



ACN 650 503 325

PROSPECTUS

For an offer of up to 45,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$9,000,000 (before costs) (**Public Offer**). The Minimum Subscription under the Public Offer is 35,000,000 Shares to raise \$7,000,000 (before costs).

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

- (a) 50,000,000 Shares and up to 9,500,000 Performance Shares to the Vendors (or their nominees) under the Consideration Offer;
- (b) 500,000 Shares and between 3,000,000 Options (at Minimum Subscription) and 5,000,000 Options (at Maximum Subscription) to the Joint Lead Managers (or their nominees) under the Joint Lead Manager Offer; and
- (c) 12,000,000 Options to the Directors, Proposed Chair, Chief Financial Officer and Company Secretary (or their nominees) under the Options Offer.

Joint Lead Managers: Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666) and Sixty Two Capital Pty Ltd (ACN 611 480 169) (AFS Representative No. 1262650 of AFSL 518039).

IMPORTANT NOTICE

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

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

cg/Canaccord
Genuity



HAMERSLEY IRON ORE PROJECT,
DEVELOPMENT FOCUSED
AND WELL-LOCATED IN THE
INFRASTRUCTURE RICH
PILBARA IRON ORE PROVINCE.



IMPORTANT NOTICE

This Prospectus is dated 31 August 2021 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

Exposure Period

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. You should be aware that this examination may result in the identification of deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications for Securities under this Prospectus will not be accepted by the Company until after the expiry of the Exposure Period. No preference will be conferred on applications lodged prior to the expiry of the Exposure Period.

No offering where offering would be illegal

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

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

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

This Prospectus has been prepared for publication in Australia and may not be distributed outside Australia, New Zealand and the British Virgin Islands (BVI) except to institutional and professional investors in transactions exempt from local prospectus or registration requirements, as contemplated below.

Information for New Zealand Residents

The Public Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

The Public Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the Public Offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to the Public Offer. If you need to make a complaint about the Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Public Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial

products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

British Virgin Islands

The Securities may not be offered in the British Virgin Islands unless the Company or the person offering the Options on its behalf is licensed to carry on business in the British Virgin Islands. While the Company is not licensed to carry on business in the British Virgin Islands, the Securities may be offered in the British Virgin Islands from outside the British Virgin Islands.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.eqnx.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, New Zealand or BVI resident and must only access this Prospectus from within Australia, New Zealand or the British Virgin Islands.

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 6489 0619 during office hours or by emailing the Company at info@eqnx.com.au.

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

prospectus or any of those documents were incomplete or altered.

Company Website

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

No cooling-off rights

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

No Investment Advice

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

Risks

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

Forward-looking statements

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

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

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

Directors and the Company's management.

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

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

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

Financial Forecasts

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

Competent Persons statement

The information in the Investment Overview Section of the Prospectus, included at Section 3, the Company and Project Overview, included at Section 5, and the Independent Geologist's Report, included at Annexure A of the Prospectus, which relate to exploration results or mineral resources is based on information compiled by Mr Mark Gifford. Mr Gifford 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' (the **JORC Code**). Mark Gifford is an independent consulting geologist. Mr Gifford consents to the inclusion of the information in these Sections of the Prospectus in the form and context in which they appear.

Continuous disclosure obligations

Following admission of the Company to the Official List, the Company will be a "disclosing entity" (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure

obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Shares.

Price sensitive information will be publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Clearing House Electronic Sub-Register System (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.

Photographs and Diagrams

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

Definitions and Time

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

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

Privacy statement

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

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders

for your Securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

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

Collection, maintenance, and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 6489 0619.

CORPORATE DIRECTORY

Directors

Mr Rod Baxter
Proposed Non-Executive Chair

Mr Daniel Taylor
Managing Director

Mr Hugh Callaghan
Non-Executive Director

Mr Mena Habib
Non-Executive Director

Company Secretary

Mr Harry Spindler

Proposed ASX Code

EQN

Registered Office

141 Stirling Highway
NEDLANDS WA 6009

Telephone: +61 8 6489 0619
Email: info@eqnx.com.au
Website: www.eqnx.com.au

Legal advisers

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

Investigating Accountant

HLB Mann Judd
Level 4, 130 Stirling Street
PERTH WA 6000

Auditor²

HLB Mann Judd
Level 4, 130 Stirling Street
PERTH WA 6000

Independent Geologist

Mr Mark Gifford
9/37 Village Green
MARGARET RIVER WA 6285

Lead Managers

Canaccord Genuity (Australia) Limited
(AFSL 234666)
Level 23
Exchange Tower
PERTH WA 6000
Telephone: + 61 9263 1111

Sixty Two Capital Pty Ltd
(Authorised Representative Number 1262650
of AFSL 518039)
141 Stirling Hwy, Nedlands
PERTH WA 6009
Telephone: + 61 412 316 162

Share Registry²

Advanced Share Registry
110 Stirling Highway
NEDLANDS WA 6009
Telephone: +61 8 9389 8033
Facsimile: +61 8 6370 4203

1. Mr Baxter's appointment as a Director will take effect upon the Company being admitted to the Official List.
2. This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

TABLE OF CONTENTS

1.	MANAGING DIRECTOR'S LETTER.....	1
2.	KEY OFFER INFORMATION.....	2
3.	INVESTMENT OVERVIEW	4
4.	DETAILS OF THE OFFERS.....	13
5.	COMPANY AND PROJECT OVERVIEW	21
6.	FINANCIAL INFORMATION	31
7.	RISK FACTORS	42
8.	BOARD, MANAGEMENT AND CORPORATE GOVERNANCE	50
9.	MATERIAL CONTRACTS	59
10.	ADDITIONAL INFORMATION	67
11.	DIRECTORS AUTHORISATION	82
12.	GLOSSARY	84
	ANNEXURE A – INDEPENDENT GEOLOGIST'S REPORT.....	87
	ANNEXURE B – SOLICITOR'S TENEMENT REPORT	88
	ANNEXURE C – INDEPENDENT LIMITED ASSURANCE REPORT	89
	APPLICATION FORM.....	91



1.



MANAGING
DIRECTOR'S
LETTER

1. MANAGING DIRECTOR'S LETTER

Dear Investor

On behalf of the Directors of Equinox Resources Limited (**Company** or **Equinox**), it gives me great pleasure to invite you to become a Shareholder.

Equinox is a newly incorporated mineral exploration company which has been incorporated for the purpose of acquiring the Hamersley Iron Ore Project, currently held by Pathfinder Resources Limited (ASX:PF1) and Lockett Fe Pty Ltd, a wholly owned subsidiary of Cazaly Resources Limited (ASX:CAZ).

This Prospectus is seeking to raise up to \$9,000,000 (before costs) through the issue of Shares at an issue price of \$0.20 per Share under the Public Offer. The purpose of the Public Offer is to provide funds to implement the Company's business strategies (explained in Section 5).

The business will be driven by a highly experienced, market hardened board and management team with the strategic intent required to develop the Hamersley Iron Ore Project. The Board has significant experience in iron ore and related industries, coupled with extensive mining industry development expertise and will engage high calibre iron ore expertise to ensure that funds raised through the Public Offer will be utilised in a cost-effective manner to advance the Company's business.

Our new listed company will have a sole focus on project development. This will be underpinned by complementary processing, logistics, infrastructure, customer-focused technical marketing and exploration activities at the Hamersley Iron Ore Project, which is located in the infrastructure rich Pilbara iron ore province of Western Australia.

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

On behalf of the Board, I look forward to welcoming you as a Shareholder in what we believe will be exciting and prospective times as we commence our exploration activities at the Hamersley Iron Ore Project. Before you make your investment decision, I encourage you to read this Prospectus in its entirety and seek professional advice if required.

Yours sincerely,



Mr Daniel Taylor
Managing Director



2.



KEY OFFER
INFORMATION

2. KEY OFFER INFORMATION

INDICATIVE TIMETABLE ^{1,2}	
Lodgement of Prospectus with the ASIC	31 August 2021
Exposure Period begins	31 August 2021
Opening Date of the Offers	8 September 2021
Closing Date of the Offers	5 October 2021
Issue of Securities under the Offers	12 October 2021
Despatch of holding statements	12 October 2021
Expected date for quotation on ASX	22 October 2021

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

KEY STATISTICS OF THE OFFERS		
Description	Minimum Subscription ¹	Maximum Subscription ²
Public Offer price per Share	\$0.20	\$0.20
Shares currently on issue ³	1	1
Shares to be issued under the Public Offer	35,000,000	45,000,000
Gross Proceeds of the Public Offer	\$7,000,000	\$9,000,000
Shares to be issued under the Consideration Offer ⁴	50,000,000	50,000,000
Shares to be issued under the Joint Lead Manager Offer ⁵	500,000	500,000
Shares on issue at Admission (undiluted)	85,500,001	95,500,001
Market Capitalisation at Admission (undiluted)^{8,9}	\$17,100,000	\$19,100,000
Options to be issued under the Options Offer ⁶	12,000,000	12,000,000
Options to be issued under the Joint Lead Manager Offer ^{5, 6}	3,000,000	5,000,000
Performance Shares to be issued under the Consideration Offer ^{4, 7}	8,500,000	9,500,000
Shares on issue at Admission (fully diluted)^{8,9}	109,000,001	122,000,001
Market Capitalisation at Admission (fully diluted)^{8,9}	\$21,800,000	\$24,400,000

1. Assuming the Minimum Subscription of \$7,000,000 is achieved under the Public Offer.
2. Assuming the Maximum Subscription of \$9,000,000 is achieved under the Public Offer.
3. One Share was issued to John Markovic on incorporation of the Company.
4. Refer to Section 9.2 for a summary of the material the terms of the Acquisition Agreement.
5. Refer to Section 9.1 for the terms of the Joint Lead Manager Mandate.
6. Refer to Section 10.3 for a summary of the terms and conditions of the Options.
7. Refer to Section 10.4 for a summary of the terms of the Performance Shares.
8. Assuming a Share price of \$0.20, however the Company notes that the Shares may trade above or below this price.
9. Certain Securities on issue post-listing will be subject to ASX-imposed escrow. Refer to Section 5.7 for further details.



3.

INVESTMENT OVERVIEW

3. INVESTMENT OVERVIEW

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

Item	Summary	Further information
A. Company		
Who is the issuer of this Prospectus?	Equinox Resources Limited (ACN 650 503 325) (Company or Equinox) is an Australian unlisted public company. The Company was incorporated on 26 May 2021 for the purpose of acquiring the Hamersley Iron Ore Project.	Section 5
What is the Company's interest in the Hamersley Iron Ore Project?	On 9 July 2021, the Company entered into an acquisition agreement with Pathfinder Resources Limited (ACN 085 905 997) (ASX: PF1) (Pathfinder) and Lockett Fe Pty Ltd (ACN 152 114 031) (Lockett), a wholly owned subsidiary of Cazaly Resources Limited (ACN 101 049 334) (ASX: CAZ), whereby the Company conditionally agreed to acquire Mining Licence M47/1450-I comprising the Hamersley Iron Ore Project, which is currently held by Pathfinder and Lockett as joint venture partners. The Hamersley Iron Ore Project is located approximately 60 km north of Tom Price in the Pilbara region of Western Australia and is prospective for iron ore. The Hamersley Iron Ore Project is situated in the central portion of the Hamersley Province. The Hamersley Province contains late Archaean – Lower Proterozoic age sediments of the Mount Bruce Supergroup, which lies between the Archaean granitoid basement complexes of the Yilgarn and Pilbara cratons. The Mount Bruce Supergroup has three constituent groups – the Fortescue, Hamersley, and Turee Creek Groups. There are two iron mineralisation zones of interest near-surface, the detrital iron mineralisation and deeper channel iron mineralisation.	Section 5, 9.2 and Annexure A
B. Business Model		
What is the Company's business model?	Following completion of the Offers and the Acquisition, the Company's proposed business model will be to further explore and develop the Hamersley Iron Ore Project. The Company proposes to fund its activities, over the first two years following admission of the Company to the Official List as outlined in the table at Section 5.3. A detailed explanation of the Company's business model is provided at Section 5.2 and a summary of the Company's proposed exploration program is set out at Section 5.3.	Sections 5.2 and 5.3
What are the key business objectives of the Company?	The Company's main objectives on completion of the Offers and admission to the Official List are to: (a) undertake preliminary on ground exploration activities (including sampling, metallurgical and geochemical surveys); (b) conduct a drilling campaign(s); (c) establish an updated JORC Code compliant resource based on the drilling campaign(s), metallurgical and processing studies; (d) undertake metallurgical and processing studies; (e) carry out and initiate scoping and feasibility studies; (f) undertake environmental, heritage and social impact assessments and permitting; (g) undertake assessments of prevailing market conditions for commodities; (h) continue to pursue other partnerships and acquisitions that have a strategic fit for the Company; and (i) provide working capital for the Company.	Section 5.2 and Annexure A
What are the key dependencies of the Company's business model?	The key dependencies of the Company's business model include: (a) completing the Offers; (b) completing the Acquisition; (c) maintaining title to the Hamersley Iron Ore Project; (d) retaining and recruiting key personnel skilled in the mining and resources sector;	Section 5.2

Item	Summary	Further information
	(e) sufficient worldwide demand for iron ore; (f) the market price of iron ore remaining higher than the Company's costs of any future production (assuming successful exploration and feasibility studies by the Company); (g) minimising environmental impact and complying with environmental and health and safety requirements; and (h) raising sufficient funds to satisfy expenditure requirements, exploration costs, operating costs, and acquisition costs.	
C. Key Advantages		
What are the key advantages of an investment in the Company?	The Directors are of the view that an investment in the Company provides the following non-exhaustive list of advantages: (a) subject to raising the Minimum Subscription, the Company will have sufficient funds to implement its business strategy; (b) subject to the completion of the Acquisition, ownership of a quality iron ore asset in Western Australia with significant logistics infrastructure located in the region; (c) a highly credible and experienced team to progress exploration and accelerate potential development of the Hamersley Iron Ore Project; and (d) the Hamersley Iron Ore Project has an Inferred and Indicated JORC compliant resource with areas identified for further drilling that are anticipated to provide further upside to the resource.	Section 5
D. Key Risks		
General	The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the securities of our Company. The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which the Board can effectively manage them is limited.	Section 7
Exploration and operating risk	Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that future exploration of the Hamersley Iron Ore Project, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource or improvement or increases of the existing resource. Even if an apparently viable resource is identified, there is no guarantee that it can be or will be economically exploited.	Section 7.2
Iron ore price	Given the nature of the Indicated and Inferred Resource which has been identified on the Hamersley Iron Ore Project (as set out in the Independent Geologist's Report), the commercial viability of the Hamersley Iron Ore Project is likely to be significantly impacted by material movements in the iron ore price. If iron ore prices should fall below or remain below the Company's costs of production for any sustained period due to these or other factors and events, the Company's exploration and production could be delayed or even abandoned.	Section 7.2
Additional requirements for capital	The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Public Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.	Section 7.3
Other risks	For additional specific risks and other risks with respect to the industry in which the Company operates please refer to Section 7.2. For general investment risks, many of which are largely beyond the control of the Company and its Directors, please refer to Section 7.3.	Sections 7.2 and 7.3

Item	Summary	Further information																													
E. Directors																															
Who are the Directors and proposed Directors?	<p>Upon admission of the Company to the Official List, the Board will consist of:</p> <p>(a) Mr Daniel Taylor (Managing Director);</p> <p>(b) Mr Rod Baxter (Non-Executive Chairman);</p> <p>(c) Mr Hugh Callaghan (Non-Executive Director); and</p> <p>(d) Mr Mena Habib (Non-Executive Director).</p> <p>The profiles of each of the Directors are set out in Section 8.1.</p>	Section 8.1																													
F. Interests of Key People and Related Party Transactions																															
What are the significant interests of Directors in the Company?	<p>As at the date of the Prospectus, the Directors and their related entities do not have a relevant interest in any Securities.</p> <p>Following completion of the Offers, the Directors will have the following interests in the Company:</p> <table border="1"> <thead> <tr> <th rowspan="2">Director</th> <th colspan="2">Minimum Subscription</th> <th colspan="2">Maximum Subscription</th> </tr> <tr> <th>Shares</th> <th>Options¹</th> <th>Shares</th> <th>Options¹</th> </tr> </thead> <tbody> <tr> <td>Mr Rod Baxter</td> <td>Nil</td> <td>2,500,000</td> <td>Nil</td> <td>2,500,000</td> </tr> <tr> <td>Mr Daniel Taylor</td> <td>250,000²</td> <td>5,000,000</td> <td>250,000²</td> <td>5,000,000</td> </tr> <tr> <td>Mr Hugh Callaghan</td> <td>250,000²</td> <td>2,500,000</td> <td>250,000²</td> <td>2,500,000</td> </tr> <tr> <td>Mr Mena Habib</td> <td>250,000²</td> <td>1,000,000</td> <td>250,000²</td> <td>1,000,000</td> </tr> </tbody> </table> <p>1. The Options will be exercisable at \$0.30 per Option on or before the date that is three years from the date of issue. A summary of the terms and conditions of the Options is set out in Section 10.3.</p> <p>2. Each of Mr Mena Habib, Interminco Services Limited (an entity in respect of which Mr Hugh Callaghan is an employee) and Mr Daniel Taylor (either directly or through an entity which he controls) intends to subscribe for \$50,000 worth of Shares (250,000 Shares) under the Public Offer.</p>	Director	Minimum Subscription		Maximum Subscription		Shares	Options ¹	Shares	Options ¹	Mr Rod Baxter	Nil	2,500,000	Nil	2,500,000	Mr Daniel Taylor	250,000 ²	5,000,000	250,000 ²	5,000,000	Mr Hugh Callaghan	250,000 ²	2,500,000	250,000 ²	2,500,000	Mr Mena Habib	250,000 ²	1,000,000	250,000 ²	1,000,000	Section 8.3
Director	Minimum Subscription		Maximum Subscription																												
	Shares	Options ¹	Shares	Options ¹																											
Mr Rod Baxter	Nil	2,500,000	Nil	2,500,000																											
Mr Daniel Taylor	250,000 ²	5,000,000	250,000 ²	5,000,000																											
Mr Hugh Callaghan	250,000 ²	2,500,000	250,000 ²	2,500,000																											
Mr Mena Habib	250,000 ²	1,000,000	250,000 ²	1,000,000																											
What significant benefits are payable to the Directors and other key persons connected to the Company or the Public Offer?	<p>The Company has entered into separate director letter agreements with each of Mr Baxter, Mr Callaghan and Mr Habib, whereby the Company has agreed to pay each of Mr Baxter a directors' fee of \$70,000 per annum (inclusive of superannuation) and pay Mr Callaghan and Mr Habib a directors' fee of \$52,800 per annum (inclusive of superannuation) following admission of the Company to the Official List on the terms set out in Section 9.5.2.</p> <p>The Company has also entered into consultancy services agreements with each of:</p> <p>(a) Mr Taylor pursuant to which he will be paid \$12,000 per month (exclusive of GST) and an additional \$1,500 per day (exclusive of GST) for days worked above the contracted 16 hours per week, with the total fee payable to Mr Taylor capped at \$330,000 per annum; and</p> <p>(b) Mr Pervez pursuant to which he will be paid \$10,000 per month (inclusive of superannuation) for provision of 16 hours of service per week.</p> <p>Further details in respect of the consultancy services agreements are set out in Section 9.5 and 9.5.4.</p>	Sections 8.3, 9.5 and 9.5.4																													
Who are the Company's substantial Shareholders, what interest will they have after completion of the Offers and who will the Company's substantial shareholders be on completion of the Offers?	<p>Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and on completion of the Public Offer are set out in the respective tables below.</p> <p>As at the date of the Prospectus</p> <table border="1"> <thead> <tr> <th rowspan="2">Shareholder</th> <th rowspan="2">Shares</th> <th colspan="2">Percentage (%)</th> </tr> <tr> <th>Undiluted</th> <th>Fully diluted</th> </tr> </thead> <tbody> <tr> <td>John Markovic</td> <td>1</td> <td>100%</td> <td>100%</td> </tr> </tbody> </table> <p>Minimum Subscription</p> <table border="1"> <thead> <tr> <th rowspan="2">Shareholder</th> <th rowspan="2">Shares</th> <th rowspan="2">Performance Shares</th> <th colspan="2">Percentage (%)</th> </tr> <tr> <th>Undiluted</th> <th>Fully diluted</th> </tr> </thead> <tbody> <tr> <td>Pathfinder</td> <td>35,000,000</td> <td>5,950,000</td> <td>40.94%</td> <td>37.57%</td> </tr> <tr> <td>Lockett</td> <td>15,000,000</td> <td>2,550,000</td> <td>17.54%</td> <td>16.10%</td> </tr> </tbody> </table> <p>Notes:</p>	Shareholder	Shares	Percentage (%)		Undiluted	Fully diluted	John Markovic	1	100%	100%	Shareholder	Shares	Performance Shares	Percentage (%)		Undiluted	Fully diluted	Pathfinder	35,000,000	5,950,000	40.94%	37.57%	Lockett	15,000,000	2,550,000	17.54%	16.10%	Section 5.6		
Shareholder	Shares			Percentage (%)																											
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Lockett	15,000,000	2,850,000	15.71%	14.63%																																			
What related party agreements are the Company party to?	<p>The Company has entered into the following related party agreements:</p> <p>(a) a consulting agreement with Mr Daniel Taylor;</p> <p>(b) letters of appointment with each of Mr Baxter, Mr Hugh Callaghan and Mr Mena Habib on standard terms; and</p> <p>(c) deed of indemnity, insurance and access with each of the Directors on standard terms.</p>	Section 9.5																																					
Has the Company adopted an employee incentive scheme?	<p>The Company has adopted an employee incentive scheme titled “Employee Performance Rights and Option Plan” (Plan). The objective of the Plan is to:</p> <p>(a) assist in the reward, retention and motivation of eligible participants, which includes employees (including executive Directors), non-executive Directors and key contractors of the Company;</p> <p>(b) link the reward of eligible participants to Shareholder value creation; and</p> <p>(c) align the interests of eligible participants with Shareholders by providing an opportunity to eligible participants to receive an equity interest in the Company in the form of securities.</p> <p>A summary of the key terms and conditions of the Plan is set out in Section 10.5.</p>	Section 10.5																																					
What are the significant interests of advisors to the Company?	<p>As at the date of this Prospectus, the Joint Lead Managers (and their respective associates) do not have a relevant interest in any Securities.</p> <p>Based on the information available to the Company as at the date of the Prospectus regarding the intention of the Joint Lead Managers (and their respective associates’) in relation to the Public Offer, they will have a relevant interest in the following Securities on Admission:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="background-color: #e67e22; color: white;">Shareholder</th> <th rowspan="2" style="background-color: #e67e22; color: white;">Shares</th> <th rowspan="2" style="background-color: #e67e22; color: white;">Options</th> <th colspan="2" style="background-color: #e67e22; color: white;">Percentage (%)</th> </tr> <tr> <th style="background-color: #e67e22; color: white;">Undiluted</th> <th style="background-color: #e67e22; color: white;">Fully Diluted</th> </tr> </thead> <tbody> <tr> <td colspan="5" style="background-color: #e67e22; color: white;">Minimum Subscription</td> </tr> <tr> <td style="background-color: #e67e22; color: white;">Canaccord</td> <td style="background-color: #e67e22; color: white;">Nil</td> <td style="background-color: #e67e22; color: white;">1,500,000</td> <td style="background-color: #e67e22; color: white;">0%</td> <td style="background-color: #e67e22; color: white;">1.38%</td> </tr> <tr> <td style="background-color: #e67e22; color: white;">Sixty Two Capital</td> <td style="background-color: #e67e22; color: white;">3,000,000</td> <td style="background-color: #e67e22; color: white;">1,500,000</td> <td style="background-color: #e67e22; color: white;">3.51%</td> <td style="background-color: #e67e22; color: white;">4.13%</td> </tr> <tr> <td colspan="5" style="background-color: #e67e22; color: white;">Maximum Subscription</td> </tr> <tr> <td style="background-color: #e67e22; color: white;">Canaccord</td> <td style="background-color: #e67e22; color: white;">Nil</td> <td style="background-color: #e67e22; color: white;">2,500,000</td> <td style="background-color: #e67e22; color: white;">0%</td> <td style="background-color: #e67e22; color: white;">2.05%</td> </tr> <tr> <td style="background-color: #e67e22; color: white;">Sixty Two Capital</td> <td style="background-color: #e67e22; color: white;">3,000,000</td> <td style="background-color: #e67e22; color: white;">2,500,000</td> <td style="background-color: #e67e22; color: white;">3.14%</td> <td style="background-color: #e67e22; color: white;">4.51%</td> </tr> </tbody> </table> <p>This assumes that Sixty Two Capital (or its associates) applies for and is issued 2,500,000 Shares under the Public Offer, Canaccord (and its respective associates) will not take up Shares under the Public Offer and that the Options offered under the Joint Lead Manager Offer are allocated equally between the Joint Lead Managers (however this may change subject to agreement between the Joint Lead Managers prior to Admission).</p> <p>The Joint Lead Managers have not participated in a placement of Securities by the Company in the two years preceding lodgement of this Prospectus.</p>	Shareholder	Shares	Options	Percentage (%)		Undiluted	Fully Diluted	Minimum Subscription					Canaccord	Nil	1,500,000	0%	1.38%	Sixty Two Capital	3,000,000	1,500,000	3.51%	4.13%	Maximum Subscription					Canaccord	Nil	2,500,000	0%	2.05%	Sixty Two Capital	3,000,000	2,500,000	3.14%	4.51%	Sections 4.5.2, 5.5 and 10.7
Shareholder	Shares				Options	Percentage (%)																																	
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G. Financial Information																																							
How has the Company been performing?	<p>The Company is newly incorporated and therefore has no historical performance.</p> <p>A summary of the audited historical financial information of the company is set out in Section 6.</p>	Section 6 and Annexure C																																					

Item	Summary	Further information
What is the financial outlook for the Company?	<p>Given the current status of the Hamersley Iron Ore Project and the speculative nature of the Company's business, the Directors do not consider it appropriate to forecast future earnings or performance.</p> <p>The long-term financial prospects of the Company are largely dependent upon the outcome of its exploration activities.</p> <p>Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection on a reasonable basis.</p>	Section 6 and Annexure C
H. Offers		
What is the Public Offer?	The Public Offer is an offer of up to 45,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$9,000,000 (before costs).	Section 4.1
Is there a minimum subscription under the Public Offer?	The minimum amount to be raised under the Public Offer is \$7,000,000 (before costs).	Section 4.2
What are the purposes of the Public Offer?	The primary purposes of the Public Offer are to facilitate an application by the Company for admission to the Official List and to position the Company to seek to achieve the objectives stated at Section B of this Investment Overview.	Section 4.6
Is the Public Offer underwritten?	The Public Offer is not underwritten.	Section 4.4
Who are the joint lead managers to the Public Offer?	<p>The Company has appointed Canaccord Genuity (Australia) Limited (Canaccord) and Sixty Two Capital Pty Ltd (Sixty Two Capital, and together with Canaccord, the Joint Lead Managers) as the joint lead managers to the Public Offer.</p> <p>The Joint Lead Managers will in total receive the following fees:</p> <ul style="list-style-type: none"> (a) a management fee of 2% of the funds raised under the Public Offer (being \$140,000 at Minimum Subscription and \$180,000 at Maximum Subscription) (excl GST); (b) a capital raising fee of 4% of the funds raised under the Public Offer (being \$280,000 at Minimum Subscription and \$360,000 at Maximum Subscription) (excl GST); and (c) the issue of an aggregate of between 3,000,000 Options and 5,000,000 Options, which will be issued on a pro rata basis based on the level of subscription under the Public Offer. The Options will be exercisable at \$0.30 each on or before the date that is three years from the date of issue. <p>The fees set out above will be split between the Joint Lead Managers in equal proportions. However, the Company notes that the allocation of the Options between the Joint Lead Managers may change subject to agreement between the Joint Lead Managers prior to Admission.</p> <p>The Company has also agreed to pay a success fee of \$100,000 to Sixty Two Capital, which will be satisfied through the issue of 500,000 Shares at a deemed issue price of \$0.20 per Share.</p>	Section 4.5
Who is eligible to participate in the Public Offer?	This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.	Section 4.13
How do I apply for Shares under the Public Offer?	Applications for Shares under the Public Offer must be made in accordance with the instructions set out in Section 4.9.	Section 4.9
What is the allocation policy?	The Company retains an absolute discretion to allocate Shares under the Public Offer and will be influenced by the factors set out in Section 4.10.	Section 4.10

Item	Summary	Further information
	There is no assurance that any applicant will be allocated any Shares, or the number of Shares for which it has applied.	
What other offers are being made under this Prospectus?	<p>The Prospectus is also being issued for the following Secondary Offers:</p> <ul style="list-style-type: none"> (a) 50,000,000 Shares and up to 9,500,000 Performance Shares to the Vendors (or their nominees) under the Consideration Offer; (b) 500,000 Shares and between 3,000,000 Options and 5,000,000 Options (which will be issued on a pro rata basis based on the level of subscription under the Public Offer) to the Joint Lead Managers (or their nominees) under the Joint Lead Manager Offer; and (c) 12,000,000 Options to the Directors, Proposed Chair, CFO and Company Secretary (or their nominees) under the Options Offer. <p>The Secondary Offers are made to the parties noted above (or their respective nominee(s)). You should not complete an application form in relation to the Secondary Offers unless specifically directed to do so by the Company.</p>	Section 4.7
What will the Company's capital structure look like on completion of the Offers?	The Company's capital structure on completion of the Offers is set out in Section 5.5.	Section 5.5
What are the terms of the Shares offered under the Public Offer?	A summary of the material rights and liabilities attaching to the Shares offered under the Public Offer are set out in Section 10.2.	Section 10.2
Will any Shares be subject to escrow?	<p>None of the Shares issued under the Public Offer will be subject to escrow. However, subject to the Company complying with Chapters 1 and 2 of the ASX Listing Rules and completing the Offers, it is anticipated that:</p> <ul style="list-style-type: none"> (a) all of the Shares and Performance Shares to be issued to the Vendors in consideration for the Acquisition (being 50,000,000 Shares and between 8,500,000 and 9,500,000 Performance Shares) will be subject to 24 months escrow from listing; (b) all of the Options to be issued to the Company Secretary and the Chief Financial Officer (being an aggregate of 1,000,000 Options) will be subject to 12 months from the date of issue; (c) all of the Options to be issued to the Directors and Proposed Chair (being an aggregate of 11,000,000 Options) will be subject to 24 months escrow from listing; and (d) all of the Options to be issued to the Joint Lead Managers (being between 3,000,000 and 5,000,000 Options) and the Shares to be issued to Sixty Two Capital as a success fee (being 500,000 Shares) will be subject to 24 months escrow from listing. <p>During the period in which restricted Shares are prohibited from being transferred, trading in Shares may be less liquid, which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.</p> <p>The Company will announce to ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Shares commencing trading on ASX.</p> <p>The Company's 'free float' (being the percentage of Shares not subject to escrow and held by Shareholders that are not related parties of the Company (or their associates) at the time of admission to the Official List) will be approximately 40.94% at Minimum Subscription and 47.12% at Maximum Subscription, comprising Shares issued under the Public Offer.</p>	Section 5.7
Will the Shares be quoted on ASX?	Application for Official Quotation of all Shares to be issued under the Offers will be made to ASX within seven days after the date of this Prospectus.	Section 4.11
What are the key dates of the Offers?	The key dates of the Offers are set out in the indicative timetable in Section 2.	Section 2

Item	Summary	Further information
What is the minimum investment size under the Public Offer?	Applications under the Public Offer must be for a minimum of \$2,000 worth of Shares (10,000 Shares) and thereafter, in multiples of \$500 worth of Shares (2,500 Shares).	Section 4.9
Are there any conditions to the Offers?	The Offers are conditional on: (a) the Minimum Subscription to the Public Offer being reached; (b) ASX granting conditional approval for the Company to be admitted to the Official List; and (c) the Acquisition Agreement becoming unconditional, (together, the Conditions). If these Conditions are not satisfied then the Offers will not proceed. Further details are set out in Section 4.8.	Section 4.8
I. Use of funds		
How will the proceeds of the Public Offer be used?	The Public Offer proceeds will be applied by the Company as follows: (a) implementing the Company's business objectives with respect to the Hamersley Iron Ore Project and the corresponding exploration program as set out in Part B of Investment Overview; (b) project management costs associated with the Hamersley Iron Ore Project; (c) expenses of the Offers and the Acquisition, including repayment of funds drawn under the existing loan facility provided to the Company by Pathfinder; (d) evaluating potential project acquisitions and partnerships; (e) administration costs; and (f) working capital, further details of which are set out in Section 5.4.	Section 5.4
Will the Company be adequately funded after completion of the Public Offer?	The Directors are satisfied that on completion of the Public Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus.	Section 5.4
J. Additional information		
Is there any brokerage, commission or duty payable by applicants?	No brokerage, commission or duty is payable by applicants on the acquisition of Shares under the Public Offer. However, the Company will pay to the Joint Lead Managers fees as set out in the Joint Lead Manager Mandate summarised in Section 9.1.	Sections 4.14 and 9.1
Can the Offers be withdrawn?	The Company reserves the right not to proceed with the Offers at any time before the issue or transfer of Shares to successful applicants. In this event, application monies will be refunded (without interest) in accordance with applicable laws.	Section 4.16
What are the tax implications of investing in Securities?	Holders of Securities may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Securities subscribed for under this Prospectus. The tax consequences of any investment in Securities will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to subscribe for Securities offered under this Prospectus.	Section 4.15
What is the Company's Dividend Policy?	The Company anticipates that significant expenditure will be incurred in the evaluation and development of the Hamersley Iron Ore Project. These activities, together with the possible acquisition of interests in other projects, are expected to dominate at least, the first two-year period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of	Section 5.9

Item	Summary	Further information
	distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.	
What are the corporate governance principles and policies of the Company?	<p>To the extent applicable, in light of the Company's size and nature, the Company has adopted <i>The Corporate Governance Principles and Recommendations (4th Edition)</i> as published by ASX Corporate Governance Council (Recommendations).</p> <p>The Company's main corporate governance policies and practices and the Company's compliance are outlined in Section 8.5.</p> <p>The Company's full Corporate Governance Plan is available from the Company's website (www.eqnx.com.au).</p>	Section 8.5
Where can I find more information?	<p>(a) By speaking to your sharebroker, solicitor, accountant or other independent professional adviser;</p> <p>(b) By contacting the Company Secretary, on +61 8 6489 0619;</p> <p>(c) By contacting the Share Registry on +61 8 9389 8033.</p>	

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



4.



DETAILS OF
THE OFFERS

4. DETAILS OF THE OFFERS

4.1 The Public Offer

The Public Offer is an initial public offering of up to 45,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$9,000,000 (before costs) (**Maximum Subscription**).

All of the Shares offered under this Prospectus will rank equally with all other existing Shares on issue as at the date of this Prospectus. A summary of the material rights and liabilities attaching to the Shares is set out in Section 10.2.

4.2 Minimum Subscription

The minimum subscription for the Public Offer is \$7,000,000 (35,000,000 Shares) (**Minimum Subscription**).

If the Minimum Subscription has not been raised within four months after the date of this Prospectus or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

4.3 Oversubscriptions

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

4.4 Underwriter

The Public Offer is not underwritten.

4.5 Joint Lead Managers

The Company has appointed Canaccord Genuity (Australia) Limited and Sixty Two Capital Pty Ltd (together, the **Joint Lead Managers**) as the joint lead managers to the Public Offer pursuant to the Joint Lead Manager Mandate.

4.5.1 Fees payable to Joint Lead Managers

The Joint Lead Managers will receive in total the following fees in consideration for leading and managing the Public Offer:

- (a) a management fee of 2% of the funds raised under the Public Offer (being \$140,000 at Minimum Subscription and \$180,000 at Maximum Subscription) (excl GST);
- (b) a capital raising fee of 4% of the funds raised under the Public Offer (being \$280,000 at Minimum Subscription and \$360,000 at Maximum Subscription) (excl GST); and
- (c) the issue of an aggregate of between 3,000,000 and 5,000,000 Options (which will be issued on a pro rata basis based on the level of subscription under the Public Offer) which will be exercisable at \$0.30 each on or before the date that is three years from the date of issue. These Options will be offered under this Prospectus.

The fees set out above will be split between the Joint Lead Managers in equal proportions. However, the Company notes that the allocation of the Options between the Joint Lead Managers may change subject to agreement between the Joint Lead Managers prior to Admission.

The Company has also agreed to pay a success fee of \$100,000 to Sixty Two Capital, which will be satisfied through the issue of 500,000 Shares at a deemed issue price of \$0.20 per Share to Sixty Two Capital (or its nominees).

For further information in relation to the Joint Lead Manager Mandate, please refer to Section 9.1.

4.5.2 Interests of Joint Lead Managers

As at the date of this Prospectus, the Joint Lead Managers (and their respective associates) do not have a relevant interest in any Securities.

Sixty Two Capital and its associates currently intends to apply for 2,500,000 Shares (\$500,000) under the Public Offer.

Based on the information available to the Company as at the date of the Prospectus regarding the intention of the Joint Lead Managers (and their respective associates) in relation to the Public Offer, they will have a relevant interest in the following Securities on Admission:

Shareholder	Shares	Options	Percentage (%)	
			Undiluted	Fully Diluted
Minimum Subscription				
Canaccord	Nil	1,500,000	0%	1.38%
Sixty Two Capital	3,000,000	1,500,000	3.51%	4.13%
Maximum Subscription				
Canaccord	Nil	2,500,000	0%	2.05%
Sixty Two Capital	3,000,000	2,500,000	3.14%	4.51%

This assumes that Sixty Two Capital (or its associates) applies for and is issued 2,500,000 Shares under the Public Offer, Canaccord (and its respective associates) will not take up Shares under the Public Offer and that the Options offered under the Joint Lead Manager Offer are allocated equally between the Joint Lead Managers (however this may change subject to agreement between the Joint Lead Managers prior to Admission).

The Joint Lead Managers have not participated in a placement of Securities by the Company in the two years preceding lodgement of this Prospectus.

4.6 Purposes of the Public Offer

The primary purposes of the Public Offer are to:

- (a) assist the Company to meet the admission requirements of ASX under Chapters 1 and 2 of the ASX Listing Rules;
- (b) provide the Company with additional funding for:
 - (i) the proposed exploration programs at the Hamersley Iron Ore Project (as further detailed in Section 5.3);
 - (ii) considering acquisition opportunities that may be presented to the Board from time to time; and
 - (iii) the Company's working capital requirements while it is implementing the above; and
- (c) remove the need for an additional disclosure document to be issued upon the sale of any Securities that are to be issued under the Offers.

The Company intends on applying the funds raised under the Public Offer in the manner detailed in Section 5.4.

4.7 Secondary Offers

The Prospectus also includes the following secondary offers:

- (a) 50,000,000 Shares and between 8,500,000 and 9,500,000 Performance Shares (which will be issued on a pro rata basis based on the level of subscription under the Public Offer) to the Vendors (or their nominees) under the Consideration Offer;
- (b) 500,000 Shares and between 3,000,000 and 5,000,000 Options (which will be issued on a pro rata basis based on the level of subscription under the Public

Offer) to the Joint Lead Managers (or their nominees) under the Joint Lead Manager Offer; and

- (c) 12,000,000 Options to the Directors, Proposed Chair, CFO and Company Secretary (or their nominees) under the Options Offer,

(each, being a **Secondary Offer**).

4.7.1 The Consideration Offer

The Consideration Offer is an offer of 50,000,000 Shares and between 8,500,000 Performance Shares and 9,500,000 Performance Shares (which will be issued on a pro rata basis based on the level of subscription under the Public Offer) to the Vendors in consideration for the Acquisition.

The Shares offered issued under the Consideration Offer will rank equally with all other existing Shares on issue as at the date of this Prospectus. A summary of the material rights and liabilities attaching to the Shares is set out in Section 10.2.

The Performance Shares issued under the Consideration Offer will be issued on the terms and conditions set out in Section 10.4. The Performance Shares issued under the Consideration Offer will not be quoted, however the Company will apply for quotation of all Shares issued upon conversion of the Performance Shares.

Only the Vendors (or their nominees) may accept the Consideration Offer. A personalised Application Form in relation to the Consideration Offer will be issued to the Vendors together with a copy of this Prospectus.

All Shares and Performance Shares issued under the Consideration Offer are expected to be restricted from trading for 24 months from the date of Official Quotation in accordance with the ASX Listing Rules. A summary of the anticipated application of escrow to the Company's Securities is set out in Section 5.7.

4.7.2 The Joint Lead Manager Offer

The Joint Lead Manager Offer is an offer of:

- (a) 500,000 Shares; and
- (b) between 3,000,000 Options and 5,000,000 Options (which will be issued on a pro rata basis based on the level of subscription under the Public Offer), exercisable at \$0.30 each, on or before the date that is three years from the date of issue of the Options,

to the Joint Lead Managers (or their nominees).

The Shares offered issued under the Joint Lead Manager Offer will rank equally with all other existing Shares on issue as at the date of this Prospectus. A summary of the material rights and liabilities attaching to the Shares is set out in Section 10.2.

The Options issued under the Joint Lead Manager Offer will be issued on the terms and conditions set out in Section 10.3. The Options issued under the Joint Lead Manager Offer will not be quoted, however the Company will apply for quotation of all Shares issued upon exercise of the Options.

Only the Joint Lead Managers (or their nominees) may accept the Joint Lead Manager Offer. A personalised Application Form in relation to the Joint Lead Manager Offer will be issued to the Joint Lead Managers together with a copy of this Prospectus.

The Options issued under the Joint Lead Manager Offer are expected to be restricted from trading for 24 months from the date of Official Quotation in accordance with the ASX Listing Rules. A summary of the anticipated application of escrow to the Company's Securities is set out in Section 5.7.

4.7.3 The Options Offer

The Options Offer is an offer of 12,000,000 Options, exercisable at \$0.30 each, on or before the date that is three years from the date of issue of the Options, to Messrs Rod

Baxter, Daniel Taylor, Hugh Callaghan, Mena Habib, Agha Pervez and Harry Spindler (or their nominees), who are existing and proposed management of the Company.

The Options issued under the Options Offer will be issued on the terms and conditions set out in Section 10.3. The Options issued under the Options Offer will not be quoted, however the Company will apply for quotation of all Shares issued upon exercise of the Options.

Only Messrs Baxter, Taylor, Callaghan, Habib, Pervez and Spindler may accept the Options Offer. A personalised Application Form in relation to the Options Offer will be issued to Messrs Baxter, Taylor, Callaghan, Habib, Pervez and Spindler together with a copy of this Prospectus.

All Options issued to the Directors and the Proposed Chair are expected to be restricted from trading for 24 months from the date of Official Quotation and the Options issued to the Chief Financial Officer and Company Secretary are expected to be restricted from trading for 12 months from the date of issue of the Options in accordance with the ASX Listing Rules. A summary of the anticipated application of escrow to the Company's Securities is set out in Section 5.7.

4.8 Conditions of the Offers

The Offers are conditional upon the following events occurring:

- (a) the Minimum Subscription to the Public Offer being reached;
 - (b) ASX granting conditional approval for the Company to be admitted to the Official List; and
 - (c) the Acquisition Agreement becoming unconditional,
- (together the **Conditions**).

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

4.9 Applications under the Public Offer

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

- (a) using an online IPO Portal at <https://www.advancedshare.com.au/IPO-Offer> and pay the application monies electronically; or
- (b) completing a paper-based application using the relevant Application Form attached to, or accompanying, this Prospectus or a printed copy of the relevant Application Form attached to the electronic version of this Prospectus.

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

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

Completed Application Forms and accompanying cheques, made payable to "**Equinox Resources Limited – IPO ACCT**" and crossed "**Not Negotiable**", must be mailed or delivered to the address set out on the Application Form by no later than 5:00pm (WST) on the Closing Date of the Public Offer.

If paying by BPAY®, please follow the instructions on the IPO Portal. A unique reference number will be quoted upon completion of the online application. Your BPAY® reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid. Applicants using

BPAY® should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the Closing Date of the Public Offer. You do not need to return any documents if you have made payment via BPAY®.

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

The Company reserves the right to extend the Closing Date of the Public Offer or close the Public Offer early.

4.10 Allocation policy under the Public Offer

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

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

- (a) the number of Shares applied for;
- (b) the overall level of demand for the Public Offer;
- (c) the desire for a spread of investors, including institutional investors;
- (d) the likelihood that particular applicants will be long term Shareholders;
- (e) ensuring an appropriate Shareholder base for the Company going forward;
- (f) the desire for an informed and active market for trading Shares following completion of the Public Offer; and
- (g) any other factors that the Company and the Joint Lead Managers consider appropriate.

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

4.11 ASX listing

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

If the Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of this Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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

The Company will not apply for Official Quotation of the Options or the Performance Shares offered pursuant to this Prospectus. However, the Company will apply for quotation of any Shares issued upon exercise or conversion of the Options and Performance Shares.

4.12 Issue

Subject to the Conditions being met, the issue of Securities offered by this Prospectus will take place as soon as practicable after the Closing Date.

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

The Directors in conjunction with the Joint Lead Managers will determine the recipients of the issued Shares under the Public Offer in their sole discretion in accordance with the allocation policy detailed in Section 4.10. The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

Holding statements for Securities issued to the issuer sponsored subregister and confirmation of issue for Clearing House Electronic Subregister System (**CHES**) holders will be mailed to applicants being issued Securities pursuant to the Offers as soon as practicable after their issue.

4.13 Applicants outside Australia, New Zealand and the British Virgin Islands

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

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any of these restrictions, including those outlined below. In particular, this Prospectus may not be distributed in the United States or elsewhere outside Australia, New Zealand and the British Virgin Islands. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that you have complied with these restrictions.

New Zealand

The Public Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014. Refer to the Important Notices Section for further information.

British Virgin Islands

The Securities may not be offered in the British Virgin Islands unless the Company or the person offering the Options on its behalf is licensed to carry on business in the British Virgin Islands. While the Company is not licensed to carry on business in the British Virgin Islands, the Securities may be offered in the British Virgin Islands from outside the British Virgin Islands.

4.14 Commissions payable

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

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

4.15 Taxation

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

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

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

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

4.16 Withdrawal of Offers

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



5.

COMPANY
AND PROJECT
OVERVIEW

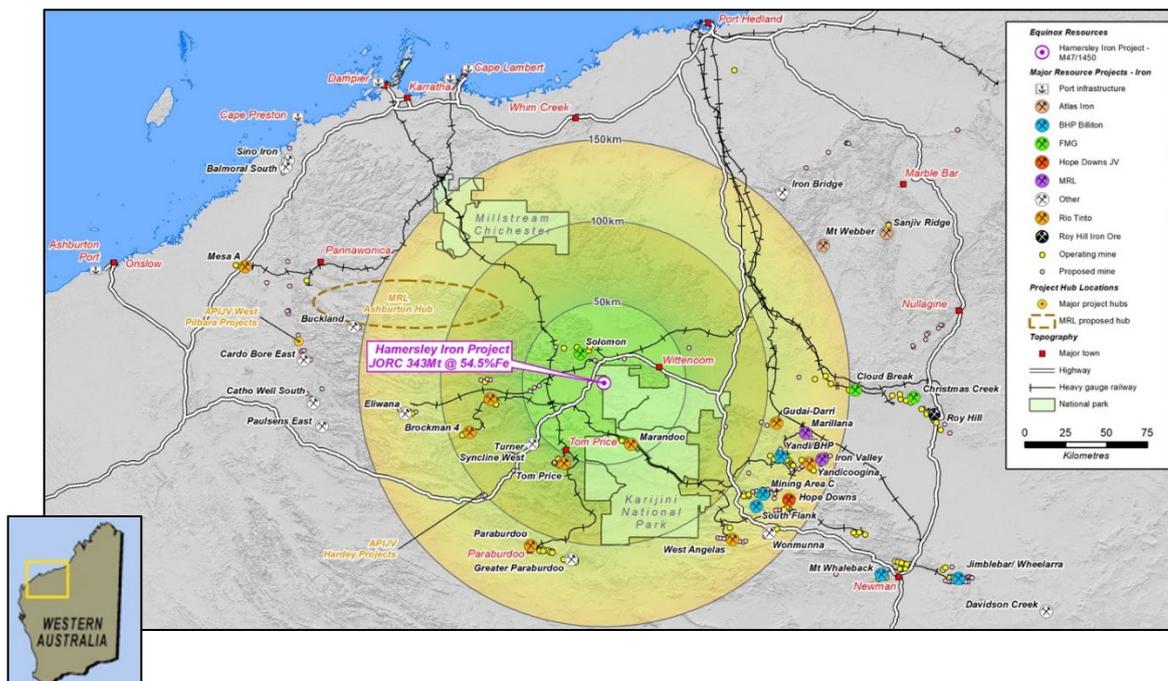
5. COMPANY AND PROJECT OVERVIEW

5.1 Hamersley Iron Ore Project

The Company was incorporated on 26 May 2021 for the purpose of acquiring the Hamersley Iron Ore Project which is comprised of Mining Lease 47/1450-I.

The Hamersley Iron Ore Project is located approximately 60 km north of Tom Price in the Pilbara region of Western Australia.

Figure 1: Hamersley Iron Ore Project – Location Diagram



A broad alluvial plain occupies most of the Tenement, with outcropping Brockman Iron Formation prominent at the southern and eastern boundaries. Underlying the transported material within the alluvial plain are the Brockman Iron Formation, the Mount McRae Shale and the Mount Silvia Formation.

The Mount Silvia Formation is approximately 30 metres thick and is distinguished by three prominent BIF/chert units separated by shale. The uppermost planar bedded BIF unit (~8 metres) is known as “Bruno’s Band” and provides a useful marker horizon. Further beneath Bruno’s Band lie two, thinner BIF/chert units known as the “Tram Tracks”.

The Mount McRae Shale is approximately 50 metres thick and is composed of mostly carbonaceous shale (when fresh) with chert. Pyrite can occur within the shale units and can pose an acid rock drainage risk in the mining process. The uppermost 12 metres of the Formation consists of interbedded BIF and shale; and can be enriched to low grade ore and is known as the Colonial Chert Member or Footwall Zone.

The Brockman Iron Formation varies in thickness from approximately 500–620 metres and is composed of two dominant BIF units (Dales Gorge and Joffre Members) and shale with minor chert/BIF (Whaleback Shale). Both major BIF units have shale interbeds that have distinct geophysical signatures, which can be mapped on a regional scale. These shale macrobands typically give a “ribbed” appearance in the outcropping Dales Gorge Member.

The Hamersley Fe Ore deposit contains two types of iron mineralisation: channel iron (CID) and detrital iron (DID).

CID occurs both in synclinoria and on mild dip slopes on the margin of paleochannels, in addition to mesas formed by relief inversion in the central zones of paleochannels. CID’s are subdivided into “mesa” and “gorge” deposits. Such deposits are dominated by pisolitic goethite-hematite iron mineralisation and incorporate the Marillana Formation

CID (gorge) and Robe Formation CID (mesa). The Hamersley Fe Ore deposit CID is interpreted as a gorge CID and is completely masked by recent creek sediments. All CID's were formed in the Tertiary period.

DID occurs as shallow blankets of outwash scree in structural depressions adjacent to iron ore rich escarpments. The material is derived from the erosion of a surface enriched carapace that encrusted the escarpments, as well as the banded iron formations exposed. Cyclic fluids result in ferruginisation of the matrix and lowering of the phosphorous content. Cementation can occur towards the base of the detrital pile and form a hard hematite conglomerate known as canga.

Figure 2: View of the Hamersley Iron Ore Project area with a portion of the Brockman Iron Formation in background



Mineralization present in the Hamersley Iron Ore Project formed in the Tertiary period through the erosion of the Hamersley Group banded iron formations and depositing within channel and detrital layers within an erosional plain. The channel mineralization is higher in grade in comparison to the upper detrital mineralization as determined during the development of the Mineral Resource Estimate (**MRE**).

The commencement of modern exploration within the Hamersley Iron Project was during the 1990's with the completion of three discovery RC drill holes by Robe River Mining Company. Exploration ceased until 2008-2012 when the current owners commissioned a large series of works to further investigate the Hamersley Iron Ore Project. A MRE was completed by Runge Pincock Minarco Ltd (**RPM**) in May 2013 which complied with recommendations in the now superseded 2004 version of the JORC Code (**JORC Code (2004)**).

The drilling completed by the current owners extends to a maximum down hole depth of 240 metres and the mineralisation was modelled to a depth of approximately 230 metres below surface. The subsequent MRE is based on good quality, surface RC drilling data. The drill hole section spacing is approximately 250 metres along strike.

The Hamersley Iron Ore Project was classified as containing a JORC (2004) Code compliant Indicated / Inferred Mineral Resource. The Indicated portion of the Resource was confined to the CID material where the drill spacing was predominantly 125 metres by 100 metres or less and continuity of mineralisation was good. The Inferred Resource included those areas of the CID resource where sampling was greater than 125 metres by 100 metres, and all DID material overlying the interpreted CID.

Subsequently, in June 2019, the current owners commissioned a review of the Hamersley Iron Ore Project and an update to the MRE to comply with the JORC Code (2012).

The resource modelling and reporting, other than the reporting of the QAQC for the drilling, sampling and assaying was found to be compliant with the current JORC Code (2012). Subsequently, a statistical study of the relevant QAQC data and reports was

undertaken which found that the drilling and sampling procedures met the standards required by the JORC Code (2012).

The resource was then independently modelled using the same drilling data but using different software and modelling methods to that employed in the RPM MRE, which and resulted in a resource of similar tonnes and grades to that reported by RPM, well within reasonable limits.

Accordingly, it was confirmed that the RPM MRE, along with an updated QAQC report, met the standards required by the current JORC Code (2012).

The Mineral Resource estimate for the Hamersley Iron Ore Project is summarised in the table set out below and in the Independent Geologist's Report.

Indicated Mineral Resource							
Type	Tonnes	Fe	SiO ₂	Al ₂ O ₃	P	LOI	CaFe
	Mt	%	%	%	%	%	%
CID*	42.6	55.2	10.9	5.5	0.0	3.6	57.3
Total	42.6	55.2	10.9	5.5	0.0	3.6	57.3
Inferred Mineral Resource							
Type	Tonnes	Fe	SiO ₂	Al ₂ O ₃	P	LOI	CaFe
	Mt	%	%	%	%	%	%
DID#	24.3	46.4	24.8	5.2	0.0	2.5	47.6
CID*	276.3	55.2	9.7	4.4	0.0	6.3	58.9
Total	300.6	54.5	10.9	4.4	0.0	6.0	58.0
Total Mineral Resource							
Type	Tonnes	Fe	SiO ₂	Al ₂ O ₃	P	LOI	CaFe
	Mt	%	%	%	%	%	%
DID#	24.3	46.4	24.8	5.2	0.0	2.5	47.6
CID*	318.9	55.2	9.8	4.5	0.0	5.9	58.7
Total	343.2	54.5	10.9	4.6	0.0	5.7	57.9

DID reported at a 40% Fe Cut-off grade.

* CID reported at a 52% Fe Cut-off grade.

Refer to the Independent Geologist's Report for further information with respect to the Hamersley Iron Ore Project.

5.2 Business model

Following completion of the Offers and the Acquisition, the Company's proposed business model will be to systematically and methodically further explore and develop the Hamersley Iron Ore Project in accordance with the Company's intended exploration programs highlighted below and further explained in the Independent Geologist's Report in Annexure A.

The results of the exploration programs will seek to determine the economic viability and possible timing for the commencement of further activities including feasibility studies and commencement of other mining operations at the Hamersley Iron Ore Project.

In addition to the above, the Company also proposes to:

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

- (b) continue to pursue other acquisitions and partnerships that have a strategic fit for the Company and that have the potential to deliver growth for Shareholders (namely focussing on high quality assets with low capital expenditure requirements); and
- (c) provide working capital for the Company through the raising of capital to implement the above strategies.

The key dependencies of the Company's business model include:

- (a) completing the Offers;
- (b) completion of the Acquisition;
- (c) maintaining title to the Hamersley Iron Ore Project;
- (d) retaining and recruiting key personnel skilled in the mining and resources sector;
- (e) sufficient worldwide demand for iron ore and/or any other minerals able to be extracted from the Hamersley Iron Ore Project in economic quantities;
- (f) the market price of iron ore and/or any other minerals able to be extracted from the Hamersley Iron Ore Project in economic quantities remaining higher than the Company's costs of any future production (assuming successful exploration and feasibility studies by the Company);
- (g) minimising environmental impact and complying with environmental, heritage and health safety requirements; and
- (h) raising sufficient funds to satisfy expenditure requirements, exploration costs, operating costs and acquisition costs.

5.3 Proposed Exploration Program and Budget

A summary of the proposed exploration budget of the Company for the two-year period following listing is set out below.

	Minimum Subscription		
	Year 1	Year 2	Total
Resource Drilling, Sample Analysis & Logistics	\$600,000	\$600,000	\$1,200,000
Metallurgical test work	\$150,000	\$150,000	\$300,000
JORC Reserve & Resource Report	\$50,000	-	\$50,000
Development & Feasibility Studies	\$700,000	\$300,000	\$1,000,000
ESIA Studies and Reporting	\$350,000	\$350,000	\$700,000
Total Project Exploration Funds	\$1,850,000	\$1,400,000	\$3,250,000
	Maximum Subscription		
	Year 1	Year 2	Total
Resource Drilling, Sample Analysis & Logistics	\$800,000	\$1,400,000	\$2,200,000
Metallurgical test work	\$300,000	\$120,000	\$420,000
JORC Reserve & Resource Report	\$50,000	-	\$50,000
Development & Feasibility Studies	\$800,000	\$800,000	\$1,600,000
ESIA Studies and Reporting	\$350,000	\$350,000	\$700,000
Total Project Exploration Funds	\$2,300,000	\$2,670,000	\$4,970,000

The Company has planned a systematic exploration program to be undertaken following completion of the Public Offer which focuses on:

- (a) development and implementation of a systematic and targeted metallurgical drilling program(s);
- (b) the review of logistical optionality studies for the Hamersley Iron Ore Project;
- (c) appropriate customer and operational metallurgical test work studies; and
- (d) preparation of coherent development and potential mining and feasibility studies.

Please refer to section 8 of the Independent Geologists Report at Annexure A for further detail regarding the proposed exploration program and budget of the Company.

5.4 Use of funds

The Company intends to apply funds raised from the Public Offer, over the first two years following admission of the Company to the Official List as set out in the table below:

	Funds Available			
	Minimum Subscription	%	Maximum Subscription	%
Funds available				
Funds raised from the Public Offer	\$7,000,000	100.0%	\$9,000,000	100.0%
Total funds	\$7,000,000	100.0%	\$9,000,000	100.0%
Allocation of funds				
Exploration and development at the Hamersley Iron Ore Project ¹	\$3,250,000	46.43%	\$4,970,000	55.22%
Corporate Administration ²	\$1,950,000	27.86%	\$1,950,000	21.67%
Working capital	\$437,000	6.24%	\$528,000	5.87%
Expenses of the Offers ³	\$713,000	10.18%	\$852,000	9.47%
Expenses of the Acquisition ⁴	\$500,000	7.14%	\$500,000	5.55%
M&A budget for complementary assets/opportunities	\$150,000	2.14%	\$200,000	2.22%
Total funds	\$7,000,000	100.0%	\$9,000,000	100.0%

Notes:

1. Refer to Section 5.3 above and the Independent Geologist's Report in Annexure A for further details with respect to the Company's proposed exploration programs at the Hamersley Iron Ore Project.
2. Corporate administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, Directors' fees, rent and other associated costs.
3. Expenses of the Offers includes various amounts payable by the Company prior to completion of the Offers. These payments are funded by way of a non-interest-bearing loan from Pathfinder to the Company, with a nil interest rate and payable five days after the Company's admission to the Official List. Refer to Section 10.9 for further details.
4. This also includes amounts associated with the Acquisition, including a provision for stamp duty for the acquisition of the Hamersley Iron Ore Project (subject to Office of State Revenue assessment).

It is anticipated that the funds raised under the Public Offer will enable two years of full operations (if the Minimum Subscription is raised). It should be noted that the Company may not be fully self-funding through its own operational cash flow at the end of this period. Accordingly, the Company may require additional capital beyond this point, which will likely involve the use of additional debt or equity funding. Future capital needs will also depend on the success or failure of the Hamersley Iron Ore Project and the Company's success in securing additional project opportunities. The use of further debt or equity

funding will be considered by the Board where it is appropriate to fund additional exploration on the Hamersley Iron Ore Project or to capitalise on acquisition opportunities in the resources sector.

In the event the Company raises more than the Minimum Subscription but less than the Maximum Subscription, the additional funds raised will be first applied towards the additional expenses of the Offers, then towards exploration and development, the Company's M&A budget for complementary assets and finally towards working capital.

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

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

5.5 Capital structure

The capital structure of the Company following completion of the Public Offer (assuming both Minimum Subscription and Maximum Subscription) is summarised below:

Shares¹

	Minimum Subscription	Maximum Subscription
Shares currently on issue ²	1	1
Shares to be issued under the Public Offer ³	35,000,000	45,000,000
Shares to be issued under the Consideration Offer	50,000,000	50,000,000
Shares to be issued under the Joint Lead Manager Offer	500,000	500,000
Shares to be issued under the Option Offer	Nil	Nil
Total Shares on completion of the Offers	85,500,001	95,500,001

Notes:

1. The rights attaching to the Shares are summarised in Section 10.2.
2. One Share was issued to John Markovic on incorporation of the Company.
3. Shares to be issued at an issue price of \$0.20 per Share to raise a minimum of \$7,000,000 and a maximum of \$9,000,000 under the Public Offer.
4. Refer to Section 9.2 for the terms of the Acquisition Agreement.
5. Comprising 500,000 Shares to be as a success fee to Sixty Two Capital. Refer to Section 9.1 for the terms of the Joint Lead Manager Mandate.

Options

	Minimum Subscription	Maximum Subscription
Options currently on issue	Nil	Nil
Options to be issued under the Public Offer	Nil	Nil
Options to be issued under the Consideration Offer	Nil	Nil
Options to be issued under the Joint Lead Manager Offer ¹	3,000,000	5,000,000
Options to be issued under the Options Offer ²	12,000,000	12,000,000
Total Options on completion of the Offers	15,000,000	17,000,000

Notes:

1. Exercisable at \$0.30 per Option on or before the date that is 3 years from the date of issue. These Options are being issued to the Joint Lead Managers. The terms and conditions of these Options are summarised in Section 10.3.
2. Exercisable at \$0.30 per Option on or before the date that is 3 years from the date of issue. These Options are being issued to existing and proposed management of the Company as incentive-based remuneration. Refer to Section 10.3 for the full terms and conditions of the Options and Section 10.6 for further information in relation to the number of Options to be issued to the Directors and the Proposed Chair.
3. The Company will consider offering Shareholders loyalty Options approximately six months after its admission to the Official List. The details of such offer would be considered at the appropriate time.

Performance Shares

	Minimum Subscription	Maximum Subscription
Performance Shares currently on issue	Nil	Nil
Performance Shares to be issued under the Consideration Offer ¹	8,500,000	9,500,000
Total Options on completion of the Offers	8,500,000	9,500,000

Notes:

1. The Performance Shares will be issued in part consideration for the Acquisition, further details in respect of which are set out in Section 9.2. Refer to Section 10.4 for the terms and conditions of the Performance Shares.

5.6 Substantial Shareholders

Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and on completion of the Public Offer are set out in the respective tables below.

As at the date of the Prospectus

Shareholder	Shares	Percentage (%)	
		Undiluted	Fully diluted
John Markovic	1	100%	100%

On completion of the issues of Securities under the Offers and the Acquisition with Minimum Subscription (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Public Offer)

Shareholder	Shares	Performance Shares	Percentage (%)	
			Undiluted	Fully diluted
Pathfinder	35,000,000	5,950,000	40.94%	37.57%
Lockett	15,000,000	2,550,000	17.54%	16.10%

On completion of the issue of Securities under the Offers and the Acquisition with Maximum Subscription (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Public Offer)

Shareholder	Shares	Performance Shares	Percentage (%)	
			Undiluted	Fully diluted
Pathfinder	35,000,000	6,650,000	36.65%	34.14%
Lockett	15,000,000	2,850,000	15.71%	14.63%

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

5.7 Restricted Securities

Subject to the Company being admitted to the Official List and completing the Offers, certain Securities will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.

During the period in which Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

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

- (a) all of the Shares and Performance Shares to be issued to the Vendors in consideration for the Acquisition (being 50,000,000 Shares and between 8,500,000 Performance Shares at Minimum Subscription and 9,500,000 Performance Shares at Maximum Subscription) will be subject to 24 months escrow from listing;
- (b) all of the Options to be issued to the Company Secretary and the Chief Financial Officer (being an aggregate of 1,000,000 Options) will be subject to 12 months from the date of issue;
- (c) all of the Options to be issued to the Directors and Proposed Chair (being an aggregate of 11,000,000 Options) will be subject to 24 months escrow from listing; and
- (d) all of the Options to be issued to the Joint Lead Managers (being between 3,000,000 Options at Minimum Subscription and 5,000,000 Options at Maximum Subscription) and the Shares to be issued to Sixty Two Capital as a success fee (being 500,000 Shares) will be subject to 24 months escrow from listing.

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

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

5.8 Additional Information

Prospective investors are referred to and encouraged to read in their entirety the following:

- (a) the Independent Geologist's Report in Annexure A for further details about the geology, location and mineral potential of the Hamersley Iron Ore Project;
- (b) the Solicitor's Tenement Report in Annexure B for further details in respect to the Company's interests in the Tenement; and
- (c) the Independent Limited Assurance Report in Annexure C for further details on the Company's financials.

5.9 Dividend policy

The Company anticipates that significant expenditure will be incurred in the evaluation and development of the Hamersley Iron Ore Project. These activities, together with the possible acquisition of interests in other projects, are expected to dominate at least, the

first two-year period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period.

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



6.

FINANCIAL
INFORMATION

6. FINANCIAL INFORMATION

6.1 Introduction

The financial information contained in this Section 6 includes:

- (a) summary statutory audited historical statement of profit or loss and other comprehensive income for the period from 26 May 2021 (date of incorporation) to 30 June 2021;
- (b) summary statutory audited historical statement of cash flows for the period from 26 May 2021 (date of incorporation) to 30 June 2021; and
- (c) summary statutory audited historical statement of financial position as at 30 June 2021,

(together referred to as the **Historical Financial Information**); together with

- (d) the Pro Forma statement of financial position as at 30 June 2021 and supporting notes which includes the Pro Forma transactions, subsequent events, consolidation adjustments and capital raising (**Pro Forma Financial Information**);

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

The Directors are responsible for the preparation and inclusion of the Financial Information in the Prospectus. HLB Mann Judd has prepared an Independent Limited Assurance Report in respect of the Financial Information, as set out in Annexure C. Investors should note the scope and limitations of the Independent Limited Assurance Report.

All amounts disclosed in the tables in this Financial Section are presented in Australian dollars.

6.2 Basis of Preparation of the Historical Financial Information

The Historical Financial Information included in this Section 6 has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards (including the Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board and the Corporations Act. The Historical Financial Information is presented in an abbreviated form insofar as it does not include all the presentation, disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act. Significant accounting policies applied to the Historical Financial Information are set out in Section 6.8.

The Historical Financial Information has been audited and reported on by HLB Mann Judd as set out in the Independent Limited Assurance Report in Annexure C. Investors should note the scope and limitations of the Independent Limited Assurance Report.

6.3 Historical statement of profit or loss and other comprehensive income

The table below sets out the Company's statement of profit or loss and other comprehensive income for the period 26 May 2021 to 30 June 2021.

	26 May to 30 June 2021
	\$
Income	-
Total Income	-
Expenses	-

	26 May to 30 June 2021
	\$
Total Expenses	-
Comprehensive Profit/(Loss) for the period	-

6.4 Historical statement of financial position

The table below sets out the Company's statement of financial position at 30 June 2021.

	As of 30 June 2021
	\$
Current Assets	
Cash on hand	1
Total Current Assets	1
Total Assets	1
Total Liabilities	-
Net Assets	1
Equity	
Issued Capital	1
Total Equity	1

6.5 Historical statement of cash flows

The table below sets out the Company's statement of cash flows for the period from 26 May 2021 to 30 June 2021.

	26 May to 30 June 2021
	\$
Net cash used in operating activities	-
Net cash used in investing activities	-
Cash flows from Financing Activities	-
Proceeds from the issue of Shares	1
Net cash provided by financing activities	1
Net increase in cash and cash equivalents	1
Cash and cash equivalents at the beginning of the financial period	-
Cash and cash equivalents at the beginning of the financial period	1

6.6 Pro Forma Statement of Financial Position

The table below sets out the audited historical statement of financial position of the Company, the pro forma adjustments that have been made to it (further described in Section 6.7) and the pro forma statement of financial position as at 30 June 2021, for both the Minimum Subscription and Maximum Subscription amounts.

The pro forma statement of financial position is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its future financial position.

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

- (a) management's discussion & analysis set out in this Section;
- (b) the risk factors described in Section 7;
- (c) the Independent Limited Assurance Report on the Historical and Pro Forma Financial Information set out in this Section which is included at Annexure C; and
- (d) the other information contained in this Prospectus.

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

	30 Jun 2021 Audited	Minimum Subscription	Maximum Subscription
	\$	\$	\$
Current Assets			
Cash and cash equivalents	1	6,216,077	8,063,177
Trade and other receivables	-	49,647	59,377
Total Current Assets	1	6,265,724	8,122,554
Non-Current Assets			
Exploration and evaluation	-	10,500,000	10,500,000
Total Non-Current Assets	-	10,500,000	10,500,000
Non-Current Liabilities			
Accruals	-	500,000	500,000
Total Non-Current Liabilities	-	500,000	500,000
Net Assets	1	16,265,724	18,122,554
Equity			
Issued capital	1	16,392,061	18,254,415
Reserves	-	1,238,759	1,403,926
Accumulated losses	-	(1,365,096)	(1,535,787)
Total Equity	1	16,265,724	18,122,554

6.7 Pro Forma Transactions

The following transactions contemplated in this Prospectus which are to take place on or before the completion of the Offers, referred to as the pro forma adjustments, are

presented as if they, together with the Offers, had occurred subsequent to 30 June 2021 and are set out below.

With the exception of the pro forma transactions noted below, no other material transactions have occurred between 30 June 2021 and the date of this Prospectus which the Directors consider require disclosure.

The following pro forma transactions are yet to occur, but are proposed to occur following completion of the capital raising:

- (a) the issue of 45,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$9,000,000 (before costs) under the Public Offer (**Maximum Subscription**). The Minimum Subscription under the Public Offer is 35,000,000 Shares to raise \$7,000,000 (before costs);
- (b) the issue of 50,000,000 Shares and between 8,500,000 Performance Shares and 9,500,000 Performance Shares (which will be issued on a pro rata basis based on the level of subscription under the Public Offer) to the Vendors in consideration for the acquisition of their respective interests in the Hamersley Iron Ore Project (**Acquisition**) together with the accrual of transaction costs of \$500,000;
- (c) the issue of 12,000,000 Options to the Directors, Proposed Chair, CFO and Company Secretary (or their nominees) under the Options Offer;
- (d) the issue of between 3,000,000 Options and 5,000,000 Options (which will be issued on a pro rata basis based on the level of subscription under the Public Offer) which will be exercisable at \$0.30 each on or before the date that is three years from the data of issue to the Joint Lead Managers (or their nominees) under the Joint Lead Manager Offer as a capital raising fee;
- (e) the issue of 500,000 Shares at a deemed price of \$0.20 per Share to Sixty Two Capital, as a success fee;
- (f) the cash payment of a management fee of 2% of the funds raised under the Public Offer (being \$140,000 at Minimum Subscription and \$180,000 at Maximum Subscription) and a capital raising fee of 4% of the funds raised under the Public Offer (being \$280,000 at Minimum Subscription and \$360,000 at Maximum Subscription); and
- (g) the cash payment of other expenses of the Offers of \$293,000 (GST exclusive) (\$312,000 at Maximum Subscription), \$126,377 to be expensed profit and loss (\$131,861 at Maximum Subscription) with the remainder expensed to share capital as share issue costs.

Cash and Cash Equivalents

The reviewed proforma cash and cash equivalents has been set out below:

		Minimum Subscription	Maximum Subscription
		\$	\$
Balance at 30 June 2021		1	1
<i>Proforma adjustments</i>			
Cash received under the Public Offer		7,000,000	9,000,000
Cash settled share issue costs		(420,000)	(540,000)
Expenses of the Offers		(293,000)	(312,000)
GST impacts		(70,924)	(84,824)
Total Cash and Cash Equivalents		6,216,077	8,063,177

Exploration and Evaluation

Deferred exploration and evaluation expenditure consists of the issue of Consideration Shares as part consideration for the Acquisition. The reviewed pro forma deferred exploration and evaluation expenditure has been set out below:

		Minimum Subscription	Maximum Subscription
		\$	\$
Balance at 30 June 2021		-	-
<i>Proforma adjustments</i>			
Consideration Shares to be issued under the Acquisition		10,000,000	10,000,000
Acquisition Costs		500,000	500,000
Total Exploration and Evaluation		10,500,000	10,500,000

Acquisition costs includes an allowance for transfer duty subject to Office of State Revenue assessment.

Issued Capital and Reserves

The reviewed proforma issued capital and reserves have been set out below:

(a) Issued Capital

	Minimum Subscription	Minimum Subscription	Maximum Subscription	Maximum Subscription
	Number	\$	Number	\$
Balance at 30 June 2021	1	1	1	1
<i>Proforma adjustments</i>				
Consideration Shares to be issued under the Acquisition	50,000,000	10,000,000	50,000,000	10,000,000
Shares to be issued under the Public Offer	35,000,000	7,000,000	45,000,000	9,000,000
Shares to be issued to Sixty Two Capital – Success Fee	500,000	100,000	500,000	100,000
Share Issue Costs		(707,940)		(845,586)
Total Issued Capital		16,392,061		18,254,415

(b) Reserves

	Minimum Subscription	Minimum Subscription	Maximum Subscription	Maximum Subscription
	Number	\$	Number	\$
Balance at 30 June 2021	-	-	-	-
<i>Proforma adjustments</i>				
Options to Directors, Proposed Chair, Company Secretary, Chief Financial Officer and Joint Lead Manager	15,000,000	1,238,759	17,000,000	1,403,926

	Minimum Subscription	Minimum Subscription	Maximum Subscription	Maximum Subscription
	Number	\$	Number	\$
Performance Shares	8,500,000	-	9,500,000	-
Total Reserves	15,000,000	1,238,759	17,000,000	1,403,926

The Options have been valued using Black-Scholes model, using the following assumptions: Stock price \$0.20, Exercise Price \$0.30, Expiry Date 3 years. Expected volatility 80% and risk-free rate 0.10%.

The Company will also issue between 8,500,000 and 9,500,000 Performance Shares (on a pro rata basis based on the level of subscription under the Public Offer) to the Vendors as part consideration for the Acquisition. The terms of the Performance Shares are set out in Section 10.4.

The Performance Shares are valued at \$0.20 each.

The Directors cannot predict whether the achievement of the milestone associated with the Performance Shares is probable at the date of this Prospectus. As a result, no value has been recorded in the Pro Forma Consolidated Statement of Financial Position.

6.8 Significant Accounting Policies

(a) Corporate Information

The Company is a company domiciled in Australia. The address of the Company's registered office is 141 Stirling Highway, Nedlands, 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.

(b) Basis of Preparation

The Financial Information has been prepared on a historical cost basis.

The Financial Information is presented in Australian dollars. The Company's functional currency is Australian dollars.

The Financial Information has also been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards, and other authoritative pronouncements of the Australian Accounting Standards Board.

The principal accounting policies and methods of computation adopted in the preparation of this Financial Information are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(c) Going Concern Basis

The Financial Information 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.

(d) Finance Income and Expense

Finance income consists of interest income on funds invested (including available-for-sale financial assets). Interest income is recognised as it accrues in profit or loss.

Finance costs comprise interest expense on borrowings and impairment losses recognised on financial assets.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest rate method.

(e) Trade and other Receivables

Trade and other receivables are recognised for the major business activities as follows:

- (i) All trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. Trade debtors are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.
- (ii) Income receivable on financing and investment activities is accrued in accordance with the terms and conditions of the underlying financial instrument.
- (iii) Collectability of trade debtors is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful debts is raised where there is some doubt over collection.

The Company measures the loss allowance for trade and other receivables at an amount equal to lifetime expected credit loss. The expected credit losses on trade and other receivables are estimated with reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtor, general economic conditions of the industry in which the debtor operates and an assessment of both the current and the forecast direction of conditions at the reporting date.

The Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery; for example, when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

(f) Income Taxes

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

Deferred tax assets are recognised for all differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction.

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

(g) **Exploration and Evaluation Expenditure**

Expenditure on acquisition, exploration and evaluation relating to an area of interest is carried forward where rights to tenure of the area of interest are current and;

- (i) it is expected that expenditure will be recouped through successful development and exploitation of the area of interest or alternatively by its sale; and/or
- (ii) exploration and evaluation activities are continuing in an area of interest but at balance date have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves.

Where the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated then any capitalised exploration and evaluation expenditure is reclassified as capitalised "mine properties in development". Prior to reclassification, capitalised exploration and evaluation expenditure is assessed for impairment.

Exploration and evaluation assets are reviewed at each reporting date for indicators of impairment and are tested for impairment where such indicators exist. If testing performed indicates that the carrying value might not be recoverable the asset is written down to its recoverable amount. Any such impairment is recognised in profit or loss for the year.

Accumulated costs in relation to an abandoned area are written off to profit or loss in the period in which the decision to abandon the area is made.

An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

(h) **Cash and Cash Equivalents**

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

(i) **Trade and Other Payables**

Trade and other payables represent liabilities for goods and services provided to the Company prior to year-end and which are unpaid. These amounts are unsecured and usually have 30 - 60 day payment terms.

(j) **Goods and Services Tax**

Revenue, expenses and assets are recognised net of the amount of goods and services tax (**GST**), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (**ATO**). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which

are recoverable from, or payable to, the ATO are classified as operating cash flows.

(k) **Issued Capital**

Ordinary shares are classified as equity.

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

(l) **Fair Value**

Fair values may be used for financial asset and liability measurement as well as for disclosures.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

(m) **Share Based Payments**

The Company recognises the fair value of options granted to directors, employees and consultants as remuneration as an expense on a pro-rata basis over the vesting period in the statement of profit or loss and other comprehensive income with a corresponding adjustment to equity.

The Company provides benefits to directors, employees and consultants of the Company in the form of share-based payment transactions, whereby directors, employees and consultants render services in exchange for shares or rights over shares ("equity-settled transactions"). The cost of these equity-settled transactions with directors, employees and consultants is measured by reference to fair value at the date they are granted. The fair value is determined using the Black Scholes option pricing model.

(n) **Use of Estimates and Judgements**

The preparation of financial statements in conformity with AASBs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The key estimates and assumption that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

(i) Exploration and evaluation

The Company's policy for exploration and evaluation is described in Section 6.8(g). The application of this policy requires management to make certain assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised exploration and evaluation expenditure, management concludes that the capitalised expenditure is unlikely to be recovered by future sale or exploration,

then the relevant capitalised amount will be written off through the profit or loss. The carrying amount of exploration and evaluation is disclosed in the note.

(ii) Share based payments

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using appropriate valuation models. The Company measures the cost of cash-settled share-based payments at fair value at the grant date using appropriate valuation models taking into account the terms and conditions upon which the instruments were granted.



7.



RISK FACTORS

7. RISK FACTORS

7.1 Introduction

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

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks that have a direct influence on the Company, its Hamersley Iron Ore Project and activities are set out in Section 3. Those key risks as well as other risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

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

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

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

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

7.2 Company and Industry specific risks

Risk Category	Risk
Limited history	<p>The Company was only recently incorporated on 26 May 2021 and has only limited operating history and limited historical financial performance.</p> <p>Exploration has previously been conducted by Pathfinder and Lockett on the Hamersley Iron Ore Project, however, the Company is yet to conduct its own exploration activities and will not commence these activities until the Company has been admitted to the Official List.</p> <p>No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of the Tenement. Until the Company is able to realise value from its Project, it is likely to incur ongoing operating losses.</p>
Exploration and operating risks	<p>Potential investors should understand that mineral exploration and development are high-risk undertakings.</p> <p>There can be no assurance that future exploration of the Hamersley Iron Ore Project, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource or improvement or increases of the existing resource. Even if an apparently viable resource is identified, there is no guarantee that it can be or will be economically exploited.</p> <p>The future exploration activities of the Company and any future development of mining operations at the Hamersley Iron Ore Project may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment and extraction and production activities, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs and recovery rates, iron ore demand and prices industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff,</p>

Risk Category	Risk
	<p>native title process, changing government regulations, receiving the necessary approvals from all relevant authorities and parties access to the required level of funding and contracting risk from third parties providing essential services and many other factors beyond the control of the Company.</p> <p>The risks associated with the development of a mine will be considered in full should the Hamersley Iron Ore Project reach that stage and will be managed with ongoing consideration of stakeholder interests. No assurance can be given that the Company will achieve a commercial development of its existing resource base that support a viable mining operations.</p>
Mining risk	<p>When compared with many industrial and commercial operations, mining and mineral processing projects are relatively high risk. Each ore body is unique. The nature of mineralisation, the occurrence and grade of the ore, as well as its behaviour during mining and processing can never be wholly predicted. Estimations of the tonnes, grade and overall mineral content of a deposit are not precise calculations but are based on interpretation and samples from drilling, which, even at close drill hole spacing, represent a very small sample of the entire ore body.</p> <p>Projected rates of mineral production are, in part dependent upon progression of mining in accordance with plans and mining equipment productivity. Should mining productivity rates be less than estimated by the Company, there is a risk that the rate of mineral production over a given time period will be lower than projected by the Company. This would have the impact of extending the remaining life of mine time period and would likely cause an increase in projected expenditure. While the Company may be able to mitigate some or all of the effects or lower than projected rates of mining productivity through the mobilisation of additional mining equipment, there remains a risk that it is unable to do so or that the additional cost incurred to mobilise additional mining equipment adversely impacts the profitability of the Company.</p>
Iron Ore Price	<p>Given the nature of the Indicated and Inferred Resource which has been identified on the Hamersley Iron Ore Project (as set out in the Independent Geologist's Report), the commercial viability of the Hamersley Iron Ore Project is likely to be significantly impacted by material movements in the iron ore price. If the Company achieves success leading to mineral production, a significant proportion of the Company's revenues and cash flows are likely to be derived from the sale of iron ore. In this event, it is likely that the financial performance of the Company will be sensitive to the iron ore price. Iron ore prices are affected by numerous factors and events that are beyond the control of the Company. These factors and events include general economic activity, world demand, costs of production by other iron ore producers and other matters such as inflationary expectations, interest rates, currency exchange rates (particularly the strength of the US dollar) as well as general global economic conditions and political trends.</p> <p>If iron ore prices should fall below or remain below the Company's costs of production for any sustained period due to these or other factors and events, the Company's exploration and production could be delayed or even abandoned. A delay in exploration or production may require the Company to revise downwards its iron ore reserves and will have a material adverse effect on the Company's financial position.</p>
Plans for our Parks Initiative	<p>The Plan for Our Parks initiative is a whole-of-government initiative to create five million hectares of new national parks, marine parks and other conservation reserves by February 2024. In 2019, the Premier of Western Australia, Hon Mark McGowan MLA, announced 18 opportunity areas to achieve the target and a consultation process was undertaken with traditional owners, key stakeholders and interest holders to help refine the proposals.</p> <p>Following announcement by the Premier, the Government identified the need for additional areas for reservation to ensure the five-million-hectare target is met. Following a consultation and refinement process undertaken throughout 2020, around 830,000 hectares of additional areas were identified, which areas will be progressed alongside the initial 18 reserve proposals.</p> <p>These additional areas include proposed additions to the Karijini National Park. The proposed additions would extend the Karijini National Park to abut the northern and eastern side of, but not overlap, any part of the Hamersley Iron Ore</p>

Risk Category	Risk
	<p>Project. The Company has been advised that this expansion will not affect the exploration and development activities as the Company's access to the western and southern part of the Hamersley Iron Ore Project remains. The Company has advised that it is engaged in ongoing discussions with the various Western Australian government agencies to ensure the ability of the Company to develop the Hamersley Iron Ore Project is maintained.</p>
<p>Climate risk</p>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <p>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and</p> <p>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.</p>
<p>COVID-19 risk</p>	<p>The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.</p> <p>The COVID-19 pandemic may also give rise to issues, delays or restrictions in relation to land access, access to drill rigs, accommodation, travel and personnel and the Company's ability to freely move its personnel and equipment to and from exploration projects, which in turn may cause delays or cost increases.</p> <p>The effects of COVID-19 on the Company's Share price and global financial markets generally may also affect the Company's ability to raise equity or debt or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.</p> <p>The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. If any of these impacts appear material prior to close of the Offers, the Company will notify investors under a supplementary prospectus.</p>
<p>Potential acquisitions and investments</p>	<p>The Company may pursue and assess other new business opportunities in the resource sector. These new business opportunities may take the form of direct project acquisitions, investments, joint ventures, farm-ins, acquisition of tenements and permits, and/or direct equity participation.</p> <p>Such transactions (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.</p> <p>If an acquisition is undertaken, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may</p>

Risk Category	Risk
	<p>proceed upon the completion of due diligence, the usual risks associated with the new acquisition and business activities will remain.</p>
Renewal	<p>Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements is subject to compliance with the applicable mining legislation and regulations and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.</p> <p>The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Western Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted tenements for reasons beyond the control of the Company could be significant.</p>
Native title and Aboriginal Heritage	<p>In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.</p> <p>The Tenement is within the external boundaries of a native title determination and a registered Indigenous Land Use Agreement as specified in Part II of the Schedule to the Solicitor's Tenement Report in Annexure B of this Prospectus.</p> <p>The Directors will closely monitor the potential effect of native title claims or Aboriginal heritage matters involving tenements in which the Company has or may have an interest. Please refer to the Solicitor's Tenement Report in Annexure B of this Prospectus for further details.</p>
Exploration costs	<p>The exploration costs of the Company as summarised in Section 5.3 and the Independent Geologist's Report at Annexure A are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.</p>
Resource and reserves and exploration targets	<p>Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.</p>
Grant of future authorisations to explore and mine	<p>If the Company moves to development, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.</p>
Environmental	<p>The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's</p>

Risk Category	Risk
	<p>ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.</p> <p>The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.</p> <p>Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.</p>
Regulatory Compliance	<p>The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.</p> <p>Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of the Hamersley Iron Ore Project.</p>

7.3 General risks

Risk Category	Risk
Additional requirements for capital	<p>The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Public Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>
Reliance on key personnel	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p> <p>The Company may not be able to replace its senior management or key personnel with persons of equivalent expertise and experience within a reasonable period of time or at all and the Company may incur additional expenses to recruit, train and retain personnel. Loss of such personnel may also have an adverse effect on the performance of the Company.</p>

Risk Category	Risk
Competition risk	<p>The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.</p>
Currently no market	<p>There is currently no public market for the Company's Shares, the price of its Shares is subject to uncertainty and there can be no assurance that an active market for the Company's Shares will develop or continue after the Public Offer.</p> <p>The price at which the Company's Shares trade on ASX after listing may be higher or lower than the Public Offer price and could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which the Directors and the Company have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors.</p> <p>There can be no guarantee that an active market in the Company's Shares will develop or that the price of the Shares will increase.</p> <p>There may be relatively few or many potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is above or below the price that Shareholders paid.</p>
Economic and financial market risks	<p>General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>Further, share market conditions may affect the value of the Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> (a) commodity prices; (b) exchange rates; (c) general economic outlook; (d) interest rates and inflation rates; (e) currency fluctuations; (f) changes in investor sentiment toward particular market sectors; (g) the demand for, and supply of, capital; and (h) terrorism or other hostilities. <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company or the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
Commodity price volatility and exchange rate risks	<p>If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.</p> <p>Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.</p>
Government policy changes	<p>Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Victoria may change, resulting in</p>

Risk Category	Risk
	impairment of rights and possibly expropriation of the Company's properties without adequate compensation.
Insurance	<p>There are significant exploration and operating risks associated with exploring for iron ore including adverse weather conditions and environmental risks which can result in injury to persons and damage to or destruction of the equipment, production facilities and other property.</p> <p>The Company has arranged for insurance in respect of its operations, which are considered appropriate at this juncture. These insurances will be finalised in conjunction with the admission of the Company to the Official List. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.</p> <p>Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.</p>
Force Majeure	The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.
Taxation	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.</p>
Litigation Risks	The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, reputation, financial performance and financial position. The Company is not currently engaged in any litigation.

7.4 Investment speculative

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

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

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

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



8.



**BOARD,
MANAGEMENT
AND CORPORATE
GOVERNANCE**

8. BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

8.1 Directors

Upon the admission of the Company to the Official List, the Board of the Company will consist of:

(a) **Mr Rod Baxter – Proposed Non-Executive Chair**

Mr Rod Baxter is an experienced director and business executive, with extensive international as well as multi-sector experience.

Mr Baxter's leadership roles include managing directorships of listed, private, and family-owned companies, and he has operated and led businesses across various industry sectors in Australia and internationally. Mr Baxter was previously the Managing Director of engineering and construction services company Calibre Group Limited, Managing Director of diversified resources company Consolidated Minerals Limited, and Divisional Director with Anglo American Platinum Limited.

Mr Baxter has also held non-executive board positions on public and private company boards, and he is an experienced chair and member of board sub-committees. He is currently on the boards of Trigg Mining Limited (ASX:TMG), Podium Minerals Limited (ASX:POD), and Ausenco Pty Ltd.

Mr Baxter holds BSc (Hons), PhD, and MBA qualifications.

The Board considers that Mr Rod Baxter will be an independent director.

(b) **Mr Daniel Taylor – Managing Director**

Mr Daniel Taylor is a senior international commodities sales and marketing executive with in excess of 20 years' of genuine market-facing experience across iron ore, battery and industrial minerals, ocean freight and logistics. Mr Taylor has an extensive senior global network and has built relationships to secure offtake and joint ventures to underpin project financing and equity markets funding for large private and publicly listed groups.

Margin-focused, Mr Taylor was previously General Manager Sales and Marketing of Roy Hill Iron Ore, Chief Operating Officer-Iron Ore Marketing of global miner Anglo American and having held management positions with Atlas Iron and Rio Tinto he has sold and successfully established markets for existing and brand-new iron ore products from Australia, Brazil and South Africa.

The Board considers that Mr Daniel Taylor is not an independent director.

(c) **Mr Hugh Callaghan – Non-Executive Director**

Mr Hugh Callaghan was the founding managing director of Riversdale Mining Limited (formerly ASX:RIV) which purchased and developed metallurgical coal projects in South Africa. Mr Callaghan has a significant base of global resources experience with Rio Tinto and Xstrata that included roles in the USA, Canada, Chile, Brazil, and Australia. Subsequent to his role with Riversdale Mining Ltd, he has invested in, and developed copper projects in Chile, zinc, lead and silver projects in Mexico, potash projects in West Africa and the USA, and consulted to coal companies in the UK, USA, Canada, Australia, Zimbabwe and Columbia. Mr Callaghan has significant ASX experience including being a director of Pathfinder Resources Limited (ASX:PF1) (June 2021 to present), Acacia Coal Limited (March 2017 to December 2017), GSF Corporation (February 2009 to June 2009), Tamaya Resources Limited (May 2006 to October 2008) and Riversdale Mining Limited (April 2004 to August 2006).

The Board considers that Mr Hugh Callaghan is not an independent director.

(d) **Mr Mena Habib – Non-Executive Director**

Mr Mena Habib has extensive experience focused in sales, marketing and management. Mr Habib has worked in global companies excelling in sales, being a recipient of the National Sales Champion award on two separate occasions. Mr Habib is also an entrepreneur, having recently sold a business which he personally founded into a national franchise. Mr Habib has completed a diploma in Financial Planning, has a strong network of investors in the mining sector and has played vital roles in raising capital on numerous occasions. Mr Habib is also a director of Pepinnini Minerals Ltd (ASX PNN) (appointed on 9 July 2021).

The Board considers that Mr Mena Habib is an independent director.

8.2 Key personnel

Mr Agha Shahzad Pervez – Chief Financial Officer

Mr Agha Shahzad Pervez is an experienced corporate accountant, CFO and Company Secretary, with over 10 years' experience working with ASX listed companies.

Mr Pervez worked for a number of private companies before joining Resonance Health Limited (ASX: RHT) in December 2009, where he has held numerous roles including Senior Financial Accountant, Chief Financial Officer and Company Secretary.

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

8.3 Disclosure of interests

Remuneration

Details of the Director's remuneration for the financial year ended 30 June 2021, and the proposed remuneration for the financial year ending 30 June 2022 are set out in the table below.

Director	Remuneration for the year ended 30 June 2021 ¹	Proposed Remuneration for the year ending 30 June 2022
Mr Rod Baxter	Nil	\$55,417 ²
Mr Daniel Taylor	Nil	\$330,000 ³
Mr Hugh Callaghan	Nil	\$41,800 ²
Mr Mena Habib	Nil	\$41,800 ²

Notes:

1. The Company was incorporated on 26 May 2021.
2. Includes per annum base directors' fees (as applicable), pro-rated for 9.5 months (assuming an admission date of 22 October 2021). The annual base fee for the Chair is \$70,000 (inclusive of superannuation) and the annual base fee for the Non-Executive Directors is \$52,800 per annum (inclusive of superannuation).
3. The MD Consultancy Agreement provides for the payment of remuneration based on the number of hours worked, up to a maximum of \$330,000 per annum (with a minimum remuneration level of \$144,000 per annum) (excluding GST). Please refer to Section 9.5.1 for further details of the MD Consultancy Agreement.

Interests in Securities

As at the date of this Prospectus

None of the Directors or proposed Directors hold any Securities as at the date of this Prospectus.

Post-completion of the Offers – Minimum Subscription

Director	Shares	Options ¹	Performance Shares	Percentage (%)	
				Undiluted	Fully Diluted
Mr Rod Baxter	Nil	2,500,000	Nil	0%	2.29%
Mr Daniel Taylor	250,000 ²	5,000,000	Nil	0.29%	4.82%
Mr Hugh Callaghan	250,000 ²	2,500,000	Nil	0.29%	2.52%
Mr Mena Habib	250,000 ²	1,000,000	Nil	0.29%	1.15%

Notes:

1. The Options will be exercisable at \$0.30 per Option on or before the date that is three years from the date of issue. A summary of the terms and conditions of the Options is set out in Section 10.3.
2. Each of Mr Mena Habib, Interminco Services Limited (an entity in respect of which Mr Hugh Callaghan is an employee) and Mr Daniel Taylor (either directly or through an entity which he controls) intends to subscribe for \$50,000 worth of Shares (250,000 Shares) under the Public Offer.

Post-completion of the Offers – Maximum Subscription

Director	Shares	Options ¹	Performance Shares	Percentage (%)	
				Undiluted	Fully Diluted
Mr Rod Baxter	Nil	2,500,000	Nil	0%	2.05%
Mr Daniel Taylor	250,000 ²	5,000,000	Nil	0.26%	4.30%
Mr Hugh Callaghan	250,000 ²	2,500,000	Nil	0.26%	2.25%
Mr Mena Habib	250,000 ²	1,000,000	Nil	0.26%	1.02%

Notes:

1. The Options will be exercisable at \$0.30 per Option on or before the date that is three years from the date of issue. A summary of the terms and conditions of the Options is set out in Section 10.3.
2. Each of Mr Mena Habib, Interminco Services Limited (an entity in respect of which Mr Hugh Callaghan is an employee) and Mr Daniel Taylor (either directly or through an entity which he controls) intends to subscribe for \$50,000 worth of Shares (250,000 Shares) under the Public Offer.

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

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

8.4 Agreements with Directors and related parties

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

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

The agreements between the Company and related parties are summarised in Section 9.5.

8.5 Corporate governance

8.5.1 ASX Corporate Governance Council Principles and Recommendations

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

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

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

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

Board of Directors

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

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

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

- (a) leading and setting the strategic direction, values and objectives of the Company;
- (b) appointing the Chair of the Board, Managing Director or Chief Executive Officer and approving the appointment of senior executives and the Company Secretary;
- (c) overseeing the implementation of the Company's strategic objectives, values, code of conduct and performance generally;
- (d) approving operating budgets, major capital expenditure and significant acquisitions and divestitures;
- (e) overseeing the integrity of the Company's accounting and corporate reporting systems, including any external audit (satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance);
- (f) establishing procedures for verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor, to ensure that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;
- (g) overseeing the Company's procedures and processes for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (h) reviewing, ratifying and monitoring the effectiveness of the Company's risk management framework, corporate governance policies and systems designed to ensure legal compliance; and

	<p>(i) approving the Company's remuneration framework.</p> <p>The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.</p>
Composition of the Board	<p>Election of Board members is substantially the province of the Shareholders in general meeting, subject to the following:</p> <p>(a) membership of the Board of Directors will be reviewed regularly to ensure the mix of skills and expertise is appropriate; and</p> <p>(b) the composition of the Board is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the nominations committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.</p> <p>Upon listing, the Board will consist of four Directors (a Non-Executive Chair, two non-executive Directors and one Managing Director) of whom Mr Rod Baxter and Mr Mena Habib are considered independent. The Board considers the current balance of skills and expertise to be appropriate given the Company for its currently planned level of activity.</p> <p>To assist in evaluating the appropriateness of the Board's mix of qualifications, experience and expertise, the Board intends to maintain a Board Skills Matrix to ensure that the Board has the skills to discharge its obligations effectively and to add value.</p> <p>The Board undertakes appropriate checks before appointing a person as a Director or putting forward to Shareholders a candidate for election as a Director or senior executive.</p> <p>The Board ensures that Shareholders are provided with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a Director.</p> <p>The Company shall develop and implement a formal induction program for Directors, which is tailored to their existing skills, knowledge and experience. The purpose of this program is to allow new directors to participate fully and actively in Board decision-making at the earliest opportunity, and to enable new directors to gain an understanding of the Company's policies and procedures.</p> <p>The Board maintains oversight and responsibility for the Company's continual monitoring of its diversity practices. The Company's Diversity Policy provides a framework for the Company to achieve enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent.</p>
Identification and management of risk	<p>The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.</p>
Ethical standards	<p>The Board is committed to the establishment and maintenance of appropriate ethical standards and to conducting all of the Company's business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. In particular, the Company and the Board are committed to preventing any form of bribery or corruption and to upholding all laws relevant to these issues as set out in the Company's Anti-Bribery and Anti-Corruption Policy. In addition, the Company encourages reporting of actual and suspected violations of the Company's Code of Conduct or other instances of illegal, unethical or improper conduct. The Company and the Board provide effective protection from victimisation or dismissal to those reporting such conduct as set out in its Whistleblower Protection Policy.</p>
Independent professional advice	<p>Subject to the Chair's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.</p>
Remuneration arrangements	<p>The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.</p> <p>The Constitution provides that the total maximum remuneration of non-executive Directors is initially set by and may subsequently be varied by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of</p>

	<p>non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.</p> <p>In addition, a Director may be paid fees or other amounts for example, and subject to any necessary Shareholder approval, non-cash performance incentives such as Options as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.</p> <p>Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in the performance of their duties as Directors.</p> <p>The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having regard to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility.</p>
Trading policy	<p>The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e., Directors and, if applicable, any employees reporting directly to the managing director). The policy generally provides that, the written acknowledgement of the Chair (or the Board in the case of the Chair) must be obtained prior to trading.</p>
External audit	<p>The Company in general meetings is responsible for the appointment of the external auditors of the Company. From time to time, the Board will review the scope, performance and fees of those external auditors.</p>
Board committees	<p>The Board has established three committees to facilitate and assist the Board in fulfilling its responsibilities. The Board may also establish other committees from time-to-time to assist in the discharge of its responsibilities.</p> <p>Each committee has the responsibilities described in the relevant committee charter adopted by the Company (which have been prepared having regard to the ASX Corporate Governance Principles). A copy of the charters for the committees is available on the Company's website at www.eqnx.com.au.</p>
Audit committee	<p>Upon admission to the Official List, the Company will have a separate audit and risk committee which will carry out the following duties (amongst others):</p> <ol style="list-style-type: none"> (a) monitoring and reviewing any matters of significance affecting financial reporting and compliance; (b) verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor; (c) monitoring and reviewing the Company's internal audit and financial control system, risk management systems; and (d) management of the Company's relationships with external auditors.
Nomination committee	<p>Upon admission to the Official List, the Company will have a separate nomination committee which will carry out the following duties (amongst others):</p> <ol style="list-style-type: none"> (a) assisting the Board in examining the selection and appointment practices of the Company; (b) ensuring the Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties; (c) undertaking appropriate checks before appointing a Director or senior executive; (d) ensure that shareholders are provided with information relevant to a decision on whether or not to elect or re-elect a Director; (e) reviewing Board succession plans and Board renewal; (f) reviewing the processes for evaluating the performance of the Board, its committees and individual Directors; and (g) preparing and maintaining a Board skills matrix setting out the measurable mix of skills and diversity of the Board to ensure the Board has the skills to discharge its obligations effectively and to ensure the Board has the ability to deal with new and emerging business and governance issues.

Remuneration committee	<p>Upon admission to the Official List, the Company will have a separate remuneration committee which will carry out the following duties (amongst others):</p> <ul style="list-style-type: none"> (a) reviewing and approving the Company’s recruitment, retention and termination policies and procedures for executive directors and senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders; (b) monitoring the on-going appropriateness and relevance of the executive remuneration policy with the aim of ensuring that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company; (c) reviewing and approving the design and implementation of any executive and employee incentive plans; and (d) monitoring and reviewing any matters of significance affecting the Company’s remuneration policies.
Diversity and inclusion policy	<p>The Company is committed to workplace diversity. The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.</p> <p>The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.</p>

8.5.2 Departures from Recommendations

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

The Company’s departures from the Recommendations as at the date of this Prospectus are set below.

Recommendation	Explanation
1.5	<p>Due to the Company’s stage of development and number of employees, the Company may face particular issues in relation to setting, reviewing, assessing and reporting on certain diversity measures. Consequently, the Company will not comply with Recommendation 1.5 (diversity) in full.</p>
2.2	<p>Under the Nomination Committee Charter (in the Company’s Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually against the Company’s Board skills matrix to ensure the appropriate mix of skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues.</p> <p>The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership will be available in the Company’s Annual Reports.</p> <p>The Board Charter requires the disclosure of each Board member’s qualifications and expertise. Full details as to each Director and senior executive’s relevant skills and experience will be available in the Company’s Annual Report and on the Company’s website.</p>

Recommendation	Explanation
2.4	<p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>The Board currently comprises a total of four directors, of whom two are considered to be independent. As such, independent directors currently do not comprise the majority of the Board.</p> <p>The Board considers that its current composition, including 50% of whom are independent to be appropriate given the speculative nature of the Company's business, and its limited scale of activities, means the Company only needs, and can only commercially sustain, a small Board of four Directors.</p> <p>Despite not having an independent majority of Directors, the Company has two Non-Executive Directors and one Non-Executive Chairperson, the latter of which has the casting vote at Board meetings and is independent.</p>



9.



MATERIAL
CONTRACTS

9. MATERIAL CONTRACTS

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

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

9.1 Joint Lead Manager Mandate

The Company has entered into a mandate (**Joint Lead Manager Mandate**) with Canaccord and Sixty Two Capital pursuant to which the Joint Lead Managers have agreed to act as joint lead managers of the Public Offer. The material terms and conditions of the Joint Lead Manager Mandate are summarised below:

Capital Raising Fees	<p>The Company has agreed to:</p> <p>(a) pay the Joint Lead Managers in total:</p> <p>(i) a management fee of 2% of the funds raised under the Public Offer (being \$140,000 at Minimum Subscription and \$180,000 at Maximum Subscription) (excl GST); and</p> <p>(ii) a capital raising fee of 4% of the funds raised under the Public Offer (being \$280,000 at Minimum Subscription and \$360,000 at Maximum Subscription) (excl GST); and</p> <p>(b) issue the Joint Lead Managers (or their nominees) an aggregate of between 3,000,000 and 5,000,000 Options (which will be issued on a pro rata basis based on the level of subscription under the Public Offer) which will be exercisable at \$0.30 each on or before the date that is three years from the date of issue.</p> <p>The fees set out above will be split between the Joint Lead Managers in equal proportions. However, the Company notes that the allocation of the Options between the Joint Lead Managers may change subject to agreement between the Joint Lead Managers prior to Admission.</p>
Success Fee	<p>The Company has also agreed to pay a success fee of \$100,000 to Sixty Two Capital upon successful completion of the Public Offer, which will be satisfied through the issue of 500,000 Shares at a deemed issue price of \$0.20 per Share.</p>
Expenses	<p>The Company will also be required to reimburse the Joint Lead Managers periodically, upon request and subject to satisfactory evidence of such expenditure being provided, for all reasonable out-of-pocket and travel expenses (including any applicable GST) incurred by the Joint Lead Managers in connection with the Public Offer and the performance by the Joint Lead Managers of their role under the Joint Lead Manager Mandate. The Joint Lead Managers will seek approval for any one-off out of pocket or travel expense that exceeds \$2,000, such approval not to be unreasonably withheld.</p> <p>The Company will be also responsible for the reasonable fees and disbursements of the Joint Lead Managers legal advisers and of any other professional adviser retained by the Joint Lead Managers (Advisors' Costs), resulting from or arising out of the Joint Lead Manager Mandate. The Joint Lead Managers agrees that the total reimbursement of Advisors' Costs (including any applicable GST) incurred by the Joint Lead Managers and payable by the Company under the Joint Lead Manager Mandate shall not exceed \$30,000 unless otherwise approved by the Company in writing in advance.</p>
Right of First Refusal	<p>The Company agrees to offer the Joint Lead Managers the right of first refusal to act as joint lead managers in any further equity capital raisings undertaken in connection with the Company within six months of completion of the Public Offer (Exclusive Period).</p>
Introduction Fee	<p>If during the Exclusive Period, the Company issues any equity or debt interest to any party that was introduced to the Company by the Joint Lead Managers during the facilitation of the Joint Lead Manager Mandate in circumstances</p>

	where Canaccord or Sixty Two Capital has not been engaged as a lead manager of the capital raising, then the Company must pay either Canaccord or Sixty Two Capital (as applicable) a selling fee of 6.0% of the amount raised from the party introduced by Canaccord or Sixty Two Capital (together with any applicable GST).
Termination	Either the Company or the Joint Lead Managers may terminate the Joint Lead Manager Mandate by giving seven days written notice to the other parties.

The Joint Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature.

9.2 Acquisition Agreement

The Company entered into a binding agreement with Pathfinder and Lockett on 9 July 2021 (**Acquisition Agreement**) pursuant to which the Company agreed to acquire and Pathfinder and Lockett (together, the **Vendors**) agreed to sell their respective interests in the Hamersley Iron Ore Project (**Acquisition**)

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

Consideration	<p>In consideration for the Acquisition, the Company agreed to:</p> <ul style="list-style-type: none"> (a) issue an aggregate of 50,000,000 Shares to the Vendors at a deemed issue price of \$0.20 per Share (Consideration Shares); (b) issue between 8,500,000 Performance Shares and 9,500,000 Performance Shares in aggregate to the Vendors, which will be issued on a pro rata basis based on the level of subscription under the Public Offer. By way of example, the Vendors will receive an aggregate of 8,500,000 Performance Shares if the Minimum Subscription is raised and one additional Performance Share for every \$2 raised under the Public Offer up to a maximum of 9,500,000 Performance Shares if the Maximum Subscription is raised. Each Performance Share will, at the election of the holder, convert into one Share, subject to the Company announcing to the ASX a positive preliminary Feasibility Study in relation to the Hamersley Iron Ore Project, confirming the Hamersley Iron Ore Project is commercially viable; (c) pay Pathfinder a fixed royalty of USD\$0.70 per metric tonne of iron ore which is extracted and sold or otherwise disposed of from the area within the boundaries of the Hamersley Iron Ore Project (as those exist at the date of the Acquisition Agreement); and (d) pay Lockett a fixed royalty of USD\$0.30 per metric tonne of iron ore which is extracted and sold or otherwise disposed of from the area within the boundaries of the Hamersley Iron Ore Project (as those exist at the date of the Acquisition Agreement). <p>The Consideration Shares and the Performance Shares will be issued to the Vendors (or their nominees) in accordance with their joint venture interests, with Pathfinder entitled to receive 35,000,000 Shares and between 5,950,000 and 6,650,000 Performance Shares and Lockett entitled to receive 15,000,000 Shares and between 2,550,000 and 2,850,000 Performance Shares. As noted above, the Performance Shares will be issued on a pro rata basis based on the level of subscription under the Public Offer.</p>
Conditions Precedent	<p>Completion of the Acquisition is conditional upon the satisfaction (or waiver by the Company) of the following outstanding conditions precedent:</p> <ul style="list-style-type: none"> (a) Capital raising: the Company undertaking receiving valid applications for at least \$7,000,000 worth of Shares under the Public Offer; (b) ASX conditional approval: ASX providing conditional approval to the Company's admission to the Official List on conditions to the reasonable satisfaction of the Company and the Vendors; and (c) Regulatory approvals: the parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, Corporations

	Act or any other law to allow the parties to lawfully complete the matters set out in the Acquisition Agreement, (together, the Conditions Precedent).
Termination	If the Conditions Precedent are not satisfied (or waived by the Company) on or before 5:00pm (Perth time) on 31 December 2021 (or such later date as the parties may agree) (End Date), then any party may terminate the Acquisition Agreement by notice in writing.

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

9.3 Loan Agreement

The Company entered into a loan agreement with Pathfinder, whereby Pathfinder agreed to make available to the Company a loan up to a maximum of AU\$320,000 (**Loan**), to be used by the Company to pay the expenses of the Public Offer and for such other purposes as are agreed in writing with Pathfinder (**Loan Agreement**), the material terms and conditions of which are summarised below:

Security	The Loan is unsecured.
Interest	No interest is payable on the Loan.
Repayment	The Loan shall become repayable in cash by the Company to the Pathfinder as follows: <ul style="list-style-type: none"> (a) in the event the Company is admitted to the Official List, within five days of the date of Admission; (b) in the event the Company is not admitted to the Official List on or before 13 August 2022, within five days of such date; or (c) immediately in the event an event of default (being a failure to remedy a material breach of the Loan Agreement, the Company using the funds advanced under the Loan for a purpose other than paying the expenses of the Public Offer, a material breach of a warranty, representation or statement provided by the Company or an insolvency event occurring to the Company).

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

9.4 Royalty Deeds

9.4.1 Pathfinder Royalty Deed

On 9 July 2021, the Company entered into a royalty deed (**Pathfinder Royalty Deed**) with Pathfinder, whereby the Company agreed to pay Pathfinder a royalty in relation to the Hamersley Iron Ore Project. The material terms of the Pathfinder Royalty Deed are summarised below:

Royalty	The Company has agreed to pay Pathfinder a fixed royalty of USD\$0.70 per metric tonne of iron ore which is extracted and sold or otherwise disposed of from the area within the boundaries of the Hamersley Iron Ore Project (as those exist at the date of the Acquisition Agreement) (Pathfinder Royalty) from the date of the Royalty Deed.
Payment	The Pathfinder Royalty is by direct deposit to an account nominated by Pathfinder or by bank cheque.
Termination	The obligation to pay the Pathfinder Royalty continues, with respect to the Tenement, for the full term of the Tenement, including any successor tenement throughout the period that any product can lawfully be extracted and recovered.

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

9.4.2 Lockett Royalty Deed

On 9 July 2021, the Company entered into a royalty deed (**Lockett Royalty Deed**) with Lockett, whereby the Company agreed to pay Lockett a royalty in relation to the Hamersley Iron Ore Project. The material terms of the Lockett Royalty Deed are summarised below:

Royalty	The Company has agreed to pay Lockett a fixed royalty of USD\$0.30 per metric tonne of iron ore which is extracted and sold or otherwise disposed of from the area within the boundaries of the Hamersley Iron Ore Project (as those exist at the date of the Acquisition Agreement) (Lockett Royalty) from the date of the Royalty Deed.
Payment	The Lockett Royalty is by direct deposit to an account nominated by Lockett or by bank cheque.
Termination	The obligation to pay the Lockett Royalty continues, with respect to the Tenement, for the full term of the Tenement, including any successor tenement throughout the period that any product can lawfully be extracted and recovered.

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

9.5 Agreements with Directors and the Proposed Chair

9.5.1 MD Consultancy Agreement – Mr Daniel Taylor

The Company has entered into a consultancy services agreement with Norman Beach Pty Ltd ATF the Taylor Turpin Family Trust (**Noman Beach**) and Mr Daniel Taylor (**MD Consultancy Agreement**), pursuant to which Mr Taylor has been appointed as the Managing Director of the Company. The material terms and conditions of the MD Consultancy Agreement are summarised below:

Term	The MD Consultancy Agreement commenced on 1 July 2021 and will continue until validly terminated in accordance with its terms.
Remuneration	<p>The Company has agreed to pay Norman Beach:</p> <p>(a) \$12,000 per month (exclusive of GST) which sum shall accrue daily on and from 1 July 2021 and is payable in arrears unless otherwise agreed; and</p> <p>(b) \$1,500 per day (exclusive of GST) for each day worked by Norman Beach above the agreed 16 hours per week.</p> <p>The maximum fee payable under the MD Consultancy Agreement is capped at \$330,000 per annum (excluding GST).</p> <p>The above amounts are inclusive of all superannuation amounts.</p>
Director Options	The Company has agreed, subject to the Company receiving conditional approval to be admitted to the Official List, to issue Norman Beach (or its nominee) 5,000,000 Options which will be exercisable at \$0.30 each on or before the date that is three years from the date of issue (MD Options). The full terms and conditions of the MD Options are set out in Section 10.3.
Termination by Company	<p>(a) The Company may terminate the MD Consultancy Agreement:</p> <p>(i) effectively immediately and without payment of any fee if:</p> <p>(A) Norman Beach is or goes into liquidation or makes a composition or arrangement with creditors generally or takes advantage of any statute for the relief of insolvent debtors; or</p>

	<p>(B) Norman Beach or Mr Taylor is convicted of a major criminal offence, commits a breach of the provisions of the MD Consultancy Agreement that is not remedied, is absent in or demonstrates incompetence with regard to or neglects the performance of duties under the MD Consultancy Agreement, is guilty of grave misconduct or is of unsound mind (each, a Misconduct Event); or</p> <p>(ii) without cause by giving three months written notice to Norman Beach (Notice Period) or by terminating the MD Consultancy Agreement immediately and making a payment to Norman Beach equal to the equivalent of the fee that would otherwise be payable to Norman Beach over the Notice Period.</p> <p>(b) Where the Company terminates the MD Consultancy Agreement within two years of the date of issue of the MD Options and:</p> <p>(i) the termination occurs in accordance with (a)(i)(A) above, a portion of the MD Options which have not been exercised will automatically lapse in accordance with the formula set out in Section 10.3; and</p> <p>(ii) the termination occurs in accordance with (a)(i)(B) above, all of the MD Options which have not been exercised will automatically lapse.</p>
<p>Termination by Norman Beach</p>	<p>(a) Norman Beach may at its sole discretion terminate the engagement:</p> <p>(i) without cause, by giving three months' written notice; or</p> <p>(ii) within one month of a material reduction in the fee or a material diminution in the responsibilities or powers assigned to Norman Beach or Mr Taylor, by giving notice that the termination is effective immediately.</p> <p>(b) Where Norman Beach terminates the MD Consultancy Agreement without cause within two years of the date of issue of the MD Options, a portion of the MD Options which have not been exercised will automatically lapse in accordance with the formula set out in Section 10.3.</p>

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

9.5.2 Letters of Appointment – Mr Rod Baxter, Mr Hugh Callaghan and Mr Mena Habib

The Company has entered into a letter of appointment with:

- (a) Mr Rod Baxter, pursuant to which Mr Baxter has agreed to be appointed as Non-Executive Chair of the Company with effect from the admission of the Company to the Official List; and
- (b) each of Mr Hugh Callaghan and Mr Mena Habib, pursuant to which Mr Callaghan and Mr Habib have been appointed as a Non-Executive Directors of the Company.

The annual base fee for the Non-Executive Chair is \$70,000 (inclusive of superannuation) and the annual base fee for the Non-Executive Directors is \$52,800 per annum (inclusive of superannuation). These directors' fees will accrue on and from the date of admission of the Company to the Official List.

In addition, the Company has agreed, subject to the Company receiving conditional approval to be admitted to the Official List, to issue 2,500,000 Options to Mr Baxter, 2,500,000 Options to Mr Callaghan and 1,000,000 Options to Mr Habib, which will be exercisable at \$0.30 each on or before the date that is three years from the date of issue (**NED Options**). The NED Options will be issued on the terms and conditions set out in Section 10.3 and will lapse in accordance with the prescribed formula if Mr Rod Baxter,

Mr Hugh Callaghan or Mr Mena Habib (as applicable) resigns as a Director within two years of the date of issue of the NED Options.

9.5.3 Deeds of indemnity, insurance and access

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

9.5.4 CFO Consultancy Agreement - Agha Pervez

The Company has entered into a consultancy services agreement with Horizon Corporate Advisory Pty Ltd (ACN 650 003 384) (**Horizon Corporate**) and Mr Agha Pervez (**CFO Consultancy Agreement**), pursuant to which Mr Pervez has been appointed as the Chief Financial Officer of the Company. The material terms and conditions of the CFO Consultancy Agreement are summarised below:

Term	The CFO Consultancy Agreement commenced on 1 July 2021 and will continue until validly terminated in accordance with its terms.
Remuneration	The Company has agreed to pay Horizon Corporate \$10,000 per month (exclusive of GST) which fees will be payable on and from the date of Admission. In addition, Horizon Corporate may bill the Company for additional fees for out-of-scope services to be agreed between the parties. The above amounts are inclusive of all taxes and superannuation amounts.
Options	The Company has agreed, subject to the Company receiving conditional approval to be admitted to the Official List, to issue Horizon Corporate (or its nominee) 500,000 Options which will be exercisable at \$0.30 each on or before the date that is three years from the date of issue (CFO Options). The full terms and conditions of the CFO Options are set out in Section 10.3.
Termination by the Company	<p>The Company may terminate the CFO Consultancy Agreement:</p> <p>(a) effectively immediately and without payment of any fee if:</p> <p>(i) Horizon Corporate is or goes into liquidation or makes a composition or arrangement with creditors generally or takes advantage of any statute for the relief of insolvent debtors; or</p> <p>(ii) Horizon Corporate or Mr Pervez is convicted of a major criminal offence, commits a breach of the provisions of the CFO Consultancy Agreement that is not remedied, is absent in or demonstrates incompetence with regard to or neglects the performance of duties under the CFO Consultancy Agreement, is guilty of grave misconduct or is of unsound mind; or</p> <p>(b) without cause by giving two months written notice to Horizon Corporate (Notice Period) or by terminating the CFO Consultancy Agreement immediately and making a payment to Horizon Corporate equal to the equivalent of the fee that would otherwise be payable to Horizon Corporate over the Notice Period.</p>
Termination by Mr Pervez	<p>(a) Horizon Corporate may at its sole discretion terminate the engagement:</p> <p>(i) without cause, by giving two months' written notice; or</p> <p>(ii) within one month of a material reduction in the fee or a material diminution in the responsibilities or powers assigned to Horizon Corporate or Mr Pervez, by giving notice that the termination is effective immediately.</p> <p>(b) Where Horizon Corporate terminates the CFO Consultancy Agreement without cause within two years of the date of issue of the CFO Options,</p>



a portion of the CFO Options which have not been exercised will automatically lapse in accordance with the formula set out in Section 10.3.

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



10.

ADDITIONAL
INFORMATION

10. ADDITIONAL INFORMATION

10.1 Litigation

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

10.2 Rights attaching to Shares

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

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

General meetings	Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.
Voting rights	Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders: <ul style="list-style-type: none">(a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;(b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and(c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).
Dividend rights	Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid or credited as paid is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares. The Directors may from time to time pay to the Shareholders any interim dividends as they believe to be justified subject to the requirements of the Corporations Act. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

Winding-up	<p>If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.</p> <p>The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.</p>
Shareholder liability	As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.
Transfer of Shares	Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.
Variation of rights	<p>Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.</p> <p>If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.</p>
Alteration of Constitution	The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

10.3 Terms and conditions of Options

Entitlement	Subject to the terms set out in this Section 10.3, each Option entitles the holder to subscribe for one Share upon exercise of the Option.
Exercise Price	Subject to the terms set out in this Section 10.3, the amount payable upon exercise of each Option will be \$0.30 (Exercise Price).
Expiry Date	Each Option will expire at 5:00 pm (WST) on that date that is three years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
Exercise Period	Subject to the terms set out in this Section 10.3, the Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
Lapse of Options	<p>(a) NED Options: The NED Options will lapse in accordance with the formula set out below if the Director who was entitled to receive the NED Options (being Mr Rod Baxter, Mr Hugh Callaghan or Mr Mena Habib) resigns within two years from the date of issue of the NED Options.</p> <p>(b) MD Options: If the MD Consultancy Agreement is terminated within two years of the date of issue of the MD Options:</p> <p>(i) by the Company:</p> <p>(A) in accordance with clause 17.1(a) of the MD Consultancy Agreement (which relates to an insolvency event occurring to Norman Beach) the number of MD Options calculated in accordance with the formula set out below will automatically lapse;</p>

	<p>(B) in accordance with clause 17.1(b) of the MD Consultancy Agreement (which relates to the occurrence of a Misconduct Event) all of the MD Options which have not been exercised will automatically lapse;</p> <p>(ii) by Norman Beach without cause, the number of MD Options calculated in accordance with the formula set out below will automatically lapse.</p> <p>(c) CFO Options: If the CFO Consultancy Agreement is terminated within two years of the date of issue of the CFO Options by Horizon Corporate without cause, the number of CFO Options calculated in accordance with the formula set out below will automatically lapse.</p> <p>(d) Co Sec Options: The Co Sec Options will lapse in accordance with the formula set out below if the Company Secretary resigns within two years from the date of issue of the Co Sec Options.</p> <p>For the purposes of this section, the number of Options that will lapse upon the occurrence of one of the events noted above will be calculated as follows:</p> $N = \left(\frac{730 - D}{730} \right) \times UO$ <p>Where:</p> <p>N = the number of Options that will automatically lapse.</p> <p>D = the number of days that have elapsed since the Options were issued, provided that where D is less than 365 days, D will be equal to 0.</p> <p>UO = the number of unexercised Options.</p>
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.
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).
Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <p>(a) 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;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to 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</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</p> <p>If a notice delivered under (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>

Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
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.
Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
Transferability	<p>(a) Lead Manager Options: The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.</p> <p>(b) NED Options, MD Options, CFO Options, Co Sec Options: The Options are not transferable.</p>

10.4 Performance Shares

10.4.1 Terms and conditions of Performance Shares

Performance Shares	Each Performance Share is a share in the capital of the Company.
General meetings	Each Performance Share confers on the holder (Holder) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. Holders have the right to attend general meetings of Shareholders.
Notification to holder	The Company shall notify the Holder in writing when the relevant Milestone (defined below) has been satisfied.
No voting rights	A Performance Share does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
No dividend rights	A Performance Share does not entitle the Holder to any dividends.
No rights to return of capital	A Performance Share does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
Rights on winding up	A Performance Share does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.
Not transferable	A Performance Share is not transferable.
Reorganisation of capital	If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed in a manner consistent with the applicable ASX Listing Rules and Corporations Act at the time of reorganisation.
Application to ASX	The Performance Shares will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Performance Shares into Shares, the Company must within ten Business Days apply for the Official Quotation of the Shares arising from the conversion on ASX.
Participation in new issues	A Performance Share does not entitle a Holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues (other than to the extent permitted in accordance with the provision entitled "Adjustments for bonus issues" below) until the Performance Share converts into a Share.
Adjustments for bonus issues	If the Company makes a bonus issue of Shares or other securities to existing holders of Shares (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

	<p>(a) the number of Shares which must be issued on the exercise of a Performance Share will be increased by the number of Shares which the Performance Share holder would have received if the Performance Share holder had exercised the Performance are before the record date for the bonus issue; and</p> <p>(b) no change will be made to the Milestone (as defined below).</p>
No other rights	A Performance Share gives the Holders 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.
Conversion of Performance Shares	Subject to the terms set out in this Section 10.4, upon the Company announcing to the ASX a positive Preliminary Feasibility Study in relation to the Hamersley Iron Ore Project, confirming the Hamersley Iron Ore Project is commercially viable (Milestone), each Performance Share will, at the election of the Holder by notice in writing to the Company, convert into one Share.
Conversion on change of control	<p>Subject to the terms set out in this Section 10.4, and notwithstanding the Milestone has not been satisfied, upon the occurrence of either:</p> <p>(a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company having received acceptances for more than 50% of the Company's shares on issue and being declared unconditional by the bidder; or</p> <p>(b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>the Performance Shares shall automatically convert into Shares, provided that if the number of Shares that would be issued upon such conversion is greater than 10% of the Shares on issue as at the date of conversion, then that number of Performance Shares that is equal to 10% of the Shares on issue as at the date of conversion under this paragraph will automatically convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Shares then on issue as well as on a pro rata basis for each holder of Performance Shares. Performance Shares that are not converted into Shares under this paragraph will continue to be held by the Holder on the same terms and conditions.</p>
Deferral of conversion resulting in prohibited acquisition of Shares	<p>If the conversion of a Performance Share would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:</p> <p>(a) Holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.</p> <p>(b) the Company may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in paragraph (a) within seven days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.</p>
Where Milestone not met before the Expiry Date	Each Performance Share shall expire on the date that is 24 months after the date of completion of the Acquisition (Expiry Date). If the Milestone has not been achieved by the Expiry Date, then all Performance Shares in the relevant class held by each Holder will automatically convert into one Share. For the avoidance of doubt, a Performance Share will not lapse in the event

	the Milestone is met before the Expiry Date and the Shares the subject of a conversion are deferred in accordance with these terms.
Issue of Shares	<p>Within five business days after the receipt of a conversion notice from a holder in respect of their Performance Shares, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Shares specified in the conversion notice;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to 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</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Shares.</p> <p>If a notice delivered under paragraph (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
Holding statement	The Company will issue the Holder with a new holding statement for any Shares issued upon conversion of a Performance Share within 10 Business Days following the issue of the Shares.
Ranking upon conversion	The Share into which a Performance Share may convert will rank pari passu in all respects with existing Shares.

10.4.1 Information required by ASX Guidance Note 19 – Performance Shares

Pursuant to and in accordance with the requirements of Guidance Note 19, the following information is provided in relation to the issue of the Performance Shares:

- (a) The Performance Shares are proposed be issued to the Vendors pro-rata to their existing interests in the Hamersley Iron Ore Project. Further information in respect of the quantum of consideration issuable for the Vendors is set out in the table below.

Vendor	Joint Venture Interest	Consideration		
		Number of Shares	Number of Performance Shares	
			Minimum Subscription	Maximum Subscription
Pathfinder	70%	35,000,000	5,950,000	6,650,000
Lockett	30%	15,000,000	2,550,000	2,850,000
Total	100%	50,000,000	8,500,000	9,500,000

The Performance Shares will be allocated on a pro-rata basis if the Company raises an amount which is greater than the Minimum Subscription but less than the Maximum Subscription. By way of example, the Vendors will receive an aggregate of 8,500,000 Performance Shares if the Minimum Subscription is raised and one additional Performance Share for every \$2 raised under the Public Offer up to a maximum of 9,500,000 Performance Shares if the Maximum Subscription is raised.

- (b) Pathfinder and Lockett do not have a pre-existing relationship with the Company.

- (c) The Performance Shares are being issued as part consideration for the Acquisition.
- (d) The Company has elected to issue the Performance Shares so that a portion of the consideration payable for the Acquisition is directly linked to the performance of the asset being acquired, being the Hamersley Iron Ore Project.

The vesting condition relates to the Company announcing to the ASX, a positive PFS in relation to the Hamersley Iron Ore Project, confirming the Hamersley Iron Ore Project is commercially viable within 24 months of completion of the Acquisition. Such a condition is quite clearly intended to manage the abovementioned risk.

- (e) The Board considers that the quantum of the consideration payable for the Acquisition reflects reasonable fair value of the Hamersley Iron Ore Project in view of the key highlights set out above. The consideration payable was determined by the Board, following arm's length negotiations, and having regard to:
 - (i) the Board's assessment of the future prospects of the Hamersley Iron Ore Project, based on its geological review of the Hamersley Iron Ore Project;
 - (ii) recent market examples of comparable transactions, particularly in the iron ore sector; and
 - (iii) the fact that part of the consideration payable will be deferred (i.e., the Performance Shares) and only realised in the event that the vesting condition is satisfied, which would be a significant value accretive event for the Company.

As to the precise number of Performance Shares, as well as the abovementioned factors, the Board was also cognisant of the principles and guidance articulated in ASX Guidance Note 19 with respect to the issue of performance linked securities in the context of an acquisition.

The Board also considers the number of Performance Shares to be appropriate and equitable, for the reason set out below.

- (f) The full terms of the Performance Shares are set out at Section 10.4. The terms of the Performance Shares are consistent with the base requirements for performance securities as set out in section 9 of ASX Guidance Note 19, as the Performance Shares:
 - (i) are not transferrable and will not be quoted on ASX or any other exchange;
 - (ii) do not confer any right to vote, except as otherwise required by law;
 - (iii) do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors;
 - (iv) do not confer any right to a return of capital (whether in a winding up, upon a reduction of capital or otherwise);
 - (v) do not confer any right to participate in surplus profits or assets of the entity upon a winding up; and
 - (vi) do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues unless the applicable vesting condition is achieved, and the Performance Shares have been converted.

- (g) The terms of the Performance Shares comply with section 10 of ASX Guidance Note 19 as, the number of ordinary shares received on exercise of a

Performance Shares is fixed (i.e., 1 for 1) and the vesting condition is objectively fair and reasonable, for the reasons outlined in Section 10.4.1(h) below.

In addition, none of the examples listed in section 10 of ASX Guidance Note 19 where ASX would deem the issue of performance securities to be unacceptable apply in this instance.

- (h) The terms of the Performance Shares comply with section 11 of ASX Guidance Note 19, as:
- (i) There is an appropriate and demonstrable nexus between the vesting condition and the Acquisition for the following reasons:
 - (A) the Performance Shares are being issued to the Vendors in their capacity as vendors of an interest in the Hamersley Iron Ore Project. Accordingly, the vesting condition is linked to the announcement of a positive PFS at the Hamersley Iron Ore Project; and
 - (B) the vesting condition attaching to the Performance Shares are appropriately linked to the Company's exploration success at and the commercial viability of the Hamersley Iron Ore Project, which will provide a pathway to further exploration and development at the Hamersley Iron Ore Project.
 - (ii) The vesting condition is clearly articulated by reference to objective criteria (refer to Section 10.4.1(d)).
 - (iii) The Performance Shares have an expiry date by which the vesting condition must be achieved (i.e., 24 months after completion of the Acquisition) and if the vesting condition has not been achieved by that date, the Performance Shares lapse.

In addition, none of the examples listed in section 11 of ASX Guidance Note 19 where ASX would deem performance milestones to be inappropriate apply in this instance.

- (i) The Performance Shares will make up less than 10% of the Company's issued share capital upon completion of the Acquisition and as such, a report from an independent expert is not required under section 13 of ASX Guidance Note 19.

10.5 Performance Rights and Options Plan

The Company has adopted an Incentive Performance Rights and Options Plan (**Plan**) to allow eligible participants to be granted Options and/or Performance Rights (**Awards**).

The objective of the Plan is to:

- (a) assist in the reward, retention and motivation of eligible participants, which includes employees (including executive Directors), non-executive Directors and key contractors of the Company;
- (b) link the reward of eligible participants to Shareholder value creation; and
- (c) align the interests of eligible participants with Shareholders by providing an opportunity to eligible participants to receive an equity interest in the Company in the form of securities.

The material terms and conditions of the Plan are as follows:

Eligibility	Participants in the Plan may be: <ul style="list-style-type: none">(a) a Director (whether executive or non-executive) of the Company and any Associated Body Corporate of the Company (each, a Group Company);(b) a full or part time employee of any Group Company;
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	<p>(c) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (Class Order); or</p> <p>(d) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under paragraphs (a), (b), or (c) above,</p> <p>who is declared by the Board to be eligible to receive grants of Awards under the Plan (Eligible Participant).</p>
Offer	The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for Awards, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
Plan limit	The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Awards offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous three year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
Issue price	Performance Rights granted under the Plan will be issued for nil cash consideration. Unless the Options are quoted on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
Exercise price	The Board may determine the Option exercise price (if any) for an Option offered in its absolute discretion. To the extent the ASX Listing Rules specify or require a minimum price, the Option exercise price must not be less than any minimum price specified in the ASX Listing Rules.
Vesting conditions	An Award may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Awards (Vesting Conditions).
Vesting	<p>The Board may in its absolute discretion (except in respect of a change of control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant (being an Eligible Participant to whom Awards have been granted under the Plan or their nominee where the Awards have been granted to the nominee of the Eligible Participant (Relevant Person)), resolve to waive any of the Vesting Conditions applying to Awards due to:</p> <p>(a) special circumstances arising in relation to a Relevant Person in respect of those Awards, being:</p> <p>(i) a Relevant Person ceasing to be an Eligible Participant due to:</p> <p>(A) death or total or permanent disability of a Relevant Person; or</p> <p>(B) retirement or redundancy of a Relevant Person;</p> <p>(ii) a Relevant Person suffering severe financial hardship;</p> <p>(iii) any other circumstance stated to constitute “special circumstances” in the terms of the relevant offer made to and accepted by the Participant; or</p> <p>(iv) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant Participant,</p> <p>(Special Circumstances), or</p> <p>(b) a change of control occurring; or</p>

	(c) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
Lapse of an Award	<p>An Award will lapse upon the earlier to occur of:</p> <p>(a) an unauthorised dealing, or hedging of, the Award occurring;</p> <p>(b) a Vesting Condition in relation to the Award is not satisfied by its due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Award in the circumstances set out under the heading “Vesting” above or the Board resolves, in its absolute discretion, to allow the unvested Awards to remain unvested after the Relevant Person ceases to be an Eligible Participant;</p> <p>(c) in respect of unvested Awards only, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Award in the circumstances set out under the heading “Vesting” above or the Board resolves, in its absolute discretion, to allow the unvested Awards to remain unvested after the Relevant Person ceases to be an Eligible Participant;</p> <p>(d) in respect of vested Awards only, a Relevant Person ceases to be an Eligible Participant and the Award granted in respect of that Relevant Person is not exercised within a one month period (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;</p> <p>(e) the Board deems that an Award lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;</p> <p>(f) the Company undergoes a change of control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Award; and</p> <p>(g) the expiry date of the Award.</p>
Not transferrable	Subject to the Listing Rules, Awards are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant’s legal personal representative or upon bankruptcy to the participant’s trustee in bankruptcy.
Shares	Shares resulting from the exercise of the Awards shall, subject to any sale restrictions from the date of issue, rank on equal terms with all other Shares on issue.
Sale restrictions	The Board may, in its discretion, determine at any time up until exercise of Awards, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Awards (Restriction Period). In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such Restriction Period.
Quotation of Shares	If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within five business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends.
No participation rights	There are no participation rights or entitlements inherent in the Awards and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Awards without exercising the Award.
Change in exercise price of number of underlying securities	An Award does not confer the right to a change in exercise price or in the number of underlying Shares over which the Award can be exercised.

Reorganisation	If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
Amendments	Subject to express restrictions set out in the Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Award granted under the Plan including giving any amendment retrospective effect.
Maximum Number of Awards	The maximum number of Securities proposed to be issued under the Plan is 5% of the issued capital of the Company at Admission (being a maximum of 4,775,000 Securities if the Maximum Subscription is raised). It is not envisaged that the maximum number of Securities will be issued immediately.

10.6 Interests of Directors

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

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

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

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (i) the Offers.

10.7 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 two years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or

- (ii) the Offers; or
- (f) the Offers,

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:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Mr Mark Gifford has acted as Independent Geologist and has prepared the Independent Geologist's Report which is included in Annexure A. The Company estimates it will pay Mr Gifford a total of \$7,500 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Mr Gifford has not received fees from the Company.

HLB Mann Judd has acted as Investigating Accountant and has prepared the Independent Limited Assurance Report on which is included in Annexure C. The Company estimates it will pay HLB Mann Judd a total of up to \$10,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, HLB Mann Judd has not received fees from the Company for any other services.

HLB Mann Judd has acted as auditor and has reviewed the financial information of the Company contained in Section 6. The Company estimates it will pay HLB Mann Judd a total of \$2,500 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, HLB Mann Judd has not received fees from the Company for any audit services.

Canaccord has acted as a Joint Lead Manager to the Public Offer and will receive those fees set out in Section 4.5 following the successful completion of the Public Offer. Further details in respect to the Joint Lead Manager Mandate are summarised in Section 9.1. During the 24 months preceding lodgement of this Prospectus with the ASIC, Canaccord has not received fees from the Company for any other services.

Sixty Two Capital has acted as a Joint Lead Manager to the Public Offer and will receive those fees set out in Section 4.5 following the successful completion of the Public Offer. Further details in respect to the Joint Lead Manager Mandate are summarised in Section 9.1. During the 24 months preceding lodgement of this Prospectus with the ASIC, Sixty Two Capital has not received fees from the Company for any other services.

Steinepreis Paganin has acted as the Australian legal advisers to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$104,500 (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 not received fees from the Company for legal services.

10.8 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offer or of the Securities), 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 Mark Gifford has given his written consent to being named as Independent Geologist in this Prospectus and the inclusion of the Independent Geologist's Report in Annexure A in the form and context in which the report is included.

HLB Mann Judd has given its written consent to being named as Investigating Accountant and the inclusion of the Independent Limited Assurance Report in Annexure C in the form and context in which the report is included.

HLB Mann Judd 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 contained in Section 6 of this Prospectus and the Independent Limited Assurance Report in Annexure C in the form and context in which it appears.

Steinepreis Paganin has given its written consent to being named as the Australian legal advisers to the Company in relation to the Offers in this Prospectus and the inclusion of the Solicitor's Report on Tenements included in Annexure B to this Prospectus in the form and context in which it appears.

Canaccord has given its written consent to being named as a Joint Lead Manager to the Company in the Prospectus.

Sixty Two Capital has given its written consent to being named as a Joint Lead Manager to the Company in the Prospectus.

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

10.9 Expenses of the Offers

The total expenses of the Offers (excluding GST) are estimated to be between approximately \$713,000 at Minimum Subscription and \$852,000 at Maximum Subscription and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Minimum Subscription (\$)	Maximum Subscription (\$)
ASIC fees	3,206	3,206
ASX fees	84,638	86,834
Legal Fees	104,500	104,500
Independent Geologist's Fees	7,500	7,500
Investigating Accountant's Fees	10,000	10,000
Printing and Distribution	25,000	25,000
Lead Manager Fees ¹	420,000	540,000
Miscellaneous	58,156	74,960
TOTAL²	713,000	852,000

Notes:

1. Refer to Section 4.5 for further detail regarding fees payable to the Joint Lead Managers.
2. The Company will borrow up to \$320,000 from Pathfinder to pay the expenses of the Offers. This loan is to be repaid out of the funds raised from the Public Offer.



11.

DIRECTORS
AUTHORISATION

11. DIRECTORS AUTHORISATION

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

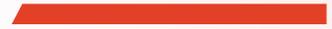
In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

A handwritten signature in blue ink, appearing to read 'D. Taylor', enclosed in a light blue rectangular box.

Daniel Taylor
Managing Director
For and on behalf of
Equinox Resources Limited



12.



GLOSSARY

12. 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 Hamersley Iron Ore Project pursuant to the Acquisition Agreement.

Acquisition Agreement means binding heads of agreement between the Company and the Vendors pursuant to which the Company has conditionally agreed to acquire a 100% interest in the Hamersley Iron Ore Project, a summary of which is set out in Section 9.2.

Admission means the date of admission of the Company to the Official List.

Application Form means an application form attached to or accompanying this Prospectus relating to the Public Offer or a Secondary Offer (as applicable).

ASIC means Australian Securities & Investments Commission.

Associated Body Corporate means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

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

ASX Listing Rules means the official listing rules of ASX.

Board means the board of directors of the Company 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.

Canaccord means Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666).

CFO means Chief Financial Officer.

CFO Consultancy Agreement means the agreement entered into with Horizon Corporate Advisory Pty Ltd (ACN 650 003 384) and Mr Agha Pervez detailed at Section 9.5.4.

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

Closing Date means the closing date of the Offers as set out in the indicative timetable in Section 2 (subject to the Company reserving the right to extend the Closing Date or close the Offers early).

Company or **Equinox** means Equinox Resources Limited (ACN 650 503 325).

Conditions has the meaning set out in Section 4.8.

Consideration Offer means the offer to the Vendors (or their nominees) as set out in Section 4.7.

Constitution means the constitution of the Company.

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

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

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

Hamersley Iron Ore Project means the project comprising of mining lease M47/1450-I as further described in the Independent Geologist's Report at Annexure A and the Solicitor's Tenement Report at Annexure B.

Joint Lead Manager Mandate has the meaning given in Section 9.1.

Joint Lead Manager Offer means the offer of Securities to the Joint Lead Managers (or their nominees) as set out in Section 4.7.

Joint Lead Managers means Canaccord and Sixty Two Capital.

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

Lockett means Lockett Fe Pty Ltd (ACN 152 114 031).

Maximum Subscription means the maximum amount to be raised under the Public Offer, being \$9,000,000 (before costs).

MD Consultancy Agreement means the agreement with Norman Beach Pty Ltd as trustee for the Taylor Turpin Family Trust and Mr Daniel Taylor summarised at Section 9.5.1.

Milestone means the performance related milestone of the Performance Shares, as described in Section 10.4.

Minimum Subscription means the minimum amount to be raised under the Public Offer, being \$7,000,000 (before costs).

Offers means the Public Offer, the Consideration Offer, the Joint Lead Manager Offer and the Options Offer.

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 on the terms and conditions set out in Section 10.3.

Option holder means a holder of an Option.

Options Offer means the offer of Options to the Directors, Proposed Chair, Chief Financial Officer and Company Secretary (or their nominees) as set out in Section 4.7.

Pathfinder means Pathfinder Resources Limited (ACN 085 905 997).

Performance Share means a share in the capital of the Company that will convert into a Share on satisfaction of a milestone, in accordance with the terms and conditions set out in Section 10.4.

Proposed Chair means Mr Rod Baxter.

Prospectus means this prospectus.

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

Recommendations has the meaning set out in Section 8.5.

Secondary Offers means the offers set out in Section 4.7.

Section means a section of this Prospectus.

Securities means Shares, Options or Performance Shares (as applicable).

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

Shareholder means a holder of Shares.

Sixty Two Capital means Sixty Two Capital Pty Ltd (ACN 611 480 169) (AFS Representative No. 1262650 of AFSL 518039).

Tenement means Mining Lease M 47/1450-I as further described in the Independent Geologist's Report at Annexure A and the Solicitor's Tenement Report at Annexure B.

Vendors means Pathfinder and Lockett.

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



ANNEXURE **A.**

INDEPENDENT
GEOLOGIST'S
REPORT

Independent Geologist's Report

prepared for

Equinox Resources Limited

in relation to the

**Hamersley Iron Ore Project,
Pilbara, Western Australia**



View of Hamersley Iron Ore Project area with a portion of the Brockman Iron Formation in background

Author: Mark Gifford MSc (*Hons*) FAusIMM

30 August 2021

Table of Contents

- 1.0 Introduction**
 - 1.1 Competent Person**
 - 1.2 Principal Sources of Information**
- 2.0 Executive Summary**
- 3.0 Location and Access to the Project**
- 4.0 Tenement**
- 5.0 Regional Geology**
- 6.0 Exploration, Resource and Geological Prospectivity**
 - 6.1 Previous Exploration**
 - 6.2 Resource Mineralization**
 - Historic Resource Estimates
 - Drilling Campaigns and Database Development
 - Survey
 - Sampling and Sample Preparation
 - Assaying
 - QA/QC
 - Bulk Density Data
 - Resource Modelling and Estimation

7.0 Summary of Project – Further Prospectivity

8.0 Budget

Annexure 1 – References

Annexure 2 – Certificate of Qualification and Consent

Annexure 3 – JORC Code, 2012 Edition – Tables 1 and 2

Annexure 4 – IGR Drill Hole Database

List of Figures

- Figure 1:** Hamersley Iron Ore Project, Pilbara WA – Location Diagram
Figure 2: Stratigraphic Column of the Hamersley Group (Searle, 2013).
Figure 3: Hamersley Iron Mineral Resource Coloured by Fe – Plan View (author interpretation).

List of Tables

- Table 1:** Historic Drilling Records – Hamersley Iron Ore Project
Table 2: Historic Resource Estimates – Hamersley Iron Ore Project.
Table 3: Dry Bulk Density values for Mineralized Zones and Waste (Searle, 2013).
Table 4: Hamersley Iron Ore Project May 2013 Resource Estimate (Searle, 2013)
Table 5: Expenditure Budget (Minimum and Maximum Subscription Values)

1.0 Introduction

I, Mark Gifford (MSc (Hons) FAusIMM) (“**Author**”), a “qualified person” for the purpose of National Instrument 43-101 and this Independent Geologist’s Report (“**Report**”), have been commissioned by Equinox Resources Limited (“**Equinox**” or the “**Company**”) to report on Hamersley Iron Ore Project Mining Lease 47/1450 (M47/1450) (the “**Tenement**”, comprising the “**Hamersley Iron Ore Project**” or “**Project**”).

This Report is to be included in a prospectus to be lodged by Equinox with the Australian Securities and Investment Commission (“**ASIC**”) for the offering of fully paid ordinary shares in the capital of Equinox (“**Shares**”) at an issue price of \$0.20 per Share to raise a minimum \$7,000,000 (before costs) and a maximum of \$9,000,000 (before costs) (“**Prospectus**”). The funds raised will be used for the purpose of the exploration and evaluation on the Project and for working capital purposes.

1.1 Competent Person

This document is prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia, effective December 2012 (“**JORC Code (2012)**”) and the 2015 Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (the “**VALMIN Code**”). In addition, the exploration results have been reported in accordance with the 2012 JORC Code.

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by Mr Mark G Gifford MSc (Hons) FAusIMM, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Gifford is a professional geologist and has been engaged by the Company as an independent geological consultant. Mr Gifford is a self-employed geological consultant.

Mr Gifford has more than 32 years of international experience and has sufficient experience in exploring, mining and estimating base metal and gold deposits that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the JORC Code.

Mr Gifford does not have any interest in the outcome of the offer under the Prospectus or any other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. Mr Gifford will receive normal professional fees for the preparation of the report.

This Report is based on Mr Gifford’s review of the available published data, and company reports and data, and Mr Gifford has visited the property. The Report has been prepared with JORC compliance as a primary aim within the reporting process. No new resources are reported or defined in the production of the Report. Mr Gifford consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

Mr Gifford is not aware of any new information or data that materially affects the information included in this Report which is not reflected in this Report and is not aware of any possible omissions that would deem this Report misleading. Additionally, Mr Gifford confirms that all material assumptions and technical parameters underpinning any estimates of mineral resources in this Report continue to apply and have not materially changed.

1.2 Principal Sources of Information

A due diligence review of the Hamersley Iron Ore Project, including the defined Hamersley Iron Ore Resource, has been completed so as to define the Hamersley Iron Ore Project area with reference to the existing geological information and data.

In preparing this Report, the Author has reviewed the published resource and publicly available information regarding geology and previous exploration over the Tenement. The principal source of information regarding the Project was the Runge Pincock Minarco Mineral Resource Estimate dated May 2013 (Searle, 2013), and the subsequent update to the Mineral Resource Estimate dated [insert date] [include any relevant references] sourced from Pathfinder as well as statutory investigating geological reports and papers prepared by previous tenement holders, consultants, and government agencies which are referred to in this Report (namely in Annexure 1 (References)) and are publicly available.

The Author has not carried out a complete audit of the information but has relied on previous reporting and documentation where applicable and has used this for research purposes with qualifications applied, where necessary. The Author does however consider the information provided as reliable and consistent, having made all reasonable enquiries, and conducted verification of the information reviewed. The Author does not doubt the authenticity or substance of the previous resource estimate, investigating geological reports and papers.

The Author has visited the Project site.

This Report has been prepared in accordance with the rules and guidelines issued by such bodies as the ASIC and the ASX. Where exploration results, mineral resources or ore reserves have been referred to in this Report, the classifications are consistent with the JORC Code (2012).

The Project does contain Indicated and Inferred 'Mineral Resources', as defined by the JORC Code (2012).

The Author consents to the inclusion in this Report of the matters based on his information in the form and context in which it appears. The authors and competent persons of the reports referred to in this Report have not consented to the references made to their reports in this Report, however many source documents referred to in Annexure 1 (References) are publicly available official publications, papers and/or reports available from government departments, authorities and agencies. Short form source references made in this Report shall be construed in accordance with the defined terms in Annexure 1 (References).

The legal status of the Tenement is subject to a separate independent Solicitor's Report on tenements which is set out in the Prospectus and these matters have not been independently verified by the Author.

The Author is of the opinion that Equinox has satisfactory and clearly defined exploration and expenditure programs which are reasonable having regard to the stated objectives of the Company. Although the Company's exploration programs are included in the Report, they may be altered in view of results gained which could revise the emphasis of current priorities.

2.0 Executive Summary

The data files associated with the Hamersley Iron Ore Project cover all areas of the present and potential mineralization of the Project, with this data being previously presented in a Mineral Resource Estimate, drilling assay and geological logging databases, internal and external reports, and scientific peer reviewed papers. There has been substantial exploration

works completed within the project area, with sufficient drilling completed so as to be able to estimate a resource within the tenement.

The Hamersley Iron Ore Project is located in the northwest of Western Australia, Australia and held under a single mining licence (M 47/1450). The Tenement is currently held through an unincorporated joint venture, the Winmar Exploration Joint Venture, between Pathfinder (formerly Winmar Resources Ltd) (70%) and Lockett Fe Pty Ltd (30%) (a wholly owned subsidiary of Cazaly Resources Limited).

The Hamersley Iron Ore Project is situated in the central portion of the Hamersley Province. The Hamersley Province contains late Archaean – Lower Proterozoic age sediments of the Mount Bruce Supergroup, which lies between the Archaean granitoid basement complexes of the Yilgarn and Pilbara cratons. The Mount Bruce Supergroup has three constituent groups – the Fortescue, Hamersley and Turee Creek Groups.

The Hamersley Group banded iron formations are the most iron rich, extensive and thickest known in the Precambrian stratigraphic record. The Group is approximately 2.5km thick and consists of a conformable sequence of banded iron formation, chert, dolomite, pyroclastic/hemipelagic shale and acid volcanic rocks. The Group has been intruded by both syn-sedimentary and post-sedimentary dolerites.

Mineralization present in the Hamersley Iron Ore Project formed in the Tertiary period through the erosion of the Hamersley Group banded iron formations and depositing within channel and detrital layers within an erosional plain. The channel mineralization is higher in grade in comparison to the upper detrital mineralization as determined during the development of the Mineral Resource Estimate (**MRE**).

The commencement of modern exploration within the Hamersley Iron Ore Project was during the 1990's with the completion of three discovery Reverse Circulation (**RC**) drill holes by Robe River Mining Company (**Robe River**). Exploration ceased until 2008-2012, when the current owners commissioned a large series of works to further investigate the Project. A MRE was completed by Runge Pincock Minarco Ltd (**RPM**) in May 2013 which complied with recommendations in the now superseded 2004 version of the JORC Code ("**JORC Code (2004)**").

The drilling completed by the current owners extends to a maximum down hole depth of 240 m and the mineralisation was modelled to a depth of approximately 230 m below surface. The subsequent MRE is based on good quality, surface RC drilling data. The drill hole section spacing is approximately 250m along strike.

Ordinary kriging grade interpolation was used for the estimate, constrained by mineralisation envelopes prepared using a nominal 40% Fe cut-off grade for Detrital Iron Deposit (**DID**) mineralisation and a nominal 50% Fe cut-off grade for Channel Iron Deposit (**CID**) mineralisation. In all cases, a minimum down hole intercept length of 4 m was adopted.

The block dimensions used in the model were 100 m North South by 50 m East West by 5 m vertical with sub-cells to 25 m by 12.5 m by 1.25 m. No rotation was applied to the block model after RPM examined drill hole spacing and grade variability along strike and across strike. No high grade cuts were also applied after RPM completed a review of geostatistical characteristics.

The project (Searle, 2013) was classified as containing a JORC (2004) Code compliant Indicated / Inferred Mineral Resource. The Indicated portion of the resource was confined to the CID material where the drill spacing was predominantly 125m by 100m or less and continuity of mineralisation was good. The Inferred Resource included those areas of the CID

resource where sampling was greater than 125m by 100m, and all DID material overlying the interpreted CID.

Subsequently, in June 2019, the current owners commissioned a review of the Project and an update to the MRE to comply with the JORC Code (2012).

The resource modelling and reporting, other than the reporting of the QAQC for the drilling, sampling and assaying was found to be compliant with the current JORC Code (2012). Subsequently, a statistical study of the relevant QAQC data and reports was undertaken which found that the drilling and sampling procedures met the standards required by the JORC Code (2012).

The resource was then independently modelled using the same drilling data but using different software and modelling methods to that employed in the RPM MRE, which and resulted in a resource of similar tonnes and grades to that reported by RPM, well within reasonable limits.

Accordingly, it was confirmed that the RPM MRE, along with an updated QAQC report, met the standards required by the current JORC Code (2012).

The Author considers that the opportunity to expand the Hamersley Iron Ore Resource is limited. The Author has formed this opinion due to the area restrictions of the existing Mining Lease and the comprehensive nature of the resource drilling completed to date. There is opportunity to raise the JORC qualification of the resource through infill drilling. A program of exploration works has been granted by the WA Mines Department which permits an exploration drill program to commence before February 2022 if required.

3.0 Location and Access to the Project

The project area is located approximately 60km North of Tom Price. Access to the Project is by road via the Bingarn Rd (30km) and Nattuarra Rd until you approach the main access track prior to the NW boundary of the Karijini National Park (turn off locations is 22.331173 N, 117.922123 E). From here, the unpaved main access track (10km) provides access to the Project.

The main access track was the main access track to the project area during the period of works from 2008-2012. The track is in good condition and with little damage caused by water flow or overgrowth of the flora. You travel ~10km along the main track until you come to the "N-S" base line located at -22.320910 N, 118.005066 E.

There are a large number of unsealed tracks that access the field area from both the east and west providing access to staff and equipment.

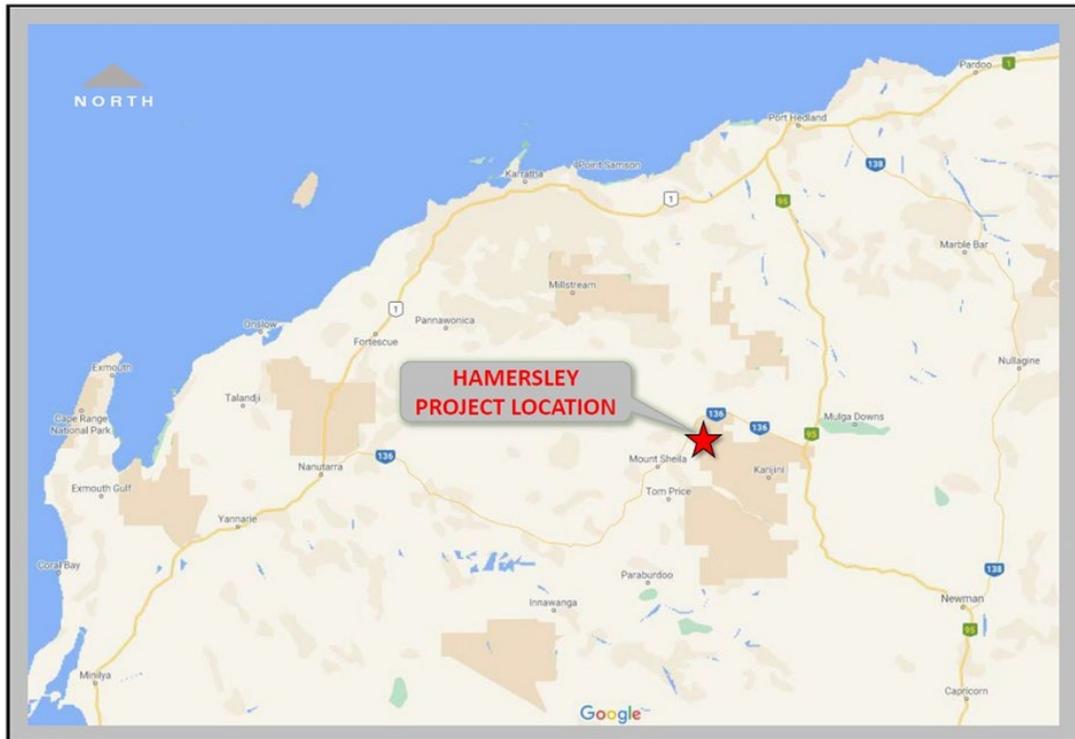


Figure 1: Hamersley Iron Ore Project, Pilbara WA – Location Diagram

4.0 Tenement

Mining Licence 47/1450 was granted on 6 November 2014. The lease is 1042 hectares in size and currently held in Joint Venture between Pathfinder Resources Limited (70%) and Lockett Fe Pty Ltd (30%). The Mining Lease has a term of 21 years and will expire on the 5 November 2035. It is currently in good standing.

During the period 2015 – 2020 (inclusive) a total of \$543,525 has been spent versus an expenditure covenant of \$538,067. The annual expenditure commitment for the remainder of the licence term is \$104,200.

5.0 Regional Geology

The Hamersley Iron Ore Project is situated in the central portion of the Hamersley Province. The Hamersley Province contains late Archaean – Lower Proterozoic age sediments of the Mount Bruce Supergroup, which lies between the Archaean granitoid basement complexes of the Yilgarn and Pilbara cratons. The Mount Bruce Supergroup has three constituent groups – the Fortescue, Hamersley and Turee Creek Groups.

The Hamersley Group banded iron formations are the most iron rich, extensive and thickest known in the Precambrian stratigraphic record. The Group is approximately 2.5km thick and consists of a conformable sequence of banded iron formation, chert, dolomite, pyroclastic/hemipelagic shale and acid volcanic rocks. The Group has been intruded by both syn-sedimentary and post-sedimentary dolerites.

A stratigraphic column showing the Hamersley Group stratigraphy is displayed below in Figure 2.

The Marra Mamba and Brockman Iron Formations of the Hamersley Group are the units of interest in exploring for bedded iron mineralisation. The second genetic ore group in the Hamersley Province in terms of commercial importance are the channel iron deposits (CIDs).

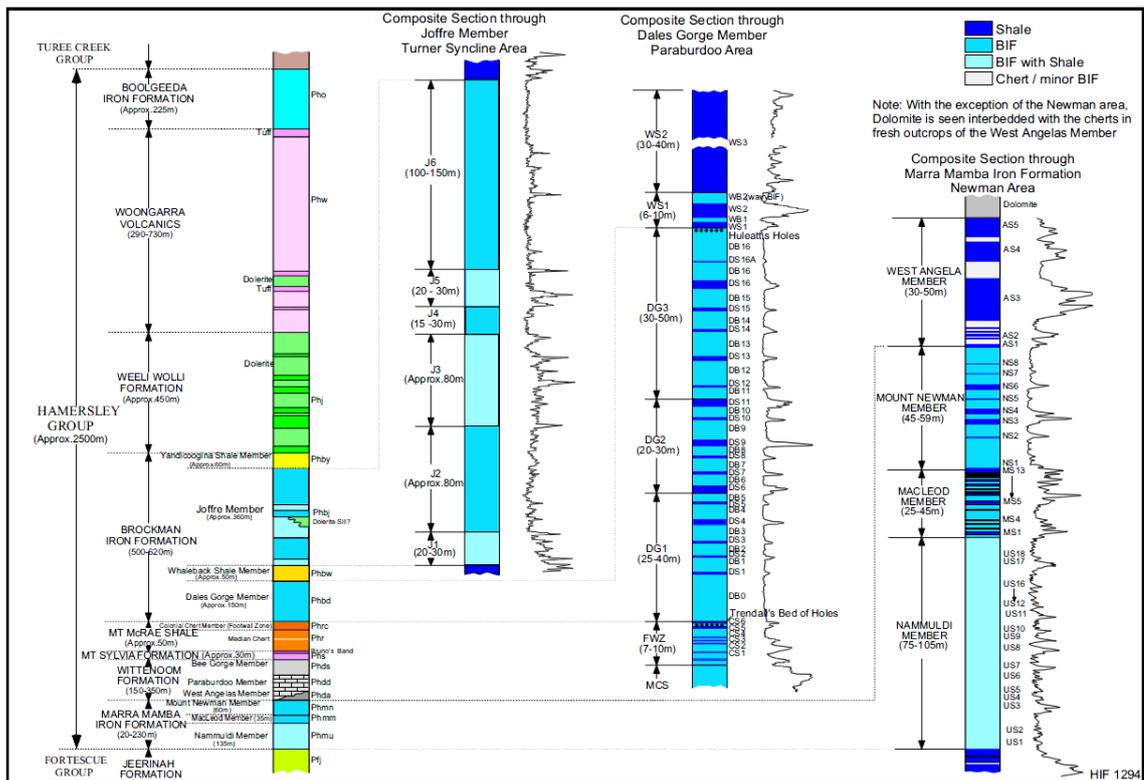


Figure 2: Stratigraphic Column of the Hamersley Group (Searle, 2013).

At the Hamersley Iron Ore Project, a broad alluvial plain occupies the majority of the tenement, with outcropping Brockman Iron Formation prominent at the southern and eastern boundaries. Underlying the transported material within the alluvial plain are the Brockman Iron Formation, the Mount McRae Shale and the Mount Silvia Formation.

The Mount Silvia Formation is approximately 30m thick and is distinguished by three prominent BIF/chert units separated by shale. The uppermost planar bedded BIF unit (~8m) is known as “Bruno’s Band” and provides a useful marker horizon. Further beneath Bruno’s Band lie two, thinner BIF/chert units known as the “Tram Tracks”.

The Mount McRae Shale is approximately 50m thick and is composed of mostly carbonaceous shale (when fresh) with chert. Pyrite can occur within the shale units and can pose an acid rock drainage risk in the mining process. The uppermost 12m of the Formation consists of interbedded BIF and shale, and can be enriched to low grade ore and is known as the Colonial Chert Member or Footwall Zone.

The Brockman Iron Formation varies in thickness from approximately 500-620m and is composed of two dominant BIF units (Dales Gorge and Joffre Members) and shale with minor chert/BIF (Whaleback Shale). Both major BIF units have shale interbeds that have distinct geophysical signatures, which can be mapped on a regional scale. These shale macrobands typically give a “ribbed” appearance in the outcropping Dales Gorge Member.

6.0 Exploration, Resource and Geological Prospectivity

This section of the Report is predominantly based on the 2013 Mineral Resource Estimate completed by Runge Pincock Minarco (Searle, 2013) which was subsequently reviewed in 2019. The field area was visited by the Author in December 2020 and field checks were completed in regard to drill hole collars and access. The 2013 MRE (Searle, 2013) is compliant with JORC 2004 and has been reported to the ASX by Pathfinder (formerly Winmar Resources Ltd), with associated JORC Tables 1 and 2 (refer to announcement dated 22/5/2013). The

MRE was subsequently reviewed and updated to comply with JORC 2012, which was reported to the ASX by Pathfinder (formerly Winmar Resources Ltd), with associated JORC Tables 1 and 2 (refer to announcement dated 23 January 2020).

The Author can determine no reason to doubt the veracity of the work completed and through review considers the estimation work to have been completed to an acceptable standard in all areas. Accordingly, the Author is not aware of any information or data that materially affects the information included in this section of this Report and is not aware of any possible omissions that would deem this Report misleading. Additionally, the Author confirms all material assumptions and technical parameters underpinning any estimates of mineral resources in this section of the Report continue to apply and have not materially changed.

6.1 Previous Exploration

The commencement of modern exploration within the Hamersley Iron Ore Project was during the early 1980's when Robe River pegged the area. Limited work was completed until 1998 where 3 drill holes were completed locating a CID at depth within the licence area. Several drilling programs have been carried out since Robe River commenced with Cazaly Resources (CAZ) and Pathfinder Resources Limited (formerly Winmar Resources Limited') (WIN) (Table 1).

The three historical drill hole results from the Robe River drill campaign are recorded in the primary drill hole database. This information was sourced from relevant Robe River technical reports and annual exploration reports held by the Department of Industry and Resources for Western Australia (as it was then known) by Runge Pincock Minarco during the compilation of the 2013 MRE (Searle, 2013).

Company	Period	Drilling Method	Prefix	No. of holes	Metres
Robe River	1998	RC	SB	3	160
CAZ	2008	RC	PLRC	18	1,795
CAZ	2009	RC	PLRC	9	1,332
CAZ	2010	RC	PLRC	2	230
CAZ	2011	RC	PLRC	91	13,315
CAZ	2011	DD	PLRD	2	237
WIN	2012	RC	PLRC	40	5,314
WIN	2012	DD	PLRD	3	238
Total				168	22,621

Table 1: Historic Drilling Records – Hamersley Iron Ore Project

6.2 Resource Mineralization

In 2013, RPM completed a comprehensive MRE for the Hamersley Iron Ore Project (Searle, 2013). The MRE was subsequently reviewed and updated to comply with JORC 2012, which was reported to the ASX by Pathfinder (formerly Winmar Resources Ltd), with associated JORC Tables 1 and 2 (refer to announcement dated 23 January 2020). This section utilises predominantly the information derived from these reports as they supersede all previous estimates and currently provide the most comprehensive summary of the resource present.

Historic Resource Estimates

In 2010 a resource estimate was completed by Cazaly Resources internally using an inverse distance squared method and was to be used for public reporting (Repacholi-Muir, 2010). Two subsequent MREs were completed by RPM for Winmar Resources in 2011 and 2012

(Allison, 2011; Searle 2012) both using an Ordinary Kriging methodology. All MRE's reported both CID and DID resources independently, and both at varying cut-off grades to represent the form of mineralization and grades noted.

Drilling Campaigns and Database Development

CAZ and WIN completed 5 phases of RC drilling at the Hamersley Iron Ore Project. For the first phase in October 2008, eighteen holes were drilled for 1,795m (PLRC0001 – PLRC0018). For the second phase in November 2009, 9 drill holes for 1,332m were completed (PLRC0022 – PLRC0030).

A third and fourth phases of drilling were completed in May 2011 (PLRC0044 – PLRC0136). The drill program was started in October 2010 with two holes drilled, however the rig was found to be unsuited to the ground conditions and the program temporarily aborted. The completed program utilized two drill rigs comprised 83 holes for 13,035m in a major resource drill-out campaign, testing the full 2.8km strike of the gravity anomaly. WIN gained control of the project in 2012 and completed a 40 RC drill program (PLRC0137 – PLRC0176) for a total of 5,314m.

In addition, a program of 3 Sonic drill holes was completed in 2009 for bulk density test work (PLSD0019, PLSD0020 and PLSD0021). Three diamond drill holes were completed in 2012 so as to obtain samples for metallurgical test work and the assays of the recovered core was not used in the generation of the resource estimate.

Survey

All drill hole collar locations were surveyed in MGA94, Zone 50 grid system by contract surveyors using DGPS equipment. All drill holes were drilled vertically and recorded at -90° dip and 0° azimuth within the database. No down hole surveys have been completed.

The deposit geometry is generally flat-lying and continuous with the impact of no down hole surveys likely to have only minimal influence on the shape of the mineralisation envelope.

Sampling and Sample Preparation

All drill cuttings were combined to form 2m samples for analysis. A series of riffle and cone splitters were used in the various RC drill programs to generate 1-3kg samples for geochemical analysis. Field staff logged all of the samples and supervised the collection and transport of drill samples to the assay laboratory.

Cazaly Resources drill samples were sent to Kalassay Laboratory in Perth and Winmar Resources samples were sent to Nagrom Laboratory in Perth for XRF analysis. Samples were prepared for analysis through drying, ring-mill pulverization to 75um (90% passing), sub-sampled to 500g which was forwarded for XRF analysis.

Assaying

Assaying of Fe, Al₂O₃, SiO₂, Mn, P, S and TiO₂ was conducted at Kalassay Laboratory (prior to 2012) and Nagrom Laboratory in Perth (in 2012), using the XRF spectrometry on fused bead, while analysis of LOI was determined by Thermo-Gravimetric Analysers at 371°C, 650°C and 1000°C.

QA/QC

Standard analyses, field duplicates, laboratory repeats and an umpire laboratory (SGS in Perth) were used in the QAQC program. Standard and field duplicate samples were both

inserted at a rate of 1 in 20, which the Author considers adequate and meeting all JORC compliance standards.

Duplicate samples collected in the field were submitted at the rate of 1 in 20. Scatter plots of the Original Vs Duplicate Fe% (correlation coefficient = 0.988), Al₂O₃% (correlation coefficient = 0.978) and SiO₂% (correlation coefficient = 0.991) show a good correlation and with minimal outliers, indicating that the sampling procedures were good and with good repeatability.

Laboratory repeat assays were also reviewed and these were found to have excellent correlation. Correlation Coefficients for all major and minor elements were >0.990 which is very good and highlighting very good repeatability.

Standards or Certified Reference Materials (CRMs) were inserted at the rate of 1 in 20. A high level of accuracy was noted with all standards for Fe%, Al₂O₃%, and SiO₂%. It can be concluded that the assay facilities were accurate in their geochemical estimations.

The Author considers that the QA/QC assay results and Terra Search reporting of procedures followed during the sampling of RC drilling chips are of sufficient standard to support a JORC Code (2012) Mineral Resource estimate and report.

Bulk Density Data

Limited bulk density data was available for the deposit. A bulk density value of 2.59t/m³ was applied to the CID mineralised material in the resource. This was assigned based on specific gravity measurements collected from four diamond holes. A bulk density value of 2.50t/m³ was applied to the DID mineralised material and all waste material in the resource (see Table 3 for a full list of assigned values).

Type	Bulk Density t/m ³
All Waste Material	2.50
Detrital Iron Mineralisation	2.50
Channel Iron Mineralisation	2.59

Table 3: Dry Bulk Density values for Mineralized Zones and Waste (Searle, 2013)

Further bulk density test-work could be conducted, particularly focussing on the mineralised zones but including waste zones from the various material types, so as to provide more confidence. The author does consider the bulk density applied to the resource appropriate.

Resource Modelling and Estimation

A full and comprehensive outline of the works completed to develop the resource model and subsequent Ordinary Kriged estimation is within the RPM MRE (Searle, 2013). It can be noted that no high-grade cuts were applied to the database, and that the variography had low levels of variation with nugget values <0.2 in regards to the continuity of Fe values in all directions and for both the DID and CID domains.

The block model used a parent block size of 100m North South by 50m East West by 5m vertical with sub-cells down to 25m by 12.5m by 1.25m. The parent block size was selected on the basis of approximately 50% of the average drill hole spacing. The dimensions in other directions were selected to provide sufficient resolution to the block model in the across-strike and down-dip direction.

The Hamersley Iron Ore Project shows reasonable continuity of the main mineralised zones allowing the drill hole intersections to be modelled into coherent, geologically robust

wireframes. Consistency is evident in the thickness of the structure, and the distribution of grade appears to be continuous along strike.

The drill hole spacing for the project is approximately 250m along strike, with some infill drilling in the southern portion of the deposit to 125m spaced sections. The closer drill spacing, along with the good continuity of mineralisation evident in the southern part of the deposit area, is considered adequate to allow classification of the resource as Indicated Mineral Resource. Indicated Mineral Resource has been classified for CID material only. The CID portions of the deposit drilled at spacings of greater than 125m, or material coded as DID material type have been classified as Inferred Mineral Resource.

The results of the Mineral Resource estimate for the Hamersley Iron Ore Project are summarised in Table 4.

Indicated Mineral Resource							
Type	Tonnes Mt	Fe %	SiO2 %	Al2O3 %	P %	LOI %	CaFe %
CID*	42.6	55.2	10.9	5.5	0.0	3.6	57.3
Total	42.6	55.2	10.9	5.5	0.0	3.6	57.3

Inferred Mineral Resource							
Type	Tonnes Mt	Fe %	SiO2 %	Al2O3 %	P %	LOI %	CaFe %
DID#	24.3	46.4	24.8	5.2	0.0	2.5	47.6
CID*	276.3	55.2	9.7	4.4	0.0	6.3	58.9
Total	300.6	54.5	10.9	4.4	0.0	6.0	58.0

Total Mineral Resource							
Type	Tonnes Mt	Fe %	SiO2 %	Al2O3 %	P %	LOI %	CaFe %
DID#	24.3	46.4	24.8	5.2	0.0	2.5	47.6
CID*	318.9	55.2	9.8	4.5	0.0	5.9	58.7
Total	343.2	54.5	10.9	4.6	0.0	5.7	57.9

DID reported at a 40% Fe Cut-off grade.

* CID reported at a 52% Fe Cut-off grade.

Table 4: Hamersley Iron Ore Project May 2013 Resource Estimate (Searle, 2013).

The cut-off grades applied meet both the industry standards in regards to Iron Ore deposits in Pilbara Western Australia and the inflexion point on the grade tonnage curve as defined for the Hamersley Iron Ore resource (Searle 2013). To aid in the understanding of the tonnage and grade distribution throughout the entire deposit a simple weighted grade x depth diagram has been prepared by the Author (Figure 3). The greatest thickness and grade of ores is within the southwest corner, which also matches the highest drill spacing density and the Indicated Resource region as interpreted by Searle (2013).

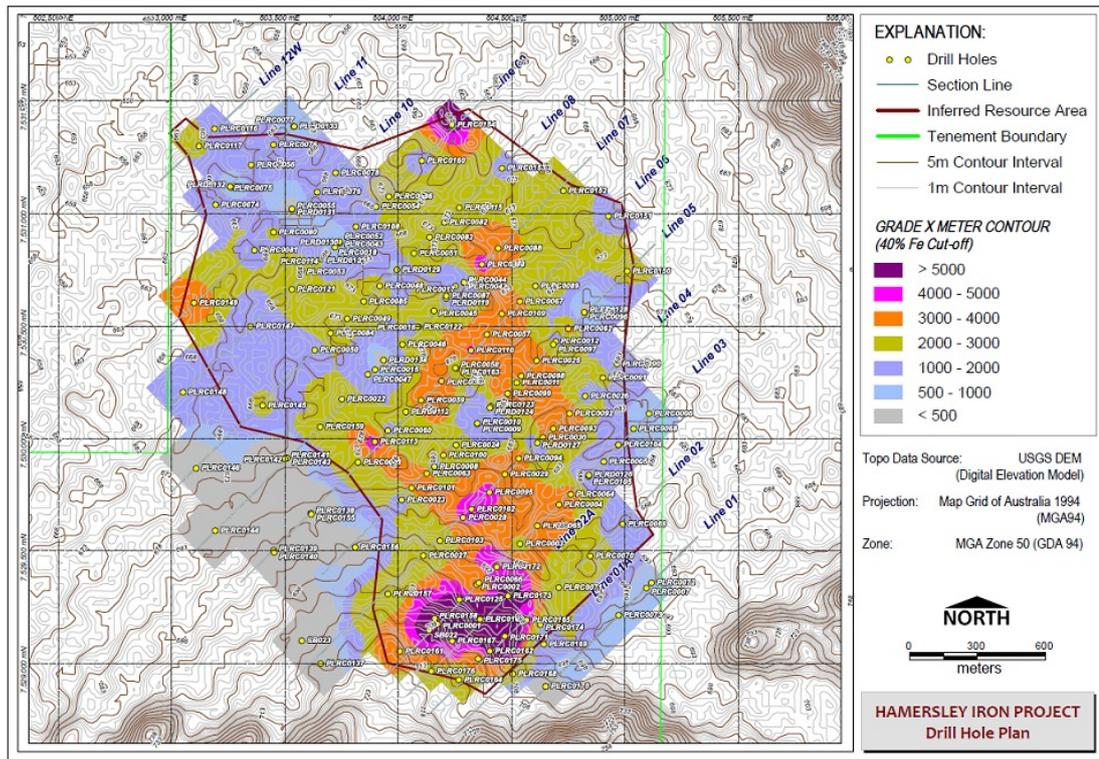


Figure 3: Hamersley Iron Mineral Resource Coloured by Fe – Plan View (author interpretation).

Al Maynard and Associates completed a resource review of the RPM May 2013 Mineral Resource report and the methods used to estimate the resources (Maynard, 2021). In comparing tonnage and grades between an Inverse Distance Squared model and the RPM resource, Maynard (2021) only noted a minor loss of tonnage (4%) and a very minor underestimation in Fe grade (+1%). This indicates the robustness of the model and the wireframe and estimation methodologies.

7.0 Summary of Project - Further Prospectivity

The Hamersley Iron Ore Project has undergone a significant amount of resource work since the commencement of exploration during the late 1990's. The outline of the resource forms the majority of the areal coverage of the Mining Lease and has been drilled out to 250m centres at its widest – thus the opportunity to expand on this resource is limited.

At depth to the northeast there is a portion of the channel ores that remains open, providing a further 400-600m of opportunity. The depth to the surface of this mineralization is ~150-170m and as the CID mineralization is thinning to the north it would be an ore that has a high stripping ratio and with a reduced thickness (though grades should remain consistent as seen throughout the deposit).

The Author believes there is only limited opportunity for the expansion of the known Mineral Resource Estimate. Project work would be expected to be concentrated on planning and development and raising the confidence level in the resource estimate and physical / metallurgical properties to aid in the planning, scheduling and marketing process.

8.0 Budget

The budget for all exploration works over the 2-year development period is presented in Table 5, with both minimum and maximum subscriptions exploration expenditures defined.

	Minimum Subscription		
	Year 1	Year 2	Total
Resource Drilling, Sample Analysis & Logistics	\$600,000	\$600,000	\$1,200,000
Metallurgical test work	\$150,000	\$150,000	\$300,000
JORC Reserve & Resource Report	\$50,000	-	\$50,000
Development & Feasibility Studies	\$700,000	\$300,000	\$1,000,000
ESIA Studies and Reporting	\$350,000	\$350,000	\$700,000
Total Project Exploration Funds	\$1,850,000	\$1,400,000	\$3,250,000
	Maximum Subscription		
	Year 1	Year 2	Total
Resource Drilling, Sample Analysis & Logistics	\$800,000	\$1,400,000	\$2,200,000
Metallurgical test work	\$300,000	\$120,000	\$420,000
JORC Reserve & Resource Report	\$50,000	-	\$50,000
Development & Feasibility Studies	\$800,000	\$800,000	\$1,600,000
ESIA Studies and Reporting	\$350,000	\$350,000	\$700,000
Total Project Exploration Funds	\$2,300,000	\$2,670,000	\$4,970,000

Table 5: Expenditure Budget (Minimum and Maximum Subscription Values)

Annexure 1: References

Allison, C., 2011: Mineral Resource Estimate Winmar Iron Deposit, Pilbara Region, Western Australia, Winmar Resources Limited. Runge Limited Resource Report for Winmar Resources.

JORC, 2004. Australasian Code for Reporting of Mineral Resources and Ore Reserves (The JORC Code) prepared and jointly published by: The Joint Ore Reserve Committee of the Australasian Institute of Mining and Metallurgy, Australia Institute of Geosciences and the Minerals Council of Australia (JORC) Published December 2004.

Maynard, A., 2021: Mineral Resource Estimate, Winmar Iron Deposit, Hamersley Iron Ore Project, Pilbara Region, Western Australia.

Repacholi-Muir, F., 2010: Cazaly Resources Limited Winmar Deposit, Pilbara WA Resource Estimation, June 2010. Internal technical report by Cazaly Resources Limited.

Searle, S., 2012: Mineral Resource Estimate Winmar Iron Deposit, Pilbara Region, Western Australia, Winmar Resources Limited. Runge Limited Resource Report for Winmar Resources.

Searle, S., 2013: Mineral Resource Estimate Winmar Iron Deposit, Pilbara Region, Western Australia, Winmar Resources Limited. Runge Pinnock Minarco Limited Resource Report for Winmar Resources.

Winmar Resources Website – www.winmarresources.com.au for background information.

VALMIN, 2005. Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports – The VALMIN Code, 2005 Edition.

Annexure 2 – Certificate of Qualification and Consent

I, Mark G. Gifford of 128 Wilderness Rd, Margaret River, Western Australia hereby certify that:

- I am responsible for the preparation of this Report titled “Independent Geologist’s Report, Hamersley Iron Ore Project, Pilbara, Western Australia” dated 25 April 2021.
- I am a professional geologist employed as a private geological consultant.
- I am a Fellow in good standing of the Australian Institute of Mining and Metallurgy with membership number 108672.
- I have sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’ (JORC 2012).
- I am a graduate of the University of Waikato, New Zealand with a Masters Degree (1st Class Honours) in Earth Sciences.
- I have practiced my profession for 32 years and have worked upon numerous resource deposits throughout the world, and for 10 years in a geological managerial position.
- I have been operating as an Independent Consulting Geologist since 2005.
- I certify that by reason of my education, affiliation with a professional association (as defined by NI 43-101), and past relevant work experience, I fulfil the requirements to be a “qualified person” for the purposes of JORC and National Instrument (“NI”) 43-101.
- I am an independent qualified person as defined by NI 43-101 and by the companion policy 43-101CP to NI 43-101.
- This Report is based on my review of the available published data, and company reports and data.
- I have visited the property and completed a review of the location and access, as well as confirmed primary information in relation to the project.
- The Report has been prepared with JORC compliance as a primary aim within the reporting process.
- No new resources are reported or defined in the production of the Report.
- I am 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. I am not aware of any possible omissions that would deem this Report misleading.
- I do not expect to receive any interest (direct, indirect or contingent) in the prospect described herein, nor in the securities of Equinox or any of their affiliates. I am independent of the issuer under all criteria of Section 1.5 of NI 43-101.

I consent to:

- (a) the use of this Report with regards to any filing with any stock exchange and other regulatory authority and any further publication by them for regulatory and promotional purposes;

- (b) the inclusion of this Report of matters that are based on, and fairly represent information and supporting documentation prepared by me in the form and context in which it appears; and
- (c) the inclusion of this Report as electronic publication on the Company's website that is accessible to the public.

A handwritten signature in blue ink, consisting of a stylized 'M' followed by a long horizontal line.

Signed in Margaret River, Western Australia.
Dated 30 August 2021

Annexure 3 – JORC Code, 2012 Edition – Table 1 / 2

Section 1 Sampling Techniques and Data

Criteria	JORC Code explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> • <i>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). These examples should not be taken as limiting the broad meaning of sampling.</i> • <i>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</i> • <i>Aspects of the determination of mineralisation that are Material to the Public Report.</i> • <i>In cases where ‘industry standard’ work has been done this would be relatively simple (eg ‘reverse circulation drilling was used to obtain 1 m samples from which 3kg was pulverised to produce a 30g charge for fire assay’). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information.</i> 	<ul style="list-style-type: none"> • Drill holes used in the resource estimate include 112 RC holes for a total of 5,245m within the resource wireframes. • The complete database in the project area contains records for 165 drill holes for 22,383m of drilling. Drilling in 1998 was conducted by Robe, from 2008 to 2011 by Cazaly Resources Limited (Cazaly, CAZ) and from 2012 by Pathfinder Resources Ltd (Pathfinder, PF1) (formerly Winmar Resources Ltd) (WFE). • RC samples were collected at 1 or 2m intervals from a rig mounted riffle or cone splitter. For CAZ 2008 drilling, 1m samples were composited into 2m samples using a bench splitter. • Diamond and Sonic drill holes have not been assayed.
Drilling techniques	<ul style="list-style-type: none"> • <i>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).</i> 	<ul style="list-style-type: none"> • RC drill holes of approximately 140mm diameter were completed using a standard face sampling hammer. • Drill holes were vertical
Drill sample recovery	<ul style="list-style-type: none"> • <i>Method of recording and assessing core and chip sample recoveries and results assessed.</i> • <i>Measures taken to maximise sample recovery and ensure representative nature of the samples.</i> • <i>Whether a relationship exists between sample recovery and grade and whether sample bias may have</i> 	<ul style="list-style-type: none"> • Actual recoveries from RC drilling were not measured. • Cazaly and Pathfinder (formerly Winmar) consultants Terra Search, reported to Runge that recovery of drill samples from all drilling campaigns were of an acceptable standard.

Criteria	JORC Code explanation	Commentary
	<i>occurred due to preferential loss/gain of fine/coarse material.</i>	
Logging	<ul style="list-style-type: none"> • <i>Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</i> • <i>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.</i> • <i>The total length and percentage of the relevant intersections logged.</i> 	<ul style="list-style-type: none"> • All drill holes have been geologically logged using industry accepted logging systems for rock type, colour, shape, alteration, hardness, moisture and sample recovery • Mineralised zones were identified from observations of mineralogy, lithological characteristics, and geochemistry. The standard of logging is suitable to support an estimate of Mineral Resources. • All of the samples (100%) recovered from the drill holes completed were logged.
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> • <i>If core, whether cut or sawn and whether quarter, half or all core taken.</i> • <i>If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</i> • <i>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</i> • <i>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</i> • <i>Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.</i> • <i>Whether sample sizes are appropriate to the grain size of the material being sampled.</i> 	<ul style="list-style-type: none"> • All sampling procedures for the Cazaly and Pathfinder (formerly Winmar) drilling was reviewed by Runge and are considered to be of a high standard. • RC prior to 2010 - 1m or 2m samples collected in a plastic bag through a properly designed cyclone and of sufficient weight. A 2m composite sample was collected from 1m samples by using a bench riffle. • RC drilling from 2010 - 2m samples split using a rig mounted cone splitter and collected in marked calico bags. The majority of samples were dry. • Standards and duplicates were inserted at a frequency of 1 in every 20 samples.
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> • <i>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</i> • <i>For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.</i> • <i>Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels</i> 	<ul style="list-style-type: none"> • Analysis for Fe, Al₂O₃, P, SiO₂, LOI, Mn and S was completed using XRF in a qualified laboratory after total sample pulverisation in a ring-mill. • The majority of standards submitted report within the required grade range without bias. • The majority of field duplicates are within tolerance of the original assay and without bias. • Runge reviewed internal QAQC reports by Terra Search and confirms that all assay data used has passed standard industry quality assurance/quality control procedures.

Criteria	JORC Code explanation	Commentary
	<i>of accuracy (ie lack of bias) and precision have been established.</i>	
<i>Verification of sampling and assaying</i>	<ul style="list-style-type: none"> • <i>The verification of significant intersections by either independent or alternative company personnel.</i> • <i>The use of twinned holes.</i> • <i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</i> • <i>Discuss any adjustment to assay data.</i> 	<ul style="list-style-type: none"> • No verification sampling or drilling has been carried out. • Data was recorded by the sampling geologist, entered in a company's designed excel spreadsheet before being uploaded to the company's Access database. The excel spreadsheet is designed to detect any errors entered. The Access database contains data QAQC queries.
<i>Location of data points</i>	<ul style="list-style-type: none"> • <i>Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.</i> • <i>Specification of the grid system used.</i> • <i>Quality and adequacy of topographic control.</i> 	<ul style="list-style-type: none"> • All drill holes used in the resource estimate have been accurately surveyed using DGPS equipment by qualified surveyors. Grid system used was GDA 94. No down hole surveys have been conducted however all holes are drilled vertically.
<i>Data spacing and distribution</i>	<ul style="list-style-type: none"> • <i>Data spacing for reporting of Exploration Results.</i> • <i>Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.</i> • <i>Whether sample compositing has been applied.</i> 	<ul style="list-style-type: none"> • Drill spacing of approximately 250m (along strike) by 100m (on section) was considered adequate to establish both geological and grade continuity for the Mineral Resource estimation and classifications applied. • Samples were composited to 2m for estimation.
<i>Orientation of data in relation to geological structure</i>	<ul style="list-style-type: none"> • <i>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</i> • <i>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.</i> 	<ul style="list-style-type: none"> • Vertical holes have been drilled perpendicular to the local strike and dip of the mineralisation. • The drilling has satisfactorily tested the geological structure and grade continuity of the mineralization. • The risk of sample bias is considered to be low.
<i>Sample security</i>	<ul style="list-style-type: none"> • <i>The measures taken to ensure sample security.</i> 	<ul style="list-style-type: none"> • The samples and sub samples were held near the drill program location within a secure area. All samples were individually accredited a sample number, and this was used through the total process from sample preparation through to full analysis. All of this was under the management of a qualified geologist.

Criteria	JORC Code explanation	Commentary
<i>Audits or reviews</i>	<ul style="list-style-type: none"> <i>The results of any audits or reviews of sampling techniques and data.</i> 	<ul style="list-style-type: none"> No external audits were carried out during the drill programs. Runge conducted a site visit in October 2012 to review the project and the deposit geology and verify drill hole collar locations. All site drilling and sampling procedures were considered to be standard industry practice. AMA has reviewed QAQC results and found them acceptable.

Section 2 Reporting of Exploration Results

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

Criteria	JORC Code explanation	Commentary
<i>Mineral tenement and land tenure status</i>	<ul style="list-style-type: none"> <i>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.</i> <i>The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.</i> 	<ul style="list-style-type: none"> Hamersley Iron Ore Project comprises Mining Lease M47/1450. Mining Lease M47/1450 was granted on 6 November 2014 and covers an area of 1,042 hectares, and the full area of the mineral resource. It is located approximately 50 km north-east of Tom Price in the Pilbara region of WA. Pathfinder's (formerly Winmar Resources Ltd) interest is held through an unincorporated joint venture, the Winmar Exploration Joint Venture, between Pathfinder (formerly Winmar Resources Ltd) (70%) and Lockett Fe Pty Ltd (30%) (a wholly owned subsidiary of Cazaly Resources Limited). Heritage/Native Title Agreements executed in November 2014 and Environmental Baseline Studies Completed
<i>Exploration done by other parties</i>	<ul style="list-style-type: none"> <i>Acknowledgment and appraisal of exploration by other parties.</i> 	<ul style="list-style-type: none"> Several exploration drilling programs have been carried out since 1998 by Robe River, Cazaly Resources and by Winmar. Cazaly completed 3 phases of RC drilling at the Hamersley Iron Ore Project. During the first phase, eighteen holes were drilled for 1,795m (PLRC0001 - PLRC0018). For the second phase, a total of 9 drill holes for 1,332m were completed (PLRC0022 - LRC0030). Third phase of

Criteria	JORC Code explanation	Commentary
		<p>drilling was completed in May 2011 (PLRC0044 - LRC0136). In total 83 drill holes for 13,035m in a major resource drill-out campaign, testing the full 2.8km strike of the gravity anomaly.</p> <ul style="list-style-type: none"> • In addition, a program of 3 Sonic drill holes was completed in 2009 for bulk density test work. • Pathfinder Resources Ltd (formerly Winmar Resources Ltd) assumed control of the Hamersley Iron Ore Project in 2012 and completed a 40 RC drill program (PLRC0137 - PLRC0176) for a total of 5,314m. • The most recent exploration work completed on the Hamersley Iron Ore Project was carried out by Terra Search, independent contractors on behalf of Pathfinder Resources Ltd (formerly Winmar Resources Ltd) including supervising the majority of the RC drilling. • Previous Mineral Resource modelling and estimates were carried out by Runge Limited/Runge Pinnock Minarco Ltd for Pathfinder Resources Ltd (formerly Winmar Resources Ltd).
<p><i>Geology</i></p>	<ul style="list-style-type: none"> • <i>Deposit type, geological setting and style of mineralisation.</i> 	<ul style="list-style-type: none"> • The Hamersley Iron Ore Project contains two types of iron mineralisation: channel iron (CID) and detrital iron (DID). • CID occurs both in synclinoria and on mild dip slopes on the margin of paleochannels, in addition to mesas formed by relief inversion in the central zones of paleochannels. CID's are subdivided into "mesa" and "gorge" deposits. Such deposits are dominated by pisolitic goethite-hematite iron mineralisation and incorporate the Marillana Formation CID (gorge) and Robe Formation CID (mesa). The Hamersley Iron Ore Project deposit CID is interpreted as a gorge CID and is completely masked by recent creek sediments. All CID's formed in the Tertiary period. • DID occur as shallow blankets of outwash scree in structural

Criteria	JORC Code explanation	Commentary																																									
		<p>depressions adjacent to iron ore escarpments. The material is derived from the erosion of a surface enriched carapace that encrusted the escarpments. Cyclic fluids result in ferruginisation of the matrix and lowering of the phosphorous content. Cementation can occur towards the base of the detrital pile and form a very hard hematite conglomerate known as canga.</p>																																									
<p><i>Drill hole Information</i></p>	<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 collar elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar dip and azimuth of the hole down hole length and interception depth hole 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. 	<ul style="list-style-type: none"> The following table summarises the drilling at the Hamersley Iron Ore Project. <table border="1" data-bbox="965 763 1428 1088"> <thead> <tr> <th rowspan="2">Type</th> <th colspan="2">In Project</th> <th colspan="3">In Resource</th> </tr> <tr> <th>No</th> <th>M</th> <th>No</th> <th>M</th> <th>Intersect M</th> </tr> </thead> <tbody> <tr> <td>RC</td> <td>16</td> <td>22,1</td> <td>11</td> <td>17,6</td> <td></td> </tr> <tr> <td></td> <td>3</td> <td>46</td> <td>2</td> <td>04</td> <td>5,245</td> </tr> <tr> <td>DD</td> <td>5</td> <td>475</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>16</td> <td>22,6</td> <td>11</td> <td>17,6</td> <td>5,245</td> </tr> <tr> <td></td> <td>8</td> <td>21</td> <td>2</td> <td>04</td> <td>5,245</td> </tr> </tbody> </table> The drilling locations and other details are discussed in the body of this report and the collar details included as an Appendix 2. 	Type	In Project		In Resource			No	M	No	M	Intersect M	RC	16	22,1	11	17,6			3	46	2	04	5,245	DD	5	475	-	-	-	Total	16	22,6	11	17,6	5,245		8	21	2	04	5,245
Type	In Project			In Resource																																							
	No	M	No	M	Intersect M																																						
RC	16	22,1	11	17,6																																							
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DD	5	475	-	-	-																																						
Total	16	22,6	11	17,6	5,245																																						
	8	21	2	04	5,245																																						
<p><i>Data aggregation methods</i></p>	<ul style="list-style-type: none"> In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated. Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail. The assumptions used for any reporting of metal equivalent values should be clearly stated. 	<ul style="list-style-type: none"> All intersections quoted in text are length weighted averages and all resource estimates are tonnage weighted averages. No grades/assays were cut or otherwise adjusted. No High Grade intercepts were reported. No metal equivalents were reported. 																																									

Criteria	JORC Code explanation	Commentary
<i>Relationship between mineralisation widths and intercept lengths</i>	<ul style="list-style-type: none"> • <i>These relationships are particularly important in the reporting of Exploration Results.</i> • <i>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</i> • <i>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').</i> 	<ul style="list-style-type: none"> • The Mineral Resource modelling was carried out in 3D and all apparent widths accounted for in the estimation method. • Since the mineral deposits are almost horizontal and the drilling vertical, the drill holes intersected the mineralisation approximately orthogonally. The drill intersection width in most drill holes would be approximately equal to the true width of the mineralisation
<i>Diagrams</i>	<ul style="list-style-type: none"> • <i>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</i> 	<ul style="list-style-type: none"> • All the diagrams necessary to describe the Hamersley Iron Ore Project are included in the body of the report.
<i>Balanced reporting</i>	<ul style="list-style-type: none"> • <i>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</i> 	<ul style="list-style-type: none"> • AMA believe that the reporting of the Exploration Results in this report is balanced.
<i>Other substantive exploration data</i>	<ul style="list-style-type: none"> • <i>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.</i> 	<ul style="list-style-type: none"> • No other exploration data other than drilling and local geology maps were considered in the Mineral Resource estimate.
<i>Further work</i>	<ul style="list-style-type: none"> • <i>The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling).</i> • <i>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</i> 	<ul style="list-style-type: none"> • Further drilling to the southwest of PLRC0161 was recommended to test for an extension of the Mineral Resource. • Further in-fill drilling and bulk density tests were recommended to improve the reliability of future resource estimate. • This additional drilling will be undertaken as required for the further development and mining of the Hamersley Iron Ore Project and completion of additional pre-feasibility and feasibility studies.

Section 3 Estimation and Reporting of Mineral Resources

(Criteria listed in section 1, and where relevant in section 2, also apply to this section.)

Criteria	JORC Code explanation	Commentary
<i>Database integrity</i>	<ul style="list-style-type: none"> Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes. Data validation procedures used. 	<ul style="list-style-type: none"> All data is stored using a customised Access database RPM performed initial database audits in Surpac. AMA independently verified the data using MineMap software.
<i>Site visits</i>	<ul style="list-style-type: none"> Comment on any site visits undertaken by the Competent Person and the outcome of those visits. If no site visits have been undertaken indicate why this is the case. 	<ul style="list-style-type: none"> Runge conducted a site visit in October 2012 to review the project and deposit geology and verify drill hole collar locations and sign off on the JORC Code. AMA has not completed a site visit as it was not deemed necessary. AMA reviewed the QAQC results and found these to be acceptable.
<i>Geological interpretation</i>	<ul style="list-style-type: none"> Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit. Nature of the data used and of any assumptions made. The effect, if any, of alternative interpretations on Mineral Resource estimation. The use of geology in guiding and controlling Mineral Resource estimation. The factors affecting continuity both of grade and geology. 	<ul style="list-style-type: none"> Geological drilling has confirmed iron mineralisation resulting in generally continuous, robust wireframes for detrital and channel and iron mineralisation. Logging and geological interpretation was completed by geologists experienced in iron mineralisation. There is some risk of misinterpretation in areas of wider spaced drilling with limited assay data, however this is not considered to be material. Geological interpretation is based on surface mapping, down hole geological logging, geophysics and geochemistry of RC drill samples. CID and DID stratigraphy at the Hamersley Iron Ore Project is well known, and it is envisaged that any alternative geological interpretation, with or without further drilling, would not have a material impact on the Mineral Resource estimate. It is not expected that further drilling will materially change the grade and geological continuity.
<i>Dimensions</i>	<ul style="list-style-type: none"> The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral 	<ul style="list-style-type: none"> The Winmar Fe deposit extends for approximately 2.5 km in a NNW-SSE direction. The mineralisation extends from near surface to 230m below the surface.

Criteria	JORC Code explanation	Commentary
	<i>Resource.</i>	<ul style="list-style-type: none"> The CID mineralised domain is up to 120m thick.
<i>Estimation and modelling techniques</i>	<ul style="list-style-type: none"> <i>The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used.</i> <i>The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data.</i> <i>The assumptions made regarding recovery of by-products.</i> <i>Estimation of deleterious elements or other non-grade variables of economic significance (eg sulphur for acid mine drainage characterisation).</i> <i>In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed.</i> <i>Any assumptions behind modelling of selective mining units.</i> <i>Any assumptions about correlation between variables.</i> <i>Description of how the geological interpretation was used to control the resource estimates.</i> <i>Discussion of basis for using or not using grade cutting or capping.</i> <i>The process of validation, the checking process used, the comparison of model data to drill hole data, and use of reconciliation data if available.</i> 	<ul style="list-style-type: none"> The Winmar resource was modelled by Runge Pinnock Minarco in May 2013. The Winmar deposit was domained based on iron mineralisation type, with all domains applied as hard boundaries in the estimate. Statistical analysis was carried out on data from each of the two domains. High-grade cuts were not applied as low co-efficients of variation (CV) were observed. Ordinary kriging was used to estimate average block grades in 2 passes using Surpac software. The majority of cells were estimated during the first pass of interpolation. Parent block size of 100m NS by 50 m EW by 5m vertical with sub-cells to 25 m by 12.5 m by 1.25 m. No model rotation was undertaken after examining drill hole density and along strike and across strike grade continuity. The parent block size was selected on the basis of approximately 50% of the average drill hole spacing. Validation was conducted on both domains by elevation and northing. Validation plots showed good correlation between the composite grades and the block model grades.
<i>Moisture</i>	<ul style="list-style-type: none"> <i>Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content.</i> 	<ul style="list-style-type: none"> Tonnages and grades were estimated on a dry in situ basis. No moisture values were reviewed.
<i>Cut-off parameters</i>	<ul style="list-style-type: none"> <i>The basis of the adopted cut-off grade(s) or quality parameters applied.</i> 	<ul style="list-style-type: none"> Overall the mineralisation displays good continuity within each domain. Runge has reported the Mineral Resource at a 40% Fe cut-off for DID

Criteria	JORC Code explanation	Commentary
		<p>and 52% Fe cut-off for CID as directed by Terra Search.</p> <ul style="list-style-type: none"> Grade-tonnage plots were produced to allow further studies.
<p><i>Mining factors or assumptions</i></p>	<ul style="list-style-type: none"> <i>Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the mining assumptions made.</i> 	<ul style="list-style-type: none"> RPM and AMA have assumed that the deposit would be mined using open pit techniques SRK Consulting completed a Scoping Study in 2014 which was based upon mining by conventional open-pit methods.
<p><i>Metallurgical factors or assumptions</i></p>	<ul style="list-style-type: none"> <i>The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made.</i> 	<ul style="list-style-type: none"> No assumptions have been made regarding metallurgy. In October 2013, Pathfinder (ASX:PF1) (formerly Winmar (ASX:WFE)) announced the results of metallurgical test work that provided confidence that the resource can be beneficiated through dry crushing and screening, or through additional de-sliming of the material to further upgrade the product. Composite samples were additionally wet screened and the size fractions assayed to assess the upgrade potential of a de-sliming operation. The Fe grade increased by between 1.4% and 2.4%, and silica and alumina decreased by about 2% for cut sizes of 45 microns and above.
<p><i>Environmental factors or assumptions</i></p>	<ul style="list-style-type: none"> <i>Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfields project, may not always be well advanced, the</i> 	<ul style="list-style-type: none"> The mining of the Hamersley Iron Ore Project would be in a similar form to existing mines within the Pilbara Iron Ore province. The project is not located within an environmental reserve and any mining activities would be required to meet the minimum standards as defined for all the existing Iron Ore producers of the region.

Criteria	JORC Code explanation	Commentary
	<p><i>status of early consideration of these potential environmental impacts should be reported. Where these aspects have not been considered this should be reported with an explanation of the environmental assumptions made.</i></p>	
Bulk density	<ul style="list-style-type: none"> • <i>Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size and representativeness of the samples.</i> • <i>The bulk density for bulk material must have been measured by methods that adequately account for void spaces (vugs, porosity, etc), moisture and differences between rock and alteration zones within the deposit.</i> • <i>Discuss assumptions for bulk density estimates used in the evaluation process of the different materials.</i> 	<ul style="list-style-type: none"> • The in-situ bulk density was assigned based on results obtained from four diamond holes. • Results indicate a value of 2.59 t/ m³ for CID, which is considered comparable to other similar deposits currently being mined in the region. • Further bulk density test work is recommended.
Classification	<ul style="list-style-type: none"> • <i>The basis for the classification of the Mineral Resources into varying confidence categories.</i> • <i>Whether appropriate account has been taken of all relevant factors (ie relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity and distribution of the data).</i> • <i>Whether the result appropriately reflects the Competent Person's view of the deposit.</i> 	<ul style="list-style-type: none"> • Mineral Resources were classified in accordance with the Australasian Code for the Reporting of Identified Mineral Resources and Ore Reserves (JORC, 2012). • The Indicated portion of the resource was defined where the drill spacing was 125m by 100m or less and continuity in both grade and geological structure was demonstrated Indicated Mineral Resource was confined to the CID material. • The Inferred Resource included areas of the CID material where sampling was greater than 125m by 100m and the DID material.
Audits or reviews	<ul style="list-style-type: none"> • <i>The results of any audits or reviews of Mineral Resource estimates.</i> 	<ul style="list-style-type: none"> • The original RPM May 2013 Mineral Resource estimate and JORC Code (2004) report was audited by AM&A. With the addition of an independently verified QAQC section, the JORC Code (2004) resource estimate is now reported as being compliant with the current JORC Code (2012).

Criteria	JORC Code explanation	Commentary
<p><i>Discussion of relative accuracy/confidence</i></p>	<ul style="list-style-type: none"> • <i>Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate.</i> • <i>The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used.</i> • <i>These statements of relative accuracy and confidence of the estimate should be compared with production data, where available.</i> 	<ul style="list-style-type: none"> • There is a high level of confidence in the reported resource values for the global resource. The use of ordinary kriging as the estimation technique ensures that any anomalous high grades within the iron ore zones were not over extrapolated and that the resource was very robust. The general consistency of the grades within the domains, the nature of the form of deposition provides the consistency noted at the drilling out of the resource. • The statement references specifically global tonnages within this release. No localised tonnages are referred to apart from domain classifications. • The area has not been mined historically and as such there is no production data from which to compare the estimate against.

Annexure 4 – IGR Drill Hole Database

Hole ID	Eastings (GDA 94)	Northings (GDA 94)	RL	Depth	Dip
PLRC0001	604172.4	7529175	704.165	136	-90
PLRC0002	604345.7	7529350	692.89	101	-90
PLRC0003	604537.1	7529532	683.412	122	-90
PLRC0004	604709.7	7529706	684.155	128	-90
PLRC0005	604907.6	7529897	682.811	113	-90
PLRC0006	605106.1	7530110	680.728	134	-90
PLRC0007	605095.2	7529336	689.663	83	-90
PLRC0008	604159.6	7529875	678.493	88	-90
PLRC0009	604350	7530065	685	20	-90
PLRC0010	604348.2	7530068	678.262	146	-90
PLRC0011	604523.5	7530248	677.275	143	-90
PLRC0012	604694.6	7530432	675.633	81	-90
PLRC0013	603621	7534658	629	53	-90
PLRC0014	603625	7535689	640	23	-90
PLRC0015	603897.1	7530305	672.649	104	-90
PLRC0016	604084.1	7530496	672.73	103	-90
PLRC0017	604253.5	7530678	671.652	110	-90
PLRC0018	603720.6	7530852	667.048	107	-90
PLRC0022	603751.3	7530175	672.715	140	-90
PLRC0023	604015.8	7529728	682.729	144	-90
PLRC0024	604255	7529971	678.46	144	-90
PLRC0025	604610.5	7530346	676.598	162	-90
PLRC0026	604824.9	7530189	678.66	140	-90
PLRC0027	604111.2	7529479	692.697	140	-90
PLRC0028	604285.8	7529648	683.147	144	-90
PLRC0029	604470.9	7529841	681.044	150	-90
PLRC0030	604638	7530005	680.369	168	-90
PLRC0042	604290	7530693	661	98	-90
PLRC0043	603743	7530869	663	132	-90
PLRC0044	604289.2	7530695	671.93	162	-90
PLRC0045	604157.1	7530568	672.66	162	-90
PLRC0046	604018.6	7530418	672.85	162	-90
PLRC0047	603866.2	7530285	673.07	156	-90

Hole ID	Eastings (GDA 94)	Northings (GDA 94)	RL	Depth	Dip
PLRC0048	603917.9	7530678	669.86	152	-90
PLRC0049	603774.5	7530532	669.77	164	-90
PLRC0050	603631.7	7530393	670.25	146	-90
PLRC0051	604069.3	7530823	669.61	160	-90
PLRC0052	603738.2	7530874	667.04	138	-90
PLRC0053	603573.1	7530749	666.75	150	-90
PLRC0054	603902.6	7531031	666	174	-90
PLRC0055	603530.1	7531018	663.56	121	-90
PLRC0056	603351	7531217	660.19	163	-90
PLRC0057	604391.7	7530463	674.89	174	-90
PLRC0058	604251.9	7530313	675.2	180	-90
PLRC0059	604101.1	7530170	675.22	180	-90
PLRC0060	603954.7	7530035	675.37	138	-90
PLRC0061	603822.6	7529894	675.82	192	-90
PLRC0062	604751	7530489	675.24	229	-90
PLRC0063	604125.7	7529844	677.69	163	-90
PLRC0064	604761.4	7529752	683.62	157	-90
PLRC0065	604613.7	7529611	683.87	151	-90
PLRC0066	604355.3	7529359	692.24	115	-90
PLRC0067	604536.8	7530609	673.42	162	-90
PLRC0068	605038.9	7530043	681.45	144	-90
PLRC0069	604990.7	7529620	686.51	127	-90
PLRC0070	604847.7	7529478	686.14	145	-90
PLRC0071	604708.4	7529337	686.42	103	-90
PLRC0072	605117.8	7529359	689.63	91	-90
PLRC0073	604972.4	7529215	689.68	85	-90
PLRC0074	603194.8	7531039	660.73	150	-90
PLRC0075	603262.4	7531116	661.26	133	-90
PLRC0076	603449.5	7531306	660.46	151	-90
PLRC0077	603539.3	7531388	660.85	157	-90
PLRC0078	603723.8	7531181	663.77	168	-90
PLRC0079	603642.3	7531096	663.99	186	-90
PLRC0080	603449.1	7530917	664.26	156	-90
PLRC0081	603365	7530837	664.11	150	-90

Hole ID	Eastings (GDA 94)	Northings (GDA 94)	RL	Depth	Dip
PLRC0082	604202.8	7530961	668.61	162	-90
PLRC0083	604138.7	7530895	669.13	168	-90
PLRC0084	603701.5	7530468	669.88	162	-90
PLRC0085	603847.3	7530609	670.01	156	-90
PLRC0086	603958.9	7531076	665.81	175	-90
PLRC0087	604212.4	7530634	672.55	169	-90
PLRC0088	604441.4	7530846	670.53	163	-90
PLRC0089	604606	7530679	672.9	151	-90
PLRC0090	604965.5	7530331	677.76	145	-90
PLRC0091	604903.6	7530270	678.41	157	-90
PLRC0092	604755.6	7530111	679.58	163	-90
PLRC0093	604684.7	7530043	679.83	175	-90
PLRC0094	604531.3	7529912	680.43	181	-90
PLRC0095	604402.3	7529761	681.12	163	-90
PLRC0096	604823.5	7530561	675.38	84	-90
PLRC0097	604684.4	7530418	675.9	174	-90
PLRC0098	604542.6	7530278	677.21	180	-90
PLRC0099	604482.7	7530200	677	168	-90
PLRC0100	604199.7	7529926	678.29	162	-90
PLRC0101	604059.1	7529780	679.78	162	-90
PLRC0102	604323.2	7529686	681.06	157	-90
PLRC0103	604183.8	7529546	688.26	127	-90
PLRC0104	604971.6	7529973	682.03	145	-90
PLRC0105	604840.5	7529832	683.14	145	-90
PLRC0106	604191.7	7532389	653.58	145	-90
PLRC0107	604367	7532569	652.9	115	-90
PLRC0108	603813.1	7530942	666.77	181	-90
PLRC0109	604457.6	7530555	673.88	180	-90
PLRC0110	604320.8	7530392	674.84	180	-90
PLRC0111	604191.5	7530256	675.37	180	-90
PLRC0112	604033.7	7530118	675.27	180	-90
PLRC0113	603896.4	7529985	674.97	192	-90
PLRC0114	603660	7530798	666.56	181	-90
PLRC0115	604269.7	7531026	667.99	180	-90

Hole ID	Eastings (GDA 94)	Northings (GDA 94)	RL	Depth	Dip
PLRC0116	603189.2	7531378	658.57	180	-90
PLRC0117	603120.4	7531300	658.61	186	-90
PLRC0118	604369.3	7530774	671.2	192	-90
PLRC0121	603530.2	7530663	667.33	162	-90
PLRC0122	604090.3	7530497	672.7	198	-90
PLRC0123	604409.1	7530142	677.85	174	-90
PLRC0125	604269.6	7529284	697.15	156	-90
PLRC0135	604720.6	7532927	651.53	144	-90
PLRC0136	603455.9	7533069	643.98	108	-90
PLRC0137	603656.7	7529003	709.088	110	-90
PLRC0138	603613.4	7529671	683.551	30	-90
PLRC0139	603454.1	7529505	686.717	42	-90
PLRC0140	603450.8	7529496	686.984	102	-90
PLRC0141	603504	7529913	673	24	-90
PLRC0142	603500	7529910	673	120	-90
PLRC0143	603508.4	7529909	672.752	180	-90
PLRC0144	603191.7	7529594	677.935	84	-90
PLRC0145	603401.5	7530147	668.613	186	-90
PLRC0146	603109.1	7529869	669.09	132	-90
PLRC0147	603349	7530498	666.643	180	-90
PLRC0148	603050.5	7530209	664.493	168	-90
PLRC0149	603097.9	7530603	663.412	210	-90
PLRC0150	605008.5	7530745	673.234	180	-90
PLRC0151	604928.6	7530995	669.55	156	-90
PLRC0152	604732.5	7531105	667.826	156	-90
PLRC0153	604451.5	7531205	666.958	180	-90
PLRC0154	604239.7	7531394	663.894	240	-90
PLRC0155	603614.3	7529664	683.674	156	-90
PLRC0156	603814.9	7529521	691.878	144	-90
PLRC0157	603953.5	7529314	701.295	156	-90
PLRC0158	604161.8	7529204	702.859	162	-90
PLRC0159	603652.2	7530052	672.395	186	-90
PLRC0160	604104.4	7531239	665.261	228	-90
PLRC0161	604011.9	7529055	710.866	138	-90

Hole ID	Eastings (GDA 94)	Northings (GDA 94)	RL	Depth	Dip
PLRC0162	604402.7	7529057	702.014	162	-90
PLRC0163	604255.8	7530314	675.249	80	-90
PLRC0164	604267	7528927	713	96	-90
PLRC0165	604547	7529195	693	156	-90
PLRC0166	604361	7529196	689	168	-90
PLRC0167	604238	7529100	694	108	-90
PLRC0168	604457	7528991	704	78	-90
PLRC0169	604642	7529085	691	60	-90
PLRC0170	604645	7528899	704	42	-90
PLRC0171	604470	7529121	690	174	-90
PLRC0172	604435	7529429	693	156	-90
PLRC0173	604484	7529300	685	138	-90
PLRC0174	604627	7529173	679	72	-90
PLRC0175	604353	7529020	718	96	-90
PLRC0176	604146	7528965	702	78	-90
PLRD0119	604211.1	7530624	672.64	170	-90
PLRD0120	603666	7530804	666.28	67	-90
PLRD0124	604404.9	7530137	677.82	51	-90
PLRD0126	604841.4	7529837	683.08	51	-90
PLRD0127	604613.4	7529980	680.2	51	-90
PLRD0128	604820.6	7530562	675.25	51	-90
PLRD0129	603994.4	7530750	669.77	51	-90
PLRD0130	603741.2	7530874	666.95	51	-90
PLRD0131	603530.3	7531021	663.52	51	-90
PLRD0132	603258.1	7531121	661.17	51	-90
PLRD0133	603541.2	7531387	660.85	51	-90
PLRD0134	603935.3	7530348	672.71	51	-90
5B022	604136	7529147	698	124	-90
5B023	603574	7529101	696	26	-90
5B024	601930	7528883	658	10	-90



ANNEXURE **B.**

SOLICITOR'S TENEMENT REPORT

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Perth | Melbourne

31 August 2021

Our Ref: MPF:KPB:5504-01
Contact: Mark Foster
Partner
mfoster@steinpag.com.au

The Board of Directors
Equinox Resources Limited
141 Stirling Highway
NEDLANDS WA 6009

Dear Directors

SOLICITOR'S REPORT ON TENEMENTS

This Report is prepared for inclusion in a prospectus for the initial public offer of up to 45,000,000 fully paid ordinary in the capital of Equinox Resources Limited (ACN 650 503 325) (**Company**)(**Shares**) at an issue price of \$0.20 per Share to raise up to \$9,000,000 (before costs) (**Prospectus**).

In connection with the issue of Shares under the Prospectus, the Company has entered into an acquisition agreement with Pathfinder Resources Limited (ACN 085 905 997) (**Pathfinder**) and Lockett Fe Pty Ltd (ACN 152 114 031) (**Lockett**), pursuant to which the Company has agreed to acquire 100% of the legal and beneficial interest in the Tenement (defined below) (**Acquisition Agreement**).

A summary of the material terms and conditions of the Acquisition Agreement is contained in Part III of this Report.

1. SCOPE

We have been requested to report on mining tenement M 47/1540-I (the **Tenement**).

The Tenement is located in Western Australia. Details of the Tenement and the non-standard conditions relating to the Tenement are set out in Part I of this Report.

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**):

- (a) we have obtained mining tenement register searches for the Tenement from the registers maintained by the Western Australian Department of Mines, Industry Regulation and Safety (**DMIRS**). These searches conducted on 21 May 2021 and updated on 30 August 2021 (**Tenement Searches**). Key details on the status of the Tenement are set out in Part I of this Report;
- (b) we have obtained results of searches 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 Tenement. This material was obtained on 24 May 2021 and updated on 30 August 2021. Details of any native title claims (registered or unregistered), native title determinations and ILUAs are set out in Section 7 of this Report and Part II of this Report;
- (c) we have obtained searches from the online Aboriginal Heritage Inquiry System maintained by the Department of Planning, Lands and Heritage (**DPLH**) for any Aboriginal sites registered on the Western Australian Register of Aboriginal sites over the Tenement (**Heritage Search**). The Heritage Searches were conducted on 21 May 2021 and updated on 30 August 2021;
- (d) we have obtained quick appraisal user searches of Tengraph which is maintained by the DMIRS to obtain details of features or interests affecting the Tenement (**Tengraph Search**). The Tengraph Searches were conducted on 21 May 2021 and updated on 30 August 2021. Details of any material issues identified from the Tengraph Search are set out in the notes to Part I of this Report; and
- (e) we have reviewed all material agreements relating to the Tenement provided to us or registered as dealings against the Tenement as at the date of the Searches and have summarised the material terms (details of which are set out in Part III of this Report).

3. OPINION

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

- (a) the Company's interest in the Tenement;
- (b) the validity and good standing of the Tenement; and
- (c) third party interests, including encumbrances, in relation to the Tenement.

4. EXECUTIVE SUMMARY

Subject to the qualifications and assumptions in this Report, we consider the following to be material issues in relation to the Tenement:

(a) **Company's interest**

The Company has entered into the Acquisition Agreement to acquire a 100% legal and beneficial interest in the Tenement. A summary of the material terms of the Acquisition Agreement is set out in Part III of the Schedule of this Report.

(b) **Rent/Expenditure**

The Tenement has outstanding minimum expenditure commitments for the current year (ending 5 November 2021). Schedule 1 provides further details on the expenditure commitment. There is a risk that if the expenditure is not met or an exemption is not sought correctly, the Tenement may be liable for forfeiture for under expenditure.

(c) **Third party interests**

Royalties are payable over minerals produced on the Tenement pursuant to the Acquisition Agreement. A summary of the material terms of the Acquisition Agreement, including terms of the royalties which may become payable, are set out in Section 11 and Part III of this Report.

(d) **Native title and Aboriginal Tenements**

The Tenement is within the external boundaries of a native title determination. Further details of the native title determination are set out in Part II of this Report.

(e) **Iron Authorisation**

The Minister has endorsed the Tenement under section 111 of the *Mining Act 1978 (WA)* (**Mining Act**), to authorise the holder to mine the tenement for iron as indicated by the '-I' special indicator on the tenement number.

5. DESCRIPTION OF THE TENEMENT

The Tenement is a mining lease granted under the Mining Act. The key details of the Tenement are summarised at Part I of this Report. This Section 5 provides a description of the nature and key terms of mining leases as set out in the Mining Act and potential successor tenements.

(a) **Application**

Any person may lodge an application for a mining lease, although a holder of a prospecting licence, exploration licence or retention licence over the relevant area has priority. The Minister decides whether to grant an application for a mining lease.

The application, where made after 10 February 2006, must be accompanied by either a mining proposal or a statement outlining mining intentions and a "mineralisation report" indicating there is significant mineralisation in the area

over which a mining lease is sought. A mining lease accompanied by a "mineralisation report" will only be approved where the Director, Geological Survey considers that there is a reasonable prospect that the mineralisation identified will result in a mining operation.

(b) **Rights**

The holder of a mining lease is entitled to mine for and dispose of any minerals on the land in respect of which the lease was granted. A mining lease entitles the holder to do all acts and things necessary to effectively carry out mining operations.

(c) **Term**

A mining lease has a term of 21 years and may be renewed for successive periods of 21 years. Where a mining lease is transferred before a renewal application has been determined, the transferee is deemed to be the applicant.

(d) **Conditions**

Mining leases are granted subject to various standard conditions, including conditions relating to expenditure, the payment of prescribed rent and royalties and observance of environmental protection and reporting requirements. An unconditional performance bond may be required to secure performance of these obligations. A failure to comply with these conditions may lead to forfeiture of the mining lease. These standard conditions are not detailed in Part I of this Report. Details of non-standard conditions relating to the Tenement are detailed in Part I of this Report.

(e) **Transfer**

The consent of the Minister is required to transfer a mining lease. This was obtained in respect of the transfer of the Tenement on 3 August 2021.

6. **ABORIGINAL HERITAGE**

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

No Aboriginal sites were identified from the Heritage Searches. However, 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 be ascertained from these searches.

It is important to note that an Aboriginal site may:

- (a) exist in any area of Western 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 *Aboriginal Heritage Act 1972 (WA)*. Therefore, the absence of any reference to an Aboriginal site of interest from the Aboriginal Heritage Inquiry System is not conclusive.

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. To ensure that it does not contravene such legislation, it would be prudent for the Company (and it would accord with industry practice and Aboriginal expectations) to conduct heritage surveys to determine if any Aboriginal sites or objects exist within the area of the Tenement. Any interference with these sites or objects 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 with the traditional owners of the sites.

6.2 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.

6.3 Western Australian legislation

Tenements are granted subject to a condition requiring observance of the *Aboriginal Heritage Act 1972* (WA) (**WA Heritage Act**).

The WA Heritage Act makes it an offence to alter or damage sacred ritual or ceremonial Aboriginal sites and areas of significance to Aboriginal persons (whether or not they are recorded on the register or otherwise known to the Register of Aboriginal Sites, DPLH or the Aboriginal Cultural Material Committee).

The Minister's consent is required where any use of land is likely to result in the excavation, alteration or damage to an Aboriginal site or any objects on or under that site.

Aboriginal sites may be registered under the WA Heritage Act. However, there is no requirement for a site to be registered. The WA Heritage Act protects all registered and unregistered sites.

7. NATIVE TITLE

7.1 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

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

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.

The NTA has been adopted in Western Australia by the enactment of the Titles (Validation) and Native Title (Effect of Past Acts) Act 1995.

7.2 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 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 (**RNTC**) 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 four 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 (**NNTR**).

7.3 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.

² Parts 3 and 4 of the NTA

³ Part 3, Division 5 of the NTA

⁴ Part 2, Division 2 of the NTA

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:

- (a) the right to negotiate, which is the primary Future Act procedure prescribed by the NTA;
- (b) the expedited procedure, which may be used in relation to the grant of exploration and prospecting licences;
- (c) an indigenous land use agreement; and
- (d) the infrastructure process.

Future Act procedures are provided below.

7.4 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 six months from the date on which the State issues a Section 29 Notice.

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

7.5 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 four 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.

The DMIRS currently has a policy of requiring applicants for prospecting licences and exploration licences to sign and send a Regional Standard Heritage Agreement (**RSHA**) to the registered native title claimant, or prove they have an existing RSHA or Alternative Heritage Agreement in place.

The RSHA provides a framework for the conduct of Aboriginal heritage surveys over the land the subject of a tenement prior to the conducting of ground-disturbing work and conditions that apply to activities carried out within the tenement.

If the registered native title claimant does not execute the RSHA within the Objection Period (and no objections are otherwise lodged), the tenement may still be granted at the expiry of the Objection Period. If the tenement applicant refuses or fails to execute or send the RSHA to the registered native title holder, the DMIRS will process the application under the right to negotiate procedure.

7.6 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.

7.7 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.

In Western Australia, the DMIRS applies the infrastructure process to most miscellaneous licences and general purpose leases, depending on their purpose. For these types of tenements, an alternative consultation process applies, and in the absence of an agreement between the native title claimants and the applicant, the matter can be referred to an independent person for determination.

7.8 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; and
- (c) the rights to be created are not greater than the rights conferred by the earlier mining tenement.

7.9 Native title claims and determinations affecting the Tenement

Our Searches indicate that the Tenement is within the external boundaries of the Eastern Guruma Native Title Determination (WCD2007/001). The Native Title Determination was determined by the Federal Court on 1 March 2007.

We have not identified anything in our enquiries to indicate that Tenement subject to the Native Title Determination was not validly granted in accordance with the NTA.

Further details in respect of the Native Title Determination are set out in Part II of this Report.

7.10 Indigenous land use agreements affecting the Tenement

Our Searches indicate that the Tenement is within the area of two registered ILUAs as specified in Part II of this Report.

8. CROWN LAND

As set out in Part I of the Schedule to this Report, the land the subject of the Tenement overlaps unallocated Crown land as set out below.

Tenement	Crown land	% overlap
M 47/1450-I	Unallocated Crown Land: Cadastral	100% (1034.3051HA)

The Mining Act:

- (a) prohibits the carrying out of prospecting, exploration or mining activities on Crown land that is less than 30 metres below the lowest part of the natural surface of the land and:
 - (i) for the time being under crop (or within 100 metres of that crop);
 - (ii) used as or situated within 100 metres of a yard, stockyard, garden, cultivated field, orchard vineyard, plantation, airstrip or airfield;
 - (iii) situated within 100 metres of any land that is an actual occupation and on which a house or other substantial building is erected;
 - (iv) the site of or situated within 100 metres of any cemetery or burial ground; or

- (v) if the Crown land is a pastoral lease, the site of or situated within 400 metres of any water works, race, dam, well or bore not being an excavation previously made and used for purposes by a person other than the pastoral lessee,

without the written consent of the occupier, unless the warden by order otherwise directs.
- (b) imposes restrictions on a tenement holder passing over Crown land referred to in section 8(a), including:
 - (i) taking all necessary steps to notify the occupier of any intention to pass over the Crown land;
 - (ii) the sole purpose for passing over the Crown land must be to gain access to other land not covered by section 8(a) to carry out prospecting, exploration or mining activities;
 - (iii) taking all necessary steps to prevent fire, damage to trees, damage to property or damage to livestock by the presence of dogs, the discharge of firearms, the use of vehicles or otherwise; and
 - (iv) causing as little inconvenience as possible to the occupier by keeping the number of occasions of passing over the Crown land to a minimum and complying with any reasonable request by the occupier as to the manner of passage.
- (c) requires a tenement holder to compensate the occupier of Crown land:
 - (i) by making good any damage to any improvements or livestock caused by passing over Crown land referred to in section 8(a) or otherwise compensate the occupier for any such damage not made good; and
 - (ii) in respect of land under cultivation, for any substantial loss of earnings suffered by the occupier caused by passing over Crown land referred to in section 8(a).

The warden may not give the order referred to in section 8(a) that dispenses with the occupier's consent in respect of Crown land covered by section 8(a)(iii). In respect of other areas of Crown land covered by the prohibition in section 8(a), the warden may not make such an order unless he is satisfied that the land is genuinely required for mining purposes and that compensation in accordance with the Mining Act for all loss or damage suffered or likely to be suffered by the occupier has been agreed between the occupier and the tenement holder or assessed by the warden under the Mining Act.

Although the Company will be able to undertake its proposed activities on those parts of the Tenements not covered by the prohibitions and pass over those parts of the Tenements to which the restrictions do not apply immediately upon listing on ASX, the Company should consider entering into access and compensation agreements with the occupiers of the Crown land upon commencement of those activities in the event further activities are required on other areas of the Tenements which are subject to prohibitions or restrictions or if the status or categorisation of the land comprising the

Tenement is changed and areas of the Tenement become subject to prohibitions or restrictions that do not presently exist.

9. PASTORAL LEASE EXCLUSION AREAS

As set out in Part I of the Schedule to this Report the Tenement overlaps a pastoral lease exclusion area (2015) as set out below.

Tenement	Exclusion area	% overlap
M 47/1450-I	Pastoral Lease Exclusion Area (2015)	100% (1034.3051HA)

On 30 June 2015, all pastoral leases in Western Australian which were originally issued under the *Land Act 1933 (WA)* expired and were required to be renewed. All pastoral leases which were not renewed became unallocated Crown land.

Section 8 above describes the implications of unallocated Crown land in further detail.

10. PLANS FOR OUR PARKS INITIATIVE

The Plan for Our Parks initiative is a whole-of-government initiative to create five million hectares of new national parks, marine parks and other conservation reserves by February 2024. In 2019, the Premier of Western Australia, Hon Mark McGowan MLA, announced 18 opportunity areas to achieve the target and a consultation process was undertaken with traditional owners, key stakeholders and interest holders to help refine the proposals.

Following announcement by the Premier, the Government identified the need for additional areas for reservation to ensure the five-million-hectare target is met. Following a consultation and refinement process undertaken throughout 2020, around 830,000 hectares of additional areas were identified, which areas will be progressed alongside the initial 18 reserve proposals.

These additional areas include proposed additions to the Karijini National Park. The proposed additions would extend the Karijini National Park to abut the northern and eastern side of, but not overlap, any part of the Tenement. The Company has advised that this expansion will not affect the exploration and development activities as the Company's access to the western and southern part of the Tenement remains. The Company has advised that it is engaged in ongoing discussions with the various Western Australian government agencies to ensure the ability of the Company to develop the Tenement is maintained.

11. FORFEITURE RISK

Tenements may be at risk of forfeiture if rents are not paid when due, if applications for exemption are not lodged within time or, if lodged, expenditure exemptions are not granted by the DMIRS. The usual outcome with under expenditure is for the DMIRS to grant an exemption, or a nominal fine is imposed in lieu of forfeiture.

Our Searches indicate that, as at 30 August 2021, the Tenement has unmet annual minimum expenditure requirements. The current year expenditure commitment for the Tenement (ending 5 November 2021) is \$104,200. As at 30 August 2021, no expenditure has been lodged on the Tenement.

We understand the DMIRS requires that expenditure reports are lodged within 60 days after the end of a tenement year. During this period, companies can also apply for an exemption to expenditure.

The Company should ensure that any exemption applications are lodged within time if it appears that minimum annual expenditure for the Tenement will not be satisfied.

12. ROYALTIES

Pursuant to the Acquisition Agreement, following completion, the Company must pay Pathfinder and Lockett (together the Vendors) the following fixed royalties:

- (a) **Pathfinder Royalty:** payable to Pathfinder, a fixed royalty of USD\$0.70 per metric tonne of iron ore which is extracted and sold or otherwise disposed of from the area within the boundaries of the Tenement (as at the date of execution of the Acquisition Agreement); and
- (b) **Lockett Royalty:** payable to Lockett, a fixed royalty of USD\$0.30 per metric tonne of iron ore which is extracted and sold or otherwise disposed of from the area within the boundaries of the Tenement (as at the date of execution of the Acquisition Agreement).

Refer to Part III of this Report for a summary of the material terms and conditions of the Acquisition Agreement (including, the terms on which the royalties are granted).

13. QUALIFICATIONS AND ASSUMPTIONS

This Report is subject to the following qualifications and assumptions:

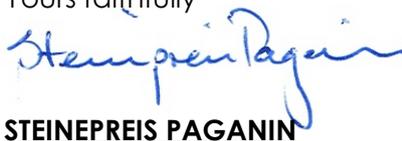
- (a) we have assumed the accuracy and completeness of all Searches, register extracts and other information or responses which were obtained from the relevant department or authority including the NNTT;
- (b) we assume that the registered holders of the Tenement has valid legal title to the Tenement and are capable of transferring this legal title to the Company in accordance with the terms of the Acquisition Agreements;
- (c) this Report does not cover any third party interests, including encumbrances, in relation to the Tenement 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 Tenement 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 Tenement, we have assumed that the State and the applicant for the Tenement 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 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 and II of 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 Tenement between the date of the Searches and the date of this Report;
- (j) we have not conducted searches of the Database of Contaminated Sites maintained by the Department of the Environment and Conservation;
- (k) native title may exist in the area covered by the Tenement. 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 Tenement, 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
- (l) Aboriginal heritage sites or objects (as defined in the WA Heritage Act or under the Commonwealth Heritage Act) may exist in the areas covered by the Tenement regardless of whether or not that site has been entered on the Register of Aboriginal Sites established by the WA Heritage Act or is the subject of a declaration under the Commonwealth Heritage Act other than the Heritage Searches. 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 Tenement.

14. CONSENT

This report is given 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 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



STEINEPREIS PAGANIN

PART I – TENEMENT SCHEDULE

TENEMENT	REGISTERED HOLDER / APPLICANT	SHARES HELD	GRANT DATE (APPLICATION DATE)	EXPIRY DATE	AREA SIZE	ANNUAL RENT (Next rental year)	MINIMUM ANNUAL EXPENDITURE	REGISTERED DEALINGS / ENCUMBRANCES	NOTES	NATIVE TITLE AND ABORIGINAL HERITAGE
M 47/1450-I	Lockett Fe Pty Ltd	30/100	06/11/2014	05/11/2035	1,042 HA	\$22,924.00 (Year ending 05/11/2022)	Previous Tenement Yr (Year ended 5/11/2020): \$59,383.08 Current Tenement Yr: (Year ending 5/11/2021) \$104,200.00 No expenditure lodged.	None	1, 2, 3, 4, 5	Refer to Part II of this Report
	Pathfinder Resources Ltd	70/100								

Key to Tenement Schedule

M – Mining Lease

References to numbers in the “Notes” column refers to the notes following this table.

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.

Notes:

Non-standard tenement conditions and endorsements

1.	The grant of this lease does not include land the subject of Exploration Licence 47/1390.
2.	Advice shall be sought from the DoW if proposing any mining/activity in respect to mining operations within a defined waterway and within a lateral distance of: <ul style="list-style-type: none"> (a) 50 metres from the outer-most water dependent vegetation of any perennial waterway, and (b) 30 metres from the outer-most water dependent vegetation of any seasonal waterway.
3.	No mining/activities in respect to mining operations being carried out that may disrupt the natural flow of any waterway unless in accordance with a current licence to take surface water or permit to obstruct or interfere with beds of banks issued by the DoW.
4.	Survey.
5.	All surface holes drilled for the purpose of exploration are to be capped, filled or otherwise made safe immediately after completion.

Tengraph interests

	Land Type	Description
1.	Reserves / Unallocated Crown Land	<p>Under section 41 of the Land Administration Act 1997 (LAA) the Minister may set aside Crown lands by Ministerial Order in the public interest. Every such reservation has its description and designated purpose registered on a Crown Land Title (CLT) and is depicted on an authenticated map held by Landgate.</p> <p>Reservation action is normally initiated by the Department of Planning, Lands and Heritage following community or Government request, land planning decisions, or as a result of the subdivision of land.</p> <p>The Land Act 1933 provided for State reserves to be classified as Class A, B or C. There is no provision in the LAA to create new Class B reserves and there is no longer reference to Class C reserves. Class A affords the greatest degree of protection for reserved lands, requiring approval of Parliament to amend the reserve's purpose or area, or to cancel the reservation. The A classification is used solely to protect areas of high conservation or high community value. Class B reserves continue yet are no longer created under the LAA. The Minister for Lands may deal with Class B reserved lands as normal reserves, provided that, should the reservation be cancelled, a special report is made to both Houses of Parliament within 14 days from the cancellation or within 14 days after the commencement of the next session.</p> <p>Once created, a reserve is usually placed under the care, control and management of a State government department, local government or incorporated community group by way of a Management Order registered against the relevant CLT. A Management Order under the LAA does not convey ownership of the land – only as much control as is essential for the land's management.</p> <p>M 47/1450-I overlaps with unallocated Crown Land – 'Cadastral' (1034.3051 HA) (100%).</p>
2.	Heritage Survey Areas (HSA)	M 47/1450-I overlaps with HSA 23050 1 (1034.0316 HA) (99.97%).
3.	Groundwater Area (GWA)	<p>Groundwater is a reserve of water beneath the earth's surface in pores and crevices of rocks and soil. Recharge of groundwater aquifers is slow and can take many years. Groundwater often supports wetland and stream ecosystems.</p> <p>GWAs are proclaimed under the Rights in Water and Irrigation Act, 1914. There are 45 proclaimed GWAs in Western Australia where licences are required to construct or alter a well and to take groundwater. The Department of Water and Environmental Regulation is responsible for managing proclaimed areas under the Act.</p> <p>M 47/1450-I overlaps with GWA 32 – GWA Pilbara (1034.3051 HA) (100%).</p>
4.	2015 Pastoral Lease exclusion area	<p>All Western Australian pastoral leases expired on the 30 June 2015. These were originally issued under the now repealed Land Act 1933. All pastoral leases that met renewal conditions were renewed. Those that were not renewed became unallocated Crown land.</p> <p>Some pastoral leases were subject to exclusions. Under the 2015 exclusion process submissions were received from a number of State and local government agencies detailing areas earmarked for exclusion. These exclusion areas are set aside for "public purposes". The areas range from a few hectares to protect a heritage site, to much larger areas required to consolidate national parks and conservation areas. The exclusion areas transition to unallocated Crown land. They are then subject to clearances by various Government agencies before a suitable reservation or tenure is established and management arrangements formalised.</p> <p>M 47/1450-I overlaps with Pastoral Lease Exclusion Area (2015) (ID 62) (1034.3051 HA) (100%).</p>

	Land Type	Description
5.	Surface Water Area (SWA)	<p>The Rights in Water and Irrigation Act 1914 provides the Governor of Western Australia the power to proclaim, or prescribe through regulation, a Surface Water Area.</p> <p>A Surface Water Area is proclaimed for the purposes of regulating the taking of water from watercourses and wetlands. An area is proclaimed, or prescribed through regulations, where there is a need for systematic management of the use of water. The proclamation is made on the recommendation of the Department of Water and Environmental Regulation and must first be tabled before both Houses of Parliament.</p> <p>Proclaiming or prescribing an area has the effect of allowing the use of water for commercial activity under a licence. Where an area has been proclaimed, the provisions of Division 1B of Part III of the Act apply to surface water in that area.</p> <p>M 47/1450-I overlaps with SWA 30 (1034.3051 HA) (100%).</p>
6.	Aboriginal Representative Body (ARB)	<p>Native Title Representative Bodies (NTRB's) are recognised under the Australian Commonwealth Government's Native Title Act 1993. Native Title Representative bodies are primarily service delivery agencies, which are responsible for providing professional Native Title services to their clients in an effective and equitable manner. Part of their role is to:</p> <ul style="list-style-type: none"> (a) assist in the preparation of anthropological and historical evidence in support of their claim applications; (b) provide claimants with legal representation e.g. negotiations for an Indigenous Land Use Agreement; and (c) act as mediators between the claimants and the State Government. <p>M 47/1450-I overlaps with ARB 12 - Pilbara (1034.3051 HA) (100%).</p>

PART II – NATIVE TITLE CLAIMS

1. NATIVE TITLE DETERMINATIONS

TENEMENT (Encroachment %)	TRIBUNAL NUMBER	FEDERAL COURT NUMBER	DETERMINATION NAME	DETERMINATION OUTCOME	DETERMINATION DATE AND EFFECT
M 47/1540-I (100%)	WCD2007/001	WAD6208/1998	Hughes (on behalf of the Eastern Guruma People) v State of Western Australia	Native title exists in the entire determination area.	Determination: 01/03/2007 Date of effect: 01/03/2007

2. ILUAs

The land under the Tenement is subject to two ILUAs. 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 ILUAs and confirm the following details:

TENEMENT (Encroachment %)	ILUA NAME	NNT NUMBER	ILUA TYPE	REGISTERED DATE	PARTIES TO THE ILUA	PERIOD OF ILUA
M 47/1540-I (100%)	Hamersley Iron Pty Ltd - Eastern Guruma	WI2001/001	Area Agreement	05/03/2004	1. Guruma Mali Wurtu Aboriginal Corporation (Applicant); 2. Hamersley Iron Pty Limited; 3. Peter Stevens, Nelson Hughes & Eva Connors; 4. Rio Tinto Exploration Pty Limited; and 5. The State of Western Australia.	Start date: 27/11/2002 End date: 01/01/2050
	Pilbara Iron - Eastern Guruma Body Corporate ILUA	WI2007/001	Body Corporate	23/06/2008	1. Hamersley Iron Pty Limited (Applicant); 2. Guruma Mali Wurtu Aboriginal Corporation (IBN 3118); Nelson Hughes, Eva Connors, Kenzie Smith, Tanya Stevens, Edna Hughes, Judith Hughes, Jocelyn Hicks, Dennis Hicks, Samantha Connors, Wayne Stevens, Gladys Walker, Sue Boyd (Eastern Guruma Representatives);	Start date: 13/02/2008 End date: 01/01/2050

TENEMENT (Encroachment %)	ILUA NAME	NNTT NUMBER	ILUA TYPE	REGISTERED DATE	PARTIES TO THE ILUA	PERIOD OF ILUA
					3. Robe River Mining Company Pty Ltd; 4. The State of Western Australia; and 5. Wintawari Guruma Aboriginal Corporation.	

The ILUAs apply to the following agreement area:

- (a) Hamersley Iron Pty Ltd - Eastern Guruma ILUA: approximately 6,774 km (sq) of land is located 40 km north of Paraburdoo in Western Australia and the subject matter of the agreement relates to the whole of the land and waters depicted as the agreement area; and
- (b) Pilbara Iron - Eastern Guruma Body Corporate ILUA: the area to which native title exists according to the Eastern Guruma Determination for WAD6208/98 Eastern Guruma (WC99/26) made by Bennett J of the Federal Court on 1 March 2007 and titled Muntulgura Guruma (Part A).

3. Heritage and Compensation Agreements

None registered.

4. Aboriginal Heritage Sites – Western Australia

None registered.

PART III – SUMMARY OF THE ACQUISITION AGREEMENT

The Company has entered a binding agreement (**Acquisition Agreement**) with Pathfinder Resources Limited (ACN 085 905 997) (**Pathfinder**) and Lockett Fe Pty Ltd (ACN 152 114 031) (**Lockett**) (together, the **Vendors**), whereby the Vendors have conditionally agreed to sell their interests in the Hamersley Iron Ore Project, consisting of a granted mining lease (M 47/1450-1) (the **Tenement**). A Summary of the material terms of the Acquisition Agreement is set out below.

Acquisition	The Company agrees to acquire, and the Vendors agree to sell all of their rights, title and interest in the Tenement (including all relevant mining information associated with the Tenement) for the consideration referred to below on the terms and conditions set out in the Acquisition Agreement (Acquisition).
Consideration	<p>In consideration for the acquisition of the Tenement, the Company has agreed to:</p> <ul style="list-style-type: none"> (a) issue an aggregate of 50,000,000 Shares to the Vendors at a deemed issue price of \$0.20 per Share (Consideration Shares); (b) issue between 8,500,000 performance shares and 9,500,000 performance shares in aggregate to the Vendors, which will be issued on a pro rata basis based on the level of subscription under the Public Offer (Performance Shares). Each Performance Shares will, at the election of the holder, convert into one Share, subject to the Company announcing to the ASX a positive preliminary Feasibility Study in relation to the Hamersley Iron Ore Project, confirming the Hamersley Iron Ore Project is commercially viable; (c) pay Pathfinder a fixed royalty of USD\$0.70 per metric tonne of iron ore which is extracted and sold or otherwise disposed of from the area within the boundaries of the Project (as those exist at the date of the Acquisition Agreement); and (d) pay Lockett a fixed royalty of USD\$0.30 per metric tonne of iron ore which is extracted and sold or otherwise disposed of from the area within the boundaries of the Project (as those exist at the date of the Acquisition Agreement). <p>The Consideration Shares and the Performance Shares will be issued to the Vendors (or their nominees) in accordance with their joint venture interests.</p>
Conditions Precedent	<p>Completion of the Acquisition is conditional upon the satisfaction (or waiver by the Company) of the following conditions precedent:</p> <ul style="list-style-type: none"> (a) Due diligence: completion of financial, legal and technical due diligence by the Company on the Project, to the absolute satisfaction of the Company; (b) Capital raising: the Company undertaking an initial public offer and receiving valid applications for at least AUD\$7,000,000 worth of the Company Shares under its initial public offer; (c) ASX conditional approval: conditional approval being obtained from the ASX to admit the securities of the Company to trading on the official list of the ASX (after the Company complies with Chapters 1 and 2 of the ASX Listing Rules) and those conditions being to the reasonable satisfaction of the Company and the Vendors; (d) Shareholder approval: the shareholders of Pathfinder approving the transactions contemplated by the Acquisition Agreement for the purposes of ASX Listing Rule 11.4 in a general meeting ; (e) Regulatory approvals: the parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, Corporations Act 2001 (Cth) or any other law to allow the parties to lawfully complete the matters set out in the Acquisition Agreement; and (f) Third party approvals and consents: the parties obtaining all third party approvals and consents, including the consent of the Minister responsible for the Mining Act 1978 (WA) (obtained 3 August 2021), necessary to lawfully complete the matters set out in the Acquisition Agreement,

	<p>(together, the Conditions Precedent).</p> <p>If the Conditions Precedent are not satisfied (or waived by the Company) on or before 5:00pm (Perth time) on 31 December 2021 (or such later date as the parties may agree) (End Date), then any party may terminate the Acquisition Agreement by notice in writing.</p>
Other Terms	<p>The Acquisition Agreement otherwise contains customary terms and conditions, including representations and warranties and confidentiality clauses.</p>



ANNEXURE **C.**

INDEPENDENT
LIMITED ASSURANCE
REPORT

31 August 2021

The Board of Directors
Equinox Resources Limited
141 Stirling Highway
NEDLANDS WA 6009

Dear Board Members

INDEPENDENT LIMITED ASSURANCE REPORT ON THE HISTORICAL AND PRO FORMA FINANCIAL INFORMATION OF EQUINOX RESOURCES LIMITED

Introduction

This Independent Limited Assurance Report (“Report”) has been prepared for inclusion in a prospectus to be dated on or around 31 August 2021 (“Prospectus”) and issued by Equinox Resources Limited (“Equinox” or the “Company”) in relation to the Company’s initial listing on the Australian Securities Exchange (“ASX”). The Prospectus includes a Public Offer of up to 45,000,000 shares at an issue price of \$0.20 to raise up to \$9 million before costs. The Minimum Subscriptions under the Public Offer is 35,000,000 shares to raise \$7,000,000 (before costs). The Prospectus also includes several Secondary Offers. The Public Offer and Secondary Offers are together referred to as “the Offers”.

This Report has been included in the Prospectus to assist potential investors and their financial advisers to make an assessment of the financial position and performance of Equinox. All amounts are expressed in Australian dollars and expressions defined in the Prospectus have the same meaning in this Report.

This Report does not address the rights attaching to the shares to be issued in accordance with the Offers, nor the risks associated with accepting the Offers. HLB Mann Judd (“HLB”) has not been requested to consider the prospects for Equinox, nor the merits and risks associated with becoming a shareholder, and accordingly has not done so, nor purports to do so. HLB has not made and will not make any recommendation, through the issue of this Report, to potential investors of the Company, as to the merits of the Offers and takes no responsibility for any matter or omission in the Prospectus other than the responsibility for this Report. Further declarations are set out in Section 7 of this Report.

Structure of Report

This Report has been divided into the following sections:

1. Scope of Report;
2. Directors’ Responsibility;
3. Our Responsibility;
4. Conclusions;
5. Restriction on Use;
6. Liability; and
7. Declarations.

1. Scope of Report

You have requested HLB to perform a limited assurance engagement and to report on the Financial Information as set out in Section 6 of the Prospectus:

hlb.com.au

HLB Mann Judd (WA Partnership) ABN 22 193 232 714

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

Historical Financial Information

The Historical Financial Information, as set out in Section 6 of the Prospectus, comprises:

- the summary statutory audited historical Statement of Financial Position as at 30 June 2021 and summary statutory audited historical Statement of Profit or Loss and Other Comprehensive Income and summary statutory audited Statement of Cash Flows of the Company for the period then ended.

Pro Forma Financial Information

The Pro Forma Financial Information, as set out in Section 6 of the Prospectus, comprises:

- the pro forma Statement of Financial Position of the Company as at 30 June 2021 and supporting notes which include the pro forma adjustments.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Financial Information and the events or transactions to which the pro forma adjustments relate, as if those transactions or events had occurred as at 30 June 2021. Due to its nature, the Pro Forma Financial Information does not represent the Company's actual or prospective financial position, financial performance or cash flows.

The Historical Financial Information and the Pro Forma Financial Information are presented in an abbreviated form insofar as they do not include all the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in Australia in accordance with the *Corporations Act 2001*.

This Report has been prepared for inclusion in the Prospectus. HLB disclaims any assumption of responsibility for any reliance on this Report or on the Financial Information to which this Report relates for any purpose other than the purposes for which it was prepared. This Report should be read in conjunction with the Prospectus.

2. Directors' Responsibility

The Directors of the Company are responsible for the preparation and presentation of the Financial Information. The Directors are also responsible for the determination of the pro forma adjustments set out in Section 6.7 of the Prospectus and the basis of preparation of the Financial Information.

This responsibility also includes compliance with applicable laws and regulations and for such internal controls as the Directors determine are necessary to enable the preparation of the Financial Information that is free from material misstatement.

3. Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Financial Information based on the procedures performed and evidence we have obtained. Our engagement was conducted in accordance with Australian Auditing Standards applicable to assurance engagements. Specifically, our review was carried out in accordance with Standards on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information* and ASAE 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Historical Financial Information* and included such enquiries and procedures which we considered necessary for the purposes of this Report. Our procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures applied to the accounting records in support of the Financial Information.

The procedures undertaken by HLB in our role as Investigating Accountant were substantially less in scope than that of an audit examination conducted in accordance with Australian Auditing Standards. A review of this nature provides less assurance than an audit and, accordingly, this Report does not express an audit opinion on the Financial Information.

In relation to the information presented in this Report:

- a) support by another person, corporation or an unrelated entity has not been assumed; and
- b) the amounts shown in respect of assets do not purport to be the amounts that would have been realised if the assets were sold at the date of this Report.

4. Conclusions

Historical Financial Information

Based on our review, which was not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information of the Company as set out in Section 6 of the Prospectus does not present fairly:

- a) the historical Statement of Financial Position of the Company as at 30 June 2021;
- b) the historical Statement of Profit or Loss and Other Comprehensive Income and Statement of Cash Flows of the Company for the period then ended;

in accordance with the measurement and recognition requirements (but not all of the presentation and disclosure requirements) of applicable Australian Accounting Standards and other mandatory professional reporting requirements.

Pro Forma Financial Information

Based on our review, which was not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Financial Information of the Company as set out in Section 6 of the Prospectus does not present fairly the Pro Forma Statement of Financial Position of the Company as at 30 June 2021, which incorporates the pro forma adjustments, as set out in Section 6.7 of the Prospectus.

5. Restriction on Use

Without modifying our conclusion, we draw attention to Section 6 of the Prospectus, which describes the purpose of the Financial Information, being for inclusion in the Prospectus. As a result, the Financial Information may not be suitable for use for another purpose.

6. Liability

The liability of HLB is limited to the inclusion of this Report in the Prospectus. HLB makes no representation regarding, and has no liability for, any other statements or other material in, or omissions from, the Prospectus.

7. Declarations

- a) HLB will be paid its usual professional fees based on time involvement, for the preparation of this Report and review of the Financial Information, which is estimated to be \$10,000 plus GST;
- b) Apart from the aforementioned fee, neither HLB, nor any of its associates will receive any other benefits, either directly or indirectly, for or in connection with the preparation of this Report;
- c) Neither HLB, nor any of its employees or associated persons has any interest in Equinox or the promotion of the Company or any of its subsidiaries;
- d) HLB Mann Judd has been appointed as the Company's auditors;

- e) Unless specifically referred to in this Report, or elsewhere in the Prospectus, HLB was not involved in the preparation of any other part of the Prospectus and did not cause the issue of any other part of the Prospectus. Accordingly, HLB makes no representations or warranties as to the completeness or accuracy of the information contained in any other part of the Prospectus; and
- f) HLB has consented to the inclusion of this Report in the Prospectus in the form and context in which it appears.

Yours faithfully

HLB Mann Judd
Chartered Accountants

A handwritten signature in blue ink, appearing to read "Norman G. Neill".

N G Neill
Partner





EQUINOX
RESOURCES