

Fargo Enterprises Limited (to be renamed "Odessa Minerals Limited")
ACN 000 031 292



ODESSA

MINERALS

PROSPECTUS

For an offer of up to 300,000,000 Shares at an issue price of \$0.02 each to raise up to \$6 million (before costs) (Public Offer). The minimum subscription under the Public Offer is 250,000,000 Shares to raise \$5 million (before costs).

The Public Offer includes a priority offer to Eligible Shareholders to subscribe for up to 150,000,000 Shares at an issue price of \$0.02 each to raise up to \$3 million under the Public Offer (**Priority Offer**).

This Prospectus is also being issued for the Secondary Offers, including the Consideration Offer, the KMP Offer and the Lead Manager Offer.

This is an important document and requires your immediate attention. It should be read in its entirety. Please consult your professional adviser(s) if you have any questions about this document.

Investment in the Securities offered pursuant to this Prospectus should be regarded as **highly speculative** in nature. Refer to Section 4 for a summary of the key risks associated with an investment in the Securities.

Lead Manager



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Corporate Directory

Current Board of Directors

Mr Zane Lewis
Non-Executive Director

Dr Catriona Wallace
Non-Executive Director

Mr Phillip Coulson
Non Executive Director

Proposed Board of Directors

Mr Zane Lewis
Non Executive Chair

Dr Darren Holden
Non Executive Director

Ms Lisa Wells
Non Executive Director

Proposed CEO

Mr Alistair Stephens

Company Secretary

Mr Robbie Featherby

Registered Office

Fargo Enterprises Limited

Suite 1, 295 Rokeby Road
Subiaco WA 6008

Phone: +61 8 6555 2950

Email: info@fargoenterprises.com.au

Website: <https://fargoenterprises.com.au>

Lead Manager

Pursuit Capital

Level 1, 33 Ord Street
West Perth, WA, 6005
AFSL 339211

ASX Code

Current: FGO

Proposed: ODE

Auditor*

William Buck

Level 29, 66 Goulburn Street,
Sydney, NSW, 2000

Legal Adviser

Allens

Level 37, 250 St Georges Terrace
Perth WA 6000

Investigating Accountant

Hall Chadwick

Allendale Square
Level 11, 77 St Georges Terrace
Perth WA 6000

Share Registry*

Automic

Level 5, 126 Phillip Street
Sydney, NSW 2000

Phone (within Australia): 1300 288 664

Phone (outside Australia): +61 2 9698 5414

Odessa Auditor *

Hall Chadwick

Allendale Square
Level 11, 77 St Georges Terrace
Perth WA 6000

Independent Geologist

Burnt Shirt

PO Box 314
Northbridge WA 6865

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

Important Information

Prospectus

This Prospectus is dated 18 November 2021 and was lodged with ASIC on that date. Neither ASIC nor ASX (or any of their respective officers) take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Within 7 days of the date of this Prospectus, the Company will make an application to ASX for the Shares offered pursuant to the Prospectus to be admitted for quotation on ASX.

Securities will not be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Persons wishing to apply for Securities pursuant to the Offers must do so using the applicable Application Form attached to or accompanying this Prospectus. Before applying for Securities potential investors should carefully read the Prospectus so that they can make an informed assessment of:

- the rights and liabilities attaching to the Securities;
- the assets and liabilities of the Company; and
- the Company's financial position and performance, profits and losses, and prospects.

Investors should carefully consider these factors in light of their own personal financial and taxation circumstances.

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offers.

Risks

Any investment in the Company should be considered **highly speculative**. Before deciding to invest in the Company, potential investors should read the entire Prospectus and, in particular, in considering the prospects of the Company, potential investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of their personal circumstances (including financial and taxation issues). The Securities offered by this

Prospectus should be considered highly speculative. Please refer to Section 4 for details relating to risk factors. Persons considering applying for Securities pursuant to the Prospectus should obtain professional advice from an accountant, stockbroker, lawyer or other adviser before deciding whether to invest.

Forward Looking Statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, 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. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward looking statement.

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 applying for Securities. This examination may result in the identification of deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications for Securities under the Offers set out in this Prospectus will not be processed 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.

Re-compliance with Chapters 1 and 2 of the Listing Rules

The Acquisition will constitute a significant change to the nature and scale of the Company's activities. Pursuant to Listing Rule 11.1.3, the Company must re-comply with the admission requirements of Chapters 1 and 2 of the Listing Rules, as if applying for admission to the Official List. Accordingly, this Prospectus is issued for the purpose of satisfying Chapters 1 and 2 of the Listing Rules, as well as for the purpose of raising funds under the Public Offer.

Conditional Offers

The Offers contained in this Prospectus are conditional on certain events occurring. If these events do not occur, the Offers will not proceed and investors will be refunded their Application Monies without interest. Please refer to Section 2.4 for further details on the conditions attaching to the Offers.

Secondary Offers

This Prospectus also contains the Secondary Offers of Shares and Options. Please refer to Section 2.3 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company and the Lead Managers will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (<https://fargoenterprises.com.au>).

No forecast financial information

After considering ASIC Regulatory Guide 170, the Directors believe that reliable financial forecasts for the Company cannot be prepared, and accordingly, financial forecasts have not been included in this Prospectus.

Electronic Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please contact the Company at info@fargoenterprises.com.au and the Company will send you, at no cost, either a hard copy or a further electronic copy of the Prospectus or both. Alternatively, you may obtain a copy of the Prospectus from the Company's website at <https://fargoenterprises.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.

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 that the assets shown in them are owned by the Company. Diagrams used in this Prospectus may not be drawn to scale.

Competent Persons Statements

The information in this Prospectus that relates to technical assessment of the mineral assets of Odessa, including the exploration results included in Schedule 3, is based on, and fairly represents, information and supporting documentation prepared by Mr Jeremy Peters (BSc (ANU), BEng (Min, AWASM)), a Competent Person who is a Fellow of the Australasian Institute of Mining and Metallurgy and a Chartered Professional Geologist and Mining Engineer of that organisation. Mr Peters is an employee of Burnt Shirt. Mr Peters has sufficient experience that is relevant to the technical assessment of the mineral assets under consideration, the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Practitioner as defined in the 2015 Edition of the Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets, and as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Mr Peters consents to the inclusion of the matters based on his information in the form and context in which it appears in this Prospectus and has not withdrawn his consent before lodgement of this Prospectus with ASIC.

Miscellaneous

All references to "\$", "A\$", "AUD", "dollar" and "cents" are references to Australian currency unless otherwise stated. All references to time relate to the time in Perth, Western Australia unless otherwise stated.

A number of terms and abbreviations used in this Prospectus have defined meanings which appear in Section 10.

Letter From The Board

Dear Investor

It is with great pleasure that I invite you to become a shareholder of Fargo Enterprises Limited (to be renamed “Odessa Minerals Limited”) (**Company**). The Company has recently entered into a binding terms sheet with Odessa Minerals Limited (**Odessa**) and certain key shareholders of Odessa whereby the Company will, on the satisfaction of various conditions precedent, acquire 100% of the issued capital in Odessa (**Acquisition**). The Company is seeking to raise up to \$6 million at \$0.02 per Share under the Public Offer.

Odessa has a portfolio of exploration licences and applications over large areas of underexplored diamondiferous kimberlites, lamproites and alluvial fields in the Kimberley region of Western Australia. The projects were pegged and acquired in early 2021 during the COVID-19 pandemic, in a bold move by the team at Odessa who recognised the very rare opportunity to obtain long-forgotten diamond projects with world class potential.

We believe ethically sourced diamonds will be increasingly sought after by the leading jewellers of the world and the Company is in a prime position to deliver the next diamond discovery in the tier-1 mining region of Western Australia. Significantly, on completion of the Acquisition, the Company will be one of a small number of diamond explorers listed on the ASX and as such we believe we are well positioned to take advantage of both a tight-market for ethically sourced diamonds and diamond explorers. In addition, the Board is encouraged by the trend of rising rough diamond prices in 2020/2021, along with a significant interest in coloured diamonds, similar to the diamonds that have been recovered at the Aries Project in 2005, and those recovered in the Ellendale alluvial field.

The initial focus of the Company will be on the systematic exploration of the Aries Project using state of the art exploration techniques. There have been significant advances in exploration technologies that were not available to the diamond explorers of the 1990s and we believe this will enable Odessa to accelerate the exploration of the project, increase the knowledge base of the alluvial and pipe targets, while reducing overall exploration costs.

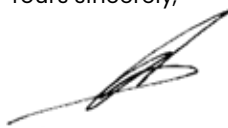
Importantly, we are committed to building a sustainable business with a strong work relationship with traditional owners. We are initiating engagement with the traditional owners as we progress Odessa’s tenement applications to grant and look forward to providing further updates on native title agreements for the projects in due course.

In 2022, the Company intends to adopt and implement a comprehensive Environmental and Social Governance plan that is reflective of our combined beliefs, ethics and commitment to working in partnership the traditional owners and minimising our footprint on the environment.

As with all investments in exploration companies, an investment in the Company is speculative and subject to certain risks, a non-exhaustive list of which is set out in Section 4. It is recommended that you consider the terms of the Offers contained in this Prospectus carefully and in its entirety. If you are in any doubt as to the contents of this Prospectus, you should consult a suitably qualified professional.

On behalf of the Board of the Company, I commend this opportunity to you and look forward to welcoming you as a security holder.

Yours sincerely,



Zane Lewis
Non-Executive Director
Fargo Enterprises Limited



Key Offer Details

The Company intends to complete a Consolidation of its issued capital (on a 5-to-1 basis) prior to Reinstatement (subject to Shareholder approval). Unless otherwise indicated, references to Securities in this Prospectus are on a post-Consolidation basis. All figures are subject to the effect of rounding post-Consolidation.

The indicative capital structure of the Company on Reinstatement is set out in the table below.

Key details of the Offers ¹	Shares (Min Sub)	% Shares (Min Sub)	Shares (Max Sub)	% Shares (Max Sub)
Existing Shares	1,185,756,703	-	1,185,756,703	-
Post-Consolidation	237,151,341	34.7	237,151,341	32.3
Consideration Offer	196,322,384	28.7	196,322,384	26.8
Public Offer ²	250,000,000	36.6	300,000,000	40.9
Total Shares on issue (undiluted)	683,473,725	100	733,473,725	100
Total Shares on issue (fully diluted)	836,685,826	-	886,685,826	-

Notes:

- Please refer to Section 2.5 for further details relating to the proposed capital structure of the Company.
- The Company is seeking to raise a minimum of \$5 million (before costs) and a maximum of \$6 million (before costs) under the Public Offer through an offer of a minimum of 250,000,000 and a maximum of 300,000,000 Shares at an issue price of \$0.02 per Share. The Public Offer includes the Priority Offer to Eligible Shareholders to subscribe for up to 150,000,000 Shares at an issue price of \$0.02 each to raise up to \$3 million under the Public Offer (refer to Section 2.1).

Options	Number of Options	% Options
Existing Options	12,754,543	-
Post-Consolidation ¹	2,550,909	1.7
Consideration Offer ²	98,161,192	64.1
KMP Offer ³	32,500,000	21.2
Lead Manager Offer ⁴	20,000,000	13.1
Total	153,212,101	100

Notes:

- Comprising:
 - 823,073 unquoted Options exercisable at \$0.20 on or before 22 May 2022;
 - 130,000 unquoted Options exercisable at \$0.20 on or before 22 March 2023;
 - 797,836 unquoted Options exercisable at \$0.04 on or before 22 February 2022; and
 - 800,000 unquoted Options exercisable at \$0.035 on or before 11 July 2022.
- Consideration Options exercisable at \$0.04 each on or before the date that is 4 years from the date of issue, to be issued to the Odessa Optionholders (or their nominees) on the terms and conditions set out in Section 8.2.
- Incentive Options exercisable at \$0.04 each on or before the date that is 4 years from the date of issue, to be issued to Mr Zane Lewis, Mr Alistair Stephens, Dr Darren Holden and Ms Lisa Wells (or their nominees) on the terms and conditions set out in Section 8.2.
- Lead Manager Options exercisable at \$0.04 each on or before the date that is 4 years from the date of issue, to be issued to the Lead Manager (or its nominees) on the terms and conditions set out in Section 8.2.

Indicative Timetable

Event	Indicative date
Lodgement of this Prospectus with ASIC	Thursday, 18 November 2021
Exposure Period commences	Thursday, 18 November 2021
Record Date for the Priority Offer (5.00pm AEDT)	Thursday, 18 November 2021
Opening Date for the Offers	Friday, 26 November 2021
Annual General Meeting held to approve the Acquisition	Friday, 26 November 2021
Priority Offer Closing Date	Friday, 10 December 2021
Closing Date for the Offers (other than the Priority Offer)	Friday, 17 December 2021
Issue of Securities under the Offers	Thursday, 30 December 2021
Dispatch of holding statements	Thursday, 30 December 2021
Completion of the Acquisition	Thursday, 30 December 2021
Expected date of Reinstatement	Friday, 31 December 2021

Note: The dates shown above are indicative only and may vary without notice subject to the Corporations Act, the Listing Rules and other applicable laws. The Exposure Period may be extended by ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act. The Company reserves the right to vary the Opening Date and the Closing Date without prior notice, which may have a consequential effect on the other dates. Applicants are therefore encouraged to lodge their Application Form(s) as soon as possible after the Opening Date if they wish to participate in any of the Offers. The Company also reserves the right not to proceed with any of the Offers at any time before the issue of Securities to Applicants. If the Offers are cancelled or withdrawn before completion of the Offers, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act.

Investment Overview

This Section is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety. The Securities offered pursuant to this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of the Securities.

Topic	Summary	More information
INTRODUCTION		
Who is the Company and what does it do?	Fargo Enterprises Limited (to be renamed 'Odessa Minerals Limited') (Company) was incorporated in New South Wales on 14 November 1935 and admitted to the Official List on 3 July 1986. The principal activities of the Company historically consisted of the development of an artificial intelligence platform based on machine learning technology held by Flamingo Customer Experience Inc. On 26 August 2020, the Company announced it had entered into a binding share purchase agreement with BDNM for the sale of all of the issued capital in Flamingo Customer Experience Inc. (a company incorporated under the laws of Delaware, USA) to BDNM. The sale of Flamingo Customer Experience Inc. completed on 28 October 2021 and represents a sale of the Company's main undertaking to BDNM. The Company's securities were suspended from official quotation on 26 July 2021 and have remained suspended since that date. The Company has since been focussed on the evaluation of potential acquisitions to facilitate reinstatement of the Company's securities to trading on ASX (Reinstatement).	Section 3.1
What is the Acquisition?	On 23 August 2021, the Company announced that it had entered into a binding terms sheet (Terms Sheet) with Odessa Minerals Limited (Odessa) and certain key shareholders of Odessa that are designated as a major shareholder (together, the Major Shareholders and each a Major Shareholder) whereby the Company will, on the satisfaction of various conditions precedent, acquire 100% of the issued capital in Odessa (Acquisition). The Terms Sheet contemplates the Company acquiring 100% of the issued capital in Odessa and the cancellation of outstanding options in Odessa in consideration for 196,322,384 fully paid ordinary shares in the Company to be issued to the shareholders of Odessa (on a post Consolidation basis) (Consideration Shares) and 98,161,192 unquoted options exercisable at \$0.04 on or before the date that is 4 years from the date of grant, to be granted to the option holders of Odessa (Odessa Optionholders) (Consideration Options). Completion under the Terms Sheet remains subject to satisfaction (or waiver) of certain conditions precedent, including: (a) (Shareholder approval) the Company obtaining all necessary Shareholder approvals required by the Corporations Act and the Listing Rules in relation to the Acquisition, including any approvals required to	Section 1

Topic	Summary	More information
	re-comply with the admission and quotation requirements of ASX (refer to Section 1.3); (b) (ASX Waivers) the Company obtaining all necessary waivers and confirmations required by the Listing Rules in relation to the Acquisition; (c) (ASX re-compliance) the Company receiving conditional approval from ASX confirming that ASX will grant re-quotation of its Shares on the Official list, on terms reasonably acceptable to the Company; (d) (Public Offer) the Company raising not less than \$4 million at an issue price of at least \$0.02 per Share; (e) (Prospectus) the Company lodging a full form prospectus with the ASIC to complete the Public Offer and to re-comply with Chapters 1 and 2 of the Listing Rules; (f) (Prospectus) Odessa being reasonably satisfied with the content of the Prospectus, the offer price under the Prospectus, the terms of all lead manager or underwriting agreements in respect of the Public Offer (if any) and the content of the Appendix 1A to be lodged with ASX within 7 days of lodging the Prospectus with ASIC; (g) (Minority Shareholder Agreements) Odessa procuring that each Minority Shareholder enters into a Minority Shareholder Agreement, under which the Minority Shareholder will agree to transfer their Odessa shares to the Company and the Company agrees to accept the transfer of those Odessa shares and issue the proportion of Consideration Shares to them; and (h) (Option Cancellation Deeds) each Odessa Optionholder entering into an Option Cancellation Deed, under which the Odessa Optionholder agrees to the cancellation of their respective Odessa options and the Company agrees to issue their proportion of the Consideration Options to them. If any of the conditions precedent set out above (other than the conditions precedent referred to in (f) or (h)) are not satisfied (or waived) by 17 December 2021 (or such later date as the parties may agree), either the Company or Odessa may terminate the Terms Sheet. Completion will take place 5 business days after satisfaction or waiver of the Conditions Precedent (or such other date as the parties may agree). On Completion, the Company will acquire 100% of the issued capital in Odessa in consideration for the issue of Consideration Shares and Consideration Options.	
What is the corporate structure of the Company on Completion?	On Completion, Odessa will become a wholly owned subsidiary of the Company, and the Company's main undertaking will be the exploration and development of the Projects in accordance with the strategy described in Section 3.3. The corporate structure of the Merged Group on Completion is shown in Section 3.2.	Section 3.2

Topic	Summary	More information
Who is Odessa?	Odessa holds: (a) a 90% interest in granted exploration licence EL 80/5027; and (b) a 100% interest in granted exploration licence EL 04/2364. Odessa has also entered into the Licence and Tenement Sale Agreement with Celsius (refer to Section 7.2(b)) to acquire a 100% interest in exploration licence application ELA 80/5117. In addition, Odessa holds 15 exploration licence applications located in the Kimberley region of Western Australia which, together with the above-mentioned Tenements, constitute the Aries, Ellendale, Calwinyardah and Noonkanbah Projects. All of Odessa's Projects are located in the Kimberley region of Western Australia and are considered prospective for diamonds. Further information in respect of Odessa's Projects is set out in the Independent Geologist's Report in Schedule 3. A full list of the Tenements in which Odessa holds an interest is set out in Section 3.3.	Section 3.3
What is the Company's strategy?	The Company has a proposed exploration budget in respect of granted Tenements, being EL 80/5027 (Aries) and EL 04/2364 (Calwinyardah). Subject to completing the Acquisition and the Public Offer, the Company intends to undertake the following activities in respect of the Projects: (a) EL 80/5027 (Aries): historic data integration, ground based geophysics to assess paleo-channel location and target areas; surface geochemistry to assess pathfinders on kimberlites; Mineral Resource assessment (geological modelling, diamond recovery test work (on alluvial channels and potential of kimberlite pipes), microdiamond and macrodiamond testwork (for grade estimation) and the relocation and survey of historic exploration activities), and if warranted following surface work, selected bulk-sampling/drilling; (b) EL 04/2364 (Calwinyardah): historic data integration, mapping, ground based geophysics to assess paleo-channel location and target areas; surface geochemistry to assess pathfinders on lamproite pipes and, if warranted following surface work, selected bulk-sampling/drilling; and (c) Applications for exploration licences (Calwinyardah, Aries, Ellendale and Noonkanbah): advancement of applications for exploration licences, including negotiations with traditional owners and stakeholders, in respect of these applications to proceed towards grant status in the first and second years following Reinstatement.	Section 3.3(g)
How was the value of, and consideration for, the Acquisition determined?	The Board considers that the quantum of Consideration Shares and Consideration Options to be issued for the Acquisition reflects reasonable fair value of Odessa in view of the Company having conducted arm's length negotiations with representatives of Odessa to arrive at the commercial terms of the Acquisition.	Section 3.5

Topic	Summary	More information
Why is the Company required to re-comply with Chapters 1 & 2 of the Listing Rules?	The Acquisition will constitute a significant change to the nature and scale of the Company's activities. Pursuant to Listing Rule 11.1.3, the Company must re-comply with the admission requirements of Chapters 1 and 2 of the Listing Rules, as if applying for admission to the Official List. Accordingly, this Prospectus is issued for the purpose of satisfying Chapters 1 and 2 of the Listing Rules, as well as for the purpose of raising funds under the Public Offer. The Company's Securities are currently suspended from trading on ASX and will not be reinstated unless ASX is satisfied the Company has met the requirements of Chapters 1 and 2 of the Listing Rules.	Section 1.2
WHAT ARE THE OFFERS?		
What is the Public Offer?	Pursuant to the Public Offer, the Company offers a minimum of 250,000,000 Shares and a maximum of 300,000,000 Shares at \$0.02 per Share to raise a minimum of \$5 million (before costs) and a maximum of \$6 million (before costs). The Public Offer is open to the general public. The Shares to be issued pursuant to the Public Offer are of the same class and will rank equally in all respects with the existing Shares in the Company. The rights and liabilities attaching to the Shares are further described in Section 8.1. The purposes of the Public Offer are to: (a) assist with the Company's re-compliance with the admission requirements under Chapters 1 and 2 of the Listing Rules following a significant change to the nature and scale of the Company's activities; and (b) provide funding for the purposes outlined in Section 3.4.	Section 2.1 and 8.1
What is the Priority Offer?	As part of the Public Offer, the Company is making an offer of up to 150,000,000 Shares at \$0.02 per Share to Eligible Shareholders. To be eligible to participate in the Priority Offer, an applicant must be a resident in Australia and be recorded as being the holder of a Share as at the Record Date, being 5.00pm (AEDT) on 18 November 2021 (Eligible Shareholders). Any Shares not subscribed for under the Priority Offer will be offered under the Public Offer. As set out in the Indicative Timetable, it is intended that the Priority Offer will close on the Priority Offer Closing Date, being 10 December 2021. The Shares offered under the Priority Offer will rank equally with the existing Shares on issue. A summary of the material rights and liabilities attaching to the Shares offered under the Priority Offer (which as set out above, form part of the Public Offer) is set out in Section 8.1.	Section 2.1(d)
What are the Secondary Offers and what are the purposes of	The Company is also undertaking the Secondary Offers in connection with the Acquisition. The Secondary Offers are being made under this Prospectus for the purposes described below and also to remove the need for an additional disclosure document to be issued upon the sale of any Securities (or any	Section 2.3

Topic	Summary	More information																														
the Secondary Offers?	Shares issued on exercise of any Options) that are issued under the Secondary Offers. (a) Consideration Offer: this Prospectus also includes the Consideration Offer under which the Company offers 196,322,384 Consideration Shares to the Odessa Shareholders (or their nominees) and 98,161,192 Consideration Options to the Odessa Optionholders (or their nominees) in consideration for the Acquisition; (b) KMP Offer: this Prospectus also includes the KMP Offer, under which the Company offers a total of 32,500,000 Incentive Options to Mr Zane Lewis (current Director), Mr Alistair Stephens (proposed CEO) and the Proposed Directors; and (c) Lead Manager Offer: this Prospectus also includes the Lead Manager Offer, under which the Company offers 20,000,000 Lead Manager Options to Pursuit Capital (or its nominees) in consideration for lead manager services provided by the Lead Manager in respect of the Public Offer.																															
What are the conditions of the Offers?	The Offers under this Prospectus are conditional upon the following events occurring: (a) the Terms Sheet and Minority Shareholder Agreements becoming unconditional (refer to Section 1.1); (b) the Company obtaining approval of Shareholders at the Meeting for all resolutions required to implement the Acquisition (refer to Section 1.3); (c) the Company raising the Minimum Subscription of at least \$5 million under the Public Offer (refer to Section 2.1(b)); (d) to the extent required by ASX or the Listing Rules, each person entering into a Restriction Agreement or being issued a restriction notice imposing restrictions on Securities as mandated by the Listing Rules; and (e) ASX providing the Company with a list of conditions on terms acceptable to the Company (acting reasonably) which, when satisfied, will result in Reinstatement. If these conditions are not satisfied then the Offers will not proceed and the Company will repay all Application Monies received under the Offers in accordance with the Corporations Act.	Section 2.4																														
What is the proposed capital structure of the Merged Group?	The proposed capital structure of the Company on Reinstatement (based on both a Minimum Subscription and Maximum Subscription) is set out below: <table><tr><th>Shares</th><th>Min Sub</th><th>%</th><th>Max Sub</th><th>%</th></tr><tr><td>Existing</td><td>1,185,756,703</td><td>-</td><td>1,185,756,703</td><td>-</td></tr><tr><td>Post-Consolidation</td><td>237,151,341</td><td>34.7</td><td>237,151,341</td><td>32.3</td></tr><tr><td>Consideration Offer</td><td>196,322,384</td><td>28.7</td><td>196,322,384</td><td>26.8</td></tr><tr><td>Public Offer</td><td>250,000,000</td><td>36.6</td><td>300,000,000</td><td>40.9</td></tr><tr><td>Total</td><td>683,473,725</td><td>100</td><td>733,473,725</td><td>100</td></tr></table>	Shares	Min Sub	%	Max Sub	%	Existing	1,185,756,703	-	1,185,756,703	-	Post-Consolidation	237,151,341	34.7	237,151,341	32.3	Consideration Offer	196,322,384	28.7	196,322,384	26.8	Public Offer	250,000,000	36.6	300,000,000	40.9	Total	683,473,725	100	733,473,725	100	Section 2.5
Shares	Min Sub	%	Max Sub	%																												
Existing	1,185,756,703	-	1,185,756,703	-																												
Post-Consolidation	237,151,341	34.7	237,151,341	32.3																												
Consideration Offer	196,322,384	28.7	196,322,384	26.8																												
Public Offer	250,000,000	36.6	300,000,000	40.9																												
Total	683,473,725	100	733,473,725	100																												

Topic	Summary			More information
	Options	Number of Options	% Options	
	Existing Options	12,754,543	-	
	Post-Consolidation	2,550,909	1.7	
	Consideration Offer	98,161,192	64.1	
	KMP Offer	32,500,000	21.2	
	Lead Manager Offer	20,000,000	13.1	
	Total	153,212,101	100	
SUMMARY OF KEY RISKS AND KEY DEPENDENCIES				
Prospective investors should be aware that subscribing for Securities in the Company involves a number of risks. The risk factors set out in Section 4, and other general risks applicable to all investments in listed securities, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. This Section summarises the key risks which apply to an investment in the Company and investors should refer to Section 4 for a more detailed summary of the risks. The risks below assume completion of the Acquisition, and that Odessa will become a wholly owned subsidiary of the Company.				
Re-Quotation of Shares on ASX	The Acquisition constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List. There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will likely remain in suspension and not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the Listing Rules.			Section 4.1(a)
Liquidity risk	On Completion, the Company will issue certain Securities which may be classified by ASX (in its absolute discretion) as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement. Details of the expected escrow restrictions are set out in Section 2.10. The application of the ASX escrow restrictions may be considered to result in a liquidity risk as the issued capital will not be able to be traded freely for a period of time and the ability of a Shareholder to dispose of his or her Shares in a timely manner may be affected.			Section 4.1(b)
Dilution risk	As detailed in Section 2.5, the Company currently has 1,185,756,703 Shares on issue (on a pre-Consolidation basis). On Completion (assuming the Maximum Subscription is raised): (a) the existing Shareholders will retain approximately 32.3% of the Company's issued Share capital on an undiluted basis and 26.7% of the Company's issued Share capital on a fully diluted basis; (b) the Odessa Shareholders will hold approximately 26.8% of the Company's issued Share capital on an undiluted basis and 22.1% of the Company's issued Share capital on a fully diluted basis; and			Section 4.1(c)

Topic	Summary	More information
	(c) the investors under the Public Offer will hold approximately 40.9% of the Company's issued Share capital on an undiluted basis and 33.8% of the Company's issued Share capital on a fully diluted basis. There is a risk that the interests of Shareholders will be further diluted as a result of future capital raisings that will be required in order to fund the future development of the Company.	
Completion, counterparty and contractual risk	As set out in Section 1.1, the Company has agreed to acquire 100% of the issued capital of Odessa subject to the fulfilment of certain conditions precedent. There is a risk that the conditions precedent for Completion will not be fulfilled and, in turn, that Completion will not occur. The ability of the Company to achieve its stated objectives will depend on the performance by Odessa and the Odessa Shareholders of their obligations under the Terms Sheet and Minority Shareholder Agreements (as applicable). If Odessa, the Odessa Shareholders or any other counterparty defaults in the performance of its obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly and without any certainty of a favourable outcome. As set out in Section 7.3(g), the Company is a party to the SPA with BDNM for the sale of Flamingo Customer Experience. If BDNM defaults in the performance of its obligations under the SPA, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly and without any certainty of a favourable outcome. Further, the Company is exposed to the risk of potential claims in relation to warranties and indemnities given under the SPA. Any such claim if proven may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation and is not aware of any threatened litigation.	Section 4.1(d)
Limited operational history	Odessa is an early stage exploration company and has limited operational history on which to evaluate its business and prospects. The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stages of their development, particularly in the mineral exploration sector, which has a high level of inherent risk and uncertainty. No assurance can be given that the Company will achieve commercial viability through the successful exploration on, or mining development of, the Projects. Until the Company is able to realise value from the Projects, it is likely to incur operational losses.	Section 4.2(a)
Future capital requirements	Odessa does not have operating revenue and post-Acquisition, is unlikely to generate any operating revenue unless and until a Project or Projects are successfully developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities. The Company believes its available cash and the net proceeds of the Public Offer should be adequate to fund its business development activities, exploration program and other Company objectives in the medium term as stated in this Prospectus.	Section 4.2(b)

Topic	Summary	More information
	In order to successfully develop the Projects and for production to commence, the Company will require further financing in the future, in addition to amounts raised pursuant to the Public Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.	
Grant risk for exploration licence applications	Various Tenements held by Odessa are applications for an exploration licence which must be granted to Odessa before it may acquire 100% legal and beneficial interest in those Tenements. Odessa has entered into the Licence and Tenement Sale Agreement to acquire a 100% interest in exploration licence application ELA 80/5117. ELA 80/5117 is an application for an exploration licence which cannot be transferred by the applicant before grant; and if granted, cannot be transferred during the first year of term without the prior written consent of the Minister due to the operation of section 64(1) of the Mining Act. Accordingly, ELA 80/5117 may not be transferred to Odessa until it is granted and the Minister consents to the transfer (if transferred during the first year of term). Odessa is also the registered holder of 15 applications for exploration licences (refer to Section 3.3(a) for details). As noted in section 5.2 of the Solicitor's Report in Schedule 2, 12 of the applications are subject to objections lodged under the Mining Act. An application may only proceed to grant if either the objection(s) is withdrawn by agreement between the tenement applicant and the objector or, failing agreement, the Minister decides to grant the application after a hearing before the Mining Warden. These objections are discussed at section 9.2 of the Solicitor's Report. Once the Mining Act objections are dispensed with, those applications must comply with the applicable 'future act' procedure under the Native Title Act before they may proceed to grant. Whilst the Company has no reason to believe these applications will not be granted, there is a risk that the applications may not be granted or only granted on conditions unacceptable to the Company. If an application is not granted, the Company will not acquire an interest in that tenement. The tenement applications therefore should not be considered as an asset of the Company. Information in respect of the tenement applications is provided in this Prospectus to provide investors with sufficient information about each in the event such applications are granted.	Section 4.3(a) and sections 5.2 and 6 of the Solicitor's Report in Schedule 2
Tenement title	Odessa's title to the Tenements (and if applicable, once granted) will generally require the Company to continue to satisfy its expenditure or work commitments. This cannot be guaranteed. Interests in tenements in Australia are governed by federal and state legislation and are evidenced by the granting of licences. Each licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance, such as satisfaction of statutory payments (including land taxes and statutory duties) and compliance with work programmes and public health and safety laws.	Section 4.3(b) and sections 5.4, 5.5 and 6 of the Solicitor's Report in Schedule 2

Topic	Summary	More information
	Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise. Further, exploration licences, once granted, are subject to periodic renewal. There is no guarantee that current or future tenement renewals will be approved. Renewal of the term of a granted tenement is at the discretion of the relevant government authority and may include additional or varied expenditure or work commitments or compulsory relinquishment of the areas comprising the Company's projects. 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.	
Exploration and development risks	Mineral exploration and development is a high-risk undertaking. There can be no assurance that exploration of the Projects or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource. Exploration in terrains with existing mineralisation endowments and known occurrences may slightly mitigate this risk. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited due to various issues including lack of ongoing funding, adverse government policy, geological conditions, commodity prices or other technical difficulties.	Section 4.3(c)
Operating risk	Should the Company be successful in developing a Project or Projects, the operations of the Company may be affected by various factors, including operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.	Section 4.3(d)
Mineral Resource estimation risks	At present none of the Projects host a Mineral Resource or Ore Reserve estimate. Whilst the Company intends to undertake exploration activities with the aim of defining a Mineral Resource, no assurances can be given that the exploration will result in the determination of a Mineral Resource. Even if a Mineral Resource is identified, no assurance can be provided that this can be economically extracted.	Section 4.3(e)
Land access risk	Odessa's rights in the Tenements may be obtained by grant by regulatory authorities or be subject to contracts with third parties. The Company may lose its rights to exclusive use of, and access to any, or all, of the Tenements. Land access is critical for exploration and/or exploitation to succeed. It requires both access to the mineral rights and access to the surface rights. Mineral rights may be negotiated and acquired. In all cases the acquisition of prospective exploration and mining licences is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. The Company may not be successful in acquiring or obtaining the	Section 4.3(f) and section 5.9 of the Solicitor's Report in Schedule 2

Topic	Summary	More information
	necessary approvals or consents to conduct exploration or evaluation activities within or outside of the Tenements. Additionally, the Company may not be able to access the Tenements due to natural disasters or adverse weather conditions, political unrest, hostilities or failure to obtain the relevant approvals and consents. Refer to section 5.9 of the Solicitor's Report in Schedule 2 for further information relating to land access issues in respect of the Tenements.	
Native title risks	As set out in section 5.10 of the Solicitor's Report in Schedule 2, all of the Tenements are either wholly or partly within the external boundaries of a registered native title claim or determination. The affected claim or determinations are set out in schedule 1 of the Solicitor's Report. The applications for exploration licences held by Odessa must comply with the applicable 'future act' procedure under the Native Title Act before they may proceed to grant. There also remains a risk that in the future, native title and/or registered native title claims may affect the land the subject of the Tenements or in the vicinity. The existence of native title or native title claims over the area covered by the Tenements (or a subsequent determination of native title over the area), will not impact the rights or interests of the holder under the Tenements provided the Tenements have been validly granted in accordance with the Native Title Act. However, if any granted Tenements were not validly granted in compliance with the Native Title Act, this may have an adverse impact on the Company's activities. There is nothing in the Company's enquiries to indicate that any of the granted Tenements were not validly granted in accordance with the Native Title Act.	Section 4.3(g) and sections 5.10 and 7 of the Solicitor's Report in Schedule 2
DIRECTORS, RELATED PARTY INTERESTS AND SUBSTANTIAL HOLDERS		
Who are the Directors and key management?	As at the date of this Prospectus, the Board comprises: (a) Mr Zane Lewis – Non-Executive Director; (b) Dr Catriona Wallace - Non-Executive Director; and (c) Mr Phil Coulson - Non-Executive Director. On Completion, Dr Catriona Wallace and Mr Phillip Coulson will resign as Directors, Mr Zane Lewis will remain as a Director (with Mr Lewis becoming Non-Executive Chair) and the Company will appoint the following persons as Directors: (a) Dr Darren Holden – Non-Executive Director; and (b) Ms Lisa Wells – Non-Executive Director. Profiles of each of the Proposed Directors are set out in Section 3.6. The Company has also entered into an executive services agreement with Mr Alistair Stephens pursuant to which he will be appointed as Chief Executive Officer commencing 10 January 2022 (refer to Section 7.3(i)).	Sections 3.6 and 6.1

Topic	Summary	More information																														
What interests do Directors and Proposed Directors have in the Securities of the Company?	Set out in the table below are details of the anticipated relevant interests of the existing Directors and Proposed Directors in the Securities of the Company upon Reinstatement: <table><tr><th>Name</th><th>Shares</th><th>% Shares (Min)</th><th>% Shares (Max)</th><th>Options</th></tr><tr><td>Dr Catriona Wallace</td><td>34,838,399</td><td>5.1</td><td>4.7</td><td>-</td></tr><tr><td>Mr Zane Lewis</td><td>26,276,805</td><td>3.8</td><td>3.6</td><td>7,500,000</td></tr><tr><td>Mr Phillip Coulson</td><td>12,724,936</td><td>1.9</td><td>1.7</td><td>-</td></tr><tr><td>Dr Darren Holden</td><td>-</td><td>-</td><td>-</td><td>7,500,000</td></tr><tr><td>Ms Lisa Wells</td><td>1,000,000</td><td>0.1</td><td>0.1</td><td>7,500,000</td></tr></table>	Name	Shares	% Shares (Min)	% Shares (Max)	Options	Dr Catriona Wallace	34,838,399	5.1	4.7	-	Mr Zane Lewis	26,276,805	3.8	3.6	7,500,000	Mr Phillip Coulson	12,724,936	1.9	1.7	-	Dr Darren Holden	-	-	-	7,500,000	Ms Lisa Wells	1,000,000	0.1	0.1	7,500,000	Section 6.2
Name	Shares	% Shares (Min)	% Shares (Max)	Options																												
Dr Catriona Wallace	34,838,399	5.1	4.7	-																												
Mr Zane Lewis	26,276,805	3.8	3.6	7,500,000																												
Mr Phillip Coulson	12,724,936	1.9	1.7	-																												
Dr Darren Holden	-	-	-	7,500,000																												
Ms Lisa Wells	1,000,000	0.1	0.1	7,500,000																												
What benefits are being paid to the Directors?	The Company has entered into a new letter of appointment with Mr Zane Lewis pursuant to which the Company will pay Mr Lewis \$65,700 per annum (inclusive of superannuation) for services provided to the Company as Non-Executive Chair. The Company has also entered into letters of appointment with each of Dr Darren Holden and Ms Lisa Wells pursuant to which the Company will pay each of Dr Holden and Ms Wells \$45,990 per annum (inclusive of superannuation) for services provided to the Company as Non-Executive Directors. The Company has also offered each of Mr Zane Lewis, Dr Darren Holden and Ms Lisa Wells (or their respective nominees) 7,500,000 Incentive Options pursuant to the KMP Offer. The Incentive Options to be issued pursuant to the KMP Offer have an exercise price of \$0.04 each and expire four years from the date of grant. The terms and conditions of the Incentive Options are set out in Section 8.2.	Sections 6.3, 7.3(c), 7.3(d) and 7.3(e)																														
Other transactions with entities in which the Directors have an interest	The Company and SmallCap are parties to the 2016 Mandate and 2020 Mandate (refer to Section 7.3(h)). SmallCap is an entity controlled by Director, Mr Zane Lewis. Accordingly, SmallCap is considered a related party of the Company. Leigh Sinclair (the spouse of Proposed Director, Dr Darren Holden) is a Major Shareholder of Odessa and will receive 22,999,760 Consideration Shares and 11,499,880 Consideration Options (exercisable at \$0.04 on or before 4 years from the date of grant) in part consideration for the Acquisition pursuant to the Terms Sheet. The Consideration Shares to be issued to Leigh Sinclair represent approximately 3.4% of the Company's issued capital on a Minimum Subscription basis. The Company has entered into deeds of indemnity, insurance and access with each of its Directors, the Proposed Directors and the Company Secretary (refer to Section 7.3(f)).	Sections 6.4, 7.3(f) and 7.3(h).																														

Topic	Summary	More information												
Who will be the substantial holders of the Company?	At the date of this Prospectus, the following Shareholders hold a relevant interest in 5% or more of the Shares on issue.	Section 8.4												
	<table><tr><th>Name</th><th>Shares (pre-Consolidation)</th><th>% Shares</th></tr><tr><td>PhoeniXavier Pty Ltd</td><td>174,191,994</td><td>14.7</td></tr><tr><td>Golden Triangle Capital Pty Ltd</td><td>118,884,023</td><td>10.0</td></tr><tr><td>Coulson Brothers Pty Ltd</td><td>63,624,682</td><td>5.4</td></tr></table>		Name	Shares (pre-Consolidation)	% Shares	PhoeniXavier Pty Ltd	174,191,994	14.7	Golden Triangle Capital Pty Ltd	118,884,023	10.0	Coulson Brothers Pty Ltd	63,624,682	5.4
	Name		Shares (pre-Consolidation)	% Shares										
	PhoeniXavier Pty Ltd		174,191,994	14.7										
	Golden Triangle Capital Pty Ltd		118,884,023	10.0										
	Coulson Brothers Pty Ltd		63,624,682	5.4										
	Based on the information known as at the date of this Prospectus, upon Reinstatement, the following persons will have an interest in 5% or more of the Shares on issue.													
<table><tr><th>Name</th><th>Shareholding</th><th>Shares Held (Min Sub) %</th><th>Share Held (Max Sub) %</th></tr><tr><td>PhoeniXavier Pty Ltd</td><td>34,838,399</td><td>5.1</td><td>4.7</td></tr><tr><td>Seamist Enterprises Pty Ltd</td><td>34,687,720</td><td>5.1</td><td>4.7</td></tr></table>	Name	Shareholding	Shares Held (Min Sub) %	Share Held (Max Sub) %	PhoeniXavier Pty Ltd	34,838,399	5.1	4.7	Seamist Enterprises Pty Ltd	34,687,720	5.1	4.7		
Name	Shareholding	Shares Held (Min Sub) %	Share Held (Max Sub) %											
PhoeniXavier Pty Ltd	34,838,399	5.1	4.7											
Seamist Enterprises Pty Ltd	34,687,720	5.1	4.7											
FINANCIAL INFORMATION														
How have the Company and Odessa performed over the past 3 years?	Hall Chadwick has prepared an Independent Limited Assurance Report in respect of the Historical Financial Information of the Company and Pro Forma Historical Financial Information of the Company following the Acquisition. A copy of this report, which includes an explanation of the scope and limitations of the Investigating Accountant's work, is set out in Schedule 1. A summary of the financial history of the Company and Odessa is set out in the financial information section and Independent Limited Assurance Report in Section 5 and Schedule 1 respectively.	Section 5 and Schedule 1												
What is the financial outlook for the Merged Group?	There are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing and outcome of the Company's exploration programme and the general nature of the industry in which the Company will operate, as well as uncertain macro market and economic conditions in the Company's markets, the Company's performance in any future period cannot be reliably estimated. On these bases and after considering ASIC Regulatory Guide 170, the Directors do not believe they have a reasonable basis to reliably forecast future earnings and accordingly forecast financials are not included in this Prospectus.	Section 5												
Will the Merged Group have sufficient funds for its activities?	The Board is satisfied that, upon completion of the Public Offer, the Company will have sufficient working capital to meet its stated objectives.	Section 3.4												
What is the proposed use of funds raised under	The Company intends to use the funds raised under the Public Offer, together with the Company's estimated existing cash reserves as follows:	Section 3.4												

Topic	Summary				More information
the Public Offer?	Minimum Subscription	Year 1 (\$)	Year 2 (\$)	Total (\$)	
	Exploration expenditure – EL 80/5027 (Aries)	870,000	1,470,000	2,340,000	
	Exploration expenditure – EL 04/2364 (Calwynyardah)	280,000	560,000	840,000	
	Acquisition assessment	200,000	300,000	500,000	
	General administration fees and working capital	650,000	550,000	1,200,000	
	Estimated expenses of the Public Offer	520,000	-	520,000	
	Total	2,520,000	2,880,000	5,400,000	
	Maximum Subscription	Year 1 (\$)	Year 2 (\$)	Total (\$)	
	Exploration expenditure – EL 80/5027 (Aries)	885,000	1,598,000	2,483,000	
	Exploration expenditure – EL 04/2364 (Calwynyardah)	282,000	645,000	927,000	
	Acquisition assessment	400,000	700,000	1,100,000	
	General administration fees and working capital	664,000	645,000	1,309,000	
	Estimated expenses of the Public Offer	581,000	-	581,000	
	Total	2,812,000	3,588,000	6,400,000	
ADDITIONAL INFORMATION					
What are the key dates of the Offers?	The key dates of the Offers are set out below:				Indicative Timetable
	Event	Indicative date			
	Lodgement of this Prospectus with ASIC	Thursday, 18 November 2021			
	Exposure Period commences	Thursday, 18 November 2021			
	Record Date for the Priority Offer (5.00pm AEDT)	Thursday, 18 November 2021			
	Opening Date for the Offers	Friday, 26 November 2021			
	Annual General Meeting held to approve the Acquisition	Friday, 26 November 2021			
	Priority Offer Closing Date	Friday, 10 December 2021			
	Closing Date for the Offers (other than the Priority Offer)	Friday, 17 December 2021			
	Issue of Securities under the Offers	Thursday, 30 December 2021			
	Dispatch of holding statements	Thursday, 30 December 2021			
	Completion of the Acquisition	Thursday, 30 December 2021			
	Expected date of Reinstatement	Friday, 31 December 2021			

Topic	Summary	More information
What rights and liabilities attach to the Securities on issue post-Acquisition?	The rights and liabilities attaching to the Shares are described in Section 8.1. The rights and liabilities attaching to Options are described in Section 8.2.	Sections 8.1 and 8.2
How do I apply for Securities under the Offers?	Applications for Securities under the Offers must be made by completing the relevant Application Form in accordance with the instructions set out in the Application Form. Persons wishing to apply for Securities under the Offers (including the Public Offer and the Priority Offer) should refer to Section 2.6 for further details and instructions.	Section 2.6
Who is the Lead Manager to the Public Offer?	The Company has appointed Pursuit Capital to act as lead manager in respect of the Public Offer on the terms summarised in Section 7.3(b).	Sections 2.2 and 7.3(b)
What fees are payable to the Lead Manager?	In consideration for acting as Lead Manager, the Company will pay Pursuit Capital a management fee of 2% and commission of 4% of the total amount raised under the Public Offer. The Company has also agreed to issue Pursuit Capital (or its nominees) 20,000,000 Options at a nominal issue price of \$0.0001 per Option, which are exercisable at \$0.04 each on or before the date that is four years from the date of issue, and otherwise on the terms and conditions set out in Section 8.2. The Company has also agreed to pay Pursuit Capital an ongoing corporate advisory fee of \$4,000 per month for an initial period of 12 months from Completion, and reimburse Pursuit Capital for all reasonable costs and out-of-pocket expenses incidental to the Public Offer. Other than as set out above, no other fees are payable by the Company to any person for finding, arranging or facilitating the Acquisition.	Sections 2.8(a) and 7.3(b)
What are the Lead Manager's interests in the Securities of the Company and Odessa?	As at the date of this Prospectus, neither the Lead Manager nor its associates hold any securities in the Company or Odessa. Based on the information available to the Company as at the date of the Prospectus regarding the intentions of the Lead Manager and its associates in relation to the Offers and assuming neither the Lead Manager nor its associates take up Shares under the Public Offer, the Lead Manager and its associates will have a relevant interest in 20,000,000 Lead Manager Options on Reinstatement.	Section 2.8(b)
What is the allocation policy for the Public Offer?	The Directors will allocate Shares under the Public Offer at their sole discretion with a view to: (a) obtaining an appropriate spread of Shareholders to satisfy Listing Rule 1.1 condition 8; (b) recognising the ongoing support of existing Shareholders;	Section 2.7

Topic	Summary	More information
	(c) identifying new potential long-term or cornerstone investors; and (d) ensuring an appropriate Shareholder base for the Company going forward. The Directors retain an absolute discretion to allocate Shares under the Public Offer, and reserve the right to reject any Application or to allot a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no allotment is made, any surplus Application Monies will be promptly refunded without interest. As described in Section 2.1(d), any Shares not subscribed for under the Priority Offer will be offered under the Public Offer.	
Is the Public Offer underwritten?	The Public Offer is not underwritten.	N/A
Will any Securities be subject to escrow?	Subject to the Company's Shares being reinstated to trading on the ASX, certain Securities in the Company 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 reinstatement. The Securities likely to be subject to escrow are all of the Consideration Shares, Consideration Options, Incentive Options and Lead Manager Options. The Company anticipates that upon Reinstatement, assuming that the Public Offer is fully subscribed, 196,322,384 Shares will be classified as restricted securities by ASX, which will comprise approximately 26.8% of the Company's undiluted issued Share capital upon Reinstatement and 22.1% of the fully diluted issued Share capital upon Reinstatement. The Company's free float at the time of Reinstatement will be not less than 20%.	Section 2.10
When will I receive confirmation that my application has been successful?	The Company participates in CHESS. All trading on the ASX in existing Shares is, and in new Shares will be, settled through CHESS. Holding statements (similar to bank statements) will be sent to Shareholders as soon as practicable after allotment. The Company currently expects to issue holding statements on or about 30 December 2021.	Section 2.11 and Indicative Timetable
What is the Company's dividend policy?	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.	Section 8.5
Further information	Questions relating to this Prospectus, the Offers and the completion of an Application Form can be directed to the Company on +61 8 6555 2950.	Section 2.17

1 Overview of the Acquisition

On 23 August 2021, the Company announced that it had entered into a binding terms sheet (**Terms Sheet**) with Odessa Minerals Limited (**Odessa**) and certain key shareholders of Odessa that are designated as a major shareholder (together, the **Major Shareholders** and each a **Major Shareholder**) whereby the Company will, on the satisfaction of various conditions precedent, acquire 100% of the issued capital in Odessa (**Acquisition**).

Odessa holds:

- (a) a 90% interest in granted exploration licence EL 80/5027; and
- (b) a 100% interest in granted exploration licence EL 04/2364.

Odessa has also entered into the Licence and Tenement Sale Agreement with Celsius to acquire a 100% interest in exploration licence application ELA 80/5117.

In addition, Odessa holds 15 exploration licence applications located in the Kimberley region of Western Australia which, together with the above-mentioned Tenements, constitute the Aries, Ellendale, Calwinyardah and Noonkanbah Projects. All of Odessa's Projects are located in the Kimberley region of Western Australia and are considered prospective for diamonds.

Further information in respect of Odessa's Projects is set out in the Independent Geologist's Report in Schedule 3. A full list of the Tenements in which Odessa holds an interest is set out in Section 3.3(a).

On Completion, Odessa will become a wholly owned subsidiary of the Company, and the Company's main undertaking will be the exploration and development of the Projects.

1.1 Terms Sheet

The Company has entered into the Terms Sheet with Odessa and the Major Shareholders of Odessa dated 23 August 2021 which contemplates the Company acquiring 100% of the issued capital in Odessa and the cancellation of outstanding options in Odessa in consideration for 196,322,384 fully paid ordinary shares in the Company to be issued to the shareholders of Odessa (on a post Consolidation basis) (**Consideration Shares**) and 98,161,192 unquoted options exercisable at \$0.04 on or before the date that is 4 years from the date of grant, to be granted to the option holders of Odessa (**Odessa Optionholders**) (**Consideration Options**).

Completion under the Terms Sheet remains subject to satisfaction (or waiver) of certain conditions precedent, including:

- (a) (**Shareholder approval**) the Company obtaining all necessary Shareholder approvals required by the Corporations Act and the Listing Rules in relation to the Acquisition, including any approvals required to re-comply with the admission and quotation requirements of ASX (refer to Section 1.3);
- (b) (**ASX Waivers**) the Company obtaining all necessary waivers and confirmations required by the Listing Rules in relation to the Acquisition;
- (c) (**ASX re-compliance**) the Company receiving conditional approval from ASX confirming that ASX will grant re-quotation of its Shares on the Official list, on terms reasonably acceptable to the Company;
- (d) (**Public Offer**) the Company raising not less than \$4 million at an issue price of at least \$0.02 per Share;
- (e) (**Prospectus**) the Company lodging a full form prospectus with the ASIC to complete the Public Offer and to re-comply with Chapters 1 and 2 of the Listing Rules;

- (f) **(Prospectus)** Odessa being reasonably satisfied with the content of the Prospectus, the offer price under the Prospectus, the terms of all lead manager or underwriting agreements in respect of the Public Offer (if any) and the content of the Appendix 1A to be lodged with ASX within 7 days of lodging the Prospectus with ASIC;
- (g) **(Minority Shareholder Agreements)** Odessa procuring that each Minority Shareholder enters into a Minority Shareholder Agreement, under which the Minority Shareholder will agree to transfer their Odessa shares to the Company and the Company agrees to accept the transfer of those Odessa shares and issue the proportion of Consideration Shares to them; and
- (h) **(Option Cancellation Deeds)** each Odessa Optionholder entering into an Option Cancellation Deed, under which the Odessa Optionholder agrees to the cancellation of their respective Odessa options and the Company agrees to issue their proportion of the Consideration Options to them.

If any of the conditions precedent set out above (other than the conditions precedent referred to in Sections 1.1(f) or (h)) are not satisfied (or waived) by 17 December 2021 (or such later date as the parties may agree), either the Company or Odessa may terminate the Terms Sheet.

Completion will take place 5 business days after satisfaction or waiver of the Conditions Precedent (or such other date as the parties may agree). On Completion, the Company will acquire 100% of the issued capital in Odessa in consideration for the issue of Consideration Shares and Consideration Options.

On Completion, Dr Catriona Wallace and Mr Phillip Coulson will resign as Directors, Mr Zane Lewis will remain as a Director (with Mr Lewis becoming Non-Executive Chair), and two nominees of Odessa (being Dr Darren Holden and Ms Lisa Wells) will be appointed as Non-Executive Directors (subject to Shareholder approval).

The Terms Sheet contains additional provisions, including warranties and indemnities in relation to the status and operations of Odessa which are considered standard for agreements of this kind. These warranties have been provided by Odessa and the Major Shareholders.

1.2 Suspension and reinstatement on ASX

ASX has determined that the Acquisition, if successfully completed, will represent a significant change in the nature and scale of the Company's activities and therefore requires the approval of Shareholders (which the Company will seek to obtain at the Meeting) and the Company to re-comply with the admission and quotation requirements set out in Chapters 1 and 2 of the Listing Rules.

The Company's Securities are currently suspended from trading on ASX and will not be reinstated unless ASX is satisfied the Company has met the requirements of Chapters 1 and 2 of the Listing Rules and the Company obtains approval of Shareholders at the Meeting for all resolutions required to implement the Acquisition (refer to Section 1.3 for further details).

Some of the key requirements of Chapters 1 and 2 of the Listing Rules are:

- (a) the Company must satisfy the shareholder spread requirements relating to the minimum number of Shareholders and the minimum value of the shareholdings of those Shareholders; and
- (b) the Company must satisfy the "assets test" as set out in Listing Rule 1.3.

It is expected that the conduct of the Public Offer pursuant to this Prospectus will enable the Company to satisfy the above requirements.

Applicants should be aware that ASX will not re-admit or admit any Shares to official quotation until the Company re-complies with Chapters 1 and 2 of the Listing Rules and is re-admitted by ASX to the Official List.

In the event that the Company does not receive conditional approval for re-admission to the Official List, the Company will not proceed with the Public Offer and will repay all Application Monies received by it in connection with this Prospectus (without interest).

Neither ASX nor ASIC take responsibility for the contents of this Prospectus. The fact that ASX may grant official quotation to the Shares issued pursuant to this Prospectus is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares.

1.3 Annual General Meeting

The Company will hold the Meeting primarily for the purpose of seeking the approval of Shareholders for a number of resolutions required to implement the Acquisition and the Offers, including approval for:

- (a) **Consolidation:** the Consolidation (on a 5-to-1 basis);
- (b) **Change in nature and scale of activities:** the significant change to the nature and scale of the Company's activities as a result of the Acquisition under Listing Rule 11.1.2 (refer to Section 1.2);
- (c) **Consideration Offer:** the issue of:
 - (i) 196,322,384 Consideration Shares to the Odessa Shareholders (or their nominees); and
 - (ii) 98,161,192 Consideration Options to the Odessa Optionholders (or their nominees),
 under the Consideration Offer (refer to Section 2.3);
- (d) **Public Offer:** the issue of up to 300,000,000 Shares at an issue price of \$0.02 each to raise a maximum of \$6 million (before costs) under the Public Offer (refer to Section 2.1);
- (e) **Related party participation:** the issue of:
 - (i) up to 2,500,000 Shares to Mr Zane Lewis (or his nominees); and
 - (ii) up to 1,000,000 Shares to Ms Lisa Wells (or her nominees),
 pursuant to the Public Offer (refer to Section 6.2);
- (f) **Appointment of Proposed Directors:** the appointment of Dr Darren Holden and Ms Lisa Wells as Directors (refer to Section 6);
- (g) **Change of Company name:** the change of name of the Company to 'Odessa Minerals Limited';
- (h) **Employee securities incentive plan:** approval of a new employee securities incentive plan (refer to Section 8.3);
- (i) **KMP Offer:** the issue of a total of 32,500,000 Incentive Options to Mr Zane Lewis, Mr Alistair Stephens, Dr Darren Holden and Ms Lisa Wells (or their respective nominees) (refer to Section 2.3(b)); and
- (j) **Lead Manager Offer:** the issue of 20,000,000 Lead Manager Options to the Lead Manager (or its nominees) (refer to Section 2.3(c)).

If any of the resolutions referred to above are not approved by Shareholders at the Meeting, the Acquisition and the Offers will not be completed.

2 Details of the Offers

2.1 Public Offer

(a) General

Pursuant to the Public Offer, the Company offers up to 300,000,000 new Shares at an offer price of \$0.02 per Share to raise up to \$6 million (before costs). The Public Offer is open to the general public.

The Shares to be issued pursuant to the Public Offer are of the same class and will rank equally in all respects with the existing Shares in the Company. The rights and liabilities attaching to the Shares are further described in Section 8.1.

Applications for Shares under the Public Offer must be made on the Public Offer Application Form accompanying this Prospectus and received by the Company on or before the Closing Date. Persons wishing to apply for Shares under the Public Offer should refer to Section 2.6 for further details and instructions.

(b) Minimum subscription

The minimum level of subscription for the Public Offer is 250,000,000 Shares to raise a minimum of \$5 million (before costs) (**Minimum Subscription**). If the Minimum Subscription has not been achieved within four months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any Securities under this Prospectus and will repay all Application Monies in accordance with the Corporations Act.

(c) Oversubscriptions

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

(d) Priority Offer

As part of the Public Offer, the Company is making an offer of up to 150,000,000 Shares to Eligible Shareholders at \$0.02 per Share. To be eligible to participate in the Priority Offer, an applicant must be a resident in Australia and be recorded as being the holder of a Share as at the Record Date, being 5.00pm (AEDT) on 18 November 2021 (**Eligible Shareholders**).

Any Shares not subscribed for under the Priority Offer will be offered under the Public Offer. As set out in the Indicative Timetable, it is intended that the Priority Offer will close on the Priority Offer Closing Date, being 10 December 2021.

The Shares offered under the Priority Offer will rank equally with the existing Shares on issue. A summary of the material rights and liabilities attaching to the Shares offered under the Priority Offer (which as set out above, form part of the Public Offer) is set out in Section 8.1.

(e) Purposes of the Public Offer

The purposes of the Public Offer are to:

- (i) assist with the Company's re-compliance with the admission requirements under Chapters 1 and 2 of the Listing Rules following a significant change to the nature and scale of the Company's activities; and
- (ii) provide funding for the purposes outlined in Section 3.4.

2.2 Lead Manager

The Company has entered into a mandate with Pursuit Capital under which Pursuit Capital has agreed to act as lead manager to the Public Offer. Refer to Section 7.3(b) for further details. The Public Offer is not underwritten.

2.3 Secondary Offers

The Company is also undertaking the Secondary Offers (described below) in connection with the Acquisition. The Secondary Offers are being made under this Prospectus for the purposes described below and also to remove the need for an additional disclosure document to be issued upon the sale of any Securities (or any Shares issued on exercise of any Options) that are issued under the Secondary Offers.

(a) Consideration Offer

This Prospectus also includes the Consideration Offer under which the Company offers 196,322,384 Consideration Shares to the Odessa Shareholders (or their nominees) and 98,161,192 Consideration Options to the Odessa Optionholders (or their nominees) in consideration for the Acquisition.

The Consideration Shares to be issued pursuant to the Consideration Offer are of the same class and will rank equally in all respects with the existing Shares in the Company. A summary of the rights and liabilities attaching to the Consideration Shares is set out in Section 8.1. The Consideration Options to be issued pursuant to the Consideration Offer have an exercise price of \$0.04 each and expire four years from the date of grant. The terms of the Consideration Options are set out in Section 8.2.

Applications for Consideration Shares and Consideration Options under the Consideration Offer may only be made by the Odessa Shareholders (or their nominees) and Odessa Optionholders (or their nominees) respectively on the personalised Consideration Offer Application Form issued to the Odessa Shareholders and the Odessa Optionholders together with a copy of this Prospectus, and must be completed and received by the Company on or before the Closing Date. The Company will only provide Consideration Offer Application Forms to persons entitled to participate in the Consideration Offer.

The Odessa Shareholders and the Odessa Optionholders should refer to Section 2.6 for further details and instructions. No Application Monies are payable under the Consideration Offer.

The Company expects all of the Consideration Shares and Consideration Options issued under the Consideration Offer will be escrowed in accordance with the Listing Rules (refer to Section 2.10).

(b) KMP Offer

This Prospectus also includes the KMP Offer, under which the Company offers a total of 32,500,000 Incentive Options to Mr Zane Lewis (current Director), Mr Alistair Stephens (proposed CEO) and the Proposed Directors as follows:

- (i) 7,500,000 Incentive Options to Mr Zane Lewis (or his nominees);
- (ii) 10,000,000 Incentive Options to Mr Alistair Stephens (or his nominees);
- (iii) 7,500,000 Incentive Options to Dr Darren Holden (or his nominees); and
- (iv) 7,500,000 Incentive Options to Ms Lisa Wells (or her nominees).

The Incentive Options to be issued pursuant to the KMP Offer have an exercise price of \$0.04 each and expire four years from the date of grant. The terms and conditions of the Incentive Options are set out in Section 8.2.

Applications for Incentive Options under the KMP Offer as set out above may only be made by Mr Zane Lewis, Mr Alistair Stephens and the Proposed Directors on the personalised KMP Offer Application Form issued together with a copy of this Prospectus, and must be completed and received by the Company on or before the Closing Date. The Company will only provide KMP Offer Application Forms to persons entitled to participate in the KMP Offer.

Applicants for the KMP Offer should refer to Section 2.6 for further details and instructions. No Application Monies are payable under the KMP Offer.

The Company expects all Incentive Options issued under the KMP Offer will be escrowed for 24 months from Reinstatement in accordance with the Listing Rules (refer to Section 2.10).

(c) **Lead Manager Offer**

This Prospectus also includes the Lead Manager Offer, under which the Company offers 20,000,000 Lead Manager Options to Pursuit Capital (or its nominees). The Lead Manager Options are being issued in consideration for lead manager services provided by the Lead Manager in respect of the Public Offer pursuant to the Lead Manager Mandate.

The Lead Manager Options to be issued pursuant to the Lead Manager Offer have an exercise price of \$0.04 each and expire four years from the date of grant. The terms of the Lead Manager Options are set out in Section 8.2.

The Lead Manager Options are being offered at a nominal issue price of \$0.0001 each.

Applications for Options under the Lead Manager Offer as set out above may only be made by the Lead Manager on the personalised Lead Manager Offer Application Form issued to the Lead Manager together with a copy of this Prospectus, and must be completed and received by the Company on or before the Closing Date. The Company will only provide Lead Manager Offer Application Forms to persons entitled to participate in the Lead Manager Offer.

Applicants for the Lead Manager Offer should refer to Section 2.6 for further details and instructions.

The Company expects all Lead Manager Options issued under the Lead Manager Offer will be escrowed for 24 months from Reinstatement in accordance with the Listing Rules (refer to Section 2.10).

2.4 Conditional Offers

The Offers under this Prospectus are conditional upon the following events occurring:

- (a) the Terms Sheet and Minority Shareholder Agreements becoming unconditional (refer to Section 1.1);
- (b) the Company obtaining approval of Shareholders at the Meeting for all resolutions required to implement the Acquisition (refer to Section 1.3);
- (c) the Company raising the Minimum Subscription of at least \$5 million under the Public Offer (refer to Section 2.1(b));

- (d) to the extent required by ASX or the Listing Rules, each person entering into a Restriction Agreement or being issued a restriction notice imposing restrictions on Securities as mandated by the Listing Rules; and
- (e) ASX providing the Company with a list of conditions on terms acceptable to the Company (acting reasonably) which, when satisfied, will result in Reinstatement.

If these conditions are not satisfied then the Offers will not proceed and the Company will repay all Application Monies received under the Offers in accordance with the Corporations Act.

2.5 Capital structure

The proposed capital structure of the Company on Reinstatement (based on both a Minimum Subscription and Maximum Subscription) is set out below:

Shares	Min Sub	%	Max Sub	%
Existing	1,185,756,703	-	1,185,756,703	-
Post-Consolidation	237,151,341	34.7	237,151,341	32.3
Consideration Offer ¹	196,322,384	28.7	196,322,384	26.8
Public Offer ²	250,000,000	36.6	300,000,000	40.9
Total	683,473,725	100	733,473,725	100

Notes:

- Refer to Section 2.3(a) for details of the Consideration Offer.
- The Company is seeking to raise a minimum of \$5 million (before costs) and a maximum of \$6 million (before costs) under the Public Offer through an offer of a minimum of 250,000,000 and a maximum of 300,000,000 Shares at an issue price of \$0.02 per Share.
- All figures are subject to the effect of rounding post-Consolidation.

Options	Number of Options	% Options
Existing Options	12,754,543	-
Post-Consolidation ¹	2,550,909	1.7
Consideration Offer ²	98,161,192	64.1
KMP Offer ³	32,500,000	21.2
Lead Manager Offer ⁴	20,000,000	13.1
Total	153,212,101	100

Notes:

- Comprising:
 - 823,073 unquoted Options exercisable at \$0.20 on or before 22 May 2022;
 - 130,000 unquoted Options exercisable at \$0.20 on or before 22 March 2023;
 - 797,836 unquoted Options exercisable at \$0.04 on or before 22 February 2022; and
 - 800,000 unquoted Options exercisable at \$0.035 on or before 11 July 2022.
- Consideration Options exercisable at \$0.04 each on or before the date that is 4 years from the date of issue, to be issued to the Odessa Optionholders (or their nominees) on the terms and conditions set out in Section 8.2.
- Incentive Options exercisable at \$0.04 each on or before the date that is 4 years from the date of issue, to be issued to Mr Zane Lewis, Mr Alistair Stephens, Dr Darren Holden and Ms Lisa Wells (or their nominees) on the terms and conditions set out in Section 8.2.
- Lead Manager Options exercisable at \$0.04 each on or before the date that is 4 years from the date of issue, to be issued to the Lead Manager (or its nominees) on the terms and conditions set out in Section 8.2.

2.6 Applications

(a) General

Applications for Shares under the Public Offer and Priority 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 in respect of the Public Offer:

- (i) a Priority Offer Application Form for Eligible Shareholders; and
- (ii) a Public Offer Application Form for all other Applicants under the Public Offer.

By completing an Application Form, each Applicant under the Public Offer and Priority 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 under the Public Offer and Priority Offer must be for a minimum of 100,000 Shares (\$2,000) and then in increments of 25,000 Shares (\$500) and payment for the Shares must be made in full at the issue price of \$0.02 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 by to be processed overnight) and ensure payment is processed by your financial institution on or before the day prior to the Priority Offer Closing Date (in respect of the Priority Offer) and the Closing Date (in respect of all other Applicants under the Public 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.

Priority Offer Applications

Eligible Shareholders can apply under the Priority Offer. Eligible Shareholders are Shareholders with a registered address in Australia on the Record Date. Eligible Shareholders will be allocated Shares under the Priority Offer at the absolute discretion of the Company.

Applications under the Priority Offer must be made by either:

- (i) using the Priority Offer Application Form; or
- (ii) applying online at <https://investor.automic.com.au/#/w/fargoenterprisespriority> and pay the application monies electronically by BPAY® or Electronic Funds Transfer (**EFT**). Applicants will be given a BPAY® biller code and a customer reference number (**CRN**) unique to the online application once the online Application Form has been completed.

The Priority Offer Closing Date is 5.00pm (AEDT) on 10 December 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 Priority 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 Public 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:

- (i) using the Public Offer Application Form accompanying this Prospectus; or
- (ii) applying online at <https://investor.automic.com.au/#/w/fargoenterprises> and pay the application monies electronically by BPAY® or EFT. Applicants will be given a BPAY® biller code and a CRN unique to the online application once the online Application Form has been completed.

The Closing Date for the Public Offer is 5.00pm (AEDT) on 17 December 2021, or such earlier or later date as the Directors, in their absolute discretion, may determine. The Company reserves the right to extend the Public Offer Closing Date or close the Public Offer early without notice.

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

Payment by BPAY®:

If paying by BPAY®, 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 will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid. Applicants using BPAY® should be aware of their financial institution's cut-off time (the time payment must be made by to be processed overnight) and ensure payment is processed by your 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®.

Payment by EFT:

If paying by EFT, please follow the instructions on the Application Form. A unique payment number will be quoted upon completion of the online application. Your payment reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid. Applicants using EFT should be aware of their financial institution's cut-off time (the time payment must be made by to be processed overnight) and ensure payment is processed by your 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 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 return of a completed Application Form with the requisite Application Monies (if applicable) will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained and that the Applicant:

- (i) agrees to be bound by the terms of the relevant Offer;
- (ii) declares that all details and statements in the Application Form are complete and accurate;
- (iii) declares that, if they are an individual, they are over 18 years of age and have full legal capacity and power to perform all its rights and obligations under the Application Form;
- (iv) authorises the Company and its respective officers or agents, to do anything on their behalf necessary for the Securities to be issued to them, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Application Form;
- (v) acknowledges that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that Securities are suitable for them given their investment objectives, financial situation or particular needs;
- (vi) acknowledges that the Securities have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and accordingly, the Securities may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws; and
- (vii) agrees to receive all communications from the Company (including notices of meeting) electronically using the email address nominated by the Applicant, unless the Applicant elects otherwise.

The Public Offer may be closed at an earlier date and time at the discretion of the Directors, without prior notice. Applicants are therefore encouraged to submit their Application Forms as early as possible. However, the Company reserves the right to extend the Public Offer or accept late Applications.

(b) **Consideration Offer**

Only the Odessa Shareholders (or their respective nominees) and the Odessa Optionholders (or their respective nominees) may accept the Consideration Offer. The Company will only provide an Application Form in relation to the Consideration Offer to the Odessa Shareholders and the Odessa Optionholders, together with a copy of this Prospectus. No monies are payable for the Securities under the Consideration Offer.

(c) **KMP Offer**

Only Mr Zane Lewis, Mr Alistair Stephens and the Proposed Directors (or their respective nominees) may accept the KMP Offer. The Company will only provide an Application Form in relation to the KMP Offer to Mr Zane Lewis, Mr Alistair Stephens and the Proposed Directors, together with a copy of this Prospectus. No Application Monies are payable under the KMP Offer.

(d) **Lead Manager Offer**

Only the Lead Manager (or its nominees) may accept the Lead Manager Offer. The Company will only provide an Application Form in relation to the Lead Manager Offer to

the Lead Manager, together with a copy of this Prospectus. The Lead Manager Options are being offered at a nominal issue price of \$0.0001 each.

2.7 Allocation and allotment of Shares under the Public Offer

The Directors will allocate Shares under the Public Offer at their sole discretion with a view to:

- (a) obtaining an appropriate spread of Shareholders to satisfy Listing Rule 1.1 condition 8;
- (b) recognising the ongoing support of existing Shareholders;
- (c) identifying new potential long-term or cornerstone investors; and
- (d) ensuring an appropriate Shareholder base for the Company going forward.

The Directors retain an absolute discretion to allocate Shares under the Public Offer, and reserve the right to reject any Application or to allot a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no allotment is made, any surplus Application Monies will be promptly refunded without interest.

As described in Section 2.1(d), any Shares not subscribed for under the Priority Offer will be offered under the Public Offer.

Subject to the satisfaction of the conditions of the Public Offer, the allotment of Shares will occur as soon as practicable after the Public Offer closes. Holding statements will be dispatched as required by ASX. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares.

Applicants who sell the Shares before they receive their holding statement will do so at their own risk. There is no assurance that any Applicant will be allocated any Shares for which the Applicant has applied.

2.8 Key advisors' interests in Securities

Pursuit Capital (also referred to in this Prospectus as the Lead Manager) has been appointed as lead manager to the Public Offer and is a party to the Lead Manager Mandate.

(a) Fees payable to the Lead Manager

Pursuant to the Lead Manager Mandate, the Company has agreed to pay the Lead Manager a:

- (i) management fee of 2%; and
- (ii) commission of 4%,

of the total amount raised under the Public Offer.

The Company has also agreed to issue the Lead Manager (or its nominees) 20,000,000 Lead Manager Options at a nominal issue price of \$0.0001 per Option, which are exercisable at \$0.04 each on or before the date that is four years from the date of issue, and otherwise on the terms and conditions set out in Section 8.2 (subject to Shareholder approval). If all of the Lead Manager Options are converted into Shares, they will represent approximately 2.84% (on a Minimum Subscription basis) and 2.65% (on a Maximum Subscription basis), of the Company's expanded issued Share capital on Reinstatement (assuming no further Securities are issued). As outlined in Section 5.10, the Lead Manager Options have a fair value of \$0.0114 per Option (being a total value of \$228,268).

The Company has also agreed to pay Pursuit Capital an ongoing corporate advisory fee of \$4,000 per month for an initial period of 12 months from Completion, and reimburse Pursuit Capital for all reasonable costs and out-of-pocket expenses incidental to the

Public Offer. The Company has not yet paid the Lead Manager for services under the Lead Manager Mandate accrued thus far.

(b) Lead Manager's interests in Securities

As at the date of this Prospectus, neither the Lead Manager nor its associates hold any securities in the Company or Odessa.

Based on the information available to the Company as at the date of the Prospectus regarding the intentions of the Lead Manager and its associates in relation to the Offers and assuming neither the Lead Manager nor its associates take up Shares under the Public Offer, the Lead Manager and its associates will have a relevant interest in 20,000,000 Lead Manager Options on Reinstatement.

(c) Lead Manager's participation in previous placements

The Lead Manager has not participated in any placement of Securities by the Company or Odessa in the two years preceding lodgement of this Prospectus.

2.9 Application Monies to be held in trust

The Application Monies for Shares to be issued pursuant to the Public Offer and Options under the Lead Manager Offer will be held in a separate bank account on behalf of Applicants until the Securities are allotted. If the Shares to be issued under this Prospectus are not admitted to official quotation within a period of three months from the date of this Prospectus, the Application Monies will be refunded in full without interest, and any Shares or Lead Manager Options issued will be deemed to be void. All interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

2.10 Escrow arrangements

Subject to Reinstatement, certain Securities in the Company will be classified by ASX (in its absolute discretion) as restricted securities and will be required to be held in escrow for up to 24 months from the date of Reinstatement. During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

Shares offered under the Public Offer will not be subject to any escrow restrictions.

The Securities likely to be subject to escrow are approximately all of the Consideration Shares, Consideration Options, Incentive Options and Lead Manager Options. The Company anticipates that upon Reinstatement, assuming that the Public Offer is fully subscribed, 196,322,384 Shares will be classified as restricted securities by ASX, which will comprise approximately 26.8% of the Company's undiluted issued Share capital upon Reinstatement and 22.1% of the fully diluted issued Share capital upon Reinstatement.

Prior to the Company's Shares being reinstated to trading on the ASX, the Company will enter into Restriction Agreements with the recipients of the restricted securities or issue escrow notices in accordance with Chapter 9 of the Listing Rules, and the Company will announce to ASX full details (quantity and duration) of the Securities required to be held in escrow.

The Company's free float at the time of Reinstatement will be not less than 20%.

2.11 CHESS and issuer sponsorship

The Company participates in CHESS. All trading on the ASX in existing Shares is, and in new Shares will be, settled through CHESS. ASX Settlement, a wholly-owned subsidiary of the ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules. On behalf of the Company, the Share Registry operates an electronic issuer sponsored sub-

register and an electronic CHESS sub-register. The two sub- registers together make up the Company's principal register of securities.

Under CHESS, the Company does not issue certificates to Shareholders. Rather, holding statements (similar to bank statements) will be sent to Shareholders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for Shareholders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for Shareholders who elect to hold their Shares on the issuer sponsored sub- register). The statements will set out the number of existing Shares (where applicable) and the number of new Shares allotted under this Prospectus and provide details of a Shareholder's holder identification number (for Shareholders who elect to hold Shares on the CHESS sub-register) or Shareholder reference number (for Shareholders who elect to hold their Shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each Shareholder at the end of each month in which there is a transaction on their holding, as required by the Listing Rules.

2.12 Reinstatement and Official Quotation

Within seven days after lodgement of this Prospectus, the Company will apply to ASX for re-admission to the Official List and for the Shares, including those offered by this Prospectus, to be granted official quotation (apart from any Shares that may be designated by ASX as restricted securities).

If ASX does not grant permission for official quotation within three months after the date of this Prospectus (or within such longer period as may be permitted by ASIC), none of the Securities offered by this Prospectus will be allotted and issued. If no allotment and issue is made, all Application Monies will be refunded to Applicants (without interest) as soon as practicable.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant official quotation is not to be taken in any way as an indication of the merits of the Company or the Securities offered pursuant to this Prospectus.

2.13 Risks

As with any investment in securities, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 4 of this Prospectus. The Securities offered under this Prospectus should be considered highly speculative. Accordingly, before deciding to invest in the Company, Applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

2.14 Overseas investors

An offer made pursuant to this Prospectus is not made to persons or in places which would not be lawful to make the offer. No action has been taken to register the Offers under this Prospectus or otherwise permit the Offers to be made in any jurisdiction outside Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should observe any such restrictions. Failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer of Securities in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the Securities may not be offered or sold, in any country outside Australia.

2.15 Privacy disclosure

Persons who apply for Securities pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Securities, to provide facilities and services to Security holders, and to carry out various administrative functions.

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

If the information requested is not supplied, the Company may not be able to process your application for Securities. By submitting an Application Form, you agree that the Company may use the information provided by you on the Application Form for the purposes set out herein and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

A Security holder has a right to gain access to, correct and update the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

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

2.16 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offers, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

2.17 Enquiries

This is an important document and should be read in its entirety. Investors should consult with their professional advisers before deciding whether to apply for Securities under this Prospectus. Any investment in the Company under this Prospectus should be considered highly speculative.

Questions relating to the Offers and the completion of an Application Form can be directed to the Company on +61 8 6555 2950 or info@fargoenterprises.com.au.

3 Overview of the Company, Odessa and the Merged Group

3.1 Existing activities of the Company

The Company was incorporated in New South Wales on 14 November 1935 and admitted to the Official List on 3 July 1986.

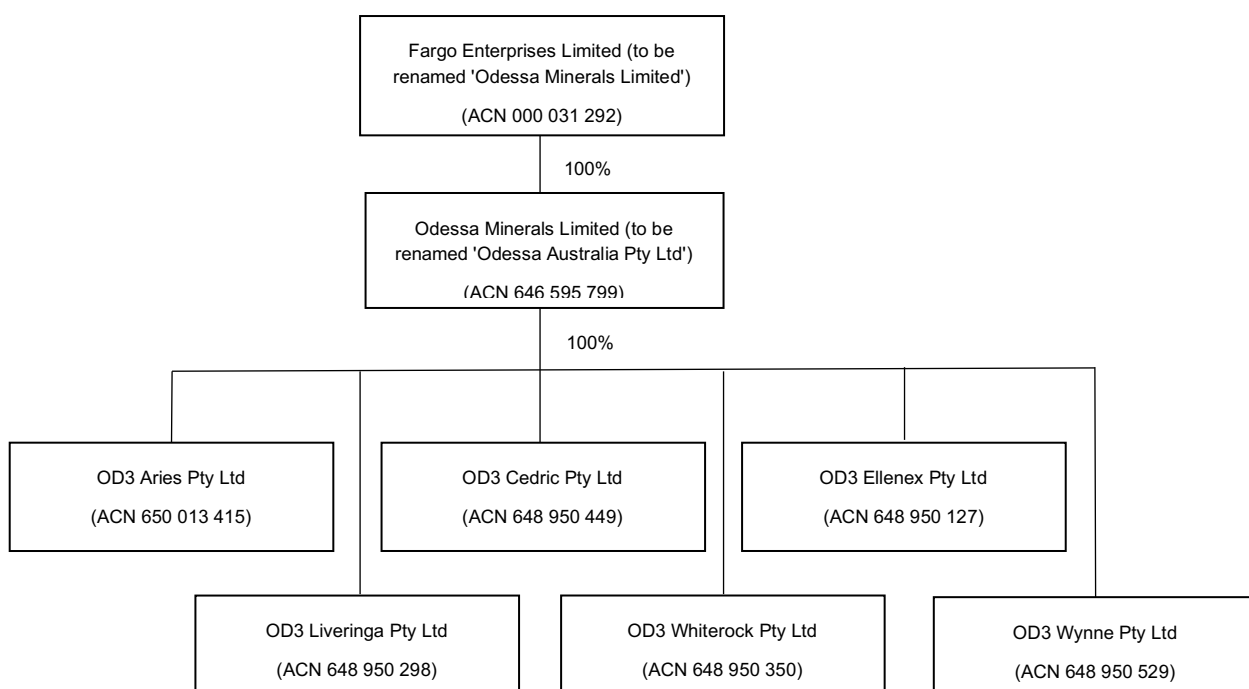
The principal activities of the Company historically consisted of the development of an artificial intelligence platform based on machine learning technology held by Flamingo Customer Experience Inc. On 26 August 2020, the Company announced it had entered into a binding share purchase agreement with BDNM for the sale of all of the issued capital in Flamingo Customer Experience Inc. (a company incorporated under the laws of Delaware, USA) to BDNM. The sale of Flamingo Customer Experience Inc. completed on 28 October 2021 and represents a sale of the Company's main undertaking to BDNM.

The Company's securities were suspended from official quotation on 26 July 2021 and have remained suspended since that date. The Company has since been focussed on the evaluation of potential acquisitions to facilitate Reinstatement.

On 23 August 2021, the Company announced the Acquisition. Further details of the Acquisition are set out in Section 1. Further details in respect of Odessa and the Projects are set out in Section 3.3.

3.2 The Merged Group

On Completion, Odessa will become a wholly owned subsidiary of the Company, and the Company's main undertaking will be the exploration and development of the Projects in accordance with the strategy described in Section 3.3. The corporate structure of the Merged Group on Completion will be as follows:



Notes:

1. All subsidiaries of Odessa are registered in Australia and are 100% wholly owned by Odessa.
2. Prior to Completion, Odessa intends to change company type to a proprietary limited company, and change its name to 'Odessa Australia Pty Ltd' to allow for the change of Company name to 'Odessa Minerals Limited'.

3.3 About Odessa

(a) General overview

Odessa holds:

- (i) a 90% interest in granted exploration licence EL 80/5027; and
- (ii) a 100% interest in granted exploration licence EL 04/2364.

Odessa has also entered into the Licence and Tenement Sale Agreement with Celsius to acquire a 100% interest in exploration licence application ELA 80/5117.

In addition, Odessa holds 15 exploration licence applications located in the Kimberley region of Western Australia which, together with the above-mentioned Tenements, constitute the Aries, Ellendale, Calwinyardah and Noonkanbah Projects. All of Odessa's

Projects are located in the Kimberley region of Western Australia and are considered prospective for diamonds.

Odessa was incorporated in Western Australia on 14 December 2020. The current directors of Odessa are Dr Darren Holden, Mr Colwin Lloyd and Mr Nigel Brand. On Completion, Messrs Colwin Lloyd and Nigel Brand will resign as directors of Odessa and be replaced by Mr Zane Lewis and Ms Lisa Wells (with Dr Darren Holden remaining a director of Odessa).

Further information in respect of Odessa's Projects is set out in the Independent Geologist's Report in Schedule 3. A full list of the Tenements in which Odessa holds an interest is set out below, as well as in schedule 1 of the Solicitor's Report in Schedule 2 and section 2.2 of the Independent Geologist's Report in Schedule 3.

Tenement	Project	Holder	Status	Expiry	Area (blocks)
EL 80/5027	Aries	Jindalee (10%) / OD3 Aries (90%)	Granted	9-Oct-22	30
ELA 80/5117	Aries	Celsius	Pending	N/A	200
ELA 80/5685	Aries	OD3 Aries	Pending	N/A	59
ELA 80/5686	Aries	OD3 Aries	Pending	N/A	29
ELA 80/5687	Aries	OD3 Aries	Pending	N/A	40
ELA 04/2696	Ellendale	Odessa	Pending	N/A	15
ELA 04/2697	Ellendale	Odessa	Pending	N/A	70
ELA 04/2698	Ellendale	Odessa	Pending	N/A	46
ELA 04/2699	Ellendale	Odessa	Pending	N/A	5
ELA 04/2693	Calwinyardah (Liveringa)	Odessa	Pending	N/A	20
EL 04/2364	Calwinyardah	Volclays Pty Ltd ¹	Granted	9-Mar-25	12
ELA 04/2695	Calwinyardah	Odessa	Pending	N/A	43
ELA 04/2714	Calwinyardah	OD3 Wynne	Pending	N/A	12
ELA 04/2694	Noonkanbah	Odessa	Pending	N/A	45
ELA 04/2704	Noonkanbah	Odessa	Pending	N/A	32
ELA 04/2705	Noonkanbah	Odessa	Pending	N/A	70
ELA 04/2707	Noonkanbah	Odessa	Pending	N/A	16
ELA 04/2719	Noonkanbah	OD3 Wynne	Pending	N/A	12

Notes:

1. Odessa has acquired a 100% interest in EL 04/2364 pursuant to the Calwinyardah Sale Agreement (refer to Section 7.2(c)). Transfer of this Tenement to Odessa remains subject to formal registration of the transfer by the Department.

(b) Location

All of Odessa's Projects (namely, the Aries, Ellendale, Calwinyardah and Noonkanbah Projects) are located in the Kimberley region of Western Australia, as shown below in Figure 1.

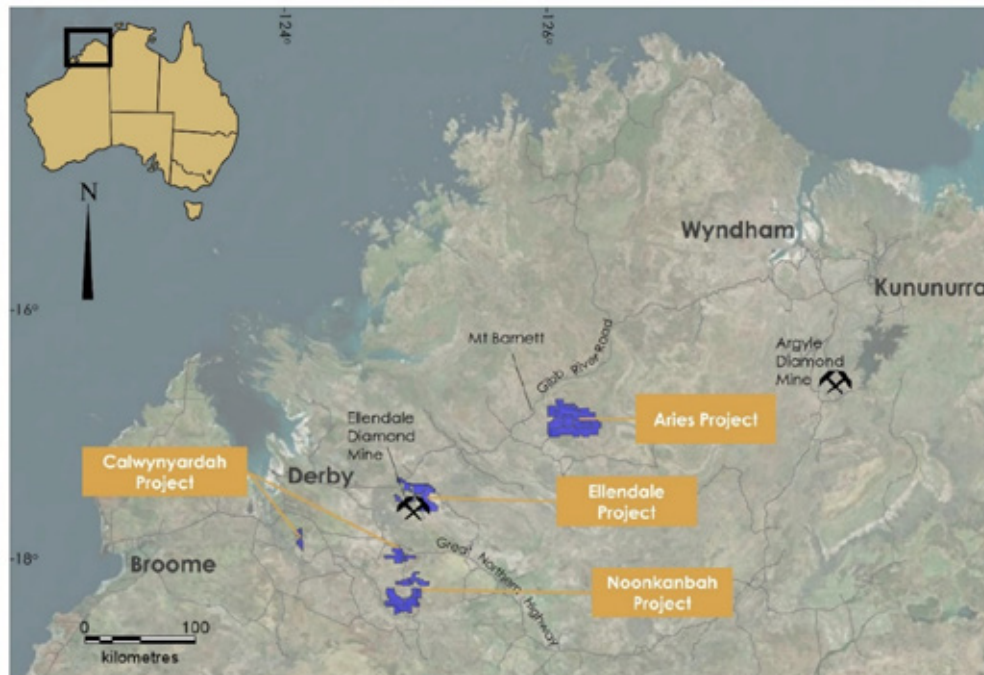


Figure 1: Project Location Map (source Odessa, October 2021)

(c) **Aries Project**

The Aries Project consists of granted exploration licence EL 80/5027 and exploration licence applications ELA 80/5117, ELA 80/5685, ELA 80/5686 and ELA 80/5687 that cover the known kimberlite pipes of Aries, Aries North, and to the south of Aries, Helena, Athena, Persephone and Niobe.

Odessa, through its wholly owned subsidiary OD3 Aries, holds a 90% interest in exploration licence EL 80/5027, which was acquired pursuant to the Aries Sale and JV Agreement. Jindalee holds the remaining 10% interest in this Tenement. Odessa has also entered into the Licence and Tenement Sale Agreement with Celsius to acquire a 100% interest in exploration licence application ELA 80/5117. Exploration licence applications ELA 80/5685, ELA 80/5686 and ELA 80/5687 are held by Odessa's wholly owned subsidiary, OD3 Aries.

The Aries Project is located in the central Kimberley region of Western Australia, approximately 300 kilometres west of Derby. The Aries Project covers geology that forms part of the northern limb of the Phillips Range Anticline, a major east-plunging structure within the Proterozoic Kimberley block. A succession of Lower Proterozoic sandstone and volcanics dip to the northeast. The area has been the subject of sporadic exploration since 1986.

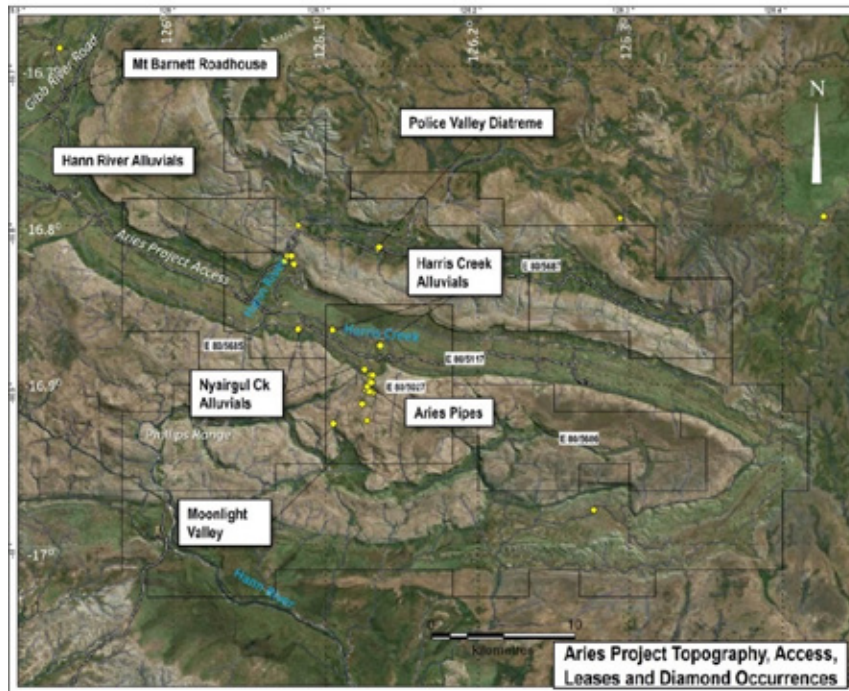


Figure 2: Aries Project Topography Access, Leases and Diamond Occurrences (Source: Odessa, September 2021)

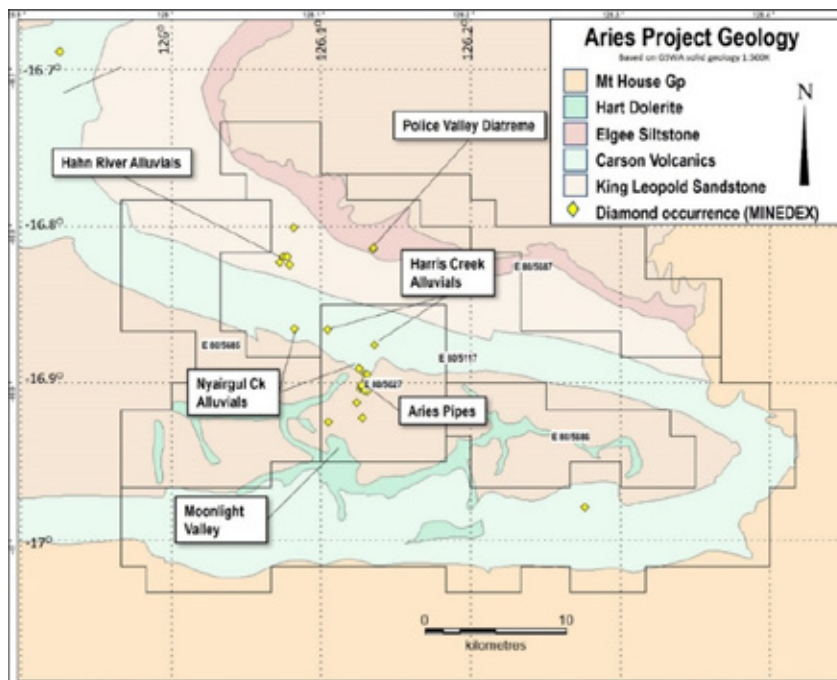


Figure 3: Aries Project Geology (Source: Odessa, September 2021)

For further information in respect of the Aries Project, refer to section 3 of the Independent Geologist's Report in Schedule 3.

(d) **Ellendale Project**

The Ellendale Project consists of exploration licence applications ELA 04/2696, ELA 04/2697, ELA 04/2698 and ELA 04/2699 which were applied for by Odessa. The applications surround the Ellendale Diamond Field and are located approximately 160 kilometres east of Derby and 100 kilometres west of Fitzroy Crossing, Western Australia.

The Ellendale Project is located in the Permian Fitzroy Trough, one of four sub-basins separated by basement highs that together comprise the Canning Basin. The basin comprises a sequence of continental sediments dominated by mudstones to cross-bedded fine sandstones with occasional coarser units. The Ellendale Project has been subjected to diamond exploration from the mid-1970s.

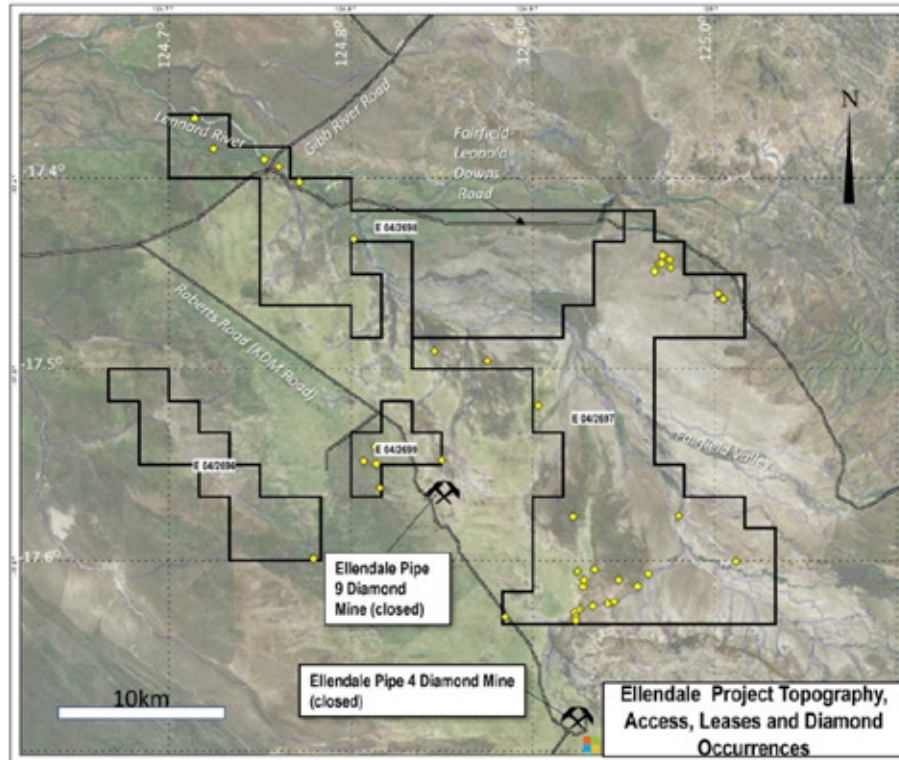


Figure 4: Ellendale Project Topography, Access, Leases and Diamond Occurrences (Source: Odessa, October 2021)

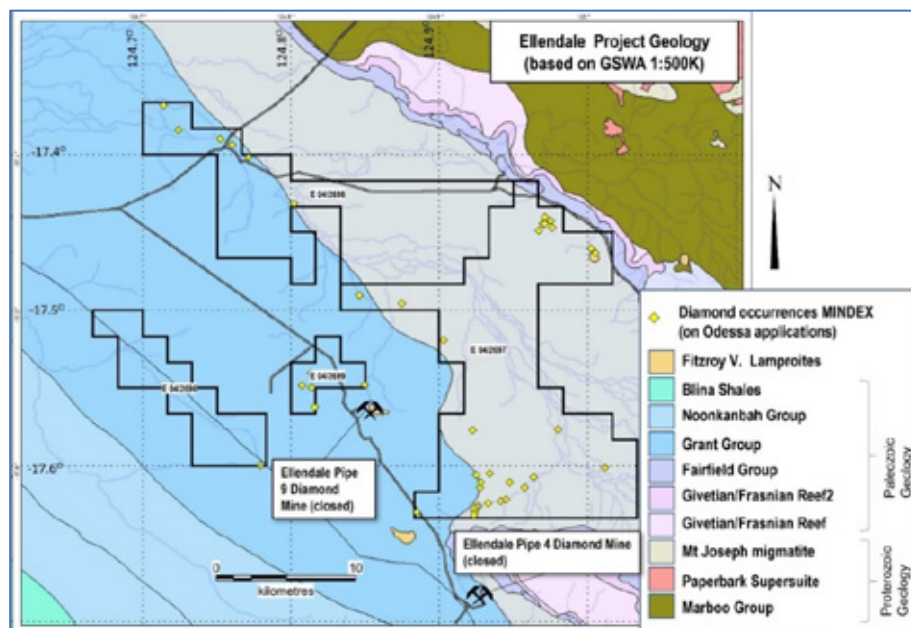


Figure 5: Ellendale Project Geology (Source: Odessa, September 2021)

For further information in respect of the Ellendale Project, refer to section 4 of the Independent Geologist's Report in Schedule 3.

(e) **Calwynyardah Project**

The Calwynyardah Project comprises of one granted exploration licence EL 04/2364 and two exploration licence applications, being ELA 04/2714 and ELA 04/2695 (Calwynyardah main) which are contiguous with EL 04/2364. In addition, the Calwynyardah Project also includes exploration licence application ELA 04/2693 (Liveringa sub-project). Odessa holds a 100% interest in exploration licence EL 04/2364, and is the holder of applications ELA 04/2695 and ELA 04/2693. ELA 04/2714 is held by Odessa's wholly owned subsidiary, OD3 Wynne.

The Calwynyardah Project (main) is located approximately 75 kilometres west of Fitzroy Crossing, and the Liveringa sub-project is located approximately 65km south-southeast of Derby. The Calwynyardah Project regional geology is similar to that at the Ellendale Project. The Calwynyardah Project includes Calwynyardah and Laymans Bore East lamproite pipes which, with surface areas of 125 and 103 hectares respectively, are two of the largest lamproite pipes known in the region. The extent and internal structure of these pipes has been defined by previous exploration programs.

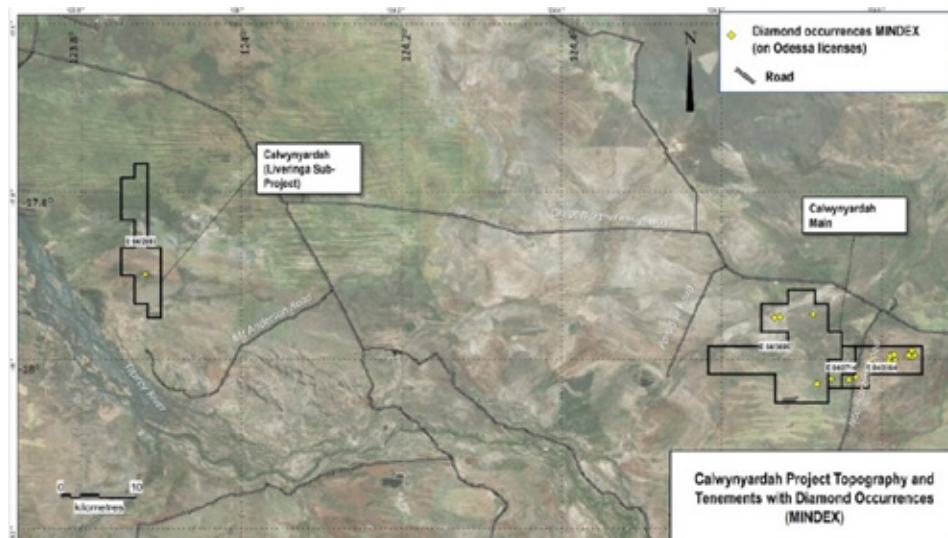


Figure 6: Calwynyardah Project Topography and Tenements with Diamond Occurrences (Source: Odessa, October 2021)

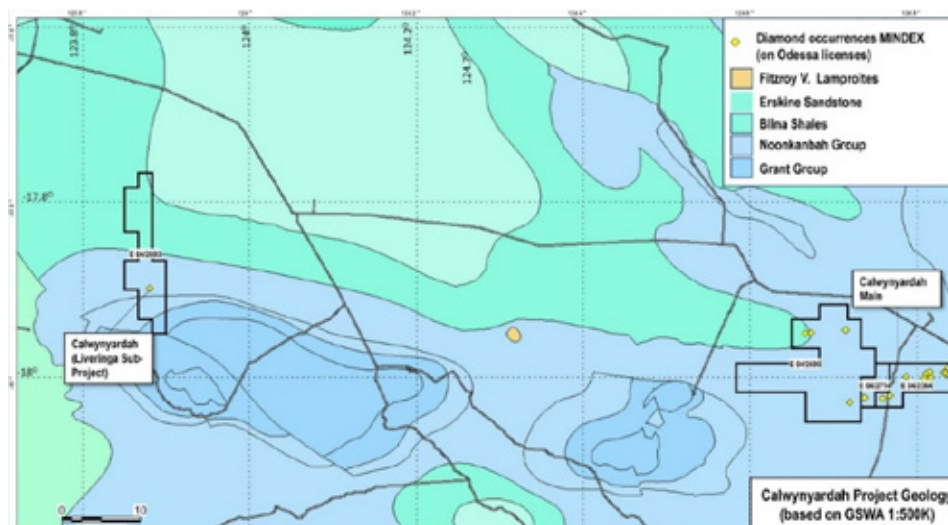


Figure 7: Calwynyardah Project Geology (Source: Odessa, September 2021)

For further information in respect of the Calwynyardah Project, refer to section 5 of the Independent Geologist's Report in Schedule 3.

(f) **Noonkanbah Project:**

The Noonkanbah Project comprises of five exploration licence applications ELA 04/2694, ELA 04/2704, ELA 04/2705, ELA 04/2707 and ELA 04/2719. Odessa is the holder of all applications (other than ELA 04/2719, which is held by a wholly owned subsidiary of Odessa, OD3 Wynne).

The Noonkanbah Project area is located approximately 80 kilometres west of Fitzroy Crossing in the central Kimberley region of Western Australia. The Noonkanbah Lamproite Diamond Field covers a large area in the central part of the Fitzroy. 29 lamproites are known, 17 exposed and two concealed, ranging from a large breccia pipe (Mount Abbott), the volcanic plug of Machells Pyramid, to an isolated dyke (Mount Cedric North) and the large pluton-like body of the Walgidee Hills (the largest known Lamproite in Australia). Most of the diamond exploration in the Noonkanbah area occurred between 1969 and 1980, with only sporadic exploration in the area since that time.

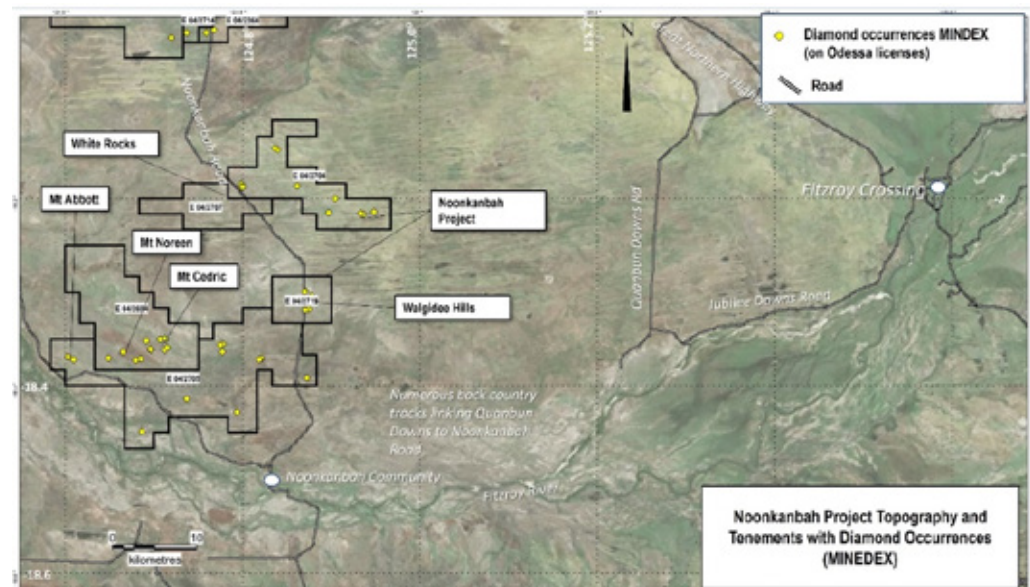


Figure 8: Noonkanbah Project Topography and Tenements with Diamond Occurrences (Source: Odessa, October 2021)

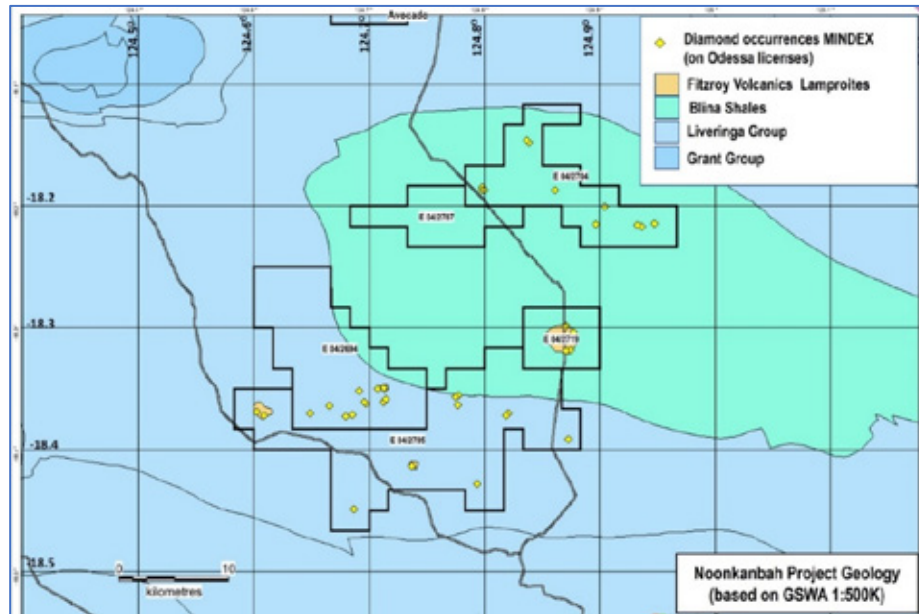


Figure 9: Noonkanbah Project Geology (Source: Odessa, September 2021)

For further information in respect of the Noonkanbah Project, refer to section 6 the Independent Geologist's Report in Schedule 3.

(g) **Strategy of the Company Post-Acquisition**

The Company has a proposed exploration budget in respect of granted Tenements, being EL 80/5027 (Aries) and EL 04/2364 (Calwynyardah). Subject to completing the Acquisition and the Public Offer, the Company intends to undertake the following activities in respect of the Projects:

- (i) **EL 80/5027 (Aries):** historic data integration, ground based geophysics to assess paleo-channel location and target areas; surface geochemistry to assess pathfinders on kimberlites; Mineral Resource assessment (geological modelling, diamond recovery test work (on alluvial channels and potential of kimberlite pipes), microdiamond and macrodiamond testwork (for grade estimation) and the relocation and survey of historic exploration activities), and if warranted following surface work, selected bulk-sampling/drilling;
- (ii) **EL 04/2364 (Calwynyardah):** historic data integration, mapping, ground based geophysics to assess paleo-channel location and target areas; surface geochemistry to assess pathfinders on lamproite pipes and, if warranted following surface work, selected bulk-sampling/drilling; and
- (iii) **Applications for exploration licences (Calwynyardah, Aries, Ellendale and Noonkanbah):** advancement of applications for exploration licences, including negotiations with traditional owners and stakeholders, in respect of these applications to proceed towards grant status in the first and second years following Reinstatement.

For further information, refer to section 7 of the Independent Geologist's Report in Schedule 3.

Although the Company's focus will be on EL 80/5027 and EL 04/2364, as with most exploration entities, it will assess other new business opportunities in the resource sector over time which complement its business and create additional Shareholder value. If and when a viable investment opportunity is identified, the Board may elect to acquire or

exploit such opportunity by way of acquisition, joint venture or earn-in arrangement which may involve the payment of consideration in cash, equity or a combination of both. The Board will assess the suitability of investment opportunities by utilising its experience in evaluating projects. There are uncertainties in the process of identifying and acquiring new and suitable projects. The Company confirms that it is not currently considering other acquisitions and that future acquisitions are likely to be in or related to the mineral resource sector.

(h) **Proposed exploration budget**

The Company proposes to fund its intended activities as outlined in the tables below from the proceeds of the Public Offer. It should be noted that the budget will be subject to modification on an ongoing basis depending on the results obtained from exploration undertaken. This will involve an ongoing assessment of the Projects and may lead to increased or decreased levels of expenditure, reflecting a change in emphasis. Subject to the above, the following exploration budget takes into account the proposed expenses over the next 2 years (on both a Minimum Subscription and Maximum Subscription basis). As budgeted below, the Company's exploration expenditure will exceed the expenditure requirement for the Tenements.

Minimum Subscription				
Project	Proposed work	Year 1 (\$)	Year 2 (\$)	Total (\$)
EL 80/5027 (Aries)	Tenement costs	\$10,000	\$10,000	\$20,000
	Geology and field work	\$240,000	\$240,000	\$480,000
	Geophysical studies	\$120,000	\$100,000	\$220,000
	Drilling or Bulk Sample Tests	\$500,000	\$1,120,000	\$1,620,000
	Subtotal	\$870,000	\$1,470,000	\$2,340,000
EL 04/2364 (Calwynyardah)	Tenement costs	\$2,000	\$2,000	\$4,000
	Geology and fieldwork	\$58,000	\$100,000	\$158,000
	Geophysical Studies	\$62,000	\$20,000	\$82,000
	Drilling or Bulk Sample Tests	\$158,000	\$438,000	\$596,000
	Subtotal	\$280,000	\$560,000	\$840,000
	Total	\$1,150,000	\$2,030,000	\$3,180,000

Maximum Subscription				
Project	Proposed work	Year 1 (\$)	Year 2 (\$)	Total (\$)
EL 80/5027 (Aries)	Tenement costs	\$10,000	\$10,000	\$20,000
	Geology and field work	\$245,000	\$520,000	\$765,000
	Geophysical studies	\$75,000	\$90,000	\$165,000
	Drilling or Bulk Sample Tests	\$555,000	\$977,500	\$1,532,500
	Subtotal	\$885,000	\$1,597,500	\$2,482,500
EL 04/2364 (Calwynyardah)	Tenement costs	\$2,000	\$2,000	\$4,000
	Geology and fieldwork	\$85,000	\$200,000	\$285,000
	Geophysical Studies	\$40,000	\$20,000	\$60,000
	Drilling or Bulk Sample Tests	\$155,000	\$423,000	\$578,000
	Subtotal	\$282,000	\$645,000	\$927,000
	Total	\$1,167,000	\$2,242,500	\$3,409,500

3.4 Proposed use of funds

The Company intends to use the funds raised under the Public Offer, together with the Company's estimated existing cash reserves post-Acquisition as follows:

Minimum Subscription	Year 1 (\$)	Year 2 (\$)	Total (\$)
Exploration expenditure – EL 80/5027 (Aries)	870,000	1,470,000	2,340,000
Exploration expenditure – EL 04/2364 (Calwynyardah)	280,000	560,000	840,000
Acquisition assessment ¹	200,000	300,000	500,000
General administration fees and working capital ²	650,000	550,000	1,200,000
Estimated expenses of the Public Offer	520,000	-	520,000
Total	2,520,000	2,880,000	5,400,000

Maximum Subscription	Year 1 (\$)	Year 2 (\$)	Total (\$)
Exploration expenditure – EL 80/5027 (Aries)	885,000	1,598,000	2,483,000
Exploration expenditure – EL 04/2364 (Calwynyardah)	282,000	645,000	927,000
Acquisition assessment ¹	400,000	700,000	1,100,000
General administration fees and working capital ²	664,000	645,000	1,309,000
Estimated expenses of the Public Offer	581,000	-	581,000
Total	2,812,000	3,588,000	6,400,000

Notes

- The Company proposes to actively pursue further acquisitions which complement its existing focus. If and when a viable investment opportunity is identified, the Board may elect to acquire or exploit such opportunity by way of acquisition, joint venture or earn-in arrangement which may involve the payment of consideration in cash, equity or a combination of both. The Company notes that in relation to the "acquisition assessment" funds allocated in the table above:
 - the Company is not currently considering other acquisitions;
 - that future acquisitions are likely to be in or related to the mineral resources sector;
 - that the timing of any such transactions is not yet known, and that the Company may not expend these funds in year 1 and/or in year 2; and
 - the Company may elect to reallocate some or all of these funds to exploration.
- Working capital includes the general costs associated with the management and operation of the Company including administration expenses, rent and other associated costs. Working capital also includes surplus funds.

The above table is a statement of the Board's current intentions as at the date of this Prospectus. Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors including:

- the risk factors outlined in Section 4; and
- the outcome of operational activities, regulatory developments and market and general economic conditions.

In light of this, the Board reserves the right to alter the way the funds are applied.

The Board is satisfied that upon completion of the Public Offer, the Company will have sufficient working capital to meet its stated objectives.

The Company notes there is no certainty to when or to what extent any Options will be exercised. Depending on the amount raised (if any) from the exercise of any Options, the Directors' current intention is to apply funds towards:

- further marketing and business development;
- general working capital; and
- acquisition assessment.

3.5 Consideration for the Acquisition

The Board considers that the quantum of Consideration Shares and Consideration Options to be issued for the Acquisition reflects reasonable fair value of Odessa in view of the Company having conducted arm's length negotiations with representatives of Odessa to arrive at the commercial terms of the Acquisition.

In determining the consideration for the Acquisition, the Board also took into account the following considerations:

- (a) third party transactions in the mining and resources industry;
- (b) the experience and strengths of incoming management; and
- (c) the Board's assessment of the future prospects of Odessa.

As with the acquisition of any growth business or asset that does not have a stable track record of revenue and profitability, there is not always an appropriate formal valuation methodology (e.g. discounted cash flow) available when determining the purchase price. As such, the Board did not adopt a particular formal valuation methodology but rather the Board undertook a comparable transaction approach and was required to take into account qualitative factors such as those set out above in coming to a decision on price.

The Board is of the opinion that the opportunity presented under the Acquisition represents an opportunity that is in the best interests of current Shareholders of the Company and was involved in a lengthy negotiation process prior to executing the Terms Sheet.

The opportunity structured and presented under the Acquisition presents Shareholders with the opportunity to hold a position in an exciting diamonds exploration entity with development potential.

The Company's entry into the Terms Sheet followed an extensive search for potential acquisition assets by the Board to facilitate Reinstatement.

The existing Directors have spent significant time and resources identifying and conducting due diligence on a number of potential acquisition opportunities in a range of sectors. Following the identification of Odessa as a potential acquisition, the Directors conducted due diligence on Odessa and the Tenements, met the directors and senior management of Odessa and conducted negotiations. As noted in Section 3.1, the primary role of the existing Directors was to identify and implement a transaction to facilitate Reinstatement, and delivering value for shareholders. As such, on Completion, Dr Catriona Wallace and Mr Phillip Coulson will resign and be replaced by Dr Darren Holden and Ms Lisa Wells.

3.6 Board of Directors

On Completion, Dr Catriona Wallace and Mr Phillip Coulson will resign as Directors, Mr Zane Lewis will remain as a Director (with Mr Lewis becoming Non-Executive Chair), and two nominees of Odessa (being Dr Darren Holden and Ms Lisa Wells) will be appointed as Non-Executive Directors.

Set out below is background information in relation to the skills and experience of Mr Zane Lewis and the Proposed Directors.

Mr Zane Lewis – current Non-Executive Director and proposed Non-Executive Chair

Mr Lewis is a current Non-Executive Director of the Company. Mr Lewis is a principal and founder of corporate advisory firm SmallCap Corporate which specialises in corporate advisory services to ASX listed companies. Mr Lewis has been instrumental in the early stage development of several ASX companies and provides the Board with a wealth of knowledge obtained from his diverse financial and corporate experience in previous appointments. Mr Lewis is also a fellow of

the Governance Institute of Australia. Mr Lewis is also non-executive director of ASX-listed Kingsland Global Limited and Lion Energy Limited.

Mr Lewis will not be considered to be an independent Director.

Dr Darren Holden – proposed Non-Executive Director

Dr Holden is a geologist and experienced director with over 25 years of worldwide experience in mineral discovery and mineral exploration technologies. Dr Holden holds a BSc (Hons) from The University of Western Australia, and a PhD from The University of Notre Dame Australia. He is currently a director of Aurumin Limited (ASX:AUN) and has previously been a director of ABM Resources NL (now Prodigy Gold NL), alternate director of Todd River Resources Limited and director of Clancy Exploration Limited (now RareX Limited). Currently Dr Holden runs GeoSpy Pty Ltd, a private mineral exploration advisory business.

Dr Holden will be considered an independent director.

Ms Lisa Wells – proposed Non-Executive Director

Ms Wells has 26 years' experience as an exploration geologist working across various commodities including diamonds, bulk commodities, gold and base metals. Ms Wells holds a BAppSc. (Geology) from Curtin University.

Ms Wells was a Senior Geologist at United Kimberley Diamonds where the Phillips Range diamond bulk sampling program at Aries South in the Central Kimberley was undertaken. Ms Wells has significant experience with environmental and permitting approvals as well as on-ground coordination of the trial mining operation, feasibility studies and project management in a range of commodities including diamonds, gold, phosphate and base metals.

Ms Wells is currently also a non-executive Director of Territory Minerals Ltd, a gold company with projects in North Queensland.

Ms Wells will be considered an independent director.

3.7 Voting power of Odessa Shareholders

As detailed in Sections 8.4 and 2.5, on Completion, assuming that the Odessa Shareholders do not participate in the Public Offer, it is expected that the Odessa Shareholders will hold approximately 28.7% of the issued capital in the Company on a Minimum Subscription basis and 26.8% on a Maximum Subscription basis, and that Seamist Enterprises Pty Ltd, a Major Shareholder, will be a substantial shareholder in the Company (with an anticipated 5.1% interest in Shares on a Minimum Subscription basis). No Odessa Shareholder (together with any associates) will hold more than 20% of the issued capital of the Company on Completion.

4 Risk Factors

This Section identifies the key dependencies and areas of risk associated with the Acquisition, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. References to the Company in this Section 4 include the Merged Group.

4.1 Risks relating to the change in nature and scale of activities

(a) Re-Quotation of Shares on ASX

The Acquisition constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotations of its Shares on the ASX. Should this occur, the Shares will likely remain in suspension and not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the Listing Rules.

(b) Liquidity risk

On Completion, the Company will issue certain Securities which may be classified by ASX (in its absolute discretion) as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement. Details of the expected escrow restrictions are set out in Section 2.10. The application of the ASX escrow restrictions may be considered to result in a liquidity risk as the issued capital will not be able to be traded freely for a period of time and the ability of a Shareholder to dispose of his or her Shares in a timely manner may be affected.

(c) Dilution risk

As detailed in Section 2.5, the Company currently has 1,185,756,703 Shares on issue (on a pre-Consolidation basis). On Completion (assuming the Maximum Subscription is raised):

- (i) the existing Shareholders will retain approximately 32.3% of the Company's issued Share capital on an undiluted basis and 26.7% of the Company's issued Share capital on a fully diluted basis;
- (ii) the Odessa Shareholders will hold approximately 26.8% of the Company's issued Share capital on an undiluted basis and 22.1% of the Company's issued Share capital on a fully diluted basis; and
- (iii) the investors under the Public Offer will hold approximately 40.9% of the Company's issued Share capital on an undiluted basis and 33.8% of the Company's issued Share capital on a fully diluted basis.

There is a risk that the interests of Shareholders will be further diluted as a result of future capital raisings that will be required in order to fund the future development of the Company.

(d) Completion, counterparty and contractual risk

As set out in Section 1.1, the Company has agreed to acquire 100% of the issued capital of Odessa subject to the fulfilment of certain conditions precedent. There is a risk that the conditions precedent for Completion will not be fulfilled and, in turn, that Completion will not occur.

The ability of the Company to achieve its stated objectives will depend on the performance by Odessa and the Odessa Shareholders of their obligations under the Terms Sheet and Minority Shareholder Agreements (as applicable). If Odessa, the Odessa Shareholders or any other counterparty defaults in the performance of its obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly and without any certainty of a favourable outcome.

As set out in Section 7.3(g), the Company is a party to the SPA with BDNM for the sale of Flamingo Customer Experience Inc. If BDNM defaults in the performance of its obligations under the SPA, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly and without any certainty of a favourable outcome. Further, the Company is exposed to the risk of potential claims in relation to

warranties and indemnities given under the SPA. Any such claim if proven may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation and is not aware of any threatened litigation.

4.2 Specific risks applicable to the Merged Group

On Completion, Odessa will become a wholly owned subsidiary of the Company and the exploration and development of the Projects will become the Company's primary undertaking. Set out below is a non-exhaustive list of key risks applicable to the Merged Group.

(a) Limited operational history

Odessa is an early stage exploration company and has limited operational history on which to evaluate its business and prospects. The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stages of their development, particularly in the mineral exploration sector, which has a high level of inherent risk and uncertainty. No assurance can be given that the Company will achieve commercial viability through the successful exploration on, or mining development of, the Projects. Until the Company is able to realise value from the Projects, it is likely to incur operational losses.

(b) Future capital requirements

Odessa does not have operating revenue and post-Acquisition, is unlikely to generate any operating revenue unless and until a Project or Projects are successfully developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities. The Company believes its available cash and the net proceeds of the Public Offer should be adequate to fund its business development activities, exploration program and other Company objectives in the medium term as stated in this Prospectus.

In order to successfully develop the Projects and for production to commence, the Company will require further financing in the future, in addition to amounts raised pursuant to the Public Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities including resulting in the Tenements being subject to forfeiture, and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Securities in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(c) New projects and acquisitions

The Company will actively pursue and assess other new business opportunities in the resources sector. These new business opportunities may take the form of direct project

acquisitions, joint ventures, farm-ins, acquisition of tenements / permits, and/or direct equity participation.

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from the Projects and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

4.3 Mining industry risks

(a) Grant risk for exploration licence applications

Various Tenements held by Odessa are applications for an exploration licence which must be granted to Odessa before it may acquire 100% legal and beneficial interest in those Tenements.

Odessa has entered into the Licence and Tenement Sale Agreement (refer to Section 7.2(b)) to acquire a 100% interest in exploration licence application ELA 80/5117. ELA 80/5117 is an application for an exploration licence which cannot be transferred by the applicant before grant and if granted, cannot be transferred during the first year of term without the prior written consent of the Minister due to the operation of section 64(1) of the Mining Act. Accordingly, ELA 80/5117 may not be transferred to Odessa until it is granted and the Minister consents to the transfer (if transferred during the first year of term).

Odessa is also the registered holder of 15 applications for exploration licences (refer to Section 3.3(a) for details). As noted in section 5.2 of the Solicitor's Report in Schedule 2, 12 of the applications are subject to objections lodged under the Mining Act. An application may only proceed to grant if either the objection(s) is withdrawn by agreement between the tenement applicant and the objector or, failing agreement, the Minister decides to grant the application after a hearing before the Mining Warden. These objections are discussed at section 9.2 of the Solicitor's Report. Once the Mining Act objections are dispensed with, those applications must comply with the applicable 'future act' procedure under the Native Title Act before they may proceed to grant.

Whilst the Company has no reason to believe these applications will not be granted, there is a risk that the applications may not be granted or only granted on conditions unacceptable to the Company. If an application is not granted, the Company will not acquire an interest in that tenement. The tenement applications therefore should not be considered as an asset of the Company. Information in respect of the tenement applications is provided in this Prospectus to provide investors with sufficient information about each in the event such applications are granted.

For further information, refer to sections 5.2 and 6 of the Solicitor's Report in Schedule 2.

(b) Tenement title

Odessa's title to the Tenements (and if applicable, once granted) will generally require the Company to continue to satisfy its expenditure or work commitments. This cannot be guaranteed.

Interests in tenements in Australia are governed by federal and state legislation and are evidenced by the granting of licences. Each licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance, such as satisfaction of statutory payments (including land taxes and statutory duties) and compliance with work programmes and public health and safety laws. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

Further, exploration licences, once granted, are subject to periodic renewal. There is no guarantee that current or future tenement renewals will be approved. Renewal of the term of a granted tenement is at the discretion of the relevant government authority and may include additional or varied expenditure or work commitments or compulsory relinquishment of the areas comprising the Company's projects. 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.

The Tenements may be relinquished either in total or in part even though a viable mineral deposit may be present, in the event that:

- (i) exploration or production programmes yield negative results;
- (ii) insufficient funding is available;
- (iii) such a tenement is considered by the Company to not meet the risk/reward or other criteria of the Company;
- (iv) its relative perceived prospectivity is less than that of other tenements in the Company's portfolio, which take a higher priority; or
- (v) a variety of other reasons.

For further information, refer to sections 5.4, 5.5 and 6 of the Solicitor's Report in Schedule 2.

(c) Exploration and development risks

Mineral exploration and development is a high-risk undertaking. There can be no assurance that exploration of the Projects or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource. Exploration in terrains with existing mineralisation endowments and known occurrences may slightly mitigate this risk.

Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited due to various issues including lack of ongoing funding, adverse government policy, geological conditions, commodity prices or other technical difficulties.

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, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities. In the event that exploration programs are unsuccessful this could lead to a diminution in the value of its projects, a reduction in the cash reserves of the Company and possible relinquishment of part or all of its projects.

(d) **Operating risk**

Should the Company be successful in developing a Project or Projects, the operations of the Company may be affected by various factors, including operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

(e) **Mineral Resource estimation risks**

At present none of the Projects host a Mineral Resource or Ore Reserve estimate. Whilst the Company intends to undertake exploration activities with the aim of defining a Mineral Resource, no assurances can be given that the exploration will result in the determination of a Mineral Resource. Even if a Mineral Resource is identified, no assurance can be provided that this can be economically extracted. The calculation and interpretation of resource estimates are by their nature expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly through additional fieldwork or when new information or techniques become available. This may result in alterations to development and mining plans, which may in turn adversely affect the Company's operations.

(f) **Land access risk**

Odessa's rights in the Tenements may be obtained by grant by regulatory authorities or be subject to contracts with third parties. The Company may lose its rights to exclusive use of, and access to any, or all, of the Tenements.

Land access is critical for exploration and/or exploitation to succeed. It requires both access to the mineral rights and access to the surface rights. Mineral rights may be negotiated and acquired. In all cases the acquisition of prospective exploration and mining licences is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. The Company may not be successful in acquiring or obtaining the necessary approvals or consents to conduct exploration or evaluation activities within or outside of the Tenements. Additionally, the Company may not be able to access the Tenements due to natural disasters or adverse weather conditions, political unrest, hostilities or failure to obtain the relevant approvals and consents.

Refer to section 5.9 of the Solicitor's Report in Schedule 2 for further information relating to land access issues in respect of the Tenements.

(g) **Native title risks**

As set out in section 5.10 of the Solicitor's Report in Schedule 2, all of the Tenements are either wholly or partly within the external boundaries of a registered native title claim or determination. The affected claim or determinations are set out in schedule 1 of the Solicitor's Report. The applications for exploration licences held by Odessa must comply with the applicable 'future act' procedure under the Native Title Act before they may proceed to grant.

There also remains a risk that in the future, native title and/or registered native title claims may affect the land the subject of the Tenements or in the vicinity. The existence of native title or native title claims over the area covered by the Tenements (or a subsequent determination of native title over the area), will not impact the rights or interests of the holder under the Tenements provided the Tenements have been validly granted in accordance with the Native Title Act.

However, if any granted Tenements were not validly granted in compliance with the Native Title Act, this may have an adverse impact on the Company's activities. There is nothing in the Company's enquiries to indicate that any of the granted Tenements were not validly granted in accordance with the Native Title Act.

The grant of any future tenure to the Company over areas that are covered by registered claims or determinations will likely require engagement with the relevant claimants or native title holders (as relevant) in accordance with the Native Title Act.

In addition, determined native title holders may seek compensation under the Native Title Act for the impacts of acts affecting native title rights and interests after the commencement of the *Racial Discrimination Act 1975* (Cth) on 31 October 1975.

The State of Western Australia has passed liability for compensation for the impact of the grant of mining tenements under the Mining Act onto mining tenement holders pursuant to section 125A of the Mining Act. Outstanding compensation liability will lie with the current holder of the Tenements at the time of any award of compensation pursuant to section 125A of the Mining Act or, in the event there is no holder at that time, the immediate past holder of the relevant Tenements.

Compensation liability may be determined by the Federal Court or settled by agreement with native title holders, including through Indigenous Land Use Agreements (which have statutory force) and common law agreements (which do not have statutory force). At this stage, the Company is not able to quantify any potential compensation payments, if any.

For further information, refer to sections 5.10 and 7 of the Solicitor's Report in Schedule 2.

(h) Heritage Risk

In addition to the registered Aboriginal sites and other heritage sites identified in schedule 1 of the Solicitor's Report at Schedule 2, there remains a risk that other Aboriginal sites may exist on the land the subject of the Tenements. The existence of such sites may preclude or limit mining activities in certain areas of the Tenements.

For further information, refer to sections 5.10 and 8 of the Solicitor's Report in Schedule 2.

(i) Third party risks

Under Western Australian and Commonwealth legislation (as applicable), the Company may be required to obtain the consent of and/or pay compensation to the holders of third-party interests which overlay areas within the Tenements, including pastoral leases, petroleum tenure and other mining tenure in respect of exploration or mining activities on the Tenements.

Any delays in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas.

(j) **Environmental risk**

The operations and proposed activities of the Company are subject to Australian laws and regulations concerning the environment. The costs of complying with these laws and regulations may impact the development of economically viable projects. 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 field 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.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that Odessa is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.

Government authorities may, from time to time, review the environmental bonds that are placed on permits. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

(k) **Regulatory risk**

The Company will need to obtain regulatory approvals and licences to undertake its operations. There is no guarantee that such approvals and licences will be granted. In addition, various conditions may be imposed on the grants of such regulatory approvals and licences which may impact on the cost or the ability of the Company to mine the tenements.

Under the Mining Act, a tenement holder must apply for and be granted a Programme of Work (**POW**) approval before conducting any ground disturbing activities with mechanised equipment. As described in Section 3.3(g) and the Independent Geologist's Report in Schedule 3, Odessa intends to conduct non-ground disturbing activities (including ground based geophysics) and, if warranted, the Company will be required to submit a POW application to DMIRS for approval of selected drilling on EL 80/5027 and EL 04/2364. A POW approval is considered to be in the ordinary course, and the Company is not aware of any reason why a POW approval would not be granted.

In addition, the Company's capacity to undertake future mining operations may be affected by various factors such as:

- (i) potential inability to obtain necessary consents and approvals to mine;
- (ii) delay to obtaining necessary consents and approvals to mine;
- (iii) increased costs in obtaining necessary consents and approvals to mine; and
- (iv) limited ground available for mining due to access restrictions and limitations.

(l) **Currency price volatility**

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. The price of diamonds fluctuates and is affected by numerous factors beyond the control of the Company, such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system and other global or regional political, social or economic events. Future serious price declines in the market values of diamonds, and other minerals could cause the development of, and eventually the commercial production from, the Company's projects and the Company's other properties to be rendered uneconomic. Depending on the prices of commodities, the Company could be forced to discontinue production or development and may lose its interest in, or may be forced to sell, some of its properties. There is no assurance that, even as commercial quantities of diamonds are produced, a profitable market will exist for it.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and 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.

In addition to adversely affecting any potential future reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

(m) **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition, including major mineral exploration and production companies. 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.

Some of the Company's competitors have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out refining operations and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

(n) **Reliance on key personnel**

The Company will be reliant on a number of key personnel and consultants, including its incoming CEO and members of the Board. The loss of one or more of these key contributors could have an adverse impact on the business of the Company.

It may be particularly difficult for the Company to attract and retain suitably qualified and experienced people given the current high demand in the industry and relatively small size of the Company, compared with other industry participants.

4.4 General risks

(a) **Discretion in use of capital**

The Board and the Company's management have discretion concerning the use of the Company's capital resources as well as the timing of expenditures. Capital resources may be used in ways not previously anticipated or disclosed. The results and the effectiveness of the application of capital resources are uncertain. If they are not applied effectively, the Company's financial and/or operational performance may suffer.

(b) **Investment in capital markets**

As with all stock market investments, there are risks associated with an investment in the Company. Securities listed on the stock market have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of Shares regardless of the Company's performance.

(c) **General economic conditions**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, commodity prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Company's operating and financial performance and financial position. The Company's future possible revenues and Share prices may be affected by these factors, which are beyond the control of the Company.

(d) **Changes in government policies and legislation**

Any material adverse changes in government policies or legislation of Australia or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.

(e) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(f) **COVID-19 risk**

The outbreak of the coronavirus disease COVID-19 is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the

Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The effects of COVID-19 on the Company's Share price may also impede the Company's ability to raise capital, or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

(g) Climate change risks

The climate change risks particularly attributable to the Company include:

- (i) 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
- (ii) 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.

(h) Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares.

(i) Litigation risk

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, financial performance and financial position. The Company is not currently engaged in any litigation and is not aware of any threatened litigation.

5 Financial Information

5.1 Introduction

This Section sets out the Historical Financial Information of the Company and Pro Forma Historical Financial Information of the Merged Group. The Directors are responsible for the inclusion of the Financial Information in this Prospectus. The purpose of the inclusion of the Pro Forma Historical Financial Information is to illustrate the effects of the Acquisition and the Public

Offer. Hall Chadwick has prepared an Independent Limited Assurance Report in respect of the Historical Financial Information and the Pro Forma Historical Financial Information. A copy of this report is set out in Schedule 1.

All information present in this Section should be read in conjunction with the balance of this Prospectus, including the Independent Limited Assurance Report in Schedule 1.

5.2 Basis and method of preparation

The Historical Financial Information has been prepared in accordance with the recognition and measurement requirements of Australian Accounting Standards and the accounting policies adopted by the Company (also referred to in this Section as "the Group") as detailed in Note 1 of Section 5.10. The Pro Forma Historical Financial Information has been derived from the Historical Financial Information and assumes the completion of the pro forma adjustments as set out in Note 2 of Section 5.10 as if those adjustments had occurred as at 30 June 2021.

The Financial Information contained in this Section is presented in an abbreviated form and does not contain all the disclosures that are provided in a financial report prepared in accordance with the Corporations Act and Australian Accounting Standards and Interpretations.

The Historical Financial Information comprises:

- the historical Statement of Profit or Loss and Other Comprehensive Income for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 for the Company;
- the historical Statement of Profit or Loss and Other Comprehensive Income for the period from 14 December 2020 to 30 June 2021 for Odessa;
- the historical Statement of Financial Position as at 30 June 2019, 30 June 2020 and 30 June 2021 of the Company;
- the historical Statement of Financial Position as at 30 June 2021 for Odessa.
- the historical Statement of Cash Flows for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 for the Company; and
- the historical Statement of Cash Flows for the period ended 30 June 2021 for Odessa, (collectively, the **Historical Financial Information**).

The Pro Forma Historical Financial Information comprises:

- the Pro Forma Statement of Financial Position of the Merged Group as at 30 June 2021, prepared on the basis that the pro forma adjustments and subsequent events detailed in Note 2 had occurred as at 30 June 2021; and
- the Notes to the Pro Forma Historical Financial Information, (collectively, the **Pro Forma Historical Financial Information**).

The Historical Financial Information and Pro Forma Historical Financial Information are collectively referred to in this Section as the **"Financial Information"**.

The Historical Financial Information of the Company has been extracted from the financial reports of the Company for the years ended 30 June 2019, 30 June 2020 and 30 June 2021. The financial reports for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 were audited by William Buck in accordance with Australian Auditing Standards. William Buck issued an unqualified audit opinion with material uncertainty related to going concern for the years ended 30 June 2019, 30 June 2020 and 30 June 2021.

The Historical Financial Information of Odessa has been extracted from the financial report of Odessa for the period ended 30 June 2021. The financial report for Odessa for the period ended

30 June 2021 was audited by Hall Chadwick in accordance with Australian Auditing Standards. Hall Chadwick issued an unqualified audit opinion with material uncertainty related to going concern for the period ended 30 June 2021.

5.3 Historical statement of profit or loss and other comprehensive income

Odessa Minerals Limited (to be renamed 'Odessa Australia Pty Ltd')	Audited* period 30 June 2021 \$
Expenses	
Finance costs	10,000
Exploration related expenditure	5,098
Consulting and accounting	9,750
General and administration expenditure	5,774
Legal fees	13,255
Loss before income tax expense	43,877
Income tax expense	-
Loss after income tax expense for the year	43,877
Other comprehensive income, net of income tax	-
Total comprehensive loss for the year	43,877

* Please refer to Section 5.2 with respect to the audit opinion issued by Hall Chadwick on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 5.10 and the Independent Limited Assurance Report in Schedule 1.

5.4 Historical statement of profit or loss and other comprehensive income

Fargo Enterprises Limited (to be renamed 'Odessa Minerals Limited')	Audited* year 30 June 2021 \$	Audited* year 30 June 2020 \$	Audited* year 30 June 2019 \$
Other income	34,289	40,247	132,773
Impairment expenses	-	(21,076)	-
Corporate expenses	(265,982)	(337,766)	(297,615)
Employee expenses	-	(189,498)	(649,451)
Occupancy and office expenses	(2,474)	(26,976)	(34,830)
Public company expenses	(324,542)	(251,096)	(401,545)
Transaction costs	(35,000)	(88,000)	-
Depreciation expense	(8,175)	-	-
Travel and entertainment	-	(2,354)	(31,154)
Interest expense	-	(3,374)	(1,368)
Profit/(loss) before income tax	(601,884)	(879,893)	(1,283,190)
Income tax (expense)/benefit	-	-	-
Profit/(loss) for the year from continuing operations	(601,884)	(879,893)	(1,283,190)
Loss for the year from discontinued operations	(243,066)	(2,705,782)	(5,758,587)
Loss for the year	(844,950)	(3,585,675)	(7,041,777)

Other comprehensive income:***Items that may be reclassified subsequently
to profit or loss***

Exchange differences on translating foreign

operations	(4,730)	18,118	(167,407)
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Total comprehensive loss for the year	(849,680)	(3,567,557)	(7,209,184)
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Total comprehensive income for the year is attributable to:**Loss for the year**

Continuing operations	(601,884)	(879,893)	(1,283,190)
-----------------------	-----------	-----------	-------------

Discontinuing operations	(243,066)	(2,705,782)	(5,758,587)
--------------------------	-----------	-------------	-------------

	(844,950)	(3,585,675)	(7,041,777)
--	-----------	-------------	-------------

Other comprehensive income for the year

Continuing operations	-	-	-
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Discontinuing operations	(4,730)	18,118	(167,407)
--------------------------	---------	--------	-----------

	(4,730)	18,118	(167,407)
--	---------	--------	-----------

	(849,680)	(3,567,557)	(7,209,184)
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* Please refer to Section 5.2 with respect to the audit opinions issued by William Buck on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 5.10 and the Independent Limited Assurance Report in Schedule 1.

5.5 Historical statement of financial position

**Odessa Minerals Limited (to be renamed
'Odessa Australia Pty Ltd')**

Audited*
period
30 June 2021
\$

ASSETS

Current Assets

Cash and cash equivalents	216,971
Other current assets	5,827
Total current assets	222,798

Non-current assets

Exploration and evaluation expenditure	152,350
Total non-current assets	152,350

Total Assets	375,148
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LIABILITIES

Current liabilities

Trade and other payables	97,136
Borrowings	104,400
Total current liabilities	201,536

Total Liabilities	201,536
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Net Assets	173,612
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EQUITY

Shares to be issued	207,918
Issued Capital	9,571
Accumulated losses	(43,877)
Total equity	173,612

* Please refer to Section 5.2 with respect to the audit opinion issued by Hall Chadwick on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 5.10 and the Independent Limited Assurance Report in Schedule 1.

5.6 Historical statement of financial position

**Fargo Enterprises Limited (to be renamed
'Odessa Minerals Limited')**

Audited*	Audited*	Audited*
year	year	year
30 June 2021	30 June 2020	30 June 2019
\$	\$	\$

ASSETS

Current Assets

Cash and cash equivalents	649,519	1,522,261	5,018,109
Trade and other receivables	20,103	23,970	202,843
Other current assets	6,795	44,242	74,412
Assets classified as held for sale	49,434	187,492	-
Total current assets	725,851	1,777,965	5,295,364

Non-current assets

Plant and equipment	7,650	16,654	40,944
Total non-current assets	7,650	16,654	40,944

Total Assets	733,501	1,794,619	5,336,308
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LIABILITIES**Current liabilities**

Trade and other payables	50,003	51,563	324,980
Deferred income	-	-	112,143
Provisions	-	-	157,072
Liabilities classified as held for sale	23,061	423,405	-
Total current liabilities	73,064	474,968	594,195

Total Liabilities

73,064	474,968	594,195
---------------	----------------	----------------

Net Assets

660,437	1,319,651	4,742,113
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EQUITY

Issued Capital	34,997,148	34,893,595	34,893,595
Reserves	259,995	325,897	913,930
Accumulated losses	(34,596,706)	(33,899,841)	(31,065,412)
Total equity	660,437	1,319,651	4,742,113

* Please refer to Section 5.2 with respect to the audit opinions issued by William Buck on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 5.10 and the Independent Limited Assurance Report in Schedule 1.

5.7 Historical statement of cash flows

**Odessa Minerals Limited (to be renamed
'Odessa Australia Pty Ltd')**

Audited*
period
30 June 2021

\$

Cash flows from operating activities

Payments to suppliers and employees (inclusive of GST)

(7,568)

Net cash used in operating activities

(7,568)

Cash flows from investing activities

Payments for related to exploration and evaluation

(97,350)

Net cash used in investing activities

(97,350)

Cash flows from financing activities

Proceeds from issue of shares
Loan provided by Odette Geoscience
Proceeds from capital raise with no shares yet issued

9,571

104,400

207,918

Net cash from financing activities

321,889

Net increase in cash and cash equivalents
Cash and cash equivalents at the beginning of the financial year

216,971

-

Cash and cash equivalents at the end of the financial year

216,971

* Please refer to Section 5.2 with respect to the audit opinion issued by Hall Chadwick on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 5.10 and the Independent Limited Assurance Report in Schedule 1.

5.8 Historical statement of cash flows

Fargo Enterprises Limited (to be renamed
'Odessa Minerals Limited')

	Audited* year 30 June 2021	Audited* year 30 June 2020	Audited* year 30 June 2019
	\$	\$	\$
Cash flows from operating activities			
Receipts from customers	-	605,589	565,801
Government grants	74,480	618,751	2,241,395
Interest received	8,256	43,222	136,388
Payments to suppliers and employees	(944,643)	(4,963,359)	(9,534,969)
Net cash used in operating activities	(861,907)	(3,695,797)	(6,591,385)
Cash flows from investing activities			
Purchase of plant and equipment	-	(40,469)	(21,856)
Proceeds from sale of plant and equipment	2,200	-	-
Cash flows relating to the sale of the Flamingo AI business	(10,000)	-	-
Investment in development assets	-	-	(38,442)
Net cash used in investing activities	(7,800)	(40,469)	(60,298)
Net increase in cash and cash equivalents	(869,707)	(3,736,266)	(6,651,683)
Cash and cash equivalents at the beginning of the financial year	1,522,261	5,018,109	11,403,297
Effects of foreign currency	(3,035)	240,418	266,495
Cash and cash equivalents at the end of the financial year	649,519	1,522,261	5,018,109

* Please refer to Section 5.2 with respect to the audit opinions issued by William Buck on the historical financial information. The financial information should be read in conjunction with the accounting policies in Section 5.10 and the Independent Limited Assurance Report in Schedule 1.

5.9 Historical and Pro-forma statement of financial position

		Fargo Enterprises Limited (to be renamed 'Odessa Minerals Limited')	Odessa Minerals Limited (to be renamed 'Odessa Australia Pty Ltd')	Subsequent Events	Pro forma Adjustments	Total Pro forma Adjustments	Pro forma Adjustments	Total Pro forma Adjustments
Notes	30 June 2021	30 June 2021		(Minimum Subscription)	(Minimum Subscription)	(Maximum Subscription)	(Maximum Subscription)	
	\$	\$	\$	\$	\$	\$	\$	\$
ASSETS								
Current Assets								
Cash and cash equivalents	3	649,519	216,971	(633,490)	4,480,022	4,713,022	5,418,924	5,651,924
Trade and other receivables	4	20,103	-	500,000	-	520,103	-	520,103
Other current assets		6,795	5,827	-	-	12,622	-	12,622
Asset held for sale	5	49,434	-	(49,434)	-	-	-	-
Total current assets		725,851	222,798	(182,924)	4,480,022	5,245,747	5,418,924	6,184,649
Non-current assets								
Trade and other receivables	4	-	-	200,000	-	200,000	-	200,000
Exploration asset		-	152,350	-	-	152,350	-	152,350
Plant and equipment		7,650	-	-	-	7,650	-	7,650
Total non-current assets		7,650	152,350	200,000	-	360,000	-	360,000
Total Assets		733,501	375,148	17,076	4,480,022	5,605,747	5,418,924	6,544,649

5.9 Historical and Pro-forma statement of financial position (cont'd)

		Fargo Enterprises Limited (to be renamed 'Odessa Minerals Limited')	Odessa Minerals Limited (to be renamed 'Odessa Australia Pty Ltd)	Subsequent Events	Pro forma Adjustments	Total Pro forma Adjustments	Pro forma Adjustments	Total Pro forma Adjustments
Notes	30 June 2021	30 June 2021		(Minimum Subscription)	(Minimum Subscription)	(Maximum Subscription)	(Maximum Subscription)	
	\$	\$	\$	\$	\$	\$	\$	\$
LIABILITIES								
Current liabilities								
Trade and other payables	50,003	97,136	-	-	147,139	-	-	147,139
Borrowings	-	104,400	-	-	104,400	-	-	104,400
Liabilities classified as held for sale	6 23,061	-	(23,061)	-	-	-	-	-
Total current liabilities	73,064	201,536	(23,061)	-	251,539	-	-	251,539
Total Liabilities	73,064	201,536	(23,061)	-	251,539	-	-	251,539
Net Assets/(Liabilities)	660,437	173,612	40,137	4,480,022	5,354,208	5,418,924	5,418,924	6,293,110
EQUITY								
Issued Capital	7 34,997,148	217,489	-	(25,782,389)	9,432,248	(24,842,389)	-	10,372,248
Reserves	8 259,995	-	(259,995)	599,203	599,203	599,203	-	599,203
Accumulated Losses	9 (34,596,706)	(43,877)	300,132	29,663,208	(4,677,243)	29,662,110	-	(4,678,341)
Total equity/(deficiency)	660,437	173,612	40,137	4,480,022	5,354,208	5,418,924	5,418,924	6,293,110

5.10 Notes to and Forming Part of the Historical Financial Information

Note 1: Summary of significant accounting policies

(a) Basis of Accounting

The historical financial information has been prepared in accordance with the measurement and recognition (but not the disclosure) requirements of Australian Accounting Standards, Australian Accounting Interpretations and the Corporations Act.

The financial statement have been prepared on an accruals basis, are based on historical cost and except where stated do not take into account changing money values or current valuations of selected non-current assets, financial assets and financial liabilities. Cost is based on the fair values of the consideration given in exchange for assets. The preparation of the Statement of Financial Position requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Statement of Financial Position are disclosed where appropriate.

The pro forma Statement of Financial Position as at 30 June 2021 represents the reviewed financial position and adjusted for the transactions discussed in Note 2 to this report. The Statement of Financial Position should be read in conjunction with the Notes set out in this report.

(b) Going Concern

The financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realization of assets and the settlement of liabilities in the normal course of business.

The entity's ability to continue as a going concern is dependent on the success of the Public Offer. The Directors believe that the entity will continue as a going concern. As a result, the financial information has been prepared on a going concern basis. However, should the Public Offer be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the entity not continue as a going concern.

(c) Exploration and Evaluation Assets

Exploration and evaluation expenditure costs are accumulated in respect of each separate area of interest.

Exploration and evaluation costs are carried forward where:

- the right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest; or
- where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves and active and significant operations, in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration

and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

These assets are considered for impairment on a six monthly basis, depending on the existence of impairment indicators including:

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area; and
- sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Accumulated costs in relation to an abandoned area are written off in full against profit/(loss) in the year in which the decision to abandon the area is made.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is then tested for impairment and the balance is then transferred to development.

(d) Cash and Cash Equivalents

For the purpose of the statement of cash flow, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, high liquid investments with original maturities of three (3) months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts

(e) Contributed equity

Ordinary issued share capital is recognised at fair value of the consideration received by the Group. Any transaction costs arising on the issue of the ordinary shares are recognised directly in equity as a reduction in share proceeds received.

(f) Trade and Other Payable

Liabilities for trade creditors and other amounts are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group. Interest, when charged by the lender, is recognised as an expense on an accrued basis.

(g) Trade receivables

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

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Group will not be able to collect all amounts due according to

the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter into bankruptcy or financial reorganisation and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivables is impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of impairment loss is recognised in the statement of comprehensive income within impairment losses – financial assets. When a trade receivable for which an impairment allowance has been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against impairment losses – financial assets in the statement of comprehensive income.

(h) **Asset classified as held-for-sale and discontinued operations**

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for sale and:

- represents a separate major line of business or geographical area of operations;
- is a part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or
- is a subsidiary acquired exclusively with a view to resale.

Non-current assets (or disposal groups) are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use. The assets are not depreciated or amortised while they are classified as held for sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

(i) **Investments and other financial assets**

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

(j) **Impairment of non-financial assets**

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(k) **Fair value measurement**

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

(l) **Earnings per share**

Basic earnings per share

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

Diluted earnings per share

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

(m) **Revenue recognition**

The Company recognises revenue as follows:

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when performance obligations have been met.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and amounts collected on behalf of third parties.

Revenue is recognised for major business activities based on the following performance obligations:

(i) **Sale of goods**

Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

(ii) **Rendering of services**

Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Interest

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

Other revenue

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

Government grants

Grants from Government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Company will comply with all attached conditions.

The Company received government grants from the Australian Federal Government's JobKeeper Payment scheme. There are no unfilled conditions or other contingencies attaching to these grants. Grants related to income are presented as part of profit or loss as a deduction in reporting the related expense.

(n) Issued capital

Ordinary shares are classified as equity.

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

(o) Income Tax

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

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

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

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

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

(p) **Current Tax**

Current income tax expense charge to profit or loss is the tax payable on taxable income using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities/(assets) are therefore at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

(q) **Deferred Tax**

Deferred income tax expense reflects movements in deferred tax assets and deferred tax liability during the Period as well as unused tax losses.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of asset and liabilities and their carrying amounts in the financial statement. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantially enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is possible that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(r) **Goods and Services Tax ("GST")**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST. Cash flows, are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(s) **Share-based payments**

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over

the vesting periods. The fair value of performance right options is determined using the satisfaction of certain performance criteria ('performance milestones').

The number of share options and performance rights expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest. The fair value is determined using either a Black Scholes model (options) or by reference to the prevailing share price at the grant date, adjusted for management's best estimate of achieving the performance milestones attached to the issue (performance rights/shares).

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

(t) **Acquisition of Subsidiaries and Businesses**

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant Standards. Changes in the fair value of contingent consideration classified as equity are not recognised.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 3 are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with AASB 112 Income Taxes and AASB 119 Employee Benefits respectively;
- liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with AASB 2 Share-based Payment; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date – and is subject to a maximum of one year.

The acquisition of Odessa has been reflected in the pro forma Statement of Financial Position as at 30 June 2021. In accounting for the acquisition, the Group has taken guidance from the principles of AASB 3 Business Combinations (“AASB 3”) and determined that Odessa would be deemed to be the acquirer for accounting purposes. Accordingly, the transaction is accounted for as a reverse asset acquisition. As a result, the pro forma consolidated Statement of Financial Position as at 30 June 2021 has been prepared as a continuation of Odessa financial statements, with Odessa (as the accounting acquirer) accounting for the acquisitions (for the purposes of the pro forma consolidated Statement of Financial Position). As the activities of the legal acquirer (Fargo Enterprises Limited) would not constitute a business based on the requirements of AASB 3, any excess of the deemed consideration over the fair value of the acquisitions, as calculated in accordance with the reverse acquisition accounting principles, cannot be taken to goodwill and has been expensed as part of the transaction.

Note 2: Actual and Proposed Transactions to Arrive at the Pro-Forma Historical Financial Information

The Pro Forma Historical Financial Information has been prepared by adjusting the statement of financial position of the Group as at 30 June 2021 to reflect the financial effects of the following subsequent events which have occurred since 30 June 2021:

- (a) the Company incurred expenditure post year end of \$633,490;
- (b) on 27 September 2021, the Company entered into an amendment letter agreement to its binding share purchase agreement (SPA) with BDNM Investments Pty Ltd for the sale to BDNM of all of the issued capital in Flamingo Customer Experience Inc, a Company which owns 100% of the issued share capital of Flamingo Ventures Pty Ltd. The sale of Flamingo Customer Experience Inc completed on 28 October 2021 and represents a sale of the Company's main undertaking to BDNM;
- (c) on 1 October 2021, 8,000,000 performance rights expired; and
- (d) on 3 November 2021, 4,922,948 options with an exercise price of \$0.029 expired.

BDNM has agreed to pay the purchase price to the Company under the SPA in tranches as follows:

- (a) \$175,000 on or before 1 November 2021, which has been paid but currently held in transit;
- (b) \$150,000 on or before 30 March 2022 (which may be offset by amounts received by Fargo from customer invoices issued prior to 1 October 2021);
- (c) \$100,000 on or before 15 January 2022;
- (d) \$75,000 on or before 1 July 2022; and
- (e) \$200,000 on or before 31 December 2022.

The following pro forma transactions which are yet to occur, but are proposed to occur upon (or following) completion of the Acquisition and the Public Offer:

- (a) the change of name of the Company from 'Fargo Enterprises Limited' to 'Odessa Minerals Limited';

- (b) the change of name and company type of Odessa from 'Odessa Minerals Limited' to 'Odessa Australia Pty Ltd';
- (c) the consolidation of the Company's issued capital on a 5-to-1 basis;
- (d) the issue of a minimum of 250,000,000 Shares at \$0.02 per Share to raise \$5,000,000 (before costs) (Minimum Subscription) and up to 300,000,000 Shares at \$0.02 per Share to raise up to \$6,000,000 (before costs) (Maximum Subscription);
- (e) the issue of 20,000,000 unlisted Options, exercisable of \$0.04 per Option with an expiry of four years from issue, valued at \$228,268 in accordance with the Australian Accounting Standards, to the Lead Manager or its nominees;
- (f) the costs of the Public Offer are estimated to be \$519,978 on a Minimum Subscription basis of which \$300,000 (Minimum Subscription) and \$581,076 on Maximum Subscription basis, of which \$360,000 (Maximum Subscription) related cost was recognised in equity and the remainder was recognised in Profit or Loss and Other Comprehensive Income;
- (g) the issue of 22,500,000 unlisted Options, exercisable of \$0.04 per Option with an expiry of four years from issue, valued at \$256,801 in accordance with the Australian Accounting Standards, to the Directors;
- (h) the issue of 10,000,000 unlisted Options, exercisable of \$0.04 per Option with an expiry of four years from issue, valued at \$114,134 in accordance with the Australian Accounting Standards, to the Chief Executive Officer; and
- (i) the issue of 196,322,384 Shares and 98,161,192 unlisted Options, exercisable of \$0.04 per Option with an expiry of four years from issue in consideration for the acquisition of Odessa.

Note 3: Cash & Cash equivalents

	Pro forma (Minimum Subscription)	Pro forma (Maximum Subscription)
	\$	\$
Cash and cash equivalents	4,713,022	5,651,924
Audited balance as at 30 June 2021 – Fargo Enterprises Limited	649,519	649,519
Audited balance as at 30 June 2021 – Odessa Minerals Limited	216,971	216,971
<i>Subsequent events:</i>		
General expenditure incurred post year end	(633,490)	(633,490)
Total	(633,490)	(633,490)
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under this Prospectus	4,480,022	5,418,924
Total	4,480,022	5,418,924
Pro-forma Balance	4,713,022	5,651,924

Note 4: Trade and other receivables

	Pro forma
	\$
Trade and other receivables - current	520,103
Trade and other receivables - non-current	200,000
Current:	
Audited balance as at 30 June 2021 – Fargo Enterprises Limited	20,103
Audited balance as at 30 June 2021 – Odessa Minerals Limited	-
<i>Subsequent events:</i>	
Disposal of Flamingo AI Business	500,000
Total	500,000
Pro-forma Balance - current	520,103
Non-current:	
Audited balance as at 30 June 2021 – Fargo Enterprises Limited	-
Audited balance as at 30 June 2021 – Odessa Minerals Limited	-
<i>Subsequent events:</i>	
Disposal of Flamingo AI Business	200,000
Total	200,000
Pro-forma Balance - non-current	200,000

Note 5: Asset held for sale

	Pro forma
	\$
Asset held for sale	-
Audited balance as at 30 June 2021 – Fargo Enterprises Limited	49,434
Audited balance as at 30 June 2021 – Odessa Minerals Limited	-
<i>Subsequent events:</i>	
Disposal of Flamingo AI Business	(49,434)
Total	(49,434)
Pro-forma Balance	-

Note 6: Liabilities classified as held for sale

	Pro forma
	\$
Asset held for sale	-

Audited balance as at 30 June 2021 – Fargo Enterprises Limited	23,061
Audited balance as at 30 June 2021 – Odessa Minerals Limited	-
<i>Subsequent events:</i>	
Disposal of Flamingo AI Business	(23,061)
Total	(23,061)
Pro-forma Balance	-

Note 7: Issued Capital

	Number of shares	Pro forma (Minimum Subscription) \$	Number of shares	Pro forma (Maximum Subscription) \$
Issued Capital		9,432,248		10,372,248
Audited balance as at 30 June 2021:				
– Fargo Enterprises Limited	1,185,756,703	34,997,148	1,185,756,703	34,997,148
– Odessa Minerals Limited	17,640,298	217,489	17,640,298	217,489
<i>Pro-forma adjustments:</i>				
<i>Elimination of Odessa Minerals Limited's issued capital on acquisition #</i>	(17,640,298)	-	(17,640,298)	-
<i>Elimination of Fargo Enterprises Limited's issued balance on reverse acquisition*</i>	-	(34,997,148)	-	(34,997,148)
Post-consolidation shares on a 5 for 1 basis	(948,605,362)	-	(948,605,362)	-
Share consideration**	196,322,384	4,743,027	196,322,384	4,743,027
Capital raising	250,000,000	5,000,000	300,000,000	6,000,000
Capital raising costs	-	(528,268)	-	(588,268)
Total	(519,923,276)	(25,782,389)	(469,923,276)	(24,842,389)
Pro-forma Balance				
– total shares on issue in Fargo Enterprises Limited	683,473,725	9,432,248	733,473,725	10,372,248

#The share capital issued subsequent to the deemed acquisition reflect the share structure of the legal parent entity Fargo Enterprises Limited

* Elimination in line with reverse acquisition accounts as outlined in Note 1(t)

**Consideration of the Acquisition

In accordance with reverse asset acquisition accounting principles the consideration is deemed to have been incurred by Odessa in the form of equity instruments issued to Fargo Enterprises Limited's shareholders. The acquisition date fair value of this consideration has been determined with reference to the fair value of the issued shares of Fargo Enterprises Limited immediately prior to the Acquisition and has been determined to be \$4,743,027 based on 237,151,341 shares (post-Consolidation) based on a value of \$0.02 per share, being the issue price under the

Prospectus. As a result, transaction costs of \$3,408,963 have been determined being the difference between the consideration and the fair value of net assets of Fargo Enterprises Limited for the purposes of preparation of the pro forma financial information.

At the actual acquisition date the fair value will be required to be determined again, therefore the fair value and consideration could be materially different which will impact the excess deemed consideration on acquisition.

Note 8: Reserves

	Number of options	Pro forma \$
Reserves		599,203
Audited balance as at 30 June 2021 – Fargo Enterprises Limited	17,677,491	259,995
Audited balance as at 30 June 2021 – Odessa Minerals Limited	-	-
<i>Subsequent events:</i>		
Expiry of Options and Performances Rights since 30 June 2021	(4,922,948)	(259,995)
<i>Pro-forma adjustments:</i>		
Reduction on post-consolidation options on a 5 to 1 basis	(10,203,634)	-
Share options to be issued as part of consideration for the acquisition of Odessa Minerals Limited*	98,161,192	-
Share options issued to Directors	22,500,000	256,801
Share options issued to Lead Manager	20,000,000	228,268
Share options issued to CEO	10,000,000	114,134
Total	140,457,558	599,203
Pro-forma Balance	153,212,101	599,203

* Refer to Note 1(t) on accounting treatment for reverse acquisition

Options

	Directors Options	Lead Manager Options	CEO Options
Number	22,500,000	20,000,000	10,000,000
Spot price	\$0.02	\$0.02	\$0.02
Exercise price	\$0.04	\$0.04	\$0.04
Expiry period	4 years	4 years	4 years
Expected volatility	100%	100%	100%
Risk free rate	0.78%	0.78%	0.78%
Fair value	\$0.0114	\$0.0114	\$0.0114
Fair value (\$)	\$256,801	\$228,268	\$114,134
Model	Black-scholes Option Valuation	Black-scholes Option Valuation	Black-scholes Option Valuation
Vesting conditions	Immediately	Immediately	Immediately

Note 9: Accumulated Losses

	Pro forma (Minimum Subscription)	Pro forma (Maximum Subscription)
	\$	\$
Accumulated losses	(4,677,243)	(4,678,341)
Audited balance as at 30 June 2021 – Fargo Enterprises Limited	(34,596,706)	(34,596,706)
Audited balance as at 30 June 2021 – Odessa Minerals Limited	(43,877)	(43,877)
<i>Subsequent event:</i>		
Disposal of Flamingo AI Business	673,627	673,627
General expenditure incurred post year end	(633,490)	(633,490)
Expiry of Options and Performances Rights since 30 June 2021	259,995	259,995
Total	300,132	300,132
<i>Pro-forma adjustments</i>		
Elimination of Fargo Enterprises Limited's accumulated losses on acquisition	33,663,084	33,663,084
Excess deemed consideration on acquisition – Corporate transaction cost	(3,408,963)	(3,408,963)
Share options issued to Directors	(256,801)	(256,801)
Share options issued to CEO	(114,134)	(114,134)
Cost of offer	(219,978)	(221,076)
Total	29,663,208	29,662,110
Pro-forma Balance	(4,677,243)	(4,678,341)

Note 10: Related Parties

Refer to Section 6.2 for the Board and Management Interests.

Note 11: Subsequent Events

The following subsequent events have occurred since 30 June 2021:

- (a) the Company incurred expenditure post year end of \$633,490;
- (b) on 27 September 2021, the Company entered into an amendment letter agreement to its binding share purchase agreement (SPA) with BDNM Investments Pty Ltd for the sale to BDNM of all of the issued capital in Flamingo Customer Experience Inc, a Company which owns 100% of the issued share capital of Flamingo Ventures Pty Ltd. The sale of Flamingo Customer Experience Inc completed on 28 October 2021 and represents a sale of the Company's main undertaking to BDNM;
- (c) on 1 October 2021, 8,000,000 performance rights expired; and
- (d) on 3 November 2021, 4,922,948 options with an exercise price of \$0.029 expired.

BDNM has agreed to pay the purchase price to the Company under the SPA in tranches as follows:

- (a) \$175,000 on or before 1 November 2021, which has been paid but currently held in transit;
- (b) \$150,000 on or before 30 March 2022 (which may be offset by amounts received by Fargo from customer invoices issued prior to 1 October 2021);
- (c) \$100,000 on or before 15 January 2022;
- (d) \$75,000 on or before 1 July 2022; and
- (e) \$200,000 on or before 31 December 2022.

Other than disclosed above there have been no material events subsequent to balance date that we are aware of, other than those disclosed in this Prospectus.

6 Directors, Key Management and Corporate Governance

6.1 Board of Directors and management

As at the date of this Prospectus, the Board comprises:

- (a) Mr Zane Lewis – Non-Executive Director;
- (b) Dr Catriona Wallace – Non-Executive Director; and
- (c) Mr Phil Coulson – Non-Executive Director.

On Completion, Dr Catriona Wallace and Mr Phillip Coulson will resign as Directors, Mr Zane Lewis will remain as a Director (with Mr Lewis becoming Non-Executive Chair) and the Company will appoint the following persons as Directors, subject to prior Shareholder approval:

- (a) Dr Darren Holden – Non-Executive Director; and
- (b) Ms Lisa Wells – Non-Executive Director.

Profiles of each of the Proposed Directors are set out in Section 3.6.

The Company has also entered into an executive services agreement with Mr Alistair Stephens pursuant to which he will be appointed as Chief Executive Officer commencing 10 January 2022 (refer to Section 7.3(i)).

6.2 Interests of Directors and Proposed Directors in Securities

The existing Directors and Proposed Directors have the following relevant interests in Securities as at the date of this Prospectus (on a pre-Consolidation basis):

Name	Shares	% Shares	Options
Dr Catriona Wallace ¹	174,191,994	14.7	-
Mr Zane Lewis ²	118,884,023	10.0	-
Mr Phillip Coulson ³	63,624,682	5.4	-
Dr Darren Holden	-	-	-
Ms Lisa Wells	-	-	-

Notes:

- 1 173,381,184 Shares held indirectly by PhoeniXavier Pty Ltd and 810,810 Shares held by C Wallace and Associates Pty Ltd <Superwoman Adventure A/C>.
- 2 Shares held indirectly by Golden Triangle Capital Pty Ltd.

3 Shares held indirectly by Coulson Brothers Pty Ltd.

Set out in the table below are details of the anticipated relevant interests of the existing Directors and Proposed Directors (and their respective related entities) in the Securities of the Company upon Reinstatement (on a post-Consolidation basis):

Name	Shares	% Shares (Min)	% Shares (Max)	Options
Dr Catriona Wallace	34,838,399	5.1	4.7	-
Mr Zane Lewis ¹	26,276,805	3.8	3.6	7,500,000
Mr Phillip Coulson	12,724,936	1.9	1.7	-
Dr Darren Holden	-	-	-	7,500,000
Ms Lisa Wells ²	1,000,000	0.1	0.1	7,500,000

Notes:

- 1 As at the date of this Prospectus, Mr Lewis intends to subscribe for up to 2,500,000 Shares under the Public Offer subject to Shareholder approval.
- 2 As at the date of this Prospectus, Ms Lisa Wells intends to subscribe for up to 1,000,000 Shares under the Public Offer subject to Shareholder approval.

6.3 Directors' remuneration

The Company has entered into a new letter of appointment with Mr Zane Lewis pursuant to which the Company will pay Mr Lewis \$65,700 per annum (inclusive of superannuation) for services provided to the Company as Non-Executive Chair.

The Company has also entered into letters of appointment with each of Dr Darren Holden and Ms Lisa Wells pursuant to which the Company will pay each of Dr Holden and Ms Wells \$45,990 per annum (inclusive of superannuation) for services provided to the Company as Non-Executive Directors.

The key terms of the above related party agreements are set out in Sections 7.3(c), 7.3(d) and 7.3(e).

The Company has also agreed to issue each of Mr Zane Lewis, Dr Darren Holden and Ms Lisa Wells (or their respective nominees) 7,500,000 Incentive Options pursuant to the KMP Offer. The Incentive Options to be issued pursuant to the KMP Offer have an exercise price of \$0.04 each and expire four years from the date of grant. The terms and conditions of the Incentive Options are set out in Section 8.2.

6.4 Transactions with entities in which the Directors have an interest

The Company and SmallCap are parties to the 2016 Mandate and 2020 Mandate (refer to Section 7.3(h)). SmallCap is an entity controlled by Director, Mr Zane Lewis. Accordingly, SmallCap is considered a related party of the Company.

Leigh Sinclair (the spouse of Proposed Director, Dr Darren Holden) is a Major Shareholder of Odessa and will receive 22,999,760 Consideration Shares and 11,499,880 Consideration Options (exercisable at \$0.04 on or before 4 years from the date of grant) in part consideration for the Acquisition pursuant to the Terms Sheet. The Consideration Shares to be issued to Leigh Sinclair represent approximately 3.4% of the Company's issued capital on a Minimum Subscription basis.

The Company has entered into deeds of indemnity, insurance and access with each of its Directors, the Proposed Directors and the Company Secretary (refer to Section 7.3(f)).

Other than as set out above and in Section 6.3, the Company has not entered into any related party transactions.

6.5 Interests of Directors and Proposed Directors

Except as disclosed in this Prospectus, no Director or Proposed Director (or entity in which they are a partner or director) has, or has had in the two years before the date of this Prospectus, any interests in:

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

no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (a) any Director or Proposed Director to induce him or her to become, or to qualify as, a Director; or
- (b) any Director or Proposed Director for services which he or she (or an entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Offers.

6.6 Corporate Governance

The Board is responsible for establishing the Company's corporate governance framework, the key features of which are set out in this Section 6.6. In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**). To the extent applicable, commensurate with the Company's size and nature, the Company has adopted the Recommendations.

The Board seeks, where appropriate, to provide accountability levels that meet or exceed the Recommendations.

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below and further details on the Company's corporate governance procedures, policies and practices can be obtained from the Company website at <https://fargoenterprises.com.au/>.

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

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

- (i) providing leadership to the Company by:
 - (A) defining the Company's purpose;

- (B) approving the Company's Code of Conduct to underpin the desired culture within the Company; and
 - (C) always acting in a manner consistent with the Company's culture and Code of Conduct;
- (ii) overseeing the development and implementation of an appropriate strategy, the instilling of the Company's values and performance by:
 - (A) working with the senior management team to ensure that an appropriate strategic direction and array of goals are in place;
 - (B) regularly reviewing and amending or updating the Company's strategic direction and goals;
 - (C) ensuring that an appropriate set of internal controls are implemented and reviewed regularly;
 - (D) ensuring an appropriate framework exists for relevant information to be reported by the management to the Board;
 - (E) when required, overseeing planning activities including the development and approval of strategic plans, annual plans, annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow budgets; and
 - (F) reviewing the progress and performance of the Company in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis;
- (iii) overseeing the control and accountability systems that ensure the Company is progressing towards the goals set by the Board and in line with the Company's purpose, the agreed corporate strategy, legislative requirements and community expectations;
- (iv) ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy, encouraging effective participation at general meetings and, through the Chair, being the key interface between the Company and its shareholders;
- (v) ensuring the integrity of the Company's accounting systems including the external audit;
- (vi) ensuring robust and effective risk management (for both financial and non-financial risks), compliance, continuous disclosure and control systems (including legal compliance) are in place and operating effectively;
- (vii) appointing, and where necessary removing and/or replacing, the Chair;
- (viii) being responsible for the Company's senior management and personnel including:
 - (A) directly managing the performance of the Chief Executive Officer (**CEO**) (if appointed);
 - (B) ratifying the appointment, the terms and conditions of the appointment and, where appropriate, removal of the Chief Financial Officer (**CFO**) (if appointed) and/or Company Secretary and other senior executives;
 - (C) ensuring appropriate checks are undertaken prior to the appointment of directors and senior executives;

- (D) ensuring that an appropriate succession plan for the CEO, CFO and Company Secretary is in place; and
- (E) when required, ensuring appropriate human resource systems (including OH&S systems) are in place to ensure the well-being and effective contribution of all employees;
- (ix) ensuring that the Company's remuneration and nomination policies are aligned with the entity's purpose, values, strategic objectives and risk appetite.
- (x) delegating appropriate powers to the CEO, management and committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
- (xi) ensuring Directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company;
- (xii) where required, challenging management and holding it to account; and
- (xiii) making all decisions outside the scope of these delegated powers.

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.

In light of the Company's size and nature, the Board considers that the proposed board is a cost effective and practical method of directing and managing the Company. If 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.

(b) Composition of the Board

Election of Board members is substantially the province of the Shareholders in a general meeting. However, subject thereto, the Company is committed to the following principles:

- (i) the Board is to comprise Directors with a blend of skills, experience and attributes appropriate for the Company and its business; and
- (ii) the principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

The Board currently consists of three members. Following completion of the Offers and the Acquisition, the Board will consist of three members. The Company has adopted a Remuneration Committee Charter, but has not formally adopted a Nomination and Remuneration Committee. The Directors consider that the Company is currently not of a size, nor are its affairs of such complexity, to justify the formation of a Remuneration Committee. The responsibilities of a Remuneration Committee are currently carried out by the Board.

Where a casual vacancy arises during the year, the Board has procedures to select the most suitable candidate with the appropriate experience and expertise to ensure a balanced and effective Board. Any Director appointed during the year to fill a casual vacancy or as an addition to the current Board, holds office until the next general meeting and is then eligible for re-election by the Shareholders.

(c) Identification and management of risk

The Company is committed to the identification, monitoring and management of risks associated with its business activities and has established policies in relation to the

implementation of practical and effective control systems. The Company has established a Risk Management Policy, which will be made available on the Corporate Governance page of the Company's website.

(d) **Ethical standards**

The Board is committed to the establishment and maintenance of appropriate ethical standards.

(e) **Independent professional advice**

Subject to prior consultation with the Chairman, the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

(f) **Remuneration arrangements**

The total maximum remuneration of Non-Executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the 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.

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

The Board reviews and approves the remuneration policy to enable the Company to attract and retain Directors who will create value for Shareholders having consideration 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.

(g) **Securities 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 prior written approval of the Chairman or Directors must be obtained prior to trading.

(h) **Audit and risk**

The Company will not have a separate audit or risk 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, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and risk management systems and the external audit function.

(i) **External audit**

The Board is responsible for the for the initial appointment of external auditors of the Company and the Company at the next general meeting must ratify the appointment of any external auditor. The Board from time to time will review the scope, performance and fees of those external auditors.

(j) **Diversity Policy**

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.

(k) **Whistleblower Policy**

The Company has adopted a Whistleblower Policy which encourages employees to raise any concerns and report instances of illegal or unethical behaviour, without fear of reprisal. The Whistleblower Policy establishes the mechanisms and procedures for employees to report unethical or illegal conduct in a manner which protects the whistleblower and gathers the necessary information for the Company to investigate such reports and act appropriately.

(l) **Anti-bribery and anti-corruption policy**

The Board has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The Board has adopted an anti-bribery and anti-corruption policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

(m) **Compliance with Recommendations**

The Company is required to report any departures from the Recommendations in the form of an Appendix 4G lodged with ASX. The Company's compliance with and departures from the Recommendations as at the date of this Prospectus are detailed in the table below:

Principles and Recommendations	Comply (Yes/No)	Explanation
Recommendation 1.1		
A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The Company's Board Charter sets out the roles and responsibilities of the Board and management. It is available for review at www.fargoenterprises.com.au
Recommendation 1.2		
A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Company has implemented a policy of undertaking police and bankruptcy checks on all senior employees and Directors before appointment or putting to shareholders for election. The Company provides all relevant information on all Directors in its annual report and in the relevant notice of meeting when seeking election or re-election of a Director.

Principles and Recommendations	Comply (Yes/No)	Explanation
Recommendation 1.3		
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company requires that a detailed letter of appointment or employment contract is agreed with each Director and employee.
Recommendation 1.4		
The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company's organisation chart reflects the position of the Company Secretary within the Company structure in compliance with the recommendation.
Recommendation 1.5		
A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: A. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	Partially	The Board is committed to promoting equality and diversity in the workplace and aims to be an organisation where diversity is valued, respected and celebrated. All decisions relating to employees will be based strictly on merit, without regard to gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position. Pursuant to Recommendation 1.5, the Company has established a Diversity Policy. However due to the small size of the organisation and its current stage of operations, the introduction of specific measurable objectives at this stage has not been implemented. The Company currently has one woman on the Board of Directors out of a total of three. Whilst the Board strongly endorses the concept of gender diversity, until the Company's human resource base has grown to a point where fully implementing specific measurable objectives will become more meaningful, the Company will, in accordance with its Diversity Policy, continue to recruit the best person for each role, regardless of gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position.
Recommendation 1.6		
A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and	No	The Performance Evaluation Policy is available at www.fargoenterprises.com.au The Company did not undertake performance evaluations during the reporting period.

Principles and Recommendations	Comply (Yes/No)	Explanation
(b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.		
Recommendation 1.7		
A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.	No	The Performance Evaluation Policy is available at www.fargoenterprises.com.au The Company did not undertake performance evaluations during the reporting period.
Recommendation 2.1		
The board of a listed entity should: (a) have a nomination committee which: 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director; and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period, and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose the fact and the processes it employs to address board succession issues and to ensure the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Partially	The Board has adopted a Remuneration and Nomination Committee Charter, available at www.fargoenterprises.com.au. The Board considers that given the current size of the Board and the Company, this function is efficiently achieved with full Board participation. Accordingly, the Board has not established a nomination committee. Upon Reinstatement, the Board will consist of three directors. Dr Darren Holden and Ms Lisa Wells are deemed to be independent. Mr Zane Lewis is not deemed to be independent.
Recommendation 2.2		
A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	The composition of the Board will be reviewed regularly by the Board to ensure that the Directors between them bring the range of skills, knowledge and experience necessary to direct the Company's operations. The Board has developed a skills matrix considered suitable for the Company at its current stage and into the future, taking into account its proposed strategy, operations and expectations for changes in the nature and scope of its activities.

Principles and Recommendations	Comply (Yes/No)	Explanation
Recommendation 2.3		
A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Yes	The Company discloses the independence and length of service for each director in the Directors' Report of its annual report. Upon Reinstatement, the Board will consist of three directors. Dr Darren Holden and Ms Lisa Wells are deemed to be independent. Mr Zane Lewis is not deemed to be independent.
Recommendation 2.4		
A majority of the board of a listed entity should be independent directors.	Yes	Upon Reinstatement, the Board will consist of three directors. Dr Darren Holden and Ms Lisa Wells are deemed to be independent. Mr Zane Lewis is not deemed to be independent.
Recommendation 2.5		
The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	Upon Reinstatement, Mr Zane Lewis will be appointed as the Non-Executive Chair. The Board does not currently consider that the Chair should be an independent Director given the nature of the Company's business, the Company's size, and the Company's limited scale of activities. However, the Company's Board Charter recognises that, at a time when the size of the Company and its activities warrant such a structure, the Chair should be an independent Director.
Recommendation 2.6		
A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their roles as directors effectively.	Yes	The Company has an induction program for all new directors to appropriately familiarise them with the policies and procedures of the Company. The Company encourages and facilitates all Directors to develop their skills, including with the provision of in-house seminars to maintain compliance in areas such as risk and disclosure.
Recommendation 3.1		
A listed entity should articulate and disclose its values.	Yes	The Company is committed to doing business based on its values of integrity, honesty and accountability as set out in its Statement of Values. The Board has adopted a Code of Conduct, Securities Trading Policy,

Principles and Recommendations	Comply (Yes/No)	Explanation
		Whistleblower Policy, Continuous Disclosure Policy and Shareholder Communication Policy which detail frameworks for acceptable corporate behaviour.
Recommendation 3.2		
A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	The Company's Code of Conduct is available at www.fargoenterprises.com.au It is a requirement of the Board that it is informed of any material breaches, none of which occurred during the reporting period.
Recommendation 3.3		
A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company's Whistleblower Policy is available at www.fargoenterprises.com.au. It is a requirement of the policy that the Board is informed of any material incidents, none of which occurred during the reporting period.
Recommendation 3.4		
A listed entity should: (a) have and disclose a an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	The Company's Anti-Bribery and Anti-Corruption Policy is available at www.fargoenterprises.com.au. It is a requirement of the policy that the Board is informed of any material breaches of that policy, none of which occurred during the reporting period.
Recommendation 4.1		
The board of a listed entity should: (a) have an audit committee which: 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board; and disclose: 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and 5) in relation to each reporting period, the number of times the committee met throughout the period, and the individual attendances of the members at those meetings; or	Partially	The Company does not have an audit committee due the current size of the Board and Company. The Company has adopted a policy whereby the full Board fulfils the duties of the audit committee and abides by the adopted Audit Committee Charter (available at www.fargoenterprises.com.au). The Directors require that reports regularly on all financial and commercial aspects of the Company to ensure that they are familiar with all aspects of corporate reporting and believe this to mitigate the risk of not having an independent committee. The Board has adopted a formal policy regarding the appointment, removal and

Principles and Recommendations	Comply (Yes/No)	Explanation
(b) if it does not have an audit committee, disclose the fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		rotation of the Company's external auditor and audit partner.
Recommendation 4.2		
The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal controls which is operating effectively.	Yes	The Board receives a section 295A declaration from the equivalent of the CEO and CFO for each quarterly, half yearly and full year report in advance of approval of these reports.
Recommendation 4.3		
A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	As well as receiving monthly management accounts, the Board receives a section 295A declaration from the equivalent of the CEO and CFO for each quarterly in advance of approval of these reports.
Recommendation 5.1		
A listed entity should have a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.	Yes	The Board has adopted a formal Continuous Disclosure Policy to ensure compliance with the Listing Rules. The Policy is available at www.fargoenterprises.com.au .
Recommendation 5.2		
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Board approves all material market announcements made by the Company prior to release to the ASX and is notified once release has occurred.
Recommendation 5.3		
A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company lodges all investor presentation materials on the ASX Market Announcements Platform ahead of the presentation. No presentations were made during the reporting period.
Recommendation 6.1		
A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company complies with this recommendation and all relevant information can be found at www.fargoenterprises.com.au .
Recommendation 6.2		

Principles and Recommendations	Comply (Yes/No)	Explanation
A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has developed a Shareholder Communications Strategy to ensure all relevant information is identified and reported accordingly.
Recommendation 6.3		
A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company encourages all shareholders to attend General Meetings of the Company, and in the event they cannot attend, to participate by recording their votes by lodgement of a proxy form. The Company has implemented an online voting system to further encourage participation by shareholders.
Recommendation 6.4		
A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by poll rather than by a show of hands.	Yes	The Company puts all resolutions that are subject to the Listing Rules to a poll. Further the Chair has regard for the results of the proxy voting when deciding if a non-Listing Rule resolution should be put to a poll instead of by show of hands.
Recommendation 6.5		
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company and its share registry actively encourage electronic communication. All new shareholders are issued with a letter encouraging the registration of electronic contact methods.
Recommendation 7.1		
The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director; and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings: or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Partially	The Company does not have a risk committee due the current size of the Board and Company. The Company has adopted a policy whereby the full Board, including Executive Directors, fulfil the duties of the risk committee and abides by the adopted Risk Management Policy (available at the Company's website, www.fargoenterprises.com.au). The Directors require that management report regularly on all financial and commercial aspects of the Company to ensure that they are familiar with all aspects of corporate reporting and believe this to mitigate the risk of not having an independent committee.

Principles and Recommendations	Comply (Yes/No)	Explanation
Recommendation 7.2		
The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	The Company's Risk Management Policy deals with the management and oversight of material business risks and provides the guiding principle for management in the identification of risks across the organisation as a whole, and within individual business units. The Company reviews its risk management framework annually and is satisfied that it continues to be sound with the Company operating within the risk appetite set by the Board.
Recommendation 7.3		
A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	No	The Company is not of the size or scale to warrant the cost of an internal audit function. This function is undertaken by the Board as a whole via the regular and consistent reporting in all risk areas.
Recommendation 7.4		
A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company's Risk Management Policy is available at www.fargoenterprises.com.au. The Board reviews all major strategies and purchases for their impact on the risk facing the Company and makes appropriate recommendations. The Company also undertakes an annual review of operations to update its risk profile.
Recommendation 8.1		
The board of a listed entity should: (a) have a remuneration committee which: 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director; and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Partially	The Board consider that given the current size of the Board, this function is efficiently achieved with full Board participation. The Company has a remuneration policy, but does not have a separately constituted remuneration committee. The Board considers industry peers when evaluating the remuneration for all directors and executives. The Board is cognisant of the fact that it wishes to attract and retain the best people and considers strategies other than monetary to balance the need for the best people and the financial position of the Company.

Principles and Recommendations	Comply (Yes/No)	Explanation
(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		For further details regarding the procedure for the nomination, selection and appointment of new Directors and re-election of incumbents, as well as a copy of the Remuneration Committee Charter, please refer to the Corporate Governance section of the Company's website.
Recommendation 8.2		
A listed entity should separately disclose its policies and practises regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company discloses its policies on remuneration in the Remuneration Report set out in its annual report.
Recommendation 8.3		
A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company recognises that Director, executives and employees may hold securities in the Company and that most investors are encouraged by these holdings. The Company's Securities Trading Policy (available at the Company's website, www.fargoenterprises.com.au) explains and reinforces the Corporations Act requirements relating to insider trading. The Policy applies to all Directors, executives, employees and consultants and their associates and closely related parties.

7 Material Contracts

7.1 Introduction

The Directors consider that certain contracts entered into by the Company and Odessa are material to the Company and Merged Group or are of such a nature that an investor may wish to have particulars of them when assessing whether to apply for Shares under the Public Offer.

The key terms of these material contracts and arrangements are summarised in this Section and section 10 of the Solicitor's Report in Schedule 2.

7.2 Odessa material contracts and arrangements

(a) Aries Sale and JV Agreement

Jindalee, Odessa and OD3 Aries (a wholly owned subsidiary of Odessa) are parties to the Aries Sale and JV Agreement dated 25 May 2021, under which Odessa has acquired a 90% registered and beneficial interest in EL 80/5027. The material terms of the Aries Sale and JV Agreement are summarised in section 10.1 of the Solicitor's Report in Schedule 2.

(b) Licence and Tenement Sale Agreement

OD3 Aries (a wholly owned subsidiary of Odessa) and Celsius are parties to the Licence and Tenement Sale Agreement dated 27 July 2021 under which Celsius has agreed to

sell to OD3 Aries a 100% legal and beneficial interest in exploration licence application ELA 80/5117. The material terms of the Licence and Tenement Sale Agreement are summarised in section 10.2 of the Solicitor's Report in Schedule 2.

(c) **Base Metal Rights Agreement, Diamond Rights Agreement and Deed of Assignment and Assumption**

Jindalee and Celsius are parties to the Base Metals Rights Agreement and Diamond Rights Agreement dated 18 December 2017 which relate to exploration licence EL 80/5027 and exploration licence application ELA 80/5117. The material terms of the Base Metal Rights Agreement and Diamond Rights Agreement are summarised in section 10.3 and 10.4 of the Solicitor's Report in Schedule 2.

Odessa has assumed certain rights and obligations of Jindalee and Celsius under the Base Metal Rights Agreement and Diamond Rights Agreement pursuant to a Deed of Assignment and Assumption dated 9 August 2021, which is summarised in section 10.5 of the Solicitor's Report in Schedule 2.

(d) **Calwynyardah Sale Agreement and Clay Mineral Rights Agreement**

Odessa, Volclays and OD3 Wynne (a wholly owned subsidiary of Odessa) are parties to the Calwynyardah Sale Agreement dated 16 August 2021 for the acquisition by Odessa of exploration licence EL 04/2364. In addition, OD3 Wynne and Volclays are parties to the Minerals Rights Cooperation Agreement dated 16 August 2021, under which OD3 Wynne has agreed to provide Volclays access to EL 04/2364 for the purposes of exploring and, subject to certain conditions, developing non-diamond bearing clay resources located on EL 04/2364. The material terms of the Calwynyardah Sale Agreement and Clay Mineral Rights Agreement are summarised in sections 10.6 and 10.7 of the Solicitor's Report in Schedule 2.

7.3 Company material contracts

(a) **Terms Sheet and Minority Shareholder Agreements**

The Company has entered into the Terms Sheet and will enter into the Minority Shareholder Agreements to acquire 100% of the issued capital of Odessa. Key terms of these agreements are detailed in Section 1.1.

(b) **Lead Manager Mandate**

The Company has entered into the Lead Manager Mandate with Pursuit Capital dated 13 September 2021 under which Pursuit Capital will act as Lead Manager to the Public Offer. In consideration for acting as Lead Manager, the Company will pay Pursuit Capital a:

- (i) management fee of 2%; and
- (ii) commission of 4%,

of the total amount raised under the Public Offer.

The Company has also agreed to issue Pursuit Capital (or its nominees) 20,000,000 Options at a nominal issue price of \$0.0001 per Option, which are exercisable at \$0.04 each on or before the date that is four years from the date of issue, and otherwise on the terms and conditions set out in Section 8.2 (subject to Shareholder approval).

The Company has also agreed to pay Pursuit Capital an ongoing corporate advisory fee of \$4,000 per month for an initial period of 12 months from Completion, and reimburse Pursuit Capital for all reasonable costs and out-of-pocket expenses incidental to the Public Offer.

The Lead Manager Mandate contains additional provisions which are considered standard for agreements of this nature.

Other than as set out above, no other fees are payable by the Company to any person for finding, arranging or facilitating the Acquisition.

(c) **Mr Zane Lewis – Letter of Appointment**

The Company has entered into a new letter agreement with Mr Zane Lewis pursuant to which the Company will pay Mr Lewis \$65,700 per annum (inclusive of superannuation) for services provided to the Company as Non-Executive Chair. The agreement will commence on and from Completion and shall cease when Mr Lewis advises in writing or otherwise in accordance with the Constitution. The letter agreement contains additional terms considered standard for an agreement of this nature.

(d) **Dr Darren Holden – Letter of Appointment**

The Company has entered into a letter agreement with Dr Darren Holden pursuant to which the Company will pay Dr Holden \$45,990 per annum (including superannuation) for services provided to the Company as a Non-Executive Director. The letter agreement will commence on and from Completion and shall cease when Dr Holden advises in writing or otherwise in accordance with the Constitution. The letter agreement contains additional terms considered standard for an agreement of this nature.

(e) **Ms Lisa Wells – Letter of Appointment**

The Company has entered into a letter agreement with Ms Lisa Wells pursuant to which the Company will pay Ms Wells \$45,990 per annum (including superannuation) for services provided to the Company as a Non-Executive Director. The letter agreement will commence on and from Completion and shall cease when Ms Wells advises in writing or otherwise in accordance with the Constitution. The letter agreement contains additional terms considered standard for an agreement of this nature.

(f) **Deeds of indemnity, insurance and access**

The Company has entered into deeds of indemnity, insurance and access with each of the Directors, the Proposed Directors and the Company Secretary.

Under these deeds, the Company agrees 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 or a related body corporate (subject to customary exceptions).

The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect board papers and other documents provided to the Board in certain circumstances. The deeds of indemnity contain additional terms considered standard for an agreement of this nature.

As noted in Section 6.1, on Completion, Dr Catriona Wallace and Mr Phillip Coulson will resign as Directors and accordingly, the existing deeds of indemnity, insurance and access with each of Dr Wallace and Mr Coulson will be terminated upon Completion.

(g) **Share Purchase Agreement with BDNM Investments Pty Ltd**

The Company is a party to the SPA with BDNM for the sale to BDNM of all of the issued capital in Flamingo Customer Experience Inc. (a company incorporated under the laws of Delaware, USA). Flamingo Customer Experience Inc. holds 100% of the issued share capital of Flamingo Ventures. The sale of Flamingo Customer Experience Inc. completed on 28 October 2021 and represents a sale of the Company's main undertaking to BDNM.

BDNM has agreed to pay the purchase price to the Company under the SPA in tranches as follows:

- (i) \$175,000 on or before 1 November 2021, which has been paid but currently held in transit;
- (ii) \$150,000 on or before 30 March 2022 (which may be offset by amounts received by Fargo from customer invoices issued prior to 1 October 2021);
- (iii) \$100,000 on or before 15 January 2022;
- (iv) \$75,000 on or before 1 July 2022; and
- (v) \$200,000 on or before 31 December 2022,

(Purchase Price).

The Company has provided representations and warranties considered standard for an agreement of this nature, with the maximum amount of any warranty claim (save for the specific indemnities (see below)) recoverable by BDNM against the Company limited to the Purchase Price (**Warranty Cap**), with the time for BDNM to bring a warranty claim limited to one year from the date of completion under the SPA (**Warranty Period**). The Company provided the following specific indemnities which are not subject to the Warranty Cap and Warranty Period:

- (i) actions against Flamingo Customer Experience or Flamingo Ventures (**Flamingo Entities**) for tax liabilities for any period prior to completion as a result of inappropriate consideration of transfer pricing requirements in relation to unsecured intercompany loans;
- (ii) an action against a Flamingo Entity for the forgiveness of any intercompany debt; and
- (iii) an action against a Flamingo Entity involving proceedings to recover any R&D tax offset received by a Flamingo Entity prior to completion under the SPA.

The SPA otherwise contains additional terms considered standard for an agreement of this nature.

(h) **Engagement letters with SmallCap Corporate Pty Ltd**

The Company is a party to an engagement letter with SmallCap dated 21 November 2016 (**2016 Mandate**) under which SmallCap is engaged to provide the Company with company secretarial services for a monthly fee of \$5,000 per month. The 2016 Mandate is for an indefinite term and may be terminated by either party giving the other party three months' written notice (or a shorter period in limited circumstances).

The Company is also a party to an engagement letter with SmallCap dated 25 June 2020 (**2020 Mandate**) under which SmallCap is engaged to provide bookkeeping, accounting and administration services for a monthly fee of \$5,000 per month. The 2020 Mandate is for an indefinite term and may be terminated by either party giving the other party three months' written notice (or a shorter period in limited circumstances).

SmallCap is an entity controlled by Director, Mr Zane Lewis. The 2016 Mandate and 2020 Mandate are considered to be on arm's length terms.

The 2016 Mandate and 2020 Mandate otherwise contain additional terms considered standard for an agreement of this nature.

(i) **Mr Alistair Stephens – Executive Services Agreement**

The Company has entered into an executive services agreement with Mr Alistair Stephens dated 10 November 2021, pursuant to which the Company will pay Mr Stephens a base salary of \$360,000 per annum (exclusive of superannuation) for services provided to the Company as Chief Executive Officer, commencing on 10 January 2022.

The Company has also agreed to issue Mr Stephens (or his nominee) 10,000,000 Incentive Options, exercisable at \$0.04 each on or before the date that is four years from the date of issue, and otherwise on the terms and conditions set out in Section 8.2

The services agreement may be terminated by either party by giving two months' written notice (or a shorter period in limited circumstances). In the event of a change of control of the Company, Mr Stephens will receive a lump sum gross payment of three months' base salary.

The executive services agreement contains additional provisions which are considered standard for agreements of this nature.

8 Additional Information

8.1 Rights and liabilities attaching to Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

- (a) **(Ranking of Shares):** At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.
- (b) **(Voting rights):** Subject to any rights or restrictions, at general meetings:
 - (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
 - (ii) has one vote on a show of hands; and
 - (iii) has one vote for every Share held, upon a poll.
- (c) **(Dividend rights):** Subject to the rights of any preference Shares, the Directors may declare a dividend is payable, fix the amount and the time for payment and authorise the payment or crediting by the Company to, or at the direction of, each Member entitled to that dividend. The Directors may rescind or alter such declaration before the payment is made. No dividend carries interest against the Company.

The Directors may also resolve a dividend be satisfied by a distribution of specific assets, provide Shareholders the right to participate in a dividend reinvestment plan or capitalise the reserves and profits of the Company.
- (d) **(Variation of rights):** The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.
- (e) **(Transfer of Shares):** Shares can be transferred upon delivery of a proper instrument of transfer to the Company's share registry or by a transfer in accordance with the ASX

Settlement Operating Rules. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

If permitted by the Listing Rules, the Company may refuse to register a transfer of Shares and must refuse to register a transfer, where the transfer would result in a breach of the Listing Rules or a Restriction Agreement.

- (f) **(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.

The Directors may convene a general meeting at their discretion. General meetings shall also be convened on requisition as provided for by the Corporations Act.
- (g) **(Unmarketable parcels):** The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.
- (h) **(Rights on winding up):** If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid-up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.
- (i) **(Restricted Securities):** a holder of Restricted Securities (as defined in the Listing Rules) must comply with the requirements imposed by the Listing Rules and the Company's Constitution in respect of Restricted Securities.

8.2 Terms of Consideration Options, Incentive Options and Lead Manager Options

The following terms and conditions apply to the Consideration Options, Incentive Options and Lead Manager Options:

- (a) **Entitlement**

The Options entitle the Optionholder to subscribe for one Share upon the exercise of each Option.
- (b) **Quotation of Options**

The Company will not apply for official quotation of the Options on ASX.
- (c) **Issue Price**

The Consideration Options and Incentive Options will be issued for nil consideration per Option. The Lead Manager Options will be issued for a nominal issue price of \$0.0001 each.
- (d) **Exercise price and Expiry date**

Each Option (unless otherwise specified) has an exercise price of \$0.04 (**Exercise Price**) and will expire at 5.00pm (WST) on the date that is 4 years from the date of issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **Notice of Exercise**

The Optionholder may exercise their Options by lodging with the Company, on or prior to the Expiry Date:
 - (i) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;

- (ii) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
- (iii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(f) **Timing of issue of Shares and quotation of Shares on exercise**

Within five business days of the valid exercise of a Option by the Optionholder, the Company will:

- (i) issue, allocate or cause to be transferred to the Optionholder the number of Shares to which the Optionholder is entitled;
- (ii) issue a substitute Certificate for any remaining unexercised Options held by the Optionholder;
- (iii) if required and subject to paragraph 8.2(g), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issued upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.

(g) **Restrictions on transfer of Shares**

If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

(h) **Quotation of Shares on exercise**

The Company will apply for official quotation on ASX of all Shares issued upon exercise of the Options within 10 Business Days after the date of issue of those Shares.

(i) **Options transferrable**

The Options will be transferable subject to compliance with the Corporations Act, Listing Rules and conditional on obtaining prior approval from the Board.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give the Optionholder notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(k) **Adjustment for bonus issues of Shares**

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

- (i) number of Shares which must be issued on the exercise of a Option will not be increased by the number of Shares which the Optionholder would have received

if the Optionholder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(l) **Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will not be adjusted following an entitlement offer.

(m) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

8.3 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 both Executive and Non-Executive Directors will participate in the Plan following Reinstatement. No Securities have been issued under the 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 Plan Shares (defined below) that may be issued, or acquired upon exercise of Convertible Securities offered under the Plan, 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 Listing Rules is 73,347,372 Equity Securities (**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 Listing Rule 7.1.

(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 of the Group (being the Company and each of its Associated Bodies Corporate), 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**

- (i) 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.
- (ii) 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.
- (iii) 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 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 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.

(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 Convertible Securities 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 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, or wilfully breached his or her duties to the Group, 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.

(l) **Change of 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 Shares issued under the Plan, or issued or transferred to a participant upon the valid exercise of a Convertible Security, (**Plan Shares**) 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 Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company 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.

8.4 Substantial Shareholders

As at the date of this Prospectus, the following Shareholders hold a relevant interest in 5% or more of the Shares on issue.

Name	Shares (pre-Consolidation)	% Shares
PhoeniXavier Pty Ltd ¹	174,191,994	14.7
Golden Triangle Capital Pty Ltd ²	118,884,023	10.0
Coulson Brothers Pty Ltd ³	63,624,682	5.4

Based on the information known as at the date of this Prospectus, upon Reinstatement, the following persons will have a relevant interest in 5% or more of the Shares on issue.

Name	Shareholding	Shares Held (Min Sub) %	Share Held (Max Sub) %
PhoeniXavier Pty Ltd ¹	34,838,399	5.1	4.7
Seamist Enterprises Pty Ltd	34,687,720	5.1	4.7

Notes:

1. 173,381,184 Shares held by PhoeniXavier Pty Ltd and 810,810 Shares held by C Wallace and Associates Pty Ltd <Superwoman Adventure A/C>. PhoeniXavier Pty Ltd and C Wallace and Associates Pty Ltd are each an entity controlled by Director Dr Catriona Wallace.
2. Golden Triangle Capital Pty Ltd is an entity controlled by Director Mr Zane Lewis.
3. Coulson Brothers Pty Ltd is an entity controlled by Director Mr Phillip Coulson.

8.5 Dividend Policy

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.

8.6 Interests of experts and advisers

(a) **No interest except as disclosed**

Other than as set out below or elsewhere in this Prospectus, no persons or entity 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 holds at the date of this Prospectus, or held at any time during the last 2 years, any interest in:

- (i) the formation or promotion of the Company;

- (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offers; or
- (iii) the Offers, and the Company has not paid any amount or provided any benefit, or agreed to do so, to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the Offers.

(b) **Share Registry**

Automatic has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus, and will be paid approximately \$7,500 for these services.

(c) **Auditor**

William Buck has been appointed as auditor of the Company (to be replaced by Hall Chadwick subject to Shareholder approval at the Meeting). Total fees of approximately \$174,000 has been paid to William Buck across two separate service divisions. Specifically, these included assurance services relating to two annual audit and two half-year reviews (\$101,176) and professional tax agent and tax advisory fees of (\$73,508) during the preceding two financial years. During the 24 months preceding lodgement of this Prospectus with ASIC, William Buck has not provided any other services to the Company.

(d) **Odessa Auditor**

Hall Chadwick has been appointed as auditor of Odessa and has been paid \$3,500 (including GST) for audit services provided during the 24 months preceding the lodgement of this Prospectus with ASIC. During the 24 months preceding lodgement of this Prospectus with ASIC, Hall Chadwick has not provided any other services to the Company or Odessa.

(e) **Investigating Accountant**

Hall Chadwick has acted as Investigating Accountant and has prepared the Independent Limited Assurance Report which is included in Schedule 1 of this Prospectus. The Company estimates it will pay Hall Chadwick a total of \$8,000 (excluding GST) for these services. The Company has not paid Hall Chadwick any other fees during the 24 months preceding lodgement of this Prospectus with ASIC.

(f) **Legal Adviser**

Allens (Perth) has acted as the legal adviser to the Company in relation to the Offers and has prepared the Solicitor's Report in Schedule 2. The Company estimates it will pay Allens approximately \$100,000 (excluding GST) for these services. Allens has also advised the Company in relation to the Acquisition and the Meeting, and will receive approximately \$50,000 (excluding GST) for these services. In the 24 months preceding lodgement of this Prospectus, the Company has otherwise paid Allens legal fees of \$14,871 (including GST). The Company has not paid Allens any other fees during the 24 months preceding lodgement of this Prospectus with ASIC other than as set out in this Section.

(a) **Independent Geologist**

Burnt Shirt has prepared the Independent Geologist's Report in Schedule 3. The Company estimates it will pay Burnt Shirt a total of \$20,400 (excluding GST) for these services. The Company has not paid Burnt Shirt any other fees during the 24 months preceding lodgement of this Prospectus with ASIC other than as set out in this Section.

(b) **Lead Manager**

Pursuit Capital is acting as the lead manager to the Public Offer and for this is entitled to be paid fees in accordance with the Lead Manager Mandate. Other than as set out in Section 7.3(b), the Company has not paid any other fees to Pursuit Capital during the 24 months preceding lodgement of this Prospectus with ASIC.

8.7 Consents

(a) **General**

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors, the Proposed Directors, any 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.

In light of the above, each of the parties referred to below:

- (i) does not make the Offers;
- (ii) does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below or elsewhere in this Prospectus;
- (iii) only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified below; and
- (iv) has given and has not, prior to the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion of the statements in this Prospectus that are specified below in the form and context in which the statements appear.

(b) **Share Registry**

Automic has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as share registry to the Company in the form and context in which it is named. Automic has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry.

(c) **Auditor**

William Buck has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as auditor of the Company in the form and context in which it is named and references to its audit reports in the text of this Prospectus.

(d) **Odessa Auditor**

Hall Chadwick has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as auditor of Odessa in the form and context in which it is named and references to its audit reports in the text of this Prospectus.

(e) **Legal Adviser**

Allens has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as legal adviser to the Company in the form and context in which it is named and has given and not withdrawn its consent to the inclusion of the Solicitor's Report in the form and context in which it is included.

(f) **Investigating Accountant**

Hall Chadwick has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as the Investigating Accountant to the Company in the form and context in which it is named and has given and not withdrawn its consent to the inclusion of the Independent Limited Assurance Report in the form and context in which it is included.

(g) **Independent Geologist**

Burnt Shirt has given and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in the Prospectus as the author of the Independent Geologist's Report in the form and context in which it is named and has given and not withdrawn its consent to the inclusion of the Independent Geologist's Report in the form and context in which it is included.

(h) **Lead Manager**

Pursuit Capital has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as Lead Manager in the form and context in which it is named.

8.8 Expenses of the Offers

The total expenses of the Offers (excluding GST) are estimated to be approximately \$520,000 for the Minimum Subscription or \$581,000 for the Maximum Subscription and are expected to be applied towards the items set out in the table below.

Items of expenditure	Minimum Subscription (\$)	Maximum Subscription (\$)
Legal fees (including Solicitor's Report)	100,000	100,000
Independent Limited Assurance Report	8,000	8,000
Independent Geologist's Report	22,500	22,500
Lead Manager fees	300,000	360,000
ASIC and ASX fees	82,000	83,000
Share Registry fees	7,500	7,500
Total estimated expenses	520,000	581,000

8.9 ASX waivers

The Company has obtained the following Listing Rule waivers from ASX:

- (a) a waiver from Listing Rule 1.1 Condition 12 to permit the Company to issue the Consideration Options, Incentive Options and Lead Manager Options with an exercise price of \$0.04 each;
- (b) a waiver from Listing Rule 2.1 condition 2 to permit the Company to issue Shares at an issue price of \$0.02 pursuant to the Public Offer; and

- (c) a waiver from Listing Rule 10.13.5 to permit the Company's notice of meeting in respect of the Meeting not to state that:
 - (i) 3,500,000 Shares to be issued under the Public Offer to Mr Zane Lewis and Ms Lisa Wells (or their nominees); and
 - (ii) 22,500,000 Incentive Options to be issued under the KMP Offer to Mr Zane Lewis and the Proposed Directors (or their nominees),will be issued no later than one month after the date of the Meeting.

8.10 Continuous disclosure obligations

As the Company is admitted to the Official List, the Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company's Securities.

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

8.11 Litigation

As at the date of this Prospectus, neither the Company nor Odessa is involved in any material legal proceedings nor are the Directors aware of any legal proceedings pending or threatened against the Company or Odessa or any of their respective subsidiaries.

8.12 Electronic Prospectus

Pursuant to Regulatory Guide 107 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Securities in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the relevant Application Form. If you have not, please contact the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

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 relevant 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. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

8.13 Documents available for inspection

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 8.7.

8.14 Statement of Directors

The Directors and Proposed Directors report that after due enquiries by them, in their opinion, since the date of the financial statements in the financial information in Section 5, there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of the Company, other than as disclosed in this Prospectus.

9 Directors' Authorisation

The 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 and Proposed Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company.



Zane Lewis
Non-Executive Director
Fargo Enterprises Limited

10 Definitions

\$ means Australian Dollars.

Acquisition means the acquisition by the Company of 100% of the issued capital of Odessa in accordance with the Terms Sheet and the Minority Shareholder Agreements.

AEDT means Australian Eastern Daylight-savings Time.

Annual General Meeting or **Meeting** means the Annual General Meeting of Shareholders to be held on 26 November 2021 at 2.00pm (WST).

Applicant means a person who submits an Application Form.

Application Form means the Public Offer Application Form, the Priority Offer Application Form, the Consideration Offer Application Form, the KMP Offer Application Form, and the Lead Manager Offer Application Form, as the context requires.

Application Monies means the amount of money in dollars and cents payable for Shares pursuant to the Public Offer.

Aries Sale and JV Agreement means the asset sale and purchase agreement dated 25 May 2021 between Jindalee, Odessa and OD3 Aries.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

ASX Settlement Operating Rules means the settlement and operating rules of ASX Settlement.

Automic or **Share Registry** means Automic Pty Ltd (ACN 152 260 814).

BDNM means BDNM Investments Pty Ltd (ACN 642 085 738).

Board means the board of Directors.

Burnt Shirt or **Independent Geologist** means Burnt Shirt Pty Ltd (ACN 619 324 622).

Business Day means Monday to Friday except for any day that ASX declares is not a business day.

Calwynyardah Sale Agreement means the asset sale agreement dated 16 August 2021 between Odessa, OD3 Wynne and Volclays.

Celsius means Celsius Resources Limited (ACN 009 162 949).

CHES means the Clearing House Electronic Sub-register System operated by ASX Settlement.

Clay Mineral Rights Agreement means the Mineral Rights and Cooperation Agreement dated 16 August 2021 between OD3 Wynne and Volclays.

Closing Date means the date that the Offers (other than the Priority Offer) close which is 5.00pm (AEDT) on 17 December 2021 or such other time and date as the Board determines.

Company means Fargo Enterprises Limited (ACN 000 031 292).

Completion means completion of the Acquisition in accordance with the Terms Sheet and the Minority Shareholder Agreements.

Consideration Offer means the offer of the Consideration Shares to the Odessa Shareholders (or their nominees) and the Consideration Options to the Odessa Optionholders (or their nominees) under this Prospectus in the respective proportions set out in the Terms Sheet.

Consideration Offer Application Form means the Application Form in respect of the

Consideration Offer.

Consideration Options means the 98,161,192 Options to be issued to the Odessa Optionholders (or their respective nominees) pursuant to the Terms Sheet and the Option Cancellation Deeds.

Consideration Shares means the 196,322,384 Shares to be issued to the Odessa Shareholders (or their respective nominees) pursuant to the Terms Sheet and the Minority Shareholder Agreements.

Consolidation means the proposed 5-for-1 consolidation of the Company's issued capital which is subject to Shareholder approval at the Meeting.

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Department means the Western Australian Department of Mines, Industry Regulation and Safety.

Director means a director of the Company.

Eligible Shareholders has the meaning given in Section 2.1(d).

Equity Security has the same meaning as in the Listing Rules.

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.

Flamingo Customer Experience Inc. means Flamingo Customer Experience Inc, a company incorporated under the laws of Delaware, United States of America, company number 4761717.

Flamingo Ventures means Flamingo Ventures Pty Ltd (ACN 163 845 056).

Hall Chadwick or **Investigating Accountant** means Hall Chadwick WA Audit Pty Ltd (ACN 121 222 802).

Incentive Options mean the 32,500,000 Options to be issued to Mr Zane Lewis, Mr Alistair Stephens and the Proposed Directors (or their respective nominees) pursuant to the KMP Offer and on the terms and conditions set out in Section 8.2.

Jindalee means Jindalee Resources Limited (ACN 064 121 133).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

KMP Offer means the offer of the Incentive Options to Mr Zane Lewis (current Director), Mr Alistair Stephens (proposed CEO) and the Proposed Directors (or their respective nominees) under this Prospectus.

KMP Offer Application Form means the Application Form in respect of the KMP Offer.

Lead Manager means Pursuit Capital.

Lead Manager Mandate means the mandate between the Company and the Lead Manager dated 13 September 2021.

Lead Manager Offer means the offer of the Lead Manager Options to the Lead Manager (or its nominees) under this Prospectus.

Lead Manager Offer Application Form means the Application Form in respect of the Lead Manager Offer.

Lead Manager Options means the 20,000,000 Options to be issued to the Lead Manager (or its nominees) pursuant to the Lead Manager Offer and on the terms and conditions set out in Section 8.2.

Licence and Tenement Sale Agreement means the licence and tenement sale agreement dated 27 July 2021 between OD3 Aries and Celsius.

Listing Rules means the listing rules of ASX.

Major Shareholder means the following shareholders of Odessa:

- (a) Seamist Enterprises Pty Ltd (ACN 133 740 655);
- (b) Geobase Australia Pty Ltd (ACN 110 261 464) <CW Lloyd Family A/C>;
- (c) Leigh Alexander Sinclair <Holden Sinclair Family A/C>;
- (d) Milford Resources Pty Ltd (ACN 126 650 413); and
- (e) Odette Geoscience Pty Ltd (ACN 643 670 437).

Maximum Subscription or **Max Sub** means the maximum amount of \$6 million (before costs) to be raised pursuant to the Public Offer via the issue of 300,000,000 Public Offer Shares.

Merged Group means the Company, and its wholly owned subsidiaries, including Odessa, after Completion.

Minimum Subscription or **Min Sub** means the minimum amount of \$5 million (before costs) to be raised pursuant to the Public Offer via the issue of 250,000,000 Public Offer Shares.

Minority Shareholder means the shareholders of Odessa who are not classified as Major Shareholders.

Minority Shareholder Agreements means the share purchase agreements between the Minority Shareholders, the Company and Odessa (each a **Minority Shareholder Agreement**), under which the Minority Shareholder will agree to transfer their Odessa Shares to the Company and the Company agrees to accept the transfer of those Odessa Shares and issue the proportion of Consideration Shares to them.

Native Title Act means the *Native Title Act 1993* (Cth).

Odessa means Odessa Minerals Limited (ACN 646 595 799).

Odessa Optionholders means the holders of options of Odessa.

Odessa Shareholders means the holders of the fully paid ordinary shares in Odessa.

OD3 Aries means OD3 Aries Pty Ltd (ACN 650 013 415), a wholly owned subsidiary of Odessa.

OD3 Wynne means OD3 Wynne Pty Ltd (ACN 648 950 529), a wholly owned subsidiary of Odessa.

Offers means the Public Offer (including the Priority Offer), the Consideration Offer, the KMP Offer and the Lead Manager Offer.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Opening Date means the first date for receipt of completed Application Forms under the Offers, being 26 November 2021.

Pursuit Capital means Pursuit Capital Pty Ltd (ABN 96 136 717 283).

Plan means the Company's Employee Securities Incentive Plan summarised in Section 8.3.

Priority Offer means the priority offer to Eligible Shareholders to subscribe for up to 150,000,000 Shares at an issue price of \$0.02 each to raise up to \$3 million under the Public Offer.

Priority Offer Application Form means the Application Form in respect of the Priority Offer.

Priority Offer Closing Date means the date that the Priority Offer closes, which is 5.00pm (AEDT) on 10 December 2021 or such other time and date as the Board determines.

Projects means the Aries, Ellendale, Calwinyardah and Noonkanbah projects described in Section 3.3.

Proposed Directors means Dr Darren Holden and Ms Lisa Wells.

Prospectus means this prospectus dated 18 November 2021.

Public Offer means the offer of the Public Offer Shares pursuant to this Prospectus.

Public Offer Application Form means the Application Form in respect of the Public Offer.

Public Offer Shares means up to 300,000,000 Public Offer Shares to be issued pursuant to the Public Offer at an issue price of \$0.02 each to raise up to \$6 million (before costs).

Record Date means the record date to determine eligibility under the Priority Offer, being 5.00pm (AEDT) on 18 November 2021.

Reinstatement means reinstatement of the Shares to quotation on ASX, following Completion and the Company satisfying the requirements set out in chapters 1 and 2 of the Listing Rules.

Related Body Corporate has the meaning given in section 9 of the Corporations Act.

Restriction Agreement means a restriction agreement in accordance with the Listing Rules to be entered into by a Security holder of the Company.

Section means a section of this Prospectus.

Securities means any Equity Securities of the Company (including Shares and/or Options).

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

Shareholder means the holder of a Share.

SmallCap means SmallCap Corporate Pty Ltd (ACN 152 033 826).

SPA means the binding share purchase agreement between the Company and BDNM for the sale of all of the issued capital in Flamingo Customer Experience Inc dated on or about 26 August 2020.

Tenements means the exploration licences and applications for exploration licences which constitute the Projects.

Terms Sheet means the term sheet defined in Section 1.

Volclays means Volclays Pty Ltd (ACN 601 213 227).

William Buck means William Buck Accountants & Advisors ABN 16 021 300 521 and William Buck (NSW) Pty Ltd ABN 95 002 381 991.

WST means Western Standard Time being the time in Perth, Western Australia.



16 November 2021

The Board of Directors
Fargo Enterprise Limited
Suite 1
295 Rokeby Road
Perth WA 6008

Dear Board of Directors

Independent Limited Assurance Report on Fargo Enterprises Limited Historical and Pro forma Financial Information

We have been engaged by Fargo Enterprises Limited (to be renamed 'Odessa Minerals Limited') ("Fargo" or "the Company") to prepare this Independent Limited Assurance Report ("Report") in relation to certain financial information of Fargo and Odessa Minerals Limited ("Odessa") for inclusion in the Prospectus.

The Prospectus (or "the document") is issued for the purposes of raising a minimum of \$5,000,000 before associated costs based on the minimum Public Offer subscription, or a maximum of \$6,000,000 before costs based on a maximum Public Offer subscription; to assist the Company to meet the requirements for listing on the Australian Securities Exchange ("ASX").

Broadly, the Prospectus will raise a minimum of \$5,000,000 through the issue of 250,000,000 Ordinary Shares at an issue price of \$0.02 per Share or a maximum of \$6,000,000 through the issue of 300,000,000 Ordinary Shares at an issue price of \$0.02 per Share.

Expressions and terms defined in the document have the same meaning in this Report. This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

Scope

You have requested Hall Chadwick WA Audit Pty Ltd ("Hall Chadwick") to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below and disclosed in the Prospectus.



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Hall Chadwick WA Audit Pty Ltd ABN 33 121 222 802
Liability limited by a scheme approved under Professional Standards Legislation.
Hall Chadwick Association is a national group of independent Chartered Accountants and Business Advisory firms.
hallchadwickwa.com.au

PO Box 1288 Subiaco WA 6904
283 Rokeby Rd Subiaco WA 6008
T: +61 8 9426 0666

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The historical and pro forma 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.

You have requested Hall Chadwick to review the following historical financial information (together the "Historical Financial Information") of the Company included in the Prospectus:

- The historical Statement of Profit or Loss and Other Comprehensive Income for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 for the Company.
- The historical Statement of Profit or Loss and Other Comprehensive Income for the period ended 30 June 2021 for Odessa.
- The historical Statement of Financial Position as at 30 June 2019, 30 June 2020 and 30 June 2021 of the Company.
- The historical Statement of Financial Position as at 30 June 2021 for Odessa.
- The historical Statement of Cash Flows for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 for the Company.
- The historical Statement of Cash Flows for the period ended 30 June 2021 for Odessa.

The Historical Financial Information of the Company has been extracted from the financial reports for the years ended 30 June 2019, 30 June 2020 and 30 June 2021. The financial reports for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 were audited by William Buck in accordance with Australian Auditing Standards. William Buck issued an unqualified audit opinion with material uncertainty related to going concern for the years ended 30 June 2019, 30 June 2020 and 30 June 2021.

The Historical Financial Information of Odessa has been extracted from the financial report for the period ended 30 June 2021.

The financial report for Odessa for the period ended 30 June 2021 was audited by Hall Chadwick in accordance with Australian Auditing Standards. Hall Chadwick issued an unqualified audit opinion with material uncertainty related to going concern for the period ended 30 June 2021.

Pro Forma Historical Financial Information

You have requested Hall Chadwick to review the pro forma historical Statement of Financial Position as at 30 June 2021 referred to as "the pro forma historical financial information."

The pro forma historical financial information has been derived from the historical financial information of the Company, after adjusting for the effects of the subsequent events and pro forma adjustments described in note 2 of section 5.10 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in note 2 of section 5.10 of the Prospectus, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial

information does not represent the company's actual or prospective financial position or financial performance.

The pro-forma historical financial information has been prepared by adjusting the statement of financial position of the Company as at 30 June 2021 to reflect the financial effects of the following subsequent events which have occurred since 30 June 2021:

- (a) The Company incurred expenditure post year end of \$633,490;
- (b) On 27 September 2021, the Company entered into an amendment to its binding share purchase agreement (**SPA**) with BDNM Investments Pty Ltd for the sale to BDNM of all of the issued capital in Flamingo Customer Experience Inc, a Company which owns 100% of the issued share capital of Flamingo Ventures Pty Ltd. The sale of Flamingo Customer Experience Inc completed on 28 October 2021 and represents a sale of the Company's main undertaking to BDNM;
- (c) On 1 October 2021, 8,000,000 performance rights expired; and
- (d) On 3 November 2021, 4,922,948 options with an exercise price of \$0.029 expired.

BDNM has agreed to pay the purchase price to the Company under the SPA in tranches as follows:

- (i) \$175,000 on or before 1 November 2021, which has been paid but currently held in transit;
- (ii) \$150,000 on or before 31 March 2022, or the receipt of \$150,000 by BDNM from customers;
- (iii) \$100,000 on or before 15 January 2022.
- (iv) \$75,000 on or before 1 July 2022; and
- (v) \$200,000 on or before 31 December 2022.

The following pro forma transactions which are yet to occur, but are proposed to occur upon (or following) completion of the acquisition of Odessa and capital raising:

- (a) The change of name of the Company from 'Fargo Enterprises Limited' to 'Odessa Minerals Limited';
- (b) The change of name and company type of Odessa from 'Odessa Minerals Limited' to 'Odessa Australia Pty Ltd';
- (c) The consolidation of the Company's issued capital on a 5-to-1 basis;
- (d) the issue of a minimum of 250,000,000 ordinary shares at \$0.02 per share to raise \$5,000,000 (before costs) (Minimum Subscription) and up to 300,000,000 Shares to raise up to \$6,000,000 (before costs) (Maximum Subscription);
- (e) the issue of 20,000,000 unlisted options, exercisable of \$0.04 per option with an expiry of four years from issue, valued at \$228,268 in accordance with the Australian Accounting Standards, to the Lead Manager or its nominees;
- (f) the costs of the Public Offer are estimated to be \$519,978 on a Minimum Subscription basis of which \$300,000 (Minimum Subscription) and \$581,076 on Maximum Subscription basis, of which \$360,000 (Maximum Subscription) related cost was recognised in equity and the remainder was recognised in Profit or Loss and Other Comprehensive Income;
- (g) the issue of 22,500,000 unlisted options, exercisable of \$0.04 per option with an expiry of four years from issue, valued at \$256,801 in accordance with the Australian Accounting Standards, to the Directors;

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- (h) the issue of 10,000,000 unlisted Options, exercisable of \$0.04 per Option with an expiry of four years from issue, valued at \$114,134 in accordance with the Australian Accounting Standards, to the Chief Executive Officer; and
- (i) the issue of 196,322,384 shares and 98,161,192 unlisted options, exercisable of \$0.04 per option with an expiry of four years from issue in consideration for the acquisition of 100% of Odessa.

Directors' Responsibility

The directors of the Company are responsible for the preparation of the historical financial information and 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 limited assurance conclusions on the historical financial information and 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 Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement 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.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Historical Financial Information

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 for the Company comprising:

- The historical Statement of Profit or Loss and Other Comprehensive Income for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 for the Company.

- The historical Statement of Profit or Loss and Other Comprehensive Income for the period ended from 14 December 2020 to 30 June 2021 for Odessa.
- The historical Statement of Financial Position as at 30 June 2019, 30 June 2020 and 30 June 2021 of the Company.
- The historical Statement of Financial Position as at 30 June 2021 for Odessa.
- The historical Statement of Cash Flows for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 for the Company.
- The historical Statement of Cash Flows for the period ended 30 June 2021 for Odessa .

is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 5.2 of the document.

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 comprising the Statement of Financial Position as at 30 June 2021 is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in 5.2 of the document.

Restriction on Use

Without modifying our conclusions, we draw attention to section 5.1 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Consent

Hall Chadwick has consented to the inclusion of this Independent Limited Assurance Report in this disclosure document in the form and context in which it is so included (and at the date hereof, this consent has not been withdrawn), but has not authorised the issue of the disclosure document. Accordingly, Hall Chadwick makes no representation or warranties as to the completeness and accuracy of any information contained in this disclosure document, and takes no responsibility for, any other documents or material or statements in, or omissions from, this disclosure document.

Liability

The Liability of Hall Chadwick is limited to the inclusion of this report in the Prospectus. Hall Chadwick makes no representation regarding, and takes no responsibility for any other statements, or material in, or omissions from the Prospectus.

HALL CHADWICK **Declaration of Interest**

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

Yours Faithfully



MARK DELAURENTIS CA
Partner

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Allens > < Linklaters

8 November 2021

The Directors
Fargo Enterprises Limited
Suite 1, 295 Rokeby Road
Subiaco WA 6008

Dear Directors

Solicitor's Report – Western Australian Mining Tenements

This report has been prepared for inclusion in a re-compliance prospectus (*Prospectus*) to be issued by Fargo Enterprises Limited (*Company*) on or about 16 November 2021.

1 Background

The Company entered into a binding terms sheet with Odessa Minerals Limited (formerly named Odette Three Pty Ltd) (*Odessa*) and certain key shareholders of Odessa under which the Company will acquire 100% of the issued capital in Odessa subject to the satisfaction of certain conditions.

Odessa is the applicant for, holds an interest in, or has entered into an agreement to acquire an interest in, the mining tenements set out in Schedule 1 which are located in the Kimberley region of Western Australia (*Tenements*).

On completion of the acquisition of Odessa's issued capital, the Company will hold an interest in the Tenements through Odessa and the Company's main undertaking will be the exploration of the Tenements.

2 Scope

We have been instructed to provide a report in relation to:

- (a) the interests held by Odessa in the Tenements; and
- (b) any matters relevant to the exercise of Odessa's interests in the Tenements, including:
 - (i) any material agreements relating to those interests;
 - (ii) any third party interests in, or encumbrances affecting, the Tenements;
 - (iii) whether the Tenements are in good standing;
 - (iv) any unusual conditions relating to the Tenements; and
 - (v) any concurrent interests in the land the subject of the Tenements, including other mining tenements, private land, pastoral leases, native title claims and determinations and Aboriginal heritage sites or other heritage places.

This report does not consider risks and issues that may arise in relation to the development of a mining project on the Tenements (such as any additional necessary approvals).

Allens is an independent partnership operating in alliance with Linklaters LLP.

Fargo Enterprises Ltd

Allens & Linklaters

This report must be read in conjunction with Schedule 1 and is subject to the assumptions and qualifications set out in item 11.

3 Definitions

In this report, unless the context indicates otherwise:

ACH Bill means the draft Aboriginal Cultural Heritage Bill 2020 (WA).

AHIS means the Aboriginal Heritage Inquiry System.

AHIS Searches has the meaning given in item 4(d).

Applications has the meaning given in item 5.1.

Aries Assets has the meaning given in item 10.1.

Aries Sale and JV Agreement has the meaning given in item 10.1.

Aries Tenement has the meaning given in item 5.1.

ASX means the ASX Limited.

Base Metals has the meaning given in item 10.3.

Base Metals Rights Agreement has the meaning given in item 10.3.

Calwynyardah Tenement has the meaning given in item 5.1.

Calwynyardah Tenement Sale Agreement has the meaning given in item 10.6.

Celsius Resources means Celsius Resources Limited (ACN 009 162 949).

Clay Mineral Rights has the meaning given in item 10.7.

Clay Mineral Rights Agreement has the meaning given in item 10.7.

Commonwealth Heritage Act means the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth).

Company means Fargo Enterprises Limited (ACN 000 031 292).

Diamond Rights Agreement has the meaning given in item 10.4.

DMIRS means the Western Australian Department of Mines, Industry Regulation and Safety.

EPBC Act means the *Environment Protection and Biodiversity Conservation Act 1999* (Cth).

FNA has the meaning given in item 9.3.

Fund has the meaning given in item 6.4(h).

Granted Tenements means the Carlwynyardah Tenement and Aries Tenement.

ILUA means Indigenous Land Use Agreement.

Jindalee Resources means Jindalee Resources Limited (ACN 064 121 133).

Material Contracts means the agreements summarised in item 10.

Mining Act means the *Mining Act 1978* (WA).

Mining Regulations means the *Mining Regulations 1981* (WA).

Minister means the Minister under the Mining Act.

Native Title Act means the *Native Title Act 1993* (Cth).

NNTT means the Australian National Native Title Tribunal.

NNTT Searches has the meaning given in item 4(c).

OD3 Aries means OD3 Aries Pty Ltd (ACN 650 013 415).

OD3 Wynne means OD3 Wynne Pty Ltd (ACN 648 950 529).

Odessa means Odessa Minerals Limited (ACN 646 595 799).

Quick Appraisals has the meaning given in item 4(b).

Searches has the meaning given in item 4.

Tenements means the tenements set out in Schedule 1.

Tenement Searches has the meaning given in item 4(a).

Volclays means Volclays Pty Ltd (ACN 601 213 227).

WA Heritage Act means the *Aboriginal Heritage Act 1972* (WA).

4 Searches

For the purposes of this report, we have conducted searches and made enquiries in respect of the Tenements as follows:

- (a) searches of the Tenements on the register maintained by the DMIRS pursuant to the Mining Act on 8 November 2021 (**Tenement Searches**);
- (b) quick appraisal searches of the Tenements on the online 'TENGRAPH' system maintained by the DMIRS on 8 November 2021 (**Quick Appraisals**);
- (c) searches of the Register of Native Title Claims and the National Native Title Register maintained by the NNTT for any native title claims (registered or unregistered) or native title determinations that overlap or apply to the Tenements on 8 November 2021 (**NNTT Searches**);
- (d) searches from the online AHIS maintained by the Department of Planning, Lands and Heritage for any Aboriginal heritage places registered or recorded on the Register of Aboriginal Sites and other heritage places that overlap the Tenements on 8 November 2021 (**AHIS Searches**); and
- (e) we have reviewed all material agreements relating to the Tenements provided to us by the Company and summarised the material terms (details of which are set out in item 10 of this report).

5 Summary of findings

5.1 Title

The Tenements are granted or applied for under the Mining Act and comprise:

- (a) two granted exploration licences: E04/2364 (**Calwynyardah Tenement**) and E80/5027 (**Aries Tenement**); and
- (b) sixteen exploration licence applications: ELA04/2693, ELA04/2694, ELA04/2695, ELA04/2696, ELA04/2697, ELA04/2698, ELA04/2699, ELA04/2704, ELA04/2705, ELA04/2707, ELA04/2719, ELA80/5117, ELA80/5685, ELA80/5686, ELA80/5687 and ELA04/2714 (**Applications**).

Odessa is the sole registered holder of, or applicant for, the Tenements (either directly or through its wholly owned subsidiaries, OD3 Aries and OD3 Wynne), except for:

- (a) the Calwynyardah Tenement;
- (b) the Aries Tenement; and

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(c) ELA80/5117.

The Calwynyardah Tenement is registered in the name of Volclays but is subject to the Calwynyardah Sale Agreement under which OD3 Wynne acquired a 100% interest in the tenement. We are instructed that the transfer has been lodged with the DMIRS. The Calwynyardah Sale Agreement is discussed below in item 10.6.

The Aries Tenement is registered in the names of OD3 Aries (90%) and Jindalee Resources (10%) which is an unincorporated joint venture established under the Aries Sale and JV Agreement for the purposes of exploring and assessing the feasibility of developing a commercial diamond mining operation on the Aries Tenement. We also note that under the Aries Sale and JV Agreement, Jindalee Resources will be granted an option to buy-back Odessa's 90% interest in the Aries Tenement if Odessa has not been admitted to the official list of ASX by the date that is 18 months after 25 May 2021. The Aries Sale and JV Agreement is discussed below in item 10.1.

ELA80/5117 is registered in the name of Celsius Resources but is subject to the Licence and Tenement Sale Agreement under which Celsius Resources agreed to transfer a 100% registered interest in ELA80/5117 to OD3 Aries subject to grant and the satisfaction of certain conditions. The status of ELA80/5117 is discussed below in items 7.5 and 9.2 and the Licence and Tenement Sale Agreement is discussed below in item 10.2.

5.2 Grant of the Applications

The Applications have not yet been granted and there is no guarantee that they will be granted.

In particular, 12 of the Applications are subject to objections lodged under the Mining Act. An Application may only proceed to grant if either the objection(s) is withdrawn by agreement between the tenement applicant and the objector or, failing agreement, the Minister decides to grant the Application after a hearing before the Mining Warden. We note that it is common for an objection lodged by a concurrent tenure holder (ie, other mining tenement holders and pastoral lessees) to be resolved by agreement. The Mining Act objections to the Applications are discussed below at item 9.2.

Once the Mining Act objections are dispensed with, those Applications must comply with the applicable 'future act' procedure under the Native Title Act before they may proceed to grant. The native title status of the Application is discussed below at item 7.5.

5.3 Third party interests in the Tenements

The following Tenements are subject to third party interests:

- (a) the Calwynyardah Tenement;
- (b) the Aries Tenement; and
- (c) ELA80/5117.

The Calwynyardah Tenement is subject to the Clay Mineral Rights Agreement under which OD3 Wynne agreed to grant Volclays 100% of the rights in the Calwynyardah Tenement in respect of the clay minerals that are not likely to bear diamonds. The Clay Mineral Rights Agreement is discussed below at item 10.7.

The Aries Tenement is subject to the Aries Sale and JV Agreement and the Base Metals Rights Agreement.

Under the Base Metals Rights Agreement, Jindalee sold Celsius Resources the right to explore for and extract Base Metals from the Aries Tenement. However, Celsius Resources subsequently agreed to transfer these rights to Odessa under the Licence and Tenement Sale Agreement. On completion of the Licence and Tenement Sale Agreement, Odessa will hold 100% of the rights to

explore for and extract Base Metals from the Aries Tenement. The Base Metals Rights Agreement is discussed below in item 10.3.

ELA80/5117 is subject to the Diamond Rights Agreement and the Aries Sale and JV Agreement (in addition to the Licence and Tenement Sale Agreement).

Under the Diamond Rights Agreement, Celsius Resources agreed to sell to Jindalee Resources the right to explore for and extract diamonds from ELA80/5117 subject to the satisfaction of conditions. The Diamond Rights Agreement is discussed below at item 10.4.

Odessa (through OD3 Aries) and Jindalee Resources subsequently entered into the Aries Sale and JV Agreement, under which Odessa acquired 90% of Jindalee Resources' interest in the Diamond Rights Agreement. Therefore, Jindalee Resources retains 10% of the rights in relation to diamonds from ELA80/5117 and ELA80/5117 is also the subject of an unincorporated joint venture between Odessa (90%) and Jindalee (10%) established for the purposes of exploring and assessing the feasibility of developing a commercial diamond mining operation.

5.4 Rent

Rental payments are only payable in relation to granted tenements. Therefore, rent is only payable for the Calwinyardah Tenement and the Aries Tenement; there is no rent payable in relation to the Applications.

As set out in Schedule 1, the rental payments that are due for each of the Calwinyardah Tenement and the Aries Tenement for current tenement year have been paid in full.

5.5 Expenditure

Expenditure conditions are only applicable to granted tenements. Therefore, compliance with the expenditure conditions is only relevant to the Calwinyardah Tenement and the Aries Tenement; expenditure conditions do not apply to the Applications.

As set out in Schedule 1:

- (a) **(Calwinyardah Tenement)** The holder of the Calwinyardah Tenement failed to satisfy the expenditure conditions for the expenditure year ending on 9 March 2021. The DMIRS commenced forfeiture proceedings against the Calwinyardah Tenement on the basis of non-compliance with the expenditure conditions. The Minister ultimately determined that a penalty be imposed in lieu of forfeiture and the proceedings were finalised in October 2021 on payment of that penalty.
- (b) **(Aries Tenement)** The holder of the Aries Tenement reported expenditure in excess of the minimum expenditure commitment for the expenditure year ending on 9 October 2021.

5.6 Registered dealings and encumbrances

There are no mortgages, caveats or other encumbrances recorded against the Tenements. However, a number of the Applications are subject to objections under the Mining Act and Native Title Act. These objections are discussed below at item 9.2.

5.7 Extension of term of Tenements

Schedule 1 sets out the expiry dates of the Granted Tenements. In particular, we note that the Aries Tenement is due to expire in October 2022. As set out in item 6.1(c), the Minister has discretion to extend an exploration licence for one further period of five years and then by further two year periods if satisfied that a prescribed ground for extension exists.

Fargo Enterprises Ltd

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5.8 Conditions

The Granted Tenements are subject to the standard conditions and endorsements imposed by DMIRS.

Unusual conditions (being conditions that may in some way restrict a tenement holder's activities on the applicable Tenement) applicable to each Tenement are set out in Schedule 2. We note that there is a risk that the Applications may be granted subject to unusual conditions.

5.9 Land access

(a) Overlapping mining tenements

As is detailed in Schedule 1 and at item 9.1, the Quick Appraisals indicate that a number of the Applications overlap various third-party tenements and there is a risk that those Applications may be granted over a lesser area than applied for.

(b) Crown reserves and file notation areas

As detailed in Schedule 1 and items 9.3 and 9.7, the Searches indicate that a number of the Tenements are overlapped by a number of Crown Reserves and FNAs. The Company should assess the extent to which the Crown Reserves and FNAs may restrict or impact any proposed mining activities.

(c) National Heritage Listing and WA Heritage Site

As detailed in Schedule 1 and item 9.4, a number of the Tenements are located in the West Kimberley, being an area identified on the National Heritage List under the EPBC Act. Approval will be required to be obtained under the EPBC Act before any action takes place that is likely to have a significant impact on the heritage values of a listed place.

As detailed in Schedule 1 and item 9.5, ELA04/2697 overlaps a WA Heritage site registered under the *Heritage Act 2018* (WA) with an encroachment percentage of 0.02%. Depending on the location of the site, any proposed activities on the area of ELA04/2697 may be delayed or impacted.

(d) Section 19 Exemption

As detailed in Schedule 1 and item 9.6, the Searches indicate that ELA04/2699 overlaps Section 19 Exemption – S19 368 with an encroachment percentage of 0.31%. It is recommended that the Company assess the impact of the Section 19 Exemption on the grant of ELA04/2699.

(e) Pastoral leases

As detailed in Schedule 1 and item 9.8, the Searches indicate that the Tenements overlap a number of pastoral leases.

We have not been provided with any pastoral access agreements relating to the Tenements. The Company should consider entering into access and compensation agreements that regulate each party's respective activities and rights in relation to the areas of encroachment with the various pastoral lease holders to ensure the requirements of the Mining Act are satisfied and to avoid any disputes arising.

(f) Petroleum titles

As detailed in Schedule 1 and item 9.9, a number of the Tenements are overlapped by petroleum titles granted under the *Petroleum and Geothermal Energy Resources Act 1967* (WA). The Company may consider seeking an access agreement (or similar) with the

petroleum titleholders to effectively manage the access and interests of each party in relation to the encroachment areas.

5.10 Native title and Aboriginal cultural heritage

All of the Tenements are either wholly or partly within the external boundaries of a registered native title claim or determination. The affected claims and determinations are set out in Schedule 1.

The Applications must comply with the applicable 'future act' procedure under the Native Title Act before they may proceed to grant. The 'future act' procedure applicable to an application for an exploration licence is likely to be the expedited procedure which is known as the fast track procedure. However, affected native title parties will have an opportunity to object to the application of the expedited procedure. If the objection is upheld, then the more onerous right to negotiate process will apply. If the objection is withdrawn or unsuccessful, the Application may proceed to grant. If an objection is lodged, the tenement applicant may seek to resolve the matter by reaching agreement with the native title party in relation to the grant of the Application.

Our searches show that four Applications have been advertised under the expedited procedure and affected native title holders have lodged objections in each case. The remaining 12 Applications have not yet been referred for processing under the expedited procedure. The native title status of the Applications is discussed below at item 7.5.

There are also Aboriginal cultural heritage places located on 11 Tenements (including the Aries Tenement) which were identified from the AHIS Searches. The affected Tenements and identified Aboriginal cultural heritage places are set out in Schedule 1 and Aboriginal cultural heritage is discussed below at item 8.

6 Tenements

The following provides a description of the nature and key terms of mining tenements that may be granted under the Mining Act.

6.1 Exploration Licences

(a) Application

Any person may lodge an application for an exploration licence. The grant of exploration licence applications lies with the Minister on receiving a recommendation by the Mining Registrar or Warden.

The applicant must provide a statement specifying the proposed method of exploration, details of a proposed work programme, the estimated amount of expenditure on exploration if the exploration licence is granted, and the technical and financial resources of the applicant.

(b) Licence area and authority

An exploration licence permits the holder to explore over land up to a maximum 200 graticular blocks in designated areas of WA and a maximum of 70 graticular blocks elsewhere. Graticular blocks range in area from approximately 2.8km² to 3.3km². There is no limit to the number of exploration licences which may be held by any one person.

An exploration licence authorises the holder to enter land to explore using vehicles, machinery and equipment as may be necessary or expedient for the purpose of exploring for minerals in, on or under the land. The holder of an exploration licence may excavate, extract or remove earth, soil, rocks, stone, fluid or mineral-bearing substances not exceeding 1,000 tonnes over the term of the licence.

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An exploration licence will not be granted over land the subject of an existing mining tenement other than a miscellaneous licence.

(c) **Term and extension**

Exploration licences are granted for a term of five years. The Minister has discretion to extend the exploration licence for one further period of five years and then by further periods of two years if satisfied that a prescribed ground for extension exists.

Prescribed grounds for extension include circumstances when the holder experienced difficulties or delays arising from governmental, legal, climatic or heritage reasons, where work carried out justifies further exploration, or where the Minister considers the land has been unworkable for the whole or a considerable part of any year of the term.

(d) **Relinquishment requirement**

Exploration licences of more than ten blocks applied for after 10 February 2006 are subject to a requirement that the holder relinquishes 40% of the tenement area at the end of the sixth year that the licence is held. A failure to lodge the required partial surrender could render the exploration licence liable to forfeiture.

The Tenements are all exploration licences or applications for exploration licences applied for after 10 February 2006.

(e) **Retention status**

The holder of an exploration licence applied for after 10 February 2006 may apply for retention status for the whole or part of the land the subject of the exploration licence which may be approved if:

- (i) there is an identified mineral resource located in the land; and
- (ii) mining of that identified mineral resource is impractical for economic or marketing reasons; or
- (iii) if there are political, environmental or other difficulties in obtaining requisite approvals.

On approval of retention status, the holder of an exploration licence may have to comply with a specified programme of work. The Minister may ask the holder of an exploration licence with retention status to show cause why a mining lease or leases should not be applied for over the land.

The exploration licences were all applied for after 10 February 2006.

(f) **Transfer during first year**

During the first year of grant of an exploration licence, the Mining Act prohibits the transfer of or dealing with a legal or equitable interest in or affecting the exploration licence, whether directly or indirectly, without the prior written consent of the Minister.

(g) **Right to apply for a mining lease**

During the term of an exploration licence, the holder may apply for and have granted (subject to the Mining Act) one or more mining leases over any part of land subject to the exploration licence. Where an application for a mining lease is made, and the term of the exploration licence is due to expire prior to the mining lease application being determined, the exploration licence will continue in force over the land subject to the mining lease application pending the outcome of that mining lease application.

(h) **Rent and expenditure requirements**

- (i) Annual rent for an exploration licence (graticular) is \$146.00 per block for years one to three of the term of the licence (\$406.00 if for only 1 block), \$262.00 per block for years four and five, \$358.00 per block for years six and seven, and \$677.00 per block for year eight and each subsequent year of the term of the licence (based on rental rates current as at the date of this report).
- (ii) Exploration licences are subject to minimum annual expenditure requirements which are calculated at not less than:
 - (A) \$1,000 per block for years one to three of the term of the licence (subject to minimums of \$10,000 for licences of one block only, \$15,000 for licences of two to five blocks and \$20,000 for licences of six or more blocks);
 - (B) \$1,500 per block for years four and five of the term of the licence (subject to minimums of \$10,000 for licences of one block only, \$20,000 for licences of two to five blocks and \$30,000 for licences of six or more blocks);
 - (C) \$2,000 per block for years six and seven of the term of the licence (subject to minimums of \$15,000 for licences of one block only, \$30,000 for licences of two to five blocks and \$50,000 for licences of six or more blocks); and
 - (D) \$3,000 per block for years eight and each subsequent year of the term of the licence (subject to minimums of \$20,000 for licences of one block only, \$50,000 for licences of two to five blocks and \$70,000 for licences of six or more blocks),

(based on expenditure requirements current as at the date of this report).
- (iii) The holder of an exploration licence may apply for exemption from compliance with minimum expenditure requirements on certain grounds set out in the Mining Act or at the discretion of the Minister. A failure to comply with expenditure requirements, unless exempted, renders the exploration licence liable to forfeiture.

(i) **Forfeiture**

The Minister may make an order for the forfeiture of an exploration licence for any of the following reasons:

- (i) failure to comply with a condition of an exploration licence such as payment of rent or lodgement of a report as required by the Mining Act;
- (ii) failure to comply with certain provisions of the Mining Act;
- (iii) failure to satisfy expenditure conditions;
- (iv) failure by the holder to satisfy a request of the Minister; or
- (v) if the holder is convicted of an offence under the Mining Act.

Rather than forfeiting the exploration licence, the Minister may impose a penalty not exceeding \$150,000 (if the holder is a body corporate), or award the whole or part of any such penalty to any person or impose no penalty on the holder.

(j) **Other Conditions**

Exploration licences are subject to standard conditions that must be complied with, including rent payments, annual expenditure requirements and the requirement to lodge annual technical reports. Standard conditions also stipulate that a tenement holder obtain the consent of an officer of DMIRS prior to conducting any ground disturbing work, basic

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environmental and rehabilitation conditions (such as the removal of all waste, capping of drill holes, etc.) and prohibitions or restrictions on disturbing existing infrastructure such as roads, powerlines, aerial landing ground, airstrips and geodetic survey stations.

6.2 Miscellaneous Licences

(a) Application

Any person may apply for a miscellaneous licence. The Mining Registrar or Warden determines whether to grant an application for a miscellaneous licence. A miscellaneous licence may be granted for one or more prescribed purpose that is directly connected with mining operations. An application for a miscellaneous licence cannot be legally transferred and continues in the name of the applicant.

(b) Rights

Miscellaneous licences can be granted over land subject to an existing tenement.

Although the grant of a miscellaneous licence over part of a mining lease, exploration licence or prospecting licence does not prevent the holder of the mining lease, exploration licence or prospecting licence from carrying out its activities over that area, those activities should not interfere with the permitted activities of the miscellaneous licence holder.

Therefore, the existence of a miscellaneous licence may restrict certain activities of a tenement holder over the same area. The holders of overlapping tenements often object to miscellaneous licence applications and enter into access agreements to govern competing interests over the area of miscellaneous licences.

(c) Rent and expenditure requirements

Annual rent for a miscellaneous licence is \$19.70 per hectare (based on rental rates current as at the date of this report).

Miscellaneous licences are not subject to minimum annual expenditure requirements.

(d) Term and extension

A miscellaneous licence applied for and granted after 6 June 1998 has a term of 21 years and may be renewed for successive periods of 21 years.

(e) Conditions

A miscellaneous licence is granted subject to various standard conditions. A failure to comply with these conditions may lead to a forfeiture of the miscellaneous licence.

(f) Transfer

The consent of the Minister is required to transfer a miscellaneous licence.

6.3 Prospecting Licences

(a) Application

A person may lodge an application for a prospecting licence in accordance with the Mining Act. The Mining Registrar or Warden decides whether to grant an application for a prospecting licence.

An application for a prospecting licence cannot be legally transferred and continues in the name of the applicant.

(b) **Land excluded from prospecting licences**

Where an application for a prospecting relates to land that is, or was when the application was made, the subject of a granted mining tenement, any prospecting licence granted in respect of that application shall not include that land.

(c) **Rights**

The holder of a prospecting licence is entitled to enter the land and undertake operations for the purpose of prospecting for minerals.

(d) **Term**

A prospecting licence has a term of four years. Where the prospecting licence was applied for and granted, the Minister may extend the term by one period of four years and if retention status is granted (see below) by further term or terms of four years. Where a prospecting licence is transferred before a renewal application has been determined, the transferee is deemed to be the applicant.

(e) **Retention status**

The holder of a prospecting licence may apply to the Minister for approval of retention status for the prospecting licence. The Minister may approve retention status for the whole or any part of the land subject of a prospecting licence where there is an identified mineral resource within the prospecting licence, but it is impracticable to mine the resource for prescribed reasons. On the approval of retention status the Minister may impose a condition requiring the holder to comply with a specific programme of works or require the holder to apply for a mining lease.

(f) **Rent and expenditure requirements**

Annual rent for a prospecting licence is \$3.30 per hectare or part thereof with a minimum rent of \$33.00 (based on rental rates current as at the date of this report).

Prospecting licences are subject to minimum annual expenditure requirements of not less than \$40 for each hectare, with a minimum of \$2,000 per year during each year of the term of the (based on expenditure requirements current as at the date of this report).

(g) **Conditions**

Prospecting licences are granted subject to various standard conditions relating to minimum expenditure, the payment of rent and observance of environment protection and reporting requirements. Non-compliance with these conditions may lead to forfeiture of the prospecting licence.

(h) **Relinquishment**

There is no requirement to relinquish any portion of the prospecting licence.

(i) **Priority to apply for a mining lease**

The holder of a prospecting licence has a right in priority to apply for a mining lease. The application for the mining lease must be made prior to the expiry of the prospecting licence. The prospecting licence remains in force until the application for the mining lease is determined.

(j) **Transfer**

There is no restriction on transfer or other dealing in a prospecting licence.

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6.4 Mining Leases

(a) Application

Any person may lodge an application for a mining lease, although a holder of a prospecting licence, exploration licence or retention licence over the relevant area has priority. The grant of mining leases under the Mining Act lies with the Minister on recommendation of the Mining Registrar or Warden. Since 11 February 2011, the area over which a mining lease may be granted is unrestricted.

The application, where made after 10 February 2006, must be accompanied by either a mining proposal or a 'mineralisation report' indicating there is significant mineralisation in the area over which a mining lease is sought. A mining lease accompanied by a 'mineralisation report' will only be approved where the Director, Geological Survey considers that there is a reasonable prospect that the mineralisation identified will result in a mining operation.

(b) Authority

A mining lease entitles the holder to use, occupy and enjoy the land for the purposes of mining. The holder may work and mine the land for any minerals, extract and dispose of such minerals and do all acts and things necessary in order to carry out mining operations on the land the subject of that mining lease, conditional on a programme of work being approved by DMIRS.

(c) Term and extension

A mining lease remains in force for up to 21 years from the date of grant.

The holder has an option to renew for a further 21 years and then for a further 21 years with Ministerial consent.

(d) Transfer

It is a condition of a mining lease that the holder not transfer or mortgage a legal interest in the land or any part of the land without the prior written consent of the Minister or an officer of the DMIRS acting on the authority of the Minister.

(e) Rent and expenditure requirements

Annual rent for a mining lease is \$22 per hectare or part thereof (based on rental rates current as at the date of this report).

Mining leases are subject to minimum annual expenditure requirements of not less than \$100 for each hectare, with a minimum of \$10,000 per year during each year of the term of the lease. If the mining lease does not exceed five hectares the minimum annual expenditure of will be \$5,000 (based on expenditure requirements current as at the date of this report).

(f) Other conditions

Mining leases are granted subject to various other standard conditions, including conditions relating to the survey of the land, and the observance of environmental protection and reporting requirements. A failure to comply with the conditions (including expenditure conditions) may lead to forfeiture of the mining lease or the Minister imposing a penalty not exceeding \$50,000 as an alternative.

(g) Royalty

Where minerals of economic significance are discovered, the holder of a mining lease is obliged to report this to the Minister promptly. A royalty is payable to the State of Western Australia in relation to minerals obtained from the land that is the subject of a mining lease granted under the Mining Act. The royalty rates vary according to the product concerned.

Western Australia has a three-tiered royalty system which applies one of three royalty rates depending on the form in which the mineral is sold (ore, concentrate or final form), and the extent to which it is processed. In Western Australia, there are two systems used to collect mineral royalties:

- (i) **Specific rate:** calculated as a flat rate per tonne produced and generally applies under legislation to low value construction and industrial minerals. The rates on production between 1 July 2015 and 30 June 2025 are 73 cents per tonne and 117 cents per tonne; and
- (ii) **Ad valorem:** calculated as a percentage of the royalty value of the mineral, which applies under the Mining Regulations. The royalty value is broadly calculated as the quantity of the mineral in the form in which it is first sold, multiplied by the price in that form, minus any allowable deductions.

The ad valorem royalty rate takes into account price fluctuations and material grades as follows:

- (i) bulk material (subject to limited treatment) - 7.5% of the royalty value;
- (ii) concentrate material (subject to substantial enrichment through a concentration plant) - 5% of the royalty value; and
- (iii) metal - 2.5% of the royalty value.

The 'royalty value' components used to calculate the 'royalty value' are defined under the Mining Regulations. In some cases, for example in the case of nickel, an alternative value applies.

(h) **Mining Rehabilitation Fund**

The Mining Rehabilitation Fund (**Fund**) is a pooled fund to which Western Australian mining operators contribute. Money in the Fund is used to rehabilitate abandoned mine sites in Western Australia.

The holders of all mining tenements, except those tenements covered by special agreements with the State of Western Australia and not listed in the *Mining Rehabilitation Fund Regulations 2013* (WA), are required to participate in the Fund. This involves reporting disturbance data and contributing annually to the Fund. Holders of tenements with a rehabilitation liability estimate below a threshold of \$50,000 are required to report disturbance data but are not required to pay into the Fund.

6.5 Overlapping Tenements

The Mining Act provides that the granted area of a mining lease, exploration licence or a prospecting licence will not include any land the subject of a current mining tenement (other than a miscellaneous licence). However, a miscellaneous licence may be granted over another miscellaneous licence or another tenement and vice versa.

The Mining Act provides that each grant of a mining tenement will be deemed to contain an express reservation of the rights to which the holder of the existing mining tenement is entitled. This establishes a priority regime such that where there is an overlap between the Tenements and a third party tenement, the Company should be aware that its rights on the Tenements may be limited by the rights of a third party, especially if that third party's tenement was granted first in time.

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7 Native title

7.1 General

Native title is a right or interest over land or waters that may be enjoyed, according to traditional laws and customs, by Aboriginal and Torres Strait Islander peoples. Native title rights are commonly called a 'bundle of rights' as a group can hold several different rights in relation to an area. In some instances, native title rights may simply comprise a right to pass over and occupy land for the purpose of hunting for or gathering food, or for ceremonial purposes. On the other hand, they may comprise a right to permanently occupy certain land to the exclusion of all others.

Native title was first recognised in Australia in 1992, in the case of *Mabo v Queensland (No 2)*. In response to the *Mabo* decision, the Commonwealth government enacted the *Native Title Act 1993* (Cth) (**Native Title Act**), which commenced on 1 January 1994.

In summary, the Native Title Act:

- (a) provides a procedural framework for Aboriginal and Torres Strait Islander peoples to claim native title rights in relation to land and waters and for the determination of such claims by the Federal Court of Australia;
- (b) provides a process by which holders of native title can claim compensation for acts done that affect their native title rights;
- (c) validates certain 'past acts' and 'intermediate period acts' done by the Commonwealth and the State governments which may be invalid because of the existence of native title and confirms the extinguishment of native title in some circumstances;
- (d) provides a 'future act' regime which applies to acts affecting native title land and waters (such as the grant of mining tenements), and pursuant to which procedural and compensation rights are granted to registered claimants and holders of native title; and
- (e) provides a process by which holders of native title can claim compensation for acts done that affect their native title rights.

In order to establish native title, a native title party must make a native title determination application to the Federal Court. If the application passes certain procedural and substantive conditions, it is entered on the Register of Native Title Claims maintained by the NNTT. The Federal Court determines whether or not native title exists in accordance with the Native Title Act.

Registered native title claimants and native title holders are afforded certain procedural rights in circumstances where the State of Western Australia proposes to grant a mining tenement over an area the subject of their claim or determination.

The grant of mining tenements (or other forms of tenure) may be invalid to the extent of any inconsistency with the exercise of native title rights and interests if the grant does not comply with the 'future act' regime in the Native Title Act. However, if native title does not exist or has been extinguished over the land in question, activities may proceed without reference to native title and the Native Title Act provisions. The Native Title Act confirms the extinguishment of native title by various acts (including valid grants of freehold, valid leases conferring exclusive possession and the construction or establishment of a public work, which occurred before 23 December 1996).

The existence of a native title claim does not guarantee the existence of native title over an area. However, compliance with the 'future act' regime in the Native Title Act gives a proponent comfort that mining tenements have been issued in compliance with the Native Title Act and will not be affected by a future determination of native title.

Where a native title claim is made over land where other persons hold valid interests (eg, under a non-exclusive lease or a licence), the claim does not affect the title of those persons or the exercise of the rights granted to them pursuant to the title. However, the claimants may be entitled to compensation. Compensation is generally payable by the government which granted the interests, however, the State of Western Australia has included a provision in the Mining Act which imposes liability for compensation payable to native title holders for the grant of a mining tenement on the holder of the mining tenement at the time a determination of compensation is made by the Federal Court.

When a native title claim is determined (by contested hearing or by consent) the approved determination is entered onto the National Native Title Register which is maintained by the NNTT.

7.2 Grant of mining tenements and compliance with the Native Title Act

The grant of a mining tenement after the commencement of the Native Title Act is an act that is required to comply with the 'future act' regime in order for the tenement to be validly granted, unless:

- (a) it is an 'intermediate period act', being an act that took place between 1 January 1994 (Native Title Act commencement) and 23 December 1996 (the '*Wik*' decision) on land that was at the time covered by either a freehold or leasehold tenure or on land on which a public work was constructed; or
- (b) native title does not exist or has been extinguished over the land in question.

For the grant of a mining tenement, the future act procedure could be one of the following three options:

- (a) the 'right to negotiate', which is the primary future act procedure under the Native Title Act for mining leases;
- (b) the 'expedited procedure', which is the procedure through which the DMIRS will generally process applications for exploration and prospecting licences;
- (c) the infrastructure facility process or the water process, for tenements with specific infrastructure or water purposes; and
- (d) the negotiation of an ILUA.

The right to negotiate is a statutory procedural right given to registered native title claimants and holders in relation to certain kinds of 'future acts'. Under the right to negotiate, the native title party is notified of the mining tenement application and the proponent (and, unless the negotiation parties agree otherwise, the State government) must negotiate with the native title party in good faith to attempt to obtain an agreement for the performance of the act. If, six months after the date of notification of the right to negotiate process, an agreement cannot be reached, it is open for the mining tenement application to be referred to the NNTT for a decision about whether the act in question can be done (which would then allow the grant of the tenement).

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 Native Title Act permits the State to follow an expedited procedure for the grant of a tenement. This procedure is known as the fast track procedure and will generally apply to exploration activities such as the grant of exploration and prospecting licences.

Under the expedited procedure, the State issues a notice of the proposed grant of the exploration or prospecting licence along with a statement that the State considers that the grant of the licence attracts the expedited procedure. An affected registered native title claimant or holder then has four months from the date of notification to lodge an objection with the NNTT to the application of the expedited procedure. If the objection is upheld by the NNTT, the right to negotiate process outlined

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above will apply. If the objection to the application of the expedited procedure is withdrawn, unsuccessful or no objection is lodged within four months from the date of notification, the tenement may be granted.

The right to negotiate and expedited procedures do not have to be followed if an ILUA authorises the grant of a tenement. An ILUA is a voluntary contractual arrangement entered into by the proponent and the native title party which deals with the interaction between the proponent and the native title party and the use and management of the relevant land. The government does not have to be a party to these agreements but it must be a party to any agreement that provides for extinguishment of native title. ILUAs must be registered by the NNTT. On registration, the ILUA binds the whole native title claimant group or holders of native title in the area.

7.3 Native title interests affecting the Tenements

The NNTT Searches show that the Tenements are wholly or partly within the external boundaries of the following native title determinations and native title claims:

Native Title Determination / Claim	Tenements Affected and Encroachment
Bunuba Native Title Determination (WCD2012/006)	ELA04/2697 (58.68%), ELA04/2698 (1.55%)
Bunuba Part B Native Title Determination (WCD2015/008)	The Calwynyardah Tenement (59.02%), ELA04/2697 (0.39%), ELA04/2698 (<0.01%)
Bunuba #2 Part A Native Title Determination (WCD2015/009)	ELA04/2695 (27.44%), ELA04/2696 (100%), ELA04/2697 (39.71%), ELA04/2698 (58.03%), ELA04/2699 (100%)
Bunuba #2 Part B Native Title Determination (WCD2019/008)	ELA04/2695 (7.29%), ELA04/2714 (21.41%)
Bunuba #3 Native Title Determination (WCD2015/010)	ELA04/2697 (1.22%), ELA04/2698 (0.45%)
Noonkanbah Native Title Determination (WCD2007/002)	ELA04/2694 (13.82%), ELA04/2704 (99.7%), ELA04/2705 (65.72%), ELA04/2707 (87.38%), ELA04/2719 (98.57%)
Nyikina Mangala Native Title Determination (WCD2014/003)	ELA04/2693 (100%), ELA04/2694 (86.18%), ELA04/2695 (55.19%), ELA04/2705 (33.97%), ELA04/2707 (12.15%)
Wanjina - Wunggurr Wilinggin Native Title Determination No 1 (WCD2004/001)	The Aries Tenement (100%), ELA80/5117 (99.74%), ELA04/2698 (0.13%), ELA80/5685 (100%), ELA80/5686 (100%), ELA80/5687 (100%)
Warra Combined Part A Native Title Determination (WCD2020/010)	ELA04/2698 (39.83%)
Yurriyangem Taam (WCD2019/006)	ELA80/5117 (0.26%)
Warlangurru Native Title Claim (WC2015/004)	The Calwynyardah Tenement (40.27%), ELA04/2695 (10.07%), ELA04/2714 (78.59%)

Consequently, the native title parties set out above will enjoy the procedural rights referred to in item 7.2 above in relation to the grant of any tenement applications referred to in the above table.

We note that all Tenements were granted or applied for after 23 December 1996. We have therefore assumed that the relevant procedures prescribed under the Native Title Act were or will be required to be followed in relation to the grant of each of the Tenements.

7.4 Indigenous Land Use Agreements

The Searches indicate that a number of ILUAs cover the areas of a number of the Tenements. We do not consider that these ILUAs have any application to the Tenements.

7.5 Native Title status of Applications

The table below details the Applications' current status in relation to the relevant 'future act' procedures.

Pending Tenement	Application Date	Status
ELA04/2693	13 January 2021	ELA04/2693 was advertised on 1 April 2021 under the expedited procedure and the native title holders under the Nyikina Mangala Determination (WCD2014/003) lodged an objection to the application of the expedited procedure. If the objection is upheld, the right to negotiate process applies. If the objection is unsuccessful or withdrawn, ELA04/2693 may proceed to grant. Odessa may seek to resolve the matter by reaching agreement with the native title holders in relation to the grant of ELA04/2693.
ELA04/2694	13 January 2021	ELA04/2694 has not yet been referred to the Native Title Unit for advertising because it is subject to objections lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objections, ELA04/2694 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA04/2694 may object to the application of the expedited procedure.
ELA04/2695	13 January 2021	ELA04/2695 has not yet been referred to the Native Title Unit for advertising because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA04/2695 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by

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Pending Tenement	Application Date	Status
		ELA04/2695 may object to the application of the expedited procedure.
ELA04/2696	13 January 2021	ELA04/2696 was advertised on 1 April 2021 under the expedited procedure and the native title holders under the Bunuba #2 Part A Determination (WCD2015/009) lodged an objection to the application of the expedited procedure. If the objection is upheld, the right to negotiate process applies. If the objection is unsuccessful or withdrawn, ELA04/2696 may proceed to grant. Odessa may seek to resolve the matter by reaching agreement with the native title holders in relation to the grant of ELA04/2696.
ELA04/2697	13 January 2021	ELA04/2697 has not yet been referred to the Native Title Unit because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA04/2697 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period a registered native title group that is affected by ELA04/2697 may object to the application of the expedited procedure.
ELA04/2698	13 January 2021	ELA04/2698 has not yet been referred to the Native Title Unit and has not commenced the four month advertising period under the Native Title Act. During this advertising period, a registered native title group that is affected by ELA04/2698 may object to the application of the expedited procedure.
ELA04/2699	13 January 2021	ELA04/2699 has not yet been referred to the Native Title Unit because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA04/2699 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA04/2699 may object to the application of the expedited procedure.
ELA04/2704	19 February 2021	ELA04/2704 has not yet been referred to the Native Title Unit because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA04/2704 will likely be processed under the

Pending Tenement	Application Date	Status
		expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA04/2704 may object to the application of the expedited procedure.
ELA04/2705	19 February 2021	ELA04/2705 has not yet been referred to the Native Title Unit because it is subject to objections lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objections, ELA04/2705 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA04/2705 may object to the application of the expedited procedure.
ELA04/2707	10 March 2021	ELA04/2707 has not yet been referred to the Native Title Unit because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA04/2707 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA04/2707 may object to the application of the expedited procedure.
ELA04/2719	30 June 2021	ELA04/2719 has not yet been referred to the Native Title Unit because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA04/2719 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA04/2719 may object to the application of the expedited procedure.
ELA80/5117	15 June 2017	ELA80/5117 was advertised on 28 July 2021 under the expedited procedure and the native title holders under the Wanjina – Wunggurr Wilonggin No. 1 Determination (WCD2004/001) lodged an objection to the application of the expedited procedure. If the objection is upheld, the right to negotiate process applies. If the objection is unsuccessful or withdrawn, the application may proceed to grant. Odessa may seek to resolve the matter by reaching agreement

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Pending Tenement	Application Date	Status
		with the native title holders in relation to the grant of the application.
ELA80/5685	26 August 2021	ELA80/5685 has not yet been referred to the Native Title Unit because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA80/5685 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA80/5685 may object to the application of the expedited procedure.
ELA80/5686	26 August 2021	ELA80/5686 has not yet been referred to the Native Title Unit because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA80/5686 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA80/5686 may object to the to the application of the expedited procedure.
ELA80/5687	26 August 2021	ELA80/5687 has not yet been referred to the Native Title Unit because it is subject to an objection lodged under the Mining Act (discussed below in item 9.2). Following the resolution of the Mining Act objection, ELA80/5687 will likely be processed under the expedited procedure and subject to a four month advertising period. During this advertising period, a registered native title group that is affected by ELA80/5687 may object to the application of the expedited procedure.
ELA04/2714	31 May 2021	ELA04/2714 was advertised on 8 September 2021 under the expedited procedure and the native title holders under the Bunuba #2 Part B Determination (WCD2019/008) lodged an objection to the application of the expedited procedure. If the objection is upheld, the right to negotiate process applies. If the objection is unsuccessful or withdrawn, ELA04/2714 may proceed to grant. Odessa may seek to resolve the matter by reaching agreement with the native title holders in relation to the grant of ELA04/2714.

8 Aboriginal cultural heritage

Aboriginal heritage is protected by Commonwealth legislation as well as legislation in each State and Territory of Australia.

8.1 Commonwealth legislation

The *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) (**Commonwealth Heritage Act**) gives the Commonwealth Minister for the Environment power to make declarations to protect significant Aboriginal areas or objects which may be under threat of injury or desecration. A declaration can only be sought by an Aboriginal or Torres Strait Islander person (or their representative) and is only made as a measure of last resort if the Minister believes all State protection processes have been exhausted.

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

We have not undertaken any searches in respect of the Commonwealth Heritage Act for the purposes of this report.

8.2 Western Australian legislation

The WA Heritage Act is endorsed on all tenements in Western Australia. The WA Heritage Act protects all Aboriginal sites in Western Australia which meet the criteria in section 5 of the WA Heritage Act.

It is an offence under the WA Heritage Act to excavate, destroy, damage, conceal or in any way alter an Aboriginal site or any object on or under an Aboriginal site, unless the person or company is acting with the authority of the registrar or the consent of the relevant Minister. The offence applies regardless of whether the Aboriginal site has been entered on the Register of Aboriginal sites. It is a defence if the person (or company) charged can prove that he or she did not know and could not reasonably be expected to have known, that the place or object was protected by the WA Heritage Act.

A holder of a Western Australian mining tenement has the legislative right to submit an application under the WA Heritage Act seeking approval to disturb or destroy an Aboriginal site.

8.3 Proposed Aboriginal Heritage Bill

On 2 September 2020, the WA State Government released a draft ACH Bill which is intended to replace the current WA Heritage Act.

The ACH Bill establishes an Aboriginal Cultural Heritage Council, with broader functions, intended to replace the current Aboriginal Cultural Material Committee, introduces a 'tiered' approvals system and a 'continuous disclosure' obligation, gives broad ministerial powers to issue orders to stop activities, prohibit activities or enforce remediation, and imposes harsher penalties for carrying out activities which harm Aboriginal cultural heritage, failing to report on Aboriginal cultural heritage or non-compliance.

In relation to approvals, the ACH Bill proposes that proponents of resources projects will (depending on the type of activity to be carried out on the tenements) need to apply for an Aboriginal Cultural Heritage Permit or obtain approval of an Aboriginal Cultural Heritage Management Plan negotiated with the relevant Local Aboriginal Cultural Heritage Service.

8.4 Aboriginal sites and other heritage places on the Tenements

The AHIS Searches identified that Aboriginal cultural heritage places are located on 11 Tenements. The affected Tenements and identified Aboriginal cultural heritage places are set out in Schedule 1.

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It should be noted that the AHIS Searches only indicate the Aboriginal heritage sites and other heritage places that have been registered within the area of the Tenements to date. There may be additional Aboriginal heritage sites within the area of the Tenements that have not been registered and are not reflected in the AHIS Searches, but are still protected under the WA Heritage Act.

9 Land access

9.1 Overlapping mining tenements

The Searches indicate that the Tenements overlap with mining tenure applied for or granted under the Mining Act. These overlaps are detailed in the table below.

Tenement	Overlapping mining tenure	Holder	Encroachment
ELA04/2697	L04/115	Gibb River Diamonds Limited	0.01%
	L04/118 (pending)	India Bore Diamond Holdings Pty Ltd	0.01%
ELA04/2698	M04/213	David Leslie Martin	0.11%
	L04/53	David Leslie Martin	0.04%
	M04/38	David Leslie Martin	0.01%
ELA04/2699	E04/2416	Gibb River Diamonds Limited	20.73%
	P04/278	Gibb River Diamonds Limited	12.13%
	E04/2415	Gibb River Diamonds Limited	4.91%
	P04/277	Gibb River Diamonds Limited	3.89%
	L04/118 (pending)	India Bore Diamond Holdings Pty Ltd	0.55%
	L04/115	Gibb River Diamonds Limited	0.44%
	L04/113 (pending)	India Bore Diamond Holdings Pty Ltd	0.33%
	M04/475 (pending)	Gibb River Diamonds Limited	0.31%
	L04/116	Gibb River Diamonds Limited	0.12%
	L04/105	Gibb River Diamonds Limited	<0.01%

On the grant of each of ELA04/2698 and ELA04/2699:

- (a) M04/213 and M04/38 will be excised from ELA04/2698 and the area of ELA04/2698 will decrease to the extent of its encroachment with those tenements; and
- (b) E04/2416, P04/278, E04/2415 and P04/277 will be excised from ELA04/2699 and the area of ELA04/2699 will decrease to the extent of its encroachment with those tenements.

ELA04/2697, ELA04/2698 and ELA04/2699 can be granted over the various miscellaneous licences referred to in the above table but, subject to any agreement between the parties, the rights of the miscellaneous licence holder will take priority if it has been or is granted first. We also note that M04/475 was marked out and applied for before, and has a right of priority over, ELA04/2699.

9.2 Mining Act objections

Under the Mining Act, any person may lodge an objection to a tenement application. Where an objection is lodged, the affected tenement application may only proceed to grant if either:

- (a) the objection is withdrawn by agreement between the tenement applicant and the objector; or
- (b) failing agreement, the Minister decides to grant the Application after a hearing before the Mining Warden.

We note that it is common for an objection lodged by a concurrent tenure holder (ie, other mining tenement holders and pastoral lessees) to be resolved by agreement.

The Tenement Searches indicate that twelve of the Applications are subject to objections lodged under the Mining Act. Those objections are outlined in the table below.

Pending Tenement	Objection
ELA04/2694	Objection 595861 by Northern Australia Pastoral Properties Pty Ltd recorded on 15 February 2021
	Objection 595086 by Yungngora Association Incorporated recorded on 17 February 2021
ELA04/2695	Objection 595862 by Northern Australia Pastoral Properties Pty Ltd recorded on 15 February 2021
ELA04/2697	Objection 595658 by India Bore Diamond Holdings Pty Ltd recorded on 11 February 2021
ELA04/2699	Objection 595659 by India Bore Diamond Holdings Pty Ltd recorded on 11 February 2021
ELA04/2704	Objection 618475 by Yungngora Association Inc recorded on 23 March 2021
ELA04/2705	Objection 617296 by Northern Australia Pastoral Properties Pty Ltd recorded on 9 March 2021
	Objection 618476 by Yungngora Association Inc recorded on 23 March 2021
ELA04/2707	Objection 619594 by Northern Australia Pastoral Properties Pty Ltd recorded on 6 April 2021
	Objection 628617 by Yungngora Association Inc lodged on 21 July 2021.
ELA04/2719	Objection 629175 by Yungngora Association Inc recorded on 28 July 2021
ELA80/5117	Objection 510907 by Australian Wildlife Conservancy recorded on 20 July 2017
ELA80/5685	Objection 633176 by Australian Wildlife Conservancy recorded on 28 September 2021
ELA80/5686	Objection 633177 by Australian Wildlife Conservancy recorded on 28 September 2021
ELA80/5687	Objection 633178 by Australian Wildlife Conservancy recorded on 28 September 2021

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9.3 File notation areas

File notation areas (**FNAs**) are generally an indication of areas:

- (a) where Government has proposed some change of land tenure that is being considered or endorsed by DMIRS for possible implementation; or
- (b) areas of some sensitivity to activities by the mineral resource industry that warrants the application of specific tenement conditions.

The existence of an FNA will not, of itself, prevent the grant of a tenement or preclude exploration or mining activities.

FNAs may relate to land in respect of which Ministerial approval is sought under section 16(3) of the Mining Act. Section 16(3) requires prior Ministerial approval be obtained for any Crown land that is in a mineral field to be leased, transferred in fee simple, or otherwise disposed of under the provisions of the *Land Administration Act 1997* (Cth).

The Searches indicates that the Tenements are overlapped by a number of FNAs. These FNAs are detailed in the table below.

Tenement	Overlapping FNA	Encroachment
ELA04/2697	Proposed Conservation Reserve – FNA 12835	0.85%
	Plan for Our Parks - Proposed Fitzroy River Class A National Park – FNA 14562	0.49%
	Plan for Our Parks - Proposed Fitzroy River National Park - Bunuba Scoping Areas - Stage 2 – FNA 14854	0.29%
	Plan for Our Parks - Fitzroy River - Proposed Road Easement - School Site – FNA 15321	0.01%
ELA04/2698	Proposed Conservation Reserve – FNA 12835	1.15%
	Plan for Our Parks - Proposed Fitzroy River Class A National Park – FNA 14562	0.61%
	Plan for Our Parks - Fitzroy River - Proposed Road Easement - School Site – FNA 15321	0.11%
	Plan for Our Parks - Proposed LAA Part IV Reserve for 'Social, Cultural and Economic Benefit of the Bunuba Native Title Group - Secondary School – FNA 15315	<0.01%

The FNAs listed above indicate that a change has been proposed to the land tenure underlying the FNAs. The Company should make enquiries to determine whether there are or are likely to be any restrictions associated with the FNAs that are likely to impact the Company's activities.

9.4 National Heritage Listing

The Aries Tenement, ELA04/2697, ELA04/2698, ELA04/2705, ELA80/5117, ELA80/5685, ELA80/5686 and ELA80/5687 are located in the West Kimberley, being an area identified on the National Heritage List under the EPBC Act.

Places recorded on the National Heritage List are places considered to be of national significance and any proposals for development that may have a significant impact on the heritage values of such

places are to be referred to the appropriate Government authority under the EPBC Act for assessment and approval if required. Approval will be required to be obtained under the EPBC Act before any action takes place that is likely to have a significant impact on the heritage values of a listed place.

9.5 WA Heritage Site

ELA04/2697 overlaps WA Heritage Site – Lillimilura Ruins and Grotto (site ID 03691) registered under the *Heritage Act 2018* (WA) with an encroachment percentage of 0.02%. Depending on the location of the site, any proposed activities on the area of ELA04/2697 may be delayed or impacted.

9.6 Exemption under section 19 of the Mining Act

Under section 19 of the Mining Act, the Minister may exempt any certain land (not being private land or land that is the subject of a granted mining tenement or an application for a mining tenement) from mining or any specified provisions of the Mining Act.

A section 19 exemption can be created over any land but it can never co-exist with private land or mining tenure. The exemption will have an initial term of 2 years but the Minister may vary, cancel and extend the term for a period or periods (not exceeding 2 years at a time).

Any creation, variation or cancellation of a section 19 must be published in the Government Gazette.

The Searches indicate that ELA04/2699 overlaps Section 19 Exemption – S19 368 with an encroachment of 0.31%. It is recommended that the Company assess the impact of the Section 19 Exemption on the grant of ELA04/2699.

9.7 Crown reserves

The Mining Act allows for mining tenements to be applied for and granted in relation to land that is subject to a Crown reserve (such as a townsite, national or marine park, nature or timber reserve or water management area), generally subject to the provision of written consent by the Minister and compliance with any legislative procedures that are specific to the type of the relevant reserve in sections 23, 24, 24A and 25 of the Mining Act.

Sections 24(1)(b), 24(3A) and 24(3B) of the Mining Act provide that, subject to section 24(4) of the Mining Act, areas covered by a national park and class "A" nature, flora or fauna reserves under Part 4 of the *Land Administration Act 1997* (WA) may be mined with the written consent of the Minister, who must consult with and obtain the concurrence of the Minister that is responsible for the administration of the relevant reserve. Section 24(4) of the Mining Act provides that no mining lease or general purpose lease can be granted within the area of these reserves unless both Houses of Parliament by resolution consent to the grant of the relevant mining lease or general purpose lease.

Sections 24(1)(c), 24(5A) and 24(5B) of the Mining Act provide that areas covered by reserves under Part 4 of the *Land Administration Act 1997* (WA) (not being reserved for commons or public utility) may be mined with the written consent of the Minister, who must consult with the Minister that is responsible for the administration of the relevant reserve.

The Searches indicate that a number of the Tenements overlap Crown reserves. These overlaps are detailed in the table below.

Tenement	Overlapping Crown Reserve	Encroachment
ELA04/2694	"C" Class Reserve Stock Route Fitzroy Crossing to Nobbys Well – R 23226	0.42%
	"C" Class Reserve Repeater Station Site – R 41344	0.03%

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Tenement	Overlapping Crown Reserve	Encroachment
ELA04/2696	"C" Class Reserve Stock Route – R 12475	2.57%
ELA04/2697	"A" Class Reserve National Park – R 31107	0.4%
ELA04/2698	"C" Class Reserve Stock Route – R 12474	5.99%
	5(1)(H) Reserve Public Airstrip (Windjana Airstrip) – 5HR 47125	0.4%
	"C" Class Reserve Public Airstrip – R 47125	0.4%
	"A" Class Reserve National Park – R 31107	<0.01%
ELA04/2705	"C" Class Reserve Stock Route Fitzroy to Nobbys Well – R 23226	10.66%
ELA80/5117	"C" Class Reserve Road Through Leopold Ranges – R 10773	0.02%

The Company should assess the impacts of the class "A" national park reserves within the areas of ELA04/2697 and ELA04/2698, and the remaining reserves listed above, and the extent to which those reserves will impact its proposed mining activities.

In addition to the legislative requirements outlined above:

- (a) ELA04/2697 and ELA04/2698 will each, once granted, be subject to a condition that will require the Company to obtain the prior written consent of the Minister for Mines and Petroleum, with the concurrence of the Minister for Environment, before entering or commencing any prospecting or exploration activity on the land subject to the class "A" national park reserves within the areas of ELA04/2697 and ELA04/2698; and
- (b) ELA04/2694, ELA04/2696, ELA04/2698 and ELA04/2705 will each, once granted, be subject to a condition that prevents the use of the stock route reserves located within the area of each of those ELAs from being restricted by the Company.

9.8 Pastoral leases

The Mining Act:

- (a) prohibits the carrying out of mining activities on land:
 - (i) for the time being under crop, or which is situated within 100 metres of that land;
 - (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 in 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) land the subject of a pastoral lease which is the site of, or is situated within 400 metres of the outer edge of, any water works, race, dam, well or bore, not being used for mining purposes by a person other than a lessee of that pastoral lease,
 without the consent of the lessee, unless ordered by the Warden or if the mining is carried out not less than 30 meters below the lowest point of the natural surface;

- (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, for example a pastoral lease, 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.

Compensation payable to a pastoral lease holder is generally agreed between the mining proponent and pastoralist. If no agreement is reached, the Warden's Court may determine the compensation payable.

The Searches indicate that the Tenements overlap a number of pastoral leases, as further detailed in the table below.

Tenement	Overlapping Pastoral Lease	Encroachment
Calwynyardah Tenement	Blina Pastoral Lease – PL N049587	98.64%
Aries Tenement	Mt Barnett Pastoral Lease – PL N049749	75.18%
	Marion Downs Pastoral Lease – PL N049458	24.82%
ELA04/2693	Mt Anderson Pastoral Lease – PL N049745	100%
ELA04/2694	Liveringa Pastoral Lease – PL N049702	85.73%
	Noonkanbah Pastoral Lease – PL N049848	13.82%
ELA04/2695	Liveringa Pastoral Lease – PL N049702	55.19%
	Blina Pastoral Lease – PL N049587	44.81%
ELA04/2696	Kimberley Downs Pastoral Lease – PL N049912	97.43%
ELA04/2697	Kimberley Downs Pastoral Lease – PL N049912	91.82%
	Yuwa Pastoral Lease – PL N049621	5.65%
	Napier Downs Pastoral Lease – PL N049855	0.65%
ELA04/2698	Kimberley Downs Pastoral Lease – PL N049912	84.3%
	Napier Downs Pastoral Lease – PL N049720	7.16%
	Kimberley Downs Pastoral Lease – PL N049695	0.28%
ELA04/2699	Kimberley Downs Pastoral Lease – PL N049912	100%
ELA04/2704	Noonkanbah Pastoral Lease – PL N049848	99.7%
ELA04/2705	Noonkanbah Pastoral Lease – PL N049848	64.73%
	Liveringa Pastoral Lease – PL N049702	23.9%
ELA04/2707	Noonkanbah Pastoral Lease – PL N049848	87.38%
	Liveringa Pastoral Lease – PL N049702	12.15%

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Tenement	Overlapping Pastoral Lease	Encroachment
ELA04/2719	Noonkanbah Pastoral Lease – PL N049848	98.57%
ELA80/5117	Marion Downs Pastoral Lease – PL N049458	53.99%
	Mt Barnett Pastoral Lease – PL N049749	31.07%
	Glenroy Pastoral Lease – PL N049997	9.22%
	Mt House Pastoral Lease – PL N049810	4.72%
	Mornington Pastoral Lease – PL N049733	0.36%
ELA80/5685	Mt Barnett Pastoral Lease – PL N049749	51.79%
	Marion Downs Pastoral Lease – PL N049458	26.31%
	Mt House Pastoral Lease - PL N049810	3.33%
ELA80/5686	Marion Downs Pastoral Lease – PL N049458	60.22%
	Mt Barnett Pastoral Lease – PL N049749	39.78%
ELA80/5687	Marion Downs Pastoral Lease – PL N049458	68.97%
	Mt Barnett Pastoral Lease – PL N049749	30.79%
ELA04/2714	Blina Pastoral Lease – PL N049587	99.62%

We have not been provided with any pastoral access agreements relating to the Tenements. The Company should consider entering into access and compensation agreements that regulate each party's respective activities and rights in relation to the areas of encroachment with the various 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 determines any compensation payable.

9.9 Petroleum titles

A number of the Tenements are overlapped by petroleum titles granted under the *Petroleum and Geothermal Energy Resources Act 1967* (WA). The overlapping petroleum titles are indicated in the table below.

Tenement	Overlapping petroleum titles	Holder	Encroachment
Calwynyardah Tenement	Exploration Permit – EP 371 R2	Bennett Resources Pty Ltd	100%
ELA04/2693	Exploration Permit – EP 428 R1	Buru Energy Limited and Origin Energy West Pty Ltd	100%
ELA04/2694	Special Prospecting Authority – SPA 35	Buru Energy Limited	54.34%
	Special Prospecting	Buru Energy Limited	45.66%

Tenement	Overlapping petroleum titles	Holder	Encroachment
	Authority – STP-SPA-0065		
ELA04/2695	Exploration Permit – EP 371 R2	Bennett Resources Pty Ltd	99.81%
	Exploration Permit – EP 428 R1	Buru Energy Limited and Origin Energy West Pty Ltd	0.19%
ELA04/2704	Exploration Permit – EP 371 R2	Bennett Resources Pty Ltd	100%
ELA04/2705	Special Prospecting Authority – STP-SPA-0065	Buru Energy Limited	82.56%
	Special Prospecting Authority – SPA 35	Buru Energy Limited	14.28%
	Exploration Permit – EP 371 R2	Bennett Resources Pty Ltd	2.62%
ELA04/2707	Exploration Permit – EP 371 R2	Bennett Resources Pty Ltd	100%
ELA04/2719	Exploration Permit – EP 371 R2	Bennett Resources Pty Ltd	97.21%
	Special Prospecting Authority – STP-SPA-0065	Buru Energy Limited	2.79%
ELA04/2714	Exploration Permit – EP 371 R2	Bennett Resources Pty Ltd	100%

For the purposes of this report, we have not conducted further searches in relation to the petroleum titles. The Company may consider seeking an access agreement (or similar) with the petroleum titleholders to effectively manage the access and interests of each party in relation to the encroachment areas.

9.10 Biosecurity and regional travel restrictions applicable in WA

In response to the COVID-19 pandemic, certain directions and determinations were issued which restrict the travel of persons within regions of Western Australia. These restrictions have since been

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revoked, however, restrictions are still in place on entry to certain remote Aboriginal communities to protect the health and wellbeing of the residents.

These restrictions and any additional restrictions and directions which may be issued in response to COVID-19 may impact on the ability of the Company to access its tenure.

10 Material agreements

10.1 Aries Sale and JV Agreement

Odessa and Jindalee Resources are parties to the Asset Sale Agreement – Aries Diamond Project dated 25 May 2021 between Jindalee Resources, Odessa (formerly named Odette Three Pty Ltd) and OD3 Aries (a wholly owned subsidiary of Odessa) (**Aries Sale and JV Agreement**), under which Odessa acquired:

- (a) a 90% registered and beneficial interest in the Aries Tenement;
- (b) 90% of Jindalee Resources' interest in the Base Metals Rights Agreement (which is discussed below at item 10.3); and
- (c) 90% of Jindalee Resources' interest in the Diamond Rights Agreement, including the right to explore for and extract diamonds from ELA80/5117 (which is discussed below at item 10.4).

Under the Aries Sale and JV Agreement, Odessa and Jindalee Resources have established an unincorporated joint venture for the purposes of exploring and assessing the feasibility of developing a commercial diamond mining operation on the Aries Tenement and ELA80/5117 (**Aries Assets**).

The parties respective joint venture interests as at the date of this report are:

- (a) OD3 Aries has a 90% interest in the Aries Assets; and
- (b) Jindalee Resources has a 10% interest in the Aries Assets.

Odessa must sole fund all joint venture costs and free-carry Jindalee Resources' joint venture interest until the earlier of:

- (a) completion of a pre-feasibility study that shows that the development of a commercial diamond mining operation is commercially, environmentally and geophysically feasible on any part of the area comprising the Aries Assets; or
- (b) a decision of the management committee of the joint venture to commence a commercial diamond mining operation on any part of the Aries Assets where either:
 - (i) no pre-feasibility study or feasibility study is conducted; or
 - (ii) a pre-feasibility study or feasibility study is conducted, however such study is inconclusive as to whether development is commercially, environmentally and geophysically feasible on any part of the area comprising the Aries Assets.

Where the management committee decides to commence a commercial diamond mining operation in circumstances where no study into the feasibility of the mining operation is conducted or such study is inconclusive:

- (a) Jindalee Resources and Odessa must use their best endeavours to negotiate and execute an agreement whereby Jindalee Resources will be granted a 2% gross overriding royalty in respect of any diamond product extracted and sold from the area comprising the Aries Assets; and
- (b) Jindalee Resources must transfer its interest in the Aries Assets to Odessa.

If Odessa has not been admitted to the official list of the ASX by the date that is 18 months after 25 May 2021, Jindalee Resources will be granted an option to acquire Odessa's interest in the Aries Assets for a period of 30 days for a total payment of \$25,000.

10.2 Licence and Tenement Sale Agreement

OD3 Aries and Celsius Resources are parties to the Licence and Tenement Sale Agreement dated 27 July 2021 under which Celsius Resources agreed to sell to OD3 Aries:

- (a) a 100% legal and beneficial interest in ELA80/5117; and
- (b) Celsius Resources' interest in the Base Metals Rights Agreement (which is discussed below at item 10.3),

for a total consideration of \$50,000 (\$20,000 on execution and \$30,000 on completion).

Completion of the sale and purchase of ELA80/5117 is conditional on Celsius Resources obtaining all necessary approvals or consent required under the Mining Act.

ELA80/5117 is an application for an exploration licence which is important because:

- (a) a tenement application cannot be transferred by the applicant; and
- (b) an exploration licence cannot be transferred during the first year of its term without the prior written consent of the Minister due to the operation of section 64(1) of the Mining Act.

Therefore, ELA80/5117 may not be transferred until it is granted and, if ELA80/5117 is to be transferred in the first year of its term, the Minister consents to the transfer from Celsius Resources to OD3 Aries.

10.3 Base Metals Rights Agreement

Jindalee Resources and Celsius Resources are party to the Sale of Mineral Rights and Co-Existence Agreement dated 18 December 2017 which relates to the Aries Tenement (**Base Metals Rights Agreement**).

Under the Base Metals Rights Agreement, Jindalee Resources – which was the registered holder of the Aries Tenement at the date of the agreement – sold to Celsius Resources the right to explore for and extract copper, lead, zinc, nickel and cobalt (**Base Metals**) from the Aries Tenement.

If a bankable feasibility study concludes that the development of commercial mining operations in relation to the Base Metals is viable and Celsius Resources makes a decision to proceed with mining, the parties must meet in good faith to arrange for the area required for mining to be excised from the Aries Tenement and the grant of a new tenement to Celsius Resources to facilitate mining.

As part of the grant of a new tenement to Celsius Resources for mining operations, the parties must enter into a deed under which Celsius Resources will agree to pay Jindalee Resources a 1% net smelter return royalty on Base Metals extracted from the new tenement.

As mentioned above in item 10.2, Celsius Resources has agreed to sell its interest under the Base Metal Rights Agreement to Odessa under the Licence and Tenement Sale Agreement. On completion of the Licence and Tenement Sale Agreement, Odessa will hold the rights to explore for and extract Base Metals from the Aries Tenement.

Under the Deed of Assignment and Assumption dated 9 August 2021 between Jindalee Resources, Celsius Resources and OD3 Aries, Jindalee Resources transferred its rights and obligations under the Base Metals Rights to OD3 Aries to the extent of OD3 Aries' interest in the Aries Tenement which is 90% as at the date report as discussed at item 10.5.

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10.4 Diamond Rights Agreement

Jindalee Resources and Celsius Resources are party to the Sale of Mineral Rights and Co-Existence Agreement dated 18 December 2017 which relates to ELA80/5117 (***Diamond Rights Agreement***).

Under the Diamond Rights Agreement, Celsius Resources – which was the applicant for ELA80/5117 at the date of the Agreement – agreed to sell to Jindalee Resources the right to explore for and extract diamonds from ELA80/5117. The sale of the diamond rights is conditional on the receipt of all necessary governmental consents and approvals.

Under the Deed of Assignment and Assumption dated 9 August 2021 between Jindalee Resources, Celsius Resources and OD3 Aries, Celsius Resources will transfer its rights and obligations under the Diamond Rights Agreement to OD3 Aries from completion of the sale of ELA80/5117 under the Licence and Tenement Sale Agreement referred to at item 10.5.

10.5 Deed of Assignment and Assumption

Jindalee Resources, Celsius Resources and OD3 Aries are parties to the Deed of Assignment and Assumption dated 9 August 2021. Under the deed:

- (a) Jindalee Resources transferred its rights and obligations under each of the Base Metals Rights Agreement and the Diamond Rights Agreement to OD3 Aries to the extent of OD3 Aries's interest in the Aries Assets effective from the date of completion under the Aries Tenement Sale Agreement; and
- (b) Celsius Resources will transfer its rights and obligations under the Diamond Rights Agreement to OD3 Aries from the date of completion of the Licence and Tenement Sale Agreement.

The Deed of Assignment and Assumption also provides that on the transfer of Celsius Resources' rights and obligations under the Diamond Rights Agreement to OD3 Aries, either OD3 Aries or Jindalee Resources may request that OD3 Aries and Jindalee Resources negotiate in good faith to terminate the Diamond Rights Agreement and enter into a new agreement to govern the parties' respective rights to ELA80/5117.

10.6 Calwynyardah Sale Agreement

Odessa and Volclays are parties to the Asset Sale Agreement – Carlwyn Project dated 16 August 2021 between Odessa (formerly named Odette Three Pty Ltd), Volclays and OD3 Wynne (***Calwynyardah Sale Agreement***). Under the Calwynyardah Tenement Sale Agreement, Volclays agreed to sell OD3 Wynne a 100% legal and beneficial interest in the Calwynyardah Tenement for a total consideration of:

- (a) \$1;
- (b) 500,000 fully paid ordinary shares in Odessa at a deemed issue price of \$0.20 per share; and
- (c) 250,000 options to acquire ordinary shares in Odessa at an exercise price of \$0.20 per share expiring on 31 July 2024.

We are instructed that the transfer for the Calwynyardah Tenement has been lodged with the DMIRS and is pending registration.

Completion of the Calwynyardah Tenement Sale Agreement was conditional on, among other things, OD3 Wynne and Volclays executing the Clay Mineral Rights Agreement under which Volclays would retain 100% of the Clay Mineral Rights in the Calwynyardah Tenement. The Clay Mineral Rights Agreement is discussed below at item 10.7.

10.7 Clay Mineral Rights Agreement

OD3 Wynne and Volclays are party to the Mineral Rights and Cooperation Agreement dated 16 August 2021 which relates to the Calwynyardah Tenement (**Clay Mineral Rights Agreement**).

Under the Clay Mineral Rights Agreement, OD3 Wynne agreed to sell to Volclays 100% of the rights in the Calwynyardah Tenement in respect of the clay minerals that are not likely to bear diamonds (**Clay Mineral Rights**).

11 Assumptions and qualifications

This is a high level report covering material legal issues affecting the Tenements and does not purport to cover all possible issues which may affect the Tenements. This report is given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this report.

Although nothing has come to our attention to lead us to believe that any of the assumptions are incorrect, we have not made any independent investigations in respect to the matters the subject of our assumptions.

11.1 Assumptions

This report is based on, and subject to, the following assumptions (in addition to any assumptions expressed elsewhere in this report):

- (a) any instructions, documents and information given by the Company or any of its officers, agents or representatives are accurate and complete;
- (b) that the registered holder of a Tenement has valid legal title to the Tenement;
- (c) unless apparent from the Searches or the information provided to us, we have assumed compliance with the requirements necessary to maintain each Tenement in good standing;
- (d) where a Tenement has been granted, the future act provisions of the Native Title Act have been complied with;
- (e) all information obtained from DMIRS, the NNTT and any other governmental or regulatory department referred to in this report is accurate and complete;
- (f) the Company has complied with the terms and conditions of the relevant legislation and any applicable agreements;
- (g) this report does not cover any third party interests, including encumbrances, in relation to the Tenements that are not apparent from the Searches and the information provided to us;
- (h) all facts stated in documents, and responses to requests for further information, and other material on which we have relied in this report are and continue to be correct, and no relevant matter has been misstated or withheld from us (whether deliberately or inadvertently); and
- (i) that there are no other documents or materials other than those which were disclosed to us and which we were instructed to review, which related to the matters examined.

In relation to the Material Contracts, we have assumed that:

- (j) the Material Contracts have been duly executed;
- (k) the copies of the Material Contracts made available to us are accurate, complete and conform to the originals of the Material Contracts;
- (l) all dates, execution and seals and signatures are authentic;
- (m) there are no material documents or information to be provided other than the Material Contracts referred to in this report; and

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- (n) each party to the Material Contracts had, at the time of execution, and continues to have full power and authority to execute, observe and perform all of its obligations under the Material Contracts.

11.2 Qualifications

This report is subject to the following qualifications:

- (a) there may be native title, Aboriginal heritage or other third party agreements of which we are not aware;
- (b) the information in Schedule 1 is accurate as at the date of the relevant Searches. We do not comment on whether any changes have occurred in respect of the Tenements between the date of the Searches and the date of this report;
- (c) this report is based only upon the information and materials which are described in this report. There may be additional information and materials (of which we are unaware) which contradict or qualify that which we have described;
- (d) a recording in the mining tenement register of a person's holding in a mining tenement is not absolute proof of that person's entitlement to the tenement. The mining tenement system is not based on a system of indefeasibility by registration;
- (e) a registered mining tenement holder's entitlement to a tenement can be defective if there were procedural defects in the original grant of a tenement or if there are any subsequent dealings with a tenement. We are unable to confirm whether there are any such defects in the Tenements disclosed in this report without a detailed review of the register for each Tenement and other matters;
- (f) this report relates only to the laws of Western Australia and the Commonwealth of Australia in force at the date of this report and we do not express or imply any opinion as to the laws at any other time or of any other jurisdiction;
- (g) in the performance of our enquiries for this report, we have acted on the Company's written and oral instructions as to the manner and extent of enquiries to be conducted;
- (h) this report is strictly limited to the matters it deals with and does not extend by implication or otherwise to any other matter;
- (i) we have relied upon information provided by third parties, including various departments, in response to searches made, or caused to be made, and enquiries by us and have relied upon that information, including the results of Searches, being accurate, current and complete as at the date of its receipt by us;
- (j) references in the Schedules are taken from details shown on the Searches we have obtained from the relevant departments referred to in part 4 above. We have not undertaken independent surveys of the land the subject of the Tenements to verify the accuracy of the Tenement areas or the areas of the relevant native title claims;
- (k) where compliance with the terms and conditions of the Tenements and all applicable provisions of the mining legislation and regulations in Western Australia and all other relevant legislation and regulations, or a possible claim in relation to the Tenements is not disclosed on the face of the searches referred to above, we express no opinion as to such compliance or claim;
- (l) where Ministerial consent is required, 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 matters which would cause consent to be refused;

- (m) we have not conducted searches of the Database of Contaminated Sites maintained by the Department of Environment Conservation;
- (n) native title may exist in the areas covered by the Tenements. Whilst we have conducted searches to ascertain what native title claims, 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 Native Title Act contains no sunset provisions and it is possible that additional native title claims could be made in the future; and
- (o) Aboriginal heritage sites, sacred 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 relevant Register or is the subject of a declaration under the Commonwealth Heritage Act. We have not conducted any legal, historical, anthropological or ethnographic research regarding the existence or likely existence of any such Aboriginal heritage sites, sacred sites or objects within the area of the Tenements.

12 Conclusion

Allens has prepared this report for the purposes of the Prospectus only, and 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 written consent.

Yours faithfully



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Schedule 1 – Tenement Schedule

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
E04/2364 (Calwynnyardah)	Volclays Pty Ltd (100%)	Live	10 March 2015	9 March 2025	Rent for Year End 09/03/22: Paid in full Rent for Year End 09/03/23: \$8,124.00	Minimum Expenditure Commitment for Year End 09/03/21: \$50,000.00 Reported Expenditure for Year End 09/03/21: \$11,731.00 (under expended \$38,269.00) Current Year Commitment (09/03/22): \$50,000.00	1. Forfeiture 626344 initiated on 21 June 2021 for non-compliance with expenditure reporting requirements (non-lodgement of Form 5 Operations Report – Expenditure on Mining Tenement). Finalised by order of Minister on 26 August 2021 that penalty be imposed. Fine of \$900.00 paid on 1 September 2021. 2. Forfeiture 630405 initiated on 18 August 2021 for non-compliance with expenditure conditions. Finalised by order of Minister on 6 October 2021 that penalty be imposed. Fine of \$3,826.00 paid on 14 October 2021.	1. EP 371 R2 – PGERA67 Exploration Permit – Bennett Resources Pty Ltd (100%) 2. Blina Pastoral Lease – PL N049587 (98.64%)	1. Bunuba #2 Part B Native Title Determination – WCD2019/008 (59.02%) 2. Warlangurru Native Title Claim – WCD2015/004 (40.27%)	No Registered Aboriginal Sites or Other Heritage Places
E80/5027 (Aries)	Jindalee Resources Limited (10%)	Live	10 October 2017	9 October 2022	Rent for Year End 09/10/22: Paid in full Rent for Year End 09/10/21:	Minimum Expenditure Commitment for Year End 09/10/21: \$45,000.00	1. Forfeiture 618810 initiated on 8 March 2021 for non-compliance with expenditure conditions. Finalised by order of Minister on 6 May 2021 that penalty be	1. National Heritage Listing 106063 – The West Kimberley (100%) 2. Mt Barnett Pastoral Lease	1. Warjina - Wungurr Wilinggin Native Title Determination No 1 –	Registered Aboriginal Sites 1. 12516 – Munjaru – Mythological Other Heritage Places

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
	OD3 Aries Pty Ltd (90%)				09/10/23: \$10,740.00	Reported Expenditure for Year End 09/10/21: \$89,070.00 Current Year Commitment (09/10/22): \$45,000.00	Imposed. Fine of \$1,886.00 paid on 11 May 2021.	- PL N049749 (75.18%) 3. Marion Downs Pastoral Lease - PL N049458 (24.82%)	WCD2004/001 (100%)	1. 22843 - Permanent Waterhole - Water Source
ELA80/5117	Celstus Resources Limited (100%)	Pending	N/A (Application received on 15 June 2017)	N/A	N/A	N/A	1. Objection 510907 by Australian Wildlife Conservancy recorded on 20 July 2017. Minute of Programming received.	1. National Heritage Listing 106063 - The West Kimberley (100%) 2. Marion Downs Pastoral Lease - PL N049458 (53.99%) 3. Mt Barnett Pastoral Lease - PL N049749 (31.07%) 4. Glenroy Pastoral Lease - PL N049997 (9.22%) 5. Mt House Pastoral Lease - PL N049810 (4.72%) 6. Mornington Pastoral Lease - PL N049733 (0.36%) 7. "C" Class Reserve Road Through Leopold Ranges	1. Wanjinia - Wungurr Wilgingin Native Title Determination No 1 - WCD2004/001 (99.74%) 2. Yurriyangem Taam - WCD2019/006 (0.26%)	Registered Aboriginal Sites No Registered Aboriginal Sites Other Heritage Places 1. 22839 - Boab Tree - Other

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
ELA04/2693	Odette Three Pty Ltd (which has been renamed to Odessa Minerals Limited) (100%)	Pending	N/A (Application received on 13 January 2021)	N/A	N/A	N/A	No encumbrances	– R 10773 (0.02%) 1. Mt Anderson Pastoral Lease – PL N049745 (100%) 2. EP 428 R1 – PGERA67 Exploration Permit – Buru Energy Limited and Origin Energy West Pty Ltd (100%) 3. SDWK Nykina and Mangala ILUA – W12005/001 (100%)	1. Nykina Mangala Native Title Determination – WCD2014/003 (100%)	Registered Aboriginal Sites 1. 13194 – Parurtan – Ceremonial, Camp, Meeting Place, Water Source 2. 13196 – Wiminna – Ceremonial 3. 36733 – Birthing Ceremonial Tree Other Heritage Places 1. 13195 – Kujikapu – Camp, Water Source 2. 13197 – Jirritri – Camp, Hunting Place, Plant Resource, Water Source 3. 13199 – Parikanjiri – Ceremonial, Mythological 4. 13206 – Mapurkurmyutarn – Camp, Water Source
ELA04/2694	Odette Three Pty Ltd (which has been	Pending	N/A (Application received on	N/A	N/A	N/A	1. Objection 595861 by Northern Australia Pastoral Properties Pty	1. SDWK Nykina and Mangala ILUA –	1. Nykina Mangala Native Title Determination	Registered Aboriginal Sites



Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
	renamed to Odessa Minerals Limited) (100%)		13 January 2021)				Ltd recorded on 15 February 2021 2. Objection 596086 by Yunggora Association Incorporated recorded on 17 February 2021	W/2005/001 (86.18%) 2. Liveringa Pastoral Lease – PL N049702 (85.73%) 3. SPA 35 – PGERA67 Special Prospecting Authority – Buru Energy Limited (54.34%) 4. STP-SPA-0065 – PGERA Special Prospecting Authority – Buru Energy Limited (45.66%) 5. Noonkanbah Pastoral Lease – PL N049848 (13.82%) 6. Yunggora Aboriginal Corporation RNTBC, Buru Energy Limited and Diamond Resources (Canning) Pty Ltd ILUA – W/2016/011 (13.82%) 7. "C" Class Reserve Stock Route Fitzroy Crossing to Nobbys Well – R 23226 (0.42%)	– WCD2014/003 (86.18%) 2. Noonkanbah Native Title Determination – WCD2007/002 (13.82%)	1. 12514 – Mt Hardman – Mythological 2. 14217 – Dunggaba Complex 3 – Mythological 3. 14218 – Dunggaba Complex 4 – Mythological Other Heritage Places No Other Heritage Places

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
ELA04/2695	Odette Three Pty Ltd (which has been renamed to Odessa Minerals Limited) (100%)	Pending	N/A (Application received on 13 January 2021)	N/A	N/A	N/A	1. Objection 595862 by Northern Australia Pastoral Properties Pty Ltd recorded on 15 February 2021	8 "C" Class Reserve Repeater Station Site – R 41344 (0.03%)	1. Nyikina Mangala Native Title Determination – WCD2014/003 (55.19%) 2. Bunuba #2 Part A Native Title Determination – WCD2015/009 (27.44%) 3. Warlanguuru Native Title Claim – WC2015/004 (10.07%) 4. Bunuba #2 Part B Native Title Determination – WCD2019/008 (7.29%)	Registered Aboriginal Sites 1. 12515 – Calwinyardah Prison Treet – Historical, Modified Tree, Skeletal Material / Burial Other Heritage Places No Other Heritage Places
ELA04/2696	Odette Three Pty Ltd (which has been	Pending	N/A (Application received on	N/A	N/A	N/A	No encumbrances	1. Ellendale ILUA – W2014/002 (100%)	1. Bunuba #2 Part A Native Title Determination	No Registered Aboriginal Sites or Other Heritage Places

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
	renamed to Odessa Minerals Limited) (100%)		13 January 2021)					2. Kimberley Downs Pastoral Lease – PL N049912 (97.43%) 3. Kimberley Downs Station ILUA – W2016/020 (97.43%) 4. "C" Class Reserve Stock Route – R 12475 (2.57%)	– WCD2015/009 (100%)	
ELA04/2697	Odette Three Pty Ltd (which has been renamed to Odessa Minerals Limited) (100%)	Pending	N/A (Application received on 13 January 2021)	N/A	N/A	N/A	1. Objection 595658 by India Bore Diamond Holdings Pty Ltd recorded on 11 February 2021	1. Kimberley Downs Pastoral Lease – PL N049912 (91.82%) 2. Kimberley Downs Station ILUA – W2016/020 (90.84%) 3. Ellendale ILUA – W2014/002 (84.85%) 4. National Heritage Listing 106063 – The West Kimberley (34.17%) 5. Yuwa Pastoral Lease – PL N049621 (5.65%) 6. Bunuba Conservation Parks ILUA –	1. Bunuba Native Title Determination – WCD2012/006 (58.68%) 2. Bunuba #2 Part A Native Title Determination – WCD2015/009 (39.71%) 3. Bunuba #3 Native Title Determination – WCD2015/010 (1.22%) 4. Bunuba Part B Native Title Determination – WCD2015/008 (0.39%)	Registered Aboriginal Sites 1. 986 – Amphitheatre Paintings – Painting 2. 12535 – Winjina Gorge – Skeletal Material / Burial 3. 12581 – Windjana Gorge Entrance NE – Artefacts / Scatter, Painting, Quarry, Skeletal Material / Burial, Arch Deposit 4. 12588 – Windjana Gorge Water Tank – Artefacts / Scatter, Mythological, Painting, Arch Deposit, Camp, Shell

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
								W12017/006 (0.87%) 7. File Notation Area Proposed Conservation Reserve – FNA 12835 (0.85%) 8. Napier Downs Pastoral Lease – PL N049855 (0.65%) 9. Napier Downs Station ILUA – W12016/016 (0.65%) 10. File Notation Area Plan for Our Parks - Proposed Fitzroy River Class A National Park – FNA 14562 (0.49%) 11. "A" Class Reserve National Park – R 31107 (0.4%) 12. File Notation Area Plan for Our Parks - Proposed Fitzroy River National Park - Bunuba Scoping Areas - Stage 2 – FNA 14854 (0.29%) 13. WA Heritage Site 03691 – Lillimilura Ruins		5. 12972 – Kungkaiya Hill – Mythological 6. 13363 – Oscar Plateau North – Artefacts / Scatter, Painting 7. 13364 – Oscar Plateau North – Artefacts / Scatter, Painting 8. 13365 – Mt Percy – Ceremonial, Mythological, Quarry 9. 13814 – Mt Percy – Artefacts / Scatter, Ceremonial, Mythological, Painting, Quarry 10. 13818 – Oscar Range (North) 1 – Artefacts / Scatter, Painting 11. 13819 – Oscar Range (North) 2 – Painting 12. 13820 – Oscar Range (North) 3 – Painting 13. 13821 – Oscar Range (North) 4 – Painting 14. 13822 – Oscar Range (North) 5 – Painting 15. 13823 – Oscar Range (North) 6 –

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
								and Grotto (0.02%) 14. File Notation Area Plan for Our Parks - Fitzroy River - Proposed Road Easement - School Site - FNA 15321 (0.01%) 15. Miscellaneous Licence L04/115 - Gibb River Diamonds Limited (0.01%) 16. Miscellaneous Licence L04/118 (Pending) - India Bore Diamond Holdings Pty Ltd (0.01%) 17. Fairfield Leopold Downs Road Reserve		Artefacts / Scatter, Painting 16. 13824 - Oscar Range (North) 7 - Artefacts / Scatter, Painting 17. 13825 - Oscar Range (North) 8 - Artefacts / Scatter, Painting 18. 13826 - Oscar Range (North) 9 - Artefacts / Scatter, Painting 19. 13827 - Oscar Range (North) 10 - Painting 20. 13828 - Oscar Range (North) 11 - Painting 21. 13829 - Oscar Range (North) 12 - Painting 22. 13830 - Oscar Range (North) 13 - Painting 23. 13831 - Oscar Range (North) 14 - Painting 24. 13832 - Oscar Range (North) 15 - Painting 25. 14430 - Oscar Ranges - Repository / Cache 26. 14461 - Oscar Range - Painting,

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
ELA04/2698	Odette Three Pty Ltd (which has been renamed to Odessa Minerals Limited) (100%)	Pending	N/A (Application received on 13 January 2021)	N/A	N/A	N/A	No encumbrances	1. Kimberley Downs Pastoral Lease – PL N049912 (84.3%) 2. National Heritage Listing 106063 – The West Kimberley (67.96%) 3. Ellendale ILUA – W/2014/002 (58.03%)	1. Bunuba #2 Part A Native Title Determination – WCD2015/009 (58.03%) 2. Warwa Combined Part A Native Title Determination – WCD2020/010 (39.83%)	Registered Aboriginal Sites 1. 12535 – Winjina Gorge – Skeletal Material / Burial 2. 12588 Windjana Gorge Water Tank – Artefacts / Scatter, Mythological, Painting, Arch Deposit, Camp, Shell Other Heritage Places 1. 985 – Lillimilura Grotto – Water Source 2. 12971 – Kilerinya – Water Source 3. 13855 – Feature 2 CRA – Artefacts / Scatter 4. 14464 – Napier Range Burial – Skeletal Material / Burial Aboriginal Heritage Skeletal Material / Burial, Camp 14465 – Winjina Gorge, Napier RA – Mythological, Painting 14467 – Elimberrie Spring – Mythological, Painting

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
								4. Kimberley Downs Station ILUA – W/2016/020 (53.17%) 5. Napier Downs Pastoral Lease – PL N049720 (7.16%) 6. "C" Class Reserve Stock Route – R 12474 (5.99%) 7. Napier Downs Station ILUA – W/2016/016 (4.93%) 8. Bunuba Conservation Parks ILUA – W/2017/006 (1.16%) 9. File Notation Area Proposed Conservation Reserve – FNA 12835 (1.15%) 10. File Notation Area Plan for Our Parks - Proposed Fitzroy River Class A National Park – FNA 14562 (0.61%) 11. 5(1)(H) Reserve Public Airstrip Windjana Airstrip – 5HR 47125 (0.4%)	3. Bunuba Native Title Determination – WCD2012/006 (1.55%) 4. Bunuba #3 Native Title Determination – WCD2015/010 (0.45%) 5. Wanjinna - Wunggurr Wilinggin Native Title Determination No 1 – WCD2004/001 (0.13%) 6. Bunuba Part B Native Title Determination – WCD2015/008 (<0.01%)	3. 13164 – Mt North – Mythological, Other: Avoidance Area Other Heritage Places 1. 14464 – Napier Range Burial – Skeletal Material / Burial

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
								12. "C" Class Reserve Public Airstrip - R 47125 (0.4%) 13. Kimberley Downs Pastoral Lease - PL N049695 (0.28%) 14. File Notation Area Plan for Our Parks - Fitzroy River - Proposed Road Easement - School Site - FNA 15321 (0.11%) 15. Mining Lease M04/213 - David Leslie Martin (0.11%) 16. Miscellaneous Licence L04/53 - David Leslie Martin (0.04%) 17. Mining Lease M04/38 - David Leslie Martin (0.01%) 18. "A" Class Reserve National Park - R 31107 (<0.01%) 19. File Notation Area Plan for Our Parks - Proposed LAA Part IV Reserve		

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
ELA04/2699	Odette Three Pty Ltd (which has been renamed to Odessa Minerals Limited) (100%)	Pending	N/A (Application received on 13 January 2021)	N/A	N/A	N/A	1. Objection 595659 by India Bore Diamond Holdings Pty Ltd recorded on 11 February 2021	for "Social, Cultural and Economic Benefit of the Bunuba Native Title Group - Secondary School - FNA 15315 (<0.01%) 20. Derby Gibb River Road Reserve 21. Fairfield Leopold Downs Road Reserve	1. Bunuba #2 Part A Native Title Determination - WCD2015/009 (100%) 2. Kimberley Downs Station ILUA - W2016/020 (100%) 3. Ellendale ILUA - W2014/002 (100%) 4. Exploration Licence E04/2416 - Gibb River Diamonds Limited (20.73%) 5. Prospecting Licence P04/278 - Gibb River Diamonds	No Registered Aboriginal Sites or Other Heritage Places

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
								Limited (12.13%) 6. Exploration Licence E04/2415 – Gibb River Diamonds Limited (4.91%) 7. Prospecting Licence P04/277 – Gibb River Diamonds Limited (3.89%) 8. Miscellaneous Licence L04/118 (Pending) – India Bore Diamond Holdings Pty Ltd (0.55%) 9. Miscellaneous Licence L04/115 – Gibb River Diamonds Limited (0.44%) 10. Miscellaneous Licence L04/113 (Pending) – India Bore Diamond Holdings Pty Ltd (0.33%) 11. Section 19 Exemption – S19 368 (0.31%) 12. Mining Lease M04/475 (Pending) – Gibb River		

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
ELA04/2704	Odette Three Pty Ltd (which has been renamed to Odessa Minerals Limited) (100%)	Pending	N/A (Application received on 19 February 2021)	N/A	N/A	N/A	1. Objection 618475 by Yunggora Association Inc recorded on 23 March 2021	Diamonds Limited (0.31%) 13. Miscellaneous Licence L04/116 – Gibb River Diamonds Limited (0.12%) 14. Miscellaneous Licence L04/105 – Gibb River Diamonds Limited (<0.01%)	1. Noonkanbah Native Title Determination – WCD2007/002 (99.7%) Registered Aboriginal Sites 1. 14215 – Dunggaba Complex 1 – Mythological Other Heritage Places 1. 13851 – No. 19 Bore – Mythological 2. 13852 – No. 20 Bore – Mythological	
ELA04/2705	Odette Three Pty Ltd (which has been renamed to	Pending	N/A (Application received on 19	N/A	N/A	N/A	1. Objection 617296 by Northern Australia Pastoral Properties Pty	1. STP-SPA-0065 – PGERA67 Special Prospecting	1. Noonkanbah Native Title Determination –	Registered Aboriginal Sites 1. 13951 – Umbumbur (Pea

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
	Odessa Minerals Limited (100%)		February 2021				Ltd recorded on 9 March 2021 2. Objection 618476 by Yunggora Association Inc recorded on 23 March 2021	Authority – Buru Energy Limited (82.56%) 2. Yunggora Aboriginal Corporation RNTBC, Buru Energy Limited and Diamond Resources (Canning) Pty Ltd ILUA – W2016/011 (65.72%) 3. Noonkanbah Pastoral Lease – PL N049848 (64.73%) 4. SDWK Nyikina and Mangala ILUA – W2005/001 (33.97%) 5. Liveringa Pastoral Lease – PL N049702 (23.9%) 6. National Heritage Listing 106063 – The West Kimberley (14.9%) 7. SPA 35 – PGERA67 Special Prospecting Authority – Buru Energy Limited (14.28%) 8. "C" Class Reserve Stock	WCD2007/002 (65.72%) 2. Nyikina Mangala Native Title Determination – WCD2014/003 (33.97%)	Hill Complex) – Mythological 2. 14149 – Mardingungu – Ceremonial, Mythological 3. 14156 – Marrangun – Mythological 4. 14187 – Barramundi – Ceremonial 5. 14213 – Balyara Complex 9 – Ceremonial, Mythological, Plant Resource 6. 14216 – Dunggaba Complex 2 – Mythological, Skeletal Material / Burial 7. 14219 – Dunggaba Complex 5 – Mythological 8. 14223 – Waigidee Hills 3 – Mythological 9. 14225 – Walangari 1 – Mythological, Skeletal Material / Burial 10. 14227 – Walangari 3 – Mythological, Painting, Skeletal Material / Burial

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
ELA04/2707	Odette Three Pty Ltd (which has been renamed to Odessa Minerals Limited) (100%)	Pending	N/A (Application received on 10 March 2021)	N/A	N/A	N/A	1. Objection 619594 by Northern Australia Pastoral Properties Pty Ltd recorded on 6 April 2021 2. Objection 628617 by Yunggora Association Inc lodged on 21 July 2021 (lodged out of time, extension granted on 15 October 2021).	1. EP 371 R2 – PGERA67 Exploration Permit – Bennett Resources Pty Ltd (100%) 2. Noonkanbah Pastoral Lease – PL N049848 (87.38%) 3. Yunggora Aboriginal Corporation RNTBC, Buru Energy Limited and Diamond Resources (Canning) Pty Ltd ILUA – W/2016/011 (87.38%) 4. Liveringa Pastoral Lease – PL N049702 (12.15%) 5. SDWK Nyikina and Mangala ILUA –	1. Noonkanbah Native Title Determination – WCD2007/002 (87.38%) 2. Nyikina Mangala Native Title Determination – WCD2014/003 (12.15%)	Other Heritage Places 1. 14220 – Dunggaba Complex 6 Registered Aboriginal Sites 1. 14215 – Dunggaba Complex 1 – Mythological Other Heritage Places 1. 13852 – No. 20 Bore – Mythological

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
ELA04/2719	OD3 Wynne Pty Ltd (100%)	Pending	N/A (Application received on 30 June 2021)	N/A	N/A	N/A	1. Objection 629175 by Yunggora Association Inc recorded on 28 July 2021	W2016/011 (12.15%) 1. Noonkanbah Pastoral Lease – PL N049848 (98.57%) 2. Yunggora Aboriginal Corporation RNTBC, Buru Energy Limited and Diamond Resources (Canning) Pty Ltd ILUA – W2016/011 (98.57%) 3. EP 371 R2 – PGERA67 Exploration Permit – Bennett Resources Pty Ltd (97.21%) 4. STP-SPA-0065 – PGERA67 Special Prospecting Authority – Buru Energy Limited (2.79%)	1. Noonkanbah Native Title Determination – WCD2007/002 (98.57%)	Registered Aboriginal Sites 1. 14224 – Walgidee Hills 4 – Mythological Other Heritage Places No Other Heritage Places
ELA80/5685	OD3 Arles Pty Ltd (100%)	Pending	N/A (Application received on 26 August 2021)	N/A	N/A	N/A	1. Objection 633176 by Australian Wildlife Conservancy recorded on 28 September 2021	1. National Heritage Listing 106063 – The West Kimberley (100%) 2. Mt Barnett Pastoral Lease – PL N049749 (51.79%)	1. Wanjinia – Wungurr Wilinggin Native Title Determination No 1 – WCD2004/001 (100%)	No Registered Aboriginal Sites or Other Heritage Places.

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
ELA80/5686	OD3 Aries Pty Ltd (100%)	Pending	N/A (Application received on 26 August 2021)	N/A	N/A	N/A	1. Objection 633177 by Australian Wildlife Conservancy recorded on 28 September 2021	3. Marion Downs Pastoral Lease – PL N049458 (26.31%) 4. Mt House Pastoral Lease – PL N049810 (3.33%)	1. Warjina – Wungurr Wilinggin Native Title Determination No 1 – WCD2004/001 (100%)	No Registered Aboriginal Sites or Other Heritage Places.
ELA80/5687	OD3 Aries Pty Ltd (100%)	Pending	N/A (Application received on 26 August 2021)	N/A	N/A	N/A	1. Objection 633178 by Australian Wildlife Conservancy recorded on 28 September 2021	1. National Heritage Listing 106063 – The West Kimberley (100%) 2. Marion Downs Pastoral Lease – PL N049458 (60.22%) 3. Mt Bamett Pastoral Lease – PL N049749 (39.78%)	1. Warjina – Wungurr Wilinggin Native Title Determination No 1 – WCD2004/001 (100%)	No Registered Aboriginal Sites or Other Heritage Places.
ELA04/2714	OD3 Wynne Pty Ltd	Pending	N/A	N/A	N/A	N/A	N/A	1. EP 371 R2 – PGERA67 Exploration	1. Warlanguuru Native Title Claim –	No Registered Aboriginal Sites or

Alless > Linklaters

Fargo Enterprises Ltd

Tenement ID	Holder	Status	Grant Date	Expiry Date	Rent	Expenditure	Encumbrances (Forfeitures, Mortgages, Caveats and Objections)	Concurrent Land Interests	Native Title	Aboriginal Heritage
	(100%)		(Application received on 31 May 2021)					Permit – Bennett Resources Pty Ltd (100%) 2. Blina Pastoral Lease – PL N049587 (99.62%)	WC2015/004 (78.59%) 2. Bunuba #2 Part B Native Title Determination – WCD2019/008 (21.41%)	Other Heritage Places.

Schedule 2 – Unusual Tenement Conditions

Tenement ID	Conditions / Endorsements
E04/2364 (Calwynyardah)	Condition 7: No excavation, excepting shafts, approaching closer to the Great Northern Highway, Highway verge or the road reserve than a distance equal to twice the depth of the excavation and mining on the Great Northern Highway or Highway verge being confined to below a depth of 30 metres from the natural surface.
E80/5027 (Aries)	N/A



FARGO ENTERPRISES LIMITED/ ODESSA MINERALS LTD

Independent Geologist's Report

NOVEMBER 2021

REPORT PREPARED FOR FARGO ENTERPRISES LIMITED

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Burnt
Shirt



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Appendices

Appendix A	JORC Code, 2012 Edition – Table 1
Appendix B	Location of Drillholes Mentioned in the Text and Diagrams

1 EXECUTIVE SUMMARY

Burnt Shirt Pty Ltd [Burnt Shirt] was requested by Fargo Enterprises Limited [Fargo] to prepare an Independent Geologist's Report [IGR] in respect of the diamond exploration projects located in the Kimberley Region of Western Australia [WA] held by Odessa Minerals Limited [to be renamed "Odessa Australia Pty Ltd"] [Odessa]. Fargo and Odessa have entered a terms sheet whereby Fargo will acquire all of the shares in Odessa [collectively, "the Company"]. On completion of the acquisition of Odessa, Fargo will operate four exploration projects – Aries, Ellendale, Calwinyardah, and Noonkanbah [collectively, "the Projects"].

Burnt Shirt considers that the Projects are prospective for diamonds and is encouraged by the following points:

- Diamonds have been identified and, in some cases, exploited at each project area
- The Kimberley region boasts significant historical diamond production, most recently from the now-closed Argyle Diamond Mine¹
- Fargo has access to a considerable database of historical diamond exploration data compiled by Odessa and from work generated by previous explorers in the region.

There are no identified Mineral Resource or Ore Reserve estimates at any of the Projects.

Burnt Shirt understands this IGR is to be included in a Prospectus to be issued by Fargo for an offer of up to 300,000,000 shares at an issue price of A\$0.02 to raise up to A\$6 million [before costs] to facilitate Fargo's reinstatement to official quotation on the Australian Securities Exchange [ASX]. The minimum subscription under the Prospectus is \$5 million [before costs, Minimum Subscription].

This IGR has an Effective Date of 15 November 2021, this being the most recent date on which Fargo made material in its possession available to Burnt Shirt; and Burnt Shirt is unaware of any material change since this date.

The Mineral Assets being described are located within WA and comprise two granted Exploration Licences [EL04/2364 and EL80/5027] and 16 Exploration Licence Applications [ELA80/5117, ELA80/5686, ELA80/5027, ELA80/5687, ELA80/5685, ELA04/2364, ELA04/2714, ELA04/2699, ELA04/2697, ELA04/2698, ELA04/2696, ELA04/2693, ELA04/2705, ELA04/2694, ELA04/2695, ELA04/2719, ELA04/2704, and ELA04/2707] under WA mining legislation.

This document is prepared in accordance with the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserve [the JORC Code] and the 2015 Edition of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets [the VALMIN Code].

1.1 Summary of Exploration Results

Fargo benefits from an exploration database compiled by Odessa and based on work by previous explorers and use of this database will expedite its efforts. These explorers extensively used surface sampling and geophysical techniques to identify diamond-bearing material and have confirmed the application of this through drilling.

¹ [Argyle \[riotinto.com\]](http://Argyle.riotinto.com)

One hundred and thirty diamond mineral occurrences or exploration sites including diamond-bearing lamproites, kimberlites and alluvial channels have been identified in the Western Australia MINEDEX database,² on Odessa's tenements. Odessa considers that most of these occurrences have only received cursory examination, with few detailed studies being carried out in the past 20 years or more. Burnt Shirt concurs with this assessment.

At Aries, past exploration has returned several primary targets that await investigation, and previous investigation of alluvial gravels has been cursory. Burnt Shirt considers that historical samples were not of sufficient volume or not well located and some sites were inaccessible to establish mineral resource estimates. Assessments of bulk samples indicate problems with recovery equipment leading to inaccurate results.³ Additionally, the presence of exotic diamonds indicates an undiscovered different source to that of the Aries Cluster.

The Aries diamonds and some alluvial diamonds from the Eastern Gravel and Harris Creek areas are reportedly of high quality.⁴ Stones are typically clear, however, yellow, orange and blue diamonds do also occur.

Historical drilling involved principally vertical holes, many sections not assessed for diamonds and up to 30 m composites that Odessa considers to either been poorly sited or inadequately analysed to assess the geometry of kimberlitic intrusives or pipes.

A significant amount of remotely sensed and geophysical data has been sourced and interpreted by Odessa to assist target generation. Odessa has examined a 2002 reference set of orientation geochemical samples at Aries that identify a particular suite of indicators to be used in geochemical exploration.

Odessa's assessment of the bulk samples taken from the pipes is that they are unrepresentative and that weathered material only has been tested to a maximum depth of 70 m.

Odessa considers that microdiamond and macrodiamond ratios at the known pipes are presumptuous and do not reflect a representative grade and size distribution.

The lamproites at Ellendale, Calwinyardah and Noonkanbah range from small, less than 100 m sized bodies [pipes, dykes, and sills] to some of the largest known lamproites: Mount Abbott [117 ha] and Walgidee Hills [461 ha]. Diamond content varies widely from barren to diamondiferous.

Burnt Shirt references the results of exploration historically performed by other parties other than Odessa and has referenced the publicly available descriptions of exploration undertaken by previous explorers and the results of that exploration.

These Exploration Results⁵ are historical in nature and may not have been reported in accordance with the JORC Code or its predecessors at the time. The Competent Person reports these Exploration Results here in accordance with the 2012 Edition of the JORC Code, Clauses 45 and 46, and 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 geology.

² MINEDEX Database, extract 10-10-2021, Department of Mines, Industry, Regulation and Safety, ANZWA1220000513

³ WAMEX report number A73861

⁴ WAMEX report number A31542

⁵ As defined by the JORC Code, Clause 18

The Competent Person has referenced the source of these historical exploration results as footnotes throughout this document and has provided a completed JORC Code Table 1, Sections 1 and 2 in Appendix A, along with a summary of relevant drillhole locations and results in Appendix B of the IGR. Neither Fargo nor Odessa is in possession of any new information or data relating to the historical exploration results that materially impacts the reliability of the information above.

1.2 Summary of Geology and Mineralisation

Odessa's tenure comprises four project areas: Aries, Ellendale, Calwinyardah, and Noonkanbah.

There are three main types of mineralisation potential, including:

- Diamond-bearing lamproite pipes or dykes
- Diamond-bearing kimberlite pipes or dykes
- Diamond-bearing alluvial channels.

Whilst differing by chemistry with varying ratios of silica saturation, potassium and magnesium, lamproite and kimberlite rocks have a similar origin.⁶ Diamonds are minerals formed deep in the crust/mantle of the earth and are crystalline forms of carbon. Diamonds can only form under high pressure, at depths of greater than 150 km.

Both kimberlite and lamproite rocks represent deeply derived magmas that are rapidly emplaced into the upper crust or to surface as volcanoes. Due to the magma's rapid ascent in eruption [metres per second], diamonds are preserved and placed exotically into the upper crust or at surface. As sub-aerial kimberlites and lamproites are exposed, they eroded and as such, the diamonds, which are hard and resistant to erosion, are transported and can be concentrated into alluvial channels.

At Aries, Proterozoic sediments have been intruded by kimberlite pipes [refer Section 3 below]. The geology of the remaining tenure comprises a Permian sequence that has been intruded by Miocene lamproite pipes and dykes. These are regionally grouped into three fields:

- Ellendale [refer Section 4 below]
- Calwinyardah, located west of Ellendale [refer Section 5 below]
- Noonkanbah, located to the south of the Applications [refer Section 6 below].

The age of the lamproite pipes decreases from north to south, with pipes at Ellendale returning ages from 20–22 Ma years to an age of 18–20 Ma at Noonkanbah.

Numerous pipes have been discovered in all three fields and while all fields have recorded diamonds, only Ellendale has been exploited on a commercial scale.

All three project areas have evidence of alluvial diamond concentrations.

1.2.1 Aries

The Aries project contains several Neoproterozoic kimberlite diatremes that have intruded a succession of Lower Proterozoic sandstone and volcanics. These kimberlites were emplaced as three north to north-northeast trending diatremes infilled by lithic-rich kimberlite breccias. The breccia has been further intruded by hypabyssal differentiated kimberlite dykes. All kimberlites have been demonstrated by previous explorers to be diamondiferous.

⁶ Kononova *et al.*, 2011

The northern kimberlite complex includes the Aries Pipe, Aries North and Aries North Extension and the southern kimberlite complex comprises Athena, Helena, Persephone, and Niobe. The kimberlites generally dip [plunge] 88° to the south-southeast and are generally pipe-like in shape. A spatial relationship has been found to exist between these kimberlites and west-northwesterly shearing.

The Moonlight Valley area is a topographic low that drains the surrounding sandstone cliffs, with drainage chasms linking it to the kimberlites. Previous explorers have identified diamonds in gravels beneath a clay layer of up to 25 m thick, the gravels being deposited in successions up to 20 cm thick.

1.2.2 Ellendale

The Ellendale project is located on the Lennard Shelf at the northern extent of the Canning Basin, comprising a sequence of variably deformed Devonian to Carboniferous siliceous and carbonate sediments lying south and west of the metasediments and granites of the Proterozoic King Leopold Range Mobile Belt. This geology is similar to that at Calwinyardah and Noonkanbah.

Miocene lamproites ranging in age from 19 Ma to 22 Ma have intruded through the northwest trending Lennard Shelf sediments. In places, these have been covered by Neogene fine to coarse fluvial sandstones and conglomerates. The tenements are mostly covered by partially lateritised Quaternary and Neogene material.

More than 100 known lamproite intrusions extend over a 7,500 km² area comprising the Ellendale lamproite swarm. Forty-eight of these are contained within the northwest trending, 40 km by 10 km Ellendale field. Most of the Ellendale lamproites are volcanic crater deposits. The lamproites are both leucite and olivine rich, with 60% being diamondiferous. Of these, 71% are olivine-rich and 36% are leucite lamproites.

The olivine-rich lamproite pipes have historically been identified as being the most diamondiferous, though the leucite lamproites do potentially also contain diamonds. Most of the lamproite pipes have a wineglass shape, with a diatreme stem, passing up into broad, shallow maar craters with diameters from 100 m to more than 1 km and more than 100 ha in area.

1.2.3 Calwinyardah

At the Calwinyardah project, Mesozoic to Tertiary lamproites intrude Permian sediments of the Fitzroy Trough of the Canning Basin. Calwinyardah was discovered after investigation of aeromagnetic anomalies following the discovery of the Ellendale Lamproite Field.

A total of 20 pipes have been discovered by various companies, including the Calwinyardah pipe, with a surface area of 50 ha, the largest of the pipes discovered.

Testing of some of the pipes has demonstrated that some of these are diamondiferous but the field for the most part remains underexplored.

1.2.4 Noonkanbah

The Noonkanbah project lies within the Mesozoic to Tertiary Noonkanbah Lamproite Diamond Field which intrudes Late Permian Hardman Formation sediments of the Canning Basin. The area is extensively covered by Quaternary sand and silt.

Twenty-nine lamproites are known, of which 17 are exposed and 12 are concealed, ranging from the large Mount Abbott breccia pipe and the volcanic spine of Machell's Pyramid to an isolated dyke at Mount Cedric North and the large pluton-like body of the Walgidee Hills.

The lamproite plugs form small peaks against the Quaternary floodplain and scarce low mesas of Permian sandstone. The south and east of the tenure is occupied by the floodplain of the Fitzroy River at about 60 m above sea level rising gently to 140 m a dune-field in the northwest.

Previous explorers have examined the Mount Noreen, Mount Abbott, Mount Gytha and Machell's Pyramid lamproite pipes and the Mount Cedric lamproite cluster. Diamonds were returned from the Mount Noreen pipe and Odessa considers that the area has been underexplored, with the mineralogy of the pipes being unresolved.

1.3 Summary of Exploration Strategy

Fargo and Odessa have proposed exploration budgets on the granted tenements only, being E80/5027 "Aries project" and E04/2364 "Calwynyardah project".

At Aries, the initial focus will be on ground based geophysical studies, such as passive seismic, to establish the main alluvial channel targets draining the kimberlites, following which permits can be applied for drilling and bulk sampling tests.

At Calwynyardah, Fargo and Odessa similarly propose ground based geophysical studies, such as passive seismic, to establish the main alluvial channel targets draining the kimberlites, following which permits can be applied for drilling and bulk sampling tests.

A two-year exploration budget based on the funds raised under the Prospectus together with the Company's estimated existing cash reserves has been proposed by the Company and reviewed by Burnt Shirt "Table 1.1".

Table 1.1 Fargo and Odessa proposed two-year exploration expenditure

Project	Activity	Minimum subscription [A\$]			Maximum subscription [A\$]		
		Year 1	Year 2	Total	Year 1	Year 2	Total
Aries	Tenement costs	\$10,000	\$10,000	\$20,000	\$10,000	\$10,000	\$20,000
	Geology and field work	\$240,000	\$240,000	\$480,000	\$245,000	\$520,000	\$765,000
	Geophysical studies	\$120,000	\$100,000	\$220,000	\$75,000	\$90,000	\$165,000
	Drilling or bulk sample tests	\$500,000	\$1,120,000	\$1,620,000	\$555,000	\$977,500	\$1,532,500
	Subtotal	\$870,000	\$1,470,000	\$2,340,000	\$885,000	\$1,597,500	\$2,482,500
Calwynyardah	Tenement costs	\$2,000	\$2,000	\$4,000	\$2,000	\$2,000	\$4,000
	Geology and fieldwork	\$58,000	\$100,000	\$158,000	\$85,000	\$200,000	\$285,000
	Geophysical Studies	\$62,000	\$20,000	\$82,000	\$40,000	\$20,000	\$60,000
	Drilling or bulk sample tests	\$158,000	\$438,000	\$596,000	\$155,000	\$423,000	\$578,000
	Subtotal	\$280,000	\$560,000	\$840,000	\$282,000	\$645,000	\$927,000
TOTAL		\$1,150,000	\$2,030,000	\$3,180,000	\$1,167,000	\$2,242,500	\$3,409,500

Burnt Shirt considers the exploration budget to be reasonable and that the Company has the appropriate skills and capacity to undertake this work.

1.4 Conclusions and Recommendations

Burnt Shirt concludes that Odessa has rights to tenure over areas in WA that have prospective geology for diamonds and recommends that it proceed to implement its exploration strategy on ASX listing. Burnt Shirt considers that the Projects enjoy relative ease of access and the regional presence of infrastructure.

Burnt Shirt considers the Projects to be at an Early Exploration⁷ stage, yet clearly demonstrate potential for the discovery of diamonds in economic exploitable quantities. Previous explorers have identified diamond-bearing material, particularly at Aries and Ellendale, but these have been inadequately tested to determine viability. Lamproites have been identified at Noonkanbah and Calwynyardah and diamonds noted, but previous explorers have not resolved the mineralogy of these pipes and Odessa considers that there is considerable potential for discovery. Numerous geophysical and diamond indicator targets have been identified that are yet to be tested.

The Company will benefit from the work by previous explorers that has resulted in the identification of mineralisation. The Company benefits from access to the results of considerable publicly available exploration data for each of these project areas, and compilation and analysis of this data will greatly expedite its exploration efforts.

Burnt Shirt has been advised that Fargo has budgeted approximately A\$3.18 million on direct exploration out of available funds of \$5.4 million [assuming the Minimum Subscription is raised]. The budget contemplates exploration expenditure over two years and Burnt Shirt considers this to be appropriate to support the initial strategy described.

Burnt Shirt considers that the Projects are prospective for diamonds.

⁷ As defined by the VALMIN Code

2 INTRODUCTION

Burnt Shirt was requested by Fargo to prepare an IGR for Odessa's diamond exploration Projects, located in the Kimberley region of WA.

Burnt Shirt understands this IGR is to be included in a Prospectus to be issued by Fargo for an offer of up to 300,000,000 shares at an issue price of A\$0.02 to raise up to A\$6 million "before costs" to facilitate Fargo's reinstatement on the ASX. The Minimum Subscription under the Prospectus is \$5 million "before costs".

Fargo and Odessa have entered a terms sheet whereby Fargo will acquire all the shares in Odessa. Fargo and Odessa are collectively referred to as "the Company". On completion of the acquisition of Odessa, Fargo will operate Odessa's Projects.

The Mineral Assets being described are located within WA and comprise two granted Exploration Licences "EL04/2634 and EL80/5027" and 16 Exploration Licence Applications "ELA80/5117, ELA80/5686, ELA80/5027, ELA80/5687, ELA80/5685, ELA04/2364, ELA04/2714, ELA04/2699, ELA04/2697, ELA04/2698, ELA04/2696, ELA04/2693, ELA04/2705, ELA04/2694, ELA04/2695, ELA04/2719, ELA04/2704, and ELA04/2707" under WA mining legislation "refer to Section 2.2 below".

The Projects lie in the Kimberley, a significant historical diamond-producing region. Previous explorers have identified and at Ellendale exploited diamonds in the Project area.

Fargo proposes an intrusive kimberlite-lamproite style mineralisation model for Odessa's Projects. Burnt Shirt concurs with this view and advises that this concept is based on the findings of previous exploration. Burnt Shirt has referenced the publicly available sources of this information, as appropriate.

This IGR does not provide a Valuation of the Projects.

2.1 Competent Person, Effective Date, and No Material Change

2.1.1 Declarations

This document is prepared in accordance with the JORC Code and the VALMIN Code. This IGR is a Technical Assessment Report, as defined by the VALMIN Code.

The information in this report that relates to the Exploration Results⁸ is based on, and fairly represents, information and supporting documentation prepared by Mr Jeremy Peters, BSc "ANU", BEng "Min, AWASM", a Competent Person who is a Fellow of the Australasian Institute of Mining and Metallurgy and a Chartered Professional Geologist and Mining Engineer of that organisation. Mr Peters has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined by the JORC Code and a Practitioner as defined by the VALMIN Code.

Mr Peters has engaged in diamond exploration in Western Australia and has assessed diamond projects internationally.

⁸ As defined by Clause 18 of the JORC Code

Mr Peters is an employee of Burnt Shirt and has no direct or indirect interest in Fargo or Odessa. Burnt Shirt will receive a fee for the preparation of this IGR in accordance with normal professional consulting practice. This fee is not contingent on the outcome of the IGR and Burnt Shirt will receive no other benefit for the preparation of this IGR. Burnt Shirt does not have any pecuniary or other interests that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the assets.

Neither Burnt Shirt, the Competent Person, Mr Peters, who is responsible for authoring this IGR, nor any Directors of Burnt Shirt have at the date of this IGR, nor have had within the previous two years, any shareholding in Fargo, Odessa, or any of their respective advisors.

Consequently, Burnt Shirt, Mr Peters and the Directors of Burnt Shirt consider themselves to be independent of Fargo, Odessa, and their related parties.

Mr Peters [the Competent Person and Practitioner] consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Unless otherwise stated, information and data contained in this IGR or used in its preparation have been provided by Fargo and Odessa or have been gathered from public sources. All illustrations in this document have been prepared under the guidance of the Competent Person.

The Competent Person advises that exploration is a risky undertaking and that there is no guarantee that activities undertaken by Fargo will discover economic quantities of diamond-bearing material or result in estimation of a Mineral Resource at any of its Projects.

2.1.2 Confirmations

The Exploration Results contained within this IGR are based on, and fairly represent, information and supporting documentation prepared by Mr Peters, the Competent Person.

Burnt Shirt advises that it is not qualified to offer opinion on legal matters and that these are dealt with in the Solicitor's Report included in Schedule 2 of the Prospectus.

2.1.3 Effective Date

The Effective Date of this IGR is 15 November 2021, this being the date at which no further information was supplied to the author by Fargo, and the author is not aware of any material change in the status of the Projects in the period between receipt of data and completion of the IGR.

2.2 Mineral Assets

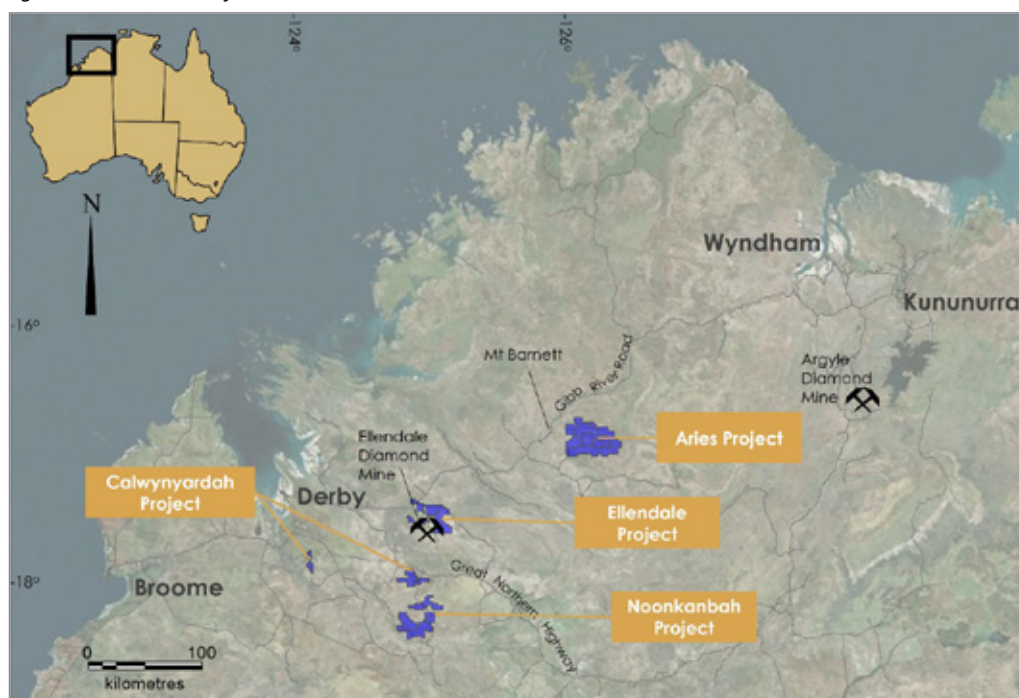
The Mineral Assets being described are located within WA and comprise two granted Exploration Licences and 16 Exploration Licence Applications under WA mining legislation⁹ [Table 2.1 and Figure 2.10]. A description of the legal status of the Exploration Licences and Applications can be found in the Solicitor's Report in Schedule 2 of the Prospectus.

⁹ For an explanation of WA mining legislation refer to <https://www.dmp.wa.gov.au/Minerals/Legislation-and-compliance-6224.aspx>

Table 2.1 Tenement details for the Projects

Tenement	Project	Holder	Status	Expiry	Area [blocks]
EL 80/5027	Aries	Jindalee Resources Ltd [10%] / OD3 Aries Pty Ltd [90%]	Granted	9 Oct 2022	30
ELA 80/5117	Aries	Celsius Resources Limited	Pending		200
ELA 80/5685	Aries	OD3 Aries Pty Ltd	Pending		59
ELA 80/5686	Aries	OD3 Aries Pty Ltd	Pending		29
ELA 80/5687	Aries	OD3 Aries Pty Ltd	Pending		40
ELA 04/2696	Ellendale	Odette Three Pty Ltd	Pending		15
ELA 04/2697	Ellendale	Odette Three Pty Ltd	Pending		70
ELA 04/2698	Ellendale	Odette Three Pty Ltd	Pending		46
ELA 04/2699	Ellendale	Odette Three Pty Ltd	Pending		5
ELA 04/2693	Calwinyardah [Liveringa]	Odette Three Pty Ltd	Pending		20
EL 04/2364	Calwinyardah	Volclays Pty Ltd	Granted	9 Mar 2025	12
ELA 04/2695	Calwinyardah	Odette Three Pty Ltd	Pending		43
ELA 04/2714	Calwinyardah	OD3 Wynne Pty Ltd	Pending		12
ELA 04/2694	Noonkanbah	Odette Three Pty Ltd	Pending		45
ELA 04/2704	Noonkanbah	Odette Three Pty Ltd	Pending		32
ELA 04/2705	Noonkanbah	Odette Three Pty Ltd	Pending		70
ELA 04/2707	Noonkanbah	Odette Three Pty Ltd	Pending		16
ELA 04/2719	Noonkanbah	OD3 Wynne Pty Ltd	Pending		12

Figure 2.1 Odessa Projects



Source: Odessa, October 2021, GDA94

The WA Department of Mines, Industry Regulation and Safety [DMIRS] requires minimum expenditure and annual reporting of exploration activity as a condition of tenure. It also requires that environmental bonds are held for each granted Exploration Licence.

Burnt Shirt is not qualified to comment definitively on licensing matters but has made enquiries of publicly available data¹⁰ to the effect that the tenements and applications are in good standing. A description of the legal status of the Exploration Licences and Applications can be found in the Solicitor's Report in Schedule 2 of the Prospectus.

2.2.1 Agreements

Burnt Shirt is aware of the following material agreements relating to the Projects:

- Asset Sale Agreement dated 25 May 2021 between Jindalee Resources Limited, Odessa, and OD3 Aries Pty Ltd
- Licence and Tenement Sale Agreement dated 27 July 2021 between OD3 Aries Pty Ltd, and Celsius Resources Limited
- Asset Sale Agreement dated 16 August 2021 between Odessa, OD3 Wynne Pty Ltd, and Volclays Pty Ltd
- Mineral Rights and Cooperation Agreement dated 16 August 2021 between OD3 Wynne Pty Ltd and Volclays Pty Ltd.

The key terms of the above agreements are summarised in Section 7 and Schedule 2 of the Prospectus.

2.3 Sources of Information and Site Visit

The geology and exploration history of the Kimberley has been extensively publicly reported. Mr Peters has examined the databases and literature compilation of Odessa to satisfy himself of the veracity of the information.

Mr Peters has physically examined the Aries, Ellendale and Noonkanbah project sites between 21 September 2021 and 23 September 2021 and accepts representations made by the Company and bases his inferences on his own experience and observations.

Unless otherwise stated, all currencies are expressed in Australian dollars [A\$] and units of measurement are metric. Historical units have been converted to metric units. Grid locations are in Map Grid of Australia 1994 [MGA94] Zones 51 and 52, unless otherwise indicated.

Extensive reference is made to the results of historical exploration. Some of these results have not previously been reported in accordance with the JORC Code and may not have been reported in accordance with any of its predecessors. Consequently, these results are to be interpreted with an appropriate degree of caution.

The Competent Person reports these historical results here in accordance with the 2012 Edition of the JORC Code and 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 geology.

¹⁰ WA Department of Industry Exploration and Mining Titles, accessed 19 October 2021

Burnt Shirt has referred to the publicly available Western Australian Mineral Exploration [WAMEX] database references for these historical exploration results, where they can be read in their original format and context. The Competent Person has referenced the source [A-numbers] of these historical exploration results as footnotes throughout this document.

The Competent Person advises that core from a single diamond drill hole, AN15, is the only core examined by Odette under laboratory conditions. The core from numerous other holes was observed by the Competent Person in storage at Aries and the condition of this core precluded controlled examination other than to confirm the presence of kimberlite. The purpose of drilling at early-stage diamond exploration projects is to confirm the presence of potentially diamondiferous rocks, rather than to provide an absolute measure of grade and quality. Consequently, the Competent Person does not consider that a comprehensive list of drill hole collars will materially add to this IGR and that sufficient context from mineralogical and bulk sampling tests has been provided to allow the reader to draw conclusions as to the nature of the prospects.

Burnt Shirt is responsible for this IGR as part of Fargo's Prospectus documentation and declares that it has taken all reasonable care to ensure that the information contained in this IGR is, to the best of its knowledge, in accordance with the facts and contains no material omissions.

2.3.1 Reliance on Other Experts

In preparing this IGR, Mr Peters has extensively relied on information collated by other parties, as described in Section 2.3 above. Mr Peters has critically examined this information, made his own enquiries, and applied his general geological competence to conclude that the information presented in this IGR complies with the definitions and guidelines of the JORC [2012] Code.

The responsibility of the author is provided in Table 2.2.

Table 2.2 Responsibilities of the author

Author	Responsible for sections
Jeremy Peters, FAusIMM CP [Min, Geo]	1 through to 10, Appendix A

The principal sources of information regarding Fargo's assets are private and statutory reports that have been prepared by various parties and collated by the Geological Survey of Western Australia [GSWA].

2.3.2 Reliance on Information

Burnt Shirt believes that its opinion must be considered as a whole and that presentation of selections of its report could create a misleading view of the opinions presented in this IGR. The preparation of an IGR is a complex process and does not lend itself to partial analysis or summary.

2.3.3 Consent

Various statements in this report attributable to third parties have been included without the consent of those parties. Those statements are made or based upon statements made in previous technical reports that the Competent Person confirms are publicly available from either government sources or the ASX, but those reports are not incorporated by reference into the Fargo prospectus. The authors of these reports have not consented to their statements being used in this IGR, and those statements are included in accordance with ASIC Corporations [Consent and Statements] Instrument 2016/72.

2.3.4 Limitations

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

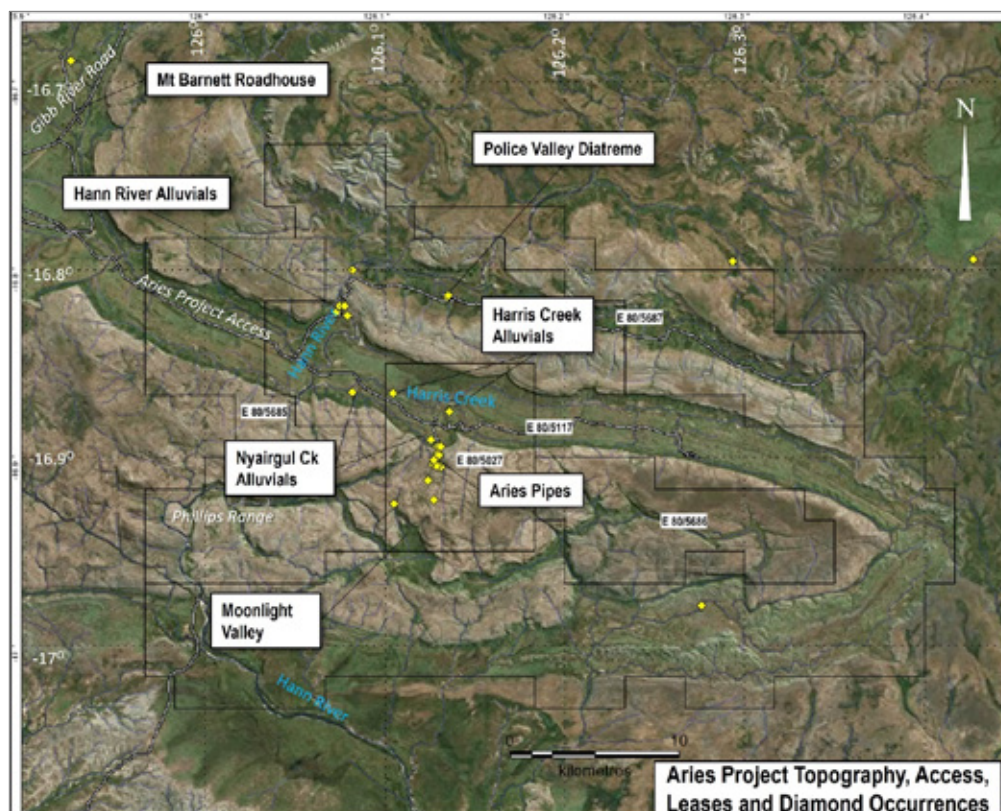
3 ARIES

The Aries project consists of a single granted tenement, EL80/5027 and Applications ELA80/5117, ELA80/5685, ELA 80/5686 and ELA 80/5687 that cover the known kimberlite pipes of Aries, Aries North, and to the south of Aries, Helena, Athena, Persephone and Niobe. The Company's primary focus will be to explore the Aries project for economic diamond mineralisation, including alluvial concentrations of diamonds and determining the grade and quality of diamonds in the known pipes.

3.1 Location and Access

The tenements are located in the central Kimberley region of Western Australia, around 300 km west of Derby, on the Mount Elizabeth SE52-01 1:250,000 map sheet (Figure 3.1). Access to the area is via the Gibb River Road and then by prospecting and pastoral tracks. The nearest settlement is the Mount Barnett station some 36 km to the west.

Figure 3.1 Aries Project



Source: Odessa, September 2021, GDA94

The area experiences sub-tropical rainfall from November to May each year. During these times, the Gibb River Road may be closed to the public and thus access is only reliably available by vehicle from May to November.

The area has been the subject of sporadic exploration since 1986 for both hard rock [kimberlite or lamproite] and alluvial [placer/gravel] diamond deposits and this work has identified diamonds. The Company has the advantage of this information and intends to build on the results of these previous explorers.

3.2 Aboriginal Heritage, Native Title, and Environment

A description of the legal status of the Exploration Licences and Applications, including a description of issues relating to Aboriginal Heritage, Native Title and environment can be found in the Solicitor's Report in Schedule 2 of the Prospectus.

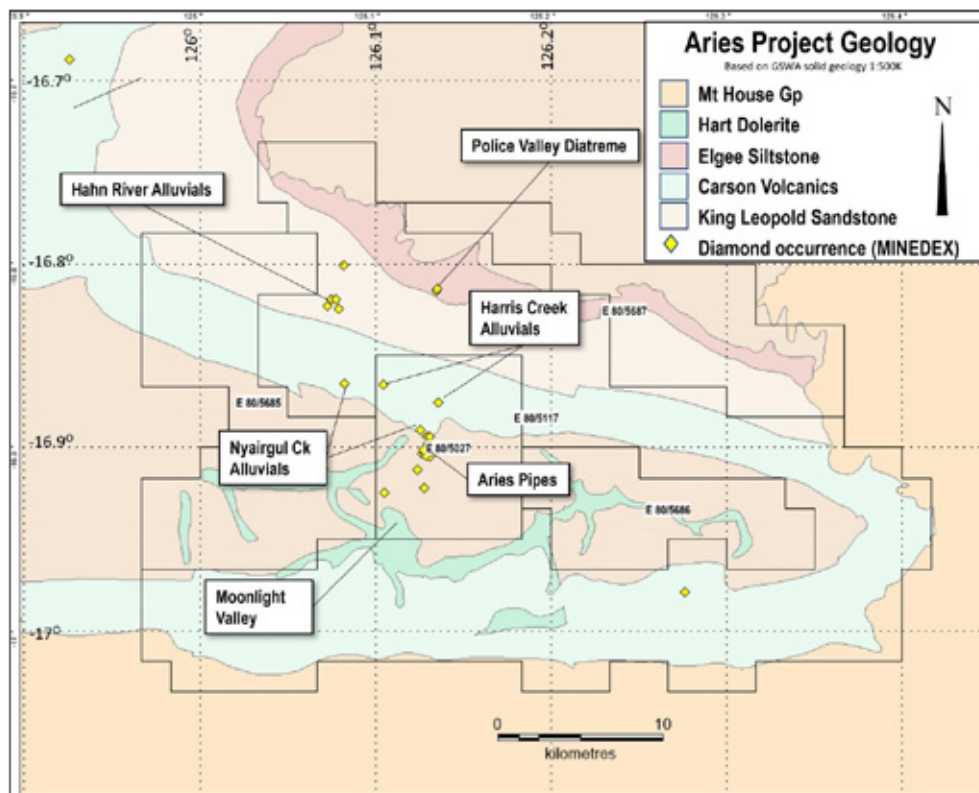
3.3 Geology

3.3.1 Regional and Local Geology

The Aries project covers geology that forms part of the northern limb of the Phillips Range Anticline, a major east-plunging structure within the Proterozoic Kimberley block. A succession of Lower Proterozoic sandstone and volcanics dip to the northeast.

The Phillips Range topography formed by the King Leopold Sandstone, the Carson Volcanics, a basaltic sequence with minor interbedded shale and sandstone and the Barnett Range, formed by the Warton Sandstone. This sequence has been intruded by the Upper Proterozoic Hart Dolerite, comprising tholeiitic dolerite sills and less significant granophyric intrusions.

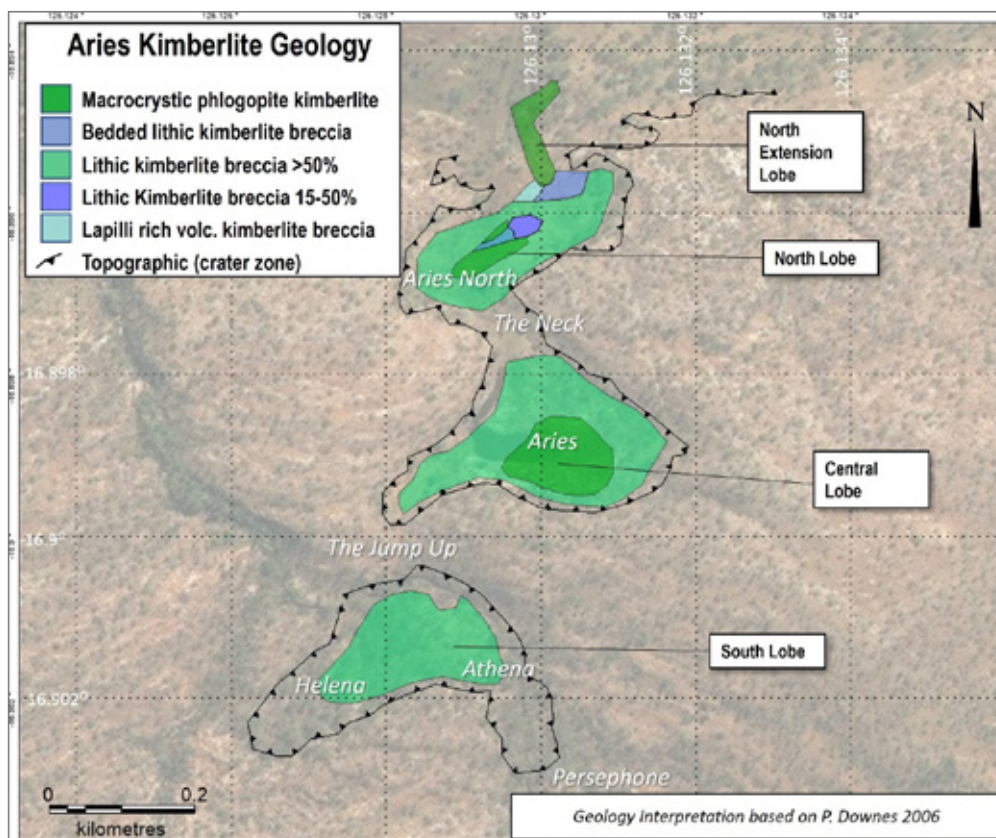
Figure 3.2 Aries project geology



Source: Odessa, September 2021, GDA94

The Neoproterozoic Aries kimberlites have been dated by to be $815.4 \pm 4.3 \text{ Ma}^{11}$. These were emplaced as three north-north-northeast trending diatremes, infilled by kimberlite breccias containing wall-rock. The kimberlite breccias have been further intruded by hypabyssal macrocrystic phlogopite kimberlite dykes. These have differentiated to high Na-Si, olivine-phlogopite-richterite kimberlite and further late stage macrocrystic serpentine-diopside ultramafic dykes.

Figure 3.3 Aries kimberlite geology



Source: Odessa, September 2021, GDA94, after Downes, 2006

A northern cluster of named kimberlites includes the Aries Pipe, Aries North, and Aries North Extension. A southern kimberlite complex comprises named diamondiferous kimberlites, including Athena, Helena, Persephone, and Niobe. These generally dip of 88° south-southeast and are generally pipe-like in shape. A spatial relationship has been found between these kimberlites and west-northwest shearing.

Moonlight Valley is a prominent, topographically low-lying area to the south that is the drainage of the surrounding sandstone cliffs. Burnt Shirt observes that this forms a natural sedimentary trap. Diamondiferous gravel occurs deposits of up to 20 cm thick beneath a layer of clay up to 25 m deep and is interpreted by Fargo to represent a single, rapid deposition as Tertiary and Quaternary drainages altered from south to north.

¹¹ Downes, 2006

The clay obscures the basement geology but a riverbed to the northeast exposes the contact between Hart Dolerite and a feldspar-biotite-hornblende rock. This contact is altered. Sericite and tourmaline crystals and may represent either an unrelated rock emplacement or late-stage differentiation of the Hart Dolerite.

Figure 3.4 Natural topographic low of the Aries kimberlite



Source: Odessa, September 2021, view south

3.3.2 Historical Exploration

The Aries kimberlite was discovered by Freeport of Australia Inc. [Freeport] in 1986 after an 87-sample stream sediment program returned strongly anomalous kimberlite indicator minerals¹². This was followed up by a 1987 joint venture with Triad Minerals NL [Triad] which conducted detailed ground magnetics. This identified two low magnetic response lobate features within the Warton Sandstone [also known as the King Leopold Sandstone]¹³.

In 1988, the joint venture conducted bulk testing at Aries, processing 400 tonnes in a gravity separation plant and conducting diamond drilling of the pipe. The pipe was mined to 6.6 m depth, returning 182 diamonds¹⁴. Exploration over nearby areas identified several kimberlites and anomalies. The 1988 program delineated the Aries North Extension and investigated the Aries South anomaly.

Separate exploration in 1988 by Diamond Company NL investigated tenure to the north of Aries,¹⁵ following up a 1986 bulk sample by Stockdale Prospecting Limited [Stockdale] that returned diamonds from a location on the Hann River.¹⁶ This work concluded that the drainages were separate and that the Stockdale diamonds did not come from a local primary source.

In 1989, Poseidon undertook alluvial sampling¹⁷ and installed a processing plant in 1990, intended to treat low grade, high tonnages capable of producing high quality, large stones.¹⁸ The program commenced with alluvial material. A total of 1,291 tonnes of material was mined and processed from the Aries pipe, however, the plant had no crushing capacity for fresh rock and the pipe was not tested at depth.

¹² WAMEX report number A19676

¹³ WAMEX report number A121215

¹⁴ WAMEX report number A24563

¹⁵ WAMEX report number A25597

¹⁶ WAMEX report number A18555

¹⁷ WAMEX report number A27647

¹⁸ WAMEX report number A31542

In 1991, Triad conducted bulk testing of 81,000 wet tonnes of material and recovered 4,973 diamonds for 1,074 ct.¹⁹ Numerous problems were reported during processing, resulting in diamond losses that are considered to be related to the calibration of the equipment. The Aries diamonds were found to be distinctive and devoid of yellow stones. At the Nyairgul Creek and Harris Creek alluvial targets, diamonds similar to those at Aries were found, along with yellow diamonds, which the Company considers suggests another possible source in the area. By 1993, Triad had concluded that drilling and bulk sampling of the pipes was warranted but did not proceed with this work.²⁰

Burnt Shirt agrees with these assessments.

In 1994, Diamin Resources NL [Diamin], as part of its Phillips Range joint venture, conducted small and large diameter drilling to test Aries to depth. The small diameter drilling focused on the North Lobe at Aries, drilling to a depth of 320 m. Diamin estimated the volume of kimberlite in the pipe to be around 7.4 Mm³ above 300 m depth at an average of 28% xenolithic dilution.²¹

At the Central Lobe, Diamin estimated a volume of 5 Mm³ of kimberlite with less than 50% xenolithic dilution. An exploration shaft with drives at 50 m and 100 m to obtain a 30,000-tonne bulk sample was proposed but not undertaken.

Burnt Shirt observes that no diamond grades were postulated and as such, considers that these volumetric estimates do not constitute historical mineralisation estimates.

Diamin interpreted the results to indicate a possible magmatic separation between Aries Neck and Aries North. It was considered that it was likely that alluvial diamonds would be concentrated in the gravels that occur topographically below Aries North.

Burnt Shirt observes that this was not subsequently followed up.

From 1991, Moonstone Diamond Corporation [Moonstone] explored the area surrounding Aries, identifying a number of anomalies and drilling to depths of less than 10 m. Moonstone recognised the potential for placer deposits in the Police Valley palaeo-alluvial system and the conjunction of the Hann and Barnett rivers.²²

During 1995, Diamond explored the Police Valley area, located around 5 km north of Aries and covering the Lower Hann prospect, which was earlier explored by Stockdale, returning a 0.92 ct gem quality diamond.²³ This work identified gravel terraces in the Lower Hann River and expanded the terraces at Police Valley identified by Moonstone. Limited sampling was undertaken, which produced few diamonds.

During 1996, Diamin conducted drilling and bulk sampling at Hann River and produced a 722-tonne bulk sample of alluvial material from various locations that produced 20 tonnes of concentrate for four diamonds, two of which were from one location.²⁴ Of these four diamonds, one was white, two were yellow, and one pink.

¹⁹ WAMEX report number A34336

²⁰ WAMEX report number A37821

²¹ WAMEX report number A44267

²² WAMEX report number A40584

²³ WAMEX report number A59111

²⁴ WAMEX report number A49331

In 1997, Diamin continued exploration at Harris Creek, 8 km east of Aries, as well as an area 2 km south of Aries and at Police Valley, 5 km north of Aries. This work occurred after reprocessing and reinterpretation of the earlier Moonstone aeromagnetic data. Heavy mineral sampling was undertaken to the south of Aries, returning 19 positive kimberlite indicators with four containing diamonds. Drilling did not intersect kimberlite but this was hampered by poor accessibility. At Police Valley, a total of 22 heavy mineral samples were collected and a 1,000-tonne gravel sample processed, returning one diamond.²⁵

Ragged Range Pty Ltd [Ragged Range] acquired the Diamin and Triad tenements in 1996 and conducted extensive exploration. A number of joint ventures ensued, including a related party, Thundelarra Exploration Limited [Thundelarra], BHP Billiton Minerals Limited [BHPB], and Gravity Capital Pty Ltd [Gravity Capital]. The surrounding tenements were concurrently explored by Diamin and Astro Mining NL.

Ragged Range explored and drilled numerous anomalies. Diamond drilling to the south of Aries indicated the presence of xenolithic breccia to 181 m depth, while reverse circulation [RC] drilling extended the eastern side of the Aries South lobe and its southern extent by 200 m.²⁶

By 2000, Diamin reported various drilling and heavy mineral sampling at Police Valley and Harris Creek. The tenements were eventually surrendered.²⁷

In 2000, Thundelarra took over the Aries project, with Ragged Range retaining 5% interest. Thundelarra had acquired 10 contiguous tenements and conducted cluster drilling for a 52-tonne bulk sample, trenching at Aries across seven sites for 900 tonnes of material and a further 200 tonnes recovered from the tailings dam that contained the tailings of previous explorers' bulk samples.²⁸

The material was processed through a heavy media separation plant in order to understand the grade, geology and morphology of the kimberlites and to test the efficiency of the Triad bulk sampling. Results from the cluster drilling did not give an estimate of grade, however the trenching indicated grades similar to that obtained by Triad's work of around two carats per hundred tonnes [c/ht].²⁸

Thundelarra joint ventured the Aries project with BHPB in 2002 under BHPB management. Extensive exploration led to the delineation of three distinctive lobes at Aries South lobe, defined by gravity.²⁹

In 2003, Gravity Capital entered the joint venture, leading to the discovery of the Niobe and Persephone South pipes. The Gemini pipe was followed up and in 2004 it was concluded that the five targets were unresolved.³⁰ This joint venture was dissolved in 2004 and the tenements reverted to Thundelarra.

In 2004, United Kimberley Diamonds acquired the tenements from Thundelarra, with Ragged Range still retaining 5%. This became the subject of an initial public offering and listing on the ASX as United Kimberley Diamonds Limited [United].³¹

²⁵ WAMEX report number A52056

²⁶ WAMEX report number A50957

²⁷ WAMEX report numbers A60877 and A60879

²⁸ WAMEX report number A61695

²⁹ WAMEX report number A64525

³⁰ WAMEX report number A66265

³¹ WAMEX report number A70132

During 2005, United conducted bulk sampling of the identified pipes and tested the southern lobes, which had limited drilling. United considered the programme to be a technical success but then uneconomic, with the best grade returning 4.9 cht, despite being of 95% gem quality.³²

United processed 2,169 tonnes of material, returning 181 diamonds for 25.34 ct [Figure 3.5]. Bulk samples were extracted by a Bauer drilling rig to a maximum of 48 m depth. Some regional exploration was undertaken during 2006 at Moonlight Valley, to the south, where previous explorers had recovered two diamonds and indicator minerals.³²

This was unsuccessful in that samples were unrepresentative and the drill rig was considered to be under-powered. United considered that the gravity data was difficult to interpret due to the Bouguer gravity anomalies being influenced by the surrounding sandstone cliffs. There does not appear to be a diamond register available for individual stones, though some photographs remain and were supplied by Ms. Lisa Wells, who worked on the project.

United then reduced its tenure, retaining the Aries pipes under a Mining Licence, which was subsequently relinquished.

Figure 3.5 Example of Aries recovered diamonds



Example of some of the diamonds from United's 2005 programme. A total of 181 diamonds were returned for 25.34 ct Scale is approximate.

Jindalee Resources applied for the area under an Exploration Licence in 2016 and conducted data reviews.

3.4 Mineralisation

Burnt Shirt observes that significant exploration has been completed at Aries, but many targets await effective follow up. This has apparently been a result of either defective initial investigations, lack of funds or difficulty with access and equipment.

³² WAMEX report number A72519

Burnt Shirt considers that there is potential for alluvial targets, previous explorers having concentrated on identifying and exploring kimberlite pipes. Burnt Shirt suggests that samples taken by previous explorers were neither large enough nor ideally located and some sites were inaccessible. Explorers that processed bulk samples reported plant recovery and calibration problems and these results are unlikely to be representative.

The presence of diamonds other than those associated with the Aries cluster indicates the likely presence of a different source which requires further investigation.

Previous explorers' assessment of the Aries diamonds and some of the alluvial diamonds from the Eastern Gravel and Harris Creek areas identify the quality of the Aries diamonds and the distinctive pitting colours and types. Aries does have coloured diamonds including pale yellows, pale blues, smokies, and clears. As reported by previous explorers, the colour of the pitting in the diamonds from Aries alluvials is indicative, perhaps, of a different, undiscovered source of different evolution to Aries³³.

A significant amount of remote sensing and geophysical data is available to the Company, as are the results of previous drilling. Fargo considers previous drilling "in particular" to have been poorly directed and that this has not adequately tested the geophysical targets. Burnt Shirt concurs with this assessment.

Orientation geochemical samples across the Aries pipe were collected as a reference in 2002³⁴ but the particular suite of elements identified was apparently not subsequently used.

Historical bulk sampling has tested the weathered Aries pipe material to a maximum of 70 m depth. Deep drilling of the pipes, particularly Athena and Persephone, is warranted. Triad intended to mine an underground bulk sample from the Aries North Lobe, however, this was not carried out.

Previous explorers used microdiamond and macrodiamond counts from the pipes and lack of micaceous kimberlite to infer that Aries North is of a different generation to the southern pipes. Attempts to correlate microdiamond grade and size distribution to potential economic mineralisation were hampered by the small size of the microdiamond parcels³⁵.

Fargo considers that investigations into the pipes' potential is still warranted and that it is likely that alluvial diamonds are present in volume. Burnt Shirt concurs with this assessment

Between 1989 and 1990, Poseidon purchased a 100-tonne per hour diamond recovery plant. Previous exploration near Nyairgul Creek collected a 62-tonne bulk sample about 4 km downstream from the Aries kimberlite, which returned a grade of 5.9 cht. This was later downgraded to 4.7 cht using a revised bulk density of 1.8¹⁸.

Chromite contours derived from 1988 loam sampling suggested a depositional environment rather than erosional regime at this location, covering 6 km over a 3 km width. Towards the Hann River in the west, the chromites end abruptly, further suggesting a basinal environment.

The Harris and Nyairgul creeks provided the commissioning material for the plant, which was accepted below specification due to a 3.5-month setup time to the commencement of bulk sampling.

Forty-three kilometres of north-south lines were created on a 100 m by 500 m grid. Infill at 250 m along main drainages was also completed, pitting to bedrock occurred at each point to find enough gravel for the plant. Bulk sampling was carried out on pits that were perpendicular to the drainage direction and were 10 m wide and as long as necessary to produce a sample size of 650 tonnes.

³³ WAMEX report number A31542

³⁴ WAMEX report number A64525

³⁵ WAMEX report number A66265

The program returned 14 diamonds for 2.625 carats from 15,720 tonnes processed from Harris Creek (Table 3.1). At least two of these diamonds were thought to have different physical characteristics to those at Aries. At Nyairgul Creek, the lateritic sandstone gravels were found to be barren. The main channels and shallow surface gravels had grades of up to 1.4 cht.

Table 3.1 Summary of Aries bulk testing

Area	Year	Tonnage treated	Stones extracted	Total carats	cht
Aries Pipe	1987	400	88	3.24	0.8
	1988	1,739	170	26.42	1.5
	1989	1,291	119	32.735	2.5
Nyairgul Creek	1988	62	10	2.947	4.7
	1989	31,302.6	782	177.89	0.6
Harris Creek		15,720	14	2.625	0.0

In 1989, at Nyairgul Creek, a total of 782 stones for 177 carats was reported as being extracted from 31,302 tonnes treated. Average stone size was 0.228 ct and reduced in size away from the Aries pipe, however, the grades did not replicate this pattern. Earlier exploration by Poseidon returned a reported grade of 4.7 cht at Nyairgul Creek³⁶ and this was not repeated with the 1989 result of 0.9 cht (Table 3.1). Poseidon suggested that earlier work had more sensitive recovery techniques¹⁸.

3.5 Current Exploration and Other Prospects and Targets

3.5.1 Historical Database Compilation

There was no existing validated database available for the project, prior to Odessa commencing work in early 2021. Odessa has spent considerable time and effort in compiling historical results.

Odessa has extracted data from the past 20 years of WAMEX reports and compiled this with data contained in the GSWA dataset "Diamond exploration and prospectivity of Western Australia"³⁷.

This work focused on the following tasks:

- Extract all DMIRS WAMEX reports and associated data intersecting the project leases
- Compilation of the historical exploration data available, including drilling, trenching and surface sampling data
- Populate and validate an Azeva.XDB database system with the compiled historical data to assist in JORC compliance and interrogation
- Creation of a database management system specific to the intricacies of diamond exploration.

An extensive search of the DMIRS WAMEX system was undertaken to extract all digital and non-digital historical exploration data for the lease. The style of previous exploration and associated reporting has resulted in much of the essential data being unavailable or in an inappropriate format. Collation of this historical data is still in progress with work focusing on extraction microscopy test results.

As of October 2021, the Aries database contains records of drilling and geochemistry (Table 3.2). Surface sample data has also been reviewed, with a classification system for prospectivity.

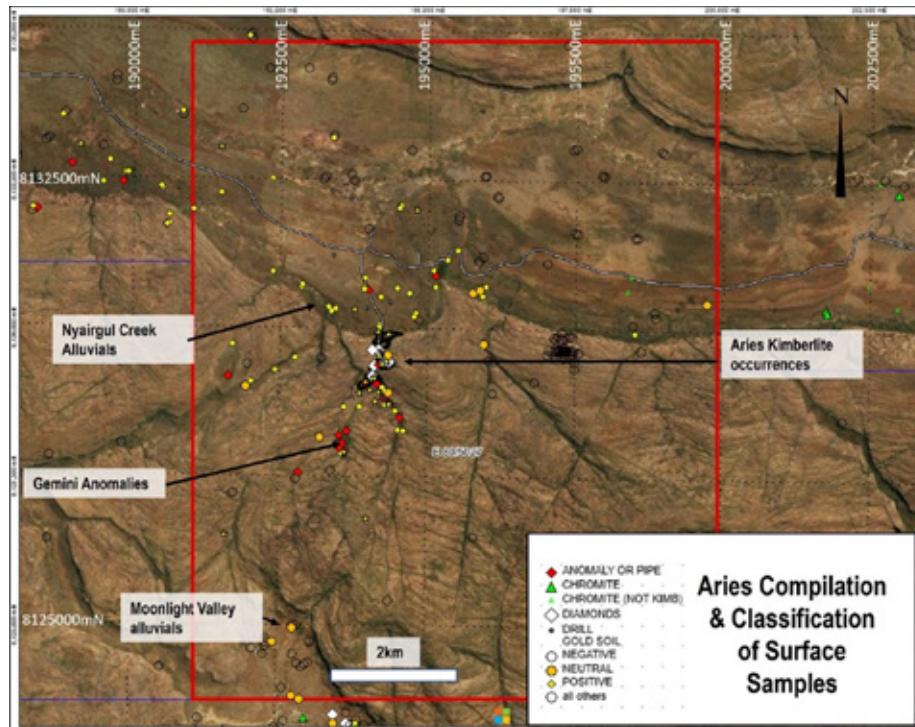
³⁶ WAMEX report number A27647

³⁷ GSWA 2017, Hutchison 2018

Table 3.2 Aries database records

Drilling	No. of locations	Total metres [m]
Rotary air blast	178	2,189
Auger	35	77
Aircore	318	2,807.8
Diamond drilling	148	10,733.83
Reverse circulation	189	86,02.15
Unknown	34	1,273.55
Bauer drilling	48	860
Open hole percussion	9	733
Total	959	27,276.33
Surface geochemistry		
Loam	115	
Unknown	440	
Lag sample	31	
Rock chip	56	
Drill spoil – depth unknown	6	
Pit	207	
Termite	2	
Stream sediment	423	
Soil	258	
Total	1,538	

Figure 3.6 Aries surface sampling data



3.5.2 Analysis of Historical Core by Odessa

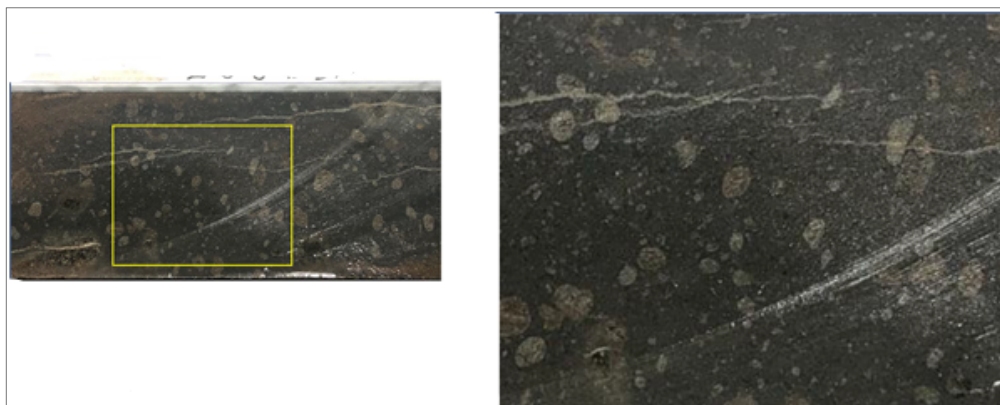
In 1994, Triad drilled several holes at Aries, the deepest of which "AN15" showed an increase in microdiamond count with depth³⁸. This hole is stored at the DMIRS Core Library³⁹ "Table 3.3 and Appendix B below".

Table 3.3 Microdiamond count, AN15 drilled in 1994

From [m]	To [m]	Weight [kg]	>0.3 mm	>0.2 mm	>0.1 mm	<0.1 mm	Microdiamonds	Microdiamonds per 100 kg
21.5	52.5	45		2	2		4	10
121.7	143.2	46		3	12		15	38
207.7	231.3	51.9		2	15		17	41
277.7	300.7	53	2	11	39	14	66	124

Representatives from Odessa attended the DMIRS Core Library to review AN15 "Figure 3.7". The increasing diamond count is consistent with a general decrease in xenolith content and suggests that at depth, areas of the kimberlite pipe not affected by wall-rock contamination contain a high count of diamonds.

Figure 3.7 Photograph of drill core from hole AN15, Aries kimberlite



Source: Odessa, September 2021, Part of a section previously evaluated for microdiamonds. Micaceous macrocrystal kimberlite with abundant (30%) olivine macrocrysts, 298.8 m to 299.0 m downhole.

A total of 88 Titan 800 x-ray fluorescence "XRF" samples were collected on the drill core "Figure 3.8". These were analysed by Portable Spectral Services and Dr Nigel Brand at Geochemical Services Pty Ltd. The key observations are that increasing diamond count can be mapped using simple XRF technologies, and on a section between 277.7 m to 300.7 m empirically showed:

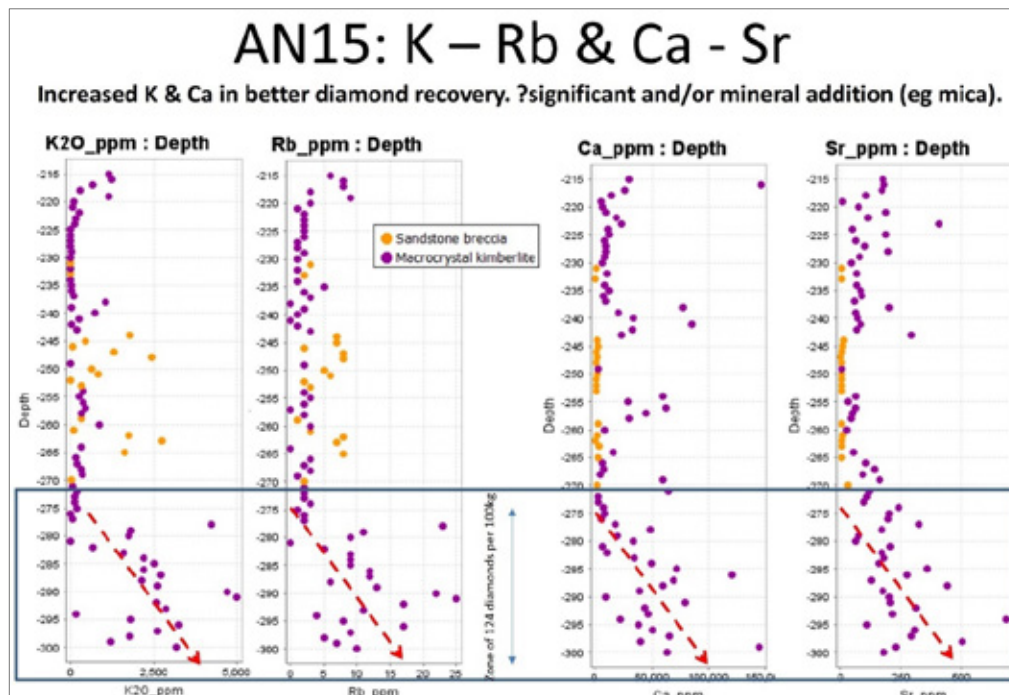
- Increasing nickel content ">500 ppm" is coincident with high-diamond count
- Decreasing SiO₂ content "from 50% to 20%" is coincident with high-diamond count
- Increasing potassium "K₂O" with K-Mean cluster including co-analyses of Co, Fe, Sr, P, Ca, K₂O shows a distinct population averaging around 2500 ppm K₂O in high-diamond count

³⁸ WAMEX report numbers A44267 and A40275

³⁹ Core Library code number UWI = M0000727

At AN15, the prospective diamondiferous facies is characterised by elevated Co, P, Fe, Ca, Sr, and K. This requires further testing. The XRF data suggests that simple in-field techniques can be a potential predictor of higher-grade facies in the Aries kimberlites.

Figure 3.8 XRF analysis of AN15



Source: Odessa, September 2021

3.5.3 Geophysical Data Processing and Interpretation

In 2003, Gravity Capital entered a joint venture on the Aries project and flew detailed Falcon BHPB fixed wing airborne gravity gradiometry (AGG) at a 100 m line spacing and 80 m nominal flight height with 1,000 m tie lines in a 90° east-west flight direction.

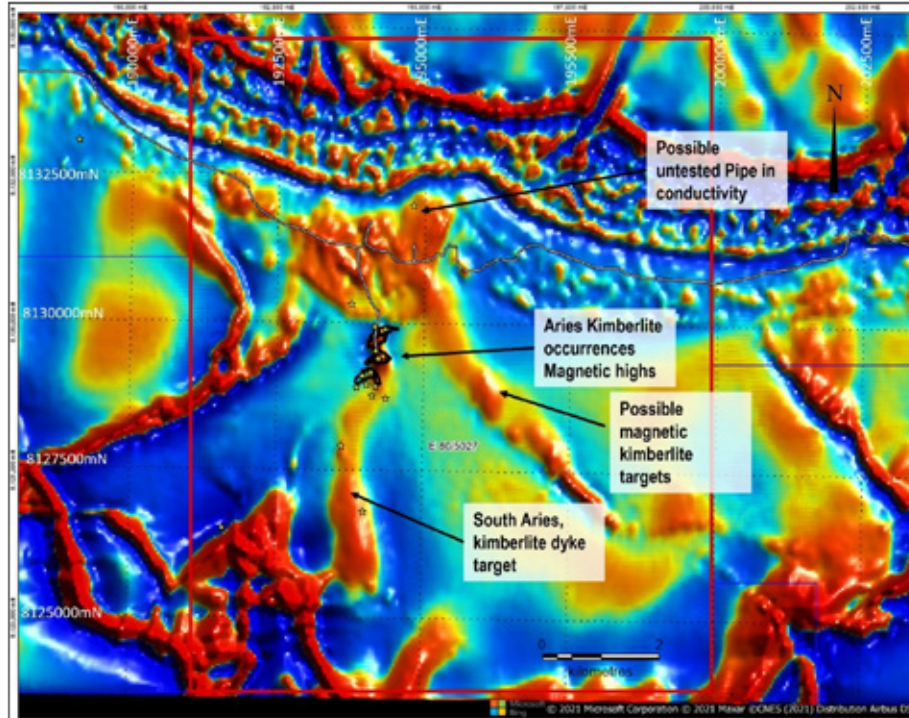
Detailed magnetics and conductivity were also flown (Figure 3.9).

David Isles (formerly of Gravity Capital) conducted several interpretations of the data that show the direct imaging of Aries kimberlite cluster and multiple other adjacent targets. These were not previously reported, and Odessa has sourced the data and merged the data into its GIS system to assist in prioritisation of targets.

Of note from the geophysics review is:

- The main Aries kimberlite is magnetic
- The Persephone and Helena pipes are not magnetic
- Volcanics and dolerite may mask kimberlite signatures, though kimberlite in sandstone is obvious
- There is a conductivity anomaly of interest to the north of Aries, that perhaps shows a diatreme signature.

Figure 3.9 Gravity Capital magnetic imagery

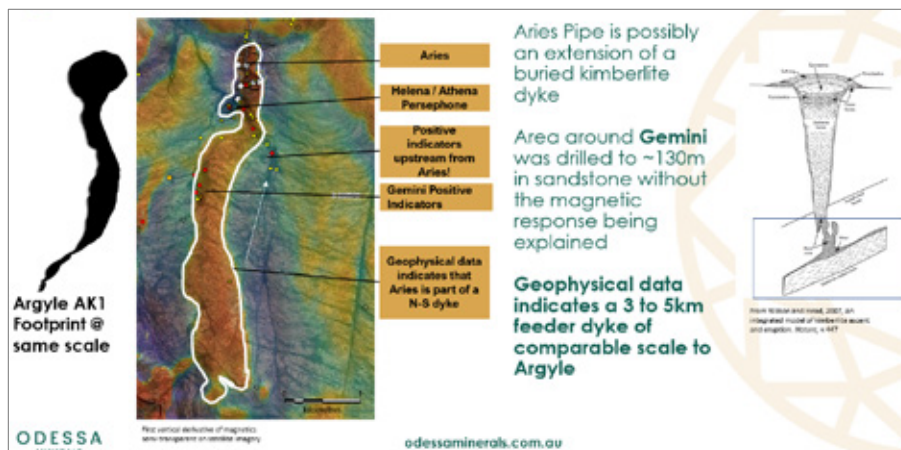


Source: Odessa, September 2021 First vertical derivative of magnetics flown at the same time as the gravity data

To the south of Aries at Gemini, there is a magnetic feature that is potentially a dyke body. The Gemini area has been previously drilled, with non-magnetic sandstone intersected. As such, the source of the magnetic dyke-like feature is yet to be explained.

This leads Odessa to consider that the Aries kimberlites emanate from a kimberlite dyke at depth; a model that has been demonstrated elsewhere.

Figure 3.10 Geophysical model for possible kimberlite dyke



Source: Odessa, September 2021, comparison to model by Wilson & Head 2007

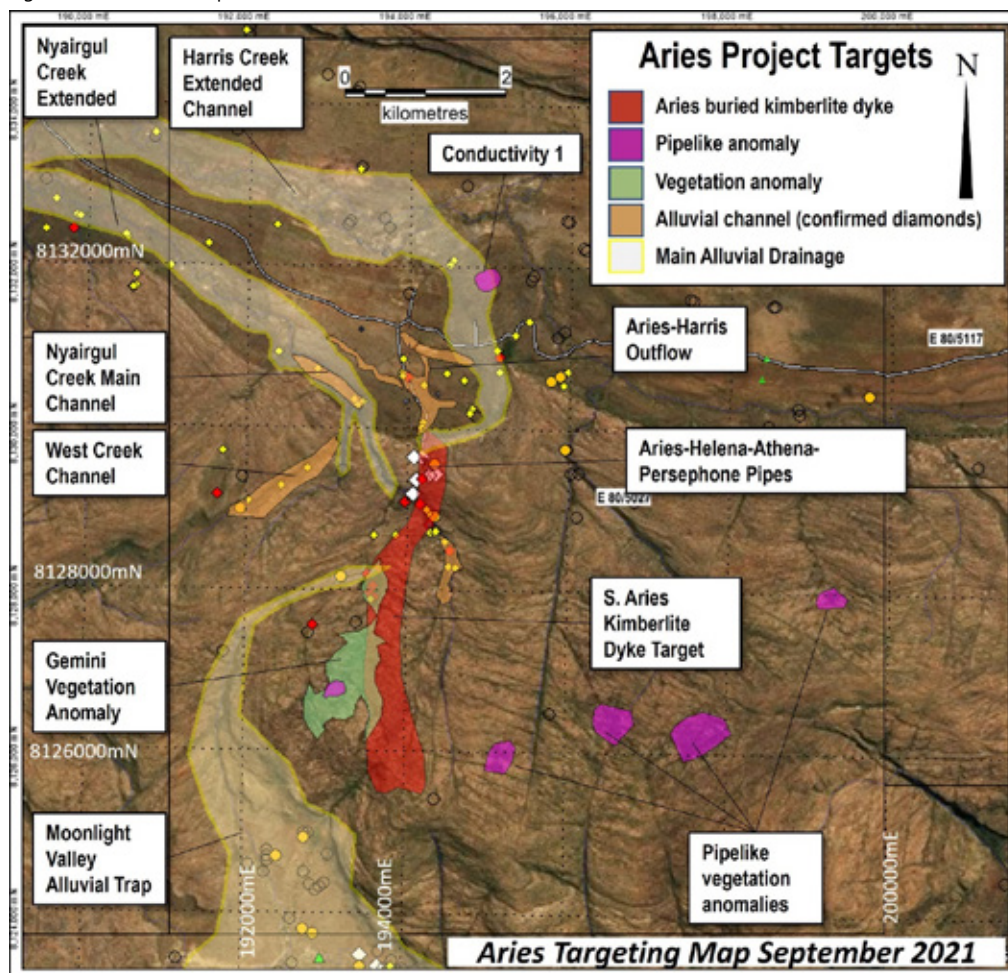
3.5.4 Summary of Prospects

The combined review of the surface, drilling, geophysical and imagery produces a set of coherent targets that warrant follow-up work [Table 3.4 and Figure 3.11].

Table 3.4 Aries Target summary

Target	Target type	Description	Possible test
Nyairgul Creek Main Alluvials	Alluvial diamonds	Main Nyairgul Creek, confirmed diamonds	Passive seismic geophysics to determine channel thickness. Bulk sampling to test grade.
Nyairgul Creek Extended	Alluvial diamonds	Nyairgul Creek continuation of main defined channel	Passive seismic geophysics to determine paleo-channel locations and depths. Auger sampling or bulk sampling.
Aries-Harris Outflow	Alluvial diamonds	Outflow of Aries topographic low towards Harries Creek with confirmed diamonds or indicators	Passive seismic geophysics to determine paleo-channel locations and depths. Auger sampling or bulk sampling.
Harris Creek Extended	Alluvial diamonds	Harris Creek valley with potential for multiple paleo-channels	Passive seismic geophysics to determine paleo-channel locations and depths. Auger sampling or bulk sampling.
West Creek Alluvials	Alluvial diamonds	Small creek with reversed flow	Sampling.
Moonlight Valley Alluvials	Alluvial diamonds	Large trap site south of Aries with confirmed diamond indicators	Passive seismic geophysics to determine paleo-channel locations and depths. Auger sampling or bulk sampling.
Aries-Athena-Helena-Persephone pipes	Diamond-bearing kimberlite pipes	Main pipes where previous work has been insufficient to estimate grade, yet recent XRF work show indications of increasing grade with depth	Review all historical core with XRF and construct 3D models of pipe based on microdiamond counts. Deep drilling.
Conductivity 1	Diamond-bearing kimberlite pipes	Undrilled anomaly in conductivity geophysics	Shallow drilling to determine if a kimberlite.
Satellite imagery pipe anomalies x 5	Diamond-bearing kimberlite pipes	Numerous pipe-like vegetation anomalies	Surface sampling for diamond indicators.
S. Aries Kimberlite Dyke	Diamond-bearing kimberlite dyke	Potential buried feeder dyke to the Aries pipes	3D modelling on geophysics and drilling.

Figure 3.11 Aries Prospects



Source: Odessa, September 2021

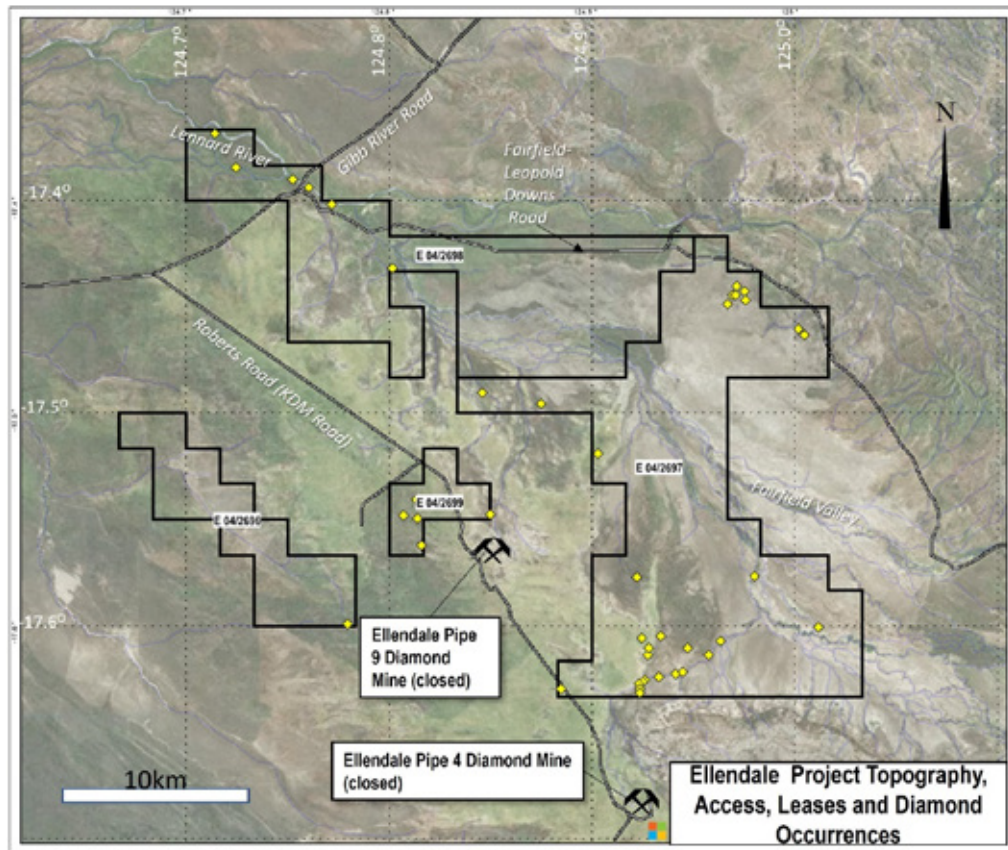
4 ELLENDALE

4.1 Location and Access

The Ellendale Exploration Licence Applications [ELA04/2696, ELA04/2697, ELA04/2698, and ELA04/2699] were applied for by Odette Three Pty Ltd [now called Odessa Minerals] on 13 January 2021 and lie on the GSWA 1:250,000 scale Lennard River map sheet SE51/08. Exploration Licence Application ELA04/2699 overlaps, in part, prospecting licences held by other parties and as such, this licence will likely be reduced in size.

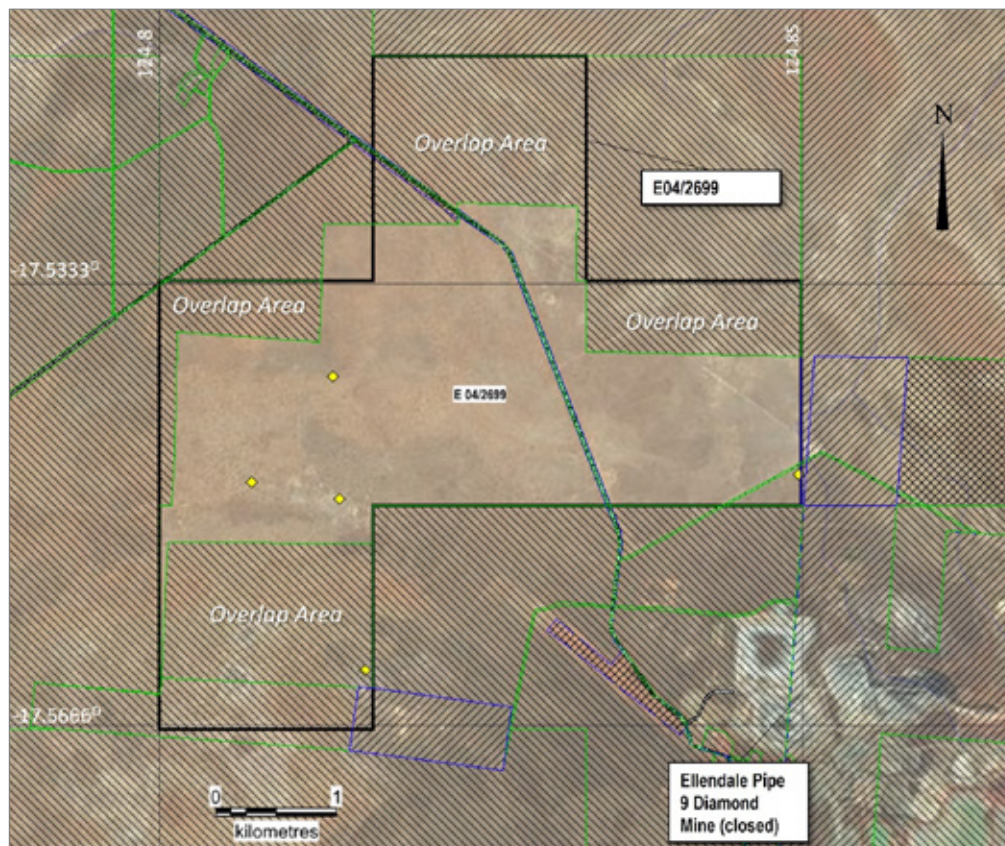
The applications surround the Ellendale Diamond Field and are located approximately 160 km east of Derby and 100 km west of Fitzroy Crossing, WA.

Figure 4.1 Ellendale project map



Source: Odessa, September 2021, GSWA recorded diamond occurrences shown as yellow diamonds

Figure 4.2 Exploration Licence Application ELA04/2699



Source: Odessa, September 2021, showing the extent of overlap with Prospecting Licences owned by other parties

Access is via the Gibb River Road, which transects the applications and then by unsealed pastoral tracks and the unsealed Noonkanbah access road.

The area is generally flat and vegetated mainly with native and introduced pastoral grass and weeds, spinifex, native shrubs and trees. Sand ridges are common and range up to 10 m in height with a steep angle above the general land surface. The topsoil is generally very thin (<10 cm), composed mainly of sand and minor silt with little organic matter. The uppermost 1 m of strata predominantly comprises aeolian sand and dune deposits.

4.2 Aboriginal Heritage, Native Title and Environment

A description of the legal status of the Exploration Licence Applications, including a description of issues relating to Aboriginal Heritage, Native Title and environment, can be found in the Solicitor's Report in Schedule 2 of the Prospectus.

4.3 Geology and Mineralisation

4.3.1 Regional and Local Geology

The Ellendale project is located in the Permian Fitzroy Trough, one of four sub-basins separated by basement highs that together comprise the Canning Basin. The basin comprises a sequence of continental sediments dominated by mudstones to cross-bedded fine sandstones with occasional coarser units.

The geology of the applications is dominated by the Devonian Fairfield Group limestones, the Permian Grant Group sandstones and conglomerate, and the Permian Noonkanbah Formation siltstones and shales. The Permian rocks are overlain by the Triassic Blina Shale in the south-western part of the Applications. The depth of weathering is generally shallow (<25 m) and bedding is also shallow, dipping at less than 6°, forming gentle east to southeast trending anticlines and synclines

Diamonds in the Ellendale Lamproite Field are associated with olivine-rich lamproites emplaced between 18 and 22 million years ago.⁴⁰

The Ashton Joint Venture (AJV) identified 48 lamproite pipes in this field.⁴⁰ Subsequent work identified more than 100 pipes, with over half the lamproite intrusions known to be diamondiferous⁴¹.

Between 30 m and 90 m of erosion is estimated to have occurred mostly at the northern edge of the lamproite field where Mount North, a leucite lamproite, extends about 90 m above the surrounding plain.

Sub-vertical faults are the main structures and parallel the northern margin of the Canning Basin. Several major northwest-southeast trending faults appear to have controlled the intrusion of the lamproite pipes. A series of splays trending between 95° and 115° off the major structures form a local control.

Tertiary-Quaternary gravels and conglomerates overly the Canning Basin in some areas, including the diamondiferous Terrace 5 palaeogravels that drain Ellendale 9 and the A Channel gravels that drain Ellendale 4⁴². These gravels contain diamonds eroded from the Ellendale 9 and 4 lamproite pipes and historical testing has proved them to be diamondiferous⁴³. Several generations of palaeochannel are recognised. Odessa's applications include the A Channel, which is mapped as draining north from Ellendale 4.⁴⁴

Historical drilling has identified several sediment-filled, steeply incised, Quaternary palaeovalleys, deepening in the west of the current project area. The valleys post-date the A Channel gravels and are filled with clays and clayey, fine-grained sand and gypsum.

⁴⁰ Jaques et al., 1986

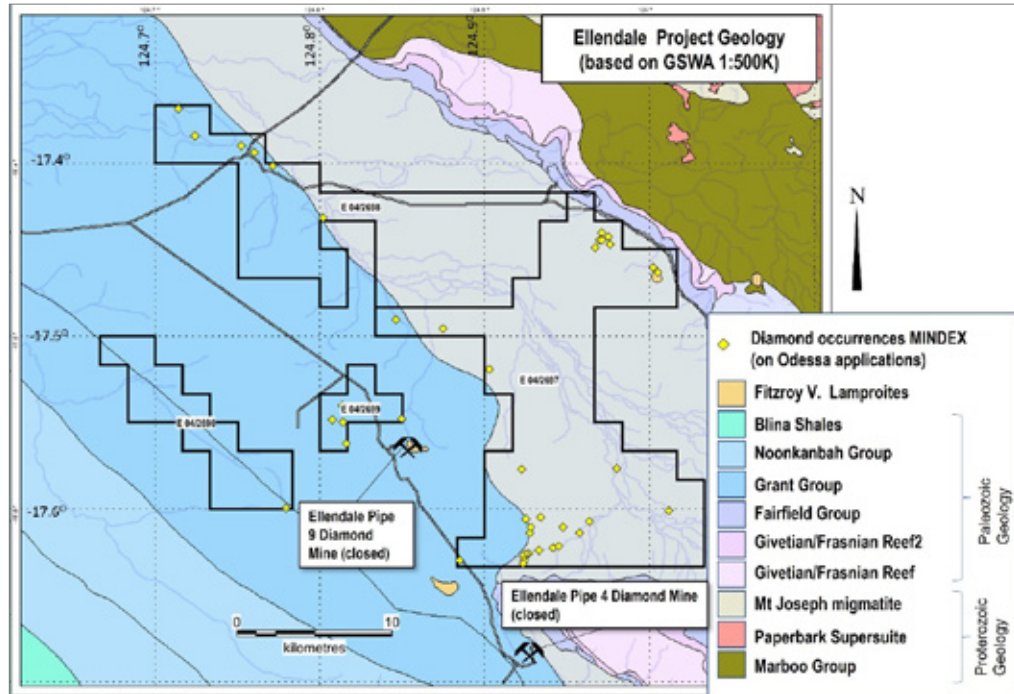
⁴¹ WAMEX report number A120466

⁴² WAMEX report number A120464

⁴³ WAMEX report number A59861

⁴⁴ WAMEX report number A120466

Figure 4.3 Geology of Ellendale area



Source: Odessa, September 2021, based on GSWA 1:500,000 scale mapping

4.3.2 Historical Exploration

The application area has been subjected to diamond exploration from the mid-1970s. Coal was discovered in oil and coal wells drilled from the mid-1960s to the early 1990s and evaluated during the 1960s. Coal exploration has focused on coking quality coal.

Most exploration was undertaken at Ellendale 9 pipe area, which is not in the application areas.

Diamond exploration has continued in the project area since 1976 and the major activities are summarised below:

Ashton Joint Venture – 1976 to 1988

The AJV undertook initial diamond exploration⁴⁵, discovering Ellendale 4 using regional drainage sampling. Follow-up geophysical surveys discovered 40 more pipes.

Bulk sampling over most lamproite pipes revealed significant diamond grades in Ellendale 4 and 9.

Stockdale Prospecting – 1987 to 1993⁴⁶

Exploration included regional loam sampling, airborne multi-spectral scanning, aeromagnetics, ground magnetics, SIROTEM, drilling, and bulk sampling.

⁴⁵ WAMEX report number A120466

⁴⁶ WAMEX report number A30803

This work located five previously unrecognised olivine leucite lamproites to the south of the Blina tenements. A “kimberlitic spinel” [chromite] anomaly 60 km long and 4–15 km wide was defined, which is oriented parallel to the northern margin of the Canning Basin.

Follow-up work on the chrome-pyroxene garnet anomalies and geophysical anomalies prompted a limited aeromagnetic survey resulting in the discovery of the five additional lamproites. Stockdale concluded that the indicator minerals were derived largely by secondary dispersion from known bodies to the east⁴⁷.

Diamond Ventures/Auridam/Ellendale Resources – 1994 to 1997

This joint venture flew a detailed low-level aeromagnetic survey before Ellendale Resources withdrew without undertaking any follow-up. Diamond Ventures then entered a joint venture with Auridam and followed up the aeromagnetic program, identifying five new lamproite pipes.

Bulk testing of the new pipes found significant concentrations of microdiamonds but only one small macrodiamond was recovered⁴⁸.

Kimberley Diamond Company – 1994 to 2004

Kimberley Diamond Company Limited [KDC] undertook airborne geophysical surveys, ground follow-up and drilling over magnetic and electromagnetic anomalies.

Drilling of widely spaced traverses revealed Terrace 5, a major palaeochannel in the northern part of the area with lamproitic indicator minerals. Large diameter drilling and bulk sampling of the palaeochannel determined that it was diamondiferous⁴⁹.

Shallow drilling and bulk sampling discovered two olivine-lamproite pipes [Kimberley 1 and Kimberley 2].

Pitting and sampling programs and various geophysical surveys were undertaken to locate the source of the Terrace 5 diamonds and the palaeochannel was traced and defined over more than 10 km. High indicator mineral counts, and the lack of wear associated with the minerals, suggested a nearby source⁵⁰.

Further aeromagnetic surveying identified about 40 magnetic targets of which aircore drilling of these targets led to the identification of 14 lamproite bodies. Falcon TM Airborne Gradiometer work initially identified 30 geophysical anomalies, including four lamproite style targets and one palaeo-channel. Two of these targets were drilled, with microdiamonds and chromites recovered from gravel samples. Geochemical sampling of termite mounds recognised known lamproites⁵⁰.

Kimberley Diamond Company/Blina Diamonds NL – 2004

This joint venture conducted follow-up drilling of Falcon geophysical targets was undertaken, including geochemical sampling. A total of 38 holes were drilled in the Blina project area but no new lamproite pipes were identified from this work⁵¹.

Heavy mineral sampling identified gravels in two holes and microdiamonds and/or chromites were identified in all samples submitted for analysis. An evaluation program on several previously untested lamproite pipes included bulk sampling and aircore drilling.

⁴⁷ WAMEX report number A33029

⁴⁸ WAMEX report numbers A56091 and A53899

⁴⁹ WAMEX report numbers A47812 and A51360

⁵⁰ WAMEX report number 59998

⁵¹ WAMEX report number 67094

Blina Diamonds NL – 2005 to 2012

Blina Diamonds NL trial mined two trial bulk samples from Terrace 5, comprising approximately 70,000 tonnes of processed material⁵² and conducted detailed geophysical surveys over selected targets. Drilling was conducted the Ellendale 15 pipe and bulk sampling of the Kimberley 15 pipe and the Terrace 5 gravels⁵³.

4.4 Mineralisation

The Ellendale Lamproite Field was discovered by the AJV after investigation of aeromagnetic anomalies following the discovery of the Ellendale Lamproite Field. Further exploration was undertaken by Selection Trust [Australia] Ltd, Gem Exploration, and others⁵⁴.

A total of 20 pipes have been discovered in the project area through the exploration efforts of these companies, including the Calwynyardah pipe, which has a surface area of 124 ha, being the largest of the pipes discovered in the field.

Testing of some of the pipes has shown that some are diamond bearing and it is thought that the proportion of diamondiferous pipes is related to their chemistry, which is predominantly leucite bearing⁵⁵.

Three types of diamond mineralisation are recognised in the Ellendale Field, comprising:

- Primary diamond mineralisation, which represents the diamond content within the original pyroclastic deposits formed during the emplacement of volcanic pipes.
- Secondary diamond mineralisation, which results from the enrichment of diamonds in the regolith and upper saprolite zones overlying the primary diamond mineralisation. Secondary enrichment of diamonds may extend to a depth of up to 10 m below the surface and results from weathering, soil formation and eluvial processes acting on the primary mineralisation.
- Alluvial diamond mineralisation, which is the result of erosion and deposition of diamonds in an alluvial environment.

The A Channel gravels are described as being colluvial, derived mainly from sandstones rimming the Mount Percy lamproite, as well as coarse infill gravels with a southern provenance. The Ellendale 4 lamproite lies on the drainage divide at the head of the A Channel. The total length of the upper reaches of this channel system has been investigated by geophysics over about 6 km by previous explorers.

The gravels are 0.5–1.7 m thick and rest on limestone basement. and these gravels are strongly calcretised⁵⁶. This drainage is believed to post-date the aeolian sands that cover diamondiferous alluvial systems elsewhere at Ellendale. Due to the nature of fluvial processes which form alluvial diamond deposits, the diamonds are expected to be concentrated in trap sites on the base of the riverbed, rather than evenly spread throughout the gravels.

⁵² WAMEX report number A78278

⁵³ WAMEX report numbers A90169 and A93804

⁵⁴ GSWA Bulletin 132

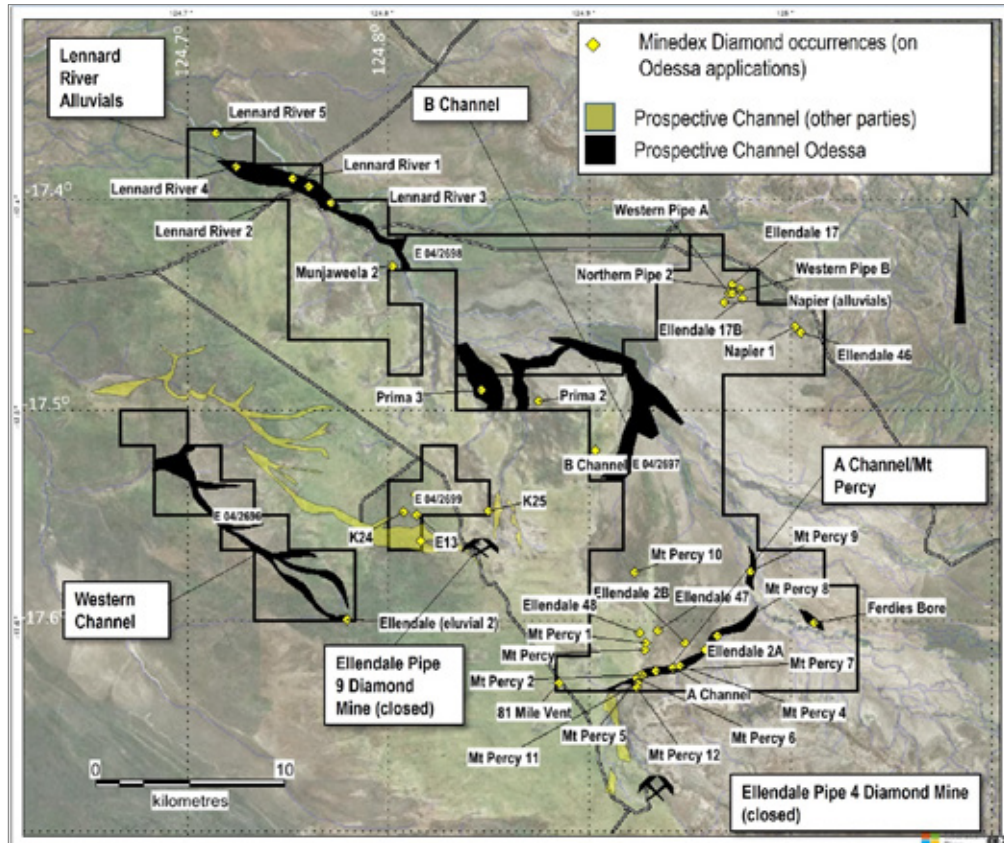
⁵⁵ WAMEX report number A75392

⁵⁶ WAMEX report number A120464

4.5 Ellendale Exploration Potential

Odessa's Ellendale project contains 41 known mineral occurrences recorded in the GSWA MINEDEX database (Figure 4.4 and Table 4.1) and these constitute the focus of Fargo's proposed exploration at Ellendale.

Figure 4.4 Exploration target areas in Ellendale project area



Source: Odessa, September 2021, GDA94, derived from GSWA MINEDEX data

Table 4.1 Summary of Ellendale diamond occurrences and significant results

Name	Diamonds present	Type	Latitude	Longitude	Notes	WAMEX ref.
Ellendale 47	Yes	Pipe	-17.6049	124.9339	25 diamonds totalling 2.23 ct recovered from lamproite from three pits.	A26264
Ellendale 17			-17.4402	124.9711	Obtained four macrodiamonds weighing a total of 0.85 ct.	A23042
Prima 3	Unknown	Alluvial channel	-17.4905	124.846	Pipe, insufficient testing.	Not recorded
Prima 2			-17.4955	124.8747		
A Channel	Yes		-17.6225	124.9415	Alluvial diamond exploration.	
B Channel			-17.5192	124.9028		

Name	Diamonds present	Type	Latitude	Longitude	Notes	WAMEX ref.
K24	Unknown	Pipe	-17.5482	124.8072	19 microdiamonds and diamonds, insufficient to estimate grade.	
K25			-17.5477	124.8498	Pipe, insufficient testing.	
E13			-17.5495	124.8141	Insufficient sampling.	
Lennard River 1	Yes	Alluvial channel	-17.3898	124.7525	One whole diamond.	A1985
Lennard River 2			-17.3938	124.7602	0.25 ct diamond recovered from 14 kg alluvial sample.	
Lennard River 3			-17.4016	124.7714	Two diamonds totalling 0.35 ct from 18.9 kg sample.	
Lennard River 4			-17.3843	124.7244	0.32 ct macle twin diamond recovered from 15.2 kg alluvial sample.	
Lennard River 5			-17.3682	124.7142	One multiple twinned diamond and one angular cleavage fragment of diamond totalling 0.5 ct from 17.1 kg sample.	
Mount Percy		Pipe	-17.6139	124.9274	Three gem quality diamonds of 0.29; 0.645 ct and 1.02 ct recovered from 26-tonne bulk sample.	A20203, A29749
Mount Percy 2		Alluvial channel	-17.6256	124.9262	Nine diamonds totalling 0.1458 ct from trench; also two diamonds totalling 0.122 ct from trench.	A29749
Mount Percy 4			-17.6217	124.945	Three diamonds totalling 0.1022 ct from trenches.	A29749
Mount Percy 5			-17.6264	124.925	One diamond 0.0099 ct from trench.	
Mount Percy 6			-17.6274	124.9231	One diamond 0.0416 ct from trench.	
Mount Percy 7			-17.6238	124.9331	Four diamonds totalling 0.1010 ct from trench MDP302X and one diamond of 0.0070 ct from 70-tonne sample from trench.	
Mount Percy 8			-17.6071	124.9633	Five diamonds totalling 0.1230 ct from 200 tonnes	
Mount Percy 9			-17.5765	124.98	Two diamonds totalling 0.0655 ct recovered from trench.	
Mount Percy 10			-17.5771	124.9222	Nine diamonds totalling 0.4415 ct recovered from trench.	
Mount Percy 11			-17.6298	124.9238	17 diamonds totalling 0.8810 ct recovered from trench.	
Mount Percy 12			-17.6317	124.9236	One diamond of 0.098 ct recovered from alluvial sample.	Not recorded
Western Pipe A		Pipe	-17.4444	124.9694	112 diamonds totalling 1.72 ct recovered from bulk sample.	A41145, A35748
Western Pipe B			-17.4443	124.9711	Two microdiamonds recovered from 16.5 kg sample from drillhole.	A37967

Name	Diamonds present	Type	Latitude	Longitude	Notes	WAMEX ref.
Northern Pipe 2			-17.4425	124.9752	90 diamonds totalling 1.8 ct recovered from 1,200-tonne bulk sample.	A41145, A37967
Ellendale 17B			-17.4469	124.9758	Four microdiamonds recovered from 50 kg sample from drillhole, and two microdiamonds recovered from 45.5 kg sample from drillhole. Two diamonds totalling 0.001 ct.	A37967 A41145
Ellendale [eluvial 2]		Alluvial channel	-17.5993	124.7796	One small diamond recovered from loam sample R6475.	A24161
Munjaweela 2			-17.4315	124.8018	Two diamond cleavages about 0.2 ct each recovered from bulk sample from trench.	A20203
Napier [alluvials]			-17.4488	124.9669	One small diamond [1.5 mm] recovered from 100-tonne bulk sample.	A43220
81 Mile Vent	Unknown	Pipe	-17.6297	124.8847	Untested.	Not recorded
Ellendale 2A			-17.6137	124.9574	No diamonds found.	
Ellendale 2B			-17.6106	124.9473		
Ellendale 46			-17.463	125.005	No records available.	
Ellendale 48			-17.6057	124.9247		
Ferdies Bore			-17.6008	125.0116		
Kimberley 46	Yes	Alluvial channel	-17.5623	124.816	Sampled, diamonds found insufficient in number to estimate grade of sample.	
Napier 1	Unknown	Pipe	-17.4605	125.002	No records available.	
Mount Percy 1	Yes	Pipe	-17.6104	124.9279	Three gem quality diamonds of 0.29; 0.645 and 1.02 ct recovered from 26-tonne bulk sample.	

Derived from MINEDEX and WAMEX data

4.5.1 Channel Targets and Targeting

There are numerous alluvial channel zones present on the project tenements, including the Western Channels [Eluvial 2] and the Mount Percy Channels. Previous exploration has involved costeaning of gravels across obvious areas of alluvium and has in many cases yielded diamonds. This work has not enabled Mineral Resource estimation or substantial alluvial diamond operations.

Recent geophysical techniques, such as passive seismic, present a low-cost non-ground disturbing method to prioritise deeper or hidden channels. Odessa is developing exploration plans to utilise such new technologies and techniques to prioritise channel sampling.

4.5.2 Testing of Pipes

Most of the pipes at Ellendale have received some testing, including bulk sampling. Previous work has yielded diamonds with insufficient previous work to establish a Mineral Resource. The historical exploration data is being compiled by Odessa to establish targets for exploration.

The Ellendale project area contains several clusters of pipes, particular Ellendale 17 –including Western Pipe A, B– which is a large complex of lamproites. Previous work has been insufficient to determine the grade of the pipes in this complex, with much of the historical information indicating that there are some high-grade components.

In 1987, the Sorensen Joint Venture reported that a 2 m zone in rotary air blast –RAB– drilling reported 35 stones and indicated a potential high-grade pipe. Follow-up work had problems with sample recovery and only yielded low-grade.⁵⁷ Further work is required to establish the veracity of historical sampling and to determine which pipes have the potential to yield new potentially economic concentrations of diamonds.

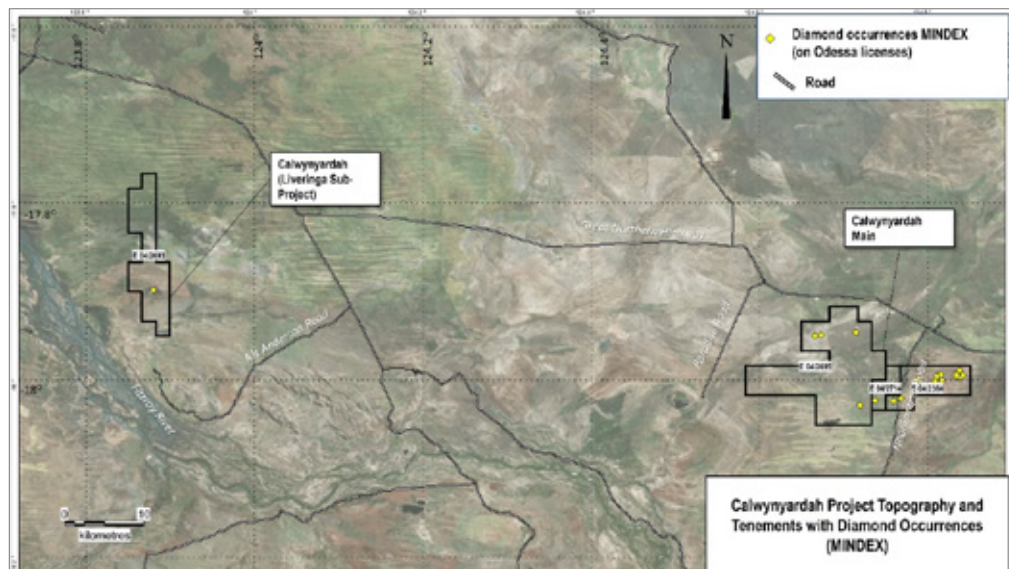
⁵⁷ WAMEX, A23042, A24555

5 CALWYNYARDAH

5.1 Location and Access

The Calwynyardah project comprises a granted Exploration Licence E04/2364 and three Exploration Licence Applications being ELA04/2714 and ELA04/2695 "Calwynyardah main", which are contiguous with E04/2364. The project also includes Application ELA04/2693 "Liveringa sub-project" located 75 km to the west. The Calwynyardah "main" project is located 75 km west of Fitzroy Crossing, and the Liveringa sub-project is located 65 km south-southeast of Derby. The project covers a portion of the Lennard River 1:250,000 geological map sheet, SE 51-8, the Noonkanbah sheet "SE 51-12" and the Derby sheet "SE51-7".

Figure 5.1 Calwynyardah project



Source: Odessa October 2021, GDA94

5.2 Aboriginal Heritage, Native Title and Environment

A description of the legal status of the Exploration Licences and Applications, including a description of issues relating to Aboriginal Heritage, Native Title and environment can be found in the Solicitor's Report in Schedule 2 of the Prospectus.

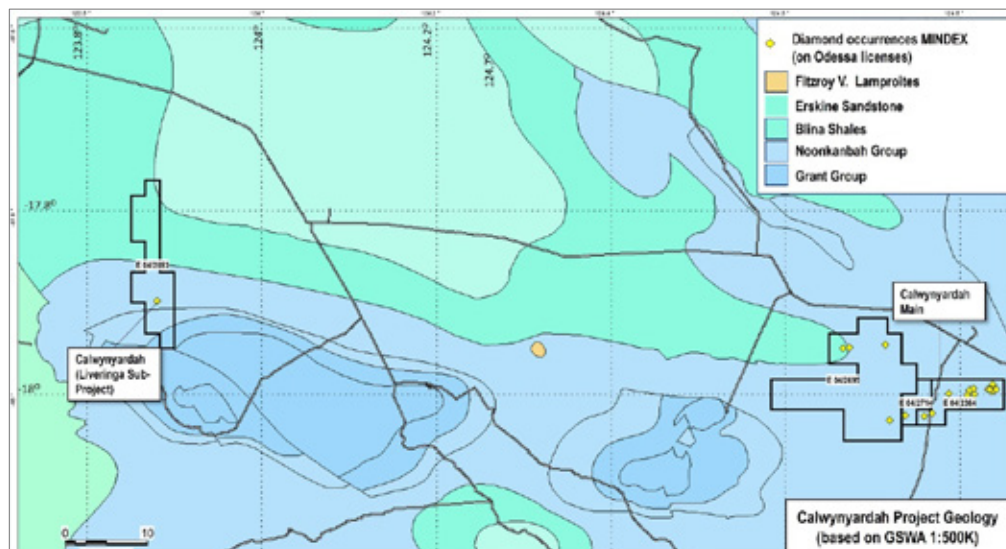
5.3 Geology and Mineralisation

5.3.1 Regional and Local Geology

The Calwynyardah regional geology is similar to that at Ellendale [refer Section 4.3.1 above].

The project includes Calwynyardah and Laymans Bore East lamproite pipes which, with surface areas of 125 ha and 103 ha respectively, are two of the largest lamproite pipes known in the region. The extent and internal structure of these pipes has been defined by previous exploration programs. Extensive lake sediment deposits infill the volcanic craters that overlie the pipes [Figure 5.2].

Figure 5.2 Calwynyardah geology



Source: Odessa September 2021, GDA94, based on GSWA 1:500,000 scale mapping

The Calwynyardah pipe is the second largest lamproite known in the West Kimberley.³² It is ellipsoidal, being 1.2 km long and 1.5 km wide, concealed beneath 3–9 m of sand and laterite cover and has a champagne glass section, common amongst West Kimberley lamproites.

The lamproite tuffs that constitute most of the crater fill are olivine-rich [containing 20–30% phenocrystal olivine] and contain minor phenocrystal and groundmass phlogopite. Calwynyardah is classified as an olivine lamproite.

A number of eruptive events can be identified in the Calwynyardah pipe. An initial, large blast formed the main crater and deposited an extensive sequence of lapilli tuffs. This basal lamproite tuff contains anomalous amounts of microdiamonds.

Lake sediments were deposited in this crater [lower crater-lake sediments] but were disrupted by a series of later eruptions. The lapilli tuff of the uppermost unit contains clasts of tuffaceous lake sediments. A sequence of interbedded coarse and fine tuffs marks the later eruptive history of the pipe. Eventually, all volcanic activity ceased, and the upper crater-lake sediments were deposited.

The crater-lake covering Calwynyardah pipe is more than 1 km in diameter with sediments up to 250 m thick in the centre. The upper 150 m of this succession marks the post-eruptive phase of deposition. Sediments are typically fine grained, well-bedded and usually buff-brown in colour. Plant fossils are commonly observed on the bedding planes.

Laymans Bore East has an irregular outline with maximum length of 1.3 km and 1.0 km wide and is located 5 km east of the Calwynyardah lamproite pipe. The pipe is a composite intrusion, comprising two large separate vents whose centres are 500 m apart. The Western Vent covers an area of 22.0 ha and the Eastern Vent 18.3 ha; coalescing near surface they become distinct entities below 100 m depth.

Both vents are filled with a mixture of lapilli and ash, country rock dominated breccias and thin magmatic lamproite dykes with the tuffs containing 20–30% olivine phenocrysts. Both vents are overlain by up to 120 m of crater-lake sediments; thickest over the Western Vent, suggesting this erupted after the Eastern Vent. A palaeo-alluvial channel, concealed beneath up to 25 m of sands and silts, dissects and runs parallel to the northern margin of the pipe.

More than 400 microdiamonds have been recovered from the Calwynyardah and Laymans Bore East lamproites, which represents an attractive underexplored, diamondiferous anomaly.

KDC recovered a total of 274 microdiamonds from drilling [147 diamonds] and pits [127 diamonds], mainly on the western side lower lamproite tuff. KDC reported an average of 28 microdiamonds per 100 kg.⁵⁸ KDC's exploration at Laymans Bore East demonstrated the presence of two distinct vents within the lamproite pipe, both diamondiferous and both averaging 13 diamonds per 100 kg [maximum 78 diamonds per 100 kg].

5.4 Historical Exploration

The Calwynyardah diamond pipe was discovered in 1978 by the AJV⁴⁰.

Between 1977 and 1981, the AJV completed a program of aeromagnetism, ground magnetism, RAB, auger and aircore drilling, geochemistry, microdiamond sampling and near-surface bulk sampling, resulting in the discovery of five diamondiferous pipes^{59, 60}.

All pipes are covered by aeolian sands and silts with their surface extents defined from RAB and auger drilling. The internal structure of the pipes was outlined from wide spaced aircore drilling with selective samples analysed for microdiamonds. Bulk samples were collected by trench and auger bulk samples over the pipes. AJV recovered numerous microdiamonds but few macrodiamonds⁶¹.

Between 1988 and 1989, Metana Minerals Pty Ltd flew a close spaced low-level aeromagnetic survey⁶² and explored to the west of the Calwynyardah diamond pipe.

Between 1994 and 1996, KDC completed an extensive gridding, aircore drilling and trenching and microdiamond sampling program over the lamproites in the Calwynyardah field, aimed at further delineating the internal structure of the lamproite pipes and determining the microdiamond content and distribution within the various phases of the lamproites.

Drilling over Calwynyardah and Laymans Bore East lamproites was conducted on 200 m centres, drilled to bedrock or a maximum depth of 250 m for a total of 12,989 m in 136 holes.⁶³ In addition, bulk samples from the basal diamondiferous tuff horizon were obtained from four sample pits which were excavated on the western margin of the Calwynyardah lamproite.

In 2015, IronRinger [Diamonds] Pty Ltd began assessment of the Calwynyardah project for diamonds and industrial minerals potential.

⁵⁸ WAMEX report number A54997 and A54744

⁵⁹ WAMEX report number A11771

⁶⁰ WAMEX report number A24555

⁶¹ WAMEX report number A20763

⁶² WAMEX report number A30623

⁶³ WAMEX report numbers A47812, A42168, A42864 and A46257

5.5 Calwynyardah Exploration Potential

The GSWA MINEDEX database identifies a total of 19 diamond occurrences on the Calwynyardah project (Table 5.1). Most of the pipes on the project area have received some testing, including bulk sampling and drilling. Previous work has yielded the discovery of diamonds with insufficient previous work to establish Mineral Resource estimates. The historical exploration data is being compiled by Odessa to establish the priorities of exploration targets.

Table 5.1 Summary of Calwynyardah diamond occurrences and significant results

Name	Diamonds present	Latitude	Longitude	Notes	WAMEX ref.
Liveringa Diamond	Yes	-17.898286	123.88041	One microdiamond [0.275 mm x 0.275 mm] recovered from interval 28–30 m in drillhole.	A20701
Calwynyardah	Yes	-17.998886	124.78741	One diamond [0.015 ct] from 26 m ³ sample.	A12192
Metters Bore No. 1	Yes	-18.023086	124.75861	25 kg samples from rotary drillhole 17 microdiamonds from the interval 43–47 m and 20 microdiamonds from the interval 72–75 m.	A8904
Metters Bore No. 3	Yes	-18.022886	124.73721	25 kg samples from drillhole gave five microdiamonds from the interval 46–50 m and eight microdiamonds from the interval 58–67 m.	
Metters Bore No. 6	Yes	-18.020186	124.76781	Two microdiamonds found in 25 kg sample from 35–40 m in drillhole; one microdiamond found in 10 samples totalling 93.3 kg.	A8904, A49477
Laymans Bore East	Yes	-17.996786	124.83671	Deep section of Western Vent has average grades of 24 microdiamonds per 100 kg but too deep for bulk test. Eastern Vent only 13 microdiamonds per 100 kg but average size is high.	A8904
Laymans Bore East 2	Yes	-17.995406	124.83827	Two diamonds totalling 0.015 ct recovered from 30.5 m ³ sample.	
Laymans Bore East 3	Yes	-17.994466	124.84109	Same as Laymans Bore East.	
Laymans Bore East 4	Yes	-17.988636	124.83725	Five microdiamonds from two 25 kg samples from aircore drillhole.	
Laymans Bore East 5	Yes	-17.994106	124.83164	Two microdiamonds recovered from 25 kg sample from aircore drillhole.	
Laymans Bore East 6	Yes	-17.994086	124.83448	29 microdiamonds recovered from three 25 kg samples from aircore drillhole	
Laymans Bore West A1	Yes	-17.993806	124.81559	Two diamonds totalling 0.01 ct recovered from 18 m ³ sample.	
Laymans Bore West 2	Yes	-17.999386	124.81641	Microdiamonds recovered from two 25 kg drillhole samples.	
Laymans Bore West B1	Yes	-17.994756	124.81088	Diamond of 0.025 ct recovered from 34 m ³ sample; another diamond of 0.005 ct from 25 m ³ sample; also two microdiamonds from 25 kg drillhole sample.	
Laymans Bore West 1	Yes	-18.000086	124.80851	One diamond [0.005 ct] recovered from 24 m ³ sample.	

Name	Diamonds present	Latitude	Longitude	Notes	WAMEX ref.
Merrilees Bore	Yes	-17.948886	124.67351	Two microdiamonds recovered from 25 kg sample from RAB drillhole.	
Avocado	Unknown	-18.028316	124.71956	Sampled, no diamonds found, insufficient sampling.	A32332
Blina 3	Unknown	-17.946156	124.71464		
Blina 4	Unknown	-17.949396	124.66613		

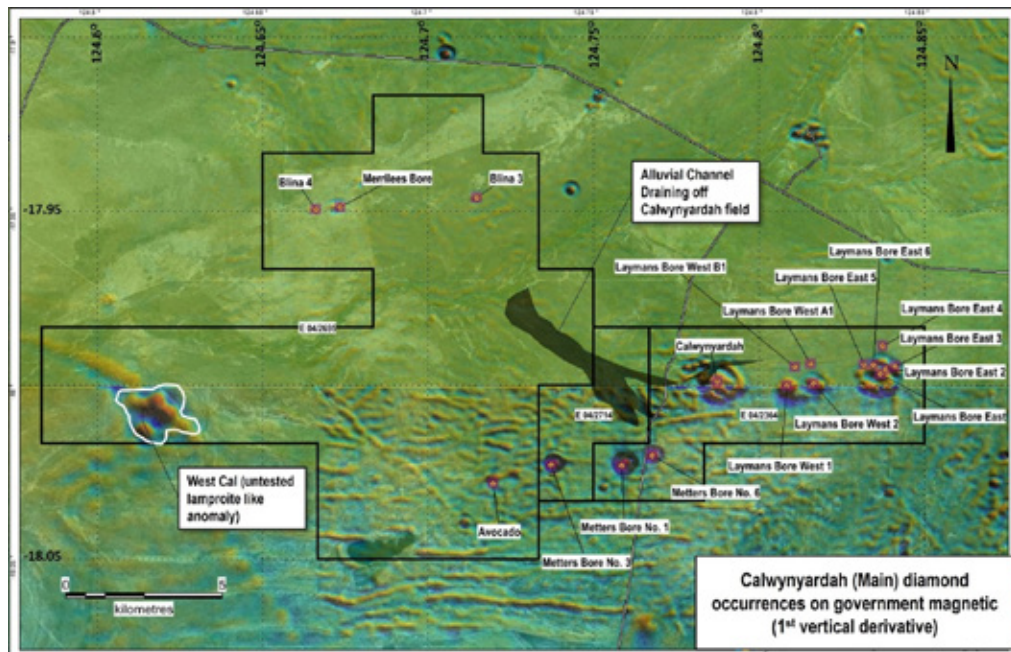
Derived from MINEDEX and WAMEX data

The Metters Bore lamproites are small intrusions, which have yielded microdiamond counts in shallow drilling. The Calwynyardah and Laymans Bore lamproite fields are the most substantive lamproites by area.

A new target, the West Cal target, has been identified in magnetic data and does not appear to have had any previous exploration work.

The alluvial channel potential has not been systematically investigated by previous explorers. However, Odessa has identified a channel draining to the west of Calwynyardah that requires some follow up work. Most of the pipes are, however, covered in east-west trending sand-dunes and paleo-drainage channels are thus likely obscured. As noted previously in this report, new technologies such as passive seismic analysis could be deployed in this area to establish buried alluvial channels.

Figure 5.3 Magnetics data over satellite imagery and mineral occurrences at Calwynyardah



Source: Odessa September 2021, GDA94

6 NOONKANBAH

6.1 Location and Access

The Noonkanbah Exploration Licence Applications [ELA04/2705, ELA04/2694, ELA04/2707, ELA04/2704, ELA04/2719] lie on the GSWA 1:250,000 scale Noonkanbah map sheet SE51-12.

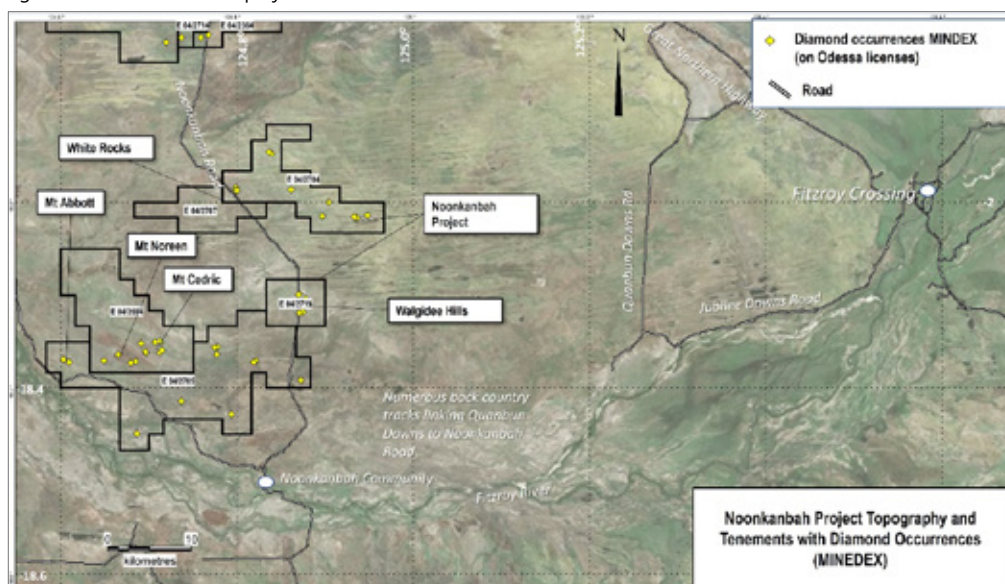
The Noonkanbah project area is located approximately 80 km west of Fitzroy Crossing in the central Kimberley region of WA. The Noonkanbah Road lies bisects the applications, which can also be accessed from Fitzroy Crossing via the Jubilee Downs roads and back-country tracks. During the wet season, when the Fitzroy River is in flood, some of the access tracks may be inaccessible.

Topography is subdued except for the small peaks formed by the lamproite plugs and low mesas of Permian sandstone. A broad area in the south and east is occupied by the floodplain of the Fitzroy River at about 60 m above sea level, rising gently to 140 m a dune-field in the northwest.

The vegetation is open grassland with minor dense pindan scrub.

Much of the Noonkanbah Field is covered by the Noonkanbah pastoral lease, which is occupied by the Yungngora Aboriginal Community.

Figure 6.1 Noonkanbah project



Source: Odessa, September 2021, GDA94, derived from GSWA MINEDEX data

6.2 Aboriginal Heritage, Native Title and Environment

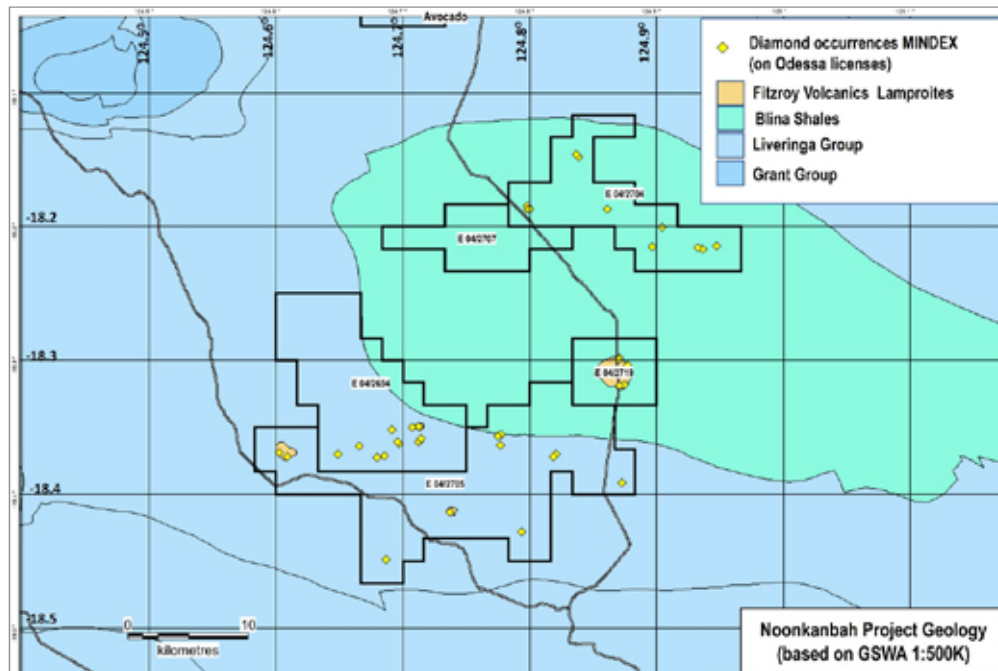
A description of the legal status of the Exploration Licence Applications, including a description of issues relating to Aboriginal Heritage, Native Title and environment can be found in the Solicitor's Report in Schedule 2 of the Prospectus.

6.3 Geology and Mineralisation

6.3.1 Regional and Local Geology

The regional geology is the same as that for Calwinyardah [refer Section 5.3.1 above].

Figure 6.2 Noonkanbah geology



Source: Odessa, September 2021, based on GSWA 1:500,000 scale mapping

The Noonkanbah Lamproite Diamond Field covers a large area in the central part of the Fitzroy. Twenty-nine lamproites are known, 17 exposed and two concealed, ranging from a large breccia pipe [Mount Abbott], the volcanic plug of Machells Pyramid, to an isolated dyke [Mount Cedric North] and the large pluton-like body of the Walgidee Hills [the largest known Lamproite in Australia].⁶⁴

The lamproites of the West Kimberley vary in composition from leucite-rich olivine-poor to olivine-rich leucite-poor varieties of lamproite. The olivine-rich lamproites have generally returned the highest numbers of diamonds, and early exploration prioritised exploration based on the presence or absence of olivine and leucite lamproite. However, the Walgidee Hills lamproite, is classified by Hutchison [2018] and yet historical sampling has yielded several diamonds.

6.4 Historical Exploration

Most of the diamond exploration in the Noonkanbah area occurred between 1969 and 1980, with only sporadic exploration in the area since that time.⁶⁵ Early exploration efforts were constrained by access issues on the Noonkanbah pastoral lease where the local Traditional Owners did not want exploration near to their sites of significance at that time.

⁶⁴ Hutchison 2018

⁶⁵ WAMEX number A8904

Mount Noreen Lamproite Pipe

CRA Exploration [1978 to 1980] processed 450 tonnes of tuffaceous material, recovering one diamond of 0.24 ct with 34 diamonds recovered from three loam samples [largest 0.35 mm] and an additional two diamonds from 25 kg of drill chips⁶⁶. This work demonstrates that Mount Noreen, a leucite-rich lamproite, is diamondiferous.

Machell's Pyramid

Stellar Minerals [1968 to 1971] drilled and sampled Machells Pyramid. No indicator minerals were recovered from drilling or soil samples⁶⁷.

Mount Cedric Lamproite Pipe.

Stellar Minerals [1968 to 1971] drilled holes to clarify the pipe outline and collected 22 soil samples; no indicator minerals were recovered⁶⁸. CRA Exploration [1978 to 1980] drilled 24 RAB holes and collected two loam samples; no diamonds were recovered⁶⁹.

This prospect remains underexplored.

Mount Cedric North Lamproite Pipe.

CRA Exploration [1978 to 1980], sampled and conducted limited drilling. No diamonds were recovered⁷⁰.

Mount Cedric South Lamproite Pipe.

CRA Exploration [1978 to 1980] conducted trench and lam sampling. No diamonds were recovered from a 50 m trench sample or four loam samples⁷⁰.

Mount Abbott

CRA Exploration confirmed the Mount Abbott pipe to be diamondiferous. A total of 510 tonnes of material was analysed and recovered four diamonds.⁷⁰ There is no record of drilling despite, the Mount Abbott Pipe being confirmed as an olivine lamproite⁶⁴, and this historical work is considered cursory.

Walgidee Hills

The Walgidee Hills Lamproite, one of the largest known lamproite bodies in the world⁶⁴, was first explored in the late 1960s by Stellar Exploration, with subsequent campaigns by Stockdale [1970s], Seltrust, and CRA [1980s].

Between 1997 and 2005, Diamond Rose NL carried out considerable work along the sub-cropping eastern margin of the lamproite attempting to identify similar margin tuff facies as the Ellendale Lamproite. Through the various campaigns, 62 diamonds and 891 microdiamonds have been recovered.⁷¹

Graynic Metals Limited compiled historical information and surrendered the project in 2008, despite highlighting a significant coincident zirconium-chromium-niobium anomaly in the centre of the pipe, which is possibly an indication of a more olivine-rich component.

⁶⁶ WAMEX report number A11771

⁶⁷ WAMEX report number A1243

⁶⁸ WAMEX report number A1237

⁶⁹ WAMEX report number A12192

⁷⁰ WAMEX number A12192

⁷¹ WAMEX number A80755

696 000mE

698 000mE

7 975 000mN

7 974 000mN

to Noonkanbah

Legend:

- >100ppm Nb (Niobium)
- >350ppm Cr (Chromium)
- >250ppm Ni (Nickel)
- >1000ppm Zr (Zirconium)
- Zone of anomalous geochemistry (Zr, Nb, Cr, Ni)
- Interpreted zone of lamproite
- Aircore drillhole sample site
- Microdiamond sample site
- Number of diamonds (dominantly microdiamonds)
- CRAE bulk sample site
- Microdiamond bulk sample

Scale: 0 500m

E04/1551
WALGIDEE HILLS LAMPROITE PIPE
 Geochemical Anomalies
 and Diamond results

Of the 41 occurrences, 13 are confirmed as diamondiferous. Of the four project areas held by Odessa, the Noonkanbah area has had the least work. Whilst surface sampling has generally yielded both positive [such as high microdiamond content at Walgideel] and negative results [samples yielding no diamonds on Mount Cedric], it appears as though most of this work was focused on a quick sterilisation of targets with little systematic investigation into facies analysis and indicator mineral work.

There are few recorded drillholes in historical reports, with the Walgidee Hills project receiving some previous RAB drilling on the eastern margin of the pipe.

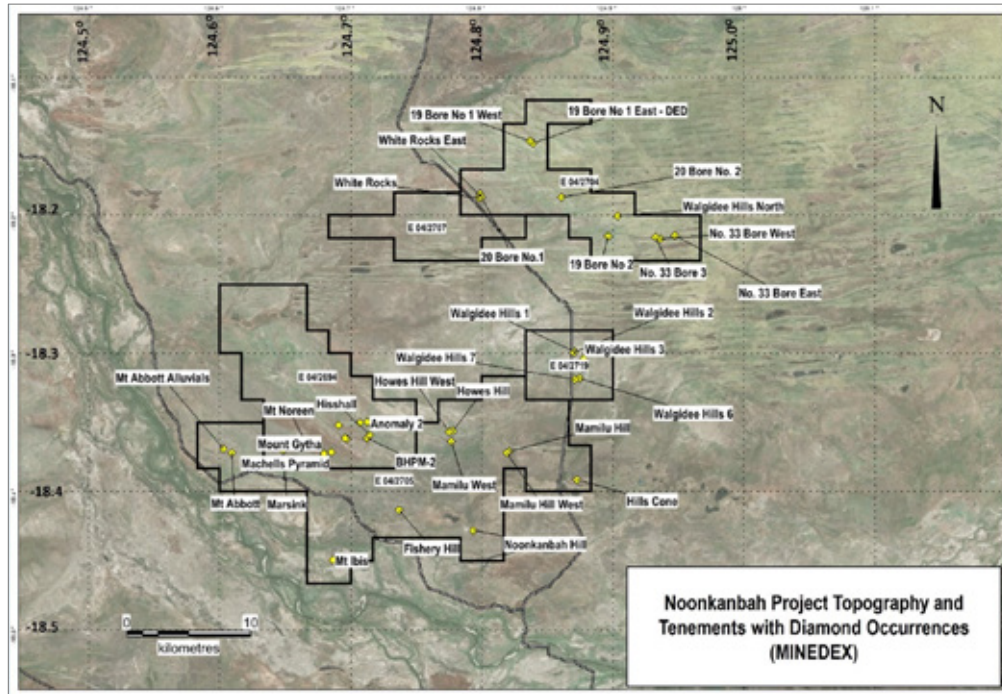
Table 6.1 Summary of Noonkanbah diamond occurrences and significant results

Name	Diamonds present	Latitude	Longitude	Notes	WAMEX ref.
19 Bore No 1 East	Unknown	-18.1476	124.8389	Sampled, no diamonds found.	A8904
19 Bore No 1 West		-18.1461	124.8364		
19 Bore No 2		-18.2152	124.8964		
20 Bore No. 2	Yes	-18.1869	124.8611	One microdiamond [0.15 mm] from RAB hole. No macro diamonds recovered from 15 m ³ bulk sample.	
20 Bore No.1	Unknown	-18.1843	124.7983	No information.	-
Anomaly 2		-18.3502	124.7134		-
BHPM-2		-18.3613	124.7126		-
Fishery Hill		-18.4135	124.7369	Sampled, no diamonds found.	-
Hills Cone		-18.3914	124.8725	No information.	-
Hisshall		-18.359	124.7146	Sampled, no diamonds found.	A67472
Howes Hill		-18.3558	124.7777		-
Howes Hill West		-18.3566	124.775		-
Machells Pyramid		-18.3714	124.6853	No information.	-
Mamilu Hill		-18.3706	124.8209		A8721
Mamilu Hill West		-18.3718	124.8189		-
Mamilu West		-18.3637	124.7768	Sampled, no diamonds found.	-
Marsink		-18.3703	124.6486		-
Mount Cedric		-18.3497	124.7128		-
Mount Cedric North		-18.3522	124.691	No information.	-
Mount Cedric South		-18.3621	124.6969		-
Mount Cedric South 2		-18.3611	124.6959		-
Mount Cedric West		-18.3503	124.7072	Sampled, no diamonds found.	-
Mount Gytha	Yes	-18.3725	124.6794		-
Mount Abbott	Unknown	-18.3723	124.6092	0.01 ct diamond recovered from 50 m ³ sample from trench. Microdiamonds from drillhole 100 m to the south.	A8904; A12192
Mount Abbott Alluvials	Yes	-18.3689	124.6028	12 kg gravel sample contained two diamonds totalling 0.015 ct; also pyrope; chrome diopside and chromite.	A12192
Mount Ibis		-18.4493	124.6866	Diamond 1 mm in diameter recovered from RAB drillhole MI 8; no other diamonds recovered from bulk sample made up of six samples totalling 200 tonnes.	A11805

Name	Diamonds present	Latitude	Longitude	Notes	WAMEX ref.
Mount Noreen		-18.3639	124.6653	0.24 ct diamond recovered from 50 m ³ sample taken from trench MN2; also 34 microdiamonds from 0.85 kg loam sample and one microdiamond from 1.4 kg loam sample and two microdiamonds from 25 kg sample of drill cuttings from MN014.	A8904; A12192
No. 33 Bore 3		-18.2158	124.9327	One microdiamond [0.2 mm] recovered from 25 kg drillhole sample. No macrodiamonds recovered from three bulk samples totalling 37.5 m ³ .	A12192
No. 33 Bore East		-18.2147	124.9475	One microdiamond [0.2 mm] recovered from a 25 kg drillhole sample. No macrodiamonds recovered from six bulk samples totalling 100.5 m ³ .	
No. 33 Bore West		-18.2168	124.9363	One diamond [1.2 mm] was recovered from 25 kg drillhole sample. No macrodiamonds recovered from three bulk samples totalling 37.5 m ³ .	
Noonkanbah Hill	Unknown	-18.428	124.7933	No information.	-
Walgidee Hills	Yes	-18.3099	124.8665	Overall Walgidee – 62 diamonds and 600+ microdiamonds recovered from eastern margin.	A80755
Walgidee Hills 1	Yes	-18.2985	124.8707	65-tonne sample from costean yielded six diamonds totalling 0.09 ct from the -2+0.8 mm fraction [0.14 ct/100t]; 823 kg sample from trench contained 257 microdiamonds totalling 0.055 ct; 695 kg sample [1799943] from trench 04/545-1 contained 263 microdiamonds totalling 0.038 ct.	A29639
Walgidee Hills 2	Yes	-18.2993	124.8703	One microdiamond from 100 kg sample from trench 041545-2.	
Walgidee Hills 3	Yes	-18.3039	124.8775	75-tonne sample of -2+8 mm material contained one diamond [0.03 ct].	
Walgidee Hills 5	Yes	-18.3106	124.8773	Two diamonds [0.04ct] from 350-tonne sample of -2+0.8 mm material.	
Walgidee Hills 6	Yes	-18.3182	124.8744	One diamond [0.035 ct] recovered from 40-tonne sample of -2 +0.8 mm material.	
Walgidee Hills 7	Unknown	-18.3187	124.8708	One diamond [0.08 ct] recovered from 50-tonne sample of -2 +0.8 mm material [A29639].	
Walgidee Hills North	Unknown	-18.2002	124.904	No information.	-
White Rocks	Unknown	-18.1872	124.7982	Sampled, no diamonds found.	-
White Rocks East	Unknown	-18.1871	124.8001	No information.	-

Derived from MINEDEX and WAMEX data

Figure 6.4 Diamond occurrences at Noonkanbah



Source: Odessa, September 2021, GDA94, derived from GSWA MINEDEX data

6.5.1 Exploration of Pipes

Despite the previous work on the many pipes on the Noonkanbah project failing to identify diamond Mineral Resources, there remains substantial potential. Fargo proposes to use multi-element geochemistry to identify the sections of the pipes that are more olivine rich with elemental pathfinders.

Burnt Shirt supports this approach.

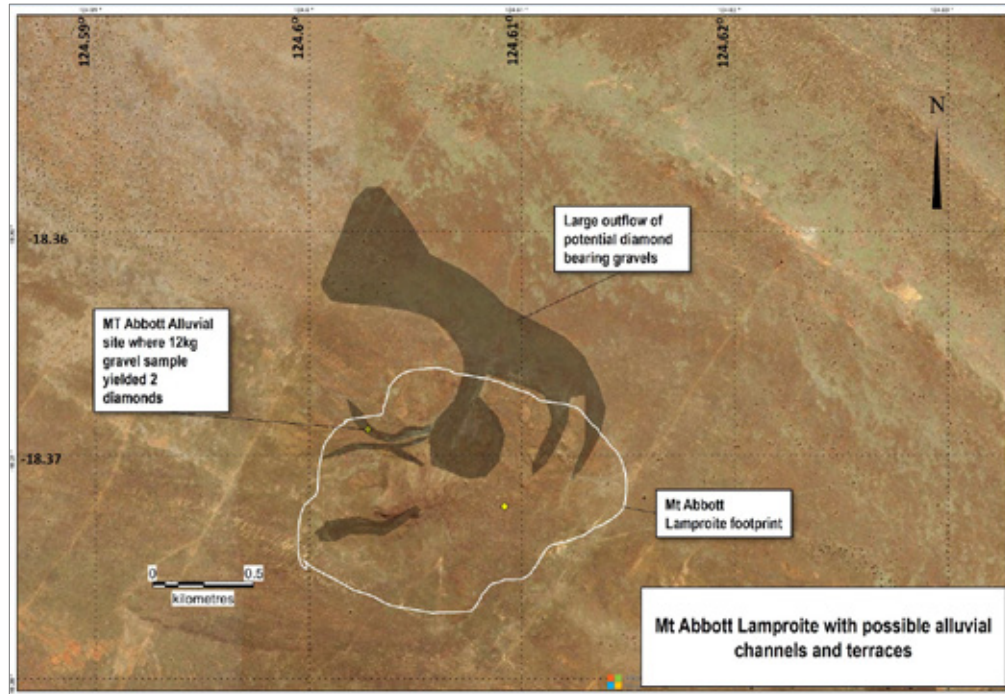
6.5.2 Exploration of Channels

The Noonkanbah project does not appear to have had any detailed alluvial channel analysis and there remains significant potential to highlight economic concentrations of alluvial diamonds. At Mount Abbott Alluvials, however, a single 12 kg sample yielded two diamonds, and a review of the satellite imagery shows several possible outflows where alluvial channel exploration can take place.

In recent times, new geophysical techniques – such as passive seismic – have presented an affordable and non-ground disturbing method to prioritise deeper or surface-invisible channels. Odessa is developing exploration plans to utilise such new technologies and techniques to prioritise channel sampling.

Burnt Shirt concurs with this approach.

Figure 6.5 Mount Abbot Alluvials targeting



Source: Odessa, September 2021, GDA94

7 PROPOSED EXPLORATION AND EXPENDITURE

Fargo and Odessa have proposed exploration budgets on the granted tenements only, being E80/5027 [Aries project] and E04/2364 [Calwynyardah project].

On the Aries project, the initial focus will be on ground-based geophysical studies, such as passive seismic, to establish the main alluvial channel targets draining the kimberlites, following which permits can be applied for drilling and bulk sampling tests.

On the Calwynyardah project, similarly to Aries, ground-based geophysical studies, such as passive seismic, to establish the main alluvial channel targets draining the kimberlites, following which permits can be applied for drilling and bulk sampling tests.

Table 7.1 Fargo's proposed two-year exploration expenditure

Project	Activity	Minimum subscription [A\$]			Maximum subscription [A\$]		
		Year 1	Year 2	Total	Year 1	Year 2	Total
Aries	Tenement costs	\$10,000	\$10,000	\$20,000	\$10,000	\$10,000	\$20,000
	Geology and field work	\$240,000	\$240,000	\$480,000	\$245,000	\$520,000	\$765,000
	Geophysical studies	\$120,000	\$100,000	\$220,000	\$75,000	\$90,000	\$165,000
	Drilling or bulk sample tests	\$500,000	\$1,120,000	\$1,620,000	\$555,000	\$977,500	\$1,532,500
	Subtotal	\$870,000	\$1,470,000	\$2,340,000	\$885,000	\$1,597,500	\$2,482,500
Calwynyardah	Tenement costs	\$2,000	\$2,000	\$4,000	\$2,000	\$2,000	\$4,000
	Geology and fieldwork	\$58,000	\$100,000	\$158,000	\$85,000	\$200,000	\$285,000
	Geophysical Studies	\$62,000	\$20,000	\$82,000	\$40,000	\$20,000	\$60,000
	Drilling or bulk sample tests	\$158,000	\$438,000	\$596,000	\$155,000	\$423,000	\$578,000
	Subtotal	\$280,000	\$560,000	\$840,000	\$282,000	\$645,000	\$927,000
TOTAL		\$1,150,000	\$2,030,000	\$3,180,000	\$1,167,000	\$2,242,500	\$3,409,500

In addition, a budget of between A\$200,000 and A\$300,000 [based on a Minimum Subscription] in the first and second year respectively, is allotted to "acquisition assessment" principally to pursue further acquisitions which complement its existing focus. The Company also intends to advance its existing Exploration Licence Applications to grant status and to continue to build up historical databases.

Burnt Shirt views the exploration budget as being reasonable and that the Company has the appropriate skills and capacity to undertake this work.

8 BURNT SHIRT OPINION

Burnt Shirt considers that Odessa has tenure over demonstrably mineralised geology.

8.1 Conclusions

Burnt Shirt concludes that Odessa has rights to tenure over areas in WA that have prospective geology and recommends that it proceed to implement its exploration strategy on ASX listing. Burnt Shirt considers that the granted licences have relative ease of access for the initially proposed non-ground disturbing work such as geophysics.

Burnt Shirt considers the Projects to be at an Early Exploration stage, yet with the application of modern geophysical and geochemistry techniques clearly demonstrate potential for the discovery of diamonds. Previous explorers have returned encouraging results with several pipes and alluvial channels confirmed with significant quantities of diamonds.

Fargo benefits from access to the results of considerable publicly available exploration data for each of these project areas and compilation and analysis of this data will greatly expedite its exploration efforts.

Burnt Shirt has been advised that Fargo has budgeted approximately A\$3.18 million on direct exploration out of available funds of \$5.4 million [assuming the Minimum Subscription is raised]. The budget contemplates exploration expenditure over two years and Burnt Shirt considers this to be appropriate to support the strategy described.

Burnt Shirt considers that the Projects are prospective for diamonds, and is encouraged by the following points:

- The Aries project has historically reported high proportion of gem-quality diamonds
- The Aries project has confirmed diamondiferous kimberlite pipes and potential for multiple diamond bearing alluvial channels
- The Ellendale, Calwynyardah and Noonkanbah projects have substantial clusters of diamond-bearing lamproites and alluvial channels that require further testing
- The Company's approach to apply new technologies such as passive seismic or geochemical techniques is likely to make a material difference to prioritise and assess the diamond potential of the region
- The Kimberley region boasts significant historical diamond production from Ellendale, Argyle and associated alluvial channels.

8.2 Recommendations

Following comprehensive data compilation and assessment along with field validation, Burnt Shirt recommends that further exploration at Aries be directed toward the examination of the alluvial deposits at Harris and Nyairgul creeks and at Moonlight Valley. Similarly, of alluvial diamond potential at Ellendale required early assessment on grant of tenements here. Alluvial mining is attractive in that it offers a low-cost path to production in areas that have demonstrated alluvial diamond potential and remain unassessed.

Burnt Shirt observes that many intrusives have been identified on the Company tenement applications and that the majority of these are either untested or cursorily assessed. Burnt Shirt recommends that these targets be systematically tested and assessed.

Burnt Shirt observes that there is a large volume of data produced by previous explorers that has not been digitised. Odessa has been endeavouring to digitise this information and Burnt Shirt recommends that this work continue and that the consequent database form the basis of future exploration efforts.

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10 ABBREVIATIONS AND UNITS

Abbreviation/unit	Definition
°	degrees
°C	degrees Celsius
3D	three-dimensional
A\$	Australian dollars
AGG	airborne gravity gradiometry
ASX	Australian Securities Exchange
BHPB	BHP Billiton Minerals Limited
Burnt Shirt	Burnt Shirt Pty Ltd
Ca	calcium
carat [ct]	A unit of mass equal to 200 mg or 0.00643 troy oz, used for measuring gemstones.
cht	carats per hundred tonnes
cm	centimetres
Co	cobalt
Diamin	Diamin Resources NL
DMIRS	Department of Mines, Industry Regulation and Safety
EL	Exploration Licence
ELA	Exploration Licence Application
Fargo	Fargo Enterprises Limited
Fe	iron
Freeport	Freeport of Australia Inc.
GDA94	Geodetic Datum of Australia 1994, coordinates in latitude and longitude
Gravity Capital	Gravity Capital Pty Ltd
GSWA	Geological Survey of Western Australia
ha	hectare[s]
IGR	Independent Geologist's Report
JORC Code	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves [2012 Edition]
K	potassium
K ₂ O	potassium oxide
KDC	Kimberley Diamond Company Limited
kg	kilograms
kimberlite	An ultramafic, ultrapotassic igneous rock derived from the mantle.
km, km ²	kilometres, square kilometres
lamprophyre, lamproite	Ultrapotassic mafic igneous rocks consisting of amphibole or biotite, with feldspar in the groundmass
leucite	silica-poor mineral of the feldspathoid group.
m, m ³	metres, cubic metres
Ma	Million years
MGA94	Map Grid of Australia 1994, with zones 51 and 52 noted into this document

Abbreviation/unit	Definition
Mineral Resource	Has the meaning given to that term in the JORC Code, being a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade ¹ or quality ² , and quantity that there are reasonable prospects for eventual economic extraction
MINEDEX	Western Australian mineral occurrence index
mm	millimetres
Mm ³	million cubic metres
Moonstone	Moonstone Diamond Corporation
Mt	million tonnes
Nb	niobium
Odessa	Odessa Minerals Limited ¹ to be renamed Odessa Australia Pty Ltd ²
Ore Reserve	Has the meaning given to that term in the JORC Code, being a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade ¹ or quality ² , and quantity that there are reasonable prospects for eventual economic extraction
Poseidon	Poseidon Exploration Limited
ppm	parts per million
RAB	rotary air blast
Pipe	A kimberlitic or lamproitic intrusive, which often have a pipe like structure
Rb	rubidium
Ragged Range	Ragged Range Pty Ltd
RC	reverse circulation
SiO ₂	silicon dioxide ¹ or silica ²
Sr	strontium
Stockdale	Stockdale Prospecting Limited
Thundelarra	Thundelarra Exploration Limited
Triad	Triad Minerals NL
United	United Kimberley Diamonds Limited
VALMIN or VALMIN Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets ¹ 2015 Edition ²
WA	Western Australia
WAMEX	Western Australian Mineral Exploration ¹ open file report database ²
x-ray fluorescence ¹ XRF ²	A ¹ portable ² analysis technique whereby electrons are displaced from their atomic orbital positions, releasing a burst of energy that is characteristic of a specific element.
Zr	zirconium

Appendix A JORC Code, 2012 Edition – Table 1

Section 1: Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections)

Criteria	JORC Code explanation	Commentary
Sampling techniques	<i>Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.</i> <i>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</i> <i>Aspects of the determination of mineralisation that are Material to the Public Report.</i> <i>In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases, more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g.submarine nodules) may warrant disclosure of detailed information.</i>	Diamond exploration typically involves the use of gravity separation techniques to produce a heavy mineral concentrate from a sample. This concentrate is then physically examined by a geologist or mineralogist for the presence of diamonds or indicator minerals. Drilling is conducted to confirm the presence of potentially diamond bearing rocks. Samples are collected and mineralogically examined, rather than an absolute grade and quality assessment being made at this stage. Bulk samples are used to assess grade and quality. Bulk samples are processed through a gravity separation plant with diamonds typically collected by a grease table or Sortex machine. Calibration of this equipment is critical, through the use of board diamonds or similar. Many parties have historically worked on the Odessa tenements, bringing variations of the above approach. The Competent Person is satisfied that the techniques used by previous explorers has been undertaken to an acceptable industry standard In each case, the Competent Person considers that the sampling techniques used provide an indication of mineralisation appropriate to an early exploration project.
Drilling techniques	<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 or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc.).</i>	At each location, drilling was conducted by a combination of diamond, reverse circulation (RC), rotary air blast (RAB) or aircore drilling. Soil and loam sampling involved use of an auger. Drilling was intended to confirm the presence of potentially diamondiferous rocks, rather than to assess potential grade and volume.
Drill sample recovery	<i>Method of recording and assessing core and chip sample recoveries and results assessed.</i> <i>Measures taken to maximise sample recovery and ensure representative nature of the samples.</i> <i>Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.</i>	Sample recovery information is variously recorded for the historical drilling. In each case, the Competent Person considers that drilling was directed toward identifying the presence of potentially diamondiferous rocks and drill recovery has not led to material bias in an early-stage diamond exploration project.
Logging	<i>Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</i> <i>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.</i>	All historical drillholes were logged in their entirety and logging was qualitative. The logging was directed toward identifying the presence of potentially diamondiferous rocks and their mineralogy. In each case, the Competent Person has examined images of the original logs and considers these to be adequate to inform geological interpretation of

Criteria	JORC Code explanation	Commentary
	<i>The total length and percentage of the relevant intersections logged.</i>	the results, appropriate to an early-stage diamond exploration program.
Subsampling techniques and sample preparation	<i>If core, whether cut or sawn and whether quarter, half or all core taken.</i> <i>If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</i> <i>For all sample types, the nature, quality, and appropriateness of the sample preparation technique.</i> <i>Quality control procedures adopted for all subsampling stages to maximise representivity of samples.</i> <i>Measures taken to ensure that the sampling is representative of the in-situ material collected, including for instance results for field duplicate/second-half sampling.</i> <i>Whether sample sizes are appropriate to the grain size of the material being sampled.</i>	Subsampling information is variously recorded for historical drilling. The Competent Person observes that diamond exploration is inherently biased, and that careful analysis of the data collected is integral to the procedure. The Competent Person observes that historical sampling has been undertaken to a standard commensurate with that of diamond exploration programs that he has observed elsewhere. In each case, the Competent Person considers that sampling techniques are appropriate to early-stage exploration and have not led to material sampling bias.
Quality of assay data and laboratory tests	<i>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</i> <i>For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.</i> <i>Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.</i>	Quality assurance and quality control "QAQC" is an integral part of the analysis of diamond exploration results and the Competent Person observes that accredited commercial laboratories have been used to examine samples produced by each historical party. The Competent Person observes that the historical results indicate that acceptable levels of accuracy and precision have been established, commensurate with diamond exploration projects.
Verification of sampling and assaying	<i>The verification of significant intersections by either independent or alternative company personnel.</i> <i>The use of twinned holes.</i> <i>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</i> <i>Discuss any adjustment to assay data.</i>	Where relevant, assay data is presented as it appears in the original documentation and electronic database and no adjustment has been made. No holes have been twinned, but the consistency of results provides verification appropriate to an early-stage exploration programme. The Competent Person advises that diamond assaying and sampling is directed toward identifying the presence of potentially diamondiferous rocks, rather than as a determinant of absolute grade Resampling of anomalous results has been undertaken several times in some areas and the Competent Person observes that this has confirmed the original results. The Competent Person has examined the original data for each exploration area and does not observe consistent skewing of the data.
Location of data points	<i>Accuracy and quality of surveys used to locate drillholes (collar and downhole surveys), trenches,</i>	Sample locations have been variously surveyed by analogue techniques or global positioning system. In each case, the Competent Person considers that

Criteria	JORC Code explanation	Commentary
	<i>mine workings and other locations used in Mineral Resource estimation.</i> <i>Specification of the grid system used.</i> <i>Quality and adequacy of topographic control.</i>	the resultant locations are appropriate for an early-stage diamond exploration project.
Data spacing and distribution	<i>Data spacing for reporting of Exploration Results.</i> <i>Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.</i> <i>Whether sample compositing has been applied.</i>	In each case, the Competent Person considers that sample spacing is appropriate for an early-stage diamond exploration project. The nature of diamond deposits is of a low mineral content and high variability in both primary and placer deposits which imposes inherent difficulties and uncertainties in the sampling of these deposits.
Orientation of data in relation to geological structure	<i>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</i> <i>If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</i>	The Competent Person has reported downhole intersections without reference to interpreted mineralisation orientation. This is appropriate for an early-stage diamond exploration program where the orientation of mineralisation is preliminary, and it is inappropriate to geometrically correct intersections.
Sample security	<i>The measures taken to ensure sample security.</i>	The Competent Person observes that where described in the original reports, samples collected by each party were subjected to appropriate sample security. Sample security is not recorded for most areas and the Competent Person observes no indication that sample security may affect the reliability of the results.
Audits or reviews	<i>The results of any audits or reviews of sampling techniques and data.</i>	None of the areas have been subject to audit, other than re-examination of previous results by subsequent explorers. Odessa is in the process of collating this data and compiling a database. The Competent Person considers that this activity itself provides an audit appropriate for an early-stage diamond exploration program.

Section 2: Reporting of Exploration Results

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

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	<i>Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.</i> <i>The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.</i>	Odette Three Pty Ltd is a 100% owned subsidiary of Fargo Enterprises Limited [Fargo] and holds rights to the tenements for the various projects under as described in Section 2.2 of this Independent Geologist's Report. The Competent Person is unaware of any impediments to development of these tenements.
Exploration done by other parties	<i>Acknowledgment and appraisal of exploration by other parties.</i>	Exploration of Fargo's projects has been undertaken by other parties including BHP, CRA, Stockdale, Normandy and the Ashton Joint Venture. Each of these parties have or are specialist diamond explorers.

Criteria	JORC Code explanation	Commentary
		The Competent Person has referenced the parties involved and the results of this work throughout the text.
Geology	<i>Deposit type, geological setting and style of mineralisation.</i>	Aries The primary mineralisation style being sought is kimberlite intrusives. Secondary mineralisation is alluvial placer deposits derived from the primary mineralisation. Ellendale, Calwinyardah and Noonkambah The primary mineralisation style being sought is lamproite or kimberlite intrusives. Secondary mineralisation is alluvial placer deposits derived from the primary mineralisation.
Drillhole information	<i>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drillholes:</i> <i>easting and northing of the drillhole collar</i> <i>elevation or RL (Reduced Level – elevation above sea level in metres) of the drillhole collar</i> <i>dip and azimuth of the hole</i> <i>downhole length and interception depth</i> <i>hole length.</i> <i>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.</i>	Drillhole results have been drawn from historical and publicly available exploration reports drawn from Australian Securities Exchange (ASX) releases and the Western Australian Mineral Exploration (WAMEX) database. These have been reported in the text and referenced to the relevant WAMEX report. The Competent Person considers that there is enough information supplied for the reader to reconstruct the material aspects of the drilling at each project. Drillhole information has been supplied for a single intersection in Section 3.5.2 of this report. The collar location of this drillhole is included in Appendix B. The Competent Person advises that the purpose of this drilling was to identify the presence of potentially diamondiferous rocks and that he has observed kimberlitic remnant drill core stored at Aries. The condition of this core did not permit controlled examination other than to confirm the widespread presence of kimberlite. Only the hole AN15 has been examined under laboratory conditions by Odette. Consequently, the collar locations of other holes are not material to this report and have not been expressly listed. The Competent Person considers that there is enough contextual information supplied for the reader to reconstruct the material aspects of the drilling at each project.
Data aggregation methods	<i>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.</i> <i>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.</i>	In all cases, Exploration Results have been reported in accordance with Clauses 19, 45 and 46 of the JORC Code. Diamond exploration is qualitative and does not lend itself to expression of weighted averages and cutting of grades. No metal equivalent values have been reported.

Criteria	JORC Code explanation	Commentary
	<i>The assumptions used for any reporting of metal equivalent values should be clearly stated.</i>	
Relationship between mineralisation widths and intercept lengths	<i>These relationships are particularly important in the reporting of Exploration Results. If the geometry of the mineralisation with respect to the drillhole angle is known, its nature should be reported. If it is not known and only the downhole lengths are reported, there should be a clear statement to this effect (e.g. 'downhole length, true width not known').</i>	In all cases, the absolute geometry of the mineralisation is unknown but has been inferred from historical drilling results. Downhole intersections have been reported and true width is unknown.
Diagrams	<i>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plan view of drillhole collar locations and appropriate sectional views.</i>	Maps and plans of geology and drilling have been incorporated in the relevant sections of the text. These are presented in Map Grid of Australia 1994 [MGA94] Zones 51 and 52 coordinates.
Balanced reporting	<i>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</i>	The Competent Person considers that reporting of all historical results is not practicable and has reported significant intersections with appropriate cautionary statements that these historical results are indicative of but not absolute measures of mineralisation. In each case, mineralised intersections have been recorded in accordance with Clause 19 of the JORC Code. No cutting of high or low grades has occurred and the raw assay information is reported in each instance.
Other substantive exploration data	<i>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</i>	Each project attracts a significant amount of historical information in open file format. Each project is at an early exploration stage and no metallurgical testwork has been completed, nor has geotechnical study been undertaken. Each project is associated with extensive geophysical information that has been used by past explorers to identify potential drill targets. The Competent Person observes that at each area there are several generations of geophysics that have been reinterpreted several times with consistent results. Consequently, the Competent Person considers that the geophysical data is appropriate to support early-stage exploration.
Further work	<i>The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling). Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</i>	Fargo intends to compile and analyse historical data and rank drilling targets for campaign drilling to confirm the presence of mineralisation. The Competent Person considers that the diagrams included in the text demonstrate the mineralisation potential of each project.

Appendix B Location of Drillholes Mentioned in the Text and Diagrams

Drillholes mentioned in the text

Hole ID	Zone	MGAE	MGAN	RL (m)	Collar dip	Collar MGA azimuth	Total depth	Hole type	Prospect	Lease	Company
AN15	52	194156	8129654	104.59	-90	0	300.70	DDH	Aries	E80/5027	Triad

AN15 is the only hole examined by Odette under laboratory conditions. The core from numerous holes were observed by the Competent Person in storage at Aries and the condition of this core precluded controlled examination other than to confirm the presence of kimberlite. The purpose of drilling at early-stage diamond exploration projects is to confirm the presence of potentially diamondiferous rocks, rather than to provide an absolute measure of grade and quality. Consequently, the Competent Person does not consider that a comprehensive list of drill hole collars will materially add to this IGR and that sufficient context from mineralogical and bulk sampling tests has been provided to allow the reader to draw conclusions as to the nature of the prospects.



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