may prevent or delay the granting of exploration and mining tenements, or affect the ability of the Company to explore, develop and commercialise the resources on the Victory Tenements. The Company may incur significant expenses to negotiate and resolve any Native Title issues, including compensation arrangements reached in settling Native Title claims lodged over any of the Victory Tenements held or acquired by the Company.</p>	Section 4.1.17
Crown land	<p>The land subject to the Victory Tenements overlaps with Crown land, including pastoral, historical and general leases. Upon commencing mining operations on any of the Victory Tenements, the Company may need to consider entering into a compensation and access agreement with the lease holders to ensure the requirements of the Mining Act are satisfied and to avoid any disputes arising. In the absence of agreement, the Western Australian Warden's Court determines compensation payable.</p>	Section 4.1.18
Rehabilitation of Victory Tenements	<p>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 could 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.</p>	Section 4.1.19
Climate change regulation	<p>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.</p> <p>The efforts of the Australian government to transition towards a lower-carbon economy may also entail extensive policy, legal, technology and market changes to address mitigation and adaption requirements related to climate change that could significantly impact the Company. Depending on the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the Company.</p>	Section 4.1.20
Counterparty risk	<p>The Company's right to acquire the Victory Tenements is under the Share Purchase Agreement. The ability of the Company to complete on the acquisition of the Victory Tenements will depend on the performance by the Company, Victory and the Sellers of their</p>	Section 4.1.21

Topic	Summary	More information
	obligations under the Share Purchase Agreement. If Victory, the Sellers or any other counterparty defaults in the performance of its obligations, it may be necessary for the Company to institute court proceedings to seek a legal remedy. Legal action instituted in Australia or overseas can be costly.	
Contract risk	<p>The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:</p> <ul style="list-style-type: none"> • financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party; • insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its exploration activities; or • insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity. 	Section 4.1.22
Liquidity and dilution risk	<p>There is currently 2,996,931 Shares on issue representing 6.37% of the total Shares on issue following quotation of the Company's shares being offered to the public pursuant to the Prospectus (assuming that no Options are exercised). Upon compliance, a significant portion of the Shares on issue will be subject to escrow restrictions imposed by the Listing Rules. Some investors may consider there to be an increased liquidity risk if a large portion of the issued capital of the Company is unable to be traded freely for a period of up to twenty-four (24) months.</p> <p>Upon completion of the Proposed Transaction existing Shareholders will be diluted by approximately 93.63% if all Shares are issued and no Options are exercised. If all Shares are issued and all Options are exercised, existing Shareholders will be diluted by approximately 95.52%.</p>	Section 4.1.23
Expiry of escrow	ASX may determine that Shares to be held by the Sellers, the Advisers, the Lenders and Directors are subject to escrow for a period of twelve (12) or twenty-four (24) months, resulting in up to 19,037,500 Shares (representing 40.48% of the total number of Shares on issue upon completion of the Offers) not being tradeable for those periods. This may reduce the volume of trading in the Company's Shares on the ASX, which may in turn negatively impact a Shareholder's ability to sell Shares.	Section 4.1.24
Concentration of ownership of Shares	Upon completion of the Offers, the Sellers will hold up to 8,750,000 Consideration Shares representing 18.60% of the Shares and voting rights in the Company. The Sellers would exert significant influence over matters requiring the approval of Shareholders, including the election of directors, and in doing so may not vote in the interests of other minority Shareholders.	Section 4.1.25
Exploration target risk	The potential quantity and grade of an Exploration Target included in this Prospectus are conceptual in nature and are based on assumptions which are included in the report by SRK. The assumptions	Section 4.1.26

Topic	Summary	More information
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have been made by SRK as a result of there having been insufficient exploration by Victory to estimate a mineral resource. The risk is that it is uncertain if further exploration by the Company will result in the estimation of a mineral resource and further that the assumptions upon which the Exploration Target is based may be inaccurate or incorrect in a material aspect.

Other key details of Offers

What are the important dates of the Offers?

Event	Date
General Meeting	16 April 2021
Prospectus lodged	21 May 2021
Opening Date	31 May 2021
Closing Date	28 June 2021
Completion of the Proposed Transaction Issue of securities under the Offers	5 July 2021
Holding statements sent and allotment confirmation notices	7 July 2021
Trading commences	14 July 2021

Key Offer Details

The above dates are indicative only and may change without notice.

What rights and liabilities attach to the Shares being offered?

The rights and liabilities attaching to the Shares and Secondary Offers Securities are described in Sections 10.1, 10.2 and 10.4.

Sections 10.1-10.5

Is the Public Offer underwritten?

No, the Public Offer is not underwritten.

Section 1.11

Who is the lead manager to the Public Offer?

The Company has appointed Canaccord and Foster Stockbroking as the Joint Lead Managers to the Public Offer. As well as other benefits set out in this Prospectus, the Joint Lead Managers will receive a lead manager fee of 2% and a capital raising fee of 4% (both exclusive of GST, to be deducted from the Gross Proceeds and withheld from settlement) in respect of the gross amount raised under the Public Offer, regardless of:

- which investors those funds are raised from; and
- whether the funds are received or arranged by the Company, the Joint Lead Managers or a third party ("**Gross Proceeds**").

The Joint Lead Managers will split the net fees (50:50).

Sections 1.12 and 9.3

Will any capital raising fees be

The Company reserves the right to pay a fee of up to 6% (excl. GST) of amounts subscribed to any licensed securities dealer or Australian

Section 9.3

Topic	Summary	More information
payable in respect of the Public Offer?	Financial Services Licensee who has procured investment under the Public Offer.	
Will the Shares issued under the Offers be quoted?	The Company will apply to ASX no later than seven (7) days from the date of this Prospectus for admission of the Company to the official list of ASX, and official quotation of the Shares offered under this Prospectus.	Section 1.18
How do I apply for Shares under the Public Offer?	<p>Investors wishing to apply for Shares under the Public Offer contained in this Prospectus should use the Application Form attached to this Prospectus or the online Application Form available at https://hdxoffer.thereachagency.com.</p> <p>All Application Forms must be completed in accordance with their instructions and, for the Public Offer, must be accompanied by a BPAY® or cheque payment in Australia dollars for the full amount of the application being \$0.20 per Share. Cheques must be made to “Hughes Drilling Limited” and should be crossed “Not Negotiable”.</p> <p>Applications under the Public Offer must be for a minimum of 10,000 Shares (\$2,000).</p>	Section 1.2
When will I know if my application was successful?	Holding statements and allotment confirmation notices confirming allocations under the Public Offer will be sent to successful Applicants as required by ASX. Holding statements and allotment confirmation notices are expected to be issued to Shareholders on or about 6 July 2021.	Section 1.18
Can I speak to a representative about the Offers?	Questions relating to the Offers and completion of Application Forms can be directed to the Company on +61 (0)8 6211 5099.	Section 1.23
Key persons		
Who are the Company's Directors?	<p>The Interim Directors of the Company are:</p> <ul style="list-style-type: none"> • John Gilfillan – Non-Executive Director; • Simon Whybrow – Non-Executive Director; and • Stephen Hewitt-Dutton – Non-Executive Director and Company Secretary. <p>The Proposed Directors of the Company taking effect at the completion of the Proposed Transaction are:</p> <ul style="list-style-type: none"> • Trevor Matthews – Executive Chairman; • Brendan Clark – Non-Executive Director; and • James Bahen – Non-Executive Director and Company Secretary. 	Section 8.2
Who comprises the senior management	<p>The Company's proposed senior management team will comprise:</p> <ul style="list-style-type: none"> • Trevor Matthews – Executive Chairman; and • Michael Busbridge – Chief Geologist. 	Sections 8.2-8.4

Topic	Summary	More information
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team of the Company?

What are the significant interests of the Directors?

The Interim Directors each received no director's fees for their roles as Directors of the Company given the temporary nature of their appointments.

Section 8.5

The Proposed Directors will be remunerated as follows:

- as Non-Executive Chairman, Trevor Matthews will receive director's fees of \$164,250 per annum plus statutory superannuation;
- as Director, Brendan Clark will receive director's fees of \$39,420 per annum plus statutory superannuation; and
- as Director, James Bahen will receive director's fees of \$39,420 per annum plus statutory superannuation.

Other than 185,185 Shares held by John Gilfillan, the Directors and their relevant entities do not have any interests in Shares, Options and Performance Shares in the Company as at the date of this Prospectus. Based on the intentions of the Directors as at the date of this Prospectus and subject to the Company's allocation policy, the Directors and their related entities will have the following interests in Shares, Options and Performance Shares upon admission to the Official List of the ASX:

Interim Directors

Director	Securities at date of Prospectus		Securities upon admission to the Official List		
	Shares	Shares	Options	Incentive Options	Performance Shares
John Gilfillan	185,185	455,112	Nil	Nil	Nil
Simon Whybrow	Nil	125,000	Nil	Nil	Nil
Stephen Hewitt-Dutton	Nil	125,000	Nil	Nil	Nil

Proposed Directors

Director	Securities at date of Prospectus		Securities upon admission to the Official List		
	Shares	Shares	Options	Incentive Options	Performance Shares
Trevor Matthews	Nil	2,095,747	1,096,362	2,000,000	878,059

Topic	Summary						More information
	Brendan Clark	Nil	3,220,747	1,096,362	1,300,000	878,059	
	James Bahen	Nil	250,000	Nil	1,300,000	Nil	

Note:

* The figures in the tables above are based on the Company's capital structure as at the date of this Prospectus. If the Company conducts a capital raising or if any Options are exercised (resulting in the issue of new fully paid ordinary shares in the Company) after the date of this Prospectus and before the completion of the Proposed Transaction, then the figures above may vary.

More information on the security holdings, interests and remuneration of the Directors is set out in Section 8.5.

Miscellaneous matters		
What material contracts is the Company a party to?	<p>The material contracts of the Company include:</p> <ul style="list-style-type: none"> the Share Purchase Agreement; the Trident Agreement; the Joint Lead Managers Mandate entered into with Canaccord and Foster Stockbroking; the Convertible Loan Agreements with the Lenders; Executive Agreements; Deeds of Access, Indemnity and Insurance for each Director; and Escrow Agreements to be entered into prior to listing. 	Section 9
Will any Shares be subject to escrow?	No Shares issued under the Public Offer will be subject to escrow. The Company expects that ASX will impose mandatory escrow on certain securities, which are set out in Section 1.9.	Section 1.9
Will the Company pay dividends?	The Board can provide no guarantee as to the extent of future dividends, as these will depend on, among other things, the actual levels of profitability and the financial and taxation position of the Company at the relevant time.	Section 1.22
What are the tax implications of investing in Shares under the Offers?	The tax consequences of any investment in Shares will depend upon each Applicant's particular circumstances. Investors should obtain their own tax advice before deciding to invest.	Section 10.12

1. DETAILS OF OFFERS

1.1 OVERVIEW

1.1.1 PUBLIC OFFER

Under this Prospectus, the Company is offering 25,000,000 Shares at an issue price of \$0.20 each to raise \$5,000,000 before costs under the Public Offer.

The Public Offer is open to the general public, however non-Australian resident investors should consider the statements and restrictions set out in Sections 1.13 and 10.13 before applying for Shares.

The Shares to be issued under the Public Offer are of the same class and will rank equally in all respects with existing Shares on issue. A summary of the rights and liabilities attaching to Shares can be found in Section 10.1.

Applications for Shares must be made on the Application Form accompanying this Prospectus and received by the Company on or before the Closing Date. Persons wishing to apply for Shares should refer to Section 1.2 and the Application Form for further details and instructions.

1.1.2 SECONDARY OFFERS

The Prospectus is also being issued for the following Secondary Offers:

- the offer of up to 8,750,000 Consideration Shares (deemed to be issued at \$0.20 each), 5,575,000 Consideration Options (issued on the basis of 0.6371 free attaching Consideration Option per Share) and 4,703,466 Performance Shares (issued on the basis of the ratio agreed upon by the Sellers) to the Sellers (and/or their nominees) under the Sellers Offer in consideration of the Company acquiring 100% of the shares in Victory under the Share Purchase Agreement. A summary of the Share Purchase Agreement is set out in Section 9.1;
- the offer of up to 537,500 24 Month Bonus Escrow Shares to the Advisers under the Adviser Offer in consideration of the services provided to the Company. In particular, a summary of the Trident Agreement is set out in Section 9.2;
- the offer of up to 9,750,000 Convertible Loan Shares (deemed to be issued at \$0.05 each) and 9,750,000 Convertible Loan Options (with an exercise price of \$0.20 each) (issued on the basis of 1 free attaching Convertible Loan Option per Convertible Loan Share) to the Lenders (and/or their nominees) under the Lenders Offer in consideration of the Lenders providing loans to the Company under their Convertible Loan Agreements. A summary of the Convertible Loan Agreements is set out in Section 9.6; and
- the offer of up to 4,600,000 Incentive Options to the Proposed Directors (and/or their nominees) under the Directors Incentive Offer. A summary of the terms of the Incentive Options is set out in Section 10.5.

The reason for issuing the Secondary Offers Securities under this Prospectus is so that they are issued under a disclosure document and are therefore not subject to the twelve (12) month on-sale restrictions in section 707(3) of the Corporations Act. The Company notes, however, that some of these Secondary Offers Securities will be subject to ASX imposed escrow for up to twenty-four (24) months from the date of quotation. See Section 1.9 for further details on escrow arrangements.

The Company is not offering the different Secondary Offers Securities for the purposes of the Sellers, Advisers, Lenders or Directors selling or transferring their Secondary Offers Securities. However, the Company considers that the Sellers, Advisers, Lenders and Directors should be entitled, if they wish, to on-sell their Secondary Offers Securities prior to the expiry of twelve (12) months, subject to any escrow restrictions.

The Shares, 24 Month Bonus Escrow Shares and Convertible Loan Shares to be issued pursuant to the Secondary Offers are of the same class and will rank equally in all respects with the existing Shares in the Company. A summary of the rights and liabilities attaching to the Shares, 24 Month Bonus Escrow Shares and Convertible Loan Shares is set out in Section 10.1.

A summary of the terms and conditions of the:

- Convertible Loan Options to be issued pursuant to the Lenders Offer is set out in Section 10.2;
- Consideration Options to be issued pursuant to the Sellers Offer is set out in Section 10.3;
- Performance Shares to be issued pursuant to the Sellers Offer is set out Section 10.4. The Performance Shares will convert into Shares upon the Company achieving a defined milestone and a summary of these performance milestones pertaining to the Performance Shares is also set out in Section 10.4; and
- Incentive Options to be issued pursuant to the Directors Incentive Offer is set out in Section 10.5.

Applications for:

- Shares under the Sellers Offer may only be made by the Sellers on the Sellers Offer Application Form;
- 24 Month Bonus Escrow Shares under the Adviser Offer may only be made by the Advisers on the Adviser Offer Application Form;
- Convertible Loan Shares under the Lenders Offer may only be made by the Lenders on the Lenders Offer Application Form;
- Incentive Options under the Directors Incentive Offer may only be made by the Directors via Directors Incentive Offer Letters provided to each of the Proposed Directors.

Each of the Application Forms set out above are accompanying this Prospectus and must be received by the Company on or before the Closing Date. The Sellers, Advisers and Lenders should refer to their respective Application Forms for further details and instructions.

The Directors Incentive Offer Letters set out above are being provided to the Proposed Directors personally along with a copy of this Prospectus and will contain instructions on how the Proposed Directors can apply for the Incentive Options. The Proposed Directors should refer to their respective Directors Incentive Offer Letters for further details and instructions.

No additional funds or consideration is payable by the Sellers, Advisers, Lenders or Directors under their respective offers set out in this Section 1.1.2.

1.2 APPLICATIONS AND PAYMENT

Investors wishing to apply for Shares under the Public Offer contained in this Prospectus should use the Application Form attached to this Prospectus or the online Application Form available at <https://hdxoffer.thereachagency.com>.

Applicants may pay by BPAY® or cheque. If an Applicant is paying by:

- BPAY® via internet or phone banking – please visit the offer website at <https://hdxoffer.thereachagency.com> and complete the online application form. All online Applicants can make their BPAY® payment via internet or phone banking. A unique reference number will be provided to you upon completion of the application; or

- cheque – the cheque must be in Australian dollars for the full amount of the application being \$0.20 per Share multiplied by the number of Shares applied for. Cheques must be made payable to “Hughes Drilling Limited” and should be crossed “Not Negotiable”.

Applications under the Public Offer must be for a minimum of 10,000 Shares (i.e. the number of Shares equal to \$2,000 in value at the Share price of \$0.20 each). No brokerage, stamp duty or other costs are payable by Applicants. All Application Monies will be paid into a trust account.

If paying by cheque, completed Application Forms and accompanying cheques must be received by the Company before 5.00 pm (AWST) on the Closing Date by being posted to the following address:

Hughes Drilling Limited

c/- Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 3001

Applicants are urged to lodge their Application Forms as soon as possible as the Public Offer may close early without notice.

An original, completed and lodged Application Form (including online applications) together with a payment for the Application Monies constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form. The Application Form does not need to be signed to be valid. 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 Board's decision as to whether to treat an application as valid and how to construe, amend or complete the Application Form is final.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals in order to be issued Shares under the Public Offer. The return of an Application Form or otherwise applying for Shares under the Public Offer will be taken by the Company to constitute a representation by the Applicant that it:

- has received a printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- agrees to be bound by the terms of this Prospectus and the Company's Constitution;
- makes the representations and warranties in Section 1.13 (to the extent that they are applicable) and confirms its eligibility in respect of an offer of Shares under the Public Offer;
- declares that all details and statements in the Application Form are complete and accurate;
- declares that it is over eighteen (18) years of age and has full legal capacity and power to perform all of its rights and obligations under the Application Form;
- acknowledges that once the Application Form is returned or payment is made its acceptance may not be withdrawn;
- agrees to being issued the number of new Shares it applies for at \$0.20 each (or such other number issued in accordance with this Prospectus);
- authorises the Company to register it as the holder(s) of the Shares issued to it under the Public Offer;
- acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the Shares are suitable for it, given its investment objectives, financial situation or particular needs; and

- authorises the Company and its officers or agents to do anything on its behalf necessary for the new Shares to be issued to it, including correcting any errors in its Application Form or other form provided by it and acting on instructions received by the Share Registry using the contact details in the Application Form.

1.3 MINIMUM SUBSCRIPTION

The Minimum Subscription requirement for the Public Offer is \$5,000,000, representing the subscription of 25,000,000 Shares at an issue price of \$0.20 each. No Shares will be issued until the Public Offer has reached the Minimum Subscription. Subject to any extension, if the Minimum Subscription has not been achieved within four (4) months of the date of this Prospectus, all Application Monies will be refunded without interest in accordance with the Corporations Act.

1.4 CONDITIONAL OFFER

The Offers under this Prospectus are conditional upon the following events occurring:

- the Company raising the Minimum Subscription amount of \$5,000,000 under the Public Offer (refer to Section 1.1.1 for further information);
- completion of the Proposed Transaction (refer to Section 2.2 for further information); and
- the Board being reasonably satisfied of the Company's ability to comply with the admission requirements under Chapters 1 and 2 of the Listing Rules (refer to Section 2.3 for further information).

If these conditions are not satisfied then the Offers will not proceed and the Company will repay all Application Monies without interest in accordance with the Corporations Act.

1.5 PURPOSES OF THE OFFERS

The principal purposes of the Offers are to:

- facilitate the Company's compliance with the admission requirements in Chapters 1 and 2 of the Listing Rules;
- complete the Proposed Transaction;
- provide funds for the purposes set out in Section 1.6;
- provide the Company with access to equity capital markets for future funding needs;
- enhance the public and financial profile of the Company to facilitate further growth of the Company's business, including into the Australian market;
- ensure that the on-sale of the Shares do not breach section 707(3) of the Corporations Act; and
- ensure that the on-sale of the underlying Shares to be issued upon the exercise of the Options and Performance Shares is in accordance with ASIC Corporations Instrument 2016/80.

1.6 PROPOSED USE OF FUNDS

The Company intends to use the funds raised under the Public Offer as follows:

Item	\$5,000,000 Subscription	
	Amount (\$)	%
Funds available	-	-
Existing cash reserves ¹	\$120,000	2.3%
Funds raised from the Public Offer	\$5,000,000	97.7%
Total funds available	\$5,120,000	100%
Use of funds	-	-
Priority reverse circulation and diamond drilling programmes at Coodardy, Eagle Hawk and Emily Wells	\$1,680,000	32.8%
Other reverse circulation and diamond drilling and soil geochemistry programs	\$920,000	18.0%
Professional fees and geological management	\$432,000	8.4%
Geophysics	\$160,000	3.1%
Rates, tenement rents, administration and travel expenses	\$288,000	5.6%
Working capital ²	\$1,277,000	25.0%
Public Offer expenses ³	\$63,000	1.2%
Capital raising fee ⁴	\$300,000	5.9%
Total²	\$5,120,000	100%

Note:

1. This figure reflects the Company's estimated existing cash reserves as at the date of this Prospectus.
2. Working capital costs include general costs associated with the management and operation of the Company's business, including administrative expenses, management salaries, directors' fees, other associated operational costs and contingency.
3. Refer to Section 10.10 of this Prospectus to see the individual expenses of the Offers.
4. Additional expenses of the Proposed Transaction have been paid using existing cash reserves including from funds raised from the Lenders (see Section 10.10 for more information).

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors including, but not limited to, the success of the Company's exploration and evaluation programs, as well as regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

Additional funding through debt and/or equity may be considered by the Board where it is appropriate to accelerate a specific project or transaction.

If the Company decides to make any significant acquisitions such as competitor business or other assets, then it is possible that such acquisitions would be funded by additional financing through debt and/or equity (subject to any necessary Shareholder approvals).

The Board is satisfied that upon completion of the Offers, the Company will have sufficient capital to meet its objectives stated in this Prospectus.

1.7 CAPITAL STRUCTURE

The table below provides a summary of the capital structure of the Company at the date of this Prospectus and upon completion of the Offers.

Capital Structure	Existing	Completion
		\$5,000,000 Subscription
Existing Shares¹	2,996,931	2,996,931
Convertible Loan Shares ²	-	9,750,000
Consideration Shares ³	-	8,750,000
Public Offer ⁵	-	25,000,000
24 Month Bonus Escrow Shares ⁶	-	537,500
Total Shares	2,996,931	47,034,431
Performance Shares ⁷	-	4,703,466
Existing Options ¹	500,000	-
Convertible Loan Options ²	-	9,750,000
Incentive Options ⁸	-	4,600,000
Consideration Options ⁴	-	5,575,000
Fully diluted Share capital	3,496,931	71,662,897

Notes:

1. Assumes no additional Shares are issued between the date of the Notice of Annual General Meeting and completion of the Proposed Transaction. The Existing Options will be cancelled prior to Completion.
2. Convertible Loan Shares and free attaching Convertible Loan Options are to be issued to the Lenders in full repayment of the Convertible Loans. Convertible Loan Options will be exercisable at \$0.20 each and will expire on 31 December 2022. See Section 10.2 for the full terms of the Convertible Loan Options.
3. Consideration Shares to be issued to the Sellers under the Share Purchase Agreement as partial consideration for its shares in Victory. See Section 1.1 for further information.
4. Consideration Options to be issued to the Sellers under the Share Purchase Agreement as partial consideration for their shares in Victory. Consideration Options will be exercisable at \$0.20 each and will expire on the date that is two (2) years after that listing of the Company. See Section 10.3 for the full terms of the Consideration Options.
5. See Section 1.1 for further information on the Public Offer.
6. 24 Month Bonus Escrow Shares to be issued under the Adviser Offer to the Advisers in consideration of services provided to the Company in connection with the Proposed Transaction. See Section 9.2 for further information.
7. Performance Shares are to be issued to the Sellers under the Share Purchase Agreement as partial consideration for their shares in Victory. See Section 10.4 for the full terms of the Performance Shares.

8. Incentive Options are to be issued to the Proposed Directors under the Directors Incentive Offer. See Section 10.5 for further information.

1.8 CAPITAL ADEQUENCY

The Proposed Directors are of the opinion that if the Company can raise the Minimum Subscription amount under the Public Offer, then the Company will have sufficient working capital to carry out its stated business objectives, which are outlined in this Prospectus.

1.9 ESCROW ARRANGEMENTS

Under the Listing Rules, ASX may determine that securities issued to promoters, seed capital investors and Sellers of classified assets have escrow restrictions placed on them. Such securities may be required to be held in escrow for up to twenty-four (24) months from quotation of the Company's Shares, during which time they must not be transferred, assigned or otherwise disposed of.

No Shares issued under the Public Offer will be subject to escrow. However, the Company does expect that some or all of the Shares held or to be issued to the Sellers, the Lenders, the Advisers and the Directors will be subject to escrow. Prior to quotation of its Shares, the Company will enter into Escrow Agreements with the relevant holders in relation to the securities subject to mandatory escrow in accordance with the Listing Rules.

The Company intends to lodge escrow submissions with the ASX prior to its proposed listing to seek confirmation of ASX's position in relation to restricted securities and to seek a waiver in relation to ASX Listing Rule 9.1.3 (see Section 10.14).

The Company will announce final escrow arrangements to ASX prior to quotation of its Shares.

1.10 FREE FLOAT CONFIRMATION

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 admission to the Official List of ASX will be not less than 20% in compliance with ASX Listing Rule 1.1 Condition 7.

1.11 UNDERWRITING

The Public Offer is not underwritten.

1.12 JOINT LEAD MANAGERS

The Company has appointed Canaccord and Foster Stockbroking as the Joint Lead Managers to the Public Offer. The Joint Lead Managers will receive a lead manager fee of 2% and a capital raising fee of 4% (both exclusive of GST, to be deducted from the Gross Proceeds and withheld from settlement) in respect of the Gross Proceeds as well as other benefits. The Joint Lead Managers will split the net fees (50:50). The Joint Lead Managers Mandate is summarised in Section 9.2.

Foster Stockbroking and Canaccord and/or their nominees may also subscribe for up to 107,500 and 215,000 24 Month Bonus Escrow Shares respectively at \$0.001 per Share as set out in Section 9.2.

1.13 FOREIGN INVESTOR RESTRICTIONS

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit a public offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals for the issue to them of Shares offered pursuant to this Prospectus. The submission of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained. See

Section 10.13, for information on selling restrictions that apply to the Shares in certain jurisdictions outside Australia.

1.14 RISK FACTORS

As with any share investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 4. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, Applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.15 EXPOSURE PERIOD

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an Exposure Period of seven (7) days from the date of lodgement with ASIC. The Exposure Period may be extended by ASIC by a further period of up to seven (7) days.

The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus. If deficiencies are detected, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. During the Exposure Period, this Prospectus can be viewed online on the Company's website at <https://www.victorygold.com.au>, and hard copies of this Prospectus will be made available upon request to the Company. Applications received during the Exposure Period will not be processed until after expiration of the Exposure Period. No preference will be conferred on applications received during the Exposure Period and all such applications will be treated as if they were simultaneously received on the Opening Date.

1.16 APPLICATION MONIES HELD IN TRUST

All Application Monies will be held in a separate subscription account on behalf of Applicants until the Shares are issued pursuant to the Public Offer. If the Minimum Subscription is not achieved within a period of four (4) months of the date of this Prospectus, all Application Monies will be refunded in full without interest, and no Shares will be issued under the Public Offer. Any interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

1.17 ALLOCATION AND ISSUE OF SHARES

The Board reserves the right to reject any application or to issue a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no issue is made, the surplus Application Monies will be promptly refunded without interest.

Subject to ASX granting approval for quotation of the Shares, the issue of Shares will occur as soon as practicable after the Public Offer closes. All Shares issued under the Public Offer will rank equally in all respects with existing Shares on issue. Holding statements and allotment confirmation notices will be sent to successful Applicants as required by ASX. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statement and allotment confirmation notices will do so at their own risk.

The Company has the right to allocate the Shares under the Public Offer as it sees fit. No Applicant under the Public Offer has any assurance of being allocated all or any Shares they apply for. The Company may reject any application or allocate to any Applicant fewer Shares than they apply for under the Public Offer.

The Company will take the following factors into account when determining how to allocate Shares amongst Applicants:

- the number of Shares applied for in total and by each individual Applicant;
- the overall level of demand for the Public Offer;

- the desire for spread of investors, including to ensure that the Company meets the Shareholder spread requirements under the ASX Listing Rules; and
- the desire for an informed and active market for trading Shares following completion of the Public Offer.

If an application is not accepted, or is accepted in part only, the relevant part of the Application Monies will be refunded. Interest will not be paid on Application Monies refunded. The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for in their application.

1.18 ASX LISTING AND QUOTATION

The Company will apply to ASX no later than seven (7) days from the date of this Prospectus for admission of the Company to the official list of ASX, and official quotation of the Shares offered under the Offers. Subject to any extension, if the Shares are not admitted to quotation within three (3) months of the date of this Prospectus, no Shares will be issued and Application Monies will be refunded in full without interest in accordance with the Corporations Act.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant admission of the Company to the official list and official quotation of the Shares being offered is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares.

1.19 CHESS AND ISSUER SPONSORSHIP

The Company will apply to CHESS. All trading on the ASX in existing Shares 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 sub-register and an electronic CHESS sub-register. The two (2) sub-registers together make up the Company's principal register of securities.

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

1.20 PRIVACY DISCLOSURE

Persons who apply for Shares 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 Shares, to provide facilities and services to Shareholders, 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 the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company on +61 (8) 6211 5099, or the Share Registry on 1300 555 159 (within Australia) or (+61 3) 9415 4062.

1.21 FINANCIAL FORECASTS

After considering *ASIC Regulatory Guide 170*, the Directors do not believe that they have a reasonable basis to reliably forecast future earnings of the Company and, accordingly, financial forecasts are not included in this Prospectus.

1.22 DIVIDENDS

The Board can provide no guarantee as to the extent of future dividends, as these will depend on, among other things, the actual levels of profitability and the financial and taxation position of the Company at the relevant time.

1.23 ENQUIRIES

This Prospectus is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, lawyer, accountant or other professional adviser without delay.

Questions relating to the Offers and completion of Application Forms can be directed to the Company on (+61 (8)) 6211 5099.

2. OVERVIEW OF THE COMPANY AND PROPOSED TRANSACTION

2.1 BACKGROUND

The Company was registered on 6 March 2007 and listed on the ASX on 29 June 2007. The Company has primarily operated as a drilling contractor to various industries throughout Australia. After being placed into voluntary administration in 2017, the Company engaged Trident Capital to assist the Board in negotiating a potential transaction for the Company to establish it to be listed to trade on the ASX.

Specifically, the Company has been presented with the opportunity to acquire 100% of the rights and title in all the issued capital of Victory which holds exploration projects prospective for gold in the Cue goldfields of Western Australia. It is proposed that the Company will enter into the Share Purchase Agreement with Victory and the Sellers to acquire 100% of the issued share capital of Victory under the Proposed Transaction.

2.2 PROPOSED TRANSACTION

Under the Proposed Transaction, and as a result of the Shareholders approving the Transaction Resolutions, the Company will:

- cancel all outstanding Options on issue by the Company;
- acquire 100% of the issued share capital of Victory;
- raise \$5,000,000 by issuing 25,000,000 Shares under the Public Offer at an issue price of \$0.20 each;
- issue the Secondary Offer Securities to the Lenders, Sellers, Advisers and Directors;
- change the Company name from “Hughes Drilling Limited” to “Victory Goldfields Limited”;
- restructure its Board, with the Interim Directors retiring and being replaced by the Proposed Directors from the completion of the Proposed Transaction; and
- comply with Chapters 1 and 2 of the Listing Rules and commence trading on the ASX.

In addition, the Company has recently consolidated its share capital on a one (1) to thirteen and a half (13.5) basis on 19 April 2021 and raised funds under the Convertible Loan Agreements on the terms and conditions provided in Section 9.6.

2.3 COMPLIANCE WITH CHAPTERS 1 & 2

Completion of the Proposed Transaction will constitute a significant change to the nature (from a drilling company to a gold mineral exploration company) and scale of the Company's activities and, accordingly, the Company is required to comply with Chapters 1 and 2 of the Listing Rules in order to complete the Proposed Transaction.

The Company obtained Shareholder approval for the change in nature and scale at the General Meeting under Listing Rule 11.1.2 as well as other transactions contemplated by the Proposed Transaction, and it will take all other necessary steps to meet the requirements of Chapters 1 and 2 as it is applying for admission to the official list of ASX. A primary purpose of this Prospectus is to facilitate the Company in compliance with the admission requirements under the Listing Rules.

The Company will remain de-listed until it has complied with Chapters 1 and 2 of the Listing Rules. There is a risk that the Company may not be able to meet the requirements of Chapters 1 and 2. In the event that the conditions to the Offers are not satisfied or ASX does not otherwise approve the quotation of the Company's Shares then the Company will not proceed with the Offers, and all Application Monies will be refunded without interest and any Shares issued will be deemed void in accordance with the Corporations Act.

2.4 BOARD CHANGES

Under the Share Purchase Agreement, the Sellers are entitled to nominate three (3) Directors to replace the Interim Directors from completion of the Share Purchase Agreement. Accordingly, it is intended Proposed Directors will form the Board upon completion of the Share Purchase Agreement, and the Interim Directors, who have acted as caretaker Directors following the release of the Company from the DOCA, will step down.

Further information on the Proposed Directors is set out in Section 8.2.2.

2.5 TRANSACTION RESOLUTIONS

The Company held its Annual General Meeting on 16 April 2021 at which the following resolutions approving the Proposed Transaction were passed ("**Transaction Resolutions**"):

- the Consolidation of the Company's existing share capital on the basis of one (1) Share for every thirteen and a half (13.5) existing Shares;
- the change of the Company name from Hughes Drilling Limited to "Victory Goldfields Limited";
- a significant change to the nature and scale of the of the Company's activities as a result of the Proposed Transaction;
- the approval of the new class of Shares known as Performance Shares;
- the issue of 4,703,466 Performance Shares to the Sellers as partial consideration for its shares in Victory;
- the issue of 8,750,000 Consideration Shares and 5,575,000 Consideration Options to the Sellers in consideration of the Company acquiring 100% of the issued share capital in Victory;
- the issue of 25,000,000 Shares to the public under this Prospectus at an issue price of \$0.20 to raise \$5,000,000 before costs;
- the approval of the Interim Directors and Proposed Directors right to participate in the Public Offer;
- the ratification of the Company's issue of up to 9,750,000 Convertible Loan Shares to Exempt Investors at an issue price of \$0.05 each to raise up to \$487,500, with one (1) free attaching Option with an exercise price of \$0.20 and expiry of 31 December 2022;
- the approval of Praha Nominees Pty Ltd and IML Holdings Pty Ltd to participate in the Lenders Offer;
- the issue of 537,500 24 Month Bonus Escrow Shares to the Advisers for services provided in connection with the Proposed Transaction; and
- the appointment of the Proposed Directors with effect from completion of the Share Purchase Agreement. Please see Section 8.2.2 for details of the Proposed Directors; and
- the issue of 4,600,000 Incentive Options to the Proposed Directors.

3. VICTORY OVERVIEW

This Section 3 contains a summary of Victory and the Victory Tenements. Investors should ensure they read the Independent Geologist's Report in Section 6 where the Victory Tenements and proposed exploration programs are described in more detail. Investors should also ensure that they read the Legal Tenement Report in Section 7 for further legal details of the Victory Tenements.

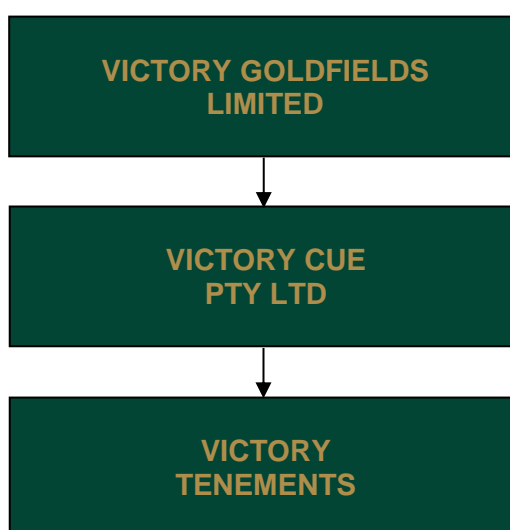
3.1 BACKGROUND

Victory is an Australian private exploration company based in Perth, Western Australia that was registered in Australia on 1 November 2019. Victory is focused upon the exploration and development of gold projects and has a portfolio of underexplored tenements in the Cue goldfields of Western Australia, being the Victory Tenements.

The corporate group structure of Victory is set out below. If the Proposed Transaction completes, Victory will become a wholly owned subsidiary of the Company.

3.2 CORPORATE STRUCTURE

Assuming completion of the Proposed Transaction, the corporate group structure is set out below.



3.3 STRATEGY AND OBJECTIVES

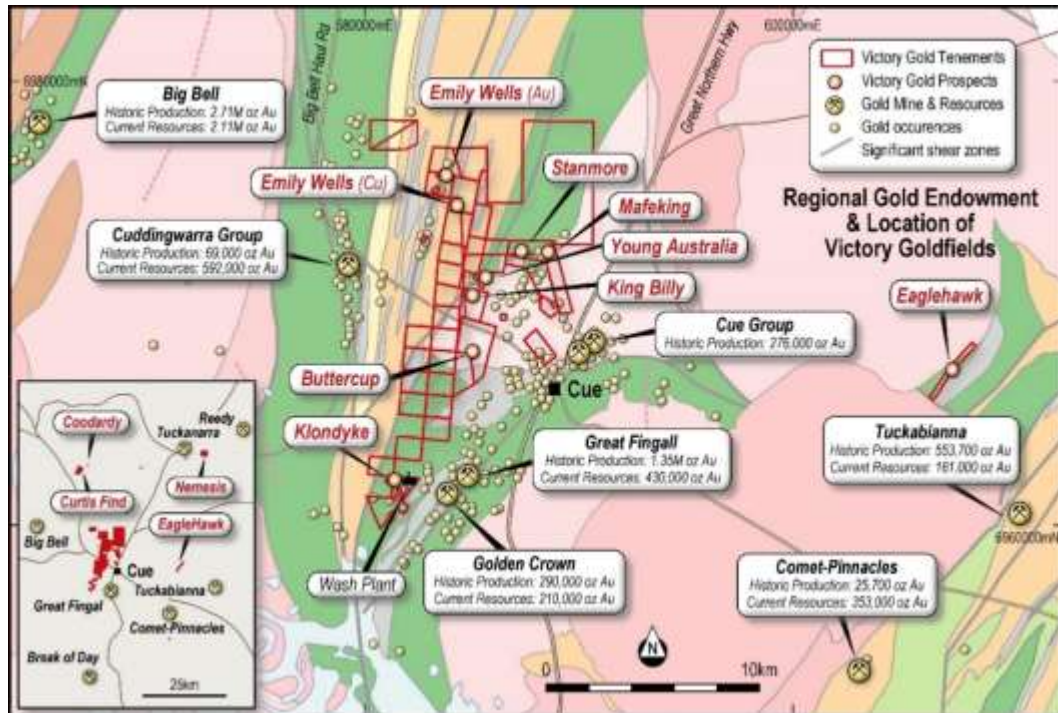
The Company's strategy (through its interests in Victory) is to undertake best practice exploration and develop JORC (2012) Mineral Resources and ore reserves within its tenement land holding. Leveraging its land holding position, Victory also aims to acquire additional gold opportunities within the Cue goldfields district, either through joint venture or tenement acquisition.

In addition to the above strategy, the Company plans to:

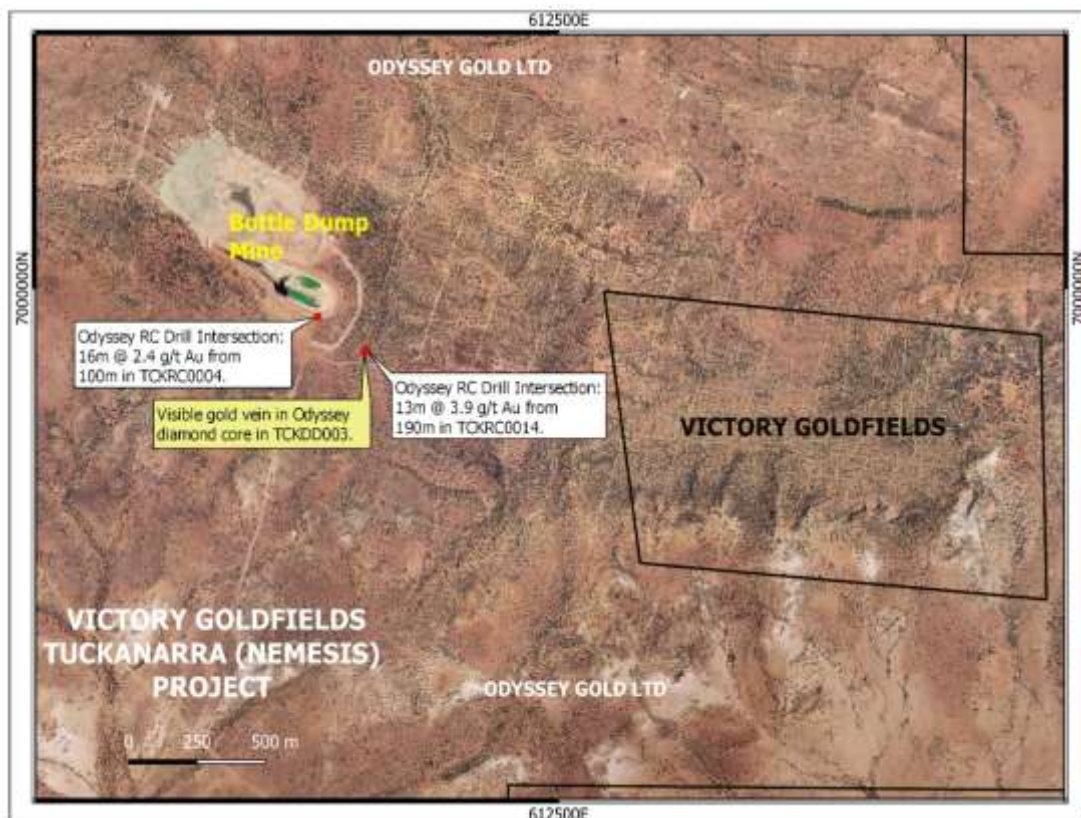
- focus on mineral exploration or resource development opportunities that have the potential to deliver value for Shareholders;
- consider investment through acquisition or in joint ventures in other regions that have a strategic fit; and
- operate in a sustainable and ethical manner for the benefit of all stakeholders.

3.3.1 PROJECT OVERVIEW

Victory has systematically built a portfolio of assets in the Cue goldfields comprising of forty-six (46) tenements, a further seven (7) tenement applications, being the Victory Tenements. Cue is located in the mid-west region of Western Australia, approximately 665 kilometres from Perth and the Cue goldfields are regarded as one of the most prestigious mining districts of Western Australia with a long and successful history of gold exploration and production.



Victory Tenement Map with Cue Region Gold Endowment

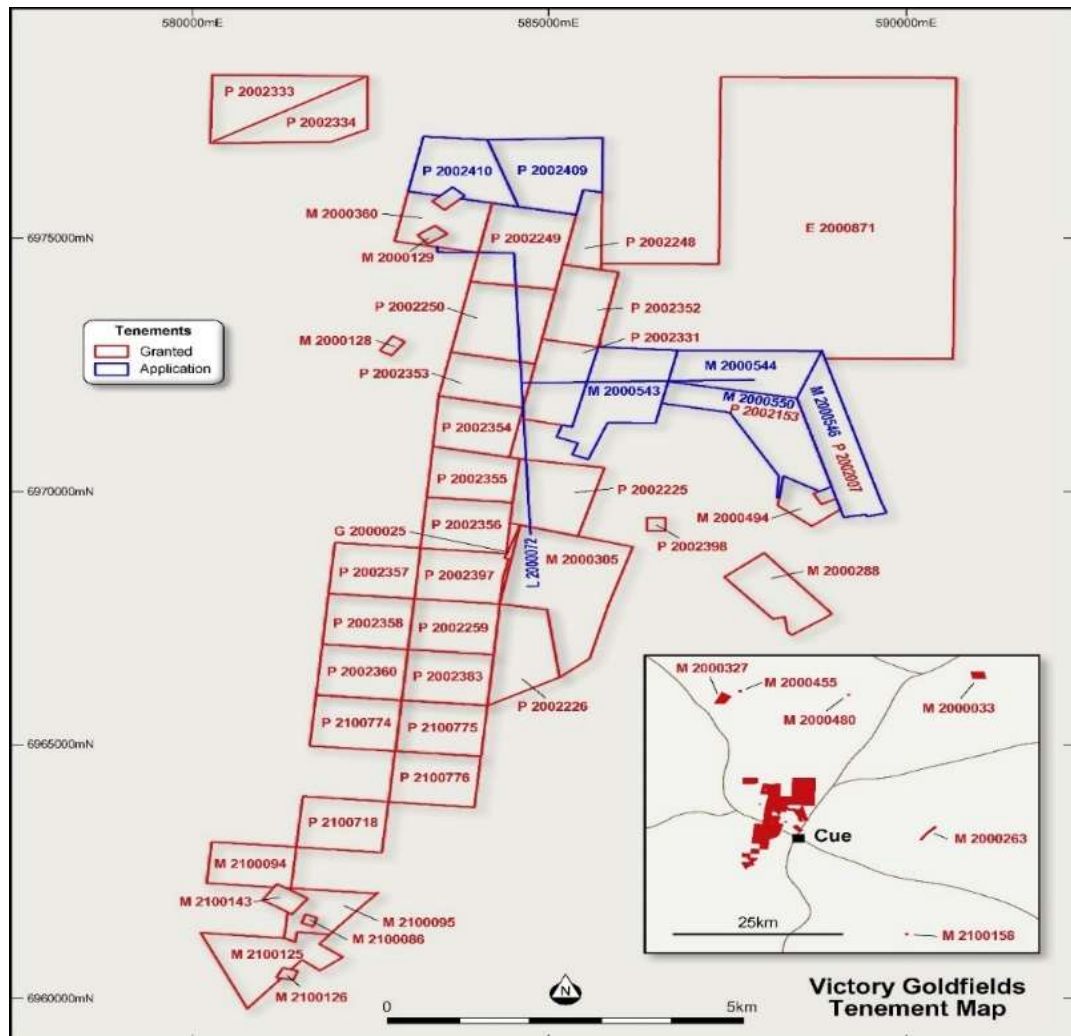


Tuckanarra (Nemesis) Tenement Regional Location

The Victory Tenements have only been sporadically explored in the past for a variety of reasons including drilling access restrictions, tenements with different owners unable to conduct wholistic exploration programs and a lack of resources for previous holders of the Victory Tenements. As such, Victory will use modern techniques to compile a regional geophysical and geological framework for the Victory Tenements to highlight areas that are poorly or underexplored in order to reveal new targets for exploration.

3.3.2 TENEMENT DETAILS

The Victory Tenements comprise of forty-six (46) granted licenses and an additional seven (7) license applications with a total area of approximately 73.88km².



Granted and Application Tenement Map

3.3.3 GEOLOGICAL INFORMATION

The Murchison region surrounding the Cue goldfields has historically produced in excess of seven (7) Moz of gold. Substantial historic gold production has occurred near Cue at the gold mining centres of Big Bell and Cuddingwarra to the northwest of Cue, at Cue townsite and the Day Dawn group of mines immediately south-west of Cue, the Tuckanarra (Nemesis) and Reedy gold mines to the north-east of Cue, and at Tuckabianna to the east of Cue.

3.3.4 SUMMARY EXPLORATION BUDGET FOR 2021 AND 2022

The Company's exploration program (through its interests in Victory) includes resource definition programmes at Coodardy and Eagle Hawk combined with testing of mineralisation extensions at Emily Wells (see Section 3.4 below), with over 6,000 metres of planned diamond drilling and over 1,800 metres of planned reverse circulation drilling. In relation to this work program, the Company's brief summary budget for two years from listing is outlined in the table below.

Item	Year 1	Year 2	Total
Priority reverse circulation, diamond drilling and exploration programs at Coodardy, Eagle Hawk and Emily Wells	\$1,680,000	-	\$1,680,000
Auger and reverse circulation drilling and exploration programmes	\$160,000	\$760,000	\$920,000
Professional fees and geological management	\$216,000	\$216,000	\$432,000
Geophysics	\$80,000	\$80,000	\$160,000
Rates and rents	\$96,000	\$96,000	\$192,000
Administration, software and consumables	\$12,000	\$12,000	\$24,000
Logistics and accommodation	\$36,000	\$36,000	\$72,000
Total	\$2,280,000	1,200,000	\$3,480,000

Further details of the Company's intended exploration programs and budgets are set out in the Independent Geologist's Report at Section 6.

The exploration programs and budgeted expenditure outlined above and in section 6 of the Independent Geologist's Report are subject to modification on an ongoing basis and are contingent on circumstances, results and other opportunities. Expenditure may be reallocated as a consequence of such changes or new opportunities arising and will always be prioritised with due regard to geological merit and other business factors related to the Company's activities.

Ongoing assessment of the Victory Tenements may lead to increased or decreased levels of expenditure reflecting a change of emphasis. The proposed budget will be spent on granted tenements and will be subject to modification on an ongoing basis depending on the results obtained from exploration and development activities as they progress and the granting of tenements currently under application. The budget is consistent with the stated objectives of the Company and the program is justified on the basis of the historical exploration activity and the demonstrated potential for discovery of gold mineralisation.

3.4 CURRENT EXPLORATION PROSPECTS

The Victory Tenements have only been sporadically explored in the past for a variety of reasons including drilling restrictions and lack of resources for previous holders. As such, the Company will use modern techniques to compile a regional geophysical and geological framework for the Victory Tenements to highlight areas that are poorly or underexplored in order to possibly reveal new targets for exploration.

Three (3) priority drilling targets have been identified and approved programmes are in place for work on two (2) of the prospects. With 6,000 metres of diamond drilling combined with 1,800 metres of reverse circulation drilling planned for the three (3) priority drilling targets soon after listing on the ASX, the Company is well placed to provide Shareholders with significant exploration news flow in the near future.

The Company has a number of specific prospects for exploration (including, but not limited to, those known as Coodardy, Emily Wells, Eagle Hawk, Young Australia, Mafeking, Monte Carlo, Lady Godiva, Klondyke, Buttercup and King Billy) and details of these are provided in more extensive detail in the Independent Geologists Report (see Section 6).

3.5 FUTURE EXPLORATION OPPORTUNITIES

A significant number of the Victory Tenements are located on or close to north to north easterly trending structures. Regional structures are in compression along most of their length and are mostly unmineralized. However, divergence or bending of the structure can cause tensional zones to form. If hot hydrothermal or magmatic fluids are present the decreased pressure and temperature gradients can allow gold to precipitate from the fluids at those divergent locations.

During fieldwork and mapping programs, Victory has identified many workings that are yet to be recorded in the Inventory of Abandoned Mine Sites in Western Australia Database. For example, several unrecorded old workings have recently been found near the Coodardy deposit and the Stanmore prospect. Victory's database of multi-element assays from the systematic recording and sampling of mullock dumps around all old workings is in progress. Additional workings are expected to be added. In time, these workings will be prioritised for drilling using their regional and geochemical characteristics.

The Company has a number of specific prospects for future exploration (including, but not limited to, those known as Buttercup East, Buttercup West, Stanmore, Union Jack, Retreat, Tuckanarra (Nemesis), Curtis Find and Emily Wells East) and details of these are provided in more extensive detail in the Independent Geologists Report (see Section 6).

3.6 EXPLORATION TARGETS

Geological consultants SRK Consulting (Australasia) Pty Ltd ("**SRK**") were engaged by Victory to estimate Exploration Targets for the Eagle Hawk and Coodardy projects (specific tenements within the Victory Tenements). The Exploration Targets have been prepared and reported by SRK in accordance with JORC requirements and are summarised as follows (all figures presented are represented as approximations):

Exploration Targets for the Coodardy project

Parameter	Low case	Comment on lower value	High case	Comment on upper value
Bulk density (A)	2.7 t/m ³	No bulk density measurements were provided. However, typical quartz veins in the Goldfields region have a bulk density of ~2.7 t/m ³ .	2.7 t/m ³	No bulk density measurements were provided. However, typical quartz veins in the Goldfields region have a bulk density of ~2.7t/m ³ .
Total volume of mineralised area (B)	163,350 m ³	Volume based on modelled grade shell of 0.3 g/t Au. Grade shell derived from Indicator radial basis function (RBF) interpolation of gold values, and local structural trend.	844,760 m ³	Volume based on modelled grade shell of 0.1g/t Au. Grade shell derived from Indicator radial basis function (RBF) interpolation of gold values, and local structural trend.
Mean grade (C)	1.5g/t Au	Mean grade of selected 1m composites within 0.3 g/t Au grade shell.	0.7g/t Au	Mean grade of selected 1m composites within 0.1 g/t Au grade shell.
Target size	0.44 Mt at 1.5 g/t Au	A*B*C/31.1 g = 21,272 oz	2.28 Mt at 0.7 g/t Au	A*B*C/31.1 g = 51,338 oz

Exploration Targets for the Eagle Hawk project

Parameter	Low case	Comment on lower value	High case	Comment on upper value
Bulk density (A)	2.7 t/m ³	No bulk density measurements were provided. However, typical quartz veins in the Goldfields region have a bulk density of ~2.7 t/m ³ .	2.7 t/m ³	No bulk density measurements were provided. However, typical quartz veins in the Goldfields region have a bulk density of ~2.7t/m ³ .
Total volume of mineralised area (B)	76,605 m ³	Volume based on modelled grade shell of 0.5 g/t Au. Grade shell derived from Indicator radial basis function (RBF) interpolation of downhole gold values, informed by interpreted structural trend.	135,096 m ³	Volume based on modelled grade shell of 0.25g/t Au. Grade shell derived from Indicator radial basis function (RBF) interpolation of downhole gold values, informed by interpreted structural trend.
Mean grade (C)	2.0 g/t Au	Mean grade of selected 1m composites within 0.25 g/t Au grade shell.	1.5g/t Au	Mean grade of selected 1m composites within 0.25 g/t Au grade shell.
Target size	2.07 kt at 2.0 g/t Au	A*B*C/31.1 g = 13,301 oz	3.65 kt at 1.5 g/t Au	A*B*C/31.1 g = 17,593 oz

Competent Person Statement

Information contained in this Section 3.6 that relates to the preparation of the volumes and ranges used in reporting the Exploration Targets is based on work conducted by Mr Chris Blaser.

Mr Chris Blaser, MSc (Geology) is a Competent Person, who is a member of the Australia Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. Mr Paul Dunbar is a full time employee of SRK and has sufficient experience, which is relevant to the style of mineralisation and type of mineral deposits under consideration and to the activity being undertaken to qualify as a Competent Person under the JORC Code and a Specialist under the VALMIN Code. Mr Chris Blaser takes the overall responsibility for the preparation of the volumes and figures reported for Exploration Targets.

Information contained in this Prospectus that relates to the exploration tenements and data used in the preparation of Exploration Targets is based on information provided by Mr Michael Busbridge.

Mr Michael Busbridge is a Competent Person who is a member of the Australian Institute of Geoscientists and the Society of Economic Geologists. Mr Michael Busbridge will be the Chief Geologist of the Company (see Section 8.4.2) and has sufficient experience, which is relevant to the style of mineralisation and type of mineral deposits under consideration and to the activity being undertaken to qualify as a Competent Person under the JORC Code and a Specialist under the VALMIN Code.

The Exploration Targets have been prepared using historical data and tenement information provided by Mr Michael Busbridge. The estimates are reported in accordance with the JORC Code. It is important to note that the potential quantity and grade of the Exploration Targets are conceptual

in nature, and there has been insufficient exploration to estimate a maiden Mineral Resource. In addition, it is uncertain if further exploration will result in the determination of a Mineral Resource.

The Company intends to review and update a drilling programme previously designed by SRK to test the Exploration Targets and improve confidence in the mineralised volume and historical data within the next twenty four (24) months.

Historical data has been provided to Mr Chris Blaser and SRK by Victory to compile potentially mineralised volumes to define the Exploration Targets. These targets build upon previous studies undertaken by SRK to review and compile conceptual exploration targets of the Eagle Hawk and Coodardy project areas for internal company purposes. The SRK technical memorandum (included in the Independent Geologists Report in Section 6) includes a summary of the data and modelling steps used to create the Exploration Targets. Additional information is contained in the JORC Code Table 1, which is included as an attachment to the SRK technical memorandum.

4. RISK FACTORS

The Shares offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend that investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, and consult their professional advisers, before deciding whether to apply for Shares.

There are specific risks which relate directly to the Company. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company, and the market price of the Shares.

4.1 SPECIFIC RISKS

4.1.1 ADMISSION TO THE OFFICIAL LIST OF THE ASX

The Company's securities were suspended from trading for a continuous period of more than three (3) years. As such, the Company was removed from the Official List of the ASX from the commencement of trading on 27 June 2019 under Listing Rule 17.12. The removal was undertaken in accordance with the policy set out in section 3.4 of Listing Rules Guidance Note 33.

The Company intends to apply to ASX for admission to the Official List, however, such admission remains subject to, among other things, the completion of the Proposed Transaction and Public Offer, and satisfaction of ASX's conditions to listing. There is a risk that the Company will not be able to complete the Proposed Transaction or Public Offer or satisfy the ASX's conditions or for some other reason will not get listed on the ASX. If this happens then the Shareholders will not have the ability to sell their Shares on the ASX and will have greatly reduced liquidity for their shares.

4.1.2 EXPLORATION, GEOLOGICAL 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. Success in this process involves (amongst other things):

- discovery and proving-up, or acquiring, an economically recoverable resource or reserve;
- access to adequate capital throughout the acquisition/discovery and project development phases;
- securing and maintaining title to mineral exploration projects;
- obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and
- accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

There can be no assurance that exploration of the Victory Tenements or any other exploration properties that may be acquired 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.

The exploration activities of the Company may be adversely affected by a range of factors including geological conditions, operational risks (as outlined in the next paragraph) and changing government laws and regulations. Further, whether positive income flows result from projects on which the Company will expend exploration and development capital is dependent on many factors including successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

In addition, significant expenditure may be required to establish necessary metallurgical and mining processes to develop and exploit any mineral reserves identified on the Victory Tenements. There is no assurance that the Company will have sufficient working capital or resources available to do this.

In the event that exploration programs prove to be unsuccessful, the Victory Tenements may diminish in value, there will be a reduction in the cash reserves of the Company and relinquishment of part or all of the Victory Tenements may occur.

4.1.3 CHANGE IN THE NATURE AND SCALE OF ACTIVITIES

As part of the Company's change in nature and scale of activities, the ASX will require the Company to comply with Chapters 1 and 2 of the Listing Rules. There is a risk that the Company may not be able to meet the requirements of ASX for quotation on the ASX.

4.1.4 SPECULATIVE INVESTMENT

The Company's capital raisings under the Public Offer should be considered speculative due to the nature of Victory's business. There cannot be any assurance as to payment of dividends, return of capital or the market value of shares. In particular, the price at which an investor may be able to trade shares may be above or below the price paid for those shares. Potential investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate having regard to their own particular circumstances.

Careful consideration should be given to all matters raised and the relative risk factors prior to considering an acquisition of Shares. Some of these risks can be mitigated by the use of appropriate safeguards and actions, but some are outside of the control of the Company and cannot be mitigated. The risks can broadly be classified as those general to investing in resource companies and risks that are specific to an investment in the Company.

4.1.5 FUTURE PROFITABILITY

The Company's profitability will be impacted by, among other things, the success of its exploration and mining activities, economic conditions in the markets in which it operates, competition factors and any regulatory developments. Accordingly, the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.

4.1.6 OPERATIONAL 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 mining;
- insufficient or unreliable infrastructure, such as power, water and transport;
- difficulties in commissioning and operating plant and equipment;
- mechanical failure or plant breakdown;
- unanticipated metallurgical problems which may affect metal extraction costs;
- adverse weather conditions and environmental accidents;
- industrial disputes; and
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

In some areas the Victory Tenements do not have well developed and reliable infrastructure and services. This may impede and delay the Company's operations which are likely to result in increased costs of exploration and development of the Victory Tenements where applicable.

In the event that any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected.

4.1.7 LIMITED FUNDS

As at the date of this Prospectus, the Company has limited financial resources, meaning it is reliant on raising funds from investors to continue to fund its operations. Although the Directors consider that the Company will, on completion of the Public Offer, have enough working capital to carry out its stated objectives, there can be no assurance that such objectives can continue to be met in the future without securing funding under this Prospectus. The Company may need to raise additional funds from time to time to finance the ongoing development and meet its other longer-term objectives.

4.1.8 LIMITED OPERATING HISTORY

The Victory Tenements have a very limited operating history. Although the Company's Directors and management have between them significant operational experience, the Company's ability to meet its objectives will be largely reliant upon the Company's ability to implement its current operational plans and take appropriate action to amend those plans in respect of any unforeseen circumstances that may arise.

Since the Company intends to continue investing in its exploration and development programs, the Directors anticipate making further losses in the foreseeable future. There can be no certainty that the Company will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

4.1.9 ACCESS TO VICTORY TENEMENTS

The right of the holder of an exploration license to enter onto the license to explore for minerals is subject to the consent of the occupier of the land and, where the land is proximate to certain specified locations, the ministry responsible for the protection of such locations. Immediate access to the Victory Tenements cannot in all cases be guaranteed.

Under Western Australian legislation, the Company may be required to enter into an agreement with the relevant landowner or occupier for the purpose of securing this consent prior to commencing any exploration activities on the affected areas within the Victory Tenements. Compensation may be required to be paid by the Company to land holders in order that the Company may carry out exploration and/or mining activities.

Victory currently has the relevant licenses and approvals required to access and mine the Victory Tenements, however these licenses and approvals are subject to change.

4.1.10 TENURE RISK

The Victory Tenements are granted under and governed by the laws of Western Australia and are granted subject to conditions, including minimum annual expenditure commitments and reporting commitments. Similar conditions may be applied to future mining permits acquired by the Company or its subsidiaries. Failure to comply with these conditions may result in forfeiture of the Victory Tenements.

Further, the Victory Tenements (and any additional future mining permits held by the Company) are subject to periodic renewal. Whilst there is no reason to believe that such renewals will not be granted, the Company cannot guarantee that this will occur. New conditions may also be imposed on the Victory Tenements (and any additional future mining permits held by the Company) under the renewal process which may adversely affect the Company.

In addition, the acquisition of the Victory Tenements is reliant upon certain of the tenement applications that are included as part of the Victory Tenements being approved. If this does not occur it may, in some instances, impede the Company's acquisition of the Victory Tenements.

4.1.11 GOVERNMENT AND REGULATORY RISK

Operations by the Company may require approvals, consents or permits from government or regulatory authorities, including renewals of existing mining permits or title transfer to newly acquired mining permits, which may not be forthcoming or which may not be able to be obtained on terms acceptable to the Company.

Whilst there is no reason to believe that necessary government and regulatory approvals will not be forthcoming (other than as outlined above in respect of the Company's operations with respect to the Victory Tenements), the Company cannot guarantee that those required approvals will be obtained. Failure to obtain any such approvals could mean the ability of the Company to prove-up, develop or operate any project or to acquire any project, may be inhibited or negated.

4.1.12 COMMODITY PRICE AND CURRENCY EXCHANGE RISKS

As the Company's potential earnings will be largely derived from the sale of mineral commodities, the Company's future revenues and cash flows will be impacted by changes in the prices and available markets of these commodities. Any substantial decline in the price of those commodities or in transport or distribution costs may have a material adverse effect on the Company and the value of its Shares.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major mineral producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Company cost base will be in Australian dollars. Consequently, changes in the Australian dollar exchange rate will impact on the earnings of the Company. The exchange rate is affected by numerous factors beyond the control of the Company, including international markets, interest rates, inflation and the general economic outlook.

4.1.13 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 respect to the Victory Tenements. 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 Victory Tenements within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Victory Tenements 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 the Victory Tenements, there can be no guarantee that the Victory Tenements 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.

4.1.14 AGENTS AND CONTRACTORS

The Directors are unable to predict the risk of financial failure or default or the insolvency of any of the contractors which will be used by the Company in any of its activities or other managerial failure by any of the other service providers used by the Company for any activity. Any default or insolvency is outside the Company's control and may have an adverse effect on the Company's operations.

4.1.15 INSURANCE

The Company intends to adequately 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 of all risks associated with mineral exploration and production is not always available. Further, where coverage is available, the costs may be prohibitive.

4.1.16 ENVIRONMENTAL RISKS

The Company's activities are subject to the environmental laws inherent in the mining industry and those specific to Western Australia. The Company intends to conduct its activities in an environmentally responsible manner and in compliance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.

In addition, environmental approvals may be required from relevant government or regulatory authorities before activities may be undertaken which are likely to impact the environment. Failure or delay in obtaining such approvals will prevent the Company from undertaking its planned activities. Further, the Company is unable to predict the impact of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

4.1.17 NATIVE TITLE AND CULTURAL HERITAGE

The effect of present laws in respect of Native Title that apply in Australia is that the Victory Tenements (including any tenement applications) may be affected by Native Title claims or procedures. This may prevent or delay the granting of exploration and mining tenements, or affect the ability of the Company to explore, develop and commercialise the resources on the Victory Tenements. The Company may incur significant expenses to negotiate and resolve any Native Title issues, including compensation arrangements reached in settling Native Title claims lodged over any of the Victory Tenements held or acquired by the Company.

The Victory Tenements are subject to the provisions of the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) and the *Aboriginal Heritage Act 1972* (WA). Accordingly, any destruction or harming of such sites and artefacts may result in the Company incurring significant fines and court injunctions, which may adversely impact on exploration and mining activities.

4.1.18 CROWN LAND

The land subject to the Victory Tenements overlaps with Crown land, including pastoral, historical and general leases. Upon commencing mining operations on any of the Victory Tenements, the Company may need to consider entering into a compensation and access agreement with the lease holders to ensure the requirements of the Mining Act are satisfied and to avoid any disputes arising. In the absence of agreement, the Western Australian Warden's Court determines compensation payable.

4.1.19 REHABILITATION OF VICTORY 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 could 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.

4.1.20 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.

The efforts of the Australian government to transition towards a lower-carbon economy may also entail extensive policy, legal, technology and market changes to address mitigation and adaption requirements related to climate change that could significantly impact the Company. Depending on the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the Company.

Furthermore, the physical risks to the Company resulting from climate change can be event driven or longer-term shifts in climate patterns. These physical risks may have financial implications for the Company, such as direct damage to assets and indirect impacts from supply chain disruption.

4.1.21 COUNTERPARTY RISK

The Company's right to acquire the Victory Tenements is under the Share Purchase Agreement. The ability of the Company to complete on the acquisition of the Victory Tenements will depend on the performance by the Company, Victory and the Sellers of their obligations under the Share Purchase Agreement. If Victory, the Sellers or any other counterparty defaults in the performance of its obligations, it may be necessary for the Company to institute court proceedings to seek a legal remedy. Legal action instituted in Australia or overseas can be costly.

4.1.22 CONTRACT RISK

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

- financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;
- insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its exploration activities; or
- insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by the Company, it is not possible for the Company to predict or protect itself completely against all such contract risks.

4.1.23 LIQUIDITY AND DILUTION RISK

There is currently 2,996,931 Shares on issue representing 6.37% of the total Shares on issue following quotation of the Company's shares being offered to the public pursuant to the Prospectus (assuming that no Options are exercised). Upon compliance, a significant portion of the Shares on issue will be subject to escrow restrictions imposed by the Listing Rules. Some investors may consider there to be an increased liquidity risk if a large portion of the issued capital of the Company is unable to be traded freely for a period of up to twenty-four (24) months.

Upon completion of the Proposed Transaction existing Shareholders will be diluted by approximately 93.63% if all Shares are issued and no Options are exercised. If all Shares are issued and all Options are exercised, existing Shareholders will be diluted by approximately 95.52%.

The following table summarises the percentages by which the shareholdings of the existing Shareholders will be diluted in a number of different scenarios:

Scenario	Dilution
All Shares are issued and no Options are exercised	93.63%
All Shares are issued and all Options are exercised	95.52%
All Shares including Performance Shares are issued and all Options are exercised	95.82%

There is also the liquidity risk that the Company may encounter difficulties raising funds to meet commitments and financial obligations as and when they fall due. It is the Company's aim in managing its liquidity to ensure that there are sufficient funds to meet its liabilities as and when they fall due. The Company manages liquidity risk by continuously monitoring its actual cash flows and forecast cash flows. There is no guarantee that there will be an ongoing liquid market for Shares. Accordingly, there is a risk that, should the market for Shares become illiquid, Shareholders will be unable to realise their investment in the Company.

4.1.24 EXPIRY OF ESCROW

ASX may determine that Shares to be held by the Sellers, the Advisers, the Lenders and Directors are subject to escrow for a period of twelve (12) or twenty-four (24) months, resulting in up to 19,037,500 (representing 40.48% of the total number of Shares on issue upon completion of the Offers assuming Minimum Subscription) not being tradeable for those periods. This may reduce the volume of trading in the Company's Shares on the ASX, which may in turn negatively impact a Shareholder's ability to sell Shares.

However, the Company notes that it intends to apply for "look through" and "cash formula" relief to minimise escrow imposed on the Sellers and certain Shareholders.

Following the end of these escrow periods, a significant portion of Shares will become tradable on ASX. This may result in an increase in the number of Shares being offered for sale on market which may in turn put downward pressure on the Company's Share price. Please see Section 1.8 for further information on anticipated escrow arrangements.

4.1.25 CONCENTRATION OF OWNERSHIP OF SHARES

Upon completion of the Offers, the Sellers will hold up to 8,750,000 Shares representing 18.60% of the Shares and voting rights in the Company. The Sellers would exert significant influence over matters requiring the approval of Shareholders, including the election of directors, and in doing so may not vote in the interests of other minority Shareholders. This concentration of ownership could also discourage, delay or prevent a takeover offer for, or other change in control of, the Company which may deprive Shareholders of an opportunity to receive a premium for their Shares as part of a sale of the Company.

4.1.26 EXPLORATION TARGET RISK

The potential quantity and grade of an Exploration Target included in this Prospectus are conceptual in nature and are based on assumptions which are included in the report by SRK. The assumptions have been made by SRK as a result of there having been insufficient exploration by Victory to estimate a mineral resource. The risk is that it is uncertain if further exploration by the Company will result in the estimation of a mineral resource and further that the assumptions upon which the Exploration Target is based may be inaccurate or incorrect in a material aspect.

4.2 GENERAL RISKS

4.2.1 CREDIT RISK

There is the credit risk that the other party to a financial instrument will fail to discharge their obligation, resulting in the Company incurring a financial loss. Credit risk arises from cash and cash equivalents (e.g. deposits and investments held with banks and financial institutions), favourable derivative contracts (derivative assets), and receivables, guarantees given on behalf of others and commitments granted but not drawn down at the end of the reporting period.

4.2.2 ACQUISITIONS

The Company may make acquisitions of, or significant investments in, companies or assets that are complementary to its business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

4.2.3 SAFETY

Safety is a fundamental risk for any exploration and production company in regards 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.

4.2.4 LITIGATION

The Company may in the ordinary course of business become involved in litigation and disputes, for example with service providers, customers or third parties infringing the Company's intellectual property rights. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, customers or other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance.

4.2.5 SHARE MARKET

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including but not limited to the following:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- mineral/commodity price fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- terrorism or other hostilities; and
- other factors beyond the control of the Company.

4.2.6 COMMERCIALISATION RISK

Even if the Company discovers commercial quantities of minerals, there is a risk the Company will not achieve a commercial return. The Company may not be able to transport any minerals extracted from its operations at a reasonable cost or may not be able to sell the minerals to customers at a rate which would cover its operating and capital costs. There is also a risk that necessary regulatory approvals may not be obtained.

The Mineral Resources industry is competitive and there is no assurance that, even if commercial quantities are discovered, a profitable market will exist for sales of such commodities. There can be no assurance that the quality of the commodity will be such that the properties in which the Company holds an interest can be mined at a profit.

4.2.7 COMPETITION RISK

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will 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, and such activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

4.2.8 UNFORESEEN EXPENDITURE RISK

Expenditure may need to be incurred that has not been considered in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

4.2.9 FUTURE CAPITAL NEEDS

Additional funding beyond the funds raised under the Capital Raisings may be required by the Company to support its ongoing operations and development of the Victory Tenements. There can be no assurance that such funding will be available on satisfactory terms to the Company or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance and ability to take advantage of opportunities to develop projects.

Further, any additional funding raised by issue of equity will be dilutive to the then current Shareholders. Equally, debt funding, if available in the future, may involve restrictions on financing and operating activities of the Company and its subsidiaries.

4.2.10 KEY MANAGEMENT

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. The Company may be detrimentally affected if one or more of the key management or other personnel cease their engagement with the Company.

4.2.11 CHANGES TO LAWS AND REGULATIONS

The Company may be affected by changes to laws and regulations (in Australia and other countries in which the Company may operate) concerning property, the environment, superannuation, taxation, trade practices and competition, government grants, incentive schemes, accounting standards and other matters. Such changes could have adverse impacts on the Company from a financial and operational perspective.

4.2.12 INTERNATIONAL OPERATIONS

The Company initially intends to operate in Western Australia. The Company may also consider expanding into other markets internationally in the future. Therefore, the Company will be exposed to risks relating to operating in those countries. Many of these risks are inherent in doing business internationally, and will include, but are not limited to:

- changes in the regulatory environment;
- trade barriers or the imposition of taxes;
- difficulties with staffing or managing any foreign operations;
- issues or restrictions on the free transfer of funds;
- technology export or import restrictions; and
- delays in dealing across borders caused by customers or regulatory authorities.

4.2.13 ECONOMIC RISKS

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries including, but not limited to, the following:

- general economic conditions;
- changes in Government policies, taxation and other laws;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the commodities and resources sector;
- movement in, or outlook on, interest rates and inflation rates; and
- natural disasters, social upheaval, pandemic or war.

4.2.14 FORCE MAJEURE RISK

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies and the operations of the Company. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease such as pandemics, 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 adversely affected if any of the events described above occurs.

4.2.15 TAXATION RISK

The acquisition and disposal of Shares may have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors of the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

4.2.16 COVID-19 RISK

The outbreak of the coronavirus disease COVID-19 has created significant volatility, uncertainty and economic disruption impacting global economic markets. As a result of governmental actions to combat the spread of COVID-19, the Company may experience delays and/or cost increases. However, the extent to which COVID-19 pandemic impacts the Company's business, operations,

and financial results is uncertain and will depend on numerous evolving factors that we may not be able to accurately predict, including:

- the duration and scope of the pandemic;
- governmental, business and individual actions taken in response to the pandemic and the impact of those actions on global economic activity;
- the actions taken in response to economic disruption;
- the impact of business disruptions;
- the increase in business failures that we may utilise to source our supplies from and the customers we may serve;
- uncertainty as to the impact of staff availability during and post the pandemic; and
- the Company's ability to provide services, including as a result of its employees or customers and suppliers working remotely and/or closures of offices and facilities.

4.3 OTHER RISKS

This list of risk factors above is not an exhaustive list of the risks faced by the Company or by investors in the Company. The risk factors described in this Section 4 as well as risk factors not specifically referred to above may in the future materially affects the financial performance of the Company and the value of its Shares. Therefore, the Shares offered under the Offers carry no guarantee with respect to the payment of dividends, return of capital or their market value.

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 the Offers.

5. INVESTIGATING ACCOUNTANT'S REPORT

20 April 2021

The Directors
Hughes Drilling Limited
PO Box Z5183
Perth WA 6831

Dear Directors

**INDEPENDENT LIMITED ASSURANCE REPORT ON HUGHES DRILLING LIMITED'S
STATUTORY HISTORICAL FINANCIAL INFORMATION AND PRO FORMA HISTORICAL
FINANCIAL INFORMATION**

1. Introduction

This Independent Limited Assurance Report ("**Report**") has been prepared at the request of the Directors of Hughes Drilling Limited ACN 124 279 750 ("**Hughes**" or "**the Company**"). The Report was prepared based on the historical financial information of the Company, for inclusion in the Prospectus dated on or around 22 April 2020 inviting participation in the issue of up to 25,000,000 ordinary Shares at an issue price of \$0.20 per share to raise \$5,000,000 ("**Public Offer**") The Prospectus offers comprise the Public Offer, Seller Offer, Advisory Offer and Lender Offer ("**Offers**") as detailed in the Prospectus.

All amounts are expressed in Australian Dollars unless otherwise stated. Unless otherwise stated, terms have the same meaning as in the Prospectus.

This Report has been prepared for inclusion in the Prospectus. 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.

Background

Hughes was incorporated as Every Day Mining Services Limited on 6 March 2007 and listed on the ASX on 29 June 2007.

The Company changed its name from Every Day Mining Services Limited to Hughes Drilling Limited on 24 April 2012.

Hughes entered voluntary suspension on 27 June 2016. As a result of being suspended from trading for a continuous period of more than three years, the Company was removed from the Official List of the ASX on 27 June 2019. Hughes's main assets per the Audited 31 December 2020 interim report were cash and cash equivalents.

On 25 February 2021 Hughes entered into a binding agreement to acquire 100% of the issued capital in Victory Goldfields Pty Ltd ACN 637 204 892 ("**Victory**").

Victory is an Australian private company incorporated on 1 November 2019 and based in Perth, Western Australia.

Victory holds a portfolio of tenements within the Cue Goldfield exploration province comprising of granted tenements and tenement applications, and includes existing JORC (2004) resources within the Cue Goldfield exploration province. The majority of Victory's Project tenements are within 20 km's of the Cue township.

Victory's corporate strategy has been to undertake best practice exploration and develop JORC ore reserves and mineral resources within its contiguous tenement land holding.

In consideration for the 100% acquisition of Victory, Hughes will issue to the shareholders of Victory:

Share Category	Number of Securities
Consideration Shares	8,750,000
Consideration Options ¹	5,575,000
Performance Shares ²	4,703,466

Notes:

- Each option has an exercise price of \$0.20 and an expiry date which is two years after the date of relisting of Hughes on the ASX.
- Performance Shares will convert to ordinary Shares on the achievement of the Milestone where the Company delineates a Joint Ore Reserve Committee 2012 ("**JORC 2012**") compliant resource in excess of 200,000 ounces of Gold at a grade equal to or in excess of 2 grams per tonne on the Tenements.

Capital Structure

The expected capital structure of the Company (post consolidation of its Shares on a 1-for-13.5 basis to be approved at the Annual General Meeting on 16 April 2021) following the completion of the Offers is as follows:

Issued Shares	Completion of Offers
Current Shares (post-Consolidation basis (1-13.5)) ¹	2,996,931
Convertible Loan Shares ²	9,750,000
Consideration Shares ³	8,750,000
Public Offer ⁵	25,000,000
24 Month Bonus Escrow Shares ⁶	537,500
Total (undiluted)	47,034,431
Performance Shares ⁷	4,703,466
Existing Options ¹	-
Convertible Loan Options ²	9,750,000
Incentive Options ⁸	4,600,000
Consideration Options ⁴	5,575,000
Fully Diluted Share Capital	71,662,874

Notes:

- 1 Current Shares is presented on a post-Consolidation basis and assumes no additional Shares are issued between the date of this Report and completion of the Proposed Transaction. The Existing Options will be cancelled at Completion.
- 2 Convertible Loan Shares and free attaching Convertible Loan Options are to be issued to the Lenders in full repayment of the Convertible Loans. Convertible Loan Options will be exercisable at \$0.20 each and will expire on 31 December 2022.
- 3 Consideration Shares to be issued to the Sellers under the Share Purchase Agreement as partial consideration for their Shares in Victory.
- 4 Consideration Options to be issued to the Sellers under the Share Purchase Agreement as partial consideration for their Shares in Victory. Consideration Options will be exercisable at \$0.20 each and will expire on the date that is two (2) years after the relisting of the Company.
- 5 Public Offer Shares to be issued at \$0.20 each.
- 6 24 Month Bonus Escrow Shares to be issued under the Advisor Offer to the Advisors in consideration for services provided to the Company in connection with the Proposed Transaction.
- 7 Performance Shares are to be issued to the Sellers under the Share Purchase Agreement as partial consideration for their Shares in Victory. These are subject to the achievement of the Milestone where the Company delineates a JORC 2012 compliant resource in excess of two hundred thousand ounces (200,000 oz) of Gold at a grade equal to or in excess of two grams per tonne on the Tenements.
- 8 Incentive Options to be issued to the Proposed Directors on the following terms;
 - Number of Options in each tranche as follows:
 - Tranche 1 – 1,533,334, exercise price \$0.30
 - Tranche 2 – 1,533,333, exercise price \$0.35
 - Tranche 3 – 1,533,333, exercise price \$0.40
 - Vesting Date of 12 months from issue date
 - Expiry date of 3 years from issue date.

Basis of Preparation

This Report has been included in this Prospectus to provide investors and their financial advisors with information on the pro forma financial statements of Hughes as set out in Appendix 1. The pro forma financial information is presented in a summarised form and does not reflect all the disclosure requirements of financial statements prepared using Australian Accounting Standards in accordance with the Corporations Act 2001 (Cth). This report does not address the rights attaching to the Shares to be issued in accordance with the Prospectus, nor the risks associated with the investment. Pendragon Capital Limited has not been engaged to report on the prospects of Hughes, the pricing of Shares or the benefits and risks of becoming a Shareholder in the Company. Risk factors are set out in Section 4 of the Prospectus. Pendragon bears no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this Report.

2. Scope

The Directors have requested Pendragon to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements in accordance with the Corporations Act 2001.

You have requested Pendragon to review the following historical information of Hughes and Victory being:

- the historical financial statements of Hughes comprising the historical Statement of Financial Position, the historical Statement of Comprehensive Income, historical Statement of Cash Flows and historical Statement of Changes in Equity for the period ended 31 December 2020 (reviewed) and 30 June 2020 (audited); and

- the historical financial statements of Victory comprising the historical Statement of Financial Position, the historical Statement of Comprehensive Income, historical Statement of Cash Flows and historical Statement of Changes in Equity for the period ended 31 December 2020 (reviewed) and 30 June 2020 (audited).

(together the “**Historical Financial Information**”).

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company’s adopted accounting policies. The Historical Financial Information has been extracted from the financial reports of:

- Hughes which were reviewed and audited by BDO Audit Pty Ltd in accordance with the Australian Auditing Standards. BDO Audit Pty Ltd issued an unmodified opinion on the financial reports; and
- Victory which were reviewed and audited by PKF Perth in accordance with the Australian Auditing Standards. PKF Perth issued an unmodified opinion on the financial reports.

Pro forma Historical Financial Information

You have requested Pendragon to review the following pro forma historical financial information for the consolidation of Hughes and Victory (“**Group**”) being:

- the pro forma Statement of Financial Position post the Proposed Transaction; and
- the pro forma Statement of Changes in Equity post the Proposed Transaction (together “**Pro Forma 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 below on Hughes’ financial position as at 31 December 2020. The stated basis of preparation is the recognition and measurement principles contained in the Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate. Due to its nature, the Pro Forma Historical Information does not represent the Company’s actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been derived from historical financial information as at 31 December 2020 after adjusting for the following transactions as if they had occurred at that date:

- a. the Public Offer of 25,000,000 Shares issued at \$0.20 each raising \$5,000,000 before expenses of the offer;
- b. payment of expenses of the offer totalling \$528,170;
- c. the Advisor Offer of a total of 537,500 24-month Bonus Escrow Shares at \$0.001 each to Trident Capital, Foster West, Canaccord and Foster Stockbroking (and/or their nominees) for services in relation to the Proposed Transaction;
- d. the acquisition of 100% of the issued Shares of Victory for the following consideration:
 - (i) 8,750,000 Consideration Shares;
 - (ii) 5,575,000 Consideration Options valued at \$674,575 using the Black-Scholes Options pricing model;
 - (iii) 4,703,466 Performance Shares;

- e. the repayment of the Convertible Loans by the issue of 9,750,000 Shares at an issue price of 5 cents each together with an attaching free option with an exercise price of 20 cents each and an expiry date of 31 December 2022;
- f. receipt of Convertible Loans to the value of \$7,600; and
- g. issue of 4,600,000 Incentive Options, valued at \$565,860 using the Black-Scholes Options pricing model, to the Proposed Directors at the following exercise prices:
 - (i) Tranche 1 – 1,533,334, exercise price \$0.30;
 - (ii) Tranche 2 – 1,533,333, exercise price \$0.35;
 - (iii) Tranche 3 – 1,533,333, exercise price \$0.40.

3. Review

Pendragon has conducted an independent review of the financial information set out in Appendix 1 to this Report. The review has been conducted in accordance with auditing and assurance standard ASAE 3450 “Assurance engagement involving corporate fundraisings and/or prospective financial information”.

Our review was limited primarily to the following procedures performed as our professional judgement considered reasonable in the circumstances:

- consideration of the financial reports for Hughes for the period ended 31 December 2020 (reviewed) and 30 June 2020 (audited);
- consideration of the financial reports for Victory for the period ended 31 December 2020 (reviewed) and 30 June 2020 (audited);
- review of the Prospectus dated on or around 16 April 2021;
- comparison of consistency in application of accounting standards and policies adopted by the Company and Victory; and
- enquiry of Company officeholders and other relevant employees or consultants.

These procedures do not provide all the evidence that would be required in an audit and therefore the level of assurance provided is less than that given in an audit. As we have not performed any audit activity, we do not express an audit opinion.

The Directors of Hughes are responsible for the preparation and presentation of financial information that has formed the basis of our review.

Pendragon disclaims any responsibility for any reliance on this Report or the financial information on which it is based for any purpose other than for which it was prepared.

4. Review Statement

Based on our review, which was not an audit, nothing has come to our attention which causes us to believe that the historical and pro forma financial information set out in Appendix 1 is not presented fairly, in accordance with the measurement and recognition requirements (but not the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia and the accounting policies adopted by Hughes as disclosed in Note 1 of Appendix 1.

5. Subsequent Events

To the best of our knowledge and belief, there have been no other material items, transactions or events outside the Company's ordinary business subsequent to 31 December 2020 that require comment or adjustment to our Report or that would cause such information to be misleading or deceptive.

6. Declarations and Disclosures

- a. Pendragon is the holder of an Australian Financial Services Licence (number 237 549).
- b. Pendragon will be paid a fee based upon normal charge out rates for professional time incurred in the preparation and compilation of this Report.
- c. Pendragon has not been involved in any other aspect of the preparation of the Prospectus. Pendragon has issued its consent to include this Report in the Prospectus.
- d. This Report has been prepared to provide general advice to investors only and does not take into account the specific financial needs, objectives and situation of individual investors. The giving of consent to include this Report in the Prospectus should not be taken as an endorsement by Pendragon of Hughes or the Offers.

The Financial Services Guide from Pendragon is available to investors upon request.

Yours sincerely



Keith Platel
Director

APPENDIX 1 HUGHES DRILLING LIMITED
STATEMENT OF FINANCIAL POSITION

Statement of Financial Position	Notes	Hughes 31 December 2020 Reviewed \$	Victory 31 December 2020 Reviewed \$	Pro Forma post Proposed Transaction \$
Current Assets				
Cash and cash equivalents	4	329,860	6,792	4,816,620
Other receivables		33,622	9,798	43,420
Prepayments		-	2,082	2,082
Total Current Assets		363,482	18,672	4,862,122
Non-Current Assets				
Exploration assets	5	-	-	2,626,625
Intangible assets		-	577	577
Total Non-Current Assets		-	577	2,627,202
Total Assets		363,482	19,249	7,489,324
Current Liabilities				
Trade and other payables		24,702	210,849	235,551
Convertible notes		-	-	-
Accruals		-	10,450	10,450
Total Current Liabilities		24,702	221,299	246,001
Total Liabilities		24,702	221,299	246,001
Net Assets/(Liabilities)		338,780	(202,050)	7,243,323
Equity				
Contributed equity	6	64,855,874	276,251	71,606,551
Other reserves	7	2,725,311	-	1,240,435
Other equity	8	479,900	-	-
Retained earnings	9	(67,722,305)	(478,301)	(65,603,663)
Total Equity		338,780	(202,050)	7,243,323

The Statement of Financial Position is to be read in conjunction with the notes set out in this section.

APPENDIX 1 HUGHES DRILLING LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Statement of Changes in Equity	Hughes 31 December 2020 Reviewed \$	Victory 31 December 2020 Reviewed \$	Pro Forma Adjustments \$	Pro Forma post Proposed Transaction \$
Balance at 1 July 2020	(46,391)	(39,027)	-	(85,418)
Profit/(loss) for the period	(94,729)	(163,023)	2,596,943	2,339,191
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the year	(94,729)	(163,023)	2,596,943	2,339,191
Issue of Shares	-	-	6,474,426	6,474,426
Other equity	479,900	-	(479,900)	-
Reserves	-	-	(1,484,876)	(1,484,876)
Balance at 31 December 2020	338,780	(202,050)	7,106,593	7,243,323

The Statement of Changes in Equity is to be read in conjunction with the notes set out in this section.

APPENDIX 1 HUGHES DRILLING LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) General Information

The significant Policies adopted in preparation of the Historical Financial Information included in this Report have been set out below:

b) Basis of preparation

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards, including Australian Interpretations, adopted by the Australian Accounting Standards Board (“**AASB**”) and the Corporations Act 2001, as appropriate for-profit oriented entities.

c) Compliance with IFRS

The consolidated financial statements of the Hughes Drilling Limited and its controlled entities (“**Group**”) complies with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”).

d) New and amended standard adopted by the Group

In the period ended 31 December 2020, the Group has reviewed all of the new and revised Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current reporting period.

No new standards and amendments to standards that are mandatory for the period beginning 1 January 2020 materially affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods. The only impact of these standards is to disclosures in the notes to the financial statements.

e) Historical cost convention

The financial report has been prepared on the historical cost basis other than assets held for sale which are carried at fair value.

f) Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment on the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in (m).

APPENDIX 1 HUGHES DRILLING LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

g) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

h) Revenue recognition

The Group has adopted AASB 15 Revenue from Contracts with Customers which became effective for financial reporting periods commencing on or after 1 January 2018.

AASB 15 Revenue from contracts with customers

AASB 15 replaces AASB 118 Revenue, AASB 111 Construction Contracts and several revenue-related Interpretations. AASB 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue to be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Group has applied the new Standard effective from 1 July 2018 using the modified retrospective approach. Under this method, the cumulative effect of initial application is recognised as an adjustment to the opening balance of retained earnings at 1 July 2018 and comparatives are not restated.

The adoption of AASB 15 does not have a significant impact on the Group as the Group does not currently have any revenue from customers.

i) Income Tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

j) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within current liabilities in the statement of financial position.

APPENDIX 1 HUGHES DRILLING LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

k) Trade receivables

The Group has adopted AASB 9 Financial Instruments which became effective for financial reporting periods commencing on or after 1 January 2018.

AASB 9 Financial Instruments replaces AASB 139 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment, and hedge accounting.

As a result of adopting AASB 9 *Financial Instruments*, the Company has amended its financial instruments accounting policies to align with AASB 9. AASB 9 makes major changes to the previous guidance on the classification and measurement of financial assets and introduces an 'expected credit loss' model for impairment of financial assets.

There were no financial instruments which the Company designated at fair value through profit or loss under AASB 139 that were subject to reclassification. The Board assessed the Company's financial assets and determined the application of AASB 9 does not result in a change in the classification of the Company's financial instruments.

The adoption of AASB 9 does not have a significant impact on the financial report.

l) Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

APPENDIX 1 HUGHES DRILLING LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- amortised cost
- fair value through profit or loss (FVPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI)

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Classifications are determined by both:

- The entity business model for managing the financial asset
- The contractual cash flow characteristics of the financial assets
- All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables, which is presented within other expenses.

Subsequent measurement financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows;
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding; and
- after initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss (FVPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below).

APPENDIX 1 HUGHES DRILLING LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Equity instruments at fair value through other comprehensive income (Equity FVOCI)

Investments in equity instruments that are not held for trading are eligible for an irrevocable election at inception to be measured at FVOCI. Under Equity FVOCI, subsequent movements in fair value are recognised in other comprehensive income and are never reclassified to profit or loss. Dividend from these investments continue to be recorded as other income within the profit or loss unless the dividend clearly represents return of capital.

Debt instruments at fair value through other comprehensive income (Debt FVOCI)

Financial assets with contractual cash flows representing solely payments of principal and interest and held within a business model of collecting the contractual cash flows and selling the assets are accounted for at debt FVOCI.

Impairment of financial assets

AASB 9's impairment requirements use more forward looking information to recognize expected credit losses – the 'expected credit losses (ECL) model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under AASB 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

The Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').
- 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date. '12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables and contract assets

The Company makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance at the amount equal to the expected lifetime credit losses. In using this practical expedient, the Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

APPENDIX 1 HUGHES DRILLING LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

The Company assesses impairment of trade receivables on a collective basis as they possess credit risk characteristics based on the days past due. The Group has \$43,420 trade receivables as at 31 December 2020.

Classification and measurement of financial liabilities

As the accounting for financial liabilities remains largely unchanged from AASB 139, the Company's financial liabilities were not impacted by the adoption of AASB 9. However, for completeness, the accounting policy is disclosed below.

The Company's financial liabilities include trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

m) Exploration and evaluation expenditure

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the company has obtained the legal rights to explore an area are recognised in the profit or loss statement.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

- i) the expenditures are expected to be recouped through successful development and exploitation of the area of interest, or by its sale; or
- ii) activities in the area of interest have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence or other wise of economically recoverable reserves.

Where a project or area of interest has been abandoned, the expenditure incurred is written off in the year in which the decision is made.

APPENDIX 1 HUGHES DRILLING LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

n) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30-40 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date.

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) Earnings per share

Basic earnings per share

Basic earnings per share is determined by dividing net profit after income tax attributable to members of the parent, excluding any costs of servicing equity, other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

Diluted earnings per share

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 additional shares that would be outstanding assuming the conversion of all dilutive potential ordinary shares.

q) Goods and Services Tax (GST)

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

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

APPENDIX 1 HUGHES DRILLING LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

r) Acquisition of assets

Assets acquired, other than goodwill, are initially recorded at their costs of acquisition at the date of acquisition, being the fair value of the consideration provided plus the incidental costs directly attributed to the acquisition. When equity instruments comprising share and options are issued as consideration, their market price at the date of acquisition is used to determine a fair value except when the notional price at which they could be placed in the market is a better indication of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity subject to the extent of proceeds received unless otherwise expensed.

s) Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Income tax

The Company is subject to income taxes in the jurisdictions in which it operates. Significant judgment is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

In addition, the Company has recognised deferred tax assets relating to carried forward tax losses to the extent they are sufficient taxable future profits anticipated. Future taxable income is based on management's forecasts, which include estimates based on the best available information at this time. Utilisation of the tax losses also depends on the ability of the entity to satisfy certain tests at the time the losses are recouped.

Fair value of convertible loans

Convertible loans are measured at fair value at the initial recognition. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate on interest at the measurement date. In respect of the liability component of convertible loans, the market rate of interest is determined with reference to similar liabilities that do not have a conversion option.

APPENDIX 1 HUGHES DRILLING LIMITED NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Determination of fair values

A number of the Company's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values for the business combination have been determined for measurement and/or disclosure purposes based on Note 1i. Valuation techniques are applied to determine the fair value for all unlisted securities, including arm's length transactions, reference to similar instruments and option pricing models.

Share-based payments

Share-based compensation relating to share options are recognised at fair value. The fair value of the options is recognised as an employee benefit expense in the statement of profit or loss and other comprehensive income, with a corresponding increase in equity. The total amount to be expenses is determined by reference to the fair value of the options granted, which includes any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions.

NOTE 2 - ASSET ACQUISITION

On 25 February 2021, Hughes Drilling Limited entered into the Share Purchase Agreement to acquire 100% of the issued share capital of Victory Pty Ltd. Under the principles of AASB 3 Business Combinations, Hughes is the accounting acquirer in the business combination. Under the principles of AASB 3 Business Combinations, when an entity acquires a group of assets or net assets that does not constitute a business, it shall allocate the cost of the group between the individual identifiable assets and liabilities in the group based on their relative fair value at the date of the acquisition. As Victory is not carrying on a business, the acquisition will be accounted for as an asset acquisition and the purchase consideration will be allocated to the individual identifiable assets and liabilities based on their relative fair values.

Purchase consideration

The purchase consideration for Victory Goldfields Pty Ltd consists of 8,750,000 Consideration Shares, 5,575,000 Consideration Options and 4,703,466 Performance Shares. The Share price of \$0.20 used to determine the Share consideration is the Public Offer issue price of Hughes Drilling Limited Shares disclosed in the Prospectus dated on or around 16 April 2020. The Consideration Options have been valued at \$674,575 using the Black-Scholes option pricing model.

The conversion Milestone of 4,703,466 Performance Shares to Shares is completion of the Company delineating a JORC 2012 compliant resource in excess of 200,000 ounces of Gold at a grade equal to or in excess of 2 grams per tonne on the Tenements.

APPENDIX 1 HUGHES DRILLING LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 2 - ASSET ACQUISITION (CONT'D)

The Group assigned no value to the Performance Shares as at the date of acquisition as it was considered that there is material uncertainty as to whether the performance Milestone will be met within the 3 year term of the Performance Shares.

The fair value of the consideration is \$2,424,575.

Fair Value of Net Assets Acquired

	31 Dec 2020 \$
Consideration provided for assets acquired:	
Consideration Shares	1,750,000
Consideration Options	674,575
Total	2,424,575
Fair Value of net assets acquired	2,424,575

Identifiable Assets and Liabilities of Victory

	31 Dec 2020 \$
Current assets	
Cash and cash equivalents	6,792
Trade and other receivables	9,798
Prepayments	2,082
Non-current assets	
Intangibles	577
Exploration and evaluation assets	2,626,625
Total Assets	2,645,874
Current liabilities	
Trade and other payables	(210,849)
Accruals	(10,450)
Total liabilities	(221,299)
Fair value of identifiable assets and liabilities acquired	2,424,575

APPENDIX 1 HUGHES DRILLING LIMITED NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 2 - ASSET ACQUISITION (CONT'D)

Significant accounting judgements

Asset Acquisition not constituting a Business.

When an asset acquisition does not constitute a business combination, the assets and liabilities are assigned a carrying amount based on their relative fair values in an asset purchase transaction and no deferred tax will arise in relation to the acquired assets and assumed liabilities as the initial recognition exemption for deferred tax under AASB 112 applies. No goodwill will arise on the acquisition and transaction costs of the acquisition will be included in the capitalised cost of the asset. In determining when an acquisition is determined to be an asset acquisition and not a business, significant judgement is required to assess whether the assets acquired constitute a business in accordance with AASB 3. Under AASB 3 a business is an integrated set of activities and assets that is capable of being conducted or managed for the purpose of providing a return, and consists of inputs and processes, which when applied to those inputs has the ability to create outputs.

NOTE 3 – PRO FORMA TRANSACTIONS

The pro forma Statement of Financial Position and Statement of Changes in Equity have been derived from the historical financial information as at 31 December 2020 adjusted to give effect to the following actual or proposed significant events and transactions by the Company subsequent to 31 December 2020:

- a. the Public Offer of 25,000,000 Shares issued at \$0.20 each raising \$5,000,000 before expenses of the offer;
- b. payment of expenses of the offer totalling \$528,170;
- c. the Advisor Offer of a total of 537,500 24-month Bonus Escrow Shares at \$0.001 each to Trident Capital, Foster West, Canaccord and Foster Stockbroking (and/or their nominees) for services in relation to the Proposed Transaction;
- d. the acquisition of 100% of the issued Shares of Victory for the following consideration:
 - (i) 8,750,000 Consideration Shares;
 - (ii) 5,575,000 Consideration Options valued at \$647,575 using the Black-Scholes Options pricing model;
 - (iii) 4,703,466 Performance Shares;
- e. the repayment of the Convertible Loans by the issue of 9,750,000 Shares at an issue price of 5 cents each together with an attaching free option with an exercise price of 20 cents each and an expiry date of 31 December 2022;
- f. receipt of Convertible Loans to the value of \$7,600; and
- g. issue of 4,600,000 Incentive Options valued at \$565,860 using the Black-Scholes Options pricing model to the Proposed Directors at the following exercise prices:
 - (i) Tranche 1 – 1,533,334 exercise price \$0.30;
 - (ii) Tranche 2 – 1,533,333 exercise price \$0.35;
 - (iii) Tranche 3 – 1,533,333 exercise price \$0.40.

APPENDIX 1 HUGHES DRILLING LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 4 – CASH AND CASH EQUIVALENTS

	Hughes 31 December 2020 Reviewed \$	Victory 31 December 2020 Reviewed \$	Pro Forma post-Proposed Transaction \$
Balance pre-Proposed Transaction	329,860	6,792	336,652
Adjustments to the pro forma Cash and cash equivalents are summarised as follows:			
New Convertible Loans	-	-	7,600
Issue of Ordinary Shares pursuant to Public Offer	-	-	5,000,000
Expenses of the Public Offer	-	-	(528,170)
Issue of 24 Month Bonus Escrow Shares	-	-	538
Total Cash and cash equivalents	329,860	6,792	4,816,620

NOTE 5 – EXPLORATION ASSETS

	Hughes 31 December 2020 Reviewed \$	Victory 31 December 2020 Reviewed \$	Pro Forma post-Proposed Transaction \$
Balance pre-Proposed Transaction	-	-	-
Acquisition of Victory Tenements	-	-	2,626,625
Total Exploration assets	-	-	2,626,625

NOTE 6 – CONTRIBUTED EQUITY

(a) Reconciliation of Contributed equity

	Hughes 31 December 2020 Reviewed \$	Victory 31 December 2020 Reviewed \$	Pro Forma post-Proposed Transaction \$
Balance pre-Proposed Transaction	64,855,874	276,251	65,132,125
Pro forma movement in Contributed equity (note 6(b))	-	-	6,474,426
Total Contributed equity	64,855,874	276,251	71,606,551

APPENDIX 1 HUGHES DRILLING LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 6 – CONTRIBUTED EQUITY (CONT'D)

(b) Reconciliation of pro forma movements in Contributed equity

	Pro Forma Movements \$
Issue of Shares pursuant to the Public Offer	5,000,000
Allocation of Public Offer expenses	(487,361)
Issue of 24 Month Bonus Escrow Shares	538
Issue of Consideration Shares	1,750,000
Convertible Loans cancellation	487,500
Elimination of Victory share capital	(276,251)
Pro forma movement in Contributed equity	<u>6,474,426</u>

(c) Number of fully paid Shares:

	Pro Forma post-Proposed Transaction Number
Current Shares in Hughes	2,996,931
Issue of Ordinary Shares pursuant to the Public Offer Shares	25,000,000
Issue of 24 Month Bonus Escrow Shares	537,500
Issue of Consideration Shares	8,750,000
Issue of Convertible Loan Shares	9,750,000
Total issued Shares	<u>47,034,431</u>

NOTE 7 – OTHER RESERVES

(a) Reconciliation of Other reserves

	Hughes 31 December 2020 Reviewed \$	Victory 31 December 2020 Reviewed \$	Pro Forma post-Proposed Transaction \$
Balance pre-Proposed Transaction	2,725,311	-	2,725,311
Pro forma movement in Other reserves (note 7(b))	-	-	(1,484,876)
Total Other reserves	<u>2,725,311</u>	-	<u>1,240,435</u>

APPENDIX 1 HUGHES DRILLING LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 7 – OTHER RESERVES (CONT'D)

(b) Reconciliation of pro forma movements in Other reserves

	Pro Forma Movements \$
Cancellation of Options	(2,725,311)
Issue of Convertible Loan Options	-
Issue of Consideration Options ¹	674,575
Issue of Incentive Options ²	565,860
Issue of Performance Shares ³	-
Pro forma movement in Other reserves	<u>(1,484,876)</u>

¹Consideration Options issued to Proposed Directors have been valued at \$674,575 using the Black Scholes method.

²Incentive Options to be issued to Proposed Directors have been valued at \$565,860 using the Black Scholes method.

³The Company has issued 4,703,466 Performance Shares, each convertible into one Share, with an expiry of 3 years from the date of relisting of the Company. Performance Shares will convert if the Company delineates a JORC 2012 compliant resource in excess of 200,000 ounces of gold, at a grade equal to or in excess of 2 grams per tonne, on the Tenements. The Group assigned no value to the Performance Shares as at the date of acquisition as it was considered that there is material uncertainty as to whether the performance Milestone will be met within the 3 year term of the Performance Shares.

(c) Number of Options

	Pro Forma post-Proposed Transaction Number
Current options	500,000
Cancellation of current options	(500,000)
Issue of Convertible Loan Options	9,750,000
Issue of Consideration Options	5,575,000
Issue of Incentive Options	4,600,000
Pro forma Options on issue	<u>19,925,000</u>

(d) Number of Performance Shares:

	Pro Forma post-Proposed Transaction Number
Issue of Performance Shares	4,703,466
Pro forma Performance Shares	<u>4,703,466</u>

APPENDIX 1 HUGHES DRILLING LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 8 – OTHER EQUITY

(a) Reconciliation of Other equity

	Hughes 31 December 2020 Reviewed \$	Victory 31 December 2020 Reviewed \$	Pro Forma post-Proposed Transaction \$
Balance pre-Proposed Transaction	479,900	-	479,900
Pro forma movement in Other equity (note 8(b))	-	-	(479,900)
Total Other equity	479,900	-	-

(b) Reconciliation of pro forma movements in Other equity

	Pro Forma Movements \$
Cancellation of Convertible Loans	(487,500)
New Convertible Loans	7,600
Pro forma movements in Other equity	(479,900)

NOTE 9 – RETAINED EARNINGS

(a) Reconciliation of Retained earnings

	Hughes 31 December 2020 Reviewed \$	Victory 31 December 2020 Reviewed \$	Pro Forma post-Proposed Transaction \$
Balance pre-Proposed Transaction	(67,722,305)	(478,301)	(68,200,606)
Pro forma movement in Retained earnings (note 9(b))	-	-	2,596,943
Total Retained earnings	-	-	(65,603,663)

(b) Reconciliation of pro forma movements in Retained earnings

	Pro Forma Movements \$
Elimination of Victory Retained earnings	478,301
Reversal of Other reserves	2,725,311
Allocation of Public Offer expenses	(40,809)
Share based payments expense for Incentive Options	(565,860)
Pro forma movements in Retained earnings	2,596,943

APPENDIX 1 HUGHES DRILLING LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 10 – SUBSEQUENT EVENTS

Subsequent to 31 December 2020, there has not arisen any item or transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years other than those disclosed and considered in these financial statements.

NOTE 11 – RELATED PARTIES

Directors

The Directors in the office at the date of Prospectus are:

Stephen Hewitt Dutton	Non-Executive Director
Simon Whybrow	Non-Executive Director
John Gilfillan	Non-Executive Director

The Proposed Directors following the Prospectus are:

Trevor Matthews	Executive Chairman
Brendan Clark	Non-Executive Director
James Bahen	Non-Executive Director
Stephen Hewitt Dutton	Non-Executive Director
Simon Whybrow	Non-Executive Director
John Gilfillan	Non-Executive Director

Directors' interests in Shares and Options

The aggregate number of post consolidation Shares and Options in the Company held by the current Directors and their Director related entities as at the date of the Prospectus are:

Director	Shares Number	Options Number	Performance Shares Number
Stephen Hewitt Dutton	-	-	-
Simon Whybrow	-	-	-
John Gilfillan ¹	185,186	-	-
Total	185,186	-	-

¹John Gilfillan had 2,500,000 pre consolidation Shares which will be converted on a 1:13.5 basis.

The aggregate number of Shares and Options in the Company in which the current Directors and New Directors and their director related entities will have a relevant interest on Completion are:

APPENDIX 1 HUGHES DRILLING LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 11 – RELATED PARTIES (CONT.)

Director	Shares Number	Options Number	Performance Shares Number
Stephen Hewitt Dutton ¹	125,000	-	-
Simon Whybrow ²	125,000	-	-
John Gilfillan ³	455,113	144,927	-
Trevor Matthews ⁴	2,095,747	3,096,362	878,059
Brendan Clark ⁵	3,220,747	2,396,362	878,059
James Bahen ⁶	250,000	1,300,000	-
Total	6,271,607	6,937,651	1,756,118

¹Stephen Hewitt Dutton has the ability but not obligation to subscribe to 125,000 Shares. This amount is pursuant to shareholder approval.

²Simon Whybrow has the ability but not obligation to subscribe to 125,000 Shares. This amount is pursuant to shareholder approval.

³John Gilfillan has the ability but not obligation to subscribe to 125,000 Shares. In addition, he will receive 144,927 Convertible Loan Shares and 144,927 Convertible Loan Options. These amounts are pursuant to shareholder approval.

⁴Trevor Matthews has the ability but not obligation to subscribe to 375,000 Shares. He will also receive 1,720,747 Consideration Shares, 1,096,362 Consideration Options and 2,000,000 Incentive Options. These amounts are pursuant to shareholder approval.

⁵Brendan Clark has the ability but not obligation to subscribe to 1,500,000 Shares. He will also receive 1,720,747 Consideration Shares, 1,096,362 Consideration Options and 1,300,000 Incentive Options. These amounts are pursuant to shareholder approval.

⁶James Bahen has the ability but not obligation to subscribe to 250,000 Shares. He will also receive 1,300,000 Incentive Options. These amounts are pursuant to shareholder approval.

NOTE 12 – COMMITMENTS AND CONTINGENCIES

At the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the Prospectus.

APPENDIX 2 - HISTORICAL FINANCIAL INFORMATION

HUGHES DRILLING LIMITED STATEMENT OF FINANCIAL POSITION

Statement of Financial Position	Reviewed 31 December 2020 Half Year Report \$	Audited 30 June 2020 Annual Report \$	Audited 30 June 2019 Annual Report \$
Current Assets			
Cash and cash equivalents	329,860	4,774	75,456
Other receivables	33,622	-	-
Total Current Assets	363,482	4,774	75,456
Non-Current Assets			
Investments – Victory Goldfields	-	-	-
Intangible assets	-	-	-
Total Non-Current Assets	-	-	-
Total Assets	363,482	4,774	75,456
Current Liabilities			
Trade and other payables	24,702	51,165	47,073
Borrowings	-	-	-
Total Current Liabilities	24,702	51,165	47,073
Total Liabilities	24,702	51,165	47,073
Net Assets/(Liabilities)	338,780	(46,391)	28,383
Equity			
Contributed equity	64,855,874	64,855,874	64,855,874
Other reserves	2,725,311	2,725,311	2,725,311
Other equity	479,900	-	-
Retained Earnings	(67,722,305)	(67,627,576)	(67,552,802)
Total Equity	338,780	(46,391)	28,383

Source: Hughes' reviewed half year report for the period ended 31 December 2020 and annual report for the year ended 30 June 2020.

This above sets out the historical Statement of Financial Position of Hughes and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 1.

HUGHES DRILLING LIMITED

STATEMENT OF COMPREHENSIVE INCOME

Statement of Comprehensive Income	Reviewed 31 December 2020 Interim Report \$	Audited 30 June 2020 Annual Report \$	Audited 30 June 2019 Annual Report \$
Continuing Operations			
Other income	-	-	-
Proceeds on sale of assets	-	-	-
General and administrative expenses	(37,522)	(73,574)	(73,482)
Legal fees	(57,207)	(1,200)	(20,856)
Administrator's costs	-	-	-
Operating Profit	(94,729)	(74,774)	(94,338)
Interest income	-	-	-
Gain on effectuation of DOCA	-	-	-
Profit for the year before income tax	-	-	-
Income tax (expense)	-	-	-
Profit/(Loss) for the period	(94,729)	(74,774)	(94,338)
Profit/(Loss) from discontinued operations (attributable to equity holders of the Company)	-	-	-
Profit/(Loss) for the period	(94,729)	(74,774)	(94,338)

Source: Hughes' reviewed interim report for period ended 31 December 2020 and audited annual report for the year ended 30 June 2020.

This above sets out the historical Statement of Comprehensive Income of Hughes and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 1.

HUGHES DRILLING LIMITED
STATEMENT OF CHANGES IN EQUITY

Statement of Changes in Equity	Contributed Equity \$	Other Equity \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2018	64,855,874	-	2,725,311	(67,458,464)	122,721
Profit/(loss) for the period	-	-	-	(94,338)	(94,338)
Other Comprehensive Income for the year	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	(94,338)	(94,338)
Transactions with owners in their capacity as owners					
Issue of Shares	-	-	-	-	-
Balance at 30 June 2019	64,855,874	-	2,725,311	(67,552,802)	28,383
Balance at 1 July 2019	64,855,874	-	2,725,311	(67,552,802)	28,383
Profit/(loss) for the period	-	-	-	(74,774)	(74,774)
Other Comprehensive Income for the year	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	(74,774)	(74,774)
Balance at 30 June 2020	64,855,874	-	2,725,311	(67,627,576)	(46,391)
Balance at 1 July 2020	64,855,874	-	2,725,311	(67,627,576)	(46,391)
Profit/(loss) for the period	-	-	-	(94,729)	(94,729)
Total Comprehensive Income for the year	-	-	-	(94,729)	(94,729)
Transactions with owners in their capacity as owners					
Value of conversion rights on convertible notes	-	479,000	-	-	479,000
Balance at 31 December 2020	64,855,874	479,000	2,725,311	(67,722,305)	338,780

Source: Hughes' reviewed interim report for period ended 31 December 2020 and audited annual report for the year ended 30 June 2020.

This above sets out the historical Statement of Changes in Equity of Hughes and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 1.

HUGHES DRILLING LIMITED

STATEMENT OF CASH FLOWS

Statement of Cash Flows	Reviewed 31 December 2020 Interim Report \$	Audited 30 June 2020 Annual Report \$	Audited 30 June 2019 Annual Report \$
Cash flows used in operating activities			
Receipts from customers	-	-	
Payments to suppliers and employees	(154,814)	(70,682)	(112,834)
Interest received	-	-	
Net cash (used in)/generated by operating activities	(154,814)	(70,682)	(112,834)
Cash flows used in investing activities			
Proceeds from sale of plant and equipment	-	-	-
Net cash (used in)/generated by investing activities	-	-	-
Cash flows from financing activities			
Proceeds from convertible notes issued	479,900	-	-
Net cash (used in)/generated by financing activities	479,900	-	-
Net (decrease)/increase in cash and cash equivalents	325,086	(70,682)	(112,834)
Cash and cash equivalents at the beginning of the period	4,774	75,456	188,290
Cash and cash equivalents at the end of the period	329,860	4,774	75,456

Source: Hughes' reviewed interim report for period ended 31 December 2020 and audited annual report for the year ended 30 June 2020.

This above sets out the historical Statement of Cash Flows of Hughes and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 1.

VICTORY GOLDFIELDS PTY LTD
STATEMENT OF FINANCIAL POSITION

Statement of Financial Position	Reviewed 31 December 2020 Interim Report	Audited 1 November 2019 to 30 June 2020 Annual Report
	\$	\$
Current Assets		
Cash and cash equivalents	6,792	22,243
Prepayments	2,082	3,884
Other receivables	9,798	23,040
Total Current Assets	18,672	49,167
Non-Current Assets		
Property, plant and equipment	-	-
Intangibles	577	660
Total Non-Current Assets	577	660
Total Assets	19,249	49,827
Current Liabilities		
Trade payables	185,614	75,774
Other payables	25,235	704
Accruals	10,450	12,376
Total Current Liabilities	221,229	88,854
Total Liabilities	(202,050)	88,854
Net Assets/(Liabilities)		(39,027)
Shareholders Deficit		
Issued capital	276,251	276,251
Accumulated losses	(478,301)	(315,278)
Total Equity	(202,050)	(39,027)

Source: Victory reviewed interim report for period ended 31 December 2020 and audited report for the period from incorporation 1 November 2019 to 30 June 2020.

This above sets out the historical Statement of Financial Position of Victory and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 1.

VICTORY GOLDFIELDS PTY LTD
STATEMENT OF COMPREHENSIVE INCOME

Statement of Comprehensive Income	Reviewed 31 December 2020 Interim Report	Audited 1 November 2019 to 30 June 2020 Annual Report
	\$	\$
Total income	-	-
Advertising expenses	(238)	
ASIC fees/filing fees	-	(4,743)
Amortisation	(83)	(165)
Audit fees	(6,455)	(4,750)
Depreciation charges	-	(9,311)
Royalties	-	(20,000)
Tenement expenses	(144,475)	(259,624)
Other expenses	(11,772)	(16,685)
Profit/(Loss) before income tax	(163,023)	(315,278)
Income tax	-	-
Profit/(Loss) for the period	(163,023)	(315,278)
Other comprehensive income		
Currency translation differences	-	-
Total comprehensive profit/(loss) for the period	(163,023)	(315,278)

Source: Victory reviewed interim report for period ended 31 December 2020 and audited report for the period from incorporation 1 November 2019 to 30 June 2020.

This above sets out the historical Statement of Comprehensive Income of Victory and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 1.

VICTORY GOLDFIELDS PTY LTD
STATEMENT OF CHANGES IN EQUITY

Statement of Changes in Equity	Issued Capital \$	Accumulated losses \$	Total equity \$
Balance at Incorporation (1 November 2019)	-	-	-
Issued capital	276,251	-	276,251
(Loss) after income tax expense for the period	-	(315,278)	(315,278)
Balance at 30 June 2020	276,251	(315,278)	(39,027)
Balance at 1 July 2020	276,251	(315,278)	(39,027)
Issued capital	-	-	-
(Loss) after income tax expense for the period	-	(163,023)	(163,023)
Balance at 31 December 2020	276,251	(478,301)	(202,050)

Source: Victory reviewed interim report for period ended 31 December 2020 and audited report for the period from incorporation 1 November 2019 to 30 June 2020.

This above sets out the historical Statement of Changes in Equity of Victory and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 1.

VICTORY GOLDFIELDS PTY LTD
STATEMENT OF CASH FLOWS

Statement of Cash Flows	Reviewed 31 December 2020 Interim Report \$	Audited 1 November 2019 to 30 June 2020 Annual Report \$
Cash flows used in operating activities		
Payments to suppliers and employees	(58,593)	(240,401)
Tax refunded	18,612	-
Net cash used in operating activities	(39,981)	(240,401)
Cash flows used in investing activities		
Payments for property, plant and equipment	-	(9,311)
Net cash used in investing activities	-	(9,311)
Cash flows from financing activities		
Proceeds from borrowings	25,000	705
Repayment of borrowings	(470)	-
Issued capital	-	271,250
Net cash from financing activities	24,530	271,955
Net (decrease)/increase in cash and cash equivalents	(15,451)	22,243
Cash and cash equivalents at the beginning of the period	22,243	-
Cash and cash equivalents at the end of the period	6,792	22,243

Source: Victory reviewed interim report for period ended 31 December 2020 and audited report for the period from incorporation 1 November 2019 to 30 June 2020.

This above sets out the historical Statement of Changes of Cash Flows of Victory and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 1.

6. INDEPENDENT GEOLOGIST'S REPORT



Valuation & Resource Management

INDEPENDENT TECHNICAL ASSESSMENT REPORT

Presented To:

Hughes Drilling Limited

(To be renamed Victory Goldfields Limited)



Date Issued:

20 May 2021



Document Reference	Victory ITAR Draft Ltd May 2021
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Executive Summary

Hughes Drilling Limited (to be renamed Victory Goldfields Limited) (Victory or the Company) engaged Valuation and Resource Management Pty Ltd (VRM) to prepare an Independent Technical Assessment report (ITAR or the Report) of the mineral assets in which Victory has an interest or has a right to acquire an interest. The ITAR is to be included in a prospectus issued by the Company and dated on or about 21 May 2021 for an initial public offer 25,000,000 shares at an issue price of \$0.20 each to raise a total of \$5,000,000 (before costs) (Prospectus) to facilitate the Company's admission to the Official List of the Australian Securities Exchange (ASX).

This Report has been prepared as a public document, in the format of an independent specialist's report and in accordance with the guidelines of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets – the 2015 VALMIN Code (VALMIN) and the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves – the 2012 JORC Code (JORC).

This Report is a technical review of the mineral assets of Victory, being the Victory Gold Project tenements in the Cue Goldfields of the Murchison Province in Western Australia (WA). There are a total of 53 tenements. The project covers 73.88km². The location of the project is shown in Figure 1. This report is current as of 20 May 2021.

The information in this report is based on information provided by Victory along with publicly available data including ASX releases, published technical information and from a site visit that VRM conducted to the projects. VRM has made reasonable endeavours to confirm the accuracy, validity and completeness of the technical data which forms the basis of this Report. The opinions and statements in this Report are given in good faith and under the belief that they are accurate and not false nor misleading. The default currency is Australian dollars (unless otherwise stated).

Victory Gold Project Tenements

The WA tenements are held by Victory in varying percentages and consist of the Victory Gold Project Cue leases and the Eagle Hawk and Coodardy tenements, and several other isolated tenements as listed in the tenement schedule, all located in the Cue Goldfields, Murchison Province, 665km to the NE of Perth. The tenements cover a total of 73.88km² within the Cue 1:250,000 map sheet (SG 50-15) and majority of the tenements located within the Cue 1:100,000 map sheet (2443).

The Eagle Hawk and Coodardy tenements host historical mineral resources and promising exploration results generated by previous mineral exploration programs. The previous work is not sufficient to allow any reasonable estimates of Mineral Resources that can be reported under the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves – The JORC Code 2012 Edition (JORC).

The project tenements host a total of 58 documented Mineral occurrences (Minedex sites) with 52 historical gold mines, one named gold deposit, five prospects (three gold, one copper and one opal).

All of the tenements are 100% owned with some tenements being held by other parties however VRM understands that there are agreements in place where Victory has executed agreements to purchase the rights to the tenement as detailed in the body of the Report. The reader is however referred to the Solicitor's Report which is included in the prospectus to confirm the material aspects of any agreements and the details of the tenements.

As at the report date there are no declared Mineral Resource nor Ore Reserve estimates reported under JORC (2012).

Exploration Budget

Victory has proposed an exploration budget of \$2.76 million (excluding geological management fees for chief geologist and consultants, their estimated travel and accommodation expenses and tenement rates and rents) to test the targets within the granted tenements, which represents the primary use of funds from the proposed capital raising. The Company's exploration budget consists of \$1.92 million in the first year and \$0.84 million in the second year following the date of the Company's admission to the Official List of the ASX.

VRM has reviewed the budget and work program and considers the targets justify additional work and considers the budgets reasonable, appropriate and in line with the current exploration costs. It is, in the opinion of VRM, considered likely that ongoing, targeted, and modern exploration activities could further extend known mineralisation and identify additional mineralisation. Subject to Victory obtaining sufficient funding, it is VRM's recommendation that the proposed work programs be carried out.

A summary of the exploration budgets of the Company's projects is presented in Section 7.

Should the \$5,000,000 subscription be raised under the Offer, VRM considers that the Company will have sufficient working capital to carry out its stated objectives, maintain the tenements in good standing by meeting or exceeding tenement expenditure commitments and also satisfy the requirements of the ASX Listing Rules.

The Company has prepared staged exploration programs and budgets, specific to the projects, which are consistent with the findings of this Report. VRM considers that the identified targets have sufficient technical merit to justify the proposed programs, and associated expenditure. The proposed exploration budget exceeds the minimum statutory annual expenditure commitments for the tenements (assuming all tenements are granted), which is \$0.838 million.

Conclusions

The Victory Gold Project tenements host a number of prospect areas of interest for further exploration. The Eagle Hawk and Coodardy tenements, which are separate to the main Cue Project tenements host small, isolated Exploration Targets, historical mineral resources and promising Exploration Results generated by previous mineral exploration programs. There are no JORC Code Mineral Resource estimates within the projects. At this time, it is uncertain if the proposed exploration would result in the delineation of JORC code 2012 Mineral Resources.

The main Victory Gold Project Cue tenement package is more extensive in area and also hosts several other areas prospective for gold including areas of historical workings. Recent surface exploration including rock chip sampling and auger surface geochemistry by Victory indicates encouraging gold anomalism worthy of further follow up and drill testing.

While the gold prospects show promising results albeit mostly historical, further exploration is required.

1. Introduction

Valuation and Resource Management Pty Ltd (VRM), was engaged by Hughes Drilling Limited (to be renamed Victory Goldfields Limited) (Victory) to undertake an Independent Technical Assessment Report (Report or ITAR) on the mineral assets in which Victory has an interest. The ITAR is to be included in a prospectus issued by the Company and dated on or about 21 May 2021 for an initial public offer of 25,000,000 shares at an issue price of \$0.20 each to raise up to a total of \$5,000,000 (before costs). The Mineral Assets comprise the Victory Project leases and nearby Eagle Hawk and Coodardy tenements are all located in the Cue Goldfields, Murchison Province 665km to the NE of Perth.

1.1. Compliance with the JORC and VALMIN Codes and ASIC Regulatory Guides

In preparing the ITAR, VRM has applied the guidelines and principles of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets – The VALMIN Code (2015 edition) (VALMIN) and the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves – The JORC Code 2012 Edition (JORC). Both industry codes are mandatory for all members of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG). These codes are also requirements under Australian Securities and Investments Commission (ASIC) rules and guidelines and the listing rules of the Australian Securities Exchange (ASX).

This ITAR is a Public Report as described in the VALMIN Code (Clause 5) and the JORC Code (Clause 9). It is based on, and fairly reflects, the information and supporting documentation provided by Victory and previous owners as referenced in this ITAR and additional publicly available information.

1.2. Scope of Work

VRM's primary obligation in preparing this ITAR is to independently describe mineral projects applying the guidelines of the JORC and VALMIN Codes. These require that the Report contains all the relevant information at the date of disclosure, which investors and their professional advisors would reasonably require in making a reasoned and balanced judgement regarding the project.

VRM has compiled the Report based upon the principle of reviewing and interrogating both the documentation of Victory and previous exploration within the areas. This Report is a summary of the work conducted, completed, and reported by the various explorers to 20 May 2021 based on information supplied to VRM by Victory and other information sourced from the public domain to the extent required by the VALMIN and JORC Codes.

VRM understands that its review and report will be included in the Prospectus, and as such, it is understood that VRM's review and report will be a public document.

1.3. Statement of Independence

VRM was engaged to undertake an ITAR of the tenements in which Victory Gold has an interest. This work was conducted applying the principles of the JORC and VALMIN Codes, which in turn reference ASIC Regulatory Guide 111 Content of Expert Reports (RG111) and ASIC Regulatory Guide 112 Independence of Experts (RG112).

Mr Paul Dunbar of VRM was previously engaged to provide an Independent Technical Assessment Report and Valuation for Pendragon Capitol Limited, an Independent Expert who analysed a transaction between Hughes Drilling Limited and Victory. Other than preparation of that report which was undertaken as an independent consultant under the direction of Pendragon, Mr Paul Dunbar, Ms Lynda Burnett, Ms Deborah Lord and VRM have not had any association with the Company, its individual employees, or any interest in the securities of the Company or potential interest, nor are they expected to be employed by the Company after the initial public offering (IPO), which could be regarded as affecting their ability to give an independent, objective, and unbiased opinion. VRM will be paid a fee for this work based on standard commercial rates for professional services. The fee is not contingent on the results of this review and is estimated to be \$15,000 (excluding GST). This fee is in addition to the fees associated with the earlier ITAR and valuation.

1.4. Competent Persons Declaration and Qualifications

This Report was prepared by Mr Paul Dunbar as the primary author, with assistance from Ms Lynda Burnett and peer reviewed by Ms Deborah Lord.

The Report and information that relates geology, exploration, Exploration Targets, and assessment of planned exploration is based on information compiled by Mr Paul Dunbar, BSc (Hons), MSc (Minex), a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG). Mr Dunbar is employed by and is a Director of VRM and has sufficient experience, which is relevant to the style of mineralisation, geology, and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the JORC Code and a specialist under the 2015 VALMIN Code. Mr Dunbar consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

In addition, the Report and information that relates geology, exploration and assessment of planned exploration is based on information compiled by Ms Lynda Burnett, BSc (Hons), a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Ms Burnett is an Associate of VRM and has sufficient experience, which is relevant to the style of mineralisation, geology, and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person under the 2012 edition of the JORC Code. Ms Burnett consents to the inclusion in the report of the matters based on her information in the form and context in which it appears.

The Peer Review was provided by Ms Deborah Lord, BSc (Hons), a Competent Person who is a Fellow of the AusIMM, Member of the AIG and Graduate of the AICD. Ms Lord is a Director of VRM and has sufficient

experience, which is relevant to the style of mineralisation, geology, and type of deposit under consideration and to the activity being undertaken to qualify as a competent person under the 2012 JORC Code and a specialist under the 2015 VALMIN Code. She is an Executive Member of the VALMIN Committee and the AusIMM Professional Conduct Committee. Ms Lord consents to the inclusion in the report of the matters based on her information in the form and context in which it appears.

1.5. Reliance on Experts

The authors of this Report are not qualified to provide extensive commentary on the legal aspects of the mineral properties or the compliance with the legislative environment and permitting in Western Australia. In relation to the tenement standing, on 20 January 2021 VRM undertook an independent review of the Department of Mines, Industry Regulation and Safety (DMIRS) online tenement database, Mineral Titles online. On this basis VRM has confirmed that the tenements are located in Western Australian Government records and understand that the tenements are in good standing and has confirmed such with Victory. Regarding the legal standing of the tenements that constitute the project, VRM directs the reader to the Solicitor's Report on the Western Australian Tenements included in the Prospectus to which this Report is appended.

In respect of the information contained in this Report, VRM has relied on:

- Information and Reports obtained from Victory, including but not limited to:
 - Presentation material including several cross sections and plans.
 - Annual Technical Reports for the tenements
 - WAMEX Reports for each of the project areas.
 - Victory's internal reports.
- Various ASX releases including from previous owners and neighbouring companies.
- Publicly available information including several publications on the regional geology of the Murchison Goldfields by the Geological Survey of Western Australia (GSWA)
- Government Regional WA datasets, including Memoir 3, several bulletins published by the GSWA and other regional datasets, including geological mapping and explanatory notes.

The reader is referred to the Solicitor's Report on Western Australian Tenements in this Prospectus for further information on mineral tenure and the status of material contracts.

1.6. Sources of Information

All information and conclusions within this report are based on information made available to VRM to assist with this report by Victory and other relevant publicly available data to 20 May 2021. Reference has been made to other sources of information, published and unpublished, including government reports and reports prepared by previous interested parties and Joint Venturers to the areas, where it has been considered necessary. VRM has, as far as possible and making all reasonable enquiries, attempted to confirm the

authenticity and completeness of the technical data used in the preparation of this Report and to ensure that it had access to all relevant technical information. VRM has relied on the information contained within the reports, articles and databases provided by Victory as detailed in the reference list.

A draft of this Report was provided to Victory, to identify and address any factual errors or omissions prior to finalisation of the Report.

1.7 Site Visits

A two day site visit occurred to the Cue project on 14 and 15 February 2021. During the site visit the extent of previous exploration and previous mining was reviewed and confirmed that there was a lack of modern exploration activities, in particular drilling below a large number of the historical workings. These workings require additional exploration and assessment including geological mapping and prospecting around the previous workings and detailed structural mapping with geochemical sampling consisting of rock chips, soil samples and shallow drilling. Several zones of historical workings consist of shallow surficial pits and workings with a series of deeper shafts presumably into the same mineralised structure to the west of the shallow pits. In some prospects there are three lines of workings with the western most shafts being very deep compared to the more eastern workings. These prospects require additional assessment and are shown in several photos below.



Drone photo of the Mafeking workings, the deeper workings are to the west. Approx. North shown. Note the lack of previous drilling.



Drone photo of the Stanmore workings, the deeper workings are to the west. Approx. North shown. Note the lack of previous drilling. The star is the approximate location of the photo below.



Photo of the Stanmore workings looking approximately south from the star annotated in the drone photo above. Note the lack of previous drilling.



Young Australia workings, north approximately up page. There is some minor historical drilling as shown in photo below.



Significant historic crushing foundations immediately to the west of the young Australia workings.



Previous drilling at Young Australia prospect, not documented in previous reports, confirming the requirement for historical data compilation and ground validation of previous work.

As most of the area has either a thin or negligible transported cover and minimal weathering VRM considers that any geochemical sampling should be close spaced as it is considered likely that there would be minimal lateral dispersion of gold away from structurally controlled vein systems. There are multiple targets that require assessment and targeting within the project tenements. As there are limited modern exploration activities there are minimal environmental liabilities associated with the previous (recent) exploration, however VRM notes that there are significant historical shafts and workings which, in VRM's opinion, should be made safe from a public safety perspective. An analysis of the risks associated with these workings is recommended.

2. Mineral Assets

The mineral assets included in this valuation include the Victory Gold Project. The Project includes 53 tenements in total, with most leases located to the north west of Cue as summarised below in Figure 1 Several separate leases including Eagle Hawk, Coodardy and Curtis Find leases are shown in the inset below.

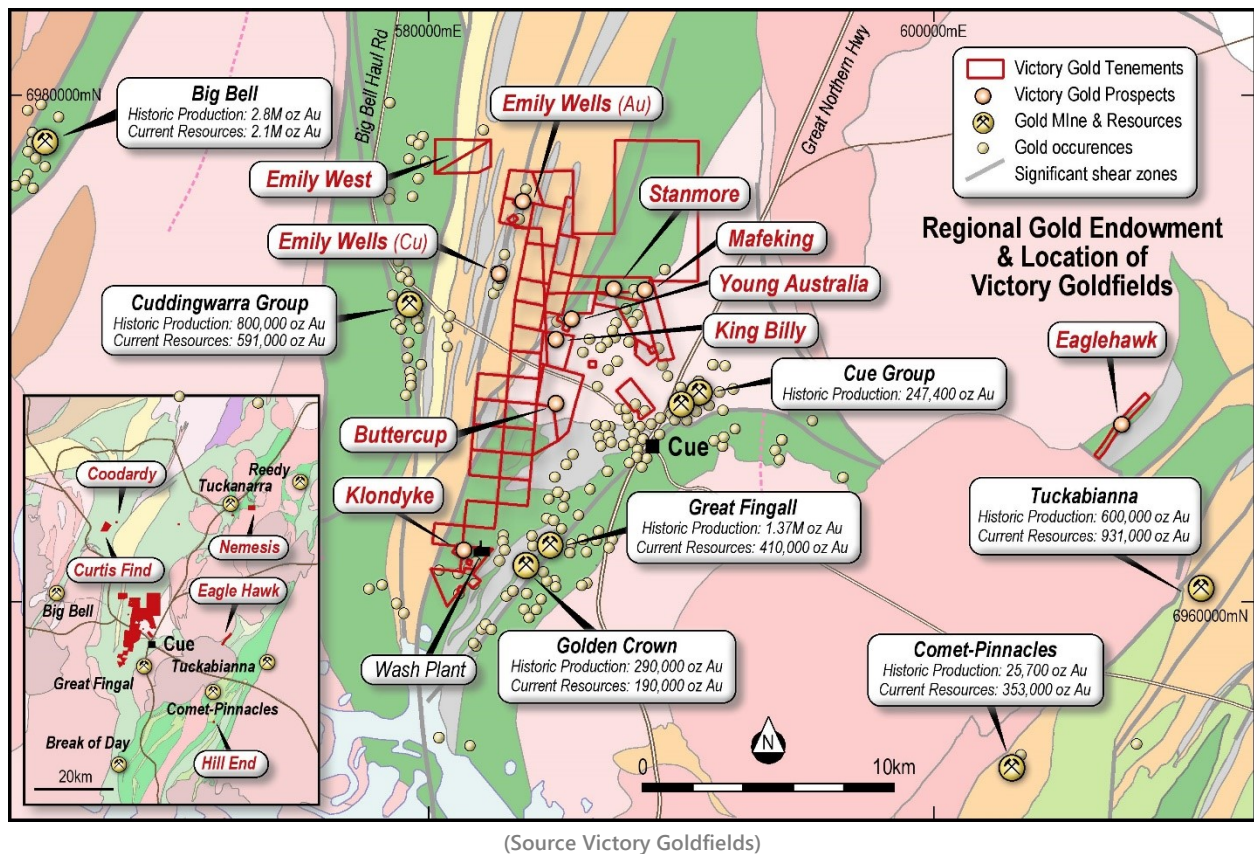


Figure 1 – Location of the Victory Gold Projects

Production and Resources in Figure 1 sourced from Westgold Presentation (ASX 11 Feb 2020), Comet-Pinnacles Production sourced from Paragon 1991 Annual Report, Comet-Pinnacles Resources sourced from Silver Lake 2015 Annual Report, Cue Group Production sourced from Watkins *et al* 1987.

2.1. Mineral Tenure

The Mineral Assets of Victory consists of 53 tenements being 46 granted tenements and seven applications. There are 18 granted Mining Leases and four Mining Lease applications; 26 granted Prospecting Licences and two Prospecting Licence applications; one granted Exploration Licence; one granted General purpose Lease and one Miscellaneous Licence application. The tenements cover a combined area of 73.88km².

Tenement information is summarised below in Table 1. The tenements have been validated via checking with the DMIRS Mineral Titles Online Database. VRM has made all reasonable enquiries regarding the status of these tenements and confirms to the best of VRM's knowledge these tenements remain in good standing

with all statutory filings, reports and documentation including renewals supplied to the various government departments. As VRM and the authors of this Report are not experts in the mining act of Western Australia, no warranty or guarantee, be it expressed or implied, is made by VRM with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure. VRM relies on the various government databases and websites which confirm Victory's tenements are, at the time of this Report, in good standing. Further information is provided in the Solicitor's Report on Western Australian Tenements in this Prospectus.

Table 1 Tenement schedule at 30 April 2021

Tenement	Status	Project	Holder	Start / Application	Expiry	Area (Ha/ Bl)
M20/327	Live	Curtis Find	Victory	2/12/1998	1/12/2040	205.75 HA
M20/455	Live	Coodardy	Victory	24/11/2005	29/11/2026	4.59 HA
E20/871	Live	Cue	Victory	17/08/2016	16/08/2021	7 BL
G20/25	Live	Cue	Victory	20/09/2018	19/09/2039	5.629 HA
L20/72	Pending	Cue	Klondyke	1/07/2015		6.57 HA
M20/128	Live	Cue	Victory	17/06/1988	16/06/2030	6.58 HA
M20/129	Live	Cue	Victory	17/06/1988	16/06/2030	7.407 HA
M20/288	Live	Cue	Victory	28/11/1995	27/11/2037	105.95 HA
M20/305	Live	Cue	Victory	13/08/1996	12/08/2038	299.85 HA
M20/360	Live	Cue	Victory	29/11/2010	28/11/2031	121 HA
M20/494	Live	Cue	Victory	29/11/2010	28/11/2031	44.1925 HA
M20/543	Pending	Cue	Klondyke	27/10/2017		188 HA
M20/544	Pending	Cue	Klondyke	27/10/2017		152.83 HA
M20/546	Pending	Cue	Stonevale	12/04/2018		175 HA
M20/550	Pending	Cue	Stonevale	14/06/2019		197.11 HA
M21/125	Live	Cue	Victory	16/06/1999	15/06/2041	141.8 HA
M21/143	Live	Cue	Victory	22/11/2010	21/11/2031	19.39 HA
M21/26	Live	Cue	Victory	31/12/1987	30/12/2029	4.53 HA
M21/86	Live	Cue	Victory	21/07/1994	20/07/2036	3.13 HA
M21/94	Live	Cue	Victory	12/01/1996	11/01/2038	96.37 HA
M21/95	Live	Cue	Victory	12/01/1996	11/01/2038	71.085 HA
P20/2007	Live	Cue	Victory	13/04/2010	12/04/2018	175 HA
P20/2153	Live	Cue	Victory	30/06/2011	29/06/2019	197.11 HA
P20/2225	Live	Cue	Victory	5/01/2015	4/01/2023	146.18 HA
P20/2226	Live	Cue	Victory	5/01/2015	4/01/2023	140 HA
P20/2248	Live	Cue	Victory	12/08/2016	11/08/2024	61.49 HA
P20/2249	Live	Cue	Victory	12/08/2016	11/08/2024	185.22 HA
P20/2250	Live	Cue	Victory	12/08/2016	11/08/2024	174.95 HA
P20/2331	Live	Cue	Victory	31/03/2020	30/03/2024	125.32 HA
P20/2333	Live	Cue	Victory	5/07/2019	4/07/2023	145 HA
P20/2334	Live	Cue	Victory	5/07/2019	4/07/2023	137 HA
P20/2352	Live	Cue	Victory	23/10/2019	22/10/2023	119.96 HA
P20/2353	Live	Cue	Victory	23/10/2019	22/10/2023	105.88 HA
P20/2354	Live	Cue	Victory	23/10/2019	22/10/2023	114.104 HA
P20/2355	Live	Cue	Victory	23/10/2019	22/10/2023	114.04 HA
P20/2356	Live	Cue	Victory	23/10/2019	22/10/2023	121.18 HA

Tenement	Status	Project	Holder	Start / Application	Expiry	Area (Ha/ Bl)
P20/2357	Live	Cue	Victory	23/10/2019	22/10/2023	121.10 HA
P20/2358	Live	Cue	Victory	23/10/2019	22/10/2023	121.14 HA
P20/2359	Live	Cue	Victory	23/10/2019	22/10/2023	121.17 HA
P20/2360	Live	Cue	Victory	23/10/2019	22/10/2023	121.10 HA
P20/2383	Live	Cue	Victory	20/02/2020	19/02/2024	121.16 HA
P20/2397	Live	Cue	Victory	10/08/2020	9/08/2024	127.25 HA
P20/2398	Live	Cue	Victory	20/04/2020	19/04/2024	5.94 HA
P20/2409	Pending	Cue	Victory	10/01/2020		199.9 HA
P20/2410	Pending	Cue	Victory	10/01/2020		140.4 HA
P21/718	Live	Cue	Victory	5/01/2015	4/01/2023	120 HA
P21/774	Live	Cue	Victory	16/12/2019	15/12/2023	121.16 HA
P21/775	Live	Cue	Victory	16/12/2019	15/12/2023	121.12HA
P21/776	Live	Cue	Victory	16/12/2019	15/12/2023	121.03HA
M20/263	Live	Eagle Hawk	Victory	18/10/1993	17/10/2035	71.56 HA
M21/158	Live	Hill End	Victory	4/11/2014	3/11/2035	9.68 HA
M20/480	Live	Ningan Hill	Victory	26/11/2009	25/11/2030	3.65HA
M20/33	Live	Tuckanarra	Victory	18/03/1986	17/03/2028	141.65 HA

Notes

The area in Ha has been truncated to two decimal places,

Victory - Victory Goldfields Pty Ltd, Klondyke - Klondyke Gold Pty Ltd, Stonevale - Stonevale Enterprises Pty Ltd.

P20/2409 and P20/2410 have been over pegged by P20/2411 and P20/2412. VRM has reviewed the tenement details and objections to P20/2409 and P20/2410 have been withdrawn. VRM understands that the competing tenements are likely to be withdrawn.

P20/2007 and P20/2153 are both listed as expired however they remain live by virtue of having been over-pegged by M20/546 and M20/550, respectively.

Reference to Tenement expenditure requirements are covered in the Solicitors Report.

VRM independently confirmed the status of the Western Australian tenements on the Department of Mines, Industry Regulation and Safety (DMIRS) online tenement database, Mineral Titles Online accessed on 22 February 2021. The tenement locations are shown in Figure 2.

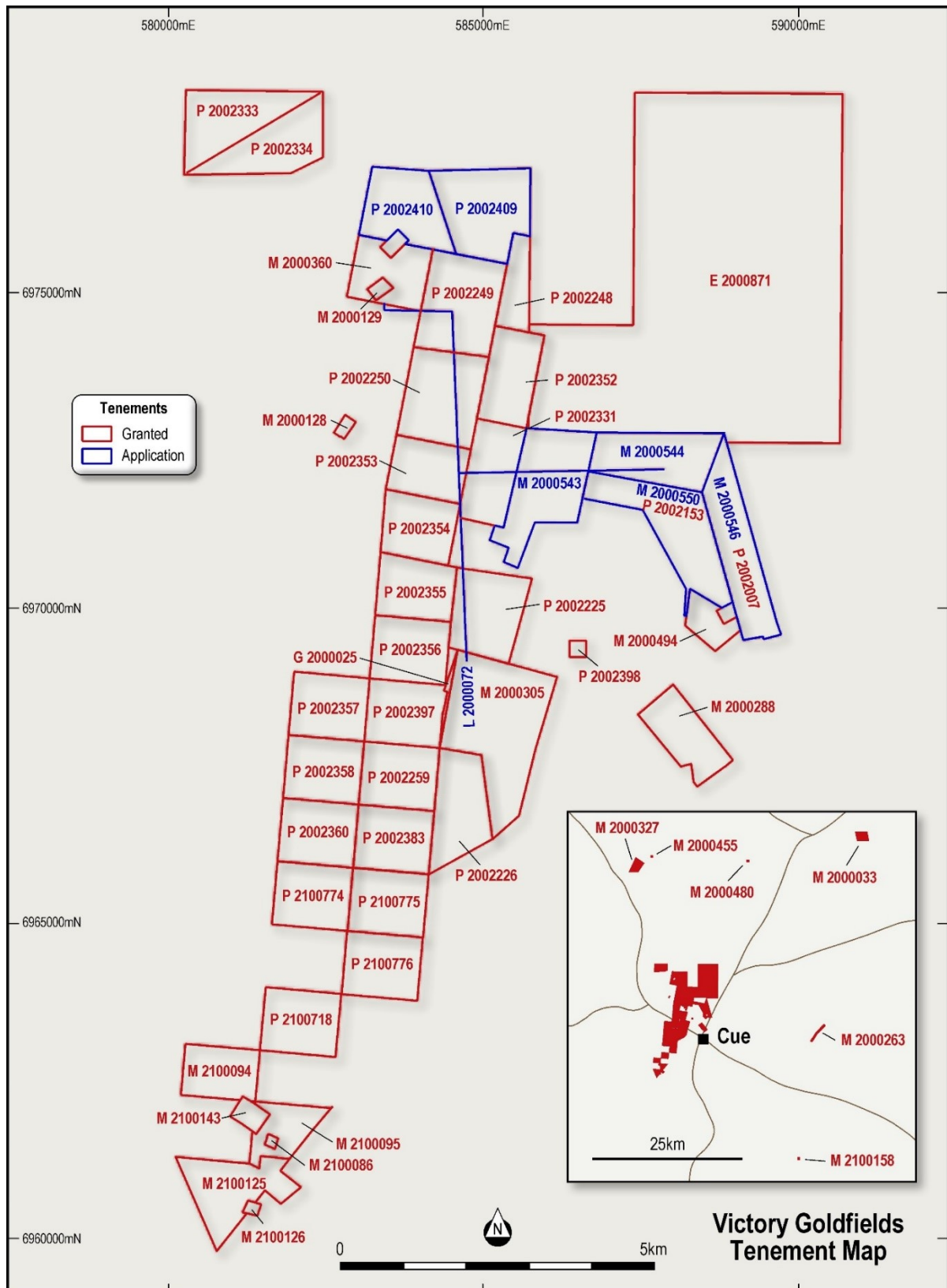


Figure 2 – Location of the Victory Gold Project tenements

(Source : Victory Gold Fields)

2.2. Accessibility

The WA licences are located approximately 665 kilometres north northeast of Perth. Access to the area is via the sealed Great Northern Highway to Cue, and then along the well-maintained, unsealed tracks.

Figure 1 shows the regional location of the Cue Project and Figure 2 shows the tenements that constitute the Cue Project and access to the project.

Access from Perth is via the sealed Great Northern highway via Mt Magnet while access within the project is via gazetted shire-maintained gravel roads and various exploration and mining tracks. Access to the two tenements to the south east of Cue is via the gazetted unsealed Cue – Sandstone road to the Tuckabianna or Comet mine access roads then via station tracks, fences, and exploration tracks.

Sealed all weather airports, serviced by regular small sized commercial flights are located at both Meekatharra and Mt Magnet. The unsealed Cue airstrip is located immediately to the east of the project. There are several smaller unsealed airstrips within the general area, these are generally suitable for emergency use only.

The Cue Goldfield has a long history of mining dating back to 1891. The Victory Gold Project has had several areas of prospecting and small-scale mining.

3. Victory Gold Project

3.1. Regional Geology

The Victory Gold Project is within the north eastern Murchison Domain forming part of the Youanmi Terrane within the Archean Yilgarn Craton (Cassidy *et al.*, 2006; see inset to Figure 3)). This includes the laterally continuous Mt Magnet to Meekatharra greenstone belt. The project is entirely within the Cue 1:250,000 map sheet (SG50-15) and is mostly on the Cue (2443) 1:100,000 map sheet with the outlying tenements south east of Cue on the Wynyangoo (2542) map sheet and the tenement to the southwest of Cue on the Austin (2442) map sheet.

The area is dominated by a typical Archean greenstone sequence which usually consists of a basal mafic to ultramafic unit, overlain by mafic volcanics then felsic rocks and finally a series of sedimentary – volcanoclastic sediments. This general stratigraphic sequence is observed in multiple greenstone belts within the Yilgarn Craton and other Archean granite – greenstone terrains globally. Van Kranendonk and Ivanov (2009) reinterpreted the Murchison lithostratigraphy based on new mapping and geochronology in 2009 (Figure 3). The geology consists of the following four greenstone sequences:

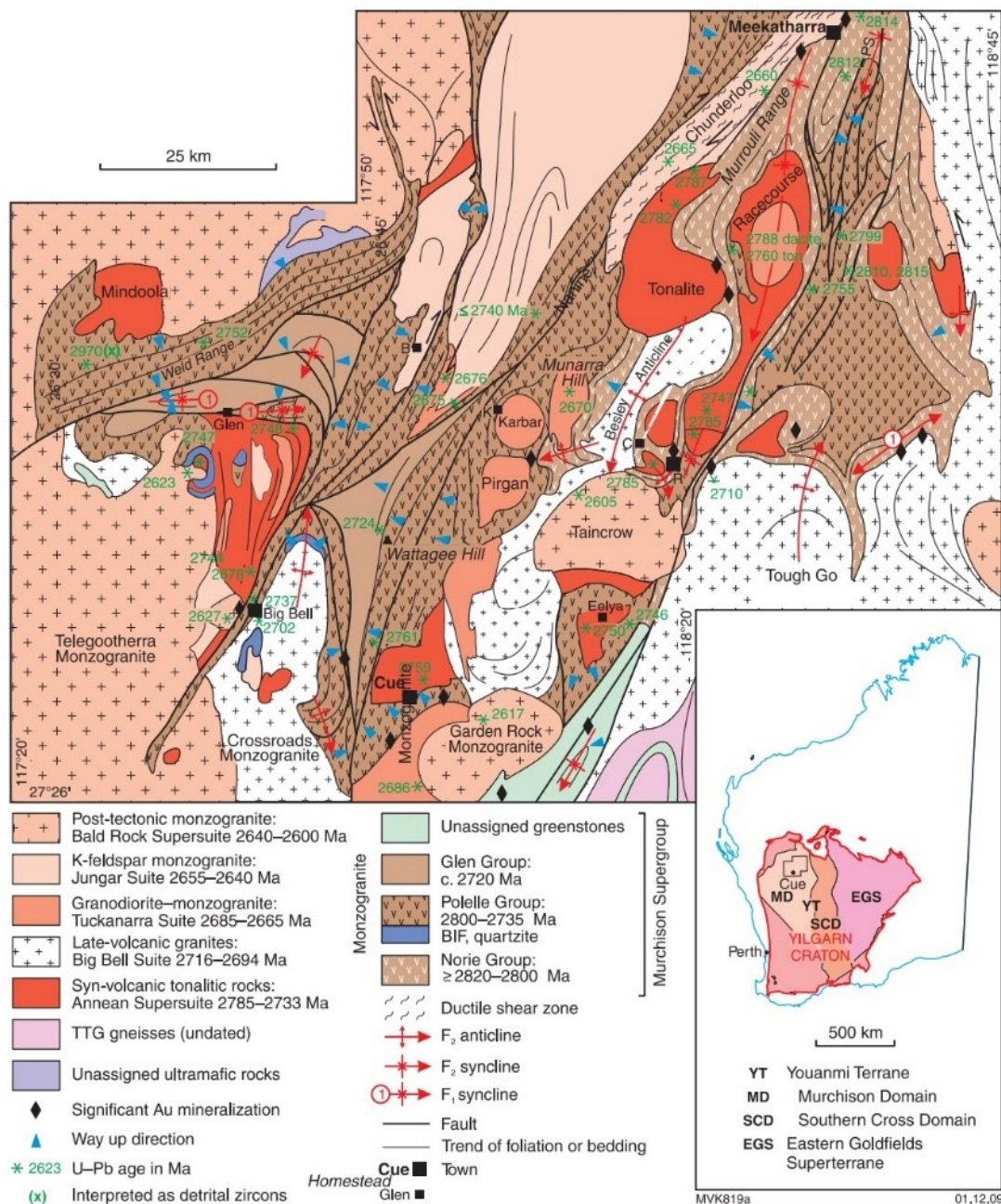


Figure 3: Simplified geological map of the Northern Murchison domain showing subdivision of greenstones into groups and granites into suites based on mapping and geochronology.

(Source Kranendonk and Ivanov 2009)

(1) ca 2960–2935 Ma mafic and felsic volcanic and volcanoclastic rocks in the southern part of the domain.

(2) ca 2825–2805 Ma mafic volcanic rocks, felsic volcanoclastic sandstones and banded iron-formation (Norie Group) throughout the domain.

(3) ca 2800–2735 Ma mafic to ultramafic volcanic rocks, intermediate to felsic volcanic and volcanoclastic rocks, and banded iron formation (Polelle Group) throughout the domain; and

(4) ca 2735-2700 Ma coarse clastic sedimentary rocks, komatiitic basalt and minor rhyolite (Glen Group)

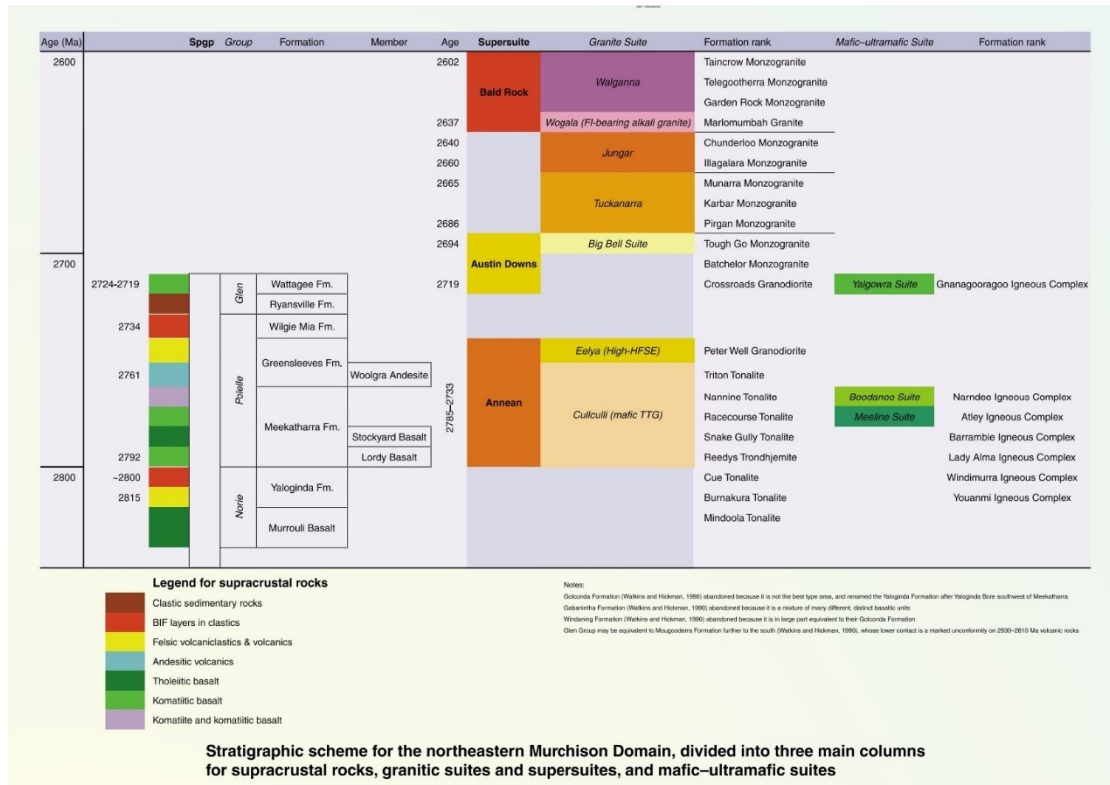
Five suites of granitic rocks have intruded the Murchison Supergroup both synchronously with the volcanism and post deformation (Figure 4). Two have been folded and metamorphosed and are now pegmatite-banded gneiss and voluminous recrystallized monzogranite. Three, post-folding granitoids, Suite I and Suite II, retain igneous mineralogy and textures. The post deformational granites only intrude the greenstone sequences.

Deformation consists of four events, including two early periods of greenstone tilting ($D_1 = 2930\text{--}2825\text{ Ma}$; $D_2 = 2735\text{ Ma}$) – possibly associated with crustal extension – and two later (c. 2680–2640 Ma) periods of deformation resulting in tight to isoclinal folding of greenstones. D_3 structures include steeply-plunging, east–west trending folds of greenstones and open domes of granitic rocks, which formed during a period of inferred partial convective overturn of dense greenstone upper crust and partially molten granitic middle crust at c. 2675 Ma. Overprinting D_4 structures developed in response to strong east–west compression, resulting in broad, splayed, north-northeast striking dextral shear zones, upright, north- to north-northeast trending folds, and minor north-northwest striking sinistral shear zones. Gold mineralisation tends to be focussed in regions of D_4 dextral shear and/or low-pressure domains in fold interference structures.

Much of the late history of the domain, from 2720 to 2630 Ma, is similar and contemporaneous with events that also affected the Eastern Goldfield Superterrane (EGS) of the craton. Shared events include komatiitic-basaltic volcanism at c. 2720 Ma, followed by widespread felsic magmatism (2690–2660 Ma), early deformation at 2675 Ma, shear-hosted gold mineralisation at 2660–2630 Ma, and post-tectonic granites at c. 2630 Ma. In addition, the whole craton experienced a period of mafic-ultramafic magmatism (komatiitic-basaltic volcanic rocks, layered mafic-ultramafic complexes, and gabbros) at c. 2810 Ma, indicating a shared early history.

3.2. Local Geology

According to Van Kranendonk and Ivanov (2009), the 2800–2730Ma Polelle Group disconformably overlies the Norie Group and is best exposed in the hinge of the Polelle Syncline northwest of Cue (Figure 3). North and west of the town of Cue, the base of the Polelle Group is marked by the Coodardy Formation, a discontinuous, relatively thin unit (100m) of quartzite and metamorphosed iron-formation. The conformably overlying Meekatharra Formation is 2500m thick and consists of tholeiitic basalt, komatiitic basalt, komatiite, and thin interflow felsic volcanoclastic sedimentary rocks. A komatiitic basalt unit, known as Lordy Basalt Member (previously Lordy Basalt of Watkins and Hickman, 1990), forms the base of the Meekatharra Formation.



(Source : Kranendonk and Ivanov 2009)

Figure 4 : Cue area stratigraphy

The conformably overlying Greensleeves Formation consists of up to 5 km of andesitic to rhyolitic volcanic and volcanoclastic rocks. Just north of Cue, the Greensleeves Formation predominantly consists of well-bedded felsic volcanoclastic rocks, grading from more andesitic compositions at the base to rhyolitic at the top.

In the Cue area, the oldest granitic rocks have been assigned to the 2787–2733 Ma Annean Supersuite, which was coeval with volcanism of the Polelle Group (Figure 4). Local, 2–5 km diameter, plutons were emplaced as subvolcanic intrusions that fed felsic volcanic centres, such as are preserved at Eelya Hill and at Cue (Cue Tonalite). These centres are highly mineralised with gold within the plutonic rocks themselves (e.g., Gem of Cue and Eelya North mines), as well as in their felsic volcanic envelopes. Composed principally of biotite ± hornblende tonalite–trondhjemite–granodiorite (and quartz diorite) (TTG) rocks, two geochemically distinct suites have been identified by Champion and Cassidy (2002). These include the Cullculi Suite of hornblende ± biotite TTG that commonly form discrete subvolcanic plutons (e.g., Cue Tonalite), but also form the main component of gneisses that have been invaded by younger granitic rocks and strongly deformed, pegmatite-banded, gneisses.

Gold mineralisation at Cue is hosted largely by quartz veins and sheets within the Cue Tonalite. The mineralised zones often occur at faulted granitoid contacts with sheared greenstone enclaves. There are two main sets of mineralised faults/shear zones: one set runs parallel to regional cleavage and strikes northeast to east, and dips northwest to north at moderate angles; the other set strikes north west to north,

and dips moderately to steeply to the west. The latter set represents tensional fractures within a northeast-trending zone of sinistral movement known as the Great Fingall (or Day Dawn) Shear Zone.

3.2.1. Eagle Hawk

The gold mineralisation at the Eagle Hawk mine occurs in sulphidic (mostly pyrite with minor chalcopyrite) quartz lodes within chloritized mafic schists of the Meekatharra Group. The strike of the shear zone is in a northeast to southwest direction. From 1934–1935, 98 tons of ore was treated at a grade of 10.2 g/t Au (WAMEX A21736). In 1997, when underground mining started on the 54m level, 800t at 22 g/t Au was extracted. The mineralisation has been partially mined down to 59m and worked for only 39m in length (Higham, 2013, WAMEX A96686).

3.2.2. Coodardy

The Coodardy project area is located 30 kms from the Big Bell mine and 30 kms north-west of Cue, Figure 2 (inset). It sits on the north-eastern flank of a granite cored anticlinal greenstone sequence. Gold mineralisation is situated within a sericitised and carbonated weathered basic schist between an interlayered basalt - black shale - cherty sediment schist sequence and a dolerite. Talc chlorite schists are common between the metasediments and dolerites. Usually only minor quartz veining is present, but sulphides are evident. Dolerite is mineralised at the northern end of the resource and has fresh pyrite, arsenopyrite and pyrrhotite (Sauter and Byrne, 1984, WAMEX A13822).

3.3. Regional Mineralisation

Figure 5 below shows the major mineral deposits overlaid on the regional geology of the central Murchison District while Table 2 documents the previous production and current resources and reserves of the region. Within the immediate Cue District, there are numerous significant historical gold mines including the large and high-grade Great Fingall/Day Dawn gold mine, the Cuddingwarra open pit deposit, the Golden Crown open pit and Yellow Taxi deposits along with over 200 smaller deposits immediately north of Cue. A summary of the historical gold mining within the Cue Project is included in Section 3.4.1 below.

All gold deposits within the Cue region are classified as orogenic (structurally hosted) gold deposits with the gold distribution directly associated with the quartz vein density and associated alteration.

Overall, there is minimal difference between the quartz vein systems of the Day Dawn and Golden Crown deposits to that of the tonalite hosted deposits north of Cue. The main difference between the Day Dawn and Golden Crown deposits and the tonalite hosted deposits is the sulphide content with noticeably stronger sulphides in the Great Fingall Dolerite systems compared to the tonalite hosted mineralisation.

The former usually contains greater than 2% and locally up to 10% pyrite (and Pyrrhotite) with minor disseminated galena, sphalerite, chalcopyrite and arsenopyrite (Uemoto, et.al., 2002) while the tonalite hosted deposits are dominated by native gold and minor late stage pyrite with occasional galena. The deposits within the tonalite are all oxidised, dominantly due to the shallow development depths. There is a

direct correlation between both a high late fracture density and strong discoloration from yellowish to dark brown. The native gold in the tonalite hosted deposits is generally coarse grained with a significant portion of gold, of this nature, possibly recoverable by gravity separation.

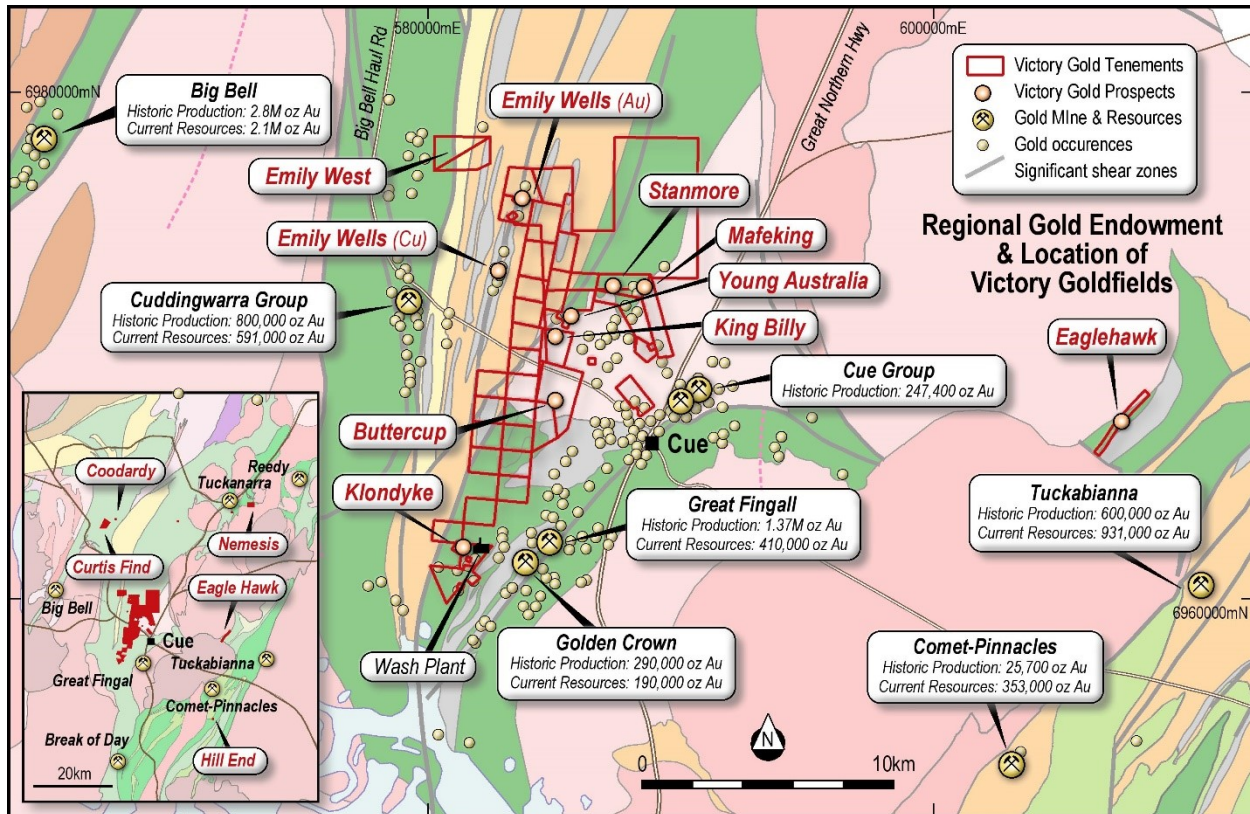


Figure 5: Simplified Regional Geology of the Cue Area with Victory Tenements shown.

(Source : Victory Gold Fields)

Wall rock alteration around the structurally controlled tonalite hosted vein systems is typical of orogenic gold mineralisation and consists of a sericite and kaolin alteration, especially in the oxidised zones. Due to the low available iron in the tonalites, compared to the Great Fingall dolerite or other greenstone host rocks the vein systems to the north of Cue show minimal wall rock alteration and hence no significant zone of low grade gold halo around the high-grade veins. In the Great Fingall and Golden Crown deposits the alteration halo consists mainly of chlorite, epidote, ankerite, biotite and pyrite that can extend between 10m and 30m from the vein systems.

Mineralisation within the tonalite hosted deposits is structurally controlled with individual mineral systems being shear controlled brittle vein arrays. Individual shear zones are between 5m and as much as 20m wide and show considerable strike persistence. The dilational sites and the orientation of individual ore shoots are commonly associated with intersections of multiple shears. Within these shear dilational fill quartz vein array systems, the gold grades are entirely confined to the quartz veins and hence grade is controlled by the overall vein density. In this structural setting it is expected that it is unlikely that a low-grade alteration halo exists around the individual vein systems. However, there may be areas of lower vein abundance that would

result in low grade drill intersections. These low-grade intersections, where there is a low vein abundance or vein density intervals, may provide sufficient low-grade material to support a large tonnage comparatively low-grade mineral system.

Table 2: Past Production, Resources and Reserves for the Major Deposits in the Cue Region.

Deposit	Past Production (Moz)	Resources (Moz)	Reserves (Moz)
Big Bell ¹	2.8	2.1	1.096
Day Dawn/ Great Fingall / Golden Crown ¹	1.7	0.817	0.108
Cuddingwarra Group ¹	0.8	0.591	0.351
Tuckabianna ¹	0.6	0.931	0.233
Reedy ¹	1.0	0.992	0.125
Break of Day/Lena ³		0.587	
Yaloginda ¹	1.2	0.824	0.091
Paddy's Flat ¹	2.3	1.335	0.189
Andy Well ²	0.35	0.5	

Notes: the production from the some of these projects includes ore from various deposits with material transported to the central milling facility. VRM has assigned what the author considers appropriate rounding to the published Resources and Reserves. ¹Westgold ASX report 11 February 2020
² S and P Global ³ Musgrave Minerals ASX report 11 November 2020.

3.4. Mining and Exploration History

3.4.1. Historical Mining

Uncertainty exists over who first discovered gold in the Cue District of the central Murchison Province, but it's generally accepted that the initial find was made by prospector Michael John Fitzgerald on New Year's Day, 1892 while travelling with two traditional owners over what is now called Kintore Blow. During the same year, gold was discovered 6km to the southwest of Cue at the Day Dawn gold mining centre by Edward Heffernan. The town is named after Tom Cue who first registered their claim at Nannine, over 80km away, where the nearest mining warden was located. In 1893, several quartz reefs were developed and in the next few years, several properties were optioned or purchased to support floating of companies on the London market. Many of the companies, however, were undercapitalised and together with excessive costs for machinery and cartage, inferior equipment, little development to provide ore feed, and a lack of water, the result was that many mines closed within a short period (Woodward, 1907).

Government records of production are incomplete, since only one or two major mines registered returns prior to 1896. Considerable profits were apparently made by treating the sands from these mines but since the results were not added to the original crushing returns, the total yields of gold are inexact. Despite the above incomplete data, the records show that up to 1906 the Cue Mining Centre yielded some 6,620kg (212,855oz.) of gold from 237,350 tonnes of ore at an average grade of 27.9g/t Au.

This excludes the unrecorded but reportedly substantial quantities of alluvial and eluvial gold won by dry blowers and miners from "The Patch" and the "Pearling Ground" immediately northeast of Cue, largely won between 1891 and 1894, and the early high-grade production from the first hard rock mines. Furthermore,

this also excludes the gold production from the field between 1907 to 1914 when virtually all the hard rock mines had ceased production. Therefore, it is considered likely that the overall gold production from the field to a maximum depth of ~ 50m below surface, exceeds 350,000oz Au.

Watkins et al (1987) state the following gold production prior to 1986, for the Cue Mining Centre, located to the east of the Victory tenements, totalling 247,400oz. Gold production figures for the historical workings within the Victory tenements are listed in Table 3.

Table 3: Gold Production within the Victory Tenements.

Site Name	Tenement	Production		Production From	Oz
		Start	End		
Eelya	M20/263	1951	1985	Gold Ore and Other	1,270
Bachelor	M 20/33	1900	1948	Gold Ore, Dollied and Alluvial	780
Buttercup	M 20/305		1930	Gold ore	1,070
City of St Petersburg	M 20/550			Gold ore	5
Dryberra	M 20/33	1914	1914	Gold ore	10
Eagle Hawk	M 20/263	1934	1962	Gold ore	480
Emily	M 20/129	1905	1910	Gold ore	730
Hard Luck	M 20/550		1900	Gold ore	60
Lady Godiva	M 20/550			Gold ore	110
Mafeking	M 20/550	1900	1904	Gold ore	110
Maori	M 20/288		1904	Gold ore	20
Margaret	M 20/128	1948	1948	Gold ore	10
Maud	M 20/288		1900	Gold ore	160
Moonlight	M 21/86		1900	Gold ore	6
Nemesis	M 20/33	1902	1923	Gold Ore and Dollied	7,190
New England	M 20/288			Gold ore	8
Oxonian	M 20/129		1900	Gold ore	220
Pamela	M 20/305	1981	1982	Gold ore	110
Retreat	M 20/544	1902	1903	Gold ore	20
Stanmore	M 20/544			Gold ore	60
Treasure Trove Extended	M 20/128			Gold ore	40
Two Nations	M 20/550			Gold ore	9
Welcome	M 20/288	1902	1917	Gold ore	70
Windmill	M 20/129			Gold ore	60
Young Australia	M 20/543	1907	1936	Gold ore	1,460
Young Colonial	M 20/288		1902	Gold ore	260
Ada Mary	M 21/95	1902	1902	Gold ore	30
Hill End	M 21/158	1903	1916	Gold Ore, Dollied and Alluvial	5,280
Ivy May	M 21/95	1903	1903	Gold ore	1
Klondyke	M 21/86	1902	1943	Gold Ore and Dollied	2,300
Klondyke West	M 21/125	1945	1946	Gold Ore and Dollied	30

Note Total Gold production from DMIRS database with production ounces calculated from the reported tonnes, grade, and production (in kg) and rounded to nearest 10oz, other than for the small production of less than 10oz. VRM has been unable to verify the production information from original documents.

The historical gold mines of the Cue region are known to occur in multiple rock types including the greenstone mafic units like Great Fingal while there are also a large number of historic workings in the Cue Tonalite complex comprising rocks ranging from quartz diorites through granodiorite (tonalite) to monzogranites.

Mineralisation commonly occurs within quartz veins on the contacts of fracture-related mafic dykes and quartz porphyries hosted by tonalite, with individual mines having produced up to 50,000 ounces of gold. Veins strike either northeast or north-northwest, similar in geometry to the vein orientations at Day Dawn, and typically dip to the northwest or west. Many, but not all, veins are localised within zones containing enclaves of mafic greenstone.

Typical mineralised quartz veins in tonalite range in length from 200m to 1,000m and up to two metres in width. Locally, the vein width may reach 10m at the intersections of cross cutting veins or at deflections in strike. The veins are known to persist to at least 200m depth, for example on the Cue No. 1 vein, however, limited drilling or mining is yet to fully test the depth extension of the tonalite hosted veins. Drilling on Cue No. 1 shows that the vein thickens and thins with changes in orientation.

The Cue Tonalite hosted quartz veins show a coarse gold distribution over distances as short as a few metres. Gold typically occurs as native gold, with minor accompanying sulphide or alteration minerals. Historical mining relied on strike driving along the veins to explore for extensions, with stopes developed between drives in areas of continuous mineralisation.

In addition to the recorded hard-rock mining production, a substantial amount of gold was also won in the Cue region from eluvial and alluvial deposits.

3.4.2. Previous Exploration – Cue Project

The Victory projects consist of multiple tenements in different geological terrains. The main three projects are described in this report as the Cue Project, located immediately to the west and south west of Cue, the Eagle Hawk Project approximately 20km to the east of Cue and the Coodardy Project, 25km to the north west of Cue. The five additional projects, which are not described in detail within this report, include small tenements at Curtis Find (M20/327), approximately 25km to the north west of Cue, Hill End (M21/158), approximately 31km to the south east of Cue, Nindan Hill / Karbar (M20/480), 26km north of Cue, the Nemesis tenement (M20/33) 5km east of Tuckanarra and 38km to the north east of Cue and Emily Wells Copper (M20/128) 10km north west of Cue.

Geological Survey of Western Australian (GSWA) mapping and records show abundant gold occurrences located within the Cue Project (Figure 5). Considerable early prospecting and more recent company exploration activities have been conducted near Cue and has led to numerous gold discoveries resulting in extensive historical mining in the district.

Due to the extensive and prolonged exploration activities within the Cue Project, this report is only a summary of the recent exploration. Historical exploration and mining have been documented in previous government reports including the explanatory notes for the Cue 1:250,000 map sheet (Watkins *et.al.* 1987) and Bulletin 137 (Watkins and Hickman, 1990) and multiple other publications.

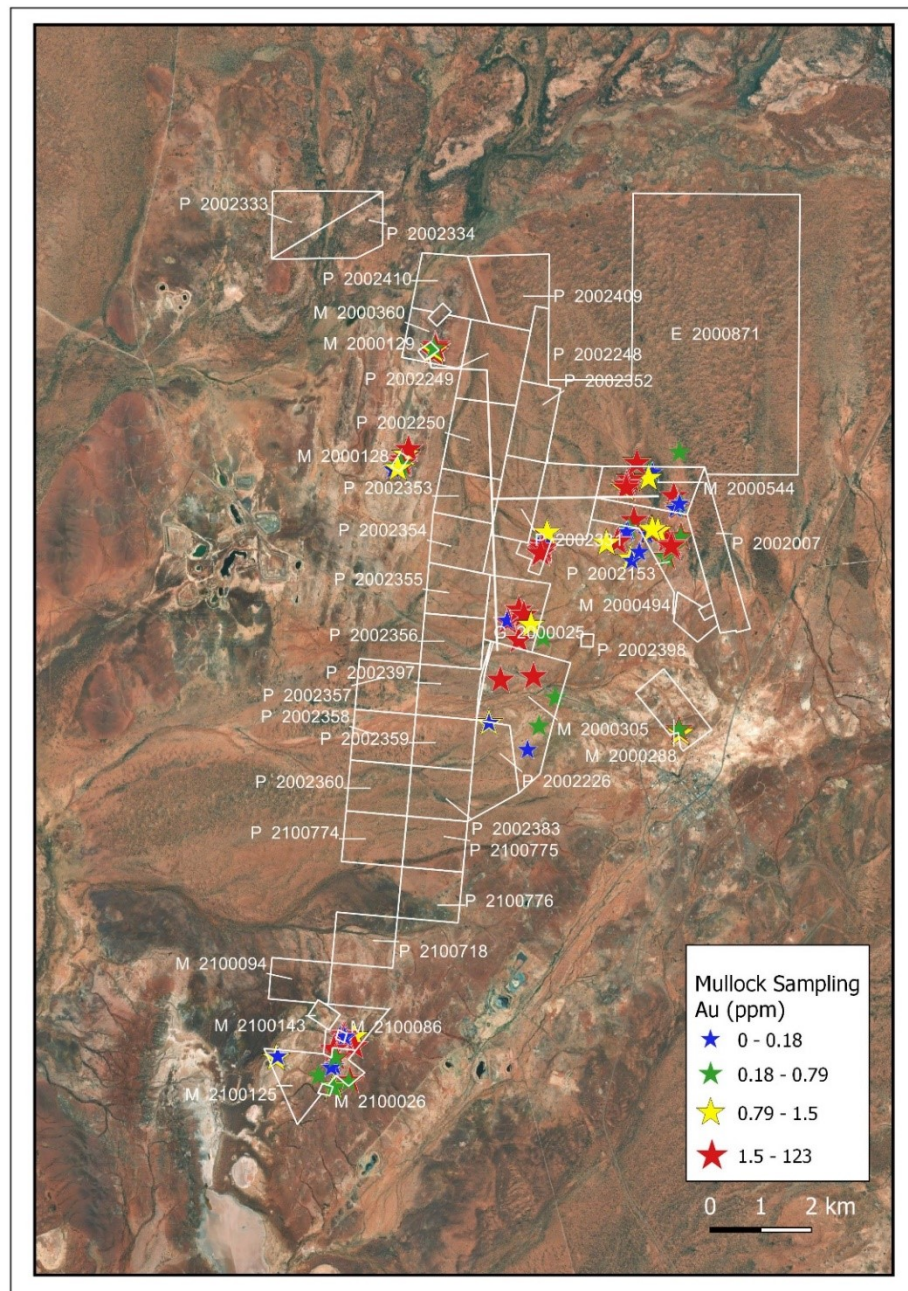
Within the Victory project tenements there are extensive zones of historical workings and local areas of previous exploration. These include the historical workings and production as detailed above. Recent limited exploration by Victory has, in VRM's opinion maintained the prospectivity of the project's tenements by the validation of historical rock chip and surface sampling along with validation and compilation of the historical mining records and activities. The production records of the historical mines are however unable to be verified by VRM beyond the government reports and records.

3.4.2.1. Cue Project - Overview

Recent exploration undertaken by Victory has been limited to geochemical sampling by either rock chip sampling of mullock dumps adjacent to the historical underground workings and auger drilling which VRM considers to be essentially a geochemical sample at a specific regolith horizon.

The workings, which average 30m deep, are spatially related to narrow quartz reefs striking usually north northeast along structural lineaments within the Cue tonalite. These structures are evident in the imaged aeromagnetic data. Old gold workings are largely located along these structures.

In 2020, Victory completed reconnaissance auger soil sampling and mullock dump sampling programs around Emily Wells, Stanmore, Mafeking, Lady Godiva, Retreat and Union Jack. Figure 6 shows the location and results of the regional mullock dump sampling.



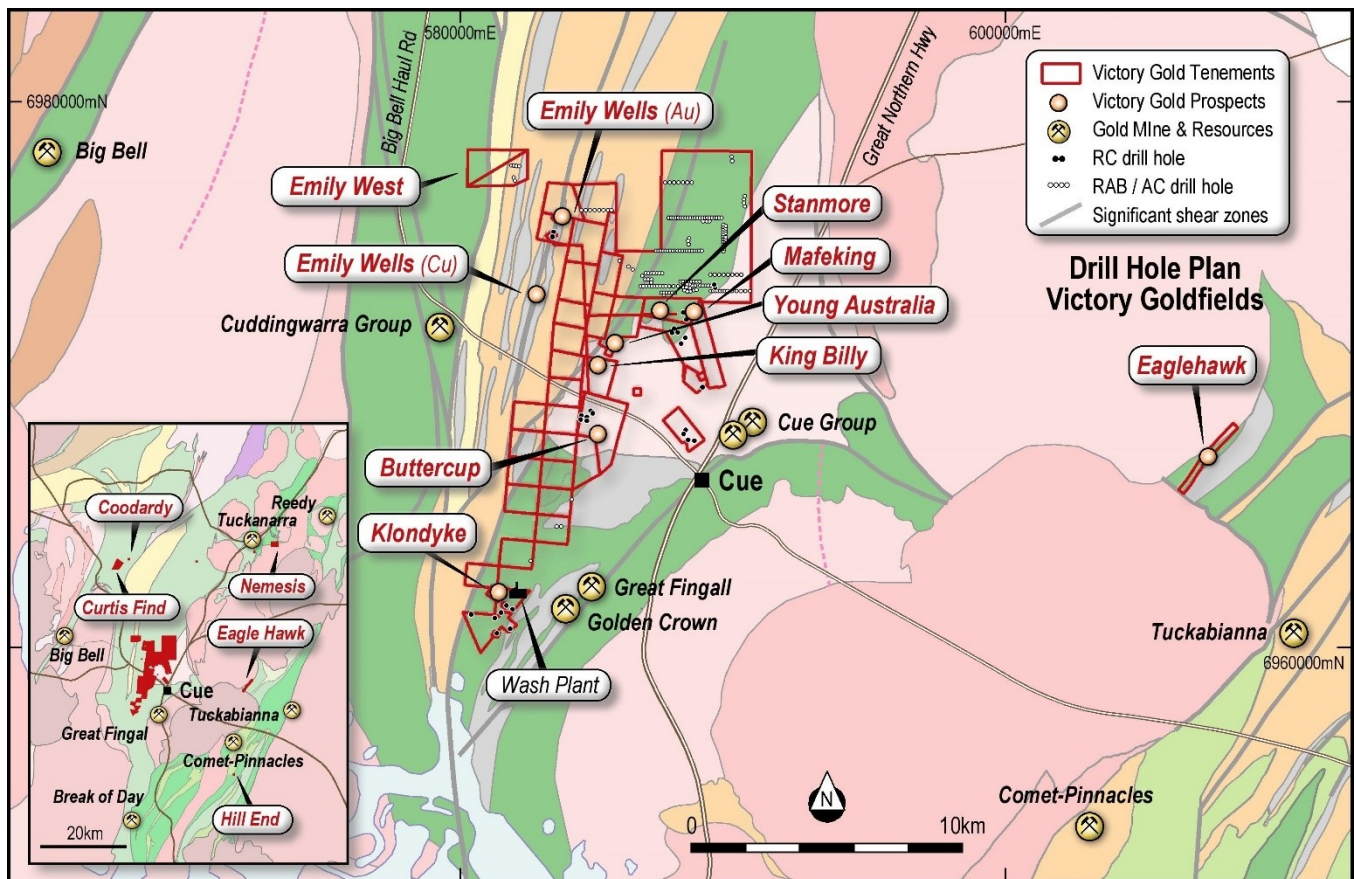
(Source : Victory Gold Fields)

Figure 6: Location of central Cue project tenements on satellite image showing mullock dump sampling.

Within the Cue tenements, most of the previous drilling has been conducted below known workings. There have been no recorded drilling activities within the Cue Project in the past five years. Table 4 is a summary of previous drilling on the tenements which was located and compiled from the WAMEX database. Figure 7 shows the WAMEX located drilling within the Cue tenement group.

Table 4 : Summary of Drilling from WAMEX digital Database Cue Group

Tenement	Hole type	Number of holes	Metres drilled	Average depth (m)	Maximum depth (m)
P20/2333-2334	RC	18	1607	89	113
	RAB	3	165	55	81
	DD	1	126	126	126
P20/2409	RAB	8	225	28	51
P21/775	AC	3	121	40	45
P21/776	AC	9	519	58	77
P21/718	AC	5	261	52	53
E20/871	AC	333	20734	62	122
	RAB	54	2664	49	77
	RC	1	110	110	110



(Source : Victory Gold Fields)

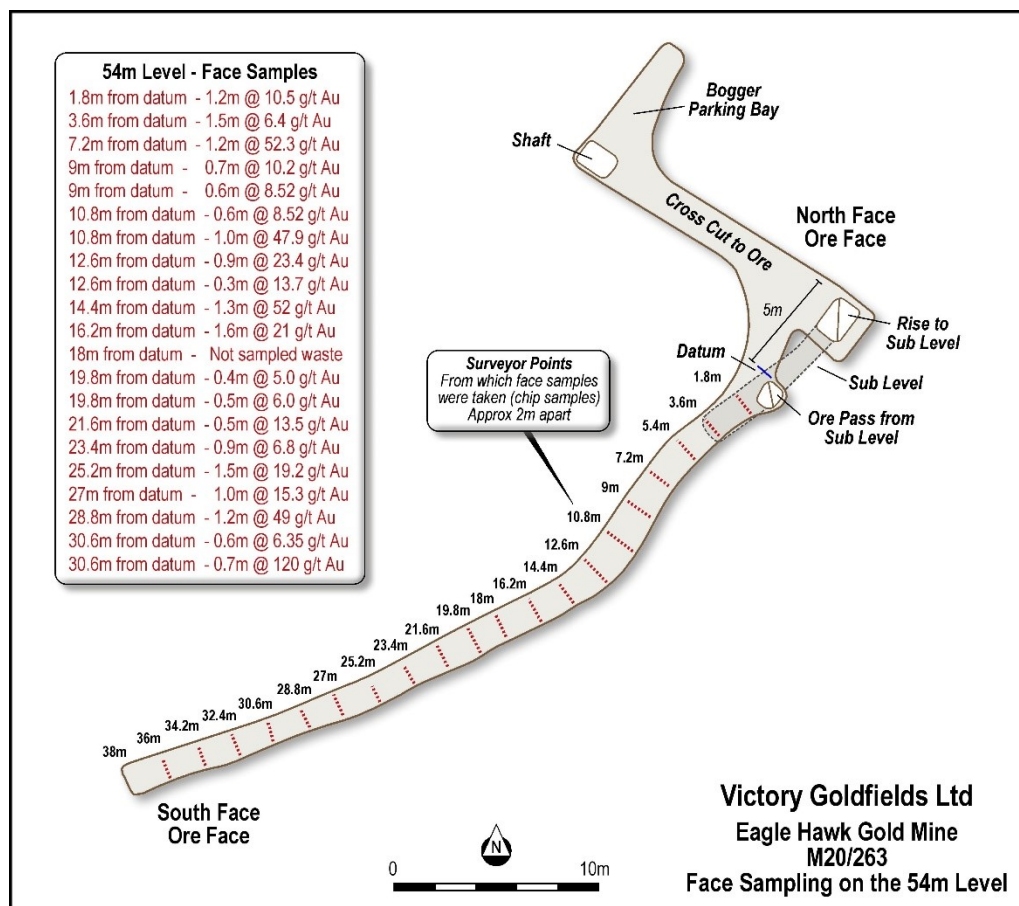
Figure 7 : Previous drilling locations over the Cue tenement package with 1:500,000 GSWA geology from WAMEX drilling database.

A full summary of the drilling as compiled from the WAMEX database, is located in Appendix A, including all intersections greater than 0.1g/t Au.

3.4.2.2. Eagle Hawk Project M20/263

The Eagle Hawk project consists of a single mining lease, M 20/263. Previous exploration drilling at Eagle Hawk in the 1980's (Tuckanarra Minerals, 1987, A21736) included seven RC holes for a total of 421m. The best intersections were 5m at 18.23g/t gold from 56m in hole EHR02, with the hole being abandoned in mineralisation and 1m at 15.5 g/t Au from 52m in hole EHR05.

The gold mineralisation at the Eagle Hawk mine occurs in sulphidic (mostly pyrite with minor chalcopyrite) quartz lodes within chloritized mafic schists. The mineralised structure strikes in a north east to south west direction. From 1934–1935, 98 tons of ore was treated at a grade of 10.2 g/t Au. In 1997 mining on the 54m level extracted 800t at 22 g/t Au. The mineralisation has been partially mined down to 59m and worked for 39m in length. Remnant gold mineralisation has been reported within the hanging wall and footwall of the development drives and at depth (Higham, 2013). Face sampling of the lode by Klondyke Gold in 2015, at the 54m level development drive, is illustrated in Figure 8. As detailed in Table 3 a total of 480oz of gold is reported as being produced from the Eagle Hawk mine.



(Source : Victory Gold Fields)

Figure 8 : Eagle Hawk M20/263, underground workings

In addition to the Tuckanarra Minerals drilling discussed above, seven RC holes were drilled by Westgold in 1995 (holes JQC046 to JQC052, Castle Hill Resources, 1995) and 28 RC holes were drilled by Klondyke Gold in 2012 and 2015 (holes KG01 – KG05 and A2 to V3, Higham, D., 2013). Refer to Appendix B for details of the full set of drill results at Eaglehawk, as compiled.

Victory has compiled previous drilling where data is available within the tenement. Table 5 is a summary of previous drilling from 1995-2015 on the tenement.

Table 5 : Eagle Hawk M20/263 Drilling Summary

Hole type	Number of holes	Metres drilled	Average depth (m)	Maximum depth (m)
RC	35	2048	58	100
Total	35	2048	58	100

The holes were targeted to test for extensions to the historical workings and the strike extensions of the mafic intrusive unit that host the Eagle Hawk mineralisation and the extensions of the known shear system. The shear system extends for approximately 2.5km within the Eagle Hawk tenement with drilling extending over 300m.

An Exploration Target for the project is described in Section 3.5.

3.4.2.3. Coodardy Project M20/455

The Coodardy project consists of one tenement M20/455. Victory has compiled the previous exploration activities and drilling database within the project.

The previous exploration within the Coodardy project, consists of ten RC holes for a total of 438m drilled by Metana Minerals (Metana) in 1984 with an additional 22 Rotary Air Blast (RAB) holes for a total of 1168m also drilled in 1984 by Metana. One 52m deep Aircore drill hole was completed in 2010 by Alchemy Resources (Alchemy) however this was likely drilled within the tenement in error as Alchemy did not have any beneficial interest in the tenement during 2010. This hole BBNAC077 was drilled within 5 meters of the tenement boundary and was on the end of a line of drilling. The accuracy of the drill collar location and the tenement boundary is unknown.

VRM has reviewed the annual technical report (Angeloni, 1988, WAMEX A26785) which has been used by Victory to review and compile the previous exploration activities including several significant drill intersections. This report documents several drill intersections with the better intersections being 5m at 2.08g/t gold from 35m in COR3 (checked by VRM using a different cut-off grade) as being 7m at 1.63g/t from 35m. (VRM used a 3m minimum width, maximum of 3m of internal dilution and a cut-off of 0.2g/t gold.) Additional intersections that were drilled to confirm the 1984 RAB drill intersections included 13m at

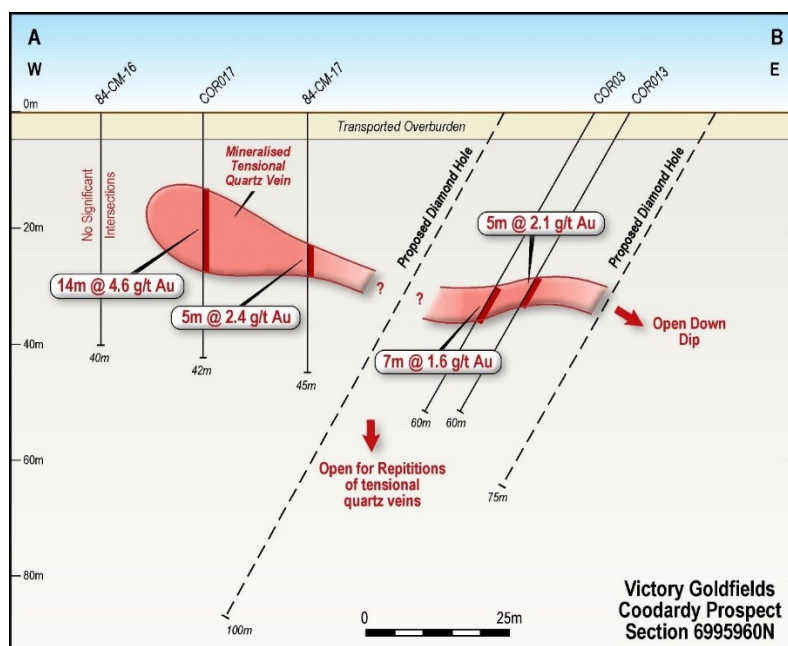
3.46g/t gold from 12m in COR5 (a check of 84-CM3 which intersected 14m at 4.21g/t gold from 12m). Figure 9 shows these intersections.

VRM also checked these intersections and determined an intersection in COR5 as being 15m at 3.07g/t gold from 11m and 84-CM3 as 14m at 4.21g/t from 13m. These reporting discrepancies are considered minor. Another significant intersection is detailed in Angeloni, (1988, WAMEX A26785) as being 14m at 4.57g/t gold from 13m in COR17 which was drilled to twin hole 40E which was reported as intersecting 12m at 4.48g/t from 11m. The VRM check of the Victory data compilation validated the intersection of COR17 of 14m at 4.56g/t gold from 13m. However, using the VRM intersection criteria, the intersection was determined to be 17m at 3.84g/t from 11m. The Victory database has hole 40E intersecting 10m at 0.66g/t from 20m. VRM has reviewed the various cross sections from Angeloni (1988, WAMEX A26785) and determined that the hole identified as 40E in the Victory database is actually drill hole 40E+20m.

Table 6 is a summary of previous drilling on the tenement. Illustrated in Figure 9 is a cross section through the mineralisation and the location of two diamond holes proposed by Victory.

Table 6 : Coodardy Project M20/455 Drilling Summary

Hole type	Number of holes	Metres drilled	Average depth (m)	Maximum depth (m)
RAB (1984)	22	1168	53	68
RC (1984)	10	438	44	60
Total	32	1606		



(Source : Victory Gold Fields)

Figure 9 : Coodardy M20/455 Drilling Cross Section 6995960N

3.4.2.4. Emily Wells M20/129, M20/360, P20/2410

There are three historic mines on M20/129, Emily, Oxonian, and Golden Fleece. All three occur along the north-south trending Emily Wells shear, a regionally continuous structure. The Golden Fleece pit, located in the north east corner of M20/129, measures 70m by 40m to a depth of 3.5m. Records show that 84 tons of ore were extracted prior to 1897 at a grade of 0.7ozs / ton. The Oxonian Pit (Figure 10), was excavated in the early 1990s by Dave Hugill, (Walsh, 1996, WAMEX A49210). Hugill extracted 4000 tons to a depth of 3m. Hugill reported 1200 tons had been treated up to November 1992 with a grade of 7.4 g/t Au. Sampling of costeans in the floor of the pit and channel sampling of pit walls by Hugill confirmed the flat lying east dipping quartz veins. Several discontinuous quartz veins in probably *en-echelon* structures in a 10-20m wide shear zone, were also observed at the time in the pit floor.

Several companies have drilled the Oxonia pit area from 1989 to 1996 and from 2015 to 2016. From 1994 to 1995 Mt Grace Gold Mining Ltd several RC holes in the area. (Walsh, 1996, WAMEX A49210). Best results in the Oxonia Pit were 4m @ 4.6 g/t Au and 7m @ 3.1 g/t Au. None of these holes have been collated digitally or are in the digital WAMEX database.

Big Bell Operations completed a major drill campaign along the shear in 2003. Intersections included 4m @ 60.5 g/t Au and 5m @ 4.6 g/t Au. (Shaw, J, and Sugden, S, 2004 WAMEX A67917). In 2016, ARD Pty Ltd drilled angled and vertical aircore holes in the pit ('AEMLAC' holes) illustrated in Figure 11. Better intersections are 6m @ 17 g/t Au and 10m @ 2.2 g/t Au in hole AEMAC05 and 3m @ 28.3 g/t Au in RCD05. Also illustrated in Figure 11 are Victory's proposed drill holes, which have been designed to locate depth extensions to the steeply dipping mineralisation.

Auger soil geochemistry conducted by Victory in 2020 shows gold anomalism from the Oxonia pit area continues northwards towards P20/2410 for another 700m (Figure 10).

3.4.2.5. Emily West P20/2333-2334

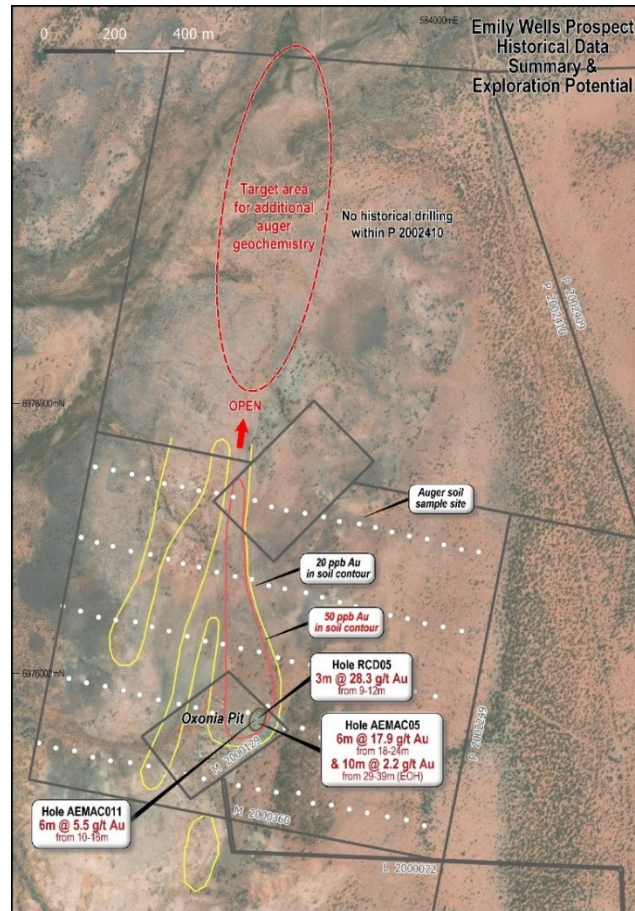
The prospect area was previously known as Fleece Pool. The Emily West Prospect covers a major shear zone (Cuddingwarra Shear Zone), a major crustal scale structure, active throughout the tectonic history of the area.

Compilation from the WAMEX drilling database shows three RAB holes drilled by Peregrine in 1993 to 1996 (WAMEX 69003). Results were anomalous and included:

- RB236: 20m at 0.28g/t Au from 27m
- RB237: 12m at 0.77g/t Au from 27m

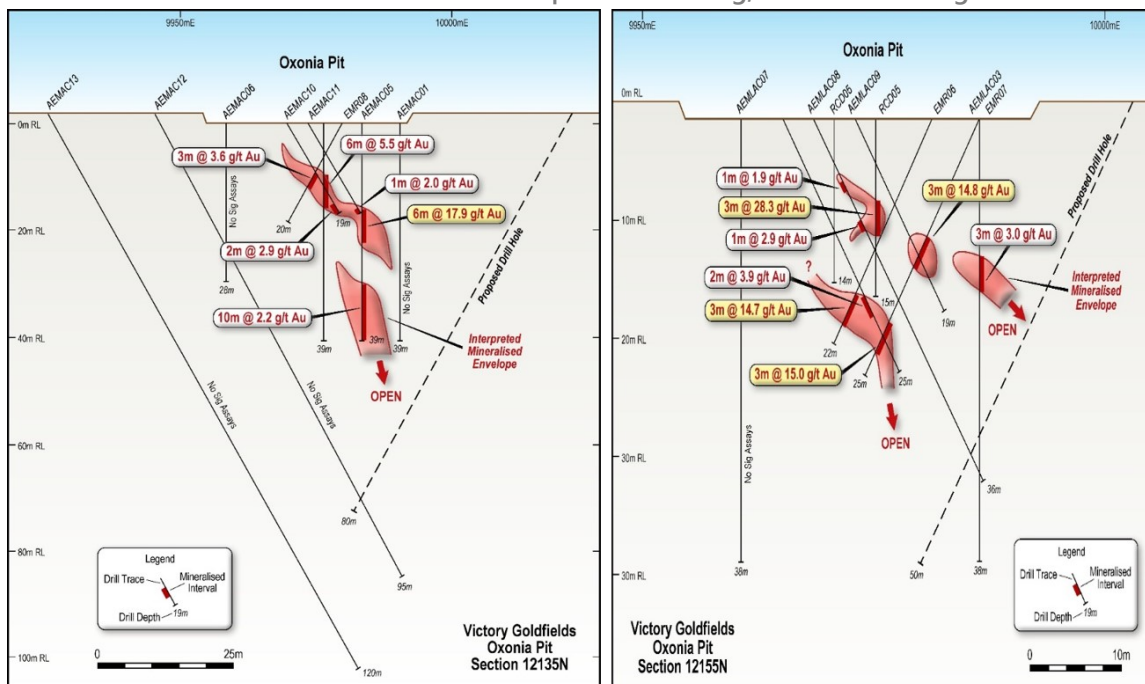
A further 18 RC holes for 1607m and one diamond hole for 126m, was drilled with anomalous results:

- FPRC002: 4m at 0.84 g/t Au from 4m & 5m at 0.89 g/t Au from 30m & 4m at 0.8 g/t Au from 56m
- FPRC005: 8m at 1.3 g/t Au from 27m including 2m at 4.55g/t Au from 28m.
- FPRC032: 4m at 2.4 g/t Au from 68m



(Source : Victory Gold Fields)

Figure 10 :Illustrated are the Emily Wells auger soil geochemistry anomaly (Au, ppb) trending north of the Oxonia Pit and the previous drilling, also shown in Figure 11.



(Source : Victory Gold Fields)

Figure 11 : Oxonia Pit Sections 12135N, 12155N

The drilling encountered a sequence of deeply weathered, sub-vertical, north-northeast striking basalts, dolerites, gabbros, and felsic volcanics, overlain by up to up to 40m of calcrete, silcrete and tertiary gravels, sands, and clays.

A single diamond hole was drilled to test under FPRC005 and returned:

- FPD3 12m at 0.45g/t Au from 20m

No logs for this hole have been located from the WAMEX open file search.

3.4.2.6 E20/871

Within the tenement, geological interpretation using aerial magnetic data and historical drilling has resulted in drilling targets identified with the Cue Tonalite and adjacent basalt. The tonalite hosted veins have been important historic producers in the region. The tenement hosts the northern-most extent of the Cue Tonalite, over which previous drilling has targeted high grade quartz veins.

In 1995-1996 Mt Kersey conducted regional RAB drilling in the Mafeking and Emily Well East area (WAMEX A49533). Peak result was from:

- CUEB26 with 4m from 1.72g/t Au from 8m.

In the mid-2000s, following the collection of 376 soil samples, a soil anomaly with assays exceeding 100 ppb Au was generated. Follow up drilling of this and other anomalies by Harmony, Aragon Resources Limited and Westgold Resources Limited (WAMEX A99817) totalled 333 aircore holes for 20734m.

The best results came from MBAC005 with 6m @ 1.43 ppm Au (including 1m @ 5.85 ppm Au BOH). The intersection was hosted in a sericitised felsic lithology belonging to the Cue Tonalite and situated near its northern contact with the hosting north northeast trending mafic country rock to the north. The mineralisation is quartz hosted. This drilling is located 500m north of the southern tenement boundary of E20/871 (WAMEX A99817) and 750m west of the Mt Kersey drill hole, CUEB26.

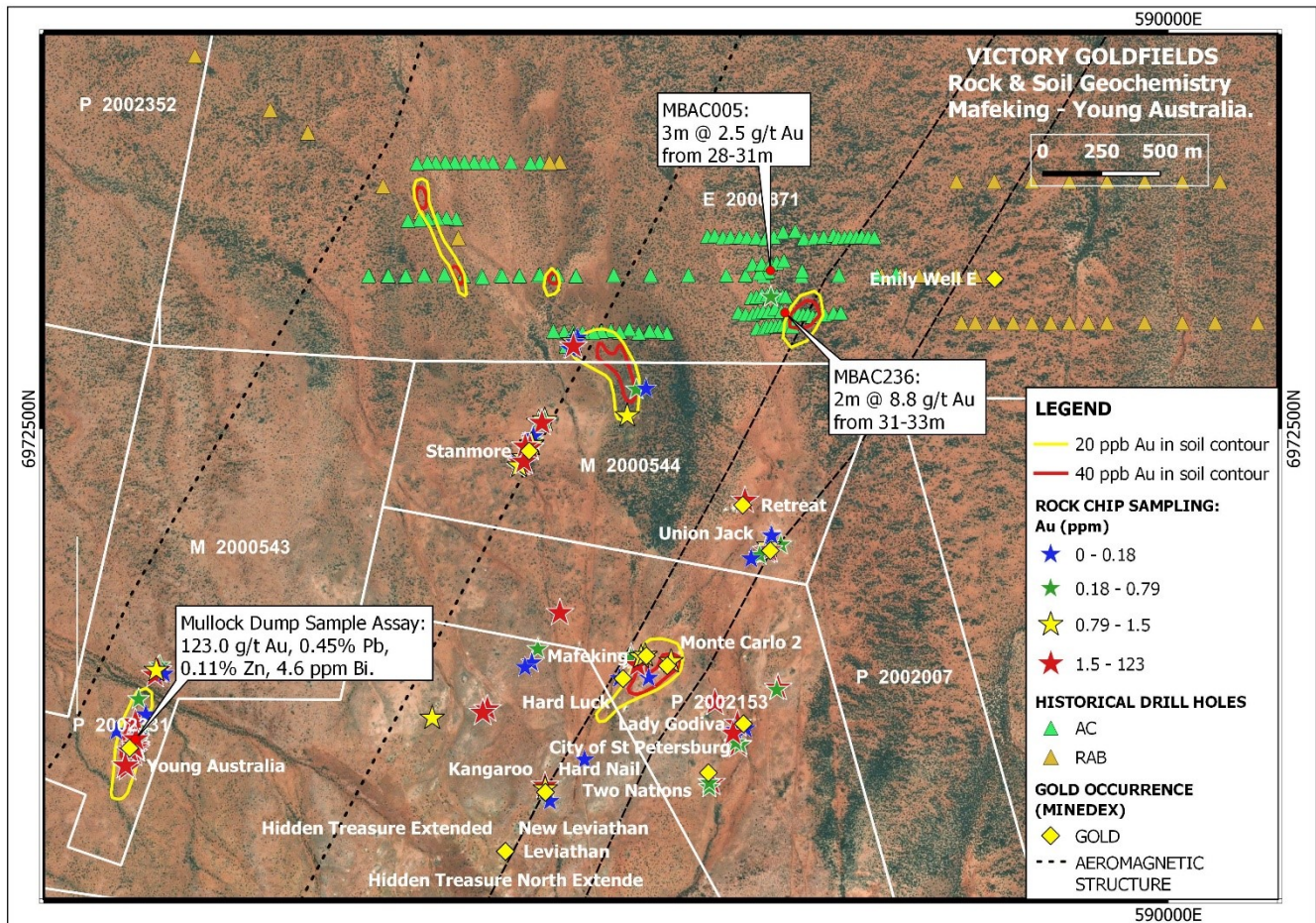
Aragon Resources Limited drilled an RC hole (MBRC0001) beneath MBAC005 to test for the down-dip extension of the mineralisation. The drilling intersected 1m @ 2.51 ppm Au from 96m.

A Native Title Level 1 Heritage/ethnographic survey, completed by the Department of Indigenous Affairs during the reported period (Gartz, 2009), revealed a closed heritage site in the central western part of the tenement and as such, no exploration has been conducted in this area.

3.4.2.7 M20/543, M20/544, M20/550

Immediately to the south of E20/871 a group of Mining Leases contain historic workings such as Stanmore, Makefing, Monte Carlo 2 and Young Australia (Figure 12). Rock chip sampling of mullock dumps and Auger

geochemical sampling has been conducted over the area by Victory and several gold anomalous areas defined by the >50ppb soil contour are shown in Figure 12



(Source : Victory Gold Fields)

Figure 12 : Stanmore, Makefing, Monte Carlo 2 and Young Australia Auger Geochemistry and Rock Chips

No drilling in the WAMEX digital drilling database has been recorded over these tenements.

3.4.2.8 Other Projects

There are several other tenements in the general Cue Region which have had no significant recent exploration. These include the Hill End / Webbs Parch tenement (M21/158), the Nemesis tenement M20/33, the Ningan Hill / Karbar tenement (M20/480), Curtis Find (M20/327) and Emily Wells Copper (M20/128). While there has been minimal recent exploration reported within these tenements, it is considered that there remains potential for gold mineralisation (and copper at Emily Wells) and additional exploration is recommended. The Hill End / Webbs Patch tenement (M21/158) for example, located 23 kms south east of Cue, and near the Tuckabianna Shear Zone, contains historical workings with previous gold production of 5.9 kt @ 24.8 g/t Au (MINEDEX). Only 22 shallow RAB and RC holes have been drilled around the old workings with a best intersection of 2m @ 6.6 g/t Au from 19m in hole HEC39, before intersecting stopes at 21m and 24m.

M20/237 Curtis Find is renowned as a rich prospector dry blowing area and still yields gold nuggets. The area is reported to contain visual quartz/shear lode structures in outcrop and has been tested by only shallow wide spaced RAB drilling.

The Emily Well copper prospect (M20/128) is located 2km south east of Emily Wells gold, (Figure 5). It is likely to be related to volcanic sedimentary hosted mineralisation known to be on this stratigraphic horizon in the area. In 1974, following an Induced Polarisation (IP) survey, Shell Minerals drilled an anomalous zinc horizon in very altered chloritic pyritic rhyolites, intersecting 0.7m @ 3.5% Zn, 0.54% Pb and 7m @ 0.22% Zn. Below the zinc are stringers of chalcopyrite, with up to 2.5% Cu intersected over 6 inches. In another hole Shell intersected 2m @ 1.5% Cu, 0.16% Pb and 1.6% Zn. Gold assays reached a maximum of 2.5 g/t within the base metal intercepts (Carter, 1974). None of this data has been collated or verified.

Several of these tenements require compilation of previous work via the location in the field of old drilling collars and digitization of old analogue data within the WAMEX system.

3.5. Exploration Targets and Historical Mineral Resource Estimates

There are no JORC 2012 compliant Mineral Resource estimates within the Victory tenements.

The Project tenements host two mineralised zones at Eagle Hawk (M20/263) and Coodardy (M20/455) which have estimated Exploration Targets determined in 2021. Each area has historical exploration drilling complied by Victory and which has been reported as a mineral resource by previous owners in various annual technical reports. These estimates were not undertaken in accordance with either JORC 2012 or earlier versions of the JORC Code. No validation of this data was undertaken by VRM. The Exploration Targets detailed below are on small tenements that are distal of the main Cue Project tenements. The area of the tenements that host the targets are small and likely, especially for Coodardy, to constrain the potential.

3.5.1. Eagle Hawk

The Eagle Hawk mineralisation was initially outlined by WMC in the 1940's (Tuckanarra Minerals, 1987, WAMEX A21736).

In 2021, an external consultant completed modelling of the Victory compiled dataset using Leapfrog Geo™ to define an exploration target for the project (Blaser, C, 2021). No structural measurements were logged, so an assumed structural trend was used in the modelling of 42° dipping towards 115° east south east and applied to generate grade shells of greater than 0.25g/t Au and 0.5g/t Au.

A low and high case Exploration Target was determined using a standard bulk density of 2.7 t/m³ which was based on knowledge of typical goldfields region quartz veins. Using the two cut-off grade shells a lower tonnage of greater than 0.5g/t Au was calculated at 207,000t with a mean grade of 2g/t for 13,301oz Au. A higher target size using the 0.25g/t Au grade shell was calculated at 365,000t at 1.5g/t for 17,593oz Au. The

potential quantity and grade is conceptual in nature, there is insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

The grade shells were not validated, and no confirmatory drilling has been done by Victory or VRM. The Exploration Target has not been depleted using any information from the historical workings.

A drilling program has been designed to test the accuracy of the historical data, and the continuity and orientation of grade over the Eagle Hawk Project. The program consists of diamond drilling. Blaser (2021) stated it was particularly important to understand the influence of one historic high-grade hole EHR02 grading 5m at 18.01 g/t Au from 56m, which has a large influence on the model.

The Exploration Target was reported in accordance with the JORC Code (2012). It is important to note that the potential quality and grade of the Exploration Target are conceptual in nature, and there has been insufficient exploration to estimate a Mineral Resource. In addition, it is uncertain if further exploration will result in the determination of a Mineral Resource. Appendix B is a summary of drilling compiled from the WAMEX open file system. A JORC table covering the Eagle Hawk project is included in Appendix D.

VRM has reviewed these reports and does not believe that the mineralisation identified and reported in these documents would be reportable as a Mineral Resource Estimate under the JORC (2012) Code. Significant additional exploration and extensive drilling would be required to delineate a mineral resource within the projects. While Victory proposes to undertake exploration activities to test the validity of the Exploration Targets within the two year timeframe of its exploration budgets, VRM does caution that there is no certainty that additional work within the area of the historical mineralisation will result in the estimation of a JORC 2012 mineral resource estimate.

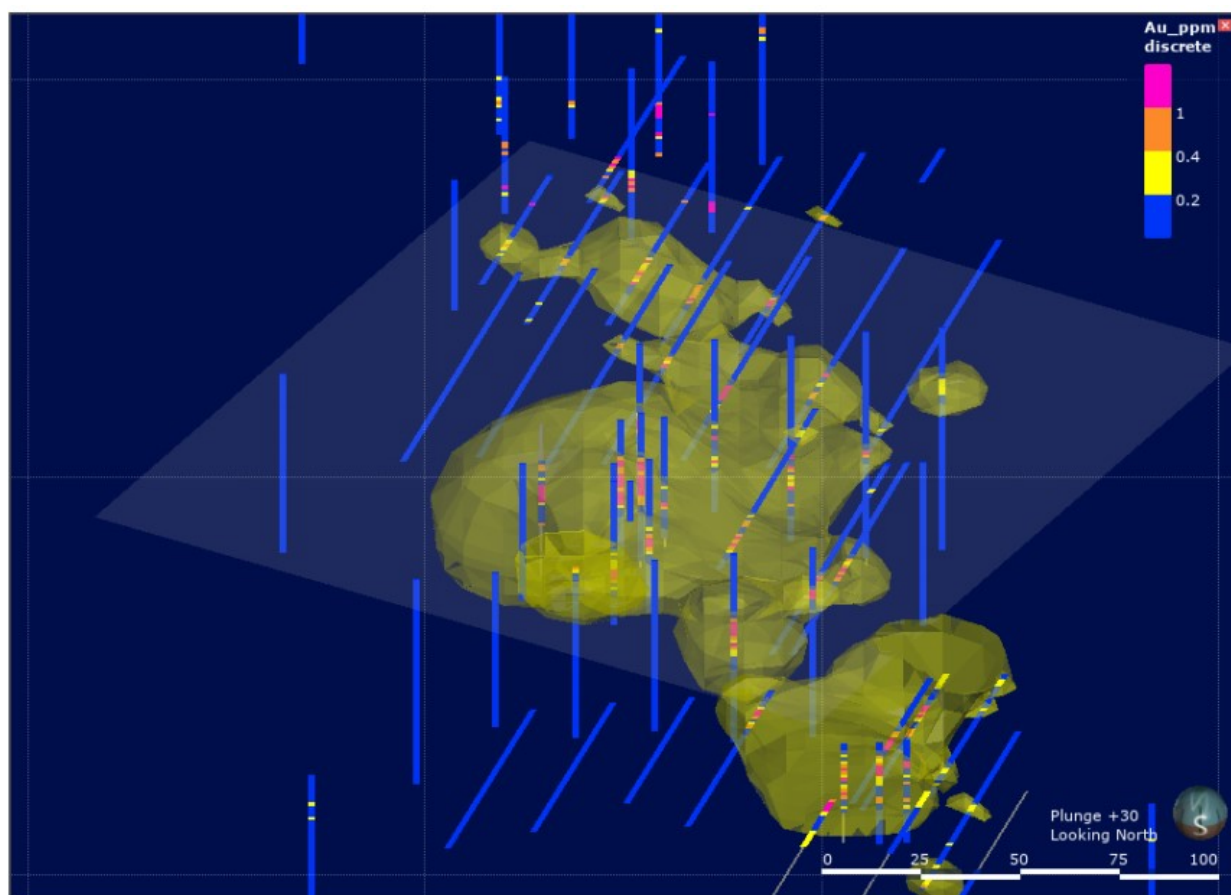
3.5.2.Coodardy

The Coodardy mineralisation was reported by Metana Minerals N.L. in the late 1980's (Titley, 1989, WAMEX A27995).

In 2021, modelling was undertaken using the dataset compiled by Victory and used in estimation of an Exploration Target using Leapfrog GeoTM for the project. No structural measurements were logged, so an assumed north-northeast structural trend was used in the modelling and applied to generate grade shells of greater than 0.1 g/t Au and greater than 0.3 g/t Au. There is reasonable confidence in the grade shells due to the close spaced nature of the drilling however there has been no QAQC documented for the historical drilling and the drilling requires validation. Figure 13 shows an oblique view of the target using a 0.2g/t Au cut-off shell.

A low and high case Exploration Target was determined using a standard bulk density of 2.7 t/m³ which was based on knowledge of typical goldfields region quartz veins. Using the two cut-off grade shells a lower tonnage of greater than 0.3g/t Au was determined at 440,000t with a mean grade of 1.5g/t Au for 21,272oz.

A higher target size using the 0.1g/t Au grade shell was estimated at 2,280,000t at 0.7 g/t Au for 51,338oz Au. . The potential quantity and grade is conceptual in nature, there is insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.



Source Blaser, C (2021)

Figure 13 Oblique View of the Coodardy Exploration Target using a 0.2g/t Au cut-off.

The drilling data within the grade shells were not validated by VRM and no confirmatory drilling has been done by Victory. The Exploration Target is reported in accordance with the JORC Code (2012). It is important to note that the potential quality and grade of the Exploration Target are conceptual in nature, and there has been insufficient exploration to estimate a maiden Mineral Resource. In addition, it is uncertain if further exploration will result in the determination of a Mineral Resource. Appendix C is a summary of drilling compiled from the WAMEX open file system. A JORC table covering the Coodardy project is included in Appendix D.

VRM has reviewed these reports where an external consultant estimated the ranges of tonnes and grade to determine the Exploration Target range and does not believe that the mineralisation identified and reported in these documents would be reportable as a Mineral Resource Estimate under the JORC (2012) Code. Significant additional exploration and extensive drilling would be required to delineate a mineral resource within the projects. While Victory proposes to undertake exploration activities to test the validity of the Exploration Targets within the two year timeframe of its exploration budgets, VRM does caution that there is no certainty that additional work within the area of the historical mineralisation will result in the estimation

of a JORC 2012 mineral resource estimate and the budget for the drilling into these Exploration Targets is likely to be insufficient to allow sufficient drilling to allow the estimation of a Mineral Resource within the budget timeframe.

3.6. Exploration Potential

Coodardy, Eagle Hawk and Emily Wells Projects contain immediate potential to identify gold mineralisation capable of potentially supporting defining low grade open pit and high-grade narrow quartz vein hosted underground targets. Immediate drilling to confirm previous work and to test high grade shoots where previously identified is recommended.

The Cue area and the Victory project tenements contain an abundance of historical workings, many of which have not had drilling to test depth or strike extensions. The Young Australia workings and the area of historical workings, including the Mafeking, Stanmore areas and the southern portion of E20/781 have had minimal modern exploration. Mullock dump sampling and auger geochemistry show several exploration target areas which require drill testing.

4. Exploration Strategy

The Company's exploration strategy and objectives are summarised below.

4.1 Strategy

- Advance projects using best practise exploration techniques.
- Drill both projects with Exploration Targets plus the Emily Wells prospect to potentially define maiden JORC (2012) compliant Mineral Resources.
- Have clear project decision points.
- Realise value of projects through exploration discovery, joint venture farm-in and or partial or full sale.

4.2 Project Objectives

- At Cue Regional, determine gold potential using regional geophysics, geochemistry, compiling old data and mapping.
- Determine the potential for economic resources at Eagle Hawk, Coodardy and Emily Wells.
- Systematically explore existing known projects where no drilling has previously been conducted such as at Young Australia, Mafeking, and Stanmore.
- Evaluate and advance other projects for gold and copper potential i.e., Emily Wells Copper.

5. Risks and Opportunities

As with all mineral assets there are several associated risks and opportunities and therefore also with the valuation of those assets. Some non-geological or mining related technical risks and opportunities that are common to most projects include the risks associated with security of tenure, native title claims, environmental approvals, social, geopolitical, and regulatory approval risks.

VRM considers that there are significant opportunities to identify mineralisation associated with the previously identified mineralisation at Coodardy, Eagle Hawk and Emily Wells, and below historical workings in the Cue tenements. For example, the Young Australia workings and the southern portion of E20/871 which have had minimal modern exploration and, based on the information provided to VRM, no drilling below or along strike of the workings. Earlier stage projects appear to have less potential due mainly to the limited strike extent and small tenement areas.

As with all exploration projects, a key technical risk is that further exploration will not result in identifying a body of mineralisation sufficiently large to be considered a potentially economic Mineral Resource. Importantly for the Victory projects, there are several existing processing facilities in the general Cue area and if a small resource were identified it is likely that a low cost, toll milling operation could be developed therefore reducing the resource size threshold for a potential development. While parts of the Cue region are fairly mature in terms of exploration, the past disjointed ownership means that the Victory tenements have not been as systematically explored as other parts of the Cue goldfields.

6. Proposed Exploration

6.1 Cue Regional

Within the Cue Regional tenements, Victory has proposed the following:

- Validation of the existing exploration data including drilling, geology, and geochemistry.
- Regional Ground Gravity

6.2 Eagle Hawk M20/263

Within the Eagle Hawk tenement, Victory has proposed the following:

- Close spaced diamond drilling to potentially define JORC (2012) compliant Mineral Resource estimates.
- Downhole EM, to assist deeper drill targeting.

6.3 Coodardy M20/455

Within the Coodardy tenement, Victory has proposed the following:

- Surface IP geophysical surveys, to assist deeper drill targeting.
- Close spaced diamond drilling to possibly define JORC (2012) compliant resource.

6.4 Emily Wells M20/129, M20/360, P20/2410

Within the Emily Wells and Emily North tenements, Victory has proposed the following:

- RC and diamond drill testing of Oxania pit area and the auger geochemical anomaly that extends northwards into P20/2410 Emily North once the tenement is granted.
- Surface IP geophysical surveys

6.5 E20/871 and Young Australia, Stanmore, Mafeking Areas

Within the E20/871, M20/545, M20/544 and M20/550 tenements, Victory has proposed the following:

- Validation of the existing exploration data including drilling, geology, and geochemistry.
- RC drilling of targets generated once tenements are granted.

6.6 Other Projects including Klondyke and King Billy

Within the other tenements including Klondyke and King Billy, Victory has proposed the following:

- Validation of the existing exploration data including drilling, geology, and geochemistry.
- RC drilling of targets generated.

7. Proposed Exploration Budget

The exploration strategy and targets are discussed in more detail in the various project sections.

Table 7 summarises expenditure by activity and project. The costs are shown as an all-in inclusive cost that includes the cost of drilling, sampling, assaying, personnel, and all other on-costs.

In VRM's opinion the proposed exploration budget and work programs are valid, consistent with the exploration potential within Victory's projects and broadly in line with the current exploration costs in Western Australia. The exploration budget as presented includes exploration drilling on several granted tenements; however, the exact number and depth of these drill holes is not sufficiently advanced to document in this Report. Additionally, VRM recommends that additional exploration activities occur, especially in the Cue Project tenements, this additional exploration, which is not budgeted includes historical compilation and validation, geological mapping (mainly structural), prospecting, and geochemical sampling. The proposed exploration budget is sufficient to meet the statutory minimum exploration expenditure on the granted tenements, which is \$0.838 million for the first two years.

Table 7 : Summary of Exploration Expenditure - All Projects

Project	Minimum Subscription (\$5m)		
	Year 1	Year 2	Total
Cue Regional			
Data Compilation			
Ground Gravity surveys	\$80,000		\$80,000
Total Project	\$80,000		\$80,000
Eagle Hawk			
Geophysics			
Downhole EM		\$30,000	\$30,000
Exploration Drilling & Analysis			
RC Drilling			
Diamond Drilling	\$500,000		\$500,000
Total Project	\$500,000	\$30,000	\$530,000
Coodardy			
Data Compilation			
Geological Mapping			
Geochemical Surveys			
Geophysics			
Downhole EM		\$25,000	\$25,000
Exploration Drilling & Analysis			
Aircore drilling			
RC Drilling			
Diamond Drilling	\$780,000		\$780,000
Total Project	\$805,000		\$805,000
Emily Well M20/129, M20/360 P20/2410			
Data Compilation			
IP		\$25,000	\$25,000
Exploration Drilling & Analysis			
RC Drilling		\$410,000	\$410,000
Diamond Drilling	\$400,000		\$400,000
Total Project	\$400,000	\$435,000	\$835,000
Young Australia, Mafeking, Stanmore			
Data Compilation			
Geological Mapping			
Geochemical Surveys			
Exploration Drilling & Analysis			
RC Drilling	\$160,000	\$190,000	\$350,000
Diamond Drilling			
Total Project	\$160,000	\$190,000	\$350,000
Klondyke, King Billy, other under old workings			
Data Compilation			
Geological Mapping			
Geochemical Surveys			
Exploration Drilling & Analysis			
RC Drilling		\$160,000	\$160,000
Diamond Drilling			
Total Project		\$160,000	\$160,000
Total All Projects	\$1,920,000	\$840,000	\$2,760,000

* Drilling in year two is dependent on positive results from year one activities.

8. References

8.1 Published References

The reference list below documents the main documents referred to in this report obtained either directly from the Company, Western Australian Government sources or previous holders of the tenements. The Annual Technical Reports lodged with DMIRS and subsequently made public either after five years or when the tenement was surrendered are listed in the project specific references section 8.2 below.

Department of Mines Industry Regulation and Safety, MINEDEX database.

Blaser C. 2021 Technical Memorandum – Eagle Hawk and Coodardy JORC Code (2012) Exploration Targets for Victory Goldfields Ltd Rev-1 (unpublished report SRK)

Cassidy, K.C., Champion, D.C., Krapez, B., Barley, M.E., Brown, S.J.A., Blewett, R.S., Groenewald, P.B., and Tyler, I.M., 2006, A revised geological framework for the Yilgarn Craton, Western Australia: Geological Survey of Western Australia, Record 2006/8

Champion, D.C., and Cassidy, K.C., 2002, Granites of the northern Murchison Province: their distribution, age, geochemistry, petrogenesis, relationship with mineralisation, and implications for tectonic environment, in Characterisation and metallogenic significance of Archaean granitoids of the Yilgarn Craton, Western Australia edited by KC Cassidy et al.: AMIRA P482/ MERIWA M281, Minerals and Energy Research Institute of Western Australia (MERIWA) Report 222.

Handley, G.A., and Cary R. 1990 – Big Bell Deposit: in Hughes F E (Ed), 1990 Geology of the Mineral Deposits of Australia & Papua New Guinea. The AusIMM Melbourne Monograph 14.

JORC, 2012. Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code). Available from: <http://www.jorc.org>

Uemoto T., Ridley J., Mikucki E., Groves D., and Kusakabe M., 2002, Fluid Chemical Evolution as a Factor in Controlling the Distribution of Gold at the Archean Golden Crown Lode Gold Deposit, Murchison Province, Western Australia. Economic Geology Vol 97, 2002 pp 1227 – 1248.

Van Kranendonk M.J. and Ivanic T.J 2009 A new lithostratigraphic scheme for the northeastern Murchison Domain, Yilgarn Craton. GSWA Annual Review 2007-8.

VALMIN, 2015. Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code). Available from <http://valmin.org/>

Watkins K.P., Tyler, I.M. and Hickman, A.H., 1987. Cue, Western Australia, (Second Edition): Geological Survey Western Australian, 1:250,000 Geological Series Explanatory Notes, 36p.

Woodward, H.P., 1907. A Report upon the Geology, together with a Description of the Productive Mines of the Cue and Day Dawn Districts, Murchison Goldfield, Part I Cue and Cuddingwarra Centres. West. Aust. Geol. Surv., Bull. 29.

8.2 Project Specific References

Cue and Regional Projects WAMEX Reports. Only reports which reported drilling on the project and digital data has been uploaded to the digital drilling database are included. Other reports are available on the DMIRS WAMEX database.

A-Number	Author	Date	Report Title	Company/Operator
99818	BARBER A J	2013	Final Surrender Report M21/103 and P21/575 (Part of Golden Crown/Austin Combined Reporting Group C149/1998) for the period ended 10 October 2013	BIG BELL GOLD OPERATIONS PTY LTD
99817	WHITE S	2013	Final Surrender Report E20/537 Mafeking Bore for the period ended 25 October 2013	BIG BELL GOLD OPERATIONS PTY LTD
69003	SHAW J	2004	M20/361, M20/401, Surrender report, Fleece Pool Project (C110/1997), (for the period ending 04/03/2004)	BIG BELL GOLD OPERATIONS PTY LTD
67917	SHAW J; SUGDEN S	2004	Annual Report for the period 01/01/2003-31/12/2003 Fleece Pool Project C110/1997, E20/215, M20/338, M20/361, M20/401	BIG BELL GOLD OPERATIONS PTY LTD
61780	HOWLAND J P	2001	Annual Report for M20/79, Cue Morning Star for the Period 1 January 2000 to 31 December 2000.	NEW HAMPTON GOLDFIELDS NL
57615	OWEN S and GALVIN M	1999	Fleece Pool - Milly Bore Project[s], Prospecting Licence:20/1528-1529, 1548-1549, 1550-1551, 20/1553, 1585 ,01/01/98-31/12/98	CENTRAL BORE NL
52792	CARNES C A	1997	Exploration Lease E20/157 'North Cue' Annual report for the period 29/09/96-28/09/97 C301/1992	MT KERSEY MINING NL
49533	BADER K	1996	Exploration Lease E20/157 and Prospecting Leases P20/1508 - 26 (Incl.) and Mining Leases M20/283-284 "North Cue" Joint Annual Report for the Period 29 September 1995 to 28 September 1996	MT KERSEY MINING NL
26785	ANGELONI J	1988	Coodardy Joint Venture (E20/29, M29/135), Report on exploration undertaken between October 1987 and July 1988. Report No. 1988/69.	METANA MINERALS NL
21736		1987	Eaglehawk Project, Annual Report for the period 22/05/1986 to 21/05/1987, P20/475.	TUCKANARRA MINERALS NL

A-Number	Author	Date	Report Title	Company/Operator
27995	TITLEY M	1988	Coodardy Prospect (M20/135, M20/169), Cue, Western Australia Resource Report, June 1989. Report No. 1988/196.	METANA MINERALS NL
10999	CARTER D N	1974	Cuddingwarra (Cue JV) Project, Annual Report for the year ending 31/12/1974, MC2176-87, MC20/529-553,607-608, 625-641, 645, 761, 771, 781,783-785, 791-794, 1041-1054,1144-1161, 1189-1195, 1198-1199, 1346, 1398, 1400, 1533-1535,& 1626.	SHELL MINERALS EXP AUST PTY LTD
13822	BYRNE C; SAUTER P	1984	Annual report 25 January 1983 to 24 January 1984	GETTY OIL DEV CO LTD
96686	HIGHAM D	2013	ANNUAL REPORT M20/263 EAGLEHAWK Western Australia for the period 18 October 2011 to 17 October 2012	KLONDYKE GOLD LTD
45557		1995	Combined Annual Report on M20/263, P20/1653, P20/1674 for the period 1/7/1994 to 30/6/1995. Eaglehawk.	CASTLE HILL RESOURCES LTD

9. Glossary

Below are brief descriptions of some terms used in this report. For further information or for terms that are not described here, please refer to internet sources such as Webmineral www.webmineral.com, Wikipedia www.wikipedia.org,

The following terms are taken from the 2015 VALMIN Code.

Annual Report means a document published by public corporations on a yearly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Australasian means Australia, New Zealand, Papua New Guinea, and their off-shore territories.

Code of Ethics means the Code of Ethics of the relevant Professional Organisation or Recognised Professional Organisations.

Corporations Act means the Australian Corporations Act 2001 (Cth).

Experts are persons defined in the Corporations Act whose profession or reputation gives authority to a statement made by him or her in relation to a matter. A Practitioner may be an Expert. Also see Clause 2.1.

Exploration Results is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Feasibility Study means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-feasibility Study.

Financial Reporting Standards means Australian statements of generally accepted accounting practice in the relevant jurisdiction in accordance with the Australian Accounting Standards Board (AASB) and the Corporations Act.

Independent Expert Report means a Public Report as may be required by the Corporations Act, the Listing Rules of the ASX or other security exchanges prepared by a Practitioner who is acknowledged as being independent of the Commissioning Entity. Also see ASIC Regulatory Guides RG 111 and RG 112 as well as Clause 5.5 of the VALMIN Code for guidance on Independent Expert Reports.

Information Memoranda means documents used in financing of projects detailing the project and financing arrangements.

Investment Value means the benefit of an asset to the owner or prospective owner for individual investment or operational objectives.

Life-of-Mine Plan means a design and costing study of an existing or proposed mining operation where all Modifying Factors have been considered in sufficient detail to demonstrate at the time of reporting that extraction is reasonably justified. Such a study should be inclusive of all development and mining activities proposed through to the effective closure of the existing or proposed mining operation.

Market Value means the estimated amount of money (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing

buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion. Also see Clause 8.1 for guidance on Market Value.

Materiality or being **Material** requires that a Public Report contains all the relevant information that investors and their professional advisors would reasonably require, and reasonably expect to find in the report, for the purpose of making a reasoned and balanced judgement regarding the Technical Assessment or Mineral Asset Valuation being reported. Where relevant information is not supplied, an explanation must be provided to justify its exclusion. Also see Clause 3.2 for guidance on what is Material.

Member means a person who has been accepted and entitled to the post-nominals associated with the AIG or the AusIMM or both. Alternatively, it may be a person who is a member of a Recognised Professional Organisation included in a list promulgated from time to time.

Mineable means those parts of the mineralised body, both economic and uneconomic, that are extracted or to be extracted during the normal course of mining.

Mineral Asset means all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment, and infrastructure owned or acquired for the development, extraction, and processing of Minerals in connection with that Tenure.

Most Mineral Assets can be classified as either:

(a) **Early-stage Exploration Projects** – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified.

(b) **Advanced Exploration Projects** – Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource estimate may or may not have been made, but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category.

(c) **Pre-Development Projects** – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely), but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken.

(d) **Development Projects** – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Pre-Feasibility Study.

(e) **Production Projects** – Tenure holdings – particularly mines, wellfields, and processing plants – that have been commissioned and are in production.

Mine Design means a framework of mining components and processes taking into account mining methods, access to the Mineralisation, personnel, material handling, ventilation, water, power, and other technical requirements spanning commissioning, operation, and closure so that mine planning can be undertaken.

Mine Planning includes production planning, scheduling and economic studies within the Mine Design taking into account geological structures and mineralisation, associated infrastructure and constraints, and other relevant aspects that span commissioning, operation, and closure.

Mineral means any naturally occurring material found in or on the Earth's crust that is either useful to or has a value placed on it by humankind, or both. This excludes hydrocarbons, which are classified as Petroleum.

Mineralisation means any single mineral or combination of minerals occurring in a mass, or deposit, of economic interest. The term is intended to cover all forms in which mineralisation might occur, whether by class of deposit, mode of occurrence, genesis, or composition.

Mineral Project means any exploration, development, or production activity, including a royalty or similar interest in these activities, in respect of Minerals.

Mineral Securities means those Securities issued by a body corporate or an unincorporated body whose business includes exploration, development or extraction and processing of Minerals.

Mineral Resources is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Mining means all activities related to extraction of Minerals by any method (e.g., quarries, open cast, open cut, solution mining, dredging etc).

Mining Industry means the business of exploring for, extracting, processing, and marketing Minerals.

Modifying Factors is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Ore Reserves is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <http://www.jorc.org> for further information.

Petroleum means any naturally occurring hydrocarbon in a gaseous or liquid state, including coal-based methane, tar sands and oil-shale.

Petroleum Resource and **Petroleum Reserve** are defined in the current version of the Petroleum Resources Management System (PRMS) published by the Society of Petroleum Engineers, the American Association of Petroleum Geologists, the World Petroleum Council, and the Society of Petroleum Evaluation Engineers. Refer to <http://www.spe.org> for further information.

Practitioner is an Expert as defined in the Corporations Act, who prepares a Public Report on a Technical Assessment or Valuation Report for Mineral Assets. This collective term includes Specialists and Securities Experts.

Preliminary Feasibility Study (Pre-Feasibility Study) means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors that are sufficient for a Competent Person, acting reasonably, to determine if all or part of the Mineral Resources may be converted to an Ore Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

Professional Organisation means a self-regulating body, such as one of engineers or geoscientists or of both, that:

- (a) admits members primarily on the basis of their academic qualifications and professional experience.
- (b) requires compliance with professional standards of expertise and behaviour according to a Code of Ethics established by the organisation; and
- (c) has enforceable disciplinary powers, including that of suspension or expulsion of a member, should its Code of Ethics be breached.

Public Presentation means the process of presenting a topic or project to a public audience. It may include, but not be limited to, a demonstration, lecture or speech meant to inform, persuade, or build good will.

Public Report means a report prepared for the purpose of informing investors or potential investors and their advisers when making investment decisions, or to satisfy regulatory requirements. It includes, but is not limited to, Annual Reports, Quarterly Reports, press releases, Information Memoranda, Technical Assessment Reports, Valuation Reports, Independent Expert Reports, website postings and Public Presentations. Also see Clause 5 for guidance on Public Reports.

Quarterly Report means a document published by public corporations on a quarterly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Reasonableness implies that an assessment which is impartial, rational, realistic, and logical in its treatment of the inputs to a Valuation or Technical Assessment has been used, to the extent that another Practitioner with the same information would make a similar Technical Assessment or Valuation.

Royalty or Royalty Interest means the amount of benefit accruing to the royalty owner from the royalty share of production.

Securities has the meaning as defined in the Corporations Act.

Securities Expert are persons whose profession, reputation or experience provides them with the authority to assess or value Securities in compliance with the requirements of the Corporations Act, ASIC Regulatory Guides and ASX Listing Rules.

Scoping Study means an order of magnitude technical and economic study of the potential viability of Mineral Resources. It includes appropriate assessments of realistically assumed Modifying Factors together with any other relevant operational factors that are necessary to demonstrate at the time of reporting that progress to a Pre-Feasibility Study can be reasonably justified.

Specialists are persons whose profession, reputation, or relevant industry experience in a technical discipline (such as geology, mine engineering or metallurgy) provides them with the authority to assess or value Mineral Assets.

Status in relation to Tenure means an assessment of the security of title to the Tenure.

Technical Assessment is an evaluation prepared by a Specialist of the technical aspects of a Mineral Asset. Depending on the development status of the Mineral Asset, a Technical Assessment may include the review of geology, mining methods, metallurgical processes and recoveries, provision of infrastructure and environmental aspects.

Technical Assessment Report involves the Technical Assessment of elements that may affect the economic benefit of a Mineral Asset.

Technical Value is an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.

Tenure is any form of title, right, licence, permit or lease granted by the responsible government in accordance with its mining legislation that confers on the holder certain rights to explore for and/or extract agreed minerals that may be (or is known to be) contained. Tenure can include third-party ownership of the Minerals (for example, a royalty stream). Tenure and Title have the same connotation as Tenement.

Transparency or being **Transparent** requires that the reader of a Public Report is provided with sufficient information, the presentation of which is clear and unambiguous, to understand the report and not be misled by this information or by omission of Material information that is known to the Practitioner.

Valuation is the process of determining the monetary Value of a Mineral Asset at a set Valuation Date.

Valuation Approach means a grouping of valuation methods for which there is a common underlying rationale or basis.

Valuation Date means the reference date on which the monetary amount of a Valuation in real (dollars of the day) terms is current. This date could be different from the dates of finalisation of the Public Report or the cut-off date of available data. The Valuation Date and date of finalisation of the Public Report **must** not be more than 12 months apart.

Valuation Methods means a subset of Valuation Approaches and may represent variations on a common rationale or basis.

Valuation Report expresses an opinion as to monetary Value of a Mineral Asset but specifically excludes commentary on the value of any related Securities.

Value means the Market Value of a Mineral Asset.

Appendix A – Drilling Summary – Cue Project (intercepts >0.1g/t Au)

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
MBAC0001	588843	6973158	53	-60	90				NSI	
MBAC0002	588762	6973154	71	-60	90				NSI	
MBAC0003	588599	6973155	68	-60	90				NSI	
MBAC0004	588443	6973171	71	-60	90				NSI	
MBAC0005	588285	6973163	65	-60	90	48	50	2	0.12	
						54	56	2	0.94	
						57	58	1	0.56	
						58	59	1	0.20	
						59	60	1	0.18	
						62	63	1	1.67	
						63	64	1	1.13	
						64	65	1	4.66	EOH mineralisation
MBAC0006	588202	6973153	61	-60	90				NSI	
MBAC0007	588120	6973153	53	-60	90				NSI	
MBAC0008	587959	6973154	68	-60	90				NSI	
MBAC0009	587798	6973155	99	-60	90				NSI	
MBAC0010	587642	6973155	80	-60	90				NSI	
MBAC0011	587481	6973150	64	-60	90	14	16	2	0.16	
MBAC0012	587402	6973156	40	-60	90				NSI	
MBAC0013	587327	6973156	50	-60	90				NSI	
MBAC0014	587240	6973150	67	-60	90	42	44	2	0.10	
						48	50	2	0.14	
MBAC0015	587167	6973150	77	-60	90	14	16	2	0.16	
						18	20	2	0.18	
MBAC0016	587083	6973144	71	-60	90				NSI	
MBAC0017	587002	6973149	65	-60	90				NSI	
MBAC0018	586921	6973158	82	-60	90				NSI	
MBAC0019	586835	6973155	18	-60	90				NSI	
MBAC0020	586757	6973150	35	-60	90				NSI	
MBAC0021	586682	6973151	25	-60	90				NSI	
MBAC0022	586598	6973151	41	-60	90				NSI	
MBAC0023	588801	6974452	67	-60	90				NSI	
MBAC0024	588718	6974456	68	-60	90				NSI	
MBAC0025	588644	6974457	68	-60	90				NSI	
MBAC0026	588560	6974451	59	-60	90	44	46	2	0.13	
MBAC0027	588482	6974452	60	-60	90				NSI	
MBAC0028	588405	6974447	53	-60	90	28	30	2	0.10	
						34	36	2	0.23	
						36	38	2	0.16	
						38	40	2	0.19	
MBAC0029	588324	6974449	35	-60	90				NSI	
MBAC0030	588261	6974449	44	-60	90				NSI	
MBAC0031	588164	6974457	14	-60	90				NSI	
MBAC0032	588082	6974452	14	-60	90				NSI	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
MBAC0033	588001	6974452	45	-60	90				NSI	
MBAC0034	587928	6974449	51	-60	90				NSI	
MBAC0035	587841	6974443	69	-60	90				NSI	
MBAC0036	587763	6974450	54	-60	90				NSI	
MBAC0037	587685	6974450	68	-60	90				NSI	
MBAC0038	587610	6974459	64	-60	90				NSI	
MBAC0039	587520	6974458	72	-60	90				NSI	
MBAC0040	587440	6974456	59	-60	90				NSI	
MBAC0041	587360	6974449	65	-60	90				NSI	
MBAC0042	587282	6974451	74	-60	90				NSI	
MBAC0043	587203	6974449	52	-60	90				NSI	
MBAC0044	589635	6974416	71	-60	180				NSI	
MBAC0045	589637	6974495	81	-60	180	4	6	2	0.13	
MBAC0046	589635	6974569	81	-60	180				NSI	
MBAC0047	589643	6974653	82	-60	180				NSI	
MBAC0048	589647	6974745	86	-60	180				NSI	
MBAC0049	589640	6974816	72	-60	180				NSI	
MBAC0050	589639	6974893	83	-60	180				NSI	
MBAC0051	589634	6974973	71	-60	180				NSI	
MBAC0052	589643	6975054	71	-60	180				NSI	
MBAC0053	589650	6975135	81	-60	180				NSI	
MBAC0054	589640	6975212	92	-60	180	52	54	2	1.20	
MBAC0055	589639	6975292	87	-60	180				NSI	
MBAC0056	589640	6975376	92	-60	180				NSI	
MBAC0057	589562	6975665	43	-60	90				NSI	
MBAC0058	589474	6975646	43	-60	90				NSI	
MBAC0059	589403	6975657	51	-60	90				NSI	
MBAC0060	589323	6975661	37	-60	90				NSI	
MBAC0061	589240	6975650	42	-60	90				NSI	
MBAC0062	589161	6975646	57	-60	90				NSI	
MBAC0063	589086	6975661	59	-60	90				NSI	
MBAC0064	589001	6975648	75	-60	90				NSI	
MBAC0065	588923	6975651	80	-60	90	48	50	2	0.31	
MBAC0066	588840	6975651	77	-60	90				NSI	
MBAC0067	588758	6975655	70	-60	90				NSI	
MBAC0068	588685	6975650	89	-60	90				NSI	
MBAC0069	588600	6975652	74	-60	90				NSI	
MBAC0070	588518	6975679	38	-60	90	10	12	2	0.15	
MBAC0071	588442	6975655	47	-60	90				NSI	
MBAC0072	588362	6975656	39	-60	90				NSI	
MBAC0073	588275	6975652	41	-60	90				NSI	
MBAC0074	588200	6975649	53	-60	90				NSI	
MBAC0075	588132	6975649	36	-60	90				NSI	
MBAC0076	588039	6975649	45	-60	90				NSI	
MBAC0077	587961	6975651	62	-60	90				NSI	
MBAC0078	587886	6975655	49	-60	90				NSI	
MBAC0079	587803	6975654	69	-60	90				NSI	
MBAC0080	587716	6975668	77	-60	90				NSI	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
MBAC0081	587650	6975650	84	-60	90				NSI	
MBAC0082	590483	6979652	107	-60	90				NSI	
MBAC0083	590410	6979656	83	-60	90				NSI	
MBAC0084	590321	6979652	91	-60	90				NSI	
MBAC0085	590322	6979653	107	-60	90				NSI	
MBAC0086	592327	6981199	119	-60	120				NSI	
MBAC0087	592186	6981259	106	-90	0				NSI	
MBAC0088	591984	6981458	108	-90	0				NSI	
MBAC0089	591698	6981577	110	-90	0				NSI	
MBAC0090	591624	6981615	114	-90	0				NSI	
MBAC0091	591778	6981548	96	-90	0				NSI	
MBAC0092	591856	6981539	110	-90	0				NSI	
MBAC0093	591939	6981511	108	-90	0	80	84	4	0.13	
MBAC0094	592043	6981394	108	-90	0				NSI	
MBAC0095	592092	6981352	111	-90	0				NSI	
MBAC0096	592142	6981296	107	-90	0				NSI	
MBAC0097	592264	6981214	107	-90	0				NSI	
MBAC0098	586751	6983152	90	-60	90				NSI	
MBAC0099	586666	6983153	103	-60	90				NSI	
MBAC0100	586592	6983151	88	-60	90				NSI	
MBAC0101	586512	6983152	107	-60	90				NSI	
MBAC0102	586431	6983150	119	-60	90	88	90	2	0.11	
MBAC0103	586270	6983150	59	-60	90				NSI	
MBAC0104	586189	6983162	68	-60	90				NSI	
MBAC0105	586116	6983171	50	-60	90				NSI	
MBAC0106	586030	6983152	47	-60	90				NSI	
MBAC0107	585951	6983154	46	-60	90				NSI	
MBAC0108	585869	6983151	39	-60	90				NSI	
MBAC0109	585791	6983154	23	-60	90				NSI	
MBAC0110	591712	6983598	65	-60	112				NSI	
MBAC0111	591636	6983628	76	-60	112				NSI	
MBAC0112	591565	6983666	75	-60	112				NSI	
MBAC0113	591490	6983686	66	-60	112				NSI	
MBAC0114	591414	6983720	77	-60	112				NSI	
MBAC0115	591337	6983751	34	-60	112				NSI	
MBAC0116	591265	6983781	23	-60	112				NSI	
MBAC0117	591193	6983816	17	-60	112	4	6	2	0.12	
MBAC0118	591118	6983843	26	-60	112				NSI	
MBAC0119	591044	6983866	30	-60	112				NSI	
MBAC0120	590971	6983901	20	-60	112				NSI	
MBAC0121	590893	6983931	17	-60	112				NSI	
MBAC0122	590819	6983958	20	-60	112				NSI	
MBAC0123	590738	6983991	54	-60	112				NSI	
MBAC0124	586267	6982174	27	-60	90				NSI	
MBAC0125	586187	6982182	25	-60	90				NSI	
MBAC0126	586110	6982164	71	-60	90				NSI	
MBAC0127	586029	6982148	93	-60	90	68	70	2	0.10	
MBAC0128	585950	6982137	77	-60	90				NSI	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
MBAC0129	585873	6982167	56	-60	90				NSI	
MBAC0130	585792	6982154	62	-60	90				NSI	
MBAC0131	590163	6979656	104	-90	0				NSI	
MBAC0132	590083	6979656	113	-90	0				NSI	
MBAC0133	590002	6979655	119	-90	0				NSI	
MBAC0134	589920	6979652	119	-90	0				NSI	
MBAC0135	589840	6979657	119	-90	0				NSI	
MBAC0136	590944	6979215	37	-90	0				NSI	
MBAC0137	590947	6979297	45	-60	180	42	44	2	0.19	
MBAC0138	590939	6979368	44	-60	180				NSI	
MBAC0139	590937	6979453	50	-60	180				NSI	
MBAC0140	590945	6979535	52	-60	180				NSI	
MBAC0141	590943	6979691	66	-60	180				NSI	
MBAC0142	590947	6979782	90	-60	180				NSI	
MBAC0143	590943	6979852	93	-60	180				NSI	
MBAC0144	590940	6979934	104	-60	180				NSI	
MBAC0145	590939	6980016	103	-60	180				NSI	
MBAC0146	590942	6980094	111	-60	180				NSI	
MBAC0147	590943	6980173	107	-60	180				NSI	
MBAC0148	590949	6980253	116	-60	180				NSI	
MBAC0149	590940	6980333	113	-60	180				NSI	
MBAC0150	590934	6980404	108	-90	0				NSI	
MBAC0151	590923	6980496	120	-90	0				NSI	
MBAC0152	590943	6980574	119	-90	0				NSI	
MBAC0153	590942	6980656	124	-90	0				NSI	
MBAC0154	590933	6979619	50	-90	0				NSI	
MBAC0155	592587	6979318	110	-90	0				NSI	
MBAC0156	592600	6979400	88	-90	0				NSI	
MBAC0157	592593	6979471	95	-90	0				NSI	
MBAC0158	592594	6979555	100	-90	0				NSI	
MBAC0159	592584	6979633	109	-90	0				NSI	
MBAC0160	592586	6979707	122	-90	0				NSI	
MBAC0161	592589	6979787	101	-90	0				NSI	
MBAC0162	592598	6979898	99	-90	0				NSI	
MBAC0163	592615	6979961	102	-90	0				NSI	
MBAC0164	592590	6980037	92	-90	0	66	68	2	0.11	
MBAC0165	592591	6980106	76	-90	0	48	52	4	0.15	
MBAC0166	592606	6980183	67	-90	0				NSI	
MBAC0167	592591	6980266	88	-90	0				NSI	
MBAC0168	592607	6980352	112	-90	0	68	72	4	0.12	
MBAC0169	592587	6980423	107	-90	0				NSI	
MBAC0170	592589	6980520	106	-90	0				NSI	
MBAC0171	592590	6980597	108	-90	0				NSI	
MBAC0172	592598	6980678	107	-90	0				NSI	
MBAC0173	592611	6980755	110	-90	0				NSI	
MBAC0174	592586	6980833	107	-90	0				NSI	
MBAC0175	587327	6973634	84	-60	90				NSI	
MBAC0176	587287	6973630	89	-60	90				NSI	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
MBAC0177	587203	6973634	58	-60	90	32	34	2	0.11	
MBAC0178	587127	6973633	50	-60	90				NSI	
MBAC0179	587088	6973633	26	-60	90				NSI	
MBAC0180	587048	6973633	26	-60	90				NSI	
MBAC0181	587006	6973633	25	-60	90				NSI	
MBAC0182	586965	6973633	32	-60	90				NSI	
MBAC0183	586925	6973634	13	-60	90				NSI	
MBAC0184	586884	6973632	14	-60	90				NSI	
MBAC0185	586849	6973633	7	-60	90				NSI	
MBAC0186	586804	6973629	8	-60	90				NSI	
MBAC0187	586972	6973393	40	-60	90				NSI	
MBAC0188	586930	6973397	62	-60	90				NSI	
MBAC0189	586891	6973395	30	-60	90	4	6	2	0.10	
						18	20	2	0.12	
MBAC0190	586850	6973392	47	-60	90	34	36	2	0.15	
MBAC0191	586815	6973388	28	-60	90	6	8	2	0.21	
MBAC0192	586766	6973385	34	-60	90				NSI	
MBAC0193	587868	6972907	73	-60	90				NSI	
MBAC0194	587828	6972914	92	-60	90	60	62	2	0.58	
						68	70	2	0.15	
MBAC0195	587794	6972916	92	-60	90				NSI	
MBAC0196	587748	6972908	80	-60	90	62	64	2	0.12	
						76	78	2	0.12	
MBAC0197	587707	6972924	89	-60	90	2	4	2	0.17	
MBAC0198	587667	6972911	79	-60	90	70	72	2	0.33	
MBAC0199	587629	6972918	67	-60	90	44	46	2	0.31	
						46	48	2	0.10	
MBAC0200	587588	6972915	68	-60	90				NSI	
MBAC0201	587555	6972909	75	-60	90				NSI	
MBAC0202	587509	6972910	76	-60	90				NSI	
MBAC0203	587470	6972910	74	-60	90				NSI	
MBAC0204	587430	6972912	62	-60	90				NSI	
MBAC0205	587384	6972915	68	-60	90				NSI	
MBAC0206	588040	6973318	53	-60	90				NSI	
MBAC0207	588071	6973321	66	-60	90				NSI	
MBAC0208	588106	6973313	71	-60	90				NSI	
MBAC0209	588139	6973316	73	-60	90				NSI	
MBAC0210	588178	6973316	76	-60	90				NSI	
MBAC0211	588209	6973314	77	-60	90	46	48	2	0.25	
MBAC0212	588248	6973312	78	-60	90				NSI	
MBAC0213	588287	6973309	78	-60	90				NSI	
MBAC0214	588322	6973316	80	-60	90	66	68	2	0.10	
						70	72	2	0.41	
						72	74	2	0.10	
MBAC0215	588362	6973336	83	-60	90	48	50	2	0.79	
						80	83	3	0.10	EOH mineralisation
MBAC0216	588413	6973340	84	-60	90	74	76	2	0.10	
						78	80	2	0.17	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
						82	84	2	0.11	EOH mineralisation
MBAC0217	588451	6973309	83	-60	90	60	62	2	0.11	
MBAC0218	588495	6973313	79	-60	90				NSI	
MBAC0219	588534	6973315	72	-60	90				NSI	
MBAC0220	588576	6973323	32	-60	90				NSI	
MBAC0221	588597	6973313	55	-60	90				NSI	
MBAC0222	588624	6973314	41	-60	90				NSI	
MBAC0223	588648	6973317	49	-60	90				NSI	
MBAC0224	588674	6973316	37	-60	90				NSI	
MBAC0225	588697	6973317	50	-60	90	4	6	2	0.33	
						38	40	2	0.24	
MBAC0226	588724	6973315	52	-60	90				NSI	
MBAC0227	588751	6973314	71	-60	90				NSI	
MBAC0228	588298	6973168	64	-60	90	42	44	2	0.17	
						44	46	2	0.23	
MBAC0229	588260	6973163	62	-60	90					
MBAC0230	588171	6972994	44	-60	90	30	32	2	0.20	
MBAC0231	588202	6972987	54	-60	90	20	22	2	0.37	
						34	36	2	0.10	
						50	52	2	0.11	
MBAC0232	588233	6972989	22	-60	90	18	20	2	0.23	
MBAC0233	588255	6972995	32	-60	90				NSI	
MBAC0234	588277	6972998	38	-60	90				NSI	
MBAC0235	588300	6972998	41	-60	90	34	36	2	0.28	
MBAC0236	588327	6973011	36	-60	90	22	24	2	8.85	
						24	26	2	0.17	
MBAC0237	588355	6973000	54	-60	90	0	2	2	0.17	
						12	14	2	0.24	
						34	36	2	0.16	
MBAC0238	588393	6973001	63	-60	90	38	40	2	0.16	
						40	42	2	0.19	
						60	62	2	0.10	
MBAC0239	588427	6972989	36	-60	90				NSI	
MBAC0240	588447	6972986	25	-60	90				NSI	
MBAC0241	588467	6972987	31	-60	90	26	28	2	0.12	
MBAC0242	588487	6972978	32	-60	90				NSI	
MBAC0243	588513	6972986	46	-60	90				NSI	
MBAC0244	588539	6972984	68	-60	90	18	20	2	0.11	
						20	22	2	0.10	
MBAC0245	588577	6972993	62	-60	90				NSI	
MBAC0246	588608	6972993	51	-60	90				NSI	
MBAC0247	587461	6972874	32	-90	0	9	10	1	0.13	
						12	13	1	0.28	
MBAC0248	587452	6972883	28	-60	135	19	20	1	0.54	
						20	21	1	0.41	
MBAC0249	587474	6972899	39	-60	135				NSI	
MBAC0250	587439	6972851	44	-60	135				NSI	
MBAC0251	588232	6973199	71	-60	135				NSI	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
MBAC0252	588271	6973201	68	-60	90				NSI	
MBAC0253	588308	6973201	68	-60	90	41	42	1	0.57	
						43	44	1	0.10	
MBAC0254	588334	6973206	71	-60	90	41	42	1	0.25	
MBAC0255	588365	6973215	65	-60	90	42	43	1	0.27	
						43	44	1	0.13	
MBAC0256	588226	6973057	56	-60	90	42	46	4	0.79	
MBAC0257	588249	6973061	53	-60	90	40	46	6	0.31	
MBAC0258	588272	6973070	53	-60	90	37	38	1	0.33	
MBAC0259	588296	6973070	47	-60	90				NSI	
MBAC0260	588318	6973069	41	-60	90				NSI	
MBAC0261	588335	6973068	53	-60	90	48	49	1	0.14	
						49	50	1	0.13	
MBAC0262	588360	6973064	34	-60	90				NSI	
MBAC0263	588373	6973063	52	-60	90				NSI	
MBAC0264	588251	6972927	59	-60	90				NSI	
MBAC0265	588279	6972928	35	-60	90				NSI	
MBAC0266	588291	6972934	35	-60	90				NSI	
MBAC0267	588311	6972935	41	-60	90				NSI	
MBAC0268	588330	6972936	37	-60	90				NSI	
MBAC0269	588349	6972940	25	-60	90				NSI	
MBAC0270	588367	6972941	27	-60	90	26	27	1	0.28	
MBAC0271	588384	6972937	28	-60	90				NSI	
MBAC0272	588401	6972935	37	-60	90	35	36	1	0.33	
MBAC0273	588354	6974870	34	-60	180				NSI	
MBAC0274	588340	6974852	47	-60	180				NSI	
MBAC0275	588333	6974832	42	-60	180				NSI	
MBAC0276	588322	6974808	49	-60	180				NSI	
MBAC0277	588330	6974787	50	-60	180				NSI	
MBAC0278	588330	6974759	48	-60	180				NSI	
MBAC0279	588338	6974733	50	-60	180				NSI	
MBAC0280	588334	6974708	48	-60	180				NSI	
MBAC0281	588329	6974685	36	-60	180				NSI	
MBAC0282	588335	6974665	35	-60	180				NSI	
MBAC0283	588348	6974648	35	-60	180				NSI	
MBAC0284	588348	6974626	23	-60	180				NSI	
MBAC0285	588869	6975522	83	-60	90				NSI	
MBAC0286	588904	6975526	85	-60	90				NSI	
MBAC0287	588948	6975524	71	-60	90	44	48	4	0.10	
MBAC0288	588977	6975521	64	-60	90				NSI	
MBAC0289	588901	6975528	55	-60	90				NSI	
MBAC0290	589038	6975526	53	-60	90				NSI	
MBAC0291	589061	6975524	56	-60	90				NSI	
MBAC0292	589089	6975523	56	-60	90				NSI	
MBAC0293	589114	6975521	39	-60	90				NSI	
MBAC0294	589685	6975304	83	-60	180				NSI	
MBAC0295	589686	6975262	68	-60	180				NSI	
MBAC0296	589689	6975215	86	-60	180	72	76	4	0.40	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
MBAC0297	589688	6975172	85	-60	180	0	4	4	0.11	
MBAC0298	589687	6975131	71	-60	180	55	59	4	0.11	
MBAC0299	589688	6975089	73	-60	180				NSI	
MBAC0300	589701	6974923	66	-60	180				NSI	
MBAC0301	589698	6974895	61	-60	180				NSI	
MBAC0302	589702	6974841	69	-60	180				NSI	
MBAC0303	589934	6977898	47	-60	180				NSI	
MBAC0304	589927	6977876	45	-60	180				NSI	
MBAC0305	589944	6977857	45	-60	180				NSI	
MBAC0306	589955	6977834	41	-60	180				NSI	
MBAC0307	589952	6977811	40	-60	180				NSI	
MBAC0308	589957	6977784	38	-60	180				NSI	
MBAC0309	589953	6977770	39	-60	180				NSI	
MBAC0310	589948	6977750	45	-60	180				NSI	
MBAC0311	590400	6976092	19	-60	180				NSI	
MBAC0312	590396	6976420	28	-60	180				NSI	
MBAC0313	590388	6976406	54	-60	180				NSI	
MBAC0314	590382	6976374	60	-60	180				NSI	
MBAC0315	590373	6976349	53	-60	180				NSI	
MBAC0316	590368	6976319	44	-60	180	24	28	4	0.24	
						40	44	4	0.40	EOH mineralisation
MBAC0317	590371	6976301	50	-60	180			0	NSI	
MBAC0318	590364	6976277	47	-60	180			0	NSI	
MBAC0319	590375	6976249	37	-60	180			0	NSI	
MBAC0320	590378	6976230	30	-60	180			0	NSI	
MBAC0321	590380	6976219	24	-60	180			0	NSI	
MBAC0322	590378	6976206	19	-60	180			0	NSI	
MBAC0323	590378	6976193	14	-60	180			0	NSI	
MBAC0324	590375	6976185	20	-60	180			0	NSI	
MBAC0325	590371	6976175	18	-60	180			0	NSI	
MBAC0326	590370	6976163	24	-60	180			0	NSI	
MBAC0327	590379	6976145	17	-60	180			0	NSI	
MBAC0328	590387	6976132	18	-60	180	4	8	4	0.10	
MBAC0329	590386	6976124	22	-60	180			0	NSI	
MBAC0330	590392	6976113	19	-60	180			0	NSI	
MBAC0331	590392	6976102	16	-60	180			0	NSI	
MBAC0332	588327	6978830	34	-60	180			0	NSI	
MBAC0332A	588329	6978826	98	-60	180	0	4	4	0.17	
						60	64	4	0.12	
MBRB0020	587411	6973634	45	-60	90			0	NSI	
MBRB0021	587368	6973632	62	-60	90			0	NSI	
MBRC0001	588262	6973162	110	-60	90	51	52	1	0.23	
						52	53	1	0.07	
						53	54	1	0.41	
						54	58	4	0.10	
						81	82	1	0.95	
						96	97	1	2.51	
CUEB 1	588980	6972800	58	-90	0				NSI	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
CUEB 2	589040	6972800	50	-90	0				NSI	
CUEB 3	589120	6972800	48	-90	0				NSI	
CUEB 4	589200	6972800	55	-90	0				NSI	
CUEB 5	589280	6972800	66	-90	0				NSI	
CUEB 6	589360	6972800	53	-90	0				NSI	
CUEB 7	589440	6972800	45	-90	0				NSI	
CUEB 8	589520	6972800	62	-90	0				NSI	
CUEB 9	589600	6972800	67	-90	0				NSI	
CUEB 10	589760	6972800	61	-90	0	60	61	1	0.20	EOH mineralisation
CUEB 11	589920	6972800	61	-90	0				NSI	
CUEB 12	590060	6972800	39	-90	0				NSI	
CUEB 13	590240	6972800	59	-90	0				NSI	
CUEB 14	590400	6972800	42	-90	0				NSI	
CUEB 15	590560	6972800	71	-90	0				NSI	
CUEB 16	590720	6972800	73	-90	0				NSI	
CUEB 17	590880	6972800	54	-90	0				NSI	
CUEB 18	591040	6972800	44	-90	0				NSI	
CUEB 19	591200	6972800	54	-90	0				NSI	
CUEB 20	591360	6972800	25	-90	0				NSI	
CUEB 21	591520	6972800	33	-90	0				NSI	
CUEB 22	591680	6972800	31	-90	0				NSI	
CUEB 23	589120	6973000	52	-90	0				NSI	
CUEB 24	589040	6973000	32	-90	0				NSI	
CUEB 25	588960	6973000	37	-90	0				NSI	
CUEB 26	588880	6973000	50	-90	0	8	12	4	1.72	
CUEB 27	588800	6973000	40	-90	0				NSI	
CUEB 28	588720	6973000	50	-90	0				NSI	
CUEB 29	588640	6973000	31	-90	0				NSI	
CUEB 30	590080	6973400	58	-90	0				NSI	
CUEB 31	589920	6973400	62	-90	0				NSI	
CUEB 32	589760	6973400	65	-90	0	36	40	4	0.19	
CUEB 33	589600	6973400	62	-90	0				NSI	
CUEB 34	589440	6973400	60	-90	0				NSI	
CUEB 35	589280	6973400	51	-90	0				NSI	
CUEB 36	589120	6973400	41	-90	0				NSI	
CUEB 37	588960	6973400	49	-90	0				NSI	
CUEB 38	588320	6976800	20	-90	0				NSI	
CUEB 39	588160	6976800	36	-90	0				NSI	
CUEB 40	588000	6976800	27	-90	0				NSI	
CUEB 41	587840	6976800	35	-90	0				NSI	
CUEB 42	587680	6976800	59	-90	0				NSI	
CUEB 43	587520	6976800	60	-90	0				NSI	
CUEB 44	585760	6976800	39	-90	0				NSI	
CUEB 45	584320	6975800	25	-90	0				NSI	
CUEB 46	584480	6975800	24	-90	0				NSI	
CUEB 47	584640	6975800	41	-90	0				NSI	
CUEB 48	584800	6975800	16	-90	0				NSI	
CUEB 49	584960	6975800	16	-90	0				NSI	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
CUEB 50	585120	6975800	14	-90	0				NSI	
CUEB 51	585280	6975800	38	-90	0				NSI	
CUEB 52	585440	6975800	51	-90	0				NSI	
CUEB 53	585600	6975800	48	-90	0				NSI	
CUEB 54	585720	6973934	9	-90	0				NSI	
CUEB 55	586040	6973704	62	-90	0	36	40	4	0.35	
CUEB 55						40	44	4	0.12	
CUEB 56	586200	6973608	63	-90	0				NSI	
CUEB 57	586520	6973380	39	-90	0				NSI	
CUEB 58	586680	6973269	23	-90	0				NSI	
CUEB 59	586840	6973159	69	-90	0				NSI	
CUEA 126	7E+06	587360	77	-90	0				NSI	
GCAC0144	582490	6962999	51	-60	90				NSI	
GCAC0145	582464	6963000	51	-60	90				NSI	
GCAC0146	582439	6963000	53	-60	90				NSI	
GCAC0147	582415	6963000	53	-60	90				NSI	
GCAC0148	582387	6963001	53	-60	90				NSI	
GCAC0225	583590	6964199	41	-60	90				NSI	
GCAC0226	583576	6964199	47	-60	90				NSI	
GCAC0227	583552	6964199	47	-60	90				NSI	
GCAC0228	583530	6964199	59	-60	90				NSI	
GCAC0229	583500	6964200	77	-60	90	32	36		0.25	
						36	40		0.15	
GCAC0230	583463	6964200	65	-60	90	20	24		0.02	
						24	28		0.01	
						28	32		0.02	
						32	36		0.02	
GCAC0231	583426	6964200	65	-60	90				NSI	
GCAC0232	583396	6964200	59	-60	90				NSI	
GCAC0233	583366	6964201	59	-60	90				NSI	
GCAC0242	583945	6965210	35	-60	90				NSI	
GCAC0243	583930	6965209	41	-60	90				NSI	
GCAC0244	583912	6965210	45	-60	90				NSI	
FPD3	581955	6977023	126	-60	275	20	32	12	0.45	
FPRC001	581850	6976954	86	-60	275				NSI	
FPRC002	581900	6976948	100	-60	275	4	8	4	0.84	
						12	15	3	0.77	
						24	28	4	0.42	
						30	35	5	0.89	
						37	38	1	0.30	
						45	49	4	0.34	
						50	51	1	0.69	
						53	54	1	0.41	
						56	60	4	0.80	
						64	65	1	1.93	
						66	67	1	3.49	
						69	72	3	0.14	
						74	75	1	0.11	

Hole ID	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)	Comments
						78	79	1	0.38	
						82	83	1	0.40	
FPRC003	581951	6976942	105	-60	275				NSI	
FPRC004	581859	6977035	113	-60	275	21	22	1	0.42	
FPRC005	581910	6977029	96	-60	275	27	35	8	1.30	
		including				28	30	2	4.55	
						40	41	1	0.29	
						42	43	1	0.17	
						47	48	1	0.11	
FPRC006	581891	6976867	93	-60	275	56	58	2	0.45	
FPRC006						60	61	1	0.11	
FPRC007	581941	6976861	105	-60	275			0	NSI	
FPRC008	581992	6976855	106	-60	275			0	NSI	
FPRC022	581819	6977470	80	-60	275			0	NSI	
FPRC023	581910	6977459	94	-60	275			0	NSI	
FPRC024	582011	6977447	87	-60	275	41	42	1	0.10	
						55	56	1	0.10	
						80	81	1	0.10	
FPRC025	582112	6977435	90	-60	275			0	NSI	
FPRC031	581865	6976870	60	-60	275			0	NSI	
FPRC032	581904	6976865	85	-60	275	68	72	4	2.40	
FPRC033	581875	6976951	70	-60	275				NSI	
FPRC034	581930	6977026	90	-60	275	10	15	5	0.13	
						30	35	5	0.24	
						40	45	5	0.20	
FPRC035	581885	6977032	60	-60	275				NSI	
FPRC036	581913	6976946	87	-60	275	28	32	4	0.15	
						36	40	4	0.12	
						44	48	4	0.13	
						48	52	4	0.19	
						80	84	4	0.13	
RB235	581820	6976770	27	-60	270				NSI	
RB236	581890	6976830	57	-60	270	27	33	6	0.20	
						33	39	6	0.16	
						39	47	8	0.43	
						47	53	6	0.60	
RB237	581960	6976900	81	-60	270	27	30	3	0.93	
						30	33	3	1.40	
						33	36	3	0.64	
						36	39	3	0.11	

Appendix B - Drilling Summary – Eagle Hawk M20/263 >0.5g/t Au

Hole	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)
JQC046	607216	6966903	50	-55	305				NSI
JQC047	607264	6966875	80	-60	301				NSI
JQC048	607290	6966975	50	-56	315				NSI
JQC049	607338	6966948	74	-60	315				NSI
JQC050	607347	6967057	47	-61	303				NSI
JQC051	607241	6966842	90	-60	301				NSI
JQC052	607298	6967009	27	-57	303				NSI
KG1	607293	6966988	60	-60	300	42	44	2	0.92
KG2	607304	6967009	80	-80	300				NSI
KG3	607314	6967021	80	-80	300	54	66	12	0.66
KG4	607334	6967038	80	-80	300	45	59	14	1.23
KG5	607343	6967022	84	-60	300	60	66	6	1.82
A2	607206	6966947	30	-60	300				NSI
B1	607247	6966987	30	-60	310				NSI
B2	607251	6966992	30	-60	310				NSI
B3	607265	6967011	30	-60	313	13	14		0.73
B4	607322	6967065	45	-60	310				NSI
B5	607330	6967087	30	-60	310				NSI
C1	607257	6966981	55	-60	305				NSI
C2	607259	6966991	55	-60	300				NSI
C3	607272	6967005	55	-60	310	22	25	3	3.35
C4	607330	6967072	55	-60	300				NSI
C5	607337	6967083	55	-60	310				NSI
D1	607227	6966968	55	-60	300				NSI
D4	607342	6967072	70	-60	280				NSI
E3	607321	6967039	80	-60	290				NSI
E4	607334	6967055	80	-60	300	35	36	1	0.51
E5	607350	6967066	80	-60	300				NSI
F2	607310	6967014	70	-60	310				NSI
H3	607372	6967058	100	-60	310	87	88	1	1.69
J1	607270	6967027	30	-60	300	0	1	1	0.77
						7	9	2	2.18
K1	607241	6966954	31	-60	300				NSI
V1	607262	6967006	90	-90	0	27	29	2	1.97
V2	607298	6967051	20	-90	0				NSI
V3	607302	6967052	70	-90	0	21	25	4	3.09

Appendix C – Drilling Summary Coodardy M20/455 >0.5g/t Au

Hole	East	North	Depth (m)	Dip (°)	Azimuth (°)	From (m)	To (m)	Interval (m)	Grade (g/t Au)
20E	579863	6995971	41	-90	0	12	24	12	1.36
40E	579894	6995974	38	-90	0	20	30	10	0.66
84-CM-10	579931	6995908	55	-90		12	15	3	1.60
84-CM-11	579911	6995905	55	-90		19	30	11	1.69
84-CM-12	579891	6995902	50	-90				0	NSI
84-CM-13	579871	6995899	50	-90		0	1	1	0.75
84-CM-14	579851	6995896	45	-90				0	NSI
84-CM-15	579831	6995893	60	-90				0	NSI
84-CM-16	579858	6995951	40	-90				0	NSI
84-CM-17	579890	6995953	45	-90		20	28	8	1.12
84-CM-20	579858	6996047	60	-60	260			0	NSI
84-CM-21	579877	6996049	60	-60	260			0	NSI
84-CM-22	579896	6996051	65	-60	260	25	27	2	1.00
84-CM-23	579911	6996053	65	-60	260	31	34	3	1.04
84-CM-24	579931	6996055	65	-60	260	39	50	11	1.48
84-CM-3	579888	6995976	43	-90	0	13	27	14	4.21
84-CM-35	579920	6995836	43	-60	260	5	12	7	0.85
84-CM-5	579888	6996011	45	-90	0	20	27	7	2.10
84-CM-6	579907	6996013	50	-90	0	25	29	4	0.51
						34	37	3	0.84
84-CM-7	579926	6996015	60	-90	0	35	45	10	1.09
						49	50	1	0.50
84-CM-8	579945	6996017	68	-90	0	35	37	2	0.91
84-CM-9	579964	6996019	65	-90	0			0	NSI
BBNAC077	579797.9	6995997	52	-90	0			0	NSI
COR13	579955	6995951	60	-60	256	30	37	7	1.66
COR14	579959	6995951	48	90	0			0	NSI
COR15	579885	6995942	12	90	0			0	NSI
COR16	579881	6995942	42	90	0	21	32	11	1.11
COR17	579881	6995951	42	90	0	11	28	17	3.84
COR3	579950	6995950	60	-60	258	35	42	7	1.63
COR4	579932	6995978	50	-60	257	33	45	12	0.76
COR5	579883	6995973	40	90	0	11	26	15	3.07
COR6	579866	6996096	35	-60	262	22	23	1	0.51
COR7	579884	6996098	49	-60	261	8	9	1	2.28
						28	29	2	0.58

Appendix D - JORC Code Table 1 – All Projects

Section 1 Sampling Techniques and Data

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

Criteria	JORC Code explanation	Commentary
Sampling techniques	<p>Nature and quality of sampling (e.g., cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc).</p> <p>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.</p> <p>Aspects of the determination of mineralisation that are Material to the Public Report.</p> <p>In cases where 'industry standard' work has been done this would be relatively simple (e.g., 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information.</p>	<p>The principal forms of historical sampling within the Victory Goldfield project area comprise;</p> <p>Auger soil sampling at Emily Wells, Buttercup, King Billy, Mafeking, Stanmore, and Young Australia.</p> <p>Regional rock chip sampling.</p> <p>RC drill hole sampling at Curtis Find, Coodardy, Buttercup, Nemesis and Eagle Hawk.</p> <p>RAB drill hole sampling at Coodardy.</p> <p>Aircore drill hole sampling at Emily Wells.</p> <p>Historical drill records are sometimes limited and incomplete.</p> <p>Victory Goldfields (Victory) conducted auger soil geochemistry in 2019 and was completed to industry standard practice. Gyro Drilling, from Kalgoorlie, collected samples using a diesel driven mechanical auger. Samples were collected between 1m and 2m below ground level, usually at auger refusal or at the best carbonate reaction interface. Samples were sieved to -320 # and sent to Bureau Veritas (BV) Lab in Perth. Regional rock chip sampling by Victory has also been according to industry standard practice.</p> <p>At Coodardy, an historic resource was calculated from 36 RC holes and 46 RAB holes by Metana Minerals in 1988. Holes were drilled on a local grid and no collar and downhole surveys are evident. No relationship was made between the local grid and the MGA.</p> <p>Assaying for gold and arsenic at Coodardy was by Genalysis Labs in Perth and was carried out over 1 metre sample lengths for 2162 samples. No density, QAQC data is available. Assaying repeatability is within 10% variation but become variable above 1.0 g/t Au.</p> <p>RAB sampling at Coodardy was collected at 5m intervals with anomalous assays (> 0.6 ppm Au) resampled at 1m intervals. Assaying was also by Genalysis Labs in Perth. Holes were drilled to a maximum depth of 36m. Logs do not include ground water depths to indicate wet or dry samples and downhole contamination effects.</p> <p>At Eagle Hawk, RC drilling (37 holes for 2187m) was completed in 2015 by Klondyke Gold P/L.</p>

Criteria	JORC Code explanation	Commentary
		<p>Deepest hole was 100m with average hole depths of 60m. Assaying for gold only, at Eagle Hawk, was undertaken by SGS Labs in Perth, Sampling was carried out over 1 metre sample lengths for 656 samples. Assays were by Fire Assay with a 0.01 ppm Au det. lim. No density or QAQC data is available.</p> <p>Drilling and sample practices at Eagle Hawk were below the prevailing normal industry practices. Selective sampling has introduced a bias into the results. Only 656m of the 2187m drilled by Klondyke Gold were sampled and assayed. Two lode projection intersecting intervals were not sampled. No elevation values (Z) were recorded but an elevation of 447 mRL was assigned by Victory. Five RC holes were not logged.</p> <p>At Emily Wells, in the Oxonia Pit, prospector D. Hugill drilled 15 holes RAB holes on a local grid. Hole collars can be poorly located within the current pit outline. Anomalous intersections are hand drawn but no other details are provided. From 1994-1995, Mt Grace Gold Mining carried out a program of RC and RAB drilling holes. 20 RAB holes drilled to a depth of 20m can only be inaccurately located in and around the Oxonia Pit. Best assay was 3m @ 28.2 g/t Au in the pit. 2 RC holes were drilled. Documentation, including collar coordinates, is incomplete. Assaying was by Analabs for Au (ppm), Ag (ppm). Samples were digested by aqua regia, with a det. lim. of 0.02 ppm for Au.</p> <p>Drilling of any consequence within the area of M20/129 (Emily) was conducted by Klondyke Gold during 2015. They completed 13 aircore holes. Assaying was by Quantum Analytical Services of Welshpool, WA. QAQC and sample prep data is provided. Inconsistencies exists in the drilling data base and it is missing:</p> <ul style="list-style-type: none"> azimuths for angled holes, hole lithologies, mineralisation, alteration, ground water flows or weathering information. collar survey method sampling techniques. <p>A disparity between sample duplicates and originals suggests a nugget effect which may be insufficiently sampled by aircore drilling.</p> <p>Based on available data, there is no information about reference measures taken to ensure sample representation at Eagle Hawk.</p> <p>All historical exploration within the project area is</p>

Criteria	JORC Code explanation	Commentary
		grass roots exploration, with different vintages of data quality appropriate at the time of sampling.
Drilling techniques	Drill type (e.g., core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g., core diameter, triple or standard tube, depth of diamond tails, face-sampling bit, or other type, whether core is oriented and if so, by what method, etc).	<p>Previous drilling involved RC, RAB and aircore drilling for gold exploration. Historical records on the drill details are limited with drilling using best practice for that time.</p> <p>One diamond hole was conducted within the tenements.</p> <p>Details of the specifications of drilling rigs (air and depth capacity, reverse circulation, or open hole) has not been located.</p>
Drill sample recovery	<p>Method of recording and assessing core and chip sample recoveries and results assessed.</p> <p>Measures taken to maximise sample recovery and ensure representative nature of the samples.</p> <p>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse grained material.</p>	<p>There are no records regarding sample recovery available for the previous drilling programs.</p> <p>No records are available regarding sample splitting or sample sizes.</p> <p>Insufficient information available from public records to review grade bias in relation to sample recovery.</p>
Logging	<p>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.</p> <p>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.</p> <p>The total length and percentage of the relevant intersections logged.</p>	<p>One Core drill hole has been conducted within the tenements. No geological logs of this hole were found.</p> <p>Geological logging of RC, aircore & RAB drilling completed at all projects and is available in hard copy format suitable for first pass exploration.</p> <p>Coodardy logs and assay data have been converted to digital format by Victory Goldfields. Logging is qualitative in nature.</p> <p>Geological logs at Coodardy are not consistent due to different logging geologists.</p> <p>Five RC holes were not logged at Eagle Hawk.</p> <p>Two holes intersected stopes and were replaced with a 3 g/t Au value. Three lode projection intersecting intervals were not sampled.</p> <p>Inconsistencies exists in the drilling data base at Emily Wells and it is missing: hole lithologies, mineralisation, alteration, or weathering information collar survey method sampling techniques.</p>

Criteria	JORC Code explanation	Commentary
Sub-sampling techniques and sample preparation	<p>If core, whether cut or sawn and whether quarter, half or all core taken.</p> <p>If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</p> <p>For all sample types, the nature, quality, and appropriateness of the sample preparation technique.</p> <p>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</p> <p>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.</p> <p>Whether sample sizes are appropriate to the grain size of the material being sampled.</p>	<p>RAB samples were composited from individual 1 metre samples into 5m composite samples with a scoop.</p> <p>Sample preparation, including crushing and pulverising, is not documented at Coodardy, Eagle Hawk and Emily Wells.</p> <p>QAQC protocols for RAB drill exploration in the project area is unknown. QAQC protocols for RC drill exploration at Coodardy is unknown.</p> <p>No information regarding homogenization and sampling of historic RAB drill samples for gold exploration is available.</p>
Quality of assay data and laboratory tests	<p>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</p> <p>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.</p> <p>Nature of quality control procedures adopted (e.g., standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e., lack of bias) and precision have been established.</p>	<p>Assaying for the Coodardy drilling was undertaken by a Genalysis laboratory in Perth, with preparation unknown. Samples were dissolved via Aqua Regia and read by the AAS instrument, for gold (ppm) and arsenic (ppm) only.</p> <p>The detection limit was 0.01 ppm Au.</p> <p>The methods are considered appropriate for this style of mineralisation at Coodardy and Emily Wells.</p> <p>QAQC protocols for RAB drill exploration in the project area is unknown. QAQC protocols for RC drill exploration at Coodardy and Eagle Hawk is unknown.</p> <p>No mention of QAQC issues affecting the results were made but cannot be verified based on available data.</p> <p>Repeat assays were not employed at Eagle Hawk.</p>
Verification of sampling and assaying	<p>The verification of significant intersections by either independent or alternative company personnel.</p> <p>The use of twinned holes.</p> <p>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</p> <p>Discuss any adjustment to assay data.</p>	<p>No verification by independent personnel</p> <p>No twin holes were drilled.</p> <p>All data from the programs, except Coodardy, is primarily stored in digital format and freely available online from the WAMEX open file database in the WA Mines Dept.</p>

Criteria	JORC Code explanation	Commentary
		It is not known whether any adjustments have been made, but this cannot be verified based on available data.
Location of data points	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.	Except at Coodardy, all drill holes were located by handheld GPS with an accuracy of 10m. At Coodardy, the local grid cannot be re-established, and many hole collars cannot be found on the ground. All hole coordinates are in GDA94 Zone 51 except at Coodardy where a local grid was created with no documentation linking it to the MGA grid. There is no detailed documentation regarding the accuracy of the topographic control.
Data spacing and distribution	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.	Given the first pass nature of the exploration program, the spacing of the exploration drilling is appropriate for understanding the exploration potential and the identification of broad anomalous zones. Not applicable as first pass exploration drilling Sample compositing in the drilling consisted of initial 4m or 5m composite sampling. Selected 1m samples of the anomalous composite intervals were subsequently sampled.
Orientation of data in relation to geological structure	Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type. If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.	The drill orientation is variable through the drill programs, however vertical RAB was used as the appropriate direction given the unknown strike/dip of the buried rocks at Coodardy. No comment can be made on whether the dip and direction of dip has resulted in biased sampling due to insufficient information. There is no apparent bias in the drilling orientation used that has been noted in public reports.
Sample security	The measures taken to ensure sample security.	No records are available on sample security measures.
Audits or reviews	The results of any audits or reviews of sampling techniques and data.	No sampling techniques or data have been independently audited.

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	Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties,	Victory has systematically built a portfolio of assets in the Cue Goldfield comprising forty-six (46) tenements, a further twelve (12) tenement applications Schedule 4 provides the details of all

Criteria	JORC Code explanation	Commentary
	<p>native title interests, historical sites, wilderness or national park and environmental settings.</p> <p>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.</p>	<p>granted leases, licenses, and license applications under the name of Victory ("Victory Tenements").</p> <p>Native Title claim no. WC2004/010 (Wajarri Yamatji #1) was registered by the Yamatji Marlpa Aboriginal Corp in 2004 and covers the entire project area.</p> <p>There are 3 registered cultural heritage sites within the tenements. Cultural heritage surveys will be required, if not previously recorded or undertaken.</p> <p>All tenements are held by Victory Goldfields or Klondyke Gold. All tenements are secured by the DMIRS (WA Govt).</p>
Exploration done by other parties	Acknowledgment and appraisal of exploration by other parties.	<p>The tenements have been partially explored by several companies including Metana Minerals NL (1983-1989), Mt Grace Gold Mining (1993-1995), Prospector D. Hugill (1991-1994), PosGold (1994-1995), Central Bore NL (1996-1997), Getty Oil (1983-1985), Colonial Resources (1994-1996), Placer (1989-1991), WestGold (2012), Klondyke Gold (2012-2018).</p> <p>Exploration by these companies has been piecemeal and not regionally systematic. If drilling was undertaken it was mostly directed at the many old workings seen throughout the tenements. Work away from old prospecting activity has been almost absent.</p>
Geology	Deposit type, geological setting, and style of mineralisation.	<p>The project area lies within the Meekatharra – Mount Magnet greenstone belt. The belt comprises metamorphosed volcanic, sedimentary, and intrusive rocks. Mafic and ultramafic sills are abundant in all areas of the Cue greenstones. Gabbro sills are often differentiated and have pyroxenitic and/or peridotitic bases and leucogabbro tops.</p> <p>The greenstones are deformed by large scale fold structures which are dissected by major faults and shear zones which can be mineralised. Two large suites of granitoids intrude the greenstone belts. Felsic rocks occur in the area east of Cuddingwarra. Over 60 gold and copper mineral occurrences have been recorded within the Cue district and near and within Victory Goldfield's tenure. A significant number of these are located on or close to north to north easterly trending structures.</p> <p>The productive gold deposits in the region can be classified into six categories:</p> <p>Shear zones and/or quartz veins within units of alternating banded iron formation and mafic volcanics e.g., Tuckanarra. Break of Day.</p>

Criteria	JORC Code explanation	Commentary
		<p>Shear zones and/or quartz veins within mafic or ultramafic rocks, locally intruded by felsic porphyry e.g., Cuddingwarra. Great Fingall,</p> <p>Banded jaspilite and associated clastic sedimentary rocks and mafics, generally sheared and veined by quartz, e.g., Tuckabianna.</p> <p>Quartz veins in granitic rocks, close to greenstone contacts, e.g., Buttercup. Hydrothermally altered clastic sedimentary rocks, e.g., Big Bell.</p> <p>Eluvial and colluvial deposits e.g., Lake Austin, Mainland.</p>
Drill hole Information	<p>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:</p> <ul style="list-style-type: none"> o easting and northing of the drill hole collar o elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar o dip and azimuth of the hole o down hole length and interception depth o hole length. <p>If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.</p>	<p>Historic drilling by previous explorers used best practice for that time. Drilling has been predominantly for gold. The data has been supplied as both hardcopy and digital format.</p> <p>The documentation in terms of location of collars, drill hole specifications, datums, assay information etc is good. Consequently, the use of any data obtained is suitable for presentation and analysis.</p> <p>Appendix A-C lists specifications of the material drill holes for the projects.</p>
Data aggregation methods	<p>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g., cutting of high grades) and cut-off grades are usually Material and should be stated.</p> <p>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.</p>	<p>Raw composited sample intervals have been reported and aggregated where appropriate.</p> <p>There has been no cutting of high grades.</p> <p>Significant assays in reporting have included grades above 0.1 g/t Au.</p> <p>Aggregation intercepts have been recorded. Aggregation will not include assays less than 0.1 g/t Au for greater than 1m.</p>

Criteria	JORC Code explanation	Commentary
	The assumptions used for any reporting of metal equivalent values should be clearly stated.	There has only been reporting of gold assays and intersections, with no reporting of metal equivalent grades.
Relationship between mineralisation widths and intercept lengths	<p>These relationships are particularly important in the reporting of Exploration Results.</p> <p>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</p> <p>If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g., 'down hole length, true width not known').</p>	<p>All results referenced are based on down-hole metres and therefore may not reflect the true width of mineralisation or thickness of host lithologies.</p> <p>There has been no diamond drilling within the tenements. As such the orientation and true widths of any mineralisation has not been confirmed.</p> <p>The geometry and extent of mineralisation has only been modelled at Coodardy and Eagle Hawk.</p> <p>The modelled mineralization orientation at Coodardy is uncertain. At Eagle Hawk, RC drilling intersections are almost orthogonal to interpreted 45° -55° dips of the lode and therefore approximate true widths.</p>
Diagrams	Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.	Diagrams showing historical drill intercepts at the significant Coodardy, Emily Wells prospects are shown in the body of the report. Modelling at Coodardy is also shown. References containing all drill data are listed in Appendices A -C
Balanced reporting	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.	<p>Only geochemically anomalous Diamond, RAB, aircore and RC drill intercepts have been mentioned. Where digitally collated all results are reported in Appendices A-C.</p> <p>Although there has often been inadequate survey control, and selective sampling used at Eagle Hawk, the exploration results are considered indicative and material.</p>
Other substantive exploration data	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.	<p>Auger geochemistry surveys, identifying undrilled gold (ppb) anomalies, have been conducted at Emily Wells, Mafeking, Young Australia, and Stanmore, by Victory.</p> <p>These have been reported in the body of the ITAR.</p>
Further work	<p>The nature and scale of planned further work (e.g., tests for lateral extensions or depth extensions or large-scale step-out drilling).</p> <p>Diagrams clearly highlighting the areas of possible extensions, including the main</p>	<p>Planned exploration by Victory on the Cue Project will initially focus on the Coodardy and Emily Wells projects.</p> <p>It is proposed that diamond and RC drilling be undertaken to confirm the targets, their strike and down dip continuity and potential to develop JORC compliant resources.</p>

Criteria	JORC Code explanation	Commentary
	geological interpretations and future drilling areas, provided this information is not commercially sensitive.	<p>Further geological modelling is planned at Eagle Hawk, with the incorporation of additional data recently located.</p> <p>Following the above drilling, regional geochemistry surveys will commence over the priority target areas, to identify new drill targets, as already identified by Victory.</p>

7. LEGAL TENEMENT REPORT

21 May 2021

The Directors
Hughes Drilling Ltd
Level 24, 44 St Georges Terrace
PERTH WA 6000

Dear Sirs

Hughes Drilling Ltd (ACN 124 279 750) (to be renamed "Victory Goldfields Limited")
Legal Report on Tenements ("Report")

This Report has been prepared for inclusion in the prospectus ("**Prospectus**") to be issued by Hughes Drilling Ltd (ACN 124 279 750) to be renamed "Victory Goldfields Limited" ("**Company**") on or about 21 May 2021 for the offer of 25,000,000 fully paid ordinary shares in the Company ("**Shares**") at \$0.20 each to raise \$5,000,000 (before costs) ("**Offer**").

1 Introduction and scope

- (a) We have been instructed by the Company to prepare this Report in respect of mining tenements (including applications) in which the Company has an interest in ("**Tenements**").
- (b) Details of the Tenements are listed in the attached Schedule of Tenements ("**Schedule**") which, together with the notes to the Schedule ("**Notes**"), forms part of this Report.
- (c) All of the Tenements are located in Western Australia and are identified in the Schedule.

2 Searches

- (a) We have conducted the following searches of information available on public registers in respect of the Tenements ("**Searches**"):
 - (i) searches of the Tenements in the registers maintained by the Western Australian Department of Mines, Industry Regulation and Safety ("**DMIRS**") on 16 April 2021 ("**Tenement Searches**");
 - (ii) quick appraisal searches of DMIRS's electronic register on 15 April 2021 ("**DMIRS Appraisals**");
 - (iii) native title searches of the registers maintained by the National Native Title Tribunal ("**NNTT**") on 21 April 2021 ("**Native Title Searches**"); and

- (iv)
- (v) Aboriginal heritage site searches on the Register of Aboriginal Sites maintained by the Western Australian Department of Aboriginal Affairs ("**DAA**") on 15 April 2021 ("**WA Heritage Searches**").
- (b) We have assumed that the information in the registers maintained by the DMIRS and DAA is accurate. The references in the Schedule to the areas of the Tenements are taken from details shown on the electronic registers of DMIRS and DAA. No survey was conducted to verify the accuracy of the Tenement areas.
- (c) We have further assumed that the various parties' signatures on all material agreements relating to the Tenements provided to us are authentic, and that the agreements are and were within the capacity and powers of those who executed them. We assume that all of the agreements were validly authorised, executed and delivered by and are binding on the parties to them and comprise the entire agreements of the parties to each of them concerning their respective subject matters.

3 Opinion

As a result of the Searches, but subject to the assumptions and qualifications set out in this Report, we are of the view that, as at the date of the relevant Searches, this Report provides an accurate statement as to:

- (a) (**Tenements**) the Sellers' interests in the Tenements;
- (b) (**Good standing**) the validity and good standing of the Tenements;
- (c) (**Conditions**) the conditions which apply to the Tenements; and
- (d) (**Third party interests**) third party interests, including encumbrances, Native Title and Aboriginal heritage, in relation to the Tenements.

4 Executive Summary

- (a) The Company has been presented with the opportunity to acquire 100% of rights and title in all the issued capital of Victory Goldfields Pty Ltd (ACN 637 204 892) to be renamed "Victory Cue Pty Ltd" ("**Victory Goldfields**") which holds exploration projects prospective for gold in the Cue goldfields of Western Australia ("**Victory Projects**"). A list of the tenements comprising the Victory Projects is displayed in the Schedule.
- (b) The Company entered into a share purchase agreement on or about 25 February 2021 ("**Share Purchase Agreement**") with Victory Goldfields and the respective vendors to acquire 100% of the issued share capital of Victory Goldfields ("**Proposed Transaction**").

5 Mining tenements and applications in Western Australia

The Tenements include exploration licences, prospecting licences, mining leases, general purpose leases and miscellaneous licences granted or applied for under the *Mining Act 1978* (WA) ("**Mining Act**"). The following is an overview of the nature and key terms of these types of tenements as set out in the Mining Act.

5.1 Exploration licence

- (a) **(Overview)** An exploration licence granted under the Mining Act empowers the holder to enter the land the subject of the exploration licence and undertake operations for the purposes of exploring for minerals including extracting up to 1,000 tonnes of material from the ground.
- (b) **(Term)** An exploration licence remains in force for 5 years from the date of grant with the possibility of applying for an extension under the Mining Act.
- (c) **(Area)** An exploration licence must not be granted in respect of an area which is greater than 70 blocks, unless otherwise designated by the Minister of Mines, Industry Regulation and Safety (WA) ("**DMIRS Minister**").
- (d) **(Expenditure)** The holder of an exploration licence is required to spend certain amounts upon exploration activities during the term. If these expenditure obligations are not met, the exploration licence may be forfeited.
- (e) **(Surrender)** The Mining Act provides that 6 years after the grant of an exploration licence over an area of more than 10 blocks, if the holder applies for an extension of the term of the exploration licence, the holder is required to surrender 40% of the number of blocks that are subject to the exploration licence.
- (f) **(Transfer)** Once an exploration licence has been granted, it cannot be transferred during the first year of its term without the tenement holder obtaining the consent of the DMIRS Minister.
- (g) **(Conversion)** The holder of an exploration licence has, subject to the Mining Act, the right to apply for and to have granted a mining lease over the land the subject of the exploration licence.
- (h) **(Interests)** Victory Goldfields has a 100% interest in the exploration licence known as E20/781.

5.2 Prospecting licence

- (a) **(Overview)** A prospecting licence granted under the Mining Act empowers the holder to enter the land the subject of the prospecting licence and undertake operations for the purposes of prospecting for minerals.
- (b) **(Term)** A prospecting licence remains in force for 4 years from the date of grant with the possibility of applying for an extension under the Mining Act.
- (c) **(Area)** A prospecting licence must not be granted in respect of an area which is greater than 200 hectares.
- (d) **(Expenditure)** The holder of a prospecting licence is required to spend certain amounts upon prospecting activities during the term. If these expenditure obligations are not met, the prospecting licence may be forfeited.
- (e) **(Transfer)** Once a prospecting licence has been granted it cannot be transferred during the first year of the term of the license without the tenement holder obtaining ministerial consent.

- (f) **(Conversion)** The holder of a prospecting licence has, subject to the Mining Act, the right to apply for and to have granted a mining lease over the land the subject of the prospecting licence.
- (g) **(Interests)** Victory Goldfields has a 100% interest in the prospecting licences described in the Schedule (being P20/2007, P20/2153, P20/2225, P20/2226, P20/2248, P20/2249, P20/2250, P20/2331, P20/2333, P20/2334, P20/2352, P20/2353, P20/2354, P20/2355, P20/2356, P20/2357, P20/2358, P20/2359, P20/2360, P20/2383, P20/2397, P20/2398, P21/718, P21/774, P21/775 and P21/776).

5.3 Prospecting licence application

- (a) **(Overview)** A prospecting licence application gives the applicant no title to land or any exclusive rights relating to the land the subject of the application. If a prospecting licence application is successful the DMIRS Minister will grant a prospecting licence to the applicant.
- (b) **(Grant)** The prospecting licence application must be made in the prescribed form including a written description of the area of land in respect of which the licence is sought and a map delineating the boundaries, accompanied by the prescribed rent and application fee. The application is subject to the processes set out in sections 7 (Objections), 10 (Native Title Claims) and 12 (Validity of Tenements) of this Report.
- (c) **(Interests)** Victory Goldfields has a 100% interest in the prospecting licence applications known as P20/2409 and P20/2410, which are more fully described in the Schedule.

5.4 Mining lease

- (a) **(Overview)** A mining lease granted under the Mining Act empowers the holder to work and mine the land, take and remove from the land any minerals and dispose of them and do all acts and things necessary to carry out mining operations in or under the land the subject of the mining lease. In addition, the holder owns all minerals lawfully mined from the land the subject of the mining lease.
- (b) **(Term)** A mining lease remains in force for an initial term of 21 years from the date of grant with the possibility of applying for an extension under the Mining Act.
- (c) **(Area)** There is no limit on the area which can be granted under a mining lease. However, the area applied for must relate to an identified orebody as well as an area for infrastructure requirements.
- (d) **(Expenditure)** The holder of a mining lease is required to spend certain amounts upon mining activities during the term. If these expenditure obligations are not met, the mining lease may be forfeited.
- (e) **(Interests)** Victory Goldfields has a 100% interest in the mining leases described in the Schedule (being M20/128, M20/129, M20/263, M20/288, M20/305, M20/327, M20/33, M20/360, M20/455, M20/480, M20/494, M21/125, M21/143, M21/158, M21/26, M21/86, M21/94 and M21/95).

5.5 Mining lease application

- (a) **(Overview)** A mining lease application under the Mining Act does not constitute a lease while the application is pending grant. However, the applicant has a statutory entitlement to certain rights under the Mining Act.
- (b) **(Grant)** A grant may take a considerable amount of time due to the Minister (or equivalent) having to comply with the law relating to native title. This process is outlined in sections 11.1 and 11.2 of this Report.
- (c) **(Interests)** Klondyke Gold Pty Ltd (ACN 147 807 814) ("**Klondyke Gold**") has a 100% interest in the mining lease applications known as M20/543 and M20/544 and Stonevale Enterprises Pty Ltd (ACN 137 371 709) ("**Stonevale Enterprises**") has a 100% interest in the mining lease applications known as M20/546 and M20/550.

5.6 General purpose lease

- (a) **(Overview)** A general purpose lease granted under the Mining Act empowers the holder to, on the land the subject of the general purpose lease, erect, place and operate machinery on the land in connection with the holder's mining operations, deposit or treat minerals or tailings obtained from any land or use the land for any other specified purpose directly connected with mining operations.
- (b) **(Term)** A general purpose lease remains in force for an initial term of 21 years from the date of grant with the possibility of applying for an extension under the Mining Act.
- (c) **(Area)** A general purpose lease must not be granted in respect of an area which is greater than 10 hectares, unless the Minister approves a greater area.
- (d) **(Expenditure)** No expenditure requirements are imposed on the holder of a general purpose lease.
- (e) **(Interests)** Victory Goldfields has a 100% interest in the general purpose lease G20/25.

5.7 Miscellaneous licence applications

- (a) **(Overview)** A miscellaneous licence application under the Mining Act does not constitute a miscellaneous licence while the application is pending grant. However, the applicant has a statutory entitlement to certain rights under the Mining Act. Once granted, a miscellaneous licence under the Mining Act empowers the holder to use the land for prescribed purposes, including (but not limited to) as a road, power line, bridge, mine site accommodation facility or a storage or transportation facility for minerals.
- (b) **(Grant)** A grant may take a considerable amount of time due to the Minister (or equivalent) having to comply with relevant laws. Once granted, a miscellaneous licence remains in force for an initial term of 21 years from the date of grant with the possibility of applying for an extension under the Mining Act.
- (c) **(Interests)** Klondyke Gold has a 100% interest in the miscellaneous licence application known as L20/72.

6 Tenement conditions and forfeiture

- (a) Mining tenements in Western Australia are granted subject to various standard conditions prescribed by the Mining Act and the *Mining Regulations 1981* (WA) ("**Mining Regulations**") including payment of annual rent, minimum expenditure requirements, reporting requirements and standard environmental conditions. Further, conditions may be imposed by the DMIRS Minister in respect of a particular mining tenement (such as restrictions on mining or access to certain reserves).
- (b) The endorsements and conditions for each Tenement are set out in Part 2 of the Notes.
- (c) If a tenement holder fails to comply with the terms and conditions of a tenement, the warden of mines (WA) ("**Warden**") or the DMIRS 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.
- (d) In the case of a failure to comply with the annual minimum expenditure requirements, the tenement holder can apply to the DMIRS for an exemption. In addition, a third party can object to an application for exemption from expenditure. If an exemption application is refused then it is open to the Warden or DMIRS Minister (as applicable) to impose a fine or make an order for forfeiture.
- (e) Our Searches indicate the following application for forfeiture, being Forfeiture 596193. A Regulation 50 Notice was sent by DMIRS to Victory Goldfields on or about 18 February 2021 for noncompliance with survey provisions pursuant to Section 80. Victory Goldfields has advised us that this forfeiture will be rectified in due course upon payment of survey services.

7 Objections

- (a) All mining tenement applications are subject to a 35-day objection period. If there is no objection to a tenement application during the 35-day period the mining registrar makes a recommendation to the DMIRS Minister, who makes the final decision whether or not to grant the application. In most cases, applications are also subject to the future act procedures under the *Native Title Act 1993* (Cth) ("**NTA**") (see section 11.2 of this Report).
- (b) If an objection to a tenement application is lodged, the matter will be referred to the Warden for a hearing. At the conclusion of the hearing, the Warden makes a recommendation to the DMIRS Minister for grant or refusal of the tenement.
- (c) Alternatively, the tenement applicant may seek to settle the conflict underlying the objection directly with the person lodging the objection, such that the objector agrees to withdraw their objection.
- (d) The timeframe for resolving objections varies on a case by case basis and will depend on a range of factors including the complexity of the hearing and whether the parties are able to settle the conflict by mutual consent prior to the conclusion of the hearing.

- (e) The DMIRS Minister will then determine the application after all other matters have been finalised, including any of the native title procedures outlined in sections 9, 10 and 11 of this Report. The DMIRS Minister may grant or refuse the application irrespective of the Warden's recommendation.
- (f) The Tenement Searches indicate that no objections have been lodged in respect of the applications for tenements.

8 Bonds

- (a) An Unconditional Performance Bond (“UPB”) is a contract between the DMIRS Minister and a third party of financial standing. This contract needs to be acceptable to the DMIRS Minister providing for the third party to unconditionally pay an agreed sum to the DMIRS Minister upon his request, following the failure of the tenement holder to meet with environmental conditions imposed on a mining tenement.
- (b) The UPB must be in a form pre-approved by the department and guaranteed by a financial institution approved by the DMIRS Minister and must show the name(s) of the current holder(s) of the mining tenement.
- (c) UPBs may be required from a tenement holder and are intended to provide the State with an extra guaranteed access to funds so that necessary rehabilitation can be undertaken on mining tenements. This occurs in cases where tenement holders have failed to comply with any environmental conditions that have been imposed. The approved financial institution providing the UPB remains liable to the DMIRS Minister even when a tenement holder is in bankruptcy or liquidation. An UPB remains valid and enforceable until it is retired by the DMIRS Minister, such as when he is satisfied that the relevant obligations have been met by the tenement holder. Once retired the original UPB document is returned to the relevant financial institution, at the address provided on the UPB document, and written notification of the retirement is sent to the tenement holder stated on the UPB document.
- (d) Our Searches indicate that there are no bonds.

9 Aboriginal sites

9.1 Commonwealth legislation

- (a) The Tenements are subject to the provisions of the *Aboriginal and Torres Strait Islander Heritage Protection Act (1984)* (Cth) (“**Commonwealth Heritage Act**”).
- (b) The Commonwealth Heritage Act contains provisions designed to preserve and protect from injury or desecration, areas and objects which are of particular significance to Aboriginal people in accordance with Aboriginal tradition. An area or object is found to be desecrated if it is used or treated in a manner inconsistent with Aboriginal tradition.
- (c) The Commonwealth Minister for Indigenous Affairs may make a declaration to preserve an Aboriginal area or site of significance. Such declarations may be permanent or interim and have the potential to interfere with mining or exploration activities. Failure to comply with a declaration is an offence under the Commonwealth Heritage Act.

9.2 Western Australian legislation

- (a) The *Aboriginal Heritage Act 1972* (WA) ("**WA Heritage Act**") applies to the Tenements as they are located in Western Australia. This Act makes it an offence, among other things, to alter or damage an Aboriginal site or object on or under an Aboriginal site.
- (b) An Aboriginal site is defined under the WA Heritage Act to include any sacred, ritual or ceremonial site which is of importance and special significance to persons of Aboriginal descent.
- (c) An Aboriginal site may be registered under the WA Heritage Act, but registration is not required. In fact, there is no requirement or need for an Aboriginal site to be registered in any public manner or, indeed, to be in any way acknowledged as an Aboriginal site for it to qualify as an Aboriginal site under the WA Heritage Act. Tenement holders customarily consult with Aboriginal traditional owners of the tenement land and undertake Aboriginal heritage surveys to ascertain whether any Aboriginal sites exist and to avoid inadvertent disruption of these sites.
- (d) The WA Heritage Searches indicate that several of the Tenements are subject to registered Aboriginal Heritage sites. Details of the Aboriginal Heritage site overlaps are set out in Part 3 of the Notes. There may also be other unregistered Aboriginal heritage sites on the Tenements.
- (e) In order to engage in any activity that may interfere with an Aboriginal site, the tenement holder must obtain the consent of the Minister for Aboriginal Affairs (WA) ("**DAA Minister**") pursuant to section 18 of the WA Heritage Act. This requires submissions from the tenement holder to the DAA on the proposed activities, the possible impact on the Aboriginal sites, any negotiations conducted with Aboriginal traditional owners of the lands and any measures that will be taken to minimise the interference.
- (f) The DAA Minister will seek a recommendation from the Aboriginal Cultural Material Committee prior to making any determination under section 18 of the WA Heritage Act.
- (g) The tenement holder must ensure that any interference with any Aboriginal sites that affect the Tenements strictly conforms to the provisions of the WA Heritage Act, including any conditions set down by the DAA Minister, as it is otherwise an offence to interfere with such sites.
- (h) Victory Goldfields has advised us that the Tenements are not subject to any Aboriginal Heritage Agreements.

10 Native title legislation

- (a) The existence of native title at common law was first recognised in *Mabo v Queensland (No. 2)* (1999) 175 CLR 1 ("**Mabo Case**"), a decision of the High Court of Australia made on 3 June 1992. In general, native title rights to land will be recognised where:
 - (i) the claimants can establish that they have maintained a continuous connection with the land in accordance with their traditional laws and customs since British settlement in 1788; and

- (ii) the native title rights have not been lawfully extinguished.
- (b) The High Court held in the Mabo Case that native title rights can be lawfully extinguished by certain government legislation and executive actions which are not inconsistent with native title. In order for extinguishment to be lawful the extinguishment must comply with the obligations imposed by the *Racial Discrimination Act 1975* (Cth).
- (c) After the Mabo Case, considerable uncertainties existed about the validity of proprietary rights in Australia, including mining tenements. To address those uncertainties the Commonwealth Parliament responded by passing the NTA.
- (d) The NTA came into effect in January 1994 and was substantially amended in 1998 in response to the decision of the High Court in *The Wik Peoples v State of Queensland* (1996) 197 CLR 1 ("**Wik Case**"). The Wik Case recognised that the granting of a pastoral lease did not necessarily extinguish all native title rights, some of which could co-exist with the rights under a pastoral lease.
- (e) In summary, the NTA:
 - (i) provides for recognition and protection of native title;
 - (ii) sets up mechanisms for determining claims for native title such as the right to negotiate which allows native title claimants to be consulted in relation to certain mining and other developments;
 - (iii) makes valid certain past acts which would otherwise be invalidated because of native title;
 - (iv) establishes ways in which future acts affecting native title (e.g. the granting of mining tenement applications and converting exploration licences and prospecting licences to mining leases) may proceed and how native title rights are protected, including rights to compensation; and
 - (v) provides a process by which claims for native title and compensation can be determined.
- (f) The Western Australian Parliament passed its own legislation, the *Land (Title and Traditional Usage) Act 1993* (WA) ("**WA Act**") prior to the NTA. On 16 March 1995 the High Court found that the WA Act was invalid, and accordingly that Western Australia must comply with the NTA.
- (g) The High Court decision in *The State of Western Australia v Ward* (2002) HCA 28 (8 August 2002) established that where tenure such as a pastoral lease is granted, native title is extinguished to the extent that it is inconsistent with the rights conferred by the pastoral lease.

11 Native title claims

11.1 Procedure

- (a) Persons claiming to hold native title land may lodge an application for determination of native title with the Federal Court of Australia. Once a native title claim has been lodged, the Court will refer the application to the Native

Title Registrar. The Native Title Registrar must determine whether the claim meets certain conditions concerning the merits of the claim, and certain procedural and other requirements set out by the NTA.

- (b) If the Native Title Registrar is satisfied the lodged claim meets the registration requirements set out in the NTA ("**Registration Test**"), it will be entered on the Register of Native Title Claims ("**Register**") maintained by the NNTT. Claimants of registered claims are afforded certain procedural rights under the NTA including the "right to negotiate".
- (c) Claims which fail to meet the Registration Test are recorded on the NNTT's Schedule of Applications Received. Such claims may be entered on the Register at a later date if additional information is provided by the claimant that satisfies the Registration Test.
- (d) Existing pastoral leases on land the subject of the Tenements extinguish the right of native title claimants to control the land, restrict access to the land and require permission for acts to be done.
- (e) Where the Tenements relate to land which is currently the subject of a determined native title claim, the determination may provide that, in respect of the determination area, there is no native title right or interest in minerals as defined by the Mining Act.
- (f) We have not undertaken the considerable historical, anthropological and ethnographic work that would be required to determine the likelihood that the native title determination may be challenged, or the possibility of any further claims being made in the future.

11.2 Registered claims and determinations

- (a) The Tenement Searches indicate that all of the Tenements are subject to native title claims and some of the Tenements are subject to native title determinations as specified in Part 3 of the Schedule.
- (b) The status of the native title claims is summarised in Part 3 of the Schedule.
- (c) The native title claimants and holders of native title under the determinations are entitled to certain rights under the future act provisions.

12 Validity of the Tenements

12.1 Tenements granted since 23 December 1996

- (a) Mining tenements granted since 23 December 1996 which affect native title rights and interests will be valid provided that the "future act" procedures set out in section 12.2 below were followed by the relevant parties.
- (b) As the Company has not been party to the native title proceedings or negotiations, we have assumed that the relevant NTA procedures were followed in relation to each Tenement for the purposes of this Report. We further note that we are not aware of any reason why the Tenements would be regarded as having not been validly granted.

12.2 Future tenement grants

12.2.1 Right to negotiate

- (a) The valid grant of any mining tenement which may affect native title requires full compliance with the provisions of the NTA in addition to compliance with the usual procedures under the relevant State or Territory mining legislation. The primary procedure prescribed under the NTA is the “right to negotiate” process.
- (b) The right to negotiate process involves publishing or advertising a notice of the proposed grant of a tenement followed by a 6-month period of negotiation between the State or Territory Government, the tenement applicant and the relevant registered native title claimant. If agreement is not reached to enable the grant to occur, the matter may be referred to arbitration before the NNTT, which has a further 6 months to reach a decision. The decision of the NNTT may be reviewed by the relevant Commonwealth Minister.

12.2.2 Indigenous land use agreements

- (a) The right to negotiate process does not have to be pursued in cases where an indigenous land use agreement (“**ILUA**”) is negotiated with the relevant native title claimants and registered with the NNTT. In such cases, the procedures prescribed by the ILUA must be followed to obtain the valid grant of the relevant mining tenement. These procedures will vary depending on the terms of the ILUA.
- (b) An ILUA will generally contain provisions in respect of what activities may be conducted on the land the subject of the ILUA, and the compensation to be paid to the native title claimants for use of the land.
- (c) While our Searches indicate that the Company is not party to any ILUA’s, refer to Part II of this Report for further details regarding an ILUA intersecting land the subject of four of the Tenements (as outlined below).
- (d) Our Searches indicate that the following Tenements are subject to ILUAs:

Tenement	ILUA	Overlap
M20/480	Yugunga-Nya People & Sandfire ILUA (WI2012/001)	100%
M20/288	Yugunga-Nya People & Sandfire ILUA (WI2012/001)	3.51%
E20/871	Yugunga-Nya People & Sandfire ILUA (WI2012/001)	13.43%
P20/2007	Yugunga-Nya People & Sandfire ILUA (WI2012/001)	21.79%

12.2.3 Expedited procedure

- (a) The right to negotiate process is not required to be followed in respect of a proposed future act in instances where the expedited procedure under the NTA applies.

- (b) The expedited procedure applies to a future act under the NTA if:
 - (i) the act is not 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;
 - (ii) the act is not likely to interfere with areas or sites of particular significance, in accordance with their traditions, to the persons who are holders of the native title in relation to the land; and
 - (iii) the act is 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.
- (c) When the proposed future act is considered to be one that attracts the expedited procedure, persons have until 3 months after the notification date to take steps to become a native title party in relation to the relevant act (e.g. the proposed granting of an exploration licence).
- (d) The future act may be done unless, within 4 months after the notification day, a native title party lodges an objection with the NNTT against the inclusion of a statement that the proposed future act is an act attracting the expedited procedure.
- (e) If an objection to the relevant future act is not lodged within the 4 month period, the act may be done. If one or more native title parties object to the statement, the NNTT must determine whether the act is an act attracting the expedited procedure. If the NNTT determines that it is an act attracting the expedited procedure, the State or Territory may do the future act (i.e. grant a mining tenement).

13 Renewals and extensions

- (a) Renewals of mining tenements granted after 23 December 1996 are subject to the same right to negotiate process as is described in section 12.2.1 above.
- (b) However, an exception exists for renewals of mining tenements made after 23 December 1996 when the mining tenement was validly granted before that date. Such a renewal will not be subject to the right to negotiate process under the NTA provided that:
 - (i) the area to which the earlier right is made is not extended;
 - (ii) the term of the new right is no longer than the term of the earlier right; and
 - (iii) the rights to be created are not greater than the rights conferred by the earlier grant.
- (c) There is doubt as to whether the right to negotiate process applies to second and subsequent renewals but this matter is yet to be determined by the Courts.
- (d) The DMIRS Searches indicate that none of the Tenements are renewals of mining tenements granted prior to 23 December 1996.

14 Crown land

- (a) The land the subject of the Tenement overlaps Crown land as set out in the table below.

Tenement	Crown land	Overlap
P20/2360	Unallocated Crown Land	17.55%
P20/2358	Unallocated Crown Land	25.6%
P20/2357	Unallocated Crown Land	9.02%
M20/288	Unallocated Crown Land	1.17%

- (b) The Mining Act:

- (i) prohibits the carrying out of prospecting, exploration or mining activities on Crown land that is less than 30 metres below the lowest part of the natural surface of the land and:

- A. for the time being under crop (or within 100 metres of that crop);
- B. used as or situated within 100 metres of a yard, stockyard, garden, cultivated field, orchard vineyard, plantation, airstrip or airfield;
- C. situated within 100 metres of any land that is an actual occupation and on which a house or other substantial building is erected;
- D. the site of or situated within 100 metres of any cemetery or burial ground; or
- E. if the Crown land is a pastoral lease, the site of or situated within 400 metres of any water works, race, dam, well or bore not being an excavation previously made and used for purposes by a person other than the pastoral lessee,

without the written consent of the occupier, unless the Warden by order otherwise directs.

- (ii) imposes restrictions on a tenement holder passing over Crown land referred to in section 14(a) of this Report, including:

- A. taking all necessary steps to notify the occupier of any intention to pass over the Crown land;
- B. the sole purpose for passing over the Crown land must be to gain access to other land not covered by section 14(a) of this Report to carry out prospecting, exploration or mining activities;

- C. taking all necessary steps to prevent fire, damage to trees, damage to property or damage to livestock by the presence of dogs, the discharge of firearms, the use of vehicles or otherwise; and
 - D. causing as little inconvenience as possible to the occupier by keeping the number of occasions of passing over the Crown land to a minimum and complying with any reasonable request by the occupier as to the manner of passage.
- (iii) requires a tenement holder to compensate the occupier of Crown land:
 - A. by making good any damage to any improvements or livestock caused by passing over Crown land referred to in section 14(a) of this Report, or otherwise compensate the occupier for any such damage not made good; and
 - B. in respect of land under cultivation, for any substantial loss of earnings suffered by the occupier caused by passing over Crown land referred to in section 14(a) of this Report.
- (c) The Warden may not give the order referred to in section 14(b) that dispenses with the occupier's consent in respect of Crown land covered by section 14(b)(iii). In respect of other areas of Crown land covered by the prohibition in section 14(a), the Warden may not make such an order unless he is satisfied that the land is genuinely required for mining purposes and that compensation in accordance with the Mining Act for all loss or damage suffered or likely to be suffered by the occupier has been agreed between the occupier and the tenement holder or assessed by the Warden under the Mining Act.
- (d) The Company may need to enter into access and compensation agreements with the occupiers of the Crown land upon commencement of exploration or prospecting activities.

15 Pastoral, historical and general leases

- (a) As set out in Part 3 of the Notes certain Tenements overlap with pastoral leases.
- (b) The Mining Act:
 - (i) prohibits the carrying out of mining activities on or near certain improvements and other features (such as livestock and crops) on Crown land (which includes pastoral, historical and general lease) without the consent of the lessee;
 - (ii) imposes certain restrictions on a mining tenement holder passing through Crown land, including requiring that all necessary steps are taken to notify the occupier of any intention to pass over the Crown land and that all necessary steps are taken to prevent damage to improvements and livestock; and
 - (iii) provides that the holder of a mining tenement must pay compensation to an occupier of Crown land (i.e. the lessee) in certain

circumstances, in particular to make good any damage to improvements, and for any loss suffered by the occupier from that damage or for any substantial loss of earnings suffered by the occupier as a result of, or arising from, any exploration or mining activities, including the passing and re-passing over any land.

- (c) We have been advised by the Company and the Company has confirmed that to the best of its knowledge it is not aware of any improvements and other features on the land the subject of the pastoral leases which overlaps the Tenements which would require the Company to obtain the consent of the occupier or lease holder or prevent the Company from undertaking its proposed mining activities on the Tenements.
- (d) Upon commencing mining operations on any of the Tenements, the Company may need to consider entering into a compensation and access agreement with the lease holders to ensure the requirements of the Mining Act are satisfied and to avoid any disputes arising. In the absence of agreement, the Warden's Court determines compensation payable.
- (e) The DMIRS imposes standard conditions on mining tenements that overlay pastoral leases. It appears the Tenements incorporate the standard conditions.

16 Encroachments

Where an application is encroached upon by a live tenement, the application as granted will be for a tenement reduced by that amount of land which falls under the live tenement licence. The following Tenements are encroached or, if granted, will be encroached by other tenements:

Tenement	Encroaching tenement	Overlap
P20/2410	P20/2412 ¹	100%
P20/2409	P20/2411 ²	100%
P20/2354	L20/72 ³	1.6%
P20/2331	L20/72 ³	1.21%
P20/2250	L20/72 ³	1.18%
P20/2249	L20/72 ³	0.43%
P20/2225	L20/72 ³	1.36%
P20/2153	M20/550 ⁴	100%
P20/2007	M20/546 ⁵	100%
M21/94	E58/544 ⁶	40.12%
M20/550	P20/2153 ⁷	99.99%
M20/546	P20/2007 ⁸	100%

Tenement	Encroaching tenement	Overlap
M20/544	L20/72 ³	1.21%
M20/543	L20/72 ³	0.88%
M21/125	E58/544 ⁶	26.23%
M20/360	L20/72 ³	0.09%
M20/305	L20/72	0.08%
L20/72	M20/305 ⁹	1.71%
	M20/360 ¹⁰	0.73%
	M20/456 ¹¹	2.62%
	M20/543 ¹²	12.64%
	M20/544 ¹³	13.67%
	P20/2225 ¹⁴	14.68%
	P20/2249 ¹⁵	5.88%
	P20/2250 ¹⁶	15.3%
	P20/2331 ¹⁷	11.2%
	P20/2353 ¹⁸	12.53%
	P20/2354 ¹⁹	0.18%
	P20/2369 ²⁰	8.86%

Notes:

1. P20/2412 is an application by Michael Longman.
2. P20/2411 is an application by Michael Longman.
3. L20/72 is an application by Klondyke Gold Pty Ltd and forms part of the Tenements being transferred.
4. M20/550 is an application by Stonevale Enterprises Pty Ltd and forms part of the Tenements being transferred.
5. M20/546 is an application by Stonevale Enterprises Pty Ltd and forms part of the Tenements being transferred.
6. E58/544 is an application by Big Rocks Mining Pty Ltd.
7. P20/2153 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
8. P20/2007 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
9. M20/305 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.

10. M20/360 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
11. M20/456 is owned by Big Bell Gold Operations Pty Ltd and forms part of the Tenements being transferred.
12. M20/543 is an application by Klondyke Gold Pty Ltd and forms part of the Tenements being transferred.
13. M20/544 is an application by Klondyke Gold Pty Ltd and forms part of the Tenements being transferred.
14. P20/2225 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
15. P20/2249 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
16. P20/2250 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
17. P20/2331 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
18. P20/2353 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
19. P20/2354 is owned by Victory Goldfields Pty Ltd and forms part of the Tenements being transferred.
20. P20/2369 is owned by Cue Consolidated Mining Pty Ltd.

17 Compliance

- (a) The Company's interests in or rights in relation to the granted Tenements are subject to the holder continuing to comply with the respective terms and conditions of the granted Tenements under the provisions of the Mining Act, together with the conditions specifically applicable to any granted mining tenement.
- (b) The Searches that we have carried out in relation to the Tenements do not reveal any outstanding failures to comply with the conditions in respect of each of the Tenements.

18 Qualifications and assumptions

We note the following qualifications and assumptions in relation to this Report:

- (a) the information in the Schedule is accurate as at the date the relevant Searches were obtained. We cannot comment on whether any changes have occurred in respect of the Tenements between the date of a Search and the date of this Report;
- (b) we have assumed that the registered holder of a Tenement has valid legal title to the Tenements, save to the extent that the DMIRS register is to be updated to reflect the Company's interests;
- (c) we have assumed that all Searches conducted are true, accurate and complete as at the time the Searches were conducted;
- (d) this Report does not cover any third-party interests, including encumbrances, in relation to the Tenements that are not apparent from our Searches and the information provided to us;

- (e) we have assumed that all instructions and information (including contracts), whether oral or written, provided to us by the Company, its officers, employees, agents or representatives is true, accurate and complete;
- (f) unless apparent from our Searches or the information provided to us, we have assumed compliance with the requirements necessary to maintain a Tenement in good standing;
- (g) with respect to an application for the grant of a Tenement, we express no opinion as to whether such application will ultimately be granted and that reasonable conditions will be imposed upon grant, although we have no reason to believe that any application will be refused or that unreasonable conditions will be imposed;
- (h) where any dealing in a Tenement has been lodged for registration but is not yet registered, we do not express any opinion as to whether that registration will be effected, or the consequences of non-registration;
- (i) with respect to the granting of the Tenements, we have assumed that the State, the claimant group and the applicant(s) for the Tenements have complied with, or will comply with, the applicable future act provisions in the NTA;
- (j) we have not researched the Tenements to determine if there are any unregistered Aboriginal sites located on or otherwise affecting the Tenements; and
- (k) in relation to the native title determinations and claims outlined in this Report, we do not express an opinion on the merits of such determinations and claims.

19 Consent

This report is given on 21 May 2021 and unless specified to the contrary, speaks only to the laws in force on that date. Price Sierakowski has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included and have not withdrawn that consent before the lodgement of the Prospectus with ASIC.

Yours faithfully

A handwritten signature in dark ink, appearing to read "Price Sierakowski". The signature is fluid and cursive, with a large initial 'P'.

PRICE SIERAKOWSKI

Schedule of Mining Tenements

To be read in conjunction with the abbreviations and Notes.

Tenement No.	Registered Holder or Applicant	Share Held	State	Application Date	Grant Date	Expiry Date	Area (hectares (ha) or blocks (bl))	Expenditure Commitments per Annum	Next Annual Rent	Endorsements and Conditions (Notes Part 1)	Native Title, Aboriginal Heritage Sites and Encroachments (Notes Part 2)
E20/871	Victory Goldfields Pty Ltd	100%	WA	09/04/2015	17/08/2016	16/08/2021	7 bl	\$30,000	2022: \$2,275	1 to 6, 10 to 17, 39	NT – 2, 3 AHS – 1
G20/25	Victory Goldfields Pty Ltd	100%	WA	31/01/2018	20/09/2018	19/09/2039	5.63 ha	No expenditure required	2022: \$107.40	1 to 7, 13 to 17, 40	NT – 2 ELR – 1
M20/128	Victory Goldfields Pty Ltd	100%	WA	08/12/1987	17/06/1988	16/06/2030	6.58 ha	\$10,000	2022: \$140	1 to 9, 11 to 12, 19, 21 to 22, 39	NT – 2 ELR – 1
M20/129	Victory Goldfields Pty Ltd	100%	WA	08/12/1987	17/06/1988	16/06/2030	7.41 ha	\$10,000	2022: \$160	1 to 9, 11, 19, 21 to 22, 39 to 45	NT – 2 ELR – 1
M20/263	Victory Goldfields Pty Ltd	100%	WA	11/08/1993	18/10/1993	17/10/2035	71.56 ha	\$10,000	2022: \$1,440	1, 3 to 6, 9, 11 to 12, 21 to 22, 39, 46 to 52	NT – 3 ELR – 1
M20/288	Victory Goldfields Pty Ltd	100%	WA	25/01/1995	28/11/1995	27/11/2037	105.95 ha	\$10,600	2022: \$2,120	1, 9, 11 to 12, 19, 21 to 22, 39, 42, 46, 52 to 54, 59	NT – 2, 3
M20/305	Victory Goldfields Pty Ltd	100%	WA	18/08/1995	13/08/1996	12/08/2038	299.85 ha	\$30,000	2022: \$6,000	1, 9, 11 to 12, 19, 21 to 23, 42, 44, 50, 52, 58, 60 to 71	NT – 2 ELR – 1
M20/327	Victory Goldfields Pty Ltd	100%	WA	11/07/1996	02/12/1998	01/12/2040	205.75 ha	\$20,600	2022: \$4,120	1, 9, 11 to 14, 21 to 23, 40, 42, 46, 49, 72 to 73	NT – 2 ELR – 5
M20/33	Victory Goldfields Pty Ltd	100%	WA	24/07/1985	18/03/1986	17/03/2028	141.65 ha	\$14,200	2023: \$2,840	1, 4, 11 to 12, 19, 21 to 22, 39, 42, 46, 52, 58 to 59, 76 to 77	NT – 2 ELR – 4, 6, 7, 8

Tenement No.	Registered Holder or Applicant	Share Held	State	Application Date	Grant Date	Expiry Date	Area (hectares (ha) or blocks (bl))	Expenditure Commitments per Annum	Next Annual Rent	Endorsements and Conditions (Notes Part 1)	Native Title, Aboriginal Heritage Sites and Encroachments (Notes Part 2)
M20/360	Victory Goldfields Pty Ltd	100%	WA	19/05/1997	29/11/2010	28/11/2031	121 ha	\$12,100	2022: \$2,420	1 to 2, 9 to 14, 21, 23, 71	NT – 2 ELR – 1
M20/455	Victory Goldfields Pty Ltd	100%	WA	10/04/2001	30/11/2005	29/11/2026	4.59 ha	\$5,000	2022: \$100	1 to 2, 9, 11 to 14, 20 to 22	NT – 2 ELR – 4
M20/480	Victory Goldfields Pty Ltd	100%	WA	08/12/2003	26/11/2009	25/11/2030	3.66 ha	\$5,000	2022: \$80	1 to 2, 5, 9 to 14, 42, 46, 52, 58 to 59, 80 to 81	NT – 3 7ELR – 4
M20/494	Victory Goldfields Pty Ltd	100%	WA	26/05/2004	29/11/2010	28/11/2031	44.19 ha	\$10,000	2022: \$900	1 to 2, 9 to 14, 19, 21, 37	NT – 2
M21/125	Victory Goldfields Pty Ltd	100%	WA	22/09/1997	16/06/1999	15/06/2041	141.8 ha	\$14,200	2022: \$2,840	1, 9, 11 to 14, 19 21 to 23, 42, 46, 48, 50, 52, 73, 82 to 83	NT – 2, 3 ELR – 1
M21/143	Victory Goldfields Pty Ltd	100%	WA	05/11/1999	22/11/2010	21/11/2031	19.4 ha	\$10,000	2022: \$400	1, 2, 9 to 14, 21, 23	NT – 2 ELR – 1
M21/158	Victory Goldfields Pty Ltd	100%	WA	10/04/2003	04/11/2014	03/11/2035	9.68 ha	\$10,000	2022: \$200	1 to 14, 17, 21, 23, 72	NT – 3 ELR – 2, 3
M21/26	Victory Goldfields Pty Ltd	100%	WA	15/05/1987	31/12/1987	30/12/2029	4.53 ha	\$5,000	2022: \$100	1, 9, 21, 39, 46, 49 to 50, 58, 85 to 86	NT – 3 ELR – 1
M21/86	Victory Goldfields Pty Ltd	100%	WA	22/04/1994	21/07/1994	20/07/2036	3.13 ha	\$5,000	2022: \$80	1, 11 to 12, 21 to 22, 34, 39	NT – 2 ELR – 1
M21/94	Victory Goldfields Pty Ltd	100%	WA	21/06/1995	12/01/1996	11/01/2038	96.37 ha	\$10,000	2023: \$1,940	1, 11 to 12, 14, 19, 21 to 22	NT – 2 ELR – 1
M21/95	Victory Goldfields Pty Ltd	100%	WA	21/06/1995	12/01/1996	11/01/2038	71.09 ha	\$10,000	2023: \$1,440	1, 11 to 12, 14, 19, 22, 33 to 34	NT – 2, 3 ELR – 1

Tenement No.	Registered Holder or Applicant	Share Held	State	Application Date	Grant Date	Expiry Date	Area (hectares (ha) or blocks (bl))	Expenditure Commitments per Annum	Next Annual Rent	Endorsements and Conditions (Notes Part 1)	Native Title, Aboriginal Heritage Sites and Encroachments (Notes Part 2)
M20/543	Klondyke Gold Pty Ltd	100%	WA	27/10/2017	-	-	188 ha	-	-	-	NT – 2 ELR – 1
M20/544	Klondyke Gold Pty Ltd	100%	WA	27/10/2017	-	-	152.83 ha	-	-	-	NT – 2 ELR – 1
M20/546	Stonevale Enterprises Pty Ltd	100%	WA	12/04/2018	-	-	175 ha	-	-	-	NT – 2, 3 ELR – 1
M20/550	Stonevale Enterprises Pty Ltd	100%	WA	14/06/2019	-	-	197.11 ha	-	-	-	NT – 2 ELR – 1
L20/72	Klondyke Gold Pty Ltd	100%	WA	01/07/2015	-	-	6.57 ha	-	-	-	NT – 2
P20/2007	Victory Goldfields Pty Ltd	100%	WA	02/01/2007	13/04/2010	12/04/2018	175 ha	\$7,000	2022: \$525	1, 2, 9 to 12, 88	NT – 2, 3 ELR – 1
P20/2153	Victory Goldfields Pty Ltd	100%	WA	22/03/2010	30/06/2011	29/06/2019	197.11 ha	\$7,920	2022: \$594	1, 2, 9 to 14, 37	NT – 2 ELR – 1
P20/2225	Victory Goldfields Pty Ltd	100%	WA	04/11/2013	05/01/2015	04/01/2023	146.18 ha	\$5,880	2023: \$441	1 to 14	NT – 2 ELR – 1
P20/2226	Victory Goldfields Pty Ltd	100%	WA	04/11/2013	05/0/2015	04/01/2023	140 ha	\$5,600	2023: \$420	1 to 12	NT – 2
P20/2248	Victory Goldfields Pty Ltd	100%	WA	04/05/2015	12/08/2016	11/08/2024	61.49 ha	\$2,480	2022: \$186	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2249	Victory Goldfields Pty Ltd	100%	WA	04/05/2015	12/08/2016	11/08/2024	185.22 ha	\$7,440	2022: \$558	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2250	Victory Goldfields Pty Ltd	100%	WA	04/05/2015	12/08/2016	11/08/2024	174.95 ha	\$7,000	2022: \$525	1 to 6, 10 to 17	NT – 2 ELR – 1

Tenement No.	Registered Holder or Applicant	Share Held	State	Application Date	Grant Date	Expiry Date	Area (hectares (ha) or blocks (bl))	Expenditure Commitments per Annum	Next Annual Rent	Endorsements and Conditions (Notes Part 1)	Native Title, Aboriginal Heritage Sites and Encroachments (Notes Part 2)
P20/2331	Victory Goldfields Pty Ltd	100%	WA	27/10/2017	31/03/2020	30/03/2024	125.32 ha	\$5,040	2023: \$378	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2333	Victory Goldfields Pty Ltd	100%	WA	15/02/2018	05/07/2019	04/07/2023	145 ha	\$5,800	2022: \$435	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2334	Victory Goldfields Pty Ltd	100%	WA	15/02/2018	05/07/2019	04/07/2023	137 ha	\$5,480	2022: \$411	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2352	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	119.97 ha	\$4,800	2022: \$360	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2353	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	105.89 ha	\$4,240	2022: \$318	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2354	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	114.1 ha	\$4,600	2022: \$345	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2355	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	114.04 ha	\$4,600	2022: \$345	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2356	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	121.19 ha	\$4,880	2022: \$366	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2357	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	121.1 ha	\$4,880	2022: \$366	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2358	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	121.14 ha	\$4,880	2022: \$366	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2359	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	121.17 ha	\$4,880	2022: \$366	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2360	Victory Goldfields Pty Ltd	100%	WA	06/07/2018	23/10/2019	22/10/2023	121.1 ha	\$4,880	2022: \$366	1 to 6, 10 to 17	NT – 2 ELR – 1

Tenement No.	Registered Holder or Applicant	Share Held	State	Application Date	Grant Date	Expiry Date	Area (hectares (ha) or blocks (bl))	Expenditure Commitments per Annum	Next Annual Rent	Endorsements and Conditions (Notes Part 1)	Native Title, Aboriginal Heritage Sites and Encroachments (Notes Part 2)
P20/2383	Victory Goldfields Pty Ltd	100%	WA	21/12/2018	20/02/2020	19/02/2024	121.16 ha	\$4,880	2023: \$366	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2397	Victory Goldfields Pty Ltd	100%	WA	01/08/2019	10/08/2020	09/08/2024	127.25 ha	\$5,120	Outstanding: \$2.90 2022: \$384	1 to 6, 10 to 17	NT – 2 ELR – 1
P20/2398	Victory Goldfields Pty Ltd	100%	WA	09/09/2019	20/04/2020	19/04/2024	5.9 ha	\$2,000	Outstanding: \$8.70 2022: \$29.50	1 to 6, 10 to 17	NT – 2 ELR – 1
P21/718	Victory Goldfields Pty Ltd	100%	WA	04/11/2013	05/01/2015	04/01/2023	120 ha	\$4,880	2022: \$366	1 to 14	NT – 2 ELR – 1
P21/774	Victory Goldfields Pty Ltd	100%	WA	17/01/2019	16/12/2019	15/12/2023	121.16 ha	\$4,880	2022: \$366	1 to 6, 10 to 17	NT – 2 ELR – 1
P21/775	Victory Goldfields Pty Ltd	100%	WA	17/01/2019	16/12/2019	15/12/2023	121.12 ha	\$4,880	2022: \$366	1 to 6, 10 to 17	NT – 2 ELR – 1
P21/776	Victory Goldfields Pty Ltd	100%	WA	17/01/2019	16/12/2019	15/12/2023	121.03 ha	\$4,880	2022: \$366	1 to 6, 10 to 17, 35	NT – 2 ELR – 1
P20/2409	Victory Goldfields Pty Ltd	100%	WA	10/01/2020	-	-	199.9 ha	-	-	-	NT – 2 ELR – 1
P20/2410	Victory Goldfields Pty Ltd	100%	WA	10/01/2020	-	-	140.4 ha	-	-	-	NT – 2 ELR – 1

Notes

Victory Goldfields has acquired a 100% interest in all of the tenements above whereby Victory Goldfields is not listed as the registered holder or applicant (“**Tenements**”). Transfers of those Tenements from the current holders listed above (that are not Victory Goldfields) to Victory Goldfields cannot be lodged for registration with the DMIRS until the duty is assessed and paid, and the stamped documents are received. As at the date of this Report, the holders listed above remain as the registered legal holders of the Tenements until such time as they are legally transferred to Victory Goldfields.

Part 1: Endorsements and Conditions

1. The Licencee's attention is drawn to the provisions of the *Aboriginal Heritage Act 1972* (WA) and any Regulations thereunder.
2. The Licencee's attention is drawn to the *Environmental Protection Act 1986* (WA) and the *Environmental Protection (Clearing of Native Vegetation) Regulations 2004* (WA), which provides for the protection of all native vegetation from damage unless prior permission is obtained.
3. In respect to Water Resource Management Areas, the Licensee attention is drawn to the provisions of the:
 - *Waterways Conservation Act 1976* (WA);
 - *Rights in Water and Irrigation Act 1914* (WA);
 - *Metropolitan Water Supply, Sewerage and Drainage Act 1909* (WA);
 - *Country Areas Water Supply Act 1947* (WA);
 - *Water Agencies (Powers) Act 1984* (WA); and
 - *Water Resources Legislation Amendment Act 1984* (WA).
4. The rights of ingress to and egress from, and to cross over and through, the mining tenement being at all reasonable times preserved to officers of the Department of Water and Environmental Regulation (“**DWER**”) for inspection and investigation purposes.
5. The storage and disposal of petroleum hydrocarbons, chemicals and potentially hazardous substances being in accordance with the current published version of the DWERs relevant Water Quality Protection Notes and Guidelines for mining and mineral processing.
6. The taking of groundwater from an artesian well and the construction, enlargement, deepening or altering of any artesian well is prohibited unless current licences for these activities have been issued by DWER.
7. Advice shall be sought from the DWER if proposing any prospecting within a defined waterway and within a lateral distance of:
 - 50 metres from the outer-most water dependent vegetation of any perennial waterway, and
 - 30 metres from the outer-most water dependent vegetation of any seasonal waterway.
8. The abstraction of groundwater is prohibited unless a current license to construct/alter a well and a licence to take groundwater has been issued by the Department of Water (“**DoW**”).
9. All surface holes drilled for the purpose of exploration are to be capped, filled or otherwise made safe immediately after completion.

10. All disturbances to the surface of the land made as a result of exploration, including costeans, drill pads, grid lines and access tracks, being backfilled and rehabilitated to the satisfaction of the Environmental Officer, DMIRS, Department of Industrial Relations ("DoIR") or DMIRS (whichever is relevant). Backfilling and rehabilitation being required no later than 6 months after excavation unless otherwise approved in writing by the Environmental Officer, DMIRS, DoIR or DMIRS (whichever is relevant).
11. All waste materials, rubbish, plastic sample bags, abandoned equipment and temporary buildings being removed from the mining tenement prior to or at the termination of exploration program.
12. Unless the written approval of the Environmental Officer, DMIRS or DoIR (whichever is relevant) is first obtained, the use of drilling rigs, scrapers, graders, bulldozers, backhoes or other mechanised equipment for surface disturbance or the excavation of costeans is prohibited. Following approval, all topsoil being removed ahead of mining operations and separately stockpiled for replacement after backfilling and/or completion of operations.
13. The Licencee notifying the holder of any underlying pastoral or grazing lease by telephone or in person, or by registered post if contact cannot be made, prior to undertaking airborne geophysical surveys or any ground disturbing activities utilising equipment such as scrapers, graders, bulldozers, backhoes, drilling rigs, water carting equipment or other mechanised equipment.
14. The Licencee or transferee, as the case may be, shall within thirty (30) days of receiving written notification of:
 - the grant of the licence; or
 - registration of a transfer introducing a new Licencee;
 - advise, by registered post, the holder of any underlying pastoral or grazing lease details of the grant or transfer.
15. Measures such as drainage controls and stormwater retention facilities are to be implemented to minimise erosion and sedimentation of adjacent areas, receiving catchments and waterways.
16. All activities to be undertaken so as to avoid or minimise damage, disturbance or contamination of waterways, including their beds and banks, and riparian and other water dependent vegetation.
17. In respect to Proclaimed Ground Water Areas, the taking of groundwater and the construction or altering of any well is prohibited without current licences for these activities issued by DWER, unless an exemption otherwise applies.
18. The prior written consent of the DMIRS Minister responsible for the Mining Act being obtained before commencing any exploration activities on Water Reserve 12851.
19. Mining on any road, road verge or road reserve being confined to below a depth of 15 metres from the natural surface.
20. The mining lease authorizes the mining of the land for all minerals as defined in Section 8 of the Mining Act with the exception of Uranium ore and Iron ore, unless specifically authorized under Section 111 of the Mining Act.
21. Survey.
22. All costeans and other disturbances to the surface of the land made as a result of the exploration, including drill pads, grid lines and access tracks, being backfilled and rehabilitated to the satisfaction of the Environmental Officer, DoIR. Backfilling and rehabilitation being required no later than 6 months after excavation unless otherwise approved in writing by the Environmental Officer, DoIR.
23. The Licensee submitting a plan of proposed operations and measures to safeguard the environment to the Executive Director, Environment Division, Department of Mines and Petroleum ("DMP") for assessment and written approval prior to the commencing any development or construction.

24. The licensee shall keep clear such area around any powerline located within the licence area of any dry or other growth which has the potential to be a fire risk.
25. The electrical installation shall meet the requirements of relevant on-site conditions and be carried out to the satisfaction of the Special Inspector of Mines – Electrical, DMIRS.
26. All topsoil that may be removed ahead of pipelaying operations to be stockpiled for replacement in accordance with the directions of the Environmental Officer, Department of Mines and Petroleum.
27. Ingress and egress of pastoralists and tenement holders to be preserved by the construction of vehicular access crossing over any pipeline constructed pursuant to this license.
28. Wherever any part of the road intersects an existing fence, the holder shall where necessary construct a gate or livestock grid having such dimensions and be constructed of such materials and be of such standard as agreed with the pastoralist or as determined by the Environmental Officer, DMP.
29. The road to be constructed using proper materials to suit the purpose for which it is being constructed, and further that it be constructed in a workman like manner and further that it be constructed to the satisfaction of the Environmental Officer, DMP.
30. The holder shall maintain the road from time to time as shall be required to ensure that it is safe for the purpose that it is constructed.
31. The area of miscellaneous license to be reduced as soon as practicable after construction, to a minimum for the safe maintenance and operation of the licence purposes.
32. To properly maintain the installations as directed by the Environmental Officer, DMIRS.
33. The grant of this licence does not include land the subject of mining lease 21/86.
34. During any year that prospecting activities are undertaken on the lease under an approved Programme of Works, the Lessee is to submit to the Executive Director, Resources and Environmental Compliance Division, DMIRS, in January of that year, a map and brief report that identifies the location of all disturbances and rehabilitation activities that have occurred on the tenement under the approved Programme of Works.
35. The prior written consent of the Minister responsible for the Mining Act being obtained before commencing any prospecting activities on Rubbish Depot Reserve 10005.
36. The Licensee's attention is drawn to the provisions of section 55 of the *Land Administration Act 1997* (WA).
37. Consent to explore on Stock Route Reserve 10367 granted subject to no exploration activities being carried out on Wandry Springs Cue Stock Route Reserve 10367, which restrict the use of the reserve.
38. The grant of the lease being confined to the natural surface of the land and thereunder to a depth of 45 metres.
39. No developmental or productive mining or construction activity being commenced until the tenement holder has submitted a plan of the proposed operations and measures to safeguard the environment to the Director, Environment, DoIR for assessment; and until his written approval has been obtained.
40. Mining on any road or road reserve being confined to below a depth of 15 metres from the natural surface.
41. The design, construction and operation of the proposed vat leach project and measures to protect the environment and rehabilitation of the site being carried out in accordance with the document titled Notice of Intent and contained on Mines Department File No. 924/89.
42. The development and operation of the project being carried out in such a manner so as to create the minimum practicable disturbance to the existing vegetation and natural landform.

43. All topsoil and subsoil material stripped from the area of the vat leach dam site and stockpiled for future use on the vat or waste pile walls.
44. At the completion of operations, all buildings and structures being removed from site or demolished and buried. All rubbish is to be disposed of in a suitable manner.
45. Any expansion of the project beyond that detailed in the Notice of Intent is not to proceed until a detailed plan is submitted to the State Mining Engineer for his assessment and written approval.
46. All rubbish and scrap being progressively disposed of in a suitable manner.
47. The operation of the project and measures to protect the environment being carried out generally in accordance with the documents titled: Notice of Intent - Low Impact Mining Operation dated 22 July 1997 and retained on Department of Minerals and Energy File No. 2256/93. Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
48. The Lessee submitting to the Executive Director, Environment Division, DMP, a brief annual report outlining the project operations, minesite environmental management and rehabilitation work undertaken in the previous 12 months and the proposed operations, environmental management plans and rehabilitation programmes for the next 12 months. This report to be submitted each year in December.
49. At the completion of operations, or progressively where possible, all access roads and other disturbed areas being covered with topsoil, deep ripped and revegetated with local native grasses, shrubs and trees to the satisfaction of the State Mining Engineer.
50. At the completion of operations, all buildings and structures being removed from site or demolished and buried to the satisfaction of the State Mining Engineer.
51. The Inspectorate Environmental and Rehabilitation Officer is to be notified prior to the cessation of operations to arrange a joint inspection.
52. Any alteration or expansion of operations within the lease boundaries beyond that outlined in the above documents not commencing until a plan of operations and a programme to safeguard the environment are submitted to the State Mining Engineer for his assessment and until his written approval to proceed has been obtained.
53. The grant of this lease does not include land the subject of Prospecting License 20/1391.
54. The land the subject of this Lease affects a Rare Flora site/s (including Rare Flora Site/s 104645) declared under the *Wildlife Conservation Act 1950* (WA). The Lessee is advised to contact the Department of Biodiversity Conservation and Attractions ("**DBCA**") via email address flora.data@dbca.wa.gov.au (with ID numbers) to receive the population details and information on the management of Declared Rare Flora (or Priority Listed Flora) present within the tenement area.
55. No mining on Cue Townsite, Racecourse Reserve 4590 without the prior written consent of the Minister for Mines.
56. The rights of ingress to an egress from Miscellaneous Licence 20/36 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
57. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled: Notice of Intent Proforma for Low Impact Operations (NOI 4173) dated 9 September 2002 and retained on Department of Industry and Resources File No. 5408/02. Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
58. All topsoil being removed ahead of all mining operations from sites such as pit areas, waste disposal areas, ore stockpile areas, pipeline, haul roads and new access roads and being stockpiled for later respreading or immediately respread as rehabilitation progresses.
59. At the completion of operations, the lessee submitting an independent compliance audit to demonstrate that all environmental conditions and commitments have been fully complied with.
60. The grant of this licence does not include land the subject of mining lease 20/101.

61. The prior written consent of the Minister for Mines being obtained before commencing mining on Water Reserve 15154.
62. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled: Notice of Intent to construct a CIL/CIP Processing Plant dated 29 December 1998 (NOI 2991) and associated material retained on Department of Industry and Resources File No. 2040/98. Notice of Intent - Tailings Storage Facility at M20/305 Cue WA dated stamped 5 November 2003 and retained on Department of Industry and Resources File No. E0049/200401. Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
63. The Lessee submitting to the Executive Director, Environment Division, DMP, a brief annual report outlining the project operations, minesite environmental management and rehabilitation work undertaken in the previous 12 months and the proposed operations, environmental management plans and rehabilitation programmes for the next 12 months. This report to be submitted each year in October.
64. The tailings storage facility ("**TSF**") shall be checked on a routine daily basis by site personnel during periods of deposition to ensure that the facility is functioning as per the design intent.
65. An engineering or geotechnical specialist shall audit and review the active tailings storage facility on an annual basis. The specialist shall review past performance, validate the design, examine tailings management and review the results of monitoring. Any deficiencies not in the review report shall be submitted to the SME with the annual environmental review, and should be accompanied by a recent survey pick-up of the facility and an updated tailings storage data sheet.
66. At the time of decommissioning of the tailings storage facility and prior to rehabilitation, a further review report by a geotechnical or engineering specialist will be required by the Director, Environment, DoIR. This report should review the status of the structure and its contained tailings, examine and address the implications of the physical and chemical characteristics of the materials, and present and review the results of all environmental monitoring. The rehabilitation stabilisation works proposed and any on-going remedial requirements should also be addressed.
67. The TSF should be maintained with a freeboard of at least 0.5 metres at all times.
68. On the completion of operations or progressively when possible, all mining related landforms must be rehabilitated to form safe, non-polluting structures which are integrated with the surrounding landscape and support self-sustaining, functional ecosystem comprising suitable, local provenance species or an alternative agreed outcome to the satisfaction of an Environmental Officer, DMP.
69. Any failure of components of the Tailings Storage Facility, processing plant or other mining infrastructure resulting in a loss of potentially polluting matter to the environment being immediately reported to the Environmental Officer, DMP. This report being accompanied by a programme of corrective action.
70. The lessee ensuring that all matter containing saline, alkaline, cyanide or other process chemical constituents being retained within holding facilities, such that there is no impairment of surface or underground waters.
71. A Mine Closure Plan is to be submitted in the Annual Environmental Reporting month specified in tenement conditions in the year specified below, unless otherwise directed by an Environmental Officer, DMP. The Mine Closure Plan is to be prepared in accordance with the Guidelines for Preparing Mine Closure Plans available on DMP's website 2015.
72. Persons claiming native title to the land the subject of this mining tenement entered into a deed under the NTA with the State of Western Australia, the Minister for Mines and the tenement holder agreeing to the grant of the tenement. Copies of the deed were given to the National Native Title Tribunal pursuant to Section 34 of the NTA and filed at the Department of Minerals and Energy.
73. The lessee is liable for the payment of any compensation under the NTA payable to a native title holder as a result of the grant of the lease or any activities conducted by the lessee in connection with the lease. (The term native title holder has the same meaning as that term in the NTA).

74. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled Notice of Intent Proforma for Low Impact Mining Operations dated 12 June 2002 and retained on Department of Mineral and Petroleum Resources File No. 5068/02. Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
75. The Lessee pursuant to the approval of the Minister responsible for the Mining Act under Section 111 of the Mining Act is authorised to work and mine for iron.
76. All topsoil being removed ahead of mining operations and stockpiled for replacement in accordance with the directions of the District Mining Engineer.
77. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the documents titled: NOI Low Impact Mining Operation - Nemesis Project (Higham) dated 19 March 2000, and NOI Low Impact Mining Operation - Nemesis Costeans (MP 5513) dated 18 October 2006 Retained on Department of Industry and Resources File no. E0296/200601 Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
78. The Lessee submitting to the Executive Director, Environment Division, DMP, a brief annual report outlining the project operations, minesite environmental management and rehabilitation work undertaken in the previous 12 months and the proposed operations, environmental management plans and rehabilitation programmes for the next 12 months. This report to be submitted each year in May.
79. The grant of this Lease does not include land the subject of mining lease 20/129.
80. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled: Ground Disturbing Approval Application - Exploration (EMP No. 900) dated 8 September 2003 and retained on Department of Mines and Petroleum File No. 9664/98. Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
81. At the cessation of the project the lessee submitting to the Environmental Inspector a report detailing the project operations, minesite environmental management and rehabilitation work undertaken. Photos of the area of impact being taken prior to disturbance and following rehabilitation and submitted with the report for verification.
82. The grant of this lease does not include land the subject of mining lease 21/26.
83. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled: Notice of Intent Proforma Low Impact Mining Operations dated 25 September 2002 (NOI 4131) and retained on Department of Mineral and Petroleum Resources File No. 5360/02.M21/125: Letter of Addendum to NOI 4131 dated 9 November 2004 and M21/25 & M21/125d dated 22 December 2004 and retained on Department of Industry and Resources File No. 5359/02. Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
84. The lessee notifying the regional Environmental Inspector upon completion of the first 2.5 hectares of works and rehabilitation for a joint inspection before proceeding with additional disturbance and also upon completion of the whole project.
85. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled: Notice of Intent Proforma for Low Impact Mining Operations (NOI 4184) dated 15 December 2002 and retained on Department of Mineral and Petroleum Resources File No. 2512/03; (MCP Reg ID 67868) Mine Closure Plan for Small Operations - Golden Eye Dry blowing Project dated 16 August 2017 signed by Ryan Burnell and retained on Department of Mines, Industry Regulations and Safety File No. EARS-MCP-67868 as Doc ID 5210569 Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
86. The lessee, submitting to the Executive Director, Environment, Department of Mines, Industry Regulation and Safety (DMIRS) a project completion report outlining the project operations and rehabilitation work undertaken for the project. This report is to be submitted within six months of completion of operations.

87. The construction and operation of the project and measures to protect the environment being carried out generally in accordance with the document titled: Notice of Intent / mining lease 21/86 (Klondyke) Day Dawn (Murchison G F) dated 14 January 2005 and retained on Department of Industry and Resources File No. 7995/94. Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.
88. No prospecting activities being carried out on Wandry Springs - Cue Stock Route Reserve 10367 which restrict the use of the reserve.
89. In respect of the area covered by the licence the licensee, if so requested in writing by the Wajarri Yamatji People, the applicants in Federal Court application No. WAD 6033 OF 1998 (WC2004/010), such request being sent by pre-paid post to reach the licensee's address, not more than ninety days after the grant of this licence shall within thirty days of the request execute in favour of the Wajarri Yamatji People the Regional Standard Heritage Agreement (RSHA) endorsed by peak industry groups and the Yamatji Marlpa Aboriginal Corporation.

PART 2: ENCROACHING LAND RIGHTS AND NATIVE TITLE

ABORIGINAL HERITAGE SITES						
Note	Site Identification Number	Site Name	Site Type	Restriction	Status	Access
1	10786	Mafeking Bora	Ceremonial, Man-made structure	File and boundary restricted	Registered Site	No gender restrictions

ENCROACHING LAND RIGHTS			
Note	Encroachment	Tenement	% overlap
1	Pastoral Lease PL 050063 (Austin Downs)	P21/779	43.28%
		P21/775	37.65%
		P21/774	97.77%
		P21/718	100%
		P20/2410	98.47%
		P20/2409	100%
		P20/2398	100%
		P20/2397	19.97%
		P20/2383	30.08%
		P20/2360	79.75%
		P20/2359	23.95%

ENCROACHING LAND RIGHTS			
Note	Encroachment	Tenement	% overlap
		P20/2358	74.4%
		P20/2357	90.98%
		P20/2356	87.48%
		P20/2355	100%
		P20/2354	100%
		P20/2353	100%
		P20/2352	98.08%
		P20/2334	98.16%
		P20/2333	99.12%
		P20/2331	100%
		P20/2250	100%
		P20/2249	97.77%
		P20/2248	99.5%
		P20/2225	100%
		P20/2153	47.61%
		P20/2007	0.02%

ENCROACHING LAND RIGHTS			
Note	Encroachment	Tenement	% overlap
		M21/95	100%
		M21/94	100%
		M21/86	100%
		M21/26	100%
		M21/143	100%
		M20/550	47.62%
		M20/546	0.02%
		M20/544	66.79%
		M20/543	100%
		M21/125	100%
		M20/360	98.44%
		M20/305	11.76%
		M20/129	100%
		M20/128	100%
		L20/72	99.66%
		G20/25	13.84%

ENCROACHING LAND RIGHTS			
Note	Encroachment	Tenement	% overlap
2	Historical Pastoral Lease 894 574	M21/158	100%
3	Pastoral Lease N049496 (Yarraquin)	M21/158	100%
4	Pastoral Lease N050049 (Karbar - Aboriginal Corporation)	M20/480	100%
		M20/33	94.72%
		M20/455	100%
5	Pastoral Lease N049528 (Coodardy)	M20/327	99.68%
6	Historical Pastoral Lease 394 542	M20/33	5.28%
7	Historical Pastoral Lease 394 679	M20/33	94.72%
8	Historical Pastoral Lease N050576 (Polelle)	M20/33	5.28%

NATIVE TITLE CLAIMS AND DETERMINATIONS						
Note	Tribunal Number	Determination Number	Federal Court Number	Application Name	Registered	Status
1	WC1999/008	WCD2019/010	WAD20/2019	Kevin Allen & Ors on behalf of the Nyamal People and the State of Western Australia & Ors	Yes	Finalised – Native Title exists in parts of the determination area
2	WC2004/010	WCD2017/007	WAD28/2019	Colin Hamlet & Ors on behalf of the Wajarri Yamatji #1 and the State of Western Australia & Ors	Yes	Finalised – Native Title exists in parts of the determination area

NATIVE TITLE CLAIMS AND DETERMINATIONS						
Note	Tribunal Number	Determination Number	Federal Court Number	Application Name	Registered	Status
3	WC1999/046	N/A	WAD29/2019	Evelyn Gilla & Ors on behalf of the Yugunga-Nya People and the State of Western Australia & Ors	Not accepted for registration	Active

Indigenous Land Use Agreements (ILUA)

The land under Tenements M20/480, M20/288, E20/871 and P20/2007 are subject to an ILUA designated as Yugunga-Nya People & Sandfire Indigenous Land Use Agreement (Area Agreement) that was registered on 21 September 2012. Due to standard confidentiality provisions, the terms and conditions of an ILUA are not available for public access, however an excerpt of an ILUA is obtainable. We have obtained the excerpt from the ILUA and confirm that the applicant is the State of Western Australia.

The ILUA applies to approximately 22,370 square kilometres, located in the vicinity of Meekatharra. The ILUA falls within the Local Government Authorities of the Shire of Sandstone, the Shire of Meekatharra, the Shire of Wiluna and the Shire of Cue.

Victory Goldfields is not a party to the Yugunga-Nya People & Sandfire Indigenous Land Use Agreement. Accordingly, there are currently no conditions imposed on Victory Goldfields or the other Tenement holders prior to conducting any exploration or mining activity on the Tenements. We recommend that Victory Goldfields seek further clarification on the conditions imposed under the ILUA.

8. KEY PERSONS AND CORPORATE GOVERNANCE

8.1 BOARD OF DIRECTORS

The Board is responsible for:

- setting and reviewing strategic direction and planning;
- reviewing financial and operational performance;
- identifying principal risks and reviewing risk management strategies; and
- considering and reviewing significant capital investments and material transactions.

Collectively, the Directors and senior management have significant experience in the mineral exploration industry. Brief profiles of the Directors and senior management are set out in Sections 8.2 and 8.4.

8.2 DIRECTOR PROFILES

8.2.1 INTERIM DIRECTORS

John Gilfillan – Non-Executive Director

Mr John Gilfillan has worked in the financial services sector for the last twenty six (26) years including operating and owning his own practice for the last twenty (20) years. He has also consulted to various corporate advisers and been involved in numerous ASX transactions. Mr Gilfillan is an experienced company director having been involved in both technology and resource sectors.

Mr Gilfillan was a non-executive director of Swala Energy (ASX: SWE) (now Symbol Mining (ASX: SL1)) from 27 April 2017 to 18 December 2017, a Non-Executive Director of Assemblebay Ltd (ASX: ASY) (now Scandivanadium (ASX: SVD)) from 19 November 2015 to 13 November 2018, Empire Oil & Gas NL (formerly ASX: EGO) since 20 March 2018 and Rision Limited (formerly ASX: RNL) since 30 November 2018 and is a director of public unlisted company First Class Financial Group.

Simon Whybrow – Non-Executive Director

Mr Simon Whybrow is a Certified Practising Accountant and Chartered Secretary with extensive experience and key strengths in financial administration and control, boardroom practices, corporate and business strategy, process improvement, and general management. He has over twenty-five (25) years corporate and commercial experience within both ASX-listed and unlisted companies.

Mr Whybrow was chief financial officer and chief commercial officer and company secretary for ASX-listed security company Threat Protect Australia Ltd (ASX: TPS) from 2016 to 2020. Prior to that he was involved in several listed and unlisted, public and private, mining companies including chief financial officer and company secretary for RMA Energy Limited 2007 to 2010. He currently holds no directorships of ASX-listed companies.

Stephen Hewitt-Dutton – Non-Executive Director and Company Secretary

Mr Stephen Hewitt-Dutton has over twenty (20) years of experience in corporate finance, accounting and company secretarial matters. He is an associate director of Trident Capital and holds a bachelor of business from Curtin University.

Before joining Trident Capital, Mr Hewitt-Dutton was an associate director of Carmichael Corporate where he assisted clients by providing equity market, initial public offering and mergers and acquisitions advice and assistance. He has also held financial controller and company secretary positions for both public and private companies for in excess of fifteen (15) years. He currently is a

non-executive director and company secretary of the Company and Empire Oil & Gas NL (formerly ASX: EGO), and company secretary of Kinetiko Energy Limited (ASX: KKO), Coziron Resources Limited (ASX: CZR), Swift Media Limited (ASX: SW1), OzAurum Resources Limited (ASX: OZM) and Dragontail Systems Limited (ASX: DTS).

8.2.2 PROPOSED DIRECTORS

Trevor Matthews – Executive Chairman

Mr Trevor Matthews has an accounting and finance background with over thirty (30) years' experience in the resources industry including roles with diversified resources companies North and WMC Resources in executive-level positions. His current role is managing director for Volt Resources Ltd with his two (2) previous roles as managing director for MZI Resources (2012-16) and Murchison Metals (2005-12). During his career Mr Matthews has gained considerable experience managing many nascent greenfields resource projects through to production. Consequently, he has extensive executive management experience of feasibility studies, project planning/development, coordination and leveraging capital markets effectively to secure the appropriate mix of debt/equity funding, to successfully develop a mining project.

Mr Matthews' previous role as managing director in progressing an ASX-listed exploration company into production with a market capitalisation of approximately US\$2,000,000,000 is viewed as an excellent prerequisite for an early stage development company. This experience will be valuable to Victory as it moves forward to bringing its Cue gold projects into production. Mr Matthews has a Bachelor of Commerce degree from the University of Western Australia and a post-graduate Diploma in Applied Finance and Investment.

Brendan Clark – Non-Executive Director

Mr Brendan Clark is a Western Australian born entrepreneur and philanthropist who commenced his career in real estate and property development. Mr Clark worked in Zambia from 2013 and dedicated his time to his charity, Health Hope Zambia, and developed the country's largest malnutrition hospital and the country's largest not-for-profit ambulance and mobile medical clinic service.

Mr Clark's first mining investment was in the Zambian mining sector to facilitate growth in several corporate responsibility programs he had established. He is the chief executive officer and co-founder of several Zambian based mining development and exploration companies which have a range of projects from reprocessing high grade copper and cobalt tailings ore to large scale exploration for base and precious metals.

James Bahen – Non-Executive Director and Company Secretary

Mr James Bahen is a corporate advisory executive and chartered secretary who commenced his career in audit and assurance with a chartered accounting firm. He is currently a non-executive director and company secretary to a number of ASX-listed companies and has a broad range of corporate governance and capital markets experience, having been involved with public company listings, mergers and acquisitions transactions and capital raisings for ASX-listed companies across the resource industry. Mr Bahen is a member of the Governance Institute of Australia and holds a Graduate Diploma of Applied Finance and a Bachelor of Commerce degree majoring in accounting and finance.

8.3 COMPANY SECRETARY PROFILE

8.3.1 INTERIM COMPANY SECRETARY

Stephen John Hewitt-Dutton – Company Secretary

Refer to Section 8.2.1 above for a detailed profile of the interim Company Secretary.

8.3.2 PROPOSED COMPANY SECRETARY

James Bahen – Company Secretary

Refer to Section 8.2.2 above for a detailed profile of the proposed Company Secretary.

8.4 SENIOR MANAGEMENT TEAM

8.4.1 EXECUTIVE CHAIRMAN

Trevor Matthews

Refer to Section 8.2.2 above for a detailed profile of the proposed Executive Chairman.

8.4.2 CHIEF GEOLOGIST

Michael Busbridge

Mr Michael Busbridge is a geologist with an invaluable range of technical, business development, financial and management skills acquired from thirty-five (35) years of exploration throughout Australia and, in particular, the Cue region. He has been a significant contributor to several small to medium sized gold discoveries in greenfields and brownfields terrains. Through working with world class mining houses such as Normandy Mining, Homestake Gold Mines, Barrick Gold Australia and Teck, he has gained invaluable expertise in the exploration of a variety of commodities including gold, nickel, base metals, diamonds and graphite. This coupled with several years as a mine/development geologist in underground and open cut gold operations, including Kalgoorlie's Golden Mile, provides the confidence to generate, identify and develop projects offering resource growth potential.

8.5 INTERESTS OF DIRECTORS

Other than as disclosed in this Prospectus, no existing or proposed Director holds at the date of this Prospectus, or has held in the two (2) years prior to the date of this Prospectus, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offers; or
- the Offers,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to an existing or proposed Director for services in connection with the formation or promotion of the Company or the Offers, or to induce them to become, or qualify as, a Director.

8.5.1 SECURITY HOLDINGS

The Directors are not required to hold any Shares under the Company's Constitution. However, at the General Meeting of the Company, the Shareholders approved the issue of up to 2,500,000 Shares under the Public Offer to the Directors collectively.

The table below sets out the anticipated Relevant Interests of the existing Directors and the Proposed Directors in the Shares of the Company upon completion of the Offers (assuming that the Interim Directors and Proposed Directors take up their maximum subscription of the Public Offer as approved by Shareholders).

Director	Shares ¹	Voting power at completion of the Offers
		Minimum Subscription
John Gilfillan ¹	455,112	0.97%

Director	Shares ¹	Voting power at completion of the Offers
		Minimum Subscription
Simon Whybrow ²	125,000	0.27%
Stephen Hewitt-Dutton ³	125,000	0.27%
Trevor Matthews ⁴	2,095,747	4.46%
Brendan Clark ⁵	3,220,747	6.85%
James Bahen ⁶	250,000	0.53%
Total	6,271,606	13.03%

Notes:

1. John Gilfillan is entitled to subscribe to up to 125,000 under the Public Offer as approved by Shareholders at the General Meeting.
2. Simon Whybrow is entitled to subscribe to up to 125,000 under the Public Offer as approved by Shareholders at the General Meeting.
3. Stephen Hewitt-Dutton is entitled to subscribe to up to 125,000 under the Public Offer as approved by Shareholders at the General Meeting.
4. Trevor Matthews is entitled to subscribe to up to 375,000 under the Public Offer as approved by Shareholders at the General Meeting.
5. Brendan Clark is entitled to subscribe to up to 1,500,000 under the Public Offer as approved by Shareholders at the General Meeting.
6. James Bahen is entitled to subscribe to up to 250,000 under the Public Offer as approved by Shareholders at the General Meeting.

8.5.2 DIRECTORS' REMUNERATION

The Company's Constitution provides that each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all Non-Executive Directors must not exceed in aggregate the amount fixed by the Directors prior to the General Meeting. The aggregate remuneration for all Non-Executive Directors has been set at an amount of \$500,000 per annum by the Directors. The remuneration of the Directors must not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the proposed increase has been given to Shareholders in the Notice of Annual General Meeting.

Director	Role	Annual salary
Interim Directors		
John Gilfillan	Non-Executive Director	\$Nil ¹
Simon Whybrow	Non-Executive Director	\$Nil ²
Stephen Hewitt-Dutton	Non-Executive Director	\$Nil ³
Proposed Directors		
Trevor Matthews	Executive Chairman	\$164,250
Brendan Clark	Non-Executive Director	\$39,420
James Bahen	Non-Executive Director	\$39,420

Notes:

1. John Gilfillan received a one off payment of five thousand dollars (\$5,000) for directorial services to the Company on or about December 2020.
2. Simon Whybrow received a one off payment of five thousand dollars (\$5,000) for directorial services to the Company on or about December 2020.
3. Stephen Hewitt-Dutton has not been remunerated directly for his directorial services to the Company but instead receives remuneration through his employment at Trident Capital.

8.6 CORPORATE GOVERNANCE

8.6.1 COMPOSITION OF THE BOARD

At the time of listing on the ASX, the Board of Directors will comprise of three (3) members, including one (1) Executive Chairman and two (2) Non-Executive Directors.

As noted above, the Interim Directors will be resigning as Director's upon the completion of the Proposed Transaction. Given the size and nature of the Company as a junior mineral explorer, it has been determined that the Company's Board will consist of three (3) Directors from the date of admission to the Official List of the ASX to comply with industry standards for mineral explorers.

The Board considers an independent Director to be a Non-Executive Director who is not a substantial Shareholder or a member of management and who is free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of that Director's judgment. The Company considers James Bahen to be independent.

8.6.2 POLICIES

The Board recognises the importance of good corporate governance and establishing the accountability of the Board and management. To the extent relevant and practical, the Company has adopted a corporate governance framework that is consistent with the *Corporate Governance Principles and Recommendations (4th Edition)* published by ASX Corporate Governance Council ("**Recommendations**").

The Board has adopted the following suite of corporate governance policies which are available on the Company's website at <https://www.victorygold.com.au>:

- Board Charter;
- Corporate Code of Conduct;
- Audit and Risk Committee Charter;
- Remuneration Committee Charter;
- Nomination Committee Charter;
- Continuous Disclosure Policy;
- Whistleblower Policy;
- Security Trading Policy;
- Diversity Policy;
- Social Media Policy;
- Statement of Values;
- Shareholder Communications Strategy;
- Environmental, Social and Governance Policy;
- Delegated Authority Policy;
- Performance Evaluation Procedures; and
- Anti-Corruption Compliance Policy.

The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

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

Following admission to the official list of ASX, the Company will be required to report any departures from the Recommendations in its annual financial report. As at the date of this Prospectus the Company complies with the Recommendations other than to the extent set out below.

Recommendation		Explanation for non-compliance
1.	Lay a solid foundation for management and oversight	
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> • have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; • disclose that policy or a summary of it; and • disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either: <ul style="list-style-type: none"> ○ the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or ○ if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 	<p>Given the Company's size the Board does not consider it appropriate to set quantitative objectives regarding gender diversity at this time. As the operations grow, the Board will consider the setting of such objectives and their achievement through the appointment of appropriate candidates to the Board and senior executive positions as they become available</p>
2.	Structure the Board to add value	
2.1	The board of a listed entity should:	Due to the size of the Board, the Company does not have a separate nomination

Recommendation		Explanation for non-compliance
	<ul style="list-style-type: none"> have a nomination committee which: <ul style="list-style-type: none"> has at least three (3) members, a majority of whom are independent directors; and is chaired by an independent director, and disclose: <ul style="list-style-type: none"> the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. 	<p>committee. The roles and responsibilities of a nomination committee are currently undertaken by the Board.</p> <p>The duties of the full Board in its capacity as a nomination committee are set out in the Company's remuneration and nomination committee charter which is available on the Company's website.</p> <p>When the Board meets as a remuneration and nomination committee is carries out those functions which are delegated to it in the Company's remuneration and nomination committee charter. Items that are usually required to be discussed by a remuneration and nomination committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board has adopted a remuneration and nomination committee charter which describes the role, composition, functions and responsibilities of a Nomination Committee and is disclosed at https://www.victorygold.com.au.</p>
2.2	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.	The Company does not have a skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is not necessary given the current size and scope of the Company's operations. The Board may adopt such a matrix at a later time as the Company's operations grow and evolve.
4.	Safeguard integrity in financial reporting	
4.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> have an audit committee which: <ul style="list-style-type: none"> has at least three (3) members, all of whom are non-executive directors and a majority of whom are 	<p>Due to the size of the Board, the Company does not have a separate audit committee. The roles and responsibilities of the audit committee are undertaken by the Board.</p> <p>The full Board in its capacity as the Audit committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The</p>

Recommendation		Explanation for non-compliance
	<p>independent directors; and</p> <ul style="list-style-type: none"> ○ is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ul style="list-style-type: none"> ○ the charter of the committee; ○ the relevant qualifications and experience of the members of the committee; and ○ in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <ul style="list-style-type: none"> • if it does not have an Audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external Auditor and the rotation of the Audit engagement partner. 	<p>duties of the full Board in its capacity as the audit committee are set out in the Company's audit committee charter which is available at https://www.victorygold.com.au.</p> <p>When the Board meets as an Audit committee it carries out those functions which are delegated to it in the Company's audit committee charter. Items that are usually required to be discussed by an audit committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board is responsible for the initial appointment of the external Auditor and the appointment of a new external Auditor when any vacancy arises. Candidates for the position of external Auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external Auditor based on criteria relevant to the Company's business and circumstances. The performance of the external Auditor is reviewed on an annual basis by the Board.</p> <p>The Board has adopted an audit committee charter which describes the role, composition, functions and responsibilities of the audit committee and is disclosed at https://www.victorygold.com.au.</p>
6.	Respect the rights of Shareholders	
6.3	<p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>The Board encourages full participation of Shareholders at meetings to ensure a high level of accountability and identification with the Company's strategies and goals.</p> <p>However, due to the size and nature of the Company, the Board does not consider a policy outlining the policies and processes that it has in place to facilitate and encourage participating at meetings of Shareholders to be appropriate at this stage.</p>

Recommendation		Explanation for non-compliance
7.	Recognise and manage risk	
7.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> • have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> ○ has at least three (3) members, a majority of whom are independent directors; and ○ is chaired by an independent director, ○ and disclose: <ul style="list-style-type: none"> ○ the charter of the committee; ○ the members of the committee; and ○ as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or • if it does not have a risk committee or committees that satisfy the above, disclose that fact and the process it employs for overseeing the entity's risk management framework. 	<p>Due to the size of the Board, the Company does not have a separate risk committee. The Board is responsible for the oversight of the Company's risk management and control framework.</p> <p>When the Board meets as a risk committee is carries out those functions which are delegated to it in the Company's Risk Committee Charter. Items that are usually required to be discussed by a Risk Committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board has adopted a Risk Committee Charter which describes the role, composition, functions and responsibilities of the Risk Committee and is disclosed at https://www.victorygold.com.au.</p>
7.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> • if it has an internal Audit function, how the function is structured and what role it performs; or • if it does not have an internal Audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. 	<p>The Company does not have, and does not intend to establish, an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Audit and Risk Management Committee Charter.</p>
8.	Remunerate fairly and responsibly	

	Recommendation	Explanation for non-compliance
8.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> • have a remuneration committee which: <ul style="list-style-type: none"> ○ has at least three (3) members, a majority of whom are independent directors; and ○ is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> ○ the charter of the committee; ○ the members of the committee; and ○ as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <ul style="list-style-type: none"> • if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 	<p>Due to the size of the Board, the Company does not have a separate remuneration committee. The roles and responsibilities of a remuneration committee are currently undertaken by the Board.</p> <p>The duties of the full board in its capacity as a remuneration committee are set out in the Company's Remuneration and Nomination Committee Charter which is available at https://www.victorygold.com.au.</p> <p>When the Board meets as a remuneration committee it carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by a Remuneration Committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of the Remuneration Committee and is disclosed at https://www.victorygold.com.au.</p>

9. MATERIAL CONTRACTS

Set out in this Section 9 is a summary of the material contracts to which the Company is a party that may be material in terms of the Offers, for the operation of the business of the Company or Victory, or otherwise may be relevant to a potential investor in the Company.

The whole of the provisions of the contracts are not repeated in this Prospectus and any intending Applicant who wishes to gain a full knowledge of the content of the material contracts should inspect the same at the registered office of the Company.

9.1 SHARE PURCHASE AGREEMENT

The Company entered into the Share Purchase Agreement with the Sellers to acquire 100% of the issued share capital in Victory. The key terms of the Share Purchase Agreement are set out below:

Shareholder	Existing Victory Shareholding	Consideration Shares	Consideration Options	Performance Shares
West Australian Property Investments Enterprises Pty Ltd	6,250,000	4,375,000	2,787,500	2,471,000
Brendan Paul James Richard Clark ATF the Clark Family Trust	2,500,000	1,720,747	1,096,362	878,059
Trevor John Matthews ATF for the TJM Trust	2,500,000	1,720,747	1,096,362	878,059
Anthony Joseph Stopka ATF the Stopka Family Trust	500,000	344,149	219,272	175,612
OKRAM SMSF Corporate Co Pty Ltd ATF for The Okram SMSF	500,000	344,149	219,272	175,612
Dennehy (Aust) Holdings Pty Ltd ATF Dennehy Retirement Plan	356,250	245,206	156,232	125,123
Total	12,606,250	8,750,000	5,575,000	4,703,466

The conditions to completion of the Share Purchase Agreement include the following:

- the Company raising at least the Minimum Subscription;
- the Company being satisfied of the Company's ability to satisfy ASX's conditions to re-listing;
- obtaining any necessary regulatory approvals;
- no material adverse change having occurred in relation to Victory; and

- no default by the Sellers under the Share Purchase Agreement.

At completion, the Sellers will transfer 100% of the issued share capital in Victory to the Company in consideration of 8,750,000 Consideration Shares, 5,575,000 Consideration Options and 4,703,466 Performance Shares.

If conditions to completion of the Share Purchase Agreement are not met by 25 June 2021 or any other date as agreed by the parties in writing, the Share Purchase Agreement may be terminated by any party in writing.

The Share purchase Agreement contains additional warranties and indemnities given by the Sellers in favour of the Company considered standard for share purchase agreements of this nature.

The agreement is otherwise on terms and conditions considered standard for agreements of this nature.

9.2 TRIDENT AGREEMENT

The Company has engaged Trident Capital as its corporate adviser. Among other things, Trident Capital provides the following services to the Company:

- corporate and structuring advice;
- assistance with document preparation;
- assistance with the due diligence process;
- capital raising services;
- ongoing ASX corporate advisory; and
- investor presentations.

The Company has paid Trident Capital corporate advisory fees of \$10,000 plus GST per month for six (6) months. The Company will also issue 537,500 24 Month Bonus Escrow Shares to Trident Capital (or its nominees) at \$0.01 per share upon completion of the Proposed Transaction. Trident Capital has nominated the Advisers to subscribe for 24 Month Bonus Escrow Shares as follows:

- 107,500 24 Month Bonus Escrow Shares to Foster West (and/or its nominees);
- 215,000 24 Month Bonus Escrow Shares to Canaccord (and/or its nominees); and
- 107,500 24 Month Bonus Escrow Shares to Foster Stockbroking (and/or its nominees);

The Company may terminate the engagement at any time by providing written notice to Trident Capital. Trident Capital may terminate the engagement by providing thirty (30) days' written notice to the Company, provided Trident Capital provides reasonable assistance to the Company in connection with the engagement of any replacement corporate adviser.

The Company indemnifies Trident Capital against any legal expenses or other expenses incurred by it arising out of any claim, demand, loss, expense, and liability or action related to the services provided by Trident Capital under the agreement.

The agreement is otherwise on terms and conditions considered standard for agreements of this nature.

9.3 JOINT LEAD MANAGERS MANDATE

The Company has entered into the Joint Lead Managers Mandate with the Joint Lead Managers pursuant to which the Joint Lead Managers are engaged on an exclusive basis to act as the sole Joint Lead Managers and bookrunners to the Public Offer in relation to the Company's admission to the Official List of the ASX.

A summary of the key terms and conditions of the Joint Lead Managers Mandate is set out below:

- Pursuant to the Joint Lead Managers Mandate, the Company has agreed to pay the Joint Lead Managers the following fees in respect of the Public Offer:
 - a cash capital raising fee equal to 4% of the Gross Proceeds from the Public Offer (exclusive of GST, to be deducted from the Gross Proceeds and withheld from settlement); and
 - a joint lead manager cash fee equal to 2% of the Gross Proceeds from the Public Offer (exclusive of GST, to be deducted from the Gross Proceeds and withheld from settlement) pursuant to the Public Offer.
- The Joint Lead Managers will split the net fees (50:50) from the fees set out in this Section.
- The Joint Lead Managers will act as brokers and bookrunners to the Company in relation to the Public Offer. The key services the Joint Lead Managers will provide to the Company include:
 - lead managing the Public Offer (including overall project management and development and management of the Public Offer timetable in conjunction with the Company);
 - managing the book build process;
 - managing the allocation process. The Joint Lead Managers will run an allocations call with the Company whereby each order and allocation will be agreed in order to provide the optimal share register for the Company;
 - in conjunction with the Company's legal and other professional advisers, advising on the structuring of the Public Offer; and
 - assisting with the communications strategy to the Public Offer.
- The Company will reimburse the Joint Lead Managers for their reasonable out-of-pocket expenses (including any applicable GST) incurred by the Joint Lead Managers in connection with the Joint Lead Managers Mandate, the initial public offering and the Public Offer (whether or not the Public Offer proceeds) including:
 - legal fees of the Joint Lead Managers up to a maximum of \$15,000 (plus GST);
 - marketing and communication costs;
 - printing, couriers, postage and other distribution costs; and
 - travel and accommodation expenses.
- The liability of the Joint Lead Managers will be several and not joint or joint and several, and each of the Joint Lead Managers will owe its duties arising out of the Joint Lead Managers Mandate solely to the Company and no other person.

- The Company agrees to give a right of first refusal to the Joint Lead Managers for a period of twelve (12) months from the date on which the Company is admitted to ASX's Official List to act as the Joint Lead Managers on any issue of securities by the Company.
- The Joint Lead Managers Mandate may be terminated by either of the Joint Lead Managers without cause by written notice at any time and may be terminated by the Company by providing the Joint Lead Managers with three (3) month's written notice.

The Joint Lead Managers Mandate otherwise contains provisions considered standard for an agreement of this nature.

9.4 EXECUTIVE AGREEMENTS

9.4.1 MR TREVOR MATTHEWS - EXECUTIVE CHAIRMAN

Mr Trevor Matthews will be engaged as Executive Chairman of the Company subject to the Proposed Transaction completing pursuant to a consultancy agreement with the Company dated 8 April 2021.

Upon the Company listing on the Official List, Mr Matthews will receive a salary of \$164,250 per annum (plus GST).

As Managing Director, Mr Matthews will, among other things:

- execute the Company's strategy as determined by the Board from time to time and be responsible for the overall management and supervision of activities, operations and affairs of the Company, subject to overall control and direction by the Board;
- observe and comply with the Listing Rules, including the continuous disclosure obligations of the ASX, the Corporations Act and all other legal obligations
- represent the Company's interests publicly in all matters;
- promote the Company to investment markets, represent the Company at investor presentations, improve investment market perception of the Company and manage investment relations;
- develop overall Company strategy for consideration by the Board including developing exploration strategy and scoping development scenarios;
- assist in the development of exploration strategy and oversee the implementation of Company exploration and development strategies as approved by the Board;
- develop exploration programs, budgets and review of outcomes; and
- develop exploration strategy and scoping development scenarios.

Either the Company or Mr Matthews may terminate the agreement without cause by providing the other party with no less than two (2) months' notice in writing, or by payment of the Company to Mr Matthews of two (2) months' salary in lieu of such notice, as the case may be.

The Company may terminate the agreement by one (1) months' notice to Mr Matthews with cause in circumstances considered standard for agreements of this nature in Australia, including serious or persistent breaches of the agreement, grave misconduct or wilful neglect in the discharge of his duties under the agreement.

The Company may terminate the agreement with no notice if Mr Matthews resigns as a Director of the Company.

The agreement is otherwise on terms and conditions considered standard for agreements of this nature.

9.4.2 MR BRENDAN CLARK & MR JAMES BAHEN - NON-EXECUTIVE DIRECTORS

Mr Brendan Clark and Mr James Bahen (together, the “**Proposed Non-Executive Directors**”) will be engaged as Non-Executive Directors of the Company, subject to the Proposed Transaction completing, each pursuant to a separate consultancy agreement with the Company dated 8 April 2021.

The Proposed Non-Executive Directors will each receive a salary of \$39,420 per annum (plus GST), commencing on the date the Company lists on the ASX. As Non-Executive Directors, they will, among other things:

- undertake such duties and exercise such powers in relation to the Company and its business as the Board shall from time to time assign to or vest in them;
- in the discharge of such duties and in the exercise of such powers conform to, observe and comply with all resolutions, regulations and directions from time to time made or given by the Board;
- in pursuance of their duties hereunder, perform such services for subsidiary companies of the Company and (without further remuneration unless otherwise agreed) accept such offices in such subsidiary companies as the Board may from time to time reasonably require; and
- assist the Board in the monitoring of management, the assessment of the Company's financial position and performance and the detection and assessment of material adverse developments.

The Proposed Non-Executive Directors' appointments are subject to the Corporations Act and their successful re-election under the Company's Constitution and the Listing Rules.

The Proposed Non-Executive Directors or the Company may, under their specific consultancy agreement, terminate that agreement without cause by providing the other party with no less than two (2) months' notice in writing, or by payment of the Company of two (2) months' salary in lieu of such notice, as the case may be.

The Company may terminate either of the consultancy agreements by one (1) months' notice to the Proposed Non-Executive Directors with cause in circumstances considered standard for agreements of this nature in Australia, including serious or persistent breaches of the relevant consultancy agreement, grave misconduct or wilful neglect in the discharge of their duties under their consultancy agreement.

The Company may terminate either of the consultancy agreements with no notice if either of the Proposed Non-Executive Directors resign as a Director of the Company.

The Proposed Non-Executive Directors are subject to restrictions in relation to the use of confidential information, however, their engagement is not exclusive to the Company provided that any other engagement does not interfere with the performance of their duties to the Company.

The engagements of the Proposed Non-Executive Directors are otherwise on terms and conditions considered standard for engagements of this nature.

Mr Bahen is also an employee of SmallCap Corporate, which has been engaged by the Company to provide company secretarial services on a consulting basis. Mr Bahen will be the only staff member under this arrangement but SmallCap Corporate retains the right to change which staff member provides the secretarial services where necessary, subject to consultation with the Company where possible. The company secretary function will be charged on a monthly retainer basis of \$4,250 per month (excl. GST) plus reasonable out-of-pocket expenses and other costs

incurred with the prior approval of the Company. This engagement will commence on or around 1 May 2021 and will continue until it is terminated by either SmallCap Corporate or the Company in accordance with the provisions of the secretarial services engagement document.

9.4.3 MR MICHAEL BUSBRIDGE – CHIEF GEOLOGIST

Mr Michael Busbridge will be engaged as chief geologist of the Company (“**Chief Geologist**”), subject to the Proposed Transaction completing, under a consultancy agreement with the Company dated 8 April 2021.

The Chief Geologist will receive a salary of \$57,000 per annum (plus GST), commencing on the date the Company lists on the ASX. As Chief Geologist, he will, among other things:

- conduct geological data administration and processing for the Company;
- plan, implement, develop, review and manage mineral exploration programs;
- monitor and report quality control data during mineral exploration programs conducted by the Company;
- prepare mineral reports for management and investor presentation purposes;
- assist in a range of technical and administrative matters as required by the Directors of the Company; and
- aid in the development of the Company’s safety and environmental management systems.

The Chief Geologist or the Company may terminate this agreement without cause by providing the other party with no less than two (2) months’ notice in writing.

The Company may terminate this consultancy agreement by one (1) months’ notice to the Chief Geologist with cause in circumstances considered standard for agreements of this nature in Australia, including serious or persistent breaches of the consultancy agreement, grave misconduct or wilful neglect in the discharge of his duties under his consultancy agreement.

The engagement of the Chief Geologist is otherwise on terms and conditions considered standard for engagements of this nature.

9.5 DEEDS OF ACCESS, INDEMNITY AND INSURANCE

The Company has entered into Deeds of Access, Indemnity and Insurance with each Director which confirm each person’s right of access to certain books and records of the Company for a period of seven (7) years after the Director ceases to hold office. This seven (7) year period can be extended where certain proceedings or investigations commence before the seven (7) years expires. The deeds also require the Company to provide an indemnity for liability incurred as an officer of the Company, to the maximum extent permitted by law.

Under the deeds, the Company must arrange and maintain Directors’ and Officers’ insurance during each Director’s period of office and for a period of seven (7) years after a Director ceases to hold office. This seven (7) year period can be extended where certain proceedings or investigations commence before the seven (7) years expires.

The deeds are otherwise on terms and conditions considered standard for deeds of this nature in Australia.

9.6 CONVERTIBLE LOAN AGREEMENTS

The Company has entered into Convertible Loan Agreements with the Lenders under which it has issued Convertible Loans to raise \$487,500. These funds have been applied to expenses of the Offers.

At completion of the Offers, the Company will issue up to 9,750,000 Convertible Loan Shares at an issue price of \$0.05 per share, with one (1) free attaching Convertible Loan Option per Share with an exercise price of \$0.20 and expiry date of 31 December 2022 to the Lenders in repayment of all Convertible Loans. No Convertible Loans will remain outstanding following completion of the Offers.

The agreement is otherwise on terms and conditions considered standard for agreements of this nature.

9.7 ESCROW AGREEMENTS

Please see Section 1.9 for details of the escrow agreements to be entered into by the Company prior to admission to the official list of ASX. The escrow agreements will be on ASX's standard terms and conditions as set out in Appendix 9B of the Listing Rules.

10. ADDITIONAL INFORMATION

10.1 RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and the Company's Constitution. A copy of the Company's Constitution is available upon request by contacting the Company on (+61 (8)) 6211 5099.

10.1.1 RANKING OF SHARES

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Shares issued pursuant to this Prospectus will rank equally with existing Shares.

10.1.2 VOTING RIGHTS

Subject to any special rights or restrictions (at present there are none), at any Meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one (1) vote for each Share held.

10.1.3 DIVIDEND RIGHTS

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

10.1.4 VARIATION OF RIGHTS

The rights attaching to the Shares may only be varied by the consent in writing of the holders of 75% of the Shares, or with the sanction of a special resolution passed at a general meeting.

10.1.5 TRANSFER OF SHARES

Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Listing Rules require or permit the Company to do so.

10.1.6 GENERAL MEETINGS

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and Listing Rules.

10.1.7 RIGHTS ON WINDING UP

If the Company is wound up, the liquidator may, with the sanction of a special resolution:

- divide among the Shareholders the whole or any part of the Company's property; and
- decide how the division is to be carried out between the Shareholders.

Subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

10.2 TERMS OF CONVERTIBLE LOANS OPTIONS

10.2.1 ENTITLEMENT

Each Convertible Loans Option entitles the holder to subscribe for one Share upon exercise of the Option.

10.2.2 EXPIRY DATE

Each Option will expire at 5.00 pm (AWST) on 31 December 2022 (“**Convertible Loans Options Expiry Date**”).

10.2.3 EXERCISE PRICE

Each Option will have an exercise price equal to \$0.20 (“**Convertible Loans Option Exercise Price**”).

10.2.4 EXERCISE PERIOD AND LAPSING

Subject to Section 10.2.9, Options may be exercised at any time after the date of issue and prior to the Convertible Loans Options Expiry Date. After this time, any unexercised Options will automatically lapse.

10.2.5 EXERCISE NOTICE AND PAYMENT

Options may be exercised by notice in writing to the Company (“**Convertible Loans Options Exercise Notice**”) together with payment of the Convertible Loans Options Exercise Price for each Option being exercised. Any Exercise Notice for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. Cheques paid in connection with the exercise of Options must be in Australian currency, made payable to the Company and crossed “Not Negotiable”.

10.2.6 SHARES ISSUED ON EXERCISE

Shares issued on exercise of Options will rank equally in all respects with then existing fully paid ordinary shares in the Company.

10.2.7 QUOTATION OF SHARES

Provided that the Company is quoted on 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.

10.2.8 TIMING OF ISSUE OF SHARES

Subject to Section 10.2.9, within five (5) business days after the later of the following:

- receipt of a Convertible Loans Options Exercise Notice given in accordance with these terms and conditions and payment of the Convertible Loan Options Exercise Price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Convertible Loans Options Exercise Notice and payment of the Convertible Loans Options Exercise Price for each Option being exercised by the Company,

the Company will allot and issue the Shares pursuant to the exercise of the Options and, to the extent that it is legally able to do so:

- give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

10.2.9 SHAREHOLDER AND REGULATORY APPROVALS

Notwithstanding any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise

would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

10.2.10 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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four (4) business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

10.2.11 ADJUSTMENT FOR BONUS ISSUES OF SHARES

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- no change will be made to the Convertible Loans Options Exercise Price.

10.2.12 ADJUSTMENT FOR RIGHTS ISSUE

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Convertible Loans Options Exercise Price.

10.2.13 ADJUSTMENTS FOR REORGANISATION

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

10.2.14 QUOTATION

The Company will not apply for quotation of the Options on ASX.

10.2.15 TRANSFERABILITY

Options can only be transferred with the prior written consent of the Company (which consent may be withheld in the Company's sole discretion).

10.3 TERMS OF CONSIDERATION OPTIONS

10.3.1 ENTITLEMENT

Each Consideration Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

10.3.2 EXPIRY DATE

Each Consideration Option will expire at 5.00 pm (AWST) on the date that is two (2) years after the admission of the Company to trading on the ASX ("**Consideration Options Expiry Date**").

10.3.3 EXERCISE PRICE

Each Option will have an exercise price equal to \$0.20 ("**Consideration Options Exercise Price**").

10.3.4 EXERCISE PERIOD AND LAPSING

Subject to Section 10.3.9, Options may be exercised at any time after the date of issue and prior to the Consideration Options Expiry Date. After this time, any unexercised Options will automatically lapse.

10.3.5 EXERCISE NOTICE AND PAYMENT

Options may be exercised by notice in writing to the Company ("**Consideration Options Exercise Notice**") together with payment of the Consideration Options Exercise Price for each Option being exercised. Any Consideration Options Exercise Notice for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. Cheques paid in connection with the exercise of Options must be in Australian currency, made payable to the Company and crossed "Not Negotiable".

10.3.6 SHARES ISSUED ON EXERCISE

Shares issued on exercise of Options will rank equally in all respects with then existing fully paid ordinary shares in the Company.

10.3.7 QUOTATION OF SHARES

Provided that the Company is quoted on 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.

10.3.8 TIMING OF ISSUE OF SHARES

Subject to Section 10.3.9, within five (5) business days after the later of the following:

- receipt of a Consideration Options Exercise Notice given in accordance with these terms and conditions and payment of the Consideration Options Exercise Price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Exercise Notice and payment of the Consideration Options Exercise Price for each Option being exercised by the Company,

the Company will allot and issue the Shares pursuant to the exercise of the Options and, to the extent that it is legally able to do so:

- give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

10.3.9 SHAREHOLDER AND REGULATORY APPROVALS

Notwithstanding any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

10.3.10 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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

10.3.11 ADJUSTMENT FOR BONUS ISSUES OF SHARES

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- no change will be made to the Consideration Options Exercise Price.

10.3.12 ADJUSTMENT FOR RIGHTS ISSUE

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Consideration Options Exercise Price.

10.3.13 ADJUSTMENTS FOR REORGANISATION

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

10.3.14 QUOTATION

The Company will not apply for quotation of the Options on ASX.

10.3.15 TRANSFERABILITY

Options can only be transferred with the prior written consent of the Company (which consent may be withheld in the Company's sole discretion).

10.4 TERMS OF PERFORMANCE SHARES

The Performance Shares entitle the holder to Shares on the terms and conditions set out below.

10.4.1 ISSUE PRICE

Each Performance Share will be issued for nil cash consideration.

10.4.2 RIGHTS

The Performance Shares do not carry any voting rights in the Company.

The Performance Shares confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. Holders of Performance Shares have the right to attend general meetings of Shareholders.

The Performance Shares do not entitle the holder to any dividends.

The Performance Shares do not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.

The Performance Shares do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

The Performance Shares do not confer the right to participate in new issues of securities such as entitlement issues. If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the conversion of a Performance Share will be increased by the number of Shares which the holder would have received if the relevant Performance Share had converted before the record date for the bonus issue.

If at any time the issued capital of the Company is reorganised, the Performance Shares are to be treated in the manner set out in Listing Rule 7.21 (or other applicable Listing Rule), being that the number of Performance Shares or the conversion ratio or both will be reorganised so that the holder of the Performance Shares will not receive a benefit that holders of ordinary shares do not receive and so that the holders of ordinary shares will not receive a benefit that the holder of the Performance Shares does not receive.

The Performance Shares give the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms and conditions.

10.4.3 CONVERSION

Each Performance Share is convertible into a fully paid ordinary share in the capital of the Company ("**Conversion Share**") subject to the Company achieving the following applicable Milestone:

Performance Shares	No. of Conversion Shares	Milestone	Expiry date
4,703,466	4,703,466	The Company delineates a JORC 2012 compliant resource in excess of two hundred thousand ounces (200,000 oz) of Gold at a grade equal to or in excess of two grams per tonne (2 g/t) on the Victory Tenements.	Three (3) years from the date of listing of the Company.

Despite anything else contained in these terms and conditions, the conversion of any Performance Shares is subject to the Company obtaining all required (if any) Shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If conversion of all or part of the Performance Shares would result in any person being in contravention of section 606(1) of the Corporations Act then the conversion of each Performance Share that would cause the contravention will be deferred until such time or times that the conversion would not at a later date result in a contravention of section 606(1) of the Corporations Act. The holder must give prior notification to the Company in writing if it considers that the conversion of all or part of its Performance Shares may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the conversion of the Performance Shares under these terms and conditions will not result in any person being in contravention of section 606(1) of the Corporations Act.

The Company must issue any Conversion Shares in the name of the holder (or its nominee) within seven (7) days of the relevant Performance Shares becoming convertible into Conversion Shares under these terms and conditions.

Each Conversion Share will rank equally with a fully paid ordinary share in the capital of the Company.

The Performance Shares will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of them. However, if the Company is listed on the ASX at the relevant time, upon conversion of any Performance Shares into Conversion Shares, the Company must within seven (7) days after the conversion apply for quotation of the Conversion Shares on the ASX, subject always to the requirements of the Listing Rules, including those relating to escrow.

10.4.4 EXPIRY

If a Milestone is not satisfied on or before the expiry date that is set out in Section 10.4.3, the relevant Performance Shares will immediately be redeemed by the Company for nil cash consideration.

10.4.5 TRANSFERABILITY

The Performance Shares are not transferable.

10.4.6 COMPLIANCE WITH CORPORATIONS ACT, LISTING RULES AND CONSTITUTION

Despite anything else contained in these terms and conditions, if the Corporations Act, Listing Rules or the Company's Constitution prohibits an act being done, that act must not be done.

Nothing contained in these terms and conditions prevents an act being done that the Corporations Act, Listing Rules or the Company's Constitution require to be done.

If the Corporations Act, Listing Rules or the Company's Constitution conflict with these terms and conditions, or these terms and conditions do not comply with the Corporations Act, Listing Rules or the Company's Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.

The terms of the Performance Shares may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms.

10.4.7 CHANGE OF CONTROL EVENT

A change of control event ("**Change of Control Event**") occurs where:

- an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
- the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies.

If a Change of Control Event occurs, the Board may in its sole and absolute discretion, and subject to the Listing Rules and the paragraph below, determine how unconverted Performance Shares will be treated, including but not limited to determining that unconverted Performance Shares (or a portion of unconverted Performance Shares) will become immediately convertible into Conversion Shares with such conversion deemed to have taken place immediately prior to the effective date of the Change of Control Event.

The total number of Conversion Shares issued under this Section 10.4.7 above shall not exceed ten percent (10%) of the issued ordinary capital of the Company as at the date of conversion.

Whether or not the Board determines to accelerate the conversion of any Performance Shares, the Company shall give written notice of any proposed Change of Control Event to each holder of Performance Shares.

10.5 TERMS OF INCENTIVE OPTIONS

10.5.1 ENTITLEMENT

Each Incentive Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

10.5.2 EXPIRY DATE

Each Incentive Option will expire at 5.00 pm (AWST) on date that is three (3) years from the date of issue ("**Incentive Options Expiry Date**").

10.5.3 EXERCISE PRICE

Each Incentive Option will have an exercise price equal to (each tranche below an "**Incentive Options Exercise Price**"):

Tranche	Incentive Options Exercise Price
Tranche 1	Thirty cents (\$0.30)
Tranche 2	Thirty-five cents (\$0.35)
Tranche 3	Forty cents (\$0.40)

10.5.4 VESTING DATE

The Incentive Options shall vest at the expiry of twelve (12) months after the date of issue ("**Incentive Options Vesting Date**").

10.5.5 EXERCISE PERIOD AND LAPSING

Subject to Section 10.5.10, Incentive Options may be exercised at any time after the Incentive Options Vesting Date and prior to the Incentive Options Expiry Date. After this time, any unexercised Incentive Options will automatically lapse.

10.5.6 EXERCISE NOTICE AND PAYMENT

Incentive Options may be exercised by notice in writing to the Company ("**Incentive Options Exercise Notice**") together with payment of the Incentive Options Exercise Price for each Incentive Option being exercised. Any Incentive Options Exercise Notice received by the Company will be deemed to be a notice of the exercise of that Incentive Option as at the date of receipt. Cheques paid in connection with the exercise of Incentive Options must be in Australian currency, made payable to the Company and crossed "Not Negotiable".

10.5.7 SHARES ISSUED ON EXERCISE

Shares issued on exercise of Incentive Options will rank equally in all respects with then existing fully paid ordinary shares in the Company.

10.5.8 QUOTATION OF SHARES

Provided that the Company is quoted on ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Incentive Options.

10.5.9 TIMING OF ISSUE OF SHARES

Subject to Section 10.5.10, within five (5) business days after the later of the following:

- receipt of an Incentive Options Exercise Notice given in accordance with these terms and conditions and payment of the Incentive Options Exercise Price for each Option being

exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and

- the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Incentive Options Exercise Notice and payment of the Incentive Options Exercise Price for each Incentive Option being exercised by the Company,

the Company will allot and issue the Shares pursuant to the exercise of the Incentive Options and, to the extent that it is legally able to do so:

- give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Incentive Options.

10.5.10 SHAREHOLDER AND REGULATORY APPROVALS

Notwithstanding any other provision of these terms and conditions, exercise of Incentive Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Incentive Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Incentive Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Incentive Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Incentive Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

10.5.11 PARTICIPATION IN NEW ISSUES

There are no participation rights or entitlements inherent in the Incentive Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Incentive Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four (4) business days after the issue is announced. This is intended to give the holders of Incentive Options the opportunity to exercise their Incentive Options prior to the announced record date for determining entitlements to participate in any such issue.

10.5.12 ADJUSTMENT FOR BONUS ISSUES OF SHARES

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- the number of Shares which must be issued on the exercise of an Incentive Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Incentive Option before the record date for the bonus issue; and
- no change will be made to the Incentive Options Exercise Price.

10.5.13 ADJUSTMENT FOR RIGHTS ISSUE

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Incentive Options Exercise Price.

10.5.14 ADJUSTMENTS FOR REORGANISATION

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

10.5.15 QUOTATION

The Company will not apply for quotation of the Incentive Options on ASX.

10.5.16 TRANSFERABILITY

Incentive Options can only be transferred with the prior written consent of the Company (which consent may be withheld in the Company's sole discretion).

10.6 CONTINUOUS DISCLOSURE

The Company will be a "disclosing entity" for the purposes of Part 1.2A of the Corporations Act. As such, it will be subject to regular reporting and disclosure obligations which will require it to disclose to ASX any information which it is or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

10.7 SUBSTANTIAL HOLDERS

Assuming that no other existing Shareholders apply for Shares under the Offers, the only existing Shareholders who will hold 5% or more of the total Shares on issue upon completion of the Proposed Transaction are provided in the table below.

Substantial Holder	Number of Shares	Percentage (%)
West Australian Property Investments Enterprises Pty Ltd ¹	4,375,000	9.30%
Brendan Clark ²	3,220,747	6.85%

Notes:

1. Assuming that West Australian Property Investments is issued 4,375,000 Shares under the Sellers Offer.
2. Assuming that Brendan Clark (and/or his nominees) is issued 1,720,747 Shares under the Sellers Offer and Brendan Clark (and/or his nominees) subscribe(s) to his full entitlement under the Public Offer, being 1,500,000 Shares, as approved by Shareholders at the General Meeting.

Following completion of the Offers but prior to Shares commencing trading on ASX, the Company will announce to ASX details of its top twenty (20) Shareholders by number of Shares.

10.8 INTERESTS OF EXPERTS AND ADVISERS

Other than as set out below or elsewhere in this Prospectus, no expert, promoter, underwriter or other person named in this Prospectus who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, holds at the date of this Prospectus, or has held in the two (2) years prior to the date of this Prospectus, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offers;
- the Offers; or

- and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such persons for services in connection with the formation or promotion of the Company or the Offers.

Canaccord and Foster Stockbroking have acted as the Joint Lead Managers to the Company in relation to the Public Offer. Total fees payable to Canaccord and Foster Stockbroking for these services are set out in Section 1.12, 9.2 and 9.3.

Trident Capital has acted as the corporate adviser to the Company in relation to the Proposed Transaction. Total fees paid to Trident Capital for these services are approximately A\$60,000 plus GST.

Pendragon Capital has prepared the Investigating Accountant's Report which is included in Section 5. Total fees payable to Pendragon Capital for these services are approximately A\$10,000 plus GST.

Valuation and Resource Management has prepared the Independent Geologist's Report which is included in Section 6. Total fees payable to Valuation and Resource Management for these services are approximately A\$10,000 plus GST.

Price Sierakowski Corporate has acted as the Australian legal adviser to the Company in relation to the Proposed Transaction and has prepared the Legal Tenement Report which is included in Section 7. Total fees payable to Price Sierakowski Corporate for these services are approximately A\$100,000 plus GST.

10.9 CONSENTS

Each of the parties referred to in this Section below:

- does not make the Offers;
- does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below or elsewhere in this Prospectus;
- 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 contained in this Prospectus with the consent of that party as specified below; and
- has given and has not, prior to the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion of the statement in this Prospectus that are specified below in the form and context in which the statements appear.

BDO Brisbane has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus in the form and context in which it is named. BDO Brisbane has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

Trident Capital has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the corporate adviser to the Company in the form and context in which it is named. Trident Capital has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

Pendragon Capital has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the auditor of the Company in the form and context in which it is named and to the inclusion of the Investigating Accountant's Report in Section 5 in the form and context in which it is included. Pendragon Capital has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name and the Investigating Accountant's Report.

Price Sierakowski Corporate has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the Price Sierakowski Corporate legal adviser to the Company in the form and context in which it is named and to the inclusion of the Legal Tenement Report in Section 7 in the form and context in which it is included. Price Sierakowski Corporate has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name and the Legal Tenement Report.

The Joint Lead Managers (being Canaccord and Foster Stockbroking) have both given and have not before lodgement of this Prospectus withdrawn their respective written consent to be named in this Prospectus as the Joint Lead Managers to the Company in the form and context in which it is named. The Joint Lead Managers have not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

Valuation and Resource Management has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the independent geologist of the Company in the form and context in which Valuation and Resource Management is named and to the inclusion of the Independent Geologist's Report in Section 6 in the form and context in which it is included. Valuation and Resource Management has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name and the Independent Geologist's Report.

Computershare has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. Computershare has had no involvement in the preparation of any part of this Prospectus other than being named as the Share Registry. Computershare has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

SRK has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as an independent geologist in the form and context in which it is named. SRK has had no involvement in the preparation of any part of this Prospectus other than completing independent geological work for the Company. SRK has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

SmallCap Corporate has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus in the form and context in which it is named. SmallCap Corporate has had no involvement in the preparation of any part of this Prospectus other than in the form and context in which it is named. SmallCap Corporate has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than references to its name.

Victory has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus in the form and context in which it is named.

Mr Paul Dunbar, Ms Deborah Lord, Ms Lynda Burnett, Mr Chris Blaser and Mr Michael Busbridge have each given and have not before lodgement of this Prospectus withdrawn their written consent to be named in this Prospectus as Competent Person's in their respective capacities in the form and context in which they are named.

Each of the Interim Directors and Proposed Directors have given and have not before lodgement of this Prospectus withdrawn their written consent to be named in this Prospectus as Directors of the Company in the form and context in which they are named.

There are a number of persons referred to elsewhere in this Prospectus who have not made statements included in this Prospectus and there are no statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in this Prospectus and did not authorise or cause the issue of this Prospectus.

10.10 EXPENSES OF THE OFFERS

The expenses of the Offers are expected to comprise the following amounts which are exclusive of any GST payable by the Company.

Expense	Amount
Capital raising fees	\$300,000
Adviser fees (corporate, accounting, legal, other)	\$185,000
ASX and ASIC fees	\$32,000
Printing, design and miscellaneous	\$1,000
Total	\$518,000

10.11 LITIGATION

Neither the Company nor Victory is 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.

10.12 TAXATION

The tax consequences of any investment in Shares 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 Offers 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 accepts any liability or responsibility in respect of the taxation consequences of an investment in Shares under the Offers.

10.13 FOREIGN INVESTOR RESTRICTIONS

This Prospectus does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. No action has been taken to register or qualify Shares that are subject to the Offers or otherwise permit a public offering of the Shares in any jurisdiction outside Australia.

10.14 ASX WAIVERS AND CONFIRMATIONS

The Company intends to lodge escrow submissions with the ASX prior to its proposed listing (see Section 1.9) as part of which the Company will seek a waiver in relation to ASX Listing Rule 9.1.3.

The Company will seek a waiver from ASX Listing Rule 9.1.3, to the extent necessary to apply the restrictions in Item 2 and Item 4 of Appendix B to the securities under the Sellers Offer proposed to be issued to the Sellers (and/or their nominees) (considered not to be related parties or promoters for the purposes of ASX Listing Rule 9), so that:

- cash formula relief can be applied to the securities under the Sellers Offer in relation to the cash paid by the Sellers for shares in Victory; and
- the date on which the shares which the Company is to acquire under the Share Purchase Agreement were issued by Victory to the Sellers, is deemed to be the date on which the securities under the Sellers Offer were issued to the Sellers (i.e. 'look through' relief).

In relation to the waiver from ASX Listing Rule 9.1.3, the Company proposes to submit that the Sellers should benefit from 'look through' relief given that the securities under the Sellers Offer were

issued by Victory and Victory has not returned any capital, distributed any assets or made any unusual distributions to its Applicant s since the issue of the Victory shares.

The Company will be guided by ASX with respect to the proposed waiver from ASX Listing Rule 9.1.3 and the Company will announce final escrow arrangements to ASX prior to quotation of its Shares.

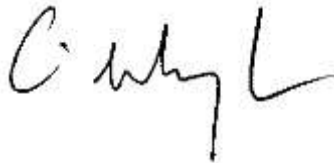
11. DIRECTORS' AUTHORISATION

21 May 2021

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

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

Signed for and on behalf of the Company.

A handwritten signature in black ink, appearing to read 'C. Whybrow', written over a faint horizontal line.

Simon Whybrow
Non-Executive Director

12. DEFINITIONS

"24 Month Bonus Escrow Shares" means the 537,500 Shares to be issued to the Advisers (and/or their nominees) at an issue price of \$0.001 per Share for services in relation to the Proposed Transaction.

"Adviser Offer" means the offer of 537,500 24 Month Bonus Escrow Shares to the Advisers (and/or their nominees) for services in relation to the Proposed Transaction.

"Advisers" means Trident Capital, Foster Stockbroking, Canaccord and Foster West (and/or their nominees).

"Annual General Meeting", "General Meeting" and/or "Meeting" means the annual general meeting of Shareholders held on 16 April 2021.

"Applicant" means an applicant under the Public Offer.

"Application Monies" means the amount of money in dollars and cents payable for Shares at \$0.20 each pursuant to this Prospectus.

"Application Form" means the application form in the form accompanying this Prospectus pursuant to which investors may apply for Shares under the Public Offer.

"ASIC" means Australian Securities and Investments Commission.

"ASX" means ASX Limited (ABN 98 008 624 691), or the Australian Securities Exchange, as the context requires.

"ASX Settlement" means ASX Settlement Pty Limited (ABN 49 008 504 532).

"ASX Settlement Operating Rules" means the settlement and operating rules of ASX Settlement.

"AWST" means Western Standard Time, being the time in Perth, Western Australia.

"BDO Brisbane" means BDO Audit Pty Ltd (ACN 134 022 870).

"Board" means the board of Directors.

"Canaccord" means Canaccord Genuity (Australia) Limited (ACN 075 071 466).

"Capital Raisings" means the Public Offer and the Convertible Loans capital raisings.

"Chairman" means the chairperson of the Company.

"Change of Control Event" means a change of control event as that term is defined in Section 10.4.7.

"CHES" means the Clearing House Electronic Subregister System operated by ASX Settlement.

"Chief Geologist" means the chief geologist of the Company, being Michael Busbridge.

"Closing Date" means the date that the Public Offer closes which is 5.00 pm (AWST) on 28 June 2021 or such other time and date as the Board determines.

"Company" means Hughes Drilling Limited (ACN 124 279 750) to be renamed "Victory Goldfields Limited".

"Competent Person" means a mining industry professional who is a member or fellow of the Australian Institute of Mining and Metallurgy, or of the Australian Institute of Geoscientists, or of a

‘Recognised Professional Organisation’, as included in a list available on the JORC and ASX websites (as defined in the JORC Code). A Competent Person must have a minimum of five (5) years relevant experience in the style of mineralisation or type of deposit under consideration and in the activity which that person is undertaking.

“**Computershare**” means Computershare Investor Services Pty Limited (ACN 078 279 277).

“**Consideration Options**” means the 5,575,000 options to acquire a Share to be issued to the Sellers (and/or their nominees) as part of the consideration for the Company acquiring 100% of the issued share capital of Victory on the terms and conditions contained set out in Section 10.3.

“**Consideration Shares**” means the 8,750,000 Shares to be issued to the Sellers (and/or their nominees) as part of the consideration for the Company acquiring 100% of the issued share capital of Victory.

“**Consolidation**” means the consolidation of the share capital of the Company as part of the Proposed Transaction on a thirteen and a half (13.5) for one (1) basis, with any fractional entitlements being rounded down, which occurred on or about 19 April 2021.

“**Constitution**” means the constitution of the Company.

“**Corporations Act**” means the *Corporations Act 2001* (Cth).

“**COVID-19**” means the coronavirus disease known as COVID-19.

“**Convertible Loan Agreement**” means a convertible loan agreement between the Company and Lenders which dictates the terms and conditions of the Convertible Loans.

“**Convertible Loans Option**” means an option to acquire a Share with an exercise price of \$0.20 and expiry date of 31 December 2022 under the Lenders Offer on the terms and conditions contained in Section 10.2.

“**Convertible Loans Share**” means a Share with an issue price of five cents (\$0.05) per share issued to the Lenders under the Lenders Offer.

“**Convertible Loans**” means the convertible loans to raise up to \$487,500 made to the Company by professional and sophisticated investors which are repayable by the issue of up to 9,750,000 Convertible Loan Shares at an issue price of \$0.05 per share or greater, with one (1) free attaching Convertible Loan Option per Share with an exercise price of \$0.20 and expiry date of 31 December 2022.

“**Deed of Access, Indemnity and Insurance**” means a deed of access, indemnity and insurance with each Director which confirms the Directors right of access to certain books and records of the Company for a period of seven (7) years after the Director ceases to hold office.

“**Director**” means a director of the Company.

“**Directors Incentive Offer**” means the offer of up to 4,600,000 Incentive Options to the Proposed Directors (and/or their nominees) under the directors incentive offer.

“**Directors Incentive Offer Letter**” means a letter addressed to each of the Proposed Directors pursuant to which a Proposed Director may apply for Shares under the Directors Incentive Offer.

“**Executive Agreement**” means an executive agreement between the Company and a Director which dictates the terms and conditions of the Directors employment with the Company.

“**Executive Chairman**” means the executive chairman of the Company, proposed to be Trevor Matthews from completion of the Proposed Transaction.

“Exempt Investor” means a sophisticated and/or professional investor to whom securities may be offered by the Company without disclosure under Section 708 of the Corporations Act.

“Exploration Results” means data and information generated by mineral exploration programmes that might be of use to investors but which do not form part of a declaration of Mineral Resources or Ore Reserves.

“Exploration Targets” means a statement or estimate of the exploration potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade (or quality), relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource (as defined in the JORC Code).

“Exposure Period” means the period of seven (7) days after the date of lodgement of this Prospectus which period may be extended by ASIC by up to a further seven (7) days pursuant to section 727(3) of the Corporations Act.

“Foster Stockbroking” means Foster Stockbroking Pty Ltd (ACN 088 747 148).

“Foster West” means Foster West Securities Pty Ltd (ACN 062 796 392).

“FY” means financial year (1 July to 30 June).

“Gross Proceeds” means the gross amount raised under the Public Offer regardless of which investors those funds were raised from and whether the funds are received or arranged by the Company, the Joint Lead Managers or a third party.

“HY” means half financial year (1 July to 31 December).

“Incentive Option” means an option issued to the Proposed Directors on the terms and conditions set out in Section 10.5.

“Independent Geologists Report” means the independent geologists report set out in Section 6 of this Prospectus.

“Interim Directors” means the current Directors of the Company, being Mr John Gilfillan, Mr Simon Whybrow and Mr Stephen Hewitt-Dutton.

“Joint Lead Manager” means the joint lead managers for the Proposed Transaction, being Canaccord and Foster Stockbroking.

“Joint Lead Managers Mandate” means the Joint Lead Managers mandate set out in Section 9.3.

“JORC” means the Joint Ore Reserve Committee.

“JORC Code” means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition).

“Lenders” means the Exempt Investors to whom the Lenders Offer applies.

“Lenders Offer” means the offer to the Lenders of up to 9,750,000 Convertible Loan Shares at an issue price of \$0.05 per share or greater to raise up to \$487,500, with one (1) free attaching Convertible Loan Option per share with an exercise price of \$0.20 and expiry date of 31 December 2022.

“Listing Rules” means the official listing rules of ASX, as amended from time to time.

“Milestone” means the Performance Shares milestone, being the Company achieving 200,000 ounces of Mineral Resources on vended tenure at +2g/t.

“Mineral Resources” means the specific term defined by JORC as a natural concentration of minerals in sufficient grade and quantity for which there is reasonable expectation of eventual economic extraction.

“Minimum Subscription” means the subscription of 25,000,000 Shares at an issue price of \$0.20 each to raise \$5,000,000 under the Public Offer.

“Native Title” means any right or interest granted to any person or entity under the *Native Title Act* 1993 (Cth).

“Non-Executive Director” means a non-executive director of the Company.

“Notice of Annual General Meeting” means the notice of annual general meeting lodged with ASIC on or about 26 February 2021.

“Offers” mean the Public Offer and the Secondary Offers made under this Prospectus.

“Opening Date” means the date that the Public Offer opens which is 9:00 am (AWST) on 31 May 2021, subject to any extension of the Exposure Period by ASIC.

“Option” means an option to acquire a Share.

“Pendragon Capital” means Pendragon Capital Ltd (ACN 090 684 012).

“Performance Shares” means the issue of up to 4,703,466 performance shares to be issued to the Sellers on the terms and conditions set out in Section 10.4.

“Price Sierakowski Corporate” means Price Sierakowski Pty Ltd (ACN 113 920 442).

“Proposed Directors” means Trevor Matthews, Brendan Clark and James Bahen.

“Proposed Transaction” means the transactions set out in Section 2.2 and described in more detail throughout this Prospectus.

“Prospectus” means this prospectus dated 21 May 2021.

“Public Offer” means the offer of 25,000,000 Shares under this Prospectus at an issue price of \$0.20 each to raise \$5,000,000 before costs.

“Related Companies” means the related companies of the Company, being IML Holdings Pty Ltd (ACN 076 377 127) (which is controlled by Adam Sierakowski, who was a Director of the Company with the last six (6) months)) and Praha Nominees Pty Ltd (ACN 096 395 041) (which is controlled by John Gilfillan who is an Interim Director of the Company).

“Relevant Interest” has the meaning given in the Corporations Act.

“Secondary Offers” means the secondary offers made under this Prospectus, being the Sellers Offer, the Lenders Offer, the Adviser Offer and the Directors Incentive Offer.

“Secondary Offers Securities” means any securities being offered under the Secondary Offers;

“Section” means a section of this Prospectus.

“Sellers” means the sellers as those persons are provided in Section 9.1.

“Sellers Offer” means the offer of up to 8,750,000 Consideration Shares (deemed to be issued at \$0.20 each), 5,575,000 Consideration Options and 4,703,466 Performance Shares to the Sellers (and/or its nominees) in consideration of the Company acquiring 100% of the shares in Victory under the Share Purchase Agreement.

“Share” means a fully paid ordinary share in the capital of the Company.

“Shareholder” means a holder of one (1) or more Shares.

“Share Purchase Agreement” means the share purchase agreement to be entered into between the Company, Victory and the Sellers in relation to the sale and purchase of 100% of the issued share capital of Victory.

“Share Registry” means Computershare.

“SmallCap Corporate” means SmallCap Corporate Pty Ltd (ACN 152 033 826).

“Specialist” means a specialist under the VALMIN Code, being a person whose profession, reputation and relevant industry experience is a technical discipline (such as geology, mine engineering or metallurgy) provides them with the authority to assess or value mineral assets, and who prepare and accept responsibility for a public report.

“SRK” means SRK Consulting (Australasia) Pty Ltd (ACN 074 271 720).

“Transaction Resolutions” means the resolutions approving the Proposed Transaction as set out in Section 2.5.

“Trident Agreement” means the agreement entered into by the Company and Trident Capital in relation to the Proposed Transaction.

“Trident Capital” means Trident Capital Pty Ltd (ACN 100 561 733).

“VALMIN Code” means the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets known as the VALMIN Code 2015 Edition.

“Valuation and Resource Management” means Valuation and Resource Management Pty Ltd (ACN 632 859 780).

“Victory” means Victory Goldfields Pty Ltd (ACN 637 204 892) to be renamed “Victory Cue Pty Ltd”.

“Victory Tenements” means the granted leases, licenses and license applications owned by Victory as defined in the independent geologist’s report.

“Voting Power” has the meaning given to that term in the Corporations Act.

Hughes Drilling Limited (to be renamed "Victory Goldfields Limited")
ACN 124 279 750)

x Please read the Prospectus dated 21 May 2021.

- x Follow the instructions to complete this Application Form (see reverse).
x Print clearly in capital letters using black or blue pen.

Offer closes at 5.00pm AWST on 28 June 2021

^A Number of Shares you are applying for

X \$0.20 per Share

B Total amount

C Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1Name of Applicant 2 or < Account Designation >Name of Applicant 3 or < Account Designation >

D Write your postal address here

Number / StreetSuburb/TownStatePostcode

E **CHESS participant – Holder Identification Number (HIN)**

X

Important please note if the name & address details above in Sections C & D do not match exactly with your registration details held at CHESS, any Shares issued as a result of your application will be held on the Issuer Sponsored subregister.

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1Applicant #2

Applicant #3

G Cheque payment details – PIN Cheque(s) Here

Please enter details of the cheque(s) that accompany this Application Form. Make your cheque or bank draft payable to "Hughes Drilling Limited".

Name of drawer of chequeCheque No.Cheque Amount A\$H Contact telephone number (daytime/work/mobile)

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By submitting this Application Form, I/We declare that this application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the Constitution of Hughes Drilling Limited). I/We was/were given access to the Prospectus together with the Application Form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant Sections of the appropriate Application Form using BRICK LETTERS. These instructions are cross-referenced to each Section of the Application Form.

Instructions

- A. If applying for Shares insert the number of Shares for which you wish to subscribe at Item A (not less than 50,000). Multiply by \$0.20 to calculate the total for Shares and enter the dollar amount at B.
- C. Write your full name. Initials are not acceptable for first names.
- D. Enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
- F. Enter your Australian tax file number (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G. Complete cheque details as requested. Make your cheque payable to "Hughes Drilling Limited", cross it and mark it "Not negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H. Enter your contact details so we may contact you regarding your Application Form or Application Monies or other correspondence.

NB: Your registration details provided must match your CHESS account exactly.

Correct form of Registrable Title

Note that ONLY legal entities can hold Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith	John Smith Family Trust
Deceased Estates	<J D Smith Family A/C>	John Smith (deceased)
Partnerships	Mr Michael Peter Smith	John Smith & Son
Clubs/Unincorporated Bodies	<Est Lte John Smith A/C>	Smith Investment Club
Superannuation Funds	Mr John David Smith & Mr Ian Lee Smith	John Smith Superannuation Fund

Lodgement

Post your completed Application Form with cheque(s) attached to the following address:

Hughes Drilling Limited
c/- Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 3001

It is not necessary to sign or otherwise execute the Application Form. For questions on how to complete the Application Form, please contact Computershare Investor Services Pty Limited on 1300 555 159 (within Australian) or +61 3 9415 4062.

Privacy Statement

Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a Shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting Computershare Investor Services Pty Limited on 1300 555 159 (within Australian) or +61 3 9415 4062. Our privacy policy is available online at <https://www.computershare.com/au/privacy-policies>.

SELLERS OFFER APPLICATION FORM

Hughes Drilling Limited (to be renamed "Victory Goldfields Limited")
(ACN 124 279 750)

Fill out this Application Form if you wish to apply for Shares in Hughes Drilling Limited (to be renamed "Victory Goldfields Limited") under the Sellers Offer.

Please note that you will also be applying for 0.6371 free attaching Consideration Options per Share and a proportion of Performance Shares issued on the basis of the ratio agreed upon by you and the Sellers.

- x Please read the Prospectus dated 21 May 2021.
- x Follow the instructions to complete this Application Form (see reverse).
- x Print clearly in capital letters using black or blue pen.

Offer closes at 5.00pm AWST on 28 June 2021

A Number of Shares you are applying for

Minimum of 10,000 Shares to be applied for.

B Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

C Write your postal address here

Number / Street

Suburb/Town

State

Postcode

D CHESS participant – Holder Identification Number (HIN)

X

Important please note if the name & address details above in Sections C & D do not match exactly with your registration details held at CHESS, any Shares issued as a result of your application will be held on the Issuer Sponsored subregister.

E Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

F Cheque payment details – PIN Cheque(s) Here

Please enter details of the cheque(s) that accompany this Application Form. Make your cheque or bank draft payable to "Hughes Drilling Limited".

Name of drawer of cheque

Cheque No.

Cheque Amount A\$

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

G Contact telephone number (daytime/work/mobile)

By submitting this Application Form, I/We declare that this application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the Constitution of Hughes Drilling Limited (Company). I/We was/were given access to the Prospectus together with the Application Form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant Sections of the appropriate Application Form using BRICK LETTERS. These instructions are cross-referenced to each Section of the Application Form.

Instructions

- | | |
|--|---|
| A. If applying for Shares insert the number of Shares for which you wish to subscribe at Item A (not less than 50,000). | E. Enter your Australian tax file number (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form. |
| B. Write your full name. Initials are not acceptable for first names. | F. Complete cheque details as requested. Make your cheque payable to "Hughes Drilling Limited", cross it and mark it "Not negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank. |
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Correct form of Registrable Title

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By submitting this Application Form, I/We declare that this application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the Constitution of Hughes Drilling Limited (Company). I/We was/were given access to the Prospectus together with the Application Form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

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LENDERS OFFER APPLICATION FORM

Hughes Drilling Limited (to be renamed "Victory Goldfields Limited")
(ACN 124 279 750)

Fill out this Application Form if you wish to apply for Convertible Loan Shares in Hughes Drilling Limited (to be renamed "Victory Goldfields Limited") under the Lenders Offer. Please note that you will also be applying for 1 free attaching Convertible Loan Option per Convertible Loan Share.

- x Please read the Prospectus dated 21 May 2021.
- x Follow the instructions to complete this Application Form (see reverse).
- x Print clearly in capital letters using black or blue pen.

Offer closes at 5.00pm AWST on 28 June 2021

A Number of Shares you are applying for

Minimum of 10,000 Shares to be applied for.

B Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

C Write your postal address here

Number / Street

Suburb/Town

State

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D CHESS participant – Holder Identification Number (HIN)

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Applicant #1

Applicant #2

Applicant #3

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Cheque No.

Cheque Amount A\$

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