

Resource Base Limited

ACN 113 385 425

Short form Prospectus

For the offer of 100 Shares in the capital of the Company at an issue price of \$0.20 per Share to raise \$20 (before expenses) (**Offer**).

IMPORTANT NOTICE

This Prospectus is important and requires your immediate attention. You should read this Prospectus in its entirety and consult your professional adviser in respect of the contents of this Prospectus.

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but refers to another document lodged with the ASIC, the information of which is deemed to be incorporated in this Prospectus.

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1. CORPORATE DIRECTORY**Directors**

Mr Shannon Green
Executive Chairman & CEO

Mr John Lewis
Executive Director & CFO

Mr James Philip Myers
Non-Executive Director

Mr Paul Hissey
Non-Executive Director

Company Secretary

Ms Shannon Coates

ASX Code

RBX

Registered Office

Suite 5, 62 Ord Street
WEST PERTH WA 6005

Telephone: + 61 8 9322 1587
Email: admin@resourcebase.com.au
Website: www.resourcebase.com.au

Legal advisers

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

Telephone: +61 1300 554 474

* This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

Auditor*

Elderton Audit Pty Ltd
Level 2, 267 St Georges Terrace
PERTH WA 6000

Share Registry*

Link Market Services
Level 12 QV1 Building
250 St Georges Terrace
PERTH WA 6000

Independent Geologist

Mr Jason Beckton
24 Creek Drive
VERRIERDALE QLD 4562

2. TIMETABLE

Action	Date*
Announcement of Placement	27 September 2021
Lodgement of Prospectus with ASIC and ASX	1 October 2021
Opening Date	4 October 2021
Issue of Shares under the Placement	4 October 2021
Closing Date of the Offer	7 October 2021
Shareholders General Meeting	On or about 17 November 2021

* These dates are indicative only and subject to the ASX Listing Rules may be varied by the Directors without prior notice.

3. IMPORTANT NOTES

3.1 Introduction

This Prospectus is dated 1 October 2021 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC, the ASX and their respective 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 investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form. The Company does not intend to issue any Shares under the Offer and has not attached an Application Form.

3.2 Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This means this Prospectus alone does not contain all the information that is generally required to satisfy the disclosure requirements of the Corporations Act. Rather, it incorporates all other necessary information by reference to information contained in documents which have been lodged with ASIC on certain dates.

This Prospectus incorporates the disclosure document lodged by the Company with ASIC on 7 May 2021 for an initial public offering of the Company's securities on the ASX (**May Prospectus**).

This Prospectus also provides an update in the Company's activities since the May Prospectus as set out in section 4, including details of the Acquisition and accompanying Independent Technical Assessment Report in Annexure A and Solicitor's Tenement Report in Annexure B. Also included in this prospectus (at Annexure C) is the Company's Annual Report for the year ended 30 June 2021 (as announced to the ASX on 30 September 2021), which includes the Company's audited financial accounts for the period.

In referring to the May Prospectus, the Company:

- (a) identifies the May Prospectus as being relevant to the Offer of Shares under this Prospectus and containing information that will provide investors and their professional advisers with information to assist them in making an informed assessment of:
 - (i) the rights and liabilities attaching to the Shares; and
 - (ii) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
- (b) refers investors and their professional advisers to Section 7.3 of this Prospectus which summarises the information in the May Prospectus taken to be included in this Prospectus;

- (c) informs Shareholders and their professional advisers or analysts that, prior to the Closing Date, they are able to obtain, free of charge, a copy of the May Prospectus and a copy of this Prospectus by contacting the Company during normal business hours or by downloading a copy from the Company web site; and
- (d) advises that the information in the May Prospectus will be primarily of interest to Shareholders and their professional advisers or analysts.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

3.3 Risk Factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 7 of the May Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

3.4 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.

3.5 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 our 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 our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 7 of the May Prospectus.

4. COMPANY UPDATE

In addition to the information contained in the May Prospectus the Company sets out the below update of its activities.

4.1 Exploration Activities Underway

The Company announced on 6 September 2021, that it has appointed Mr Ian Cameron, experienced geologist, as exploration Manager to assist the Company with its exploration program at the Black Range Project.

The Company has commenced exploration activities as announced on 3 August 2021. It is well underway in its planning and commissioning of the large-scale geophysical survey program, which is scheduled to commence on site on Friday, 1 October 2021, the Company anticipates that the program will take approximately four (4) weeks to complete.

The geophysical survey program has been designed to test the priority target area between the Eclipse and New Moon prospects, a 4km strike of defined volcanic graben which is host to the Eclipse prospect. There are a number of identified targets across the full extent of the tenement that will be tested in due course as part of the Company's broader exploration strategy.

There are two main components to the geophysical program:

- Induced Polarisation / Resistivity survey (IP/Res); and
- Gravity survey.

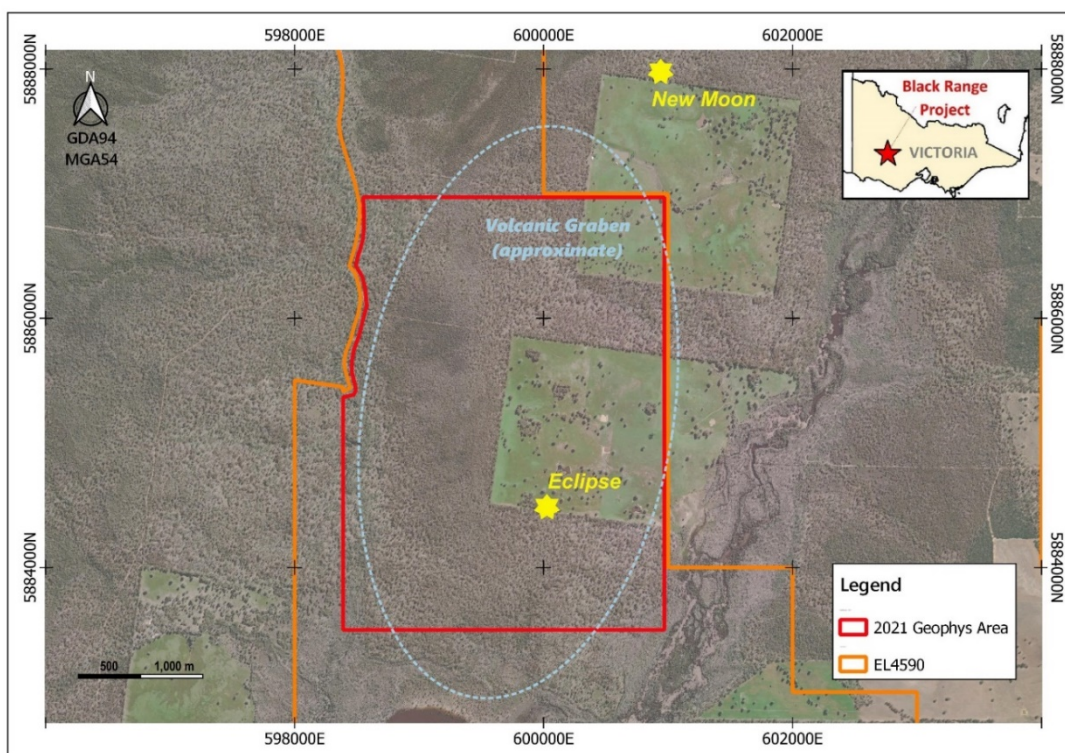


Figure 1: Resource Base Tenement showing zone of interest

Induced Polarisation / Resistivity

VHMS mineralisation can be defined as generally more chargeable and less resistive than the surrounding host rocks. Historic IP/Res surveys over the tenement have focused on the main Eclipse prospect and an area to the immediate northwest. Most of the area between the Eclipse and New Moon prospects has not been tested by past surveys and these have had vastly differing array geometries.

The current IP/Res survey aims to produce a consistent coverage of IP and Resistivity data across the targeted extent of the interpreted volcanic graben on EL4590 to a depth of 500m or more. This data will be used to create a 3D model from which interpretations of the distribution of sub-surface geological units and hydrothermal alteration, potentially associated with VHMS mineralisation, can be made.

Gravity

Within significant VHMS deposits significant mineralisation predominantly has a higher density than the surrounding host rocks. A ground gravity survey is being completed to accurately place any gravity disparities within the volcanic host rock sequence.

A 3D model of gravity distributions will be created and integrated with the IP/Res model and available historic drilling data to help define targets for the inaugural drilling program at the Black Range Project, expected to commence in Q4 CY2021.

The Company notes that it has engaged Khumsup Geophysics to undertake the geophysics program, replacing Fender Geophysics as previously announced on 3 August 2021.

Following the completion of further geophysical programs, the Company intends on targeting extra areas within the tenement Applications.

4.2 Mitre Hill Project

4.2.1 Acquisition

As announced on 24 September 2021, the Company has entered into an agreement with the shareholders (**Vendors**) of Mitre Hill Pty Ltd (ACN 649 690 059) (**Mitre Hill**), pursuant to which it has agreed to acquire 100% of the issued capital in Mitre Hill (**Acquisition**). The material terms of the proposed acquisition are summarised in Section 4.2.2 below.

Mitre Hill is the holder of 5 tenement applications comprising of one Exploration Licence Application in South Australia and four Exploration Licence Applications in Victoria (**Applications**). The Applications are prospective for Ionic clay hosted Rare Earth deposits, comprising of:

Tenements Applications	State
ELA 2021/00059	South Australia
EL7641	Victoria
EL7647	Victoria
EL7646	Victoria
EL7640	Victoria

4.2.2 Acquisition Agreement

The material terms of the Acquisition Agreement are as follows:

- (a) **Consideration:** the proposed consideration for the Acquisition is as follows:
 - (i) Subject to shareholder approval for the purposes of Listing Rule 7.1, the issue (on a pro-rata basis) of 4,700,000 Shares, to be issued in five (5) equal tranches upon the grant of each exploration licence (**EL**), the subject of the respective Applications (**Consideration Shares**).

The Consideration Shares will be subject to ASX imposed escrow for a period of 12 months from their date of issue (**ASX Escrow Period**).

In the event that any of the exploration licences the subject of the Applications (ELs) remain ungranted at the end of the ASX Escrow Period, the proportional number of Consideration Shares (i.e. 1 ungranted EL equals 20% of the Consideration Shares) shall remain in voluntary escrow until such time as the ELs are granted, or the buy-back and cancellation procedure (outlined below) has taken place.

If any ELs have not been granted by the date which is 12 months from the date of the acquisition agreement (or such other date agreed by the parties in writing) (**Drop Dead Date**), the proportional number of Consideration Shares (i.e. 1 ungranted EL equals 20% of the Consideration Shares) will be subject to cancellation by the Company by way of a selective buy back, for nil consideration (subject to shareholder approval) (**Cancellation**).

If any ELs remain ungranted at the Drop Dead Date, the Company will procure the transfer of the granted ELs from Mitre Hill to a related group entity, then arrange for Mitre Hill (which will then only hold the ungranted EL applications) to be sold back to the Vendors for nominal consideration.

- (ii) Subject to shareholder approval for the purposes of Listing Rule 7.1, the issue (on a pro-rata basis) of 4,000,000 performance rights on the terms and conditions as set out in Section 8.2 (**Performance Rights**).

The Performance Rights will be issued on the date that is 3 business days following the later of (i) that date which shareholder approval is received for the issue of the Performance Rights and (ii) the date of grant of the first EL.

The Performance Rights will be subject to ASX imposed escrow for a period of 12 months from their date of issue.

- (iii) The Company shall pay to the Vendors a royalty of 1% of the net smelter return on all minerals (on a pro-rata basis), mineral products and concentrates, produced and sold from the ELs (or any tenement(s) which may be granted in lieu of or relate to the same ground as the ELs); and
- (iv) The Company shall reimburse the Vendors (on a pro-rata basis) up to \$50,000 for prior expenditure incurred on the Applications to date, subject to the production of valid receipts/invoices from the Vendors.

- (b) **Conditions Precedent:** The Acquisition remains conditional upon:

- (i) completion of the Placement (as detailed further below); and
- (ii) the Company obtaining all necessary shareholder, regulatory or third-party approvals required to complete the Acquisition, including approval pursuant to Listing Rule 7.1 for the issue of the Consideration Shares, Performance Rights and Attaching Options (defined in section 5.2)

- (c) **Exclusivity:** The Company will pay the Vendors (on a pro-rata basis) a \$50,000 exclusivity fee on execution, that in the event settlement occurs, may (at the Vendors' election) be refunded (in full) in consideration for the issue of 294,117 shares in the Company at settlement.

The Acquisition will otherwise be made on customary terms.

The Company intends to seek Shareholder approval for the issue of the Consideration Shares, Performance Rights and Attaching Options for the purposes of Listing Rule 7.1 at a general meeting to be held in the coming months (**General Meeting**).

4.2.3 Location & Geology

The main Projects which are situated approximately in a line from the towns of Naracoorte and Penola over a strike length of at least 40km.

The main economic target is Ionic clay hosted Rare Earth deposits, with possible economic concentrations of Heavy Rare Earths considered strategically important given global supply modelling. See Figure 2 below Location of Mitre Hill tenements.

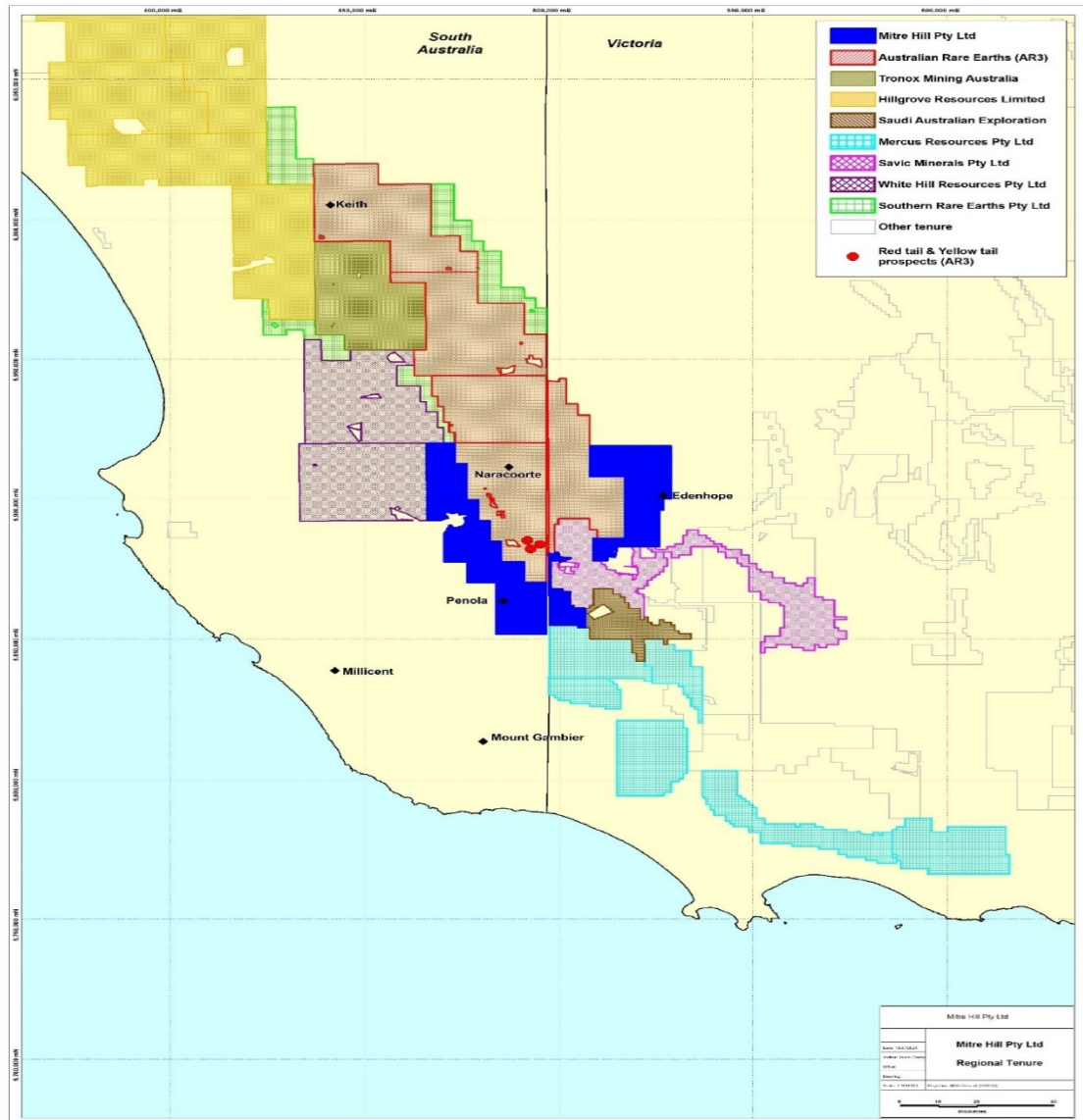


Figure 2: Tenement Location for Mitre Hill and competitors in South Australia and Victoria

The projects are located over the transition from the concluding phases of the Loxton - Parilla strandlines to the more broadly spaced Bridgewater formation in South Australia and Victoria.

A significant archive of historical exploration data has been acquired by the Company, including drilling results, numerous government studies and minor private exploration. Rare earth deposits are known to occur at the bottom of a shallow clay layer, on the top of basement (in this case the Gambier Limestone).

The Murray Basin extends over 300,000 km² predominated by Cainozoic sediments. In the Mallee Region in the West relevant to this report, the Murray basin Cainozoic Loxton prailla sands are concealed beneath semi-arid landscape of quaternary dune fields. The tenement areas in both South Australia and Victoria occur in the Western margin of the Murray basin. The sequence of interest in terms of REE mineralisation is the Pliocene (2.5 to 5.3 Ma) Loxton Parilla Sands as per Baohung see Figure 3 below.

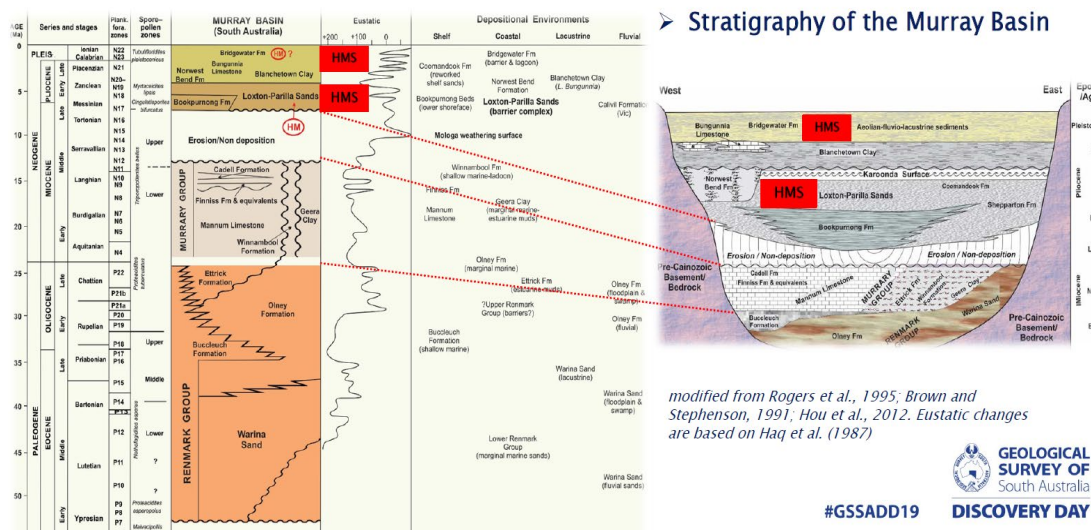


Figure 3: Heavy Metal Sands target within the Loxton Parilla Sands and the Bridgewater Formation are both present in Mitre Hill tenure applications.

Refer to Annexure A of the Independent Technical Assessment Report for further detail with respect to the historic exploration undertaken at the Mitre Hill Project.

4.2.4 Business model

Following completion of the Offer and the Acquisition, the Company's proposed business model will be to continue to further explore and develop its existing Black Range Project in accordance with the Company's intended exploration programs as detailed in the May Prospectus.

Upon grant of the ELs comprising the Applications, the Company intends to undertake exploration activities at the Mire Hill Project, the details of which are included in section 4.2.5 below.

It is the Company's view that the Acquisition is wholly consistent with this publicly articulated objective and business model and otherwise represents an opportunity to enhance shareholder value.

4.2.5 Proposed Exploration Program

It is currently proposed that the initial exploration budget for the Mitre Hill Project will be as follows:

Cost Centres	Year 1 ¹	Year 2
Assembly of geological database and sampling of historic drill core	100,000	50,000
Drilling & further sampling	233,000	125,000
Mineralogical and metallurgical testwork	195,000	295,000
Project management & tenement costs	150,000	230,000

Cost Centres	Year 1 ¹	Year 2
TOTAL	678,000	700,000

1. This estimate takes into account that due to the expected timing on granting of the tenements, the Company will not be undertaking activities on all five tenements in the first year.

The exploration budget will be subject to modification on an ongoing basis, depending on the exploration results as they progress.

4.3 Details of Substantial Holders

Based on publicly available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Description ^{1,3}	Shares	%
Navarre Minerals Limited	7,600,000	17.43
ASIPAC Group Pty Ltd	3,195,478	7.33

4.4 Disclosure of Interest

On 14 July 2021, there was a change of interests for James Myers by the acquisition of an additional 100,000 Shares via an on-market purchase. Other than Mr Myers, the relevant interest of each of the Directors in the Securities of the Company as at the date of listing has remained the same.

On 14 July 2021, an Appendix 3Y for Mr Myers and associates was released reflecting a change in his holdings as Director. The details are set out below:

Shareholder	Shares	Options
James Myers and associations ¹	100,000	1,500,000

1. The securities are held by Molo Capital Pty Ltd ATF the Jamie Myers Family A/C. Mr Myers is a director of Molo Capital Pty Ltd and a beneficiary of the Jamie Myers Family A/C trust.

5. DETAILS OF THE OFFER AND PLACEMENT

5.1 The Offer

This Offer is an offer for up to 100 Shares at an issue price of \$0.20 per Share to raise \$20 (before expenses) (**Offer**).

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

The Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 10.2 of the May Prospectus for further information regarding the rights and liabilities attaching to the Shares.

5.2 Placement

It is a condition precedent to the Acquisition that the Company raises \$1.2 million through a placement (**Placement**) of up to six (6) million Shares at an issue price of \$0.20 per Share (**Placement Shares**), together with one free attaching option (exercisable at \$0.25 on or before the date that is three years from their date of issue) for every two shares applied for and issued under the Placement (**Attaching Options**).

On 27 September 2021, the Company announced it had received firm commitments to raise \$1.2 million under the Placement to fund costs associated with the Acquisition, proposed exploration program on the ELs (once granted) and working capital.

Further details with respect to the Placement are set out below:

- (a) the Company has appointed Candour Advisory Pty Ltd (ACN 628 454 839) (Lead Manager) to act as lead manager to the Placement. Blue Bird Capital Pty Ltd, an associate of the Vendors, assisted as co-bookrunner.

A summary of the material terms and conditions of the Company's mandate with the Lead Manager is set out below:

Resource Base will pay Candour Advisory a:

- (i) 2% (+ GST) Lead Manager Fee on equity capital raisings conducted by the Company; and
 - (ii) 4% (+ GST) Broker Handling Fee on equity capital raisings conducted by the Company.
- (b) the Placement Shares will be issued under the Company's existing placement capacity under Listing Rule 7.1, the issue is expected to occur in accordance with the timetable set out in Section 2;
- (c) the Attaching Options will be issued subject to shareholder approval for the purposes of Listing Rule 7.1; and
- (d) Mitre Hill have the right to nominate an advisor (who will be an associate of the Vendors) as co-book runner to the Placement and allocate up to \$700,000 of the Placement (**Vendor Allocation**). To this end, Blue Bird Capital Pty Ltd, an associate of the Vendors, were nominated by the Vendors and assisted as co-bookrunner.

The entire Vendor Allocation will be subscribed for by the Vendors and/or their associates.

5.3 Use of Placement Funds

The funds raised from the Placement are intended to be applied in accordance with the table set out below:

Proceeds of the Offer	Full Subscription \$	%
Expenses of the Offer ¹	150,000	12.5
Brokerage	72,000	6.0
Proposed Exploration Program	678,000	56.5
Working Capital	300,000	25.0
Total	1,200,000	100.0

1. Refer to Section 9.4 of this Prospectus for further details relating to the estimated expenses of the Offer.

5.4 Purpose of the Offer

The Company is seeking to raise only a nominal amount of \$20 under the Offer and, accordingly, the purpose of this Prospectus is not to raise capital. The primary purpose of the Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company under the Placement.

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties, together with a copy of this Prospectus.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

5.5 Minimum Subscription

There is no minimum subscription.

5.6 Underwriting

The Offer is not underwritten.

5.7 Application for Shares

The Offer is being extended to investors who are invited by the Company to subscribe for Shares and is not open to the general public. The Company may determine in its discretion whether to accept any or all Applications.

Applications under the Offer must be made using the Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Completed Application Forms and accompanying cheques must be mailed or delivered to the Company in accordance with the instructions on the Application Form.

The Company does not presently intend to issue any Shares under the Offer. As noted above, the primary purpose of the Offer is to remove any trading restrictions attaching to Shares to be issued under the Placement.

The Company reserves the right to close the Offer early.

5.8 ASX Listing

The Company will apply for Official Quotation of the Shares offered under this Prospectus within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered under this Prospectus pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASX), the Company will not issue any such Shares under this Prospectus and will repay all application monies for the Shares offered under this Prospectus within the time prescribed under the Corporation Act, without interests. 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 Shares now offered for subscription.

5.9 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside of Australia may be restricted by law.

The Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

5.10 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, on +61 8 9322 1587

6. PURPOSE AND EFFECT OF THE OFFER

6.1 Purpose of the offer

As set out above, the purpose of the Offer is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus).

6.2 Effect of the Offer and Acquisition on capital structure

Shares	Number
Shares currently on issue	43,591,152
Shares to be issued under the Placement ¹	6,000,000
Shares offered under this Prospectus ³	100
Shares to be issued pursuant to the Acquisition ²	4,700,000
Total	54,291,252

Notes:

1. Refer to the Company's ASX announcement dated 27 September 2021
2. The issue of these Shares is subject to shareholder approval at the upcoming General Meeting. Refer to Section 4.2 for further details of the Acquisition.
3. The Company does not presently intend to issue these Shares.
4. In addition, the Vendors may elect to convert the \$50,000 exclusivity received from the Company in connection with the Acquisition into a total of 294,117 Shares at settlement.

Options	Number
Options currently on issue	9,685,640
Attaching Options to be issued under the Placement ¹	3,000,000
Total	12,685,640

Notes:

1. The issue of these Options is subject to shareholder approval at the upcoming General Meeting. Full terms and conditions of the Options are set out in section 8.1.
2. In addition, and subject to shareholder approval, the Company proposes to issue a further 2,500,000 Options, exercisable at \$0.25 on or before the date that is 3 years from their date of issue, to Candour Advisory Pty Ltd in part consideration for corporate advisory services to be provided to the Company over a 12 month period.

Performance Rights	Number
Performance Rights currently on issue	Nil
Performance Rights to be issued pursuant to the Acquisition ^{1,2}	4,000,000
Total	4,000,000

Notes:

1. Refer to Section 4.2.2 for further details with respect to the Acquisition.
2. The issue of these Performance Rights is subject to shareholder approval at the upcoming General Meeting. Full terms and conditions of the Performance Rights are set out in Section 8.2.

6.3 Pro Forma Balance Sheet

The unaudited pro forma balance sheet as at 30 June 2021 shown below has been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Shares offered under the Prospectus are issued.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Pro forma consolidated statement of financial position					
	Resource Base Audited as at 30 June 2021	Proforma Adjustments (includes significant subsequent events)	Pro-Forma – Max Subscription as at 30 June 2021	Pro forma Adjustments for Proposed Transaction	Pro Forma at 30 June 2021
	\$AUD	\$AUD	\$AUD	\$AUD	\$AUD
Current Assets					
Cash at bank	97,937	5,163,480	5,261,417	978,000	6,239,417
Trade and other receivables	21,719	-	21,719	-	21,719
Total Current Assets	119,656	5,163,480	5,283,136	978,000	6,261,136
Non-Current Assets					
Black Range Project	-	1,638,000	1,638,000	-	1,638,000
Mitre Hill Project	-	-	-	858,823	858,823
Total Non-Current Assets	-	1,638,000	1,638,000	858,823	2,496,823
Total Assets	119,656	6,801,480	6,921,136	1,836,823	8,757,959

Pro forma consolidated statement of financial position

	Resource Base Audited as at 30 June 2021	Proforma Adjustments (includes significant subsequent events)	Pro-Forma – Max Subscription as at 30 June 2021	Pro forma Adjustments for Proposed Transaction	Pro Forma at 30 June 2021
Liabilities					
Current Liabilities					
Payables	910,693	-	910,693	-	910,693
Borrowings	3,428,938	(3,428,938)	-	-	-
Total Current Liabilities	4,339,631	(3,428,938)	910,693	-	910,693
Total Liabilities	4,339,631	(3,428,938)	910,693	-	910,693
Net Assets/(Liabilities)	(4,219,975)	10,230,418	6,010,443	1,836,823	7,847,266
Equity					
Issued capital	14,932,002	9,838,113	24,770,114	1,836,823	26,606,937
Share Based Payments Reserve	-	967,193	967,193	-	967,193
Reserves	46,583	-	46,583	-	46,583
Accumulated losses	(19,198,559)	(574,888)	(19,773,447)	-	(19,773,447)
Total Equity	(4,219,975)	10,230,418	6,010,443	1,836,823	7,847,266

7. INFORMATION DEEMED TO BE INCORPORATED IN THIS PROSPECTUS

7.1 May Prospectus

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type. Rather, the Prospectus incorporates, by reference, information contained in the May Prospectus.

7.2 Included Information

The May Prospectus contains all information that Shareholders require in relation to the Offer (as supplemented by this Prospectus) and the May Prospectus in its entirety is deemed to be incorporated in this Prospectus. The material provisions of the May Prospectus are summarised below in Section 8.3 and will primarily be of interest to Shareholders and their professional advisers or analysts.

The May Prospectus will be made generally available during the Application Period by being posted on the Company's website (www.resourcebase.com.au). In addition, the Company will make a copy of the May Prospectus available to Shareholders free of charge if so requested.

7.3 Summary of Information Deemed to be Incorporated

In accordance with section 712 of the Corporations Act, set out below is a summary of the information contained in the May Prospectus that is deemed to be incorporated in this Prospectus. The headings and page numbers referred to below are references to the May Prospectus.

- (a) **Chairman's Letter (page 1):** A summary of the corporate strategy and exploration business of the Company.
- (b) **Investment Overview (pages 4-14):** An overview of the Company, its Directors, the Black Range Project and the business model and prospects of the Company.
- (c) **Company and Project Overview (pages 21-30):** This section provides an overview and discussion of the Company and its Black Range Project located in Western Victoria adjacent to the Grampians National Park, including the proposed program of works for the exploration and development of the Black Range Project. In addition, it contains an indicative budget for the Company for the first two years following the Company's listing on the ASX.
- (d) **Risk Factors (Pages 53-63):** This section lists a number of risks that may have a material effect on the financial position and performance of the Company and the value of its securities, as well as the Company's exploration and development activities and an ability to fund those activities. This section includes (1) Company specific risks, being limited history, contractual risk, tenement renewal, exploration and operating, mining, market, climate and COVID-19. (2) Industry specific risks of tenement access, native title and aboriginal heritage, exploration costs, resource and reserves and exploration targets, granting of future authorisations to explore and mine, mine development, environmental, regulatory compliance. (3) General risks being additional requirements for capital, reliance on key personnel, competition risks, economic and financial market risks, commodity price volatility and exchange rate risks, government policy changes, insurance, force majeure, taxation and litigation risks.
- (e) **Directors and Key Personnel (pages 64-72):** This section provides profiles of the Board of Directors.

- (f) **Material Contracts (pages 73-79):** This section summarises the agreements which may have a material effect on the business of the Company.

It is noted that the following contracts are no longer considered to have a material effect on the business of the Company:

- (i) Section 9.1.1 Lead Manager Mandate – on account of the mandate applying to lead manager services provided to the Company by Candour Advisory Pty Ltd in connection with the offer under the May Prospectus;
- (ii) Section 9.2.1 Acquisition Agreement and Section 9.2.2 Facilitator Agreement – on account of the Company's acquisition of the Black Range Project completing prior to its admission to the Official List of the ASX;
- (iii) 9.2.3 Debt Conversion Agreements – on account of the conversion of the debts the subject of these agreements completing prior to the Company's admission to the Official List of the ASX,

and there being no continuing material obligations on the Company under these agreements.

- (g) **Additional Information (pages 80-91):** Provides a range of information for investors that was required to be disclosed in the May Prospectus, including:

- (i) confirmation that there is no current or threatened litigation involving the Company;
- (ii) a summary of the rights attaching to shares;
- (iii) a summary of the terms and conditions of options on issue;
- (iv) information required by ASX Guidance Note 19 with respect to deferred consideration shares proposed to be issued to the vendors of the Black Range Project; and
- (v) details of the interests of the Directors in the securities of the Company.

- (h) **Independent Technical Assessment Report (Annexure A):** Written by Mark Gifford MSc (*Hons*) FAusIMM the report provides detail of the geology, exploration history, exploration potential and the proposed exploration program and budget for the Company's Black Range Project.

- (i) **Solicitor's Report on Tenements (Annexure B):** Prepared by Steinepreis Paganin, the report details the Company's interest in the mining tenements described in the May Prospectus. Among other things, the report details the company's interests in the tenement comprising the Black Range Project, the status of the tenement and details of native title and other third party interests in the tenement.

- (j) **Investigating Accountant's Report (Annexure C):** Prepared by Elderton Capital the report dated 4 May 2021 contained historical and pro-forma financial information for the purposes of the offer of Shares under the May Prospectus.

- (k) **Independent Expert's Report on Deferred Consideration (Annexure D):** Prepared by BDO Perth the report dated 5 May 2021 providing an opinion on whether the issue of the Performance Securities as deferred consideration on meeting each of the Tranche 2 and Tranche 3 milestones is fair and reasonable to the non-associated shareholders of the Company.

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.

8. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

8.1 Rights and liabilities attaching to Attaching Options

The Attaching Options will be issued on the following terms:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to Section 8.1(i), the exercise price for each Option is \$0.25 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5.00pm (AEST) on the date 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

Subject to section 8.1(b), the Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (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, subject to any restriction or escrow arrangements imposed by ASX, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Section 8.1(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, or the Company is unable to lodge such a notice, 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, and the Option holder agrees to the Company's share registry placing a holding lock on any Shares issued on exercise of the Options until such a prospectus has been lodged.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date of the Options, all rights of the Option holder will be varied in accordance with the ASX Listing Rules.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue in accordance with the ASX Listing Rules.

(k) **Change in exercise price**

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

(l) **Adjustment for bonus issues**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Option exercise price.

(m) **Transferability**

The Options are not transferable, except with the prior written approval of the Company.

(n) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

8.2 Rights attaching to Performance Rights

- (a) **(Milestones)** the Performance Rights will vest upon satisfaction of the following milestones:

- (i) (**Tranche 1**): 2,000,000 Performance Rights shall vest upon the Purchaser achieving, at ten (10) contiguous drill holes on the ELs at least 50 metres apart, intercept grades of a minimum of 600ppm total rare earth oxides (**TREO**) over at least one (1) metre, within fifteen (15) months of the Drop Dead Date.
- (ii) (**Tranche 2**): 2,000,000 Performance Rights shall vest upon the announcement by the Purchaser of a of a JORC compliant Inferred Mineral Resource (as defined in the JORC Code 2012 Edition) on the ELs of 30 million tonnes or greater, grading a minimum of 700ppm TREO or greater, within two (2) years from the Drop Dead Date.

(together, the **Milestones** and each, a **Milestone**).

- (b) (**Notification to holder**): the Purchaser shall notify the holder in writing when a Milestone has been satisfied.
- (c) (**Vesting**): the board of directors of the Purchaser (**Board**) may, in its absolute discretion, determine that all or a specified number of a holder's Performance Rights automatically vest on a Change of Control Event (as defined below), subject to a minimum requirement that for each EL that was granted prior to the Drop Dead Date, the equivalent percentage of a holder's Performance Rights will automatically and immediately vest, regardless of whether any Milestones have been satisfied, in the event of one of the following (each a **Change of Control Event**):
 - (i) a takeover bid in respect of the Purchaser under Chapter 6 of the Corporations Act 2001 (Cth) (**Corporations Act**) is made;
 - (ii) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Purchaser or its amalgamation with any other company or companies;
 - (iii) any person becomes bound or entitled to acquire shares in the Purchaser under:
 - (A) section 414 of the Corporations Act; or
 - (B) Chapter 6A of the Corporations Act;
 - (iv) the Purchaser passes a resolution for voluntary winding up; or
 - (v) an order is made for the compulsory winding up of the Purchaser.

By way of example, if 3 out of 5 of the ELs have been granted as at the date of a Change of Control Event, a minimum of 60% of a holder's Performance Rights will automatically and immediately vest, regardless of whether any Milestones have been satisfied, subject to any determination by the Board that greater number of Performance Rights should automatically and immediately vest.

- (d) (**Conversion**): subject to paragraph (c), upon satisfaction of an applicable Milestone, each Performance Right will, at the election of the holder, convert into one fully paid ordinary share in the capital of the Purchaser (**Share**).
- (e) (**Lapse of a Performance Right**): if the Milestone attaching to a Performance Right has not been satisfied on or before the date specified for satisfaction in paragraph (a) (**Milestone Date**), it will automatically lapse.

Any Performance Right not converted before the date which is 3 years from the Drop Dead Date (**Expiry Date**) shall automatically lapse on the Expiry Date and the holder shall have no entitlement to Shares pursuant to those Performance Rights.

- (f) **(Share ranking)**: All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (g) **(Quotation)**: the Purchaser will not apply for quotation of the Performance Rights on ASX. However, the Purchaser will apply for quotation of all Shares issued pursuant to the conversion of vested Performance Rights on ASX within the period required by the ASX Listing Rules.
- (h) **(Issue of Shares)**: Within 5 business days of the Purchaser receiving a notice of conversion from the holder to convert Performance Rights into Shares, the Purchaser will:
 - (i) issue the Shares pursuant to the conversion of the Performance Rights;
 - (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iii) apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights within the period required by the ASX Listing Rules.

If the Purchaser is unable to give ASX a notice in accordance with sub-clause (ii) and unless otherwise agreed with the holder of the Performance Rights, the Purchaser must, within 20 business days of receipt of a notice of conversion, issue a prospectus pursuant to section 708A(11) of the Corporations Act to ensure that Shares issued on conversion of the Performance Rights may be traded within 12 months of their issue.

- (i) **(Transfer of Performance Rights)**: A Performance Right is not transferable.
- (j) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (k) **(Adjustment for bonus issue)**: If the Purchaser 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.
- (l) **(Adjustment for reconstruction)**: If, at any time, the issued capital of the Purchaser is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the vesting conditions) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (m) **(Dividend and Voting Rights)**: A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.
- (n) **(No rights to return of capital)**: A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

- (o) **(Rights on winding up)** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Purchaser upon winding up.
- (p) **(No other rights)** A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

8.3 Shares

Full details of the rights and liabilities attaching to Shares are set out in Section 10.2 of the May Prospectus and are incorporated by reference into this Prospectus.

9. ADDITIONAL INFORMATION

9.1 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.

9.2 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;
- (a) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (b) 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.

Mr Jason Beckton has acted as Independent Geologist and has prepared the Independent Technical Assessment Report which is included in this Prospectus. The Company estimates it will pay Mr Beckton a total of \$4,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Mr Beckton has received no fees from the Company.

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 \$15,000 (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 \$403,853.40 (excluding GST) in fees from the Company for legal services.

9.3 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offer or of the Shares), the Directors, any persons named in the Prospectus with their consent as proposed 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.

Mr Jason Beckton has given his written consent to being named as Independent Geologist in this Prospectus and the inclusion of the Independent Technical Assessment Report in Annexure A in the form and context in which the report is included.

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 and the inclusion of the Solicitor's Report on tenement Applications included in Annexure B to this Prospectus in the form and context in which it appears.

Elderton has given its written consent to being named as auditor of the Company in this Prospectus and the inclusion of the audited financial information of the Company for the year ended 30 June 2021 contained in the 2021 Annual Report included in Annexure C to this Prospectus in the form and context in which it appears.

9.4 Expenses of the Offer

The total expenses of the Offer (excluding GST) are estimated to be approximately \$150,000 and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Minimum Subscription (\$)
Governance and Compliance fees	8,900
Legal Fees ¹	80,450
Independent Geologist's Fees	7,500
Solicitors Tenement Report	10,000
Printing and Distribution	15,000
Miscellaneous	28,150
TOTAL	150,000

Notes:

- Includes fees for advice in connection with the Acquisition and Placement as well as fees in relation to the Offer and preparation of this Prospectus.

9.5 Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.resourcebase.com.au. 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 Secretary at admin@resourcebase.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.

9.6 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.

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

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES 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 CHES 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.

9.8 Privacy Act

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, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's 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 the Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (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.

10. 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.



Shannon Green
Executive Chairman & CEO
For and on behalf of
Resource Base Limited

11. GLOSSARY

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

\$ means an Australian dollar.

Acquisition means the proposed acquisition by the Company of the Project pursuant to the Acquisition Agreement.

Acquisition Agreement means binding term sheet between the Company and the Vendor pursuant to which the Company has the conditional right to acquire a 100% interest in the Tenements.

AEST means Eastern Standard Time as observed in Sydney, New South Wales.

Applications means exploration licence applications 7640, 7641, 7646, 7647 and 2021/00059 as set out in Section 4.2.1 and further described in the Independent Technical Assessment Report at Annexure A.

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

ASIC means Australian Securities & Investments Commission.

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.

Black Range Project or **Project** means the Black Range copper-gold project located in the Stavelly corridor in north west Victoria, comprising the Tenement and host to the Eclipse Prospect.

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.

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 **RBX** means Resource Base Limited (ACN 113 385 425).

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

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

General Meeting means the general meeting of Shareholders held on or about 17 November 2021.

JORC Code has the meaning given in the Independent Technical Assessment Report.

Milestones means the performance related milestones of the Performance Rights, as described in Section 4.2.2.

Offer means the offer of Shares pursuant to this Prospectus as set out in Section 5.1.

Official List means the official list of ASX.

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

Option means an option to acquire a Share.

Performance Rights means an aggregate 4,000,000 performance rights proposed to be issued to the Vendor as deferred consideration, subject to achievement of the Milestones, pursuant to the terms of the Acquisition agreement and on the terms and conditions set out in Section 8.2.

Prospectus means this prospectus.

Section means a Section of this Prospectus.

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

Shareholder means a holder of Shares.

Independent Technical Assessment Report
prepared for Resource Base Limited
in relation to
the South Australian and Victorian tenement applications
held by Mitre Hill Pty Ltd

1st October 2021

J. M. Beckton
Director of Beckton Gledhill Pty Ltd

Resource Base Limited

Suite 5

62 Ord Street

West Perth, WA, 6005

Australia



**RESOURCE
BASE**

Introduction

Beckton Gledhill Pty Ltd ("BGPL") has been commissioned by Resource Base Limited ("RBX" or the "Company") to prepare an Independent Technical Assessment Report ("ITAR" or "Report") to report on the five tenement applications located over ground in Victoria and South Australia ("Projects"). The Projects are held by Mitre Hill Pty Ltd ("Mitre Hill") and RBX has entered into an agreement with the shareholders of Mitre Hill ("Vendors") to acquire 100% of the issued share capital of Mitre Hill, subject to certain conditions ("Acquisition").

The Report is to be included in a prospectus to be lodged by the Company with the Australian Securities Commission ("ASIC") and the Australian Securities Exchange ("ASX") in connection with the Acquisition.

The Projects

The Projects comprise the following applications for tenements:

- (a) (1) South Australian tenement: EL 2021/00059; and
- (b) (4) Victorian tenements: EL007640, EL007641, EL007646 and EL007647.

Further details of the respective tenements are set out in section one of this Report.

A summary of the material terms of the Acquisition agreement with the Vendors is set out in section 2 of this Report.

RBX has proposed a work program detailed below which will allow the Company to finalise the application of the tenements, and to commence the exploration and evaluation of the Project areas.

Scope of Work

BGPL's primary obligation in preparing this ITAR is to independently describe mineral projects applying the guidelines of the Australian Joint Ore Reserves Committee (JORC Code) and 2015 Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (VALMIN Code). These require that the Report contains all the relevant information at the date of disclosure, which investors and their professional advisors would reasonably require in making a reasoned and balanced judgement regarding the projects. BGPL has compiled the Report based on the principle of reviewing and interrogating both the documentation of RBX and other previous exploration within the area. This Report is a summary of the work conducted, completed, and reported by the various explorers to 27 August 2021 based on information supplied to BGPL by RBX and other information sourced in the public domain, to the extent required by the VALMIN and JORC Codes.

BGPL understands that its review and report will be included in the Prospectus, and as such, it is understood that BGPL's review and valuation will be a public document. Accordingly, this Report has been prepared in accordance with the requirements of the 2015 VALMIN Code.

Competent Person

This ITAR has been prepared in accordance with the VALMIN Code, which is binding upon Members of the Australian Institute of Geoscientists (AIG) and the Australasian Institute of Mining and Metallurgy (AusIMM), the JORC Code and the rules and guidelines issued by such bodies as ASIC and ASX that pertain to Independent Expert Reports.

The information in this report that relates to Exploration Results, is based on information compiled by Jason Beckton B Sc (Honours) MEconGeol, Member of the Australian Institute of Geoscientists. Mr Beckton is a professional geologist and has been engaged by the Company as an independent geological consultant. Mr Beckton has more than 28 years of international experience and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity, which RBX is undertaking to qualify as an Expert and Competent Person as defined in the 2012 Edition of the JORC Code. Mr Beckton consents to the inclusion in this report of the matters based on the information in the form and context in which they appear.

Under the definition provided by the VALMIN Code the mineral projects of the Company are classified as "early stage exploration projects" where mineralisation may or may not have been identified but where Mineral Resource Estimates past inferred level have not been identified. The properties are considered to be sufficiently prospective, subject to varying degrees of risk, to warrant further exploration and development of their economic potential.

This Report is based on Mr Beckton's review of the available published data, and company reports and data and has not visited the property but has liaised with geological staff that have completed recent exploration and associated tasks with respect to the Project. The Report has

been prepared with JORC compliance as a primary aim within the reporting process. No resources are reported or defined in the production of the Report.

Mr Beckton is not aware of any material fact or material change with respect to the subject matter of this Report which is not reflected in this Report and is not aware of any possible omissions that would deem this Report misleading.

Qualifications and Experience

The person responsible for this report is;

Jason Michael Beckton, B Sc (Honours) MEconGeol, Member of the AIG.

Mr Jason Beckton is 50 years old and an Australian based geologist with over 28 years experience in exploration geology specialising in metalliferous exploration in Australia, South America and Europe. He is the founder and director of an independent consulting company, Beckton Gledhill Pty Ltd since 2007.

Jason Beckton graduated from Melbourne University in 1993 BSc (Honours) majoring on the geology of the Willyama Supergroup in South Australia (Olary District). Mr Beckton also holds a Masters in Economic Geology (MEconGeol) from the University of Tasmania (1999).

Some of his career highlights include;

- Exploration geologist for Pancontinental Mining Ltd in the Peake and Denison ranges including drilling through the Great Artesian Basin.
- Led discovery team of discovery of significant mineralisation at Palmarejo Project, Mexico between 2004 and 2006.
- Led discovery team of discovery of significant mineralisation at Caspiche Project, Chile between 2006 and 2007.
- Founder Redhill Chile with coal and copper assets onsold up to 2013.
- Founder Prospech Slovakia post 2015.

The information in this report that relates to technical assessment and valuation of mineral assets reflects information compiled and conclusions derived by Jason Beckton who is a member of The Australasian Institute of Mining and Metallurgy and the Australian Institute of Geosciences. Jason Beckton is not an employee of the Company.

Jason Beckton has sufficient experience relevant to the technical assessment of the mineral assets under consideration and to the activity, which he is undertaking to qualify as a Practitioner as defined in the 2015 edition of the "Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets". Jason Beckton consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Independence

Beckton Gledhill Pty Ltd, its Directors, Employees and Associates are not, nor intend to be a director, officer or other direct employee of the Company and have no material interest in the projects. The relationship with the Company is solely one of professional association between client and independent consultant.

Yours Faithfully



Jason. M. Beckton
BSc Hons MEconGeol and AIG
Director of Beckton Gledhill Pty Ltd.

Executive summary

The Projects which are situated approximately in a line from the towns of Naracoorte and Penola over a strike length of at least 40km. The main economic target is Ionic clay hosted rare earth occurrences, with possible economic concentrations of heavy rare earths considered strategically important given global supply modelling.

The Projects are located over the transition from the concluding phases of the Loxton - Parilla strandlines to the more broadly spaced Bridgewater formation (Bowler et al 2006) in South Australia and Victoria.

A significant archive of historical exploration data has been acquired by the Company, including drilling results, numerous government studies and minor private exploration. Rare earth occurrences are known to occur at the bottom of a shallow clay layer, on the top of basement (In this case the Gambier Limestone – AR3 Investor Presentation July 2021),

Drill collar information with respect to previous exploration on the Projects are set out within Tables within the body of the Report or within the Annexures.

To date, neither Mitre Hill nor RBX has not drilled the tenements which remain in the application phase in South Australia and Victoria by Mitre Hill.

A proposed exploration program has been formulated by the Company for the purposes of assembling a geological database, sampling of historic drill core, drilling targets based on geological reasoning and for Project related costs . Details of the proposed program are set out in **Section 6** of this Report The estimated expenditure for the period is \$1.27 million.

The programme will be subject to modification on an ongoing basis, depending on the exploration results as they progress.

The Company anticipates that funds raised from its proposed \$1 million capital raising, together with existing cash reserves, will be sufficient to cover the exploration budget and licence obligations as set by the South Australian and Victorian Governments.

The proposed exploration program and budget appears to be based on sound geologic principals and supported by reliable data.

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2.0 Mitre Hill Agreement

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7.0 Conclusions

8.0 References

Appendices

- Appendix 1 Glossary of Terms.

1 Property Location and description

On settlement of the Acquisition, RBX will hold a 100% interest in Mitre Hill, which in turn, will hold a 100% interest in five exploration licence applications as described in Table 1.

Table 1. Exploration Tenement Details.

Tenement Name and Number	Area [km ²]	Application Date Accepted	Licence Applicant
ELA2021/00059 (South Australia)	810	19/05/21	Mitre Hill Pty Ltd
EL007640 (Victoria)	409	29/07/21	Mitre Hill Pty Ltd
EL007646 (Victoria)	28	29/06/21	Mitre Hill Pty Ltd
EL007647 (Victoria)	30	16/16/21	Mitre Hill Pty Ltd
EL007641 (Victoria)	103	17/06/21	Mitre Hill Pty Ltd
Total	1380		

The Projects are located in central and eastern South Australia and Victoria as shown below.

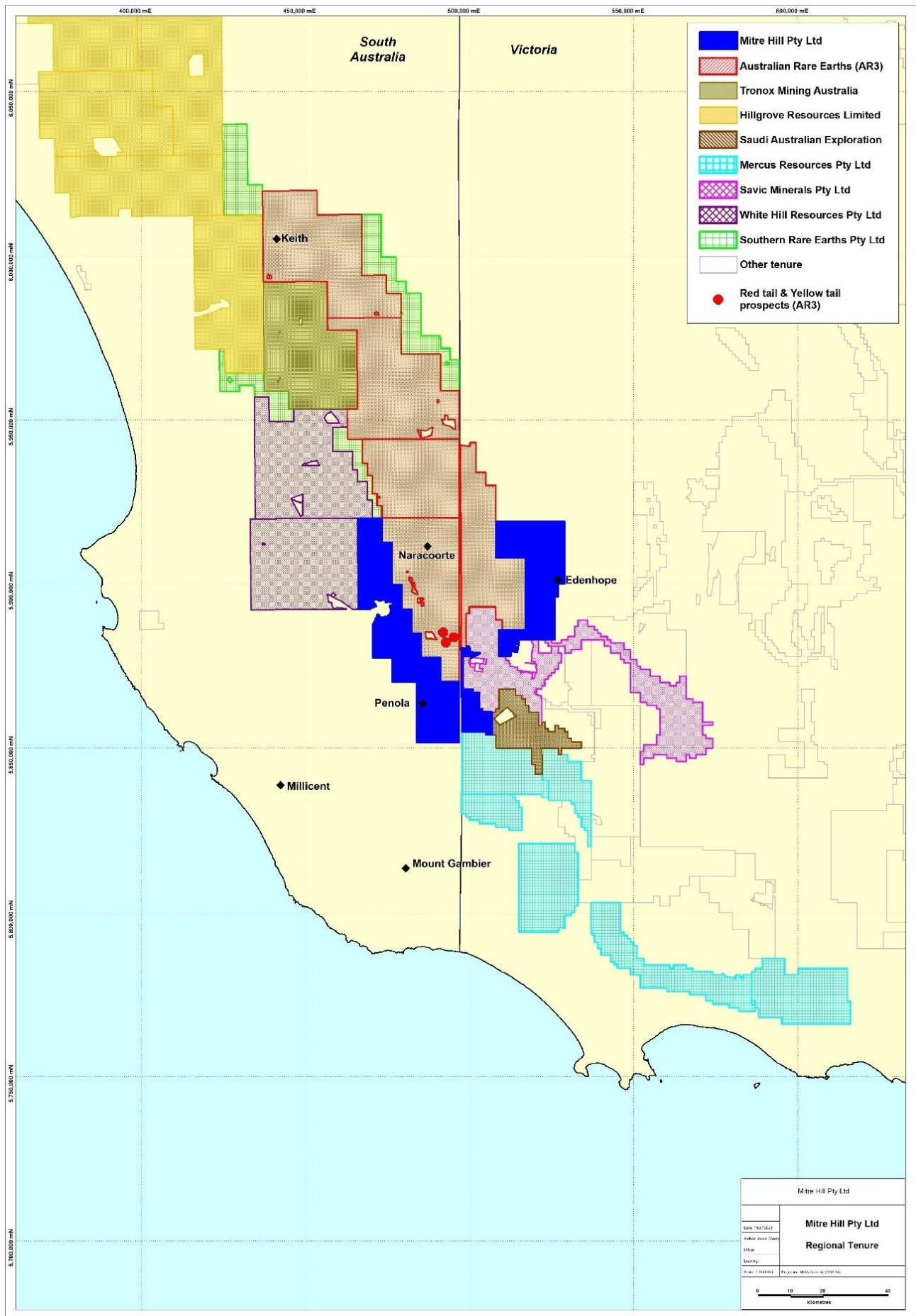


Figure 1. Tenement Location for Mitre Hill and competitors in South Australia and Victoria. This figure has been included for information purposes only and should be not construed as a comment on the prospectivity of the Projects.

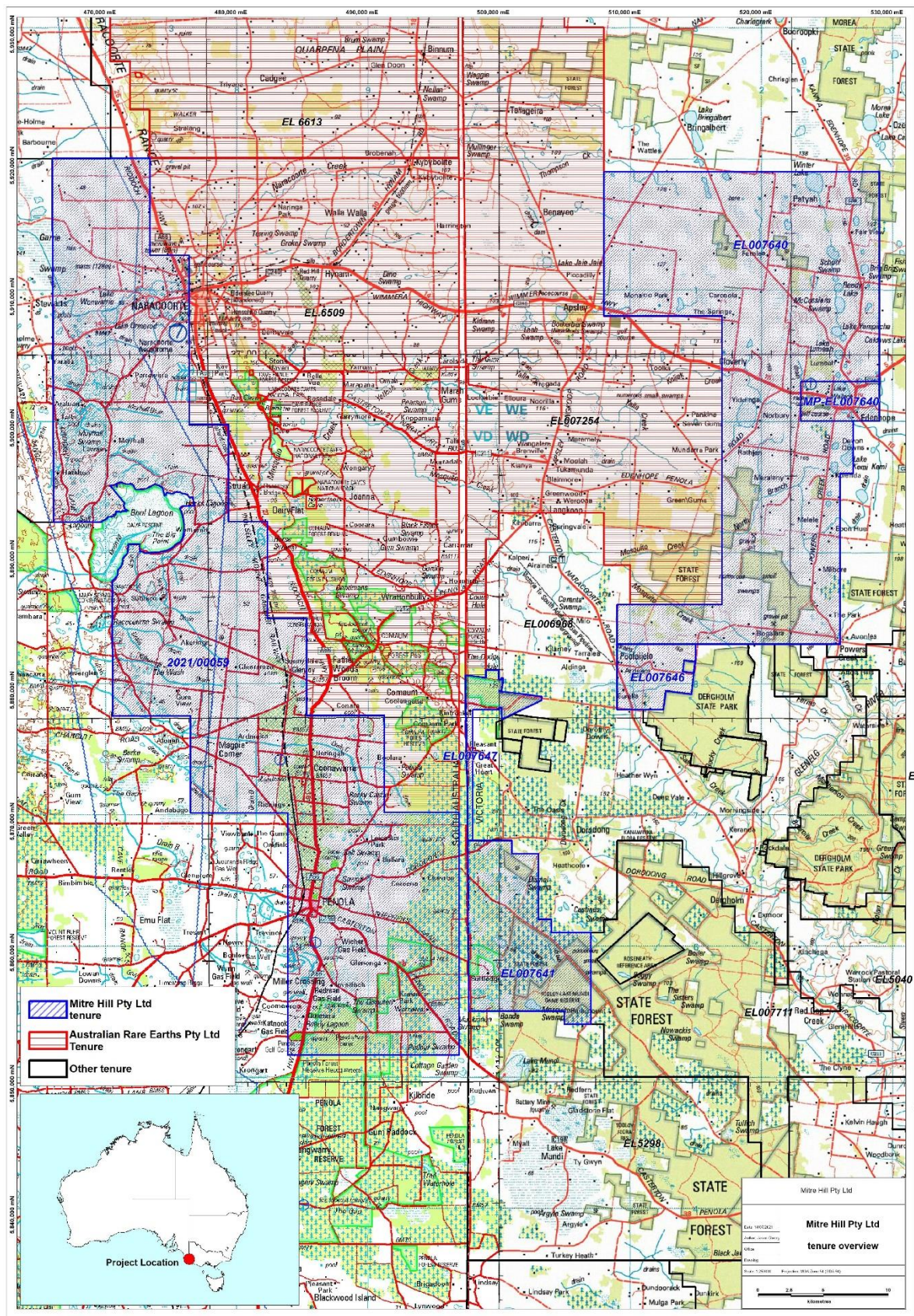


Figure 2. Tenement applications over detailed topography. Applied for tenure secures known occurrences at depth of strandlines of heavy mineral.

2.0 Mitre Mining Pty Ltd Agreement

Key Terms of the Acquisition are as follows:

- (a) **Acquisition:** RBX to enter into a binding agreement with the Vendors, pursuant to which RBX agrees to purchase 100% of the issued capital in Mitre Hill (who holds a 100% legal and beneficial interest in the applications comprising the Projects).
- (b) **Consideration:** the proposed consideration for the acquisition is as follows:
 - (i) Subject to shareholder approval, at settlement of the Acquisition, issue (on a pro-rata basis) 4,700,000 shares to the Vendors("Consideration Shares"). The applications must be granted within 12 months of the date of the agreement (or such longer date as agreed by the parties), otherwise, the respective portion of Consideration Shares may be bought back by the Company for nominal consideration. The Consideration Shares are subject to ASX imposed and voluntary escrow, as detailed in the Prospectus.
 - (ii) Subject to shareholder approval, the issue (on a pro-rata basis) of 4,000,000 performance rights that shall vest and convert into shares on satisfaction of certain operational milestones pertaining to the Projects.
 - (iii) The Company shall pay to the Vendors on and from settlement a royalty of 1% of the net smelter return on all minerals (on a pro-rata basis), mineral products and concentrates, produced and sold from the Projects.
 - (iv) The Company will reimburse the Vendors (on a pro-rata basis) up to \$50,000 for prior expenditure incurred on the applications to date, subject to the production of valid receipts/invoices from the Vendors.
- (c) **Conditions Precedent:** the acquisition is conditional upon:
 - (i) RBX completing a placement to sophisticated/professional investors to raise \$1.2 million; and
 - (ii) the Company obtaining all necessary shareholder, regulatory or third-party approvals required to complete the acquisition.
- (d) **Exclusivity Fee:** the Company will pay the Vendors (on a pro rata basis) an exclusivity fee of \$50,000 in cash, that may (at the Vendors election) be repaid in consideration for the issue of the equivalent value of shares (at a deemed issue price of \$0.17 per share).

3.0 Geology

The Murray Basin extends over 300,000 km² predominated by Cainozoic sediments. In the Mallee Region in the West relevant to this report, the Murray basin Cainozoic Loxton prailla sands are concealed beneath semi arid landscape of quaternary dune fields (Brown et al 1994). The Application areas in both South Australia and Victoria occur in the Western margin of the Murray basin. The sequence of interest in terms of potential rare earth elements ("REE") mineralisation is the Pliocene (2.5 to 5.3 Ma) Loxton Parilla Sands as per Baohung et al below.

The upper part of the Loxton Sands forms an extensive regressive strand plain (Hou and Petts 2021). There is within this a facies of beach sand which contains heavy minerals including ilmenite, zircon, rutile and tourmaline. Monazite, impure zircon, leucoxene and garnet can host significant concentrations of REEs.

The geology of the target area is summarised as stranded Pliocene beach ridges and intervening swales, locally veneered by aeolian sands. It is interpreted that Naracoorte is the boundary of the Murray Basin to the north and the Otway basin to the south (Brown et al 1994).

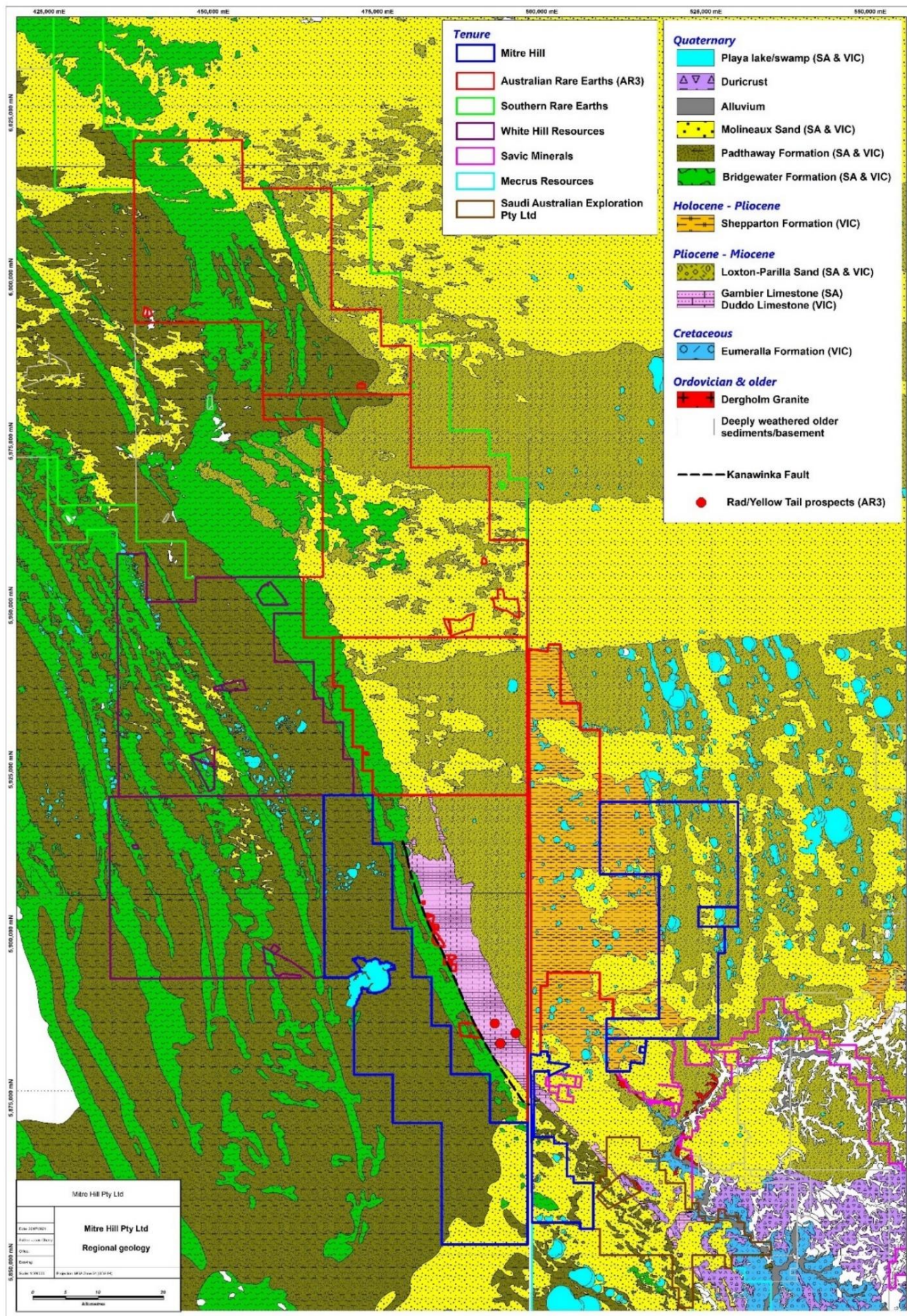
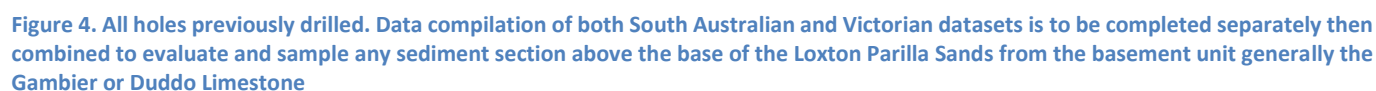


Figure 3. Simplified Geological Plan suggests most Prospectivity may be on the Eastern, Victorian concessions with the exposed Loxton Parilla sands. REE mineralisation occurs at the base of the Parilla Sands directly overlying the Mount Gambier Limestone.

A significant archive of historical exploration data has been acquired by Mitre Hill, including drilling results, numerous government studies and minor private exploration. Reports noted below overlapped the current Mitre Hill properties to some extent. A representative example of sampling results from hole RC86KII3 were relatively coarse being composed of 93.44% +200 # mesh. CRAE in 1986 (SA ENV 06509 page 31 of 69). Heavy minerals (SG>2.96) was only small. The bulk heavy mineral grades were 0.04% and 0.34% for samples 1161227 and 1161228 respectively. Mineralogical examination composed 0.16% xenotime, 36.50% ilmenite, 7.90% geothite, 0.54% monazite, 8.70% zircon, 4.70% rutile/anatase and 3.80% leucoxene.



Drilling Collar summary information summarised as per Table 2 (Refer to Appendix 1 for full details of drilling collar activities).

Area	Company	Number of Holes	Metres	Year
Vic	CRAE	36	908	1989
Vic	RGC	34	548	1990
Vic	Vic Gov	18	2933	
SA	WMC	2	219	1982
SA	SA Gov	2	486	

All previous exploration done prior report date has been completed by the following entities;

Evaluation of minerals sands potential over the area of interest was completed. Total heavy minerals assuming zircon and rutile are the only economic components reviewed and no attention given to possible rare earth accumulation. The area evaluated roughly coincides with the area of current Mitre Hill's and AR3's (Australian Rare Earths Ltd) tenure.

A program of mainly aerial photo interpretation and scout drilling was completed. A program of radiometric and magnetics remote sensing was also suggested but not completed.

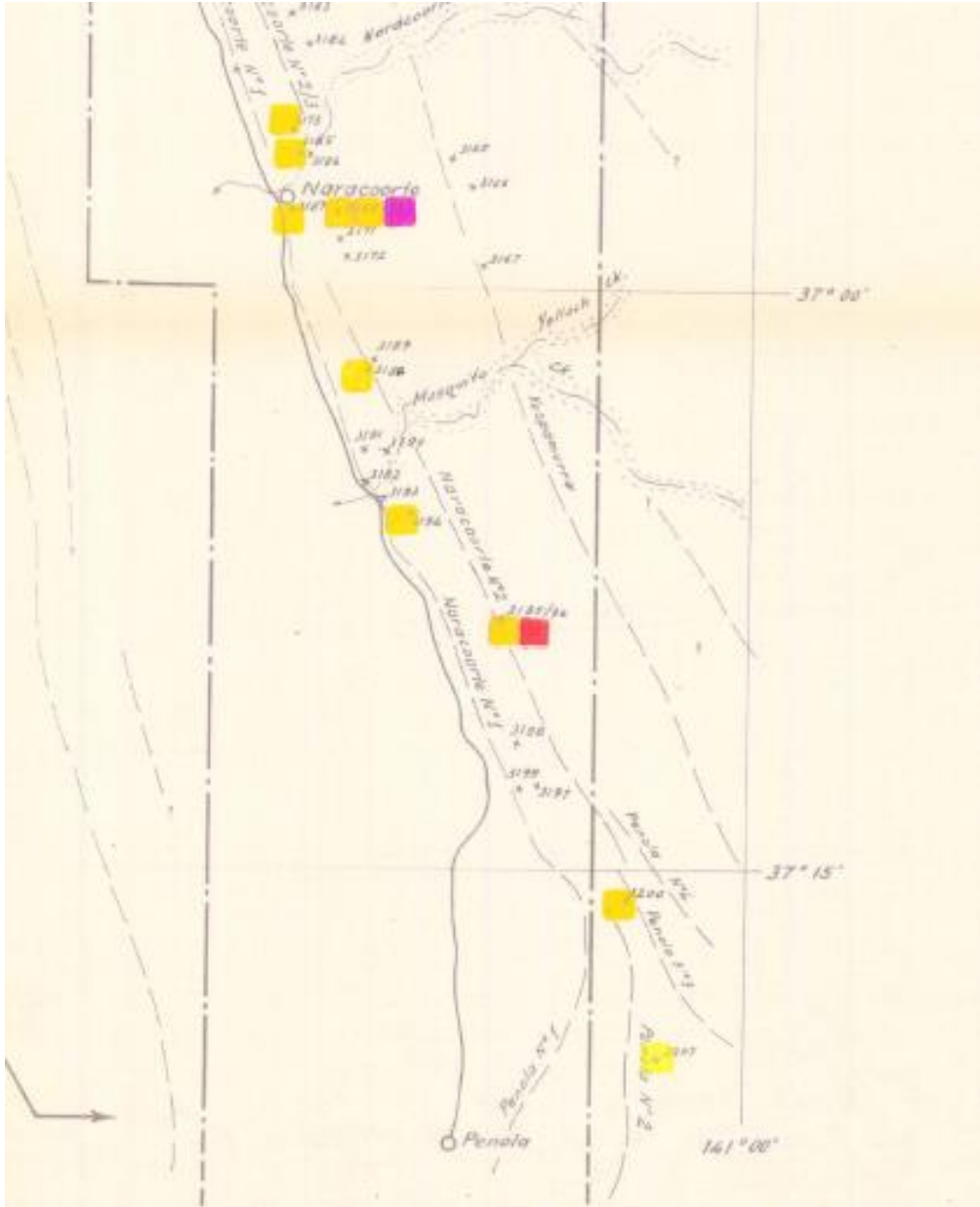


Figure 5. Excerpt from Page 41 of the 1973 report does suggest the strandline Koppamurra trends onto the Victorian side of the border. The strandlines are well known in terms of current interpreted locations. Penola and Koppamurra units are likely to extend onto Mitre Hill tenure.

1986 –CRA Exploration Pty Ltd – Kiama – EL1309 (SA government ENV6509).

The CRA Exploration licence was designed to cover possible extensions of detrital heavy mineral occurrences. Exploration model was to basement irregularities may have formed large scale sedimentological traps for heavy minerals occurrences. Data entry of these logs is required albeit most potential was referred to being on the Victoria side of the border within the same sequence. This tenure is covered to some extent by Mitre Hill.

5.0 Mitre Hill - RBX work

To date no field activity has been completed as all tenements are in application phase. It is the author's recommendation that desktop compilation including drafting of figures and program design should be initiated following completion of the acquisition of Mitre Hill by RBX.

6.0 Proposed Exploration.

The proposed exploration budget will be subject to modification on an ongoing basis, depending on the grant dates of each of the respective Applications and exploration results as they progress. The proposed program will be sufficient to cover the prescribed minimum annual expenditure commitments as set by the South Australian and Victorian Government.

Table 3. Proposed budget for the period of 24 months following completion of the Acquisition

Item	Year 1 ¹	Year 2
Assembly of geological database and sampling of historic drill core	100,000	50,000
Drilling & further sampling	233,000	125,000
Mineralogical and metallurgical testwork	195,000	295,000
Project management & tenement costs	150,000	230,000
Totals	678,000	700,000

1. This estimate takes into account that due to the expected timing on granting of the tenements we will not be undertaking activities on all five tenements in the first year.

The proposed exploration program and budget appears to be based on sound geologic principals and supported by reliable data.

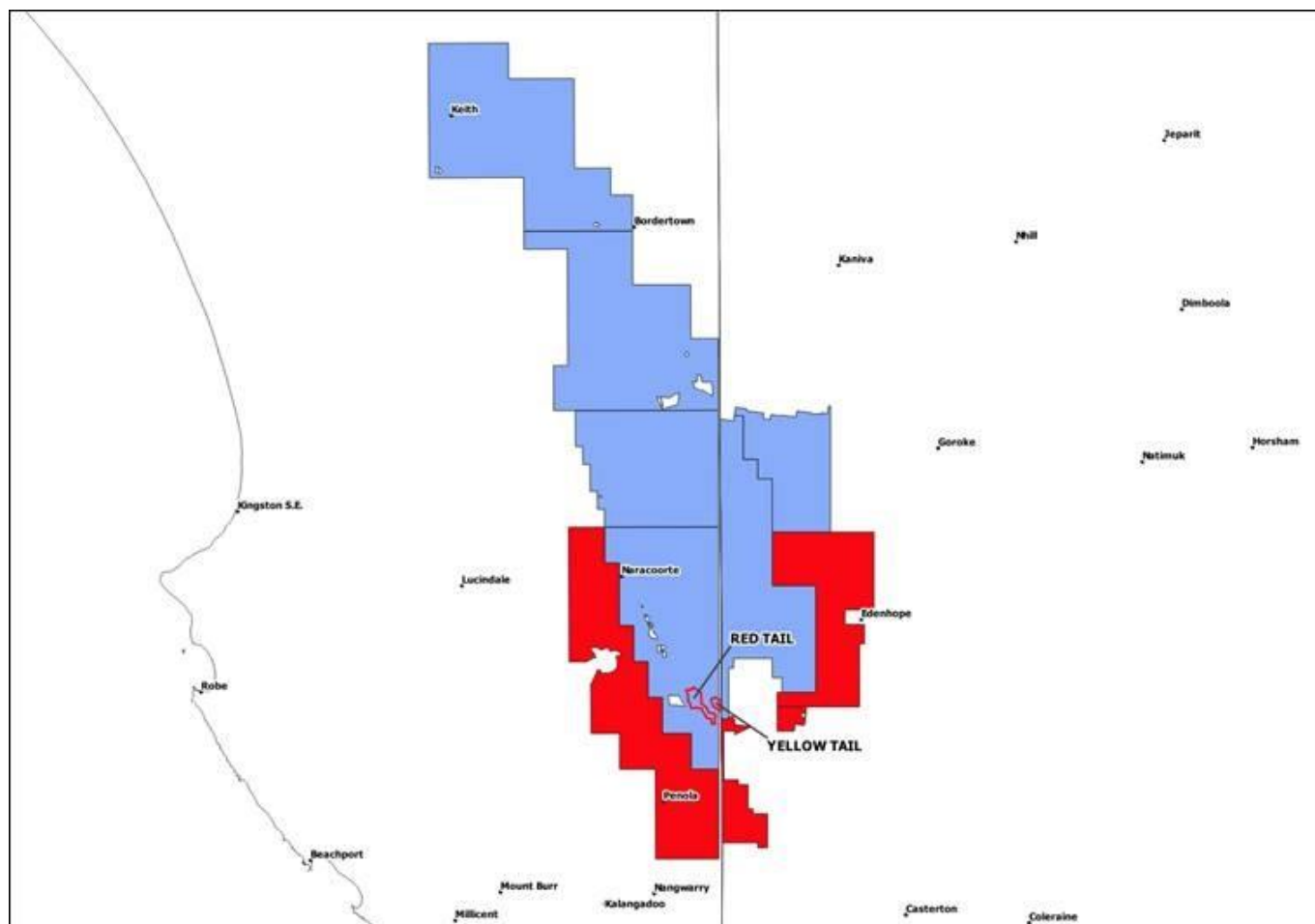


Figure 6. Transposed AR3 Resource areas suggest strike extent onto Mitre Hill applications areas for immediate evaluation (pers Comm Ian Cameron)

7.0 Conclusions

- The applications are held 100% by Mitre Hill, which will be acquired by RBX pursuant to the Acquisition. All applications have been applied for in accordance with applicable law and remain subsisting.
- The Company has a clear exploration focus in testing the base of the Parill. Loxton Sands above the Limestone basement uniformity.
-

8.0 References

- Anom. AR3, Australian Rare Earths Limited Prospectus for IPO on ASX July 1st, 2021.
- Bowler, J.M, Kotsonis, A, Lawrence, C, L. Environmental Evolution of the Mallee Region, Western Murray Basin. Proceedings of the Royal Society of Victoria 118 (2): 161-210. ISSN 0035-9211.
- Brown, C.M., Stephenson, A.E, 1994. Geology of the Murray Basin, South Eastern Australia. BMR Bulletin 235.
- Hou, B and Twining M, 2019. Mineral Potential of the Western Murray Basin – Government of South Australia, Department of Energy and Mining.
- Meyer, GM. 1982. ENV04795 Western Mining Corporation. Relinquishment Report Exploration Licences 706, 791, 907, 945, 975, 976 and 984 SESA Project.
- Jenke, G.P. 1986. ENV06509 CRA Exploration Pty Ltd. First Quarterly Report for Kiama EL1309, South Australia.
- Allnut, S.L. 1989. CRA Exploration Pty Ltd. Edenhope Block Victoria. Els 1562, 1563, 1564, 1565 and 1565.
- Grey, K. 1992. RGC Exploration Pty Ltd. Final Report on EL's 2594, 2595, Bringalbert.

Appendix 1

JORC Table including details of all drill holes and intersections.

Competent Person Statement

The information in this Report that relates to Exploration Results, Exploration Targets and Mineral Resources is based on information compiled by Mr Jason Beckton, who is a Member of the Australian Institute of Geoscientists. Mr Beckton, who is an independent geological consultant to the Company, 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'. Mr Beckton consents to the inclusion in this Report of the matters based on the information in the form and context in which it appears.

JORC CODE, 2012 EDITION – TABLE 1 – South Australian and Victorian Tenements – Mitre Hill Pty Ltd

Section 1: Reporting of Exploration Results

Section 2: Sampling Techniques and Data

Section 1 Sampling Techniques and Data – Historic Information Only.

Criteria	JORC Code explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> Nature and quality of sampling (eg 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). 	<ul style="list-style-type: none"> NA.No evidence of sampling of rock chips or hand samples of this nature.
Drilling techniques	<ul style="list-style-type: none"> Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc). 	<ul style="list-style-type: none"> Diamond Drilling with Internal air return, Aircore, RC percussion, and limited diamond drilling.
Drill sample recovery	<ul style="list-style-type: none"> Method of recording and assessing core and chip sample recoveries and results assessed. 	<ul style="list-style-type: none"> Standard overshot recovery of returned air recovery sample.
Logging	<ul style="list-style-type: none"> Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies. Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography. The total length and percentage of the relevant intersections logged. 	<ul style="list-style-type: none"> NA Assume geologically supervised.
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. 	<ul style="list-style-type: none"> Assaying in the case of CRAE in 1986 (SA ENV 06509 page 30 of 69) was conducted with XRF technique for Ce, La, Ba, Sn, W, Zr, and Ta and P, Ti and Fe using ICP.
Location of data points	<ul style="list-style-type: none"> Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation. Specification of the grid system used. Quality and adequacy of topographic control. 	<ul style="list-style-type: none"> Government supplied in online geological datasets, converted to GDA94, Zone 54 Grid for both SA and Victoria.
Data spacing and distribution	<ul style="list-style-type: none"> Data spacing for reporting of Exploration Results. 	<ul style="list-style-type: none"> Drill collars appear to be minimum 60km2 spacing in CRAE programs and more on a linear basis for RGC with minimum spacing 500m.

Criteria	JORC Code explanation	Commentary
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type. If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material. 	<ul style="list-style-type: none"> NA. Vertical holes not surveyed.
Sample security	<ul style="list-style-type: none"> The measures taken to ensure sample security. 	<ul style="list-style-type: none"> Unknown
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of sampling techniques and data. 	<ul style="list-style-type: none"> No audits or reviews of the data management system have been carried out

Section 2 Reporting of Exploration Results

Criteria	JORC Code explanation	Commentary																												
Mineral tenement and land tenure status	<ul style="list-style-type: none">Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.The security of the tenure held at the time of reporting along with any known impediments to obtaining a license to operate in the area.	<ul style="list-style-type: none">Refer Table 1 in main report text and below. <table><tr><th>Tenement Name and Number</th><th>Area km²</th><th>Application Date Accepted</th><th>Licence Applicant</th></tr><tr><td>ELA2021/00059 (South Australia)</td><td>810</td><td>19/05/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>EL007640 (Victoria)</td><td>409</td><td>29/07/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>EL007646 (Victoria)</td><td>28</td><td>29/06/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>EL007647 (Victoria)</td><td>30</td><td>16/16/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>EL007641 (Victoria)</td><td>103</td><td>17/06/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>Total</td><td>1380</td><td></td><td></td></tr></table>	Tenement Name and Number	Area km ²	Application Date Accepted	Licence Applicant	ELA2021/00059 (South Australia)	810	19/05/21	Mitre Hill Pty Ltd	EL007640 (Victoria)	409	29/07/21	Mitre Hill Pty Ltd	EL007646 (Victoria)	28	29/06/21	Mitre Hill Pty Ltd	EL007647 (Victoria)	30	16/16/21	Mitre Hill Pty Ltd	EL007641 (Victoria)	103	17/06/21	Mitre Hill Pty Ltd	Total	1380		
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EL007641 (Victoria)	103	17/06/21	Mitre Hill Pty Ltd																											
Total	1380																													
Exploration done by other parties	<ul style="list-style-type: none">Acknowledgment and appraisal of exploration by other parties.	<ul style="list-style-type: none">Victoria. CRA Exploration in 1989 with Aircore and RC drilling campaigns.Victoria. RGC Exploration in 1990 with Aircore drilling campaign.Victoria. Vicotiran Government VIMP program.South Australia – WMC Western Mining. 1982 largely coal drilling.South Australia – South Australian Government drill program. Dates not provided.South Australia – CRAE Gravity data available from 1986.																												

Criteria	JORC Code explanation	Commentary																														
Geology	<ul style="list-style-type: none">Deposit type, geological setting and style of mineralisation.	<ul style="list-style-type: none">Heavy Mineral sand accumulations with possible Rare Earth concentrations in Cainozoic sand acumulations.																														
Drill hole Information	<ul style="list-style-type: none">A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:<ul style="list-style-type: none">easting and northing of the drill hole collarelevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collardip and azimuth of the holedown hole length and interception depthhole length.If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.	<p>Collar and survey information: Please note Eastings and Northings all GDA94 Zone 54</p> <p>Drilling Collar summary information</p> <table><tr><th>Area</th><th>Company</th><th>Number of Holes</th><th>Metres</th><th>Year</th></tr><tr><td>Vic</td><td>CRAE</td><td>36</td><td>908</td><td>1989</td></tr><tr><td>Vic</td><td>RGC</td><td>34</td><td>548</td><td>1990</td></tr><tr><td>Vic</td><td>Vic Gov</td><td>18</td><td>2933</td><td></td></tr><tr><td>SA</td><td>WMC</td><td>2</td><td>219</td><td>1982</td></tr><tr><td>SA</td><td>SA Gov</td><td>2</td><td>486</td><td></td></tr></table> <p>A total of 5094 metres has been drilled. Some core is able to be reviewed in respective Government storage facilities. Information is not verifiable in current form apart from detailed research not within the scope of this report.</p>	Area	Company	Number of Holes	Metres	Year	Vic	CRAE	36	908	1989	Vic	RGC	34	548	1990	Vic	Vic Gov	18	2933		SA	WMC	2	219	1982	SA	SA Gov	2	486	
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Vic	Vic Gov	18	2933																													
SA	WMC	2	219	1982																												
SA	SA Gov	2	486																													

Drilling Collar detailed information

Hole Id	Prospect	Tenement	East	West	Elevation	Depth	Company	Year	State	Type	Comment
BH001	BRINGALBART	EL007640	520221	5916777	120	11	CRAE	1989	SA	Unknown method	
BH003	DURONG	EL007640	526021	5886277	165	30	CRAE	1989	SA	Unknown method	
BH004	EDENHOPE	EL007640	525720	5897477	158	79	CRAE	1989	SA	Rotary mud drilling	
BH015	DURONG	EL007640	524420	5891377	160	18	CRAE	1989	SA	Unknown method	
BH016	DURONG	EL007640	516920	5884177	145	18	CRAE	1989	SA	Unknown method	
BH017	MAGEPPA	EL007640	510920	5884427	135	15	CRAE	1989	SA	Unknown method	
BH020	EDENHOPE	EL007640	522421	5902227	150	18	CRAE	1989	Vic	Unknown method	
BH033	EDENHOPE	EL007640	518871	5903227	150	12	CRAE	1989	Vic	Unknown method	
BH032	EDENHOPE	EL007640	521120	5902727	150	30	CRAE	1989	Vic	Unknown method	
GO056	BRINGALBART	EL007640	512521	5908227	137	18	CRAE	1989	Vic	Unknown method	
GO057	BRINGALBART	EL007640	515521	5912877	127	24	CRAE	1989	Vic	Unknown method	
GO058	BENAYEO	EL007640	508621	5913677	110	24	CRAE	1984	Vic	Unknown method	
GO059	BRINGALBART	EL007640	517220	5915777	130	27	CRAE	1989	Vic	Unknown method	
BH075	DURONG	EL007640	524721	5894077	165	18	CRAE	1989	Vic	Unknown method	
BH104	DURONG	EL007640	528821	5894227	160	15	CRAE	1989	Vic	Unknown method	
BH112	DURONG	EL007640	524120	5889277	160	21	CRAE	1989	Vic	Unknown method	
BH113	DURONG	EL007640	525721	5895577	170	24	CRAE	1989	Vic	Unknown method	
BH114	DURONG	EL007640	524521	5892977	165	18	CRAE	1989	Vic	Unknown method	
BH115	DURONG	EL007640	524921	5895577	165	21	CRAE	1989	Vic	Unknown method	
GO012	JALLAKIN	EL007640	527021	5912877	149	30	CRAE	1989	Vic	Unknown method	
GO013	BRINGALBART	EL007640	518671	5910177	133	27	CRAE	1989	Vic	Unknown method	
GO014	MORUA	EL007640	518771	5918977	137	26	CRAE	1989	Vic	Unknown method	
GO016	BRINGALBART	EL007640	508421	5908177	109	18	CRAE	1989	Vic	Unknown method	
BH034	EDENHOPE	EL007640	518371	5899277	145	15	CRAE	1989	Vic	Unknown method	
BH035	EDENHOPE	EL007640	522871	5900177	155	24	CRAE	1989	Vic	Unknown method	
BH052	EDENHOPE	EL007640	525121	5897327	162	30	CRAE	1987	Vic	Reverse Circulation	
GO025	JALLAKIN	EL007640	521770	5907577	146	27	CRAE	1989	Vic	Unknown method	
GO026	JALLAKIN	EL007640	522321	5911877	145	30	CRAE	1989	Vic	Unknown method	
GO027	JALLAKIN	EL007640	520571	5913177	138	24	CRAE	1989	Vic	Unknown method	
GO028	JALLAKIN	EL007640	520720	5915927	140	33	CRAE	1989	Vic	Unknown method	
GO029	JALLAKIN	EL007640	528671	5916427	142	29	CRAE	1989	Vic	Unknown method	
GO043	JALLAKIN	EL007640	528621	5905677	155	30	CRAE	1989	Vic	Unknown method	
BH069	DURONG	EL007640	520520	5893677	156	15	CRAE	1989	Vic	Unknown method	
BH070	EDENHOPE	EL007640	521221	5903177	159	18	CRAE	1989	Vic	Reverse Circulation	
BH083	DURONG	EL007640	519920	5884277	158	12	CRAE	1989	Vic	Unknown method	
BH 004	EDENHOPE	EL007640	525720	5897477	0	79	CRAE	1984	Vic	Diamond core	Unknown Elevation
ME16000	JALLAKIN	EL007640	526004	5916107	0	24	RGC	1990	Vic	Rotary Air Blast	RGC Elevation not recorded
ME11000	JALLAKIN	EL007640	527952	5911344	0	12	RGC	1990	Vic	Rotary Air Blast	
ME12000	JALLAKIN	EL007640	528543	5913835	0	18	RGC	1990	Vic	Rotary Air Blast	
ME14000	JALLAKIN	EL007640	528483	5916102	0	10	RGC	1990	Vic	Rotary Air Blast	
ME10000	JALLAKIN	EL007640	527006	5913486	0	14	RGC	1990	Vic	Rotary Air Blast	
ME12040	JALLAKIN	EL007640	522554	5911661	0	10	RGC	1990	Vic	Rotary Air Blast	
ME13000	BRINGALBART	EL007640	510208	5916682	0	16	RGC	1990	Vic	Rotary Air Blast	
ME14000	BRINGALBART	EL007640	512298	5916554	0	6	RGC	1990	Vic	Rotary Air Blast	
ME15000	BRINGALBART	EL007640	512300	5916485	0	18	RGC	1990	Vic	Rotary Air Blast	
ME16000	BRINGALBART	EL007640	513281	5916319	0	18	RGC	1990	Vic	Rotary Air Blast	
ME17000	BRINGALBART	EL007640	514236	5916207	0	18	RGC	1990	Vic	Rotary Air Blast	
ME18000	BRINGALBART	EL007640	515269	5916085	0	18	RGC	1990	Vic	Rotary Air Blast	
ME19000	BRINGALBART	EL007640	516204	5915974	0	16	RGC	1990	Vic	Rotary Air Blast	
ME14040	BRINGALBART	EL007640	516675	5915919	0	18	RGC	1990	Vic	Rotary Air Blast	
ME10000	BRINGALBART	EL007640	517228	5915890	0	18	RGC	1990	Vic	Rotary Air Blast	
ME10500	BRINGALBART	EL007640	510028	5908257	0	18	RGC	1990	Vic	Rotary Air Blast	
ME11500	BRINGALBART	EL007640	511884	5908318	0	18	RGC	1990	Vic	Rotary Air Blast	
ME13500	BRINGALBART	EL007640	512854	5908218	0	22	RGC	1990	Vic	Rotary Air Blast	
ME14500	BRINGALBART	EL007640	518917	5908891	0	22	RGC	1990	Vic	Rotary Air Blast	
ME14000	JALLAKIN	EL007640	520441	5916172	0	20	RGC	1990	Vic	Rotary Air Blast	
ME15000	JALLAKIN	EL007640	520038	5916240	0	10	RGC	1990	Vic	Rotary Air Blast	
ME11000	BENAYEO	EL007640	508293	5916915	0	18	RGC	1990	Vic	Rotary Air Blast	
ME12000	BENAYEO	EL007640	508295	5916793	0	18	RGC	1990	Vic	Rotary Air Blast	
ME18500	BRINGALBART	EL007640	517895	5907649	0	10	RGC	1990	Vic	Rotary Air Blast	
ME14870	JALLAKIN	EL007640	522137	5911727	0	22	RGC	1990	Vic	Rotary Air Blast	
ME15000	JALLAKIN	EL007640	528191	5910985	0	10	RGC	1990	Vic	Rotary Air Blast	
ME15500	JALLAKIN	EL007640	527417	5910978	0	10	RGC	1990	Vic	Rotary Air Blast	
ME16600	JALLAKIN	EL007640	526010	5911176	0	18	RGC	1990	Vic	Rotary Air Blast	
ME18500	JALLAKIN	EL007640	524143	5911439	0	12	RGC	1990	Vic	Rotary Air Blast	
ME12000	JALLAKIN	EL007640	528079	5911387	0	16	RGC	1990	Vic	Rotary Air Blast	
ME12000	JALLAKIN	EL007640	520734	5915996	0	24	RGC	1990	Vic	Rotary Air Blast	
ME11000	JALLAKIN	EL007640	521750	5915897	0	10	RGC	1990	Vic	Rotary Air Blast	
ME11800	JALLAKIN	EL007640	522191	5916245	0	18	RGC	1990	Vic	Rotary Air Blast	
ME13000	JALLAKIN	EL007640	528069	5916500	0	18	RGC	1990	Vic	Rotary Air Blast	
VIMP1			573000	5940950	0	148	Vic Gov		Vic		
VIMP2			517122	5922863	0	283	Vic Gov		Vic		
VIMP3			580100	5920575	0	131.5	Vic Gov		Vic		
VIMP4			648020	5918960	0	58.55	Vic Gov		Vic		
VIMP5			644240	5948950	0	106.5	Vic Gov		Vic		
VIMP6			596500	5980000	0	236.4	Vic Gov		Vic		
VIMP7			532500	5937650	0	265.7	Vic Gov		Vic		
VIMP8			598150	5949370	0	208.5	Vic Gov		Vic		
VIMP9			628750	5924870	0	141	Vic Gov		Vic		
VIMP10			611200	5921840	0	80	Vic Gov		Vic		
VIMP11			558239	5921921	0	216.2	Vic Gov		Vic		
VIMP12			586040	5910950	0	135.7	Vic Gov		Vic		
VIMP13			526343	5941493	0	164	Vic Gov		Vic		
VIMP14			620540	5967140	0	184.9	Vic Gov		Vic		
VIMP15			578400	5925750	0	87.5	Vic Gov		Vic		
VIMP16			602450	5967275	0	248.8	Vic Gov		Vic		
VIMP17			628650	5879980	0	114.6	Vic Gov		Vic		
VIMP18			608290	5846830	0	61.1	Vic Gov		Vic		
SE50			485168.8	5854177		114	WIMC		SA		
SE712		ELA2021 00059	486019.8	5859530		103	WIMC		SA		
RC3641 13	Penola		496720	5869156		88	Gov	1986	SA		Elevation Depth not provided
MC67	Penola		474940	5876211		297	SA Gov		SA		Elevation not provided
Kellys Bore	Penola	ELA2021 00060	466388	5895783		189.5	SA Gov		SA		Elevation not provided

Criteria	JORC Code explanation	Commentary
Criteria	JORC Code explanation	Commentary
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> These relationships are particularly important in the reporting of Exploration Results. If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known'). 	<ul style="list-style-type: none"> A representative example of sampling results from hole RC86KII3 were relatively coarse being composed of 93.44% +200 # mesh. CRAE in 1986 (SA ENV 06509 page 31 of 69). Heavy minerals (SG>2.96) was only small. The bulk heavy mineral hgrades were 0.04% and 0.34% for samples 1161227 and 1161228 respectively. Mineralogical examination composed 0.16% xenotime, 36.50% ilmenite, 7.90% geothite, 0.54% monazite, 8.70% zircon, 4.70% rutile/anatase and 3.80% leucoxene.
Diagrams	<ul style="list-style-type: none"> Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views. 	<ul style="list-style-type: none"> The locations of drill collars plotted with no section evident.
Balanced reporting	<ul style="list-style-type: none"> Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results. 	<ul style="list-style-type: none"> Detailed results are not reported in this report with individual logs not entered into a functional database at reporting time.
Other substantive exploration data	<ul style="list-style-type: none"> Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances. 	<ul style="list-style-type: none"> No metallurgical or bulk density tests were conducted.
Further work	<ul style="list-style-type: none"> The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling). Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive. 	<ul style="list-style-type: none"> Further work is dependent on management review of the existing data.

Appendix 1. Glossary of Terms.

Term	Description
alteration	Rock that has been subject to hot fluids mainly water in which the minerals have changed from their original compositions to new minerals which were more stable under those conditions.
anomaly	Metal composition in rock or soil that is higher than what is standard, normal, or expected.
assays	The test results of a geologic sample to determine its elemental composition and quality.
background	The metal composition in rock or soil that is considered standard, normal, or expected.
basement rocks	Older rocks below a sequence of prospective younger rocks which have undergone changes caused by heat and pressure prior to the deposition of the younger rocks. In this case basement Limestones.
core holes	A drill hole from which a continuous cylindrical core sample of rock is taken.
cover	Younger sediment or volcanic material which sits above an older prospective rock sequence.
database	A structured set of data held in a computer.
Push tube rig	A small man portable drill that recovers a core sample.
drill pads	A prepared area designed to accommodate a drill rig.
Fault zone	A long planar fracture formed by geologic pressure.
feeder	The geological conduit through which mineralising fluids can pass to deposit minerals elsewhere.
geochemical	The chemical composition of geological materials.
geophysical	The physical properties of geological materials.
grade	The richness of an element of interest in a specified amount of material.
head grade	The average grade of feedstock from a mine before it is processed.
intersection	An interval of mineralisation of economic interest in a drill hole or continuous number of samples.
Iron	Iron is a metallic chemical element with symbol Fe with atomic number 26.
limestone	A sedimentary rock with a high carbonate content.
lithology intervals	The intervals of different rock types in a drill hole.
mineralisation	The presence of economically important minerals in either economic or un-economic concentrations.
Neogene	A geologic period that spans 20.45 million years from the end of the Paleogene Period 23.03 million years ago (Mya) to the beginning of the present Quaternary Period 2.58 Mya. The Neogene is sub-divided into two epochs, the earlier Miocene and the later Pliocene.
orebodies	A number of economically viable occurrences of minerals.
outcrop	A body of rock which can be seen at the surface of the earth.
Reverse Circulation	A drilling technique in which the rock is pulverised by the drill bit and carried to the sample collection area at the surface inside the drill rods, thereby reducing contamination.

Percussion drilling	
rock chip sample	A sample of one or more rock samples from a single location combined into one bag for mineral analysis.
sandstone	A sedimentary rock composed of sand sized grains.
Strata-bound	A mineral deposit confined to a single stratigraphic unit.
stratigraphic	The subdivision of a sequence of rock strata into mappable units, determining the time relationships that are involved.
strike	The direction of the line formed by the intersection of a rock surface with a horizontal plane.
surface holes	Drill holes which are drilled from the earth's surface.
target zone	The area in a drill hole or mine where there is a reasonable expectation of encountering mineralisation in either economic or uneconomic concentrations.
Unmineralised	Without any significant content of economic minerals.

ANNEXURE B – SOLICITOR’S TENEMENT REPORT

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29 September 2021

Your Ref:
Our Ref: MPF:5233-06
Contact: Mark Foster
Partner
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The Directors
Resource Base Limited
Suite 5, 62 Ord Street
WEST PERTH WA 6005

Dear Directors

SOLICITOR'S REPORT ON TENEMENTS

Resource Base Limited (**Company**) has entered into an agreement with the shareholders (**Vendors**) of Mitre Hill Pty Ltd (ACN 649 690 059) (**Mitre Hill**), pursuant to which it has agreed to acquire 100% of the issued capital in Mitre Hill (**Acquisition**).

In connection with the Acquisition, the Company is required to prepare and issue a short form prospectus pursuant to section 712 of the Corporations Act (**Prospectus**).

This report (**Report**) is prepared for inclusion in the Prospectus.

1. SCOPE

We have been requested to report on certain mining tenements in which the Company has an interest (the **Tenements**).

The Tenements are located in both Victoria and South Australia. Further details regarding the Tenements, as well as the non-standard conditions attaching to the Tenements are set out in Part I of the Schedule of this Report.

The Tenements comprise:

- (a) four (4) exploration licence applications made under the *Mineral Resources (Sustainable Development) Act 1990* (Vic) (**Minerals Act**); and

- (b) one (1) exploration licence application (**ELA 2021/00059**) made under the *Mining Act 1971* (SA) (**Mining Act**).

This Report is limited to the Searches (as defined below) set out in Section 2 of this Report.

2. SEARCHES

For the purposes of this Report, we have conducted searches and made enquiries in respect of the Tenement as follows (**Searches**).

2.1 Victorian Tenements

- (a) we obtained searches of the Tenements from the registers maintained by the Earth Resources branch (**Earth Resources**) of the Victorian Department of Jobs, Precincts and Regions (**DPR**) on 20 August 2021 and 28 September 2021 (**Victorian Register Searches**). Key details on the status of the Tenements are set out in Part I of this Report;
- (b) we obtained searches performed through Earth Resources' GeoVic program on 25 August 2021 in relation to the Tenements;
- (c) we have obtained results of a search of the schedule of native title applications, register of native title claims, national native title register, register of indigenous land use agreements and national land use agreements as maintained by the National Native Title Tribunal (**NNTT**) for any native title claims (registered or unregistered), native title determinations and indigenous land use agreements (**ILUAs**) that overlap or apply to the Tenements. This material was obtained on 24 August 2021. Details of any native title claims (registered or unregistered), native title determinations and ILUAs are set out in Part II of the Schedule to this Report;
- (d) we obtained searches from the online Aboriginal Heritage Register maintained by the Office of Aboriginal Affairs Victoria for Aboriginal sites recorded in the Register that overlap the Tenements. The search was requested on 19 August 2021 and returned on 27 August 2021. Details of the Aboriginal heritage sites affecting the Tenements are set out in Part II of the Schedule; and
- (e) we have reviewed all material agreements relating to the Tenements provided to us and have summarised the material terms in the Prospectus.

2.2 South Australian Tenement – ELA 2021/00059

- (a) we have obtained a search performed through the SARIG mapping portal maintained by the Department for Energy and Mining (**DEM**) (**SARIG Search**) in relation to ELA 2021/00059. This search was conducted on 24 August 2021 and on 28 September 2021;
- (b) we obtained extracts of registered native title claims and native title determinations that apply to the Tenements, as determined by the NNTT. This material was obtained on 24 August 2021. Details of native title claims and determinations are set out in Section 6 of this Report;
- (c) we have obtained searches of the Register of Aboriginal Sites and Objects kept under the *Aboriginal Heritage Act 1988* (SA) and maintained by the South Australian Department of the Premier and Cabinet for any Aboriginal sites registered over ELA 2021/00059. The search was requested on 19 August 2021 and returned on 30 August 2021. Details of any Aboriginal heritage sites are set out in Part II of the Schedule to this Report;

- (d) we have reviewed all material contracts relating to ELA 2021/00059 provided to us or registered as dealings against ELA 2021/00059 as at the date of the SARIG Search and have summarised the material terms (details of which are set out in the Prospectus).

3. OPINION

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

- (a) **(Company's Interest)**: this Report provides an accurate statement as to the Company's interest in the Tenements;
- (b) **(Good Standing)**: this Report provides an accurate statement as to the validity and good standing of the Tenements; and
- (c) **(Third party interests)**: this Report provides an accurate statement as to third party interests, including encumbrances and dealings, in relation to the Tenements.

4. DESCRIPTION OF THE TENEMENTS

4.1 Victoria

The Tenements located in Victoria (**Victorian Tenements**) comprise four (4) exploration licence applications made under the Minerals Act, being EL007640, EL007641, EL007646 and EL007647.

A summary of the mining law of Victoria is contained in section 5 of our previous report to the Company dated 7 May 2021, as contained in Annexure B to Company's prospectus dated 7 May 2021.

4.2 South Australia

The South Australian Tenement comprises an exploration licence application under the Mining Act, being ELA 2021/00059. ELA 2021/00059 is subject to the standard provisions under the Mining Act and the *Mining Regulations 2020* (SA) (**Mining Regulations**). We note that the *Statutes Amendment (Mineral Resources) Act 2019* (SA) (**Amending Act**) was introduced in October 2019 to amend the Mining Act as part of a major review of South Australia's mining laws, which commenced on 1 January 2021.

The key terms of an exploration licence application made under the Mining Act are as follows:

- (a) **Application**

An exploration licence may be granted over an "exploration release area" or "open ground". "Exploration release area" is defined in the Mining Act as an area of relinquished ground that is identified as an exploration release area. "Open ground" refers to land that, among other things, is not subject to an existing mineral tenement.

A person may lodge an application for an exploration licence in accordance with the requirements in the Mining Act. If the application relates to an area over which an exploration licence has, among other things, expired, been cancelled or fully surrendered, and is made within the application period specified in a notice published in relation to the relinquished land, the

application will be assessed in accordance with the Mining Act. If more than one application is received during the application period, the applications will be ranked according to their merits and the grant will be considered for either the highest ranked application or the application selected by ballot (if two or more applications are assessed as being of equal merit).

If the application relates to land that is not subject to an existing mineral tenement, the application may be made at any time and its determination will take priority over an application for an overlapping area lodged on a later day. If more than one application is received in relation to the same land, the applications will be ranked according to their merits and the grant will be considered for either the highest ranked application or the application selected by ballot (if two or more applications are assessed as being of equal merit).

(b) **Rights**

An exploration licence authorises the licensee to carry out exploratory operations of a kind described in the licence in respect of the land described, or referred to, in the licence. The license does not, however, permit the licensee to carry out exploratory operations for precious stones on land within a precious stones field that is outside an opal development area, or on land within an exclusion zone under the *Opal Mining Act 1995* (SA).

(c) **Area**

The area of an exploration licence must not exceed 1,000 square kilometres, unless the Minister considers there are justifiable reasons to allow a larger area. The Amending Act allows the holder of an exploration licence to apply to the Minister for approval to surrender a part of the area of the licence under an agreement that is intended to enable a third party to obtain a new exploration licence in relation to the surrendered land.

(d) **Term, renewal and relinquishment**

An exploration licence is granted for a term of up to 6 years (and if for a lesser period, can be renewed so as not to exceed 6 years in aggregate during the initial term). An application for renewal of an exploration licence can be made on a 6-yearly basis (in aggregate) up to a maximum aggregate of 18 years, with the area of the exploration licence to be reduced by 50% at the 12th anniversary of the grant of the exploration licence. The Minister may make lesser reductions if retention status has been granted in relation to the exploration licence in accordance with the Mining Act.

(e) **Retention status**

The holder of an exploration licence may apply to the Minister for approval of retention status. The Minister may approve the application where either:

- (i) the tenement holder has been able to obtain 1 or more approvals under another Act or Acts that are required before the tenement holder can commence or continue exploration operations in relation to the land which is the subject of the exploration licence; or
- (ii) there is an identified mineral resource in or under the land that is the subject of the exploration licence and it is not commercially viable at present to mine the resource, but is reasonably likely to become commercially viable within the next 6 years; or

- (iii) there are other circumstances which justify the granting of retention status.

Where retention status is granted, the minimum expenditure requirements may be reduced in the year of grant, the reduction in the area of the licence in relation to a renewal may be lessened and the fees otherwise payable under the Mining Act may be reduced. However, the Minister has the right to impose a work program or require the holder to apply for a mining lease or a retention lease.

(f) **Land access and notice requirements**

A tenement holder may enter private land to undertake authorised exploration activities if the tenement holder has an agreement with the owner of the land so authorising the tenement holder. The holder of an exploration licence must give written notice to landholders of the relevant land (including native title holders) at least 42 days before entering the land for exploration purposes and access arrangements must be entered into. A copy of such notice must also be served on the Mining Registrar for registration on the mining register.

(g) **Conditions**

Exploration licences may be granted subject to such conditions as the Minister determines. Exploration licences are also issued subject to a standard schedule of general exclusions and conditions under the Mining Act, including environmental conditions, compliance with minimum expenditure, the payment of prescribed royalties and any compensation payable, and observance of environmental protection and reporting requirements. These standard conditions are detailed in Part I of the Schedule. A failure to comply with these conditions or obtain an exemption from compliance may lead to forfeiture of the exploration licence.

(h) **Royalty**

The Mining Act levies a royalty on all minerals recovered from mineral land equal to \$0.52 per tonne for extractive minerals as prescribed in the Mining Regulations and between 3.5% and 5% of the value of the minerals as determined by the Mining Act for minerals other than extractive minerals, which are payable to the State government. However, a royalty is not payable on minerals recovered from mineral land that are removed from the tenement area for the purpose of any testing of a kind approved by the Minister.

(i) **Fees**

The holder of an exploration licence must pay to the Minister annual fees as prescribed. From 1 July 2021, the annual fee for an exploration licence within Exploration Regulation Fee Zone 1 (in which the ELA 2021/00059 is situated) is currently \$565 or \$13.10 per square kilometre or part of a square kilometre, whichever is greater.

(j) **Transfer**

An exploration licence or a legal or proprietary interest in an exploration licence cannot be transferred, assigned, sublet or held subject to a trust, whether directly or indirectly, without the consent of the Minister. Such a transfer has no effect unless or until it is consented to by the Minister and is registered on the mining register.

(k) **Right to apply for mining lease or retention lease**

Under the Mining Act, the holder of an exploration licence may apply for a mining lease or a retention lease in relation to the same land that is the subject of the exploration licence.

5. ABORIGINAL HERITAGE

There may be areas or objects of Aboriginal heritage located on the Tenements.

We have undertaken searches to ascertain if any Aboriginal sites or objects have been registered in the vicinity of the Tenement.

We have not obtained information from the Commonwealth in connection with any places, areas and objects, which are registered or recognised in the National Heritage List, the Commonwealth Heritage List or other heritage lists or registers maintained by the Commonwealth.

The Company must ensure that it does not breach the Commonwealth and applicable State legislation relating to Aboriginal heritage as set out below. Any interference with an Aboriginal site of cultural or heritage significance must be in strict conformity with the provisions of the relevant legislation. It may also be necessary for the Company to enter into separate arrangements, including applying for a cultural heritage permit, with the traditional owners of the sites or the Secretary of the Department of Premier and Cabinet (in respect of the Victorian Tenements).

5.1 Commonwealth Legislation

The *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) (**Commonwealth Heritage Act**) is aimed at the preservation and protection of any Aboriginal areas and objects that may be located on the Tenement.

Under the Commonwealth Heritage Act, the Minister for Aboriginal Affairs may make interim or permanent declarations of preservation in relation to significant Aboriginal areas or objects, which have the potential to halt exploration activities. Compensation is payable by the Minister for Aboriginal Affairs to a person who is, or is likely to be, affected by a permanent declaration of preservation.

It is an offence to contravene a declaration made under the Commonwealth Heritage Act.

5.2 Victorian Legislation

Victorian tenements are granted subject to a condition requiring observance of the *Aboriginal Heritage Act 2006* (Vic) (**Heritage Act**).

The Heritage Act makes it an offence to do an act which harms Aboriginal culture or heritage. The Minerals Act states that land in respect of which an ongoing protection declaration is in force under the Heritage Act is exempted from being subject to a licence or other authority.

The Secretary of the Department of Premier and Cabinet's consent is required where any use of the land is likely to result in harm to Aboriginal cultural heritage.

In Victoria there is no obligation under the Heritage Act to register sites or objects. Accordingly, the Register maintained under the Heritage Act may not be an accurate reflection of discovered sites. Additionally, if the nominated area of land contains other registered Aboriginal places that fall within areas of Aboriginal cultural heritage

sensitivity, there may be other Aboriginal places within the area that have not yet been recorded or registered.

5.3 South Australian legislation

The *Aboriginal Heritage Act 1988 (SA)* (**SA Heritage Act**) provides for the protection of Aboriginal heritage in South Australia.

All holders of interests under a tenement must observe the provisions of the SA Heritage Act in relation to operations on their tenements. The SA Heritage Act makes it an offence to damage, disturb, remove or interfere with any Aboriginal site or object of significance to Aboriginal tradition, archaeology, anthropology or history or Aboriginal remains.

The Minister administering the SA Heritage Act may issue a direction prohibiting or restricting access to or activities on the site, an area surrounding the site, the object or remains if the Minister is satisfied that it is necessary for the protection of an Aboriginal site, object or remains. This could theoretically include exploration or mining activities.

The discovery of any Aboriginal site, object or remains must, as soon as practicable, be reported to the Minister by the owner or occupier of the land along with particulars of the nature and location of the site, object or remains.

Aboriginal sites may be registered under the SA Heritage Act, however all registered and unregistered sites are protected. The Heritage Searches confirm that there are no entries for Aboriginal sites within the Tenement areas.

An Aboriginal heritage agreement may be entered into between the Minister and the owner of land on which an Aboriginal site, object or remains is situated which, once registered, will be noted on the relevant instrument. These agreements are in addition to agreements made under Part 9B of the Mining Act.

5.4 Application to Victorian Tenements

Our search of the Aboriginal Heritage Register has shown that there are registered Aboriginal Places or Objects, which include artefact scatter and other features, located within the boundaries some of the Victorian Tenements. There are areas of Aboriginal heritage and Aboriginal cultural sensitivity on all Victorian Tenements.

Further detail pertaining to the registered Aboriginal Places or Objects located within the boundaries of the Victorian Tenements are contained in Part II of the Schedule.

5.5 Application to ELA 2021/00059

We have undertaken searches to ascertain if any Aboriginal sites or objects have been registered in the vicinity of ELA 2021/00059. Our search of the Register of Aboriginal Sites and Objects has shown that there are registered Aboriginal sites within the area of the Tenement. Further detail pertaining to the registered Aboriginal Sites or Objects located within the boundaries of the Tenement are contained in Part II of the Schedule.

There is no obligation under the relevant legislation to register sites or objects and the exact location of Aboriginal sites within the area of a known site cannot always be ascertained from these searches. It is important to note that an Aboriginal site may:

- (a) exist in any area of South Australia;
- (b) not have been recorded in the Register of Aboriginal Sites or elsewhere; and

- (c) not have been identified in previous heritage surveys or reports on that area, but remains fully protected under the SA Heritage Act. Therefore, the results of our search of the Register of Aboriginal Sites and Objects are not conclusive.

6. NATIVE TITLE

6.1 General

The law of Australia recognises the existence of native title rights held by indigenous Australians over their traditional lands¹. Native title exists where an indigenous group has maintained a continuous traditional connection with the land, and those rights have not been extinguished.

Native title may be extinguished:

- (a) in whole by the grant of an interest in land conferring “exclusive possession” such as a freehold interest in the land; or
- (b) in part by the grant of an interest conferring “non-exclusive possession” including the grant of pastoral leases and mining leases, or the creation of certain reserves. In this case, the native title will co-exist with the other rights to the land.

The *Native Title Act 1993* (Cth) (**NTA**):

- (a) provides a process for indigenous people to claim native title rights² and compensation³;
- (b) confirms the validity of past actions (including grants of land tenure) by the Commonwealth and State governments⁴; and
- (c) specifies the procedures which must be complied with to ensure that acts that may affect native title rights (such as the grant or renewal of a mining tenement) are valid.

Native title rights arising under the NTA are recognised in Victoria under the *Traditional Owner Settlement Act 2010* (Vic) (**TOS Act**). In return for entering into an out-of-court settlement of native title, traditional owners must agree to withdraw any native title claim, pursuant to the *Native Title Act 1993* (Cth) and not to make any future native title claims.

The NTA has similarly been substantially adopted in South Australia by the enactment of the *Native Title (South Australia) Act 1994* (SA) (**NTSA Act**). The NTSA Act amended the Mining Act to provide an alternate and complementary State-based system to validate past acts which largely replicates the operation of the right to negotiate process under the NTA in South Australia.

6.2 Native title claim process

Persons claiming to hold native title may lodge an application for determination of native title with the Federal Court. The application is then referred to the NNTT to assess

¹ *Mabo v Queensland (No 2)* (1992) 175 CLR 1

² Parts 3 and 4 of the NTA

³ Part 3, Division 5 of the NTA

⁴ Part 2, Division 2 of the NTA

whether the claim meets the registration requirements in the NTA, and if so, the native title claim will be entered on the register of native title claims maintained by the NNTT.

Native title claimants have certain procedural rights, including the rights to negotiation and compensation, in relation to the grant of mining tenements if their native title claim is registered at the time the State issues a notice of the proposed grant of the mining tenement (**Section 29 Notice**), or if their claim becomes registered within 4 months after the Section 29 Notice.

Once a claim is registered, a claimant must prove its claim in the Federal Court in order to have native title determined and the claim entered on the National Native Title Register.

6.3 Grant of tenements and compliance with the NTA

The grant of any mining tenement after 23 December 1996 must comply with the applicable NTA procedures in order to be valid. The exception to this is where native title has never existed over the land covered by the tenement, or has been extinguished prior to the grant of the tenement.

The absence of a claim does not necessarily indicate that there is no native title over an area, as native title claims could be made in the future.

Unless it is clear that native title does not exist (such as where the land the subject of a tenement application is freehold land), the usual practice of the State is to comply with the NTA when granting a tenement. This ensures the grant will be valid if a court subsequently determines that native title rights exist over the land subject to the tenement.

The procedural requirements in the NTA relating to the grant of a mining tenement (referred to as the "**Future Act**" procedures) include four alternatives:

1. the right to negotiate, which is the primary Future Act procedure prescribed by the NTA;
2. the expedited procedure, which may be used in relation to the grant of exploration and prospecting licences; and
3. an indigenous land use agreement;
4. the infrastructure process.

The Future Act procedures are summarised below.

6.4 Grant of ELA 2021/00059 and compliance with the NTSA

Part 9B of the Mining Act provides an alternative State procedure for the validation of Future Acts in South Australia. Part 9B stipulates that the grant of a tenement confers no right to carry out mining operations, including exploring, prospecting or mining for minerals on native title land unless:

- (a) the mining operations do not affect native title (that is, they are not wholly or partly inconsistent with the continued existence, enjoyment or exercise of rights deriving from native title);
- (b) a declaration is made under the law of the State or the Commonwealth that the land is not subject to native title;

- (c) an indigenous land use agreement is registered under the NTA; or
- (d) a determination authorising the mining operations is made under Part 9B of the Mining Act.

As part of this procedure, the holder of an “exploration authority”, which includes an exploration licence, can acquire the right to carry out mining operations on the land affected by native title by entering into an agreement with a native title holder or native title claimant authorising the operations.

The procedures relating to validation of Future Acts under South Australian law mirror those established under the NTA and are discussed below.

6.5 Right to negotiate

The primary Future Act procedure prescribed by the NTA is the “right to negotiate”.

The right to negotiate involves a negotiation between the registered native title claimants, the tenement applicant and the State government, the aim of which is to agree the terms on which the tenement may be granted.

The applicant for the tenement is usually liable for any compensation that the parties agree to pay to the native title claimants. The parties may also agree on conditions that will apply to activities carried out on the tenement.

The initial negotiation period is 6 months from the date on which the State issues a Section 29 Notice.

If the parties cannot reach an agreement within the initial 6 month period, any party may refer the matter to arbitration before the NNTT, which then has 6 months to determine whether the tenement can be granted and if so, on what conditions.

The applicable South Australian legislation similarly establishes a procedure whereby a person who seeks a native title mining agreement may negotiate with the native title parties. Under the Mining Act, the person seeking to negotiate with native title parties must be either the tenement holder, the Minister or an association representing the interests of tenement holders. The NTSA Act provides that a right to negotiate notice may be served on native title holders in accordance with the NTSA Act.

6.6 Expedited procedure

Where the grant of a tenement is unlikely to directly interfere with community or social activities or areas or sites of particular significance, or involve major disturbance to land or waters, the NTA permits the State to follow an expedited procedure for the grant of a tenement.

The State applies the expedited procedure to the grant of exploration and prospecting tenements.

Registered native title parties can lodge an objection to the use of the expedited procedure within the period of 4 months following the issue of the Section 29 Notice by the State (**Objection Period**).

If no objections are lodged or if the objections are withdrawn, the State may grant the tenement at the expiry of the Objection Period without undertaking a negotiation process.

If an objection is lodged, the NNTT must determine whether the grant of the tenement is an act attracting the expedited procedure. If the NNTT determines the expedited procedure does not apply, the parties must follow the right to negotiate procedure or enter into an indigenous land use agreement. If an agreement is not reached within 6 months from the notification day, any party may refer the matter to the NNTT for determination by arbitration.

In South Australia, the NTSA largely replicates the expedited procedure established by the NTA, with the exception that, in the event that an objection is lodged, the Environment, Resources and Development Court must not make a determination to grant the tenement unless it is satisfied after giving the objectors an opportunity an opportunity to be heard that the operations are in fact operations to which the expedited procedure may apply.

6.7 Indigenous land use agreement

The right to negotiate and expedited procedures do not have to be followed if an indigenous land use agreement (**ILUA**) has been registered with the NNTT.

An ILUA is a voluntary contractual arrangement negotiated with all registered native title claimants for a relevant area. The State and the applicant for the tenement are usually the other parties to the ILUA.

An ILUA must set out the terms on which the relevant mining tenement may be granted. An ILUA will also specify conditions on which activities may be carried out within the tenement. The applicant for a tenement is usually liable for any compensation that the parties agree to pay to the registered native title claimants in return for the grant of the tenement being approved. These obligations pass to a transferee of the tenement.

Once an ILUA is agreed and registered, it binds the whole native title claimant group and all holders of native title in the area (including future claimants), even though they may not be parties to it.

The TOS Act also establishes a land use activity regime (Part 4) which is an alternative to the future acts regime of the NTA and results in a land use activity agreement (**LUAA**). It provides procedural rights for recognised traditional owner groups over certain activities that occur on public land (as defined in section 3 of the TOS Act). A LUAA must be accompanied by an ILUA which provides for the 'contracting out' of NTA processes.

6.8 Infrastructure process

The right to negotiate and expedited procedures also do not apply for grants of tenements for the sole purpose of the construction of an infrastructure facility under the NTA.

6.9 Renewals

Renewals of mining tenements made after 23 December 1996 must comply with the Future Act provisions in order to be valid under the NTA, except where:

- (a) the area to which the mining tenement applies is not extended;
- (b) the term of the renewed mining tenement is not longer than the term of the earlier mining tenement;
- (c) the rights to be created do not include a right of exclusive possession; or

- (d) the rights to be created are not greater than the rights conferred by the earlier mining tenement.

6.10 Registered Native Title Claims and Determinations

Our searches indicate that some of the Tenements are within the external boundaries of the native title claims and determinations as specified in Part II of the Schedule.

6.11 Indigenous land use agreements affecting the Tenement

Our searches indicate that some of the Tenements are within the area of the registered ILUAs as specified in Part II of the Schedule.

7. EXPLORATION LICENCE APPLICATION STATUS

The Company announced on 27 September 2021 that it has entered into a binding terms sheet to acquire 100% of shares in the capital Mitre Hill, the registered applicant for the Tenements. Accordingly, the Company is not the registered applicant for the Tenements. Upon completion of the acquisition of Mitre Hill, the Company will indirectly hold the Tenements.

Under both the Minerals Act and the Mining Act, exploration licence applications cannot be transferred. If the Company wishes to become the licensee of the Tenements, it must wait until the exploration licences have been granted before requesting that they be transferred from Mitre Hill to the Company. There are also certain restrictions on the transfer of the Tenements following their grant. The Minerals Act prohibits the transfer of an exploration licence during the first year of its term. Similarly, under the Mining Act, the Minister will generally not approve of a transfer of an exploration licence until at least one year of exploration over the area by a licensee has elapsed and the obligations for that year have been adequately met. Accordingly, if the Company's intention is to become the registered holder of the Tenements, it is likely to face a year-long delay in becoming the registered holder from the date of grant.

8. LAND ACCESS – VICTORIA

8.1 Private land

The holder of an exploration licence must not carry out any work on land covered by the licence that is private land unless the licensee has obtained the written consent of the owners and occupiers of the land or made and registered compensation agreements with those owners and occupiers.

Our Searches have not identified any registered compensation agreements with the owners and occupiers of land within the area of the Tenements.

8.2 Crown land

The Minerals Act requires that the holder of an exploration licence who proposes to do work under the licence on restricted Crown land must obtain the consent of the Crown land Minister. Restricted Crown land includes land that is the subject of a relevant recommendation of the Victorian Environmental Assessment Council that has been accepted by the Government under Part 3 of the *Victorian Environmental Assessment Council Act 2001*. Consent is not required where the underlying land is unrestricted Crown land, subject to any conditions imposed on the licence.

Our Searches identify areas of Crown land within the area of EL007640, EL007641 and EL007647, including areas of reserves (including wetlands) or parks. Areas of restricted

Crown land have been identified within EL007640 and EL007641. We have not investigated the processes undertaken for accessing Crown land and cannot comment on whether all required consents (if any) have been obtained.

8.3 Water Authority land

Consent may also be required from other bodies prior to the commencement of work under an exploration licence, including from the relevant authority under the *Water Act 1989* (Vic) (**Water Authority**) where the land is owned by, vested in or managed or controlled by the Water Authority. The licence holder must also notify the Department or relevant body within 21 days of the proposed work where the land that is the subject of the licence relates to a highway, road or street.

Our Searches have identified areas of land the subject of EL00760 that are owned by, vested in or managed or controlled by the Water Authority. We have not investigated the processes that will be undertaken for accessing this land and cannot comment on whether all required consents have been / will be obtained.

9. LAND ACCESS – SOUTH AUSTRALIA

9.1 Private land

As outlined above at paragraph 4.2(f), a tenement holder may enter private land to undertake authorised exploration activities if the tenement holder has an agreement with the owner of the land so authorising the tenement holder or has given the owner of the land notice of their intention to enter the land under section 58A of the Mining Act (**Section 58A Notice**).

An agreement between the tenement holder and the landowner may involve the payment of compensation to a private landowner for any economic loss, hardship or inconvenience suffered by the owner in consequence of the authorised operations. Any such agreement, as well as a notice served in accordance with the Mining Act to enter the land, must be registered on the mining register.

Our Searches do not identify any registered agreements with or notices served upon private landowners. However, our SARIG Searches have identified numerous property boundaries within the areas of the ELA 2021/00059. Accordingly, agreements with private landowners may need to be entered into and / or Section 58 Notices may need to be issued to landowners in the future if the Company intends to undertake authorised exploration activities on private land.

9.2 Public land

Subject to the appropriate regulations for preventing undue interference with public use, the rights conferred by the Mining Act may be exercised in respect of any public road, reserve or place.

Our Searches identify areas of public land within the area of ELA 2021/00059, including conservation parks and game reserves.

The land the subject of the Tenements overlaps public land as set out in the table below.

Tenement	Public land	Location of overlap
ELA 2021/00050	National, Recreation and Conservation Parks	Peripheral
ELA 2021/00050	Game Reserve	Peripheral

These interests are described in detail at paragraph 9.3 of this Report below.

9.3 Parks and reserves

The *National Parks and Wildlife Act 1972 (SA)* (**Parks Act**) governs the establishment and management of reserves, including national parks, conservation parks, game reserves and recreational reserves, for public benefit and enjoyment. The Parks Act enables the Governor, by proclamation, to declare that, subject to any conditions specified, rights of entry, prospecting, exploration, or mining may be acquired and exercised in respect of land constituting a reserve or portion of a reserve (other than a regional reserve).

If a reserve is proclaimed with access for exploration and mining (referred to as a 'joint proclamation'), these rights are subject to any conditions specified within the proclamation. While the conditions may differ between reserves, the majority of joint proclamations:

- (a) allow for exploration and mining activities within the reserve;
- (b) require the approval of the Minister for Mineral Resources and Energy and the Minister for Sustainability, Environment Conservation for the exercise of rights that are to take place in relation to the reserve; and
- (c) require that the party undertaking the activity give the Minister for Sustainability, Environment and Conservation three months' notice of any drilling, excavation, vegetation clearance or the construction of any road or other structure.

Our SARIG Searches have identified the following reserves within the areas of the ELA 2021/00059:

Name of reserve	Joint proclamation made	Tenement
Hacks Lagoon Conservation Park	No	ELA 2021/00059
Bool Lagoon Game Reserve	No	ELA 2021/00059

There may additional conditions imposed on ELA 2021/00059 (if and once granted) pertaining to exploration activities within reserve areas.

10. LAND SUBJECT TO EXISTING TENEMENTS – SOUTH AUSTRALIA

10.1 Licences granted under the *Petroleum and Geothermal Energy Act 2000 (SA)*

It is a requirement under the Mining Act that a person authorised to undertake exploration operations (among other things) under the Mining Act must, at least 42 days before entering land that is subject to a licence granted under the *Petroleum and Geothermal Energy Act 2000 (SA)* (**PGE Act**) to undertake exploration operations, serve the owner of the land with a notice of intention to enter the land and provide a copy of that notice to the holder of the licence granted under the PGE Act (**Notice Requirement**). Notice is, however, not required to be given to the holder of the licence granted under the PGE Act if the licence holder has waived the notice requirement.

Our SARIG Searches have identified that several licences granted under the PGE Act overlap the area of ELA 2021/00059. The Mining act does not apply to licences for petroleum or any other substance, the recovery of which is governed by the PGE Act.

(a) **Exploration licences**

The PGE Act establishes three categories of exploration licence – a petroleum exploration licence, a geothermal exploration licence and a gas storage exploration licence. An exploration licence authorises the licensee to carry out exploratory operations and operations to establish the nature, extent and feasibility of product for resources of the kind relevant to the category of licence in the licence area.

Our SARIG Searches have identified the existence of exploration licences and an exploration licence application granted under the PGE Act within the area of ELA 2021/00059, the details of which are contained in Part III of the Schedule.

We have not obtained or reviewed the terms and conditions (if any) pertaining to the exploration licences granted under the PGE Act and cannot comment on whether the Notice Requirement under the Mining Act has been waived.

(b) **Pipeline licence**

A pipeline licence authorises the licensee to operate and maintain the transmission pipeline to which it relates. If the licence is granted for a proposed transmission pipeline, the licence also authorises the licensee to construct (or complete the construction of) the relevant transmission pipeline. The holder of a pipeline licence may, with the consent of the Minister, carry out a regulated activity on land that is adjacent to the site of the pipeline as if it formed part of the pipeline land if it is reasonably necessary to do so.

Our SARIG Searches have identified the existence of three pipeline licences within the area of ELA 2021/00059, the details of which are contained in Part III of the Schedule.

We have not obtained or reviewed the terms and conditions (if any) pertaining to the pipeline licences granted under the PGE Act and cannot comment on whether the Notice Requirement under the Mining Act has been waived.

(c) **Production licence**

The PGE Act establishes three categories of production licence – a petroleum production licence, a geothermal production licence and a gas storage licence. A production licence authorises the licensee to carry out operations for the recovery, processing, storage or withdrawal of petroleum (or some other regulated substance) from the ground for the prudent supply or delivery of the petroleum (or other regulated substance) to the market.

Our SARIG Searches have identified the existence of two petroleum production licences within the area of ELA 2021/00059, the details of which are contained in Part III of the Schedule.

We have not obtained or reviewed the terms and conditions (if any) pertaining to the production licences granted under the PGE Act and cannot comment on whether the Notice Requirement under the Mining Act has been waived.

(d) **Retention licence**

The PGE Act establishes three categories of retention licence – a petroleum retention licence, a geothermal retention licence and a gas storage retention licence. A retention licence protects the interests of the licensee in a regulated resource or the purpose of either facilitating the proper evaluation of the

productive potential of a discovery made by the licensee, carrying out the work necessary to bring the discovery to commercial production, testing the natural reservoir for storage or petroleum or other resources, providing a means by which the licensee can maintain its interest in a resource until production is commercially feasible or facilitating other activities considered appropriate by the Minister.

Our SARIG Searches have identified the existence of two retention licences within the area of ELA 2021/00059, the details of which are contained in Part III of the Schedule.

We have not obtained or reviewed the terms and conditions (if any) pertaining to the retention licences granted under the PGE Act and cannot comment on whether the Notice Requirement under the Mining Act has been waived.

10.2 Mineral claim

A mineral claim confers on the owner of the claim an exclusive right to prospect for minerals in the land comprised in the claim, to carry out such other exploratory operations on the land comprised in the claim and to apply for a mining lease or a retention lease in respect of the whole or part of the land comprised in the claim. A mineral claim does not authorise the owner to remove from the area of a mineral claim minerals, or soil and minerals, exceeding a mass of 1 tonne unless authorised to do so by the Director of Mines. Ownership of a mineral claim similarly does not confer any right to sell or dispose of any minerals recovered in the course of authorised operations.

Our SARIG Searches have identified the existence of a mineral claim within the area of ELA 2021/00059 held by Brooksby Civil Pty Ltd, the details of which are contained in Part III of the Schedule. Our SARIG Search shows that the mineral claim expired on 21 November 2020.

11. ENVIRONMENTAL ISSUES – VICTORIA

11.1 Approval

It is a requirement under the Minerals Act that a licensee who proposes to do work under the licence submit a work plan with the Department. If a work plan or variation to a work plan for mining work proposed to be done under a mining licence is received by the Department, the Department must give a copy of the work plan or variation to the Environment Protection Authority (**EPA**) under the *Environment Protection Act 2017* (Vic) within 28 days of receipt of the work plan or variation. The EPA may object to the endorsement of the work plan or variation, following which the Department will decide within 28 days of the objection to endorse or refuse to endorse the work plan or variation.

Where a work plan is submitted, the tenement holder is required to provide detail in relation to the rehabilitation of the licence area. If the Minister is of the opinion that the proposed exploration work under a work plan, or an application to vary an approved work plan, will have a material impact on the environment, the licensee may also be required to submit a statement assessing the proposed work on the environment. The Minister must provide a copy of this statement to the Minister administering the *Planning and Environment Act 1987* (Vic) and request their comments.

11.2 Rehabilitation Bonds

Under the Minerals Act, the Minister may impose a condition on an exploration licence that a rehabilitation bond be entered into. This condition may be imposed if and once the Tenements are granted.

12. ENVIRONMENTAL ISSUES – SOUTH AUSTRALIA

12.1 Environmental protection and rehabilitation

The holder of a mineral tenement must comply with their environmental obligations under the Mining Act in respect of authorised operations conducted over the land that is the subject of the tenement. Those obligations include (but are not limited to):

- (a) **(Program):** The Mining Act prohibits a person from carrying out operations unless a program is in force for those operations, which:
 - (i) specifies the operations that are proposed to be carried out;
 - (ii) sets out the environmental outcomes that are expected to occur as a result of the operations;
 - (iii) contains a statement of the criteria to be adopted to measure those environmental outcomes in a form prescribed by the Mining Regulations;
 - (iv) incorporates information about the ability of the tenement holder to achieve those environmental outcomes; and
 - (v) comply with any requirements prescribed by the Mining Regulations.

The program must be submitted to the Minister for approval. The Minister may approve, reject or require alterations to the program after consultation with the tenement holder in order to ensure the program complies with the Mining Act.

Mineral exploration programs generally begin with an initial 'low impact' exploration phase. As such, a Program for Environment Protection and Rehabilitation (**PEPR**) for the conduct of low impact exploration operations on all current and future exploration licences can be adopted in accordance with Ministerial Determination 001 (**Generic PEPR**). The tenement holder need only conduct activities in accordance with the Generic PEPR and no formal submission is required.

ELA 2021/00059, once granted, may be subject to conditions relating to the adoption of a PEPR.

- (b) **(Direction to prevent or minimise environmental harm):** If authorised activities are being conducted in a way that results in undue damage to the environment, the Minister may direct the holder of a mineral tenement to take specified action to prevent or minimise environmental damage.

The Minister may, by written notice, direct that action be taken:

- (i) to rehabilitate the land in accordance with the requirements of a program; or
- (ii) to rehabilitate the land to a standard required to secure compliance with a condition of a mineral tenement.

The direction may apply to land outside the area of the mineral tenement.

- (c) **(Rehabilitation fund):** The Mining Rehabilitation Fund is established under the Mining Act and maintained by the Minister. The Minister may require a

tenement holder, or former tenement holder, to pay an amount determined by the Minister into the fund.

The Company's operations on ELA 2021/00059 (once granted) are also subject to the provisions of the *Environment Protection Act 1933* (SA).

13. QUALIFICATIONS AND ASSUMPTIONS

This Report is subject to the following qualifications and assumptions:

- (a) we have assumed the accuracy and completeness of all tenement searches, register extracts and other information or responses which were obtained from the relevant department or authority including the NNTT;
- (b) we assume that the registered holder of the Tenements has valid legal title to the Tenements;
- (c) this Report does not cover any third party interests, including encumbrances, in relation to the Tenements that are not apparent from our searches and the information provided to us;
- (d) we have assumed that any agreements provided to us in relation to the Tenements are authentic, were within the powers and capacity of those who executed them, were duly authorised, executed and delivered and are binding on the parties to them;
- (e) with respect to the granting of the Tenements, we have assumed that the State and the applicant for the Tenements have complied with, or will comply with, the applicable Future Act Provisions;
- (f) we have assumed the accuracy and completeness of any instructions or information which we have received from the Company or any of its officers, agents and representatives;
- (g) unless apparent from our searches or the information provided to us, we have assumed compliance with the requirements necessary to maintain the Tenement in good standing;
- (h) references in Parts I and II of the Schedule to this Report to any area of land are taken from details shown on searches obtained from the relevant department. It is not possible to verify the accuracy of those areas without conducting a survey;
- (i) the information in Parts I, II and III of the Schedule to this Report is accurate as at the date the relevant Searches were obtained. We cannot comment on whether any changes have occurred in respect of the Tenements between the date of the Searches and the date of this Report;
- (j) where Ministerial consent is required in relation to the transfer of any Tenements, we express no opinion as to whether such consent will be granted, or the consequences of consent being refused, although we are not aware of any matter which would cause consent to be refused;
- (k) we have not conducted searches of the Priority Sites Register maintained by the Victorian EPA or searches of the Public Register maintained by the South Australian Environment Protection Authority;

- (l) native title may exist in the areas covered by the Tenements. Whilst we have conducted Searches to ascertain that native title claims and determinations, if any, have been lodged in the Federal Court in relation to the areas covered by the Tenements, we have not conducted any research on the likely existence or non-existence of native title rights and interests in respect of those areas. Further, the NTA contains no sunset provisions and it is possible that native title claims could be made in the future; and
- (m) Aboriginal heritage sites or objects (as defined in the Heritage Act or under the Commonwealth Heritage Act) may exist in the areas covered by the Tenements regardless of whether or not that site has been entered on the Register of Aboriginal sites established by the Heritage Act or is the subject of a declaration under the Commonwealth Heritage Act. We have not conducted any legal, historical, anthropological or ethnographic research regarding the existence or likely existence of any such Aboriginal heritage sites or objects within the area of the Tenements.

14. CONSENT

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

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Steinepreis Paganin', is written over a light blue horizontal line.

STEINEPREIS PAGANIN

SCHEDULE: PART I – TENEMENT SCHEDULE

TENEMENT	REGISTERED HOLDER / APPLICANT	INTEREST	APPLICATION DATE	EXPIRY DATE	AREA SIZE	ANNUAL FEE	MINIMUM ANNUAL EXPENDITURE	REGISTERED DEALINGS / ENCUMBRANCES	NATIVE TITLE AND ABORIGINAL HERITAGE
EL007640	Mitre Hill Pty Ltd	100%	29/07/2021	-	490 GRS	-	-	-	See Part II
EL007641	Mitre Hill Pty Ltd	100%	17/06/2021	-	103 GRS	-	-	-	See Part II
EL007646	Mitre Hill Pty Ltd	100%	29/06/2021	-	28 GRS	-	-	-	See Part II
EL007647	Mitre Hill Pty Ltd	100%	16/06/2021	-	30 GRS	-	-	-	See Part II
ELA 2021/00059	Mitre Hill Pty Ltd	100%	17/05/2021	-	810 km ²	-	To be determined as part of the application process in accordance with DEM's new expenditure policy.	-	See Part II

Key to Tenement Schedule

EL / ELA – means Exploration Licence Application

Unless otherwise indicated, capitalised terms have the same meaning given to them in the Prospectus.

Please refer to Part II of this Report for further details on native title and Aboriginal heritage matters.

SCHEDULE: PART II – NATIVE TITLE & ABORIGINAL HERITAGE

NATIVE TITLE APPLICATION

TENEMENTS IMPACTED	TRIBUNAL NUMBER	FEDERAL COURT NUMBER	APPLICATION NAME	DATE REGISTERED	STATUS
ELA 2021/00059	SC2017/002	SAD211/2017	Andrew Birtwistle-Smith & Ors and the State of South Australia (First Nations of the South East #1)	10/11/2017	Active

NATIVE TITLE DETERMINATION

TENEMENTS IMPACTED	TRIBUNAL NUMBER	FEDERAL COURT NUMBER	DETERMINATION NAME	DETERMINATION OUTCOME	DETERMINATION DATE AND DATE OF EFFECT
EL007640	VCD2005/001	VID6002/1998	Clarke on behalf of the Wotjobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk Peoples v State of Victoria	Native title exists in part of the determination area	13/12/2005

ILUAs**1. EL007640**

The land under the Tenement EL4590 is subject to an ILUA designated as Wotjobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk Area Agreement that was registered on 11 November 2005. Due to standard confidentiality provisions, the terms and conditions of an ILUA are not available for public access, however an excerpt of an ILUA is obtainable. We have obtained the excerpt from the ILUA and confirm that the parties are:

- State of Victoria;
- Barengi Gadjin Land Council Aboriginal Corporation;
- Commonwealth of Australia; and
- William John Kennedy (Senior) and Kaylene Pamela Clarke (registered native title claimants).

The ILUA applies to approximately 35,859 km (sq) of land and is located in the Wimmera region of Victoria. The Agreement area extends from the South-Australia / Victoria border in the west, to Birchip in the east, the Mallee Highway in the north and to Ararat and the Wimmera Highway in the south.

The Company is not a party to the Area Agreement. Accordingly, there are currently no conditions precedent imposed on the Company prior to conducting any exploration activity on the land the subject of the ILUA.

2. EL007641

The land under Tenement EL007641 is subject to an ILUA designated as the Gournditch-Mara & Lynch Mining - Victorian Exploration Licences 4368 & 4369 Area Agreement that was registered on 6 October 2006. Due to standard confidentiality provisions, the terms and conditions of an ILUA are not available for public access, however an excerpt of an ILUA is obtainable. We have obtained the excerpt from the ILUA and confirm that the applicants are John Maxwell Lovett, Christina Isabel Saunders, Eugene Samuel Lovett, Georgina Helen Redfern and Elizabeth Harriet King on behalf of the Gournditch-Mara Native Title Group.

The ILUA applies to approximately all land and water that are subject to Victorian exploration licences 4368 and 4369 (located in south-west Victoria adjacent to the South Australia border).

The Company is not a party to the Area Agreement. Accordingly, there are currently no conditions precedent imposed on the Company prior to conducting any exploration activity on the land the subject of the ILUA.

ABORIGINAL HERITAGE SCHEDULE

The following Aboriginal heritage places exist within the Victorian Tenements:

TENEMENT	PLACE NUMBER	NAME	COMPONENT NUMBER	TYPE
EL007640	7123-0005	KOWTREE GRINDING STONE	7123-0005-1	Artefact Scatter
EL007640	7123-0012	MUNDARRA 2	7123-0012-1	Artefact Scatter
EL007640	7123-0013	MUNDARRA 3	7123-0013-1	Artefact Scatter
EL007640	7123-0014	MUNDARRA 4	7123-0014-1	Artefact Scatter
EL007640	7123-0015	MUNDARRA 5	7123-0015-1	Artefact Scatter
EL007640	7123-0016	GREEN GUMS 3	7123-0016-1	Artefact Scatter
EL007640	7123-0033	DIP SWAMP	7123-0033-1	Artefact Scatter
EL007640	7123-0044	GLENARA 2	7123-0044-1	Artefact Scatter
EL007640	7123-0045	GLENARA 3	7123-0045-1	Artefact Scatter
EL007640	7123-0046	POOLAIJELO 6	7123-0046-1	Scarred Tree
EL007640	7123-0047	POOLAIJELO 7	7123-0047-1	Scarred Tree
EL007640	7123-0055	BOGALARA 3	7123-0055-1	Artefact Scatter
EL007640	7123-0056	BOGALARA 4	7123-0056-1	Artefact Scatter
EL007640	7123-0067	GLENARA 8	7123-0067-1	Scarred Tree

EL007640	7123-0068	GLENARA 9	7123-0068-1	Scarred Tree
EL007640	7123-0069	GLENARA 10	7123-0069-1	Scarred Tree
EL007640	7123-0070	BOGALARA 5	7123-0070-1	Scarred Tree
EL007640	7123-0071	BOGALARA 6	7123-0071-1	Artefact Scatter
EL007640	7123-0079	KOIJAK CREEK SCARRED TREE	7123-0079-1	Scarred Tree
EL007640	7123-0081	POWERS CREEK SCARRED TREE	7123-0081-1	Scarred Tree
EL007640	7123-0087	LAKE WALLACE 1	7123-0087-1	Scarred Tree
EL007640	7123-0088	LAKE WALLACE 2	7123-0088-1	Scarred Tree
EL007646	7123-0037	ARDMEEN 1	7123-0037-1	Artefact Scatter
EL007646	7123-0038	ARDMEEN 2	7123-0038-1	Scarred Tree
EL007646	7123-0039	ARDMEEN 3	7123-0039-1	Scarred Tree
EL007646	7123-0040	ARDMEEN 4	7123-0040-1	Scarred Tree
EL007646	7123-0041	POOLAIJELO 4	7123-0041-1	Artefact Scatter
EL007646	7123-0042	POOLAIJELO 5	7123-0042-1	Scarred Tree
EL007646	7123-0048	POOLAIJELO 8	7123-0048-1	Scarred Tree
EL007646	7123-0049	POOLAIJELO 9	7123-0049-1	Scarred Tree

EL007646	7123-0050	POOLAIJELO 10	7123-0050-1	Scarred Tree
EL007646	7123-0051	POOLAIJELO 11	7123-0051-1	Scarred Tree

The following Aboriginal heritage sites exist within the South Australian Tenement:

TENEMENT	SITE NUMBER	TYPE	STATUS
ELA 2021/00059	1844	Scarred Tree	Registered
ELA 2021/00059	5304	Scarred Tree	Registered

SCHEDULE: PART III – SARIG INTERESTS

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000 (SA) LICENCES

LICENCE TYPE	TENEMENT NUMBER	REGISTERED HOLDER/APPLICANT	GRANT / APPLICATION DATE	EXPIRY DATE	AREA (KM ²)	LENGTH (KM)	STATUS
Exploration licence application (gas storage)	GSELA 664	Adelaide Energy Pty Ltd	22/07/2016	N/a	17.46	N/a	PUB
Exploration licence (gas storage)	GSEL 654	Adelaide Energy Pty Ltd	27/10/2015	26/10/2025	2488.81	N/a	PUB
Exploration licence (petroleum)	PEL 494	Adelaide Energy Pty Ltd, Beach Energy Limited, Somerton Energy Pty Limited	24/03/2015	25/03/2024	1274.81	N/a	PUB
Exploration licence (petroleum)	PEL 155	Otway Energy Pty Ltd, Vintage Energy Ltd	01/01/2012	04/05/2021	225.94	N/a	PUB
Exploration licence (geothermal)	GEL 223	Osiris Energy Ltd	24/07/2007	23/07/2022	152.58	N/a	PUB
Pipeline licence (natural gas)	PL 19	Adelaide Energy Pty Ltd	20/11/2009	19/11/2030	N/a	8.79	PUB
Pipeline licence (natural gas)	PL 16	APT Pipelines (SA) Pty Limited	23/02/2005	22/02/2026	N/a	22.83	PUB

LICENCE TYPE	TENEMENT NUMBER	REGISTERED HOLDER/APPLICANT	GRANT / APPLICATION DATE	EXPIRY DATE	AREA (KM ²)	LENGTH (KM)	STATUS
Pipeline licence (natural gas)	PL 3	Epic Energy SA Pty Ltd	30/06/1995	29/06/2037	N/a	4.46	PUB
Production licence (petroleum)	PPL 202	Adelaide Energy Pty Ltd	02/10/2003	N/a	2.26	N/a	PUB
Production licence (petroleum)	PPL 62	Adelaide Energy Pty Ltd	27/11/2011	N/a	28.84	N/a	PUB
Retention licence (gas storage)	GRSL 27	Adelaide Energy Pty Ltd	15/09/2015	14/09/2025	45.32	N/a	PUB
Retention licence (petroleum)	PRL 13	Red Sky Killanoola Pty Ltd	31/01/2007	30/01/2022	17.46	N/a	PUB
Retention licence (petroleum)	PRL 1	Adelaide Energy Pty Ltd	10/01/2010	09/01/2025	3.73	N/a	PUB

MINERAL CLAIM

TENEMENT	REGISTERED HOLDER / APPLICANT	OPERATION NAME	INTEREST	GRANT DATE	EXPIRY DATE	AREA SIZE (ha)	COMMODITIES	LOCATION
MC 4487	Brooksby Civil Pty Ltd	Stewart Range Quarry	100%	22/11/2019	21/11/2020	82.91	Limestone	Stewart Range area, approximately 8km northwest of Naracoorte



Annual Report Year Ended 30 June 2021



DIRECTORS

Mr Shannon Green	Executive Chairman and Chief Executive Officer (CEO)
Mr John Lewis	Executive Director
Mr James Myers	Non-Executive Director
Mr Paul Hissey	Non-Executive Director

COMPANY SECRETARY

Ms Shannon Coates

REGISTERED AND PRINCIPAL OFFICE

Suite 5, 62 Ord Street
West Perth WA 6005
Telephone (08) 9322 1587
Facsimile (08) 9322 5230
Website www.resourcebase.com.au

POSTAL ADDRESS

Suite 5, 62 Ord Street
West Perth WA 6005

AUDITORS

Elderton Audit Pty Ltd
Level 2, 267 St Georges Terrace
Perth WA 6000

SHARE REGISTER

Link Market Services
Level 4 Central Park
152 St George Terrace
Perth WA 6000

Resource Base Limited shares are listed on the Australian Securities Exchange (ASX code: RBX)

ACN	113 385 425
ABN	57 113 385 425
ASX Code	RBX

In this report, the following definitions apply:

“Board” means the Board of Directors of Resource Base Limited

“Resource Base” or the **“Company”** means Resource Base Limited ABN 57 113 385 425

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The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Resource Base Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2021.

DIRECTORS

The following persons were directors of Resource Base Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Director	Position	Appointed	Resigned
Shannon Green	Executive Chairman and CEO	1 June 2020	
James Myers	Non-Executive Director	1 June 2020	
John Lewis	Executive Director	26 October 2020	
Michael Kennedy	Non-Executive Director		26 October 2020
Paul Hissey	Non-Executive Director	12 July 2021	

PRINCIPAL ACTIVITIES

During the financial year the principal continuing activities of the consolidated entity consisted of assessing precious metal and other projects and the divestment of its 100% owned subsidiary Broula King Joint Venture Pty Ltd. The Company also entered into an agreement to acquire the Black Range Project in Victoria which was finalised upon the completion of an IPO by the Company after the year end .

DIVIDENDS

There were no dividends paid, recommended, or declared during the current or previous financial year.

REVIEW OF OPERATIONS

The Company's strategy had previously focussed on developing the Broula King Gold Project located in NSW including the idled Broula King processing site and all other assets held by the Company's 100% owned subsidiary Broula King Joint Venture Pty Ltd.

In August 2020, the Company's focus shifted, and it undertook to divest its existing operations at the Broula King Gold Project with a view to identifying and acquiring a new flagship project. As this new strategy was unable to be fully implemented prior to 19 November 2020 (at which point the Company had been suspended from trading on the ASX for a continuous period of two years), the Company was removed from the Official List of the ASX in accordance with ASX Guidance Note 33.

In line with its new strategy, the Company has prioritised the identification and recruitment of directors and executives with the capability to assess, acquire, bring to production-ready status and operate small to medium scale resource projects in a cost-effective manner. In keeping with this objective, the Company has assembled a team of directors and executives with extensive experience in tenement acquisition, exploration management, feasibility study, cost effective environmental effects statement preparation and approval, plant procurement, plant construction, plant commissioning, mining and processing operations management.

The Company entered into the Acquisition Agreement with Navarre Minerals Limited (ACN 125 140 105) (ASX: NML) (Navarre or the Vendor) on 15 February 2021 pursuant to which it has agreed to acquire a 100% interest in the Black Range Project comprising Exploration Licence 4590 (Tenement) located in the well-known and highly prospective Stavelly corridor in north-west Victoria (Black Range Project or Project). The Project is host to an advanced copper-gold VHMS system known as the Eclipse prospect (Eclipse or Eclipse Prospect).

In consideration for the Acquisition, the Company agreed to pay a staged equity-based consideration to the Vendor as follows:

1. Tranche 1: on the date of settlement of the Acquisition (Settlement Date), the Company shall issue the Vendor 7,600,000 Shares (representing consideration of \$1,520,000 at a deemed issue price of \$0.20 per Share) (Settlement Shares);
2. Tranche 2: the Company shall issue the Vendor 2,500,000 Shares on the announcement by the Company of an Inferred Mineral Resource (as defined in the JORC Code 2012 Edition) of:
 - 2.1 a minimum of 100,000 ounces of gold at a minimum grade of no less than 1g/t; or
 - 2.2 a minimum of a combined 100,000 tonnes of copper and zinc, each at a minimum grade of 1%, within 5 years of the Settlement Date; and
3. Tranche 3: the Company shall issue the Vendor 6,000,000 Shares on the Company delivering a definitive feasibility study within 5 years of Settlement relating to the Tenement area which indicates a Project net present value of greater than \$250,000,000,

Among other conditions precedent to a transaction of this nature settlement was conditional upon receipt of conditional approval from ASX to trading of the securities of RBX on the ASX and the Company raising sufficient capital to meet its obligations to the project going forward.

ASX Re-listing

The Company issued a prospectus on 7 May 2021 with the primary purposes of the Offers within it being to assist the Company to meet the admission requirements of ASX under Chapters 1 and 2 of the ASX Listing Rules by providing the Company with sufficient funds for:

- the proposed exploration programs at the Project;
- considering acquisition opportunities that may be presented to the Board from time to time; and
- the Company's working capital requirements while it is implementing the above; and

Finalisation of the IPO pursuant to the prospectus allowed the Company to complete the terms under the Acquisition Agreement.

The primary purpose of the Secondary Offers is to remove the need for an additional disclosure document to be issued upon the sale of any Securities that are issued under the Secondary Offers.

The Company's main objectives on completion of the Offers and ASX listing were to:

- test previously identified priority drill targets at the Black Range Project;
- establish an initial JORC compliant resource from existing geological data within 6 months of listing;
- undertake geochemical sampling and airborne and ground electromagnetic programmes, with a view to identifying additional drill targets at its Project;
- implement an exploration strategy aimed at the discovery of high-grade copper and gold resources at the Black Range Project as rapidly as practicable;
- through exploration success, evaluate opportunities and undertake studies for near term copper and gold production;
- continue to pursue other acquisitions that have a strategic fit for the Company; and
- provide working capital for the Company.

Broula King Joint Venture

On 18 August 2020, in line with the Company strategy, the company announced that it had entered into a binding exclusive option agreement with Sunshine Reclamation Ltd granting an exclusive option to purchase 100% of the issued shares in the company's 100% owned subsidiary Broula King Joint Venture Pty Ltd.

The agreement was renegotiated by the parties in October and on 18 December 2020 the Company transfer the shares in BKJV to Sunshine for a total sale price in the amount of \$100,000. As at 18 December 2020 Sunshine assumed all responsibility for any and all present or future environmental liabilities of BKJV.

FINANCIAL POSITION

The company made a loss for the year of \$1,659,785 (2020: loss \$897,898). Cash reserves were \$97,937 (30 June 2020: \$24,265) representing an increase of \$73,672.

CORPORATE ACTIVITIES

On 26 October 2020, the Company appointed Mr John Lewis as a Director of the Company. Mr Lewis is a Chartered Accountant with numerous years' experience in the restructure of mining exploration companies. At the same time Mr Michael Kennedy resigned from the Board.

On the 28 April 2021 the Company convened an extra-ordinary meeting of shareholders primarily to seek approval for the consolidation of the Company's share capital on a 1 new share for every 8 existing shares held. The resolution was passed at the meeting and the number of shares on issue was consolidated from 27,491,373 shares to 3,436,422 shares.

Prior to the IPO the company finalised a pre-IPO seed capital raise of \$350,000 issuing 2,500,000 shares.

EVENTS SUBSEQUENT TO REPORTING DATE

On 12 July 2021, Mr Paul Hissey was appointed as Non-Executive Director.

On 12 July 2021, the ASX admitted the Company to trade its shares on the ASX main board following the completion of an over-subscribed initial public offer (IPO) which raised \$5,500,000 pursuant to the Prospectus dated 7 May 2021.

The IPO and re-quotation on the ASX was a condition precedent of the agreement to acquire the Black Range Project from Navarre Minerals Limited which was entered into on 16 February 2021.

Additionally, as part of the IPO the Company settled a range of debts with ASIPAC into 1,685,640 Shares and 1,685,640 Options and former Directors of the Company into 278,898 shares in the restructured company.

A total of 27,500,000 Shares were issued at a price of \$0.20 per Share under the Offer, and a total of 10,154,538 Shares and 9,685,640 Options were issued upon settlement of the Offer pursuant to secondary offers and issues as detailed in the Company's Prospectus.

As a result, the completion of the IPO the Black Range Project was settled and the transfer of EL 4590 was completed and lodged with the local authority.

On 27 September 2021, the Company announced the execution of a binding term sheet for the material acquisition of five exploration licence applications over ground located within the Murray Basin across Victoria and South Australia, totalling a significant package of 1,380km² (collectively the Mitre Hill Project) with potential to be prospective for ionic clay hosted Rare Earth Elements (REE).

The Company also announced firm commitments have been received to raise \$1.2 million through the issue of six (6) million shares at an issue price of \$0.20 per share, being a 4.1% premium to the 14-day VWAP, to progress exploration work as the Exploration Licence Applications are granted.

On 28 September 2021, the Company announced it had appointed Mr Shannon Green as Executive Chairman and CEO on a full time basis.

There have been no other transactions or events of a material and unusual nature likely, in the opinion of the Directors of the Company, to significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

ENVIRONMENTAL REGULATION

The economic entity holds participating interests in a number of mining and exploration tenements. The various authorities granting such tenements require the tenement holder to comply with the terms of the grant of the tenement and all directions given to it under those terms of the tenement. There were no breaches of these regulations during the 2021 financial year.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 forms part of the Directors' Report and is included on page 15.

DIRECTOR AND COMPANY SECRETARY INFORMATION

Mr Shannon Green | Executive Chairman & CEO

Appointed 1 June 2020

Qualifications: Mr Green's professional qualifications include Qld SSE Mine Managers Certificate, Graduate Diploma Mining Engineering, Diploma of Mining (Surface & underground) and a Diploma of (Finance) and is currently completing an MBA.

Other current directorships Pathfinder Resources Ltd (ASX: PF1).

Former directorships (last 3 years): Lindian Resources Limited (ASX: LIN)

Interests in Shares and Options over Shares in the Company: Nil

Mr Green has considerable recent corporate experience including, project transactions, capital raisings, marketing, technical and commercial due diligence. He has extensive mining and project development experience and his intimate knowledge of the equity and commodity markets provides the skills and expertise needed to assist the Company as it seeks to re-list on the ASX. Mr Green has over 20 years Corporate, resource development and mining operations experience, with extensive experience working in Africa and Australia having managed several significant projects from Feasibility through construction and into operation and held senior leadership roles with several Australian iron ore and gold mining operations.

Mr James Myers | Non-Executive Director

Appointed 1 June 2020

Qualifications: Nil

Other current directorships: Nil .

Former directorships (last 3 years): Pathfinder Resources Ltd (ASX: PF1)

Interests in Shares and Options over Shares in the Company: Nil

Mr Myers has over 15 years' in equities dealing and corporate advisory experience. Previously the co-founder and Executive Director of iiZen Equities before a corporate exit to Paterson's Securities, Mr Myers has held equity advisory roles at iiZen Equities, Paterson's Securities and Ord Minnett Limited and is currently an Associate Director of Corporate at Adelaide based Baker Young Stockbrokers. Mr Myers has extensive small cap experience, most recently working side-by-side with Winmar's Executive Chairman, Mr Shannon Green, in the re-organisation, recapitalisation and marketing of Lindian Resources Limited (ASX: LIN) (ASX: LIN) and Winmar Resources Ltd (ASX: WFE). Mr Myers extensive capital market experience will be valuable to the company as it seeks to re-list on the ASX.

Mr John Lewis | Executive Director

Appointed 26 October 2020

Qualifications: B Buss. CA

Other current directorships: Nil

Former directorships (last 3 years): Nil

Interests in Shares and Options over Shares in the Company: Nil

Mr Lewis is a Chartered Accountant with, in excess of 25 years post qualification experience. Mr Lewis spent 15 years working in the Accounting Profession mainly in the area of Corporate Reconstruction for firms including Deloitte.

For the past 15 years, Mr Lewis has held numerous positions in the mining industry including as CFO and Company Secretary of Canyon Resources Limited and also Geopacific Resources Ltd where he managed a reverse takeover of the Company.

Mr Paul Hissey

Appointed 12 July 2021

Qualifications: Bachelor of Science (Hons) in Applied Geology, Graduate Diploma in Applied Finance, MBA.

Other current directorships: Nil.

Former directorships (last 3 years): Nil

Interests in Shares and Options over Shares in the Company: Nil

Mr Hissey has more than 20 years' experience in the resources sector, split evenly between both mining and capital markets. He commenced his career working in numerous open pit and underground, base and precious metals operations in North Queensland, and lead the mine geology team at the world class Olympic Dam deposit in South Australia for BHP. In addition, Mr Hissey worked as a UK-based technical consultant on a range of commodities through Europe and Africa conducting due diligence and resource estimates, before returning to the Victorian gold fields as a resource geologist and eventually transitioning to equities markets.

Mr Hissey spent a combined 10 years as a rated equity analyst with Goldman Sachs and Royal Bank of Canada writing institutional research on the full suite of Australian publicly listed mining companies providing extensive exposure to not only leading mining companies and their executives but also resource investors worldwide. Mr Hissey is currently Chief Financial Officer of ASX listed exploration company Navarre Minerals Limited.

He holds a Bachelor of Science (Hons) in Applied Geology from the University of South Australia as well as a Graduate Diploma in Applied Finance from Kaplan and an MBA from the Chifley Business School (La Trobe University). Mr Hissey has been a Member of the AusIMM for more than 20 years.

Mr Michael Kennedy | Non-Executive Director

Resigned 26 October 2020

Qualifications: Nil

Other current directorships: Terramin Australia Limited (ASX: TZN).

Former directorships (last 3 years): Nil

Interests in Shares and Options over Shares in the Company: Nil

Michael Kennedy has enjoyed a 44-year career in the non-ferrous mining and smelting industry and has held a number of senior marketing and logistics roles with the CRA/RTZ Group, managing raw material sales from the Bougainville, Broken Hill, Cobar and Woodlawn mines, managed raw material purchases and supply into the Port Pirie lead smelter, Budel zinc smelter (Netherlands), and the Avonmouth (UK) and Cockle Creek (Newcastle) zinc-lead smelters. He was the resident Director of the Korea Zinc group of companies in Australia from 1991 until 2005, which encompassed the construction and commissioning of the Sun Metals zinc refinery in Townsville.



Ms Shannon Coates | Company Secretary

Appointed 1 July 2020

Ms. Coates has over 25 years' experience in corporate law and compliance. Shannon is currently company secretary to a number of ASX listed companies and has provided company secretarial and corporate advisory services to boards across a variety of industries, including mineral resources, oil & gas, financial services, manufacturing and technology both in Australia and internationally.

MEETINGS OF DIRECTORS

The number of meetings of the company's Board of Directors ('the Board') held during the year ended 30 June 2021, and the number of meetings attended by each director were:

Director	Directors' meetings	
	Held while in office	Attended
Shannon Green	3	3
Jamie Myers	3	3
John Lewis	2	2
Michael Kennedy	1	1

REMUNERATION REPORT (Audited)

The report details the nature and amount of remuneration for each director of Resource Base Limited and for the executives receiving the highest remuneration in accordance with the requirements of the Corporations Act 2001 and its Regulations. It also provides the remuneration disclosures required by Aus 25.4 to Aus 25.7.2 of AASB 124 Related Party Disclosures, which have been transferred to the Remuneration report in accordance with Corporations regulation 2M.6.04. For the purposes of this report, the term "executive" encompasses all directors of the Company.

Remuneration consists of a fixed remuneration and a long-term incentive portion as considered appropriate. The Board believes that options are an effective remuneration tool which preserves the cash reserves of the company whilst providing valuable remuneration.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The Board has structured a remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity and company.

The reward framework is designed to align rewards to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- focus on sustained growth in shareholder wealth through growth in share price, and delivering constant or increasing return on assets as well as focusing the directors on key non-financial drivers of value; and
- attracting and retains high calibre executives.

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors' remuneration

Non-executive directors' fees are paid within an aggregate limit which is approved by the shareholders from time to time. Retirement payments, if any, are agreed to be determined in accordance with the rules set out in the Corporations Act at the time of the Directors retirement or termination. Non-Executive Directors remuneration may include an incentive portion of bonuses and/or options as considered appropriate by the Board, which may be subject to shareholder approval in accordance with the ASX listing rules.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers the amount of director fees being paid by comparable companies with similar responsibilities and the experience of the non-executive directors when undertaking the annual review process.

The Company determines the maximum amount for remuneration, including thresholds for share-based remuneration, for directors by resolution. Currently, the maximum amount of remuneration allocated to all non-executive directors approved by shareholders is \$300,000. Further details regarding components of director and executive remuneration are provided in the notes to the financial statements

Executive remuneration

In determining the level and make up of executive remuneration, the Board negotiates a remuneration to reflect the market salary for a position and individual of comparable responsibility and experience. Due to the limited size of the Company and of its operations and financial affairs, the use of a separate remuneration committee is not considered appropriate. Remuneration is regularly compared with the external market by participation in industry surveys and during recruitment activities generally. If required, the Board may engage an external consultant to provide independent advice in the form of a written report detailing market levels of remuneration for comparable executive roles.

Company performance, shareholder wealth and director and executive remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. The achievement of this aim has been through the issue of options to directors to encourage the alignment of personal and shareholder interests. The recipients of the options are responsible for growing the Company and increasing shareholder value. If they achieve this goal, the value of the options granted to them will also increase. Therefore, the options provide an incentive to the recipients to remain with the Company and to continue to work to enhance the Company's value.

Use of remuneration consultants

The company has not made use of remuneration consultants during the current or prior financial years.

Voting and comments made at the company's 30th November 2020 Annual General Meeting ('AGM')

On the 30th November 2020 the Remuneration Report was approved unanimously on the show of hands. The proxies exercised by the Chairman were 99.81% in support of the adoption of the remuneration report for the year ended 30 June 2020. The company did not receive any specific feedback at the AGM regarding its remuneration practices.



Details of remuneration

Amounts of remuneration

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

30 June 2021	Short Term Employment Benefits	Long Term Employment Benefits	Post Employment Benefits Super- annuation	Termination Benefits	Share Based Payments	Total
	Salary & Fees \$	Entitlements \$	\$	Salary \$	Options \$	\$
<i>Non-Executive Directors</i>						
Jamie Myers **	50,000		4,750			54,750
Michael Kennedy	3,285		-			3,285
<i>Executive Directors</i>						
Shannon Green	150,000		14,250	12,500		176,750
John Lewis	33,333		3,167			36,500
Total Remuneration	236,618	-	22,167	12,500	,	271,285

30 June 2020	Short Term Employment Benefits	Long Term Employment Benefits	Post Employment Benefits Super- annuation	Termination Benefits	Share Based Payments	Total
	Salary & Fees \$	Entitlements \$	\$	Salary \$	Options \$	\$
<i>Non-Executive Directors</i>						
Jamie Myers **	4,563	-	-	-	-	4,563
Michael Kennedy	19,710	-	-	-	-	19,710
Angelo Siciliano *	18,068	-	-	-	-	18,068
Peter Kelliher *	82,902	-	-	-	-	82,902
<i>Executive Directors</i>						
Shannon Green	13,688	-	-	-	-	13,688
Total Remuneration	138,931	-	-	-	-	138,931

* resigned on 1 June 2020

** appointed on 1 June 2020

The proportion of remuneration linked to performance and the fixed proportion are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
	2021 %	2020 %	2021 %	2020 %	2021 %	2020 %
<i>Non-Executive Directors</i>						
Jamie Myers	100	100	-	-	-	-
Michael Kennedy	100	100	-	-	-	-
Angelo Siciliano	100	100	-	-	-	-
Peter Kelliher	100	100	-	-	-	-
<i>Executive Directors</i>						
Shannon Green						-
John Lewis	100	100	-	-	-	



Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements as at 30 June 2021 are as follows:

Name: Shannon Green
 Title: Executive Chairman
 Agreement commenced: 1 June 2020
 Details: \$150,000 per year plus statutory superannuation

Name: Jamie Myers
 Title: Non-Executive Director
 Agreement commenced: 1 June 2020
 Details: \$50,000 per year plus statutory superannuation

Name: John Lewis
 Title: Executive Director
 Agreement commenced: 26 October 2020
 Details: \$50,000 per year plus statutory superannuation

Mr Lewis is also a Director of Company, The Lewis Corporation, that has a contract for \$36,000 per annum for the provision of accounting and bookkeeping services

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2021.

Options

There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2021.

Additional information

The earnings of the consolidated entity for the five years to 30 June 2021 are summarised below:

	2021	2020	2019	2018	2017
	\$	\$	\$	\$	\$
Profit / (loss) before income tax	(1,659,785)	(897,898)	(886,510)	(681,942)	(902,924)
Profit/(loss) after income tax	(1,659,785)	(897,898)	(886,510)	(681,942)	(902,924)

	2021	2020	2019	2018	2017
	\$	\$	\$	\$	\$
Share price at financial year end (\$)					
*	-	-	-	0.028	0.070
Basic earnings per share (cents per share)	(6.97)	(3.266)	(3.225)	(2.481)	(3.361)

* The company was suspended from official quotation at 30 June 2020 and was removed from the Official List of ASX on 20 November 2020 and was subsequently requoted on the Official List of the ASAX on 12 July 2021 after a successful IPO.

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

None of the Directors of the Company held any shares during the Financial Year.

- End of Remuneration Report -

SHARES UNDER OPTION

There were no unissued ordinary shares of Resource Base Limited under option outstanding at 30 June 2021.

SHARES ISSUED ON THE EXERCISE OF OPTIONS

There were no ordinary shares of Resource Base Limited issued on the exercise of options during the year ended 30 June 2021 and up to the date of this report.

INDEMNITY AND INSURANCE OF OFFICERS

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

INDEMNITY AND INSURANCE OF AUDITOR

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

NON-AUDIT SERVICES

Elderton Corporate a company associated with Elderton Audit provided services in the form of an Independent Accountants Report for inclusion in the Company's prospectus as part of the IPO process.

There were no other non-audit services provided during the financial year by the auditor.

There are no officers of the company who are former partners of Elderton Pty Ltd.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

AUDITOR

Elderton Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors,



Shannon Green | Executive Chairman & CEO
30 September 2021

ELDERTON

AUDIT PTY LTD

Auditor's Independence Declaration

To those charged with governance of Resource Base Limited.

As auditor for the audit of Resource Base Limited for the year ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the independence requirements of the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

Elderton Audit Pty Ltd

Elderton Audit Pty Ltd

Nicholas Hollens.

Nicholas Hollens
Managing Director

Perth
30 September 2021



STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		30 Jun 2021	30 Jun 2020
	Notes	\$	\$
Continuing Operations			
Revenue	4	2,466	28,319
Interest revenue		2,711	8,855
Expenses			
Compliance and regulatory costs		(171,030)	-
Consulting and professional fees		(574,057)	-
Employee benefits	5	(271,285)	-
Administration expenses		-	(10,387)
Occupancy		-	(9,780)
Other expenses		(155,810)	(14,032)
Finance costs	5	(36,670)	(315,671)
Loss before income tax expense from continuing operations		(1,203,675)	(312,696)
Income tax expense	6	-	-
Loss after income tax expense from continuing operations		(1,203,675)	(312,696)
Loss after income tax expense from discontinued operations	7	(456,110)	(585,202)
Loss after income tax expense for the year attributable to the owners of Resource Base Limited		(1,659,785)	(897,898)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year attributable to the owners of Resource Base Limited		(1,659,785)	(897,898)

Earnings per share for loss from continuing operations attributable to the owners of Resource Base Limited

Basic loss per share (cents per share)	27	(5.05)	(1.137)
Diluted loss per share (cents per share)	27	(5.05)	(1.137)

Earnings per share for loss from discontinued operations attributable to the owners of Resource Base Limited

Basic loss per share (cents per share)	27	(1.91)	(2.129)
Diluted loss per share (cents per share)	27	(1.91)	(2.129)

Earnings per share for loss attributable to the owners of Resource Base Limited

Basic loss per share (cents per share)	27	(6.97)	(3.266)
Diluted loss per share (cents per share)	27	(6.97)	(3.266)

The above statement of profit or loss and other comprehensive income is to be read in conjunction with the accompanying notes.



STATEMENT OF FINANCIAL POSITION

		30 Jun 2021	30 Jun 2020
	Notes	\$	\$
Assets			
Current assets			
Cash and cash equivalents		97,937	24,265
Trade and other receivables	8	21,719	71,780
Other assets		-	3,204
		119,656	99,249
Non-current assets classified as held for sale	9	-	1,022,254
Total current assets		119,656	1,121,503
Non-current assets			
Plant and equipment		-	203
Total non-current assets		-	203
Total assets		119,656	1,121,706
Liabilities			
Current liabilities			
Trade and other payables	10	910,693	598,241
Borrowings	11	3,428,938	2,630,115
Total current liabilities		4,339,631	3,228,356
Non-current liabilities associated with assets classified as held for sale	9	-	572,000
Total current liabilities		4,339,631	3,800,356
Non-current liabilities			
Borrowings	12	-	210,588
Total non-current liabilities		-	210,588
Total liabilities		4,339,631	4,010,944
Net liabilities		(4,219,975)	(2,889,238)
Equity			
Issued capital	14	14,932,001	14,602,953
Reserves	15	46,583	46,583
Accumulated losses		(19,198,559)	(17,538,774)
Total deficiency		(4,219,975)	(2,889,238)

The above statement of financial position is to be read in conjunction with the accompanying notes.



STATEMENT OF CASH FLOWS

		30 Jun 2021	30 Jun 2020
	Notes	\$	\$
Cash flows from operating activities			
Receipts from customers (inc. GST)		2,466	11,966
Payments to suppliers and employees (inc. GST)		(1,262,372)	(673,698)
		(1,259,906)	(661,732)
Interest received		2,711	-
Other revenue		-	11,600
Interest and other finance costs paid		(36,670)	24,526
Refund of security deposits		-	(10,638)
Net cash flows used in operating activities	26	(1,293,865)	(610,616)
Cash flows from investing activities			
Payments for exploration expenditure		(450,254)	-
Net cash flows used in investing activities		(450,254)	-
Cash flows from financing activities			
Proceeds from share issue		350,048	-
Repayment of borrowings		872,749	-
Share issue costs		(21,000)	-
Proceeds from borrowings		-	400,000
Net cash flows from financing activities		1,201,797	400,000
Net (decrease)/increase in cash and cash equivalents		73,672	(210,616)
Cash and cash equivalents at beginning of period		24,265	234,881
Cash and cash equivalents at end of period		97,937	24,265

The above statement of cash flows is to be read in conjunction with the accompanying notes.



STATEMENT OF CHANGES IN EQUITY

	Issued Capital	Reserve	Accumulated losses	Total equity
	\$	\$	\$	\$
Balance at 1 July 2019	14,602,953	30,414	(16,640,876)	(2,007,509)
Comprehensive loss for the year	-	-	(897,898)	(897,898)
Total comprehensive loss for the year	-	-	(897,898)	(897,898)
<i>Transactions with owners in their capacity as owners</i>				
Equity portion of convertible notes	-	16,169	-	16,169
Balance at 30 June 2020	14,602,953	46,583	(17,538,774)	(2,889,238)
Balance at 1 July 2020	14,602,953	46,583	(17,538,774)	(2,889,238)
Comprehensive loss for the year	-	-	(1,659,785)	(1,659,785)
Total comprehensive loss for the year	-	-	(1,659,785)	(1,659,785)
<i>Transactions with owners in their capacity as owners</i>				
Share issued	350,048	-	-	350,048
Cost of shares issued	(21,000)	-	-	(21,000)
Balance at 30 June 2021	14,932,001	46,583	(19,198,559)	(4,219,975)

The above statement of changes in equity is to be read in conjunction with the accompanying notes.

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1. CORPORATE INFORMATION

Resource Base Limited ("Resource Base" or the "Company") is a company domiciled in Australia. The address of the Company's registered office is Suite 5, 62 Ord Street, West Perth, Western Australia.

The Company is a for-profit entity and is primarily involved in identifying and investing in mineral exploration assets and conducting exploration activities on those assets.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. *Adoption of new and amended accounting standards*

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period, and determined that there was no material impact on its financial statements in the current reporting year.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

New or amended Accounting Standards and Interpretations adopted

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

Conceptual Framework for Financial Reporting (Conceptual Framework)

The Company has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the consolidated entity's financial statements.

2.2. *Basis of Preparation*

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

2.3. *Going Concern Basis*

The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Company has taken into consideration the following items when assessing the basis for going concern;

- The Company was suspended from trading on the ASX on 20 November 2018 and was ultimately delisted on 20 November 2020. The Board of the Company have been actively seeking opportunities which would add value to the company and enable the Company to seek re quoting on the ASX.



- The Company entered an agreement with Navarre Minerals Limited to acquire the Black Range Project in Victoria on 16 February 2021. The agreement was conditional upon the Company being requested on the ASX, consolidating the Company's shares on a 1:8 basis and raising sufficient capital to fund the exploration of the Black Range Project and the conversion of the majority of the Companies outstanding debts to equity.
- On May 2021 the Company convened an EGM of Shareholders who ratified the resolution to consolidate the Company's shareholding on a 1:8 basis.
- ASIPAC, the Company's major financier and the former directors and officers of the Company, entered into agreement where they either accepted a compromised amount for their outstanding debts owed by the Company or converted their debts to shares. All of these creditors had previously agreed to postpone the payment of these debts until after the Company had raised further capital.
- The Company issued a prospectus on 7 May 2021 whereby it would raise up to \$5,500,000.
- The Capital raise was fully subscribed for and the Company was ultimately readmitted to trade on the ASX.
- Therefore all the conditions precedent to the acquisition of the Black Range Project were completed and the transfer of the project to the Company was completed.

The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessarily incurred should the consolidated entity not continue as a going concern.

2.4. Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

2.5. Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

2.6. Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 23.

2.7. Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Resource Base Limited ('company' or 'parent entity') as at 30 June 2020 and the results of all subsidiaries for the year then ended. Resource Base 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 evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the

consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

2.8. Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

2.9. Revenue recognition

The consolidated entity recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Rent

Rent revenues from sub-leases are recognised on a straight-line basis over the lease term.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

2.10. 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:

- 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

- 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 are 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.

2.11. Discontinued operations

A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

2.12. Current and non-current classification

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

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

2.13. Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.14. 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.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables.

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

2.15. *Non-current assets or disposal groups classified as held for sale*

Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

2.16. *Plant and equipment*

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	5 years
Computer equipment	3-5 years

Depreciation of mining equipment is described in the 'Mining assets' accounting policy.

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

2.17. *Mining assets*

Capitalised mining development costs include expenditures incurred to develop new ore bodies to define further mineralisation in existing ore bodies, to expand the capacity of a mine and to maintain production. Mining development also includes costs transferred from exploration and evaluation phase once production commences in the area of interest. Mining equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Amortisation of mining development is computed by the units of production basis over the estimated mineral resource. The assets are amortised from the date on which steady state production commences. The amortisation is calculated over the estimated life of the mineral resource, with the estimation reviewed annually.

The mining assets of the Company were written down to their estimated residual value at 30 June 2014. A review of the estimated residual value is performed at each reporting period. The Company sold its mining assets when it sold its subsidiary Broula King Joint Venture Pty Ltd on 18 December 2020.

Restoration costs expected to be incurred are provided for as part of development phase that give rise to the need for restoration.

2.18. Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year 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.

2.19. Borrowings

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

2.20. Provisions

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

2.21. 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.

2.22. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to the owners of Resource Base Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

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

2.23. *Goods and Services Tax ('GST') and other similar taxes*

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

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

2.24. *New Accounting Standards and Interpretations not yet mandatory or early adopted*

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2021. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

2.25. *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. 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 year are discussed below.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses. As at 30 June 2021 deferred tax assets have not been recognised because their realisation, is not deemed probable.

3. OPERATING SEGMENTS

Identification of reportable operating segments

The consolidated entity is organised into one operating segment, being the exploration and production of gold in Australia. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.



4. REVENUE FROM CONTINUING OPERATIONS

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Revenue from contracts with customers</i>		
Rent	-	3,793
<i>Other revenue</i>		
Other revenue	2,466	24,526
Revenue from continuing operations	2,466	28,319

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Major product lines</i>		
Rent	-	3,793
<i>Geographical regions</i>		
Australia	-	3,793
<i>Timing of revenue recognition</i>		
Services transferred over time	-	3,793

5. EXPENSES

Loss before income tax from continuing operations includes the following specific expenses:

	30 Jun 2021	30 Jun 2020
	\$	\$
Depreciation - Plant and equipment	203	2,068
	203	2,068
<i>Finance costs</i>		
Interest on amount payable on land acquisition	4,253	10,400
Interest on amounts payable to former directors	12,635	21,078
Interest and facility fees payable on loan from major shareholder	17,993	284,193
Premium Funding Costs	1,789	-
	36,670	315,671



	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Employee benefits expense</i>		
Employee benefits expense	271,285	-
	271,285	-

6. INCOME TAX EXPENSE

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Numerical reconciliation of income tax benefit and tax at the statutory rate</i>		
Loss before income tax expense from continuing operations	(1,203,675)	(312,696)
Loss before income tax expense from discontinued operations	(456,110)	(585,202)
	(1,659,785)	(897,898)
 Tax at the statutory tax rate of 30%	 (497,935)	 (269,369)
 <i>Tax effect amounts which are not deductible/(taxable) in calculating taxable income:</i>		
Current year tax losses not recognised	512,776	310,668
Current year temporary differences not recognised	(14,840)	(41,299)
	-	-

Tax losses not recognised

Unused tax losses for which no deferred tax asset has been recognised	13,562,433	11,853,181
Potential tax benefit @ 30%	4,068,730	3,555,954

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

The taxation benefits of tax losses and temporary differences not brought to account will only be obtained if:

- the consolidated entity derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- the consolidated entity continues to comply with the conditions for deductibility imposed by law; and
- no change in tax legislation adversely affects the consolidated entity in realising the benefits from deducting the losses.

7. DISCONTINUED OPERATIONS

Comprise the Broula King Asset which was sold on 18 December 2020 and was previously recognised as held for sale.

	30 Jun 2021	30 Jun 2020
	\$	\$
Administration expenses	(6,253)	(182,164)
Corporate expenses	(251,258)	(274,646)
Care and maintenance expenses	(32,999)	(56,392)
Loss on sale of subsidiary	(165,600)	-
Movement in rehabilitation provision	-	(72,000)
Total expenses	(456,110)	(585,202)
Loss before income tax expense	(456,110)	(585,202)
Income tax expense	-	-
Loss after income tax expense from discontinued operations	(456,110)	(585,202)

On 18 August 2020 the Company entered into a Binding term Sheet with Sunshine reclamation Pty Ltd regarding the sale of the 100% owned subsidiary Broula King Joint Venture Pty Ltd.

On 18 October Sunshine Reclamation Pty Ltd executed the option to acquire BKJV. Subject to this date the NSW government regulator indicated to the Company that BKJV was in breach of its environment obligations regard the BKJV site that significant penalties were being considered. Further the regulators indicated and internal works by the Company indicated that there was likely to be a significant increase in the Environmental Bond over the BKJV ML 1617. This had a significant effect on the value of BKJV

As a result the Company and Sunshine renegotiated the terms of the sale of BKJV. On 18 December 2020 the Company transfer the one share it owned in BKJV to Sunshine for a total sale price in the amount of \$100,000 which reflected a net loss of \$165,600 in excess of expenses written off in the financial year of \$290,510. The Company had in previous periods made provisions for the amount recoverable on sale of BKJV.

As at 18 December 2020 Sunshine assumed all responsibility for any and all present or future environmental liabilities of BKJV.

8. TRADE AND OTHER RECEIVABLES

	30 Jun 2021	30 Jun 2020
	\$	\$
Current		
Interest receivable	-	65,110
GST receivables	21,719	6,670
	21,719	71,780



9. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

	30 Jun 2021	30 Jun 2020
	\$	\$
Mine equipment	-	369,750
Deposit on land	-	140,000
Security deposits	-	512,504
	-	1,022,254

10. TRADE AND OTHER PAYABLES

	30 Jun 2021	30 Jun 2020
	\$	\$
Trade payables	661,941	454,744
Payable to directors	220,814	116,800
Provision	12,500	-
Other payables and accruals	15,438	26,697
Total trade and other payables	910,693	598,241

Refer to note 16 for further information on financial instruments.

11. CURRENT BORROWINGS

	30 Jun 2021	30 Jun 2020
	\$	\$
Convertible notes payable	164,948	146,956
Unsecured loan from major shareholder	2,532,076	2,483,159
Unsecured loans from former Directors and officers	731,914	-
Closing balance	3,428,938	2,630,115

As at 30 June 2021 unsecured loan refers to \$2,112,710 drawn down against a facility with a major shareholder (2020: \$2,112,710), with additional \$419,366 of interest capitalised (2020: 370,449). In addition, interest payable under this facility amounted to \$239,783 by year end (2020: \$370,449).

The convertible note has an interest rate of 8%, has a conversion price of 4 cents and matured on 24 April 2020. The convertible note has a face value of \$164,948 with an amount of \$30,414 having been recognised in equity. The Company entered an agreement with financier to postpone the maturity of the Notes until the Company could raise further capital.

Both the Convertible Note and the Unsecured loan above were compromised on a 1 for 8 basis and converted to shares as part of the IPO process in July 2021. ASIPAC were also issued 1,685,640 Options as part of the compromise agreement.

The Unsecured loans from former Directors and officers were compromised on a 1 for 8 basis and converted to equity as part of the IPO completed by the Company on 12 July 2021.

Financing arrangements

Unrestricted access was available at the reporting date to the following lines of credit:

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Shareholder loan</i>		
Total facility	2,532,076	2,483,159
Used at the reporting date	(2,532,076)	2,483,159
Available at the reporting date	-	-

12. NON-CURRENT BORROWINGS

	30 Jun 2021	30 Jun 2020
	\$	\$
Unsecured loans from former Directors and officers	-	210,588
Closing balance	-	210,588

On 24 October 2018, the company entered into an agreement with former director Martin Janes in relation to unpaid fees totalling \$175,170. Under the agreement payment was deferred until 24 October 2019, or within 5 days of the company raising \$1,500,000 or more. Interest is payable at 12% per annum. The Company subsequently negotiated an amendment to the terms of this agreement whereby the balance including interest has been capitalised and was repayable on 30 September 2021. This Loan was reclassified as current for the 2021 Financial year.

This loan formed part of the Unsecured loans from former Directors and officers which were compromised and converted to equity as part of the restructure of the Company in July 2021.

13. LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

As disclosed in Note 2, liabilities relating to the consolidated entities Broula King project were in the 2020 Financial Year classified as directly associated with assets classified as held for sale

	30 Jun 2021	30 Jun 2020
	\$	\$
Rehabilitation	-	572,000
	-	572,000

Rehabilitation

The Company sold the BKJV subsidiary on 18 December 2020. As a result the Company no longer has any responsibility for the rehabilitation at the BKJV mine site. The provision represented the value of estimated costs of the remediation work that will be required to comply with the environmental and legal obligations. At the BKJV mine site. The mine site was under care and maintenance for a number of years prior to its sale.

Movements in provisions

Movements in each class of provision during the current financial year, other than employee benefits, are set out below:

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Rehabilitation</i>		
Balance at the beginning of the year	572,000	500,000
Increase in expected rehabilitation costs	-	72,000
Decrease as a result of the sale of BKJV,	(572,000)	-
Closing balance	-	572,000

14. ISSUED CAPITAL

	2021	2020	2021	2020
	No. shares	No shares	\$	\$
Share capital				
Opening	27,491,373	27,491,373	14,602,953	14,602,953
Consolidation of shares	(24,054,759)	-	-	-
Share Issue for cash	2,500,000	-	329,048	-
Ordinary shares fully paid	5,936,614	27,491,373	14,932,001	14,602,953

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Capital risk management

The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the consolidated entity may issue new shares in order to meet its financing requirements.

The consolidated entity is subject to certain financing arrangements and meeting these are given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2021 Annual Report.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

15. RESERVES

	30 Jun 2021	30 Jun 2020
	\$	\$
Convertible note reserve	46,583	46,583
	46,583	46,583

Convertible note reserve

The reserve is used to recognise the value of the equity portion of convertible notes.

16. DIVIDENDS

There were no dividends paid, recommended or declared during the current or previous financial year.

17. FINANCIAL INSTRUMENTS

Financial risk management objectives

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by the Board of Directors ('the Board'), which identifies, evaluates and hedges financial risks within the consolidated entity's operating units where considered appropriate.

Market risk

Foreign currency risk

The consolidated entity is not subject to significant levels of foreign exchange risk in relation to its financial instruments.

Price risk

The consolidated entity is not subject to significant levels of price risk in relation to its financial instruments.

Interest rate risk

The consolidated entity is not subject to significant levels of interest rate in relation to its financial instruments.

Credit risk

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The consolidated entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised

financial assets is 119,656, (2020: \$608,549). Of this, 97,937 (2020: \$536,769) is held in bank deposits and are held at financial institutions with a minimum AA credit rating. The consolidated entity does not hold any collateral.

Liquidity risk

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities

The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
2021	%	\$	\$	\$	\$	\$
<i>Non-derivatives</i>						
<i>Non-interest bearing</i>						
Trade payables	-	661,942	-	-	-	661,942
Other payables	-	27,938	-	-	-	27,938
Payable to directors	-	220,814	-	-	-	220,814
Payable to former Directors	-	521,326	-	-	-	521,326
<i>Interest-bearing - fixed rate</i>						
Unsecured loan from major shareholder	12.00%	2,532,076	-	-	-	2,532,076
Convertible notes payable	8.00%	164,948	-	-	-	164,948
Payable to former directors	12.00%	210,588	-	-	-	210,588
Total non-derivatives		4,339,631	-	-	-	4,339,631

	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
2020	%	\$	\$	\$	\$	\$
<i>Non-derivatives</i>						
<i>Non-interest bearing</i>						
Trade payables	-	454,744	-	-	-	454,744
Other payables	-	26,697	-	-	-	26,697
Payable to directors	-	143,497	-	-	-	143,497
<i>Interest-bearing - fixed rate</i>						
Unsecured loan from major shareholder	12.00%	2,483,159	-	-	-	2,483,159
Convertible notes payable	8.00%	167,417	-	-	-	167,417
Payable to former directors	12.00%		210,588	-	-	210,588
Total non-derivatives		3,275,514	210,588	-	-	3,486,102

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

18. KEY MANAGEMENT PERSONNEL DISCLOSURES

Directors

The following persons were directors of Resource Base Limited during the financial year:

Shannon Green (appointed 1 June 2020)
 Jamie Myers (appointed 1 June 2020)
 Michael Kennedy (resigned 26 October 2020)
 John Lewis (appointed 26 October 2020)

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	30 Jun 2021	30 Jun 2020
	\$	\$
Short-term employee benefits	271,285	138,931
	271,285	138,931

19. REMUNERATION OF AUDITORS

During the financial year the following fees were paid or payable for services provided by RSM Australia Partners and Elderton Pty Ltd the auditor of the company:

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Audit services - RSM Australia Partners</i>		
Audit or review of the financial statements	1,962	31,520
<i>Audit services – Elderton</i>		
Audit or review of the financial statements	20,200	-
Investigating Accountants Report	12,000	-
	34,162	31,250

20. CONTINGENT LIABILITIES

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Contingent liabilities</i>		
Bank guarantees	-	512,504
	-	512,504

The Bank Guarantee related to rehabilitation costs held over the BKJV tenements which were transferred as a result of the sale of BKJV Pty Ltd on 18 December 2020.

The consolidated entity had no other contingent liabilities at 30 June 2021 and 30 June 2020.

21. COMMITMENTS

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Mining leases</i>		
Within one year	-	52,500
One year or later but no later than 5 years	-	210,000
Total exploration tenements payable	-	262,500

The Commitments related to the BKJV tenements which were transferred as a result of the sale of BKJV Pty Ltd on 18 December 2020. As a result the Group has no ongoing Commitments for exploration.

In order to maintain current rights of tenure to the mining lease the Company was required to outlay rentals and meet minimum expenditure requirements of the State Mines Departments. Minimum expenditure commitments were subject to renegotiation and with approval may otherwise be avoided by sale, farm out or relinquishment. These obligations are not recorded in the financial statements.

The disclosed commitment in 2020 related to Mining Lease 1617 registered in the name of BKJV Pty Ltd. The lease has been granted and will expire in March 2029. There is an annual commitment of \$52,500 whilst the lease is in

force. Whilst the mining operation were at an end the Company was still required to meet the minimum expenditure requirements before the sale of BKJV. The Company transferred these obligations to Sunshine Reclamation Pty Ltd pursuant to the sale of BKJV Pty Ltd.

22. RELATED PARTY TRANSACTIONS

Parent entity

Resource Base Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 24.

Key management personnel

Disclosures relating to key management personnel are set out in note 18 and the remuneration report included in the directors' report.

Transactions with related parties

The following transactions occurred with related parties:

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Payment for other expenses:</i>		
Finance expenses accrued on loan payable to Asipac Group Pty Ltd (a major shareholder)	48,916	284,193
	48,916	284,193

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Current payables:</i>		
Fees payable to Asipac Group Pty Ltd (a major shareholder)	-	50,739
Accrued director's fees	220,813	116,800
Accrued Superannuation	15,438	-
	236,251	167,539

No interest is payable by the consolidated entity in respect of these balances.

Loans to/from related parties

The following balances are outstanding at the reporting date in relation to loans with related parties:

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Current borrowings:</i>		
Loan payable to Asipac Group Pty Ltd (a major shareholder)	2,532,076	2,483,159
Convertible note payable to Asipac Group Pty Ltd	164,948	167,147
	2,697,024	2,650,306

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

23. PARENT ENTITY INFORMATION

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	30 Jun 2021	30 Jun 2020
	\$	\$

Statement of profit or loss and other comprehensive income

Profit/(loss) after income tax	(4,182,390)	(140,517)
Total comprehensive income / (loss)	(4,182,390)	(140,517)

Statement of financial position

Total current assets	119,656	742,197
Total assets	119,656	742,197
Total current liabilities	3,595,603	557,080
Total liabilities	4,327,517	767,668
Net (liabilities) / assets	(4,207,861)	(25,471)

Equity

Issued capital	14,932,001	14,602,953
Convertible note reserve	46,583	46,583
Accumulated losses	(19,186,445)	(14,675,006)
	(4,207,861)	(25,471)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2021 and 30 June 2020.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2021 and 30 June 2020, other than those disclosed in note 19.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment at as 30 June 2021 and 30 June 2020.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for, Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

24. INTERESTS IN SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	30 Jun 2021 %	30 Jun 2020 %
Broula King Joint Venture Pty Ltd	Australia	-	100%

The Company sold BKJV Pty Ltd on 18 December 2020 to Sunshine Reclamation Pty Ltd.

25. EVENTS SUBSEQUENT TO REPORTING DATE

On 12 July 2021, Mr Paul Hissey was appointed as Non-Executive Director.

On 12 July 2021, the ASX admitted the Company to trade its shares on the ASX main board following the completion of an over-subscribed initial public offer (IPO) which raised \$5,500,000 pursuant to the Prospectus dated 7 May 2021.

The IPO and re-quotation on the ASX was a condition precedent of the agreement to acquire the Black Range Project from Navarre Minerals Limited which was entered into on 16 February 2021.

Additionally, as part of the IPO the Company settled a range of debts with ASIPAC into 1,685,640 Shares and 1,685,640 Options and former Directors of the Company into 278,898 shares in the restructured company.

A total of 27,500,000 Shares were issued at a price of \$0.20 per Share under the Offer, and a total of 10,154,538 Shares and 9,685,640 Options were issued upon settlement of the Offer pursuant to secondary offers and issues as detailed in the Company's Prospectus.

As a result, the completion of the IPO the Black Range Project was settled and the transfer of EL 4590 was completed and lodged with the local authority.

On 27 September 2021, the Company announced the execution of a binding term sheet for the material acquisition of five exploration licence applications over ground located within the Murray Basin across Victoria and South Australia, totalling a significant package of 1,380km² (collectively the Mitre Hill Project) with potential to be prospective for ionic clay hosted Rare Earth Elements (REE).

The Company also announced firm commitments have been received to raise \$1.2 million through the issue of six (6) million shares at an issue price of \$0.20 per share, being a 4.1% premium to the 14-day VWAP, to progress exploration work as the Exploration Licence Applications are granted.

On 28 September 2021, the Company announced it had appointed Mr Shannon Green as Executive Chairman and CEO on a full time basis.

There have been no other transactions or events of a material and unusual nature likely, in the opinion of the Directors of the Company, to significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

26. RECONCILIATION OF LOSS AFTER INCOME TAX TO NET CASH USED IN OPERATIONS

	30 Jun 2021	30 Jun 2020
	\$	\$
Loss after income tax expense for the year	(1,659,785)	(897,898)
<i>Adjustments for:</i>		
Depreciation and amortisation	203	2,068
Accrued interest expense	36,670	305,033
<i>Change in operating assets and liabilities:</i>		
Decrease/(increase) in trade and other receivables	50,061	27,498
Decrease/(increase) in other operating assets	3,204	29,570
Increase/(decrease) in trade and other payables	247,844	(148,887)
Increase in other provisions	27,938	72,000
Net cash used in operating activities	(1,293,865)	(610,616)

27. EARNINGS PER SHARE

	30 Jun 2021	30 Jun 2020
	\$	\$
<i>Earnings per share for loss from continuing operations</i>		
Loss after income tax attributable to the owners of Resource Base Limited	(1,203,675)	(312,696)
	Number	Number
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	23,820,153	27,491,373
	cents	cents
Basic loss per share	(5.05)	(1.137)



Diluted loss per share	(5.05)	(1.137)
------------------------	--------	---------

	\$	\$
<i>Earnings per share for loss from discontinued operations</i>		
Loss after income tax attributable to the owners of Resource Base Limited	(456,110)	(585,202)

	Number	Number
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	23,820,153	27,491,373

	cents	cents
Basic loss per share	(1.91)	(2.129)
Diluted loss per share	(1.91)	(2.129)

<i>Earnings per share for loss</i>		
Loss after income tax attributable to the owners of Resource Base Limited	(1,659,785)	(897,898)

	Number	Number
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	23,820,153	27,491,373

	cents	cents
Basic loss per share	(6.97)	(3.266)
Diluted loss per share	(6.97)	(3.266)

In accordance with a resolution of the Directors of Resource Base Limited, I state that:

- (1) In the opinion of the Directors:
 - (a) the financial statements and notes set out on pages 14 to 42 and the Directors' Report are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Company's financial position as at 30 June 2021 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001; and
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- (2) The Directors draw attention to Note 2.2 to the financial statements, which includes a statement of compliance with International Financial Reporting Standards.
- (3) The Directors have been given the declarations by the chief executive officer and chief financial officer for the year ended 30 June 2021 required by section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the Board of Directors.



Shannon Green | Executive Chairman & CEO
30 September 2021

ELDERTON

AUDIT PTY LTD

Independent Auditors' Report

To the members of Resource Base Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Resource Base Limited (the "Company") and its subsidiaries (the "Group"), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described as in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be key audit matters to be communicated in our report.

Borrowings

Refer to note 11, current borrowings (\$3,428,938) and accounting policy notes 2.19.

Key Audit Matter

Resource Base Limited have a significant amount of borrowings. As the value of borrowings represents a significant liability of the Group, we considered it necessary to assess whether the loans are completely recorded and accurately disclosed

How our audit addressed the matter

Our audit work included, but was not restricted to, the following:

- We obtained confirmation from the lenders and compared with the amount recorded in the financial statement.
- We reviewed the loan agreements to verify the terms and conditions of the loan.
- We ensured that borrowings have been disclosed adequately in accordance with IFRS.
- We obtained supporting documents for subsequent conversion of the borrowings into equity

Loss from discontinued operations \$456,110

Refer to note 7 in the financial statements

Key Audit Matter

During the year, the group has sold it's 100% owned subsidiary, Broula King Joint Venture Pty Ltd. As the value of loss from discontinued operations represent a significant amount, we considered it necessary to assess whether the loss from discontinued operations has been calculated, and discontinued operations have been presented appropriately.

How our audit addressed the matter

Our audit work included, but was not restricted to, the following:

- We obtained agreements signed between seller and buyer and reviewed the agreement to understand the terms of sale.
- We obtained evidence of consideration received for the sale of asset.
- We checked the completeness and accuracy of the loss recorded on the sale of subsidiary.

Other Information

The directors are responsible for the other information. The other information comprises the Review of Operations and Directors Report and other information included in the Group's annual report for the year ended 30 June 2021 but does not include the financial report and our auditor's report thereon.

The other information obtained at the date of this auditor's report is included in the annual report, (but does not include the financial report and our auditor's report thereon).

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report,

we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used in the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on pages 9 to 13 of the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Resource Base Limited, for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

A handwritten signature in dark ink that reads "Elderton Audit Pty Ltd". The signature is written in a cursive, slightly slanted style.

Elderton Audit Pty Ltd

A handwritten signature in dark ink that reads "Nicholas Hollens". The signature is written in a cursive, slightly slanted style.

Nicholas Hollens
Managing Director

Perth

30 September 2021

Additional information required by ASX Listing Rules and not shown elsewhere in the report is set out below. The information is current as of 31 August 2021.

1. CORPORATE GOVERNANCE

Pursuant to the ASX Listing Rules, the Company's Corporate Governance Statement will be released in conjunction with this report. The Company's Corporate Governance Statement is available on the Company's website at: <https://resourcebase.com.au/about-us/corporate-governance/>

2. SUBSTANTIAL SHAREHOLDERS

The number of shares held by substantial shareholders and their associates who have provided the Company with substantial shareholder notices are set out below:

Name of substantial shareholder	Number of shares	Interest (%)
NAVARRE MINERALS LIMITED ¹	7,600,000	17.43
ASIPAC GROUP PTY LTD ²	3,195,478	7.33

1. As lodged on 13 July 2021.

2. As lodged on 30 July 2021

3. VOTING RIGHTS

The voting rights attached to each class of equity security are as follows:

Ordinary Shares

Each Ordinary Share is entitled to one vote at all general meetings of the Company. Each shareholder entitled to vote may vote in person or by proxy, attorney or representative or, if a determination has been made by the Board in accordance with clause 13.35 of the Company's constitution, by Direct Vote.

On a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder (or where a Direct Vote has been lodged) shall, in respect of each fully paid Ordinary Share held, or in respect of which they are appointed a proxy, attorney or representative, have one vote for the Share.

Options

There are no voting rights attached to any class of options on issue.

4. NON-MARKETABLE PARCELS

As at 31 August 2021, based on the Company's closing share price of \$0.18, an unmarketable parcel comprised 2,778 fully paid ordinary shares. There were 391 holders holding less than a marketable parcel of shares, for a total of 193,536 fully paid ordinary shares.

5. EQUITY SECURITIES

Analysis of equity securities on issue and the number of holders by size of holding as at 31 August 2021:

Ordinary Shares

Range	Number of holders	Number of securities	%
1 - 1,000	326	85,355	0.25
1,001 - 5,000	88	192,913	0.57
5,001 - 10,000	77	679,839	2.00
10,001 - 100,000	276	12,295,616	36.22
100,001 and over	70	20,693,862	60.96
Total	837	33,947,585	100.00

Unlisted options exercisable at \$0.20 on or before 5 July 2026

Range	Number of holders	Number of securities	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-
100,001 and over	6	7,185,640	100.00
Total	6	7,185,640	100.00

Unlisted options exercisable at \$0.25 on or before 5 July 2024

Range	Number of holders	Number of securities	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	6	340,000	13.60
100,001 and over	4	2,160,000	86.40
Total	10	2,500,000	100.00

6. UNQUOTED EQUITY SECURITY HOLDERS

As at 31 August 2021 the following classes of unquoted securities had holders with equal to or more than 20% of that class on issue:

<i>Unlisted options exercisable at \$0.20 on or before 5 July 2026</i>	Interest (%)
ASIPAC GROUP PTY LTD	23.46
MOLO CAPITAL PTY LTD	20.87
JOANNE GREEN	20.87
<i>Unlisted options exercisable at \$0.25 on or before 5 July 2024</i>	Interest (%)
CANDOUR ADVISORY PTY LTD	57.60
IRX ENTERPRISES PTY LTD	20.00

7. TWENTY LARGEST SHAREHOLDERS

The twenty largest holders of ordinary fully paid shares at 31 August 2021 are set out below:

	Name	Number of ordinary shares held	%IC
1	NAVARRE MINERALS LIMITED	7,600,000	17.43
2	ASIPAC GROUP PTY LTD	1,685,640	3.87
3	ASIPAC GROUP PTY LTD	1,509,838	3.46
4	MR ADRIAN ALEXANDER VENUTI <ADRIAN VENUTI FAMILY A/C>	1,235,000	2.83
5	ALLEKIAN EXCHANGE PTY LTD	1,000,000	2.29
6	BNP PARIBAS NOMS PTY LTD <DRP>	925,000	2.12
7	SCINTILLA STRATEGIC INVESTMENTS LIMITED	700,000	1.61
8	SAILORS OF SAMUI PTY LTD	600,000	1.38
9	ACTIVATED LOGIC PTY LIMITED	590,000	1.35
10	CERTANE CT PTY LTD <HAYBOROUGH OPP FUND>	500,000	1.15
11	LUO QI PTY LTD <OM AMITABHA HRIH A/C>	500,000	1.15
12	OLI PRIVATE INVESTMENT PTY LTD	465,000	1.07
13	CALAMA HOLDINGS PTY LTD <MAMBAT SUPER FUND A/C>	400,000	0.92
14	SYMINGTON PTY LTD	375,000	0.86
15	1215 CAPITAL PTY LTD	375,000	0.86
16	MR DIRK CHARLES HAWKER VAN DISSEL <D&T VAN DISSEL FAMILY A/C>	350,000	0.80
17	AKJ SUPER PTY LTD <JENKINS SUPER FUND A/C>	300,000	0.69
18	MVK PTY LTD <THE WALKER SUPER FUND A/C>	300,000	0.69
19	SYRACUSE CAPITAL PTY LTD <TENACITY A/C>	300,000	0.69
20	BIG OAT PTY LTD	278,364	0.64
	Total	19,988,842	45.86

8. RESTRICTED SECURITIES

Set out below are the classes of securities currently subject to restriction: Class of Restricted Securities	End of Restriction Period	Number
Ordinary Shares subject to 12-month escrow from the date of issue	01/05/2022	750,014
Ordinary Shares subject to 12-month escrow from the date of issue	05/07/2022	278,898
Ordinary Shares subject to 24-month escrow from the date of quotation	12/07/2023	8,614,655
Options exercisable at \$0.20 on or before 5 July 2026 subject to 24-month escrow from the date of quotation	12/07/2023	7,185,640
Options exercisable at \$0.25 on or before 5 July 2024 subject to 24-month escrow from the date of quotation	12/07/2023	2,500,000

9. ON-MARKET BUY-BACK

There is no current on-market buy-back.

10. USE OF FUNDS

The Company confirms that since admission to the ASX on 8 July 2021, it has used its cash and assets in a form convertible to cash that it had at the time of admission in a way consistent with its business objectives.



11. MINING TENEMENT INTERESTS

Current interests in tenements held by RBX and its subsidiaries at 31 August 2021 are listed below:

Location	Tenement	Interest
Victoria	EL - 4590	100 %

EL 4590 was acquired after the year end by the Company pursuant to the agreement with Navarre Minerals Limited. A transfer of the licence has been lodged with the authorities and the Company will be registered as the owner of the licence in due course.