CULPEO MINERALS LIMITED
ACN 627 735 531

PROSPECTUS

For an offer of 30,000,000 Shares at an issue price of $0.20 per Share to raise $6,000,000 (before costs) (Offer).

The Offer is conditional upon satisfaction of the Conditions, which are detailed further in Section 4.7. No Shares will be issued pursuant to this Prospectus until those Conditions are met.

Lead Manager:

PAC Partners Securities Pty Ltd (ACN 623 653 912)
A Corporate Authorised Representative (CAR 001261290) of PAC Asset Management Pty Ltd (ACN 134 783 583) (AFSL 335 374)

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have been questions about the Shares being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Shares offered by this Prospectus should be considered as highly speculative.

Australian Legal Adviser

STEINEPREIS PAGANIN
Lawyers & Consultants

IMPORTANT NOTICE

This Prospectus is dated 23 June 2021 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered as highly speculative.

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. You 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 accepted by the Company until after the expiry of the Exposure Period. No preference will be conferred on applications lodged prior to the expiry of the Exposure Period.

No Offering where Offering would be Illegal

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 governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. It is important that investors read this Prospectus in its entirety and seek professional advice where necessary.

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

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website https://CULPEOIPO.thereachagency.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you 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. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 9322 1587 during office hours or by emailing the Company at info@culpeominerals.com.au.

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

Company Website

No document or other information available on the Company's website is incorporated into this Prospectus by reference.

No Cooling-off Rights

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

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Shares under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Risks

You should read this document in its entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Shares. There are risks associated with an investment in the Company. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares. Refer to Section D of the Investment Overview as well as Section 7 for details relating to some of the key risk factors that should be considered by prospective investors. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

Forward-looking Statements

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

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

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are

beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

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

These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 7.

Financial Forecasts

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

Competent Persons Statements

The information in the Investment Overview Section of the Prospectus, the Company and Projects Overview included at Section 5, and the Independent Geologist's Report, included at Annexure A of the Prospectus, which relate to exploration targets, exploration results and is based on information compiled by Mr Jason Froud BSc (Hons), Grad Dip (Fin Mkts), MAIG) and was reviewed by Christine Standing BSc (Hons), MSc, MAusIMM, MAIG, who are both full time employees of Optiro Pty Ltd. Mr Froud and Ms Standing have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code). Mr Froud, Ms Standing and Optiro Pty Ltd consent to the inclusion of the information in these Sections of the Prospectus in the form and context in which it appears. Mr Froud and Ms Standing do not hold any securities in the Company.

The information in the Company and Projects Overview included at Section 5, and the Independent Geologist's Report, included at Annexure A of the Prospectus that relates to Geophysical Results is based on information compiled by Dr Jayson Meyers who is a Fellow of the Australian Institute of Geoscientists. Dr Meyers is a consultant to Culpeo Minerals Limited and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Meyers consents to the inclusion of the information in these Sections of the Prospectus in the form and context in which it appears. Dr Meyers does not hold any securities in the Company.

Continuous Disclosure Obligations

Following admission of the Company to the Official List, the Company will be a "disclosing entity" (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Shares.

Price sensitive information will be publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this 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.

Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company will apply to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

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 endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 12.

All references to time in this Prospectus are references to Australian Western Standard Time.

Privacy Statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your Shares in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please call the Company Secretary on +61 8 9322 1587 or the Share Registry on 1300 128 972 (within Australia) or +61 3 9415 4179 (from outside Australia).

CORPORATE DIRECTORY

Directors

Geoffrey McNamara
Non-Executive Chairman

Maxwell Tuesley
Managing Director

Zeffron Reeves
Non-Executive Director

Paul Schmiede
Non-Executive Director

Company Secretary

Shannon Coates

Sarah Wilson

Proposed ASX Code

CPO

Lead Manager

PAC Partners Securities Pty Ltd
Level 10, 330 Collins Street
MELBOURNE VIC 3000

Telephone: + 61 3 9114 7400

Australian legal advisers

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Registered Office

Suite 5, 62 Ord Street
WEST PERTH WA 6005

Telephone: + 61 8 9322 1587

Email: info@culpeominerals.com.au
Website: www.culpeominerals.com.au

Chilean Solicitors

Barros, Silva, Varela & Vigil Abogados Ltda.
Av. Apoquindo 3500
Floor 16, Las Condes
CHILE

Investigating Accountant

RSM Corporate Australia Pty Ltd
Level 32, Exchange Tower
2 The Esplanade
PERTH WA 6000

Auditor*

RSM Australia Partners
Level 32, Exchange Tower
2 The Esplanade
PERTH WA 6000

Independent Geologist

Optiro Pty Ltd
Level 1, 16 Ord Street
WEST PERTH WA 6005

Share Registry*

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
PERTH WA 6000

Telephone: 1300 128 972

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

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1. CHAIRMAN'S LETTER

Dear Investor

On behalf of the board of directors (the **Board**) of Culpeo Minerals Limited (**Company** or **Culpeo**), it gives me great pleasure to invite you to become a shareholder of the Company.

Culpeo is an Australian unlisted public company with interests in three copper and gold projects located in the tier one geological endowment and mining jurisdiction of Chile. The project names are Las Petacas, Quelon and San Sebastian (together, the **Projects**). The Company has identified prospective mineral exploration grounds within the Projects. An overview of Culpeo and the Projects is set out in Sections 5.1 and 5.2.

Chile has a long and rich mining history. It is currently the world's largest copper producer and consistently ranks as one of the best jurisdictions in the world to develop and operate mining assets.

The Company is seeking to raise the necessary funds, through the issue of this Prospectus, to further explore and develop these assets as well as seek out further complementary exploration, acquisition and development opportunities.

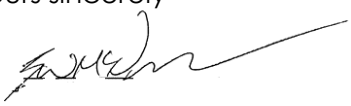
This Prospectus is seeking to raise $6,000,000 (before costs) via the issue of Shares at an issue price of $0.20 per Share under the Offer. The purpose of the Offer is to provide funds to implement the Company's business strategies (explained in Section 5).

The Board has significant expertise and experience in the mining industry and will aim to ensure that funds raised through the Offer will be utilised in a cost-effective manner to advance the Company's business.

This Prospectus is issued for the purpose of supporting an application to list the Company on ASX. This Prospectus contains detailed information about the Company, its business and the Offer, as well as the risks of investing in the Company, and I encourage you to read it carefully. The Shares offered by this Prospectus should be considered highly speculative.

I look forward to you joining us as a Shareholder and sharing in what we believe are exciting and prospective times ahead for the Company. Before you make your investment decision, I urge you to read this Prospectus in its entirety and seek professional advice if required.

Yours sincerely



Geoffrey McNamara

Chairman

2. KEY OFFER INFORMATION

INDICATIVE TIMETABLE[1]

Lodgement of Prospectus with the ASIC	23 June 2021
Exposure Period begins	23 June 2021
Opening Date	1 July 2021
Closing Date	22 July 2021
Issue of Shares under the Offer	Late July 2021
Despatch of holding statements	Late July 2021
Expected date for quotation on ASX	Early August 2021

1. *The above dates are indicative only and may change without notice. Unless otherwise indicated, all dates and times given are WST. The Exposure Period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act. The Company reserves the right to extend the Closing Date or close the Offer early without prior notice. The Company also reserves the right not to proceed with the Offer at any time before the issue of Shares to applicants.*
2. *If the Offer is cancelled or withdrawn before completion of the Offer, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their applications as soon as possible after the Offers open.*

KEY STATISTICS OF THE OFFER

	Offer ($6,000,000)
Offer Price per Share	$0.20
Shares currently on issue	18,979,157
Shares to be issued under the Offer	30,000,000
Gross Proceeds of the Offer	$6,000,000
Lead Manager Shares[3]	2,846,139
Managing Director Shares[4]	1,500,000
Loan Conversion Shares[5]	1,866,392
Shares on issue Post-Listing (undiluted)[1]	**55,191,688**
Market Capitalisation Post-Listing (undiluted)[2]	**$11,038,338**
Performance Rights to be issued[6]	5,200,000
Shares on issue Post-Listing (fully diluted)[1]	**60,391,688**
Market Capitalisation Post-Listing (fully diluted)[2]	**$12,078,338**

Notes:

1. Certain Shares on issue post-listing will be subject to ASX-imposed escrow. Refer to Section 5.9 for a disclaimer with respect to the likely escrow position.
2. Assuming a Share price of $0.20, however the Company notes that the Shares may trade above or below this price.
3. Pursuant to the terms of the Lead Manager Mandate with PAC Partners (summarised in Section 9.1.1), PAC Partners will receive:

(a) a fee of 5% of the gross proceeds of the Offer, payable in Shares at a deemed issue price of $0.20, which amounts to 1,500,000 Shares; and

(b) the number of Shares equal to 2.5% of the undiluted shares on issue following the Offer (**Broker Shares**) prior to the issue of the Broker Shares, which amounts to 1,346,139 Shares (at a deemed issue price equal to the issue price under the Offer).

4. To be issued to Mr Maxwell Tuesley in connection with his appointment as Managing Director of the Company and in lieu of outstanding director fees.

5. Refer to Section 9.3 for further details of conversion of the loan with Tanamera Resources Pte Ltd (an entity associated with Mr Geoffrey McNamara) (**Tanamera**).

6. Refer to Section 10.3 for the terms of the Performance Rights.

3. INVESTMENT OVERVIEW

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

Item	Summary	Further Information
A. Company		
Who is the issuer of this Prospectus?	Culpeo Minerals Limited (ACN 627 735 531) (**Company** or **Culpeo**).	Section 5.1
Who is the Company?	The Company is an Australian unlisted public company, incorporated on 25 July 2018. Since incorporation, the Company has focused on identifying and acquiring prospective mineral exploration grounds.	Section 5.1
What is the Company's interest in the Projects?	The Company holds interests in the following projects: (a) the Las Petacas Project; (b) the Quelon Project; and (c) the San Sebastian Project, (together, the **Projects**). The Company notes that it holds the following interests in the Projects: (a) 58% interest in the Las Petacas Project with a right to earn up to an 85% interest, subject to staged earn-in requirements; (b) 0% interest in the Quelon Project with a right to earn up to an 85% interest, subject to staged earn-in requirements; and (c) 100% interest in the San Sebastian Project.	Section 5.2 and Annexure A
B. Business Model		
What is the Company's business model?	Following completion of the Offer, the Company's proposed business model will be to further explore and develop the Projects as per the Company's intended exploration programs. The Company proposes to fund its exploration activities over the first two years following listing as outlined in the table at Section 5.5. A detailed explanation of the Company's business model is provided at Section 5.3 and a summary of the Company's proposed exploration programs is set out at Section 5.4.	Section 5.3
What are the key business objectives of the Company?	The Company's main objectives on completion of the Offer and ASX listing are: (a) focus on mineral exploration and other resource opportunities that have the potential to deliver growth for Shareholders; (b) continue to pursue other acquisitions that have a strategic fit for the Company; (c) focus on the high-grade copper systems in the Coastal Cordillera of Chile; (d) systematically explore the Projects; and (e) provide working capital for the Company.	Section 5.3

Item	Summary	Further Information
What are the key dependencies of the Company's business model?	The key dependencies of the Company's business model include: (a) successful completion of the Offer; (b) maintaining title to the Company's interests in the Projects; (c) retaining and recruiting key personnel skilled in the mining and resources sector; (d) exploration success by the Company on the Projects and completion of positive feasibility studies; (e) raising sufficient funds to explore and develop potential resource opportunities at the Projects; and (f) sufficient worldwide demand for copper and gold.	Section 5.3
C. Key Advantages		
What are the key advantages of an investment in the Company?	The Directors are of the view that an investment in the Company provides direct exposure to potential exploration success by the Company in the under-explored and highly prospective Coastal Cordillera copper belt of Chile. The following non-exhaustive items are key advantages of the Company: (a) upon completion of the Offer, the Company will have sufficient funds to implement the strategy in the immediate term; (b) the Company has a portfolio of quality assets in Chile considered by the Board to be highly prospective for copper and gold; (c) a highly credible and experienced team to progress exploration and accelerate potential development of the Projects; and (d) Chilean network enables access to quality assets in a non-competitive environment.	Section 5
D. Key Risks		
Exploration and Operating	The concessions comprising the Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that future exploration of these concessions, or any other mineral concessions that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes,	Section 7

Item	Summary	Further Information
	unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company. The success of the Company will also depend upon the Company being able to maintain title to the concessions comprising the Projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral concessions comprising the Projects.	
Title Risk	The Company holds exploitation concessions that are not subject to a renewal process other than the payment of an annual statutory fee. Consequently, the Company could lose title to or its interest in concessions if insufficient funds are available to meet statutory payments. There are no annual expenditure commitments on the exploitation concessions in Chile. The exploitation concessions are not subject to a specific term and therefore do not carry an expiration date. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required, and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration or development of its projects. Please refer to the Solicitor's Report on Title in Annexure B for further details.	Section 7
Additional requirements for capital	The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.	Section 7
Other risks	For additional specific risks please refer to Section 7.2. For other risks with respect to the industry in which the Company operates and general investment risks, many of which are largely beyond the control of the Company and its Directors, please refer to Sections 7.3 and 7.4.	Sections 7.2, 7.3 and 7.4

Item	Summary	Further Information
E. Directors and Key Management Personnel		
Who are the Directors and proposed Directors?	The Board currently consists of: (a) Maxwell Tuesley – Managing Director; (b) Geoffrey McNamara – Non-Executive Chairman; (c) Zeffron Reeves – Non-Executive Director; and (d) Paul Schmiede – Non-Executive Director. The profiles of each of the Directors are set out in Section 8.1.	Section 8.1
What experience do the Directors have?	**Maxwell Tuesley – Managing Director** Maxwell is a Geologist with 30 years' experience in base metal/gold exploration mining. He has a proven track record of successful project team management, both within Australia and internationally, working on projects in Mongolia, Sudan, Laos and the Philippines. Earlier in his career, Maxwell spent seven years with Xstrata in senior management roles with a focus on their Australian Copper Operations, including the Ernest Henry IOCG project. Maxwell holds a Bachelor of Science from Queensland University of Technology and an Honours Degree in Economic Geology from James Cook University. He is a member of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Company Directors (AICD). Maxwell previously held the position of COO for Queensland Mining Corporation (ASX:QMN) and was employed as Exploration Manager for Kopore Metals Limited (ASX:KMT) (formerly Metallum Limited). **Geoffrey McNamara – Non-Executive Chair** Geoffrey is a geologist with over 25 years of international resource sector experience, operational roles include Project Manager, Senior Mine Geologist and Mine Geologist for Ivanhoe Mines, Lion Ore International and Western Mining Corporation. Previously he worked in Private Equity (FUM USD800 million) and as a Director of Societe General's Mining Finance team in New York. Geoffrey holds a Bachelors degree in Geology and a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australasia. He is a member of the AICD and the AusIMM. Geoffrey is currently Non-Executive Director and Co-Founder of Tesoro Resources Ltd (ASX:TSO) which discovered the El Zorro gold project in Chile and Non-Executive Chairman and Co-Founder of Rincon Resources Limited (ASX:RCR). **Zeffron Reeves – Non-Executive Director** Zeffron is a geologist with over 20 years' experience in the resources sector working on mineral resource projects through all facets of development from greenfield exploration, discovery, definition and feasibility, construction, production to closure. Zeffron is currently Managing Director of Tesoro Resources Ltd (ASX:TSO) which discovered the El Zorro gold project	Section 8.1

Item	Summary	Further Information
	in Chile and prior to that was Managing Director of Kopore Metals Limited (ASX:KMT) (formerly Metallum Ltd (ASX:MNE)), both of which have had a number of development and operational projects in Chile. Zeffron is also currently a Non-Executive Director and Co-Founder of Rincon Resources Limited (ASX:RCR). He has also held senior management positions with Cleveland Mining Ltd (ASX:CDG) and Ashburton Minerals Ltd (ASX:ATN), developing projects in Brazil. Mr Reeves has a Bachelor of Applied Geology (Honours) a Master of Business Administration from Curtin University and is a member of the Australia Institute of Geoscientists. **Paul Schmiede – Non-Executive Director** Paul is a mining engineer with over 25 years' experience in mining, exploration and business and corporate development. Paul has had direct exposure to gold and base metal commodities in a range of jurisdictions including Australia, Burkina Faso and DRC. Paul is currently Vice President - Corporate Development for TSX-V listed Sarama Resources Ltd, which has development stage gold assets in Burkina Faso. Prior to that he was Vice President Operations and Project Development at Moto Goldmines Ltd where he managed the pre-feasibility, bankable and definitive feasibility study for the +22 million ounce Democratic Republic of Congo based, Moto Gold Project (now Kibali Gold). Prior to joining Moto Goldmines, he held senior operational and management positions with Gold Fields Ltd and WMC Resources Ltd where he was responsible for underground and open pit operations as well as project development and planning. Paul holds a First Class Mine Managers Certificate (Western Australia), a Bachelor of Engineering (Mining) degree and is a Fellow of the AusIMM.	
What are the significant interests of Directors in the Company?	**Director** / **Remuneration for the year ended 30 June 2019** / **Remuneration for the year ended 30 June 2020** / **Proposed remuneration for year ending 30 June 2021** / **Proposed remuneration for year ending 30 June 2022** Geoffrey McNamara[1,2] / $28,089 / $30,000 / $94,750[8] / $45,000 Zeffron Reeves[1,3] / $43,839[9] / $49,500[9] / $82,706[9] / $45,000 Maxwell Tuesley[4,5] / n/a / n/a / $91,880 / $250,000 Paul Schmiede[6,7] / n/a / n/a / $11,250 / $45,000 **Notes:** 1. Appointed on 25 July 2018. 2. The Company owes Mr McNamara $152,839 in accrued but unpaid director fees and day rate consulting fees. The Company intends to pay these fees following listing.	Section 8.3

Item	Summary	Further Information
	3. The Company owes Mr Reeves $74,045 in accrued but unpaid director fees and day rate consulting fees. The Company intends to pay these fees following listing. 4. Appointed on 28 October 2020. 5. The Company owes Mr Tuesley $55,940 in accrued but unpaid director fees and day rate consulting fees. $40,940 of the unpaid fees will convert into Shares at listing and the remaining $15,000 will be paid in cash. 6. Appointed on 1 April 2021. 7. The Company owes Mr Schmiede $11,250 in accrued but unpaid director fees and day rate consulting fees. The Company intends to pay these fees following listing. 8. Comprising $36,250 in directors fees and $58,500 in day rate consulting fees. 9. Comprising: a. FY 2019: $28,089 in directors fees and $15,750 in day rate consulting fees. b. FY 2020: $30,000 in directors fees and $19,500 in day rate consulting fees. c. FY 2021: $36,250 in directors fees and $46,456 in day rate consulting fees. **Equity Interests (Post-completion of the Offer)** Director | Shares[1] | Performance Rights | % Maxwell Tuesley[2] | 1,500,000 | 2,000,000 | 2.72 Geoffrey McNamara[3] | 5,185,954 | 700,000 | 9.40 Zeffron Reeves | 1,321,213 | 700,000 | 2.39 Paul Schmiede | - | 700,000 | 0.00 **Notes:** 1. Post-consolidation (exact number may vary based on rounding). 2. To be issued to Mr Maxwell Tuesley as part remuneration for his appointment as Managing Director of the Company and in lieu of outstanding director fees. 3. Comprising: a. 1,854,546 Shares held by Linkwood Holdings Pte Ltd; b. 1,465,016 Shares held by Tanamera Resources Pte Ltd; and c. 1,866,392 Shares to be issued to Tanamera Resources Pte Ltd on conversion of debt, entities controlled by Mr McNamara. 4. Assuming no participation by Directors in the Offer. It is anticipated that, upon admission to the Official List, Geoffrey McNamara will hold approximately 9.40% of the Company's Shares. No other officers of the Company will hold an interest of greater than 5% in the Company's Shares.	
What are the significant interests of advisors to the Company?	Ms Shannon Coates' nominee will receive 400,000 Performance Rights in connection with company secretarial services provided to the Company. PAC Partners Securities is the lead manager to the Offer and currently holds 184,800 Shares, comprising	Section 8.3

Item	Summary	Further Information
	approximately 0.97% of the Shares currently on issue in the Company (post-consolidation). Refer also to 'Who is the lead manager to the Offer?' for further information regarding the fees that the Lead Manager will receive in connection with the Offer.	
What related party agreements are the Company party to?	The Company has entered into the following related party transactions: (a) the executive services agreement with Mr Maxwell Tuesley; (b) letters of appointment with each of the Non-Executive Directors on standard terms; (c) deeds of indemnity, insurance and access with each of the Directors on standard terms; and (d) a convertible loan agreement with Tanamera (an entity associated with Mr Geoffrey McNamara).	Section 9.4
F. Financial Information		
How has the Company been performing?	The audited/reviewed historical financial information of the Company (including its subsidiaries) for the 11 months ended 30 June 2019, the year ended 30 June 2020 and the six months ended 31 December 2020 is set out in Section 6 and has been reviewed by the Investigating Accountant, whose report is set out in Annexure C.	Section 6 and Annexure C
What is the financial outlook for the Company?	Given the current status of the Company's Projects and the speculative nature of its business, the Directors do not consider it appropriate to forecast future earnings. Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection on a reasonable basis.	Section 6 and Annexure C
G. Offer		
What is the Offer?	The Offer is an offer of 30,000,000 Shares at an issue price of $0.20 per Share to raise $6,000,000 (before costs).	Section 4.1
How is the Offer structured?	The Offer comprises: (a) the Broker Firm Offer which is open to persons who have received a firm allocation from their Broker and who have a registered address in Australia; and (b) the Public Offer, which consists of an offer to the public of the balance of Shares that are not taken up by the Broker Firm Offer.	Section 4.2
Is there a minimum subscription under the Offer?	The minimum amount to be raised under the Offer is $6,000,000.	Section 4.5

Item	Summary	Further Information
What are the purposes of the Offer?	The purposes of the Offer are to facilitate an application by the Company for admission to the Official List and, to position the Company to seek to achieve the objectives stated at Section B of this Investment Overview.	Section 4
Is the Offer underwritten?	No, the Offer is not underwritten.	
Who is the lead manager to the Offer?	The Company has appointed PAC Partners Securities Pty Ltd (**Lead Manager**) as lead manager to the Offer. The Lead Manager will receive the following fees: (a) a fee of 5% of the gross proceeds of the Offer, payable in Shares at the Offer price of $0.20, which amounts to 1,500,000 Shares; and (b) the number of Shares equal to 2.5% of the undiluted shares on issue following the Offer (**Broker Shares**) prior to the issue of the Broker Shares, which amounts to 1,346,139 Shares (at a deemed issue price equal to the issue price under the Offer).	Section 4.3
Who is eligible to participate in the Offer?	This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. 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. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.	Section 4.11
How do I apply for Shares under the Offer?	The process of applying under each component of the Offer is set out in Section 4.4.	Section 4.4
What is the allocation policy?	The allocation of Shares between the Public Offer and the Broker Firm Offer will be determined by the Company in consultation with the Lead Manager and will be influenced by the factors set out in Section 4.4. While the Company will consult with the Lead Manager in relation to allocation, the Company retains absolute discretion to allocate Shares under the Offer. There is no assurance that any applicant will be allocated any Shares, or the number of Shares for which it has applied.	Section 4.4
What will the Company's capital structure look like on completion of the Offer?	The Company's capital structure on a post-Offer basis is set out in Section 5.7.	Section 5.7
What are the terms of the Securities offered under the Offer?	A summary of the material rights and liabilities attaching to the Shares offered under the Offer are set out in Section 10.2.	Section 10.2

Item	Summary	Further Information
Will any Shares be subject to escrow?	None of the Shares issued under the Offer will be subject to escrow. However, subject to the Company complying with Chapters 1 and 2 of the ASX Listing Rules and completing the Offer, it is anticipated that: (a) some or all of the Shares issued to the founders of the Company (including Geoffrey McNamara and Zeffron Reeves) and other promoters will be escrowed for a period of 24 months from the listing date; (b) San Sebastian Consideration Shares will be escrowed for a period of 24 months from the listing date; (c) some of the Shares issued to various unrelated seed capitalists will be escrowed for a period of 12 months from the date of issue; (d) the Shares to be issued to the Lead Manager (or its nominees) pursuant to the Lead Manager Mandate will be escrowed for a period of 24 months from the listing date; and (e) a portion of the Shares to be issued on conversion of the Convertible Loan will be escrowed for 12 months from the date the Convertible Loan was advanced to the Company or for a period of 24 months from the listing date. During the period in which restricted Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner. The Company will announce to ASX full details (quantity and duration) of the Shares required to be held in escrow prior to the Shares commencing trading on ASX. The Company's 'free float' (being the percentage of Shares not subject to escrow and held by Shareholders that are not related parties of the Company (or their associates) at the time of admission to the Official List) will be approximately 54.7% comprising all shares issued following completion of the Offer.	Section 5.9
Who are the current Shareholders of the Company and on what terms were their Shares issued?	The Company's Share capital is comprised of Shares issued: (a) to the Company's founders; (b) on conversion of loans and in lieu of various fees; (c) as consideration for the acquisition of the San Sebastian Project; and (d) pursuant to seed capital raisings which the Company has undertaken since its incorporation in order to fund its activities.	Section 5.7
Will the Shares be quoted on ASX?	Application for quotation of all Shares to be issued under the Offer will be made to ASX no later than 7 days after the date of this Prospectus.	Section 4.9

Item	Summary	Further Information
What are the key dates of the Offer?	The key dates of the Offer are set out in the indicative timetable in the Key Offer Information Section.	Key Offer Information
What is the minimum investment size under the Offer?	Applications under the Offer must be for a minimum of $2,000 worth of Shares (10,000 Shares) and thereafter, in multiples of $500 worth of Shares (2,500 Shares).	Section 4.4
Are there any conditions to the Offer?	No, other than raising the Minimum Subscription and ASX approval for quotation of the Shares, the Offer is unconditional.	Section 4.7
H. Use of Funds		
How will the proceeds of the Offer be used?	The Offer proceeds and the Company's existing cash reserves will be used for: (a) implementing the Company's business objectives and exploration programs as set out in Part B of Investment Overview; (b) expenses of the Offer; (c) making further earn-in payments under the Las Petacas Earn-in Agreement; (d) making further earn-in payments under the Quelon Earn-in Agreement; (e) administration costs; and (f) working capital, further details of which are set out in Section 5.5.	Section 5.5
Will the Company be adequately funded after completion of the Offer?	The Directors are satisfied that on completion of the Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus.	Section 5.5
I. Additional Information		
Is there any brokerage, commission or duty payable by applicants?	No brokerage, commission or duty is payable by applicants on the acquisition of Shares under the Offer. However, the Company will pay to the Lead Manager 5% of the gross proceeds of the Offer, payable in Shares at the Offer price of $0.20, which amounts to 1,500,000 Shares. Further details in respect of fees to be paid to the Lead Manager are set out in Section 9.1.1.	Section 9.1.1
Can the Offer be withdrawn?	The Company reserves the right not to proceed with the Offer at any time before the issue or transfer of Shares to successful applicants. If the Offer does not proceed, application monies will be refunded (without interest).	Section 4.14
What are the tax implications of investing in Shares?	Holders of Shares may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Shares subscribed for under this Prospectus. The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to	Section 4.13

Item	Summary	Further Information
	deciding whether to subscribe for Shares offered under this Prospectus.	
What is the Company's Dividend Policy?	The Company anticipates that significant expenditure will be incurred in the evaluation and development of the Projects. These activities, together with the possible acquisition of interests in other projects, are expected to dominate at least, the first two-year period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.	Section 5.11
What are the corporate governance principles and policies of the Company?	To the extent applicable, in light of the Company's size and nature, the Company has adopted *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council (**Recommendations**). The Company's main corporate governance policies and practices are outlined in Section 8.5. In addition, the Company's full Corporate Governance Plan is available from the Company's website (www.culpeominerals.com.au). Prior to listing on the ASX, the Company will announce its compliance and departures from the Recommendations.	Section 8.5
Where can I find more information?	(a) By speaking to your sharebroker, solicitor, accountant or other independent professional adviser; (b) By contacting the Company Secretary, on (08) 9322 1587; or (c) By contacting the Share Registry on 1300 128 972 (within Australia) or +61 3 9415 4179 from 8.30am to 5.00pm (Sydney time), Monday to Friday (excluding public holidays).	

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

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is an initial public offering of 30,000,000 Shares at an issue price of $0.20 per Share to raise $6,000,000.

The Shares issued under the Offer will be fully paid and will rank equally with all other existing Shares currently on issue. A summary of the material rights and liabilities attaching to the Shares is set out in Section 10.2.

4.2 Offer Structure

The Offer comprises:

(a) the Broker Firm Offer, which is open to investors that have received a firm allocation from their broker (refer to Section 4.4.1); and

(b) the Public Offer, which is open to applicants with a registered address in Australia (refer to Section 4.4.2).

The allocation of Shares between the Broker Firm Offer and the Public Offer will be determined by agreement between the Company and the Lead Manager having regard to the allocation policy described in Sections 4.4.1 and 4.4.2.

4.3 Lead Manager

The Company has appointed PAC Partners Securities Pty Ltd (ACN 623 653 912), a corporate authorised representative (CAR 001 261 290) of PAC Asset Management Pty Ltd (ACN 134 783 583) (AFSL 335 374) (**Lead Manager**) as lead manager to the Offer.

The terms of the Lead Manager Mandate, including the fees that the Lead Manager will receive for their services, are set out at Section 9.1.1.

4.4 Applications

4.4.1 Broker Firm Offer

Who can apply?

The Broker Firm Offer is open to persons who have received a firm allocation of Shares from their broker. If you have received a firm allocation of Shares from your broker, you will be treated as a Broker Firm Offer Applicant in respect of that allocation. You should contact your Broker to determine whether you can receive an allocation of Shares from them under the Broker Firm Offer.

How to apply?

Applications for Shares under the Broker Firm Offer must be made using the relevant Application Form attached to or accompanying this Prospectus. An investor applying for Shares under the Broker Firm Offer should follow the instructions of the broker from whom they received an invitation to participate.

Applicants under the Broker Firm Offer must lodge their Application Form with, and pay their application monies to, the broker that offered them their firm allocation in accordance with that broker's directions. Applicants under the Broker Firm Offer must not send their Application Forms or application monies to the Share Registry.

By completing an Application Form, each applicant under the Broker Firm Offer will be taken to have declared that all details and statements made by them are complete and accurate, that they have personally received the Application Form together with a complete and unaltered copy of the Prospectus, and that they have read the whole Prospectus and taken appropriate advice.

Applications for Shares under the Broker Firm Offer must be for a minimum of $2,000 worth of Shares (10,000 Shares) and thereafter in multiples of $500 (2,500 Shares) and payment for the Shares must be made in at the issue price of $0.20 per Share.

There is no maximum number or value of Shares that may be applied for under the Broker Firm Offer. However, the Company and the Lead Manager reserve the right to reject or scale back any application in the Broker Firm Offer. The Company and the Lead Manager also reserve the right to aggregate any applications which they believe may be multiple applications from the same person. Any amount applied for in excess of the amount allocated to you will be refunded in full (without interest).

The Company reserves the right to close the Broker Firm Offer early, extend the Broker Firm Offer, or accept late applications either generally or in particular cases. In addition, a broker may impose an earlier closing date. Applicants are therefore encouraged to submit their applications as early as possible after the opening date. Applicants should contact their broker for further instructions.

The Company, the Lead Manager and the Share Registry take no responsibility for any acts or omissions committed by your broker in connection with your application.

Acceptance of Applications

An application under the Broker Firm Offer is an offer by the applicant to the Company to subscribe for Shares for all or any of the application amount specified in and accompanying the Application Form at the issue price of $0.20 per Share. An application is made by an Applicant on the terms and conditions set out in this Prospectus, including any supplementary or replacement prospectus, and the Application Form. To the extent permitted by law, an application by an applicant under the Public Offer is irrevocable.

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

Application Monies

Application monies will be held on trust for applicants until the Shares are issued to successful applicants. Application monies will be fully or partially refunded where an application is rejected or accepted in part only or as otherwise set out in this Prospectus. No interest will be paid on refunded amounts.

Allocation Policy under the Broker Firm Offer

The allocation of Shares to brokers under the Broker Firm Offer will be determined by the Company in consultation with the Lead Manager. Shares which are allocated to brokers for allocation to their Australian resident eligible retail clients will be issued to the applicants who have received a valid allocation of Shares from those brokers. It is a matter for brokers as to how they allocate Shares among

their eligible retail clients. The brokers (and not the Company or the Lead Manager) will be responsible for ensuring that eligible retail clients who have received an allocation from them receive the relevant Shares.

There is no assurance that any person will be allocated any Shares or the number of Shares for which they apply for under the Broker Firm Offer.

The Company reserves the right in its absolute discretion to not issue Shares to applicants under the Broker Firm Offer and may reject any application or allocate a lesser amount of Shares than those applied for at its absolute discretion.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied or bid for.

4.4.2 Public Offer

Who can apply?

Members of the public with a registered address in Australia may apply for Shares under the Public Offer. Shares acquired by investors as part of the Public Offer will be issued under this Prospectus.

How to apply

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

(a) using an online Application Form at https://CULPEOIPO.thereachagency.com and pay the application monies by BPAY; or

(b) completing a paper-based application using the relevant Application Form attached to, or accompanying, this Prospectus or a printed copy of the relevant Application Form attached to the electronic version of this Prospectus.

If you are applying through your broker, you should complete and lodge your Application Form and application monies with the broker from whom you received your firm allocation of Shares (and not to the Share Registry).

Applications for Shares under the Public Offer must be for a minimum of $2,000 worth of Shares (10,000) Shares and thereafter in multiples of 2,500 Shares and payment for the Shares must be made in full at the issue price of $0.20 per Share. The Company and the Lead Manager reserve the right to aggregate any applications which they believe are multiple applications from the same person, or to reject or scale back any applications.

A completed Application Form is an offer by the applicant to the Company to apply for the amount of Shares specified in the Application Form on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an applicant is irrevocable.

The Company reserves the right to decline any Application and all Applications in whole or in part, without giving any reason. Applicants under the Public Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for, will receive a refund of all or part of their

application monies, as applicable. Interest will not be paid on any monies refunded. Acceptance of an Application will give rise to a binding contract.

Completed Application Forms and accompanying cheques, made payable to "**Culpeo Minerals Limited"** and crossed "**Not Negotiable**", must be mailed or delivered to the address set out on the Application Form by no later than 5:00pm (WST) on the Closing Date, which is scheduled to occur on 22 July 2021.

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

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

The Company reserves the right to close the Public Offer early.

Allocation Policy under the Public Offer

The Company retains an absolute discretion to allocate Shares under the Public Offer and reserves the right, in its absolute discretion, to allot to an applicant a lesser number of Shares than the number for which the applicant applies or to reject an Application Form. If the number of Shares allotted is fewer than the number applied for, surplus application money will be refunded without interest as soon as practicable.

No applicant under the Public Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shares by Directors (in conjunction with the Lead Manager) will be influenced by the following factors:

(a) the number of Shares applied for;

(b) the overall level of demand for the Public Offer;

(c) the desire for a spread of investors, including institutional investors; and

(d) the desire for an informed and active market for trading Shares following completion of the Public Offer.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for.

4.5 Minimum Subscription

The minimum subscription for the Offer is $6,000,000 (30,000,000 Shares) (**Minimum Subscription**).

If the Minimum Subscription has not been raised within four (4) months after the date of this Prospectus or such period as varied by the ASIC, the Company will not

issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

4.6 Oversubscriptions

No oversubscriptions above the Minimum Subscription will be accepted by the Company under the Offer.

4.7 Conditions of the Offer

The Offer is conditional upon the following events occurring:

(a) the Minimum Subscription to the Offer being reached; and

(b) ASX granting conditional approval for the Company to be admitted to the Official List,

(together the **Conditions**).

If these Conditions are not satisfied then the Offer will not proceed and the Company will repay all application monies received under the Offer within the time prescribed under the Corporations Act, without interest.

4.8 Purpose of the Offer

The primary purposes of the Offer are to:

(a) assist the Company to meet the admission requirements of ASX under Chapters 1 and 2 of the ASX Listing Rules;

(b) provide the Company with additional funding for:

  (i) the proposed exploration programs at the Projects (as further detailed in Section 5.4);

  (ii) considering acquisition opportunities that may be presented to the Board from time to time; and

  (iii) the Company's working capital requirements while it is implementing the above; and

(c) remove the need for an additional disclosure document to be issued upon the sale of any Shares that are to be issued under the Offer.

The Company intends on applying the funds raised under the Offer together with its existing cash reserves in the manner detailed in Section 5.5.

4.9 ASX Listing

Application for Official Quotation by ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. However, applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be admitted to the Official List. As such, the Shares may not be able to be traded for some time after the close of the Offer.

If the Shares are not admitted to Official Quotation by ASX before the expiration of three (3) months after the date of this Prospectus, or such period as varied by

the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

4.10 Issue

Subject to the Conditions set out in Section 4.6 being met, the issue of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each applicant waives the right to claim interest.

The Directors (in conjunction with the Lead Manager) will determine the recipients of the issued Shares in their sole discretion in accordance with the allocation policy detailed in Sections 4.4.1 and 4.4.2). The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

4.11 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. 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. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained.

4.12 Commissions Payable

The Company reserves the right to pay a commission of up to 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject

to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

The Lead Manager will be responsible for paying all commission that they and the Company agree with any other licensed securities dealers or Australian financial services licensees out of the fees paid by the Company to the Lead Manager under the Lead Manager Mandate.

4.13 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor.

It is not possible to provide a comprehensive summary of the possible taxation positions of all potential applicants. As such, all potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus or the reliance of any applicant on any part of the summary contained in this Section.

No brokerage, commission or duty is payable by applicants on the acquisition of Shares under the Offer.

4.14 Withdrawal of Offer

The Offer may be withdrawn at any time. In this event, the Company will return all application monies (without interest) in accordance with applicable laws.

5. COMPANY AND PROJECTS OVERVIEW

5.1 Background

The Company is an Australian unlisted public company incorporated on 25 July 2018. Since its incorporation in 2018, the Company has acquired interests in the Las Petacas Project, the Quelon Project and the San Sebastian Project, all located in Chile (together the **Projects**).

5.2 Overview of the Projects

The mineral assets of Culpeo comprise the Las Petacas, Quelon and San Sebastian Projects all located in Chile (Figure 1). An overview of the basic legal framework for mining in Chile is contained in the Solicitor's Report on Title in Annexure B.

Figure 1 - Location of Culpeo's Projects

Las Petacas Project

Culpeo owns 58% of the Las Petacas Project which is located in Chile, approximately 640 km north of the capital, Santiago and 35 km south of the regional capital of Copiapó in the Atacama Region. The project is located within the Cordillera de la Costa of Chile, approximately 10 km east of the Pan-American Highway and comprises 22 granted exploitation concessions covering approximately 1,406 Ha.

The project lies within the metamorphic aureole of the Lower Cretaceous magmatic arc plutonic complex that is located within the Candelaria-Punta del Cobre district. The Las Petacas Project is considered prospective for mineralisation generally referred to as iron-oxide-copper-gold (**IOCG**).

District scale geological mapping has been completed which shows extensive limestone mapped on surface and known copper mineralised trends related to veins and structures. Existing (historical) drillholes were focussed on the known prospect areas at the time but there remain large untested zones along the northeast-southwest oriented mineralised corridor containing these prospects.

Quelon Project

The Quelon Project is located 240 km north of Santiago and 20 km north of the regional centre of Illapel, in the Province of Illapel, Region of Coquimbo. Culpeo has the right to earn up to 85% of the project through certain commitments.

The project is located within the Cordillera de la Costa of Chile. The Cordillera de la Costa hosts numerous mineral deposit types, including skarn hosted copper and gold (related to intrusive rocks), copper porphyries, stratigraphic manto-type and vein hosted deposits of copper and gold. Numerous historical mine workings are present within the Quelon Project area.

The general distribution of the mineralisation/anomalism and the historical workings at Quelon trends over an area of 7 km by 3 km. These workings are associated with manto style mineralisation which dips from approximately 55° to 70°E. The known mineralisation varies in width from 1 m to 4 m and strike lengths may be greater than 100 m. Observed copper mineralisation in the existing workings includes malachite, atacamite and lesser chrysocolla. Copper grades of up to 3% have been recorded from rock chip sampling in the historical workings.

San Sebastian Project

Culpeo holds 100% of the San Sebastian Project which is located approximately 53 km east of the port city of Caldera, within the Atacama Region (Region III) of Chile. The project comprises two granted exploitation concessions for a total of 50 ha, covering a strike extensive, IOCG associated copper/gold vein prospect.

Mineralisation within the licence comprises sets of quartz/calcite veins and tabular breccia bodies, consisting of quartz and hematite, hosted within diorites. Previous mining at San Sebastian extracted material from a main mineralised structure averaging approximately 3 m in width, along a strike length of about 300 m. The average grade of material extracted from the mine averaged 6.8% copper.

5.2.1 Las Petacas Project

(a) Summary

The Las Petacas Project is located in Chile, approximately 640 km north of the capital, Santiago and 35 km south of the regional capital of Copiapó (Figure 2) in the Atacama Region (Region III). Copiapó has a population of approximately 150,000 people and is a ready source of skilled workers.

The project is easily accessed, located approximately 10 km east of Chile Highway 5 (or Route 5), part of the Pan-American Highway and within 12 km of power transmission lines. The secondary road from the highway is unsealed but in good condition. The project comprises 22 granted exploitation concessions covering approximately 1,406 Ha or 14.06 km^2 and sits at an elevation of between 1,000 m and 1,400 m above sea level.

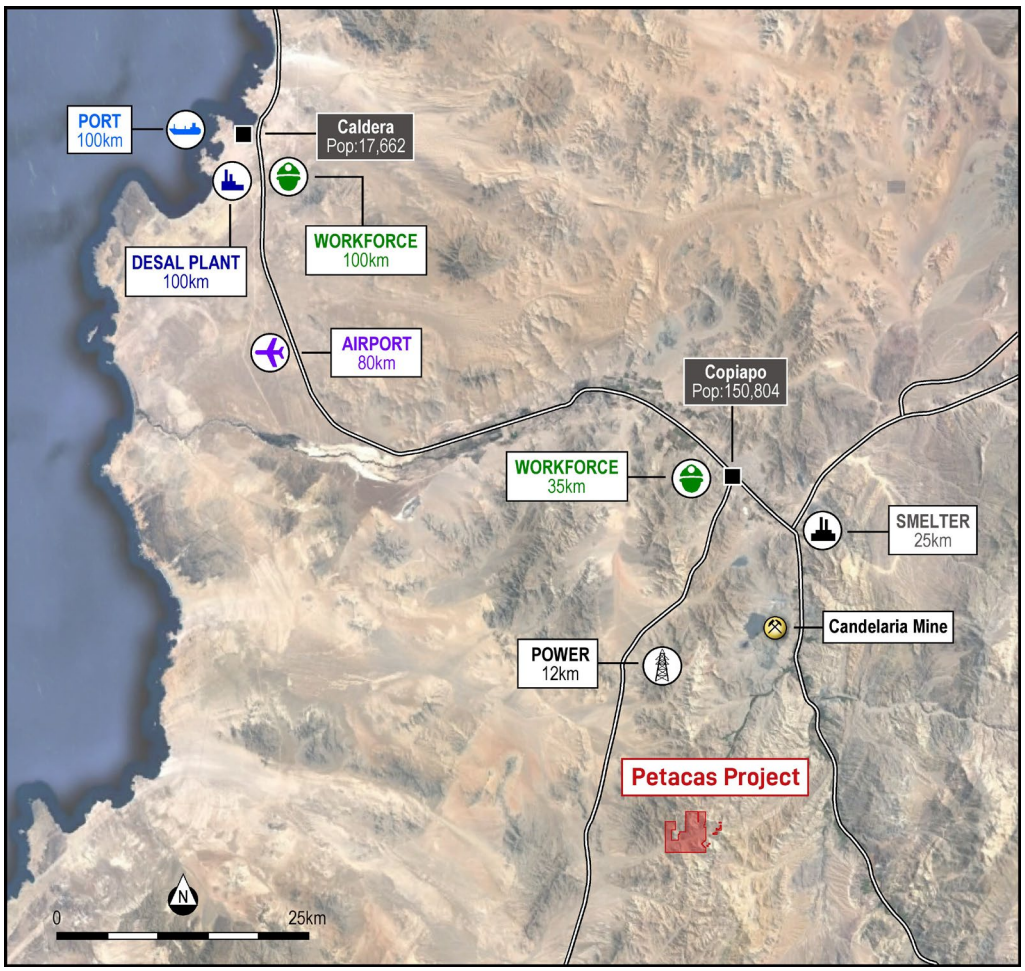


Figure 2 - Location of the Las Petacas Project

The Atacama Region is sparsely populated with over 50% of the population located in the cities of Copiapó and Vallenar. Much of the region is classified as desert but is known to host significant mineral potential. One of the region's main copper deposits is the Candelaria mine (20 km northeast of the Las Petacas Project) owned by Lundin Mining Corporation (80%) and Sumitomo Metal Mining Co. Ltd (20%). The Candelaria mine comprises an open pit and underground mining operation which provides copper ore to an on-site processing plant with a capacity of approximately 75,000 tonnes per day (tpd). The region also hosts a copper smelter at Paipote (Copiapo) owned by Chilean company Empresa Nacional de Mineria (ENAMI).

On 6 September 2018, Lundin announced updated Mineral Resource and Mineral Reserve Statements for the Candelaria Copper Mining Complex (as of June 30, 2018). Total Mineral Resources at the time

comprised 952 Mt at 0.65% copper and 0.15 g/t gold of Measured and Indicated material and a further 53 Mt at 0.62% copper and 0.12 g/t gold of Inferred material (SRK, 2018).

(b) Geology and Mineralisation

Regional Geology

The Las Petacas Project is located at the boundary between the Coastal Cordillera and the Copiapó Precordillera. The Coastal Cordillera of is composed of Permian to Lower Cretaceous intrusions within a basement of metasedimentary rocks of Devonian to Carboniferous age. Volcanic, volcaniclastic and marine carbonate rocks represent intra- and back-arc sequences that were deposited during the Early to Mid-Cretaceous.

In the Copiapó Precordillera, the oldest exposed rocks are Early Carboniferous in age and correlate with metasedimentary basement rocks in the Coastal Cordillera. They are overlain by Permian to Jurassic sedimentary and volcanic rocks. Permian granitic plutonic complexes in the Precordillera are associated with extensive crustal melting and rifting. Volcanic and sedimentary rocks of the Punta del Cobre Formation, the Bandurrias Formation, and marine carbonate rocks of the Chañarcillo Group are prominently exposed as a belt of calcareous, volcanic, and volcaniclastic rocks in the western Precordillera. They are overlain by the Cerrillos Formation of epiclastic to volcaniclastic rocks. At the base, the Cerrillos Formation contains fluviatile sandstone and conglomerate, as well as freshwater limestone. Volcanic breccias and lava flows are more dominant higher in the sequence.

The Candelaria-Punta del Cobre polymetallic sulphide deposits are located to the east of the Atacama fault zone, which extends over 1,000 km along the Chilean coast. The Atacama fault zone is a subduction-linked arc-parallel strike-slip fault system that has been active at least since the Jurassic.

The Las Petacas Project lies approximately 20 km southwest of the Candelaria mine, an IOCG deposit and within a well-recognised IOCG belt along the Atacama Fault zone. IOCG deposits in northern Chile formed in the Late Jurassic to Early Cretaceous (approx. 163 to 100 Ma), a period characterised by two cycles of volcanic arc magmatism and associated back arc extension that resulted in several back arc basins. Several porphyry copper-gold deposits of varying size formed mainly towards the end of this period including Carmen de Andacollo, Antucoya, Los Negritos, Tovaku and Colligua. The better known and more significant porphyry copper deposits in Chile formed in subsequent magmatic belts that young progressively to the east (del Real et al 2018).

Candelaria is the biggest and most well-known IOCG deposit in the region and is hosted at the top of the Lower Andesite unit of the Punta del Cobre Formation.

Regional geological mapping indicates that the surface geology at Las Petacas is mostly comprised of limestones of the Nantocco Formation. In this setting, an IOCG deposit lying directly underneath the limestones would sit in a higher stratigraphic position compared to Candelaria and in a similar position to the Las Pintadas IOCG deposit, which is located approximately 6 km north-northeast of Las Petacas.

Younger porphyry copper-gold and related skarn style mineral deposits are also considered possible at Las Petacas. This type of mineralisation could be related to Early Cretaceous and younger porphyry intrusions.

Local Geology

District scale geological mapping has been completed which shows extensive limestone mapped on surface across the area and known copper mineralised trends related to veins and structure (Figure 3). Field geological mapping carried out in 2021 identified a strike length of over 8 km of surface copper mineralisation. Limestone silicification is pervasive around minor intrusive bodies, veins and faults and may be accompanied by copper mineralisation of mainly chrysocolla and lesser sulphide mineralisation such as chalcopyrite (Figure 3). Geological mapping shows the area is dominated by shallow, mostly west dipping limestones at surface, sub-vertical silicified structures and quartz porphyry dykes.

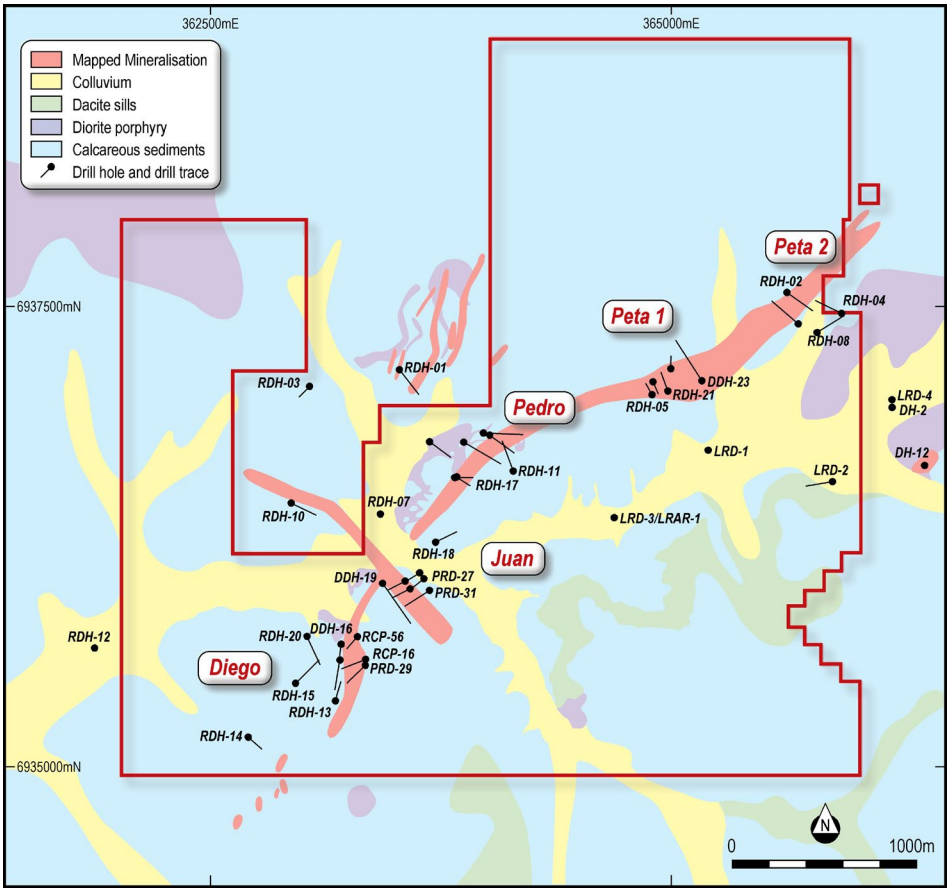


Figure 3 - Las Petacas Project Tenure and Local Surface Geology

The existing (historical) drillholes were focussed on the known prospect areas at the time but there remain large untested zones along the northeast-southwest oriented mineralised corridor containing these prospects (Figure 3).

Drilling and surface sampling up to 2014 identified five main prospect areas within the exploitation concessions which are summarised below.

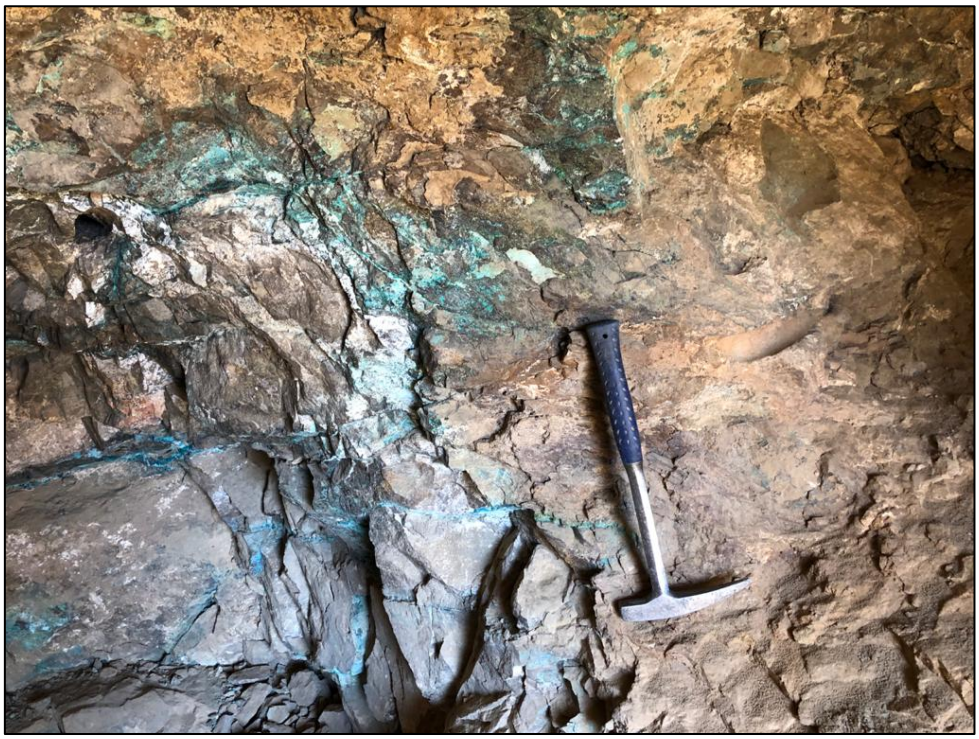


Figure 4 - Copper Mineralisation (Chysocolla) Associated with Silicification at the Diego Prospect

Peta 1

Peta 1 strikes approximately 070° with a strike length of approximately 900 m. Mineralisation of copper oxides comprises chrysocolla, malachite, atacamite and black copper oxides is hosted in silicified limestones and occasionally calcareous garnet skarn. The mineralisation is sub-parallel around a dacitic porphyry dyke approximately 30 m to 40 m wide. Oxidation reaches 80 m to 90 m depth.

Peta 2

To the east of Peta 1, Peta 2 is at the northeastern end of Petacas mineralised belt trending approximately 060° and comprises copper oxides (chrysocolla, malachite, cuprite and black copper oxides). The prospect extends over approximately 700 m of strike length and is hosted within silicified limestones and skarn in two 15 m to 25 m wide parallel belts adjacent to dacitic porphyry. Oxidation reaches to approximately 80 m to 100 m depth, transitioning to pyrite-chalcopyrite mineralisation.

Pedro

Located in central Petacas, the Pedro prospect strikes approximately 050° with a strike length of approximately 700 m. Mineralisation of copper oxides comprises chrysocolla, malachite, atacamite, cuprite and black copper oxides and is associated with the contact of a sub-vertical dacitic porphyry which is 10 m to 100 m wide. The intrusive porphyry also presents low grade copper mineralisation of 0.10 to 0.20% copper in places. The oxidation zone reaches 80 m to 90 m in depth.

Juan

The Juan prospect is located in the southwest of the Petacas Belt with a strike of approximately 035° and dipping 80 to 85°to the east. Copper oxide mineralisation is hosted at the contact around dacitic porphyry sills within silicified limestones and skarn. Low grade mineralisation is present in the east in belts of 40 m to 60 m width with irregular mineralisation at the contact zones between dacitic porphyry sills and calcareous rocks. Veins of 1 m to 2 m wide with grades of approximately 1% copper are also present. In the west of the prospect, mineralisation is associated with parallel veins of 10 m to 20 m width hosted in intrusive rocks and limestone. Oxidation typically reaches 90 m to 100 m depth.

Diego

The Diego prospect is the most southerly prospect within the Petacas Belt. Mineralisation strikes north-south 015° and dips 75° to 80° to the west over a strike length of approximately 350 m.

Copper oxide mineralisation is hosted at the contact around two dacitic porphyry dykes. Mineralisation is typically 10 m to 25 m wide, within silicified limestones and skarn. Both mineralisation zones show a main vein, approximately 2 m to 10 m wide with up to 1% copper. Others parallel veins are present with lower grades of 0.2 to 0.5% copper. Oxidation typically reaches 90 m depth.

Mineralisation

The Las Petacas Project is considered prospective for IOCG. Depending on lithology and the structural setting, the polymetallic sulphide mineralisation can occur as veins, hydrothermal breccias, replacement mantos and calcic skarns.

The project lies within the metamorphic aureole of a Lower Cretaceous magmatic arc plutonic complex that is located within the Candelaria-Punta del Cobre district. IOCG deposits are primarily defined by their elevated magnetite and/or hematite with elevated copper and gold contents. The IOCG belt located in the Coastal Cordillera of northern Chile and southern Peru is part of a volcano-plutonic arc of Jurassic to Early Cretaceous age. The arc is characterised by voluminous tholeiitic to calc-alkaline plutonic complexes of gabbro to granodiorite composition and primitive, mantle-derived parentage. Major arc-parallel fault systems developed in response to extension and transtension induced by subduction roll-back at the retreating convergent margin.

(c) Previous Exploration

Drilling

A total of 53 drillholes for 17,252 m by four companies have been identified within and adjacent to the Las Petacas Project area (Figure 4).

In 1992 to 1993, Cyprus Minerals Company (Cyprus) drilled seven diamond drillholes (DDH) for 2,645 m along the northeast margin (and outside) of the project area intersecting minor anomalous copper intervals. Only limited information from these drillholes is available.

In 1992 to 1993, Phelps Dodge Corporation (Phelps Dodge) drilled four long vertical DDH (1,772 m) approximately 300 m south of the main known northeast-southwest mineralised trend, through alluvial cover. Only limited information from these drillholes is available but it appears that the drillholes targeted high gravimetric geophysical anomalies, possibly associated with a deep porphyry target. Results show deeper copper anomalies.

In 2002 to 2003, Cia. Minera Aur Resources Chile Ltda (Cia. Minera) drilled 23 drillholes (19 reverse circulation (RC) and four combined RC-DDH) for 9,623 m. The information for this drilling programme is more complete with assays for gold, copper, silver, molybdenum, zinc and lead. A northeast-southwest mineralised trend was interpreted from this drilling.

In 2012 to 2014, Las Petacas SpA. drilled 19 drillholes (11 RC and eight DDH) and completed surface sampling and geological interpretation. This work, along with surface sampling identified five main prospect areas within the licence which are summarised above in Section 5.2.1(b) (Local Geology).

Significant historical intercepts include:

- 6 m at 1.26% copper from 20 m in hole RCP-16 (no gold assays)
- 6 m at 2.34% copper from 140 m in hole RDH-17 (no gold assays)
- 6 m at 1.24% copper and 0.17 g/t gold from 178 m in hole DDH-19
- 6 m at 0.31% copper and 0.52 g/t gold from 58 m in hole DDH-16.

Refer to the Independent Geologist's Report in Annexure A for full details of the historical drilling results.

Rock Chip Sampling

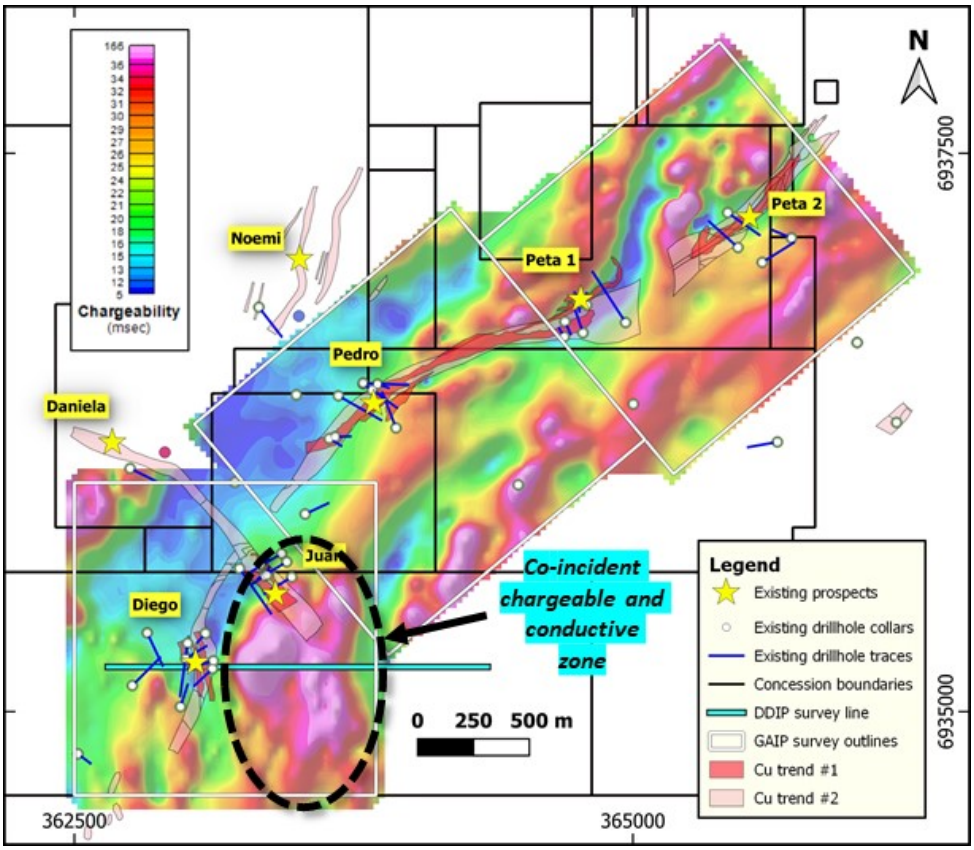
Historical rock chip sampling is recorded from two campaigns. Minera Aurex Resources and Phelps Dodge, in joint venture, completed systematic rock sampling during 2002 and 2003. A total of 2,738 samples were taken and assayed for gold, silver, total copper, soluble copper, molybdenum, arsenic, antimony and zinc. This assay data however appears to have been lost. In 2014, Las Petacas SpA took 867 rock chip and channel samples over widths of 1 m to 3 m. These were assayed for total copper only.

In 2021, a total of 91 rock chip samples were collected by Culpeo, across the project area in conjunction with geological mapping and submitted for multi-element analysis. The anomalous values present in these samples are clearly related to structural systems, with a strong relationship to silicification and veining. Refer to the Independent Geologist's Report in Annexure A for full details of the rock chip sampling results.

Geophysics

From December 2020 to February 2021, gradient array and dipole-dipole array IP surveys (GAIP and DDIP) were completed by Quantec Geoscience Chile Ltda on behalf of Culpeo Mining Chile SpA. Resource Potentials Pty Ltd (ResPot) then carried out data quality control, processing, imaging and a preliminary desktop study including high level

interpretation and targeting. ResPot noted that one of the standout GAIP anomaly features is a coincident high amplitude chargeability and relatively conductive zone located to the east of Diego (Figure 5). The orientation and depth of the GAIP anomaly sources are ambiguous, although the GAIP anomalies are typically caused by the tops of sources within 150 m of surface. A follow-up DDIP survey line was carried out across this anomaly zone in order to provide information about the GAIP anomaly source depth and orientation and assist interpretation and drill targeting of the source of the IP anomalies.



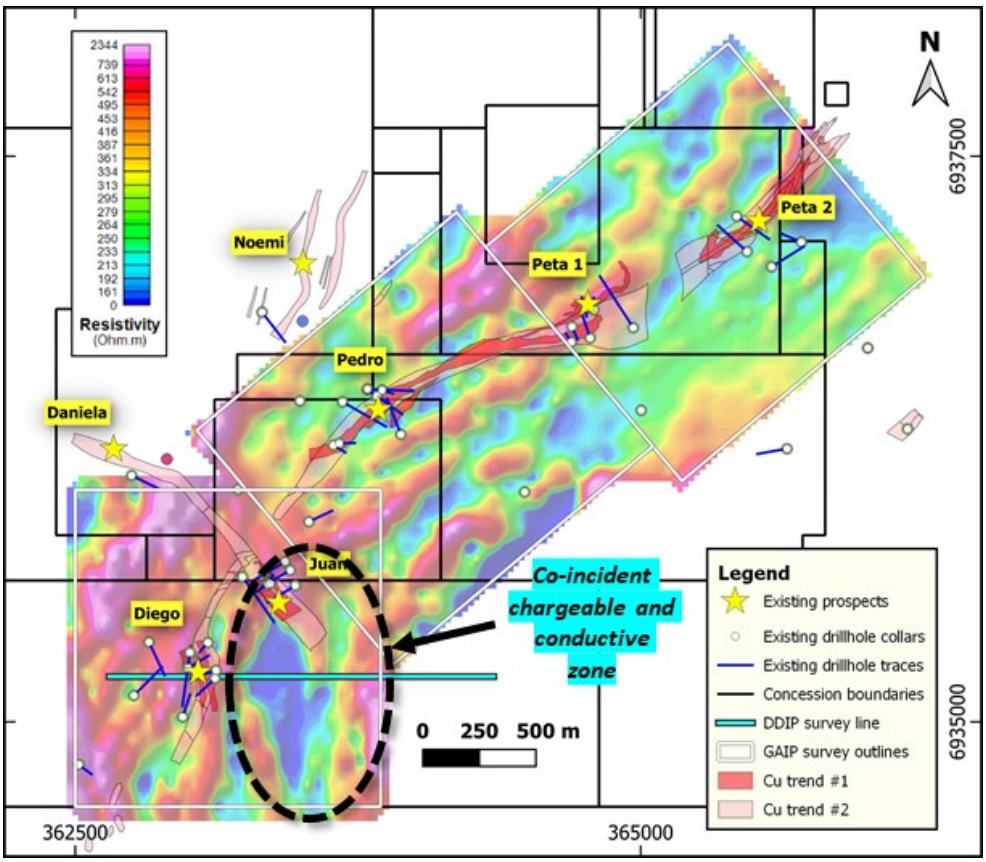


Figure 5 - GAIP Chargeability Image (above) and Resistivity (below)

Another feature of the GAIP data is that the existing copper mineralised trends are poorly correlated with chargeability anomaly highs and are better correlated with chargeability anomaly lows. The chargeability anomaly highs could represent untested sulphide mineral sources such as skarn mineralisation sitting below the limestones mapped on surface. The high amplitude chargeability anomaly and conductive anomaly feature to the east of Diego, in particular, shows promise for this style of target.

The follow-up DDIP survey inversion model was processed by ResPot in 2021. The DDIP anomaly zones are annotated on the resistivity and chargeability inversion model cross sections (Figure 6). In the centre of the DDIP survey line and sitting underneath the topographic peak and GAIP chargeability anomaly peak, a broad DDIP chargeability anomaly zone has been outlined across multiple features and indicates a moderate easterly dip to the anomaly source. The distribution of chargeability anomaly sources could, however, be more complex than this and related to flat-lying sources. The shallow coincident chargeable and conductive anomaly (dashed pink outline) could be related to a mineralised skarn contact on flat lying limestones. Other chargeable and conductive anomaly zones underneath the topographic peak could similarly be related to disseminated to massive sulphide mineralised skarn or porphyry mineralisation, or a volcanic-sedimentary layer.

There is a weakly conductive and chargeable zone near the elevated molybdenum intersections in some deeper drillholes at Diego. This may be related to an alteration system proximal to a porphyry stock. On the eastern end of the survey line there is a coincident conductive and chargeable zone, which is consistent across alternative inversion model results and therefore interpreted with greater confidence.

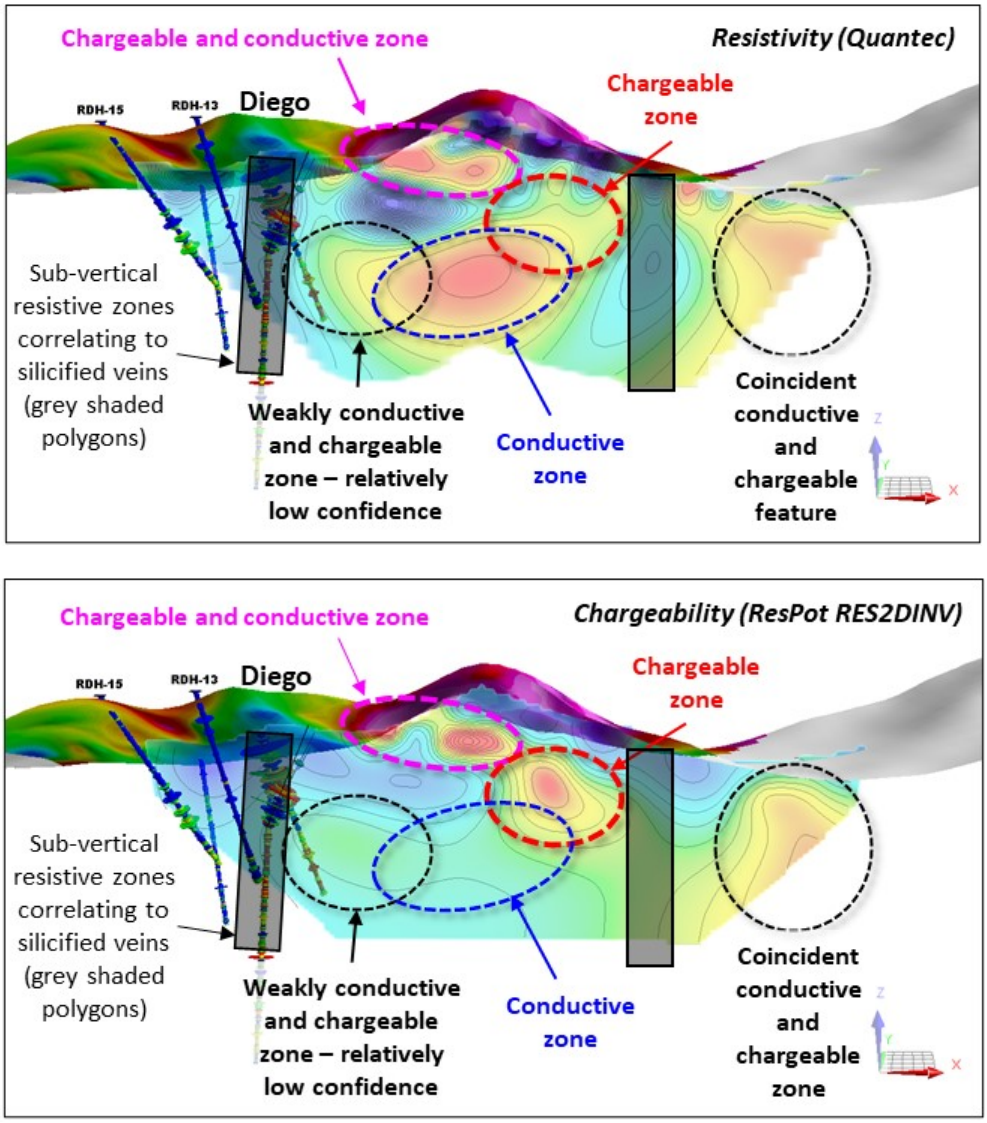


Figure 6 - DDIP resistivity (top) and chargeability (bottom) inversion model cross sections. Drillholes coloured by Mo assays and sized by Cu assays

(d) Exploration Potential

GAIP and DDIP surveying were successfully carried out over the Las Petacas Project. IP surveying is a useful tool for mapping of chargeability and resistivity responses from sulphide minerals and alteration associated with IOCG, skarn and porphyry mineralisation, which are all possible mineral deposit styles within the Las Petacas Project area.

The GAIP survey blocks were oriented so that survey lines crossed perpendicular to known copper-gold mineralised trends, which are associated with silicified vein structures and porphyry dykes. Therefore, the GAIP grids were in an optimal orientation for detecting resistivity and chargeability anomalies in a similar orientation as the known copper-gold mineralisation, which is mostly occurring within the oxide zone.

ResPot noted that in the GAIP survey area the known copper-gold mineralised trends are well correlated with chargeability anomaly lows. Elsewhere within the GAIP survey area, the chargeability anomaly highs are widespread and high amplitude, despite shallow dipping limestone being the dominate rock type mapped on surface. GAIP chargeability anomaly highs are often correlated with elevated conductivity (resistivity

lows). Therefore, it is possible that some or all of the widespread GAIP chargeability and conductivity anomalism could be related to a volcano-sedimentary layer underlying the limestone (within 100 m to 200 m from surface) and, in that case, the sub-vertical structures and porphyry dykes that extend to surface may produce relative anomaly lows.

There are several high amplitude chargeability anomaly zones within the GAIP data, including a high amplitude chargeability anomaly located to the east of the Diego prospect, which was followed up with a single DDIP survey line. The DDIP data confirm chargeable and conductive zones sitting below the GAIP anomaly zone, but these are complex and may be related to multiple sources and have a flat-lying orientation. This area requires drill testing to determine the source of the anomaly.

GAIP chargeability and conductivity anomaly zones are located along the southeast margins of the GAIP survey blocks completed in this programme. Additional GAIP surveying is required up to southern boundary of the concessions in order to close off these anomalies and maximise the GAIP survey coverage in this part of the project area. Recommended future geophysical surveys are shown in Figure 7.

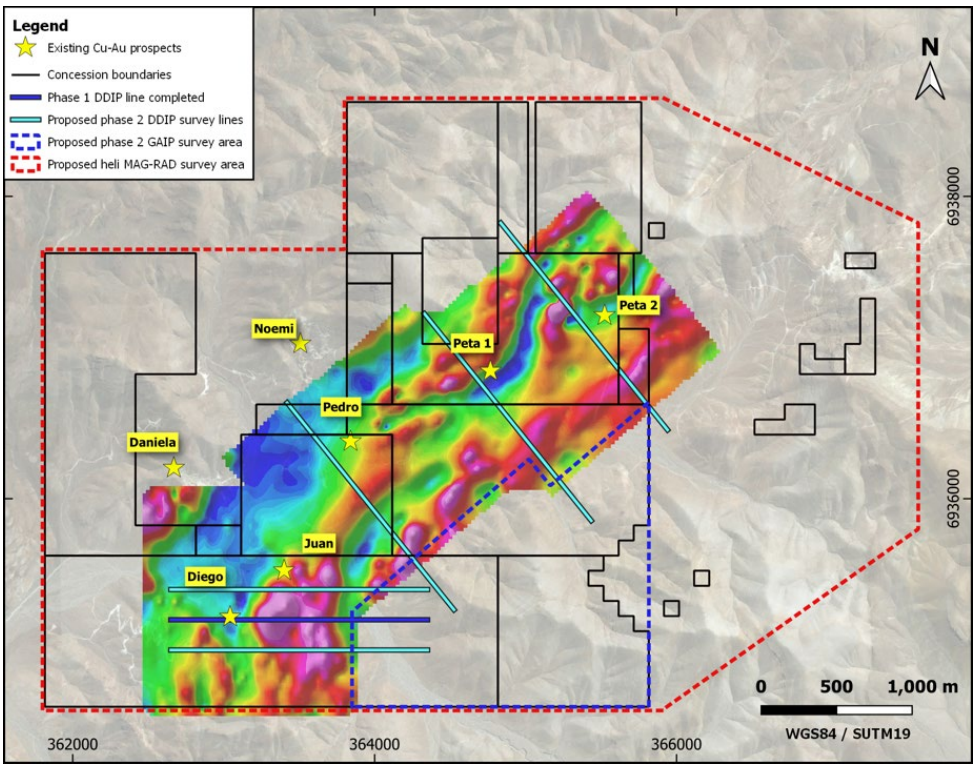


Figure 7 - Recommended future geophysical programmes

There is limited additional information to assist interpretation of the sub-surface geology and mineralisation prospectivity. A helicopter-borne magnetic and radiometric survey is planned over the project area. The magnetic data should be particularly useful for mapping magnetite alteration associated with IOCG, and porphyry deposits and radiometric data should also be useful for mapping potassic and clay alteration associated with these mineral systems.

Geological evidence supports skarn hosted and metasomatic copper-gold targets along the length of the identified northeast-southwest mineralised belt at the Las Petacas Project.

5.2.2 Quelon Project

(a) Summary

The Quelon Project is located 240 km north of Santiago and 20 km north of the regional centre of Illapel, in the Province of Illapel, Region of Coquimbo (Figure 8). The project area is easily accessed from the towns of Canela (25 km) or Combarbalá (35 km) by a paved roads allowing reasonable access.

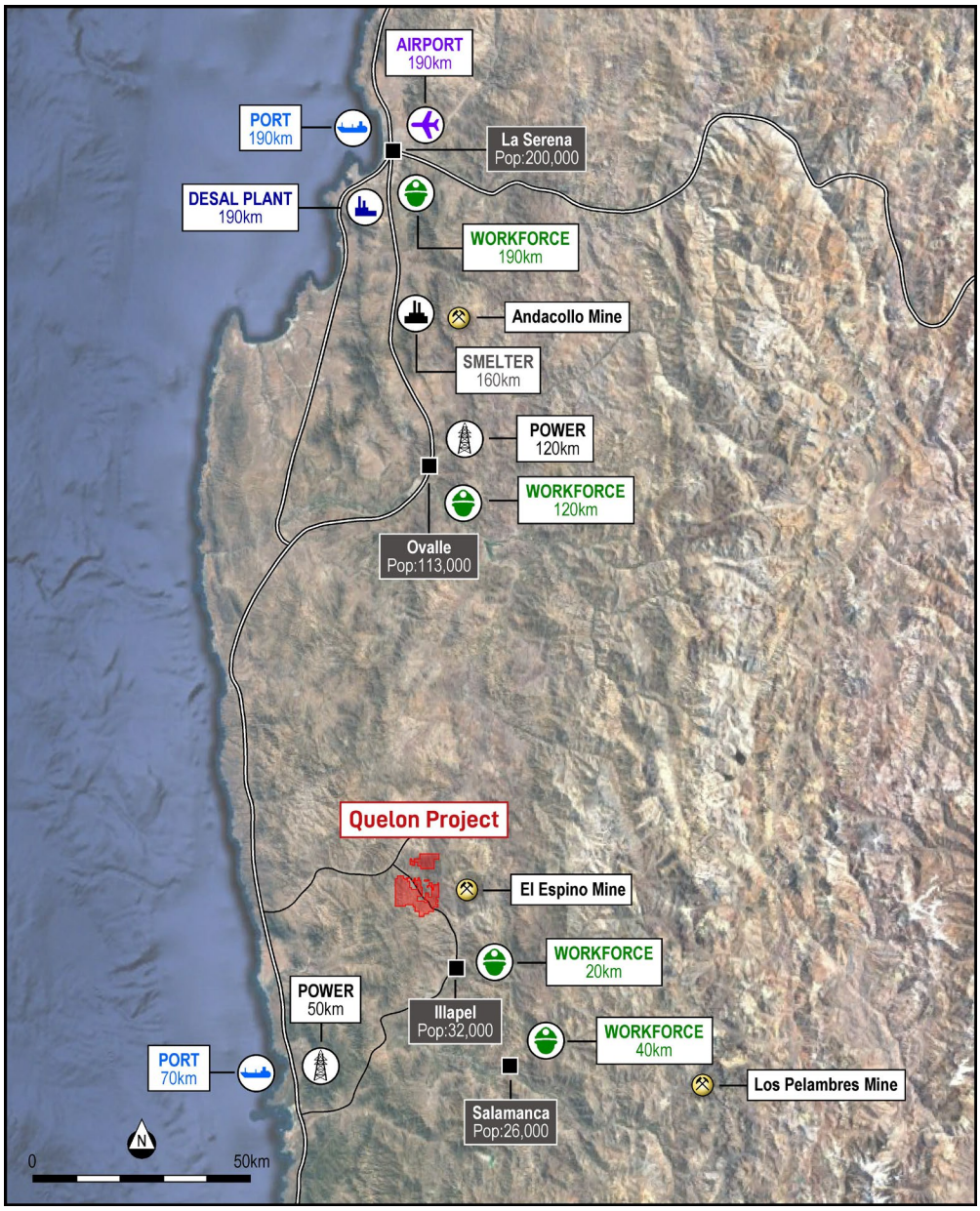


Figure 8 - Location of the Quelon Project

This area is located within Cordillera de La Costa mountain range. The relief is moderately steep but the altitude difference between the valleys and summits is typically less than 200 m. The maximum altitude in the project area is approximately 1,400 m above sea level.

The Illapel area is a mixed agricultural and mining community. The local infrastructure is good with cellular telephone coverage, a rail line within 10 km of the project area and nearby access to the Chilean national power grid.

The project is located approximately 8 km west of the El Espino copper project owned by Sociedad Punta del Cobre S.A. (Pucobre). In 2011, an NI43-101 report on the El Espino-Venus property reported 144.8 Mt at 0.55% copper and 0.22 g/t gold of Measured and Indicated material and a further 85.4 Mt at 0.27% copper and 0.15 g/t gold of Inferred material (Henry et al, 2011).

(b) Geology and Mineralisation

Regional Geology

The project is located within the Cordillera de la Costa (Coastal Cordillera) of Chile which is the product of subduction related magmatism in Chile dating from at least the Carboniferous. The currently active Andean subduction system commenced in the Mesozoic and is the last in a series of eastward migrating arcs ranging in age from Jurassic to Quaternary.

Subduction under extensional conditions occurred in Jurassic to early Cretaceous and this produced a linear arc dominated by calcalkaline magmatic units developed in the coastal areas of Central Chile. To the east of this system back arc basins, filled by volcano sedimentary sequences, developed. During the late Cretaceous there was a change to compressional subduction, collapsing the associated back arc basins and thrusting the volcanics of the Central Basin over the sedimentary rocks to the east.

The project area is characterised by the presence of Early to Mid-Cretaceous period rocks. The units belong to Formación Arquero (Arquero Formation) and Super Unidad Illapel (Illapel Super Unit). The Formación Arquero is a volcano-sedimentary unit with an extensive distribution across the area. It outcrops over approximately 200 km in a north-south direction and its main feature is alternate layers of carbonate rocks. The Super Unidad Illapel is an intrusive with batholith characteristics and passive emplacement appearance.

The Cordillera de la Costa hosts a number of mineral deposit types, including skarn hosted (related to intrusive rocks), copper porphyries, stratigraphic manto-type and vein hosted deposits. In recent years, some of the deposits that have a mineralogical association with iron-copper have been reclassified as IOCG type deposits.

Local Geology

The Cretaceous volcano-sedimentary units in the project area have been intruded by large granodiorite bodies such as the Unidad Chalinga (Chalinga Unit) and some small-dimension sills, as well as the Super Unidad Illapel, especially in the south of the project area (Figure 9).

The Cretaceous volcano-sedimentary rocks (Formación Arquero) comprise lavas and andesitic breccias, agglomerates, and andesitic-dacitic tuffs as well as fossiliferous limestone lenses, sandstone, conglomerates and epiclastic breccias. The stratified units form a large antiformal structure where the eastern part dips to the east and the western part dips vertically and slightly to the west.

Alteration within the area includes skarnification, biotitisation, silicification and albitisation. The skarnification is present as a strip or a halo related to

the contact between the stratified rocks in the north and the Super Unidad Illapel intrusive unit.

Biotitisation is found within the skarn, principally affecting the intrusive units which originated in an endoskarn-type process. Albite, chlorite and epidote development is present proximate to the skarn, together with smaller quantities of iron mineralisation, including magnetite and specular hematite. The mineralisation related to this type of alteration occurs principally as small veins. Limited and localised silicification is developed principally in vein-type structures and is proximate to the skarn.

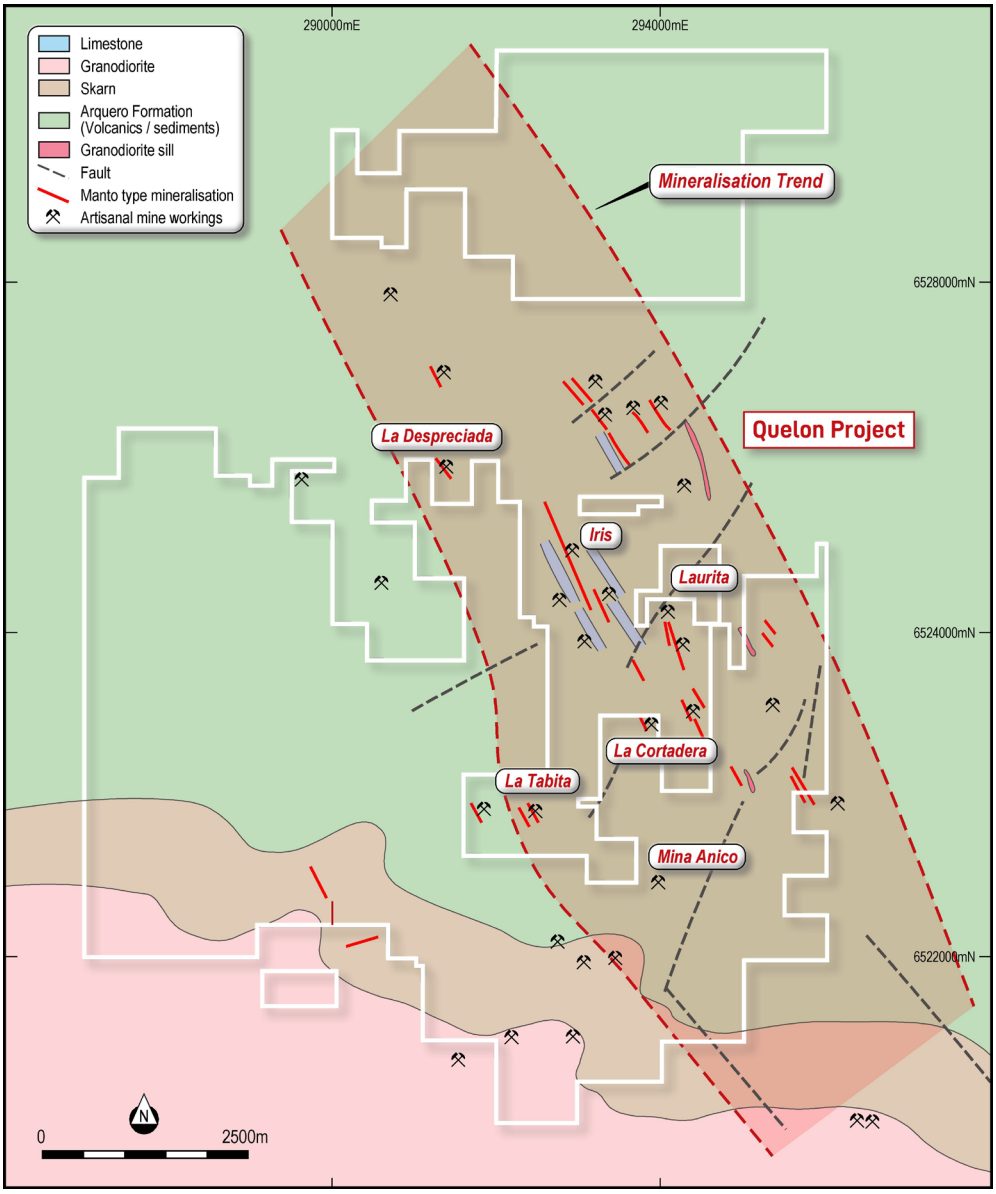


Figure 9 - Quelon Project Tenure and Local surface Geology

The most pertinent alteration noted in the area is the albite alteration, which is related to andesite volcanic rocks with porphyritic texture, fine-grained andesite volcanic rocks, andesite tuffs and fine sediments. Manto-type mineralisation (described below) is often associated with albite alteration.

Mineralisation

Manto style deposits are polymetallic or carbonate replacement deposits where metallic minerals form through the replacement of sedimentary,

usually carbonate rock, by metal-bearing solutions in the vicinity of igneous intrusions. When the mineralisation forms a blanket like body along the bedding plane of the rock, it is commonly called a manto ore deposit.

The general distribution of the copper mineralisation/anomalism in the project area trends approximately 330° over an area of 7 km by 3 km and contains a number of historical mine workings (Figure 10). These workings are associated with manto style copper mineralisation with variable dips from approximately 55° to 70°E. The known mineralisation varies in width from 1 m to 4 m and strike lengths are interpreted to be greater than 100 m.

Figure 10 - Historical Larita Mine at the Quelon Project

Observed copper mineralisation in the existing workings includes malachite, atacamite and lesser chrysocolla. Copper grades of up to 3% have been recorded from rock chip sampling in the historical workings.

Sulphide copper mineralisation including bornite and chalcocite may be present at depths greater than 5 m. Historical sulphide mining has only been observed at the Laurita mine.

Vein style copper mineralisation is also noted with the project area. This style of mineralisation typically strikes east-west with variable dips from 70° south to vertical. The La Cortadera mine exploited a medium-sized vein approximately 4 m to 5 m wide over a strike length of some 400 m. This mine extracted mainly copper oxide (chrysocolla) mineralisation.

(c) Previous Exploration

Previous modern exploration in the project area is largely limited to rock chip sampling and geophysical surveys. No drilling has been completed within the project area.

In 2013, as part of an orientation study, 25 rock chip samples were taken. These samples were derived from around the historical mine workings as an indication of the potential grade of copper mineralisation in the area. A further 180 rock chip samples are known to have been taken across the area but no formal report on this work is available, refer Table 1. Refer to the Independent Geologist's Report in Annexure A for full details of the historical rock chip sampling results.

Sample	Northing	Easting	Elevation	Copper (%)	Silver (g/t)	Gold (g/t)
QE-01	293,316	6,524,136	1,162	0.85	10.85	0.10
QE-02	293,406	6,524,200	1,119	2.25	41.5	0.04
QE-03	293,468	6,524,257	1,123	0.61	8.55	0.02
QE-04	295,803	6,521,884	1,338	0.53	8.44	0.01
QE-05	293,979	6,520,863	1,092	1.08	21.7	0.01
QE-06	292,956	6,519,046	1,242	0.28	0.59	0.09
QE-07	292,867	6,520,152	1,236	1.25	3.16	1.44
QE-08	294,505	6,522,610	1,288	0.55	3.98	0.005
QE-09	293,218	6,519,926	1,105	1.37	7.76	0.05
QE-10	293,218	6,519,926	1,105	1.06	3.01	0.13
QE-11	296,422	6,517,965	919	1.82	1.83	0.76
QE-12	289,871	6,520,865	1,013	0.87	2.35	0.35
QE-13	289,701	6,525,699	673	2.49	16.9	0.26
QE-14	293,115	6,526,695	826	0.05	3.83	0.005
QE-15	293,562	6,526,020	894	0.77	37.1	0.02
QE-16	294,294	6,525,855	1,086	0.60	5.73	0.005
QE-17	294,073	6,526,393	989	1.86	28.0	0.005
QE-18	293,912	6,526,550	1,107	3.43	54.9	0.005
QE-19	293,724	6,526,452	1,077	1.06	14.65	0.005
QE-20	290,677	6,524,477	774	0.40	3.05	0.21
QE-21	292,483	6,521,635	997	2.19	3.74	0.21
QE-22	292,394	6,521,568	991	0.95	0.39	0.005
QE-23	291,689	6,521,653	1,011	1.87	0.9	0.57
QE-24	294,028	6,522,516	1,392	3.21	55.1	0.01
QE-25	295,054	6,522,089	1,268	1.85	57.3	0.005

Table 1 - Rock Chip Samples from Historical Workings

In 2021, ResPot carried out a geophysical data review, re-processing of historical data, and completed a high-level desktop study for the Quelon Project. Ground magnetic (GMAG) and IP surveys were completed at the project for the previous project operators, Pucobre.

GMAG data were previously acquired in 2018 over part of the Quelon Project area by Argali Geofisica. ResPot re-processed, gridded and filtered the GMAG data and produced a new suite of georeferenced magnetic anomaly images (Figure 11). ResPot noted that, in general, magnetic anomaly highs are well correlated with topographic highs and it is possible that young sediments may fill valleys, increasing the distance between magnetic bedrock and the ground magnetic sensor and reducing the measured magnetic anomaly in those areas compared to the hills, where andesite and other volcanic rocks of Arquero Formation are more exposed.

Within the broad northwest trending zone of copper mineralisation, several magnetic anomaly patterns are not correlated with topographic patterns and represent target zones for further investigation (white outlines in Figure 11).

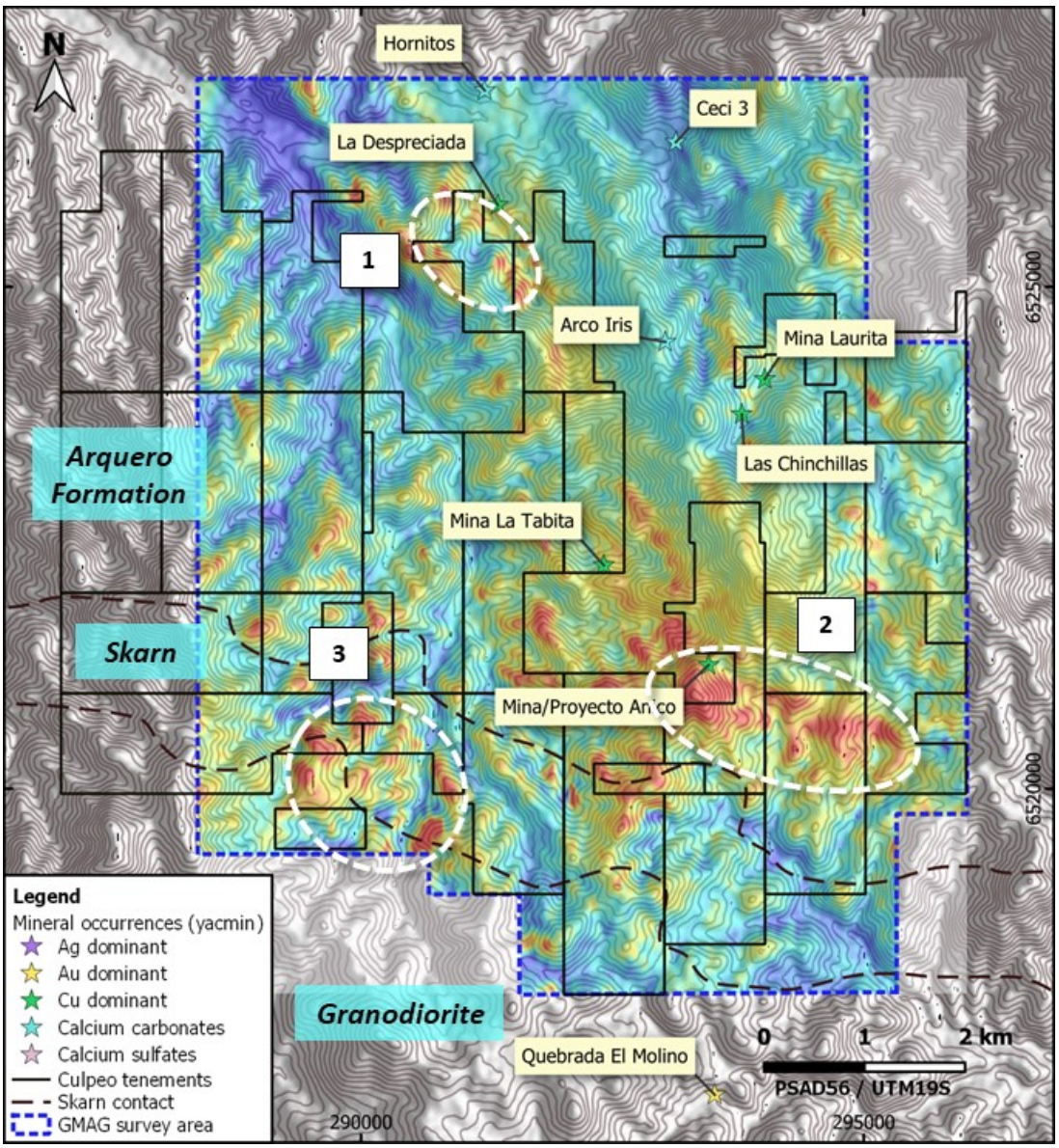


Figure 11 - Total magnetic intensity (RTP) anomaly pseudocolour image overlain on SRTM topographic surface along with contours at 20 m intervals

These comprise:

(i) A de-magnetised zone located in elevated topography in the north appears to have northwest-southeast structural control and may represent hematite alteration associated with an IOCG deposit. An IP chargeability anomaly is correlated with the central magnetic anomaly, which could support the presence of specular hematite or sulphide minerals.

(ii) A west-northwest trending magnetic anomaly high in the southeast appears to be structurally controlled and may represent magnetite alteration proximal to an IOCG deposit. Although IP survey coverage over this feature is limited, there is an IP chargeability anomaly located along the magnetic trend.

(iii) Anomaly zone in the southwest which appears to be disrupted by structures in various orientations and may be related to

magnetite and/or hematite alteration associated with an IOCG deposit.

The mapped granodiorite intrusion and skarn contact zones do not have an obvious magnetic anomaly signature but could be contributing to a subtle and long wavelength magnetic anomaly low across the southern part of the GMAG survey area.

Furthermore, 10 pole-dipole IP (PDIP) survey lines for a total of 22.6 line-km were completed at the Quelon Project in 2018. The PDIP data were acquired along east-west oriented survey lines and the configuration used would provide a maximum depth of investigation of approximately 250 m.

Simplified outlines of high (solid black) and moderate (dashed black) amplitude PDIP chargeability anomalies are shown in Figure 12. The high amplitude PDIP chargeability anomalies are located over or close to the anomalous magnetic zones defined in the north and southeast on Figure 12 and these represent high priority target areas for follow-up. The PDIP data appear to provide useful information that may assist with the discovery of sulphide minerals and other alteration associated with IOCG systems. Additional IP survey coverage would be beneficial to better cover the existing prospects.

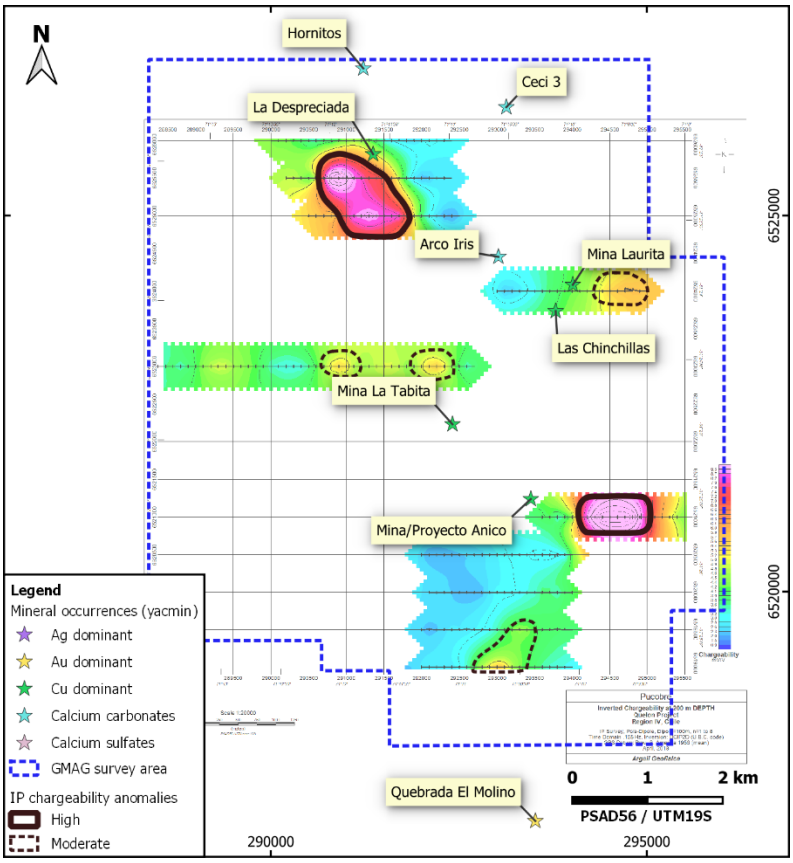


Figure 12 - PDIP chargeability model 200 m depth slice and anomaly outlines

ResPot also acquired ASTER, Sentinel-2 and SRTM remote sensing datasets and processed and imaged this data to provide additional datasets to compliment the geophysical data and assist the interpretation and targeting work. Northwest-southeast trending ASTER ferric oxides anomalies were noted along strike of existing mineral occurrences

between Mina La Tabita to Mina/Proyecto Anico and Arco Iris to Las Chinchillas, which correlate well with magnetic anomaly trends (Figure 13) and may relate to structurally controlled and shallow vein style sulphide mineralisation. Elsewhere the ASTER ferric oxide anomalies are located over or close to IP chargeability and magnetic anomalies features.

The ASTER and Sentinel-2 data appear to have good potential to assist interpretation and targeting within the project area. This work should be expanded to include LANDSAT-8 data, and more detailed imaging and analysis carried out.

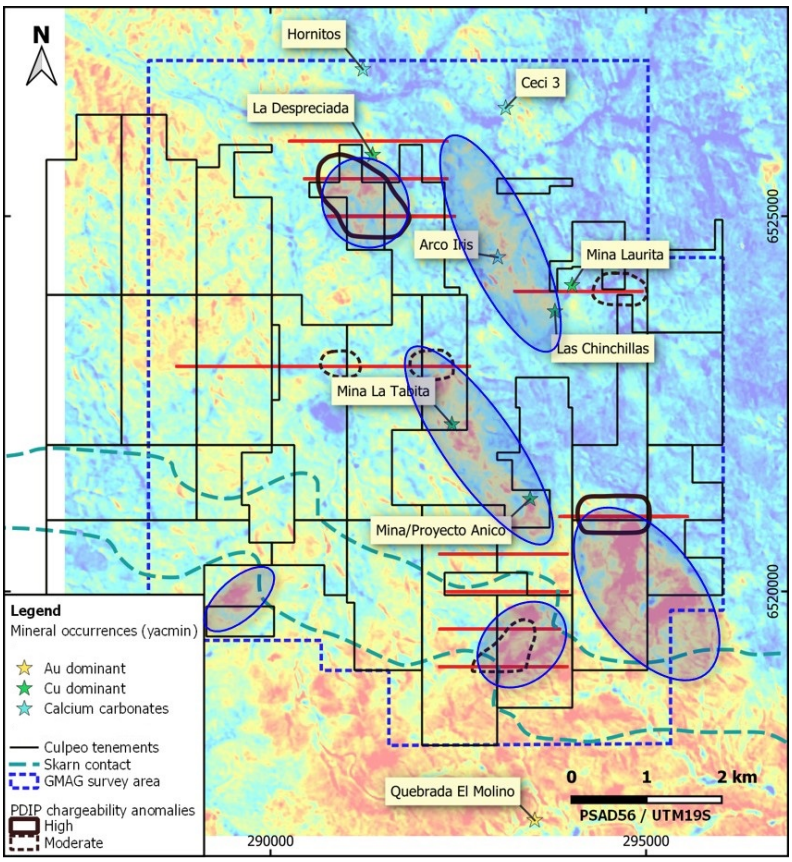


Figure 13 - ASTER ferric oxides pseudocolour image overlain with anomaly outlines

(d) Exploration Potential

The Quelon Project contains numerous historical workings and structures, exhibiting manto- and vein-style mineralisation. Copper grades of up to 3% have been recorded from rock chip sampling in the historical workings. However, previous modern exploration in the project area is largely limited to rock chip sampling and geophysical surveys. No drilling has been completed within the project area.

The geophysical surveys show several magnetic anomaly patterns that are not correlated with topographic patterns and represent target zones for further investigation. Furthermore, high amplitude chargeability anomalies are located over or close to the anomalous magnetic zones defined in the north and southeast and these represent high priority target areas for follow-up.

The Quelon prospects remain under-explored with no drilling undertaken on the property.

5.2.3 San Sebastian Project

(a) Summary

The San Sebastian Project is located approximately 53 km east of the port city of Caldera, within the Atacama Region (Region III) of Chile (Figure 14). The project is located close to the coast in the vicinity of an operating port, within 130 km of Copiapo, a major regional mining centre, and within 140 km of three copper toll treatment facilities. The project comprises two granted exploitation concessions for a total of 50 Ha, covering a strike extensive, IOCG associated copper/gold vein prospect.

Access to the property is available all year. Gravel roads extend approximately 10 km northwest from the highway approximately 10 km east from Caldera. The remainder of the roads and trails to and throughout the area comprise packed sand or are over exposed bedrock.

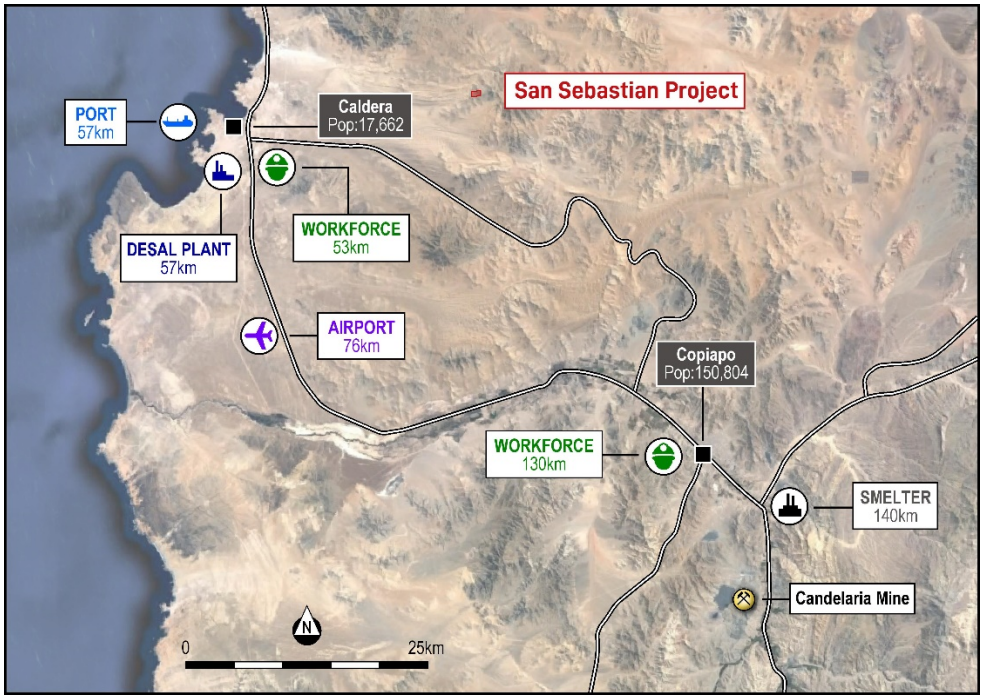


Figure 14 - Location of the San Sebastian Project

The project is located in the southern Atacama Desert which is characterised by an arid climate with little or, locally, no vegetation. The limited vegetation present consists of desert scrub and low ground cover comprised of flowering shrubs and cacti. Temperatures vary between 15° and 30° during the day and between 0° and 10° at night, depending on the season, and there is limited rainfall.

(b) Geology and Mineralisation

Regional Geology and Mineralisation

The San Sebastian Project is located in the Northern Chilean Atacama IOCG region that hosts both high-grade vein style IOCG deposits of copper and gold with some associated lower grade IOCG style deposits such as Candelaria and Mantoverde.

The mineral deposits in this setting are typically vertically zoned with near surface oxide ore (consisting of copper and iron oxides) zoning into a weak secondary enriched zone and the lower parts of deposits consist of primary mineralisation of chalcopyrite, chalcocite, bornite, pyrite and magnetite/hematite.

Local Geology

Diorites, the main host rock in the project area, are in turn crosscut by numerous faults hosting IOCG style copper dominant mineralisation. Structurally the project area is dominated by a northeast trending fault system that is believed to be related to the Atacama fault system, a major control to other IOCG deposits in the region (Figure 15).

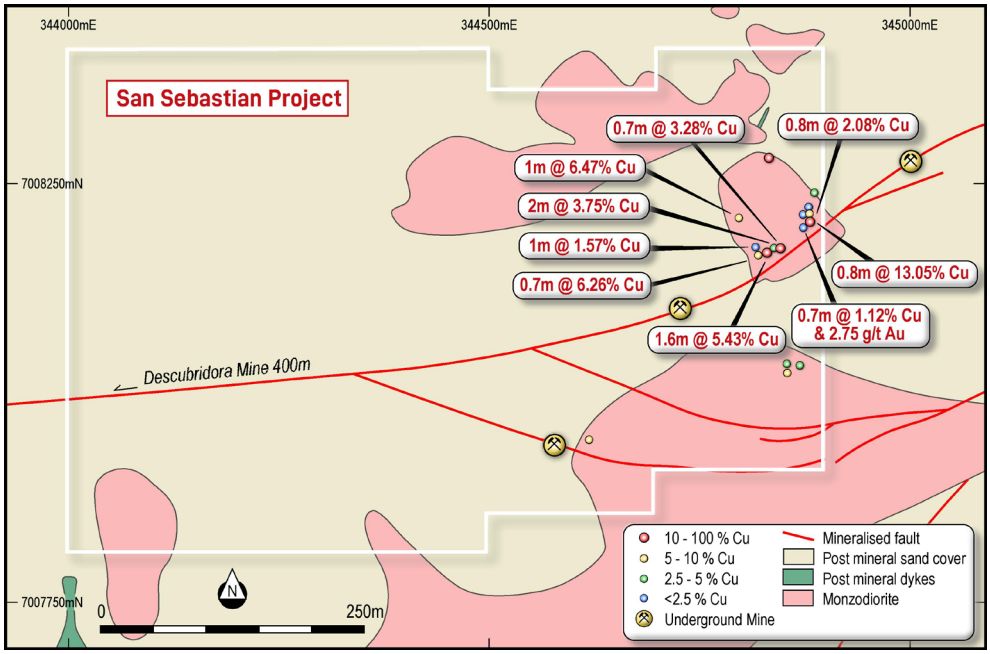


Figure 15 - Local Geology of the San Sebastian Project

Mineralisation with the project area comprises sets of quartz/calcite veins and tabular breccia bodies consisting of quartz and hematite hosted within diorites. Three dominant orientations have been identified:

(i) Strike extensive tabular veins and breccias trending northeast-southwest and sub-vertically to moderately dipping to the northwest. Widths vary from 0.5 m to 15 m.

(ii) Sets of north- northwest striking quartz hematite veins dipping steeply to the northeast.

(iii) Steeply dipping quartz/calcite veins and breccias up to 3 m in thick, trending broadly east-west and dipping steeply north or vertical. In some cases, the strike extent in individual veins is over 1,000 m.

(c) Previous Exploration

Historical sample results of these veins include 2.2 m at 5.79% copper and 1.25 g/t gold, 1.6 m at 5.44% copper and 0.41 g/t gold and 2.0 m at 3.75% copper and 0.29 g/t gold, refer Table 2. Refer to the Independent Geologist's Report in Annexure A for full details of the historical sampling results.

Sample ID	Northing	Easting	Elevation	From (m)	To (m)	Width (m)	Cu%	Au g/t	Type
RCPCH00500	7,008,212.8	344,876.1	1,075.5	0.0	1.1	1.1	3.05	1.11	Channel
RCPCH00501	7,008,204.3	344,881.5	1,074.0	0.0	2.2	2.2	5.79	1.25	Channel
RCPCH00553	7,008,165.2	344,820.2	1,089.5	0.0	1.7	1.7	2.78	0.36	Channel
RCPCH00554	7,008,168.3	344,830.1	1,088.5	0.0	1.6	1.6	5.44	0.41	Channel
RCPCH00555	7,008,171.4	344,839.2	1,087.3	0.0	2.0	2.0	3.75	0.29	Channel
RCPSD00001	7,008,212.0	344,795.6	1,036.5	9.0	11.0	2.0	4.27	1.07	Sludge

Table 2 - Significant Channel Sample Results at San Sebastian

Previous mining at San Sebastian extracted material from a main mineralised structure averaging approximately 3 m in width along about 300 m of strike length. A stope panel was designed with two extraction raises connected to the 1,090 m level; vein widths exposed in the raises widened, with widths of up to 4 m being exposed. The grade of material extracted from these raises averaged 6.8% copper.

The main mine area at San Sebastian is accessed via an adit which has been developed into the side of a hill along the vein, in the northern part of the concession. An additional tunnel is located approximately 40 m below the main mine tunnel in the footwall side of the vein. The lower adit is approximately 130 m long and runs parallel to the strike of the vein and provides access to the vein below the historic mine. In addition to the main mineralised structure, there are a number of secondary veins identified within the project area which have been historically mined.

(d) Exploration Potential

The district is interpreted to have potential for high grade copper vein-style mineralisation. In addition, IOCG and/or porphyry-style mineralisation may also be present. Considerable potential exists for the identification and delineation of additional high grade copper veins, as well as high grade lenses along the veins at San Sebastian. Similar potential is interpreted to exist for the identification of analogous veins under the predominantly sand-covered western areas. With further work, the documented strike length and depth extent of the major vein systems may be increased, together with a number of subsidiary veins.

5.3 Business Model

Following completion of the Offer, the Company's proposed business model will be to further explore and develop the Projects (being copper and gold exploration projects in Chile).

The Company's main objectives will be to:

(a) systematically explore and seek to develop the Projects;

(b) focus on high grade copper systems in the Coastal Cordillera of Chile;

(c) focus on mineral exploration or resource opportunities that have the potential to deliver growth for Shareholders;

(d) continue to pursue other acquisitions that have a strategic fit for the Company; and

(e) provide working capital for the Company.

To achieve these objectives, following Official Quotation, the Company proposes to undertake the exploration programs set out below. These programs are designed to test the economic viability of the Company's Projects, and results will determine the commercial viability and possible timing for the commencement of further work programs, including pre-feasibility studies and commencement of mining operations on the Projects if warranted.

In order to manage these programs and subject to the results of each stage of work, the Company expects to supplement its existing personnel with additional technical expertise as and when needed with a mixture of both permanent and contractor positions.

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

5.4 Proposed Exploration Program and Development Plan

It is currently proposed that the initial exploration program proposed by the Company for the Projects will include a total of approximately $4.65 million budgeted for the first two financial years following completion of the Offer as set out in Table 3 below:

Culpeo has developed an exploration budget for a minimum subscription of A$6 million which is summarised in Table 3 (including existing cash). The majority of the exploration budget is allotted to drilling the various drill-ready targets within the Las Petacas and Quelon Projects together with supportive geophysical and geochemical surveys.

Item	Year 1 (A$)	Year 2 (A$)	Total (A$)
Las Petacas			
Diamond drilling (6,000 m)	1,500,678	792,000	2,292,678
GAIP geophysics	100,000	-	100,000
Multielement geochemistry	46,500	37,162	83,662
Mapping	10,000	-	10,000
Quelon			
Diamond drilling (3,000 m)	800,678	897,000	1,697,678
Geophysics	100,000	-	100,000
Multielement geochemistry	55,776	-	55,776
Mapping	15,000	-	15,000
San Sebastian			
Diamond drilling (1,000 m)	150,000	150,000	300,000
Total	**2,778,632**	**1,876,162**	**4,654,794**

Table 3 - Proposed work programme budget - A$6 M raise

5.5 Use of Funds

The Company intends to apply funds raised from the Offer, together with existing cash reserves post-admission, over the first two years following admission of the Company to the Official List of ASX as follows:

Funds available	Offer ($) ($6,000,000)	Percentage of Funds (%)
Existing cash reserves[1]	534,392	8
Funds raised from the Offer	6,000,000	92
Total	**6,534,392**	**100.00**
Allocation of funds		
Exploration Las Petacas Project[2]	2,486,340	38
Exploration Quelon Project[2]	1,868,453	29
Exploration San Sebastian Project[2]	300,000	5
Expenses of the Offer[3]	243,890	4
Administration costs[4]	845,000	13
Working capital[5]	790,709	12
Total	**6,534,392**	**100**

Notes:

1. The Company intends to apply these funds towards the purposes set out in this table, including the payment of the expenses of the Offer of which various amounts will be payable prior to completion of the Offer. Since 31 December 2020, the Company has expended approximately $51,264 in progressing the Quelon Project and $30,939 preparing the Prospectus.
2. Refer to Section 5.4 and the Independent Geologist's Report in Annexure A for further details with respect to the Company's proposed exploration programs at the Projects.
3. Refer to Section 10.8 for further details.
4. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, repayment of debts owing to existing directors for historical unpaid director fees, rent and other associated costs. Refer to Section 8.3 for further details with respect to unpaid director fees.
5. To the extent that:

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

   (b) the Company is presented with additional acquisition opportunities,

   the Company's working capital will fund such further exploration and acquisition costs (including due diligence investigations and expert's fees in relation to such acquisitions). Any amounts not so expended will be applied toward administration costs for the period following the initial 2-year period following the Company's quotation on ASX.

It is anticipated that the funds raised under the Offer will enable 2 years of full operations (if the Minimum Subscription is raised). It should be noted that the Company may not be fully self-funding through its own operational cash flow at the end of this period. Accordingly, the Company may require additional capital beyond this point, which will likely involve the use of additional debt or equity funding. Future capital needs will also depend on the success or failure of the

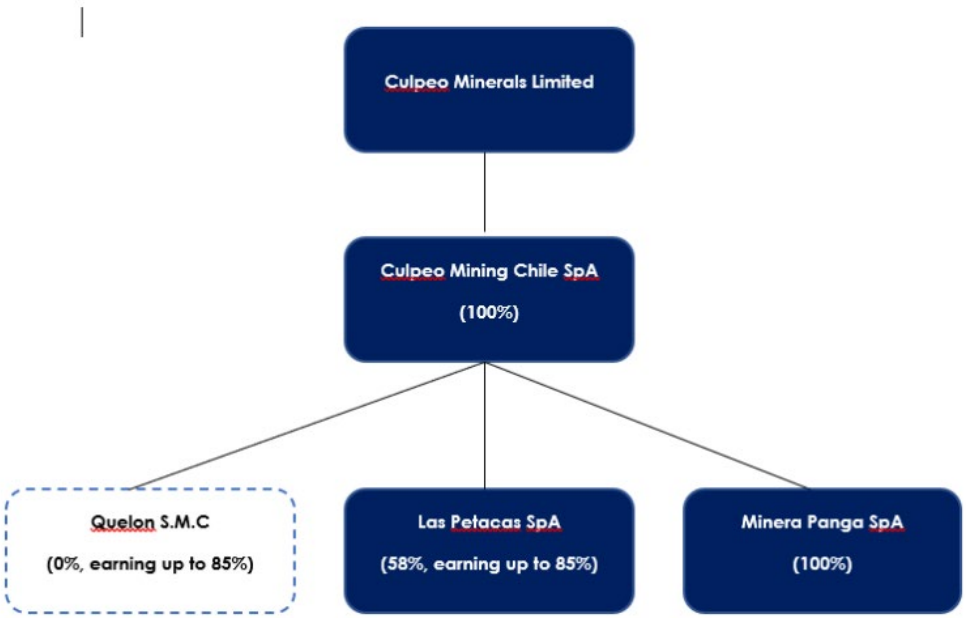
Company's work programs at the Las Petacas, Quelon and San Sebastian Projects. The use of further debt or equity funding will be considered by the Board where it is appropriate to fund additional exploration on the Las Petacas, Quelon and San Sebastian Projects, or to capitalise on acquisition opportunities in the resources sector.

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

The Directors consider that following completion of the Offer, the Company will have sufficient working capital to carry out its stated objectives. It should however be noted that an investment in the Company is speculative, and investors are encouraged to read the risk factors outlined in Section 7.

5.6 Group Structure

A group structure diagram of the Company is set out below:



Notes:

1. The Company currently has an indirect 0% interest, but has a right to earn up to an 85% interest, in Quelon S.M.C which holds the concessions constituting the Quelon Project (referred to below).
2. The Company currently has an indirect 58% interest, but has a right to earn up to an 85% interest, in Las Petacas SpA which holds the concessions constituting the Las Petacas Project (referred to below).
3. Minera Panga SpA, a wholly owned subsidiary of the Company, holds the concessions constituting the San Sebastian Project (referred to below).

5.7 Capital Structure

The capital structure of the Company following completion of the Offer is summarised below:

Shares[1]

	Offer
Shares currently on issue[2]	18,979,157
Shares to be issued pursuant to the Offer[3]	30,000,000
Lead Manager Shares[4]	2,846,139
Loan Conversion[5]	1,866,392
Managing Director Shares[6]	1,500,000
Total Shares on completion of the Offer	**55,191,688**

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 10.2.
2. As at the date of this Prospectus, the Company's Share capital is comprised of Shares issued to the Company's founders, Shares issued on conversion of loans and in lieu of various fees, Shares issued as partial consideration for the acquisition of the Projects, and Shares issued pursuant to seed capital raisings which the Company has undertaken since its incorporation.
3. 30,000,000 Shares to be issued at an issue price of $0.20 per share to raise $6,000,000 under the Offer.
4. Refer to Section 9.1.1 for further details of the Lead Manager Mandate.
5. Refer to Section 9.3 for further details of the Convertible Loan Agreement.
6. To be issued to Mr Maxwell Tuesley in connection with his appointment as Managing Director of the Company and in lieu of outstanding director fees. Refer to Section 9.4.1 for further details of Mr Tuesley's Executive Services Agreement.

Performance Rights

	Offer ($6,000,000)
Performance Rights currently on issue	Nil
Performance Rights to be issued to Directors, employees and consultants[1]	5,200,000[2]
Total Performance Rights on issue after completion of the Offer	**5,200,000**

Notes:

1. Refer to Section 10.3 for a summary of the terms and conditions of the Performance Rights.
2. Issued under the Company's Incentive Performance Rights Plan comprising:
   (a) 2,000,000 Performance Rights issued to Mr Maxwell Tuesley (or his nominee);
   (b) 700,000 Performance Rights issued to Tanamera Resources Pte Ltd (an entity controlled by Mr Geoffrey McNamara);
   (c) 700,000 Performance Rights issued to Mr Zeffron Reeves (or his nominee);
   (d) 700,000 Performance Rights issued to Paul Schmiede (or his nominee);
   (e) 700,000 Performance Rights issued to Mr Sergio Uribe, the Company's in-country manager (or his nominee); and
   (f) 400,000 Performance Rights issued to Evolution Corporate Services, the Company's secretarial services provider (or its nominee).

5.8 Substantial Shareholders

It is anticipated that, upon admission to the Official List, Geoffrey McNamara will have a relevant interest in approximately 9.4% of the Company's Shares. No other

officers of the Company will hold an interest of greater than 5% in the Company's Shares.

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

5.9 Restricted Securities

Subject to the Company being admitted to the Official List and completing the Offer, certain Shares will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation. During the period in which these Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

While the ASX has not yet confirmed the final escrow position applicable to the Company's Shareholders, the Company anticipates that the following Shares will be subject to escrow:

(a) some or all of the Shares issued to the founders of the Company (including Geoffrey McNamara and Zeffron Reeves) and other promoters will be escrowed for a period of 24 months from the listing date;

(b) the San Sebastian Consideration Shares will be escrowed for a period of 24 months from the listing date;

(c) some of the Shares issued to various unrelated seed capitalists will be escrowed for a period of 12 months from the date of issue;

(d) the Shares to be issued to the Lead Manager (or its nominees) pursuant to the Lead Manager Mandate will be escrowed for a period of 24 months from the listing date; and

(e) a portion of the Shares to be issued on conversion of the Convertible Loan will be escrowed for 12 months from the date the Convertible Loan was advanced to the Company or for a period of 24 months from the listing date.

The number of Shares that are subject to ASX imposed escrow are at ASX's discretion in accordance with the ASX Listing Rules and underlying policy.

The Company will announce to the ASX full details (quantity and duration) of the Shares required to be held in escrow prior to the Shares commencing trading on ASX (which admission is subject to ASX's discretion and approval).

5.10 Additional Information

Prospective investors are referred to and encouraged to read in its entirety both the:

(a) the Independent Geologist's Report in Annexure A for further details about the geology, location and mineral potential of the Company's Projects; and

(b) the Solicitor's Report on Title in Annexure B for further details in respect to the Company's interests in the concessions.

5.11 Dividend Policy

The Company anticipates that significant expenditure will be incurred in the evaluation and development of the Company's Projects. These activities, together with the possible acquisition of interests in other projects, are expected to dominate at least, the first two-year period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and the operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

6. FINANCIAL INFORMATION

6.1 Introduction

The financial information in this Section 6 consists of:

(a) the historical consolidated statements of comprehensive income and statements of cash flows of the Company for the 11 months ended 30 June 2019, the year ended 30 June 2020, and for the 6 months ended 31 December 2020;

(b) the historical consolidated statement of financial position of the Company as at 31 December 2020; and

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

(c) the pro forma consolidated statement of financial position of the Company as at 31 December 2020, including the pro forma adjustments applied to the Historical Financial Information of the Company to illustrate the events and transactions related to the Offer as if they had occurred at 31 December 2020 (**Pro Forma Historical Financial Information**),

(collectively referred to as the **Financial Information**).

The Directors are responsible for the preparation and inclusion of the Financial Information in the Prospectus. RSM Corporate Australia Pty Ltd has prepared an Investigating Accountant's Report in respect of the Financial Information. A copy of this report, which includes an explanation of the scope and limitations of the Investigating Accountant's work is attached at Annexure C.

The information presented in this Section 6 should be read in conjunction with the Investigating Accountant's Report contained in Annexure C, the risk factors detailed in Section 7 and other information included in this Prospectus.

6.2 Basis of preparation and presentation of the Financial Information

The Historical Financial Information has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards and the accounting policies adopted by the Company (as detailed in Section 6.6.3). The Pro Forma Statement of Financial Position has been derived from the Historical Financial Information and includes pro forma adjustments for certain subsequent events and transactions associated with the Offers (as detailed in Section 6.6.2) as if those events and transactions had occurred as at 31 December 2020.

The Financial Information detailed in this Section 6 is presented in an abbreviated form and does not include all the presentation and disclosures, statements or comparative information required by Australian Accounting Standards and other mandatory reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The Historical Financial Information of the Company has been extracted from its special purpose financial statements for the 11 month period ended 30 June 2019 and the general purpose financial statements for the period ended 30 June 2020, which were audited by RSM Australia Partners, and its general purpose interim financial statements for the six months ended 31 December 2020, which were reviewed by RSM Australia Partners in accordance with applicable Australian Auditing Standards.

The review report issued by RSM Australia Partners with respect to the financial statements for the 6 month period ended 31 December 2020 included an emphasis of matter in relation to material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the review conclusion was not modified in this regard. The Directors are of the view that, following receipt of the proceeds of the Offer, the Company will have sufficient funding to pursue its planned activities and continue as a going concern.

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

6.3 Statement of Comprehensive Income

The table below details the Consolidated Statement of Comprehensive Income of Culpeo for the 11 month period ended 30 June 2019, the year 30 June 2020 and for the six months ended 31 December 2020:

	11 months ended	**Year ended**	**Six months ended**
	30-Jun-19	**30-Jun-20**	**31-Dec-20**
	Audited	**Audited**	**Reviewed**
	$	**$**	**$**
Other revenue	-	-	11
Administration expenses	-	-	(7,673)
Consultancy expenses	(13,828)	(6,994)	(41,255)
Corporate and compliance expenses	(48,543)	(49,153)	(44,161)
Employee related expenses	(66,041)	(60,000)	(46,500)
Equity based payments	-	-	(98,054)
Exploration expenses	(16,742)	-	-
Foreign currency translation	-	-	(8,791)
Impairment of assets	(1,009)	(1,829)	(7,292)
Impairment of exploration assets	(621,553)	-	(225,180)
Insurance expenses	(16,634)	(11,246)	-
Interest and finance expenses	(12,080)	(30,299)	(8,413)
Legal and professional fees	-	-	(38,915)
Other expenses	(7,823)	(2,896)	-
Loss before income tax expense	**(804,253)**	**(162,417)**	**(526,223)**
Income tax expense	-	-	-
Loss after income tax expense	**(804,253)**	**(162,417)**	**(526,223)**
Total comprehensive loss for the year	**(804,253)**	**(162,417)**	**(526,223)**

1. The impairment expenses recorded by the Company relate to the write-off of previously capitalised exploration and evaluation expenditure which relates to tenements which were not renewed, following internal and third party reviews as to their prospectivity.

6.4 Statement of Cash Flows

The table below details the Consolidated Statement of Cash Flows of Culpeo for the 11 month period ended 30 June 2019, the year 30 June 2020 and for the six months ended 31 December 2020:

	11 months ended	Year ended	Six months ended
	30-Jun-19	30-Jun-20	31-Dec-20
	Audited	Audited	Reviewed
	$	$	$
Cash flows from operating activities			
Payments to suppliers and employees	(59,391)	(43,971)	(183,782)
Payments for exploration and evaluation	(6,242)	-	-
Net cash used in operating activities	**(65,633)**	**(43,971)**	**(183,782)**
Cash flows from investing activities			
Payments for exploration and evaluation	(558,021)	-	(15,662)
Payments for acquisition of Las Petacas Project	-	-	(413,964)
Cash received on acquisition of Las Petacas Project	-	-	106,830
Net cash used in investing activities	**(558,021)**	**-**	**(322,796)**
Cash flows from financing activities			
Proceeds from issue of shares	371,333	-	806,000
Proceeds from borrowings	252,992	53,522	-
Net cash from financing activities	**624,325**	**53,522**	**806,000**
Net increase in cash and cash equivalents	671	9,551	299,422
Cash and cash equivalents at the beginning of the period	-	671	10,222
Effect of exchange rate changes on cash and cash equivalents	-	-	9,558
Cash and cash equivalents at the end of the period	**671**	**10,222**	**319,202**

6.5 Historical and Pro Forma Statements of Financial Position

The table below details the Historical Statement of Financial Position of the Company as at 31 December 2020, extracted from the reviewed financial statements, and the Pro Forma Statement of Financial Position of the Company as at that date.

	Note	Culpeo Reviewed 31-Dec-20 $	Subsequent events Unaudited 31-Dec-20 $	Pro forma adjustments Unaudited 31-Dec-20 $	Pro forma Unaudited 31-Dec-20 $
Assets					
Current assets					
Cash and cash equivalents	6.6.4	319,202	770,000	5,641,494	6,730,696
Trade and other receivables		2,731	-	-	2,731
Total current assets		**321,933**	**770,000**	**5,641,494**	**6,733,427**
Non current assets					
Exploration and evaluation		805,068			805,068
Total non current assets		**805,068**	**-**	**-**	**805,068**
Total assets		**1,127,001**	**770,000**	**5,641,494**	**7,538,495**
Liabilities					
Current liabilities					
Trade and other payables	6.6.5	272,797	-	(124,663)	148,134
Borrowings	6.6.6	185,876	4,496	(190,372)	-
Total current liabilities		**458,673**	**4,496**	**(315,035)**	**148,134**
Non current liabilities					
Deferred taxes payable		255,239	-	-	255,239
Total non current liabilities		**255,239**	**-**	**-**	**255,239**
Total liabilities		**713,912**	**4,496**	**(315,035)**	**403,373**
Net assets		**413,089**	**765,504**	**5,956,529**	**7,135,122**
Equity					
Share capital	6.6.7	1,678,517	770,000	6,398,350	8,846,867
Reserves		10,162	-	-	10,162
Accumulated losses	6.6.8	(1,487,041)	(4,496)	(441,821)	(1,933,358)
Equity attributable to owners of the company		201,638	765,504	5,956,529	6,923,671
Non-controlling interest		211,451	-	-	211,451
Total equity		**413,089**	**765,504**	**5,956,529**	**7,135,122**

The unaudited pro forma statement of financial position represents the reviewed statement of financial position of the Company as at 31 December 2020 adjusted for the subsequent events and pro forma transactions outlined in Section 6.6.2 below. It should be read in conjunction with the notes to the Financial Information.

6.6 NOTES TO THE FINANCIAL INFORMATION

6.6.1 Historical Statement of Financial Position

The Historical Statement of Financial Position of the Company detailed above has been extracted without adjustment from the reviewed financial statements of the Company for the six months ended 31 December 2020.

6.6.2 Pro Forma Historical Statement of Financial Position

The Pro Forma Statement of Financial Position has been compiled by extracting the Historical Statement of Financial Position of the Company as at 31 December 2020 and reflecting the Directors' pro forma adjustments for the impact of the following subsequent events and other transactions which are proposed to occur immediately before or following completion of the Offer.

The following pro forma adjustments have been made in relation to events subsequent to 31 December 2020:

(i) the issue of 30,250,001 (pre-consolidation) fully paid ordinary shares in the Company at $0.025 each (**Pre-IPO Shares**) to raise $770,000 before costs;

(ii) the issue of 1,848,000 (pre-consolidation) fully paid ordinary shares in the Company at $0.025 each to the Lead Manager (and/or its nominees) in exchange for lead advisory services offered in connection with the Pre-IPO;

(iii) the consolidation of the issued capital of the company on a basis that every 11 shares held be consolidated into 2 shares, resulting in 18,979,157 (post-consolidation) fully paid ordinary shares in the company; and

(iv) the interest accrued of $4,496 (up to 30 April 2021) on a $185,876 convertible loan facility which was entered into with Tanamera (**Convertible Loan**).

The following pro forma adjustments have been made in relation to events which are expected to occur immediately before or following completion of the Offer:

(v) the issue of 30,000,000 (post-consolidation) fully paid ordinary shares in the Company at $0.20 each (**Offer Shares**), to raise A$6,000,000 before costs pursuant to the Offer;

(vi) the payment of cash costs related to the Offer estimated to be $274,783;

(vii) the conversion of the Convertible Loan of $190,372 (including accrued interest) with a conversion price of $0.102 into 1,866,392 fully paid ordinary shares in the Company;

(viii) the settlement of $124,663 in accrued director fees and day rate consulting fees (**Directors fees**) through the issue of 204,700 (post-consolidation) fully paid ordinary shares in the Company at an issue price of $0.20 each, with the remaining $83,723 paid in cash received from the proceeds of the Offer;

(ix) the issue of 1,295,300 (post-consolidation) shares in the Company (**Managing Director Shares**) at $0.20 each to Mr Maxwell Tuesley in connection with his appointment as Managing Director; and

(x) the issue of 2,846,139 (post-consolidation) fully paid ordinary shares in the Company (**Lead Manager and Broker Shares**) at $0.20 each to the Lead Manager (and/or its nominees) in exchange for lead advisory services offered in connection with the IPO.

6.6.3 Significant accounting policies

The principal accounting policies adopted in the preparation of the Financial Information are detailed below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) **New or amended Accounting Standards and Interpretations adopted**

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

(b) **Principles of Consolidation**

The consolidated financial information of the Company incorporates the assets and liabilities of all subsidiaries of Culpeo Minerals Limited (**Company** or **Parent Entity**). Culpeo Minerals Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed here necessary to ensure consistency with the policies adopted by the consolidated entity.

(c) **Functional and presentation currency**

The Financial Information is presented in Australian dollars, which is the Company's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such

transactions and from the translation at financial period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

(d) **Income tax**

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

(i) when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or

(ii) when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets is reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to

the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

(e) **Cash and cash equivalents**

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

(f) **Interest**

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

(g) **Current and non-current classifications**

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

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

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

Deferred tax assets and liabilities are always classified as non-current.

(h) **Trade and other receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

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

(i) **Trade and other payables**

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

(j) **Fair value measurement**

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

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

(k) **Exploration and evaluation expenditure**

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the period in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

(l) **Issued capital**

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

(m) **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 tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the 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 tax authority, are presented as operating cash flows.

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

(n) **Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

(o) **Finance costs**

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

(p) **Employee benefits**

Short-term employee benefits

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

(q) **Critical accounting judgements, estimates and assumptions**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial period are discussed below.

Exploration and evaluation expenditure

Exploration and evaluation costs have been capitalised on the basis that the activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to

these activities and allocating overheads between those that are expensed and capitalised.

6.6.4 Cash and cash equivalents

	Note	Culpeo Reviewed 31-Dec-20 $	Pro forma Unaudited 31-Dec-20 $
Cash and cash equivalents		319,202	6,730,696
Culpeo cash and cash equivalents as at 31 December 2020			319,202
Subsequent events are summarised as follows:			
Pre-IPO capital raising	*6.6.2(i)*		770,000
			770,000
Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:			
Proceeds from the Offer pursuant to the Prospectus	*6.6.2(v)*		6,000,000
Capital raising costs	*6.6.2(vi)*		(274,783)
Payment of accrued Director fees	*6.6.2(vii)*		(83,723)
			5,641,494
Pro forma cash and cash equivalents			**6,730,696**

6.6.5 Trade and other payables

	Note	Culpeo Reviewed 31-Dec-20 $	Pro forma Unaudited 31-Dec-20 $
Trade and other payables		272,797	148,134
Culpeo trade and other payables as at 31 December 2020			272,797
Subsequent events are summarised as follows:			
Nil			-
			-

Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:		
Payment of accrued Director fees	6.6.2(vii)	(124,663)
		(124,663)
Pro forma trade and other payables		**148,134**

6.6.6 Borrowings

	Note	Culpeo Reviewed 31-Dec-20 $	Pro forma Unaudited 31-Dec-20 $
Borrowings		185,876	-
Culpeo borrowings as at 31 December 2020			185,876
Subsequent events are summarised as follows:			
Interest capitalised on Convertible Loan	6.6.2(iv)		4,496
			4,496
Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:			
Conversion of Convertible Loan	6.6.2(vii)		(190,372)
			(190,372)
Pro forma borrowings			**-**

6.6.7 Share Capital

	Note	Culpeo Pro forma Unaudited 31-Dec-20 No. of Shares	Pro forma Unaudited 31-Dec-20 $
Issued share capital		55,388,081	8,846,867
Culpeo share capital as at 31 December 2020		72,287,360	1,678,517
Subsequent events are summarised as follows:			
Issued Capital	6.6.2(i)	30,250,001	770,000

Issue of shares to Lead Manager for Pre-IPO raising	6.6.2(ii)	1,848,000	46,200
Pre-IPO capital raising costs	6.6.2(ii)	-	(46,200)
Share consolidation (2 for 11 basis)	6.6.2(iii)	(85,406,201)	-
		18,979,157	770,000
Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:			
Proceeds from the Offer	6.6.2(v)	30,000,000	6,000,000
Cash costs associated with the Offer	6.6.2(vi)	-	(92,022)
Conversion of Convertible Loan	6.6.2(vii)	1,866,392	190,372
Settlement of Director fees	6.6.2(viii)	204,700	40,940
Issue of Managing Director Shares	6.6.2(x)	1,295,300	259,060
Issue of Lead Manager and Broker Shares	6.6.2(x)	2,846,139	569,228
Capital raising costs	6.6.2(x)	-	(569,228)
		36,212,531	6,398,350
Pro forma issued share capital		**55,191,688**	**8,846,867**

6.6.8 Accumulated Losses

	Note	Culpeo Reviewed	Pro forma Unaudited
		31-Dec-20	**31-Dec-20**
		$	**$**
Accumulated losses		(1,487,041)	(1,933,358)
Culpeo accumulated losses as at 31 December 2020			(1,487,041)
Subsequent events are summarised as follows:			
Capitalised interest on Convertible Loan	6.6.2(iv)		(4,496)
			(4,496)
Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:			
Listing costs expensed	6.6.2(vi)		(182,761)
Issue of Managing Director Shares	6.6.2(ix)		(259,060)
			(441,821)
Pro forma accumulated losses			**(1,933,358)**

6.6.9 Contingent Liabilities and Commitments

As at 31 December 2020, the Company had no material contingent liabilities or financial commitments.

7. RISK FACTORS

7.1 Introduction

The Shares offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks that have a direct influence on the Company, its Projects and activities are set out in Section 5. Those key risks as well as other risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risk factors set out in this Section 7, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 7 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 7, together with all other information contained in this Prospectus.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 7 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

7.2 Company Specific Risks

Risk Category	Risk
Limited History	The Company's current business has limited operating history, although it should be noted that the Directors have between them significant operational experience. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its projects. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.
Exploration and Operating	The mineral exploitation concessions comprising the Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

Risk Category	Risk
	The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company. The success of the Company will also depend upon the Company being able to maintain title to the exploitation concessions comprising the Projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the concessions comprising the Projects.
Title Risk	The Company holds exploitation concessions that are not subject to a renewal process other than the payment of an annual fee. Consequently, the Company could lose title to or its interest in concessions due to administrative error or if insufficient funds are available to meet statutory payments. There are no annual expenditure commitments on the exploitation concessions in Chile. The exploitation concessions are not subject to a specific term and therefore do not carry an expiration date. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required, and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration or development of its projects. Please refer to the Solicitor's Report on Title in Annexure B for further details.
Project Agreements	The interests in the Company's Projects are contingent upon the Company meeting certain payment obligations and expenditure commitments under the relevant Earn-in Agreements. Until such time as the relevant payments and expenditures are made or incurred, as applicable, the concessions comprising the Las Petacas and Quelon Projects remain under the control of the controlling shareholder of the relevant legal mining company that owns them. Further, the participation rights of the respective shareholders in each legal mining company which holds the relevant concessions for each Project will not be

Risk Category	Risk
	diluted until such time as full payment and expenditure for each stage of the relevant Project have been satisfied. There is a risk therefore that whilst the majority of costs or expenditure in relation to a particular stage of a Project may have been expended, the associated interest in the legal mining company, and therefore the concessions held by it, will not be formally recognised until such time as the full amount is expended. If the full amount is not expended for any reason, for example if the Company does not have the appropriate funds in place or is unable to raise any required funds within the option period, there is a risk that, in the absence of any agreement to the contrary between the relevant parties, any expenditure undertaken on that stage to date may not be recognised.
Joint Venture Risk	The Company currently holds a 58% interest in the Las Petacas mineral concessions from an entity controlled by an investment fund backed by the Chilean Government and private venture capital investors, with the right to earn up to an additional 27% interest from the remaining joint venture partner. At the Quelon Project, the Company has the right to earn up to 85% from its joint venture partner. The Company is subject to the risk that changes in the status of any of the Company's joint ventures may adversely affect the operations and performance of the Company. Further, where the Company is not the registered owner of the concessions, the Company's ability to achieve its objectives in respect of the concessions is dependent upon it and the registered holder of the concessions complying with their obligations under the relevant earn-in agreements giving rise to the Company's interest, and on the registered holder complying with the terms and conditions of the concessions and any other applicable legislation. Any failure to comply with these obligations may result in the Company losing its interest in those concessions, which may have a material adverse effect on the Company's operations and the performance and value of the Shares. The Company has no current reason to believe that the registered owners of the concessions will not meet and satisfy their respective obligations under the relevant agreements, the concession conditions and other applicable legislation. There is also a risk of financial failure or default under the joint venture arrangements by a participant in any joint venture to which the Company is, or may become, a party. Any withdrawal by a joint venture party or any issues with their ability to perform the obligations due under the joint venture arrangements could have a material adverse impact on the financial position of the Company. There is also the risk of disputes arising with the Company's joint venture partners, the resolution of which could lead to

Risk Category	Risk
	delays in the Company's proposed development activities or financial loss.
Climate Risk	There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include: (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.
COVID-19 Risk	The outbreak of the coronavirus disease (**COVID-19**) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. If any of these impacts appear material prior to close of the Offer, the Company will notify investors under a supplementary prospectus.
Main Operations in Chile	While Chile is considered to be one of South America's most politically stable and prosperous nations, it may nevertheless be subject to social and economic uncertainty. Civil and political unrest and outbreaks of hostilities in Chile could affect the Company's access to its

Risk Category	Risk
	projects and subsequent exploration and development. Adverse changes in government policies or legislation in Chile affecting foreign ownership of mineral interests, taxation, profit repatriation, royalties, land access, labour relations, and mining and exploration activities may affect the operations of the Company. In particular, there is a mining royalty bill (**Royalty Bill**) under discussion in the National Congress of Chile for the creation of a new tax to mining operations in Chile. The draft Royalty Bill proposes charging a royalty on mining companies exploiting certain minerals in Chile. Further, in October 2020, an initial referendum was approved to replace the Chilean Constitution and to convene a Constitutional Convention to draft a new Constitution. The final draft Constitution will be submitted for a further national referendum which is expected to take place around mid-2022. If the Royalty Bill is passed or a new Constitution is approved, it may adversely impact the Company's operations. The Directors will continue to monitor and update the market as necessary.
Earthquake	Chile, including the area in which the Projects are situated, is seismically active and prone to frequent earthquakes and occasional tsunamis. Any such event may result in operational delays to the Company's operations.

7.3 Industry Specific Risks

Risk Category	Risk
Exploration Costs	The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.
Resource and Reserves and Exploration Targets	The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted.

Risk Category	Risk
	Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.
Grant of Future Authorisations to Explore and Mine	If the Company discovers an economically viable mineral deposit that is then intends to develop, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.
Mine Development	Possible future development of mining operations at the Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production on one of the Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Projects. The risks associated with the development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.
Environmental	The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Mining operations have inherent risks and liabilities associated with safety and damage to the environment

Risk Category	Risk
	and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.
Regulatory Compliance	The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities. While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects. Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in

Risk Category	Risk
	suspension of the Company's activities or forfeiture of one or more of the concessions.

7.4 General Risks

Risk Category	Risk
Additional Requirements for Capital	The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, scale back its exploration programmes or pursue other commercial arrangements that may affect the Company's interest in and ownership of the projects and its shareholdings. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
Reliance on Key Personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment. The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.
Economic	General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Risk Category	Risk
Competition Risk	The industry in which the Company will be involved is subject to domestic and global competition. Although 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, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.
Currently No Market	There is currently no public market for the Company's Shares, the price of its Shares is subject to uncertainty and there can be no assurance that an active market for the Company's Shares will develop or continue after the Offer. The price at which the Company's Shares trade on ASX after listing may be higher or lower than the issue price of Shares offered under this Prospectus and could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which the Directors and the Company have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors. There can be no guarantee that an active market in the Company's Shares will develop or that the price of the Shares will increase. There may be relatively few or many potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is above or below the price that Shareholders paid.
Market Conditions	Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors including, but not limited to: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) commodity prices; (e) changes in investor sentiment toward particular market sectors; (f) the demand for, and supply of, capital; and (g) terrorism or other hostilities. The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Risk Category	Risk
	Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of exploration companies experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the shares regardless of the Company's performance. Further, after the end of the relevant escrow periods affecting Shares in the Company, a significant sale of then tradeable Shares (or the market perception that such a sale might occur) could have an adverse effect on the Company's Share price. Please refer to Section 5.9 for further details on the Shares likely to be classified by the ASX as restricted securities.
Commodity Price Volatility and Exchange Rate Risks	If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for base and precious metals, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.
Government Policy Changes	Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Chile may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.
Insurance	The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

Risk Category	Risk
Force Majeure	The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.
Taxation	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.
Litigation Risks	The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, reputation, financial performance and financial position. The Company is not currently engaged in any litigation.

7.5 Investment Speculative

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Shares offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Shares.

Before deciding whether to subscribe for Shares under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

8. BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

8.1 Directors and Key Personnel

The Board of the Company consists of:

(a) **Geoffrey McNamara BSc (Applied Geology), AusIMM, FINSIA, AICD**

Non-Executive Chair

Mr McNamara is a geologist with over 25 years of international resource sector experience, operational roles include Project Manager, Senior Mine Geologist and Mine Geologist for Ivanhoe Mines, Lion Ore International and Western Mining Corporation. Mr McNamara is currently a Non-Executive Director and Co-Founder of Tesoro Resources Ltd (ASX:TSO) which discovered the El Zorro gold project in Chile; and Non-Executive Chairman and Co-Founder of Rincon Resources Limited (ASX:RCR). Previously he worked in Private Equity (FUM USD800 million) and as a Director of Societe General's Mining Finance team in New York. Geoffrey holds a Bachelors degree in Geology and a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australasia. He is a member of the Australian Institute of Company Directors (AICD) and the Australasian Institute of Mining and Metallurgy (AusIMM).

The Board considers that Mr McNamara is not an independent Director, because he is a founder of the Company, with a significant shareholding and he will also be a substantial shareholder of the Company following completion of the Offer.

(b) **Maxwell Tuesley BSc Applied Geology (Hons) Economic Geology, AusIMM**

Managing Director

Maxwell is a Geologist with 30 years' experience in base metal/gold exploration mining. He has a proven track record of successful project team management, both within Australia and internationally, working on projects in Mongolia, Sudan, Laos and the Philippines. Earlier in his career, Maxwell spent seven years with Xstrata in senior management roles with a focus on their Australian Copper Operations, including the Ernest Henry IOCG project. Maxwell holds a Bachelor of Science from Queensland University of Technology and an Honors Degree in Economic Geology from James Cook University. He is a member of the AusIMM and the AICD. Maxwell previously held the position of COO for Queensland Mining Corporation (ASX:QMN) and was employed as Exploration Manager for Kopore Metals Limited (ASX:KMT) (formerly Metallum Limited (ASX:MNE)).

The Board considers that Mr Tuesley is not an independent Director because he will have an executive role with the Company on listing.

(c) **Zeffron Reeves BSc (Hons) (Applied Geology), MBA, MAIG**

Non-Executive Director

Mr Reeves is a geologist with over 20 years' experience in the resources sector working on mineral resource projects through all facets of development from greenfield exploration, discovery, definition and

feasibility, construction, production to closure. Mr Reeves is currently Managing Director and Co-Founder of Tesoro Resources Ltd (ASX:TSO) which discovered the El Zorro gold project in Chile; and Non-Executive Director and Co-Founder of Rincon Resources Limited (ASX:RCR). Mr Reeves was most recently Managing Director of Kopore Metals Limited (ASX:KMT) (formerly Metallum Limited (ASX:MNE)), both of which have had a number of development and operational projects in Chile. He has also held senior management positions with Cleveland Mining Ltd (ASX:CDG) and Ashburton Minerals Ltd (ASX:ATN), developing projects in Brazil. Mr Reeves has a Bachelor of Applied Geology (Honours) a Masters of Business Administration from Curtin University and is a member of the Australia Institute of Geoscientists.

The Board considers that Mr Reeves is an independent Director.

(d) **Paul Schmiede BE (Mining), FAusIMM**

Non-Executive Director

Paul is a mining engineer with over 25 years' experience in mining, exploration and business and corporate development. Paul has had direct exposure to gold and base metal commodities in a range of jurisdictions including Australia, Burkina Faso and DRC. Paul is currently Vice President - Corporate Development for TSX-V listed Sarama Resources Ltd, which has development stage gold assets in Burkina Faso. Prior to that he was Vice President Operations and Project Development at Moto Goldmines Ltd where he managed the pre-feasibility, bankable and definitive feasibility study for the +22 million ounce Democratic Republic of Congo based, Moto Gold Project (now Kibali Gold). Prior to joining Moto Goldmines, He held senior operational and management positions with Gold Fields Ltd and WMC Resources Ltd where he was responsible for underground and open pit operations as well as project development and planning.

Paul holds a First Class Mine Managers Certificate (Western Australia), a Bachelor of Engineering (Mining) degree and is a Fellow of the Australasian Institute of Mining and Metallurgy.

The Board considers that Mr Schmiede is an independent Director.

The Company is aware of the need to have sufficient management to properly supervise its operations and the Board will continually monitor the management roles in the Company. As the Company's Projects require an increased level of involvement the Board will look to appoint additional management and/or consultants when and where appropriate to ensure proper management of the Projects.

8.2 Disclosure in relation to Geoffrey McNamara

Mr Geoffrey McNamara was a director of Alita Resources Limited (ACN 147 393 735) (ASX:A40) (**Alita**), which appointed a voluntary administrator on 29 August 2019. The administrator was appointed because of a sudden crash in the price of lithium as a result of a change to Chinese markets. A Deed of Company Arrangement was executed on 19 December 2019, and Alita was removed from the Official List on 1 October 2020 under ASX Listing Rule 17.12.

Mr McNamara ceased to be a director of Alita on 17 December 2019.

8.3 Disclosure of Interests

Remuneration

Details of the Directors' remuneration for the previous three completed and the current financial year (on an annualised basis) are set out in the table below:

Director	Remuneration for the year ended 30 June 2019	Remuneration for the year ended 30 June 2020	Proposed remuneration for year ending 30 June 2021	Proposed remuneration for year ending 30 June 2022
Geoffrey McNamara[1,2]	$28,089	$30,000	$94,750[8]	$45,000
Zeffron Reeves[1,3]	$43,839[9]	$49,500[9]	$82,706[9]	$45,000
Maxwell Tuesley[4,5]	n/a	n/a	$91,880	$250,000
Paul Schmiede[6,7]	n/a	n/a	$11,250	$45,000

Notes:

1. Appointed on 25 July 2018.
2. The Company owes Mr McNamara $152,839 in accrued but unpaid director fees and day rate consulting fees. The Company intends to pay these fees following listing.
3. The Company owes Mr Reeves $74,045 in accrued but unpaid director fees and day rate consulting fees. The Company intends to pay these fees following listing.
4. Appointed on 28 October 2020.
5. The Company owes Mr Tuesley $55,940 in accrued but unpaid director fees and day rate consulting fees. $40,940 of the unpaid fees will convert into Shares at listing and the remaining $15,000 will be paid in cash.
6. Appointed on 1 April 2021.
7. The Company owes Mr Schmiede $11,250 in accrued but unpaid director fees and day rate consulting fees. The Company intends to pay these fees following listing.
8. Comprising $36,250 in directors fees and $58,500 in day rate consulting fees.
9. Comprising:
   (a) FY 2019: $28,089 in directors fees and $15,750 in day rate consulting fees.
   (b) FY 2020: $30,000 in directors fees and $19,500 in day rate consulting fees.
   (c) FY 2021: $36,250 in directors fees and $46,456 in day rate consulting fees.

The Company's constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The aggregate remuneration for non-executive Directors is $500,000 per annum although may be varied by ordinary resolution of the Shareholders in general meeting.

The remuneration of any executive director that may be appointed to the Board will be fixed by the Board and may be paid by way of fixed salary or consultancy fee.

Interests in Securities

As at the date of this Prospectus

Directors are not required under the Company's Constitution to hold any Shares to be eligible to act as a director. As at the date of this Prospectus, the Directors have relevant interests in securities as follows:

Director	Shares	Performance Rights	Percentage (%) (Undiluted)	Percentage (%) (Fully Diluted)
Geoffrey McNamara[1]	3,319,562	-	17.49	17.49
Zeffron Reeves	1,321,213	-	6.96	6.96
Maxwell Tuesley	-	-	-	-
Paul Schmiede	-	-	-	-

Notes:

1. Comprising:

   (a) 1,854,546 Shares held by Linkwood Holdings Pte Ltd; and

   (b) 1,465,016 Shares held by Tanamera Resources Pte Ltd,

   entities controlled by Mr McNamara.

Post-completion of the Offer

Director	Shares	Performance Rights	Percentage (%) (Undiluted)	Percentage (%) (Fully Diluted)
Geoffrey McNamara[1]	5,185,954	700,000	9.40	9.75
Zeffron Reeves	1,321,213	700,000	2.39	3.35
Maxwell Tuesley[2]	1,500,000	2,000,000	2.72	5.80
Paul Schmiede	-	700,000	-	1.16

Notes:

1. Comprising:

   (a) 1,854,546 Shares held by Linkwood Holdings Pte Ltd; and

   (b) 1,465,016 Shares held by Tanamera Resources Pte Ltd;

   (c) 1,866,392 Shares to be issued to Tanamera Resources Pte Ltd on conversion of debt,

   entities controlled by Mr McNamara.

2. To be issued to Mr Maxwell Tuesley as part remuneration for his appointment as Managing Director of the Company and in lieu of outstanding director fees.

3. Assuming no participation by Directors in the Offer.

8.4 Agreements with Directors and Related Parties

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

(a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and

(b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

The agreements between the Company and related parties are summarised in Sections 9.3 and 9.4.

8.5 Corporate Governance

(a) ASX Corporate Governance Council Principles and Recommendations

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

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

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

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

(b) Board of Directors

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

(i) maintain and increase Shareholder value;

(ii) ensure a prudential and ethical basis for the Company's conduct and activities consistent with the Company's stated values; and

(iii) ensure compliance with the Company's legal and regulatory objectives.

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

(i) leading and setting the strategic direction, values and objectives of the Company;

(ii) appointing the Chairman of the Board, Managing Director or Chief Executive Officer and approving the appointment of senior executives and the Company Secretary;

(iii) overseeing the implementation of the Company's strategic objectives, values, code of conduct and performance generally;

(iv) approving operating budgets, major capital expenditure and significant acquisitions and divestitures;

(v) overseeing the integrity of the Company's accounting and corporate reporting systems, including any external audit (satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance);

(vi) establishing procedures for verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor, to ensure that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;

(vii) overseeing the Company's procedures and processes for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;

(viii) reviewing, ratifying and monitoring the effectiveness of the Company's risk management framework, corporate governance policies and systems designed to ensure legal compliance; and

(ix) approving the Company's remuneration framework.

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

(c) **Composition of the Board**

Election of Board members is substantially the province of the Shareholders in general meeting, subject to the following:

(i) membership of the Board of Directors will be reviewed regularly to ensure the mix of skills and expertise is appropriate; and

(ii) the composition of the Board has been structured so as to provide the Company with an adequate mix of directors with industry knowledge, technical, commercial and financial skills together with integrity and judgment considered necessary to represent Shareholders and fulfil the business objectives and values of the Company as well as to deal with new and emerging business and governance issues.

The Board currently consists of four Directors (three non-executive Directors and one executive Director) of whom Zeffron Reeves and Paul Schmiede are considered independent. Geoffrey McNamara and Maxwell Tuesley are not considered independent. The Board considers the current balance of skills and expertise to be appropriate given the Company for its currently planned level of activity.

To assist in evaluating the appropriateness of the Board's mix of qualifications, experience and expertise, the Board intends to maintain a Board Skills Matrix to ensure that the Board has the skills to discharge its obligations effectively and to add value.

The Board undertakes appropriate checks before appointing a person as a Director or putting forward to Shareholders a candidate for election as a Director or senior executive.

The Board ensures that Shareholders are provided with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a Director.

The Company shall develop and implement a formal induction program for Directors, which is tailored to their existing skills, knowledge and experience. The purpose of this program is to allow new directors to participate fully and actively in Board decision-making at the earliest opportunity, and to enable new directors to gain an understanding of the Company's policies and procedures.

The Board maintains oversight and responsibility for the Company's continual monitoring of its diversity practices. The Company's Diversity Policy provides a framework for the Company to achieve enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent.

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

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

(e) **Ethical standards**

The Board is committed to the establishment and maintenance of appropriate ethical standards and to conducting all of the Company's business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. In particular, the Company and the Board are committed to preventing any form of bribery or corruption and to upholding all laws relevant to these issues as set out in in the Company's Anti-Bribery and Anti-Corruption Policy. In addition, the Company encourages reporting of actual and suspected violations of the Company's Code of Conduct or other instances of illegal, unethical or improper conduct. The Company and the Board provide effective protection from victimisation or dismissal to those reporting such conduct as set out in its Whistleblower Protection Policy.

(f) **Independent professional advice**

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

(g) **Remuneration arrangements**

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

In accordance with the Constitution, the total maximum remuneration of non-executive Directors is initially set by the Board and subsequent variation is by ordinary resolution of Shareholders in general meeting in

accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed $500,000 per annum.

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

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in the performance of their duties as Directors.

The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having regard to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

(h) **Trading policy**

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

(i) **External audit**

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

(j) **Audit committee**

The Company will not have a separate audit committee until such time as the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude for a separate committee to be of benefit to the Company. In the meantime, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee, including but not limited to:

(i) monitoring and reviewing any matters of significance affecting financial reporting and compliance;

(ii) verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor;

(iii) monitoring and reviewing the Company's internal audit and financial control system, risk management systems; and

(iv) management of the Company's relationships with external auditors.

(k) **Diversity policy**

The Company is committed to workplace diversity. The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

(l) **Departures from Recommendations**

Under the ASX Listing Rules the Company will be required to provide a statement in its annual financial report or on its website disclosing the extent to which it has followed the Recommendations during each reporting period. Where the Company has not followed a Recommendation, it must identify the Recommendation that has not been followed and give reasons for not following it.

The Company's compliance and departures from the Recommendations will also be announced prior to admission to the Official List of the ASX.

9. MATERIAL CONTRACTS

Set out below is a brief summary of certain contracts to which the Company is a party and which the Directors have identified as material to the Company or are of such a nature that an investor may wish to have details of particulars of them when making an assessment of whether to apply for Shares.

To fully understand all rights and obligations of a material contract, it would be necessary to review it in full and these summaries should be read in this light.

9.1 Capital Raising Agreements

9.1.1 Lead Manager Mandate

On 18 February 2021 (as varied on 20 May 2021), the Company entered into a mandate letter to engage PAC Partners Securities Pty Ltd to act as lead manager of the Offer and to a pre-IPO raising (**Lead Manager Mandate**). The material terms and conditions of which are summarised below:

Pre-IPO Fees	The Company has agreed to pay the following pre-IPO fees to the Lead Manager: (a) On settlement of the pre-IPO raising, the Company will pay the Lead Manager a pre-IPO raising fee of 6.0% (**Pre-IPO Fee**) of any funds raised under the Pre-IPO Raising, payable in Shares at the Pre-IPO Price; and (b) The Pre-IPO Fee will not be offset against any capital raising fee or other fee payable to the Lead Manager in conjunction with the IPO.
Capital Raising Fees	(a) On the settlement date for the Offer, the Company must pay (exclusive of GST) to the Lead Manager a fee of 5.0% of the gross proceeds of the IPO, payable in Shares at the IPO Price (**IPO Fee**). (b) The Lead Manager will determine the amount of, and be responsible for, paying (at its own cost), any fees to be paid to sub-underwriters (if applicable) or other participating brokers.
Broker Shares	The Lead Manager will be issued the number of Shares equal to 2.5% of the undiluted Shares on issue following completion of the IPO (**Broker Shares**) prior to the issue of the Broker Shares, which amounts to 1,346,139 Shares (at a deemed issue price equal to the IPO Price and assuming the minimum subscription is raised under the Offer).
Reimbursement	The Company will reimburse the Lead Manager for any reasonable disbursements and out of pocket expenses, to be agreed in advance for expenses exceeding $2,000.
Termination Events	The mandate may be terminated by the Lead Manager or the Company at any time, with or without cause, by 7 days' written notice to the other party.
Right of First Refusal	The Company has agreed, subject to successful completion of the Offer, to offer the Lead Manager a first right of refusal to be appointed as Lead Manager in undertaking any further equity capital financing on agreed and competitive arms-length market terms and conditions for a period of 12 months following completion of the Offer.

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

9.2 Material Contracts relating to the Projects

9.2.1 Las Petacas Share Purchase Agreement

On 7 September 2020, the Company's wholly owned subsidiary, Culpeo Mining Chile SpA (**Culpeo Chile**), entered into a binding share purchase agreement with Asset Chile Exploracion Minera Fondo de Inversion Privado (a private equity investment fund incorporated in Chile) (**Asset Chile**) to acquire 50% of the shares of Las Petacas SpA (an entity incorporated in Chile), an entity which holds a 100% interest in the mining concessions comprising the Las Petacas Project (**Las Petacas Share Purchase Agreement**).

The material terms and conditions of the Las Petacas Share Purchase Agreement are summarised below:

Acquisition	Culpeo Chile agreed to acquire 50% of the shares of Las Petacas SpA from Asset Chile for the consideration outlined below.
Settlement	Settlement of the Las Petacas Share Purchase Agreement occurred on 11 September 2020. As a result, the Company acquired a 50% interest in Las Petacas SpA.
Consideration	The Company paid USD$300,000 in cash to Asset Chile on settlement of the agreement as reimbursement for costs incurred by Asset Chile in developing the Las Petacas Project.

The Las Petacas Share Purchase Agreement otherwise contains provisions considered standard for agreement of their nature (including representations and warranties).

9.2.2 Las Petacas Earn-in Agreement

On 7 September 2020, Culpeo Chile entered into a binding share purchase agreement with Inversiones EM DOS Limitada (**Em Dos**) and Fondo de Inversion Privado La Esperanza (**Esperanza**) (entities incorporated in Chile) (together, the **Las Petacas Vendors**), under which Culpeo Chile has the right to earn up to an additional 35% interest in Las Petacas SpA (**Las Petacas Earn-in Agreement**).

The material terms and conditions of the Las Petacas Earn-in Agreement are summarised below:

Earn-in	Culpeo Chile has the right to earn up to an additional 35% interest in Las Petacas SpA from the Las Petacas Vendors.
Earn-in obligations and right to participating interest	The Las Petacas Earn-in Agreement provides that Culpeo Chile can earn up to a 35% interest in Las Petacas SpA in four stages in accordance with the following earn in schedule:

Stage	Date for Completion	Project Payment (USD)	Condition Precedent/Work Commitment	Status	% Earn	Culpeo Ownership Achieved
1	30/06/2021	50,000	Carry out research through the induced polarization method (IP Survey) and GAIP Grid in a minimum area of 2 square kilometres	Complete	8%	8%
2	31/12/2021	100,000	3,000m of drilling or USD1 million expenditure	Incomplete	8%	16%
3	31/12/2023	350,000	3,000m of additional drilling	Incomplete	9%	25%
4	31/12/2024	500,000	5,000m of additional drilling or USD1.5 million expenditure	Incomplete	10%	35%

Culpeo Chile has made a payment of USD$50,000 and satisfied the condition precedent of Stage 1. Accordingly, Culpeo Chile earned an additional 8% interest in Las Petacas SpA. As a result, Culpeo Chile now holds a 58% interest in Las Petacas SpA.

Further rights to participating interests	The Las Petacas Vendors' interest in Las Petacas SpA is free carried until completion of a final feasibility study to confirm the technical and economic feasibility of the Las Petacas Project. After completion of a positive final feasibility study, the Las Petacas Vendors' interest in Las Petacas SpA will cease to be free carried and as such will be subject to dilution if the Las Petacas Vendors do not contribute their pro rata share of expenditure calls.

The Las Petacas Earn-in Agreement otherwise contains provisions considered standard for agreement of their nature.

9.2.3 Quelon Earn-in Agreement

On 16 March 2021, Culpeo Chile entered into a binding share purchase agreement with Vasco Minera De Inversiones E Inmobiliaria S.A. (**Vasco**) and Mr Rigoberto del Carmen Vasquez Cortes (**Rigoberto**) (together, the **Quelon Vendors**), under which Culpeo Chile has the right to earn up to an 85% interest in Quelon S.C.M (an entity incorporated in Chile) which holds the mining concessions comprising the Quelon Project (**Quelon Earn-in Agreement**).

As at the date of this Prospectus, Culpeo Chile has not yet acquired an interest in Quelon S.C.M.

The material terms and conditions of the Quelon Earn-in Agreement are summarised below:

Earn-in	Culpeo Chile has the right to earn up to an 85% interest in Quelon S.C.M from the Quelon Vendors.
Earn-in obligations and right to participating interest	The Quelon Earn-in Agreement provides that Culpeo Chile can earn up to an 85% interest in Quelon S.C.M in accordance with the following earn in schedule:

Stage	Months from Signing	Project Payment (USD)	Condition Precedent/Work Commitment	Status	% Earn	Culpeo Ownership Achieved
1	On signing of agreement	20,000	N/A	Complete	-	-
2	3 months	20,000	On completion of due diligence	Complete	-	-
3	12 months	50,000	Follow up geophysics program and mapping	Incomplete	10%	10%
4	24 months	100,000	2500m drilling or USD 500k expenditure	Incomplete	15%	25%
5	36 months	100,000	Total of USD2 million expenditure	Incomplete	25%	50%
6	48 months	250,000	Deliver a JORC resource that is announced to the market for feasibility study to commence	Incomplete	20%	70%
7	60 months	750,000	Deliver a feasibility study	Incomplete	15%	85%

Further rights to participating interests	The Quelon Vendors' interest in Quelon S.C.M is free carried until completion of a final feasibility study to confirm the technical and economic feasibility of the Quelon Project. After completion of a positive final feasibility study, the Quelon Vendors' interest in Quelon S.C.M will cease to be free carried and as such will be subject to dilution if the Quelon Vendors do not contribute their pro rata share of expenditure calls. Also, Culpeo Chile will have a pre-emptive right to purchase the final 15% interest in Quelon S.C.M held by the Quelon Vendors, should the Quelon Vendors seek to sell their residual interest to a third party.

The Quelon Earn-in Agreement otherwise contain provisions considered standard for agreement of their nature.

9.2.4 San Sebastian Acquisition Agreement

On 11 November 2020, the Company entered into an agreement with Rio Verde Holdings Pty Ltd (ACN 609 584 465) (**Rio Verde**) to acquire Atacama Holdings Pty Ltd (ACN 164 811 154) (**Atacama**), an entity that owns 100% of the issued shares in Metallum Chile Ltda, a company incorporated in Chile (**Metallum**). Metallum holds the mining concessions comprising the San Sebastian Project (**San Sebastian Acquisition Agreement**).

The material terms and conditions of the San Sebastian Acquisition Agreement are summarised below:

Acquisition	The Company agreed to acquire 100% of Atacama from Rio Verde for the consideration outlined below.
Settlement	Settlement of the San Sebastian Acquisition Agreement occurred on 12 November 2020. As a result, Atacama is a wholly owned subsidiary of the Company and the Company holds 100% of the San Sebastian Project.
Consideration and other payments	Under the acquisition agreement, the Company issued 5,000,000 Shares (pre-consolidation) to Rio Verde as consideration for the acquisition (**San Sebastian Consideration Shares**).

The San Sebastian Acquisition Agreement otherwise contains provisions considered standard for agreement of their nature (including representations and warranties).

9.3 Convertible Loan Agreement with Tanamera

The Company has entered into a convertible loan agreement with Tanamera Resources Pte Ltd (Mr McNamara's Singapore consulting company) (**Tanamera**), the material terms and conditions of which are summarised below:

Loan Amount	The Company has borrowed an aggregate amount of $136,742 (**Loan Amount**) under the Convertible Loan Agreement (**Convertible Loan**).
Interest	Interest will accrue as follows: (a) interest will accrue at a rate of 5% per annum on the total outstanding Loan Amount from the execution date until the drawdown date of the loan (**Drawdown Date**); and (b) interest will accrue at a rate of 10% per annum on the outstanding Loan Amount from the Drawdown Date until the repayment date.
Repayment of Interest	Interest accrued as at 30 April 2021 (being $53,630) (**Accrued Interest**) will convert into Shares in accordance with the conversion clause below. Any further interest accrued will be paid in cash.
Conversion	The Loan Amount and Accrued Interest will convert into Shares automatically on the Company receiving conditional approval from the ASX for its admission to the Official List. Subject to satisfaction of the above condition, the Loan Amount and Accrued Interest will convert into Shares at a conversion price of $0.102 per Share (**Conversion Shares**).
Security	The Convertible Loan is unsecured.

The Convertible Loan Agreement otherwise contains provisions considered standard for agreement of their nature.

9.4 Agreements with Directors

9.4.1 Managing Director – Executive Services Agreement

The Company has entered into an Executive Services Agreement (**ESA**) with Mr Maxwell Tuesley pursuant to which Mr Tuesley has been appointed as Managing Director of the Company. A summary of the material terms and conditions of the ESA is set out below:

Position	Mr Tuesley is appointed as the Managing Director of the Company.
Remuneration	The Company will pay Mr Tuesley a base salary of $250,000 per annum (plus statutory superannuation).

Sign-on bonus	The Company will issue 1,295,300 Shares to Mr Tuesley as a sign-on bonus in connection with Mr Tuesley's appointment as Managing Director, to be issued to Mr Tuesley (or his nominee) on or about the date on which the Company issues Shares under the Offer.
Repayment of outstanding director fees	The Company has also agreed to issue 204,700 Shares (at a deemed issue price of $0.20) to Mr Tuesley in lieu of $40,940 owed to Mr Tuesley in outstanding director fees and day rate consulting fees.
Term	Mr Tuesley's employment as Managing Director commences on the date the Company is admitted to the official list of the ASX and will continue until the ESA is validly terminated in accordance with its terms.
Termination by the Company	<u>Termination by the Company with reason</u> The Company may at its sole discretion terminate the employment in the following manner and in accordance with the national employment standards under the Fair Work Act: (a) by giving not less than one (1) month's written notice if at any time Mr Tuesley: (i) is or becomes incapacitated by illness or injury of any kind which prevents Mr Tuesley from performing duties under this Agreement for a period of two (2) consecutive months or any periods aggregating two (2) months in any period of 12 months during the term of the employment, except for such illness or injury caused in connection with the employment; or (ii) is or becomes of unsound mind or under the control of any committee or officer under any law relating to mental health; (b) by giving one (1) month's written notice if at any time Mr Tuesley: (i) commits any serious or persistent breach of any of the provisions contained in the agreement; (ii) demonstrate incompetence with regard to or is neglectful of the performance of his duties; (iii) commits or becomes guilty of any gross misconduct; or (iv) refuses or neglects to comply with any lawful reasonable direction or order given to Mr Tuesley by the Company which Mr Tuesley, after receipt of prior notice, has failed to rectify to the reasonable satisfaction of the Company within 21 business days of receipt of that notice. (c) summarily without notice: if at any time Mr Tuesley is convicted of any major criminal offence which brings the Company or any of its Related Bodies Corporate into lasting disrepute, by giving notice effective immediately and without payment of any salary other than salary accrued to the date of termination. <u>Termination by the Company without reason</u> (a) The Company may at its sole discretion terminate the employment by giving three (3) months' written notice to Mr Tuesley and, at the end of that notice period, making a payment to Mr Tuesley equal to the Salary payable over a three (3) month period. (b) The Company may elect to pay Mr Tuesley the equivalent of six (6) months' Salary and dispense with the notice period above.
Termination by Mr Tuesley	Mr Tuesley may at its sole discretion terminate the Employment in the following manner: (a) if at any time the Company commits any serious or persistent breach of any of the provisions contained in this Agreement and the breach is not remedied within 28 days of receipt of

		written notice from Mr Tuesley to the Company to do so, by giving notice effective immediately; or
	(b)	by giving three (3) months' written notice to the Company.

The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

9.4.2 Non-executive Director appointments

Geoffrey McNamara has entered into an appointment letter with the Company to act in the capacity of Non-Executive Chairman. Each of Zeffron Reeves and Paul Schmiede has entered into an appointment letter with the Company to act in the capacity of Non-Executive Directors. These Directors will receive the remuneration set out in Section 8.3.

9.4.3 Deeds of indemnity, insurance and access

The Company has entered into a deed of indemnity, insurance and access with each of its Directors. Under these deeds, the Company will agree to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company will also be required to maintain insurance policies for the benefit of the relevant officer and allow the officers to inspect board papers in certain circumstances.

10. ADDITIONAL INFORMATION

10.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

10.2 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(i) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(ii) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(iii) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the

amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(iv) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(v) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(vi) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(vii) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(viii) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(ix) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

10.3 Rights and liabilities attaching to Performance Rights

Set out below are the terms and conditions of the Performance Rights:

(a) **Performance Milestone Conditions and Expiry Dates**

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

Class of Performance Rights	Milestones	Expiry Date	Number of Performance Rights
Class A Performance Rights	Vesting upon twelve (12) months continuous service to the Company and on the Company announcing a JORC compliant Inferred Resource of ≥10 million tonnes @ 0.6% copper or copper equivalent.	On or before the date that is 3 years from issue.	750,000
Class B Performance Rights	Vesting upon twenty-four (24) months continuous service to the Company and on the Company announcing a JORC compliant Inferred Resource of ≥30 million tonnes @ 0.6% copper or copper equivalent.	On or before the date that is 3 years from issue.	1,400,000
Class C Performance Rights	Vesting upon thirty-six (36) months continuous service to the Company and on the Company announcing a JORC compliant Inferred Resource of ≥50 million tonnes @ 0.6% copper or copper equivalent.	On or before the date that is 5 years from issue.	1,650,000

Class of Performance Rights	Milestones	Expiry Date	Number of Performance Rights
Class D Performance Rights	Vesting upon twenty-four (24) months continuous service to the Company and on the Company announcing completion of a positive Scoping and/or Feasibility Study at any one of the Company's projects.	On or before the date that is 5 years from issue.	1,400,000
TOTAL			**5,200,000**

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (q), upon satisfaction of the applicable Performance Milestone Condition, and the issue of the notice referred to in paragraph (b) above, each Performance Right will convert into one Share at the election of the holder.

(d) **Change of control**

In the circumstance of a Change of Control occurring, the relevant Performance Milestone Condition is deemed to be automatically satisfied and each Performance Right will, at the election of the holder, convert into one Share.

(e) **Lapse of a Performance Right**

Any Performance Right that has not been converted into a Share prior to the Expiry Date specified in paragraph (a) will automatically lapse.

(f) **Fraudulent or dishonest action**

If a holder ceases to be an employee or Director of the Company in circumstances where the cessation or termination is specifically referenced to the holder having been found to have acted fraudulently or dishonestly in the performance of his or her duties, then:

(i) the Board must deem any Performance Rights of the holder to have immediately lapsed and be forfeited; and

(ii) any Performance Rights that have vested will continue in existence in accordance with their terms of issue only if the relevant Milestone has previously been met, and any Shares issued on satisfaction of the applicable Milestone will remain the property of the holder.

(g) **Ceasing to be an employee or Director**

If a holder ceases to be an employee or Director of the Company in circumstances where the cessation or termination arises because the holder:

(i) voluntarily resigns his or her position (other than to take up employment with a subsidiary of the Company);

(ii) wilfully breaches the terms of the engagement of the holder or any policy of the Company's published policies regulating the behaviour of holder;

(iii) is convicted of a criminal offence which, in the reasonable opinion of the Company, might tend to injure the reputation or the business of the Company; or

(iv) is found guilty of a breach of the Corporations Act and the Board considers that it brings the holder or the Company into disrepute,

then:

(v) unless the Board decides otherwise in its absolute discretion, will deem any unvested Performance Rights of the holder to have immediately lapsed and be forfeited; and

(vi) any Performance Rights that have vested will continue in existence in accordance with their terms of issue only if the relevant Milestone has previously been met and any Shares issued on satisfaction of the applicable Milestone will remain the property of the holder.

(h) **Other circumstances**

The Performance Rights will not lapse and be forfeited where the holder ceases to be an employee or Director of the Company for one of the following reasons:

(i) death or total permanent disability (in respect of total permanent disability being that because of a sickness or injury, the holder is unable to work in his or her own or any occupation for which they are suited by training, education, or experience for a period beyond one year);

(ii) redundancy (being where the holder ceases to be an employee or Director due to the Company no longer requiring the holder's position to be performed by any person); or

(iii) any other reason, other than a reason listed in paragraph (f) and (g) (not including (g)(i), in which case the Board may exercise its absolute discretion to allow the resigned to retain their Performance Right), that the Board determines is reasonable to permit the holder to retain his or her Performance Rights,

and in those circumstances the Performance Rights will continue to be subject to the applicable Milestone.

(i) **Share ranking**

All Shares issued upon the conversion of Performance Rights on satisfaction of the applicable Milestones will upon issue rank pari passu in all respects with existing Shares.

(j) **Application to ASX**

Should the Company be admitted to the official list of the ASX at any time prior to the expiry of the Performance Rights, the Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(k) **Timing of issue of Shares on Conversion**

Within 10 Business Days after the date that Performance Rights are converted, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under (k)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(l) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(m) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

(n) **Reorganisation of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(o) **Adjustment for bonus issue**

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 or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.

(p) **Dividend and Voting Rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(q) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

(i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition;

(ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (i) within seven days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(r) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(s) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(t) **Tax Deferral**

For the avoidance of doubt, Subdivision 83A-C of the Income Tax Assessment Act 1997¸ which enables tax deferral on performance rights, applies (subject to the conditions in that Act) to the Performance Rights.

(u) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(v) ASX Imposed Escrow

The holder acknowledges that the Performance Rights and or Shares issued on the vesting of Performance Rights may be subject to ASX imposed escrow if the Company is admitted to ASX and the holder

agrees to comply with any escrow restrictions imposed by the ASX Listing Rules.

(w) **Amendment for ASX Compliance**

The board of the Company may, for the purposes of facilitating or seeking admission to the official list of the ASX, amend or add to all or any of the terms or conditions of the Performance Rights that remain on issue at that time such as to preserve the commercial intent of the Performance Rights but to also ensure that they comply with the requirements of the ASX Listing Rules, and any amendment may be given such retrospective effect as is specified in the written instrument or resolution by which the amendment is made.

10.4 Performance Rights Plan

The Company has adopted a Performance Rights Plan (**Plan**) to allow eligible participants to be granted Performance Rights in the Company. A summary of the key terms of the Plan is set out below:

(a) **Eligibility**

Eligible Participant means:

(i) a Director (whether executive or non-executive) of any Group Company;

(ii) a full or part time employee of any Group Company;

(iii) a casual employee or contractor of a Group Company to the extent permitted by the Class Order; or

(iv) a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming and Eligible Participant under Rules (i), (ii) or (iii) above,

who is declared by the Board to be eligible to receive grant of a Performance Right under the Plan.

(b) **Offer**

The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for Performance Rights, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.

(c) **Limit on Offers**

Where the Company has relied or intends relying on the Class Order to make an Offer, the Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Performance Rights offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an

employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

(d) **No Consideration**

Performance Rights granted under the Plan will be issued for nil cash consideration.

(e) **Vesting Conditions**

A Performance Right may be subject to Vesting Conditions as determined by the Board in its discretion and as specified in the Offer for the Performance Right.

(f) **Lapse of a Performance Rights**

A Performance Right will lapse upon the earlier to occur of:

(i) an unauthorised dealing in, or hedging of, the Performance Right occurring;

(ii) a vesting condition in relation to the Performance Rights is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to waive the vesting condition and vest the Performance Rights;

(iii) in respect of an unvested Performance Rights only, a Relevant Person ceases to be an Eligible Participant, unless the Board:

(A) exercises its discretion to vest the Performance Rights; or

(B) in its absolute discretion, resolves to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant.

(iv) in respect of a vested Performance Right only, a Relevant Person ceases to be an Eligible Participant and, where required by the Board in its absolute discretion, the vested Performance Right is not exercised within a one (1) month period (or such other period as the Board determines) as notified by the Board to the Participant after the date the Relevant Person ceases to be an Eligible Participant;

(v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant;

(vi) the Company undergoes a change of control or a winding up resolution or order is made, and the Performance Rights does not vest; and

(vii) the Expiry Date (as defined below) of the Performance Rights.

(g) **Expiry Date** means, in respect of a Performance Right, the date on which the Performance Right lapses (if it has not already otherwise lapsed in accordance with the Plan).

(h) **Not Transferable**

Performance Rights are only transferable:

(i) in special circumstances or a change of control, in either case with the consent of the Board (which may be withheld in its absolute discretion); or

(ii) by force of law upon death to the Eligible Participant's legal personal representative or upon bankruptcy to the Eligible Participant's trustee in bankruptcy.

(i) **Shares**

All Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.

(j) **Restriction of Dealing in Shares**

The Board may, in its discretion, determine at any time up until exercise of a Performance Right, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant on exercise of those Performance Rights (**Restricted Shares**), up to a maximum of five (5) years from the Grant Date of the Performance Rights (**Restriction Period**).

(k) **No Participation Rights**

There are no participation rights or entitlements inherent in the Performance Rights and Eligible Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Rights.

(l) **Change in number of underlying securities**

A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Rights can be exercised.

(m) **Reorganisation**

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of an Eligible Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

(n) **Trust**

The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which an Eligible Participant may exercise, or has exercised, vested Performance Rights, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust.

(o) Maximum Number of Performance Rights

For the purposes of Listing Rule 7.2 (Exception 13(a)), the maximum number of securities proposed to be issued under the Plan is 2,759,684, being approximately 5% of the Company's issued Share capital on listing. This is in addition to the Performance Rights which will be on issue at listing (refer to Section 5.7 for further details of those Performance Rights). Also, this number does not include any incentive securities which may be offered or issued to persons to whom the disclosure requirements under Chapter 6D of the Corporations Act do not apply, utilising the Company's placement capacity under Listing Rule 7.1 or subject to shareholder approval under Listing Rules 7.1, 10.11 or 10.14 (as applicable).

10.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offer; or

(c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

(a) as an inducement to become, or to qualify as, a Director; or

(b) for services provided in connection with:

(iii) the formation or promotion of the Company; or

(iv) the Offer.

10.6 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no:

(a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

(b) promoter of the Company; or

(c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(c) its formation or promotion; or

(d) the Offer; or

(e) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

(a) the formation or promotion of the Company; or

(b) the Offer.

Optiro Pty Ltd has acted as Independent Geologist and has prepared the Independent Geologist's Report which is included in Annexure A. The Company has paid Optiro Pty Ltd a total of $25,795(excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Optiro Pty Ltd has not received fees from the Company for any other services.

RSM Corporate Australia Pty Ltd has acted as Investigating Accountant and has prepared the Investigating Accountant's Report which is included in Annexure C. The Company estimates it will pay RSM Corporate Australia Pty Ltd a total of $15,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, RSM Corporate Australia Pty Ltd has not received fees from the Company for any other services.

RSM Australia Partners has acted as the Company's auditor and has audited the financial statements for the 11 months ended 30 June 2019 and the year ended 30 June 2020 and reviewed the financial statements for the six months ended 31 December 2020. The Company estimates it will pay RSM Australia Partners a total of $15,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, RSM Australia Partners has received $18,000 in fees from the Company for audit services.

PAC Partners has acted as Lead Manager to the Offer and will receive those fees set out in Section 9.1.1 for its services. PAC Partners will be responsible for paying all capital raising fees that they and the Company agree with any other financial service licensees. Further details in respect to the Lead Manager Mandate with PAC Partners are summarised in Section 9.1.1. During the 24 months preceding lodgement of this Prospectus with the ASIC, PAC Partners has not received fees from the Company for any other services.

Steinepreis Paganin has acted as the Australian legal advisers to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin $100,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has received $4,717.50 in fees from the Company for legal services.

Barros, Silva, Varela & Vigil Abogados Ltda has acted as the Chilean solicitors to the Company in relation to the Offer and has prepared the Solicitor's Report on Title which is included at Annexure B of this Prospectus. The Company estimates that it will pay Barros, Silva, Varela & Vigil Abogados Ltda $5,350 (excluding GST) for these services related to the Prospectus. Subsequently, fees will be charged in

accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with ASIC, Barros, Silva, Varela & Vigil Abogados Ltda has received $75,485 in fees from the Company.

10.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offer or of the Shares), the Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;

(b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and

(c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Optiro Pty Ltd has given its written consent to being named as Independent Geologist in this Prospectus, the inclusion of the Independent Geologist's Report in Annexure A in the form and context in which the report is included.

Dr Jayson Meyers has given his written consent to the inclusion of Geophysical Results based on information compiled by Dr Jayson Meyers in the Independent Geologist's Report at Annexure A of the Prospectus in the form and context in which the report is included.

RSM Corporate Australia Pty Ltd has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant's Report in Annexure C in the form and context in which the information and report is included.

RSM Australia Partners has given its written consent to being named as auditor of the Company in this Prospectus.

Steinepreis Paganin has given its written consent to being named as the Australian legal advisers to the Company in relation to the Offer in this Prospectus.

Barros, Silva, Varela & Vigil Abogados Ltda has given its written consent for the inclusion of the Report on Title at Annexure B of this Prospectus in the form and context in which the information and report is included.

PAC Partners has given its written consent to being named as the Lead Manager to the Company in this Prospectus.

Computershare has given its written consent to being named as the share registry to the Company in this Prospectus.

10.8 Expenses of the Offer

The total expenses of the Offer (excluding GST) are estimated to be approximately $243,890 and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Offer ($6,000,000) ($)
ASIC fees	3,206
ASX fees	85,782
Legal Fees[1]	$105,350
Independent Geologist's Fees	$25,795
Investigating Accountant's Fees	$16,500
Auditor's Fees	$16,500
Printing and Distribution	$5,000
Miscellaneous	$16,650
TOTAL	**$274,783**

Notes:

1. Includes fees payable to the Company's Australian and Chilean legal counsel.

11. DIRECTORS' AUTHORISATION

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 the ASIC.

Geoffrey McNamara
Chairman
For and on behalf of
Culpeo Minerals Limited

12. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

$ means an Australian dollar.

Application Form means the application form attached to or accompanying this Prospectus relating to the Offer.

ASIC means Australian Securities & Investments Commission.

Associated Body Corporate means:

(a) a related body corporate (as defined in the Corporations Act) of the Company;

(b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and

(c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the official listing rules of ASX.

Board means the board of Directors as constituted from time to time.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement.

Class Order means ASIC Class Order 14/1000 as amended or replaced.

Closing Date means the closing date of the Offer as set out in the indicative timetable in the Key Offer Information Section (subject to the Company reserving the right to extend the Closing Date or close the Offer early).

Company or **Culpeo** means Culpeo Minerals Limited (ACN 627 735 531).

Conditions has the meaning set out in Section 4.7.

Constitution means the constitution of the Company.

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

Directors means the directors of the Company at the date of this Prospectus.

Exposure Period means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.

Group means the Company and each other Associated Body Corporate.

JORC Code has the meaning given in the Important Notice Section.

Lead Manager means PAC Partners Securities Pty Ltd (ACN 623 653 912).

Lead Manager Mandate means the agreement with the Lead Manager summarised in Section 9.1.1.

Nominee means a nominee of an Eligible Participant that is one of the following:

(a) an immediate family member of the Eligible Participant or (subject to Board approval) a trustee of an Eligible Participant's family trust whose beneficiaries are limited to the Eligible Participant and/or the Eligible Participant's immediate family members;

(b) a company whose members comprise no persons other than the Eligible Participant or immediate family members of the participant; or

(c) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the Eligible Participant is a director of the trustee.

Offer means the offer of Shares pursuant to this Prospectus as set out in Section 4.1.

Official List means the official list of ASX.

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Performance Right means a performance right convertible into a Share.

Performance Rights Plan has the meaning set out in Section 10.4.

Prospectus means this prospectus.

Recommendations has the meaning set out in Section 8.5.

Relevant Person means:

(a) in respect of an Eligible Participant, that person; and

(b) in respect of a Nominee of an Eligible Participant, that Eligible Participant.

Section means a Section of this Prospectus.

Securities means Shares and Performance Rights.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

WST means Western Standard Time as observed in Perth, Western Australia

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Culpeo Minerals Limited
Independent Technical Assessment Report

J_2664

Principal Author:

Jason Froud, *BSc Hons, Grad Dip (Fin Mkts)*, MAIG

Principal Reviewer:

Christine Standing, *BSc Hons*, *MSc*, *MAusIMM, MAIG*

May 2021

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Culpeo Minerals Limited: 1

Principal Authors:	Jason Froud *BSc Hons, Grad Dip (Fin Mkts), MAIG*	Signature:	
		Date:	9 May 2021
Contributors:			
Principal Reviewer:	Christine Standing *BSc Hons, MSc (Min Econs), MAusIMM, MAIG*	Signature:	
		Date:	9 May 2021

Important Information:

This Report is provided in accordance with the proposal by Optiro Pty Ltd ('Optiro') to Culpeo Minerals Limited and the terms of Optiro's Consulting Services Agreement ('the Agreement'). Optiro has consented to the use and publication of this Report by Culpeo Minerals Limited for the purposes set out in Optiro's proposal and in accordance with the Agreement. Culpeo Minerals Limited may reproduce copies of this entire Report only for those purposes but may not and must not allow any other person to publish, copy or reproduce this Report in whole or in part without Optiro's prior written consent.

Optiro has used its reasonable endeavours to verify the accuracy and completeness of information provided to it by Culpeo Minerals Limited which it has relied upon in compiling the Report. We have no reason to believe that any of the information or explanations so supplied are false or that material information has been withheld. It is not the role of Optiro acting as an independent technical expert to perform any due diligence procedures on behalf of the Company. The Directors of Culpeo Minerals Limited are responsible for conducting appropriate due diligence in relation to mineral projects. Optiro provides no warranty as to the adequacy, effectiveness or completeness of the due diligence process.

The opinion of Optiro is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete. The terms of engagement are such that Optiro has no obligation to update this report for events occurring subsequent to the date of this report.

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9 May 2021

Our Ref: J_2664

The Directors,
Culpeo Minerals Limited
Suite 5
62 Ord Street
West Perth
WA 6005

Dear Sirs

INDEPENDENT TECHNICAL ASSESSMENT REPORT

At the request of Culpeo Minerals Limited (Culpeo or the Company), Optiro Pty Ltd (Optiro) has prepared an Independent Technical Assessment Report (Report) on the mineral assets held by Culpeo. This Report has been prepared in accordance with the Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, 2015 Edition (the VALMIN Code, 2015), the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code, 2012) and additionally the Australian Securities and Investment Commission (ASIC) Regulatory Guides 111, 112 and 228.

This Report represents an independent assessment of the geology, exploration data and exploration potential of the various mineral assets held by Culpeo. It is our understanding that this Report will be included in a Prospectus to be published by the Company in connection with its proposed admission of the shares in the Company to trading on the ASX. Optiro has been informed by Culpeo that the principal purpose of the offering is to raise funds to complete further exploration including geophysical and geochemical surveys, geological mapping and the drilling of existing geophysical anomalies, mineral anomalies and exploration targets with the aim of defining Mineral Resources.

The mineral assets of Culpeo and its 100% owned subsidiaries comprise the Las Petacas, Quelon and San Sebastian Projects located in Chile. The objectives of this Report are to provide an overview of the geological setting of the mineral assets and the associated mineralisation, outline the recent and historical exploration work undertaken over the project areas and comment on the completed exploration work with regards to the prospectivity of the project areas.

Culpeo has provided to Optiro drilling and sampling data and other information generated by Culpeo, its subsidiaries and by previous owners of the mineral assets. Optiro has not completed a site inspection of the properties. The projects are at an early stage of assessment and it was considered that a site visit was unlikely to reveal any information or data that is material to this Report.

Based on Optiro's assessment of Culpeo's mineral assets, it is Optiro's opinion that they are of value and contain exploration potential as presented. Optiro has considered the expenditure schedules, studies and exploration programmes outlined by Culpeo and considers them to be reasonable and appropriate to progress the projects. However, all exploration projects are subject to risks from unforeseen future issues and events beyond the control of the company; in this sense, Culpeo is no exception.

Consent has been sought from Culpeo and its representatives to include technical information and opinions expressed by Culpeo. No other entities referred to in this Report have consented to the inclusion of any information or opinions and have only been referred to in the context of reporting any relevant activities.

Optiro has prepared this Report on the understanding that the mineral assets held by Culpeo are currently in good legal standing and has not independently verified Culpeo's legal tenure over its tenements. Optiro is not qualified to make statements in this regard and has relied upon information provided by Culpeo.

Optiro has endeavoured, by making reasonable enquiry of Culpeo, to ensure that all material information in the possession of Culpeo has been fully disclosed. However, Optiro has not carried out any type of audit of the records of Culpeo to verify that all material documentation has been provided. A final draft version of this Report was provided to the Directors of Culpeo, along with a request to confirm that there are no material errors or omissions in the Report and that the technical information and interpretations provided by them and reflected in the Report are factually accurate. Confirmation of these terms has been provided in writing and has been relied upon by Optiro. Optiro has based its findings upon information supplied up until 9 May 2021.

Optiro is an independent consulting and advisory organisation which provides a range of services related to the minerals industry including, in this case, independent geological services, but also resource evaluation, corporate advisory, mining engineering, mine design, scheduling, audit, due diligence and risk assessment assistance. Optiro declares that the author and reviewer of this Report have no material interest in Culpeo, their associated entities or in the assets described in this Report. Optiro has charged Culpeo a professional fee for services rendered, the quantum of which is unrelated to the outcome or the content of this Report.

Yours sincerely
OPTIRO PTY LTD

J C Froud *BSc Hons, Grad Dip (Fin Mkts) MAIG*
Principal

C Standing *BSc Hons, MSc, MAusIMM, MAIG*
Principal

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1. EXECUTIVE SUMMARY

1.1. PURPOSE

At the request of Culpeo Minerals Limited (Culpeo or the Company), an Independent Technical Assessment Report (Report) on the mineral assets held by Culpeo has been prepared by Mr Jason Froud (Principal) and was reviewed by Mrs Christine Standing (Principal), both of Optiro Pty Ltd (Optiro). This Report represents an independent assessment of the geology, exploration data and exploration potential of the various mineral assets. It is our understanding that this Report will be included in the Prospectus to be published by the Company in connection with the proposed admission of its shares trading on the ASX. Optiro has been informed by Culpeo that the principal purpose of the offering is to raise funds to complete further exploration, including geophysical and geochemical surveys, geochemical sampling, geological mapping and the drilling of existing geophysical anomalies, mineral anomalies and exploration targets, with the aim of defining Mineral Resources.

The mineral assets of Culpeo and its 100% owned subsidiaries comprise the Las Petacas, Quelon and San Sebastian Projects all located in Chile.

1.2. LAS PETACAS PROJECT

Culpeo owns 58% of the Las Petacas Project which is located in Chile, approximately 640 km north of the capital, Santiago and 35 km south of the regional capital of Copiapó in the Atacama Region. The project is easily accessed, located approximately 10 km east of the Pan-American Highway and comprises 22 granted exploitation concessions covering approximately 1,406 Ha.

The project lies within the metamorphic aureole of the Lower Cretaceous magmatic arc plutonic complex that is located within the Candelaria-Punta del Cobre district. The Las Petacas Project is considered prospective for mineralisation generally referred to as iron-oxide-copper-gold (IOCG).

The available local geological data is currently limited. District scale geological mapping has been completed which shows extensive limestone mapped on surface and known copper mineralised trends related to veins and structures. Existing (historical) drillholes were focussed on the known prospect areas at the time but there remain large untested zones along the northeast-southwest oriented mineralised corridor containing these prospects.

Geophysical survey data shows that the known copper-gold mineralised trends are well correlated with chargeability anomaly lows. Elsewhere, within the survey area, the chargeability anomaly highs are widespread and high amplitude, despite shallow dipping limestone being the dominate rock type mapped on surface. There are several high amplitude chargeability anomaly zones within the survey data, including a high amplitude chargeability anomaly. This area requires drill testing to determine the source of the anomaly. Furthermore, additional geophysical surveying over this prospect area ahead of drilling is required, in order to better define the anomalies in 3D space and provide more robust targets for more accurate drill testing.

1.3. QUELON PROJECT

The Quelon Project is located 240 km north of Santiago and 20 km north of the regional centre of Illapel, in the Province of Illapel, Region of Coquimbo. The project is easily accessed from the towns of Canela (25 km) or Combarbalá (35 km) by a paved road allowing year round access. Culpeo has the right to earn up to 85% of the project through certain commitments.

The project is located within the Cordillera de la Costa of Chile. The Cordillera de la Costa hosts numerous mineral deposit types, including skarn hosted copper and gold (related to intrusive rocks),

copper porphyries, stratigraphic manto-type and vein hosted deposits of copper and gold. Numerous historical mine workings are present within the Quelon Project area.

The general distribution of the mineralisation/anomalism and the historical workings at Quelon trends over an area of 7 km by 3 km. These workings are associated with manto style mineralisation which dips from approximately 55° to 70°E. The known mineralisation varies in width from 1 m to 4 m and strike lengths may be greater than 100 m. Observed copper mineralisation in the existing workings includes malachite, atacamite and lesser chrysocolla. Copper grades of up to 3% have been recorded from rock chip sampling in the historical workings.

There are no available records on the previous historical mining within the Quelon Project area. Despite the previous mining activity, modern exploration in the project area is largely limited to rock chip sampling and geophysical surveys. No drilling is reported in the project area.

The geophysical surveys highlight several magnetic anomaly patterns that are not correlated with topographic patterns and represent target zones for further investigation. High amplitude chargeability anomalies are located over or close to the anomalous magnetic zones defined in the north and southeast of the project area and these represent high priority target areas for follow-up exploration.

1.4. SAN SEBASTIAN PROJECT

Culpeo holds 100% of the San Sebastian Project which is located approximately 53 km east of the port city of Caldera, within the Atacama Region (Region III) of Chile. The project comprises two granted exploitation concessions for a total of 50 ha, covering a strike extensive, IOCG associated copper/gold vein prospect.

Mineralisation within the licence comprises sets of quartz/calcite veins and tabular breccia bodies, consisting of quartz and hematite, hosted within diorites. Previous mining at San Sebastian extracted material from a main mineralised structure averaging approximately 3 m in width, along a strike length of about 300 m. The average grade of material extracted from the mine averaged 6.8% copper.

Potential exists for the identification and delineation of additional high grade copper veins, as well as high grade copper lenses along the veins at San Sebastian. Potential is interpreted to exist for the identification of similar copper bearing veins under the predominantly sand-covered western areas.

1.5. EXPLORATION AND DEVELOPMENT POTENTIAL

In Optiro's opinion, Culpeo's mineral projects are of merit and worthy of further exploration. The planned work programmes are appropriate for the various development stages of the project areas and will provide suitable data to assess the technical risks and the further exploration potential of the identified prospects.

2. INTRODUCTION AND TERMS OF REFERENCE

2.1. TERMS OF REFERENCE

At the request of the Company, an Independent Technical Assessment Report (Report) on the mineral assets of Culpeo has been prepared by Optiro.

This Report represents an independent assessment of the geology, exploration data and exploration potential of the various mineral assets. It is our understanding that this Report will be included in a Prospectus to be published by the Company in connection with the proposed admission to trading on the ASX. Optiro has been informed by Culpeo that the principal purpose of the offering is to raise funds to complete further exploration, including geophysical and geochemical surveys, geochemical

sampling, geological mapping and the drilling of existing geophysical anomalies, mineral anomalies and exploration targets, with the aim of defining Mineral Resources.

Culpeo is an Australian registered, Chile-focused metals exploration and development company. The mineral assets of Culpeo and its 100% owned subsidiaries comprise the Las Petacas, Quelon and San Sebastian Projects all located in Chile (Figure 2.1).

Figure 2.1 Location of Culpeo's mineral projects (source: Culpeo)

This report has been prepared by Mr Jason Froud (Principal) and was reviewed by Mrs Christine Standing (Principal) both of Optiro. This report has been prepared in accordance with the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, 2015 Edition

(the VALMIN Code, 2015), the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code, 2012) and the Australian Securities and Investment Commission (ASIC) Regulatory Guides 111, 112 and 228.

Mr Jason Froud and Mrs Christine Standing both meet the competency criteria as set out under Section 11 of the JORC Code, 2012 and Section 3.1 of the VALMIN Code, 2015. Mr Froud (MAIG) is responsible for this report. Mr Froud is a Principal Consultant with Optiro Pty Ltd and has sufficient experience which is relevant to the style of mineralisation, type of deposit under consideration and to the activities being undertaken to qualify as a Competent Person as described by the JORC Code, 2012. Mr Froud consents to the inclusion in this Report of the matters based on his information in the form and context in which it appears.

The objectives of this Report are to provide an overview of the geological setting of Culpeo's mineral assets and the associated mineralisation, outline the recent and historical exploration work undertaken over the project areas and comment on the exploration potential of the project areas and the proposed future work programmes.

Consent has been sought from Culpeo's representatives to include technical information and opinions expressed by them. No other entities referred to in this Report have consented to the inclusion of any information or opinions and have only been referred to in the context of reporting any relevant activities.

2.2. LEGISLATION AND PERMITTING

The regulatory framework governing the exploration and extraction of mineral resources in Chile consists of:

- The Political Constitution of the Republic of Chile, which provides the legal basis for mining legislation, as it expressly stipulates that ownership of a mining concession is protected by the constitutional guarantee related to property rights.
- The Organic Constitutional Law on Mining Concessions (Law No. 18.097), which describes in general terms what mining concessions are, their duration and expiration, and the rights and obligations of titleholders.
- The Chilean Mining Code, which addresses topics covered in the Organic Constitutional Law on Mining Concessions in more detail, and sets out:
    - the procedure for obtaining exploration and exploitation concessions;
    - how such concessions are protected; and
    - the regime governing contracts related to mining operations.

Chilean legislation provides for two kinds of mining concessions:

- Exploration concession. This type of concession grants its holder the exclusive right to investigate and prospect for all mineral substances for which concessions can be granted.
- Exploitation concession. This type of concession grants its holder an exclusive right to:
    - freely explore and exploit the concession, having previously obtained the corresponding permits and complied with all legal and regulatory obligations
    - become the owner of all the mineral substances extracted from land within the limits of the exploitation concession.

The main characteristics of the mining concessions are the following:

- The mining concession is defined as an immovable real right that grants the holder exclusive power to explore within the bounds of a mining exploration concession, or to explore and exploit such substances and become the owner of any substances in the case of the mining exploitation concession.

- Mining concessions are always established by the court with no decision-making action by any other authority, avoiding the discretionary interference of administrative authorities.
- The mining concession provides a distinct title, irrespective of title to the land, even if owned by the same person.
- The mining concession is a transferable and transmissible right, mortgageable and subject to other real rights.
- The mining concession is conditional to the extent that the holder is bound to pay a yearly license, under penalty of losing such concession.
- The mining exploitation concession has indefinite duration. The mining exploration concession remains in effect for two years and may be extended for another two year period, provided at least half the area thereof is surrendered.
- The mining concession is divisible provided each resulting portion does not measure less than the minimum legal area and shape.
- Any Chilean or foreign person may establish and acquire mining concessions.

2.3. VALIDATION OF TENURE

Optiro has prepared this Report upon the understanding that the exploitation concessions held by Culpeo are currently in good legal standing. Optiro has not independently verified Culpeo's legal tenure over its exploitation concessions and has relied on information provided by Culpeo. Optiro understands that Culpeo has engaged Chilean solicitors Barros, Silva, Varela & Vigil Abogados Ltda to review the status of the exploitation concessions which is included elsewhere in Culpeo's Prospectus. Among other things, this Report provides an opinion on Culpeo's exploitation concessions, forfeiture risk and royalties.

Optiro is not qualified to provide a legal opinion on the status of the granted exploitation concessions but has reviewed the exploitation concession permits and records and found them to be in good order. Accordingly, Optiro is satisfied that Culpeo currently has good and valid title to the described granted exploitation concessions required to explore and undertake project development on the project areas in the manner proposed. Optiro understands there are no minimum expenditure requirements or expiry constraints on the exploitation concessions. Any future commercial exploitation of mineralisation will, however, require the grant of a mining concession.

At the Las Petacas Project, Culpeo holds 22 exploitation concessions covering 1,406 Ha. At Quelon, Culpeo holds 34 exploitation concessions covering 5,553 Ha and at San Sebastian Culpeo holds two exploitation concessions covering 50 Ha (Table 2.1).

Culpeo has acquired a 58% interest in the Las Petacas mineral licences from an entity controlled by an investment fund backed by the Chilean Government and private venture capital investors (the Fenix Fund). Furthermore, Culpeo has the right to earn up to an additional 27% interest from the remaining joint venture partner (Inversiones EM DOS Limitada or EM DOS), through the earn-in schedule detailed in Table 2.2.

At the Quelon Project, Culpeo has the right to earn in up to 85% from their joint venture partner, Vasco Minera De Inversiones E Inmobiliaria S.A (Vasco Minera), through the earn-in schedule in Table 2.3. Culpeo has made the Stage 1 (US$20,000) and the Stage 2 payments (US$20,000).

The San Sebastian Project is 100% owned by Culpeo through its subsidiary Minera Panga SpA. Consideration paid to acquire the San Sebastian Project was 5,000,000 Culpeo shares, subject to escrow under the ASX Listing Rules.

Exploration and mining concession definitions are provided above in Section 2.2.

Table 2.1 Chile exploration tenure (source: Culpeo)

Project	Licence	Company	Area (Ha)	Grant	Expiry
Petacas	Peta 31/55	EM DOS	120	11-Nov-89	None
	Peta 91/92	EM DOS	10	11-Nov-89	None
	Peta 15/28	EM DOS	70	06-Nov-89	None
	La Rosa 27/28	EM DOS	6	26-Dec-89	None
	La Rosa 31/46	EM DOS	80	28-Jun-11	None
	La Rosa 1/30	EM DOS	300	25-Nov-91	None
	Corredor 2, 1/12	EM DOS	12	18-Feb-15	None
	Corredor 3, 1/6	EM DOS	6	18-Feb-15	None
	Cachorro 1/20	EM DOS	20	11-Nov-14	None
	Cachorro 1,1/160	EM DOS	160	28-Jul-15	None
	Cachorro 2, 1/95	EM DOS	95	18-Feb-15	None
	Cachorro 3, 1/24	EM DOS	242	18-Feb-15	None
	Cachorro 4, 1/173	EM DOS	173	18-Feb-15	None
	Cachorro 5, 1/87	EM DOS	87	18-Feb-15	None
	Almudena 1,1	EM DOS	1	22-May-15	None
	Amudena 2, 1/3	EM DOS	3	22-May-15	None
	Almudena 3, 1/2	EM DOS	2	22-May-15	None
	Almudena 4, 1/7	EM DOS	7	22-May-15	None
	Almudena 5, 1/6	EM DOS	6	22-May-15	None
	Almudena 6,1	EM DOS	1	22-May-15	None
	Almudena 7,1	EM DOS	1	22-May-15	None
	Almudena 8,1/4	EM DOS	4	22-May-15	None
		Total – Las Petacas	**1,406 Ha**		
Quelon	Angela 10 1/20	Vasco Minera	191	19-Aug-13	None
	Angela 1 1/15	Vasco Minera	150	19-Aug-13	None
	Angela 11 1/10	Vasco Minera	63	22-Dec-15	None
	Angela 12 1/10	Vasco Minera	66	20-Jan-16	None
	Angela 13 1/30	Vasco Minera	255	28-Dec-15	None
	Angela 14 1/20	Vasco Minera	200	08-Jan-13	None
	Angela 15 1/14	Vasco Minera	70	08-Jan-13	None
	Angela 3 1/30	Vasco Minera	170	30-Nov-15	None
	Angela 4 1/29	Vasco Minera	205	13-Feb-14	None
	Angela 5 1/18	Vasco Minera	108	13-Jan-14	None
	Angela 6 1/30	Vasco Minera	236	13-Feb-14	None
	Angela 7 1/30	Vasco Minera	236	02-Dec-14	None
	Angela 8 1/20	Vasco Minera	131	02-Dec-14	None
	Angela 9 ½	Vasco Minera	17	13-Feb-14	None
	San Andres 10 1/24	Vasco Minera	216	13-Jun-17	None
	San Andres 1 1/15	Vasco Minera	114	03-Jun-17	None
	San Andres 11 1/24	Vasco Minera	216	03-Jun-17	None
	San Andres 13 1/19	Vasco Minera	102	03-Jun-17	None
	San Andres 14 1/15	Vasco Minera	102	03-Jun-17	None
	San Andres 15, 1-30	Vasco Minera	290	01-Feb-19	None
	San Andres 16, 1-30	Vasco Minera	330	06-Jul-19	None
	San Andres 17 1-30	Vasco Minera	324	01-Feb-19	None
	San Andres 18, 1-10	Vasco Minera	100	14-May-19	None
	San Andres 2, 1-10	Vasco Minera	57	12-Nov-17	None
	San Andres 4 1/5	Vasco Minera	23	13-Jun-17	None
	San Andres 5 ¼	Vasco Minera	36	03-Jun-17	None
	San Andres 6 1/20	Vasco Minera	200	03-Jun-17	None
	San Andres 7 1/20	Vasco Minera	200	03-Jun-17	None
	San Andres 8 1/20	Vasco Minera	200	03-Jun-17	None
	San Andres 9 1/20	Vasco Minera	161	03-Jun-17	None
	Teresa 1 1/30	Vasco Minera	279	21-Oct-13	None
	Teresa 2 1/20	Vasco Minera	150	21-Oct-13	None
	Teresa 3 1/20	Vasco Minera	200	21-Oct-13	None
	Teresa 4 1/20	Vasco Minera	155	21-Oct-13	None
		Total – Quelon	**5,553 Ha**		
San Sebastian	San Sebastian 1/16 (2/16)	Minera Panga SpA	45	1998	None
	San Sebastian 1/16 (1)	Minera Panga SpA	5	1998	None
		Total – San Sebastian	50 Ha		

Table 2.2 Las Petacas Project earn-in schedule (source: Culpeo)

Stage	Date for completion	Payment (US$)	Condition precedent/ work commitment	% earn	Total owned by Culpeo
1	30/06/2021 (completed)	50,000	Carry out research through induced polarisation (IP) survey and GAIP grid in a minimum area of 2 km^2	8%	58%
2	31/12/2021	100,000	Complete 3,000 m drilling or US$1 M expenditure	8%	66%
3	31/12/2023	350,000	Complete 3,000 m of additional drilling	9%	75%
4	31/12/2024	500,000	Complete 5,000 m additional drilling or US$1.5 M expenditure	10%	85%

Table 2.3 Quelon Project earn-in schedule (source: Culpeo)

Stage	Months from signing	Payment (US$)	Condition precedent/ work commitment	% earn	Total owned by Culpeo
1	Completed	20,000	Contract signed	-	-
2	Completed	20,000	Completion of due diligence	-	-
3	12	50,000	Follow up geophysics programme and mapping	10%	10%
4	24	100,000	2500 m drilling or US$ 500 k expenditure	15%	25%
5	36	100,000	Total of US$2 M expenditure	25%	50%
6	48	250,000	Deliver and announce a JORC Mineral Resource suitable for feasibility study to commence	20%	70%
7	60	750,000	Deliver a feasibility study	15%	85%
8	-	-	The vendors final 15% is contribute or dilute with Culpeo holding the first right of refusal to purchase		

2.4. RESPONSIBILITY FOR THE INDEPENDENT TECHNICAL REPORT

This report was prepared by Mr Jason Froud (Principal), and was reviewed by Mrs Christine Standing (Principal), both of Optiro.

This report has been prepared in accordance with the guidelines of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition (the JORC Code) and the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, 2015 Edition (the VALMIN Code).

In developing its technical assumptions for the report, Optiro has relied upon information provided by Culpeo and its consultants, as well as information obtained from other public sources. The material on which this report is based includes internal and open-file project documentation, technical reports, drillhole and other exploration databases. Culpeo has provided to Optiro the drilling and sampling data and other information generated by Culpeo and by previous owners of the project areas.

Optiro has independently reviewed all relevant technical and corporate information made available by the management of Culpeo, which was accepted in good faith as being true, accurate and complete, having made due enquiry of Culpeo. Optiro has additionally sourced publicly available information relative to Culpeo's mineral assets.

Optiro has not completed a site inspection of the properties. The projects are at an early stage of assessment and it was considered that a site visit was unlikely to reveal any information or data that

is material to this Report. Optiro is satisfied that there is sufficient current information available to allow an informed evaluation to be made without a site inspection.

3. LAS PETACAS PROJECT

3.1. INTRODUCTION

The Las Petacas Project is located in Chile, approximately 640 km north of the capital, Santiago and 35 km south of the regional capital of Copiapó in the Atacama Region (Region III). Copiapó has a relatively diversified economy including agriculture and light industry but mining is its largest economic driver accounting for 45% of the region's GDP and 90% of its exports. Copiapó has a population of approximately 150,000 people and is a ready source of skilled workers.

The project is easily accessed, located approximately 10 km east of Chile Highway 5 (or Route 5), part of the Pan-American Highway and within 12 km of power transmission lines. The secondary road from the highway is unsealed but in good condition. The project comprises 22 granted exploitation concessions covering approximately 1,406 Ha or 14.06 km^2 (Table 2.1) and sits at an elevation of between 1,000 m and 1,400 m above sea level.

The Atacama Region is sparsely populated with over 50% of the population located in the cities of Copiapó and Vallenar. Much of the region is classified as desert but is known to host significant mineral potential. One of the region's main copper deposits is the Candelaria mine (20 km northeast of the Las Petacas Project) owned by Lundin Mining Corporation (80%) and Sumitomo Metal Mining Co. Ltd (20%). The Candelaria mine comprises an open pit and underground mining operation which provides copper ore to an on-site processing plant with a capacity of approximately 75,000 tonnes per day (tpd). The region also hosts a copper smelter at Paipote (Copiapo) owned by Chilean company Empresa Nacional de Mineria (ENAMI).

On 6 September 2018, Lundin announced updated Mineral Resource and Mineral Reserve Statements for the Candelaria Copper Mining Complex (as of June 30, 2018). Total Mineral Resources at the time comprised 952 Mt at 0.65% copper and 0.15 g/t gold of Measured and Indicated material and a further 53 Mt at 0.62% copper and 0.12 g/t gold of Inferred material (SRK, 2018).

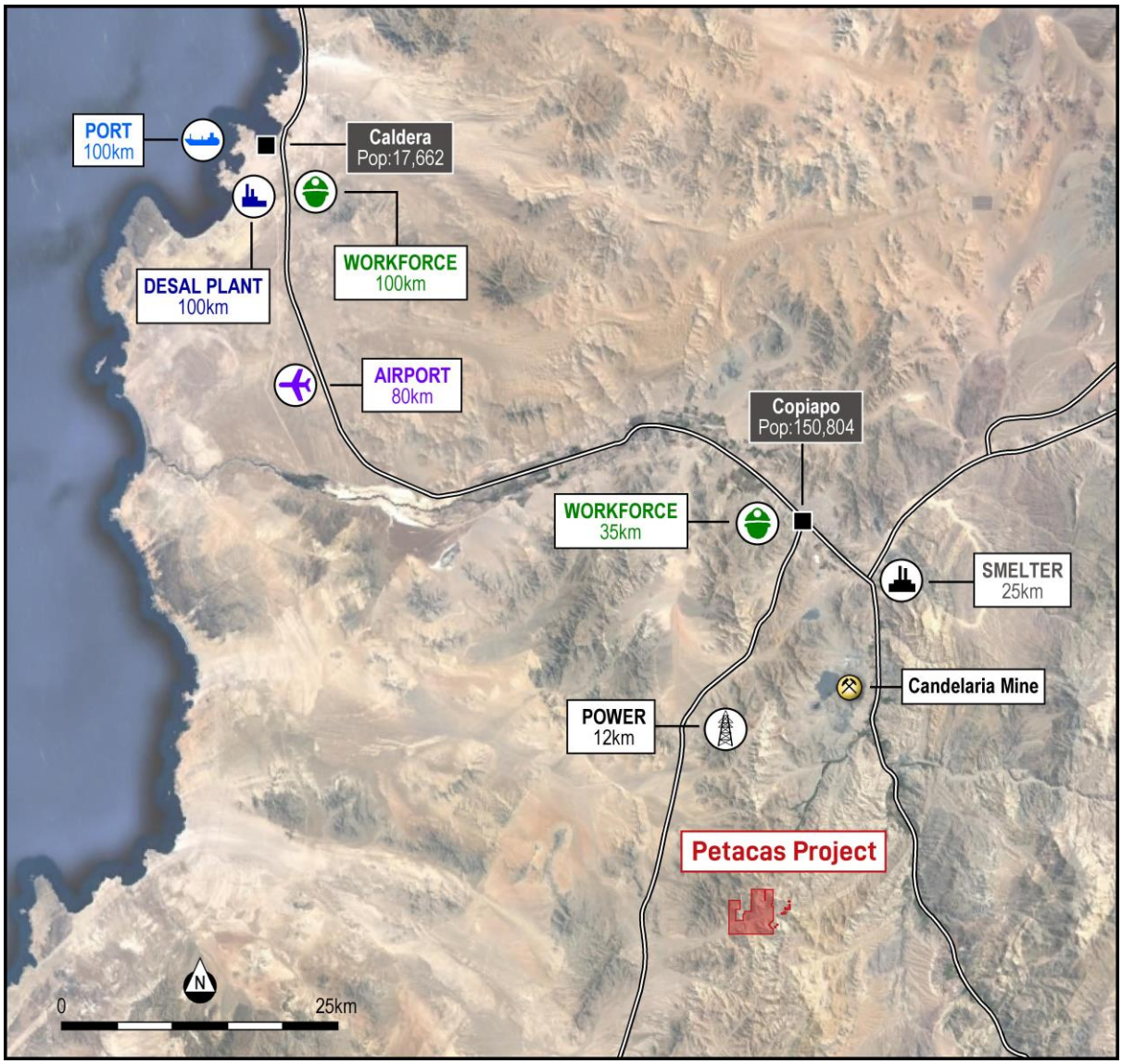
3.2. GEOLOGY

3.2.1. REGIONAL GEOLOGY

The Las Petacas Project is located at the boundary between the Coastal Cordillera and the Copiapó Precordillera. The Coastal Cordillera of is composed of Permian to Lower Cretaceous intrusions within a basement of metasedimentary rocks of Devonian to Carboniferous age. Volcanic, volcaniclastic and marine carbonate rocks represent intra- and back-arc sequences that were deposited during the Early to Mid-Cretaceous.

In the Copiapó Precordillera, the oldest exposed rocks are Early Carboniferous in age and correlate with metasedimentary basement rocks in the Coastal Cordillera. They are overlain by Permian to Jurassic sedimentary and volcanic rocks. Permian granitic plutonic complexes in the Precordillera are associated with extensive crustal melting and rifting. Volcanic and sedimentary rocks of the Punta del Cobre Formation, the Bandurrias Formation, and marine carbonate rocks of the Chañarcillo Group are prominently exposed as a belt of calcareous, volcanic, and volcaniclastic rocks in the western Precordillera. They are overlain by the Cerrillos Formation of epiclastic to volcaniclastic rocks. At the base, the Cerrillos Formation contains fluviatile sandstone and conglomerate, as well as freshwater limestone. Volcanic breccias and lava flows are more dominant higher in the sequence.

Figure 3.1 Location of the Las Petacas Project (source: Culpeo)



The Candelaria-Punta del Cobre polymetallic sulphide deposits are located to the east of the Atacama fault zone, which extends over 1,000 km along the Chilean coast. The Atacama fault zone is a subduction-linked arc-parallel strike-slip fault system that has been active at least since the Jurassic.

The Las Petacas Project lies approximately 20 km southwest of the Candelaria mine, an iron-oxide-copper-gold (IOCG) deposit and within a well-recognised IOCG belt along the Atacama Fault zone. IOCG deposits in northern Chile formed in the Late Jurassic to Early Cretaceous (approx. 163 to 100 Ma), a period characterised by two cycles of volcanic arc magmatism and associated back arc extension that resulted in several back arc basins. Several porphyry copper-gold deposits of varying size formed mainly towards the end of this period including Carmen de Andacollo, Antucoya, Los Negritos, Tovaku and Colligua. The better known and more significant porphyry copper deposits in Chile formed in subsequent magmatic belts that young progressively to the east (del Real et al 2018).

Candelaria is the biggest and most well-known IOCG deposit in the region and is hosted at the top of the Lower Andesite unit of the Punta del Cobre Formation.

Regional geological mapping indicates that the surface geology at Las Petacas is mostly comprised of limestones of the Nantocco Formation. In this setting, an IOCG deposit lying directly underneath the

limestones would sit in a higher stratigraphic position compared to Candelaria and in a similar position to the Las Pintadas IOCG deposit, which is located approximately 6 km north-northeast of Las Petacas.

An IOCG deposit occurring in a lower stratigraphic position and within the upper 500 m from surface may still be possible at Las Petacas, if the Upper Andesite and volcanic sedimentary formations are not too thick.

Younger porphyry copper-gold and related skarn style mineral deposits are also considered possible at Las Petacas. This type of mineralisation could be related to Early Cretaceous and younger porphyry intrusions.

3.2.2. LOCAL GEOLOGY

The available local geological data is currently limited. District scale geological mapping has been completed which shows extensive limestone mapped on surface across the area and known copper mineralised trends related to veins and structure (Figure 3.2). Field geological mapping carried out in 2021 identified a strike length of over 8 km of surface copper mineralisation. Limestone silicification is pervasive around minor intrusive bodies, veins and faults and may be accompanied by copper mineralisation of mainly chrysocolla and lesser sulphide mineralisation such as chalcopyrite (Figure 3.3, Bustamante, 2021). Geological mapping shows the area is dominated by shallow, mostly west dipping limestones at surface, sub-vertical silicified structures and quartz porphyry dykes.

The western portion is dominated by a north-south structural system, where silicified veins contain abundant barite and may also contain high silver values. Silicified structures and quartz porphyry are generally aligned northeast-southwest in the central area, except for more complex zone in the southern part of this area, which is also an area of interest in the induced polarisation (IP) survey discussed below. In the eastern area, silicified structures and quartz porphyry occur in a variety of orientations and there is increased biotite mineralisation noted in the porphyry dykes, as well as stockwork alteration.

The existing (historical) drillholes were focussed on the known prospect areas at the time but there remain large untested zones along the northeast-southwest oriented mineralised corridor containing these prospects (Figure 3.2).

Drilling and surface sampling up to 2014 identified five main prospect areas within the exploitation concession which are summarised below.

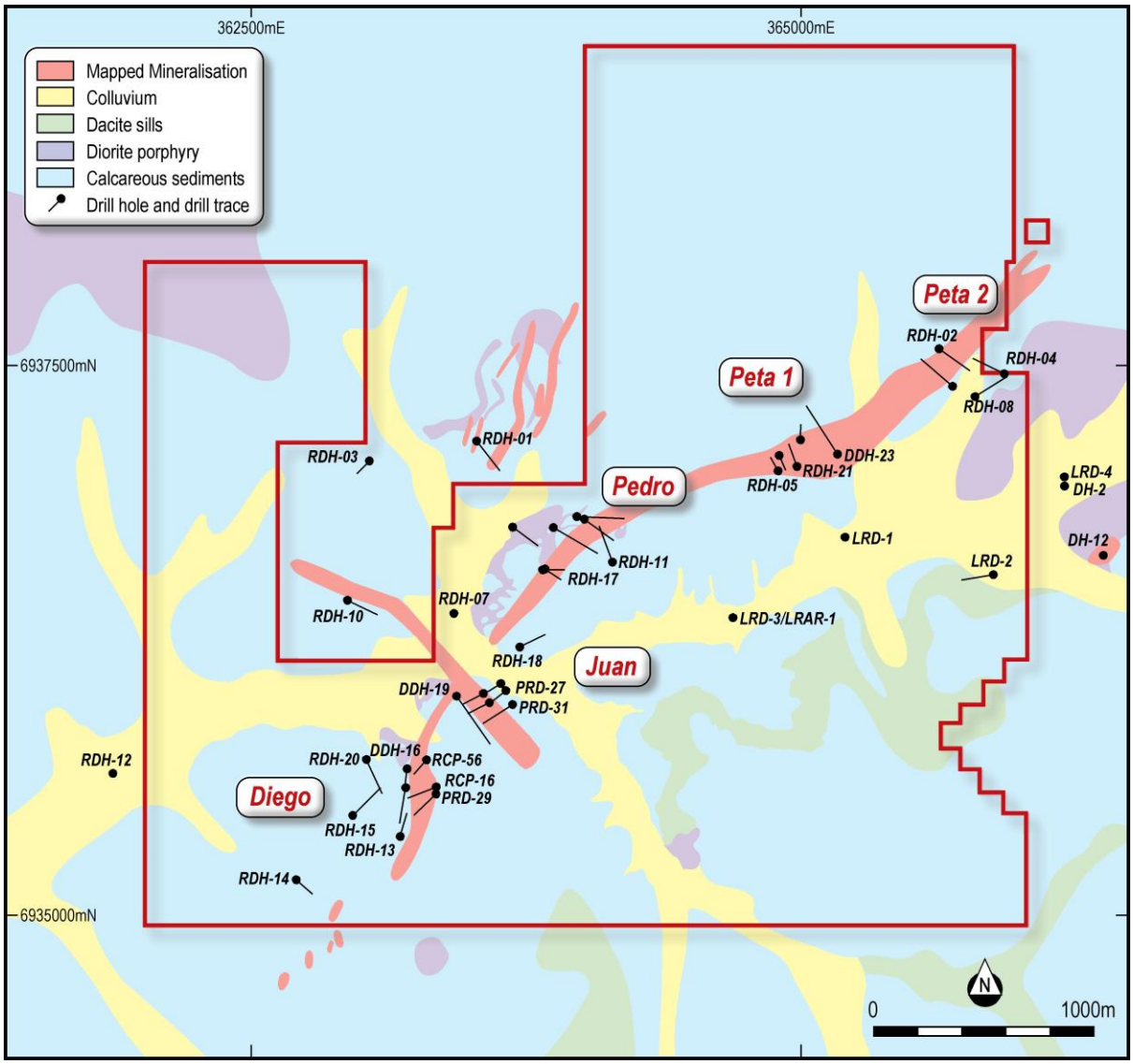
PETA 1

Peta 1 strikes approximately 070° with a strike length of approximately 900 m. Mineralisation of copper oxides comprises chrysocolla, malachite, atacamite and black copper oxides is hosted in silicified limestones and occasionally calcareous garnet skarn. The mineralisation is sub-parallel around a dacitic porphyry dyke approximately 30 m to 40 m wide. Oxidation reaches 80 m to 90 m depth.

PETA 2

To the east of Peta 1, Peta 2 is at the northeastern end of Las Petacas mineralised belt trending approximately 060° and comprises copper oxides (chrysocolla, malachite, cuprite and black copper oxides). The prospect extends over approximately 700 m of strike length and is hosted within silicified limestones and skarn in two 15 m to 25 m wide parallel belts adjacent to dacitic porphyry. Oxidation reaches to approximately 80 m to 100 m depth, transitioning to pyrite-chalcopyrite mineralisation.

Figure 3.2 Las Petacas Project tenure and local surface geology (source: Culpeo)



PEDRO

Located in central Las Petacas, the Pedro prospect strikes approximately 050° with a strike length of approximately 700 m. Mineralisation of copper oxides comprises chrysocolla, malachite, atacamite, cuprite and black copper oxides and is associated with the contact of a sub-vertical dacitic porphyry which is 10 m to 100 m wide. The intrusive porphyry also presents low grade copper mineralisation of 0.10 to 0.20% copper in places. The oxidation zone reaches 80 m to 90 m in depth.

JUAN

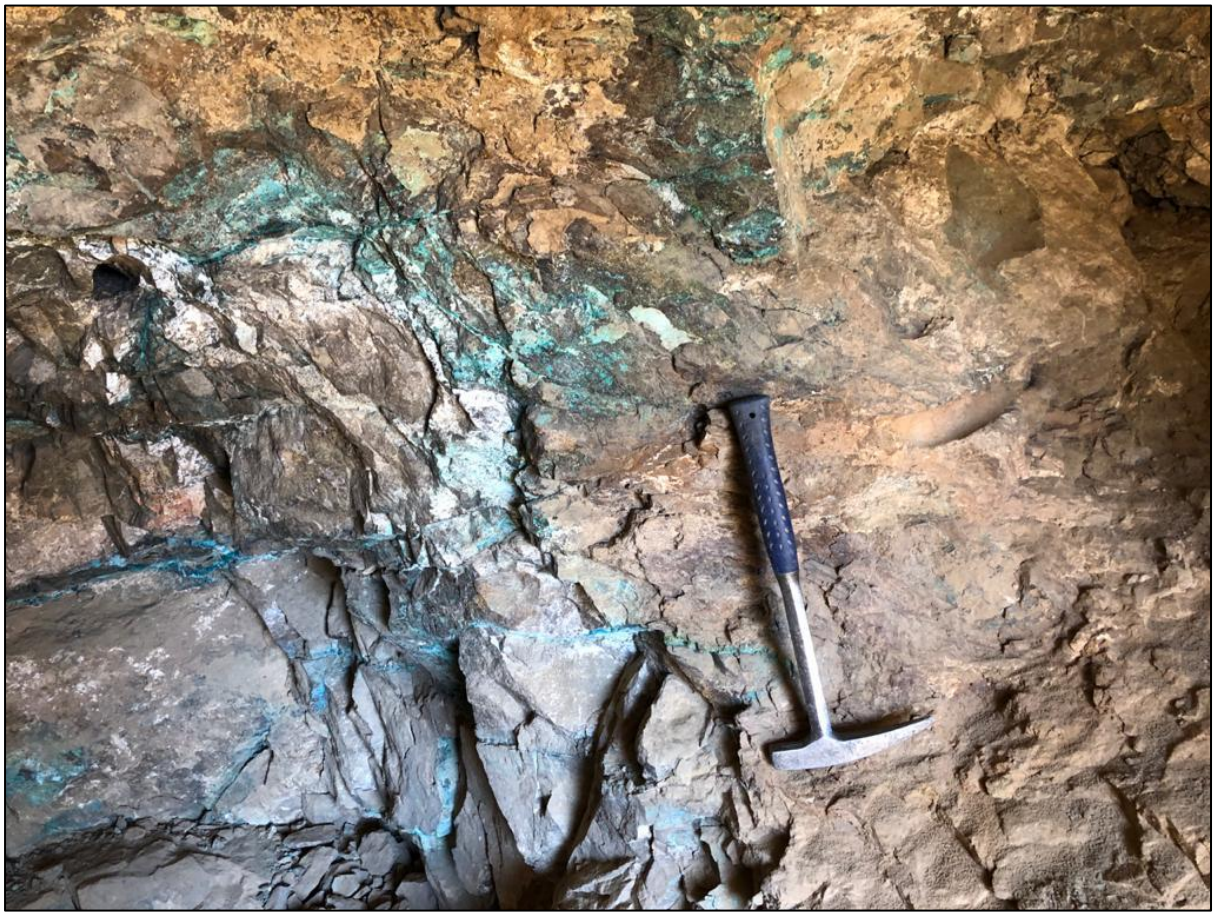
The Juan prospect is located in the southwest of the Las Petacas Belt with a strike of approximately 035° and dipping 80 to 85°to the east. Copper oxide mineralisation is hosted at the contact around dacitic porphyry sills within silicified limestones and skarn. Low grade mineralisation is present in the east in belts of 40 m to 60 m width with irregular mineralisation at the contact zones between dacitic porphyry sills and calcareous rocks. Veins of 1 m to 2 m wide with grades of approximately 1% copper are also present. In the west of the prospect, mineralisation is associated with parallel veins of 10 m to 20 m width hosted in intrusive rocks and limestone. Oxidation typically reaches 90 to 100 m depth.

DIEGO

The Diego prospect is the most southerly prospect within the Las Petacas Belt. Mineralisation strikes north-south 015° and dips 75° to 80° to the west over a strike length of approximately 350 m.

Copper oxide mineralisation is hosted at the contact around two dacitic porphyry dykes. Mineralisation is typically 10 m to 25 m wide, within silicified limestones and skarn. Both mineralisation zones show a main vein, approximately 2 m to 10 m wide with up to 1% copper. Others parallel veins are present with lower grades of 0.2 to 0.5% copper. Oxidation typically reaches 90 m depth.

Figure 3.3 Copper mineralisation (chysocolla) associated with silicification at the Diego Prospect (source: Culpeo)



3.3. MINERALISATION

The Las Petacas Project is considered prospective for mineralisation generally referred to as iron-oxide-copper-gold (IOCG). Depending on lithology and the structural setting, the polymetallic sulphide mineralisation can occur as veins, hydrothermal breccias, replacement mantos and calcic skarns.

The project lies within the metamorphic aureole of a Lower Cretaceous magmatic arc plutonic complex that is located within the Candelaria-Punta del Cobre district. IOCG deposits are primarily defined by their elevated magnetite and/or hematite with elevated copper and gold contents. The IOCG belt located in the Coastal Cordillera of northern Chile and southern Peru is part of a volcano-plutonic arc of Jurassic to Early Cretaceous age. The arc is characterised by voluminous tholeiitic to calc-alkaline plutonic complexes of gabbro to granodiorite composition and primitive, mantle-derived

parentage. Major arc-parallel fault systems developed in response to extension and transtension induced by subduction roll-back at the retreating convergent margin.

3.4. PREVIOUS EXPLORATION

3.4.1. DRILLING

A total of 53 drillholes for 17,252 m by four companies have been identified within and adjacent to the Las Petacas Project area (Figure 3.2). All drillhole collars and information are provided in Appendix A.

In 1992 to 1993, Cyprus Minerals Company (Cyprus) drilled seven diamond drillholes (DDH) for 2,645 m along the northeast margin (and outside) of the project area intersecting minor anomalous copper intervals. Only limited information from these drillholes is available.

In 1992 to 1993, Phelps Dodge Corporation (Phelps Dodge) drilled four long vertical DDH (1,772 m) approximately 300 m south of the main known northeast-southwest mineralised trend, through alluvial cover. Only limited information from these drillholes is available but it appears that the drillholes targeted high gravimetric geophysical anomalies, possibly associated with a deep porphyry target. Results show deeper copper anomalies.

In 2002 to 2003, Cia. Minera Aur Resources Chile Ltda (Cia. Minera) drilled 23 drillholes (19 reverse circulation (RC) and four combined RC-DDH) for 9,623 m. The information for this drilling programme is more complete with assays for gold, copper, silver, molybdenum, zinc and lead. A northeast-southwest mineralised trend was interpreted from this drilling.

In 2012 to 2014, Las Petacas Spa. drilled 19 drillholes (11 RC and eight DDH) and completed surface sampling and geological interpretation. This work, along with surface sampling identified five main prospect areas within the licence which are summarised above in Section 3.2.2.

With respect to the various drilling campaigns, Optiro notes that the drilling records are not complete for geological descriptions and that quality control and quality assurance (QAQC) information is poor. The drilling however is indicative of the mineralisation potential of the area. Drillholes should be re-logged where possible and selected sample pulps where available should be re-assayed to confirm the assay grades. Significant historical intercepts include:

- 6 m at 1.26% copper from 20 m in hole RCP-16 (no gold assays)
- 6 m at 2.34% copper from 140 m in hole RDH-17 (no gold assays)
- 6 m at 1.24% copper and 0.17 g/t gold from 178 m in hole DDH-19
- 6 m at 0.31% copper and 0.52 g/t gold from 58 m in hole DDH-16

All significant intercepts are included in Appendix B.

3.4.2. ROCK CHIP SAMPLING

Historical rock chip sampling is recorded from two campaigns. Minera Aurex Resources and Phelps Dodge, in joint venture, completed systematic rock sampling during 2002 and 2003. A total of 2,738 samples were taken and assayed for gold, silver, total copper, soluble copper, molybdenum, arsenic, antimony and zinc. This assay data however appears to have been lost. In 2014, Las Petacas SpA took 867 rock chip and channel samples over widths of 1 m to 3 m. These were assayed for total copper only.

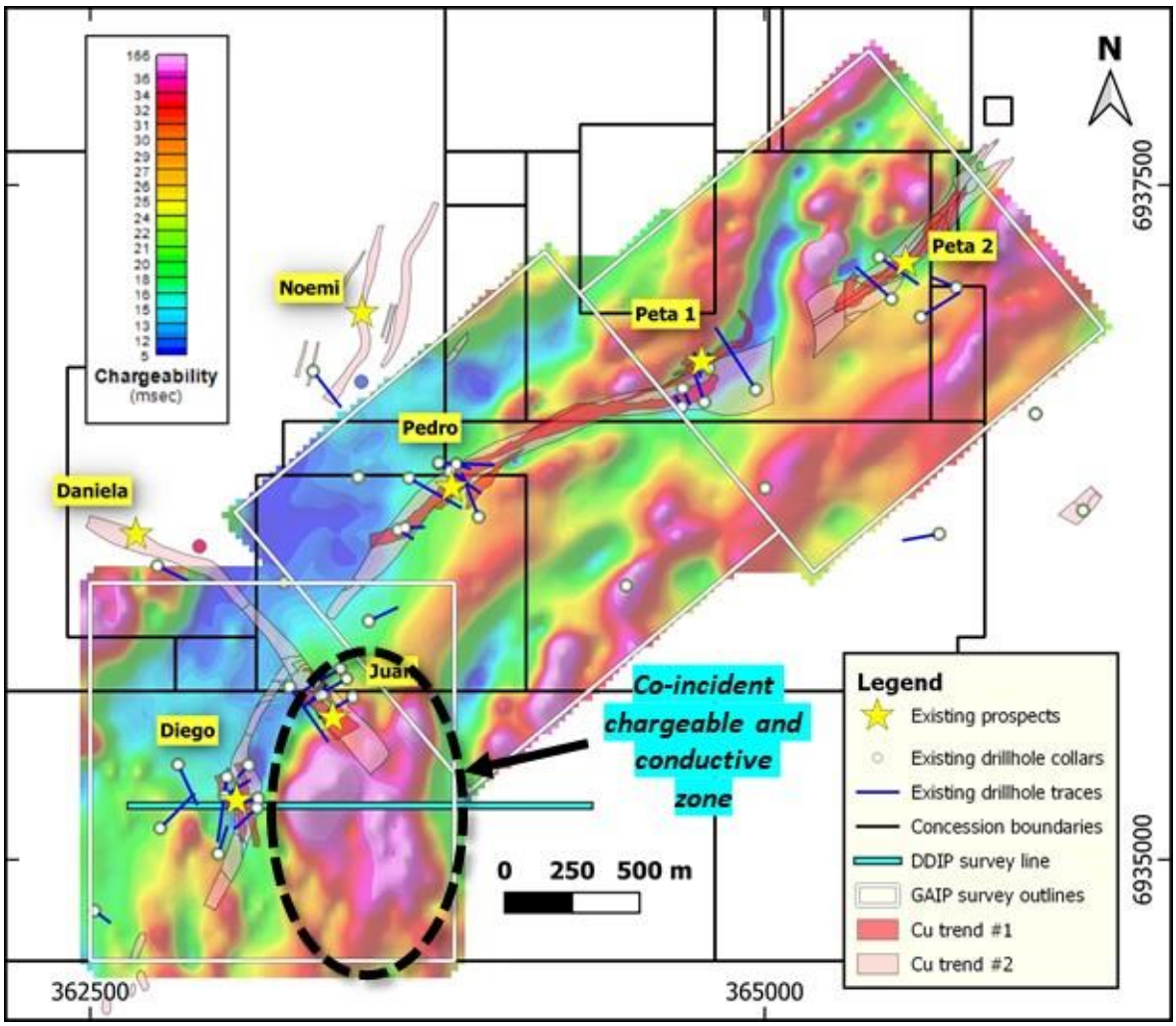
In 2021, a total of 91 rock chip samples were collected by Culpeo, across the project area in conjunction with geological mapping and submitted for multi-element analysis. The anomalous values

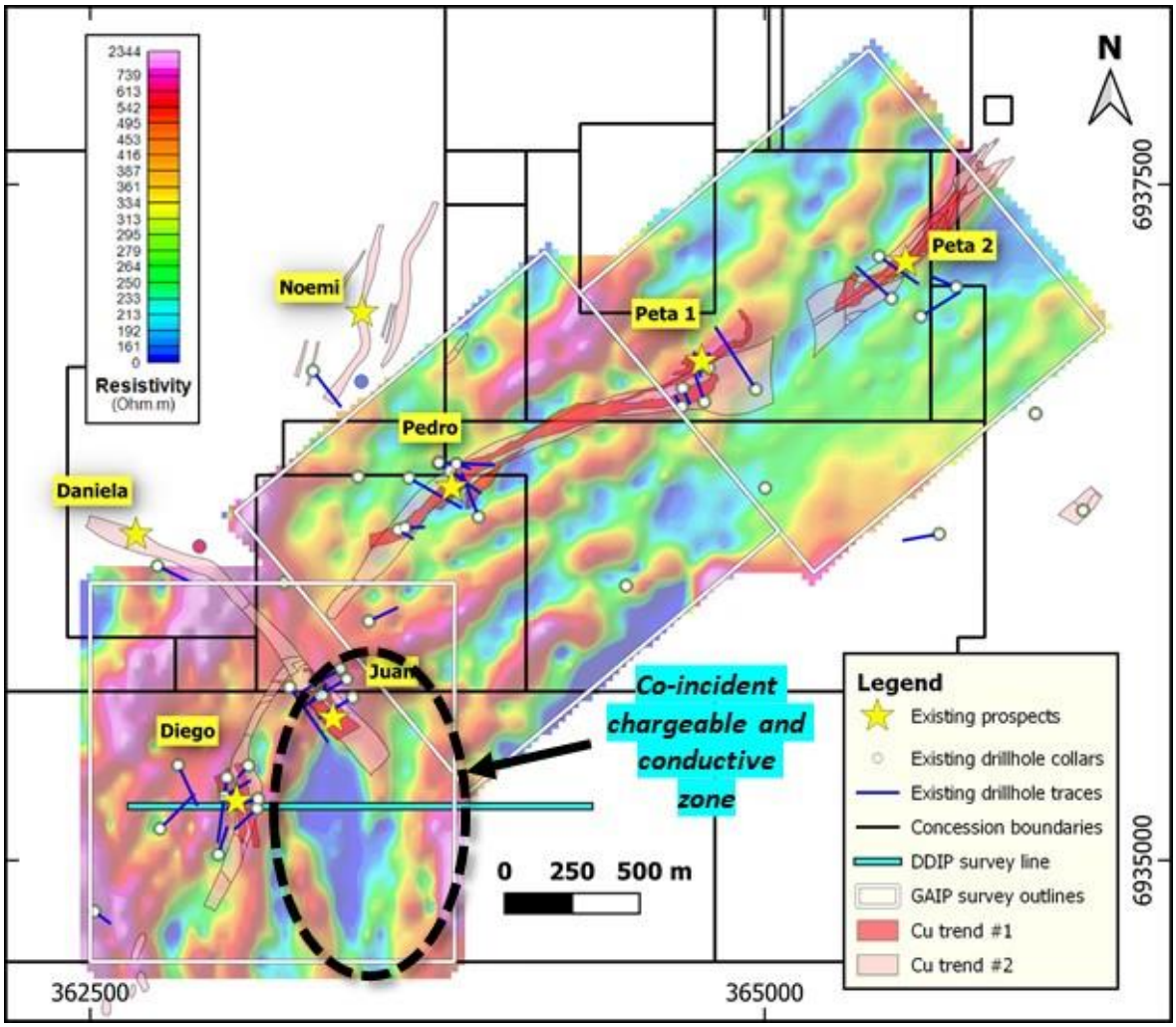
present in these samples are clearly related to structural systems, with a strong relationship to silicification and veining.

3.4.3. GEOPHYSICS

From December 2020 to February 2021, gradient array and dipole-dipole array IP surveys (GAIP and DDIP) were completed by Quantec Geoscience Chile Ltda on behalf of Culpeo Mining Chile SpA. Resource Potentials Pty Ltd (ResPot) then carried out data quality control, processing, imaging and a preliminary desktop study including high level interpretation and targeting. ResPot noted that one of the standout GAIP anomaly features is a coincident high amplitude chargeability and relatively conductive zone located to the east of Diego (Figure 3.4). The orientation and depth of the GAIP anomaly sources are ambiguous, although the GAIP anomalies are typically caused by the tops of sources within 150 m of surface. A follow-up DDIP survey line was carried out across this anomaly zone in order to provide information about the GAIP anomaly source depth and orientation and assist interpretation and drill targeting of the source of the IP anomalies.

Figure 3.4 GAIP chargeability image (above) and resistivity (below) (source: ResPot, 2021)



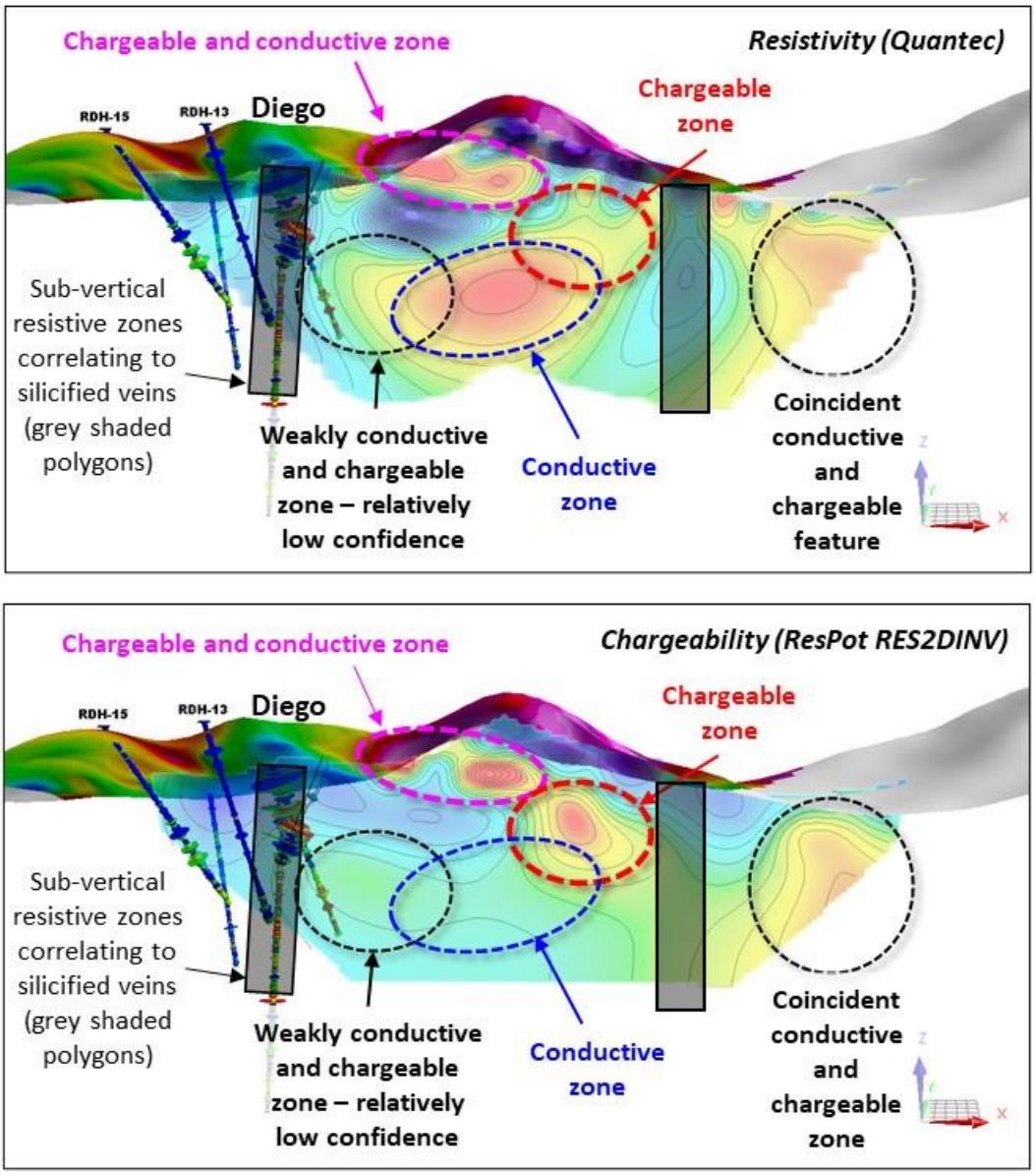


Another feature of the GAIP data is that the existing copper mineralised trends are poorly correlated with chargeability anomaly highs and are better correlated with chargeability anomaly lows. The chargeability anomaly highs could represent untested sulphide mineral sources such as skarn mineralisation sitting below the limestones mapped on surface. The high amplitude chargeability anomaly and conductive anomaly feature to the east of Diego, in particular, shows promise for this style of target.

The follow-up DDIP survey inversion model was processed by ResPot in 2021. The DDIP anomaly zones are annotated on the resistivity and chargeability inversion model cross sections (Figure 3.5). In the centre of the DDIP survey line and sitting underneath the topographic peak and GAIP chargeability anomaly peak, a broad DDIP chargeability anomaly zone has been outlined across multiple features and indicates a moderate easterly dip to the anomaly source. The distribution of chargeability anomaly sources could, however, be more complex than this and related to flat-lying sources. The shallow coincident chargeable and conductive anomaly (dashed pink outline) could be related to a mineralised skarn contact on flat lying limestones. Other chargeable and conductive anomaly zones underneath the topographic peak could similarly be related to disseminated to massive sulphide mineralised skarn or porphyry mineralisation, or a volcanic-sedimentary layer.

There is a weakly conductive and chargeable zone near the elevated molybdenum intersections in some deeper drillholes at Diego. This may be related to an alteration system proximal to a porphyry stock. On the eastern end of the survey line there is a coincident conductive and chargeable zone, which is consistent across alternative inversion model results and therefore interpreted with greater confidence.

Figure 3.5 DDIP resistivity (top) and chargeability (bottom) inversion model cross sections. Drillholes coloured by Mo assays and sized by Cu assays (source: ResPot, 2021)



3.5. MINERALISATION POTENTIAL

Optiro notes that GAIP and DDIP surveying were successfully carried out over the Las Petacas Project. IP surveying is a useful tool for mapping of chargeability and resistivity responses from sulphide minerals and alteration associated with IOCG, skarn and porphyry mineralisation, which are all possible mineral deposit styles within the Las Petacas Project area.

The GAIP survey blocks were oriented so that survey lines crossed perpendicular to known copper-gold mineralised trends, which are associated with silicified vein structures and porphyry dykes. Therefore, the GAIP grids were in an optimal orientation for detecting resistivity and chargeability anomalies in a similar orientation as the known copper-gold mineralisation, which is mostly occurring within the oxide zone.

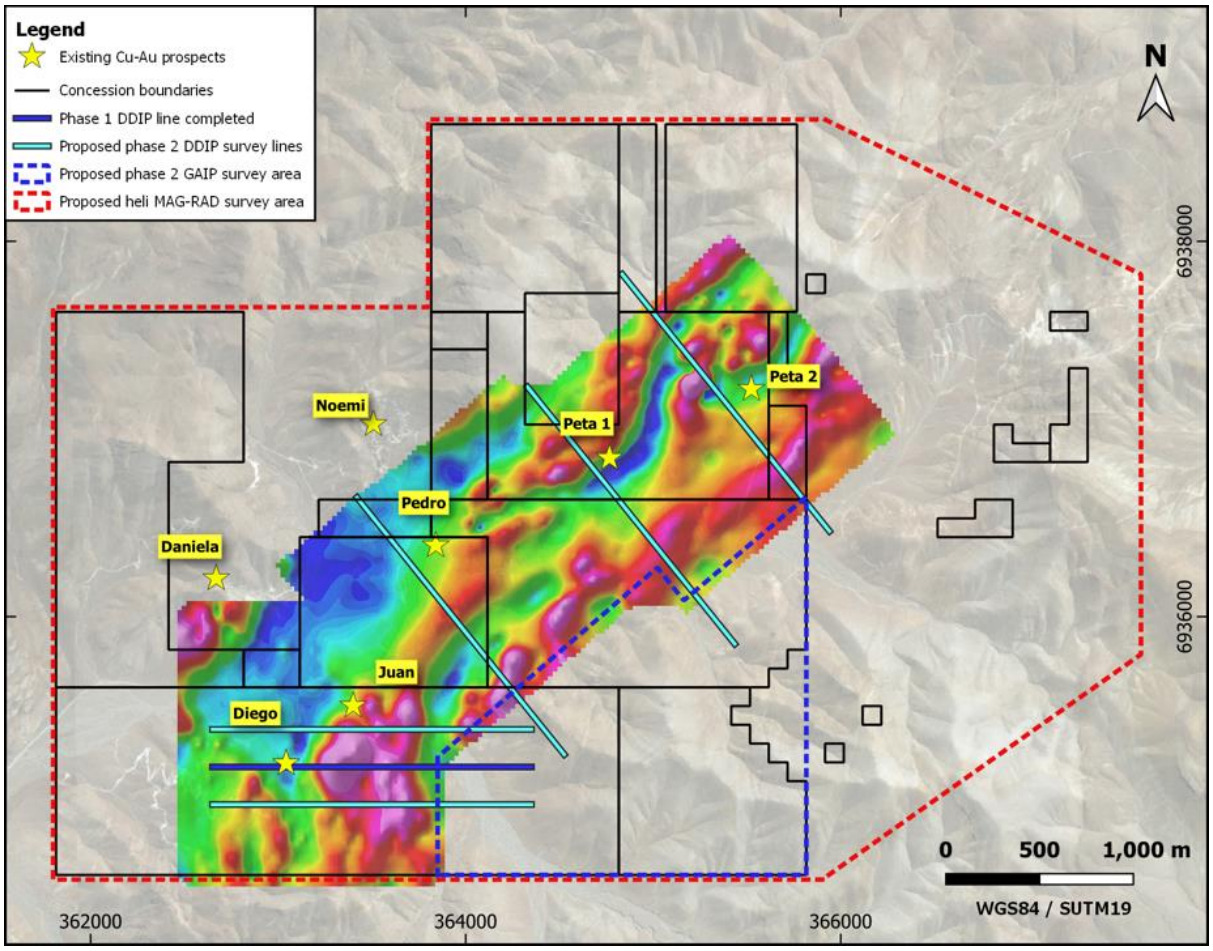
ResPot noted that in the GAIP survey area the known copper-gold mineralised trends are well correlated with chargeability anomaly lows. Elsewhere within the GAIP survey area, the chargeability anomaly highs are widespread and high amplitude, despite shallow dipping limestone being the

dominate rock type mapped on surface. GAIP chargeability anomaly highs are often correlated with elevated conductivity (resistivity lows). Therefore, it is possible that some or all of the widespread GAIP chargeability and conductivity anomalism could be related to a volcano-sedimentary layer underlying the limestone (within 100 m to 200 m from surface) and, in that case, the sub-vertical structures and porphyry dykes that extend to surface may produce relative anomaly lows. There is currently limited downhole lithology information available to confirm the sub-surface geology.

There are several high amplitude chargeability anomaly zones within the GAIP data, including a high amplitude chargeability anomaly located to the east of the Diego prospect, which was followed up with a single DDIP survey line. The DDIP data confirm chargeable and conductive zones sitting below the GAIP anomaly zone, but these are complex and may be related to multiple sources and have a flat-lying orientation. This area requires drill testing to determine the source of the anomaly. Furthermore, additional DDIP surveying over this prospect area ahead of drilling is required, in order to better define the IP anomalies in 3D space and provide more robust targets for more accurate drill testing.

GAIP chargeability and conductivity anomaly zones are located along the southeast margins of the GAIP survey blocks completed in this programme. Additional GAIP surveying is required up to southern boundary of the concessions in order to close off these anomalies and maximise the GAIP survey coverage in this part of the project area. Recommended future geophysical surveys are shown in Figure 3.6.

Figure 3.6 Recommended future geophysical programmes (source: ResPot)



There is limited additional information to assist interpretation of the sub-surface geology and mineralisation prospectivity. A helicopter-borne magnetic and radiometric survey is planned over the project area. The magnetic data should be particularly useful for mapping magnetite alteration associated with IOCG, and porphyry deposits and radiometric data should also be useful for mapping potassic and clay alteration associated with these mineral systems.

Geological evidence supports skarn hosted and metasomatic copper-gold targets along the length of the identified northeast-southwest mineralised belt at the Las Petacas Project.

4. QUELON PROJECT

4.1. INTRODUCTION

The Quelon Project is located 240 km north of Santiago and 20 km north of the regional centre of Illapel, in the Province of Illapel, Region of Coquimbo. The project area is easily accessed from the towns of Canela (25 km) or Combarbalá (35 km) by a paved roads allowing year round access.

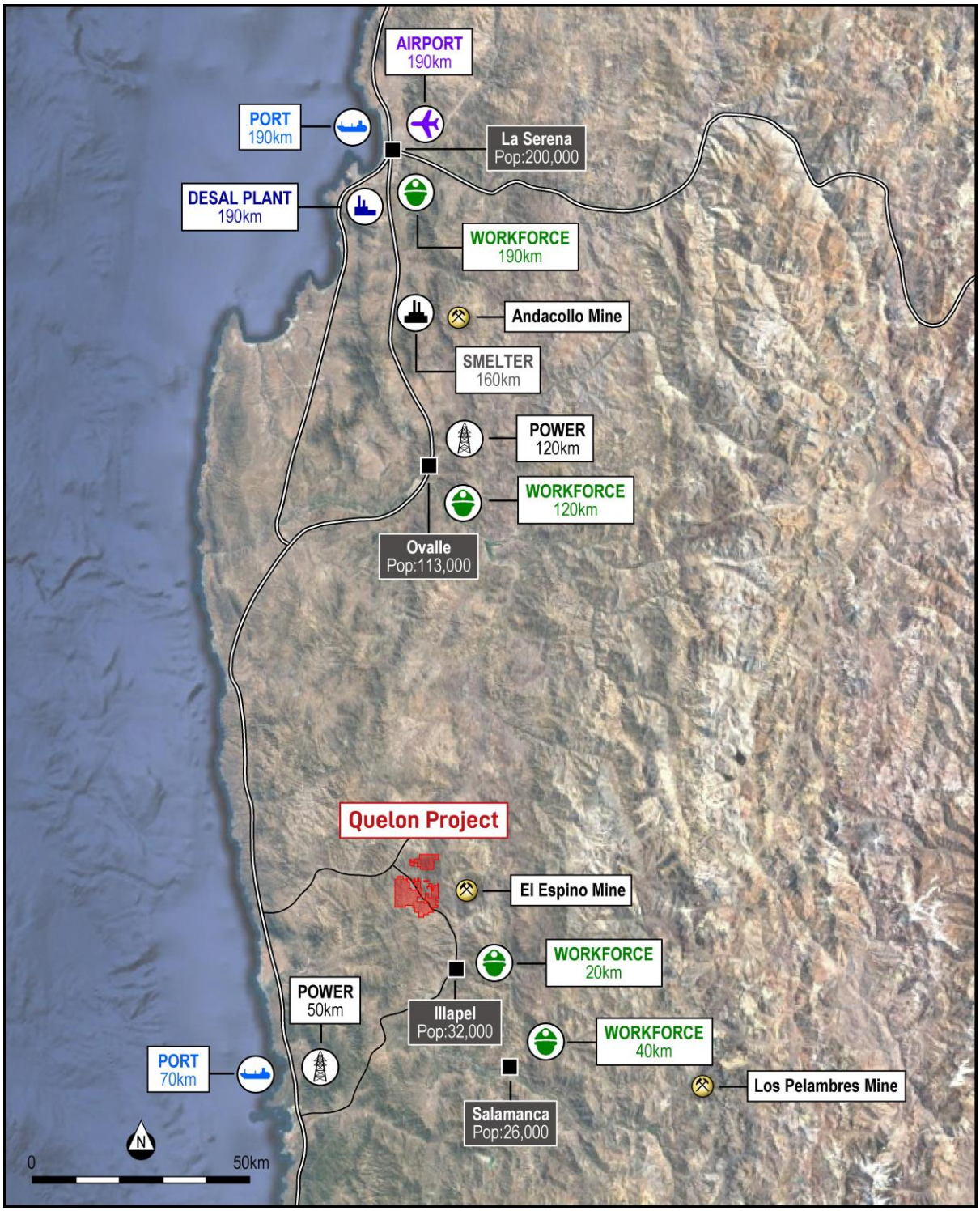
This area is located within Cordillera de La Costa mountain range. The relief is moderately steep but the altitude difference between the valleys and summits is typically less than 200 m. The maximum altitude in the project area is approximately 1,400 m above sea level.

The climate at the project area is semi-arid or a steppe climate, generally with low precipitation. Rainfall is generally over the winter months with 75% to 85% during this time. At Illapel average rainfall is 188 mm per year. The daily temperature ranges between 10°C to 35°C in the summer and from -5°C to 18°C in the winter. The climate does not tend to affect exploration or other ground-based operations.

The Illapel area is a mixed agricultural and mining community. The local infrastructure is good with cellular telephone coverage, a rail line within 10 km of the project area and nearby access to the Chilean national power grid.

The project is located approximately 8 km west of the El Espino copper project owned by Sociedad Punta del Cobre S.A. (Pucobre). Current information on the El Espino project is limited but in 2018 Pucobre was seeking US$658 M in financing to develop the El Espino project. In 2011, an NI43-101 report on the El Espino-Venus property reported 144.8 Mt at 0.55% copper and 0.22 g/t gold of Measured and Indicated material and a further 85.4 Mt at 0.27% copper and 0.15 g/t gold of Inferred material (Henry et al, 2011).

Figure 4.1 Location of the Quelon Project (source: Culpeo)



4.2. GEOLOGY

4.2.1. REGIONAL GEOLOGY

The project is located within the Cordillera de la Costa (Coastal Cordillera) of Chile which is the product of subduction related magmatism in Chile dating from at least the Carboniferous. The currently active Andean subduction system commenced in the Mesozoic and is the last in a series of eastward migrating arcs ranging in age from Jurassic to Quaternary.

Subduction under extensional conditions occurred in Jurassic to early Cretaceous and this produced a linear arc dominated by calcalkaline magmatic units developed in the coastal areas of Central Chile. To the east of this system back arc basins, filled by volcano sedimentary sequences, developed. During the late Cretaceous there was a change to compressional subduction, collapsing the associated back arc basins and thrusting the volcanics of the Central Basin over the sedimentary rocks to the east.

The project area is characterised by the presence of Early to Mid-Cretaceous period rocks. The units belong to Formación Arquero (Arquero Formation) and Super Unidad Illapel (Illapel Super Unit). The Formación Arquero is a volcano-sedimentary unit with an extensive distribution across the area. It outcrops over approximately 200 km in a north-south direction and its main feature is alternate layers of carbonate rocks. The Super Unidad Illapel is an intrusive with batholith characteristics and passive emplacement appearance.

The Cordillera de la Costa hosts a number of mineral deposit types, including skarn hosted (related to intrusive rocks), copper porphyries, stratigraphic manto-type and vein hosted deposits. In recent years, some of the deposits that have a mineralogical association with iron-copper have been reclassified as IOCG type deposits.

4.2.2. LOCAL GEOLOGY

The Cretaceous volcano-sedimentary units in the project area have been intruded by large granodiorite bodies such as the Unidad Chalinga (Chalinga Unit) and some small-dimension sills, as well as the Super Unidad Illapel, especially in the south of the project area (Figure 4.2).

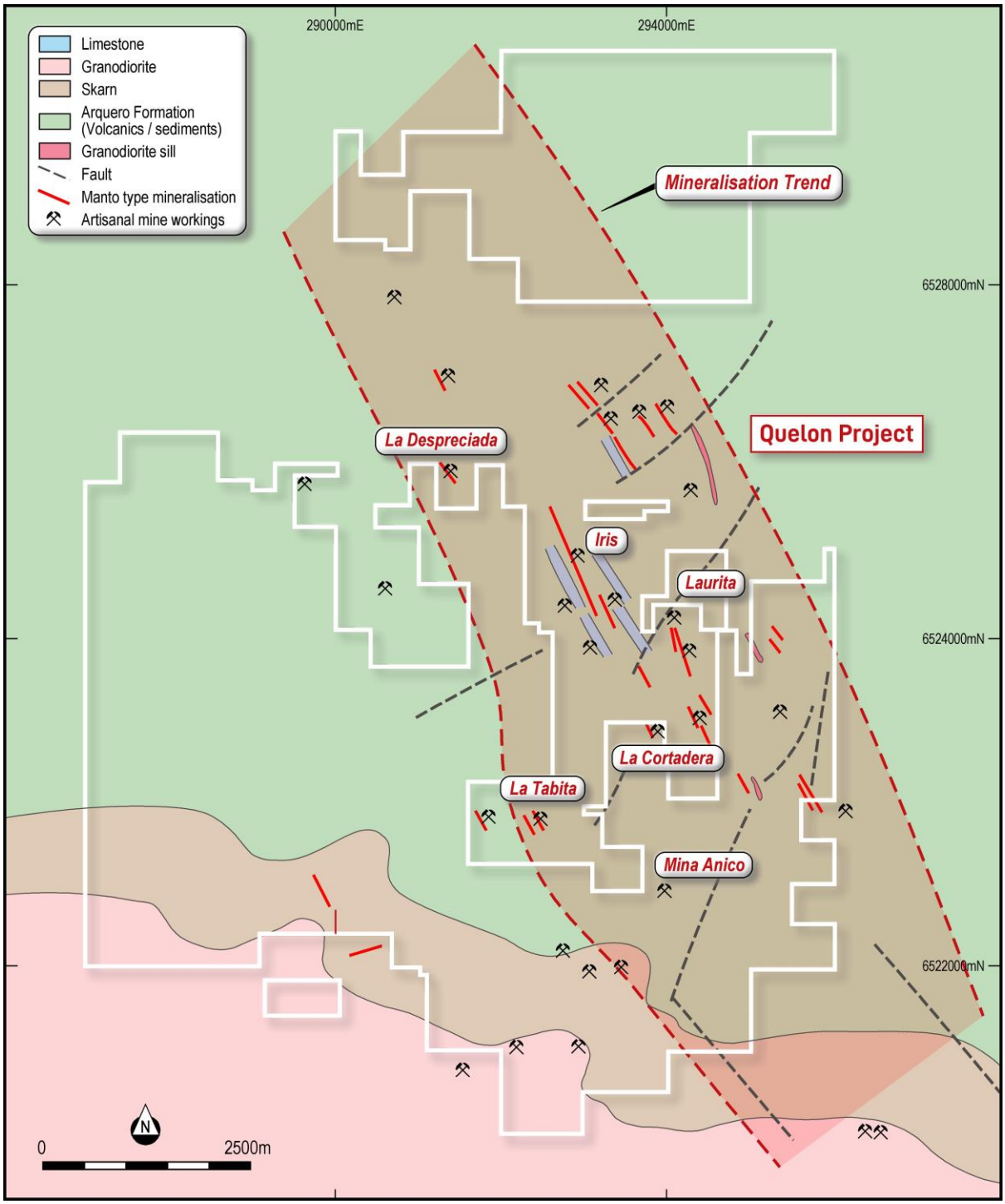
The Cretaceous volcano-sedimentary rocks (Formación Arquero) comprise lavas and andesitic breccias, agglomerates, and andesitic-dacitic tuffs as well as fossiliferous limestone lenses, sandstone, conglomerates and epiclastic breccias. The stratified units form a large antiformal structure where the eastern part dips to the east and the western part dips vertically and slightly to the west.

Alteration within the area includes skarnification, biotitisation, silicification and albitisation. The skarnification is present as a strip or a halo related to the contact between the stratified rocks in the north and the Super Unidad Illapel intrusive unit.

Biotitisation is found within the skarn, principally affecting the intrusive units which originated in an endoskarn-type process. Proximate to the skarn, albite, chlorite and epidote development is present, together with smaller quantities of iron mineralisation, including magnetite and specular hematite. The mineralisation related to this type of alteration occurs principally as small veins. Limited and localised silicification is developed principally in vein-type structures and is proximate to the skarn.

The most pertinent alteration noted in the area is the albite alteration, which is related to andesite volcanic rocks with porphyritic texture, fine-grained andesite volcanic rocks, andesite tuffs and fine sediments. Manto-type mineralisation (described below) is often associated with albite alteration.

Figure 4.2 Quelon Project tenure and local surface geology (source: Culpeo)



4.3. MINERALISATION

Manto style deposits are polymetallic or carbonate replacement deposits where metallic minerals form through the replacement of sedimentary, usually carbonate rock, by metal-bearing solutions in the vicinity of igneous intrusions. When the mineralisation forms a blanket like body along the bedding plane of the rock, it is commonly called a manto ore deposit.

The general distribution of the copper mineralisation/anomalism in the project area trends approximately 330°over an area of 7 km by 3 km and contains a number of historical mine workings

(Figure 4.2). These workings are associated with manto style copper mineralisation with variable dips from approximately 55° to 70°E. The known mineralisation varies in width from 1 m to 4 m and strike lengths are interpreted to be greater than 100 m. Observed copper mineralisation in the existing workings includes malachite, atacamite and lesser chrysocolla. Copper grades of up to 3% have been recorded from rock chip sampling in the historical workings.

Sulphide copper mineralisation including bornite and chalcocite may be present at depths greater than 5 m. Historical sulphide mining has only been observed at the Laurita mine.

Figure 4.3 Historical Larita mine at the Quelon Project (source: Culpeo)

Vein style copper mineralisation is also noted with the project area. This style of mineralisation typically strikes east-west with variable dips from 70° south to vertical. The La Cortadera mine exploited a medium-sized vein approximately 4 to 5 m wide over a strike length of some 400 m. This mine extracted mainly copper oxide (chrysocolla) mineralisation.

4.4. PREVIOUS EXPLORATION

There are no records available on the previous historical mining within the Quelon Project area.

Previous modern exploration in the project area is largely limited to rock chip sampling and geophysical surveys. A small geochemical study was previously reported over a small portion of the project area which identified weak to moderate copper anomalism but full details are unavailable. No drilling has been completed within the project area.

In 2013, as part of an orientation study, 25 rock chip samples were reported (Bustamante. 2013). These samples were taken around the historical mine workings as an indication of the potential grade

of copper mineralisation in the area. These samples should be considered as being selectively sampled and may not be representative of potential mineralisation in the area. A further 180 rock chip samples are known to have been taken across the area but no formal report on this work is available.

Table 4.1 Rock chip samples – from historical workings (source: Culpeo)

Sample	Northing	Easting	Elevation	Copper (%)	Silver (g/t)	Gold (g/t)
QE-01	293,316	6,524,136	1,162	0.85	10.85	0.10
QE-02	293,406	6,524,200	1,119	2.25	41.5	0.04
QE-03	293,468	6,524,257	1,123	0.61	8.55	0.02
QE-04	295,803	6,521,884	1,338	0.53	8.44	0.01
QE-05	293,979	6,520,863	1,092	1.08	21.7	0.01
QE-06	292,956	6,519,046	1,242	0.28	0.59	0.09
QE-07	292,867	6,520,152	1,236	1.25	3.16	1.44
QE-08	294,505	6,522,610	1,288	0.55	3.98	0.005
QE-09	293,218	6,519,926	1,105	1.37	7.76	0.05
QE-10	293,218	6,519,926	1,105	1.06	3.01	0.13
QE-11	296,422	6,517,965	919	1.82	1.83	0.76
QE-12	289,871	6,520,865	1,013	0.87	2.35	0.35
QE-13	289,701	6,525,699	673	2.49	16.9	0.26
QE-14	293,115	6,526,695	826	0.05	3.83	0.005
QE-15	293,562	6,526,020	894	0.77	37.1	0.02
QE-16	294,294	6,525,855	1,086	0.60	5.73	0.005
QE-17	294,073	6,526,393	989	1.86	28.0	0.005
QE-18	293,912	6,526,550	1,107	3.43	54.9	0.005
QE-19	293,724	6,526,452	1,077	1.06	14.65	0.005
QE-20	290,677	6,524,477	774	0.40	3.05	0.21
QE-21	292,483	6,521,635	997	2.19	3.74	0.21
QE-22	292,394	6,521,568	991	0.95	0.39	0.005
QE-23	291,689	6,521,653	1,011	1.87	0.9	0.57
QE-24	294,028	6,522,516	1,392	3.21	55.1	0.01
QE-25	295,054	6,522,089	1,268	1.85	57.3	0.005

In 2021, ResPot carried out a geophysical data review, re-processing of historical data, and completed a high-level desktop study for the Quelon Project. Ground magnetic (GMAG) and IP surveys were completed at the project for the previous project operators, Pucobre.

GMAG data were previously acquired in 2018 over part of the Quelon Project area by Argali Geofisica. ResPot re-processed, gridded and filtered the GMAG data and produced a new suite of georeferenced magnetic anomaly images (Figure 4.4). ResPot noted that, in general, magnetic anomaly highs are well correlated with topographic highs and it is possible that young sediments may fill valleys, increasing the distance between magnetic bedrock and the ground magnetic sensor and reducing the measured magnetic anomaly in those areas compared to the hills, where andesite and other volcanic rocks of Arquero Formation are more exposed.

Within the broad northwest trending zone of copper mineralisation, several magnetic anomaly patterns are not correlated with topographic patterns and represent target zones for further investigation (white outlines in Figure 4.4). These comprise:

1. A de-magnetised zone located in elevated topography in the north appears to have northwest-southeast structural control and may represent hematite alteration associated with an IOCG deposit. An IP chargeability anomaly is correlated with the central magnetic anomaly, which could support the presence of specular hematite or sulphide minerals.
2. A west-northwest trending magnetic anomaly high in the southeast appears to be structurally controlled and may represent magnetite alteration proximal to an IOCG deposit. Although IP survey coverage over this feature is limited, there is an IP chargeability anomaly located along the magnetic trend.

3. A complex and high intensity magnetic anomaly zone in the southwest appears to be disrupted by structures in various orientations and may be related to magnetite and/or hematite alteration associated with an IOCG deposit.

The mapped granodiorite intrusion and skarn contact zones do not have an obvious magnetic anomaly signature but could be contributing to a subtle and long wavelength magnetic anomaly low across the southern part of the GMAG survey area.

Furthermore, 10 pole-dipole IP (PDIP) survey lines for a total of 22.6 line-km were completed at the Quelon Project in 2018. The PDIP data were acquired along east-west oriented survey lines and the configuration used would provide a maximum depth of investigation of approximately 250 m.

Simplified outlines of high (solid black) and moderate (dashed black) amplitude PDIP chargeability anomalies are shown in Figure 4.5. The high amplitude PDIP chargeability anomalies are located over or close to the anomalous magnetic zones defined in the north and southeast on Figure 4.4 and these represent high priority target areas for follow-up. The PDIP data appear to provide useful information that may assist with the discovery of sulphide minerals and other alteration associated with IOCG systems. Additional IP survey coverage would be beneficial to better cover the existing prospects.

ResPot also acquired ASTER, Sentinel-2 and SRTM remote sensing datasets and processed and imaged this data to provide additional datasets to compliment the geophysical data and assist the interpretation and targeting work. Northwest-southeast trending ASTER ferric oxides anomalies were noted along strike of existing mineral occurrences between Mina La Tabita to Mina/Proyecto Anico and Arco Iris to Las Chinchillas, which correlate well with magnetic anomaly trends (Figure 4.6) and may relate to structurally controlled and shallow vein style sulphide mineralisation. Elsewhere the ASTER ferric oxide anomalies are located over or close to IP chargeability and magnetic anomalies features.

The ASTER and Sentinel-2 data appear to have good potential to assist interpretation and targeting within the project area. This work should be expanded to include LANDSAT-8 data, and more detailed imaging and analysis carried out.

4.5. MINERALISATION POTENTIAL

The Quelon Project contains numerous historical workings and structures, exhibiting manto- and vein-style mineralisation. Copper grades of up to 3% have been recorded from rock chip sampling in the historical workings. However, previous modern exploration in the project area is largely limited to rock chip sampling and geophysical surveys. No drilling has been completed within the project area.

The geophysical surveys show several magnetic anomaly patterns that are not correlated with topographic patterns and represent target zones for further investigation. Furthermore, high amplitude chargeability anomalies are located over or close to the anomalous magnetic zones defined in the north and southeast and these represent high priority target areas for follow-up.

Optiro considers that the prospects remain under-explored with no drilling undertaken on the property.

Figure 4.4 Total magnetic intensity (RTP) anomaly pseudocolour image overlain on SRTM topographic surface along with contours at 20 m intervals (source: ResPot)

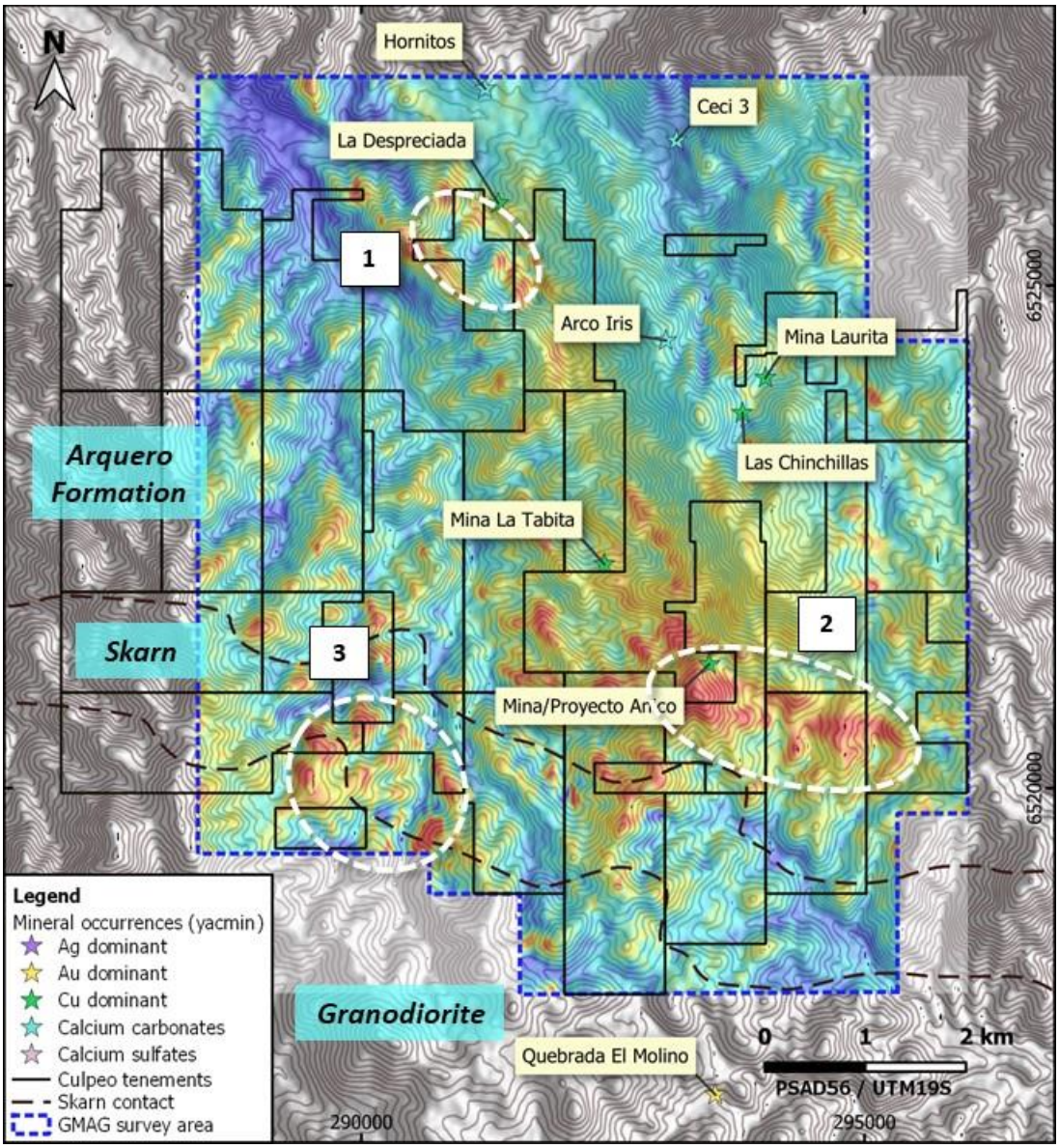


Figure 4.5 PDIP chargeability model 200 m depth slice and anomaly outlines (source: ResPot)

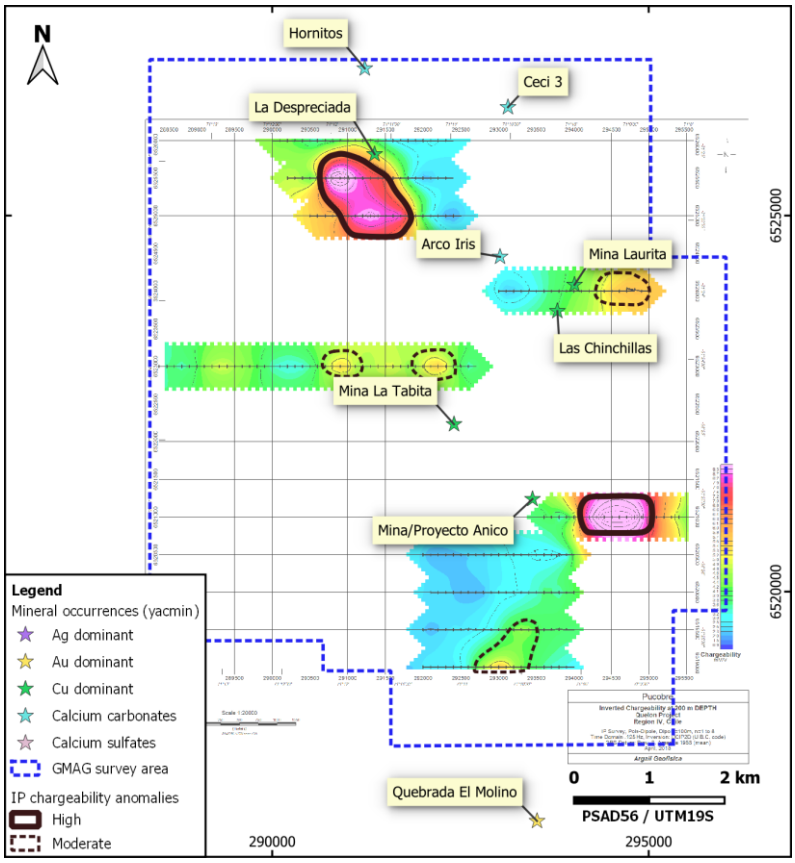
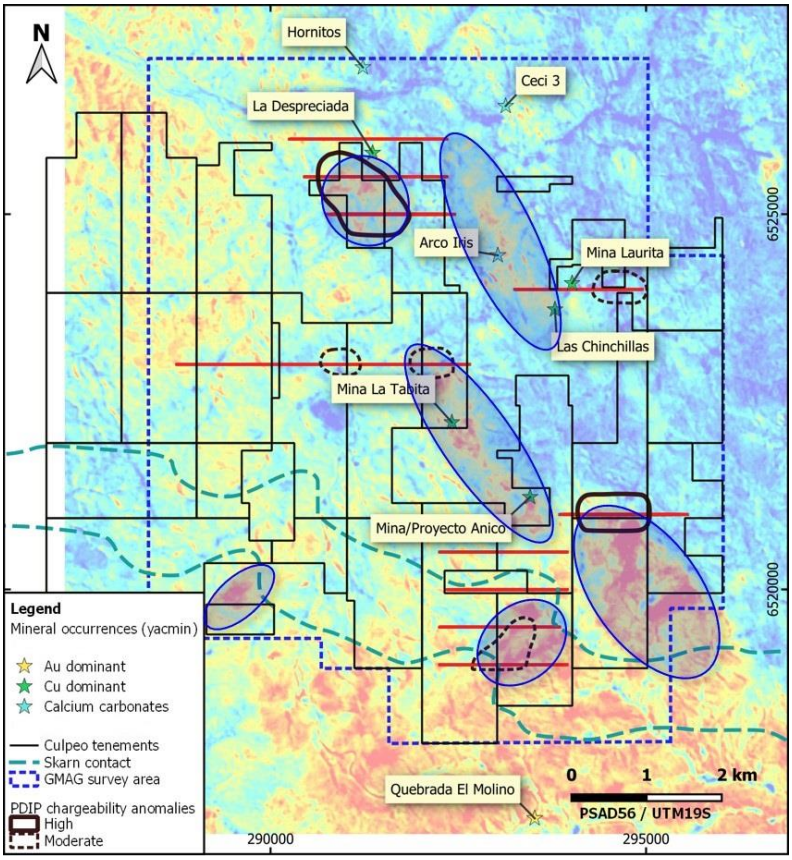


Figure 4.6 ASTER ferric oxides pseudocolour image overlain with anomaly outlines (source: ResPot)

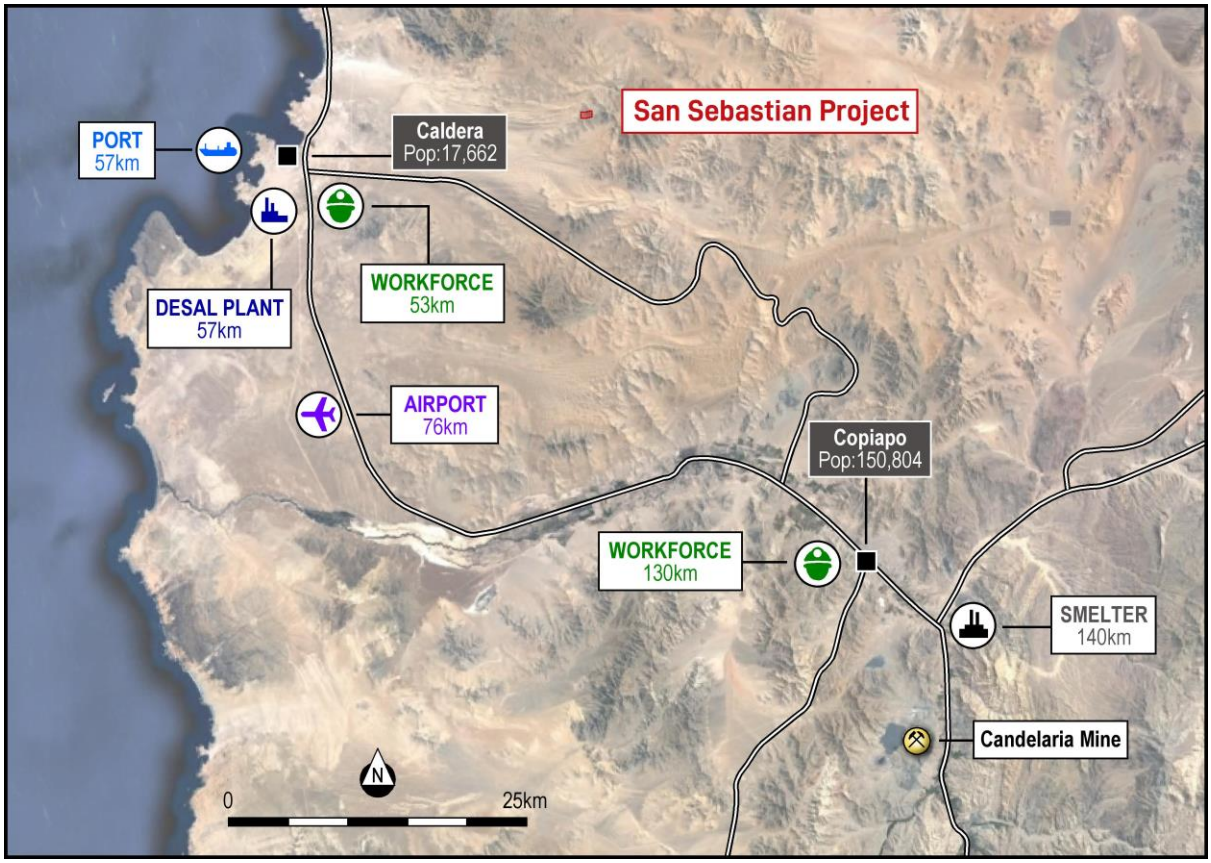


5. SAN SEBASTIAN PROJECT

The San Sebastian Project is located approximately 53 km east of the port city of Caldera, within the Atacama Region (Region III) of Chile. The project is located close to the coast in the vicinity of an operating port, within 130 km of Copiapo, a major regional mining centre, and within 140 km of three copper toll treatment facilities. The project comprises two granted exploitation concessions for a total of 50 Ha, covering a strike extensive, IOCG associated copper/gold vein prospect.

Access to the property is available all year. Gravel roads extend approximately 10 km northwest from the highway approximately 10 km east from Caldera. The remainder of the roads and trails to and throughout the area comprise packed sand or are over exposed bedrock.

Figure 5.1 Location of the San Sebastian Project (Source: Culpeo)



The project is located in the southern Atacama Desert which is characterised by an arid climate with little or, locally, no vegetation. The limited vegetation present consists of desert scrub and low ground cover comprised of flowering shrubs and cacti. Temperatures vary between 15° and 30° during the day and between 0° and 10° at night, depending on the season, and there is limited rainfall.

5.1. REGIONAL GEOLOGY AND MINERALISATION

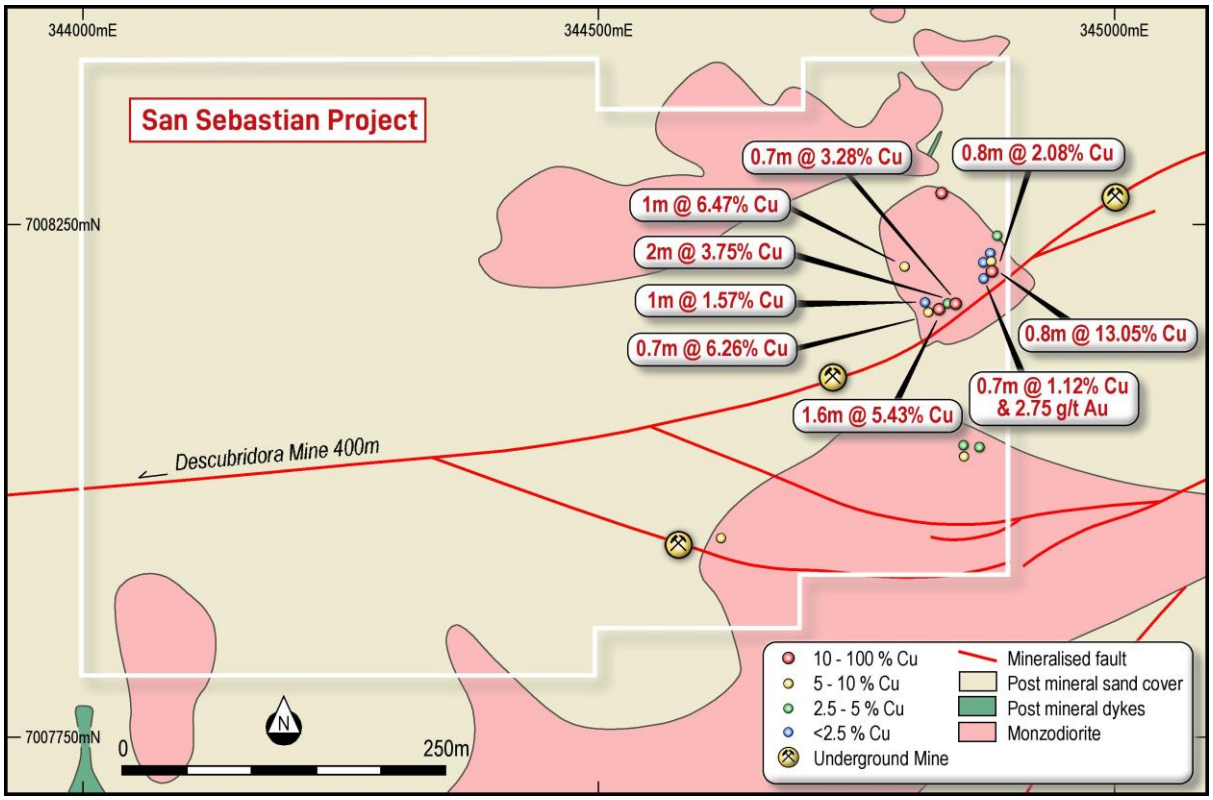
The San Sebastian Project is located in the Northern Chilean Atacama IOCG region that hosts both high-grade vein style IOCG deposits of copper and gold with some associated lower grade IOCG style deposits such as Candelaria and Mantoverde.

The mineral deposits in this setting are typically vertically zoned with near surface oxide ore (consisting of copper and iron oxides) zoning into a weak secondary enriched zone and the lower parts of deposits consist of primary mineralisation of chalcopyrite, chalcocite, bornite, pyrite and magnetite/hematite.

5.2. LOCAL GEOLOGY

Diorites, the main host rock in the project area, are in turn crosscut by numerous faults hosting IOCG style copper dominant mineralisation. Structurally the project area is dominated by a northeast trending fault system that is believed to be related to the Atacama fault system, a major control to other IOCG deposits in the region (Figure 5.2).

Figure 5.2 Local geology of the San Sebastian Project (source: Culpeo)



Mineralisation with the project area comprises sets of quartz/calcite veins and tabular breccia bodies consisting of quartz and hematite hosted within diorites. Three dominant orientations have been identified:

- Strike extensive tabular veins and breccias trending northeast-southwest and sub-vertically to moderately dipping to the northwest. Widths vary from 0.5 m to 15 m.
- Sets of north- northwest striking quartz hematite veins dipping steeply to the northeast.
- Steeply dipping quartz/calcite veins and breccias up to 3 m in thick, trending broadly east-west and dipping steeply north or vertical. In some cases, the strike extent in individual veins is over 1,000 m.

Historical sample results of these veins include 2.2 m at 5.79% copper and 1.25 g/t gold, 1.6 m at 5.44% copper and 0.41 g/t gold and 2.0 m at 3.75% copper and 0.29 g/t gold (Table 5.1).

Table 5.1 Significant channel sample results at San Sebastian (source: Culpeo)

Sample ID	Northing	Easting	Elevation	From (m)	To (m)	Width (m)	Cu%	Au g/t	Type
RCPCH00500	7,008,212.8	344,876.1	1,075.5	0.0	1.1	1.1	3.05	1.11	Channel
RCPCH00501	7,008,204.3	344,881.5	1,074.0	0.0	2.2	2.2	5.79	1.25	Channel
RCPCH00553	7,008,165.2	344,820.2	1,089.5	0.0	1.7	1.7	2.78	0.36	Channel
RCPCH00554	7,008,168.3	344,830.1	1,088.5	0.0	1.6	1.6	5.44	0.41	Channel
RCPCH00555	7,008,171.4	344,839.2	1,087.3	0.0	2.0	2.0	3.75	0.29	Channel
RCPSD00001	7,008,212.0	344,795.6	1,036.5	9.0	11.0	2.0	4.27	1.07	Sludge

Previous mining at San Sebastian extracted material from a main mineralised structure averaging approximately 3 m in width along about 300 m of strike length. A stope panel was designed with two extraction raises connected to the 1,090 m level; vein widths exposed in the raises widened, with widths of up to 4 m being exposed. The grade of material extracted from these raises averaged 6.8% copper.

The main mine area at San Sebastian is accessed via an adit which has been developed into the side of a hill along the vein, in the northern part of the concession. An additional tunnel is located approximately 40 m below the main mine tunnel in the footwall side of the vein. The lower adit is approximately 130 m long and runs parallel to the strike of the vein, and provides access to the vein below the historic mine. In addition to the main mineralised structure, there are a number of secondary veins identified within the project area which have been historically mined.

5.3. EXPLORATION POTENTIAL

The district is interpreted to have potential for high grade copper vein-style mineralisation. In addition, IOCG and/or porphyry-style mineralisation may also be present. Considerable potential exists for the identification and delineation of additional high grade copper veins, as well as high grade lenses along the veins at San Sebastian. Similar potential is interpreted to exist for the identification of analogous veins under the predominantly sand-covered western areas. With further work, the documented strike length and depth extent of the major vein systems may be increased, together with a number of subsidiary veins.

6. WORK PROGRAMME

Culpeo has developed an exploration budget for a minimum subscription of A$6 M which is summarised in Table 6.1 (including existing cash). The majority of the exploration budget is allotted to drilling the various drill-ready targets within the Las Petacas and Quelon Projects together with supportive geophysical and geochemical surveys. Optiro notes that unit cost for drilling at the Quelon Project are somewhat higher to allow for drill pad construction and road access.

Optiro has reviewed the proposed two-year budget and it is considered appropriate and reasonable for the mineralisation styles within the projects and the stage of exploration.

Table 6.1 Proposed work programme budget - A$6 M raise (source: Culpeo)

Item	Year 1 (A$)	Year 2 (A$)	Total (A$)
Las Petacas			
Diamond drilling (6,000 m)	1,500,678	792,000	2,292,678
GAIP - geophysics	100,000	-	100,000
Multielement geochemistry	46,500	37,162	83,662
Mapping	10,000	-	10,000
Quelon			
Diamond drilling (3,000 m)	800,678	897,000	1,697,678
Geophysics	100,000	-	100,000
Multielement geochemistry	55,776	-	55,776
Mapping	15,000	-	15,000
San Sebastian			
Diamond drilling (1,000 m)	150,000	150,000	300,000
Total	**2,778,632**	**1,876,162**	**4,654,794**

7. DECLARATIONS BY OPTIRO

7.1. INDEPENDENCE

Optiro is an independent consulting organisation which provides a range of services related to the minerals industry including, in this case, independent geological services, but also resource evaluation, corporate advisory, mining engineering, mine design, scheduling, audit, due diligence and risk assessment assistance. The principal office of Optiro is at 16 Ord Street, West Perth, Western Australia, and Optiro's staff work on a variety of projects across a range of commodities worldwide.

This report has been prepared independently and in accordance with the VALMIN and JORC Codes and in compliance with ASIC Regulatory Guide 112. The author and reviewer do not hold any interest in Culpeo, their associated parties, or in any of the mineral properties which are the subject of this report. Fees for the preparation of this report are charged at Optiro's standard rates, whilst expenses are reimbursed at cost. Payment of fees and expenses is in no way contingent upon the conclusions drawn in this report. Optiro will charge Culpeo fees of approximately A$26,000 for the preparation of this report. Optiro has not had any material prior association with either Culpeo or the mineral assets being assessed.

7.2. QUALIFICATIONS

The principal person responsible for the preparation of this Report, and Competent Person, is Mr Jason Froud (Principal). This report was reviewed by Mrs Christine Standing (Principal). Both Mr Froud and Mrs Christine Standing are employed by Optiro.

Mr Jason Froud [BSc (Hons) Geology, Grad Dip (Fin Mkts), MAIG] is a geologist with over 25 years' experience in mining geology, exploration, resource definition, mining feasibility studies, reconciliation, consulting and corporate roles in gold, iron ore, base metal and uranium deposits principally in Australia and Africa. Jason has previously acted as a Competent Person and Independent Expert across a range of commodities with expertise in mineral exploration, grade control, financial analysis, reconciliation and quality assurance and quality control.

Mrs Christine Standing [BSc (Hons) Geology, MSc (Min Econs), MAusIMM, MAIG] is a geologist with over 35 years' worldwide experience in the mining industry. She has six years' experience as an exploration geologist in Western Australia and over 30 years' experience as a consultant specialising

in resource estimation, reconciliation, project management and statutory and Competent Persons' reporting on worldwide projects for a range of commodities. She has acted as a Qualified Person and Competent Person for gold, silver, copper, mineral sands, nickel, chromium, lithium and PGEs.

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9. GLOSSARY OF ABBREVIATIONS AND TECHNICAL TERMS

Term	Explanation
abbreviations	g/t – grams per tonne, Ha – hectare, JV - joint venture, km – kilometre, km^2 – square kilometre, m – metre, m^3 – cubic metres, M – million, Ma – million years ago, Mt – million tonnes, % - percentage, ppm – parts per million, t – tonnes, tpd – tonnes per day.
chemical elements	Ag – silver, Au – gold, Cu – copper, Fe -iron, Mo – molybdenum, Zn – zinc.
atacamite	A mineral $Cu_2Cl(OH)_3$ consisting of a basic copper chloride that is transparent or translucent and of various shades of green
alteration	A change in mineralogical composition of a rock through reactions with hydrothermal fluids, temperature or pressure changes.
barite	A mineral consisting of barium sulphate, typically occurring as colourless prismatic crystals or thin white flakes.
bedrock	The solid rock lying beneath superficial material such as gravel or soil.
biotitisation	The alteration of the parent rock through the introduction of biotite, a common rock forming mica mineral.
breccia	A detrital sedimentary rock composed of poorly sorted fragments which are all angular to sub-angular in shape, and have a particle size of greater than 2 mm.
carbonate	A class of sedimentary rocks composed primarily of carbonate minerals. The two major types are limestone and dolomite.
Carboniferous	A geological period that spans ~60 million years from the end of the Devonian Period at 358.9 Ma to the beginning of the Permian Period at, 298.9 Ma
chalcopyrite	A copper ore ($CuFeS_2$).
chrysocolla	A copper silicate mineral typically found as glassy botryoidal or rounded masses.
classification	A system for reporting Mineral Resources and Ore Reserves according to a number of accepted Codes.
conglomerate	A detrital sedimentary rock composed of rounded to sub-rounded shaped fragments, which have a particle size of greater than 2 mm.
cordillera	An extensive chain of mountains or mountain ranges.
Cretaceous	The last and longest time of the Mesozoic Era. It lasted approximately 79 M years, about 145.5 Ma to the Cretaceous-Paleogene (K-Pg) extinction event dated at 65.5 Ma.
cuprite	A dark red or brownish black mineral consisting of cuprous oxide
Devonian	A geological period that follows the Silurian Period and precedes the Carboniferous Period, spanning between about 419.2 Ma and 358.9 Ma.
diamond drilling	Drilling method which produces a cylindrical core of rock by drilling with a diamond tipped bit.
diorite	A coarse-grained igneous rock consisting essentially of plagioclase, feldspar, and hornblende or other mafic minerals
Endoskarn	A skarn formed within the igneous mass itself, usually late in the intrusive emplacement and consisting of cross-cutting stockworks and cooling joints around the margins and uppermost sections of the intrusion itself.
felsic	Silicate minerals, magmas, and rocks which are enriched in the lighter elements such as silica, oxygen, aluminium, sodium, and potassium.
formation	A defined interval of strata, often comprising similar rock types.
fluviatile	Produced by a river
gabbro	A dark, coarse-grained, intrusive igneous rock chemically equivalent to basalt.
granodiorite	An intrusive igneous rock similar to granite but containing a certain type of feldspar. It contains abundant mica and hornblende, giving it a darker appearance than true granite.
geophysical survey	A survey that measures the physical properties of rock formations, commonly magnetism, specific gravity, electrical conductivity and radioactivity.
hematite	An iron oxide mineral.
Indicated Mineral Resource	'An 'Indicated Mineral Resource' is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed.' (JORC 2012)
induced polarisation (IP)	A geophysical imaging technique used to identify the electrical chargeability of subsurface materials.
Inferred Mineral Resource	'An 'Inferred Mineral Resource' is that part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality and reliability.' (JORC 2012)
intrusive	A rock formed when magma cools slowly below the Earth's surface.
iron oxide copper gold (IOCG)	A class of deposit characterised by copper and gold mineralisation in iron-rich, often acidic rocks.

Term	Explanation
JORC Code	The JORC Code provides minimum standards for public reporting to ensure that investors and their advisers have all the information they would reasonably require for forming a reliable opinion on the results and estimates being reported. The current version is dated 2012.
Jurassic	A geological time period that spanned from the end of the Triassic period at 201.3 Ma to the beginning of the Cretaceous period, approximately 145 Ma.
limestone	A rock composed mainly of calcium carbonate or magnesium carbonate or combinations thereof.
magnetite	An iron oxide mineral, Fe_3O_4.
malachite	Copper carbonate mineral.
manto deposit	flat-lying, bedded mineralisation, usually copper or lead/zinc/silver, also fluorite and iron; mostly used in Central and South America, usually for a hydrothermal replacement deposit of carbonate beds, but also used for some skarns and syngenetic strata-bound orebodies. Etymology: Spanish for mantle or blanket.
Measured Mineral Resource	'A 'Measured Mineral Resource' is that part of a Mineral Resource for which quantity, grade (or quality), densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes, and is sufficient to confirm geological and grade (or quality) continuity between points of observation where data and samples are gathered.' (JORC 2012)
metamorphism	Alteration of the minerals, texture and composition of a rock caused by exposure to heat, pressure and chemical actions.
metasedimentary	A sediment or sedimentary rock that shows evidence of having being subjected to metamorphism.
Mineral Resource	'A 'Mineral Resource' is a concentration or occurrence of material of intrinsic economic interest in or on the Earth's crust in such form, quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.' (JORC 2012)
monzodiorite	A coarse-grained igneous rock consisting of essential plagioclase feldspar, orthoclase feldspar, hornblende, and biotite, with or without pyroxene. Plagioclase is the dominant feldspar making up 60 to 90% of the total feldspar
native copper	Copper present in elemental form.
Permian	A geologic time period from the end of the Carboniferous at 299 Ma to the beginning of the Triassic at 252 Ma.
porphyry	A variety of igneous rock consisting of large grained crystals, such as feldspar or quartz, dispersed in a fine-grained feldspathic matrix or groundmass.
pyrite	Iron disulphide, (FeS_2).
quartz	Crystalline silica (SiO_2).
Quaternary	The current and most recent of the three periods of the Cenozoic Era in the geologic time scale. It follows the Neogene Period and spans from 2.588 ± 0.005 Ma to the present
reverse circulation drilling (RC)	Drilling method that uses compressed air and a hammer bit to produce rock chips.
sandstone	A sedimentary rock of sand size particles.
sedimentary	Rock forming process where material is derived from pre-existing rocks by weathering and erosion.
sediments	Loose, unconsolidated deposit of debris that accumulates on the Earth's surface.
silica	Most commonly quartz (SiO_2).
silicification	The process of bringing in silica into a non-siliceous rock.
skarn	A metamorphic rock that has been chemically and mineralogically altered by metasomatism. Metasomatism is the alteration of rocks by hot, chemically-active fluids that flow or diffuse through the rocks and cause recrystallisation and compositional change.
stratigraphy	The study of stratified rocks, their timing, characteristics and correlations in different locations.
strike	Geological measurement – the direction of bearing of bedding or structure in the horizontal plane.
sulphide	Minerals consisting of a chemical combination of sulphur with a metal. Also refers to fresh or unoxidised material.
volcanic	An igneous rock of volcanic origin.
vein	A tabular or sheet like body of one or more minerals deposited in openings of fissures, joints, or faults.
weathering	The process by which rocks are broken down and decomposed by the action of wind, rain, changes in temperature, plants and bacteria.
VALMIN Code	The Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, 2015 Edition. The VALMIN Code provides a set of fundamental principles (Competence, Materiality and Transparency), mandatory requirements and supporting recommendations accepted as representing good professional practice to assist in the preparation of relevant Public Reports on any Technical Assessment or Valuation of Mineral Assets. It is a companion to the JORC Code.
volcaniclastic	Relating to or denoting a clastic rock which contains volcanic material.

Appendix A Las Petacas Project historical drilling collars

Hole ID	Type	North	East	Elevation	Azimuth	Dip	Depth (m)	Company
DH-1	DDH	6,938,413	367,546	1,367	0	-90	552	Cyprus
DH-2	DDH	6,936,991	366,206	1,277	0	-90	229	Cyprus
DH-3	DDH	6,938,066	367,720	1,525	0	-90	385	Cyprus
DH-4	DDH	6,938,128	367,246	1,425	290	-73	449	Cyprus
DH-5	DDH	6,937,684	367,133	1,500	90	-60	348	Cyprus
DH-7	DDH	6,937,355	366,940	1,451	90	-60	400	Cyprus
DH-12	DDH	6,936,633	366,383	1,315	0	-90	282	Cyprus
LRD-1	DDH	6,936,716	365,204	1,212	0	-90	464	Phelps Dodge
LRD-2	DDH	6,936,546	365,849	1,269	260	-75	513	Phelps Dodge
LRD-3 / LRAR-1	DDH	6,936,354	364,689	1,167	0	-90	300	Phelps Dodge
LRD-4	DDH	6,936,991	366,206	1,277	0	-90	495	Phelps Dodge
RDH-01	RC	6,937,149	363,528	1,210	142	-65	390	Cia. Minera
RDH-02	RC	6,937,572	365,627	1,405	125	-65	410	Cia. Minera
RDH-03	RC	6,937,061	363,031	1,194	223	-80	400	Cia. Minera
RDH-04	RC	6,937,459	365,912	1,358	293	-75	382	Cia. Minera
RDH-05	RC	6,937,017	364,895	1,335	328	-80	259	Cia. Minera
RDH-06	RC	6,935,576	363,201	1,220	59	-75	412	Cia. Minera
RDH-07	RC	6,936,365	363,421	1,100	0	-90	391	Cia. Minera
RDH-08	RC	6,937,350	365,781	1,314	58	-65	394	Cia. Minera
RDH-09	RC	6,936,757	363,696	1,152	0	-90	398	Cia. Minera
RDH-10	RC	6,936,427	362,952	1,223	116	-70	400	Cia. Minera
RDH-11	RC	6,936,609	364,142	1,256	339	-65	400	Cia. Minera
RDH-12	RC	6,935,644	361,869	1,012	0	-90	112	Cia. Minera
RDH-13	RC	6,935,360	363,177	1,308	18	-75	400	Cia. Minera
RDH-14	RC	6,935,149	362,718	1,157	127	-80	400	Cia. Minera
RDH-15	RC	6,935,455	362,962	1,290	45	-65	416	Cia. Minera
DDH-16	RC/DDH	6,935,645	363,209	1,181	188	-70	697	Cia. Minera
RDH-17	RC	6,936,569	363,870	1,235	88	-80	392	Cia. Minera
RDH-18	RC	6,936,223	363,735	1,130	65	-65	268	Cia. Minera
DDH-19	RC/DDH	6,935,980	363,442	1,140	145	-70	715	Cia. Minera
RDH-20	RC	6,935,691	363,028	1,132	155	-65	383	Cia. Minera
RDH-21	RC	6,937,035	364,979	1,309	341	-70	299	Cia. Minera
DDH-22	RC/DDH	6,937,417	365,673	1,326	312	-75	665	Cia. Minera
DDH-23	RC/DDH	6,937,081	365,170	1,263	327	-65	640	Cia. Minera
PD-24	DDH	6,936,807	363,995	1,333	125	-60	371	Las Petacas SpA
PD-25	DDH	6,936,752	363,884	1,218	120	-45	310	Las Petacas SpA
PD-26	DDH	6,936,810	363,995	1,233	92	-55	350	Las Petacas SpA
PRD-27	DDH	6,936,046	363,630	1,106	240	-45	242	Las Petacas SpA
PRD-28	DDH	6,936,009	363,653	1,108	240	-45	209	Las Petacas SpA
PRD-29	DDH	6,935,531	363,320	1,229	227	-60	220	Las Petacas SpA
PRD-30	DDH	6,935,566	363,324	1,213	253	-60	230	Las Petacas SpA
PRD-31	DDH	6,935,941	363,675	1,135	239	-50	221	Las Petacas SpA
RCP-41	RC	6,937,159	364,995	1,299	359	-50	83	Las Petacas SpA
RCP-42	RC	6,937,168	364,960	1,308	175	-60	75	Las Petacas SpA
RCP-43	RC	6,937,085	364,899	1,335	156	-50	95	Las Petacas SpA
RCP-44	RC	6,935,998	363,536	1,147	59	-60	90	Las Petacas SpA
RCP-45	RC	6,935,946	363,554	1,166	237	-50	108	Las Petacas SpA
RCP-46	RC	6,935,950	363,563	1,166	17	-70	105	Las Petacas SpA
RCP-53	RC	6,936,779	364,036	1,254	121	-60	132	Las Petacas SpA
RCP-54	RC	6,936,805	364,059	1,250	108	-60	103	Las Petacas SpA
RCP-55	RC	6,936,561	363,844	1,219	121	-50	96	Las Petacas SpA
RCP-56	RC	6,935,689	363,289	1,170	221	-50	82	Las Petacas SpA
RCP-40	RC	6,937,173	364,959	1,308	338	-60	90	Las Petacas SpA

Appendix B Las Petacas drilling significant results

Prospect	Drillhole	From (m)	To (m)	Interval (m)	Gold (g/t)*	Copper (%)*
DIEGO	RDH-06	1.0	52.0	51.0	0.16	0.24
DIEGO	RDH-06	64.0	92.0	28.0	0.31	0.27
DIEGO	RDH-06	100.0	188.0	88.0	0.29	0.26
DIEGO	DDH-16	2.0	124.0	122.0	0.32	0.19
DIEGO	DDH-16	154.0	180.0	26.0	0.11	0.11
DIEGO	DDH-16	58.0	124.0	66.0	0.52	0.31
DIEGO	PRD-30	138.0	152.0	14.0	0.34	0.35
DIEGO	PRD-30	173.0	227.0	54.0	0.21	0.20
DIEGO	PRD-29	23.0	28.0	5.0	-	0.66
DIEGO	PRD-29	34.0	37.0	3.0	-	0.39
DIEGO	PRD-29	43.0	50.0	7.0	-	0.44
DIEGO	PRD-30	46.0	55.0	9.0	-	0.95
DIEGO	RCP-56	45.0	52.0	7.0	-	0.33
E PETA 2	DH-3	54.0	80.0	26.0	-	0.21
E PETA 2	DH-3	352.8	364.8	12.0	-	0.21
E PETA 2	DH-4	26.0	34.0	8.0	-	0.22
E PETA 2	DH-5	148.0	178.0	30.0	-	0.27
E PETA 2	DH-5	230.0	244.0	14.0	-	0.29
E PETA 2	DH-7	4.0	20.0	16.0	-	0.23
E PETA 2	DH-7	26.0	106.0	80.0	-	0.17
E PETA 2	DH-7	154.0	182.0	28.0	-	0.19
JUAN	DDH-19	178.0	204.0	26.0	0.17	1.24
JUAN	PRD-31	188.0	197.0	9.0	0.13	0.16
JUAN	RDH-10	298.0	314.0	16.0	-	0.26
JUAN	RDH-18	176.0	184.0	8.0	-	0.27
JUAN	DDH-19	296.0	312.0	16.0	-	0.31
JUAN	DDH-19	402.25	418.57	16.32	-	0.23
JUAN	RCP-44	1.0	4.0	3.0	-	0.60
JUAN	RCP-45	9.0	53.0	44.0	-	0.34
JUAN	RCP-45	71.0	80.0	9.0	-	0.33
JUAN	RCP-46	11.0	15.0	4.0	-	0.88
JUAN	RCP-46	20.0	26.0	6.0	-	1.26
NW PEDRO	RDH-01	2.0	24.0	22.0	0.11	0.10
NW PEDRO	RDH-01	88.0	2,014.0	1,926.0	-	0.29
NW PEDRO	RDH-01	206.0	218.0	12.0	-	0.44
PEDRO	RDH-17	1.0	74.0	73.0	0.09	0.41
PEDRO	RDH-11	226.0	284.0	58.0	-	0.32
PEDRO	RDH-17	140.0	146.0	6.0	-	2.34
PEDRO	RDH-17	230.0	244.0	14.0	-	0.35
PEDRO	PD-24	165.0	172.0	7.0	-	0.39
PEDRO	PD-24	243.0	251.0	8.0	-	0.39
PEDRO	PD-24	258.0	266.0	8.0	-	0.31
PEDRO	PD-24	324.0	328.0	4.0	-	0.57
PEDRO	PD-24	346.0	350.0	4.0	-	0.35
PEDRO	PD-25	179.0	185.0	6.0	-	0.41
PEDRO	PD-25	247.0	251.0	4.0	-	0.98
PEDRO	PD-25	275.0	281.0	6.0	-	0.46
PEDRO	PD-26	231.0	264.0	33.0	-	0.34
PEDRO	PD-26	327.0	342.0	15.0	-	0.34
PEDRO	RCP-53	79.0	83.0	4.0	-	0.64
PEDRO	RCP-53	98.0	102.0	4.0	-	0.41
PEDRO	RCP-53	108.0	112.0	4.0	-	0.37
PEDRO	RCP-54	3.0	31.0	28.0	-	0.38
PEDRO	RCP-54	41.0	54.0	13.0	-	0.44
PEDRO	RCP-54	75.0	91.0	16.0	-	0.30
PEDRO	RCP-55	19.0	35.0	16.0	-	0.28
PEDRO	RCP-55	41.0	48.0	7.0	-	0.82
PETA 1	LRD-1	267.0	322.0	55.0	-	0.17
PETA 1	LRD-1	386.0	402.0	16.0	-	0.18
PETA 1	RDH-05	6.0	24.0	18.0	-	0.32

Prospect	Drillhole	From (m)	To (m)	Interval (m)	Gold (g/t)*	Copper (%)*
PETA 1	RDH-05	66.0	118.0	52.0	-	0.28
PETA 1	DDH-23	268.0	330.0	62.0	-	0.18
PETA 1	RCP-41	19.0	79.0	60.0	-	0.36
PETA 1	RCP-42	6.0	75.0	69.0	-	0.38
PETA 1	RCP-43	1.0	94.0	93.0	-	0.32
PETA 1	RCP-40	1.0	80.0	79.0	-	0.43
PETA 2	LRD-4	82.0	160.0	78.0	-	0.18
PETA 2	LRD-4	415.0	460.0	45.0	-	0.20
PETA 2	RDH-02	68.0	80.0	12.0	-	0.32
PETA 2	RDH-02	152.0	210.0	58.0	-	0.25
PETA 2	RDH-02	218.0	250.0	32.0	-	0.29
PETA 2	RDH-04	6.5	20.0	13.5	-	0.28
PETA 2	RDH-04	98.0	108.0	10.0	-	0.27
PETA 2	RDH-08	36.0	80.0	44.0	-	0.21
PETA 2	RDH-08	110.0	126.0	16.0	-	0.21
PETA 2	DDH-22	292.0	316.0	24.0	-	0.30
PETA 2	DDH-22	415.7	433.4	17.7	-	0.21
S PETA 1	LRD-2	2.0	188.0	186.0	-	0.14

* Only significant intercepts (>0.1 g/t gold or > 0.1% copper) are included for practical reporting reasons.

Appendix C JORC Code Table 1 –Las Petacas Project

SECTION 1 SAMPLING TECHNIQUES AND DATA

Drilling and sampling results reported in this report refer to results taken from exploration reports lodged by previous explorers over the prospects which are available on the West Australian Geological Survey WAMEX online database. Details refer to the specific WAMEX reports.

Criteria	JORC Code explanation	Commentary
Sampling techniques	*Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down-hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling.*	• Surface sampling was completed as channel sampling. No records of sampling techniques for drill core and RC chip sampling are available. • Drill core and RC chips where routinely assayed for Cu, Au, Ag, Fe and Mo. • A total 792 historic surface samples have been taken, these were routinely assayed for Cu, Au, Ag, Fe and Mo. • Drill samples were collected as either 1 m or 2 m composites. • Surface samples were collected as channel samples between 1 to 3 m wide. • 91 grab samples were taken in January 2021, these samples were analysed for Au, multi-element and ore grade Cu.
	Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.	
	Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.	
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.).*	• 54 drillholes have been completed at the project for a total of 17,251 m. • 21 diamond drill holes (DDH) for 7,984 m • 31 reverse circulation (RC) Holes for 7,963 m • 2 mixed RC/DD holes for 1,304 m.

Criteria	JORC Code explanation	Commentary
Drill sample recovery	*Method of recording and assessing core and chip sample recoveries and results assessed.*	• Drill samples were taken before Culpeo's involvement and no records are available detailing drill core recovery. • Core photos are available for a small portion of the drill core and these show good drill core recovery.
	Measures taken to maximise sample recovery and ensure representative nature of the samples.	
	Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.	
Logging	*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.*	• Partial records exist for the historic drill core logs, with 23 holes considered to have appropriate core logging coverage.
	Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.	
	The total length and percentage of the relevant intersections logged.	
Sub-sampling techniques and sample preparation	*If core, whether cut or sawn and whether quarter, half or all core taken.*	• No records are available.
	If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.	
	For all sample types, the nature, quality and appropriateness of the sample preparation technique.	
	Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.	
	Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.	
	Whether sample sizes are appropriate to the grain size of the material being sampled.	

Criteria	JORC Code explanation	Commentary
Quality of assay data and laboratory tests	*The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.*	• The sample preparation technique is unknown. • Analysis for total Cu, Mo, Pb, Zn and Ag was undertaken using a three acid digest and an AAS read. • Analysis for acid soluble Cu was undertaken using a 5% H_2SO4 leach with an AAS finish. • Analysis for Au was undertaken using fire assay techniques with an AAS finish. • Internal laboratory standards, blanks and duplicates were undertaken for every sample batch. • The recent Culpeo sampling programme was undertaken with samples sent to ALS laboratories using preparation code PREP-31B, multi-element analysis ME-ME61 and analysis of Au by AU-AA24.
	For geophysical tools, spectrometers, handheld XRF instruments, etc., the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.	
	Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.	
Verification of sampling and assaying	*The verification of significant intersections by either independent or alternative company personnel.*	• Previous company staff reviewed the historic intersections. Due to the early nature of the project, Culpeo staff have not independently verified the sampling and assaying. • No twin holes have been completed due to the early stage of the project.
	The use of twinned holes.	
	Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.	
	Discuss any adjustment to assay data.	
Location of data points	*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.*	• Location of drillhole collars and surface samples were recorded by handheld GPS. Accuracy is not known but is considered reasonable for early stage exploration.
	Specification of the grid system used.	
	Quality and adequacy of topographic control.	
Data spacing and distribution	*Data spacing for reporting of Exploration Results.*	• The historical drilling and surface sampling are widely spaced and no systematic sampling/drilling grid has been implemented.
	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.	
Orientation of data in relation to	*Whether the orientation of sampling achieves unbiased sampling of possible structures and the*	• In general, the surface sampling has been undertaken perpendicular to the main northeast trend to the

Criteria	JORC Code explanation	Commentary
geological structure	*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.*	mineralisation. • Drilling orientations are not considered to be biased with several drilling orientations used.
Sample security	*The measures taken to ensure sample security.*	• No records are available.
Audits or reviews	*The results of any audits or reviews of sampling techniques and data.*	• No records are available but it is assumed no audits have been completed.

SECTION 2 REPORTING OF EXPLORATION RESULTS

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, native title interests, historical sites, wilderness or national park and environmental settings.* *The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.*	• The project area comprises twenty-two exploitation concessions, which cover a total area of approximately 14 km². Culpeo Minerals has 58% ownership of these concessions and has agreements in place to earn an additional 27%.
Exploration done by other parties	*Acknowledgment and appraisal of exploration by other parties.*	• Historically four companies have undertaken exploration in the project area. These include: ○ Cyprus Mining (1992 to 1993) ○ Phelps Dodge (1992 to 1993) ○ Minera Aur Resources Chile (2002 to 2003) ○ Petacas SPA (2012 to 2014).
Geology	*Deposit type, geological setting and style of mineralisation.*	• The project is prospective for IOCG, vein hosted and skarn style Cu/Ag/Au/Mo mineralisation.
Drillhole Information	• *A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drillholes:* • *easting and northing of the drillhole collar* • *elevation or RL (elevation above sea level in*	• A summary of drillholes is provided in Appendix A and B above.

Criteria	JORC Code explanation	Commentary
	metres) of the drillhole collar • *dip and azimuth of the hole* • *down hole length and interception depth hole length.*	
Data aggregation methods	• *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.*	• No sample weighting or metal equivalent values have been used in reporting. Only raw assay results have been reported.
Relationship between mineralisation widths and intercept lengths	• *If the geometry of the mineralisation with respect to the drillhole angle is known, its nature should be reported.* • *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').*	• Only down hole lengths have been reported with respect to drilling intercepts, true width of mineralisation is unknown.
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 are included in the main body of the report.
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.*	• Results have been reported for the main elements targeted (Cu, Au, Ag, Fe and Mo). All drillhole locations are reported for context. • Recent surface grab samples have had a suite of multi-element assay results reported.
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*	• A gradient array IP (GAIP) and dipole-dipole IP (DDIP) survey was undertaken over two field campaigns starting on 01/12/2020 and ending on 01/02/2021. The GAIP surveys consisted of three survey blocks, which were each about 1.4 km long by 1.35 km wide. • GAIP data were acquired with 50 m receiver dipole separation and 50 m station moves along 100 m spaced survey lines. The GAIP transmitter bi-pole and receiver survey lines were oriented E-W for the southernmost survey block located over the Juan and Diego prospects, and NW-SE for the other two survey blocks located over the Pedro, Peta-1 and Peta-2 prospects.

Criteria	JORC Code explanation	Commentary
	contaminating substances.	• The GAIP surveys were oriented so that survey lines crossed perpendicular over the existing Cu mineralised trends. • A single DDIP survey line was carried out over a coincident GAIP chargeability anomaly and coincident anomaly near the Diego prospect. The survey line was 1.9 km long and data were acquired with a mix of 100 m and 300 m transmitter dipole spacing, and 100 m receiver dipole separation, to a maximum of 16 n-levels (proxy for depth). • Field mapping was carried over the area of the GAIP surveys, which were termed "West", "Central" and "East". • The West area is dominated by a N-S structural system, where silicified veins contain abundant barite and contain high Ag values. • Silicified structures and quartz porphyry are generally aligned NE-SW in the Central area, except for the more complex zone in the southern part of this area, which is also an area of interest in the GAIP survey results. • In the East area, silicified structures and quartz porphyry occur in a variety of orientations and there is increased biotite mineralization noted in the porphyry dykes, as well as stockwork alteration.
Further work	• *The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).*	• Once geophysical and geological mapping data is reviewed a comprehensive drilling programme will be completed at the project site.

Appendix D JORC Code Table 1 –Quelon Project

SECTION 1 SAMPLING TECHNIQUES AND DATA

Criteria	JORC Code explanation	Commentary
Sampling techniques	*Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down-hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling.*	• Surface sampling was completed as channel sampling and grab sampling. Two programmes of sampling were performed, an early programme in 2013 and a more recent programme in 2018. • The 2013 sampling programme focused on grab and outcrop sampling with 25 samples taken, these were analysed for multi element geochemistry as well as fire assay gold. Samples were sent to ALS Minerals laboratory in Coquimbo using the following techniques: Gold-Au-AA25, Multielement-MEMS61 • The 2018 programme utilised systematic grid sampling, with 1,000 samples taken, analysis was completed at the ALS laboratory in La Serena. ICP multielement analysis was completed as was fire assay gold.
	Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.	
	Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.	
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.).*	• No drilling has been completed.
Drill sample recovery	*Method of recording and assessing core and chip sample recoveries and results assessed.*	• No drilling has been completed.
	Measures taken to maximise sample recovery and ensure representative nature of the samples.	

Criteria	JORC Code explanation	Commentary
	Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.	
Logging	*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.*	• No drilling or logging has been completed.
	Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.	
	The total length and percentage of the relevant intersections logged.	
Sub-sampling techniques and sample preparation	*If core, whether cut or sawn and whether quarter, half or all core taken.*	• No records are available.
	If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.	
	For all sample types, the nature, quality and appropriateness of the sample preparation technique.	
	Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.	
	Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.	
	Whether sample sizes are appropriate to the grain size of the material being sampled.	
Quality of assay data and laboratory tests	*The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.*	• Assay certificates are available for the 2018 sampling programme. Routinely internal laboratory standards, blanks and duplicates were undertaken. No external QAQC has been recorded.
	For geophysical tools, spectrometers, handheld XRF instruments, etc., the parameters used in determining the analysis including instrument make	

Criteria	JORC Code explanation	Commentary
	and model, reading times, calibrations factors applied and their derivation, etc.	
	Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.	
Verification of sampling and assaying	*The verification of significant intersections by either independent or alternative company personnel.*	• Previous company staff reviewed the historic intersections. Due to the early nature of the project, Culpeo staff have not independently verified the sampling and assaying. • No drilling has been completed.
	The use of twinned holes.	
	Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.	
	Discuss any adjustment to assay data.	
Location of data points	*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.*	• Location of drillhole collars and surface samples were recorded by handheld GPS. Accuracy is not known but is considered reasonable for early stage exploration.
	Specification of the grid system used.	
	Quality and adequacy of topographic control.	
Data spacing and distribution	*Data spacing for reporting of Exploration Results.*	• The surface sampling programmes give reasonable indication of the mineral potential of the project, but are not appropriate to establish a Mineral Resource.
	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.	
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.*	• Surface sampling has been widely spaced and the relationship to overall mineralised geometries has not been establish.
	If the relationship between the drilling orientation and the orientation of key mineralised structures is	

Criteria	JORC Code explanation	Commentary
	considered to have introduced a sampling bias, this should be assessed and reported if material.	
Sample security	*The measures taken to ensure sample security.*	• It is unknown what protocols were used.
Audits or reviews	*The results of any audits or reviews of sampling techniques and data.*	• No external audit has been completed.

SECTION 2 REPORTING OF EXPLORATION RESULTS

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, native title interests, historical sites, wilderness or national park and environmental settings.* *The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.*	• The project area comprises 34 exploitation concessions, which cover a total area of approximately 55 km². Culpeo Minerals has an agreement in place to earn 85% of these properties.
Exploration done by other parties	*Acknowledgment and appraisal of exploration by other parties.*	• Historically, small scale prospecting and mining has taken place on the property. • In 2018, Pucobre (owners of the adjacent El Espino Project) explored the area, undertaking a ground magnetic survey and several discreet IP surveys. They also undertook mapping and sampling. No drilling was undertaken.
Geology	*Deposit type, geological setting and style of mineralisation.*	• The project is prospective for IOCG, vein hosted and mantos style Cu/Ag/Au/Mo mineralisation.

Drillhole Information	• *A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drillholes:*
	  • *easting and northing of the drillhole collar*
	  • *elevation or RL (elevation above sea level in metres) of the drillhole collar*
	  • *dip and azimuth of the hole*
	  • *down hole length and interception depth hole length.*
		• No drilling has been completed.

Criteria	JORC Code explanation	Commentary
Data aggregation methods	• *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.*	• No sample weighting or metal equivalent values have been used in reporting. Only raw assay results have been reported.
Relationship between mineralisation widths and intercept lengths	• *If the geometry of the mineralisation with respect to the drillhole angle is known, its nature should be reported.* • *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').*	• No drilling has been completed.
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 are included in the main body of the report.
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.*	• All results have been reported without bias.
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.*	• A ground magnetic survey has been completed at the project site. • Several discreet induced polarisation geophysical lines have been completed over the project. • The project is at an early stage of exploration, no metallurgical, geotechnical or groundwater studies have been completed.
Further work	• *The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or*	• Once geophysical and geological mapping data is compiled, a comprehensive drilling programme will be completed at the project site.

Criteria	JORC Code explanation	Commentary
	large-scale step-out drilling).	

Appendix E JORC Code Table 1 –San Sebastian Project

SECTION 1 SAMPLING TECHNIQUES AND DATA

Criteria	JORC Code explanation	Commentary
Sampling techniques	*Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down-hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling.*	• Rock chip samples collected are of a minimum 2 kg weight. • Minimum sample interval was 0.5 m and maximum of 2 m were collected along installed channels. • Samples sent to ALS Laboratories, Copiapo, Chile and to Cesmec laboratory, Copiapo Chile. • Samples submitted to ALS were pulverised to obtain a 30 g charge for fire assay for gold. • ALS samples used a 0.5 g charge was digested by four acid near total digest and analyses using ICP-OES for multi-element analysis, including copper. • ALS Ore grade copper samples over 10,000 ppm (10%) are re-assayed using AAS. • High grade gold samples over 10 g/t are re-assayed using a fire assay fusion and gravimetric finish. • Samples submitted to Cesmec Laboratory used a 0.5g charge, aqua regia digest and ICPMS finish.
	Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.	
	Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.	
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.).*	• N/A – No drill results are presented
Drill sample recovery	*Method of recording and assessing core and chip sample recoveries and results assessed.*	• N/A – No drill results are presented
	Measures taken to maximise sample recovery and ensure representative nature of the samples.	

Criteria	JORC Code explanation	Commentary
	Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.	
Logging	*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.*	• All rock samples are geologically logged by qualified geologists. • Geological data is recorded in the Company's geological database. • Logging is qualitative in nature and describes lithology, alteration, structure and mineralisation visually observed by the logging geologist. • Total length of each sample interval has been logged.
	Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.	
	The total length and percentage of the relevant intersections logged.	
Sub-sampling techniques and sample preparation	*If core, whether cut or sawn and whether quarter, half or all core taken.*	• The sample collection and preparation technique are deemed suitable and industry standard for rock sampling. • Samples are coarse crushed to 70% passing 2 mm and then split produce a 30 g sample for gold assay and 0.5 g sample for multi-element assay. Sub samples are then pulverised to 85% passing 75 microns prior to assay. • No duplicate samples have been carried out. • Sample size is deemed appropriate. • Samples may be subject to nonuniform grade distribution and nugget effect in relation to copper grade due to geological and mineralogical characteristics.
	If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.	
	For all sample types, the nature, quality and appropriateness of the sample preparation technique.	
	Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.	
	Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.	
	Whether sample sizes are appropriate to the grain size of the material being sampled.	
Quality of assay data and laboratory tests	*The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.*	• Assay techniques are deemed suitable and accurate for the elements being tested. • Standard reference materials have been submitted in each sample run every 20 samples. • Blank reference materials are submitted in each sample run every 50 samples.
	For geophysical tools, spectrometers, handheld XRF instruments, etc., the parameters used in determining the analysis including instrument make	

Criteria	JORC Code explanation	Commentary
	and model, reading times, calibrations factors applied and their derivation, etc.	
	Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.	
Verification of sampling and assaying	*The verification of significant intersections by either independent or alternative company personnel.*	• All significant intersections have been calculated using weighted averaging to sample length. • All significant intersections have been checked by alternative company geological personnel. • No duplicate sampling or twinned holes have been completed. • All data collected is done so in accordance with the Company's written data collection procedures and is kept within the Company's electronic database. Original sample logs and written data collection forms are also retained in the Company's data library. • No adjustment to data has been done.
	The use of twinned holes.	
	Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.	
	Discuss any adjustment to assay data.	
Location of data points	*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.*	• All channels have been surveyed using a measurement from known survey points in underground areas with appropriate control points used and referenced to ensure accuracy of survey information. • Co-ordinates have an error of +/-10 cm. • Co-ordinates are recorded in WGS84 co-ordinate system.
	Specification of the grid system used.	
	Quality and adequacy of topographic control.	
Data spacing and distribution	*Data spacing for reporting of Exploration Results.*	• The current channel spacing is deemed appropriate for the current early stage of exploration.
	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.	
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.*	• Wherever possible channels have been planned to intersect mineralised structures perpendicular to the structure. • Intercepts are reported as channel widths and do not indicate true widths of any mineralised structure.
	If the relationship between the drilling orientation and the orientation of key mineralised structures is	

Criteria	JORC Code explanation	Commentary
	considered to have introduced a sampling bias, this should be assessed and reported if material.	
Sample security	*The measures taken to ensure sample security.*	• All sampling was conducted under the supervision of the company's project manager who supervised sample collection and the chain of custody from the drill to the sample preparation and logging facility is continually monitored by the project manager. Samples are shipped to the lab by qualified couriers or Company personnel under locked bags.
Audits or reviews	*The results of any audits or reviews of sampling techniques and data.*	• No audit or review has been conducted due to the early-stage exploration nature of the work.

SECTION 2 REPORTING OF EXPLORATION RESULTS

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, native title interests, historical sites, wilderness or national park and environmental settings.* *The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.*	• The project area comprises two exploitation concessions which covers a total area of approximately 0.5 km². Culpeo Minerals owns 100% of the property.
Exploration done by other parties	*Acknowledgment and appraisal of exploration by other parties.*	• No information has been used in this report from exploration by other parties
Geology	*Deposit type, geological setting and style of mineralisation.*	• San Sebastian area consists of quartz and iron oxide veins, containing copper and gold mineralisation. The veins are hosted within intrusive dioritic and andesitic volcanic rocks of the Chilean Cretaceous Belt.

Drillhole Information	• *A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drillholes:*
	  • *easting and northing of the drillhole collar*
	  • *elevation or RL (elevation above sea level in metres) of the drillhole collar*
	  • *dip and azimuth of the hole*
		• No drilling has been completed.

Criteria	JORC Code explanation	Commentary
	• *down hole length and interception depth hole length.*	
Data aggregation methods	• *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.*	• Intercept widths are along channel widths, intercept calculated by length weighted average for all samples and no internal dilution was used, where length is the along channel length for each sample interval. • Intercepts comprise of aggregated length weighted average for all samples taken in each channel. Length weighted averages have been calculated using the following formula assuming three samples were taken from the channel, where: A=sample interval, B=sample assay value 1) A1xB1 = C1, A2xB2=C2, A3xb3=C3 2) A1+A2+B2= total interval 3) (C1+C2+C3)/total interval = length weighted grade average. • No metal equivalent values have been used.
Relationship between mineralisation widths and intercept lengths	• *If the geometry of the mineralisation with respect to the drillhole angle is known, its nature should be reported.* • *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').*	• Channels were designed to be installed perpendicular to the interpreted strike of the mineralised structures unless stated. • Intercept widths are along channel widths and are not true.
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 are included in the main document.
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.*	• All results have been reported without bias.
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*	• No other data other than that presented has been used or relied upon.

Criteria	JORC Code explanation	Commentary
	characteristics; potential deleterious or contaminating substances.	
Further work	• *The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).*	• Further exploration work including mapping, sampling and drilling is required, on areas throughout the property. • These areas will be identified in the future through further analysis and interpretation of results. • Diagrams cannot be provided until areas for future exploration have been identified, other than what is presented within this document.

ANNEXURE B – SOLICITOR'S REPORT ON TITLE

BARROS SILVA VARELA & VIGIL

BSVV Report -
Culpeo Mining Chile SpA and Titles

Dated June 17, 2021

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INTRODUCTION

1.1 Purpose of this Report

Our client Culpeo Minerals Limited ACN 627 735 531 ("Culpeo") has requested us to provide a legal report ("Report") addressing several matters related to the projects under development in Chile by its affiliates. The projects are being evaluated and developed by Culpeo Mining Chile SpA ("Culpeo Chile"), a wholly owned subsidiary of Culpeo.

The projects under development are Las Petacas Project, located in Sierra Las Petacas, borough of Copiapó, Atacama Region, San Sebastián Project, located in borough of Caldera, Atacama Region, and Quelon Project, located in boroughs of Canela and Illapel, Coquimbo Region (respectively "Las Petacas Project"; "San Sebastián Project" and "Quelon Project", and jointly the "Projects").

Culpeo Chile entered into an earn-in agreement for each of Las Petacas Project and Quelon Project, pursuant to which Culpeo Chile has the right to acquire an equity participation in the companies holding each of the projects subject to the several exploration milestones as described in the Report.

Culpeo Chile is the sole owner of the shares of Minera Panga SpA, that owns a 100% interest in San Sebastián Project.

The Report covers specifically the following matters:

(i) Corporate structure, incorporation and good standing of Culpeo Chile and the Projects' respective holding companies in Chile;

(ii) Existence, status and enforceability of the acquisition earn-in agreements over the shares of the companies holding the Projects; and

(iii) Ownership and good standing of the mining rights of the Projects.

This Report is prepared for inclusion in a prospectus for the initial public offer of 30,000,000 shares in the capital of Culpeo at an issue price of $0.20 per share to raise $6,000,000.

Other than being paid a fee for its work on this Report (on standard commercial rates for professional services), BSVV has no pecuniary interest in either Culpeo or Culpeo Chile, nor the offer of securities, which may be regarded as being capable of affecting its ability to give an unbiased opinion on the matters contained in this Report.

1.2 Methodology

This Report is based on the documentation available in public records and other information provided by the vendors of the Projects. To prepare the Report, we:

(i) Reviewed all the information contained in the public registries which was within the scope of our enquiries;

(ii) Made requests to the vendors where we considered it appropriate to see further information; and

(iii) Only conducted limited searches and external enquiries as outlined in this Report.

1.3 Qualifications

We act as attorneys admitted and licensed to practice law in the Republic of Chile. Therefore, this Report is restricted to matters related to the laws of the Republic of Chile, and we are expressing no opinion as to the effect of the laws of Australia and/or any other jurisdiction.

For any and all purposes, this Report shall be governed by and construed in accordance with the laws of the Republic of Chile.

To render this Report, we have assumed without any investigation on our part:

(i) The authenticity, genuineness, completeness and accuracy of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies;

(ii) The truthfulness in the representations and warranties made and the affidavits filed by the titleholders;

(iii) That the making and performance of each of the documents is within the power and authority of, and each of the documents has been duly authorized, executed and delivered by each party thereto, as the case may be (as to whom we make no such assumption);

(iv) The veracity of certain factual matters upon information obtained from public officials, officers, legal counsels and other sources believed by us to be responsible;

(v) That the signature on all documents examined by us are genuine;

(vi) That verbally provided information and explanations were true, correct, complete and not misleading; and

(vii) That claims and concessions filed for registration upon transfer or assignment, that currently are in process, will be registered to the name of the assignee.

Whenever our report with respect to the existence or absence of facts or circumstances is qualified by the phrase “to our knowledge”, it is intended to indicate that no information has come to our attention that would give us actual knowledge of the existence of such facts or circumstances. However, we have not undertaken any special or independent investigation to determine the existence or absence of such facts or circumstances, and no inference as to our knowledge of the existence of such facts or circumstances should be drawn merely from this Report.

No opinion is rendered regarding measurements, technical data or graphic information related to the mining properties refereed herein, neither to the completeness and content of the environmental information submitted.

We express no opinion on accounting confirmatory information and tax support documents.

2. EXECUTIVE SUMMARY

2.1 Projects ownership

Culpeo Chile is the sole owner of Minera Panga SpA, the company that holds a 100% interest in the San Sebastián Project and has acquired 58% of the equity participation in Las Petacas, owner of Las Petacas Project, and has the right to acquire additional equity participation into the project as described in this Report.

Related to Quelon Project, Culpeo Chile has not yet acquired any equity participation into the project, and has the right to acquire up to an 85% interest through the exercise of several option rights, subject to the completion of the conditions described in the Report.

2.2 Option agreement acquisition structure for Las Petacas and Quelon Projects

The Projects' acquisition structure was organized upon a figure of earn in participation into 2 joint venture companies (jointly the "JV Companies" and each of them a "JV Company"), each of them holding the mining concessions and other assets of the Projects. As such, Culpeo Chile entered into 2 option agreements, one for each Project. The option agreements have the structure of an earn-in acquisition and they are divided into several stages of exploration investments in order to acquire equity participation into the JV Companies. The stages consider the completion of exploration commitments and a purchase price consideration to the vendors.

Is to our knowledge that determination of the purchase price consideration for the vendors was agreed upon the reimbursement of the prior exploration investment made by the owners of the Projects.

2.3 Corporate matters

(a) Culpeo Mining Chile SpA ("Culpeo Chile"). Culpeo Chile is a company by shares, duly existing and governed under the laws of the Republic of Chile. The capital of the company is CLP$180.095.544 divided in 100,000 ordinary shares. The sole current shareholder of Culpeo Chile is Culpeo.

Culpeo Chile is currently in force and validly existing and its issued shares are free of any encumbrance, lien or pledge.

(b) Las Petacas SpA ("Las Petacas" or "Las Petacas JV Company"). Las Petacas JV Company is a company by shares, duly existing and governed under the laws of the Republic of Chile. The capital of the company is CLP$1.168.691.270 divided in 524.154.433 ordinary shares and 379.560.107 preferred class of shares. The current shareholders of Las Petacas JV Company are Culpeo Chile with 524.154.433 ordinary shares; and Inversiones EM Dos Limitada with 379.560.107 preferred shares. The preferred class shareholders enjoy the preference consisting in the fact that by virtue of future capital increases of the company Las Petacas SpA, whose purpose is, directly or indirectly to finance the implementation, development and exploration of the Las Petacas Project these will not be

diluted in their social participation, even if they do not contribute with their proportional part in the respective increase.

Las Petacas is currently in force and validly existing, and its issued shares are free of any encumbrance, lien or pledge, other than those granted in favor of Culpeo Chile.

(c) Quelon S.C.M. ("Quelon" or "Quelon JV Company"). Quelon S.C.M. is a contractual mining company, duly existing and governed under the laws of the Republic of Chile. The capital of the company is CLP$59.984.068 divided in 100 ordinary shares. The current shareholders of Quelon are Vasco Minera de Inversiones e Inmobiliaria S.A. with 99 ordinary shares of the company; and Rigoberto del Carmen Vasquez Cortes with 1 ordinary share of the company.

Quelon is currently in force and validly existing, and its issued shares are free of any encumbrance, lien or pledge, other than those granted in favor of Culpeo Chile.

(d) Minera Panga SpA ("Minera Panga"). Minera Panga is a company by shares, duly existing and governed under the laws of the republic of Chile. The capital of the company is CLP$1.000.000 divided into 100 ordinary shares. The sole current shareholder of Culpeo Chile is Culpeo.

Minera Panga is currently in force and validly existing and its issued shares are free of any encumbrance, lien or pledge.

2.4 Las Petacas Project

(i) The Purchase and the Option agreements for the acquisition of the participation in the Las Petacas Project are valid and in force, and Culpeo Chile has completed all of its obligations under such agreements to the date of the Report.

(ii) By means of a purchase and sale agreement for the Las Petacas Project, Culpeo Chile acquired 50% of the equity participation in Las Petacas JV Company. The seller of the acquired shares was Asset Chile Exploración Minera Fondo de Inversión Privado, a fund that sold all of its shares and is no longer a shareholder to the JV Company.

(iii) The Option agreement for Las Petacas Project allows Culpeo Chile to acquire an additional 35% of the equity participation in Las Petacas JV Company. Therefore, Culpeo Chile has the right to acquire a total of 85% of the equity interest in Las Petacas JV Company.

(iv) All of the mining concessions comprising the Las Petacas Project are in force and in good standing, with all their mining license fees duly paid.

2.5 Quelon Project

(i) The Option agreement for the acquisition of the participation in the Quelon Project is valid and in force, and Culpeo Chile has completed all of its obligations under such agreement to the date of the Report.

(ii) The Option agreement for the Quelon Project allows Culpeo Chile to acquire 85% of the equity participation in Quelon JV Company. Therefore, Culpeo Chile has the right to acquire a total of 85% of the equity interest in Quelon JV Company.

(iii) All of the mining concessions comprising the Quelon Project are in force and in good standing, with all their mining license fees duly paid.

2.6 San Sebastian Project

(i) Minera Panga owns a 100% interest in the San Sebastián Project.

(ii) All of the mining concessions comprising the San Sebastián Project are in force and in good standing, with all their mining license fees duly paid.

2.7 Superficial land title

In order to conduct any kind of mining activity it is necessary to have a title over the superficial land where such activities will take place. In case of State-owned properties, the same rule applies.

The mining concession holder may reach an agreement with the land title owners, or in case there is no agreement, may judicially impose an easement to occupy the area of the project and build the mine and other facilities. In this last case the court shall determine indemnification to be paid to the owner and any other who has a right over the same area.

Early stage mining activities are commonly conducted without the prior request or constitution of a title over the relevant land. This is done to avoid unnecessary expenses at an early stage. However, this practice has the risk that third parties may request an easement over the same land and thus increasing the costs of indemnifications payable upon the granting of the necessary easements.

There are no rights to occupy the superficial land for any of the Projects.

2.8 Environmental permits.

Mining project developments require to conduct environmental impact assessment process, if, in case of extraction activities exceed 5,000 t/month and prospection activities over a certain number of platforms. Early stage exploration activities are not required to conduct environmental impact assessment process for its development.

Prospection activities differ from exploration, which is considered as a primary phase of discovery, characterization, delimitation and quantification of a potential area that may eventually conduct to

the development of a mining project. Mining prospection is an activity subsequent to exploration, carried out to minimize the geological uncertainness associated to the mineral concentrations of a mining project development and necessary to define the mining plans.

Despite similarities of both activities, mining prospection includes more than 40 or 20 platforms (depending if the project in question is located in the north or south part of the country). If a project considers less than 40 or 20 platforms in each case, it will be deemed as mining exploration and will be therefore excluded from the evaluation process.

The Environmental Law establishes two ways in which projects can become subject to the SEIA process, namely: i) by presenting an Environmental Impact Study, in case the project in question is capable of producing certain material effects, or ii) in other cases, by presenting an Environmental Impact Statement.

The Projects are not located within protected areas that implies to be environmentally evaluated for early stage exploration, and for proposition under 40 or 20 platforms respectively. It is common practice to request a formal statement from the authority declaring that the assessment will not be required before initiating a dense drilling campaign to avoid risks.

2.9 Indigenous rights.

According to Chilean law, an indigenous survey should be conducted during the environmental study procedure. In case communities are affected, project holders should agree with the affected community (during the evaluation process or prior to its filing) any compensation for the potential affection of the project to their community.

To this date we have not conducted an indigenous preliminary review to determine if communities are affected by the projects, but having visited sites there is no clear evidence of communities having rights over the area.

3. CORPORATE

3.1 Current situation of Culpeo Chile, JV Companies and Minera Panga

Culpeo Chile is a company by shares, duly incorporated and governed by the laws of the Republic of Chile.

Las Petacas JV Company and Minera Panga are companies by shares, regulated by Chilean commercial Code and their respective bylaws.

Quelon JV Company is a contractual mining company, regulated by the Chilean mining Code and their respective bylaws.

Culpeo Chile, the JV Companies and Minera Panga were duly incorporated, are currently in force and validly existing.

3.2 Incorporation and amendments

Culpeo Chile

(a) Incorporation. Culpeo Chile was incorporated by public deed dated October 11, 2012, granted before the Notary Public of Santiago Mrs. María Gloria Acharan Toledo. An abstract of the mentioned public deed was registered at page 74.986 number 52.128 of the Commerce Registry of Santiago, corresponding to the year 2012 and published on the Official Gazette on October 27, 2012.

(b) Tax paying registry. Culpeo Chile is registered at the tax paying registry under number 76.247.509-K.

(c) Amendments to the bylaws. The bylaws of Culpeo Chile have been amended as follows:

- By means public deed dated November 28, 2013, granted before the Notary Public of Santiago Mrs. María Gloria Acharán Toledo, the parent of the company agreed to transfer his rights and transform the company to a company by shares. An abstract of the public deed was registered at page 98.782 number 64.545 of the Commerce Registry of Santiago, corresponding to the year 2013, and was published on the Official Gazette on December 27, 2013.

- By means public deed dated December 31, 2013, granted before the Notary Public of Santiago Mrs. María Gloria Acharán Toledo, the shareholders of the company agreed to increase the capital of the company. An abstract of the public deed was registered at page 5.817 number 3.845 of the Commerce Registry of Santiago, corresponding to the year 2014, and was published on the Official Gazette on January 25, 2014.

- By means public deed dated August 30, 2018, granted before the Notary Public of Santiago Mr. Raúl Undurraga Laso, the shareholders of the company agreed to (i) amend the name of the company to Culpeo Mining Chile SpA and (ii) amend the administration of the company. An abstract of the public deed was registered at page 73.047 number 37.533 of the Commerce Registry of Santiago, corresponding to the year 2018, and was published on the Official Gazette on September 27, 2018.

Quelon JV Company

(a) Incorporation. Quelon was incorporated by public deed dated March 16, 2021, granted before the Notary Public of Santiago Mr. Luis Ignacio Manquehueal Mery. The incorporation of the company was registered before Mining Registrar of Santiago at page 73 number 21 of the Property Registry and at page 326 back, number 183 of the Shareholder Registry, both corresponding to the year 2021.

(b) Tax paying registry. Quelon is registered at the tax paying registry under number 77.363.785-7.

(c) Amendments to the bylaws. The company has not been amended as of the date of this Report.

Las Petacas JV Company

(a) Incorporation. Las Petacas was incorporated by means of public deed dated January 17th, 2013, granted before the Notary Public of Santiago Mr. Patricio Raby Benavente. The incorporation of Las Petacas was registered before the Real Estate Registrar of Santiago, at page 389, number 101 of the Commercial Registry corresponding to the year 2013 and published in the Official Gazette dated January 25th, 2013.

(b) Tax paying registry. Las Petacas is registered at the tax paying registry under number 76.259.205-3.

(c) Amendments to the bylaws. Las Petacas has been subject of the following amendments:

- By means of public deed dated February 1st, 2013, granted before the Notary Public of Santiago Mrs. Maria Antonieta Mendoza Escalas, the shareholders agreed to increase the capital of the Company at the amount of $1.576.857.270 divided into 903.714.540 ordinary shares. The amendment was registered before the Real Estate Registrar of Santiago, at page 10.946, number 7.381 of the Commercial Registry corresponding to the year 2013 and published in de Official Gazette dated February 7th, 2013.

- By means of public deed dated September 15th, 2014, granted before the Notary Public of Santiago Mrs. Maria Antonieta Mendoza Escalas, the shareholders agreed to modify the mechanism of designation of directors

and the form of payment of the shares subscribed at the date of the amendment. The amendment was registered before the Real Estate Registrar of Santiago, at page 72.645, number 44.271 of the Commercial Registry corresponding to the year 2014 and published in de Official Gazette dated October 4th, 2014.

- By means of public deed dated July 15th, 2019, granted before the Notary Public of Santiago Mr. Juan Ricardo San Martín Urrejola, the shareholders agreed to decrease the capital of the Company at the amount of $1.168.691.422 divided into 903.714.540 ordinary shares. The amendment was registered before the Real Estate Registrar of Santiago, at page 63.687, number 31.109 of the Commercial Registry corresponding to the year 2019 and published in de Official Gazette dated August 12th, 2019.

- By means of public deed dated January 6th, 2021, granted before the Notary Public of Santiago Mr. Luis Ignacio Manquehual Mery, the shareholders agreed to modify the administration of the Company and create preferred class of shares. The amendment was registered before the Real Estate Registrar of Santiago, at page 2.560, number 1.244 of the Commercial Registry corresponding to the year 2021 and published in de Official Gazette dated January 13th, 2021

Minera Panga

(a) Incorporation. Minera Panga was incorporated by public deed dated January 20, 2014, granted before the Notary Public of Santiago Mr. Eduardo Avello Concha. An abstract of the mentioned public deed was registered at page 7.844 number 5.048 of the Commerce Registry of Santiago, corresponding to the year 2014 and published on the Official Gazette on January 30, 2014.

(b) Tax paying registry. Minera Panga is registered at the tax paying registry under number 76.361.376-3.

(c) Amendments to the bylaws. The company has not been amended as of the date of this Report.

3.3 Main aspects of the bylaws

Culpeo Chile

(a) Corporate purpose. The main purpose of Culpeo Chile is the investment and development of any type of mining projects. Investment in private companies to develop mining projects and any other thereto.

(b) Capital. The capital of the company is CLP$180,095,544 all paid by its shareholders and described in this Report.

(i) Domicile. Culpeo Chile is domiciled in Santiago, Metropolitan Region.

(ii) Duration. The duration of the company is indefinite.

(iii) Administration. The company is governed by administrators appointed by the simple majority of the shareholders of the company. The current administrators of the company, that can act individually with broad administration faculties are:

N°	*Position*	*Name*
1	Administrator	Sergio Tomás Uribe Valdés
2	Administrator	Juan Francisco Varela Echaurren

(iv) Capital participation. The capital of the company is divided into 100,000 ordinary shares, all duly subscribed and paid. The shares are subscribed as follows:

N°	*Shareholder*	*Shares*	*Participation in capital*	*Voting rights*
1	Culpeo Minerals Limited	100,000	100 %	100%

(v) Encumbrances. There is no evidence of any pledge, encumbrance and/or prohibition granted over the shares of Culpeo Chile.

Quelon JV Company

(a) Corporate purpose. The purpose of Quelon is the prospection, exploration, development, benefit and exploitation of mining concessions of any kind, whether owned by the company or by third parties; the benefit of its own minerals or those of third parties, the commercialization of its products, as well as the performance of any act or contract directly or indirectly related to its purpose.

(b) Capital. The capital of the company is CLP$59.984.068 all paid by its shareholders and described in this Report.

(c) Domicile. Quelon is domiciled in Santiago, Metropolitan Region.

(d) Duration. The duration of the company is indefinite, and it shall remain in existence as long as there are mining concessions constituted or in process in its name.

(e) Administration. The company is governed by a four-member bord of directors appointed by the Shareholders meeting and shall serve for a term of three years and may be re-elected indefinitely. The current directors of the company, that can act with broad administration faculties with the agreement of three of its members are:

N°	*Position*	*Name*
1	Director	Rigoberto Vásquez Cortés
2	Director	Teresa Francisca Vásquez Fredes
3	Director	Sergio Tomás Uribe Valdés
4	Director	Juan Francisco Varela Echaurren

(f) Capital participation. The capital of the company is divided into 100 nominative shares, single series and without par value, all duly subscribed and paid, as follows:

N°	*Shareholder*	*Shares*	*Participation in capital*	*Voting rights*
1	Vasco Minera de Inversiones e Inmobiliaria S.A.	99	99 %	99%
2	Rigoberto del Carmen Vásquez Cortes	1	1%	1%

(g) Encumbrances. There is no evidence of any pledge, encumbrance and/or prohibition granted over the shares of Quelon, other than the option agreement granted in favor of Culpeo.

Las Petacas JV Company

(a) Corporate purpose. The purpose of Las Petacas is the a) Exploitation, exploration, development and exploitation of mineral deposits and deposits located in the country or abroad; b) The extraction, processing, industrialization, transportation, shipment and commercialization of all types of minerals in any state; c) The construction of plants and other mining facilities; and d) The development, in the country or abroad, of other activities directly or indirectly related to the corporate purpose, including research, industrialization, purchase and sale, import and export of all types of goods, and the rendering of services and advisory services; e) The participation, in the country or abroad, in all types of companies related to the corporate purpose, and; f) The development of other activities that the partners jointly agree upon.

(b) Capital. The capital of the company is CLP$1.168.691.270 all paid by its shareholders and described in this Report.

(c) Domicile. Las Petacas is domiciled in Santiago, Metropolitan Region.

(d) Duration. The Company will have a term of 10 years, which may be extended with the favorable vote of the majority of the shareholders.

(e) Administration. The company is governed by a four-member bord of directors appointed by the Shareholders meeting and shall serve for a term of three years and may be re-elected indefinitely. The current directors of the company, that can act with broad administration faculties with the agreement of three of its members are:

N°	*Position*	*Name*
1	Director	Mihailo Nenadovic Vuletin
2	Director	Alejandro Edwards
3	Director	Sergio Tomás Uribe Valdés
4	Director	Juan Francisco Varela Echaurren

(f) Capital participation. The capital of the company is divided into 903,714,540 registered shares, with no par value, of which 379,560,107 are preferred class of shares and 524,154,433 are ordinary shares, all of which are duly subscribed and paid up, as follows:

N°	*Shareholder*	*Shares*	*Participation in capital*	*Voting rights*
1	Inversiones EM Dos Limitada Culpeo Mining Chile SpA	379.560.107 preferred Class	42%	42%
2		524.154.433 Ordinary Shares	58%	58%

The preferred class shareholders enjoy the preference consisting in the fact that by virtue of future capital increases of the company Las Petacas SpA, whose purpose is, directly or indirectly to finance the implementation, development and exploration of the Project these will not be diluted in their social participation, even if they do not contribute with their proportional part in the respective increase.

(g) Encumbrances. There is no evidence of any pledge, encumbrance and/or prohibition granted over the shares of Las Petacas, other than the option agreement granted in favor of Culpeo.

Minera Panga

(a) Corporate purpose. The purpose of Minera Panga is to carry out investment activities in all types of mining rights; to participate in the development of mining projects in any of their various phases of exploration, exploitation and beneficiation and, in general, to carry out any other activity directly or indirectly related to the above that the shareholders may agree upon, and to enter into and execute all types of contracts and acts related to the mining industry that are conducive, useful or necessary to the achievement of the corporate purposes, without the need to amend these bylaws.

(b) Capital. The capital of the company is CLP$1.000.000 all paid by its shareholders and described in this Report.

(c) Domicile. Minera Panga is domiciled in Santiago, Metropolitan Region.

(d) Duration. Minera Panga is domiciled in Santiago, Metropolitan Region.

(e) Administration. The company is governed by an administrator appointed by at least two-thirds of the voting shares of the company. The current administrator of the company, that can act individually with broad administration faculties is:

N°	*Position*	*Name*
1	Administrator	Sergio Tomás Uribe Valdés

In the event of the absence of Mr. Sergio Tomás Uribe Valdés, which will not be necessary to prove before third parties, Mr. Juan Francisco Varela Echaurren may represent the company with broad administration faculties.

(f) Capital participation. The capital of the company is divided into 100 nominative shares, single series and without par value, all duly subscribed and paid, as follows:

N°	*Shareholder*	*Shares*	*Participation in capital*	*Voting rights*
1	Culpeo Mining Chile SpA	100	100%	100%

(g) Encumbrances. There is no evidence of any pledge, encumbrance and/or prohibition granted over the shares of Minera Panga.

4. MINING PROPERTY

4.1 Las Petacas Project

The following corresponds to the current exploitation concessions of Las Petacas Project:

N°	*Concession name*	*Registered owner*
1	Peta 31 al 55	Las Petacas SpA
2	Peta 91 al 96	Las Petacas SpA
3	Peta 15 al 28	Las Petacas SpA
4	La Rosa 31 al 46	Las Petacas SpA
5	La Rosa 27 al 28	Las Petacas SpA
6	La Rosa 1 a La Rosa 30	Las Petacas SpA
7	Corredor 3, 1 al 6	Las Petacas SpA
8	Corredor 2, 1 al 12	Las Petacas SpA
9	Cachorro 5, 1 al 87	Las Petacas SpA
10	Cachorro 4, 1 al 173	Las Petacas SpA
11	Cachorro 3, 1 al 24	Las Petacas SpA
12	Cachorro 2, 1 al 95	Las Petacas SpA
13	Cachorro 1 al 20	Las Petacas SpA
14	Cachorro 1, 1 al 160	Las Petacas SpA
15	Almudena 8, 1 al 4	Las Petacas SpA
16	Almudena 7, 1	Las Petacas SpA
17	Almudena 6, 1	Las Petacas SpA
18	Almudena 5, 1 al 6	Las Petacas SpA
19	Almudena 4, 1 al 7	Las Petacas SpA
20	Almudena 3, 1 al 2	Las Petacas SpA
21	Almudena 2, 1 al 3	Las Petacas SpA
22	Almudena 1, 1	Las Petacas SpA

All of the concessions are currently registered to Las Petacas as described in the above table. The concessions have their respective mining license fees paid and, to our knowledge, they have not been included in any public auction process due to lack of payment of mining license fees.

All of the concessions are free of any lien, encumbrance and or prohibitions in favor of third parties. The concessions have a prefer right to conduct mining activities over the area they cover, and there are no third party rights that could affect the area.

4.2 Quelon Project

The following corresponds to the current exploitation concessions of Quelon Project:

N°	***Name***	***Owner***
1	Angela 1, 1 al 15	Quelon S.C.M.
2	Angela 3, 1 al 30	Quelon S.C.M.
3	Angela 4, 1 al 29	Quelon S.C.M.
4	Angela 5, 1 al 18	Quelon S.C.M.
5	Angela 6, 1 al 30	Quelon S.C.M.
6	Angela 7, 1 al 30	Quelon S.C.M.
7	Angela 8, 1 al 20	Quelon S.C.M.
8	Angela 9, 1 al 2	Quelon S.C.M.
9	Angela 10, 1 al 20	Quelon S.C.M.
10	Angela 11, 1 al 10	Quelon S.C.M.
11	Angela 12, 1 al 10	Quelon S.C.M.

12	Angela 13, 1 al 30	Quelon S.C.M.
13	Angela 14, 1 al 20	Quelon S.C.M.
14	Angela 15, 1 al 14	Quelon S.C.M.
15	San Andrés 1, 1 al 15	Quelon S.C.M.
16	San Andrés 2, 1 al 10	Quelon S.C.M.
17	San Andrés 4, 1 al 5	Quelon S.C.M.
18	San Andrés 5, 1 al 4	Quelon S.C.M.
19	San Andrés 6, 1 al 20	Quelon S.C.M.
20	San Andrés 7, 1 al 20	Quelon S.C.M.
21	San Andrés 8, 1 al 20	Quelon S.C.M.
22	San Andrés 9, 1 al 20	Quelon S.C.M.
23	San Andrés 10, 1 al 24	Quelon S.C.M.
24	San Andrés 11, 1 al 24	Quelon S.C.M.
25	San Andrés 13, 1 al 19	Quelon S.C.M.
26	San Andres 14, 1 al 15	Quelon S.C.M.
27	San Andrés 15, 1 al 30	Quelon S.C.M.
28	San Andrés 16, 1 al 30	Quelon S.C.M.
29	San Andrés 17, 1 al 30	Quelon S.C.M.
30	San Andrés 18, 1 al 10	Quelon S.C.M.
31	Teresa 1, 1 al 30	Quelon S.C.M.
32	Teresa 2, 1 al 15	Quelon S.C.M.
33	Teresa 3, 1 al 20	Quelon S.C.M.
34	Teresa 4, 1 al 20	Quelon S.C.M.

These mining concessions are in the process of being registered in the name of Quelon JV Company in the corresponding Mining Registry. The concessions have their respective mining license fees paid until 2021 period and, to our knowledge, they have not been included in any public auction process due to lack of payment of mining license fees.

All of the concessions are free of any lien, encumbrance and or prohibitions in favor of third parties. The concessions have a prefer right to conduct mining activities over the area they cover, and there are no third party rights that could affect the area.

4.3 San Sebastian Project

The following corresponds to the current exploitation concessions of San Sebastian Project:

N°	*Concession name*	*Registered owner*
1	San Sebastian 1-16 (1)	Minera Panga
2	San Sebastian 2-16	Minera Panga

All of the concessions are currently registered to San Sebastian as described in the above table. The concessions have their respective mining license fees paid and, to our knowledge, they have not been included in any public auction process due to lack of payment of mining license fees.

All of the concessions are free of any lien, encumbrance and or prohibitions in favor of third parties. The concessions have a prefer right to conduct mining activities over the area they cover, and there are no third party rights that could affect the area.

5. PROJECT ACQUISITION STRUCTURE – OPTION AGREEMENT

5.1 Las Petacas Project

(a) Earn-in acquisition agreement. By private instrument dated September 7, 2020, Fondo de Inversión Privado La Esperanza and Inversiones EM Dos Limitada as vendor, and Culpeo Chile, as beneficiary and buyer, entered into a purchase option agreement over a 35%t interest in Las Petacas, owner of a group of mining concessions forming the Las Petacas Project.

Las Petacas option agreement entitles its beneficiary to acquire up to a 35% interest over the Project. The purchase option agreement was agreed under the suspensive condition that the aforementioned share purchase agreement for 50% of the shares in Las Petacas owned by ACEM be subscribed.

The acquisition structure is divided into different stages, therefore, upon completion of the exploration commitment of each stage and the payment of the corresponding price for such stage, Culpeo Chile acquires subsequent participation over the Las Petacas Project.

By means of a share purchase agreement dated March 26th, 2021, Culpeo Chile exercised the purchase option of the first stage of Las Petacas Option Agreement, and acquired an 8% interest over the shares of Las Petacas. Upon exercise of the purchase option, the purchase price of USD 50,000 was paid and received.

Las Petacas Option Agreement has been object of the following complementation and amendments:

- *Amendment of capital increase investments*

  By means of a private instrument dated January 6th, 2021, the parties of the Las Petacas Option Agreement agreed to complete the purchase option agreement stating that in the event that in accordance with the needs of the Company, it becomes necessary to carry out a capital increase whose purpose is to provide the necessary funds for the ordinary development of the Company and maintenance of its assets, the Parties undertake to maintain the shareholding percentages as appropriate in accordance with the status or phase of fulfillment of the Purchase Option.

- *Modification of the Third Development Phase.*

  By means of a private instrument dated May 19, 2021, the parties of the Las Petacas Option Agreement agreed to modify the Third Development Phase to the exercise of the Third Purchase Option Phase in the sense of modifying the copulative conditions required for said purchase phase, established in item (iii) of numeral /Four.Two/ of the Clause Four, being consequently, as follows. By virtue of the foregoing agreement, item (iii)

of numeral /Four.Two/ of the Clause Four is replaced in its entirety by the following: "(*iii) Third Phase: In order to exercise the purchase option corresponding to the Third Phase, the Beneficiary must comply with the following copulative conditions: /i/ Pay the Offerors the sum of US$350,000 (three hundred and fifty thousand dollars): and /ii/ Carry out drilling in the Area of Interest adding at least 3,000 (three thousand) additional meters to those carried out in the Second Phase, by the Beneficiary. The Third Phase will be in force as of the subscription of this instrument and until December 31, 2023. Notwithstanding the foregoing, in no case may the exercise of the option for this phase take place before October 31, 2021*."

(b) Payment schedule. The acquisition structure of Las Petacas Option Agreement is the following:

Stages	*Date for completion*	*Accrued participation*	*Stage purchase price (USD)*
First	June 30,2021	58%	50,000
Second	December 31,2021	66%	100,000
Third	December 31,2023	75%	350,000
Fourth	December 31,2024	85%	500,000

The first stage payment is completely fully paid, in accordance with the provisions of Las Petacas Option Agreement and Culpeo Chile has already acquired 58% of the shares of Las Petacas. The stages purchase price shall be paid in cash, to the date of the exercise of each one stage of the purchase option, as regulated in the Las Petacas purchase option agreement.

(c) Exploration commitment schedule. The exploration commitment for the earn-in process is the following:

Stage	*Date for completion*	*Exploration commitment (USD)*
First	Does not apply	N/A
Second	December 31, 2021	1,000,000
Third	Does not apply	N/A
Fourth	December 31, 2024	1,500,000

5.2 Quelon Project

(a) Earn-in acquisition agreement. By means of a Public Deed dated March 16, 2021, Vasco Minera de Inversiones e Inmobiliaria S.A. as vendor, and Culpeo Chile, as beneficiary and buyer, entered into a purchase option agreement over an 85% interest in Quelon, owner of a group of mining concessions forming Quelon Project. Quelon option agreement is registered at page 426 back, number 138 of the Encumbrances and Prohibition Registry of the Mining Registrar of Santiago, corresponding to the year 2021.

The acquisition structure is divided into different stages, therefore, upon completion of the exploration commitment of each stage and the payment of the corresponding price for such stage, Culpeo Chile acquires subsequent participation over Quelon Project.

In the option agreement the vendor granted a prohibition to sell or assign over the shares object of the purchase option agreement.

(b) Payment schedule. The acquisition structure of Quelon option agreement is the following:

Stages	*Date for completion*	*Accrued participation*	*Stage purchase price (USD)*
First	March 16, 2022	10%	50,000
Second	March 16, 2023	25%	100,000
Third	March 16, 2024	50%	100,000
Fourth	March 16, 2025	70%	250,000
Fifth	March 16, 2026	85%	750,000

In addition to the acquisition payment structure, Culpeo has already paid the amount of USD 20,000 at the execution of the acquisition agreement and USD 20,000 at the completion of the final title due diligence process.

(c) Exploration commitment schedule. The stages purchase price shall be paid in cash, to the date of the exercise of each one stage of the purchase option, as regulated in the Quelon purchase option agreement.

Stage	*Date for completion*	*Exploration commitment (USD)*
First	Does not apply	N/A
Second	March 16, 2023	500,000
Third	March 16, 2024	2,000,000
Fourth	Does not apply	N/A
Fifth	Does not apply	N/A

6. CONCLUSIONS

6.1 Corporate matters

Based on (i) applicable legislation that governs corporate matters in the Republic of Chile, and (ii) the documentation provided to us, and available at the corresponding public registries, and subject to the qualifications and assumptions detailed hereto, to this date we can conclude that:

Culpeo Chile

- Culpeo Chile has been duly incorporated and is legally existing and in good standing.
- Culpeo Minerals Limited is the sole registered shareholder of 100% of the capital stock of Culpeo Mining Chile SpA.

Las Petacas

- Las Petacas has been duly incorporated and is legally existing and in good standing.
- Culpeo Chile with 524.154.433 ordinary shares of the company; and Inversiones EM Dos Limitada with 379.560.107 preferred class of shares, are the registered shareholders of 100% of the capital stock of Las Petacas SpA.

Quelon

- Quelon has been duly incorporated and is legally existing and in good standing.
- Vasco Minera de Inversiones e Inmobiliaria S.A. with 99 shares of the company; and Rigoberto del Carmen Vásquez Cortes are the registered shareholders of 100% of the capital stock of Quelon S.C.M.

Minera Panga

- Minera Panga has been duly incorporated and is legally existing and in good standing.
- Culpeo Chile is the sole registered shareholder of 100% of the capital stock of Minera Panga SpA.

6.2 Acquisition agreements

Based on applicable legislation that governs this type of agreement under Chilean law, and subject to the qualifications and assumptions detailed hereto, to this date we can conclude that:

Las Petacas Project

- Share Purchase and Sale Agreement over shares of Las Petacas. The Share Purchase Agreement was entered into under the laws of Chile and is fully valid and in force. Culpeo Chile acquired a 50% interest in Las Petacas in accordance with the terms of the purchase agreement.

- Las Petacas option agreement. Las Petacas option agreement constitutes a valid and binding agreement, is in good standing, and all obligations thereunder are enforceable against the parties thereto. Las Petacas option agreement entitles its beneficiary, upon execution and completion of all the stages thereto, to acquire 35% of the shares of Las Petacas.

Quelon Project

- Quelon option agreement. Quelon option agreement constitutes a valid and binding agreement, is in good standing, and all obligations thereunder are enforceable against the parties thereto. Quelon option agreement entitles its beneficiary, upon execution and completion of all the stages thereto, to acquire 85% of the shares of Quelon.

6.3 Mining property

Based on (i) applicable legislation that governs mining property matters in the Republic of Chile, and (ii) the documentation provided to us, and available at the corresponding public registries, and subject to the qualifications and assumptions detailed hereto, to this date we can conclude that:

Las Petacas Project

Regarding mining concessions **Peta 31 al 55; Peta 91 al 96; Peta 15 al 28; La Rosa 31 al 46; La Rosa 27 al 28; La Rosa 1 a La Rosa 30; Corredor 3, 1 al 6; Corredor 2, 1 al 12; Cachorro 5, 1 al 87; Cachorro 4, 1 al 173; Cachorro 3, 1 al 24; Cachorro 2, 1 al 95; Cachorro 1 al 20; Cachorro 1, 1 al 160; Almudena 8, 1 al 4; Almudena 7, 1; Almudena 6, 1; Almudena 5, 1 al 6; Almudena 4, 1 al 7; Almudena 3, 1 al 2; Almudena 2, 1 al 3 and Almudena 1, 1** we can conclude that:

- Las Petacas is the registered title holder.

- Concessions are granted, and the application is duly registered to the name of their corresponding title holder.

- Concessions are in good standing, and they are not subject to any encumbrances, mortgages and prohibitions.

- Mining license fees have been paid and to our knowledge the mining concessions are not included in any public auction process due to lack of payment of mining license fees.

Quelon Project

Regarding mining concessions **Angela 1, 1 al 15; Angela 3, 1 al 30; Angela 4, 1 al 29; Angela 5, 1 al 18; Angela 6, 1 al 30; Angela 7, 1 al 30; Angela 8, 1 al 20; Angela 9, 1 al 2; Angela 10, 1 al 20; Angela 11, 1 al 10; Angela 12, 1 al 10; Angela 13, 1 al 30; Angela 14, 1 al 20; Angela 15, 1 al 14; San Andrés 1, 1 al 15; San Andrés 2, 1 al 10; San Andrés 4, 1 al 5; San Andrés 5, 1 al 4; San Andrés 6, 1 al 20; San Andrés 7, 1 al 20; San Andrés 8, 1 al 20; San Andrés 9, 1 al 20; San Andrés 10, 1 al 24; San Andrés 11, 1 al 24; San Andrés 13, 1 al 19; San Andres 14, 1 al 15; San Andrés 15, 1 al 30; San Andrés 16, 1 al 30; San Andrés 17, 1 al 30; San Andrés 18, 1 al 10 ; Teresa 1, 1 al 30; Teresa 2, 1 al 15; Teresa 3, 1 al 20; and Teresa 4, 1 al 20**, we can conclude that:

- Quelon is its sole owner. It is currently being registered with the Mining Registrar.

- Concessions are granted, and the application is duly registered to the name of their corresponding title holder.

- Concessions are in good standing, and they are not subject to any encumbrances, mortgages and prohibitions.

- Mining license fees have been paid and to our knowledge the mining concessions are not included in any public auction process due to lack of payment of mining license fees.

San Sebastian Project

Regarding mining concessions **San Sebastian 1-16 (1)** and **San Sebastian 2-16**, we can conclude that:

- San Sebastian is its sole owner. It is currently being registered with the Mining Registrar.

- Concessions are granted, and the application is duly registered to the name of their corresponding title holder.

- Concessions are in good standing, and they are not subject to any encumbrances, mortgages and prohibitions.

- Mining license fees have been paid and to our knowledge the mining concessions are not included in any public auction process due to lack of payment of mining license fees.

BARROS, SILVA, VARELA & VIGIL ABOGADOS LTDA.

Name: Francisco Varela E.
Position: Partner

SCHEDULE

CHILEAN MINING BASIC LEGAL FRAMEWORK- MINING CONCESSIONS

General overview

Three major legal texts are concerned with mining in Chile, i.e., the Constitution, the Constitutional Organic Law No. 18.097 and the Mining Code. Said laws set out that the State has the absolute, exclusive, inalienable and imprescriptible title to all mines, except surface clays. They establish also that mineral substances –with the exception of liquid or gaseous hydrocarbons– are available for exploration and exploitation concessions. They recognize the free availability for concession purposes of all mineral substances, both metal and non-metal. The holder's title to the mining concession is protected by the constitutional guaranty of proprietary rights.

Chilean legislation provides for two kinds of concessions: the exploration concession and the exploitation concession. The main characteristics of the mining concessions are the following:

(a) the mining concession is defined as an immovable real right that grants the holder exclusive power to explore the concessionable mineral substances within the bounds thereof, in the case of the mining exploration concession, or to explore and exploit such substances and become the owner of any substances extracted therefrom, in the case of the mining exploitation concession. The character of real right of the concession means that the right held on the concession is exercised directly on all concessionable mineral substances existing within its bounds, without reference to any specific person, that it may be upheld vis-à-vis the State or any person and that it can be object of possessory actions to recover possession based on title;

(b) the mining concessions are always established by the court with no decision-making action by any other authority, avoiding in this way the discretionary interference of administrative authorities;

(c) the concession means a distinct title, irrespective of title to the land, even if owned by the same person;

(d) the mining concession is a transferable and transmissible right, mortgageable and subject to other real rights, i.e., easements and usufruct and generally any act or contract;

(e) the mining concession is conditional to the extent that the holder is bound to pay a yearly license, under penalty of losing such concession;

(f) the mining exploitation concession has indefinite duration. The mining exploration concession remains in effect for 2 years and may be extended for another 2 years period, provided at least half the area thereof is surrendered;

(g) the mining concession is divisible intellectually and physically, provided each resulting portion does not measure less than the minimum legal area and shape; and

(h) any Chilean or foreign person may establish and acquire mining concessions.

As stated above, mining concessions are established before the ordinary law courts. Preference for establishing a concession is given to the first person to submit the necessary application to the court. The procedure begins with presentation of simple writs to the competent judge of the court where the central point of the concession is located. The establishment of a mining exploration concession takes about 4 months. The mining exploitation concession requires surveying and bounding and it takes approx. 14 months until its establishment. A judicial opinion granting a concession is the title thereto and grants possession over the mining concession.

The causes for declaring a mining concession null and void are: (i) error by an expert while surveying the claim; (ii) fraud or deceit while surveying the claim; (iii) violation of rules of shape, bearing, area or sides or upper section of a concession to exploit or explore; (iv) establishment of a concession to explore or exploit with the inclusion of tracts located outside the tracts applied in the respective applications; (v) the creation of a concession to exploit with the inclusion during the survey of tracts already included in another survey or including lands previously included in another claim to exploit submitted on earlier date; (vi) the creation of a concession to explore including tracts already included in another application to explore submitted on earlier date. The actions for nullity extinguish pursuant to the statute of limitation within 4 years counted from the date of publication of the extract of the judicial opinion granting.

The concession cannot be embargoed nor sold, except when the debtor is a stock corporation or the debtor consents on the embargo and sale.

The registered application for a concession to explore and a concession to exploit are real, immovable, transferable and conveyable rights subject to the same rules applicable to other real estates.

The exploration and exploitation concessionaires have the right to receive compensation in case of expropriation for the patrimonial damage actually suffered. In the case of the expropriation of an exploitation concession, the patrimonial damage will consist in the commercial value of the right to initiate and continue the extraction and appropriation of the substances object of the concession. This value is calculated by an expert's opinion in the absence of agreement. The report of the expert must be carried out considering the ore reserves of grantable substances that the expropriated party can demonstrate, using as methodology the present value of the net cash flow of the concession.

The basic principle on which our legal system is construed, is the total independency between the rights of the mining concessionaire and the rights of the landowner. However, it is evident that the carrying out of mining works, either exploration or exploitation, inevitably will

require the occupation of superficial land. In this case, the Chilean law provides that the superficial land can be levied with the encumbrance of being occupied for the development of the necessary mining work. Only when the mining concessionaire is not the owner of the land, both rights come into conflict, since the activity of the mining concessionaire will necessarily affect the landowner's interests.

This conflict can voluntarily be solved by the following means: (i) landowner's consent; (ii) private agreements, such as rental or commodatum, and (iii) through voluntary easements, which are created by agreements between the interested parties, recorded in the form of public deeds, that regulate their exercise and the necessary compensations.

When it is not possible to reach an agreement, the law recognizes the right of the holder of the mining concessions to impose the easements through a court decision under a special brief procedure contemplated in the law.

RSM Corporate Australia Pty Ltd

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23 June 2021

The Directors
Culpeo Minerals Limited
Suite 5, 62 Ord Street
WEST PERTH WA 6005

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

Independent Limited Assurance Report ("Report") on Culpeo Minerals Limited Historical and Pro Forma Historical Financial Information

Introduction

We have been engaged by Culpeo Minerals Limited ("Culpeo" or the "Company") to report on the historical and pro forma historical financial information of the Company for the 11 months ended 30 June 2019, the year ended 30 June 2020 and the six months ended 31 December 2020 for inclusion in a prospectus ("Prospectus") of Culpeo to be dated on or about 23 June 2021. The Prospectus is in connection with Culpeo's initial public offering and listing on the Australian Securities Exchange ("ASX"), pursuant to which the Company is offering 30,000,000 ordinary Culpeo shares at an issue price of A$0.20 per share to raise A$6.0 million before costs ("Offer").

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

The future prospects of the Company, other than the preparation of Pro Forma Historical Financial Information, assuming completion of the pro forma transactions summarised in Section 6.6.2 of the Prospectus, are not addressed in this Report. This Report also does not address the rights attaching to shares to be issued pursuant to the Prospectus, or the risks associated with an investment in shares in the Company.

Background

Culpeo Minerals Limited was incorporated on 25 July 2018, since which time it has acquired interests in the Las Petecas Project, the Quelon Project and the San Sebastian Project, all of which are mineral exploration projects located in Chile.

The Company is now seeking to raise $6 million through an initial public offering in order to fund further exploration and development of these projects.

RSM Corporate Australia Pty Ltd is beneficially owned by the Directors of RSM Australia Pty Ltd. RSM Australia Pty Ltd is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 Australian Financial Services Licence No. 255847

Scope

Historical financial information

You have requested RSM Corporate Australia Pty Ltd ("RSM") to review the historical financial information included in Section 6 of the Prospectus, and comprising:

- the consolidated statement of comprehensive income and statement of cash flows of the Company for the 11 months ended June 2019, the year ended 30 June 2020, and for the six months ended 31 December 2020; and
- the consolidated statement of financial position of the Company as at 31 December 2020;

(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 of Australian Accounting Standards and the Company's adopted accounting policies.

The Historical Financial Information has been extracted from:

- the general purpose interim financial statements of the Company for the six months ended 31 December 2020, which were reviewed by RSM Australia Partners in accordance with Australian Auditing Standards applicable to review engagements, and on which RSM Australia Partners issued an unmodified review conclusion; and
- the Company's special purpose financial statements for the 11 months ended 30 June 2019 and its general purpose financial statements for the year ended 30 June 2020, which were audited by RSM Australia Partners in accordance with Australian Auditing Standards and the *Corporations Act 2001*. The audit reports issued on the financial statements for each of the 11 months ended 30 June 2019 and the year ended 30 June 2020 included an unmodified audit opinion.

The audit reports issued by RSM Australia Partners with respect to the financial statements for the 11 month period ended 30 June 2019 and the year ended 30 June 2020, and the review report issued with respect to the financial statements for the six months ended 31 December 2020, included an emphasis of matter in relation to material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the audit opinions and review conclusion were not modified in this regard.

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

Pro forma historical financial information

You have requested RSM to review the pro forma consolidated historical statement of financial position of the Company as at 31 December 2020 ("the Pro Forma Historical Financial Information").

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information of the Company after adjusting for the effects of the subsequent events and the pro forma adjustments described in Section 6.6.2 of the Prospectus. The stated basis of preparation is the recognition and measurement principles of Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the subsequent events and pro forma adjustments relate, as described in Section 6.6.2 of the Prospectus, as if those events or transactions had occurred as at the date of the Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position or statement of financial performance.

Directors' responsibility

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

Our responsibility

Our responsibility is to express a limited assurance conclusion on the Historical Financial Information and the Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information.*

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. Our procedures included:

- A consistency check of the application of the stated basis of preparation to the Historical Financial Information and the Pro Forma Historical Financial Information;
- A review of the Company's work papers, accounting records and other documents;
- A review of the auditor's workpapers relating to the audited/reviewed financial statements of the Company;
- Enquiry of directors, management personnel and advisors;
- Consideration of the pro forma adjustments described in Section 6.6.2 of the Prospectus; and
- Performance of analytical procedures applied to the Historical Financial Information and the Pro Forma Historical Financial Information.

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

Conclusions

Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as set out in Section 6 of the Prospectus, and comprising:

- the statement of comprehensive income and statement of cash flows of the Company for the 11 months ended 30 June 2019, the year ended 30 June 2020 and for the six months ended 31 December 2020; and
- the consolidated statement of financial position of the Company as at 31 December 2020;

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 6 of the Prospectus.

Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as set out in Section 6.5 of the Prospectus, and comprising the pro forma consolidated statement of financial position of the Company as at 31 December 2020, is not presented fairly in all material respects, in accordance with the stated basis of preparation, as described in Section 6 of the Prospectus.

Restriction on Use

Without modifying our conclusions, we draw attention to the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Responsibility

RSM has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included. RSM has not authorised the issue of the Prospectus. Accordingly, RSM makes no representation regarding, and takes no responsibility for, any other documents or material in, or omissions from, the Prospectus.

Disclosure of Interest

RSM does not have any pecuniary interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. RSM will receive a professional fee for the preparation of this Report.

Yours faithfully

JUSTIN AUDCENT
Director