

AURUM RESOURCES LIMITED

ACN 650 477 286

PROSPECTUS

For an offer of up to 22,500,000 Shares at an issue price of \$0.20 per Share to raise up to \$4,500,000 (Offer).

Oversubscriptions of up to a further 2,500,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$500,000 may be accepted.

The Offer comprises:

- a priority offer to Eligible Shareholders of Aldoro Resources Limited (ACN 622 990 809) (ASX:ARN) (**Priority Offer**); and
- an offer to the general public (**Public Offer**).

The Offer is conditional upon satisfaction of the Conditions, which are detailed further in Section 4.5. No Shares will be issued pursuant to this Prospectus until those Conditions are met.

Lead Manager: Xcel Capital Pty Ltd

IMPORTANT NOTICE

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

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

IMPORTANT NOTICE

This Prospectus is dated 23 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 Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

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

Exposure Period

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

No offering where offering would be illegal

The distribution of this Prospectus in jurisdictions outside Australia 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. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia or New Zealand should consult their professional advisers as to whether any governmental or other consents are required or

whether any other formalities need to be considered and followed.

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

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

Information for New Zealand Residents

The 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 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 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 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 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.

US securities law matters

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the US. In particular, the Shares have not been, and will not be, registered under the United States Shares Act of 1933, as amended (the **US Securities Act**), and may not be offered or sold in the US or to, or for the account or benefit of, US Persons (as defined in Regulation S under the US Securities Act) unless an exemption is available from the registration requirements of the US Securities Act.

Each applicant will be taken to have represented, warranted and agreed as follows:

- (a) it understands that the Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or resold in the US, except in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable securities laws;
- (b) it is not in the US;
- (c) it has not and will not send this Prospectus or any other material relating to the Offer to any person in the US; and
- (d) it will not offer or sell the Shares in the US or in any other jurisdiction outside Australia or New Zealand except in transactions exempt from, or not subject to, registration under the US Securities Act and in compliance with all applicable laws in the jurisdiction in which the Shares are offered and sold.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.aurumres.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 or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

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 6559 1792 during office hours or by emailing the Company at contact@aurumres.com.au.

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

replacement prospectus or any of those documents were incomplete or altered.

Company Website

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

No cooling-off rights

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

No Investment Advice

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

Risks

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

Forward-looking statements

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

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

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

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

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

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

Financial Forecasts

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

Competent Persons statement

The information in the Investment Overview Section of the Prospectus, included at Section 3, the Company and Projects Overview, included at Section 5, and the Independent Geologist's Report, included at

Annexure A of the Prospectus, which relate to exploration results is based on information compiled by Ms Felicity Repacholi-Muir. Ms Repacholi-Muir has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she 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**). Ms Repacholi-Muir is the principal of FRM Geological Services. Ms Repacholi-Muir consents to the inclusion of the information in these Sections of the Prospectus in the form and context in which it appears.

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

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

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

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please call the Company Secretary on +61 8 6559 1792.

CORPORATE DIRECTORY

Directors

Joshua Letcher
Non-Executive Chairman

Troy Flannery
Non-Executive Director

Mauro Piccini
Non-Executive Director and Company Secretary

Chief Executive Officer

Mark Mitchell

Company Secretary

Mauro Piccini

Proposed ASX Code

AUE

Registered Office

Suite 2, Level 1
1 Altona Street
WEST PERTH WA 6005

Telephone: + 61 8 6559 1792
Email: contact@aurumres.com.au
Website: www.aurumres.com.au

Legal advisers

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

Investigating Accountant

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

Auditor

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

Independent Geologist

Felicity Repacholi-Muir
FRM Geological Services
56 London Street
NORTH PERTH WA 6006

Lead Manager

Xcel Capital Pty Ltd
Unit 1, 272 Stirling Highway
CLAREMONT WA 6010

Xcel Capital is a corporate authorised representative (number 1277353) for Gameplay Capital Pty Ltd (AFSL 511738)

Share Registry*

Automic Pty Ltd
Level 2
267 St Georges Terrace
PERTH WA 6000

Telephone: 1300 288 664
Email: hello@automicgroup.com.au
Website: www.automicgroup.com.au

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

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1. CHAIRMAN'S LETTER

Dear Investor

On behalf of the directors of Aurum Resources Limited (**Company**), it gives me great pleasure to invite you to become a shareholder of the Company.

The Company is currently a wholly owned subsidiary of Aldoro Resources Limited (ASX:ARN) (**Aldoro**). Following a strategic review of its assets, Aldoro decided to demerge its Penny South Project, the Unaly Hill South Project and the Ryan's Find Project (**Projects**) via the Company.

The Projects are each located in Western Australia and considered by the Company to be prospective for gold mineralisation. The Penny South Project and Unaly Hill South Project are each located within the Youanmi gold mining district and the Ryan's Find Project is located within the Watt Hills Greenstone Belt. The Company considers that each of the Projects are underexplored and has delineated exploration targets to systematically explore each of the Projects, details of which are set out in the Prospectus.

This Prospectus is seeking to raise a minimum of \$4,500,000 and a maximum of \$5,000,000 via the issue of Shares at an issue price of \$0.20 per Share under the Offer, with Eligible Shareholders in Aldoro entitled to participate in a Priority Offer in order to retain an interest in the Projects. The purpose of the Offer is to provide funds to implement the Company's business strategies (explained in Section 5).

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

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

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

Yours sincerely



Joshua Letcher
Non-Executive Chairman

2. KEY OFFER INFORMATION

INDICATIVE TIMETABLE¹

Priority Offer Record Date	20 August 2021
Lodgement of Prospectus with the ASIC	23 August 2021
Exposure Period begins	23 August 2021
Opening Date	31 August 2021
Priority Offer Closing Date	14 September 2021
Public Offer Closing Date	28 September 2021
Issue of Shares under the Offer	8 October 2021
Despatch of holding statements	11 October 2021
Expected date for quotation on ASX	14 October 2021

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

KEY STATISTICS OF THE OFFER

	Minimum Subscription (\$4,500,000)¹	Maximum Subscription (\$5,000,000)²
Offer Price per Share	\$0.20	\$0.20
Shares to be issued to Aldoro ³	5,000,000	5,000,000
Shares to be issued under the Offer	22,500,000	25,000,000
Gross Proceeds of the Offer	\$4,500,000	\$5,000,000
Shares on issue Post-Listing (undiluted)⁴	27,500,000	30,000,000
Market Capitalisation Post-Listing (undiluted)⁵	\$5,500,000	\$6,000,000
Options to be issued to the Lead Manager ⁶	2,800,000	2,800,000
Shares on issue Post-Listing (fully diluted)⁴	30,300,000	32,800,000
Market Capitalisation Post-Listing (fully diluted)⁵	\$6,060,000	\$6,560,000

Notes:

- Assuming the Minimum Subscription of \$4,500,000 is achieved under the Offer.
- Assuming the Maximum Subscription of \$5,000,000 is achieved under the Offer.
- Includes one Share currently held by Aldoro. Refer to Section 9.2 for a summary of the material terms and conditions of the Acquisition Agreement with Aldoro.
- Certain Shares on issue post-listing will be subject to ASX-imposed escrow. Refer to Section 5.7 for a disclaimer with respect to the likely escrow position.
- Assuming a Share price of \$0.20, however the Company notes that the Shares may trade above or below this price.
- Refer to Section 9.1 for a summary of the material terms and conditions of the Lead Manager Mandate and Section 10.3 for the terms of the Options.

3. INVESTMENT OVERVIEW

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

Item	Summary	Further information
A. Company		
Who is the issuer of this Prospectus?	Aurum Resources Limited (ACN 650 477 286) (Company or Aurum).	Section 5.1
Who is the Company?	<p>The Company is an Australian unlisted public company, incorporated on 25 May 2021.</p> <p>Following a strategic review by Aldoro Resources Limited (Aldoro) of its assets, Aldoro decided to demerge the Penny South Gold Project, the Unaly Hill South Project and the Ryan's Find Project situated in Western Australia (together, the Projects).</p> <p>The Company was incorporated for the purposes of acquiring the Projects and seeking admission to the Official List.</p>	Section 5.1
What is the Company's interest in the Projects?	<p>The Company has entered into an agreement to acquire the following projects from Aldoro:</p> <ul style="list-style-type: none"> (a) the Penny South Gold Project, comprising one granted exploration licence and situated directly south of the Youanmi Mining Centre and also the Penny Gold Project owned by Ramelius Resources Limited; (b) the Unaly Hill South Project, comprising one granted exploration licence and located in the Youanmi Gold Mining District in Western Australia; and (c) the Ryan's Find Project, comprising three exploration applications and one granted exploration licence, between the towns of Coolgardie and Southern Cross within the Watt Hills Greenstone belt. <p>The Company has agreed to acquire the tenements comprising the Projects from Aldoro and Altilium Metals Pty Ltd (a wholly owned subsidiary of Aldoro) (Acquisition). Refer to Section 9.2 for a summary of the Tenement Sale Agreement.</p> <p>Certain of the tenements are also subject to royalties, the terms of which are detailed in Schedule 3 of the Solicitor's Report on Tenements set out in Annexure B of the Prospectus.</p>	Sections 5.2, 9.2, Annexure A and Annexure B

Item	Summary	Further information
B. Business Model		
What is the Company's business model?	<p>Following completion of the Offer, the Company's proposed business model will be to further explore and develop the Projects as per the Company's intended exploration programs.</p> <p>The Company proposes to fund its exploration activities over the first two years following listing as outlined in the table at Section 5.4.</p> <p>A detailed explanation of the Company's Project and proposed exploration activities is provided at Section 5.2.</p>	Sections 5.2 and 5.4
What are the key business objectives of the Company?	<p>The Company's main objectives on completion of the Offer and ASX listing are:</p> <ul style="list-style-type: none"> (a) systematically explore the Company's Projects in accordance with the exploration programs detailed in Section 5.2; (b) through exploration success, evaluate opportunities for gold production; and (c) focus on mineral exploration and other resource opportunities that have the potential to deliver growth for Shareholders, including pursuing other acquisitions that have a strategic fit for the Company. <p>Results of drilling and other exploration activities at the Projects will determine future exploration activities.</p>	Section 5.2
What are the key dependencies of the Company's business model?	<p>The key dependencies of the Company's business model include:</p> <ul style="list-style-type: none"> (a) completing the Offer; (b) the Company's ability to continue to negotiate timely access at the Projects in order to undertake its proposed exploration programs; (c) retaining title to the mining tenements making up the Projects; (d) the Company's ability to obtain and retain all necessary approvals required to undertake its proposed exploration programs; (e) retaining and recruiting key personnel skilled in the exploration and mining sector; (f) sufficient worldwide demand for gold; (g) the market price of gold remaining higher than the Company's costs of any future production (assuming successful exploration by the Company); (h) raising sufficient funds to satisfy expenditure requirements, exploration costs and operating costs in respect of the Projects; and (i) minimising environmental impact and complying with environmental and health and safety requirements. 	Section 5.3

Item	Summary	Further information
C. Key Advantages		
What are the key advantages of an investment in the Company?	<p>The Directors are of the view that an investment in the Company provides the following non-exhaustive list of advantages:</p> <ul style="list-style-type: none"> (a) subject to raising the Minimum Subscription, the Company will have sufficient funds to implement its gold strategy as a standalone ASX listed entity; (b) a portfolio of quality assets in Western Australia considered by the Board to be highly prospective for gold; and (c) a highly credible and experienced team to progress exploration and accelerate potential development of the Projects. 	Section 5
D. Key Risks		
Conditional Prospectus	<p>This Prospectus is conditional upon the Conditions being satisfied or waived. The Conditions are set out in Section 4.5.</p> <p>There is no certainty that the Conditions will be satisfied. In the event that these conditions are not met then the listing of the Company on ASX will not proceed and all Application Monies received will be returned to applicants without interest.</p>	Section 4.5
Exploration and operating	<p>The mineral exploration licences comprising the Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.</p> <p>There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.</p>	Section 7
Tenure, access and grant of applications	<p>Applications</p> <p>The Tenements are at various stages of application and grant, specifically certain tenements comprising the Ryan's Find Project are still under application and subject to objections from third parties. There can be no assurance that the tenement applications that are currently pending will be granted and there can be no assurance that when the tenement is granted, it will be granted in its entirety.</p> <p>Additionally, some of the tenement areas applied for may be excluded. In particular, the Company understands that an area covering approximately 86% of ELA 77/2502 (which forms part of the Ryan's Find Project) is proposed to be made exempt from mining as a result of the Western Australian Government's intention to designate that area as a Conservation Park.</p> <p>Renewal</p>	Section 7

Item	Summary	Further information
	<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. E 57/1045 was due to expire on 9 August 2021, with Aldoro having lodged an application for extension prior to its expiry. While the Company is not aware of any reason why the tenement will not be extended, there remains a risk that the tenement will not be extended or that the tenement will be extended on unfavourable terms.</p> <p>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>Access</p> <p>A number of the Tenements overlap certain third party interests that may limit the Company's ability to conduct exploration and mining activities. Negotiations with both native title and land owners/occupiers are generally required before the Company can access land for exploration or mining activities. Inability to access, or delays experienced in accessing the land, may impact on the Company's activities.</p>	
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 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>	Section 7
Other risks	<p>For additional specific risks please refer to Section 7.2. For other risks with respect to the industry in which the Company operates and general investment risks, many of which are largely beyond the control of the Company and its Directors, please refer to Sections 7.3 and 7.4.</p>	Sections 7.2, 7.3 and 7.4

Item	Summary	Further information
E. Directors and Key Management Personnel		
Who are the Directors and key personnel?	<p>The Board currently consists of:</p> <ul style="list-style-type: none"> (a) Joshua Letcher – Non-Executive Chairman; (b) Troy Flannery – Non-Executive Director; and (c) Mauro Piccini – Non-Executive Director. <p>The Company has also appointed Mark Mitchell as Chief Executive Officer of the Company.</p> <p>The profiles of each of the Directors and Mark Mitchell are set out in Section 8.1.</p>	Section 8.1
What are the significant interests of Directors in the Company?	<p>At the date of this Prospectus, no Director holds any Securities in the Company.</p> <p>Each of Joshua Letcher and Troy Flannery have an entitlement through their shareholdings in Aldoro to take up 10,000 Shares (\$2,000) under the Priority Offer, which they intend to take up.</p> <p>In addition, each of Joshua Letcher and Troy Flannery intend to subscribe for additional 40,000 Shares (\$8,000) under the Offer and Mauro Piccini intends to subscribe for 50,000 Shares (\$10,000) under the Offer.</p>	Section 8.2
What are the significant interests of advisors to the Company?	<p>The Company will pay Xcel Capital Pty Ltd the following fees in consideration for acting as lead manager to the Offer:</p> <ul style="list-style-type: none"> (a) a fee of 5% on all funds raised under Offer; and (b) a total of 2,800,000 Options with an exercise price of \$0.225 and expiry date that is 5 years from the date of issue. 	Section 9.1
Has the Company adopted an employee incentive scheme?	<p>The Company has adopted an employee incentive scheme titled "Employee Securities Incentive Plan" (Plan). The objective of the Plan is to:</p> <ul style="list-style-type: none"> (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. <p>A summary of the key terms and conditions of the Plan is set out in Section 10.4.</p>	Section 10.4

Item	Summary	Further information
What related party agreements are the Company party to?	The Company has entered into the following related party transactions: (a) letters of appointment with each of the Non-Executive Directors on standard terms; and (b) deeds of indemnity, insurance and access with each of the Directors on standard terms. These agreements are summarised in Section 9.3.	Section 9.3
F. Financial Information		
How has the Company been performing?	As the Company was only recently incorporated on 25 May 2021, it has limited financial performance and has no operating history. As a result, the Company is not in a position to disclose any key financial ratios other than its statement of profit and loss, statement of cash flows and pro-forma balance sheet which is included in the Investing Accountant's Report set out in Annexure C.	Section 6 and Annexure C
What is the financial outlook for the Company?	Given the current status of the Company's Projects and the speculative nature of its business, the Directors do not consider it appropriate to forecast future earnings. Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection on a reasonable basis.	Section 6 and Annexure C
G. Offer		
What is the Offer?	The Offer is an offer of up to 22,500,000 Shares at an issue price of \$0.20 per Share to raise up to \$4,500,000 (before costs), with the ability to accept oversubscriptions of up to a further 2,500,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$500,000.	Section 4.1
Is there a minimum subscription under the Offer?	The minimum amount to be raised under the Offer is \$4,500,000.	Section 4.2
What are the purposes of the Offer?	The purposes of the Offer are to facilitate an application by the Company for admission to the Official List and, to position the Company to seek to achieve the objectives stated at Section B of this Investment Overview.	Section 4.6
Is the Offer underwritten?	The Offer is not underwritten.	
Who is the lead manager to the Offer?	The Company has appointed Xcel Capital Pty Ltd (Lead Manager) as lead manager to the Offer.	Section 4.4

Item	Summary	Further information
Who is eligible to participate in the Offer?	<p>Eligible Shareholders in Aldoro will be entitled to participate under the Priority Offer pro rata to their interests in Aldoro, subject to a minimum investment of \$2,000.</p> <p>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.</p>	Sections 4.7 and 4.11
How do I apply for Shares under the Offer?	Applications for Shares under the Offer must be made by completing the Application Form attached to this Prospectus in accordance with the instructions set out in the Application Form.	Section 4.7
What is the allocation policy?	<p>Subject to the entitlements of Eligible Shareholders in Aldoro, the Company retains an absolute discretion to allocate Shares under the Offer, and will be influenced by the factors set out in Section 4.8.</p> <p>There is no assurance that any applicant will be allocated any Shares, or the number of Shares for which it has applied.</p>	Section 4.8
What will the Company's capital structure look like on completion of the Offer?	The Company's capital structure on completion of the Offer and Acquisition is set out in Section 5.5.	Section 5.5
What are the terms of the Shares offered under the Offer?	A summary of the material rights and liabilities attaching to the Shares offered under the Offer are set out in Section 10.2.	Section 10.2
Will any Shares be subject to escrow?	<p>None of the Shares issued under the Offer will be subject to escrow.</p> <p>It is anticipated that the consideration shares to be issued to Aldoro and the Options to be issued to Xcel 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.</p> <p>The Company will announce to ASX full details (quantity and duration) of the Shares required to be held in escrow prior to the Shares commencing trading on ASX.</p> <p>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.</p>	Section 5.7

Item	Summary	Further information
Who are the current Shareholders of the Company and on what terms were their Shares issued?	One (1) Share was issued on incorporation to Aldoro Resources Limited at an issue price of \$1.	Section 5.5
Will the Shares be quoted on ASX?	Application for quotation of all Shares to be issued under the Offer will be made to ASX no later than 7 days after the date of this Prospectus.	Section 4.9
What are the key dates of the Offer?	The key dates of the Offer are set out in the indicative timetable in the Key Offer Information Section.	Key Offer Information
What is the minimum investment size under the Offer?	Applications under the Offer must be for a minimum of \$2,000 worth of Shares (10,000 Shares) and thereafter, in multiples of \$500 worth of Shares (2,500 Shares).	Section 4.7
Are there any conditions to the Offer?	The Offer is conditional upon: (a) completion of the Acquisition; (b) the Minimum Subscription to the Offer being reached; and (c) ASX granting conditional approval for the Company to be admitted to the Official List.	Section 4.5
H. Use of funds		
How will the proceeds of the Offer be used?	The Offer proceeds and the Company's existing cash reserves will be used for: (a) implementing the Company's business objectives and exploration programs as set out in Part B of Investment Overview; (b) payment of \$200,000 to Aldoro in reimbursement of historic exploration incurred by Aldoro; (c) expenses of the Offer; (d) administration costs; and (e) 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 Offer?	The Directors are satisfied that on completion of the Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus.	Section 5.4
I. Additional information		
Is there any brokerage, commission or duty payable by applicants?	No brokerage, commission or duty is payable by applicants on the acquisition of Shares under the Offer. However, the Company will pay to the Lead Manager 5% (ex GST) of the total amount raised under the Prospectus.	Section 9.1
Can the Offer be withdrawn?	The Company reserves the right not to proceed with the Offer at any time before the issue or transfer of Shares to successful applicants. If the Offer does not proceed, application monies will be refunded (without interest).	Section 4.14

Item	Summary	Further information
What are the tax implications of investing in Shares?	<p>Holders of Shares may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Shares subscribed for under this Prospectus.</p> <p>The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to subscribe for Shares offered under this Prospectus.</p>	Section 4.13
What is the Company's Dividend Policy?	<p>The Company anticipates that significant expenditure will be incurred in the evaluation and development of the Company's Projects. These activities, together with the possible acquisition of interests in other projects, are expected to dominate at least, the first two-year period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period.</p> <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>	Section 5.9
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 full Corporate Governance Plan is available from the Company's website (www.aurumres.com.au).</p> <p>Prior to listing on the ASX, the Company will announce its main corporate governance policies and practices and the Company's compliance and departures from the Recommendations.</p>	Section 8.4
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 6559 1792; or</p> <p>(c) By contacting the Share Registry on 1300 288 664.</p>	

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

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is an initial public offering of 22,500,000 Shares at an issue price of \$0.20 per Share to raise at least \$4,500,000 (**Minimum Subscription**). The Offer is comprised of:

- (a) a priority offer to Eligible Shareholders of Aldoro Resources Limited (ACN 103 367 684) (**Aldoro**) (ASX:ARN) (**Priority Offer**); and
- (b) an offer to the general public (**Public Offer**).

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

4.2 Minimum subscription

The Minimum Subscription for the Offer is \$4,500,000 (22,500,000 Shares).

If the Minimum Subscription has not been raised within four (4) months after the date of this Prospectus or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

4.3 Oversubscriptions

Oversubscriptions of up to a further 2,500,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$500,000 may be accepted.

4.4 Lead Manager

The Company has appointed Xcel Capital Pty Ltd (ACN 617 047 319) (a corporate authorised representative (number 1277353) for Gameplay Capital Pty Ltd (AFSL 511738)) (**Lead Manager** or **Xcel**) as lead manager to the Offer. In consideration for its services, the Company has agreed to pay the Lead Manager the fees set out in Section 9.1.

4.5 Conditions of the Offer

The Offer is conditional upon the following events occurring:

- (a) completion of the Acquisition;
- (b) the Minimum Subscription to the Offer being reached; and
- (c) ASX granting conditional approval for the Company to be admitted to the Official List,

(together the **Conditions**).

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

4.6 Purpose of the Offer

The primary purposes of the Offer are to:

- (a) assist the Company to meet the admission requirements of ASX under Chapters 1 and 2 of the ASX Listing Rules;
- (b) provide the Company with additional funding for:
 - (i) the proposed exploration programs at the Projects (as further detailed in Section 5.2);
 - (ii) considering acquisition opportunities that may be presented to the Board from time to time; and
 - (iii) the Company's working capital requirements while it is implementing the above; and
- (c) remove the need for an additional disclosure document to be issued upon the sale of any Shares that are to be issued under the Offer.

The Company intends on applying the funds raised under the Offer together with its existing cash reserves in the manner detailed in Section 5.4.

4.7 Applications

Applications for Shares under the Offer must be made by investors at the direction of the Company and must be made by either using the relevant Application Form attached to or accompanying this Prospectus in accordance with the instructions set out on the Application Form or by using the Online Application Facility.

Applicants should note that there are two separate Application Forms:

- (a) a Priority Offer Application Form for Eligible Shareholders; and
- (b) a Public Offer Application Form for all other applicants.

By completing an Application Form, each applicant under the 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 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.

If paying by BPAY® or EFT, please follow the instructions on the Application Form. A unique reference number will be quoted upon completion of the online application. Your BPAY reference number or payment reference 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 or EFT 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 Offer. You do not need to return any documents if you have made payment via BPAY or EFT.

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

The Company reserves the right to close the Offer early.

Priority Offer Applications

Eligible Shareholders, being Shareholders can apply under the Priority Offer. Eligible Shareholders are Shareholders of Aldoro with a registered address in Australia or New Zealand at 5:00pm on the Record Date (20 August 2021).

Under the Priority Offer, the Shares to be issued under the Offer have been set aside for Eligible Shareholders. Eligible Shareholders will be entitled to subscribe for Shares pro rata to their shareholdings in Aldoro, subject to a minimum investment of \$2,000 and the Company being in a position to meet the shareholder spread and free float requirements required for its listing under the ASX Listing Rules.

In the event an Eligible Shareholder is entitled to a fraction of a Share, entitlements of Eligible Shareholders will be rounded up, provided that the Company reserves the right to make minor scale backs to ensure that no more than 25,000,000 Shares are issued to Eligible Shareholders.

if an Eligible Shareholder would be entitled to apply for less than 10,000 Shares, such Eligible Shareholder will be entitled to subscribe for 10,000 Shares under the Priority Offer and all other Eligible Shareholders' entitlements will be reduced on a pro rata basis.

Applications from Eligible Shareholders in excess of their respective entitlements will be treated as Applications under the Public Offer.

Applications under the Priority Offer must be made by either:

- (a) using the Priority Offer Application Form; or
- (b) applying online at the link below using the Eligible Shareholder Unique Priority Code to log-in and submit an application and pay the Application Monies by BPAY® or electronic funds transfer (Online Application Facility).

<https://investor.automic.com.au/#/ipo/aurumresourcespriority>

The Closing Date for the Priority Offer is 5:00pm (WST) on 14 September 2021, or such earlier or later date as the Directors, in their absolute discretion, may determine. The Company reserves the right to extend the Priority Offer Closing Date or close the Offer early without notice.

Applications under the Priority Offer can only be made in the registered name of the Eligible Shareholder and either using the Priority Offer Application Form accompanying this Prospectus or using the Online Application Facility. If you wish to apply for Shares under the Offer in a name other than the Eligible Shareholder, you must apply using a Public Offer Application Form.

Public Offer Applications

Applications for Shares under the Public Offer must be made by either:

- (a) using the Public Offer Application Form accompanying this Prospectus;
or
- (b) applying online at the link below and pay the Application Monies by BPAY® or electronic funds transfer (Online Application Facility).

<https://investor.automic.com.au/#/ipo/aurumresources>

The Closing Date for the Offer is 5:00pm (WST) on 28 September 2021, or such earlier or later date as the Directors, in their absolute discretion, may determine. The Company reserves the right to extend the Closing Date or close the Offer early without notice.

To the extent permitted by law, an application by an applicant under the Offer is irrevocable.

4.8 Allocation policy under the Public Offer

Subject to the entitlements of Eligible Shareholders under the Priority Offer, the Company retains an absolute discretion to allocate Shares under the 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.

Other than Eligible Shareholders applying under the Priority Offer, no applicant under the Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shares by Directors (in conjunction with the Lead Manager) will be influenced by the following factors:

- (a) the number of Shares applied for;
- (b) the overall level of demand for the Offer;
- (c) the desire for a spread of investors, including institutional investors; and
- (d) the desire for an informed and active market for trading Shares following completion of the Offer.

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

4.9 ASX listing

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

If the Shares are not admitted to Official Quotation by ASX before the expiration of three (3) months after the date of this Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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

The Company will not apply for Official Quotation of any other Securities on issue.

4.10 Issue

Subject to the to the Conditions set out in Section 4.5 being met, the issue of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date.

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

The Directors (in conjunction with the Lead Manager) will determine the recipients of the issued Shares in their sole discretion in accordance with the allocation policy detailed in Section 4.8). 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 Shares 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 Shares pursuant to the Offer as soon as practicable after their issue.

4.11 Applicants outside Australia and New Zealand

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.

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

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

4.11.1 New Zealand

The 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.

4.12 Commissions payable

The Company reserves the right to pay a commission of up to 5% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

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

4.13 Taxation

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

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

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

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

4.14 Withdrawal of Offer

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

5. COMPANY AND PROJECTS OVERVIEW

5.1 Background

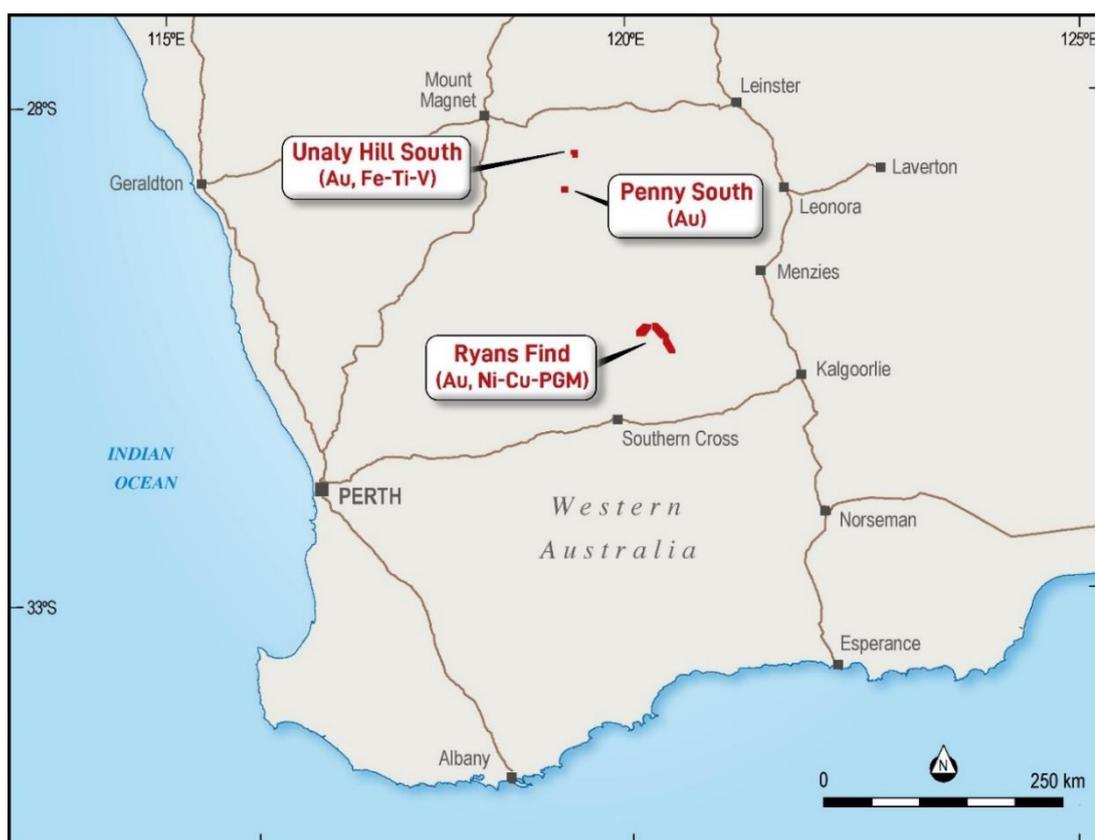
The Company was incorporated by Aldoro Resources Limited (**Aldoro**) in Australia as an unlisted public company on 25 May 2021. Following a strategic review by Aldoro of its assets, Aldoro decided to demerge the Penny South Gold Project, the Unaly Hill South Project and the Ryan's Find Project situated in Western Australia (together, the **Projects**).

The Company was incorporated for the purposes of acquiring the Projects and seeking admission to the Official List.

The Company is party to a tenement sale agreement with Aldoro and Altium Metals Pty Ltd (ACN 623 990 634) (**Altium**) (a wholly owned subsidiary of Aldoro) to acquire the tenements comprising the Projects. Refer to Section 9.2 for a summary of the Tenement Sale Agreement.

In connection with the Acquisition, the Company will take assignment of the royalties applicable to the tenements making up the Penny South Project and Unaly Hill South Project.

5.2 Overview of Projects



5.2.1 Penny South Project – E57/1045

(a) Location and Background

The Penny South Project is located 450km northeast of Perth within the East Murchison Region of Western Australia and lies directly south of the Youanmi Mining Centre and also the Penny Gold Project owned by Ramelius Resources Limited (ASX:RMS).

The Penny West deposit was discovered in 1990 and mined as a high-grade open pit in 1990/91 producing approximately 154,000t @ 18.0g/t Au for 89,000oz. Minor exploration was conducted over following years by a number of companies until Spectrum Metals Limited (ASX:SPX) discovered the Penny North lode zone in March 2019.

(b) **Geological Setting**

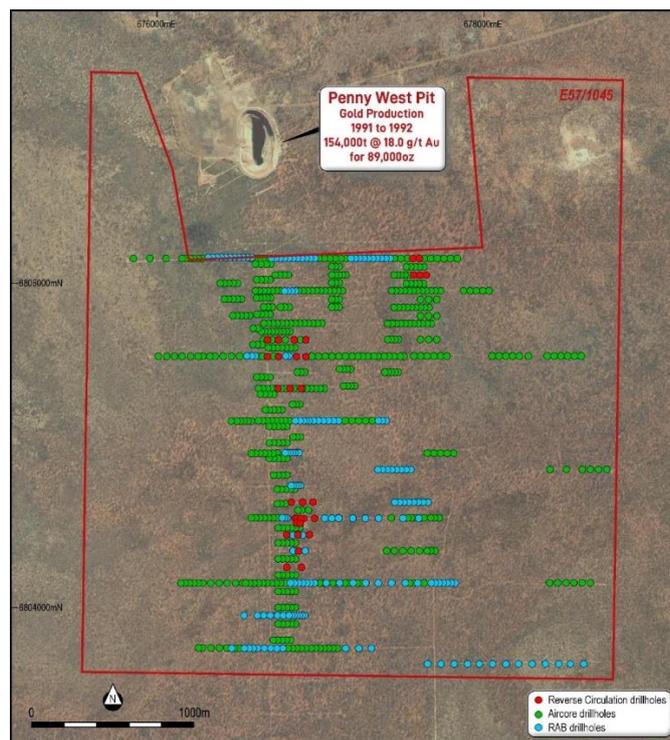
The Penny South Project is located within the southern portion of the Youanmi Greenstone Belt, a modest-sized greenstone belt that straddles the boundary between the Murchison and Southern Cross Domains, which collectively make up the larger Youanmi Terrane tectonic division.

The Penny South Project geology comprises a sequence of north-south striking weak-moderately magnetic and non-magnetic greenstones and ultramafic rocks. Most of these rocks are hidden by cover ranging from 1m to 32m, and averaging about 10m, based on the most recent logging. Historic drilling indicates cover is shallow in the eastern-most drillholes (1-5m), compared with the western drillholes, where cover is more variable, ranging from 1-30m.

The Youanmi Fault is a major regional structure controlling gold mineralisation in the area. Drilling in the project area has identified a gold-mineralised structure hosted in mafic schist, which by analogy with Penny West mineralisation, may represent low-grade, hanging wall mineralisation.

(c) **Exploration History**

Historic drilling within the Penny South Project has encountered various significantly anomalous intersections of gold mineralisation including 2m at 33.98g/t Au, 6m at 1.27g/t Au and 5m at 1.11g/t Au (refer to the Independent Geologist's Report set out in Annexure A of the Prospectus for further details).



Like the Penny West area, the Penny South Project contains limited outcrop and is overlain by transported cover. The average depth of historic drilling within the Penny South Project is less than 40m down hole.

Aldoro completed three drilling campaigns during 2020, an initial 103 aircore drillholes during January, 23 RC drillholes during April and a further 49 aircore drillholes during August. The initial program of 103 aircore drillholes for a total of 5,436m was aimed to test the magnetic low corridor, interpreted as the strike extension of the Penny West Shear. Based on the exploration model for the Penny South Project, the target corridor is shown to correspond to a prospective assemblage of low magnetic greenstone and granodiorite units observed to host gold mineralisation at Penny West.

(d) **Proposed Exploration**

In the Company's opinion, the historical and recent work carried out at the Penny South Project is encouraging and warrants follow up exploration. Exploration within the Penny South Project will focus on the area along strike to the south from the historic Penny West pit. The Company's exploration program will include soil sampling, geophysical surveys, the compilation and interrogation of data and drilling.

Previous soil sampling within the Penny South Project was wide spaced and is considered to have been ineffective. Orientation surveys over areas of known mineralisation and structural complexity will be conducted using multi-element analysis. Geophysical surveys will comprise surface and downhole geophysics (including EM, SAM and IP). Where possible the re-logging of geology from existing drill chips will be undertaken to identify alteration, quartz veining and presence of sulphides, possibly by spectral analysis to characterise the alteration type and define the zones.

	Minimum Subscription (\$4.5M)		
	Year 1	Year 2	TOTAL
Geophysics	\$60,000	\$40,000	\$100,000
Geochemistry	\$52,500	\$42,000	\$94,500
Drilling	\$300,000	\$200,000	\$500,000
Field support	\$17,500	\$17,500	\$35,000
Land access, Rent & Rates	\$1,732	\$1,732	\$3,464
Geologists / Field Staff	\$40,000	\$30,000	\$70,000
Admin	\$70,760	\$49,685	\$120,445
Project Total	\$542,492	\$380,917	\$923,409

	Maximum Subscription (\$5.0M)		
	Year 1	Year 2	TOTAL
Geophysics	\$80,000	\$50,000	\$130,000
Geochemistry	\$80,000	\$60,000	\$140,000
Drilling	\$360,000	\$250,000	\$610,000
Field support	\$23,000	\$23,000	\$46,000
Land access, Rent & Rates	\$1,732	\$1,732	\$3,464
Geologists / Field Staff	\$40,000	\$30,000	\$70,000
Admin	\$87,710	\$62,210	\$149,920
Project Total	\$672,442	\$476,942	\$1,149,384

5.2.2 Unaly Hill South Project – E57/1048

(a) Location and Background

The Unaly Hill South Project lies at the southern end of the Atley Complex, located between the Youanmi and Sandstone Gold Mining Districts and is contiguous with Surefire Resources' (ASX:SRN) Unaly Hill Vanadium Project.

Whilst the tenement contains vanadium titanomagnetite exploration targets it is also considered prospective for gold mineralisation with the intersection of two major regional shears known to host gold mineralisation. There has been a recent increase in interest in gold exploration in the area by neighbouring Surefire Resources as well as Golden Mile Resources' recent acquisition of the Yuinmery Gold Project, just 6km south-southeast.

(b) Geological Setting

The Unaly Hill South Project area straddles the major regional Youanmi Shear Zone, which hosts the Younami and Penny West gold deposits to the south and numerous gold deposits in the Sandstone area to the northeast. The project sits at an interesting structural juncture between the Youanmi Shear and the Yuinmery Shear. This intersection of two major faults is conceptually favourable for the development of dilational structures for possible gold mineralisation.

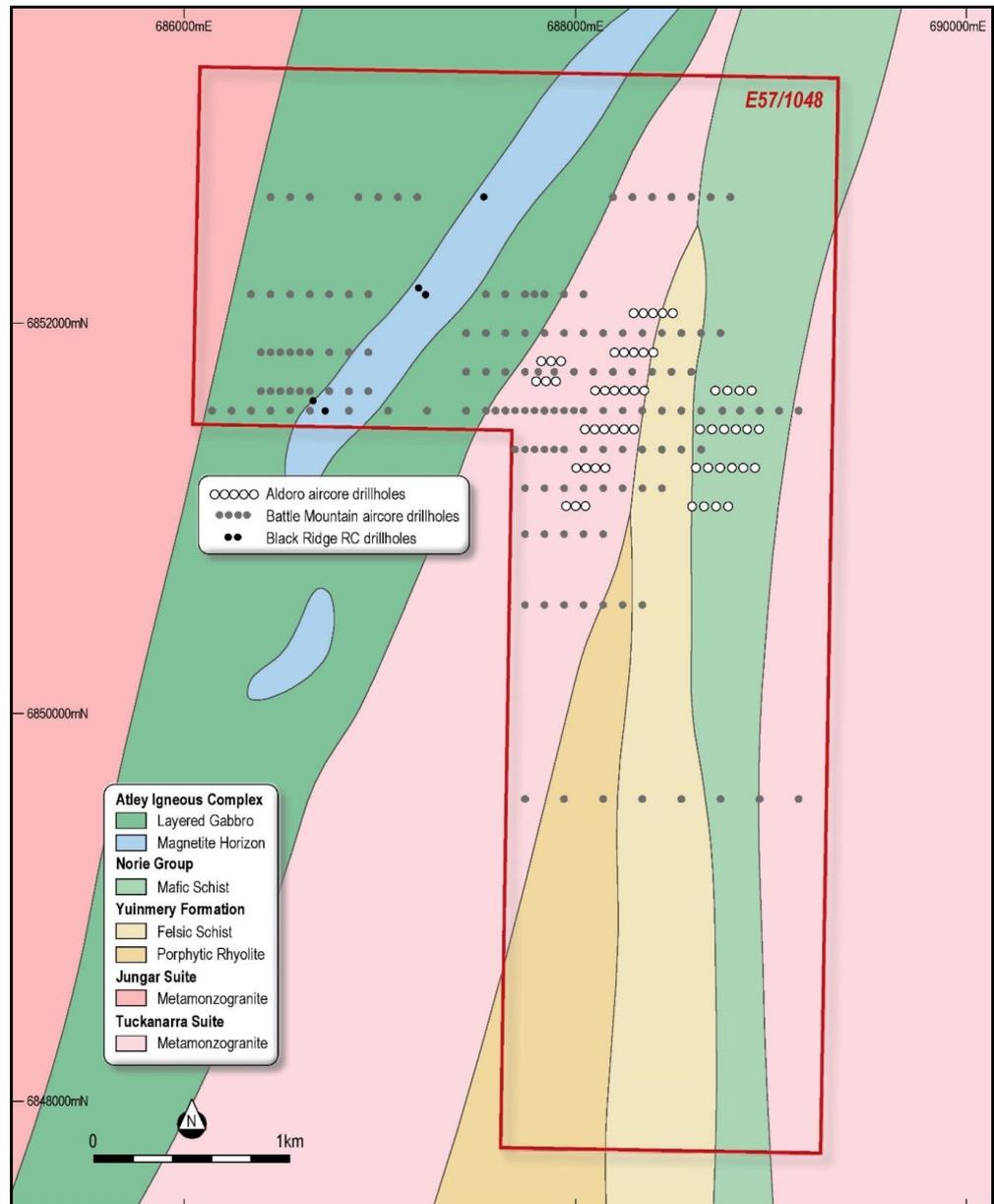
(c) Exploration History

Previous exploration for gold in the area surrounding the Unaly Hill South Project was mainly conducted during the 1990s as part of regional programs extending out from the Younami Gold Mine, tracing the Youanmi Shear Zone. More recent exploration during the 2010s has focused on potential VMT mineralisation within the Atley Igneous Complex.

During 2019, Aldoro conducted a survey over the VMT layers within the Atley Complex and surmised that the survey results confirmed that there are only two main layers of VMT mineralisation as previously identified by RC drilling. An additional survey was completed at the start of 2020, the survey was conducted over the eastern portion of the tenement area

designed to cover the juncture between the Youanmi and Yuinmery Shears.

During 2020, Aldoro completed an aircore (AC) drilling program aimed at infilling and testing the anomalous gold trend identified in the historic drilling and to test the mafic schist unit along the Yuinmery Shear. A total of fifty-six (56) AC holes were completed for a total of 3,422m. Results from this drilling campaign are summarised in the Independent Geologist's Report set out in Annexure A of this Prospectus.



(d) **Proposed Exploration**

The exploration program at the Unaly Hill South Project will comprise an initial ground magnetic survey to aid with structural and lithological interpretation of the area, followed by multi-element geochemical sampling. Targets generated by this combined approach will then be drill tested.

	Minimum Subscription (\$4.5M)		
	Year 1	Year 2	TOTAL
Geophysics	\$37,000	\$21,000	\$58,000
Geochemistry	\$25,000	\$20,000	\$45,000
Drilling	\$80,000	\$200,000	\$280,000
Field support	\$14,900	\$14,500	\$29,400
Land access, Rent & Rates	\$1,304	\$1,304	\$2,608
Geologists / Field Staff	\$15,000	\$20,000	\$35,000
Admin	\$25,981	\$41,521	\$67,501
Project Total	\$199,185	\$318,325	\$517,509

	Maximum Subscription (\$5.0M)		
	Year 1	Year 2	TOTAL
Geophysics	\$37,000	\$21,000	\$58,000
Geochemistry	\$25,000	\$20,000	\$45,000
Drilling	\$80,000	\$200,000	\$280,000
Field support	\$14,900	\$14,500	\$29,400
Land access, Rent & Rates	\$1,304	\$1,304	\$2,608
Geologists / Field Staff	\$15,000	\$20,000	\$35,000
Admin	\$25,981	\$41,521	\$67,501
Project Total	\$199,185	\$318,325	\$517,509

5.2.3 Overview of Ryan's Find Project – E16/489, ELA16/551, ELA77/2502 and ELA77/2535

(a) Location and Background

The Ryan's Find Project is located between the towns of Coolgardie and Southern Cross with exploration to date focused on the nickel cobalt potential of ultramafic rocks within the Watt Hills Greenstone belt. Following a recent review of the Ryan's Find Project, the exploration focus has switched to the gold potential of the project. The project contains in excess of 50km of strike length of relatively underexplored greenstone belt, bookended by historic gold mines and workings.

(b) Geological Setting

The Ryan's Find Project covers a substantial part of the NNW-SSE trending Watt Hills greenstone belt, which is one of several greenstone belts within the Southern Cross Province of the Archaean Yilgarn Craton. The greenstone sequence within the Ryan's Find Project is fault bound and flanked to the west by granite. The greenstone stratigraphy continues eastwards of the Ryan's Find Project.

(c) Exploration History

The general project area has been explored for nickel sulphides and gold mineralisation. Nickel exploration has predominately focused on the

eastern portion of the project with nickel sulphide exploration commencing during the 1960s by Western Mining Corporation and a number of junior companies. Gold exploration has predominantly focused on the western portion of the project circa the Mt Dimer prospect, with modern gold exploration commencing during the mid-1980s.

During 2018, Aldoro completed a first pass geochemical survey aimed at verifying nickel-cobalt anomalism in historical geochemical surveys and enabling targeting of future work programs. During 2021, Aldoro completed a review of the Ryan's Find Project and shifted its focus to the gold potential of the project area, which the Company intends to continue.

(d) **Proposed Exploration**

The Company plans to undertake geophysical surveying (ground EM and IP), geological mapping and geochemical surveying to delineate targets at the Ryan's Find Project. If successful, targets will be prioritised and drill tested through RC drilling and diamond tails.

	Minimum Subscription (\$4.5M)		
	Year 1	Year 2	TOTAL
Geophysics	\$160,000	\$135,000	\$295,000
Geochemistry	\$100,000	\$119,000	\$219,000
Drilling	\$300,000	\$450,000	\$750,000
Field support	\$45,000	\$50,000	\$95,000
Land access, Rent & Rates	\$27,000	\$27,000	\$54,000
Geologists / Field Staff	\$40,000	\$50,000	\$90,000
Admin	\$100,800	\$124,650	\$225,450
Project Total	\$772,800	\$955,650	\$1,728,450
	Maximum Subscription (\$5.0M)		
	Year 1	Year 2	TOTAL
Geophysics	\$160,000	\$135,000	\$295,000
Geochemistry	\$115,000	\$146,000	\$261,000
Drilling	\$360,000	\$500,000	\$860,000
Field support	\$45,000	\$50,000	\$95,000
Land access, Rent & Rates	\$27,000	\$27,000	\$54,000
Geologists / Field Staff	\$50,000	\$60,000	\$110,000
Admin	\$113,550	\$137,700	\$251,250
Project Total	\$870,550	\$1,055,700	\$1,926,250

5.3 Key Dependencies

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

- (a) completing the Offer;

- (b) the Company's ability to continue to negotiate timely access at the Projects in order to undertake its proposed exploration programs;
- (c) retaining title to the mining tenements making up the Projects;
- (d) the Company's ability to obtain and retain all necessary approvals required to undertake its proposed exploration programs;
- (e) retaining and recruiting key personnel skilled in the exploration and mining sector;
- (f) sufficient worldwide demand for gold;
- (g) the market price of gold remaining higher than the Company's costs of any future production (assuming successful exploration by the Company);
- (h) raising sufficient funds to satisfy expenditure requirements, exploration costs and operating costs in respect of the Projects; and
- (i) minimising environmental impact and complying with environmental and health and safety requirements.

5.4 Use of funds

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

Funds available	Minimum Subscription (\$4,500,000)	Percentage of Funds	Maximum Subscription (\$5,000,000)	Percentage of Funds
Existing cash reserves	-	0%	-	0%
Funds raised from the Offer	\$4,500,000	100%	\$5,000,000	100%
Total	\$4,500,000	100.00	\$5,000,000	100.00
Allocation of funds				
Penny South Project ¹	\$923,409	21%	\$1,149,384	23%
Unaly Hill Project ¹	\$517,509	12%	\$517,509	10%
Ryan's Find Project ¹	\$1,728,450	38%	\$1,926,250	39%
Aldoro Reimbursement ²	\$200,000	4%	\$200,000	4%
Expenses of the Offer ³	\$412,850	9%	\$440,595	9%
Administration costs ⁴	\$388,706	9%	\$388,706	8%
Working capital ⁵	\$329,076	7%	\$377,556	8%
Total	\$4,500,000	100%	\$5,000,000	100%

Notes:

1. Refer to Sections 5.2.1(d), 5.2.2(d) and 5.2.3(d) of the Prospectus and the Independent Geologist's Report set out in Annexure A for further details with respect to the Company's proposed exploration programs at the Projects. Amounts allocated toward exploration at

the Ryan's Find Project are intended to be expended on exploration in respect of the granted tenement currently making up the Project.

2. Under the Acquisition Agreement with Aldoro, the Company has agreed to reimburse Aldoro for historic exploration undertaken on the Projects. Refer to Section 9.2 for a summary of the material terms of the Acquisition Agreement.
3. Refer to Section 10.8 for further details.
4. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, rent and other associated costs.
5. To the extent that:
 - (a) the Company's exploration activities warrant further exploration activities; or
 - (b) the Company is presented with additional acquisition opportunities,

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

It is anticipated that the funds raised under the Offer will enable 2 years of full operations (if the Minimum Subscription is raised). It should be noted that the Company may not be fully self-funding through its own operational cash flow at the end of this period. Accordingly, the Company may require additional capital beyond this point, which will likely involve the use of additional debt or equity funding. Future capital needs will also depend on the success or failure of the Company's Projects and the granting of the Tenements that are under application. The use of further debt or equity funding will be considered by the Board where it is appropriate to fund additional exploration on the Projects or to capitalise on acquisition opportunities in the resources sector.

In the event the Company raises more than the Minimum Subscription of \$4,500,000 under the Offer but less than the Maximum Subscription, the additional funds raised will be first applied towards the expenses of the Offer and then proportionally to exploration at the Projects.

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

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

5.5 Capital structure

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

Shares¹

	Minimum Subscription	Maximum Subscription
Shares to be issued to Aldoro ²	5,000,000	5,000,000
Shares to be issued pursuant to the Offer	22,500,000	25,000,000
Total Shares on completion of the Offer	27,500,000	30,000,000

Notes:

1. The rights attaching to the Shares are summarised in Section 10.2.
2. Includes 1 Share held by Aldoro at the date of this Prospectus.

Options

	Minimum Subscription	Maximum Subscription
Options currently on issue	Nil	Nil
Options to be issued pursuant to the Offer	Nil	Nil
Options to be issued to the Lead Manager	2,800,000	2,800,000
Total Options on completion of the Offer	2,800,000	2,800,000

Notes:

1. Refer to Section 10.3 for a summary of the terms and conditions of the Options.

The Company's current intention is to undertake a pro rata issue of Options following its listing on ASX, which is anticipated to be completed approximately 3 months from listing. Participation in the pro rata issue of Options will not be contingent on investors under this Prospectus retaining their Shares applied for under the Offer.

5.6 Substantial Shareholders

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

As at the date of the Prospectus

Shareholder	Shares	Options	Percentage (undiluted)	Percentage (fully diluted)
Aldoro Resources Limited ¹	1	-	100%	100%

Notes:

1. As at the date of the Prospectus, the Company is a 100% wholly owned subsidiary of Aldoro.

On completion of the Offer with Minimum Subscription (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Offer)

Shareholder	Shares	Options	Percentage (undiluted)	Percentage (fully diluted)
Aldoro Resources Limited ¹	5,000,000	-	18.18%	16.50%

On completion of the Offer with Maximum Subscription (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Offer)

Shareholder	Shares	Options	Percentage (undiluted)	Percentage (fully diluted)
Aldoro Resources Limited ¹	5,000,000	-	16.67%	15.24%

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

5.7 Restricted Securities

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

While the ASX has not yet confirmed the final escrow position applicable to the Company's Shareholders, the Company anticipates that the 5,000,000 Shares held by Aldoro, as well as all the Lead Manager Options, will be subject to ASX imposed escrow.

The number of Shares that are subject to ASX imposed escrow are at ASX's discretion in accordance with the ASX Listing Rules and underlying policy. The above is a good faith estimate of the Shares that are expected to be subject to ASX imposed escrow.

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

5.8 Additional Information

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

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

- (b) the Solicitor's Report on Tenements in Annexure C for further details in respect to the Company's interests in the Tenements.

5.9 Dividend policy

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

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

6. FINANCIAL INFORMATION

6.1 Introduction

The financial information in this Section 6 consists of:

- (a) the historical statement of profit or loss and statement of cash flows of the Company for the period 25 May 2021 to 30 June 2021;
- (b) the historical statement of financial position of the Company as at 30 June 2021;

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

- (c) the pro forma statement of financial position of the Company as at 30 June 2021, prepared on the basis that the pro forma adjustments and subsequent events detailed in Section 6.6.2 had occurred as at 30 June 2021 (**Pro Forma Statement of Financial Position**),

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

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

6.2 Basis of preparation and presentation of the Financial Information

The Historical Financial Information has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards and the accounting policies adopted by the Company (as detailed in note 3 of Section 6.5). The Pro Forma Statement of Financial Position has been derived from the Historical Financial Information and includes pro forma adjustments for certain transactions associated with the Offer (as detailed in Section 6.6.2) as if those events and transactions had occurred as at 30 June 2021.

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

RSM Australia Partners issued an unmodified audit opinion on the Company's financial statements for the period from 25 May 2021 to 30 June 2021.

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

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

6.3 Statement of Profit or Loss

The table below sets out the Statement of Profit or Loss of the Company for period 25 May 2021 to 30 June 2021:

	25-May-21 to 30-Jun-21 Audited \$
Administration expenses	(5,500)
Loss before income tax for the period	(5,500)
Income tax expense	-
Loss after income tax for the period	(5,500)
Other comprehensive income for the period, net of tax	-
Total comprehensive loss	(5,500)

6.4 Statement of Cash Flows

The table below sets out the Statement of Cash Flows of the Company for the period 25 May 2021 to 30 June 2021:

	25-May-21 to 30-Jun-21 Audited \$
Cash flows from financing activities	
Proceeds from issued shares	1
Net cash from financing activities	1
Net increase in cash and cash equivalents	1
Cash and cash equivalents at the beginning of the period	-
Cash and cash equivalents at the end of the period	1

6.5 Historical and Pro Forma Statements of Financial Position

The table below sets out the Historical Statement of Financial Position of the Company as at 30 June 2021, extracted from the audited financial statements, and the Pro Forma Statement of Financial Position of the Company as at that date.

	Note	Audited 30-Jun-21 \$	Subsequent events Unaudited 30-Jun-21 \$	Minimum Pro forma adjustments Unaudited 30-Jun-21 \$	Minimum Pro forma Unaudited 30-Jun-21 \$	Maximum Pro forma adjustments Unaudited 30-Jun-21 \$	Maximum Pro forma Unaudited 30-Jun-21 \$
Assets							
Current assets							
Cash and cash equivalents	6.6.4	1	-	3,887,150	3,887,150	4,359,405	4,359,406
Total current assets		1	-	3,887,151	3,887,151	4,359,405	4,359,406
Non-current assets							
Exploration and evaluation	6.6.5	-	-	1,200,000	1,200,000	1,200,000	1,200,000
Total non-current assets		-	-	1,200,000	1,200,000	1,200,000	1,200,000
Total assets		1	-	5,087,150	5,087,151	5,559,405	5,559,406
Liabilities							
Current liabilities							
Accrued expenses		5,500	-	-	5,500	-	5,500
Total current liabilities		5,500	-	-	5,500	-	5,500
Total liabilities		5,500	-	-	5,500	-	5,500
Net assets		(5,499)	-	5,087,150	5,087,151	5,559,405	5,559,406
Equity							
Issued capital	6.6.6	1	-	5,171,091	5,171,092	5,644,167	5,644,168
Reserves	6.6.7	-	-	307,888	307,888	307,888	307,888
Accumulated losses	6.6.8	(5,500)	-	(391,829)	(397,329)	(392,650)	(398,150)
Total equity		(5,499)	-	5,087,150	5,081,651	5,559,405	5,553,906

The unaudited Pro Forma Statement of Financial Position represents the audited statement of financial position of the Company as at 30 June 2021 adjusted for the subsequent event and pro forma transactions outlined below. It should be read in conjunction with the notes to the historical and pro forma financial information.

6.6 NOTES TO THE FINANCIAL INFORMATION

6.6.1 Historical Statement of Financial Position

The Historical Statement of Financial Position of the Company set out above has been extracted without adjustment from the audited financial statements of the Company for the period ended 30 June 2021.

6.6.2 Pro Forma Historical Statement of Financial Position

The Pro Forma Statement of Financial Position has been compiled by aggregating the Historical Statement of Financial Position of the Company as at 30 June 2021, and reflecting the Directors' pro forma adjustments for the impact of the following transactions which are proposed to occur immediately before or following completion of the Offer:

- (a) the issue of a minimum of 22,500,000 and a maximum of 25,000,000 fully paid ordinary shares in the Company at \$0.20 each (**Offer Shares**), to raise a minimum of \$4,500,000 up to a maximum of \$5,000,000 before costs pursuant to the Offer;
- (b) the payment of cash costs related to the Offer estimated to be approximately \$412,850 for Minimum Subscription or \$440,595 at Maximum Subscription;
- (c) the issue of 5,000,000 fully paid ordinary shares in the Company at a deemed issued price of \$0.20 per share (**Consideration Shares**), and payment of \$200,000 cash to Aldoro (reimbursement for prior expenditure on tenements) as consideration for the Tenement Acquisition; and
- (d) the issue of 2,800,000 unlisted options (**Lead Manager Options**) to the Lead Manager (or its nominees). Lead Manager Options have a \$0.225 exercise price and expire 5 years from the date of issue.

6.6.3 Significant accounting policies

The principal accounting policies adopted in the preparation of the Financial Information are set out below.

(a) **Basis of measurement**

The financial information has been prepared under the historical cost convention and on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

Going concern

The financial information has been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

(b) **New or amended Accounting standards and interpretations adopted**

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

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

Conceptual Framework for Financial Reporting (Conceptual Framework)

The revised Conceptual Framework is applicable to annual reporting periods beginning on or after 1 July 2021 and early adoption is permitted. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards. Where the Company has relied on the existing framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under the Australian Accounting Standards, the Company may need to review such policies under the revised framework. At this time, the application of the Conceptual Framework is not expected to have a material impact on the Company's financial statements.

(c) **Functional and presentation currency**

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

(d) **Critical Accounting Estimates and Judgements**

The preparation of the Financial Information required management to make judgements, estimates and assumptions that affect the reported amounts in the Financial Information. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses.

Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the actual results.

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the Company based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the Company operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon Financial Information or any significant uncertainties with respect to events or conditions which may impact the Company unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

(e) **Income tax**

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

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

- (i) When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- (ii) When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

(f) **Cash and cash equivalents**

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

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

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

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

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

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

(h) **Exploration and evaluation expenditure**

Acquisition, exploration and evaluation costs associated with mining tenements are accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that the rights of tenure to that area of interest are current and that the costs are expected to be recouped through the successful commercial development or sale of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Costs in relation to an abandoned area are written off in full against profit in the period in which the decision to abandon the area is made.

Each area of interest is also reviewed annually, and acquisition costs written off to the extent that they will not be recoverable in the future.

(i) **Contributed equity**

Ordinary shares are classified as equity.

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

(j) **Goods and services tax**

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

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

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

(k) **Share-based payment transactions**

The Company provides benefits to employees (including senior executives) of the Company in the form of share-based payments,

whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

When provided, the cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the fair value of the shares of the Company (market condition) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

6.6.4 Cash and cash equivalents

	Note	Audited 30-Jun- 21 \$	Minimum Pro forma Unaudited 30-Jun-21 \$	Maximum Pro forma Unaudited 30-Jun-21 \$
Cash and cash equivalents		1	3,887,181	4,359,406
Aurum cash and cash equivalents as at 30 June 2021			1	1
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>				
Proceeds from the Offer pursuant to the Prospectus	6.6.2(i)		4,500,000	5,000,000
Capital raising costs	6.6.2(ii)		(412,850)	(440,595)
Cash reimbursement to Aldoro in relation to the Tenement Acquisition	6.6.2(iii)		(200,000)	(200,000)
			3,887,150	4,359,405
Pro forma cash and cash equivalents			3,887,151	4,359,406

6.6.5 Exploration and evaluation

	Note	Audited 30-Jun- 21 \$	Minimum Pro forma Unaudited 30-Jun-21 \$	Maximum Pro forma Unaudited 30-Jun-21 \$
Exploration and evaluation		-	1,200,000	1,200,000
Aurum exploration and evaluation as at 30 June 2021			-	-
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>				
Capitalised exploration and evaluation expenditure in connection with the Tenement Acquisition	6.6.2(iii)		1,200,000	1,200,000
			1,200,000	1,200,000
Pro forma exploration and evaluation			1,200,000	1,200,000

6.6.6 Issued capital

	Note	Minimum		Maximum	
		Pro forma Unaudited 30-Jun-21 No. of Shares	Pro forma Unaudited 30-Jun-21 \$	Pro forma Unaudited 30-Jun-21 No. of Shares	Pro forma Unaudited 30-Jun-21 \$
Issued share capital as at 30 June 2021		27,500,001	5,171,092	30,000,001	5,644,168
Aurum issued capital as at 30 June 2021		1	1	1	1
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>					
Proceeds from the Offer	6.6.2(i)	22,500,000	4,500,000	25,000,000	5,000,000
Cash costs associated with the Offer	6.6.2(ii)	-	(328,909)	-	(355,833)
Issue of Consideration Shares in connection with the Tenement Acquisition	6.6.2(iii)	4,999,999	1,000,000	4,999,999	1,000,000
		27,500,000	5,171,091	30,000,000	5,644,167
Pro forma issued share capital		27,500,000	5,171,092	30,000,000	5,644,168

6.6.7 Reserves

	Note	Audited 30-Jun-21 \$	Minimum Pro forma Unaudited 30-Jun-21 \$	Maximum Pro forma Unaudited 30-Jun-21 \$
Reserves		-	307,888	307,888
Aurum reserves as at 30 June 2021			-	-
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>				
Issue of Lead Manager Options	6.6(iv)		307,888	307,888

	Note	Audited 30-Jun- 21 \$	Minimum Pro forma Unaudited 30-Jun-21 \$	Maximum Pro forma Unaudited 30-Jun-21 \$
			307,888	307,888
Pro forma reserves			307,888	307,888

Unlisted Options

Pursuant to the Offer, the Company will issue 2,800,000 Options to the Lead Manager in connection with the Offer. The Options will each be convertible into one ordinary share in the Company.

The Options have been valued using a standard binomial pricing model on the assumption that the Offer price represents the fair value of a Company share at the grant date, using the following assumptions:

Assumptions	Lead Manager Options
Stock price	\$0.20
Exercise price	\$0.225
Term	5 years
Expected future volatility	100%
Risk free rate	0.62%
Dividend yield	0%

6.6.8 Accumulated Losses

	Note	Audited 30-Jun- 21 \$	Minimum Pro forma Unaudited 30-Jun-21 \$	Maximum Pro forma Unaudited 30-Jun-21 \$
Accumulated losses		(5,500)	(397,299)	(398,150)
Aurum accumulated losses as at 30 June 2021			(5,500)	(5,500)
<i>Adjustments arising in the preparation of the pro forma statement of financial position are summarised as follows:</i>				
Listing costs expensed	6.6.2(ii)		(83,941)	(84,762)
Lead Manager Options issued	6.6.2(iv)		(307,888)	(307,888)
			(391,829)	(392,650)
Pro forma accumulated losses			(397,329)	(398,150)

7. RISK FACTORS

7.1 Introduction

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

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks that have a direct influence on the Company, its Projects and activities are set out in Section 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 specific risks

Risk Category	Risk
Limited history	<p>The Company was only recently incorporated on 25 May 2021 and has only limited operating history and limited historical financial performance.</p> <p>No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its Tenements. Until the Company is able to realise value from its Projects, it is likely to incur ongoing operating losses.</p>
Exploration operating and	<p>The mineral exploration licences comprising the Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.</p> <p>There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.</p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment,</p>

Risk Category	Risk
	<p>mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.</p> <p>The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration licences comprising the Projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising the Projects.</p>
<p>Tenure, access and grant of applications</p>	<p>Applications</p> <p>The Tenements are at various stages of application and grant, specifically certain of the tenements comprising the Ryan's Find Project are still under application, including some with competing applications from third parties. There can be no assurance that the tenement applications that are currently pending will be granted.</p> <p>There can be no assurance that when the tenement is granted, it will be granted in its entirety. Additionally, some of the tenement areas applied for may be excluded.</p> <p>As set out in the Solicitor's Report on Title set out in Annexure B of this Prospectus, the Company understands that an area covering approximately 86% of ELA 77/2502 (which forms part of the Ryan's Find Project) is proposed to be made exempt from mining as a result of the Western Australian Government's intention to designate that area as a Conservation Park. The Company is currently considering whether it will appeal this decision and if it elects not to, will consider whether it will seek to have the tenement granted in the area not subject to the exempt area.</p> <p>In addition, each of the applications forming part of the Ryan's Find Project are subject to objections by third parties whose miscellaneous licences are overlapped by the applications. The Company is currently in negotiation with each of these parties with respect to access arrangements. There is a risk that the Minister refuses to grant these applications as a result of these objections. However, the Company considers that this risk is low given the status of discussions with these parties. Refer to the Solicitor's Report on Title set out in Annexure B for further details.</p> <p>The Company is unaware of any circumstances that would prevent the tenement application from being granted, other than the competing applications, however the consequence of being denied the applications for reasons beyond the control of the Company could be significant specifically for the Projects.</p> <p>Refer to the Solicitor's Report on Tenements in Annexure B for further information on the Company's tenement applications.</p> <p>Renewal</p> <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. E 57/1045 was due to expire on 9 August 2021, with Aldoro having lodged an application for extension prior to its expiry. While the Company is not aware of any reason why the tenement will not be extended, there remains a risk that the tenement will not be extended or that the tenement will be extended on unfavourable terms.</p> <p>Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the</p>

Risk Category	Risk
	<p>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 Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted tenement for reasons beyond the control of the Company could be significant.</p> <p>Access</p> <p>A number of the Tenements overlap certain third party interests that may limit the Company's ability to conduct exploration and mining activities. Negotiations with both native title and land owners/occupiers are generally required before the Company can access land for exploration or mining activities. Inability to access, or delays experienced in accessing the land, may impact on the Company's activities.</p> <p>Please refer to the Solicitor's Report on Tenements in Annexure B for further details.</p>
Climate risk	<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>
COVID-19 risk	<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 and the Company's ability to freely move people and equipment to and from exploration projects and may cause delays or cost increases. 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>

Risk Category	Risk
	The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. If any of these impacts appear material prior to close of the Offer, the Company will notify investors under a supplementary prospectus.

7.3 Industry specific risks

Risk Category	Risk
Exploration costs	The exploration costs of the Company as summarised in Section 5.4 are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.
Resource and reserves and exploration targets	<p>The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted.</p> <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	If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.
Mine development	<p>Possible future development of mining operations at the Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.</p> <p>If the Company commences production on one of the Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be</p>

Risk Category	Risk
	<p>given that the Company will achieve commercial viability through the development of the Projects.</p> <p>The risks associated with the development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.</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 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>While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.</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 one or more of the Tenements.</p>

7.4 General risks

Risk Category	Risk
<p>Additional requirements for capital</p>	<p>The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>
<p>Reliance on key personnel</p>	<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>
<p>Economic</p>	<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. If activities cannot be funded, there is a risk that the Tenements may have to be surrendered or not renewed. General economic conditions may also affect the value of the Company and its valuation regardless of its actual performance.</p>
<p>Competition risk</p>	<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>
<p>Currently no market</p>	<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 Offer.</p> <p>The price at which the Company's Shares trade on ASX after listing may be higher or lower than the issue price of Shares offered under this Prospectus and could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which the Directors and the Company have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors.</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. 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</p>

Risk Category	Risk
	<p>may result in Shareholders receiving a market price for their Shares that is above or below the price that Shareholders paid.</p>
<p>Market conditions</p>	<p>Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. <p>The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p> <p>Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of exploration companies experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the Shares regardless of the Company's performance.</p> <p>Further, after the end of the relevant escrow periods affecting Shares in the Company, a significant sale of then tradeable Shares (or the market perception that such a sale might occur) could have an adverse effect on the Company's Share price. Please refer to Section 5.7 for further details on the Shares likely to be classified by the ASX as restricted securities.</p>
<p>Commodity price and volatility and exchange rate risks</p>	<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>
<p>Government policy changes</p>	<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 Colombia may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.</p>
<p>Insurance</p>	<p>The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material</p>

Risk Category	Risk
	<p>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	<p>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.</p>
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	<p>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.</p>

7.5 Investment speculative

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

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

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

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

8. BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

8.1 Directors and key personnel

Board

Joshua Letcher (Certificate 3 Mechanical Engineering (Royal Australian Navy)) – Non-Executive Chairman

Joshua Letcher has a mechanical engineering background through the Royal Australian Navy and has many years' experience in mining and exploration through Australia and Africa.

Mr Letcher has experience working in various operational and technical roles within the African and Australian mining industry, He was the founder of Allotropes Diamonds Pty Ltd and was responsible for its acquisition with Newfield Resources Ltd (ASX: NWF) which provided the company with A\$4m working capital. Mr Letcher was responsible for the development of the project from exploration to trial mining, Mr Letcher was also a co-founder of Mirrorplex Pty Ltd which has identified a high grade lithium asset in Zimbabwe and has been responsible for the exploration programs, funding and acquisition with Six Sigma Resources Pty Ltd (ASX:SI6). The roles in these capacities included project management, plant construction and commissioning, exploration management and asset acquisition.

Mr Letcher is currently a director of Aldoro Resources Limited (since 2018) (ASX: ARN), is a non-executive director of Six Sigma Metals Pty Ltd (ASX:SI6) and previously an executive director at Newfield Resources Limited (ASX:NWF).

As Mr Letcher is a director of Aldoro, the Board does not consider him to be an independent Director.

Troy Flannery (Bachelor of Mining Engineering & Master of Applied Finance) – Non- Executive Director

Mr Flannery has more than 23 years' experience in the mining industry, including 7 years in corporate and 16 years in senior mining engineering & project development roles. He has a degree in Mining Engineering, Masters in Finance & First Class Mine Managers Certificate of Competency.

Troy is also the CEO of Abra Mining Pty Ltd, the corporate vehicle for the Galena Mining Ltd (ASX:G1A) & Toho Zinc Joint Venture. He has worked at numerous mining companies, mining consultancies & contractors including BHP, Newcrest, Xstrata, St Barbara Mines & AMC Consultants.

As Mr Flannery is a director of Aldoro, the Board does not consider him to be an independent Director.

Mauro Piccini (Bachelor of Commerce & Chartered Accountant (CA)) – Non- Executive Director

Mauro Piccini is a Chartered Accountant (CA) and a member of the Governance Institute of Australia (GIA). Mauro spent 7 years at the ASX and possesses core competencies in publicly listed and unlisted company secretarial, administration and governance disciplines. Mauro specialises in corporate advisory matters, company secretarial and financial management services for ASX listed companies, capital raisings and IPOs, due diligence reviews and ASX and ASIC compliance. Mauro regularly advises ASX listed companies on a range of corporate matters and has acted as the Company Secretary of a number of ASX

listed and unlisted companies. Mauro also currently serves on the Board of The Pioneer Development Fund (Aust) Limited.

The Board considers that Mr Piccini is an independent Director.

Key management

Mark Mitchell – Chief Executive Officer

Mark Mitchell has been a geologist for over 35 years in exploration in diamonds, rare earths, phosphate, gold, lithium and base metals in Australia, Canada, China, Namibia, Zambia and Zimbabwe. Mr Mitchell worked for De Beers Australia exploration for 24 years rising to the position of exploration manager until its closure in 2009. He then became exploration manager for Kinloch Resources who had rare earth, phosphate, gold, nickel and copper projects in Australia and Southern Africa. In addition, he has been consulting for various diamond, base-metal and gold companies and prospectors across Australia, in particular the cratonic areas. Mr Mitchell has significant experience ranging from targeting through to resource evaluation and has been successful in the discovery of several ore deposits in Australia. He has acted in the capacity of company liaison representative on various research projects with AMIRA, CET, GRC as well as a brief period on the CME Exploration committee. He has geological membership with the Geological Society of Australia and Australian Institute of Geoscientists and is a Registered Professional Geoscientist (No: 10049).

8.2 Disclosure of interests

Remuneration

Given that the Company was incorporated on 25 May 2021, the Directors did not receive any remuneration for the financial years ended 30 June 2020 or 30 June 2021. The proposed remuneration for the financial year ended 30 June 2022 is set out below.

Director	Remuneration for the financial year ended 30 June 2021²	Proposed remuneration for year ending 2022
Joshua Letcher ¹	-	\$60,000
Troy Flannery ¹	-	\$36,000
Mauro Piccini ¹	-	\$36,000

Notes:

1. Appointed on 25 May 2021.
2. The Company was incorporated on 25 May 2021.

Interests in Securities

As at the date of this Prospectus

None of the Directors hold any securities in the Company as at the date of this Prospectus.

Post-completion of the Offer – Minimum Subscription

Director	Shares	Options	Percentage (%) (Undiluted)	Percentage (%) (Fully Diluted)
Joshua Letcher ¹	50,000	Nil	0.18%	-
Troy Flannery ²	50,000	Nil	0.18%	-
Mauro Piccini ³	50,000	Nil	0.18%	-

Post-completion of the Offer – Maximum Subscription

Director	Shares	Options	Percentage (%) (Undiluted)	Percentage (%) (Fully Diluted)
Joshua Letcher ¹	50,000	Nil	0.17%	-
Troy Flannery ¹	50,000	Nil	0.17%	-
Mauro Piccini ³	50,000	Nil	0.17%	-

Notes:

1. Joshua Letcher has an entitlement under the Priority Offer to take up 10,000 Shares (\$2,000), which he intends to subscribe for. In addition, Joshua Letcher intends to subscribe for up to a further 40,000 Shares (\$8,000) under the Offer.
2. Troy Flannery has an entitlement under the Priority Offer to take up 10,000 Shares (\$2,000), which he intends to subscribe for. In addition, Troy Flannery intends to subscribe for up to a further 40,000 Shares (\$8,000) under the Offer.
3. Mauro Piccini intends to subscribe for up to 50,000 Shares (\$10,000) under the Offer, subject to the Company's allocation policy.

The Company's constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The aggregate remuneration for non-executive Directors is \$300,000 per annum although may be varied by ordinary resolution of the Shareholders in general meeting.

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

8.3 Agreements with Directors and related parties

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

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

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

8.4 Corporate governance

(a) **ASX Corporate Governance Council Principles and Recommendations**

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

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

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

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

(b) **Board of Directors**

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

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

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

- (i) leading and setting the strategic direction, values and objectives of the Company;
- (ii) appointing the Chairman of the Board, Managing Director or Chief Executive Officer and approving the appointment of senior executives and the Company Secretary;
- (iii) overseeing the implementation of the Company's strategic objectives, values, code of conduct and performance generally;
- (iv) approving operating budgets, major capital expenditure and significant acquisitions and divestitures;

- (v) overseeing the integrity of the Company's accounting and corporate reporting systems, including any external audit (satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance);
- (vi) establishing procedures for verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor, to ensure that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;
- (vii) overseeing the Company's procedures and processes for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (viii) reviewing, ratifying and monitoring the effectiveness of the Company's risk management framework, corporate governance policies and systems designed to ensure legal compliance; and
- (ix) approving the Company's remuneration framework.

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

(c) **Composition of the Board**

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

- (i) membership of the Board of Directors will be reviewed regularly to ensure the mix of skills and expertise is appropriate; and
- (ii) the composition of the Board has been structured so as to provide the Company with an adequate mix of directors with industry knowledge, technical, commercial and financial skills together with integrity and judgment considered necessary to represent Shareholders and fulfil the business objectives and values of the Company as well as to deal with new and emerging business and governance issues.

The Board currently consists of three Directors (three non-executive Directors) of whom Mauro Piccini is considered independent. The Board considers the current balance of skills and expertise to be appropriate given the Company for its currently planned level of activity.

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

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

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

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

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

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

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

(e) **Ethical standards**

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

(f) **Independent professional advice**

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

(g) **Remuneration arrangements**

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

In accordance with the Constitution, the total maximum remuneration of non-executive Directors is initially set by the Board and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective

contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$300,000 per annum.

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

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

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

(h) **Trading policy**

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

(i) **External audit**

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

(j) **Audit committee**

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

- (i) monitoring and reviewing any matters of significance affecting financial reporting and compliance;
- (ii) verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor;
- (iii) monitoring and reviewing the Company's internal audit and financial control system, risk management systems; and
- (iv) management of the Company's relationships with external auditors.

(k) **Diversity policy**

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

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

(l) **Departures from Recommendations**

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

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

9. MATERIAL CONTRACTS

Set out below is a brief summary of 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 Shares.

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

9.1 Lead Manager Mandate

The Company has signed a mandate letter to engage Xcel Capital Pty Ltd (**Xcel Capital**) to act as lead manager of the Offer (**Lead Manager Mandate**). The material terms and conditions of which are summarised below:

Fees	Under the terms of this engagement the Company will pay Xcel Capital a selling fee of 5% of total funds raised under the Offer plus GST issue Xcel 2,800,000 Options exercisable at \$0.225 on or before the date which is 5 years from their date of issue (refer to Section 10.3 for the full terms and conditions of the Options).
Expenses	Xcel Capital is entitled to any reasonable disbursements and out of pocket expenses (including applicable GST) relating directly to this transaction, which will be agreed upon between Xcel Capital and the Company prior to their incursion of any single expense greater than \$5,000.
Further Capital Raisings	The Company will offer Xcel Capital the lead role in any further equity capital raisings undertaken in connection with the Company within 18 months of completion of the Offer, subject to competitive terms in respect of pricing, fees and timing relative to market practices at that time.

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

9.2 Tenement Sale Agreement

The Company is party to a tenement sale agreement with Aldoro Resources Limited (ACN 622 990 809) (**Aldoro**) and Altilium Metals Pty Ltd (ACN 623 990 634) (**Altilium**) (a wholly owned subsidiary of Aldoro) (together, the **Vendors**) to acquire the tenements making up the Projects (**Tenement Sale Agreement**), the material terms and conditions of which are summarised below:

Consideration	In consideration for the acquisition, the Company agrees: (a) to pay \$200,000 cash to Aldoro as a reimbursement of prior expenditure on the tenements; and (b) issue 5,000,000 Shares to Aldoro, inclusive of the one Share held by Aldoro as at the date of this Prospectus.
Conditions	The sale of the tenements is conditional on: (a) successful completion of the Offer; (b) the parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, the Corporations Act or any other law; (c) the parties obtaining all third party approvals and consents, including the consent of the Minister responsible for the Mining Act 1978 (WA) (Mining Act) (if required);

	<p>(d) the Vendors, the Company and, if necessary, under the third party agreements, the relevant third party, executing a deed of assignment and assumption in relation to each third party agreement (including the royalty deeds set out in Schedule 3 of the Solicitor's Report on Title set out in Annexure B of this Prospectus); and</p> <p>(e) the Company receiving conditional listing approval from the ASX. Completion of the acquisition of the tenements must occur within 2 days of satisfaction of the above conditions.</p>
Title and Post-Completion Obligations	<p>In accordance with the Mining Act, the transfer of the legal title to the tenement applications (being ELA16/551, ELA77/2502 and ELA77/2535), once granted, may only occur upon the occurrence of either (a) prior written consent of the Minister, or (b) a period of 12 months having elapsed from the date of grant of the tenement.</p> <p>Once granted and until such time as the relevant tenements are transferred to the Company, Aldoro will grant the Company the exclusive right to undertake exploration and mining activities on the tenements.</p>

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

9.3 Agreements with Directors and management

9.3.1 Executive Services Agreement – Mark Mitchell

The Company has entered into an executive services agreement with Mark Mitchell (**Executive**), pursuant to which Mark Mitchell has been appointed as Chief Executive Officer of the Company (**ESA**). The material terms and conditions of which are summarised below:

Term	Mr Mitchell commenced on 1 July 2021 and will continue until the agreement is validly terminated in accordance with its terms.
Remuneration	Mr Mitchell will be paid a base salary of \$150,000 per year (plus superannuation).
Termination by the Company	<p><u>Termination by the Company with reason</u></p> <p>The Company may at its sole discretion terminate the employment in the following manner:</p> <p>(a) by not giving less than one (1) months' written notice if, at any time, the Executive:</p> <ul style="list-style-type: none"> (i) is or becomes incapacitated by illness or injury of any kind which prevents the Executive from performing duties under this ESA; or (ii) is or becomes of unsound mind or under the control of any committee or officer under any law relating to mental health; <p>(b) by giving one (1) months' written notice if, at any time, the Executive:</p> <ul style="list-style-type: none"> (i) commits any serious or persistent breach of any of the provisions contained in the ESA and the breach is not remedied within 14 days of the receipt of written notice from the Company to the Executive to do so; (ii) in the reasonable opinion of the Board, is absent in, or demonstrates incompetence with regard to the performance of the Executive's duties under the ESA, provided that the Executive:

	<ul style="list-style-type: none"> (A) has been counselled on at least three separate occasions of the specific matters complained of by the Board; and (B) after each such occasion has been provided with a reasonable opportunity of at least a month to remedy the specific matters complained of by the Board; (iii) the Executive commits or becomes guilty of any gross misconduct; or (iv) refuses or neglects to comply with any lawful reasonable direction or order given to the Executive by the Company which the Executive, after receipt of prior notice, has failed to rectify to the reasonable satisfaction of the Company within 21 business days of receipt of that notice; or <p>(c) summarily without notice:</p> <ul style="list-style-type: none"> (i) if at any time the Executive is convicted of any major criminal offence which brings the Company or any of its Related Bodies Corporate into lasting disrepute, by giving notice effective immediately and without payment of any salary other than salary other than salary accrued to the date of termination; or (ii) upon certain breaches of the ESA (including breaches of the internet, email or trading policies of the Company). <p><u>Termination by the Company without reason</u></p> <ul style="list-style-type: none"> (a) The Company may at its sole discretion terminate the employment by giving three (3) months' written notice to the Executive. (b) The Company may elect to pay the Executive the equivalent of the three (3) months' Salary and dispense with the notice period above.
<p>Termination by Executive</p>	<p>The Executive may at its sole discretion terminate the employment in the following manner:</p> <ul style="list-style-type: none"> (a) if at any time the Company commits any serious or persistent breach of any of the provisions contained in the ESA and the breach is not remedied within 28 days of receipt of written notice from the Executive to the Company to do so, by giving notice effective immediately; or (b) by giving three (3) months' written notice to the Company.

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

9.3.2 Non-executive Director appointments

Joshua Letcher, Troy Flannery and Mauro Piccini have each entered appointment letters with the Company to act in the capacity of Non-Executive Chairman and Non-Executive Directors respectively and will receive the remuneration set out in Section 8.2.

9.3.3 Deeds of indemnity, insurance and access

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

10. ADDITIONAL INFORMATION

10.1 Litigation

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

10.2 Rights attaching to Shares

The following is a summary of the more significant rights attaching to Shares. 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 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.

(a) 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.

(b) Voting rights

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for 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). Amounts paid in advance of a call are ignored when calculation the proportion.

(c) 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 on such terms and conditions as the Directors think fit, (a) a dividend reinvestment plan 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 and (b) a dividend election plan permitting holders of Shares to the extent that the Shares are fully paid, to have the option to elect to forego the right to share in any dividends (whether interim or otherwise) payable in respect of such Shares and to receive instead an issue of Shares credited as fully paid up to the extent as determined by the Directors.

(d) **Winding-up**

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.

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.

(e) **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.

(f) **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.

(g) **Variation of rights**

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.

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.

(h) **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 of Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (l), the amount payable upon exercise of each Option will be \$0.225 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is 5 years from its date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the latter of the following:

- (i) Exercise Date; and
- (ii) When excluded information in respect to, the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

But in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- (iii) 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;
- (iv) 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
- (v) 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.

If a notice delivered under 11.3(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

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

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **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.

(l) **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.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

10.4 **Employee Securities Incentive Plan**

The Company has adopted an employee securities incentive plan (**Plan**), a summary of which is set out below. The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. It is intended that the Non-Executive Directors, key executives and consultants will be able to participate in the Plan. No securities have been issued under this Plan.

(a) **Eligible Participant**

Eligible Participant means a person that:

- (i) is an 'eligible participant' (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
- (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.

(b) **Maximum allocation**

The Company must not make an offer of Securities under the Plan where the total number of Shares issued under the Plan (**Plan Shares**) that may be issued, or acquired upon exercise of securities convertible into Shares issued under the Plan (**Convertible Securities**) offered, when aggregated with the number of Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period would exceed 5% of the total number of Shares on issue at the date of the offer.

The maximum number of equity securities proposed to be issued under the Plan for the purposes of the ASX Listing Rules is 3,000,000 Shares (representing 10% of the issued Shares on completion of the Offer) (**ASX Limit**), meaning that the Company may issue up to the ASX Limit under the Plan, without seeking Shareholder approval and without reducing its placement capacity under ASX Listing Rule 7.1.

The ASX Limit is not intended to be a prediction of the actual number of securities to be issued under the Plan, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).

(c) **Purpose**

The purpose of the Plan is to:

- (i) assist in the reward, retention and motivation of Eligible Participants;
- (ii) link the reward of Eligible Participants to Shareholder value creation; and
- (iii) 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.

(d) **Plan administration**

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

(e) **Eligibility, invitation and application**

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(f) **Grant of Securities**

The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant that has participated (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(g) **Terms of Convertible Securities**

Each Convertible Security represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised, a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over,

collateralise a margin loan against, utilise for the purposes of short selling, enter into a derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them. For the avoidance of doubt, a Participant includes any contractor or consultant to the Company.

(h) **Vesting of Convertible Securities**

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(i) **Exercise of Options and cashless exercise**

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the Convertible Security exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(j) **Delivery of Shares on exercise of Convertible Securities**

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(k) **Forfeiture of Convertible Securities**

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible

Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Company policy or wilfully breached his or her duties to the Company (including but not limited to breaching a material term of an employment, executive services or employment agreement), the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

A Participant may by written notice to the Company voluntarily forfeit their Convertible Securities for no consideration.

(l) **Change in control**

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(m) **Rights attaching to Plan Shares**

All Plan Shares issued or transferred to a Participant upon the valid exercise of a Convertible Security will rank *pari passu* in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(n) **Disposal restrictions on Plan Shares**

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(o) **Adjustment of Convertible Securities**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company pro rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(p) **Participation in new issues**

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(q) **Amendment of Plan**

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(r) **Plan duration**

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

10.5 Interests of Directors

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

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

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

- (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
 - (ii) the Offer.

10.6 Interests of Experts and Advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

- (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 Offer; or

(f) the Offer,

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

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

(h) the Offer.

FRM Geological Services 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 FRM Geological Services a total of \$20,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, FRM Geological Services has not received fees from the Company for any other services.

RSM Corporate Australia Pty Ltd has acted as Investigating Accountant and has prepared the Independent Limited Assurance Report which is included in Annexure C. The Company estimates it will pay RSM Corporate Australia Pty Ltd a total of \$12,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, RSM Corporate Australia Pty Ltd has not received fees from the Company, provided that RSM Australia Partners has received the fees set out below for audit services.

RSM Australia Partners has acted as auditor to the Company. The Company estimates it will pay RSM Australia Partners a total of \$5,500 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, RSM Australia Partners has not otherwise received fees from the Company.

Xcel Capital Pty Ltd has acted as Lead Manager to the Offer and will receive those fees set out in Section 9.1 for its services as Lead Manager to the Offer. Xcel Capital Pty Ltd will be responsible for paying all capital raising fees that Xcel and the Company agree with any other financial service licensees. During the 24 months preceding lodgement of this Prospectus with the ASIC, Xcel Capital Pty Ltd has not received fees from the Company for any other services.

Steinepreis Paganin has acted as the Australian legal advisers to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$90,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has received \$41,905 in fees from the Company for legal services, which form part of the total estimate set out above.

10.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offer or of the Shares), the Directors, any 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.

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

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

RSM Australia Partners has given its written consent to being named as auditor of the Company in this Prospectus in the form and context in which it is so named.

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

Xcel Capital Pty Ltd has given its written consent to being named as the Lead Manager to the Company in this Prospectus.

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

10.8 Expenses of the Offer

The total expenses of the Offer (excluding GST) are estimated to be approximately \$412,850 for Minimum Subscription or \$440,595 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	\$52,144	\$54,889
Lead Manager Fees	\$225,000	\$250,000
Legal Fees	\$90,000	\$90,000
Independent Geologist's Fees	\$20,000	\$20,000
Investigating Accountant's Fees	\$12,000	\$12,000
Auditor's Fees	\$5,500	\$5,500
Printing, Distribution and Miscellaneous	\$5,000	\$5,000

Item of Expenditure	Minimum Subscription	Maximum Subscription
TOTAL	\$412,850	\$440,595

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.



Joshua Letcher
Non-Executive Chairman
For and on behalf of
Aurum Resources Limited

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 of the Penny South Gold Project, Unaly Hill South Project and the Ryan's Find Project.

Acquisition Agreement means the agreement between the Company and Aldoro summarised in Section 9.2

Aldoro means Aldoro Resources Limited (ACN 622 990 809) (ASX:ARN).

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

ASIC means Australian Securities & Investments Commission.

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

ASX Listing Rules means the official listing rules of ASX.

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

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

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

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

Company or **Aurum** means Aurum Resources Limited (ACN 650 477 286).

Conditions has the meaning set out in Section 4.5.

Constitution means the constitution of the Company.

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

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

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

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

Lead Manager or **Xcel Capital** means Xcel Capital Pty Ltd (a corporate authorised representative (number 1277353) for Gameplay Capital Pty Ltd (AFSL 511738)).

Lead Manager Mandate means the agreement with the Lead Manager summarised in Section 9.1.

Maximum Subscription means the maximum amount to be raised under the Offer, being \$5,000,000.

Minimum Subscription means the minimum amount to be raised under the Offer, being \$4,500,000.

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

Official List means the official list of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Right means a performance right convertible into a Share.

Prospectus means this prospectus.

Recommendations has the meaning set out in Section 8.4.

Section means a Section of this Prospectus.

Securities means Shares and Options.

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

Shareholder means a holder of Shares.

Tenements means the mining tenements (including applications) in which the Company will have an interest as set out in Section 5.2 and further described in the Independent Geologist's Report at Annexure A and the Solicitor's Tenement Report at Annexure B or any one of them as the context requires.

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

ANNEXURE A – INDEPENDENT GEOLOGIST’S REPORT



E felicity@frmgeo.com.au T (+61) 409 997 879
56 London St, North Perth, WA, 6006
ABN: 77 823 685 882

INDEPENDENT GEOLOGIST'S REPORT

Prepared for

AURUM RESOURCES LIMITED

Prepared by:

F Repacholi-Muir

BSc (Geol & Soil Sc), GradCertAppFin, MAIG

August 2021

1.0 INTRODUCTION

FRM Geological Services (FRM) was engaged by Aurum Resources Limited ("Aurum" or "the Company") to provide an Independent Geologist's Report (IGR or the Report) on the Penny South, Unaly Hill South and Ryan's Find Projects (the Projects).

FRM understands that this Report is intended to be included in a prospectus ("Prospectus") to be lodged by Aurum with the Australian Securities and Investments Commission (ASIC) in support of an initial public offer (IPO) of 22,500,000 shares at A\$0.20 per share, to raise a total of A\$4.5 million with the ability to accept over subscriptions of an additional A\$0.5 million (before costs associated with the issue) to facilitate a listing on the Australian Securities Exchange (ASX). The funds raised will be used for the purpose of the exploration and evaluation of Aurum's Projects and for working capital purposes.

This IGR 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 IGR, the classifications are consistent with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code"), 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; as well as the Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports, 2015 Edition (The VALMIN Code).

The Competent Person for preparation of the report is Ms Felicity Repacholi-Muir; BSc (Geol & Soil Sc), GradCertAppFin. Ms Repacholi-Muir is a Member of the Australian Institute of Geoscientists (MAIG #3417) with over 15 years of experience and has extensive professional experience with the geology of and has worked extensively in Western Australia. Ms Repacholi-Muir has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking to qualify as a Competent Person as defined by the 2012 JORC Code as incorporated in the ASX Listing Rules.

This Report has been prepared by FRM strictly in the role of an independent expert. FRM does not, or have previously had, any material interest in Aurum or the mineral properties in which Aurum is acquiring an interest. FRM's relationship with Aurum is solely one of professional association between client and independent consultant. This Report is prepared in return for professional fees based on agreed commercial rates and the payment of these fees is in no way contingent on the results of this Report.

Aurum has agreed to indemnify FRM for any liability arising as a result of or in connection with the information provided by or on behalf of Aurum being incomplete, incorrect or misleading in any material respect. Aurum has confirmed in writing to FRM that, to its knowledge, the information provided by it (when provided) was complete and not incorrect or misleading in any material respect. FRM has no reason to believe that any material facts have been withheld and Aurum has confirmed in writing to FRM that it believes it has provided all material information available to it.

In preparing this report, FRM was reliant on relevant data collated and provided by Aurum as well as publicly available information regarding geology and previous exploration. The principal source of information regarding Aurum's assets were statutory reports prepared by previous tenement holders and its consultants and submitted to the Department of Mines, Industry Regulation and Safety (DMIRS) of Western Australia. FRM does not doubt the authenticity or substance of previous investigating reports. FRM has not however, 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. A draft of this Report was provided to Aurum to identify and address any factual errors or omissions prior to finalisation of the Report.

The current ownership and legal standing of Aurum's Projects is subject to a separate Solicitor's Report which is set out in the Prospectus and these matters have not been independently verified by FRM. The present status of tenements listed in this Report is based on information provided by Aurum and the Report has been prepared on the assumption that the tenements will prove lawfully accessible for evaluation and development.

The author of this report is not qualified to provide extensive commentary on the legal aspects of the mineral properties or the compliance with the Western Australian Mining Acts. FRM has interrogated the websites of the DMIRS to confirm the validity of the tenements and aspects relating to the compliance with the various Government Acts and Regulations. This search has confirmed that the tenements are reported as being in good standing and that all tenement matters including annual reports and rents. As FRM is not an expert in the Mining Acts, no warranty or guarantee, be it express or implied, is made by the authors with respect to the completeness or accuracy of the legal aspects regarding the security of the tenure.

The Projects do not contain any Ore Reserves or Mineral Resources, as defined by the JORC Code. Under the definition provided by the ASX and in the VALMIN Code, the Penny South, Unaly Hill South and Ryan's Find Projects are classified as 'exploration projects', which are inherently speculative in nature. Aurum's Projects are considered to be sufficiently prospective, subject to varying degrees of risk, to warrant further exploration and development of their economic potential, consistent with the programs proposed by Aurum.

FRM is of the opinion that Aurum has satisfactory and clearly defined exploration and expenditure programs which are reasonable having regard to the stated objectives of the Company. Aurum'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. Aurum's Projects are considered to be sufficiently prospective, subject to varying degrees of risk, to warrant further exploration and development of their economic potential, consistent with the programs proposed by Aurum.

This Report has an Effective Date of the 20th August 2021, this being the most recent date on which Aurum made material in its possession available to FRM and FRM is unaware of any material change since this date. FRM consents to the distribution of this Report in the form and content in which it appears.

2.0 EXECUTIVE SUMMARY

This Report covers the Penny South, Unaly Hill South and Ryan's Find Projects. The general location of these Projects is shown in Figure 1 and Table 1 details the tenement schedule. All geochemical and drill results with respect to previous exploration on the Projects are set out within Tables within the body of the Report or within the Annexures.

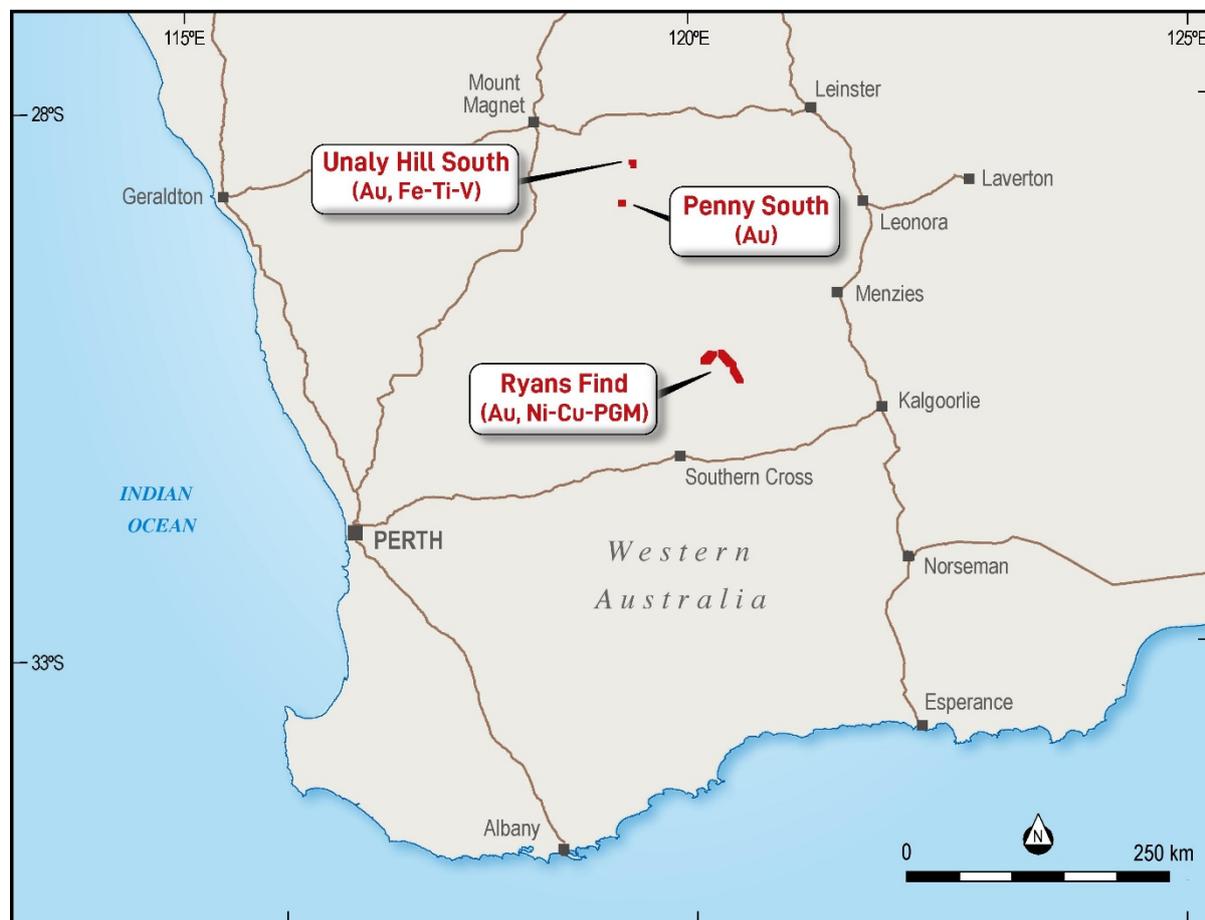


Figure 1: Aurum's Project Locations

The **Penny South Project** is located 450km northeast of Perth within the East Murchison Region of Western Australia. The Project lies directly south of the Youanmi Mining Centre and also the Penny Gold Project owned by Ramelius Resources Limited (ASX:RMS).

The Penny West deposit was discovered in 1990 and mined as a high-grade open pit in 1990/91 producing approximately 154,000t @ 18.0g/t Au for 89,000oz¹. Minor exploration was conducted over following years by a number of companies until Spectrum Metals Limited (ASX:SPX) discovered the Penny North lode zone in March 2019.

Historic drilling within the Penny South Project has encountered various significantly anomalous intersections of gold mineralisation including 2m at 33.98g/t Au, 6m at 1.27g/t Au and 5m at 1.11g/t Au (refer to Table 1 of Annexure A for significant drill intersections). Like the Penny West area, tenement

¹ ASX.RMS Announcement 30th June 2020 "Ramelius extends Life of Mine Plan by 34% to 1.45Moz Au"

E57/1045 contains limited outcrop and is overlain by transported cover. The average depth of historic drilling within the Penny South Project is less than 40m down hole.

Exploration completed by Spectrum highlighted that the Penny West Deposit lies within a magnetic low corridor². The mineralisation at Penny West is understood to be hosted at the contact between an amphibolite and sheared granodiorite units³. A recent high-resolution ground magnetic survey highlighted a 2km prospective strike extent of low magnetic greenstone and granodiorite units observed to host gold mineralisation at the neighbouring Penny West project. The area corresponds with the southern strike extension of the Penny West Shear, that hosts the historic high-grade Penny West Gold Mine and the Penny North Lode.

The survey revealed several other target areas, these targets have generally either been untested or poorly tested by historic drilling.

The successes and exploration strategies at the Penny West and Penny North deposits will guide Aurum's exploration model for the Project.

The **Unaly Hill South Project** comprises the single exploration tenement E57/1048 covering approximately 12km². The project is located in the Youanmi Gold Mining District approximately 500km northeast of Perth and 50km southwest of the town of Sandstone.

The Project lies at the southern end of the Atley Complex, located between the Youanmi and Sandstone Gold Mining Districts and is contiguous with Surefire Resources' (ASX:SRN) Unaly Hill Vanadium Project. Whilst the tenement contains vanadium titanomagnetite exploration targets it is also considered prospective for gold mineralisation with the intersection of two major regional shears known to host gold mineralisation. There has been a recent increase in interest in gold exploration in the area by neighbouring Surefire Resources⁴ as well as Golden Mile Resources recent acquisition of the Yuinmery Gold Project, just 6km south-southeast⁵.

The tenement area straddles the major regional Youanmi Shear Zone, which hosts the Youanmi and Penny West gold deposits to the south and numerous gold deposits in the Sandstone area to the northeast. The project sits at an interesting structural juncture between the Youanmi Shear and the Yuinmery Shear, this intersection of two major faults is conceptually favourable for the development of dilational structures for possible gold mineralisation.

A number of gold anomalies have been identified from historic soil sampling and RAB drilling. The shallow, wide spaced, RAB drilling completed to date is thought to be an ineffective test for continuity of the gold anomalies, and combined with the favourable structural setting, the area warrants further follow up work. An exploration program is planned replicating the approach being undertaken at Penny South, with an initial ground magnetic survey to aid with structural and lithological interpretation of the area, followed by multi-element geochemical sampling. Targets generated by this combined approach will be drill tested.

The **Ryans Find Project** is located 400km east-northeast of Perth, between the towns of Coolgardie and Southern Cross. The Ryans Find Project comprises a single granted Exploration Licence and three Exploration Licence applications. Most of the early work was carried out by Western Mining Corporation

² ASX.SPX Announcement 31st May 2019 "Geophysical Survey Initiated over Penny West Shear"

³ ASX.SPX Announcement 29th August 2019 "Multiple Targets Identified at Penny West"

⁴ ASX:SRN Announcement 2nd June 2021 "Yidby Gold Project – Further Massive Gold Intersections"

⁵ ASX:G88 Announcement 23rd September 2019 "Golden Mile Completes Purchase of Yuinmery Gold Project" and 11th December 2019 "Exploration Targets at the Yuinmery Gold Project"

in the 1970s comprising reconnaissance-scale exploration, entailing surface geochemistry and limited percussion drilling. Exploration was relatively dormant for the following 20-30 years and the area did not benefit from the application of modern-day exploration technologies.

More recent exploration commenced during the 2000s with the belt being identified to comprise similar nickel-prospective rocks to those that occur in the Maggie Hays area and the historical geochemical results have identified near surface nickel anomalism at several locations which remained untested.

Exploration by Neometals Limited (ASX:NMT, formerly Reed Resources Limited) established that the Green Dam Ultramafic Complex, which underlies the Ryan's Find Project, was formed in a single, continuous eruptive event. Such events give rise to the potential for nickel bearing sulphide mineral accumulations to form, and then be further concentrated by magmatic processes.

Within the Green Dam Ultramafic Complex, Neometals identified a coherent sequence of Kambalda-style spinifex-textured ultramafic flows along the western flank of the greenstone belt. The ultramafic sequence is in contact with footwall basalt for much of its length and the basal ultramafic contact, which is the loci for massive sulphides, was stated at being likely preserved⁶. Neometals recommended follow up Induced Polarisation surveying however it was not completed due to prevailing nickel prices at the time.

Following a recent review of the Project, the exploration focus has switched to the gold potential of the project. The project contains in excess of 50km of strike length of relatively underexplored greenstone belt, bookended by historic gold mines and workings. Aurum will actively pursue the grant of the three pending Exploration Licences, with a view to commence a gold focussed exploration program once granted and regulatory approvals have been received.

Exploration Budget

Aurum have provided to FRM its proposed exploration expenditure for the two-year period following the capital raising with \$3,169,368 (or \$3,593,143 with over subscriptions) of direct exploration expenditure which is detailed in Table 5. This is the primary use of funds in the proposed capital raising.

Aurum is intending to focus its expenditure on geochemical surveys, drilling and geophysical surveys. FRM is satisfied that this is a prudent approach to the use of funds for exploration. FRM has reviewed Aurum's proposed exploration activities and is of the opinion that the funds raised will be sufficient for the proposed program, in line with the current costs of exploration and that the programs are appropriate for the mineral potential and status of the projects.

⁶ ASX.RDR Announcement 31st October 2006 "Final Quarter Activities & Cashflow Reports"

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3.0 TENURE

Details of the Aurum tenements are included in Table 1 and project locations are shown in Figure 1.

Table 1: Aurum Tenement Schedule as at 20th August 2021

Licence	Holder ¹	Application Date	Grant Date	Expiry Date	Expenditure ² Commitment	Area ^{3,4} (km ²)
Penny South Project						
E 57/1045	ALT	20/01/2016	10/08/2016	09/08/2023	\$20,000	9.9
Unaly Hill South Project						
E 57/1048-I	ALT	18/04/2016	01/02/2018	31/01/2023	\$20,000	12.1
Ryan's Find Project						
E 16/0489	ARN	28/06/2016	27/01/2017	26/01/2022	\$30,000	44.3
E 16/0551	ARN	25/09/2020			N/A	44.3
E 77/2502	ARN	01/12/2017			N/A	60.7
E 77/2535	ARN	17/04/2018			N/A	78.9

¹ Ownership Acronyms:

ALT refers to Altilium Metals Limited, a wholly owned subsidiary of Aldoro Resources Limited

ARN refers to Aldoro Resources Limited

² Applicable on granting of Exploration Licence applications

³ Area refers to granted area or in the case of applications the "first-in-time" priority to grant

⁴ Appropriate rounding has been applied

The **Penny South Project** comprises a single (1) granted Exploration Licence, covering cover an area of approximately 9.9km². Altilium Metals Limited ("Altilium") is the registered holder of E57/1045; Aurum has entered into a binding tenement sale agreement with Altilium to acquire a 100% interest in the tenement.

The southern portion of the Penny South Project overlies vacant crown land and the northern portion is located on the Atley Pastoral Lease (PL N050586). The Marlinyu Ghoorlie (WAD642017 and WC2017/007) Native Claim covers the southwestern portion of the Penny South Project. The claimants are represented by the Native Title Service Goldfields. There is a single (1) Heritage Site identified within E57/1045, site 4451 (Penny Bore) which overlies the most north-eastern portion of the tenement.

The **Unaly Hill South Project** comprises a single (1) granted Exploration Licence, covering an area of approximately 12.1km². Altilium Metals Limited is the registered holder of E57/1048; Aurum has entered into a binding tenement sale agreement with Altilium to acquire a 100% interest in the tenement.

The Unaly Hill South Project is located on the Atley Pastoral Lease (PL N050586). There are no registered Heritage Sites, nor Other Heritage Places identified within E57/1048.

The **Ryan's Find Project** comprises a single (1) granted Exploration Licence, namely E16/0489 and three (3) Exploration Licence applications, namely E16/0551, E77/2502 and E77/2535. The Project covers a

land area of approximately 228km². Aldoro Resources Limited ("Aldoro") is the holder of the one granted Exploration Licence and three Exploration Licence applications, Aurum has entered into a binding tenement sale agreement with Aldoro to acquire a 100% interest in the tenements and has a licence to explore applications (once granted) until title is transferred.

The Ryans Find Project lies predominately on Vacant Crown Land, other than E77/2502 which lies partially within the Mt Manning Conservation Park. The Project is within the external boundaries of the Marlinyu Ghoorlie (WAD642017 and WC2017/007) Native Claim. There are no known registered Heritage Sites nor Other Heritage Places identified within the Project area.

FRM Geological Services has not independently validated mineral tenures, the status of access agreements and applicable royalty or joint venture agreements. These aspects are dealt with in the relevant section of the Prospectus. FRM has made all reasonable enquiries regarding the status of these tenements and confirms that to the best of FRM's knowledge these tenements remain in good standing with all statutory filings, reports and documentation, including renewals have been supplied to the various government departments. The present status of tenements, agreement and legislation in this report is based on information provided by Aurum. The Report has been prepared on the assumption that exploration and future development of the Projects will prove to be lawfully accessible for evaluation and development. Refer to the Solicitors Report within the Prospectus for additional details.

4.0 PENNY SOUTH PROJECT

4.1 LOCATION & ACCESS

The Penny South Project is centred approximately 450km north-northeast of Perth, within the East Murchison Region of Western Australia. The Project is located within the East Murchison Mineral Field and lies within the following Geological Survey of Western Australia ("GSWA") map sheets; the Youanmi (SH50-04) 1:250,000 map sheet; and the Youanmi (2640) 1:100,000 map sheet.

Access to the region is via either the Youanmi-Lake Barlee Road from the south or the Paynes Find-Sandstone Road from the southwest. Station tracks, fence lines and some old, abandoned exploration grid lines provide access within the general area. All roads and tracks may be inaccessible after extended periods of rain.

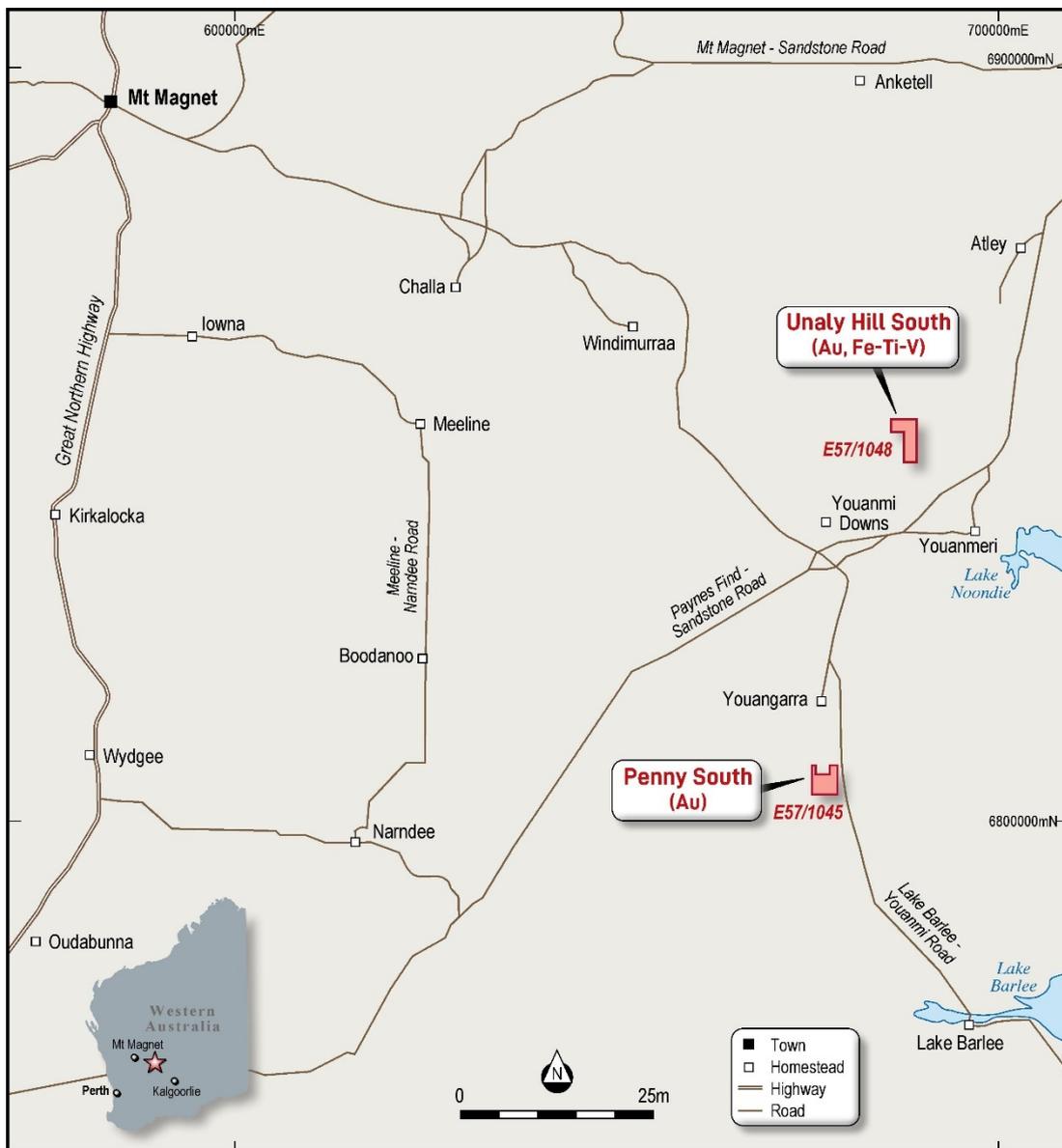


Figure 2: Penny South Project and Unaly Hill South Project Tenure and Location

The climate of the project area (and the other two project areas) is semi-arid with hot summers, in which day temperatures above 40° are normal and cool winters with overnight frosts. Rainfall is irregular, and

although the mean annual precipitation is 200 - 250mm, there are years of almost complete drought and others where rainfall greatly exceeds the average.

The Project lies within the Eastern Murchison subregion of the Murchison Bioregion, as defined by the Interim Biogeographic Regionalisation of Australia. The Eastern Murchison comprises the northern parts of the Yilgarn Craton's Southern Cross and Eastern Goldfields Terrains and is characteristic of internal drainage and extensive areas of elevated red desert sandplains with minimal dune development. Salt Lake systems are associated with the occluded palaeodrainage system. Broad plains of red-brown soils and breakaways complexes as well as red sandplains are widespread. Vegetation is dominated by Mulga woodlands and is often rich in ephemerals, hummock grasslands, saltbush shrublands and *Halosarcia* shrublands.

In accordance with Beard (1990), the Murchison region, located in the Austin Botanical District within the Eremaean Province of WA, is defined by the vegetational expression of geological boundaries of the Yilgarn Block, described as Archaean granite with infolded volcanics and meta-sediments (greenstones) of a like age. The topography is undulating, with occasional ranges of low hills and extensive sandplains in the eastern half. The principal soil type is shallow earthy loam overlying red-brown hardpan, with shallow stony loams on hills and red earthy sands on sandplains. The western half of the region more or less coincides with the basin of the Murchison River, the eastern half embraces the drainage of former rivers, now dry, draining towards the Eucla Basin. Vegetation is predominantly mulga low woodland (*Acacia aneura*) on plains, reduced to scrub on hills, with a tree steppe of *Eucalyptus* spp. and *Triodia basedowii* on sandplains (Payne *et al.*, 1998).

4.2 GEOLOGY AND MINERALISATION

Regional Setting

The Penny South Project is located within the southern portion of the Youanmi Greenstone Belt, a modest-sized greenstone belt that straddles the boundary between the Murchison and Southern Cross Domains, which collectively make up the larger Youanmi Terrane tectonic division as described by Cassidy *et al.* (2006). The boundary between the two domains is marked by the regionally extensive Youanmi Fault (Cassidy *et al.*, 2006), which marks the eastern boundary of the southern parts of the Youanmi greenstone belt (refer Figure 3). The Youanmi Greenstone Belt is dominated by metamorphosed mafic extrusives and intrusives with minor banded iron formation ("BIF"), intrusive felsic porphyries and some felsic volcanic rocks. The Youanmi intrusive complex (Figure 3) is made up of layered mafic and ultramafic rocks and occurs to the immediate west of the main greenstone sequence in the southern parts of the belt (Radford & Boddington, 2003 & Stewart, Williams & Elias, 1983).

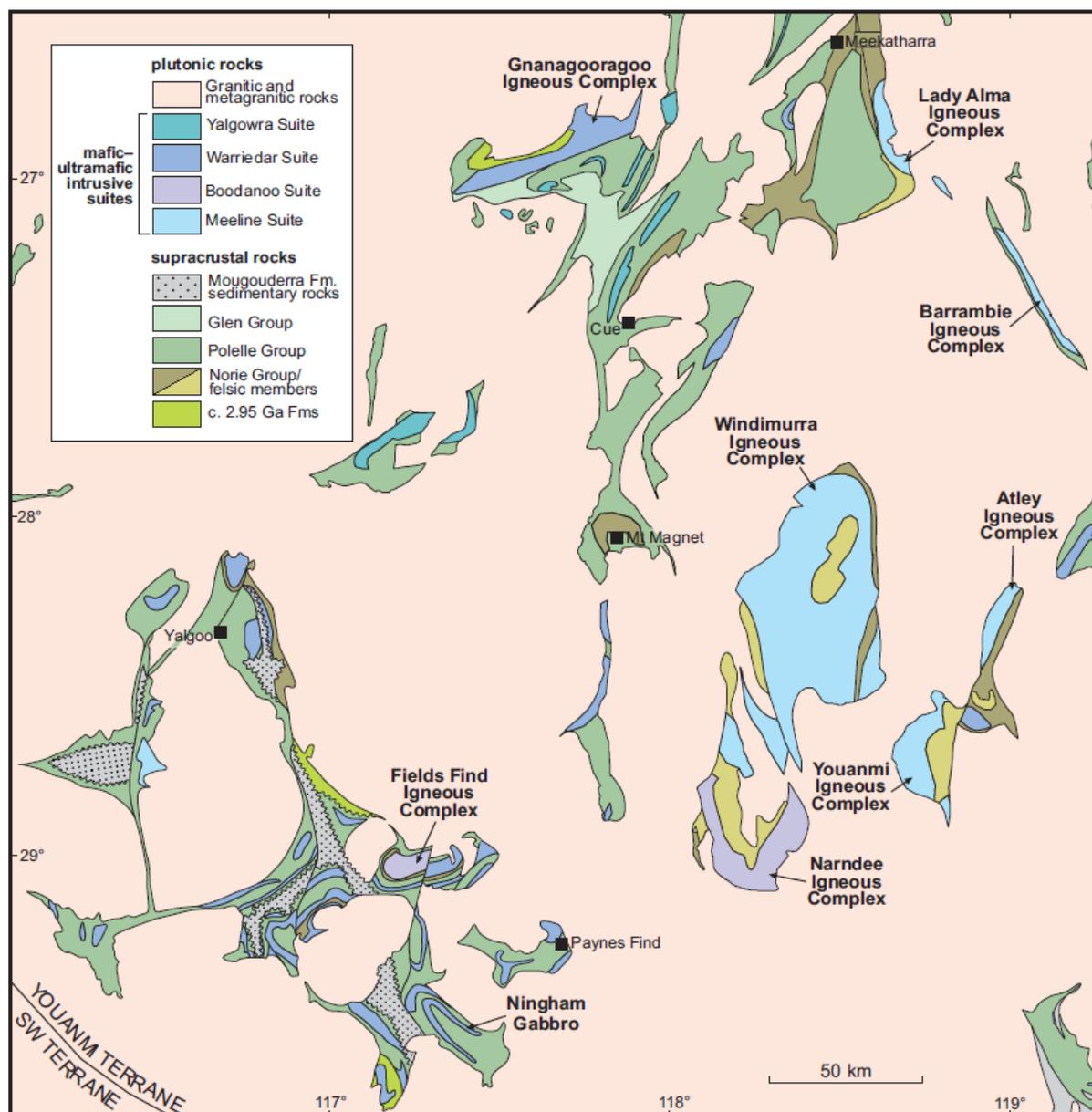


Figure 3: Regional Geological Setting of the Penny South and Unaly Hill South Project; Simplified geological map showing mafic-ultramafic intrusive suites of the northern Youanmi Terrane (Source: Ivanic (2019))

Project Geology

The Penny South geology comprises a sequence of north-south striking weak-moderately magnetic and non-magnetic greenstones and ultramafic rocks. Most of these rocks are hidden by cover ranging from 1m to 32m, and averaging about 10m, based on the most recent logging. Historic drilling indicates cover is shallow in the eastern-most drillholes (1-5m), compared with the western drillholes, where cover is more variable, ranging from 1-30m.

Granodiorite has been intercepted in the western parts of the tenement. Offsets in geology were interpreted by Southern Geoscience Consultants and appear to be consistent with known gold intercepts. Current gold intercepts are associated with quartz veins, geological contacts (sheared) and felsic intrusive rocks (granodiorite).

The Youanmi Fault is a major regional structure controlling gold mineralisation in the area. Drilling in the project area has identified a gold-mineralised structure hosted in mafic schist, which by analogy with Penny West mineralisation may represent low-grade, hanging wall mineralisation. Much of the drilling has tested the hanging wall but not intersected the contact zone.

Mineralisation

Major occurrences of gold within the Youanmi Greenstone Belt occur at the Youanmi Mining Centre in the north, the Youangarra (or Currans) Mining Centre in the south and the neighbouring Penny West Deposit.

The Youanmi Mining Centre produced approximately 276,000oz Au (Stewart, Williams & Elias, 1983) prior to modern mining in the 1980s and 1990s when approximately another 293,000oz Au was mined (Stewart, Williams & Elias, 1983 & Flint et al., 2000). Mineralisation at the Youanmi Gold Mine is situated along an adamellite–greenstone contact and within nearby sub-parallel shear zones (Munro, 1990). The Youanmi Mining Centre is now held by Rox Resources Limited (ASX:RXL), with recent exploration success defining the Grace Deposit⁷.

The Youangarra Mining Centre has historical production of approximately 4,200oz Au (Stewart, Williams & Elias, 1983).

The mined-out Penny West deposit, which is located some 5km to the southeast of the main Youangarra Mining Centre, was a high-grade open pit in 1990/91 producing approximately 154,000t @ 18.0g/t Au for 89,000oz⁸. The Penny Project, currently held by Ramelius Resources Limited (ASX:RMS) has a current Total Mineral Resource of 620,000 tonnes at 15.0g/t Au for 300,000 ounces gold⁹.

Gold mineralisation at the Penny Project, is hosted within large, quartz-sulphide lode veins occurring within a steeply dipping greenstone stratigraphy dominated by mafic and ultramafic units and with minor felsic and granitoid intrusive units. The Penny West & North lodes occur at or proximal to a felsic schist–mafic amphibolite contact and slightly cross-cut stratigraphy. The lodes are typically 2-6m thick, dip east at 50°- 65° and both have strike and dip extents of 350m and 250m respectively. Gold mineralisation is nuggety and closely correlates with sulphide rich zones of pyrrhotite, pyrite, galena, sphalerite and minor chalcopyrite. The Magenta deposit is a smaller lode of a similar mineralisation style occurring 1.4km north of the Penny area.

The Penny South Project exploration model (refer Figure 4) driving recent programs was created by the previous operator and was based on the observations gleaned for Spectrum's announcements on the Penny West mineralisation. The gold lode at Penny West is understood to be a 2-3m wide quartz vein hosted within a sheared granodiorite unit, near the basal contact with less strained amphibolite.¹⁰ Mineralisation at Penny West and Penny North deposits is understood to be associated with the presence of galena (lead sulphide, Pb) and sphalerite (zinc sulphide, Zn).¹¹

The Youanmi Greenstone Belt also has also seen extensive base metal exploration, commencing during the 1960s and 1970s. Exploration has culminated in the discovery of the copper–zinc resources at

⁷ ASX.RXL Announcement 15th July 2021 "Youanmi Project Update July 2021"

⁸ ASX.RMS Announcement 30th June 2020 "Ramelius extends Life of Mine Plan by 34% to 1.45Moz Au"

⁹ ASX.RMS Announcement 9th November 2020 "Penny and Edna May Study Updates"

¹⁰ ASX.SPX Announcement 29th August 2019 "Multiple Targets Identified at Penny West"

¹¹ ASX.SPX Announcement 16th July 2019 "Ongoing high grade gold results from Penny North"

Freddie Well (648,000 tonnes at 7.7% Zn and 0.2% Cu¹²), at Pincher Hill and near Yuinmery. A Ni-Cu occurrence is recorded at Youangarra, but little is known about this prospect.

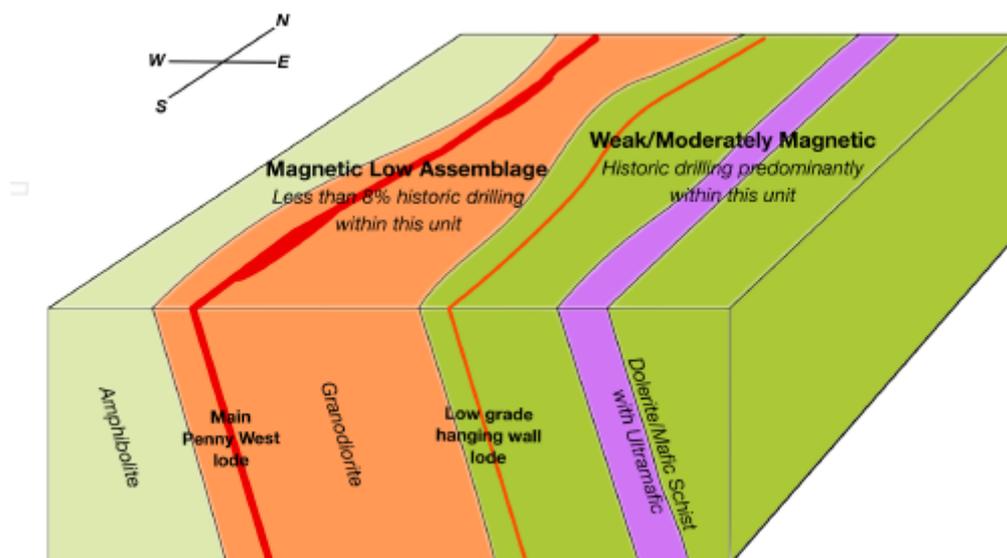


Figure 4: Simplified exploration model for Penny South (Source: ASX.ARN 27th November 2020)

4.3 EXPLORATION HISTORY

The following is a synopsis of exploration completed to date. All drillholes completed to date are depicted in Figure 5. Significant drill intersections for all drilling completed within the Penny South Project are tabulated in Table 1 of Annexure A of this Report.

FRM cautions that the following synopsis is drawn from publicly available reports held by the Geological Survey of Western Australia ("GSWA"). Whilst FRM is satisfied that the exploration results summarised were conducted in accordance with the standard industry practice of the time, the reporting of these results at the time may not fulfil the requirements of the JORC Code (2012). The Competent Person considers that these results to be indicative of, but not an absolute measure of the presence of gold mineralisation.

From 1967 to 1971, **Australian Geophysical Pty Ltd** ("Australian Geophysical") explored the area to the north of Aurum's current tenement. Australian Geophysical completed reconnaissance rock chip and stream geochemistry, dipole-dipole induced-polarisation ("IP"), ground magnetics and geological mapping to explore for base metals, cobalt and nickel. One diamond drillhole was completed at Fitz Bore, testing a vanadium-bearing titaniferous iron ore. *WAMEX Reports A000139 - A000143*

During 1971 to 1973, **Western Mining Corporation Ltd** ("WMC") explored their Youanmi-Windimurra and Youangarra Projects. The Projects covered the Curran's Well area, approximately 8km north of E57/1045. WMC completed air photo interpretation, ground magnetic surveys, IP, auger soil geochemistry, rock chip and soil sampling and percussion drilling of gossans for base metals, followed by diamond drilling. Costeaning was also completed. *WAMEX Reports A003157, A003572, A004021*

¹² Valdera Resources Limited (2002)

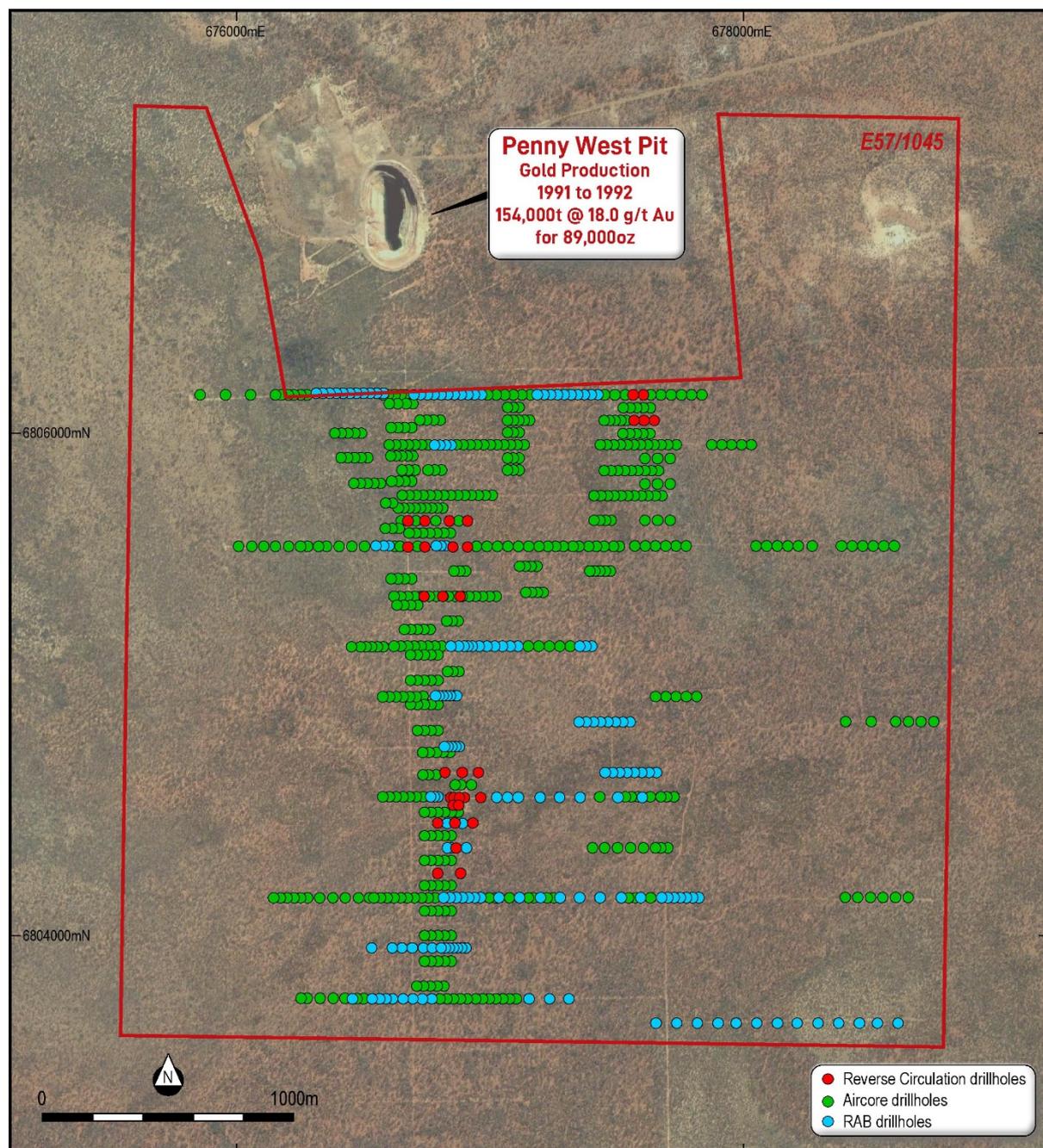


Figure 5: Exploration drilling completed to date at the Penny South Project

During 1984 to 1985, **CRA Exploration Pty Ltd** ("CRA") explored their Freddie Well and Shirley Bore Projects, located approximately 30km north of E57/1045, between Youangarra and Youanmi. CRA explored for gold, copper and base metals using soil geochemistry, rock chip sampling, petrology, aerial magnetic and radiometric surveys, a gravity survey and a SIROTEM survey. Re-logging of drill core and downhole EM was completed at the Freddie Well Project. *WAMEX Reports A013479, A015120*

CRA also explored their Specking Patch Well and Sundowner Bore Projects from 1986 to 1989. The Sundowner Bore Project was located in the Pinchers Hill area; CRA completed RAB drilling of soil geochemical targets within the area. The Specking Patch Well Project was located immediately north of E57/1045, northeast to Youangarra. CRA explored the Specking Patch Well Project for gold, completing

soil geochemistry, rock chip sampling and RAB drilling between the Currans Well area to east of Pincher Hill.

During 1988 to 1989, CRA explored their Sundowner Bore Project, approximately 12km north of E57/1045. CRA completed soil sampling, rock chip geochemistry and RAB drilling over the Project. *WAMEX Reports A021731, A021733, A025202, A025529, A028657, A028913*

From 1985 to 1986, **BHP Minerals Pty Ltd** ("BHP") explored the Pincher Well area located about 6km north-northwest of E57/1045. BHP explored for gold, copper, silver, lead and zinc using geological mapping, gossan and ironstone sampling, ground magnetic and gravity surveys. Several gravity and magnetic anomalies were followed up with RAB drilling. A SIROTEM (a portable multichannel instrument for transient electromagnetic measurements) and transient electromagnetic ("EM") survey were completed followed by the diamond drilling of EM anomalies, and downhole EM and magnetic susceptibility. *WAMEX Reports A017746, A019318, A019852*

From 1987 to 1988, WMC completed reconnaissance exploration for gold at their Deep Well Project, located northeast of Youanmi, approximately 35km NNE of E57/1045. *WAMEX Report A023176*

During 1987, **Arboyne NL** ("Arboyne") and **Meekal Pty Ltd** ("Meekal") through the Youanmi Joint Venture explored for gold and base metals approximately 25km north-northeast of E57/1045, west of Youinmerry and between Youangarra to Youinmerry. Arboyne completed a data review, geological mapping, aerial photo interpretation, rock and soil geochemistry and an EM survey.

Meekal continued to explore project through to 1989, following the conclusion of the Joint Venture. Meekal completed geological mapping, soil and rock chip geochemistry, an EM survey and RC drilling. *WAMEX Reports A020698, A020900, A024361, A024582*

During 1987, **Inca Gold NL** completed geological mapping and underground channel sampling at Currans Mining area, approximately 6km north-northwest of E57/1045. *WAMEX Report A021761*

From 1987 to 1988, **Aquarius Exploration NL** completed geological mapping and reconnaissance rock chip sampling, west of the Currans Mining area. *WAMEX Report A024361*

Also during this period, **Austplat Minerals NL** explored for gold and completed soil and laterite geochemistry and RC drilling, again circa the Currans Mining area. *WAMEX Reports A024970, A024971, A026454*

During 1989 to 1990, **RGC Exploration Pty Ltd** completed gold exploration between Youanmi and Youinmerry using geological mapping, rock and soil geochemistry, RAB drilling and sampling of previously drilled RAB chips. *WAMEX Report A029489*

During 1987 to 1996, **Eastmet Ltd** ("Eastmet") explored several project areas in the Youanmi Greenstone Belt, with the Deep South Project and the Pincher Well Project closer to Aurum's Project.

The Deep South Project was explored for gold in an area covering current tenement E57/1045 and extending a further 20km to the northwest. Eastmet completed 80m x 800m spaced soil sampling lines and limited rock chip sampling. According to Eastmet, no significant soil gold values were detected except for one isolated gold value of 89ppb located outside E57/1045, approximately 8km to the southeast. The part of the tenement covering E57/1045 was subsequently relinquished. Soil, laterite and stream sediment sampling completed on the remaining tenement, 30-35km north-northwest of E57/1045 failed to identify anomalous results.

Eastmet's Pincher Well Project was located in the Curran's-Pinchers Well area about 7km to the north-northwest of E57/1045. Eastmet were attempting to confirm the potential for occurrence of Pincher Well stratigraphy within the tenement. Exploration activities included the acquisition of aeromagnetic data, and interpretation of aerial photography, regional mapping, stream sediment and soil sampling. Soil geochemistry identified a broad zone of anomalous silver immediately north of the Pincher Well North

Dome Prospect. Eastmet relinquished the tenement in 1992 but recommended that due to the amount of transported cover, RAB drilling would need to be used to further define Pincher Well hanging wall stratigraphy.

During 1993, Eastmet changed their name to **Gold Mines of Australia** ("GMA"). GMA continued to explore the project area. GMA's Specking Patch and Deep South projects were divided into Sections 1 and 2. Section 1 was located about 15km northwest of E57/1045, Section 2 covered the southern part of E57/1045, while the Specking Patch and Deep South Projects subsequently covered all of E57/1045. GMA completed an aeromagnetic survey, soil, rock chip and laterite geochemistry. GMA also completed several RAB drilling campaigns. An initial 104 RAB holes for 3347m were completed in 1991 followed by a further 52 RAB for 1832m in 1994 and 1995 and two RC drillholes for 136m, and a further 429 holes for 14406m in 1995 and 1996. Drilling covered much of the current E57/1045 and identified several encouraging regolith gold anomalies. Testing of some of the RAB regolith anomalies yielded two best intercepts (below), however many of the regolith anomalies remained untested.

- 95PSR0673: 2m @ 33.98g/t Au hosted in gabbro from 38m to end of hole, and
- PSR0100: 1m @ 1.04g/t Au from 28m

WAMEX Reports A041072, A041963, A045181, A048426

Refer to Table 1 of Annexure A for significant drill intersections from this program. FRM cautions that these results are historical in nature and may not have been previously reported in accordance with the 2012 Edition of the JORC Code and are to be treated with appropriate caution. The Competent Person considers that these results have been gathered in accordance with appropriate practice at the time and provide a reasonable but not absolute indication of the prospectivity of the relevant project geology.

From 1992 to 2003, **Aquila Resources Ltd** ("Aquila") held ground along the Penny West Shear from north of the Penny West mine to south of E57/1045 and explored for gold by completing a comprehensive review of previous exploration, compilation and validation of previous explorer data and reprocessing and interpretation of GMA's aerial magnetic survey. No groundwork was completed on the area relating to E57/1045, however Aquila did complete soil sampling, rock chip sampling and RAB drilling at Columbia and Magenta, and east of the Penny West open cut mine. *WAMEX Report A067766*

During 2002 to 2004, **Lach Drummond Resources** ("Lach Drummond") held tenure over ground covering E57/1045 and extending a further 3km to the south of the southern boundary of E57/1045. Lach Drummond completed a previous exploration review and generated several targets based on GMA's regolith gold anomalies (Targets 1-10). Drilling comprised an initial 28 AC drillholes for 1,386m to test two targets in 2003, and a further 167 AC drillholes for 7,417m testing 10 separate targets. Six RC drillholes for a total of 357m were also completed at Targets 1 and 3. The RC drilling was unable to reach target depth due to the use of an air-core rig for this work and the hardness of the ground.

Better results included PWAC062 at Target 1 which intersected 12m @ 0.84g/t from 28m in strongly weathered, sheared mafic volcanics adjacent to a narrow chlorite and talc schist interval including 1m @ 1.58g/t Au from 39m; and PWAC092 at Target 4, approximately 500m ENE of Target 1 which returned 2m @ 0.66g/t Au from 32m.

Refer to Table 1 of Annexure A for significant drill intersections from this program. FRM cautions that these results are historical in nature and may not have been reported in accordance with the JORC Code or its predecessors and are to be treated with appropriate caution. The Competent Person considers that these results have been gathered in accordance with appropriate practice at the time and provide a reasonable but not absolute indication of the prospectivity of the relevant project geology.

Target 2 was focused on GMA's 2m @ 31.98g/t Au intercept in 95PSR0673. Lach Drummond drilled beneath this intercept and on 4 x 25m-spaced sections over 100m strike and identified a moderately east-dipping zone of weak gold mineralisation extending approximately 300m along strike.

Subsequently four RC drillholes were drilled at this target. Two of the RC holes were drilled on the same northing as 95PSR0673 and two drillholes were drilled to the south to test for a southern strike extension. These RC drillholes did not intersect significantly anomalous gold values, however they were shallow and did not test the possibility of a strike change, particularly to the NNW.

Two RC drillholes (PWRC005 and PWRC006) were drilled at Target 4 to follow up on the PWAC092 intercept. No significantly anomalous gold values were intersected.

WMC Resources entered into an agreement with Lach Drummond to evaluate the tenements for Ni-Cu mineralisation by re-sampling selected drillholes to assay for nickel pathfinders. WMC subsequently withdrew from the agreement when no significant Ni-Cu mineralisation was identified.

Lach Drummond concluded that mineralisation Target 1 (PWAC062) required deeper drill testing and that Target 2 was open at depth, also requiring further RC drill testing. They also stated that they interpreted the eastern granite terrain to be prospective for gold where rafts of mafic and ultramafic rocks may be analogous to the structural position of the Troy Resources (now Alto Metals) Lord Henry/Lord Nelson gold deposits. They identified dilational zones, jogs, fault and lithology intersections which they recommended testing with first pass AC drill testing. *WAMEX Reports A067601, A069352*

From 2003 to 2013, **Goldcrest Mines Pty Ltd** ("Goldcrest") held various projects over the general area. Goldcrest's Penny West Project covered the area north of E57/1045 from the northern boundary of the current tenement, north to Magenta/Columbia and up to Youangarra North. They explored for gold and nickel from 2003 to 2013. Soil geochemistry, rock chip geochemistry, lag sampling were completed, as well as resource assessment of the Columbia, Magenta and Penny West mine areas. RAB and RC drilling were also completed at these prospects.

Goldcrest's Snowpeak Project was operated by **Apex Minerals NL** ("Apex"). Apex explored for gold, base metals and platinum group elements on their tenements covering E57/1045 and extending north to cover the Currans-Youangarra-Pincher Hill mining areas and a further 20km south of E57/1045. Work completed included previous exploration reviews, field mapping, soil and lag sampling. *WAMEX Reports A091420, A094881, A099017, A099042*

Orrex Resources Ltd's ("Orrex") Lake Barlee tenement was located immediately adjacent to the east of E57/1045. From 2010 to 2012, Orrex completed soil geochemical sampling over most of their tenement area. They also completed regional magnetic and gravity interpretation and RAB drilling. *WAMEX Report A096623*

From 2012 to 2014, **Plateaux Resources Pty Ltd** held mining leases immediately north of E57/1045 along the Penny West Shear Zone. They completed a data review and modelling of drilling in the Penny West Pit. They also reviewed regolith profiles and dispersion. *WAMEX Report A103492*

From 2014 to 2015, **Beacon Minerals Limited** ("Beacon") tenement covered all of E57/1045 and a further 3km to the south along the Shear Zone, and north to cover Penny West. A previous exploration review was completed, mostly of GMA and Lach Drummond's priority 1-4 targets, and a total of 34 air core drillholes were completed for 1,820m to target Lach Drummond's Priority 1 and 2 targets. Best result was DSAC004 which tested Lach Drummond's Priority 2 target (the northern target) and returned 2m @ 2.62g/t Au from 60m to EOH in sheared dolerite with silica alteration.

Refer to Table 1 of Annexure A for significant drill intersections from this program. FRM cautions that these results are historical in nature and may not have been previously reported in accordance with the 2012 Edition of the JORC Code and are to be treated with appropriate caution. The Competent Person considers that these results have been gathered in accordance with appropriate practice at the time and provide a reasonable but not absolute indication of the prospectivity of the relevant project geology.

Beacon subsequently surrendered the tenement as they believed exploration success was unlikely. *WAMEX Report A105348*

During September 2019, **Aldoro Resources Exploration** ("Aldoro") acquired the Penny South Project via the acquisition of private company Altilium Metals Limited. Aldoro have completed a ground magnetic survey, structural interpretation from magnetic imagery, and three drilling campaigns to date.

Aldoro commenced exploration with commissioning a high-resolution ground magnetic survey over the project area. The survey highlighted the extension of a magnetic low corridor known to host the neighbouring Penny West and Penny North deposits¹³. Consultant geophysical firm, Southern Geoscience Consulting ("SGC") were engaged to complete a litho-structural interpretation of the survey and generate targets. SGC defined seven target areas. All targets have generally either been untested or poorly tested by drilling. The targets identified include over 2km strike continuation of the magnetic low corridor, they are summarised in Table 2 and illustrated in Figure 6.

Table 2: Summary descriptions of Penny South Targets following geophysical review (Source: ASX.ARN Announcement 27th November 2019)

Target	Target Type	Description
Mag Low Corridor	T1	Magnetic / Geology Southern extension, directly along strike of the Penny West Mine area. Some anomalous gold values in the area.
	T2	Magnetic / Geology Granodiorite intersections (and pyrite) recorded in historic drilling. Some faulting and demagnetisation of the N-S sequence is observed around this location. Was a focus for historic RAB drilling. Directly south along strike from Penny West gold mine.
Other Target Areas	T3	Magnetic Strongly demagnetised zone within ultramafic unit. Possibly alteration along fault/shear or intrusion. Poorly tested by drilling.
	T4	Structure Dextral dilation and possible offset in the fold axis that runs through the ultramafic sequence. Partially but poorly tested by existing drilling.
	T5	Structure Similar to T4 – bend in fold axis through ultramafic unit.
	T6	Structure Dextral dilation in the Youanmi Shear Zone on the ultramafic contact. Not tested by existing drilling.
	T7	Magnetic / Structure Possible demagnetised zone along Youanmi Shear Zone (similar to Youanmi Gold Mine area). Interpretation of demagnetised zone is difficult due to presence of magnetic cover, mainly gleaned from AMAG data.

Aldoro completed three drilling campaigns during 2020, an initial 103 aircore drillholes during January, 23 RC drillholes during April and a further 49 aircore drillholes during August.

The initial program of 103 aircore drillholes for a total of 5,436m was aimed to test the magnetic low corridor, interpreted as the strike extension of the Penny West Shear. Based on the exploration model for Penny South the target corridor is shown to correspond to a prospective assemblage of low magnetic greenstone and granodiorite units observed to host gold mineralisation at Penny West.

The drilling highlighted two promising areas, coincident features of potential mineralised zones including sulphidic quartz veining at mafic-granodiorite contact, a deeper weathering profile, historic intersections of gold mineralisation and geochemical anomalies for lead (Pb) and zinc (Zn). Multi-element results for the pathfinder elements, particularly Pb and Zn (known to be associated with Penny West and Penny North mineralisation) showed a very good correlation to the target areas identified. No

¹³ ASX.SPX Announcement 31st May 2019 "Geophysical Survey Initiated over Penny West Shear"

significant intersections of gold above a 0.5g/t Au were recorded. Aldoro stated that there was potential evidence of depletion overserved with a deep saprolite layer of highly weathered bleached clays¹⁴.

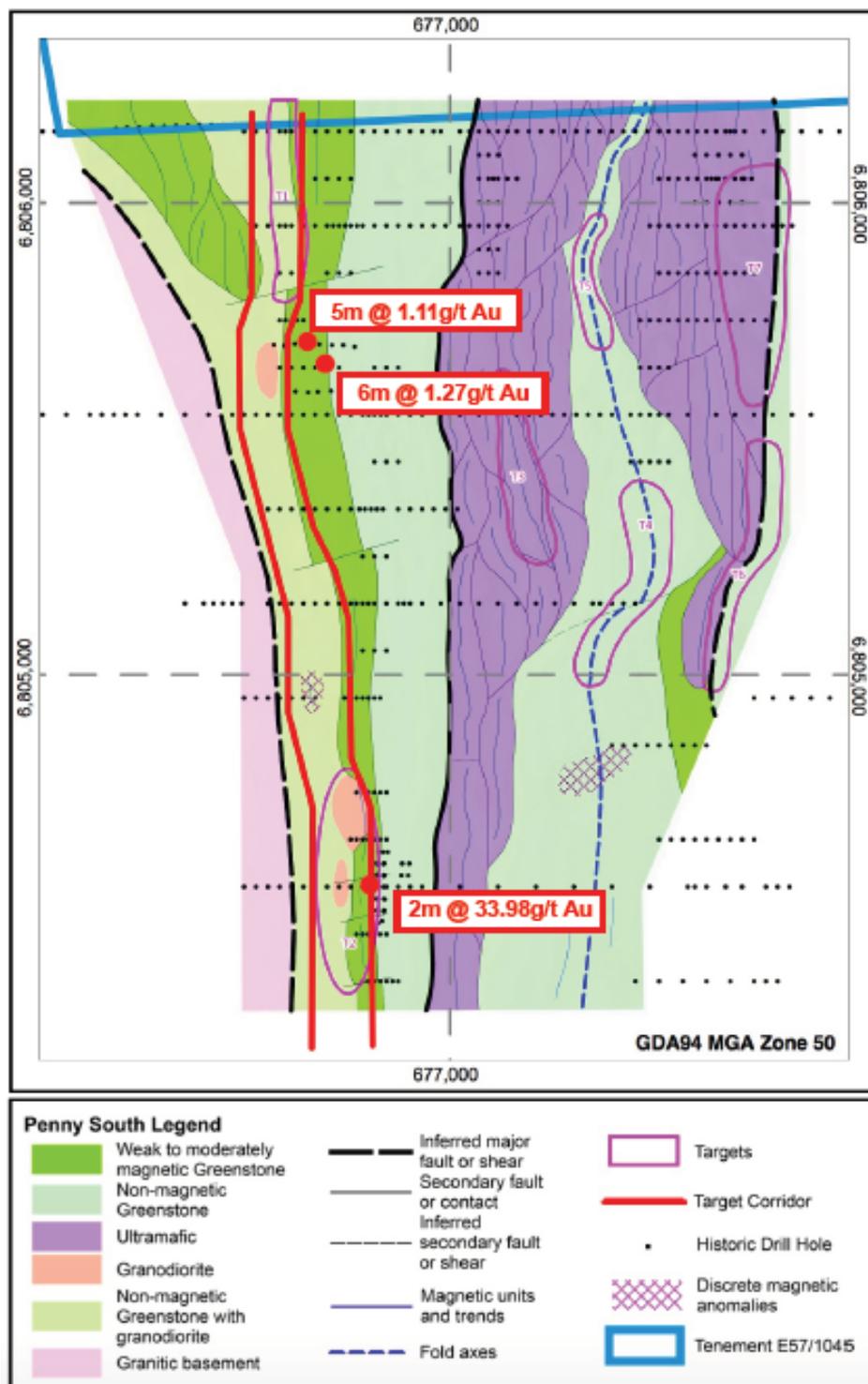


Figure 6: Penny South litho-structural interpretation with targets (Source: ASX.ARN 27th November 2020)

¹⁴ ASX.ARN Announcement 25th February 2020 "Deeper Drilling at Penny South Project"

Aldoro's follow-up RC program consisted of 23 holes for a total of 4,142m, with drilling completed to a maximum depth of 258m. The program was aimed at testing two areas of interest identified in the previous aircore program. Refer to Table 1 of Annexure A for significant drill intersections from this program, better results included:

- APSRC001: 4m @ 1.44g/t Au from 72m logged as mafic undifferentiated with pyrite
- APSRC005: 3m @ 2.75g/t Au from 221m logged as mafic undifferentiated
- APSRC006: 3m @ 3.36g/t Au from 161m logged as mafic undifferentiated
- APSRC015: 1m @ 2.36g/t Au from 62m; 4m @ 2.1g/t Au from 92m and 1m @ 5.56g/t Au from 112m; all logged as Granodiorite with pyrite and vein quartz.
- APSRC026: 1m @ 6.67g/t Au from 194m logged as ultramafic

Six of the drillholes were cased during the program to conduct a Downhole Electromagnetic ("DHEM") survey however the surveys were unsuccessfully completed due to blockages.

An additional 49 aircore drillholes for a total of 1,895m were completed during August. The drilling program successfully targeted three new areas around the tenement not previously tested by the earlier aircore and RC programs. The result showed a broad zone of anomalous gold within Target 7 in the north-eastern portion of the tenement. This result correlates with historical results over 350m strike in the area¹⁵.

Further drilling was proposed to test the Southern Target (the focus of the April RC program), with a combination of diamond drill tail to drillhole APSRC005 in the centre of the target and further step-out and infill RC drilling. The drilling was not completed.

During 2021, Aldoro engaged consultants Hazina Geoscience Pty Ltd ("Hazina") to compile all historical open file data, interpret the drilling and geochemical data and provide recommendations for further exploration work. Hazina found that the host conditions for mineralisation at Penny West and Penny North, sheared contacts between mafic and granodiorite/felsic rocks and associated quartz, are present within the Penny South tenement. Hazina stated that Penny South is under explored at depth. Drilling has revealed a sequence of north-south striking weak-moderately magnetic and non-magnetic greenstones and ultramafic rocks with granodiorite intercepted in the western parts of the tenement. They consider the most prospective zones are Targets 2 and 3, to the south of Penny West where there is potential for mineralisation continue along strike and at depth (refer Table 2 and Figure 6). Hazina stated that the RC drillholes completed by Aldoro did not effectively test this extension of mineralisation with intersections close to the contact or not sufficiently into the granodiorite to identify the boundaries or orientation of the mineralisation.

Hazina stated that the low-grade gold intercepts ($\geq 0.1\text{g/t Au}$) that occur within the Project are found in areas of structural complexity and that prospective structural and geophysical targets are poorly tested by drilling and possibly surface geochemistry. Compilations showed that the work completed to date had focused on gold exploration, specifically low tonnage/high-grade style gold mineralisation similar to Penny West.

Hazina recommended a sub-audio magnetic ("SAM") survey be carried out over the target areas, with particular focus on targets along the Penny West Shear. SAM surveys were previously used by Spectrum when analysing the structures around Penny West. The surveys are useful for identifying shallow shears

¹⁵ ASX.ARN Announcement 7th October 2020 "Penny South AC Results"

and faults in rock packages that are otherwise non-magnetic. Downhole IP surveys were also recommended, with the Penny West mineralisation known to be associated with significant amounts of sulphide mineralisation. Historical drillholes could be utilised if still accessible, otherwise newly drilled holes could have downhole EM and IP completed on them.

Invoking the Penny West model Hazina suggested that the better intercepts in the Aldoro drilling (except APSRC015) were still in the hanging wall. Hazina proposed a number of RC drillholes to follow-up on existing anomalous intercepts, with a focus on deeper exploration.

5.0 UNALY HILL SOUTH PROJECT

5.1 LOCATION & ACCESS

The Unaly Hill South Project is located approximately 500km northeast of Perth and 50km southwest of the town of Sandstone, within the Southern Cross Province of the Yilgarn Craton of Western Australia, refer to Figure 2 within the Penny South Project Section. The Project is located within the East Murchison Mineral Field and lies within the following Geological Survey of Western Australia (GSWA) map sheets; the Youanmi (SH50-04) 1:250,000 map sheet; and the Windimurra (2641) 1:100,000 map sheet.

Access to the project is via the Great Northern Highway to Paynes Find, then via the unsealed Paynes Find - Sandstone graded road, which passes to the east of the tenement. Various station tracks, exploration tracks and fence lines provide additional access to the project area.

The landscape of the general area is flat and monotonous. The area encompasses two main geomorphic elements, the first being low depositional surfaces of alluvial, colluvial, aeolian and playa deposits, the second being remnants of higher undulating surface now represented by duricrust or laterite mesas and tablelands.

The vegetation is dominantly *Acacia aneura* spp. and mallee *Eucalyptus* spp. with a sparse understorey of saltbush and spinifex in sandy areas.

5.2 GEOLOGY AND MINERALISATION

Regional Setting

The Unaly Hill South Project is located within the Youanmi Terrane of the Yilgarn Craton (Figure 3). The Project lies close to the intersection of the regional north-northeast trending Youanmi Shear Zone and the south-southeast trending Yuinmery Shear, both major faults are interpreted to run through the tenement area. The Youanmi Shear Zone represents the boundary between the Murchison Domain and the Southern Cross Domain within the Youanmi Terrane.

Tenement E57/1048 encompasses approximately 5km of the central zone of the Youanmi Greenstone Belt, which includes the Atley Igneous Complex, part of the Meeline Suite. The Meeline Suite of layered igneous complexes includes the Windimurra Igneous Complex, the Youanmi Igneous Complex and the Atley Igneous Complex.

The Atley Igneous Complex is a layered gabbroic sequence which exhibits rhythmic layering and cumulate textures. The compositional layers recognised are gabbro, leucogabbro, pyroxenite (completely altered to talc-chlorite-tremolite, anorthosite and magnetite rock. The rock has been subject to greenschist facies metamorphism, with the preservation of primary textures. The complex is sheared against rocks of the Norie Group in the eastern part of the tenement area. The Norie Group rocks consist of mafic schist and amphibolite, along with felsic schists and porphyritic rhyolite of the

Yuinmery Formation. On the eastern side of the Yuinmery Shear is the Tuckanarra Metamonzogranite forming the surrounding regional terrane.

Project Geology

The project area is overlain by cover with essentially no outcrop as shown by GSWA geological mapping. Drilling within the area indicates that the depth of transported alluvial and colluvium material is between 2 – 40 metres.

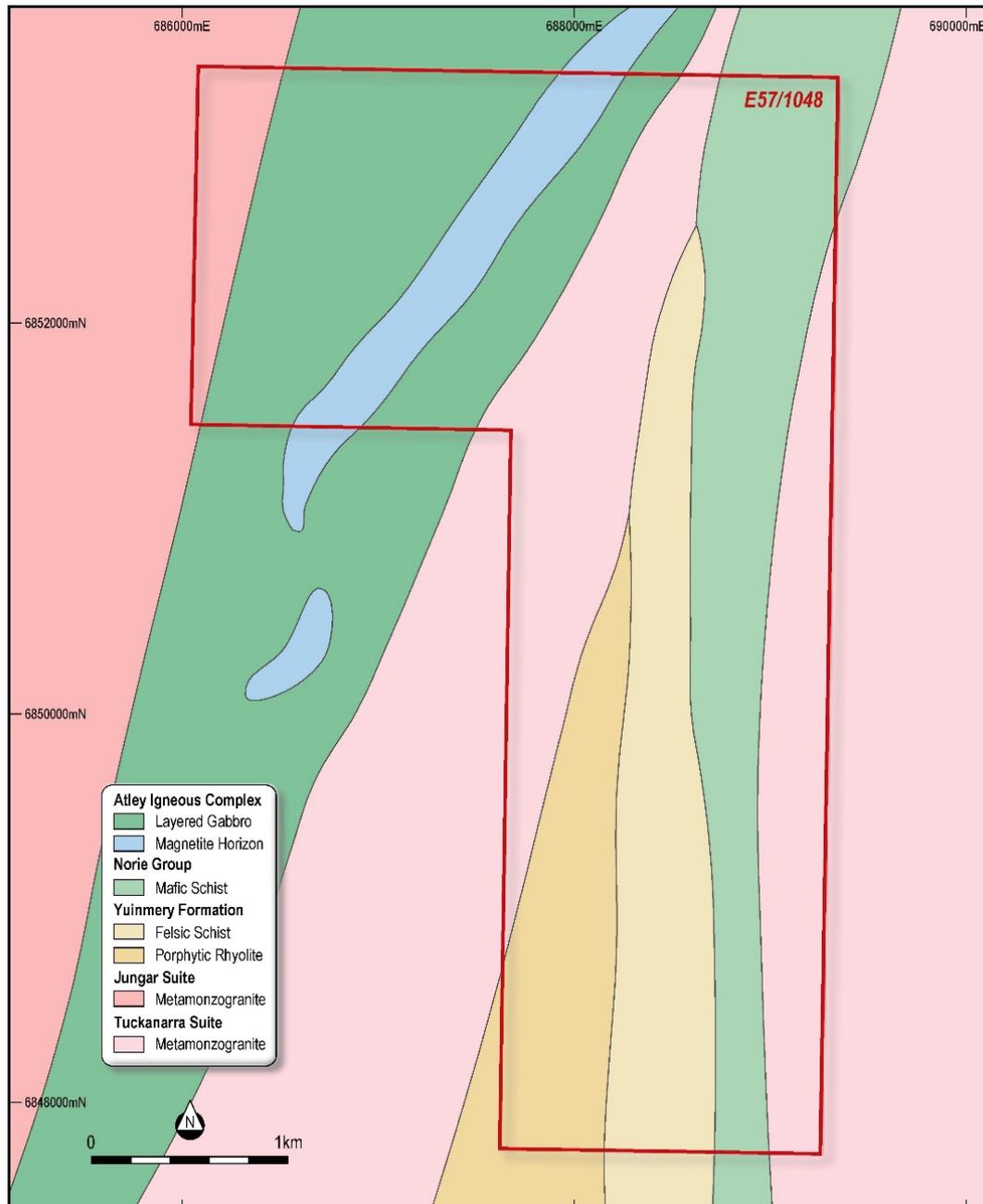


Figure 7: Interpreted Geology of the Unaly Hill Project

Mineralisation

Refer to the Penny South Project Section of this Report.

5.3 EXPLORATION HISTORY

Previous exploration for gold in the area surrounding the Unaly Hill South Project was mainly conducted during the 1990s as part of regional programs extending out from the Youanmi Gold Mine, tracing the Youanmi Shear Zone. More recent exploration during the 2010s has focused on potential VMT mineralisation within the Atley Igneous Complex. The following is a synopsis of exploration completed to date. The extent of exploration data acquired, and a summary of all drilling completed to date is depicted in Figure 8. Significant drill intersections for all drilling completed within the Unaly Hill South Project are tabulated in Table 2 of Annexure A of this Report.

FRM cautions that the following synopsis is drawn from publicly available reports held by the GSWA. Whilst FRM is satisfied that the exploration results summarised were conducted in accordance with the standard industry practice of the time, the reporting of these results at the time may not fulfil the requirements of the JORC Code (2012). The Competent Person considers that these results to be indicative of, but not an absolute measure of the presence of gold mineralisation.

Early exploration was completed by **Western Mining Corporation Limited**, commencing base metal exploration in the general area during 1969 and continued until 1981. Many of the base metal prospects within the area were discovered during this time. **Esso Australia Ltd** explored the area between 1979 and 1984, searching for Golden Grove - Scuddles type base metal deposits. *WAMEX Reports A028314*

Gold exploration was conducted by **BHP Ltd** (1979-1982) and **CRA Exploration Pty Ltd** (1983-1985) within the general area, focusing on Archaean age felsics and BIFs. During the early 1990s, **Eastmet Ltd** and associated company **Metana Minerals NL** conducted systematic albeit broadly spaced, regional surface soil sampling for Au, Pb and Sb. *WAMEX Reports A027294, A034006*

During 1994 to 1995, **Gindalbie Gold NL** ("Gindalbie") conducted regional exploration along the Youanmi Shear and Youanmi Greenstone Belt as part of their Youanmi Project. Exploration activities included a regional aeromagnetic survey, soil geochemistry, vertical RAB drilling and RC drilling. Whilst the aeromagnetic survey covered current tenement E57/1048, none of the other exploration activities were conducted on the ground pertaining to Aurum's Unaly Hill South Project. *WAMEX Reports A059254, A063029*

During 1995, **Battle Mountain (Australia) Inc** ("Battle Mountain") entered into a farm-in agreement with Gindalbie and became operator of the Joint Venture. Battle Mountain operated the Joint Venture until 1998. The project covered approximately 85km of the Youanmi Shear. Battle Mountain conducted a regional exploration program including soil and rock chip sampling, wide-spaced vertical scout RAB drilling and RC drilling. The wide-spaced scout RAB drilling along the Youanmi Shear Zone identified anomalous gold values over a 2km strike length, including at the Quebec, Alberta, 48000, 51000 and 52000 prospects within or in the vicinity of Aurum's E57/1048. Anomalous gold values returned were within the greenstone sequence adjacent to the western greenstone / granite contact and appear to be related to shear zones sub-parallel to the contact.

Further drilling was completed during 1995 to 1997 at the Unaly Hill South Prospect, with drilling traversing the width of the greenstone belt from the eastern granite contact to a layered mafic intrusive in the west. All RAB drillholes are shown in Figures 8 and 9, with Figure 9 outlining anomalous gold intersections. The RAB drilling is available in hardcopy format from publicly available reports, however it has not been digitally compiled to date, FRM considers the RAB completed by Battle Mountain to not be material, given that further drilling has been undertaken over these greenstone structures more recently.

FRM cautions that these results are historical in nature and may not have been previously reported in accordance with the 2012 Edition of the JORC Code and are to be treated with appropriate caution. The Competent Person considers that these results have been gathered in accordance with appropriate

practice at the time and provide a reasonable but not absolute indication of the prospectivity of the relevant project geology.

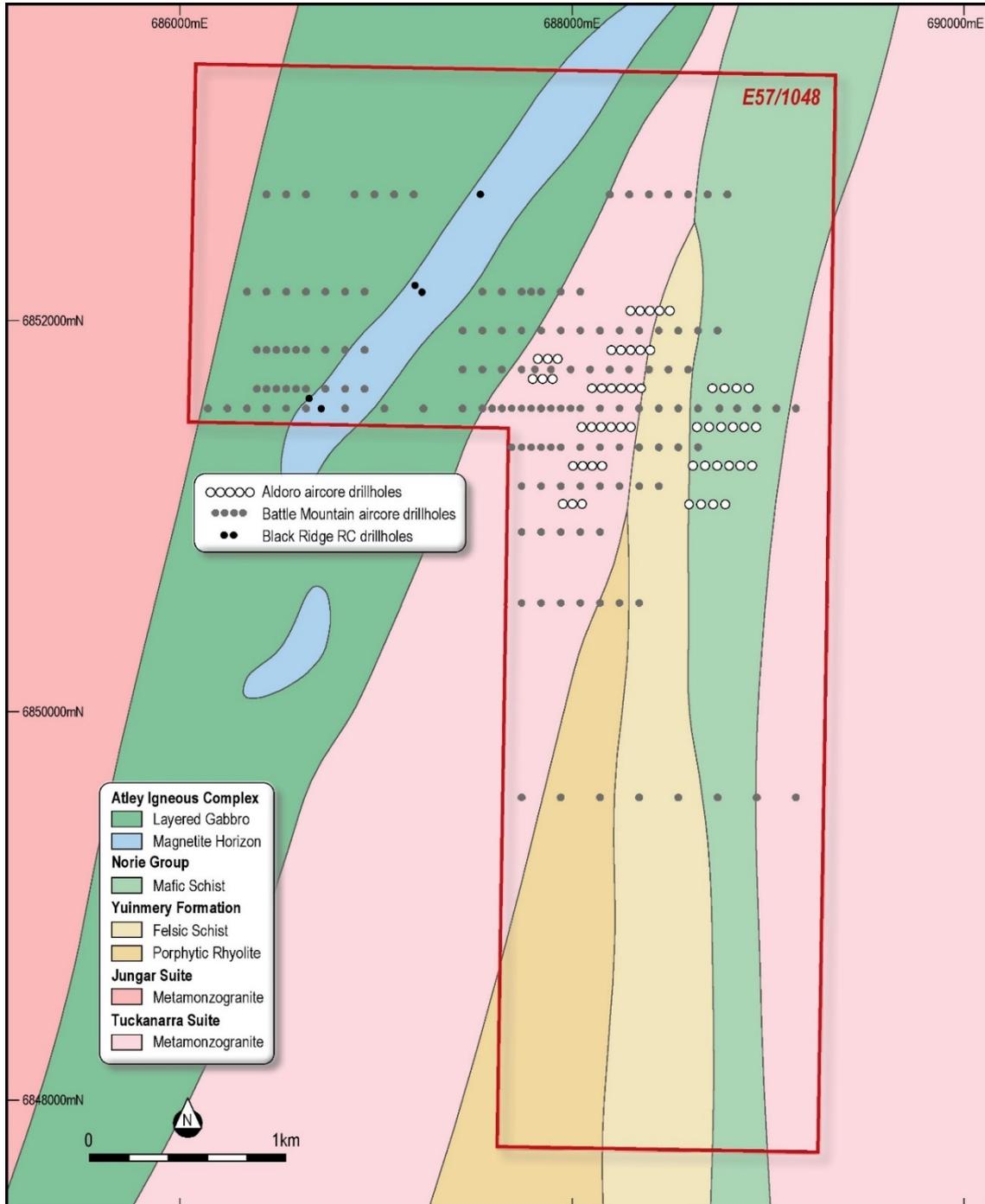


Figure 8: Exploration completed to date at the Unaly Hill South Project

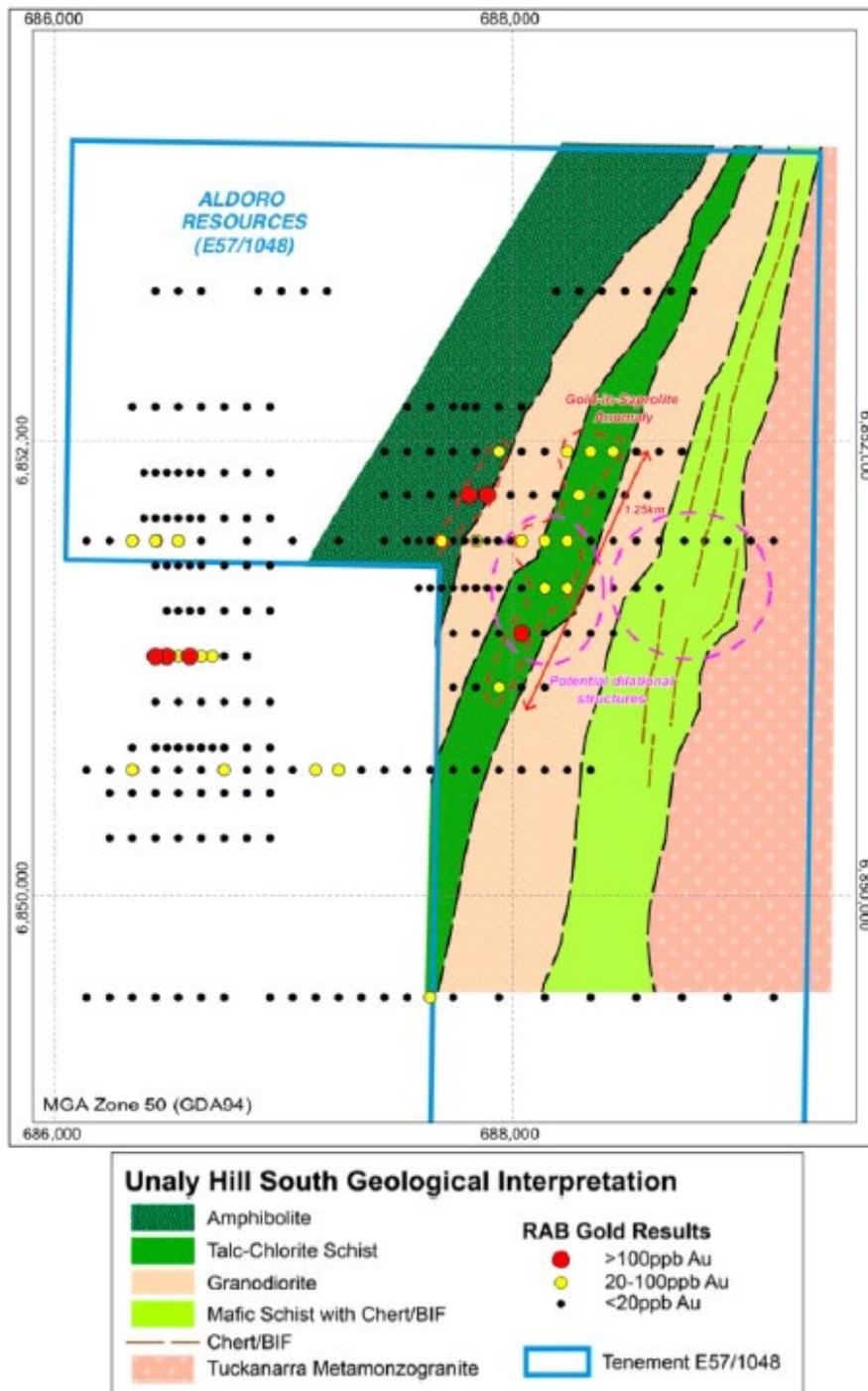


Figure 9: RAB drilling completed by Battle Mountain Gold at the Unaly Hill South Project

Although the intersections are not strong, it should be noted that the drill spacing is predominantly 200m x 100m and they confirm that the shear zone is mineralised. *WAMEX Report A047732, A051335, A054866*

From 2002 to 2007, **La Mancha Resources** ("La Mancha", formerly Mines & Resources Australia Pty Ltd) explored their Yuinmery Project. Work completed over the Aurum tenement included the commissioning of an airborne geophysical survey (magnetic, radiometric and digital elevation). The data was given to Resource Potentials of West Perth for 1:10,000 scale geological interpretation. *WAMEX Report A077022*

From 2009 to 2010, **Meteoric Resources NL** ("Meteoric Resources") conducted a review of previous exploration, which led to a field reconnaissance program completing soil, laterite and drill spoil sampling geochemistry. The Meteoric tenement, E57/0760, approximately corresponding to Aurum's current tenement E57/1048. The samples were widely distributed and assayed for gold and a multi-element suite, giving low results. *WAMEX Report A086332, A101836*

During June 2010, **Black Ridge Mining NL** ("Black Ridge") farmed into E57/0760 and continued to explore the area until 2014. Black Ridge were focused on VMT mineralisation after identifying VMT beds in their neighbouring tenement E57/0420. Under the terms of the farm-in Meteoric retained the gold and silver rights to tenement E57/0760.

Black Ridge Mining reported significant grades of magnetite, vanadium and titanium in drill intersections on its Unaly Hill project. The Unaly Hill mineralisation occurs within magnetite lenses in layered metagabbros of the Atley Igneous Complex about 30 km east of the Windimurra Igneous Complex where similar mineralisation is known to occur. Preliminary Davis Tube Recovery test work by Black Ridge Mining produced encouraging grades of Fe, V₂O₅ and TiO₂.

The magnetite–vanadium–titanium mineralisation on E57/0760 is associated with a pronounced aeromagnetic anomaly that can be traced for about 11 km on Black Ridge Mining's E57/0420 tenement. This magnetic anomaly extends for at least 2 km along strike within Meteoric's E57/0760 tenement.

Black Ridge conducted a high-resolution aeromagnetic survey and drilled five (5) RC holes for a total of 759m. The drilling was designed to test the north-northeast trending vanadiferous and tianiferous magnetite zone extending in E57/0760.

Table 3: Significant intersections from Reverse Circulation drilling, Black Ridge Mining (2010)

Hole ID	East ¹	North ¹	Depth m	Dip °	Azimuth °	From m	Width m	Fe %	V ₂ O %	TiO ₂ %
UHS01	686690	6851570	156	-60	110	109	24	25.2	0.48	6.54
UHS02	686770	6851540	150	-60	110	62	33	27.9	0.51	7.34
UHS03	687290	6852200	101	-60	110	39	24	24.0	0.45	6.19
UHS04	687345	6852175	132	-60	110	29	27	28.3	0.51	7.58
UHS05	687705	6852790	220	-60	110	98	6	19.5	0.37	5.15
						174	12	26.1	0.47	6.65

Notes:

¹ Easting and Northing in MGA94 Zone 50

FRM cautions that these results are historical in nature and may not have been previously reported in accordance with the 2012 Edition of the JORC Code and are to be treated with appropriate caution. The Competent Person considers that these results have been gathered in accordance with appropriate practice at the time and provide a reasonable but not absolute indication of the prospectivity of the relevant project geology.

The drilling intersected vanadiferous magnetite in all holes, with an average intersection width of 21m and a weighted average grade of 0.48% V₂O₅. This grade compares favourably with the quoted resource grade of 0.47% V₂O₅ at the Windimurra vanadium project situated 30 km to the west. The continuity and steep westerly dip of the mineralised zones was confirmed by the drillhole sections, but not the continuity of bands between the two drillholes on each section. The vanadium horizon was not assayed for gold. The results were not deemed sufficient to warrant further exploration and the tenement was surrendered. *WAMEX Report A101836*

During September 2019, **Aldoro Resources Exploration** ("Aldoro") acquired the Unaly Hill South Project via the acquisition of private company Altium Metals Limited. Aldoro completed a review of historical exploration records and identified a number of gold anomalies from historical soil sampling and RAB drilling. Aldoro stated the shallow, wide spaced, historical RAB drilling was ineffective at testing for continuity of the gold anomalies and coupled with the favourable structural setting that the area warranted further follow-up work¹⁶.

Aldoro completed a series of ground magnetic surveys over parts of tenement E57/1048. During 2019, Aldoro conducted a survey over the VMT layers within the Atley Complex. The survey was completed at a 100m line spacing, with lines 800m long, orientated in an east-west direction. The survey covered approximately 2.4km strike of the VMT layers. Aldoro surmised that the survey results confirmed that there only two main layers of VMT mineralisation as previously identified by RC drilling.

An additional survey was completed at the start of 2020, the survey was conducted over the eastern portion of the tenement area designed to cover the juncture between the Youanmi and Yuinmery Shears. The high-resolution survey was completed at a 50m line spacing, orientated in an east-west direction, covering approximately 3km strike of the Youanmi Shear.

Two potential dilational structures or jogs were observed from the magnetic survey and structural interpretation, one of which corresponds to an area of anomalous gold values whilst the second is largely untested. Aldoro's ongoing data compilation coupled with the data from the high-resolution ground magnetic survey produced a new geological interpretation of the area. The geological interpretation highlighted that historic anomalous gold results are largely confined to a northeast trending talc-chlorite schist unit situated between two sheared granodiorite units¹⁷.

During 2020, Aldoro completed an aircore (AC) drilling program aimed at infilling and testing the anomalous gold trend identified in the historic drilling and to test the mafic schist unit along the Yuinmery Shear. A total of fifty-six (56) AC holes were completed for a total of 3,422m.

Gold anomalism was detected in holes UHSAC018 (4m @ 0.037 g/t Au from 46m), UHSAC026 (7m @ 0.033 g/t Au from 38m) and UHSAC029 (9m @ 0.049 g/t Au from 54m). Highest individual grades intersected were from holes UHSAC004 (1m @ 0.236 g/t Au from 62m) and UHSAC053 (1m @ 0.22 g/t Au from 34m). Refer to Table 2 of Annexure A for complete results. Whilst considered anomalous, Aldoro considered the grades to be disappointing from the aspect that they failed to reflect the higher levels of gold anomalism identified from historic drilling. No further work was completed by Aldoro¹⁸.

¹⁶ ASX.ARN Announcement 21st October 2019

¹⁷ ASX.ARN Announcement 3rd July 2020

¹⁸ ASX.ARN Announcement 9th December 2020

6.0 RYAN'S FIND PROJECT

6.1 LOCATION & ACCESS

The Ryans Find Project is located 150km west of the township of Kalgoorlie and 50km northwest of Koolyanobbing in the Eastern Goldfields, Western Australia. The tenement straddles the boundary between the Coolgardie and Yilgarn Mineral Fields and lies on the Jackson (SH50-12) and Kalgoorlie (SH51-09) 1:250,000 mapsheets and the Bungalbin (2837), Nearanging (2937), Seabrook (2836) and Mount Walter (2936) 1:100,000 map sheets.

Access to the Ryans Find Project is initially via the sealed Great Eastern Highway from either Perth or Kalgoorlie. From Perth, the Koolyanobbing – Southern Cross Road heads north from the townsite of Southern Cross. The road heading north from Koolyanobbing towards the Helena and Aurora Ranges provides access to the Project. From Kalgoorlie, the Mount Walton Road heads north from the locality of Boorabbin, various tracks provide access towards the Yendilberin and Watt Hills and the Mount Dimer Mine. Prospect access is by way of poorly graded gravel tracks developed by earlier pastoralists, and thence by a cleared baseline; developed by WMC in the late 1960s to access the ultramafic stratigraphy on the western side of the Watt Hills Greenstone Belt as part of their nickel sulphide exploration work. Access roads often become impassable following heavy rain.

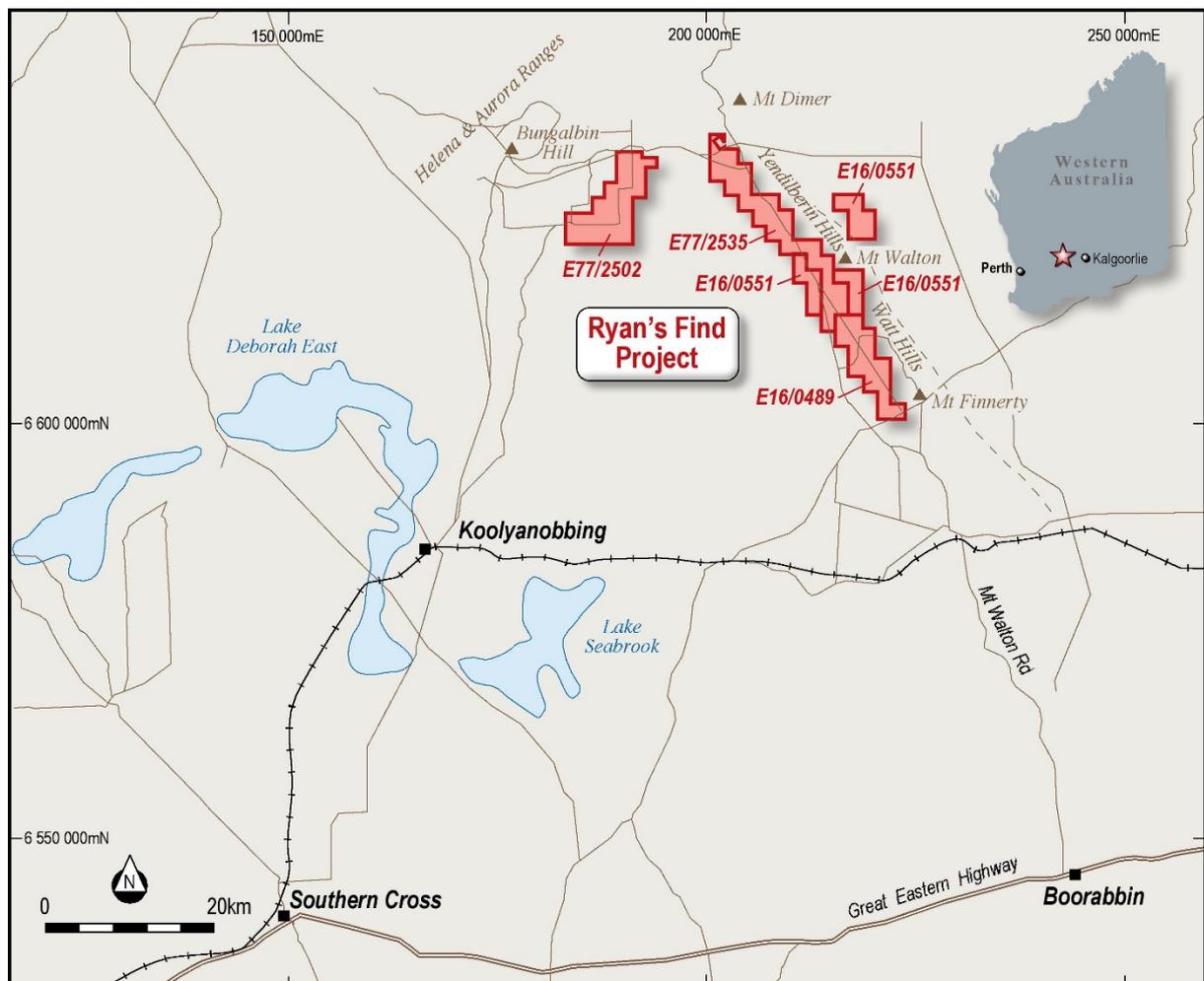


Figure 10: Ryan's Find Project Tenure and Location

The topography of the project area is mainly flat to gently undulating and is extensively covered by colluvium, laterite and alluvium. The most prominent topographic feature of the area are the Watt Hills which lie to the east of the project area where a major banded iron formation and chert unit forms ridges that rise to 50-60 metres above the surrounding areas. South of Mount Finnerty, the southernmost peak of the Watt Hills, the terrain is much more subdued and gently undulating. The dominant topographic feature on the western portion of the Project is the Helena and Aurora Ranges which lie to the northwest of E77/2502.

The project area represents a homogeneous environment as there are only two vegetation associations: Eucalyptus woodlands and shrub lands.

6.2 GEOLOGY AND MINERALISATION

Regional Setting

The Ryans Find Project covers a substantial part of the NNW-SSE trending Watt Hills greenstone belt which is one of several greenstone belts within the Southern Cross Province of the Archaean Yilgarn Craton.

The Watt Hills greenstone belt is the southern extension of the mafic-ultramafic complex that makes up the stratigraphically lower part of the larger Diemals-Marda greenstone belt (Figure 11). It is close to the eastern margin of the Southern Cross Province and is bounded to the east and west by Archaean granitoids and gneiss. The boundary between the greenstone belt and enclosing granitoids is considered to be both intrusive and tectonic (Griffin 1990). The detailed structure of this Belt is not as well understood as other Belts in Western Australia due to the typical poor outcrop and a general lack of exploration in the past.

The Diemals-Marda Greenstone Belt has a sigmoidal shape and consists of a mafic-ultramafic sequence surrounding a core of felsic-intermediate volcanics. Several prominent banded iron formations such as those of the Bungalbin Ranges occur throughout the mafic/ultramafic sequence. The Diemals-Marda Greenstone Belt also contains several internal granitoids; the one at Mt Dimer being of commercial interest as the host of gold mineralisation.

Strikes are highly variable within the Greenstone Belt, with the western Marda portion commonly has a northwesterly strike, whilst the eastern Diemals portion generally strikes northerly. The major structures are typically strike parallel, and extensive deformation zones bound the Greenstone Belt to the east and west. Metamorphic facies commonly upper reach greenschist, although some amphibolite facies rocks are noted, particularly near the granitoid contacts.

The Watt Hills Greenstone Belt has an average width of approximately 10km and is fault bounded to the east, west and south by batholithic granitoids. To the northwest it merges with the folded Mt Dimer Greenstone Belt.

The Watt Hills Greenstone Belt consists of north-northwest trending sequence of greenstone, characterised by cycles of ultramafic to mafic volcanism and banded iron formation units. Ultramafic units dominate the western most greenstone sequence and form recessive low hills and weak ridges. High-magnesian ultramafic units near the western margin of the belt are succeeded immediately eastwards by flows of lower magnesian character.

Granitoid units flank greenstones in the east and west. Granite-greenstone contacts are tectonically controlled, induced during D₂-D₃ deformation events which have affected the entire Yilgarn greenstone stratigraphy. Metamorphic grades in the Watt Hills Greenstone Belt range from greenschist to amphibolite facies. The western most stratigraphic are high-magnesian komatiites. Immediately east of the komatiite is a folded, sulphide-rich laminated chert that appears as a strong linear feature in the aeromagnetics. This represents a continuous hanging wall sedimentary (chert) unit that marks the

cessation of the main phase of komatiitic volcanism. The stratigraphy either side of the prominent banded iron formation ridges located further to the east have undergone limited exploration by previous iron explorers. Ultramafic units have been identified and are known to be low magnesian in character.

Structurally, the belt is dominated by the north-northwest trending Mt Dimer Shear zone, located within the greenstone sequence. A number of north and northeast trending faults located within the Watt Hills Greenstone Belt sequence are interpreted from both geological mapping and magnetic interpretation. The sub-parallel nature of the enclosing faults and the stratigraphy, plus indications of repetitions of high magnesian flows eastwards of the western contact does not preclude thrust repetition of greenstone stratigraphy.

Project Geology

Outcrop in the Ryans Find area generally is sparse as the greenstone belt and adjacent granitoids are blanketed by an extensive cover of colluvium, alluvium and aeolian sand deposits and extensive areas of residual laterite, including localised occurrences of pisolitic laterite and partially ferruginised bedrock.

In the southern parts of the project, the weathering profile is relatively thin and much of the residual regolith has been removed by erosion. To the north of the railway line the residual laterite is more extensive and most likely covers vast areas, particularly along the eastern side of the greenstone belt.

The depositional regime is dominated by widespread colluvium which forms a thin cover over most of the greenstone belt on the gentle slopes of broad depressions. An extensive cover of aeolian sand overlies the granitoids on either side of the belt. Both of these depositional units are overlain by alluvium that has infilled broad flat stream courses.

The Ryans Find Project covers part of the Watt Hills Greenstone Belt, ranging in lithology from ultramafic komatiite in the west; through gabbroic to doleritic intrusives into tholeiitic basalt in the core and poorly defined felsic/mafic volcanics and banded iron formation units in the east. The northern-most portion of the Project covers part of the Yendilberrin banded iron formation.

The greenstone sequence within the Project is fault bound and flanked to the west by granite. The greenstone stratigraphy continues eastwards of the Project. Outcrop within Ryans Find is extremely poor with the exception of a thickened portion of the ultramafic sequence in the central area of the Project where a siliceous saprolite (or hardcap) has formed during lateritic weathering of the ultramafic protolith. The dark brown siliceous hardcap crops out as cobble strewn low hills and ridges. Textural preservation of the original coarse-grained olivine adcumulate komatiite is common. Erosion of the clay rich upper saprolite zone (below the hardcap horizon) has produced extensive colluvial scree, composed of siliceous maghemite-bearing cobbles and red brown latosol soils. Beneath this regolith cover, adcumulate to mesocumulate textured high-magnesian komatiites grade eastwards into lower magnesian tremolite-chlorite (amphibole) assemblage lithologies, additionally intrusive gabbro, dolerite and basalt.

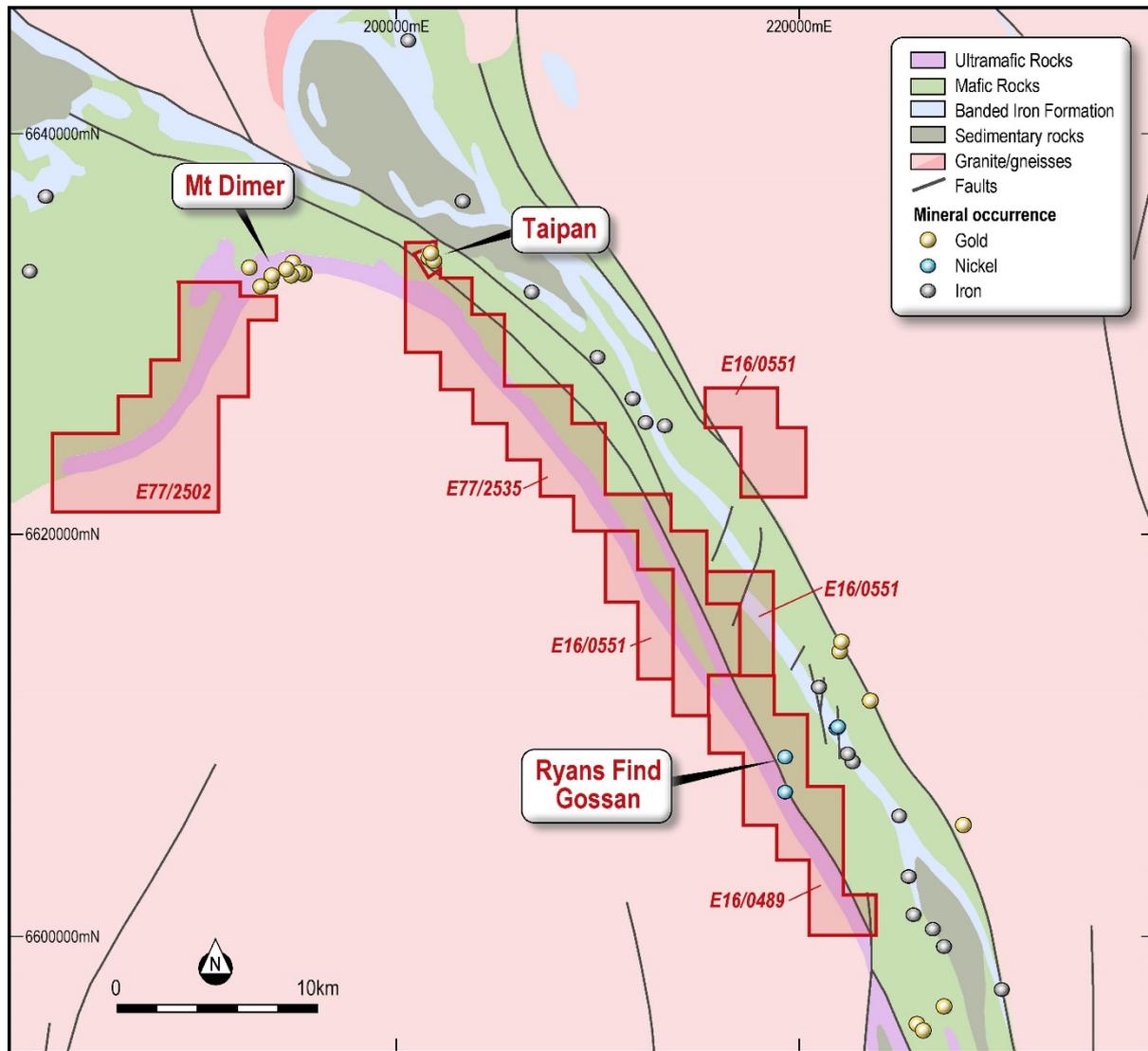


Figure 11: Geological setting of the Ryan's Find Project

To the western side of the ultramafic, a semi persistent but strongly hornfelsed and pyritic mafic unit, underlying the high magnesian komatiite has been identified. Hornfels alteration is strongly developed due to the nearby granite batholith and to irregular porphyritic granitic sills that intrude the basalt and komatiite. The metamorphic and metasomatic processes have destroyed the original protolith textures and as such the original protolith is postulated as being potentially basalt, komatiite or a late stage sill. The importance of the protolith is that if it is a late stage sill or dyke, its ability to have provided the magmatic stage sulphur required for thermal erosion from the komatiitic ultramafic is questionable. Whereas, if the protolith represents a pre-komatiite mafic to basaltic composition substrate, it then could have provided a very suitable source of sulphur for komatiite thermal erosion and precipitation of nickel sulphides.

The granite is interpreted to have separated from the main core of ultramafic from a thinner (100-200m wide) sill like body that diverges from the core at a low angle. The nature of both contacts is ambiguous, although faulted, and may either represent a separate flow unit stratigraphically below the main core or alternatively, an offset fault slice of the main core ultramafic flow.

Mineralisation

There are no known nickel sulphide or nickel laterite deposits however, both Western Mining Corporation and Arimco Mining Pty Ltd found some encouraging occurrences of nickel sulphide in ultramafic units on the western flank of the greenstone belt.

The conceptual targeting model applied to Ryans Find is the potential of hosting nickel sulphide mineralisation within Archaean ultramafic lithologies. The geological targeting framework and assumptions for Ryans Find is stipulated below:

- The east-facing Green Dam Ultramafic unit is consistent with both the expected structural geometry of the greenstone belts and geological observations by prior operators. The implication of this assumption is that the western contact of the Green Dam Ultramafic Unit will be the target stratigraphic surface for nickel sulphide mineralisation.
- The interpreted nickel sulphide hosting primary magmatic channel has a sub horizontal plunge: this geometry is strongly supported by the lack of evidence for near surface primary magmatic mineralisation despite significant chalcophile element anomalism.
- The strike extensive continuous shear zone obliquely transects the Green Dam Ultramafic Unit.
- It is interpreted that the chalcophile elements (e.g. Ni, Cu, Pd) have been remobilised towards the surface from a primary magmatic source by hydrothermal fluids focussed along the pervasive regional shear zone.

This targeting hypothesis importantly concludes that significant nickel sulphide mineralisation targets may exist beyond the depths of present exploration and the use of shallow near surface exploration methods are in-effective at delineating and testing these targets.

Additionally, the project has potential to host gold mineralisation with the Mt Dimer Mining Operations lying adjacent to the north-eastern portion of E77/2502 and the Taipan Resources operation lying to the northwest of E77/2535. The Mt Dimer Mine, is hosted by a sheared mafic to ultramafic volcanic sequence within the northwest-trending Mt Dimer shear zone. Gold mineralisation consists of a number of south-plunging, en-echelon pods within the shear zone.

Teutonic Resources previously mined six small open pits within the Mt Dimer mining area that produced approximately 600,000 tonnes of ore for a total of 123,000oz Au at 6.4g/t Au during 1994 and 1997¹⁹. Five of the historical pits were developed on north-trending, en-echelon shears within granite, adjacent the granite-greenstone contact. The mineralisation is strongly sericitic and contains zones of pyrite and argentiferous galena.

There has been recent transaction activity around the Ryan's Find Project with Twenty Seven Co (ASX:TSC) announcing the acquisition of the historic Taipan Mine during September 2020²⁰, followed by Aurimin Limited (ASX:AUN) completing their IPO during December 2020. The Aurimin projects include the Mt Dimer Project, covering the historical mining centre²¹.

6.3 EXPLORATION HISTORY

The general project area has been explored for nickel sulphides and gold mineralisation. Nickel exploration has predominately focused on the eastern portion of the project with nickel sulphide

¹⁹ ASX.AUN Prospectus 8th December 2020

²⁰ ASX.TSC Announcement 11th September 2020 "Option to acquire exciting gold projects and Placement"

²¹ ASX.AUN Prospectus 8th December 2020

exploration commencing during the 1960s by Western Mining Corporation ("WMC") and a number of junior companies. Gold exploration has predominantly focused on the western portion of the project circa the Mt Dimer prospect with modern gold exploration commencing during the mid-1980s.

Previous gold and nickel exploration has generated a considerable bank of geological and geochemical data but there has not been any systematic compilation of this data, most of which is not available in digital format.

The following is a synopsis of exploration completed to date. The extent of exploration data acquired, and a summary of significant results are depicted in Figures throughout the Report. Significant drill intersections for all drilling completed within the Ryan's Find Project are tabulated in Table 3 of Annexure A of this Report.

FRM cautions that the following synopsis is drawn from publicly available reports held by the GSWA. Whilst FRM is satisfied that the exploration results summarised were conducted in accordance with the standard industry practice of the time, the reporting of these results at the time may not fulfil the requirements of the JORC Code (2012). The Competent Person considers that these results to be indicative of, but not an absolute measure of the presence of mineralisation.

E77/2502 (western tenement)

During 1980 to 1987, sporadic gold exploration was conducted across the greenstone belt by various gold explorers including **CSR Ltd** ("CSR"), **Placer Exploration Ltd** ("Placer"), **BP Minerals**, **Aberfoyle Resources Ltd**, **Forrestania Gold NL** and **Cyprus Mining Ltd**. Several gold prospects were identified through a combination of soil geochemistry and RAB drilling, however only the Mt Dimer deposits (lying to the north of E77/2502) proved to be of sufficient tonnage and grade to develop a mining operation. Gold exploration is summarised below.

Between 1990 and 1994, **Pancontinental Mining Ltd** ("Pancontinental") explored the area north of the Helena and Aurora Ranges. This work followed on from earlier work by CSR/Placer and included broad spaced soil sampling programs (1 km x 50 m) with follow-up RAB drilling programs. This drilling identified a semi-coherent arsenic anomaly. (WAMEX Report A107402)

Infill auger sampling and a further program of RAB drilling was completed during 1994. Drilling intersected further anomalous arsenic in the southwest area. This anomalism was believed to coincide with the interpreted position of the Chaterie Fault. The drilling indicated that the southern area is deeply weathered with saprolite extending to below 90 metres vertical depth. No substantial gold anomalism was identified within the Ryans Find Project area itself. *WAMEX Report A107402*

Burmine Ltd ("Burmine") held a large ground position to the east and northeast of the Helena and Aurora Ranges, from 1992 to 1996, when they merged with **Sons of Gwalia Ltd** ("SoG"). SoG continued work on the ground until 2002.

A regional surface laterite sampling program was conducted during 1993 and 1994. This work identified two areas of gold in laterite anomalism to the north and south of Placer's Mt Dimer gold resource. A vertical RAB drilling program on 500m spaced grid lines was completed in 1994. The program indicated a subtle gold response (Matheson, 1994). Two follow up drilling programs in 1995 targeted the previous drilling anomaly and a number of interpreted structural and aeromagnetic targets at the southern end of the licence area

During 1996, a vertical RAB drilling program was completed covering all the Burmine/SoG licence holdings. A number of low order gold assay results were recorded, including the intersection of anomalous gold values from the Mount Dimer Shear zone at prospect areas, known as Woodcutters Camp and Karlizi (Hammond 1996).

During 1997, a RAB drilling program was undertaken at Emu Dam, to the south and southeast of the Mount Dimer Mine. The drilling intersected granites, BIFs mafic and ultramafic rocks, including serpentinite and talc-chlorite schists. Biotite, muscovite, sericite and chlorite alteration was noted with zones of strong silicification. An auger program was additionally completed to the north, south and west of the Mount Dimer mine. This work defined a north-northwest trending 1.3km x 250m gold anomaly and a smaller 800m x 300m gold anomaly (Westaway 1998).

E16/0489 & E77/2535 (eastern tenements)

Nickel exploration commenced during 1967 to 1972, with **Western Mining Corporation** ("WMC") conducting exploration activities focused on identification of both lateritic and sulphide hosted nickel mineralisation, along the western margin of the Watt Hills Greenstone Belt. Activities were predominately reconnaissance-style exploration, including mapping, rock chip sampling, auger drilling, vacuum drilling, soil sampling, IP surveys and percussion drilling. A 10km long nickel-copper geochemical anomaly was identified, with the core of this prospect was referred to as the Green Dam Prospect. Limited historical information is available towards these activities and the results produced. Shallow open hole auger drilling gave results of up to 6,500ppm Ni and 4,550ppm Cu (refer to Table 3 of Annexure A for full details).

Follow up percussion drilling which were deemed indicative of nearby nickel sulphide mineralisation included:

- RFP 21: 10.5m @ 0.45% Ni, 284ppm Cu to EOH (in fresh rock)
- RFP 28: peak coincident 1.34% Ni, 820ppm Cu (narrow zone in saprolite)
- RFP 32: coincident 0.69% Ni, 2300ppm Cu (in saprolite), 0.46% Ni, 285ppm Cu (in fresh rock)
- RFP 33: peak coincident Ni 0.49% Ni, 1450ppm Cu (in saprolite)

(refer to Table 3 of Annexure A for full details)

Rockchip sampling completed by WMC also identified encouraging results for cobalt mineralisation (refer Table 4).

Table 4: Rockchip sampling at Ryan's Find (completed by WMC, compiled by Breakaway Resources, 2008)

Sample	East ¹	North ¹	Co (ppm)	Co (%)
GA484131	2178900	6609688	17500	1.75
GA482494	220188	6605162	3500	0.35
GA485043	218117	6609185	2500	0.25
GA484133	217925	6609705	1900	0.19
GA485544	219520	6606089	1750	0.175
GA482743	219450	6606115	1400	0.14
GA485533	219381	66056000	1400	0.14
GA485240	217943	6609788	1350	0.135
GA485466	219599	6605854	1250	0.125
GA485332	216584	6611484	1250	0.125

¹Easting and Northing in AMG84 Zone 50

FRM cautions that these results are historical in nature and may not have been previously reported in accordance with the 2012 Edition of the JORC Code and are to be treated with appropriate caution. The Competent Person considers that these results have been gathered in accordance with appropriate

practice at the time and provide a reasonable but not absolute indication of the prospectivity of the relevant project geology.

WMC withdrew from the project area due to obligations in other parts of the Eastern Goldfields. Exploration was relatively dormant for the following 20-30 years.

During 1993 to 1997, **Arimco Mining Pty Ltd** ("Arimco") conducted both gold and nickel exploration over the general area. Arimco completed 1km spaced soil lines (100m spaced samples) over a 12km strike of the ultramafic unit outlined by aeromagnetic data. This program returned anomalous nickel and copper results confirming the original WMC soil program.

A single line of RAB drilling comprising three drillholes was completed across a ridge line where individual rock chips returned assays up to 1.2% Ni and 600ppm Cu. RAB holes intersected ferruginous zones within talc schists and in hole 9650E granite was intersected at the bottom of the hole. A total of 31 four-metre composite samples were collected with 18 samples returning Ni assays greater than 0.25% Ni. A peak value 0.77% Ni and 0.1% Cu over a 4m interval was returned in drillhole 9670E (refer to Table 3 of Annexure A for full details).

A single RC hole (MF103) was drilled beneath the RAB hole to investigate the source of the high nickel and copper results. Particularly it was targeted at the ultramafic contact with the granite. The drillhole intersected several serpentinised komatiite, talc schist and strongly magnesian weathered komatiite sequences before the hole terminated in felsic rocks. At 87m, fresh dunite was intersected which contained fine grained nickel sulphides (petrographically identified as being pentlandite). The drillhole intersected 15m @ 0.36% Ni (from 21m) and other narrow zones of elevated nickel and copper, suggesting multiple horizons to be targeted.

Refer to Table 3 of Annexure A for significant drill intersections from this program. FRM cautions that these results are historical in nature and may not have been previously reported in accordance with the 2012 Edition of the JORC Code and are to be treated with appropriate caution. The Competent Person considers that these results have been gathered in accordance with appropriate practice at the time and provide a reasonable but not absolute indication of the prospectivity of the relevant project geology.

WAMEX Report A045655

During 2006, **Breakaway Resources Ltd** ("Breakaway") entered into the Mt Finnerty Joint Venture with privately listed Barranco Resources NL to target the possible northern stratigraphic extension of the Lake Johnston nickel belt which hosts the Emily Ann and Maggie Hays nickel deposits (refer ASX.BRW Announcement 31st October 2006).

Following the collation of historical data, Breakaway conducted a 200m spaced auger drilling campaign across the *Green Dam Prospect* to confirm and further evaluate anomalous nickel-copper soil anomalies delineated previously by WMC. Auger drilling additionally confirmed cobalt mineralisation defined by WMC. Auger hole 06MFAG0008 returned 2760ppm Co but was overlooked as Breakaway was focused on exploring for Ni/Cu/PGM mineralisation. All results are included in Table 3 of Annexure A.

Reed Resources NL ("Reed") held the Mt Finnerty Block of Leases, along strike from the Breakaway project. Exploration completed by Reed focused on the nickel sulphide potential of the Mt Finnerty Project. Reed engaged a consultant geologist to review and evaluated previous nickel sulphide exploration. The review confirmed the presence of a coherent sequence of Kambalda-style spinifex-textured ultramafic flows along the western flank of the greenstone belt. The ultramafic sequence is in contact with footwall basalt for much of its length and the basal ultramafic contact, which is the loci for massive sulphides, was stated at being likely preserved²².

²² ASX.RDR Announcement 31st October 2006 "Final Quarter Activities & Cashflow Reports"

During 2007, **Western Areas NL** ("Western Areas") and Reed entered into a Joint Venture to explore for nickel and base metals on the Mt Finnerty Block of Leases, along strike from the Breakaway project²³. During 2007, Western Areas commenced a RAB drilling program to test the footwall contact of the basal Western ultramafic unit. Initial exploration on selected areas of the Western Ultramafic sequence identified four highly anomalous soil geochemical anomalies that are coincident with the basal ultramafic/basalt contact, spread over 10 km of strike, this drilling lies to the southeast of the Ryans Find Project.

An interpretation by Southern Geoscience was commissioned in 2007 in order to produce an interpretive basement geology map from available aeromagnetic data and re-evaluation of geochemical databases. A moving loop ground transient electromagnetic ("TEM") survey was conducted over two discrete areas of the same ultramafic unit. No near surface anomalies were interpreted.

In 2009, an Induced Polarisation ("IP") survey was conducted aiming to target disseminated sulphides in areas that were determined to be PGE anomalous from the previously completed auger sampling program and prospective for nickel sulphide. The survey resulted in the discovery of a robust geophysical anomaly coincident with the 'gossan' and soil geochemical anomaly²⁴.

The IP survey (21 lines, 16.8 line km, 200m line spacing) covered 4.2km of strike length of the prospective ultramafic sequence. The survey was centered on the position of the WMC 'gossan' and detected a robust anomaly at a depth of 150-400m below surface. The IP anomaly is along strike to the south and below the 'gossan' which assayed at 5.1% Ni and 310ppm Cu (refer to Table 3 of Annexure A for full details).

The IP anomaly was close to a geological contact that was also interpreted from resistivity measurements during the IP survey. This geological contact was interpreted as the base of an ultramafic unit within the ultramafic-mafic volcanic sequence.

Following the success of the IP survey, a fixed loop electromagnetic ("FLTEM") survey (5 lines, 4 line km, 100m line spacing) was undertaken over the IP anomaly. The FLTEM survey revealed a diffuse EM anomaly that was attributed to a weakly conductive feature approximately coincident with the IP anomaly. Modeling of the EM anomaly indicated a steeply east-dipping planar feature, possibly a stratigraphic source that extends along strike to the north beyond the IP anomaly.

The geophysical anomalies also coincided with an extensive PGE soil geochemical anomaly that has maximum values in excess of 100ppb Pt+Pd. This anomaly was at least 500m in length along the strike of the ultramafic unit (refer to Table 3 of Annexure A for full details).

Historic RC drilling along strike to the north of the IP anomaly included two intersections of 1.5m @ 0.55% Ni, 375ppm Cu and 1.5m @ 0.52% Ni, 390ppm Cu in a vertical drillhole²⁵. Another drillhole to the south of the IP anomaly intersected 15m @ 0.35% Ni, 237ppm Cu and 3m @ 0.33% Ni, 425ppm Cu in an inclined drillhole²⁶ (refer to Table 3 of Annexure A for full results). Drillhole MF103 was also reported to have intersected disseminated pentlandite, a primary nickel sulphide, in peridotite below the weathered profile. These drillholes are in the same ultramafic units as the IP-EM anomalies but were at least 1km from the geophysical anomaly.

²³ ASX.BRW Announcement 31st October 2006 "First Quarter Activities Report"

²⁴ ASX.RDR Announcement 17th December 2009 "Robust Geophysical Target beneath historic Nickel Gossan"

²⁵ RFP21, WMC 1970

²⁶ MF103, Arimco 1995

Reed completed three diamond drillholes to test the target. GD002 intersected serpentinite from 80m to the end of hole at 300m. From 0-80m the hole was interpreted to have penetrated laterite weathered ultramafic. Weak disseminated iron sulphides were logged in the core, increasing towards the end of hole. All nickel results were background. Holes GDD003 and GDD004 were drilled approximately 1km to the south east of GDD002, to test a large, easterly dipping conductive, located approximately 1km above the western footwall contact. Both holes intersected a pyrrhotite-rich deformed chert horizon, hanging wall to a talc dolomite altered ultramafic. This ultramafic unit is interpreted to be stratigraphically above the Green Dam Ultramafic. Analysis of the sulphides returned elevated copper values, supported by visible chalcopyrite in the chert fold core. Only background nickel values were returned.

A MLTEM survey was designed to fill a gap of 1km, between the two previously completed surveys and to cover the IP anomaly which was the target for the diamond drilling. Survey results did not display any features likely to be caused by massive sulphides but the results were compromised by equipment failures.

GDD005 was subsequently targeted based on reprocessing and reinterpretation of the 2009 IP survey. GDD005, a vertical diamond drillhole to a depth of 363m, is interpreted to be drilled directly into a shear zone and remained in sheared ultramafic through the entire hole. Hydrothermal Cu-Ni-PGE veining was intersected in this shear zone with 9cm at 12.8% Cu, 0.41% Ni, 0.4g/t Pd, 2.2g/t Au, 800ppm Co and 1,100ppm Zn intersected in a narrow hydrothermal vein (refer to Table 3 of Annexure A for full results). It was interpreted that this vein has been remobilised from a primary magmatic source.

During 2011-2012, Reed Resources conducted RC drill program across the tenure and returned significant assay results for cobalt (refer to Table 3 of Annexure A for full results):

- BRC008 from 14-15m at 1062ppm Co
- BRC034 from 30-31m at 1340ppm Co
- BRC035 from 23-24m at 1342ppm Co
 - 22-23m at 1183ppm Co

Reed completed additional diamond holes during 2013 and 2014 at their Green Dam Nickel Project. Drillhole GDD009 was completed to test anomalism identified by an IP survey coincident with surface "gossans" and a historical soil geochemical anomaly. GDD009 returned a result of 25m at 0.25% Ni from 679m, including 1m @ 0.42% Ni and 364ppm Cu from 679m²⁷. The drillhole confirmed the stratigraphy intersected in GDD007 and established that the Green Dam Ultramafic Complex is a massive extrusive unit that is generally the one continuous eruptive event. Wide, intact basal chill zones of amphibole-chlorite assemblages confirm the massive nature to the flow.

Neometals Limited (ASX:NMT, formerly Reed Resources) stated that thin section petrography would be completed to confirm the presumed source from visible disseminated fine-grained nickel sulphides. Follow up IP surveying was recommended by Neometals but not completed due to prevailing nickel prices at the time.

²⁷ ASX.NMT Announcement 18th February 2015 "Yilgarn Nickel – Final Drill Results"

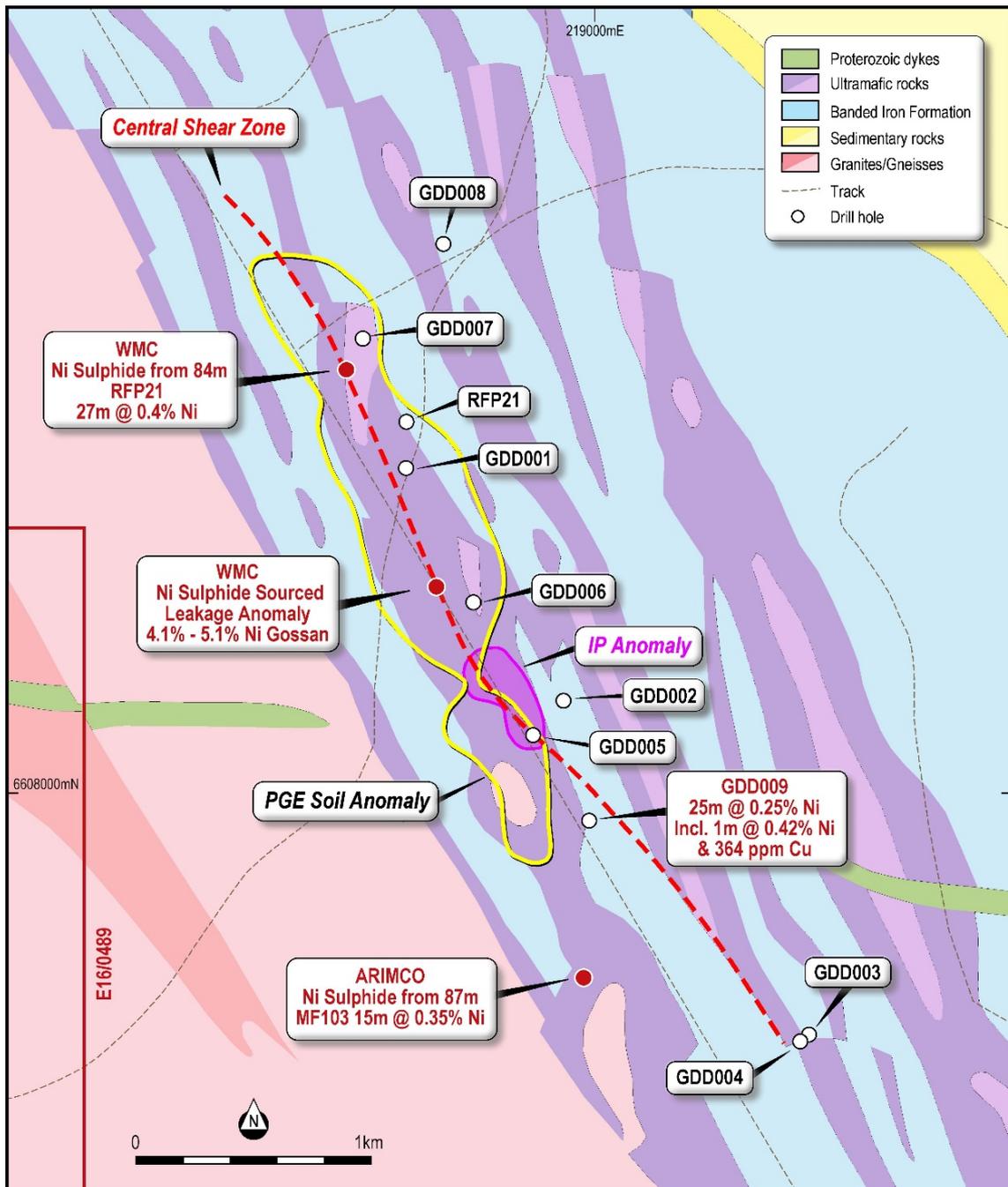


Figure 12: Ryan's Find Gossan Area with previous drilling

During 2018, Aldoro Resources Limited acquired the project, since acquisition Aldoro has completed limited exploration work over the Ryan's Find Project. Aldoro completed a first pass geochemical survey aimed at verifying nickel-cobalt anomalism in historical geochemical surveys and enabling targeting of future work programs. Aldoro collated and reprocessed publicly available geophysical data.

During 2021, Aldoro completed a review of the Ryan's Find Project and shifted their focus to the gold potential of the project area. Aldoro stated that the project contains in excess of 50km of strike length of relatively underexplored greenstone belt, bookended by historic gold mines and workings. Following the review, Aldoro applied for additional tenement E16/0551.

7.0 PROPOSED EXPLORATION AND USE OF FUNDS

It is the opinion of the author that Aurum's Projects warrant further investigation. Aurum will undertake distinctly different exploration activities within each of the projects to achieve its exploration strategies. Aurum will focus on under-explored portions of the projects, initially along strike and at depth from known mineralisation in the case of the Penny South Project. Aurum aims to use advanced exploration techniques in conjunction with leading analytic and geophysical techniques to identify drill targets.

Initial work will include the validation of existing exploration data for both projects including drilling, geology, and geochemical samples, ensuring the accurate digital capture of all available data.

In Aurum's opinion, the historical and recent work carried out at the **Penny South Project** is encouraging and warrants follow up exploration. Exploration within the Penny South Project will focus on the area along strike to the south from the historic Penny West pit. Aurum's exploration program will include soil sampling, geophysical surveys, the compilation and interrogation of data and drilling.

Previous soil sampling within the Penny South Project was wide spaced and is considered to have been ineffective. Orientation surveys over areas of known mineralisation and structural complexity will be conducted using multi-element analysis. Geophysical surveys will comprise surface and downhole geophysics (including EM, SAM and IP). Where possible the re-logging of geology from existing drill chips will be undertaken to identify alteration, quartz veining and presence of sulphides, possibly by spectral analysis to characterise the alteration type and define the zones.

Deeper drilling to test known intercepts at depth and along strike, with priority to the area south along strike from Penny West. Priority targets were identified during the recent review completed by Hazina Geoscience and will be the initial focus for Aurum.

The **Unaly Hill South Project** straddles an interesting structural juncture between the Younami Shear and the Yuinmery Shear. This of two major shears has been long considered conceptually favourable for the development of dilation structures for possible gold mineralisation.

The exploration program at the Unaly Hill South Project will follow a similar approach to that which Aurum is undertaking at the Penny South Project, with an initial ground magnetic survey to aid with structural and lithological interpretation of the area, followed by multi-element geochemical sampling. Targets generated by this combined approach will be drill tested.

Exploration to date at the **Ryan's Find Project** has been focused on the nickel and cobalt potential of the ultramafic rocks within the Watt Hills Greenstone Belt. A recent review highlighted the gold potential of the Ryan's Find Project, with in excess of 50 kilometres of strike length of relatively underexplored greenstone belt bookended by historic gold mines and workings.

Geophysical surveying (ground EM and IP), geological mapping and geochemical surveying will be employed to delineate targets. Targets will prioritised and drill tested (RC drilling and diamond tails).

Use of Funds

Aurum has provided FRM with a copy of its proposed exploration expenditure for the Penny South, Unaly Hill South and Ryan's Find Projects for an initial two-year period following the listing on the ASX. Table 5 provides a summary of expenditure by activity for each project for the planned \$4.5 million capital raising (with the ability to accept \$500,000 over subscriptions). Aurum is intending to focus its expenditure on geochemical surveys, drilling and geophysical surveys.

All costs are shown as an all-in inclusive cost, which includes the cost of drilling, sampling, assaying, personnel and other relevant costs. The proposed exploration budget and work programs are broadly

in-line with the current exploration costs in Western Australia. FRM notes that exploration budget is sufficient to exceed Aurum's minimum statutory expenditure obligations for the projects.

Aurum's commitments to exploration activities satisfy the requirements of ASX Listing Rules 1.3.2(b) and 1.3.3(b). FRM also understands that Aurum will have sufficient working capital to carry out its stated objectives, satisfying the requirements of ASX listing Rules 1.3.3(a), following the minimum capital raising contemplated.

Aurum has indicated to FRM that they will undertake a systematic, staged approach with respect to its exploration program on the Penny South, Unaly Hill South and Ryan's Find Projects, with prudent monitoring, assessing and refocusing of the exploration programs as necessary. FRM considers that the exploration strategy proposed by Aurum is consistent with the mineral potential and status of the projects.

FRM has reviewed Aurum's proposed exploration activities and is of the opinion that the funds raised will be sufficient for the proposed program and that the programs are appropriate for the mineral potential and status of the projects. The exploration budget will be subject to modification on an ongoing basis depending on the results obtained from exploration activities as they progress.

Table 5: Summary of proposed use of funds (A\$4.5 million minimum subscription capital raising)

	Minimum Subscription (\$4.5M)			Maximum Subscription (\$5.0M)		
	Year 1 (A\$)	Year 2 (A\$)	TOTAL (A\$)	Year 1 (A\$)	Year 2 (A\$)	TOTAL (A\$)
Penny South						
Geophysics	60,000	40,000	100,000	80,000	50,000	130,000
Geochemistry	52,500	42,000	94,500	80,000	60,000	140,000
Drilling	300,000	200,000	500,000	360,000	250,000	610,000
Field support	17,500	17,500	35,000	23,000	23,000	46,000
Land access, Rent & Rates	1,732	1,732	3,464	1,732	1,732	3,464
Geologists / Field Staff	40,000	30,000	70,000	40,000	30,000	70,000
Admin	70,760	49,685	120,445	87,710	62,210	149,920
			923,409			1,149,384
Unaly Hill South						
Geophysics	37,000	21,000	58,000	37,000	21,000	58,000
Geochemistry	25,000	20,000	45,000	25,000	20,000	45,000
Drilling	80,000	200,000	280,000	80,000	200,000	280,000
Field support	14,900	14,500	29,400	14,900	14,500	29,400
Land access, Rent & Rates	1,304	1,304	2,608	1,304	1,304	2,608
Geologists / Field Staff	15,000	20,000	35,000	15,000	20,000	35,000
Admin	25,981	41,521	67,501	25,981	41,521	67,501
			517,509			517,509
Ryan's Find Project						
Geophysics	160,000	135,000	295,000	160,000	135,000	295,000
Geochemistry	100,000	119,000	219,000	115,000	146,000	261,000
Drilling	300,000	450,000	750,000	360,000	500,000	860,000
Field support	45,000	50,000	95,000	45,000	50,000	95,000
Land access, Rent & Rates	27,000	27,000	54,000	27,000	27,000	54,000
Geologists / Field Staff	40,000	50,000	90,000	50,000	60,000	110,000
Admin	100,800	124,650	225,450	113,550	137,700	251,250
			1,728,450			1,926,250
TOTAL	1,514,476	1,654,891	3,169,368	1,742,176	1,850,966	3,593,143

Discrepancies in totals may exist due to rounding.

8.0 DECLARATION

FRM Geological Services will receive a professional fee based on standard rates plus reimbursement of out-of-pocket expenses for the preparation of this Report. The payment of these fees is not contingent upon the success or otherwise of the proposed capital raising pursuant to the prospectus within which this Report is contained. FRM does not have any pecuniary or other interests which could be reasonably regarded as being capable of affecting the ability of FRM to provide an unbiased opinion in relation to the assets and the assumptions included in the various technical studies completed by Aurum, relied upon by FRM and reported herein.

The Competent Person for preparation of the report is Ms Felicity Repacholi-Muir; BSc (Geol & Soil Sc), GradCertAppFin. Ms Repacholi-Muir is a Member of the Australian Institute of Geoscientists (MAIG #3417) with over 15 years of experience and has extensive professional experience with the geology of Western Australia and has worked extensively throughout Western Australia.

Ms Repacholi-Muir has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking to qualify as a Competent Person as defined by the in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Ms Repacholi-Muir consents to the inclusion in the Report of the matters on her information in the form and context in which it appears.

This Report has an Effective Date of the 20th August 2021, this being the most recent date on which Aurum made material in its possession available to FRM and FRM is not aware of any material change to the Company's mineral interests since that date. FRM consents to the distribution of this Report in the form and content in which it appears.



Felicity Repacholi-Muir

BSc (Geol & Soil Sc)
GradCertAppFin
MAIG #3417

9.0 PRINCIPAL SOURCES OF INFORMATION

The principal information sources used are listed below.

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9.1 PROJECT WAMEX REFERENCES

The following exploration reports were sourced from the Western Australian Department of Mines Industry Regulation and Safety's WAMEX database

WAMEX Report Number	Company	Year
Penny South Project		
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A000140	Australian Geophysical Pty Ltd	1969
A000141	Australian Geophysical Pty Ltd	1970
A000142	Australian Geophysical Pty Ltd	1971
A000143	Australian Geophysical Pty Ltd	1971
A003157	Western Mining Corporation Ltd	1972
A003572	Western Mining Corporation Ltd	1973
A004021	Western Mining Corporation Ltd	1973
A013479	CRA Exploration Pty Ltd	1984
A015120	CRA Exploration Pty Ltd	1985
A017746	BHP Minerals Pty Ltd	1985
A019318	BHP Minerals Pty Ltd	1986
A019852	BHP Minerals Pty Ltd	1987
A020698	Meekal Pty Ltd	1987
A020900	Meekal Pty Ltd	1987
A021731	CRA Exploration Pty Ltd	1987
A021733	CRA Exploration Pty Ltd	1987
A021761	Inca Gold NL	1987
A023176	Western Mining Corporation Ltd	1988
A024361	Meekal Pty Ltd	1988
A024582	Meekal Pty Ltd	1988
A024361	Aquarius Exploration NL	1988
A025202	CRA Exploration Pty Ltd	1988
A025529	CRA Exploration Pty Ltd	1988
A028657	CRA Exploration Pty Ltd	1989
A028913	CRA Exploration Pty Ltd	1989
A029489	RGC Exploration Pty Ltd	1990
A041072	Gold Mines of Australia	1994

WAMEX Report Number	Company	Year
A041963	Gold Mines of Australia	1994
A045181	Gold Mines of Australia	1995
A048426	Gold Mines of Australia	1996
A049458	Gold Mines of Australia	1996
A067601	Lach Drummond Resources	2003
A067766	Aquila Resources Ltd	2003
A069352	Lach Drummond Resources	2004
A091420	Apex Minerals NL	2011
A094881	Apex Minerals NL	2012
A096623	Orrex Resources Ltd	2013
A099017	Apex Minerals NL	2013
A099042	Apex Minerals NL	2013
A103492	Plateaux Resources Pty Ltd	2014
A105348	Beacon Minerals Limited	2015
Unaly Hill South Project		
A027294	Metana Minerals NL	1989
A028314	Western Mining Corporation Ltd	1989
A034006	Eastmet Limited	1991
A047732	Battle Mountain (Australia) Inc	1996
A051335	Battle Mountain (Australia) Inc	1997
A054866	Battle Mountain (Australia) Inc	1998
A059254	Gindalbie Gold NL	1998
A063029	Gindalbie Gold NL	2001
A077022	La Mancha Resources	2008
A086322	Meteoric Resources NL	2010
A097545	Black Ridge Mining NL	2013
A101836	Meteoric Resources NL	2014
Ryan's Find Project		
A001189	Western Mining Corporation	1969
A033897	Western Mining Corporation	1991
A033922	Western Mining Corporation	1991
A033996	Western Mining Corporation	1991
A039546	Arimco Mining Pty Ltd	1993
A039980	Arimco Mining Pty Ltd	1993
A042005	Arimco Mining Pty Ltd	1994
A043131	Arimco Mining Pty Ltd	1993
A045655	Arimco Mining Pty Ltd	1995
A046790	Arimco Mining Pty Ltd	1996
A048775	Arimco Mining Pty Ltd	1996
A056363	Arimco Mining Pty Ltd	1998
A074284	Breakaway Resources Ltd	2007
A079655	Reed Resources Ltd	2008

WAMEX Report Number	Company	Year
A084773	Royal Resources Ltd	2009
A088125	Polaris Metals NL	2010
A088179	Reed Resources Ltd	2010
A090275	Golden Iron Resources Ltd	2011
A093048	Reed Resources Ltd	2012
A094781	Independence Group NL	2012
A097745	Reed Resources Ltd	2013
A101393	Reed Resources Ltd	2014
A105454	Reed Resources Ltd	2015
A107402	Imperial Resources Management Pty Ltd	2015

10.0 GLOSSARY

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

Aeolian Relating to wind-formed surficial deposits, typically composed of fine sand and sediment.

Aeromagnetics Airborne measurement of the earth's magnetic field for the purpose of recording magnetic characteristics of rocks.

Aircore Drilling (AC) Drilling Rotary drilling technique employed to drill in poorly consolidation rocks, where the sample is returned to the surface inside the drill rods under the influence of applied air pressure.

Alluvium A general term for unconsolidated material deposited during comparatively recent geological time by a stream or other form of running water.

Alteration halo zone of chemical alteration surrounding mineralisation. May be used as a 'pathfinder' to the primary mineralisation.

Amphibolite A metamorphic rock composed mainly of amphibole, a family of minerals in which the silica molecules are bound together in parallel chains.

Anomalous Having statistically significantly higher or lower values than the norm.

Anomaly A portion of an area surveyed that is different in appearance from the area surveyed in general or containing higher or lower values than considered normal.

Archaean The oldest rocks of the Earth's crust – older than 2,400 million years.

Assay An examination of a sample to determine by measurement certain of its ingredients.

Auriferous Containing gold.

Banded Iron Formation Iron formation that shows marked banding, generally of iron-rich minerals and chert or fine-grained quartz.

Basalt A fine-grained, dark igneous rock, generally extrusive, composed of half feldspar and half mafic materials.

Basement The igneous or metamorphic rock that exist below the oldest sedimentary cover. In some areas such as shields the basement rocks may be exposed at surface

Basic A descriptive term applied to igneous rocks (basalt and gabbro) with silica (SiO₂) between 44% and 52%.

Breccia A coarse-grained clastic rock composed of angular broken rock fragments held together by a mineral cement or in a fine-grained matrix.

Calcrete A surficial form of carbonate, usually formed during weathering processes.

Caldera The Spanish word for cauldron, a basin-shaped volcanic depression; by definition, at least a mile in diameter. Such large depressions are typically formed by the subsidence of volcanoes.

Carbonate Rock of sedimentary or hydrothermal origin, composed primarily of CO₃

Chert A hard, extremely dense or compact, dull to semivitreous, microcrystalline or cryptocrystalline rock consisting of interlocking crystals of quartz less than about 30 microns in diameter.

Chlorite A dark replacement mineral related to mica.

Clastic Sediments derived from erosion of pre-existing rocks.

Country Rocks The rock intruded by and surrounding an igneous intrusion.

Craton A craton is an old and stable part of the continental crust that has survived the merging and splitting of continents and supercontinents for at least 500 million years.

Deformation Process by which rocks are folded or faulted.

Deposition The precipitation of mineral matter from solution.

Diamond (Core) Drilling The most expensive method of drilling. It is designed for resource exploration drilling, its main benefit being that it provides core of the strata for accurate assessments and gives the most accurate indication of depth from which the sample is derived.

Disseminated Mineral grains scattered throughout host rock.

Dolerite A medium-grained mafic intrusive rock composed mainly of pyroxene and plagioclase; crystalline basalt.

Dyke A tabular igneous intrusion cutting across the bedding or other planar structures in the country rocks.

Electromagnetic Survey Traverses carried out along equally spaced lines that input an electrical field to the ground, and measure the changes in the earth's magnetic field at different times after the application of the electrical field.

Exploration Projecting, sampling, mapping, drilling and other work involved in the search for mineralisation.

Fault A fracture in rock along which there has been relative displacement of the two sides either vertically or horizontally; this may provide a channel for the passage of mineral-bearing solutions.

Felsic Descriptive of light-coloured, fine-grained igneous rock containing an abundance of mineral feldspar (generally potassium-rich) and quartz but with a very low content of mafic minerals.

Ferruginous Pertaining to or containing iron; red-coloured rocks in which the iron content has been oxidised.

Fluvial Produced by the action of flowing water.

Formation A body of rock identified by lithic characteristics and stratigraphic position and is mappable at the earth's surface or traceable in the subsurface.

Gabbro Coarse-grained, dark igneous rock of similar composition to basic volcanics.

Geochemical anomaly A concentration of one or more elements in rock, soil, water or vegetation that differs significantly from the normal concentration.

Geochemical surveys The application of methods and techniques of geochemistry, such as soil and rock sampling, in the search for minerals.

Geophysical survey The exploration of an area in which physical properties (for example, resistivity, conductivity, magnetic properties) unique to the rocks in the area are quantitatively measured by one or more geophysical methods.

Grade Quantity of gold or other metal per unit weight of host rock or sample.

Granite Coarse-grained igneous crystalline rock with a high silica content.

Granitoid Pertaining to or composed of granite.

Greenstone Term for any fine-grained mafic igneous rock.

Grid Systematic array of points or lines along which field observations are made.

Ground magnetics Ground based measurement of the earth's magnetic field for the purpose of recording magnetic characteristics of rocks.

Hematite An iron oxide mineral with the general formula Fe_2O_3

Host rock Rock containing mineralisation.

Igneous Formed by solidification from the molten state.

Induced Polarisation (IP) The production of a double layer of charge at a mineral interface, or production of charges in double-layer density of charge, brought about by application of an electric or magnetic field.

Intermediate A descriptive term applied to igneous rocks that are transitional between basic and acidic with silica (SiO_2) between 54% and 65%.

Intrusion The process of emplacement of magma in pre-existing rock. Also, the term refers to igneous rock mass so formed within the surrounding rock.

Laterite Iron-rich residual surface rock capping formed by weathering in tropical conditions.

Mafic Referring to igneous rocks composed dominantly of iron and magnesium minerals.

Magma Naturally occurring molten and mobile rock material, generated within the Earth and capable of intrusion or extrusion, from which igneous rocks are thought to have been derived through solidification and related processes.

Magnetic anomaly magnetic values above or below the norm for a particular rock.

Magnetite A mineral; magnetic oxide of iron.

Massive sulphide Sulphide mineralisation where a large number of sulphide grains are in contact with each other.

Metamorphism The mineralogical, chemical and structural adjustment of solid rocks to physical and chemical conditions which have generally been imposed at depth under increased temperature and pressure below the surface zones of weathering, and which differ from the conditions under which the rocks in question originated.

Metamorphic Alteration and re-crystallisation of rocks because of heating or application of pressure or both.

Metabasalt Partly metamorphosed basalt rocks.

Mineralisation The concentration of metals and their chemical compounds within a body of rock.

Monzogranite The name of a subdivision of granite rocks.

Nickel Silvery-white metal used in alloys.

Ounce Troy ounce equivalent to 31.10348g.

Outcrop An exposure of bedrock at the surface, projecting through the overlying soil cover.

Oxidised Near-surface decomposition by exposure to the atmosphere and groundwater.

Percussion drilling A method of drilling which utilises a hammering action under rotation to penetrate rock while the cuttings are forced to the surface by compressed air returning outside the drill rods.

PreCambrian All geologic time from the beginning of Earth history to 545 million years ago.

Project An area including a group of tenements that constitute a logical working unit.

Proterozoic A geological period of time from 2500 Ma – 545 Ma.

Prospect Any mine workings not yet valued; an area to be examined for minerals.

Pyrite Magnetic iron sulphide mineral.

Pyroxene A dark silicate mineral common in mafic rocks.

Pyrrhotite Magnetic iron sulphide mineral.

Quartz A very common mineral composed of silica.

Regolith All the material at the earth's surface that lies above fresh, unweathered rocks.

Rotary air blast (RAB) drilling A technique whereby the cuttings are returned to the surface outside the drill stem by compressed air and are thus liable to contamination from the wall rocks.

Reverse circulation (RC) drilling A technique in which the cuttings are recovered through the drill rods, thereby minimising sample losses and contamination.

Regolith Weathered portion of the land surface down to bedrock.

Sampling Taking small pieces of rock at intervals along exposed mineralisation for assay (to determine the mineral content).

Schist Type of fine-grained metamorphic rock with a laminated fabric similar to slate.

Sediment Formed by the deposition of solid fragmental or chemical material that originates from the weathering of rocks.

Sedimentary Basin A low area in the earth's crust, of tectonic origin, in which sediments have accumulated.

Shear A fracture in rock that is similar to a fault; zone in which rocks have been deformed by lateral movement along innumerable parallel planes.

Silicified Referring to rocks in which a significant proportion of the original constituent minerals have been replaced by silica.

Sill Intrusive igneous rock horizontally or sub-horizontally emplaced.

Stratigraphic Pertaining to the composition, sequence and correlation of stratified rocks.

Stratigraphy The study of stratified rocks, especially their age, correlation and character.

Structure The sum total of the structural features of an area.

Sulphides Minerals comprising a chemical combination of sulphur and metals.

Tenement Area of land defined by a government authority over which an applicant may conduct exploration or mining activity. aka 'Mineral Property'. eg Mining Lease, Exploration Licence or Prospecting Licence.

Thrust fault A fault with a dip of 45 degrees or less over much of its extent with overriding movement of one crustal unit over another.

Ultramafic Referring to an igneous rock composed essentially of dark-coloured iron and magnesium minerals.

Unconformity A substantial break or gap in the geologic record where a rock unit is overlain by another that is not next in stratigraphic succession, such as an interruption in the continuity of a depositional sequence of sedimentary rocks or a break between eroded igneous rocks and younger sedimentary strata.

Vein A narrow, dyke-like intrusion of mineral traversing a rock mass of different material.

Volcanic Class of igneous rocks that have flowed out or have been ejected at or near the Earth's surface, as from a volcano.

Versatile Time-Domain Electromagnetic (VTEM) Survey used to detect conductive substances at shallow depths in the Earth's crust.

Weathering The set of all processes that decay and break up bedrock by physical fracturing or chemical decomposition.

11.0 ABBREVIATIONS AND UNITS OF MEASUREMENT

°	degrees
°C	degrees Celsius
4WD	four-wheel drive
A\$	Australian dollars
AEM	airborne electromagnetic
Ag	silver
AI	Abrasion Index
AIG	Australian Institute of Geoscientists
Al	aluminium
Al ₂ O ₃	alumina
As	arsenic
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
Au	gold
AusIMM	Australasian Institute of Mining and Metallurgy
BaO	barium oxide
Bi	bismuth
BLEG	Bulk Leach Extractable Gold
Cd	cadmium
cm	centimetre(s)
Co	cobalt
Cu	copper
DD	diamond drill
DMIRS	Department of Mines, Industry Regulation and Safety
Fe	iron
Fe ₂ O ₃	hematite
FRM	FRM Geological Services
g/t	grams per tonne
GPS	global positioning system
ha	hectares
ICP-AES	inductively coupled plasma-atomic emission spectroscopy
ICP-MS	inductively coupled plasma-mass spectrometry
IGR	Independent Geologist's Report
IP	induced polarisation

ITAR	Independent Technical Assessment
kg	kilogram(s)
km, km ²	kilometres, square kilometres
LOI	loss on ignition
Ma	million of years before the present time
m	metre(s)
MgO	magnesium oxide
ML	million litres
MLEM	moving-loop electromagnetic
mm	millimetres
MnO	manganese oxide
Mo	molybdenum
Mt	million tonnes
Ni	nickel
NSI	No Significant Intercept
oz	ounce(s)
Pb	lead
Pd	palladium
PGE	platinum group element
ppb	parts per billion
ppm	parts per million
Pt	platinum
QAQC	quality assurance/quality control
RAB	rotary air blast
RC	reverse circulation
REE	Rare Earth Elements
S	sulphur
Sb	antimony
Si	silicon
SiO ₂	silicon dioxide
t	tonne(s)
TEM	transient electromagnetic
TiO ₂	titanium dioxide
U	uranium
VMS	Volcanogenic Massive Sulphide
VTEM	Versatile Time-Domain Electromagnetic
XRF	x-ray fluorescence
Zn	zinc
Zr	zirconium

ANNEXURE A Drillhole Information

Table 1: Penny South Project Drilling: Significant Gold Intercepts

Weighted averages for the Penny South Project mineralisation were calculated using parameters of:

- 0.2g/t Au lower cut-off, 1m minimum reporting length, 5m maximum length of internal waste, 2m maximum length of consecutive internal waste and the minimum grade for the final composite of 0.2g/t Au
- The mineralised widths are downhole lengths. The orientation of the mineralisation is unknown.

HOLE ID	DRILL TYPE ¹	EAST ² m	NORTH ² m	RL ² m	DEPTH m	DIP °	AZIMUTH ³ °	FROM m	WIDTH m	Au g/t
94PSR0315	RAB	676791	6806151	500	40	-60.0	270	31	1	0.34
95PSR0446	RAB	677501	6801151	500	30	-60.0	270	18	1	0.25
95PSR0511	RAB	677491	6800951	500	30	-60.0	270	21	1	0.28
95PSR0512	RAB	677516	6800951	500	40	-60.0	270	0	1	0.33
95PSR0517	RAB	677491	6801151	500	40	-60.0	270	30	1	0.21
						and		36	1	0.21
95PSR0534	RAB	677516	6801551	500	40	-60.0	270	35	1	0.21
95PSR0590	RAB	677466	6802151	500	40	-60.0	270	20	1	0.25
						and		23	1	0.83
								28	1	0.34
95PSR0620	RAB	677476	6802151	500	53	-60.0	270	36	1	0.56
95PSR0673	RAB	676841	6804551	500	40	-60.0	270	38	2	33.98
						and		33	1	0.49
96PSR0728	RAB	676828	6805151	500	35	-60.0	270	26	1	0.49
96PSR0731	RAB	676766	6805951	500	40	-60.0	270	30	1	0.59
96PSR0801	RAB	676966	6802451	500	40	-60.0	270	7	2	0.36
APSRC001	RC	676880	6804550	500	184	-60.0	270	71	4	0.66
APSRC002	RC	676950	6804550	500	230	-60.0	270	168	4	0.26
						and		171	1	0.48
						and		228	1	0.26
APSRC005	RC	676920	6804450	500	228	-60.0	270	220	4	3.06
APSRC006	RC	676870	6804250	500	180	-60.0	270	160	2	2.36
APSRC015	RC	676660	6805550	500	180	-60.0	270	62	1	2.36
						and		92	4	2.10
						and		112	1	5.56
APSRC020	RC	676800	6805350	500	156	-60.0	270	84	4	0.24
APSRC026	RC	676940	6804650	500	258	-60.0	270	192	4	2.68
DSAC004	AC	676701	6805700	500	62	-60.0	270	60	2	2.62
PSR0012	RAB	677541	6806151	500	40	-60	270	34	1	0.32
PSR0013	RAB	677581	6806151	500	40	-60	270	36	1	0.24
PSR0081	RAB	677081	6806151	500	47	-60	270	35	1	0.27
PSR0086	RAB	677561	6806151	500	42	-60	270	29	5	0.54
PSR0089	RAB	677081	6806051	500	50	-60	270	48	1	0.33
PSR0097	RAB	677521	6806051	500	50	-60	270	32	1	0.53
						and		36	1	0.21
PSR0098	RAB	677541	6806051	500	40	-60	270	36	1	0.21
PSR0100	RAB	677581	6806051	500	46	-60	270	28	2	0.72
						and		40	1	0.21

HOLE ID	DRILL TYPE ¹	EAST ² m	NORTH ² m	RL ² m	DEPTH m	DIP °	AZIMUTH ³ °	FROM m	WIDTH m	Au g/t
						and		45	1	0.33
PSR0101	RAB	677601	6806051	500	43	-60	270	30	1	0.44
PSR0109	RAB	677521	6805851	500	41	-60	270	1	1	0.23
PSR0148	RAB	677621	6806051	500	44	-60	270	26	2	0.32
						and		31	1	0.20
						and		35	1	0.29
PSR0192	RAB	676666	6805751	500	44	-60	270	35	3	0.31
PSR0200	RAB	676653	6805751	500	40	-60	270	24	1	0.28
PSRC0001	RC	677561	6806151	500	90	-60	270	0	2	0.30
						and		30	4	0.28
PSRC0002	RC	677591	6806151	500	90	-60	270	24	1	0.21
PSRC0003	RC	677551	6806051	500	90	-60	270	20	5	0.38
PSRC0004	RC	677616	6806051	500	90	-60	270	23	5	0.40
						and		33	1	0.21
PWAC040	AC	676866	6805951	500	70	-60	270	43	1	0.52
PWAC052	AC	676866	6805751	500	51	-60	270	31	1	0.37
PWAC062	AC	676741	6805651	500	48	-60	270	28	12	0.84
PWAC078	AC	677016	6805351	500	49	-60	270	44	1	0.33
PWAC092	AC	677566	6806001	500	61	-60	270	32	2	0.66
PWAC093	AC	677591	6806001	500	46	-60	270	24	1	0.33
						and		28	3	0.36
PWAC094	AC	677616	6806001	500	56	-60	270	40	7	0.22
PWAC098	AC	677591	6806101	500	49	-60	270	32	1	0.33
						and		35	1	0.28
PWAC099	AC	677616	6806101	500	50	-60	270	33	2	0.22

Notes:

- ¹ RC = Reverse Circulation Drillhole; RAB = Rotary Air Blast Drillhole
- ² Easting and Northing Coordinate System = UTM GDA94 Zone 50
- ³ Magnetic azimuth

Table 2: Unaly Hill South Project Drilling: Significant Gold Intercepts

Weighted averages for the Unaly Hill South Project mineralisation were calculated using parameters of:

- 20ppb Au Au lower cut-off, 1m minimum reporting length, 5m maximum length of internal waste, 2m maximum length of consecutive internal waste and the minimum grade for the final composite of 20ppb Au
- The mineralised widths are downhole lengths. The orientation of the mineralisation is unknown.

HOLE ID ¹	DRILL TYPE ²	EAST ³ m	NORTH ³ m	RL ³ m	DEPTH m	DIP °	AZIMUTH ⁴ °	FROM m	WIDTH m	Au ppb
UHSAC001	AC	688300	6852050		47	-60	270	42	4	24
UHSAC002	AC	688350	6852050		29	-60	270	NSI		
UHSAC003	AC	688400	6852050		68	-60	270	26	4	56
								38	24	54
UHSAC004	AC	688450	6852050		67	-60	270	54	13	165
UHSAC005	AC	688500	6852050		62	-60	270	58	4	20
UHSAC006	AC	688200	6851850		81	-60	270	NSI		
UHSAC007	AC	688250	6851850		74	-60	270	54	4	23
UHSAC008	AC	688300	6851850		51	-60	270	NSI		

HOLE ID ¹	DRILL TYPE ²	EAST ³ m	NORTH ³ m	RL ³ m	DEPTH m	DIP °	AZIMUTH ⁴ °	FROM m	WIDTH m	Au ppb
UHSAC009	AC	688350	6851850		66	-60	270	NSI		
UHSAC010	AC	688400	6851850		57	-60	270	54	3	123
UHSAC011	AC	688100	6851650		22	-60	270	NSI		
UHSAC011A	AC	688100	6851652		66	-60	270	46	8	46
UHSAC012	AC	688146	6851650		68	-60	270	58	4	31
UHSAC013	AC	688200	6851650		60	-60	270	NSI		
UHSAC014	AC	688250	6851650		81	-60	270	74	7	38
UHSAC015	AC	688300	6851650		66	-60	270	58	4	59
UHSAC016	AC	688350	6851650		63	-60	270	54	8	27
UHSAC017	AC	688050	6851450		70	-60	270	NSI		
UHSAC018	AC	688100	6851450		96	-60	270	54	8	68
UHSAC019	AC	688150	6851450		56	-60	270	46	8	43
UHSAC020	AC	688200	6851450		47	-60	270	NSI		
UHSAC021	AC	688250	6851450		43	-60	270	38	5	23
UHSAC022	AC	688300	6851450		46	-60	270	NSI		
UHSAC023	AC	688000	6851250		76	-60	270	14	4	86
								46	8	48
UHSAC024	AC	688050	6851250		64	-60	270	NSI		
UHSAC025	AC	688100	6851250		65	-60	270	NSI		
UHSAC026	AC	688150	6851250		66	-60	270	38	8	41
								50	16	33
UHSAC027	AC	687950	6851050		89	-60	270	NSI		
UHSAC028	AC	688000	6851050		81	-60	270	70	4	20
								78	3	59
UHSAC029	AC	688050	6851050		87	-60	270	54	33	49
								26	4	22
UHSAC030	AC	688600	6851050		93	-60	90	NSI		
UHSAC031	AC	688660	6851050		99	-60	90	NSI		
UHSAC032	AC	688720	6851050		81	-60	90	NSI		
UHSAC033	AC	688780	6851050		56	-60	90	NSI		
UHSAC034	AC	688620	6851250		62	-60	90	NSI		
UHSAC035	AC	688680	6851250		48	-60	90	NSI		
UHSAC036	AC	688740	6851250		102	-60	90	NSI		
UHSAC037	AC	688800	6851250		31	-60	90	NSI		
UHSAC038	AC	688860	6851250		26	-60	90	NSI		
UHSAC039	AC	688920	6851250		54	-60	90	NSI		
UHSAC040	AC	688640	6851450		64	-60	90	NSI		
UHSAC041	AC	688700	6851450		64	-60	90	NSI		
UHSAC042	AC	688760	6851450		63	-60	90	NSI		
UHSAC043	AC	688820	6851450		40	-60	90	NSI		
UHSAC044	AC	688880	6851450		49	-60	90	NSI		
UHSAC045	AC	688940	6851450		40	-60	90	NSI		
UHSAC046	AC	688720	6851650		46	-60	90	NSI		
UHSAC047	AC	688780	6851650		36	-60	90	NSI		
UHSAC048	AC	688840	6851650		55	-60	90	NSI		
UHSAC049	AC	688900	6851650		57	-60	90	NSI		
UHSAC050	AC	687825	6851800		61	-60	270	26	4	22
								42	12	123
UHSAC051	AC	687875	6851800		48	-60	270	42	8	26
UHSAC052	AC	687925	6851800		67	-60	270	34	12	36
UHSAC053	AC	687800	6851700		61	-60	270	34	8	121

HOLE ID ¹	DRILL TYPE ²	EAST ³ m	NORTH ³ m	RL ³ m	DEPTH m	DIP °	AZIMUTH ⁴ °	FROM m	WIDTH m	Au ppb
UHSAC054	AC	687850	6851700		51	-60	270	38	8	41
UHSAC055	AC	687900	6851700		54	-60	270	NSI		

Notes:

- 1 Drilling completed by Aldoro Resources Limited
- 2 RC = Reverse Circulation Drillhole; RAB = Rotary Air Blast Drillhole
- 3 Easting and Northing Coordinate System = UTM GDA94 Zone 50
- 4 Magnetic azimuth
- 5 NSI = No Significant Intercepts

Table 3: Ryan's Find Project Drilling: Significant Nickel Intercepts

Weighted averages for the Ryan's Find Project mineralisation were calculated using parameters of:

- ≥ 2500 ppm Ni
- The mineralised widths are downhole lengths. The orientation of the mineralisation is unknown.

HOLE ID ¹	DRILL TYPE ²	EAST ³ m	NORTH ³ m	DIP °	AZIMUTH ⁴ °	DEPTH m	FROM m	WIDTH m	Ni ppm	Cu ppm	Co ppm	PGEs g/t
9650	RAB	219008	6607184	-70	237.7	32						
9670	RAB	219021	6607193	-70	237.7	40						
9690	RAB	219038	6607204	-60	237.7	47						
BRC001	RCP	217896	6609549	-60	270	70	11	9	3386	63.4	171	20.7
BRC002	RCP	217928	6609549	-60	270	70			NSI			
BRC003	RCP	217954	6609549	-60	270	70			NSI			
BRC004	RCP	217926	6609350	-60	270	70			NSI			
BRC005	RCP	217961	6609349	-60	270	70			NSI			
BRC006	RCP	217989	6609351	-60	270	66	26	4	4504	55	234	12.6
BRC007	RCP	218021	6609349	-60	270	112	46	2	5113	38	237	15.5
BRC008	RCP	217911	6609552	-60	270	70	13	11	3067	48.3	285	13.5
BRC009	RCP	218073	6609346	-60	270	148			NSI			
BRC010	RCP	218119	6609348	-60	270	126	80	1	2521	6	0	1.5
BRC011	RCP	218051	6609154	-60	270	48			NSI			
BRC012	RCP	218082	6609152	-60	270	66	27	1	2598	439	232	12
BRC013	RCP	218109	6609146	-60	270	90			NSI			
BRC014	RCP	218095	6609152	-60	270	70			NSI			
BRC015	RCP	218110	6608945	-60	270	78	6	1	2592	53	133	14
BRC016	RCP	218136	6608951	-60	270	90			NSI			
BRC017	RCP	218171	6608961	-60	270	87			NSI			
BRC018	RCP	218204	6608958	-60	270	90			NSI			
BRC019	RCP	218200	6608757	-60	270	78	57	1	2623	64	110	15
BRC020	RCP	218234	6608759	-60	270	114			NSI			
BRC021	RCP	218227	6608553	-60	270	84			NSI			
BRC022	RCP	218251	6608551	-60	270	132			NSI			
BRC023	RCP	218327	6608357	-60	270	96			NSI			
BRC024	RCP	218353	6608360	-60	270	90			NSI			
BRC025	RCP	218418	6608355	-60	270	90			NSI			
BRC026	RCP	218922	6607454	-60	270	95			NSI			
BRC027	RCP	218953	6607454	-60	270	100			NSI			
BRC028	RCP	218979	6607452	-60	270	126			NSI			
BRC029	RCP	219088	6607052	-60	270	84			NSI			

HOLE ID ¹	DRILL TYPE ²	EAST ³ m	NORTH ³ m	DIP °	AZIMUTH ⁴ °	DEPTH m	FROM m	WIDTH m	Ni ppm	Cu ppm	Co ppm	PGEs g/t
BRC030	RCP	219115	6607058	-60	270	113			NSI			
BRC031	RCP	219147	6607069	-60	270	102	70	5	2508	15.8	105	1
						and	78	2	2644	17	114	1
						and	83	3	2596	20	103	1.8
BRC032	RCP	219195	6607084	-60	270	126	3	10	3582	25.9	0	0
						and	17	5	2860	13.6	0	0
						and	27	2	2657	20	0	0
						and	32	9	3101	21.4	0	1
						and	46	17	2704	6.4	0	1
						and	70	18	2639	7.9	0	1.1
						and	91	26	2617	11.2	0	1.5
						and	118	1	2738	9	0	1
BRC033	RCP	219201	6606941	-60	270	12	11	1	3232	11	0	1.5
BRC033A	RCP	219195	6606944	-60	270	114	11	23	3745	42.6	0	4.5
						and	37	5	2934	51.4	0	1.4
						and	58	12	2577	4	0	1
						and	72	15	2579	4.5	0	1
BRC034	RCP	219131	6607147	-60	270	133	1	1	2539	77	0	0
						and	4	1	2557	46	0	0
						and	28	28	3280	100.3	0	0
						and	59	3	2551	273.3	0	0
						and	111	4	2572	25	0	1.1
						and	117	1	2567	20	0	1.5
						and	120	1	2860	766	0	1
						and	124	4	2594	15	0	1.4
						and	131	1	2595	39	0	2.5
BRC035	RCP	218000	6609448	-60	270	120	1	48	5147	59	0	0.1
BRC036	RCP	218098	6609250	-60	270	126	2	6	3138	96.8	0	0
						and	9	2	3092	77.5	0	0
						and	14	23	4061	31.6	0	4.2
						and	38	8	3543	119.5	0	6.9
						and	65	3	3787	211.7	0	6.3
MF103	RCP	219052	6607212	-60	237.7	122						
RFP20	OHP	218155	6609523	-90	360	121.9						
RFP21	OHP	218205	6609559	-90	360	111.2						
RFP22	OHP	217969	6610131	-90	360	121.9						
RFP23	OHP	218891	6608250	-90	360	123.1						
RFP24	OHP	218834	6608221	-90	360	137.2						
RFP25	OHP	218783	6608192	-90	360	152.4						
RFP26	OHP	218629	6609096	-60	237.7	91.4						
RFP27	OHP	218217	6609711	-90	360	121.9						
RFP28	OHP	218586	6609076	-60	57.7	91.4						
RFP29	OHP	218650	6609112	-60	237.7	91.4						
RFP30	OHP	218572	6609096	-60	57.7	91.4						
RFP31	OHP	218603	6609053	-60	57.7	91.4						
RFP32	OHP	219348	6607155	-60	57.7	91.4						
RFP33	OHP	219070	6607185	-60	57.7	61						
GDD001	DDH	218200	6609192	-60	265	347.75	159	0.5	2598	206	1.5	
GDD002	DDH	218870	6608409	-70	270	298.8			NSI			
GDD003	DDH	219891	6606963	-60	068	157.8			NSI			
GDD004	DDH	219878	6606950	-60	068	174.4			NSI			

HOLE ID ¹	DRILL TYPE ²	EAST ³ m	NORTH ³ m	DIP °	AZIMUTH ⁴ °	DEPTH m	FROM m	WIDTH m	Ni ppm	Cu ppm	Co ppm	PGEs g/t
GDD005	DDH	218361	6608857	-60	360	363.1			NSI			
GDD006	DDH	218361	6608857	-60	278	249.08			NSI			
GDD009	DDH	219000	6608050	-60	270	861.40	640	1.9	2622	36	153	29
					and	647	647	1	2524	31	157	1
					and	653	653	1	2570	39	160	2
					and	659	659	1	2513	45	157	2
					and	663	663	3.2	2718	35	157	84
					and	679	679	2	3483	241	163	350
					and	684	684	4	2522	26	154	1
					and	692	692	1.4	2510	10	153	1
					and	697	697	7	2520	14	162	1

Notes:

- ¹ Arimco* series drilled by Arimco, RFP* series drilled by Western Mining Corporation, BRC* and GDD* series drilled by Reed Resources Ltd
- ² RC = Reverse Circulation Drillhole; DD = Diamond Drillhole, RAB = Rotary Air Blast Drillhole, AC = Aircore Drillhole
- ³ Easting and Northing Coordinate System = UTM GDA94 Zone 50
- ⁴ Azimuth relative to true north

ANNEXURE B - JORC Code Table 1 for Exploration Results

Penny South, Unaly Hill South and Ryan's Find Projects

The following tables are provided to ensure compliance with the JORC Code (2012 Edition) requirements for the reporting of the Exploration Results.

Section 1: Sampling Techniques and Data (Criteria in this section apply to all succeeding sections)

Criteria	JORC Code explanation	Commentary
Sampling techniques	<p><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></p> <p><i>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</i></p> <p><i>Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (eg 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information.</i></p>	<p>Penny South Project</p> <p>Exploration completed at the Penny South Project includes three recent drilling campaigns by Aldoro Resources Limited and historical programs comprising soil geochemical sampling and drilling (RAB, aircore and limited RC drilling).</p> <p>Aldoro completed three drilling campaigns: two aircore programs for a total of 152 drillholes and a single RC program comprising 23 drillholes. Aircore and RC drilling involved the collection of 1m samples downhole.</p> <p>Gold Mines of Australia undertook extensive exploration in the period 1989 -1996 with extensive soil sampling returning disappointing results and angled RAB drilling generating some encouraging results in the regolith. Two anomalous intercepts were tested by very limited RC drilling however the majority regolith anomalies were untested.</p> <p>Lach Drummond Resources (2002- 4); Follow-up aircore drilling of the GMA generated regolith anomalies.</p> <p>Beacon Minerals (2014-15); 34 angled aircore holes totalling 1,820m were undertaken to test the historical regolith anomalies. Results were moderate with follow up RC drilling proposed for significant aircore results.</p> <p>Based on available data, there is no information about reference measures taken to ensure sample representivity. However, there is nothing to indicate that drilling and sample practices did not follow prevailing normal industry practices.</p> <p>All historical exploration within the project is first pass exploration, with different vintages of data quality appropriate at the time of sampling.</p> <p>Unaly Hill South Project</p> <p>Exploration completed at the Unaly Hill South Project includes a recent drilling campaigns by Aldoro Resources Limited and historical programs comprising soil geochemical sampling and drilling (RAB and aircore).</p> <p>Aircore drilling was used to collect individual 1m samples downhole.</p> <p>Each 1m sample was systematically grab sampled and composited over a 4m interval to obtain approximately 1-2kg sample for analysis.</p> <p>Composite samples were pulverised to obtain a homogenised sample from which a 50g sample was used for gold assay.</p> <p>Historic sampling at Unaly Hill South included soil geochemical sampling and rotary air blast (RAB) drilling using industry standard techniques at the time.</p>

Criteria	JORC Code explanation	Commentary
		<p>Ryan's Find Project</p> <p>Several generations of sampling have been undertaken on the Ryan's Find Project since the 1960s. Historical exploration across the Project includes geological mapping, geochemical sampling (rock, stream and soil), ground and aerial geophysical surveys, costeaming and percussion drilling.</p> <p>RC and diamond drillholes were sampled and geologically logged on 1m intervals.</p>
<p>Drilling techniques</p>	<p><i>Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic etc) and details (e.g. core diameter, triple of standard tube, depth of diamond tails, face-sampling bit or other type, whether core is orientated and if so, by what method, etc).</i></p>	<p>Penny South Project</p> <p>Previous drilling involved shallow wide spaced RAB/Aircore/RC drilling for gold exploration along the Youanmi Shear.</p> <p>Historical records on the drill details are limited with RAB/RC drilling for gold by previous explorers using best practice for that time.</p> <p>Aircore drilling by Beacon Minerals at Penny South was completed by an RA150 rig fitted with 750/350 air compressor and drilling to blade refusal.</p> <p>Aldoro RC drilling comprised RC drilling (3.5 inch face sampling drill bit) and Aircore drilling comprised 3.5 inch rods with blade bit and aircore hammer drilled to refusal.</p> <p>Unaly Hill South Project</p> <p>Aircore drilling, 3.5 inch. Blade bit and aircore hammer drilled to refusal.</p> <p>Historical records on the shallow RAB drilling details are limited with RAB drilling for gold by previous explorers using best practise at that time.</p> <p>Ryan's Find Project</p> <p>Diamond drilling completed for Reed Resources Ltd by Westralian Diamond Drilling Pty Ltd. HQ drilling was completed down to fresh rock, then at the driller's discretion, NQ2 core drilling was continued to end of hole.</p> <p>RC drilling completed for Reed Resources Ltd by Leon Marsh Drilling from Southern Cross.</p> <p>RAB and RC drilling completed for Arimco Mining Ltd was completed by Leonora Drilling.</p> <p>RC drilling used an industry standard 5.5 inch face sampling hammer.</p>
<p>Drill sample recovery</p>	<p><i>Method of recording and assessing core and chip sample recoveries and results assessed.</i></p> <p><i>Measures taken to maximise sample recovery and ensure representative nature of the samples.</i></p> <p><i>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.</i></p>	<p>Penny South and Unaly Hill South Projects</p> <p>There are no records regarding sample recovery nor the measures taken to maximise sample recovery available for the previous drilling programs.</p> <p>Insufficient information available from public records to review grade bias in relation to sample recovery.</p> <p>Ryan's Find Project</p> <p>The method of recording and assessing core and chip sample recoveries is not included in the open file Annual Reports.</p> <p>However, for the RC drilling completed by Reed it is stated that the condition of the drill spoil return was generally very average in the top 2 metres due to cave-in around the collar, but thence ~100% clean return to end of hole.</p>

Criteria	JORC Code explanation	Commentary
		<p>The measures taken to ensure sample recover and ensure representative nature of the samples is not included in the open file Annual Reports.</p> <p>There is no known or reported relationship between sample recovery and grade with the RAB / RC / Diamond drilling.</p>
Logging	<p><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></p> <p><i>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.</i></p> <p><i>The total length and percentage of the relevant intersections logged.</i></p>	<p>Geological logging was completed and is available in hard copy format suitable for first pass exploration.</p> <p>Logging is qualitative in nature.</p> <p>All the drillholes were geologically logged.</p> <p>Diamond Drill core was logged in the field, with orientation marks placed on the core as far as could be extrapolated given the sheared, broken nature of many sections of the core.</p> <p>Logging is appropriate for the stage of the project and historic nature of the drilling. Mineral Resource estimations, mining studies and metallurgical studies are not applicable at this stage of exploration.</p>
Sub-sampling techniques and sample preparation	<p><i>If core, whether cut or sawn and whether quarter, half or all core taken.</i></p> <p><i>If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</i></p> <p><i>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</i></p> <p><i>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</i></p> <p><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></p> <p><i>Whether sample sizes are appropriate to the grain size of the material being sampled.</i></p>	<p>Penny South and Unaly Hill South Projects</p> <p>No core is available for the project.</p> <p>Aircore samples were composited from individual 1m piles into 4m composite samples with a scoop, sample interval determined by geological logging of the regolith and geological boundaries.</p> <p>Sample preparation is considered suitable as a first pass exploration program to indicate zones for further testing.</p> <p>QAQC and sampling protocols for previous RAB/RC drill exploration in the project area is unknown.</p> <p>No information regarding homogenisation and sampling of historic RAB drill samples for gold exploration is available.</p> <p>Ryan's Find Project</p> <p>Core was marked for quarter core diamond saw cutting and sampling of one of the quarters. Intertek-Genalysis laboratories in West Kalgoorlie performed the work and returned the trays to the core farm.</p> <p>Single metre RC samples were individually geologically logged and sampled.</p> <p>Samples from Arimco RAB drilling were speared 3m composites of 1m samples.</p> <p>The sampling techniques for all methods of are of consistent quality and appropriate.</p> <p>The quarter core was sampled firstly by using geological unit boundaries and then in intervals of no greater than 1 metre. Sampling was prioritised by:</p> <ol style="list-style-type: none"> 1) presence of visible sulphides, 2) style of alteration minerals, 3) limited reference suite of background unmineralised serpentinite, 4) limited reference suite of barren olivine adcumulate and occasional mafic dykes. <p>QAQC has been reported to have been routinely conducted throughout historical drilling and</p>

Criteria	JORC Code explanation	Commentary
		<p>geochemical sampling, however methodologies are not documented.</p> <p>The material and sample sizes are considered appropriate given the style of mineralisation being targeted.</p>
<p>Quality of assay data and laboratory tests</p>	<p><i>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</i></p> <p><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></p> <p><i>Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.</i></p>	<p>Penny South Project</p> <p>Assaying for the Beacon aircore drilling was undertaken by Intertek/Genalysis with preparation by drying and pulverising of a 10g sample, aqua regia digest and ICP MS method for gold only. The methods are considered appropriate for this style of mineralisation.</p> <p>Aldoro's Aircore samples were submitted to ALS in Perth for gold fire assay using method code Au-ICP22 which is considered to be a total technique. Aldoro's RC samples were submitted to ALS in Perth for gold fire assay using method code Au-AA24 which is considered to be a total technique. Standards were added on approximately 1:20 ratio; no issues with accuracy or precision were identified.</p> <p>No geophysical tools were noted in the historical drill programs.</p> <p>There are no QAQC records relating to the historical exploration. No mention of QAQC issues affecting the results were made but cannot be verified based on available data.</p> <p>Hand held assay devices have not been reported.</p> <p>Industry practice is assumed for historical drilling. Given the exploratory stage of the Project and that mineral resources have not been established, FRM perceives the assumption to be sound.</p> <p>Unaly Hill South Project</p> <p>Nature and quality of the assay and laboratory procedures are considered appropriate for the drilling samples.</p> <p>Samples were submitted to ALS in Perth for gold fire assay using method code Au-AA24, considered to be a total technique.</p> <p>Standards were added on approximately 1:20 ratio; no issues with accuracy or precision have been identified.</p> <p>ALS also completed duplicate sampling and ran internal standards as part of the assay regime; no issues with accuracy or precision were identified.</p> <p>Historic QAQC and sampling protocols are unknown.</p> <p>Ryan's Find Project</p> <p>The analytic methods for the programs with significant results which have been tabled in Annexure A and are included in Tables within the body of the Report are outlined below.</p> <p>Diamond drilling completed by Reed Resources:</p> <p>Samples were crushed, pulverised and weighed subsamples analysed by either:</p> <ol style="list-style-type: none"> 1) Litharge flux – low level ICPMS finish Au, Pd & Pt; 2) 4 – acid digest, low level geochemistry circuit ICPMS or ICPOES finish for base metals. 3) The full base metal element suite is: Ag, Al, As, Ba, Bi, Ca, Co, Cr, Cu, Fe, K, Li, Mg, Mn, Mo, Ni, Pb, Rb,

Criteria	JORC Code explanation	Commentary
		<p>S, Se, Sn, Sr, Te, Ti, V, W, Zn. 4</p> <p>RC drilling completed by Reed Resources:</p> <p>Composite samples (2m) were submitted to Genalysis-Intertek analytical laboratories in Maddington, Perth. Samples were routinely dried, pulverised (all) and subsampled for:</p> <p>1) 4 acid digest, ICPOES & ICPMS determination of the base metal suite – Co, Cr, Cu, Fe%, Mg, Mn, Ni, S & Zn in ppm levels.</p> <p>2) PbO flux, fire assay and ICPMS determination of Au, Pd and Pt in ppb levels.</p> <p>Resampling of fresh ultramafic was completed and were subsequently submitted to Genalysis-Intertek laboratories for analysis by:</p> <p>1) 4 acid digest, ICPMS finish for Ti, Ia, Ce, Pr, Nd, Sm, Eu, Gd, Tb, Dy, Ho, Er, Tm, Yb, Lu & Y in ppm levels. 2) NiS flux, Te coprecipitation, fire assay and ICPMS determination of Au, Pd, Pt, Rh, Ru, Ir & Os in ppb levels.</p> <p>Auger sampling completed by Breakaway Resources, Breakaway selected the geochemical suite (As, Co, Cu, Fe, Ni, Zn, Au, Pt, and Pd), the last three by fire assay digest, ICPMS finish.</p> <p>RAB drilling completed by Arimco Mining Pty Ltd were submitted to Genalysis Laboratories for Ni & Cu analysis by Aqua Regia digestion with an AAS finish.</p>
<p>Verification of sampling and assaying</p>	<p><i>The verification of significant intersections by either independent or alternative company personnel.</i></p> <p><i>The use of twinned holes.</i></p> <p><i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</i></p> <p><i>Discuss any adjustment to assay data.</i></p>	<p>There has been no verification by Aurum nor independent personnel completed.</p> <p>No twin holes have been drilled at any of the Projects.</p> <p>All data from the programs is primarily stored in digital format. Data from historic drilling is partially digitally compiled.</p> <p>The assay data shows no indication of assay adjustment being performed, but this cannot be verified based on available data.</p>
<p>Location of data points</p>	<p><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></p> <p><i>Specification of the grid system used.</i></p> <p><i>Quality and adequacy of topographic control.</i></p>	<p>Penny South Project</p> <p>Accuracy and precision of previous surveyed drill coordinates are unknown. All later drillholes were located by handheld GPS with an accuracy of 3m.</p> <p>Coordinates are in GDA94 Zone 50.</p> <p>There is no detailed documentation regarding the accuracy of the topographic control.</p> <p>Unaly Hill South Project</p> <p>Aircore drillhole collars were all located using a handheld GPS with accuracy of +/-3m, there was no downhole survey as the holes were all shallow.</p> <p>Coordinates are in GDA94 Zone 50.</p> <p>Topographic control is based on handheld GPS.</p> <p>Accuracy and precision of historic drillholes is unknown.</p> <p>Ryan's Find Project</p> <p>Drillholes were located in the field with survey control via base lines and grid lines (WMC and Arimco) and via handheld Global Positioning System (GPS) (Breakaway and Reed), with an assumed accuracy</p>

Criteria	JORC Code explanation	Commentary
		<p>(dither factor) of $\pm 5\text{m}$ accuracy on easting and northing and $\pm 10\text{m}$ accuracy on RL.</p> <p>For diamond drilling completed by Reed, orientation spear marks were attempted at every start of run although the success rate was not high. Down-hole survey measurements were taken every 5-6 rods as single shots and recorded manually on the drillers reports.</p> <p>For RC drilling completed by Reed, drilling utilised down hole camera surveys which were taken at end of hole and at 15 metres depth, i.e. just below surface magnetic affects from the steel drill rig.</p> <p>The grid system for the Ryan's Find Project is Map Grid of Australia GDA 94, Zone 50 and Zone 51.</p> <p>The RL of drill collars (completed by Breakaway and Reed) was measured by GPS survey to an accuracy of ± 10 meters, in conjunction with the topographic data obtained from the relevant 1:100,000 map which gives a satisfactory control over the topography.</p>
<p>Data spacing and distribution</p>	<p><i>Data spacing for reporting of Exploration Results.</i></p> <p><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></p> <p><i>Whether sample compositing has been applied.</i></p>	<p>Given the first pass nature of the exploration program, the spacing of the exploration drilling is appropriate for understanding the exploration potential and the identification of broad anomalous zones.</p> <p>Data spacing and distribution is deemed appropriate for identifying geochemical anomalies but could not be used to establish geological and grade continuity; it is deemed insufficient to establish geological and grade continuity for the purposes of establishing a mineral resource estimate.</p> <p>No mention of sample compositing has been found in open file reports.</p>
<p>Orientation of data in relation to geological structure</p>	<p><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></p> <p><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></p>	<p>Penny South Project</p> <p>The drill orientation is variable through the drill programs, however angled RAB/aircore is approximately orthogonal to the interpreted strike and dip of the targeted structures. No comment can be made at this point on whether the dip and direction of dip has resulted in biased sampling due to insufficient information.</p> <p>There is no apparent bias in the drilling orientation used that has been noted in public reports.</p> <p>The angled holes are believed to have adequately tested the mineralisation without introducing sampling bias.</p> <p>Unaly Hill South Project</p> <p>The orientation of the sampling is downhole.</p> <p>There is no quantitative information regarding the orientation of mineralised structures and the relationship between the drilling orientation and the orientation of key mineralised structures is not known.</p> <p>No sampling bias is considered to have been introduced but there is currently insufficient information to confirm this.</p> <p>Ryan's Find Project</p> <p>The gossan strikes north-north-westerly and the drilling is perpendicular to the gossan which is considered appropriate given the regional and local geological fabric and structures.</p>

Criteria	JORC Code explanation	Commentary
		The historical drilling was angled, perpendicular to the gossan outcrop. Orientation of the mineralised domain has been favourable for perpendicular drilling and sample widths are not considered to have added a significant sampling bias.
Sample security	<i>The measures taken to ensure sample security.</i>	There is no documentation on sample security for the samples available in the open file reports.
Audits or reviews	<i>The results of any audits or reviews of sampling techniques and data.</i>	Aurum are not aware of any historic external audits or reviews of the sampling techniques and data. At this early stage of project acquisition, Aurum has not completed a review of the sampling techniques and data.

Section 2: Reporting of Exploration Results (Criteria in this section apply to all succeeding sections)

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	<p><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></p> <p><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></p>	<p>Penny South Project</p> <p>The Penny South Project comprises a single (1) granted Exploration Licence, covering cover an area of approximately 9.94km². Altium Metals Limited ("Altium") is the registered holder of E57/1045; Aurum has entered into a binding tenement sale agreement with Altium to acquire a 100% interest in the tenement.</p> <p>The southern portion of the Penny South Project overlies vacant crown land and the northern portion is located on the Atley Pastoral Lease (PL N050586). There is a single (1) Heritage Site identified within E57/1045, site 4451 (Penny Bore) which overlies the most north-eastern portion of the tenement.</p> <p>There are no Native Title interests associated with the licence and no known historical or environmentally sensitive areas within the tenement area.</p> <p>Unaly Hill South Project</p> <p>The Unaly Hill South Project comprises a single (1) granted Exploration Licence, covering an area of approximately 12.06km². Altium Metals Limited ("Altium") is the registered holder of E57/1048; Aurum has entered into a binding tenement sale agreement with Altium to acquire a 100% interest in the tenement.</p> <p>The Unaly Hill South Project is located on the Atley Pastoral Lease (PL N050586).</p> <p>The Marlinyu Ghoorlie (WAD642017 and WC2017/007) Native Claim covers the southwestern portion of the Unaly Hill South Project. The claimants are represented by the Native Title Service Goldfields. There are no registered Heritage Sites nor Other Heritage Places identified within E57/1048.</p> <p>The tenement is in good standing</p> <p>Ryan's Find Project</p> <p>The Ryan's Find Project comprises a single (1) granted Exploration Licence, namely E16/0489 and three (3) Exploration Licence applications, namely E16/0551, E77/2502 and E77/2535. The Project covers a land area of approximately 170km². Aldoro Resources Limited is the holder of the one granted Exploration Licence and three Exploration Licence applications, Aurum has entered into a binding tenement sale agreement with Aldoro to acquire a 100% interest in the tenements and</p>

Criteria	JORC Code explanation	Commentary
		<p>has a licence to explore applications (once granted) until title is transferred.</p> <p>The Ryan's Find Project lies predominately on Vacant Crown Land, other than E77/2502 which lies partially within the Mt Manning Conservation Park. The Project is within land where a Native Title claim application for determination has been made. The Marlinyu Ghoorlie People have made the WC2017/007 Native Title Claim. The Native Title claim application currently remains active. There are no known registered Aboriginal Heritage Sites over the Project area. Refer to the Solicitors Report within the Prospectus for additional details.</p>
<p>Exploration done by other parties</p>	<p><i>Acknowledgment and appraisal of exploration by other parties.</i></p>	<p>Refer to the "Exploration History" Section within the Report.</p>
<p>Geology</p>	<p><i>Deposit type, geological setting and style of mineralisation.</i></p>	<p>The Penny South Project is located within the southern parts of the Youanmi greenstone belt, a modest-sized greenstone belt that straddles the boundary between the Murchison and Southern Cross Domains. This boundary is marked by the regionally extensive Youanmi Fault which defines the eastern boundary of the southern parts of the Youanmi greenstone belt.</p> <p>The Youanmi greenstone belt is dominated by metamorphosed mafic extrusives and intrusives with minor BIF, intrusive felsic porphyries and some felsic volcanic rocks. The Youanmi intrusive complex is made up of layered mafic and ultramafic rocks and occurs to the immediate west of the main greenstone sequence in the southern parts of the belt.</p> <p>The Penny South Project area covers an area south of the abandoned Penny West pit. It encompasses approximately 5.5km of strike of the southern end of the Youanmi greenstone belt. The anomalous gold occurs in a favourable structural setting close to the Youanmi Fault, a major structure known to host or control gold mineralisation in the district.</p> <p>The Unaly Hill South Project is located at the southern end of the Atley Igneous Complex, made up of layered mafic and ultramafic rocks. To the east of the Atley Complex is a sequence of greenstone rocks, the north portion of the Youanmi-Yunmery Greenstone Belt, consisting of metamorphosed and sheared mafic rocks, intrusive and extrusive felsic rocks and minor BIF. Refer to the "Geology and Mineralisation" Section within the Report for further details.</p> <p>The Ryan's Find Project covers a substantial part of the NNW-SSE trending Watt Hills greenstone belt which is one of several greenstone belts within the Southern Cross Province of the Archaean Yilgarn Craton.</p> <p>The Watt Hills greenstone belt is the southern extension of the mafic-ultramafic complex that makes up the stratigraphically lower part of the larger Diemals-Marda greenstone belt.</p> <p>The conceptual targeting model applied to Ryan's Find is the potential of hosting nickel sulphide mineralisation within Archaean ultramafic lithologies.</p>
<p>Drill hole Information</p>	<p><i>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:</i></p>	<p>Hole collar locations, depths, azimuths and dips are provided within this Report (Annexure A of this Report) for all drillholes.</p> <p>Penny South Project</p>

Criteria	JORC Code explanation	Commentary
	<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. <p>If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.</p>	<p>Drilling has been predominantly for gold. The data has been supplied as both hardcopy and digital, however the documentation in terms of location of collars, datums etc is minimal. Consequently, the use of any data obtained is recommended for indicative purposes only in terms of potential gold mineralisation and for developing Exploration targets.</p> <p>Unaly Hill South Project</p> <p>A listing of the drillhole information material to the understanding of the exploration results provided in the body and Appendix A.</p> <p>Historic drilling by previous explorers used best practice for that time.</p> <p>The use of any data is recommended for indicative purposes only in terms of potential gold mineralisation and for developing exploration targets.</p> <p>Ryan's Find Project</p> <p>All hole collar locations, depths, azimuths and dips are provided within this Report (Appendix A).</p>
Data aggregation methods	<p>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.</p> <p>Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.</p> <p>The assumptions used for any reporting of metal equivalent values should be clearly stated.</p>	<p>Penny South Project</p> <p>For the reporting of significant intercepts, 0.2g/t Au lower cut-off, 2m minimum reporting length (composite length) with higher-grade intercepts utilising a 0.5g/t Au lower cut-off.</p> <p>Unaly Hill South Project</p> <p>For the reporting of significant intercepts, 20ppb Au lower cut-off, 2m minimum reporting length (composite length) with higher-grade intercepts utilising a 0.5g/t Au lower cut-off.</p> <p>Ryan's Find Project</p> <p>Reported intersections are downhole, length-weighted averages that were calculated using cut-offs as stated in Appendix A.</p> <p>Geochemical sampling results presented are single point data.</p> <p>No metal equivalent values are currently being used for reporting exploration results.</p>
Relationship between mineralisation widths and intercept lengths	<p>These relationships are particularly important in the reporting of Exploration Results. If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known').</p>	<p>All results referenced are based on down-hole metres and therefore may not reflect the true width of mineralisation or thickness of host lithologies. Given the widely spaced nature of the drilling, the mineralisation, geometry and extent of potential orebodies cannot be readily modelled at this early stage.</p>
Diagrams	<p>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.</p>	<p>Refer to Figures in body of text.</p>
Balanced reporting	<p>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</p>	<p>Only selected RAB/aircore drill intercepts have been mentioned and due to the nature of the drilling and lack of adequate records and survey control, they are considered indicative only and not material.</p>
Other substantive exploration data	<p>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results;</p>	<p>No other substantive exploration data is known.</p> <p>All relevant exploration data is shown on figures, in text</p>

Criteria	JORC Code explanation	Commentary
	<p><i>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></p>	<p>and in tables within the body of the Report.</p>
<p>Further work</p>	<p><i>The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling).</i></p> <p><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></p>	<p>A follow up exploration work program has been proposed and is outlined in the Report. Future work will largely be focused on the interpretation and targeting based on historic data; and the subsequent drilling of targets.</p> <p>All relevant diagrams and inferences have been illustrated in this report.</p>

ANNEXURE B – SOLICITOR’S REPORT ON TENEMENTS

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23 August 2021

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Aurum Resources Limited
Suite 2, Level 1
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WEST PERTH WA 6005

Dear Directors

SOLICITOR'S REPORT ON TENEMENTS

This Report is prepared for inclusion in a prospectus for the initial public offer of up to 22,500,000 shares in the capital of Aurum Resources Limited (ACN 650 477 286) (**Company**) at an issue price of \$0.20 per share to raise up to \$4,500,000, with the ability to accept applications for a further \$500,000 for a total maximum raise of \$5,000,000 (**Prospectus**).

1. SCOPE

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

The Tenements are located in Western Australia. Details of the non-standard conditions relating to the Tenements are set out in Schedule 1 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 all of the Tenements as follows (**Searches**):

- (a) we have obtained mining tenement register searches of the Tenements from the registers maintained by the Western Australian Department of Mines, Industry Regulation and Safety (**DMIRS**) (**Tenement Searches**). These searches

were conducted on 1 June 2021 and 2 June 2021 and updated on 16 August 2021. Key details on the status of the Tenements are set out in Schedule 1 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 Tenements. This material was obtained on 3 June 2021 and 10 June 2021. Details of any native title claims (registered or unregistered), native title determinations and ILUAs are set out in Section 6 of this Report and Schedule 2 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 and other heritage places over the Tenements (**Heritage Searches**). These searches were conducted on 2 June 2021 and 28 June 2021 and updated on 16 August 2021. Details of any Aboriginal Sites are set out in Schedule 2 of this Report;
- (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 Tenements (**Tengraph Searches**). These searches were conducted on 2 June 2021 and 21 June 2021 and updated on 16 August 2021. Details of any material issues identified from the Tengraph Searches are set out in the notes to Schedule 1 of this Report; and
- (e) we have reviewed all agreements relating to the Tenements provided to us or registered as dealings against the Tenements as at the date of the Tenement Searches. Those that we consider material to the Tenements are summarised in section 9.2 of the Prospectus and Schedule 3 of this Report.

2. 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 Tenements;
- (b) the validity and good standing of the Tenements; and
- (c) third party interests, including encumbrances and private land, in relation to the Tenements.

3. EXECUTIVE SUMMARY

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

(a) **Company's interest in the Tenements**

The Company does not currently have a registered interest in any of the Tenements, as it is not the registered holder of any of the Tenements.

The Company has entered into a tenement sale agreement with Aldoro Resources Limited (ACN 622 990 809) (**Aldoro**) and Altilium Metals Pty Ltd (ACN 623 990 634) (**Altilium**) (a wholly owned subsidiary of Aldoro) (together, the **Vendors**) pursuant to which the Company has agreed to acquire 100% of the legal and beneficial interest in the Tenements (**Acquisition Agreement**). A summary of the Acquisition Agreement is set out in section 9.2 of the Prospectus.

Upon successful completion of the Acquisition Agreement (which is to occur concurrently prior to the Company's listing on the ASX), the Company will own 100% of the Tenements.

(b) **Applications for Tenements**

ELA 16/551, ELA 77/2502 and ELA 77/2535 are applications and have not yet been granted (**Applications**). The grant of these Tenements is therefore not guaranteed and the Applications for the Tenements will need to satisfy the additional requirements to be valid under the *Native Title Act 1993* (Cth).

The Applications are in the name of a third party (Aldoro). Under the Acquisition Agreement between the Company and Aldoro:

- (i) Aldoro will hold the respective rights and interests in the Applications on trust for the Company;
- (ii) Aldoro authorises the Company, at the Company's cost, to pursue the Applications and procure their grant; and
- (iii) the Company will be responsible for the conduct of the determination of the Applications as it determines in its sole discretion.

In addition, from the date of settlement until the date the Company becomes the registered holder, Aldoro grants the Company the exclusive licence, right and liberty to enter the Tenements (to the extent they are granted) for the purposes of carrying out mining operations (as that term is defined in the Mining Act), which licence is given for the purposes of section 118A of the Mining Act.

Schedule 1 of this Report provides a list of the Tenements, including those under application.

(c) **Caveats**

E 57/1045 and E 57/1048-I are encumbered by consent caveats lodged over 100% of the shares in the Tenements by Legend Resources Pty Ltd (ACN 119 100 784) (**Legend Resources**) and Joseph Paul Legendre respectively (**Caveats**).

A consent caveat is lodged where a party has entered into an agreement with the holder of a mining tenement (for example, for the sale of the tenement or any other matter connected with the holder's interest in the tenement) and under the agreement, the holder consents to that party lodging a caveat.

On 6 June 2018, Altilium entered into two royalty deeds with Joseph Paul Legendre and Legend Resources (a company controlled by Mr Legendre), respectively (**Royalty Deeds**). The Royalty Deeds were executed in connection with Altilium's purchase of 100% interests in E 57/1045 (from Joseph Paul Legendre) and E 57/1048-I (from Legend Resources) (the **Vendors**).

Under the Royalty Deeds the Vendors are entitled to a 1% royalty on the gross proceeds received from the sale of any minerals, metals, ore or otherwise derived from 57/1045 and E 57/1048-I (**Royalties**). The Caveats were lodged by the Vendors in accordance with the Royalty Deeds, to protect their interest in the Royalties. For further information about the Royalty Deeds refer to Schedule 3. The Caveats can only be withdrawn or removed by the respective caveators, being the Vendors.

Pursuant to the Royalty Deeds, the Vendors must file a notice of continuation of caveat (allowing a dealing to proceed) or withdraw the caveat where the assignee enters into an assumption deed with the Vendors, or the dealing would not adversely affect the Vendors' interest under the Royalty Deeds. The Company's acquisition agreement with Aldoro is conditional upon consent being received from the Vendors and while the Company has not yet received consent from the Vendors, it has confirmed that it expects consent to be forthcoming prior to listing.

Schedule 1 of this Report provides a list of the Tenements, including those encumbered by a consent caveat.

(d) **Expired Tenement**

Our Searches indicate that E 57/1045 expired on 9 August 2021. If the Minister is satisfied that a prescribed ground for extension exists, the Minister may extend the term by a period of five years. We are not aware of any reason why the Minister would decline to renew these Tenements. The Company filed a Form 9 Extension/Renewal Form on 9 August 2021. However, no renewals have been granted as at the date of this Report.

(e) **Objections to Applications**

Our Searches revealed that there have been objections lodged and recorded in respect of each of the Applications. As the objections have not yet been heard by the Warden's court, the outcome remains unknown. Upon hearing, the Warden may make a recommendation to the Minister for refusal of the Tenement. Refer to Section 8 of this Report for further details regarding this objection.

(f) **Proposed Section 19 Land**

Under section 19 of the Mining Act, the Minister may exempt any land, from mining or any specified provisions of the Mining Act (**S19 Land**). The Company has advised that approximately 85% of ELA 77/2502 overlaps proposed S19 Land. Consequently, the Company may relinquish the land under the application the subject of the proposed S19 Land causing a loss of approximately 85% of ELA 77/2502.

(g) **Crown land**

Most of the land the subject of the Tenements overlaps Crown land. Further details are provided in Section 7 of this Report. The Mining Act imposes prohibitions on prospecting, exploration and mining activities and restrictions on access to certain parts of mining tenements that overlap Crown land without the prior agreement of the occupier which commonly involves the tenement holder paying compensation to the occupier of the Crown land. Although the Company will be able to undertake its proposed activities on those parts of the granted 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.

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

Most of the Tenements are within the external boundaries of a claim of Native Title. There are also areas or objects of Aboriginal heritage located on one of the Tenements which was identified from the Heritage Searches.

Please refer to Schedule 2 of this Report for further information.

4. DESCRIPTION OF THE TENEMENTS

The Tenements comprise of both granted exploration licenses, and pending exploration licenses, applied for, under the Mining Act. Schedule 1 of this Report provides a list of the Tenements. This section of the Report provides a description of the nature and key terms of this type of mining tenements.

4.1 Exploration Licence

(a) **Rights**

The holder of an exploration licence is entitled to enter the land for the purposes of exploration for minerals with employees and contractors and such vehicles, machinery and equipment as may be necessary or expedient.

(b) **Term**

An exploration licence has a term of 5 years from the date of grant. The Minister may extend the term by a further period of 5 years followed by a further period or periods of 2 years.

(c) **Retention status**

The holder of an exploration licence granted after 10 February 2006 may apply for approval of retention status for the exploration licence. The Minister may approve the application where there is an identified mineral resource in or under the land the subject of the exploration licence but it is impractical to mine the resource for prescribed reasons. Where retention status is granted, the minimum expenditure requirements are reduced in the year of grant and cease in future years. However, the Minister has the right to impose a programme of works or require the holder to apply for a mining lease.

(d) **Conditions**

Exploration licences are granted subject to various standard conditions, including conditions relating to minimum expenditure, the payment of prescribed rent and royalties and observance of environmental protection and reporting requirements. These standard conditions are not detailed in this Report. Details of non-standard conditions relating to the Tenements are listed in Schedule 1 of this Report. A failure to comply with these conditions or obtain an exemption from compliance may lead to forfeiture of the exploration licence.

(e) **Relinquishment**

The holder of an exploration licence applied for and granted after 10 February 2006 must relinquish not less than 40% of the blocks comprising the licence at the end of the fifth year. A failure to lodge the required partial surrender could render the tenement liable for forfeiture.

(f) **Priority to apply for mining lease**

The holder of an exploration licence has priority to apply for a mining lease over any of the land subject to the exploration licence. Any application for a mining lease must be made prior to the expiry of the exploration licence. The exploration licence remains in force until the application for the mining lease is determined.

(g) **Transfer**

No legal or equitable interest in an exploration licence can be transferred or otherwise dealt with during the first year of its term without the prior written consent of the Minister. Thereafter, there is no restriction on transfer or other dealings.

5. ABORIGINAL HERITAGE

Aboriginal sites were identified from the Heritage Searches (as noted in Schedule 2 of this Report).

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 Tenements. 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.

5.1 Western Australian legislation

Tenements located in Western Australia 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).

An Aboriginal site is defined under the WA Heritage Act to include any sacred, ritual or ceremonial site which is of importance and special significance to persons of Aboriginal descent. 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. Tenement holders customarily consult with Aboriginal traditional owners of the tenement land and undertake Aboriginal heritage surveys to ascertain whether any aboriginal sites exist and to avoid inadvertent disruption of these sites.

Aboriginal sites and other heritage places were identified from the Heritage Searches (as noted in Schedules 1 and 2 of this Report).

We note, however, that there may be unregistered or otherwise undiscovered Aboriginal heritage sites on the Tenements.

The consent of the Minister for Aboriginal Affairs (WA) 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. This requires submissions from the tenement holder to the DPLH on the proposed activities, the possible impact on the Aboriginal sites, any negotiations conducted with Aboriginal traditional owners of the lands and any measures that will be taken to minimise the interference.

5.2 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 Tenements.

Under the Commonwealth Heritage Act, the Minister for Indigenous Australians 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 Indigenous Australians 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. NATIVE TITLE

6.1 General

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

Native title may be extinguished:

- (a) in whole by the grant of an interest in land conferring "exclusive possession" such as a freehold interest in the land; or

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

- (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.

6.2 Native title claim process

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

6.3 Grant of tenements and compliance with the NTA

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

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

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

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

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

Future Act procedures are provided below.

6.4 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.

6.5 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.

6.6 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.

6.7 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.

6.8 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.

6.9 Native title claims and determinations affecting the Tenements

Our searches indicate that the majority of the Tenements overlap the following native title claim:

(a) Marlinyu Ghoorlie Native Title Claim

- (i) E57/1045, E16/489, ELA 16/551, ELA 77/2502 and ELA 77/2535 are within the external boundaries of the Marlinyu Ghoorlie Native Title Claim (WC2017/007).
- (ii) The Marlinyu Ghoorlie Native Title Claim was registered by the NNTT on 28 March 2019 but has not yet been determined by the Federal Court.
- (iii) We have not identified anything in our enquiries to indicate that the granted Tenements which are subject to the Marlinyu Ghoorlie Native Title Claim were not validly granted in accordance with the NTA.
- (iv) In relation to the Applications which are subject to the Marlinyu Ghoorlie Native Title Claim to be validly granted, the applicant will need to comply with the Future Act procedures of the NTA as described above.

6.10 Indigenous land use agreements affecting the Tenements

As at the date of this Report, there are no registered ILUA's in respect of the Tenements.

7. CROWN LAND

As set out in Schedule 1 of this Report, some land the subject of the Tenements overlaps Crown land as set out in the table below.

Tenement	Crown land	Overlap %
E 57/1045	Unallocated Crown Land – 1 Land parcel affected	84.98%
E 16/489	Unallocated Crown Land – 1 Land parcel affected	100%
ELA 16/551	Unallocated Crown Land – 2 Land parcels affected	100%
ELA 77/2502	Unallocated Crown Land – 2 Land parcel affected	7.99%
ELA 77/2535	Unallocated Crown Land – 2 Land parcel affected	100%

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 7(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 7(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; and
 - (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 7(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 7(a).

The warden may not give the order referred to in section 7(a) that dispenses with the occupier's consent in respect of Crown land covered by section 7(a)(iii). In respect of other areas of Crown land covered by the prohibition in section 7(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.

8. OBJECTIONS

Under Section 59 of the Mining Act, a person may object to the granting of an application for an exploration licence.

An objection will generally be heard before a Warden in an open court. The Warden will consider and determine the objection, and then make a recommendation to the Minister for Mines and Petroleum for grant or refusal. The Minister will then determine the application after all matters have been finalised. The Minister may grant or refuse the application irrespective of the Warden's recommendation.

The timing (i.e. the date for determination) and the outcome of the objections is currently unknown. The Warden may refuse to grant or refuse the application the subject of the Tenement prior to the objections being determined. Accordingly, the grant of the Tenement may be delayed until such time as the objections have been heard.

If, upon hearing the objections, the Warden makes a recommendation to accept the objections, and the Minister follows that recommendation, the application lodged in respect of the Tenement may be refused. Alternatively, if the Warden recommends the objections be refused, and the Minister follows that recommendation, the application lodged in respect of the Tenement may be granted.

We note that the objections set out in the table below have been recorded in respect of the Applications:

Tenement	Application Date	Objection No.	Objecting Party	Status
ELA 16/551	15 October 2020	Objection 588361	Polaris Metals Pty Ltd	Recorded.
ELA 77/2502	5 January 2018	Objection SC23/178	Polaris Metals Pty Ltd	Recorded.
ELA 77/2535	11 May 2018	Objection SC32/178	Polaris Metals Pty Ltd	Recorded.
	22 May 2018	Objection SC34/178	Golden Iron Resources Ltd	Recorded.

The Company has advised that it is currently in negotiations with Polaris Metals Pty Ltd (**Polaris**) to enter into an access agreement in relation to where the Applications overlap Polaris' tenure.

The Company is also negotiating with Golden Iron Resources Ltd (now Aurumin Mt Dimer Pty Ltd) to enter into an access agreement in relation to where ELA 77/2535 overlaps their tenure. Refer to section 9 of this Report for further details regarding the overlapping tenure.

9. ENCROACHMENTS

Our Searches revealed that each of the Applications are being encroached by other tenements and tenement applications.

Where an application is encroached upon by a live tenement, the application as granted will be for a tenement reduced by that amount of land which falls under the live tenement licence. Where an application is encroached upon by another tenement application, generally, under s 105A of the Mining Act, the applicant who first complies with the initial requirements in respect to their application has the right in priority over every other applicant to have their application granted.

The Applications are being encroached by other tenements and tenement applications as follows:

Tenement	Encroaching Tenement	Description	Holder/Applicant	Encroachment %
ELA 16/551	E 77/2535	Exploration licence application	Aldoro Resources Limited	5.55%
	E 77/2815	Exploration licence application	Aurumin Mt Dimer Pty Ltd	11.11%
	L 15/305	Granted miscellaneous licence	Polaris Metals Pty Ltd	0.62%
	L 16/115	Granted miscellaneous licence	Polaris Metals Pty Ltd	6.22%
ELA77/2502	E 77/2788	Exploration licence application	Aurumin Mt Dimer Pty Ltd	14.29%
	L 77/269	Miscellaneous licence application	Polaris Metals Pty Ltd	0.79%
	M 77/427	Granted mining lease	Aurumin Mt Dimer Pty Ltd	2.27%
ELA77/2535	E 16/551	Exploration licence application	Aldoro Resources Limited	3.7%
	L 77/135	Granted miscellaneous licence	Aurumin Mt Dimer Pty Ltd	0.05%
	L 77/254	Granted miscellaneous licence	Polaris Metals Pty Ltd	3%
	L 77/329	Miscellaneous licence application	Aurumin Mt Dimer Pty Ltd	0.23%
	L 77/334	Miscellaneous licence application	Oz Gold Group Pty Ltd	0.08%
	L 77/335	Miscellaneous licence application	Oz Gold Group Pty Ltd	0.38%

Tenement	Encroaching Tenement	Description	Holder/Applicant	Encroachment %
	M 77/515	Granted mining lease	Oz Gold Group Pty Ltd	1.21%

10. CONSERVATION RESERVES

As set out in Schedule 1 of this Report ELA 77/2502 overlaps with the following Conservation Park reserve:

“C” CLASS RESERVE, CONSERVATION PARK; R 48470 (5794.7575HA) (93.21%).

State Government policy provides that mining should not occur on national parks, nature reserves, conservation parks or state forests and, where possible, a tenement applicant is encouraged to excise the conservation area from the area of the application.

The Company has advised that in relation to application ELA 77/2502, the areas that overlap the conservation reserve are not currently excised from the tenement application, however the excision of the conservation reserve is still the subject of ongoing discussions with the various agencies including the Department of Biodiversity, Conservation and Attractions.

If a conservation area is not excised, the DMIRS will refer the application to the Department of Environment Regulation (**DER**) for comment and or consent. Under the Mining Act, mineral exploration on national parks, class “A” nature reserves and certain conservation parks requires the concurrence of the Minister for Environment. In relation to nature reserves other than class “A” reserves, and certain conservation parks, the Minister for the Environment and Conservation is required to give his recommendation in relation to the grant.

Where the Minister for the Environment and Conservation concurs with the grant or provides recommendations in relation to the grant, additional conditions and endorsements are generally placed on the tenement. These conditions are designed to minimise the impacts on the environment and to draw the tenement holders attention to the requirements under other environmental protection legislation.

It is noted that class “A” nature reserves attract restrictions on mining activities within the conservation reserves, including:

- (a) a mining lease or a general purpose lease cannot be granted over a class A reserve without the consent of both Houses of Parliament; and
- (a) mining can only be commenced in a class A reserve with the approval of the Minister for Mines and Petroleum and the Minister for Environment and Conservation.

11. PROPOSED SECTION 19 LAND

Under section 19 of the Mining Act, the Minister may exempt any land, from mining or any specified provisions of the Mining Act (**S19 Land**). The Company has advised that approximately 85% of ELA 77/2502 overlaps proposed S19 Land. Consequently, the Company may relinquish the land under the application the subject of the proposed S19 Land causing a loss of approximately 85% of ELA 77/2502.

12. PASTORAL LEASES

As set out in Schedule 1 of this Report E 57/1045 and E 57/1048-I overlap with pastoral lease PL N 050586 (ATLEY) as follows:

- (a) E 57/1045 overlaps PL N 050586 (ATLEY) (15.02%); and
- (b) E 57/1048-I overlaps PL N 050586 (ATLEY) (100%).

The Mining Act:

- (a) prohibits the carrying out of mining activities on or near certain improvements and other features (such as livestock and crops) on Crown land (which includes a pastoral lease) without the consent of the lessee;
- (b) imposes certain restrictions on a mining tenement holder passing through Crown land, including requiring that all necessary steps are taken to notify the occupier of any intention to pass over the Crown land and that all necessary steps are taken to prevent damage to improvements and livestock; and
- (c) provides that the holder of a mining tenement must pay compensation to an occupier of Crown land (i.e. the pastoral lessee) in certain circumstances, in particular to make good any damage to improvements, and for any loss suffered by the occupier from that damage or for any substantial loss of earnings suffered by the occupier as a result of, or arising from, any exploration or mining activities, including the passing and re-passing over any land.

We have been advised by the Company and the Company has confirmed that to the best of its knowledge it is not aware of any improvements and other features on the land the subject of the pastoral leases overlapping the Tenements which would require the Company to obtain the consent of the occupier or lease holder or prevent the Company from undertaking its proposed mining activities on the Tenements.

Upon commencing mining operations on any of the Tenements, the Company should consider entering into a compensation and access agreement with the pastoral lease holders to ensure the requirements of the Mining Act are satisfied and to avoid any disputes arising. In the absence of agreement, the Warden's Court may determine compensation payable.

The DMIRS imposes standard conditions on mining tenements that overlay pastoral leases. Other than as detailed in Schedule 1 the Tenements incorporate the standard conditions.

13. PROPOSED RESERVES

Our Searches show that Tenements E 16/489, ELA 16/551, ELA 77/2502 and ELA 77/2535 overlap proposed Crown reserves as set out in the table below.

Tenement	Crown land	Overlap %
E 16/489	P5H 34 - Proposed 5(1)(h) Reserve ex Jaurdi Pastoral Lease	82.34%
	PCP 195 - Proposed Conservation Park ex JAUDI	17.66%
ELA 16/551	P5H 34 - Proposed 5(1)(h) Reserve ex Jaurdi Pastoral Lease	60.86%

Tenement	Crown land	Overlap %
	PCP 195 - Proposed Conservation Park ex JAUDI	24.16%
ELA 77/2502	P5H 34 - Proposed 5(1)(h) Reserve ex Jaurdi Pastoral Lease	3.51%
	PCP 195 - Proposed Conservation Park ex JAUDI	3.28%
ELA 77/2535	P5H 34 - Proposed 5(1)(h) Reserve ex Jaurdi Pastoral Lease	75.71%
	PCP 195 - Proposed Conservation Park ex JAUDI	24.29%

If either of the proposed Crown reserves are declared as a reserve, mining activities may be limited or prohibited within the reserve area. We note that the current policy of the Western Australian Government is to "prohibit mineral or petroleum exploration or production in all National Parks, all Nature Reserves and all Marine Nature Reserves."

In early 2020 the Western Australian Government finalised the boundary of a proposed reserve intended to become the Helena Aurora National Park. It is proposed that the Helena Aurora National Park will be located in the remote Helena Aurora Range, about 350km east of Perth and 100km north of Southern Cross. The proposed boundary of the Helena Aurora National Park encompasses part of the ex-Jaurdi pastoral lease. As such, additional conditions may be imposed on mining and exploration activities on the land overlapping the ex-Jaurdi pastoral lease as outlined in the table above.

14. 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 holder of a Tenement has valid legal title to the Tenement;
- (c) this Report does not cover any third party interests, including encumbrances, in relation to the Tenements that are not apparent from our Searches and the information provided to us;
- (d) we have assumed that any agreements provided to us in relation to the Tenements are authentic, were within the powers and capacity of those who executed them, were duly authorised, executed and delivered and are binding on the parties to them;
- (e) with respect to the granting of the Tenements, we have assumed that the State and the applicant for the Tenements have complied with, or will comply with, the applicable Future Act Provisions;
- (f) we have assumed the accuracy and completeness of any instructions or information which we have received from the Company or any of its officers, agents and representatives;
- (g) unless apparent from our Searches or the information provided to us, we have assumed compliance with the requirements necessary to maintain a Tenement in good standing;

- (h) with respect to the Applications, we express no opinion as to whether such applications will ultimately be granted and that reasonable conditions will be imposed upon grant, although we have no reason to believe that any application will be refused or that unreasonable conditions will be imposed;
- (i) references in Schedule 1 and Schedule 2 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;
- (j) the information in Schedule 1 and Schedule 2 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 Tenements between the date of the Searches and the date of this Report;
- (k) where Ministerial consent is required in relation to the transfer of any Tenement, we express no opinion as to whether such consent will be granted, or the consequences of consent being refused, although we are not aware of any matter which would cause consent to be refused;
- (l) we have not conducted searches of the Database of Contaminated Sites maintained by the Department of the Environment and Conservation;
- (m) native title may exist in the areas covered by the Tenements. Whilst we have conducted Searches to ascertain that native title claims and determinations, if any, have been lodged in the Federal Court in relation to the areas covered by the Tenements, we have not conducted any research on the likely existence or non-existence of native title rights and interests in respect of those areas. Further, the NTA contains no sunset provisions and it is possible that native title claims could be made in the future; and
- (n) 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 Tenements 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 Tenements.

15. 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

SCHEDULE 1 – TENEMENT SCHEDULE

TENEMENT	REGISTERED HOLDER / APPLICANT	SHARES HELD	GRANT DATE (APPLICATION DATE)	EXPIRY DATE	AREA SIZE (Blocks)	ANNUAL RENT (Next rental year)	MINIMUM ANNUAL EXPENDITURE	REGISTERED DEALINGS / ENCUMBRANCES	NOTES	NATIVE AND ABORIGINAL HERITAGE	TITLE
E57/1045	Altium Metals Limited	1000/1000	10.08.2016	09.08.2021 (EXPIRED)	4BL	\$1,432.00	Previous Tenement Yr to 9/08/2021 - Yr 4 - \$20,000.00 - No expenditure lodged. Current Tenement Yr to 9/08/2022 - Yr 5 - \$30,000.00 - Commitment.	Partial Surrender - Voluntary 506483 lodged 17.05.2017 of 15BL. Registered on 17.05.2017. Consent Caveat 572413 - lodged 18.02.2020 by Legend Resources Pty Ltd.	Endorsements: 1-3, 5, 7-10. E 57/1045 does not contain any non-standard conditions. Form 9 Extension/ Renewal Form lodged on 9 August 2021.	Aboriginal Heritage Registered Site - Penny Bore, ID: 4451. Native Title Claim WAD647/2017; WC2017/007. Accepted for registration. Registered from 28.03.2019.	
E 57/1048-I	Altium Metals Limited	1000/1000	01.02.2018	31.01.2023	4BL	\$1,048.00	Previous Tenement Yr to 31/01/2021 - Yr 3 - \$15,000.00 - Expended in Full. Current Tenement Yr to 31/01/2022 - Yr 4 - \$20,000.00 - Commitment.	Consent Caveat 572420 - lodged 18.02.2020 by Joseph Paul Legendre.	Endorsements: 1-2,4,6,7 11-15. E 57/1048-I does not contain any non-standard conditions.	No Registered Aboriginal Sites or Native Title Claims in E 57/1048-I.	
E16/489	Aldoro Resources Limited	100/100	27.01.2017	26.01.2022	15BL	\$5,370.00	Previous Tenement Yr to 26/01/2021 - Yr 4 - \$30,000.00 - Expended in Full. Current Tenement Yr to 26/01/2022 - Yr 5 - \$30,000.00 - Commitment.		Endorsements: 1-2,4,6,7 11-13, 16. E 16/489 does not contain any non-standard conditions.	No Registered Aboriginal Sites in E16/489. Native Title Claim WAD647/2017; WC2017/007. Accepted for registration.	

TENEMENT	REGISTERED HOLDER / APPLICANT	SHARES HELD	GRANT DATE (APPLICATION DATE)	EXPIRY DATE	AREA SIZE (Blocks)	ANNUAL RENT (Next rental year)	MINIMUM ANNUAL EXPENDITURE	REGISTERED DEALINGS / ENCUMBRANCES	NOTES	NATIVE AND ABORIGINAL HERITAGE TITLE
										Registered from 28.03.2019.
ELA 16/551	Aldoro Resources Limited	100/100	(25.09.2020)		18BL	N/A	N/A	Objection 588361 – Tenement Application lodged on 15.10.2020 by Polaris Metals Pty Ltd.	Currently pending application. Currently no conditions or endorsements.	No Registered Aboriginal Sites in ELA 16/551. Native Title Claim WAD647/2017; WC2017/007. Accepted for registration. Registered from 28.03.2019.
ELA77/2502	Aldoro Resources Limited	100/100	(01.12.2017)		21BL	N/A	N/A	Objection SC23/178 – Tenement Application lodged on 05.01.2018 by Polaris Metals Pty Ltd.	Currently pending application. Currently no conditions or endorsements.	No Registered Aboriginal Sites in ELA 77/2502. Native Title Claim WAD647/2017; WC2017/007. Accepted for registration. Registered from 28.03.2019.
ELA77/2535	Aldoro Resources Limited	100/100	(17.04.2018)		27BL	N/A	N/A	Objection SC32/178 – Tenement Application lodged on 11.05.2018 by Polaris Metals Pty Ltd. Objection SC34/178 – Tenement Application	Currently pending application. Currently no conditions or endorsements.	No Registered Aboriginal Sites in ELA 77/2535. Native Title Claim WAD647/2017; WC2017/007. Accepted for registration. Registered from 28.03.2019.

TENEMENT	REGISTERED HOLDER / APPLICANT	SHARES HELD	GRANT DATE (APPLICATION DATE)	EXPIRY DATE	AREA SIZE (Blocks)	ANNUAL RENT (Next rental year)	MINIMUM ANNUAL EXPENDITURE	REGISTERED DEALINGS / ENCUMBRANCES	NOTES	NATIVE TITLE AND ABORIGINAL HERITAGE
								lodged on 22.05.2018 by Golden Iron Resources Ltd.		

Key to Tenement Schedule

E – Exploration Licence

ELA – Exploration Licence Application

M – Mining Lease

L – Miscellaneous Licence

LLA – Miscellaneous Licence Application

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

References to letters in the “Notes” column refers to the material contracts which are summarised in Part III of this Report.

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:

Tenement conditions and endorsements

ENDORSEMENTS	
1.	The Licensee's attention is drawn to the provisions of the Aboriginal Heritage Act 1972 and any Regulations thereunder.
2.	The Licensee's attention is drawn to the Environmental Protection Act 1986 and the Environmental Protection (Clearing of Native Vegetation) Regulations 2004, which provides for the protection of all native vegetation from damage unless prior permission is obtained.
3.	<p>In respect to Water Resource Management Areas (WRMA) the following endorsements apply:</p> <p>The Licensee attention is drawn to the provisions of the:</p> <ul style="list-style-type: none"> • Waterways Conservation Act, 1976 • Rights in Water and Irrigation Act, 1914 • Metropolitan Water Supply, Sewerage and Drainage Act, 1909

	<ul style="list-style-type: none"> Country Areas Water Supply Act, 1947 Water Agencies (Powers) Act 1984 Water Resources Legislation Amendment Act 2007
4.	<p>In respect to Water Resource Management Areas (WRMA) the following endorsements apply:</p> <p>The Licensee attention is drawn to the provisions of the:</p> <ul style="list-style-type: none"> Waterways Conservation Act, 1976 Rights in Water and Irrigation Act, 1914 Metropolitan Water Supply, Sewerage and Drainage Act, 1909 Country Areas Water Supply Act, 1947 Water Agencies (Powers) Act 1984
5.	The rights of ingress to and egress from the mining tenement being at all reasonable times preserved to officers of Department of Water (DoW) for inspection and investigation purposes.
6.	The rights of ingress to and egress from, and to cross over and through, the mining tenement being at all reasonable times preserved to officers of Department of Water (DoW) for inspection and investigation purposes.
7.	The storage and disposal of petroleum hydrocarbons, chemicals and potentially hazardous substances being in accordance with the current published version of the DoWs relevant Water Quality Protection Notes and Guidelines for mining and mineral processing.
8.	<p>In respect to Artesian (confined) Aquifers and Wells the following endorsement applies:</p> <p>The abstraction of groundwater from an artesian well and the construction, enlargement, deepening or altering of any artesian well is prohibited unless a current licence for these activities has been issued by the DoW.</p>
9.	<p>In respect to Waterways the following endorsement applies:</p> <p>Advice shall be sought from the DoW if proposing any exploration within a defined waterway and within a lateral distance of:</p> <ul style="list-style-type: none"> 50 metres from the outer-most water dependent vegetation of any perennial waterway, and 30 metres from the outer-most water dependent vegetation of any seasonal waterway.
10.	<p>In respect to Proclaimed Ground Water Areas the following endorsement applies:</p> <p>The abstraction of groundwater is prohibited unless a current licence to construct/alter a well and a licence to take groundwater has been issued by the DoW.</p>
11.	The taking of groundwater from an artesian well and the construction, enlargement, deepening or altering of any artesian well is prohibited unless current licences for these activities have been issued by DoW.
12.	Measures such as drainage controls and stormwater retention facilities are to be implemented to minimise erosion and sedimentation of adjacent areas, receiving catchments and waterways.
13.	All activities to be undertaken so as to avoid or minimise damage, disturbance or contamination of waterways, including their beds and banks, and riparian and other water dependent vegetation.
14.	<p>In respect to Proclaimed Ground Water Areas (GWA 15) the following endorsement applies:</p> <p>The taking of groundwater and the construction or altering of any well is prohibited without current licences for these activities issued by DoW, unless an exemption otherwise applies.</p>

15. The Licensee pursuant to the approval of the Minister responsible for the Mining Act 1978 under Section 111 of the Mining Act 1978 is authorised to explore for iron.
 16. **In respect to Proclaimed Ground Water Areas (GWA 21) the following endorsement applies:**
The taking of groundwater and the construction or altering of any well is prohibited without current licences for these activities issued by DoW, unless an exemption otherwise applies.
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Tengraph interests

	LAND TYPE	DESCRIPTION
1.	Pastoral Lease (C)	<p>A lease of Crown land has been granted under section 114 of the <i>Land Act 1933</i> (WA), which provides that any Crown land within the State which is not withdrawn from the selection for pastoral purposes, and which is not required to be reserved, may be leased for pastoral purposes. Refer to Section 11 of this Report for further information with respect to pastoral leases.</p> <p>The following tenements overlap with Pastoral Lease PL N 050586 (ATLEY):</p> <ul style="list-style-type: none"> • Tenement E 57/1045 overlaps PL N 050586 (ATLEY) (15.02%) • Tenement E 57/1048-I overlaps PL N 050586 (ATLEY) (100%)
2.	Historical Pastoral Lease	Tenement E 16/489 overlaps Historical Pastoral Lease 395 459 (27.97%).
3.	Ground Water Area	<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 <i>Rights in Water and Irrigation Act, 1914</i>. 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>The following tenements overlap with Ground Water Area GWA 15 (EAST MURCHISON):</p> <ul style="list-style-type: none"> • Tenement E 57/1045 overlaps GWA 15 (EAST MURCHISON) (100%) • Tenement E 57/1048-I overlaps GWA 15 (EAST MURCHISON) (100%) <p>The following tenements overlap with Ground Water Area GWA 21 (GOLDFIELDS):</p> <ul style="list-style-type: none"> • Tenement E 16/489 overlaps GWA 21 (GOLDFIELDS) (100%) • Tenement ELA 16/551 overlaps GWA 21 (GOLDFIELDS) (100%) • Tenement ELA 77/2502 overlaps GWA 21 (GOLDFIELDS) (100%) • Tenement ELA 77/2535 overlaps GWA 21 (GOLDFIELDS) (100%)
4.	Unallocated Land	<p>Crown</p> <p>Unallocated crown land is crown land in which no proprietary interest other than native title is known to exist, and which is not reserved, declared or otherwise dedicated under the LAA.</p> <p>The following tenements overlap with unallocated Crown Land:</p> <ul style="list-style-type: none"> • Tenement E 57/1045 overlaps 1 land parcel (844.2963HA) (84.98%) • Tenement E 16/489 overlaps 1 land parcel (4433.3026HA) (100%) • Tenement ELA 16/551 overlaps 2 land parcels (5326.4539HA) (100%) • Tenement ELA 77/2502 overlaps 2 land parcels (496.8969HA) (7.99%) • Tenement ELA 77/2535 overlaps 2 land parcels (7992.5959HA) (100%)
5.	"C" Class Reserves	Tenement ELA 77/2502 overlaps "C" Class Reserve R 48470 (CONSERVATION PARK) (92.01%).
6.	Section 19 Land	<p>Section 19 Land is any land that is exempt from mining activities as defined under section 19 of the Mining Act.</p> <p>Tenement ELA 77/2502 overlaps S19 383 (Section 19) (<0.01%).</p>
7.	File Notation Area	FNAs are an indication of areas where Government has proposed some change of land tenure that is being considered or endorsed by DMIRS for

		<p>possible implementation; and/or areas of some sensitivity to activities by the mineral resource industry that warrants the application of specific tenement conditions. Many of the FNA's involve section 16(3) clearances under the Mining Act 1978.</p> <p>The following Tenements overlap with FNAs:</p> <p>Tenement ELA 16/551 overlaps the following File Notation Area:</p> <ul style="list-style-type: none"> • FNA 275 (30.04%) • FNA 668 (4.8%) <p>Tenement ELA 77/2502 overlaps the following File Notation Area:</p> <ul style="list-style-type: none"> • FNA 14564 (82.68%)
8.	Mineralisation Zone	<p>Area in which applications of Exploration Licences are restricted to a maximum of 70 blocks (required by section 57(1) Mining Act). Section 57(2AA) Mining Act states that if the area of land is in an area of the state designated under section 57A(1) it shall not be more than 200 blocks.</p> <p>The following tenements overlap with Mineralisation Zone MZ 2:</p> <ul style="list-style-type: none"> • Tenement E 57/1045 overlaps MZ 2 (100%) • Tenement E 57/1048-I overlaps MZ 2 (100%) • Tenement E 16/489 overlaps MZ 2 (100%) • Tenement ELA 16/551 overlaps MZ 2 (100%) • Tenement ELA 77/2502 overlaps MZ 2 (100%) • Tenement ELA 77/2535 overlaps MZ 2 (100%)
9.	Aboriginal Heritage Survey Areas	<p>Tenement E 16/489 overlaps the following Aboriginal Heritage Survey Area:</p> <ul style="list-style-type: none"> • HSA 28682 1 (100%) <p>Tenement ELA 16/551 overlaps the following Aboriginal Heritage Survey Areas:</p> <ul style="list-style-type: none"> • HSA 17261 1 (37.03%) • HSA 28620 1 (9.47%) • HSA 28681 1 (0.62%) • HSA 28682 1 (100%) <p>Tenement ELA 77/2502 overlaps the following Aboriginal Heritage Survey Areas:</p> <ul style="list-style-type: none"> • HSA 200493 1 (0.79%) • HSA 200526 1 (0.79%) <p>Tenement ELA 77/2535 overlaps the following Aboriginal Heritage Survey Areas:</p> <ul style="list-style-type: none"> • HSA 28620 1 (12.31%) • HSA 28621 1 (1.73%) • HSA 28682 1 (47.78%)
10.	Encroachments	<p>Tenement ELA 16/551 overlaps the following tenements:</p> <ul style="list-style-type: none"> • ELA 77/2535 held by Aldoro Resources Limited (5.55%) • ELA 77/2815 held by Aurumin Mt Dimer Pty Ltd (11.11%) • L 15/305 held by Polaris Metals Pty Ltd (0.62%)

- L 16/115 held by Polaris Metals Pty Ltd (6.22%)

Tenement **ELA 77/2502** overlaps the following tenements:

- ELA 77/2788 held by Aurumin Mt Dimer Pty Ltd (14.29%)
- LLA 77/269 held by Polaris Metals Pty Ltd (0.79%)
- M 77/427 held by Aurumin Mt Dimer Pty Ltd (2.27%)

Tenement **ELA 77/2535** overlaps the following tenements:

- ELA 16/551 held by Aldoro Resources Limited (3.7%)
 - L 77/135 held by Aurumin Mt Dimer Pty Ltd (0.05%)
 - L 77/254 held by Polaris Metals Pty Ltd (3%)
 - LLA 77/329 held by Aurumin Mt Dimer Pty Ltd (0.23%)
 - LLA 77/334 held by Oz Gold Group Pty Ltd (0.08%)
 - LLA 77/335 held by Oz Gold Group Pty Ltd (0.38%)
 - M 77/515 held by Oz Gold Group Pty Ltd (1.21%)
-

SCHEDULE 2 – NATIVE TITLE CLAIMS

TRIBUNAL NUMBER	FEDERAL COURT NUMBER	APPLICATION NAME	REGISTERED	STATUS	TENEMENT	OVERLAP %
WC2017/007	WAD647/2017	Marlinyu Ghoorlie	Yes	Active	E 57/1045	37.61%
					E 16/489	100%
					ELA 16/551	100%
					ELA 77/2502	100%
					ELA 77/2535	100%

NATIVE TITLE DETERMINATIONS

No determinations of native title have been made.

ILUAs

The land the subject of the Tenements is not subject to any ILUAs.

HERITAGE & COMPENSATION AGREEMENTS

None.

ABORIGINAL HERITAGE SITES – WESTERN AUSTRALIA

ID	NAME	FILE RESTRICTED	BOUNDARY RESTRICTED	RESTRICTIONS	TENEMENT
4451	Penny Bore	No	No	No Gender Restrictions	E57/1045

SCHEDULE 3 – MATERIAL CONTRACT SUMMARIES

Royalty Deed – E 57/1045

On 6 June 2018, Altilium Metals Limited (ACN 623 990 634) (**Altilium**) entered into a royalty deed with Joseph Paul Legendre, in connection with Altilium's purchase and Mr Legendre's sale of his 100% interest in E 57/1045.

The material terms of the agreements are summarised below:

Royalty Obligation	<p>(a) For each quarter in which any minerals, metals, ore or otherwise recovered from E 57/1045 (Product) are sold or otherwise disposed, Altilium agrees to pay Mr Legendre a 1% royalty on the gross proceeds received by Altilium from the sale or other disposal of Products including that received from an insurer (Royalty).</p> <p>(b) The obligation to pay the Royalty accrues upon receipt of revenue by Altilium from the sale or other disposal of Products.</p>
Interest and Costs	<p>(a) If Altilium fails to pay the Royalty on or before the due date of payment, Altilium must also pay Mr Legendre immediately on demand, interest on the amount due at the due date calculated on a daily basis and compounded monthly.</p> <p>(b) Interest payable is the average 90 day bid rate for bills under the <i>Bills of Exchange Act 1909</i> (Cth) plus 2%.</p>
Term	<p>(a) The Royalty Deed took effect on 4 July 2018 and continues until terminated by written agreement.</p> <p>(b) The obligation to pay the Royalty continues for the full term of E 57/1045, including any successor tenements, and throughout the period that Altilium or its successor in title can legally extract Product from E 57/1045, unless the Royalty Deed is previously terminated in accordance with its terms.</p>
No Interest in Tenement	Notwithstanding his entitlement to the Royalty, Mr Legendre has no legal or equitable interest in E 57/1045 or the area within the boundaries of the tenement.
Assignment	<p>Altilium may not transfer E 57/1045 except where:</p> <p>(a) if by encumbrance, it is expressly subject to the Royalty;</p> <p>(b) by the sale of Products in the ordinary course of business;</p> <p>(c) with the prior consent of Mr Legendre, promptly granted and not unreasonably withheld where an assumption deed is executed;</p> <p>(d) where the transfer is expressly permitted in the tenement sale agreement entered into Altilium</p>

	and Mr Legendre on 6 June 2018.
Caveat	<p>(a) Mr Legendre may lodge a caveat to protect his interests under the Royalty Deed.</p> <p>(b) Mr Legendre must promptly, at the cost of Altilium, either file a notice of continuation of caveat (having the effect of allowing a dealing to proceed) or withdraw the caveat:</p> <ul style="list-style-type: none"> (i) upon the execution of an assumption deed in which the assignee or security holder agrees to provide written consent and do acts reasonably requested to facilitate the lodgement of a subsequent caveat; (ii) at the request of Altilium where the transfer or assignment is to Mr Legendre; or (iii) where the dealing or its result would not adversely affect Mr Legendre's interest under the Royalty Deed.

The Royalty Deed otherwise includes terms and conditions that are standard for an agreement of this type.

Royalty Deed – E 57/1048-I

On 6 June 2018, Altilium entered into a royalty deed with Legend Resources, in connection with Altilium's purchase and Legend Resources' sale of its 100% interest in E 57/1048-I.

The material terms of the agreements are summarised below:

Royalty Obligation	<p>(a) For each quarter in which any minerals, metals, ore or otherwise recovered from E 57/1048-I (Product) are sold or otherwise disposed, Altilium agrees to pay Legend Resources a 1% royalty on the gross proceeds received by Altilium from the sale or other disposal of Products including that received from an insurer (Royalty).</p> <p>(b) The obligation to pay the Royalty accrues upon receipt of revenue by Altilium from the sale or other disposal of Products.</p>
Interest and Costs	<p>(a) If Altilium fails to pay the Royalty on or before the due date of payment, Altilium must also pay Legend Resources immediately on demand, interest on the amount due at the due date calculated on a daily basis and compounded monthly.</p> <p>(b) Interest payable is the average 90 day bid rate for bills under the <i>Bills of Exchange Act 1909</i> (Cth) plus 2%.</p>
Term	<p>(a) The Royalty Deed took effect on 4 July 2018 and continues until terminated by written agreement.</p> <p>(b) The obligation to pay the Royalty continues for the full term of E 57/1048-I, including any</p>

	<p>successor tenements, and throughout the period that Altilium or its successor in title can legally extract Product from E 57/1048-I, unless the Royalty Deed is previously terminated in accordance with its terms.</p>
No Interest in Tenement	<p>Notwithstanding its entitlement to the Royalty, Legend Resources has no legal or equitable interest in E 57/1048 I or the area within the boundaries of the tenement.</p>
Assignment	<p>Altilium may not transfer E 57/1048-I except where:</p> <ul style="list-style-type: none"> (a) if by encumbrance, it is expressly subject to the Royalty; (b) by the sale of Products in the ordinary course of business; (c) with the prior consent of Legend Resources, promptly granted and not unreasonably withheld where an assumption deed is executed; (d) where the transfer is expressly permitted in the tenement sale agreement entered into Altilium and Legend Resources on 6 June 2018.
Caveat	<ul style="list-style-type: none"> (a) Legend Resources may lodge a caveat to protect its interests under the Royalty Deed. (b) Legend Resources must promptly, at the cost of Altilium, either file a notice of continuation of caveat (having the effect of allowing a dealing to proceed) or withdraw the caveat: <ul style="list-style-type: none"> (i) upon the execution of an assumption deed in which the assignee or security holder agrees to provide written consent and do acts reasonably requested to facilitate the lodgement of a subsequent caveat; (ii) at the request of Altilium where the transfer or assignment is to Legend Resources; or (iii) where the dealing or its result would not adversely affect Legend Resources' interest under the Royalty Deed.

ANNEXURE C – INDEPENDENT LIMITED ASSURANCE REPORT



RSM Corporate Australia Pty Ltd

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23 August 2021

The Directors
Aurum Resources Limited
Suite 2, Level 1,
1 Altona Street
WEST PERTH WA 6005

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

Independent Limited Assurance Report ("Report") on Aurum Resources Limited Historical and Pro Forma Historical Financial Information

Introduction

We have been engaged by Aurum Resources Limited ("Aurum" or the "Company") to report on the historical and pro forma historical financial information of the Company for the period 25 May 2021 to 30 June 2021 for inclusion in a prospectus ("Prospectus") of Aurum to be dated on or about 23 August 2021. The Prospectus is in connection with Aurum's initial public offering and listing on the Australian Securities Exchange ("ASX"), pursuant to which the Company is offering up to 25,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$5.0 million before costs ("Offer").

Expressions and terms defined in the Prospectus have the same meaning in this Report.

The future prospects of the Company, other than the preparation of Pro Forma Historical Financial Information, assuming completion of the pro forma transactions summarised in Section 6.6.2 of the Prospectus, are not addressed in this Report. This Report also does not address the rights attaching to Shares to be issued pursuant to the Prospectus, or the risks associated with an investment in Shares in the Company.

Background

Aurum Resources Limited was incorporated on 25 May 2021 and on 21 August 2021 entered into a tenement sale agreement to acquire a number of exploration projects from Aldoro Resources Limited ("Aldoro") and Altilium Metals Pty Ltd (a wholly owned subsidiary of Aldoro), for consideration comprising \$200,000 (as reimbursement for past costs) and the issue of 4,999,999 Shares to Aldoro at a deemed issue price of \$0.20 per Share. These projects comprise the Penny South Gold Project, the Unaly Hill South Project and the Ryans Find Project, all of which are located in Western Australia.

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RSM Corporate Australia Pty Ltd is beneficially owned by the Directors of RSM Australia Pty Ltd. RSM Australia Pty Ltd is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 Australian Financial Services Licence No. 255847

The Company is seeking admission to the ASX and intends to raise new equity of between \$4.5 million and \$5.0 million through a public offering of shares in order to fund further exploration costs, working capital requirements and the costs of the Offer.

Scope

Historical Financial Information

You have requested RSM Corporate Australia Pty Ltd (“RSM”) to review the historical financial information included in Section 6 of the Prospectus, and comprising:

- the statement of profit or loss and statement of cash flows of the Company for the period 25 May 2021 to 30 June 2021; and
- the statement of financial position of the Company as at 30 June 2021;

(together the “Historical Financial Information”).

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles of Australian Accounting Standards and the Company’s adopted accounting policies.

The Historical Financial Information has been extracted from the general purpose financial statements of the Company for the period ended 30 June 2021, which were audited by RSM Australia Partners in accordance with Australian Auditing Standards and the *Corporations Act 2001*. The audit report issued included an unmodified audit opinion.

The Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Pro Forma Historical Financial Information

You have requested RSM to review the pro forma historical statement of financial position of the Company as at 30 June 2021 (“the Pro Forma Historical Financial Information”).

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information of the Company after adjusting for the pro forma adjustments described in Section 6.6.2 of the Prospectus. The stated basis of preparation is the recognition and measurement principles of Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in Section 6.6.2 of the Prospectus, as if those events or transactions had occurred as at the date of the Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company’s actual or prospective financial position.

Directors’ responsibility

The Directors of the Company are responsible for the preparation of the Historical Financial Information and the Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the Directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the Historical Financial Information and the Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. Our procedures included:

- a consistency check of the application of the stated basis of preparation to the Historical Financial Information and the Pro Forma Historical Financial Information;
- a review of the Company's work papers, accounting records and other documents;
- a review of the auditor's workpapers relating to the audited financial statements of the Company;
- enquiry of directors, management personnel and advisors;
- consideration of the pro forma adjustments described in Section 6.6.2 of the Prospectus; and
- performance of analytical procedures applied to the Historical Financial Information and the Pro Forma Historical Financial Information.

A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusions

Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as set out in the Section 6 of the Prospectus, and comprising:

- the statement of profit or loss and statement of cash flows of the Company for the period ended 30 June 2021; and
- the statement of financial position of the Company as at 30 June 2021;

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 6 of the Prospectus.

Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as set out in Section 6.5 of the Prospectus, and comprising the pro forma statement of financial position of the Company as at 30 June 2021, is not presented fairly in all material respects, in accordance with the stated basis of preparation, as described in Section 6 of the Prospectus.

Restriction on Use

Without modifying our conclusions, we draw attention to the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Responsibility

RSM has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included. RSM has not authorised the issue of the Prospectus. Accordingly, RSM makes no representation regarding, and takes no responsibility for, any other documents or material in, or omissions from, the Prospectus.

Disclosure of Interest

RSM does not have any pecuniary interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. RSM will receive a professional fee for the preparation of this Report.

Yours faithfully

A handwritten signature in black ink that reads 'Justin Audcent'.

JUSTIN AUDCENT
Director

APPLICATION FORM
