ASX Announcement

29 October 2021



Quarterly Activities and Cashflow Report September 2021

Highlights

Resource Base Limited (ASX: RBX) - Admission and Commencement of Official Quotation

- Admitted to the Official List of ASX Limited (ASX) on 8 July 2021
- Official quotation of ordinary fully paid shares commenced on 12 July 2021
- Raised \$5.5 million pursuant to the offer under its prospectus dated 7 May 2021 by the issue of 27.5 million shares at an issue price of \$0.20 per share
- IPO funding to facilitate aggressive exploration and development of the Black Range Project
- Focus on copper exploration with opportunity to test potential of 4km strike of defined volcanic graben which is host to the recognised Volcanic Hosted Massive Sulphide System (VHMS), Eclipse Prospect, along with an additional 100km of untested volcanics.

Black Range Project

- Large-scale geophysical program at the Black Range Project commenced
- The geophysical survey program has been designed to test the priority target area between the Eclipse and New Moon prospects
- Planning for the Company's inaugural drilling program is underway with the aim of commencing Q4
 CY2021

Mitre Hill Project

- Resource Base executed a binding term sheet for the material acquisition of five (5) Exploration Licence Applications (Applications) over ground located within the Murray Basin across Victoria and South Australia, totalling a significant package of 1,380km² (collectively the Mitre Hill Project) with potential to be prospective for ionic clay hosted Rare Earth Elements (REE)
- The Applications are located on either side of Australian Rare Earths' (ASX:AR3) Red Tail and Yellow Tail deposits which contain a JORC 2012 Inferred Mineral Resource of 39.9Mt @ 725ppm Total Rare Earth Oxide (TREO)^{1,2}
- Strike length of at least 40km of Murray Basin sediments between the towns of Naracoorte and Penola in South Australia with the potential to host ionic clay hosted REE
- A low-cost exploration and drilling program is being planned to investigate areas prospective for shallow ionic clay hosted rare earth mineralisation
- The proposed acquisition of the Mitre Hill Project is aligned and complementary to the Company's existing Black Range Project

resourcebase.com.au

¹ Refer to Australian Rare Earths Limited Prospectus dated 7 May 2021.

²These results do not guarantee the same or similar levels of success on the Mitre Hill Project tenements

 Post Quarter end the Placement to raise \$1.2 million through the issue of 6.0 million shares at an issue price of \$0.20 per share to progress exploration work as the Exploration Licence Applications are granted was completed

Corporate

- Mr. Paul Hissey appointed as non-executive Director
- Highly experienced Geologist, Mr. Ian Cameron, appointed as Exploration Manager and will fulfil the role of Company Competent Person (CP)
- Current Executive Chairman and experienced mining executive, Mr. Shannon Green, appointed on a full-time basis as Executive Chairman and CEO and will continue to drive the exploration and company building activities
- The Company has cash reserves as at 30 September 2021 of \$4.818m

Resource Base Limited (ASX:RBX) (**Resource Base** or the **Company**) is pleased to provide its shareholders with the Company's Quarterly Activities Report for the period ending 30 September 2021 (**September Quarter**).

ASX:RBX Initial Public Offering and Listing

Resource Base was admitted to the Official List of ASX Limited (ASX) on Thursday, 8 July 2021 following completion of a \$5.5 million initial public offer (IPO) pursuant to the Company's prospectus dated 7 May 2021 (the Prospectus).

Official quotation of the Company's ordinary fully paid shares commenced on 12 July 2021.

Proceeds from the IPO are to be used to explore and develop the recognised VHMS Eclipse Prospect.

The copper-gold volcanic-hosted massive sulphide (VHMS) system sits within the Black Range Project, along the highly prospective Stavely volcanic corridor. The Stavely Arc is recognised as a series of volcanic rocks deposited within a continental margin arc setting, similar to the Andes in South America and host to some of the world's largest-known porphyry copper deposits.

Resource Base intends to test the potential of a 4km strike of the defined volcanic graben to identify the primary sulphide source which could host extensions of the VHMS discovery. An initial drilling campaign is planned for the second half of 2021 with reverse circulation and diamond drilling proposed for the first quarter of 2022.

Copper is a critical component in the transition to a low-carbon, green economy. Electric vehicles (EV), solar technology, windfarms and batteries/energy storage all require significant copper inputs. However globally, mine grades are declining, and exploration and project development is limited.

Black Range Project

The Black Range Project is located in the well-known and highly prospective Stavely Volcanic corridor in North-West Victoria (EL4590).

On <u>5 October 2021</u>, the Company announced that it had commenced a large-scale geophysical survey program and anticipates that the program will take approximately four (4) weeks to complete.

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



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

There are two main components to the geophysical program:

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

Induced Polarisation / Resistivity

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

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

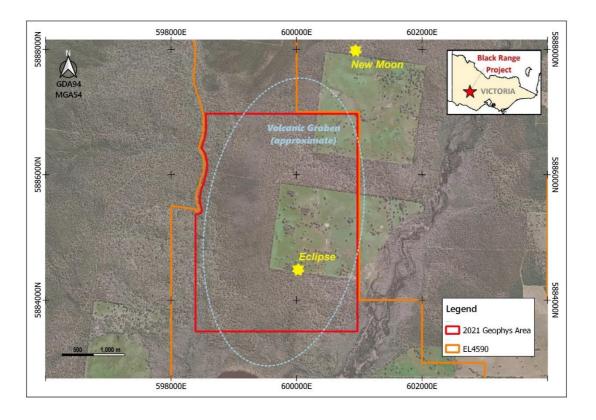


Figure 1: Resource Base Tenement showing zone of interest



Gravity

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

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

Exploration Program

The Company continues to finalise plans for an aggressive exploration program at the priority target area between the Eclipse and New Moon prospects with the aim of commencing an inaugural drilling program in Q4 CY2021. The drilling program is planned to continue to further target areas across the broader tenement following further geophysical programs.



Mitre Hill Project

On <u>27 September 2021</u>, Resource Base announced that it had executed a binding term sheet to acquire 100% of Mitre Hill Pty Ltd (**Mitre Hill**), the owner of five (5) strategic Exploration Licence Applications over ground located within the Murray Basin in Victoria and South Australia, prospective for ionic clay hosted Rare Earth Elements (**REE**) mineralisation (**Mitre Hill Project**).

The proposed transaction is required to be approved by shareholders for the purposes of ASX Listing Rule 11.1.2. The Company will shortly convene a shareholder meeting to seek this approval, together with certain other approvals pertaining to the proposed transaction (refer to the summary of the material terms of the proposed transaction below for further details).

The applications comprise one Exploration Licence Application in South Australia (ELA 2021/00059) and four Exploration Licence Applications in Victoria (EL7641, EL7647, EL7646 and EL7640) (together the **Applications**). The Applications are located on either side of Australian Rare Earths' (ASX:AR3) (**AR3**) Red Tail and Yellow Tail deposits with a JORC 2012 Inferred Mineral Resource of 39.9Mt @ 725ppm Total Rare Earth Oxide (TREO)^{1,2}.

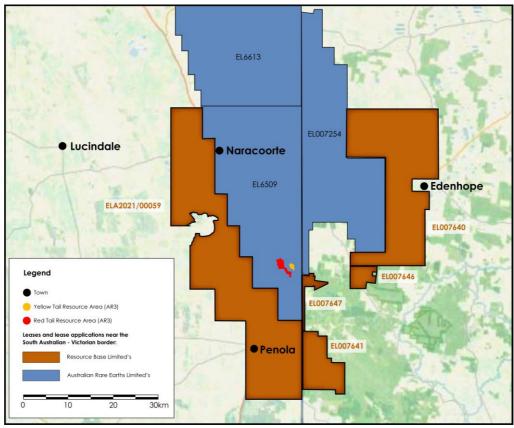


Figure 2: Mitre Hill Project Application locations surrounding the Red Tail and Yellow Tail deposits (ASX:AR3)



¹ Refer to Australian Rare Earths Limited Prospectus dated 7 May 2021.

²These results do not guarantee the same or similar levels of success on the Mitre Hill Project tenements

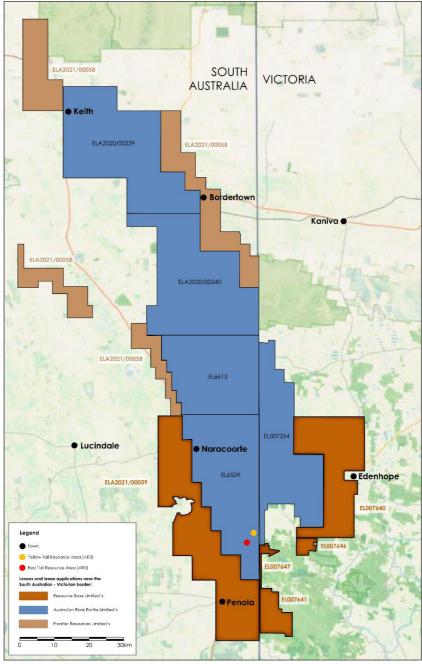


Figure 3: Tenement map of Mitre Hill Project with ASX:AR3 and ASX:FNT tenements

The Murray Basin extends over 300,000km² predominated by Cainozoic sediments. In the Mallee Region in the West, the Murray Basin Cainozoic Loxton Parilla sands are concealed beneath semi-arid landscape of quaternary dune fields. The tenement areas in both South Australia and Victoria occur in the Western margin of the Murray Basin.





Figure 4: Mitre Hill Project Location Map

Location and Geology

The Applications comprising the Mitre Hill Project are located in the Murray Basin on the South Australian and Victorian state Border near the towns of Naracoorte, Penola and Edenhope. The Application, ELA 2021/00059, runs approximately in a line, covering over 40km of strike length, from the towns of Naracoorte and Penola in South Australia. The two Victorian applications closest to AR3's Yellow Tail and Redtail mineralisation offer prospective opportunities for early geological works. The main economic target is ionic clay hosted REE mineralisation, with possible economic concentrations of Heavy Rare Earths considered strategically important given global supply modelling.

The Applications are located over the transition from the concluding phases of the Loxton - Parilla strandlines to the more broadly spaced Bridgewater formation in South Australia and Victoria. A significant archive of historical exploration data has been acquired by the Company, including drilling results, numerous government studies and minor private exploration.

REE deposits are known to occur at the bottom of a shallow clay layer, on the top of basement (in this case the Gambier Limestone).

Proposed Exploration at the Mitre Hill Project

On completion of the proposed acquisition, and following grant of the Applications, the Company plans to complete the following exploration activities:

- Establish a geological database utilising all available historical exploration data
- Surface sampling and field mapping to assist drill targeting
- Undertake drilling utilising methods including auger, air core and push tube to test extent of potential ionic clay hosted REE mineralisation
- Metallurgical and mineralogical test work



Proposed Transaction

The material terms of the Proposed Transaction are summarised below:

- (a) Acquisition: Resource Base (Purchaser) agrees to purchase 100% of the issued capital in Mitre Hill (who holds a 100% legal and beneficial interest in the Applications) from the shareholders of Mitre Hill, Brent Palmer (25%), Blackbird Capital Pty Ltd (25%) and Harbour View Capital Pty Ltd (50%) (Vendors).
- **(b) Consideration:** the consideration for the acquisition is as follows:
 - (i) Subject to shareholder approval for the purposes of Listing Rule 7.1, the issue (on a pro-rata basis) of 4,700,000 shares at settlement (**Consideration Shares**).

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

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

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

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

- (ii) Subject to shareholder approval for the purposes of Listing Rule 7.1, the issue (on a pro-rata basis) of 4,000,000 performance rights, that shall vest and convert into ordinary shares subject to the satisfaction of the following performance milestones (Performance Rights):
 - (a) (**Tranche 1**): 2,000,000 Performance Rights shall vest upon the Purchaser achieving, at ten (10) contiguous drill holes at least 50 metres apart on the ELs, intercept grades of a minimum of 600ppm total rare earth oxides (**TREO**) over at least one (1) metre, within fifteen (15) months of the Drop Dead Date.
 - (b) (**Tranche 2**): 2,000,000 Performance Rights shall vest upon the announcement by the Purchaser of a JORC compliant Inferred Mineral Resource (as defined in the JORC Code 2012 Edition) on the ELs of 30 million tonnes or greater, grading a minimum of 700ppm TREO or greater, within two (2) years from the Drop Dead Date.

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



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

- (iii) The Company shall pay to the Vendors on and from settlement of the Proposed Transaction (**Settlement**), a royalty of 1% of the net smelter return on all minerals (on a pro-rata basis), mineral products and concentrates, produced and sold from the ELs (or any tenement(s) which may be granted in lieu of or relate to the same ground as the ELs) by Resource Base (**Royalty**).
- (iv) The Company will reimburse the Vendors (on a pro-rata basis) up to \$50,000 for prior expenditure incurred on the Applications to date, subject to the production of valid receipts/invoices from the Vendors.
- (c) Conditions Precedent: The Proposed Transaction is conditional upon:
 - (i) completion of the Placement (as detailed further below), which was completed on 4 October 2021, subsequent to the end of the September Quarter. and
 - (ii) the Company obtaining all necessary shareholder, regulatory or third-party approvals required to complete the Proposed Transaction, including approval pursuant to Listing Rule 11.1.2 and Listing Rule 7.1 for the issue of the Consideration Shares, Performance Rights and Attaching Options (defined below); and
- (d) Exclusivity: The Company has paid the Vendors (on a pro-rata basis) a \$50,000 exclusivity fee on execution, that in the event settlement occurs, may (at the Vendors' election) be refunded (in full) in consideration for the issue of 294,117 shares in the Company at settlement (to fall under the Company's existing placement capacity under Lising Rule 7.1).

Placement

As a condition precedent to completing the Proposed Transaction, the Company was required to raise a minimum of \$1.2 million to fund costs associated with the Proposed Transaction, proposed exploration program on the ELs (once granted) and working capital.

On <u>27 September 2021</u>, the Company announced that it had received firm commitments to raise \$1.2 million through a placement (**Placement**) of six (6) million shares at an issue price of \$0.20 per share, together with one free attaching option exercisable at \$0.25 on or before the date that is three years from their date of issue (**Attaching Options**) for every two shares applied for and issued under the Placement. The issue of the Attaching Options is subject to the receipt of shareholder approval.

Candour Advisory was engaged by the Company to act as Lead Manager to the Placement and received a total fee of 6% of the total proceeds raised under the Placement. Blue Bird Capital Pty Ltd, an associate of the Vendors, assisted as co-bookrunner.

The Placement shares were issued pursuant to the Company's existing annual placement capacity under Listing Rule 7.1 and were issued and commenced trading on <u>4 October 2021</u>.

The Placement issue price of A\$0.20 per share represented:

- 2.4% discount to the last traded price on 22 September 2021 (A\$0.2050); and
- 4.1% premium to the 14-day VWAP price (A\$0.1922).



The Company will shortly dispatch its notice of annual general meeting, which will include customary resolutions for an AGM, together with all necessary resolutions required to be approved by shareholders in order to complete the Proposed Transaction.

Corporate

Key Appointments

On <u>13 July 2021</u>, Resource Base advised that, on the nomination of the Navarre Minerals Ltd (**Navarre**) (ASX:NML), Mr Paul Hissey was appointed as a non-executive Director.

Mr. Hissey has more than 20 years' experience in the resources sector, split evenly between roles in both the mining and capital markets sectors, and is currently Chief Financial Officer at Navarre.

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

Mr. Hissey spent a combined 10 years as a rated equity analyst with Goldman Sachs and Royal Bank of Canada writing institutional research on an extensive range of Australian publicly listed mining companies and providing extensive exposure to leading mining companies, their executives, and resource investors worldwide.

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

On <u>6 September 2021</u>, the Company announced the appointment of Mr. Ian Cameron as the Company's Exploration Manager. Mr. Cameron is based in regional Victoria, close to the Company's Black Range Project, providing him with direct site access to enable the close management of all site related activities.

Mr. Cameron is an experienced geologist and geophysicist with some 25 years' experience in gold, base metal, tin and tungsten exploration across Australia and South-East Asia. He has held exploration and country management roles and has significant experience working closely with government, regulatory and local community stakeholders, managing tenure permitting and the respectful and diligent implementation of work programs in densely populated agricultural regions.

Ian graduated with a Bachelor of Science and began his career in the Stavely Belt of Western Victoria. He has held technical roles with North Exploration, Plutonic Resources, Newcrest Mining, Barrick Gold, and a number of privately held groups. Most recently Mr. Cameron has been running operations out of Victoria and Western Australian for an exploration services provider.

Mr. Cameron will have corporate and project level geology accountability with an initial focus on planning the company's inaugural drilling program at the Black Range Project.

Mr. Cameron will fulfill the role of Company 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).



On <u>28 September 2021</u>, Resource Base announced the appointment of Mr Shannon Green as Executive Chairman and Chief Executive Officer (CEO) on a full time basis, effective 17 November 2021. Mr Green has been engaged as Executive Chairman on a part time basis (50% FTE). With the Company having successfully listed on the ASX and now actively ramping up its exploration activities at the Black Range Project in Victoria, Mr Green assumed the role of CEO, to focus on the development of highly prospective exploration projects with demonstrated potential for scalable discoveries.

Mr Green is an experienced mining executive with over 20 years corporate, resource development and mining operations experience. Previously the MD of Pathfinder Resources (ASX:PF1). Prior roles included MD of Lindian Resources (ASX:LIN) and GM of Project Implementation for Canyon Resources (ASX:CAY).

Subsequent to the end of the September Quarter, the Company and Mr Green agreed to amend the effective commencement date of Mr Green's appointment to 1 November 2021.

Cash

The Company has cash reserves as at 30 September 2021 of \$4,817,627.

Statement of Commitments

The current quarter is covered by the Statement of Commitments outlined in the Prospectus dated <u>7 May 2021</u>. A summary of expenditure to date is outlined below:

	Prospectus	Spend to Date	Sept Qtr
Preliminary in Ground Exploration Activities	100,000	40,498	40,498
Geophysics	400,000	19,992	19,992
Drilling and Sampling	2,215,000	8,323	8,323
Assays	210,000	-	-
Project Management	200,000	74,526	74,526
M&A	250,000	110,030	110,030
Administration & Corporate Costs	750,000	369,003	316,941
Remuneration to Directors	300,000	300,000	300,000
Repayment of Debt	475,000	475,000	475,000
Expenses of the Offer	550,000	550,000	550,000
Working Capital	400,000	200,000	
	5,850,000	2,147,372	1,895,310

Related Party Payments

In line with its obligations under ASX Listing Rule 5.3.5, the Company has advised in the Appendix 5B for the period ended 30 September 2021, payments to related parties of the Company pertain to payments to Directors for fees, salary and superannuation.

In addition to the Directors fees, salary and superannuation noted above, the Company made payment to Directors of \$300,000 as approved by Shareholders at the General Meeting prior to admission in recognition of their effort and time spent in preparing for the IPO, the Company agreed to pay \$100,000 in cash bonuses to each of Messrs Green, Myers and Lewis (being a total of \$300,000), in acknowledgement of the significantly increased risk accepted by the Directors and the significantly increased amount of work needed during this time.

-ENDS-



This announcement has been authorised by the Board of Resource Base Limited.

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About Resource Base Ltd

Resource Base Ltd (ASX:RBX) is an Australian based mineral exploration company focused on the development of highly prospective exploration projects with demonstrated potential for scalable discoveries.

Black Range Project

The Black Range Project (124km²) in Victoria's premier porphyry and VHMS target district, the Mount Stavely Volcanic Complex (MSVC) in Western Victoria, captures three fault-bound segments of the MSVC volcanics with a combined strike length of approximately 55 kilometres. The Project includes the advanced Eclipse prospect which is prospective for copper, gold and zinc.

The Mount Stavely Volcanic Complex is considered an analogue of the Mt Read Volcanics in Tasmania, which is host to a number of world-class VHMS deposits (Rosebery, Hellyer, Que River), the giant Mt Lyell Cu-Au deposit, and the Henty Au deposit.

Numerous other targets, including Anomaly F, Honeysuckle, Anomaly K and Mt Bepcha are associated with MSVC rocks across the tenement but have seen little work to date.

Petrological studies indicate that important VHMS style hydrothermal alteration and is well developed on the Eclipse prospect. Resource Base will utilise systematic geophysics, drilling and geochemical analyses combined with petrological and hyperspectral SWIR alteration mapping to vector towards zones with high mineralisation potential as identified from comparison with known VHMS deposits in the Mt Read Volcanics and around the world.

Mitre Hill Project

On 27 September 2021, the Company announced it had entered a binding term sheet for the acquisition of the Mitre Hill Project (1380km²), which contains five strategic tenement applications over ground located within the Murray Basin across Victoria and South Australia, prospective for ionic clay hosted Rare Earth Element (REE) deposits.

The Applications are located in the Murray Basin on the South Australian and Victorian state Border near the towns of Naracoorte, Penola and Edenhope. The largest and most prospective Application, ELA 2021/00059, runs approximately in a line, covering over 40km of strike length, from the towns of Naracoorte and Penola in South Australia. The main economic target is ionic clay hosted Rare Earth deposits, with possible economic concentrations of Heavy Rare Earths considered strategically important given global supply modelling.

The Applications are located over the transition from the concluding phases of the Loxton - Parilla strandlines to the more broadly spaced Bridgewater formation in South Australia and Victoria. A significant archive of historical exploration data has been acquired by the Company, including drilling results, numerous government studies and minor private exploration.

Australian Tenement Schedule at 30 September 2021

In accordance with ASX Listing Rule 5.3.3, Resource Base Limited provides its list of exploration licences with its September quarterly activities report.

Project and Location	Tenements Held At Commencement of Quarter	Tenements Acquired or Disposed of During Quarter	Beneficial Interest at End of Quarter	Areas Ha	Notes
Black Range Project	EL4590	Acquired	100%	12,400На	Project was acquired from Navarre Minerals Limited on 2 July 2021.



Forward Looking Statements

Information included in this release constitutes forward-looking statements. Often, but not always, forward looking statements can generally be identified by the use of forward-looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "continue", and "guidance", or other similar words and may include, without limitation, statements regarding plans, strategies and objectives of management, anticipated production or construction commencement dates and expected costs or production outputs.

Forward looking statements inherently involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, and achievements to differ materially from any future results, performance, or achievements. Relevant factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licenses and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which the company operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation.

Forward looking statements are based on the Company and its management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect the Company's business and operations in the future. The Company does not give any assurance that the assumptions on which forward looking statements are based will prove to be correct, or that the Company's business or operations will not be affected in any material manner by these or other factors not foreseen or foreseeable by the Company or management or beyond the Company's control.

Although the Company attempts and has attempted to identify factors that would cause actual actions, events, or results to differ materially from those disclosed in forward looking statements, there may be other factors that could cause actual results, performance, achievements, or events not to be as anticipated, estimated or intended, and many events are beyond the reasonable control of the Company. Accordingly, readers are cautioned not to place undue reliance on forward looking statements. Forward looking statements in these materials speak only at the date of issue. Subject to any continuing obligations under applicable law or any relevant stock exchange listing rules, in providing this information the company does not undertake any obligation to publicly update or revise any of the forward-looking statements or to advise of any change in events, conditions or circumstances on which any such statement is based.

