



## Osmond Resources Limited

ACN 649 477 734

# Prospectus

### For an initial public offer of 25,000,000 Shares to be issued at a price of \$0.20 per Share to raise \$5,000,000 (before costs)

This Prospectus has been issued to provide information on the offer of 25,000,000 Shares to be issued at a price of \$0.20 per Share to raise \$5,000,000 (before costs) (**Public Offer**).

This Prospectus also incorporates the following secondary offers:

- (A) the offer of 2,500,000 Options to be issued to the Lead Manager (or its nominees) as part consideration for capital raising services provided to the Company (**Lead Manager Offer**); and
- (B) the offer of 5,166,675 Shares to be issued on conversion of the Convertible Notes (**Convertible Note Offer**).

It is proposed that the Public Offer, Lead Manager Offer and Convertible Note Offer (together, the **Offers**) will close at 5.00pm (AEDT) on 17 March 2022. The Directors reserve the right to close the Offers earlier or to extend this date without notice. Applications must be received before that time.

The Offers pursuant to this Prospectus are subject to conditions precedent as outlined in Section 1.2 of this Prospectus.

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 Prospectus.

Investment in the Securities offered pursuant to this Prospectus should be regarded as **highly speculative** in nature, and investors should be aware that they may lose some or all of their investment. Refer to Section 3 for a summary of the key risks associated with an investment in the Securities.

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# Important Information

## The Offers

This Prospectus is issued by Osmond Resources Limited (ACN 649 477 734) (**Company**) for the purpose of Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The Public Offer contained in this Prospectus is an initial public offering to acquire fully paid ordinary shares (**Shares**) in the Company.

## Prospectus

This Prospectus is dated, and was lodged with ASIC on, 16 February 2022. Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. The expiry date of this Prospectus is 5.00pm AEDT on that date which is 13 months after the date this Prospectus was lodged with ASIC. No Shares will be issued on the basis of this Prospectus after that expiry date.

Application will be made to ASX within seven days of the date of this Prospectus for Official Quotation of the Shares the subject of the Public Offer.

No person is authorised to give any information or to make any representation in connection with the Offers, other than as is contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offers.

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

Canaccord Genuity Financial Limited (**Canaccord**) have acted as Lead Manager to the Public Offer. To the maximum extent permitted by law, the Lead Manager and each of its affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this Prospectus other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Prospectus.

The Company, the Share Registry and the Lead Manager disclaim all liability, whether in negligence or otherwise, to persons who trade Shares before receiving their holding statement.

## Exposure Period

The Corporations Act prohibits the Company from processing Applications in the seven day period after the date of this Prospectus (**Exposure Period**). The Exposure Period may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. You should be aware that this examination may result in the identification of deficiencies in this Prospectus. In such circumstances, any Application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications under this Prospectus will not be processed by the Company until after the Exposure Period. No preference will be conferred upon Applications received during the Exposure Period.

## No cooling-off rights

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

## Conditional Offer

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 1.2 for further details on the conditions attaching to the Offers.

## Electronic Prospectus and Application Forms

During the Exposure Period, an electronic version of this Prospectus (without an Application Form) will be available from [www.osmondresources.com.au](http://www.osmondresources.com.au) only to persons in Australia. Application Forms will not be made available until after the Exposure Period has expired.

The Offers constituted by this Prospectus in electronic form are only available to persons receiving an electronic version of this Prospectus and Application Form within Australia.

The Prospectus is not available to persons in other jurisdictions in which it may not be lawful to make such an invitation or offer to apply for Securities. If you access the electronic version of this Prospectus, you should ensure that you download and read the Prospectus in its entirety.

Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus and the Application Form (free of charge) from the Company's registered office during the Offer Period by contacting the Company as detailed in the Corporate Directory.

Applications will only be accepted on the Application Form attached to, or accompanying, this Prospectus or in its paper copy form as downloaded in its entirety from [www.osmondresources.com.au](http://www.osmondresources.com.au). The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to a paper copy of the Prospectus or the complete and unaltered electronic version of this Prospectus.

Prospective investors wishing to subscribe for Securities under the Offers should complete the relevant Application Form. If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

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

## International Offer Restrictions

No action has been taken to register or qualify the Securities the subject of this Prospectus, or the Offers, or otherwise to permit the public offering of the Securities, in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside of Australia may be restricted by law and persons who come into possession of this Prospectus outside of Australia should seek advice on and observe any such restrictions.

Any 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 except to the extent permitted below.

## Hong Kong

WARNING: This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the

Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this Prospectus may not be distributed, and the Securities may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offers. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

#### **Singapore**

This Prospectus and any other materials relating to the Securities have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Securities, may not be issued, circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

#### **Thailand**

This Prospectus is not intended to be an offer, sale or invitation (directly or indirectly) for subscription or purchase of Securities to the public in Thailand. This Prospectus has not been registered as a prospectus and registration statement with the Office of the Securities and Exchange Commission of Thailand. Accordingly, this Prospectus and any other document relating to the Offers, sale or invitation for subscription or purchase, of the Securities may not be circulated or distributed, nor may the securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public of Thailand.

This Prospectus will not be distributed in Thailand except in compliance with the filing requirements of the Securities and Exchange Act B.E. 2535 (1992) (the **SEC**

**Act**), as amended, and any other applicable rules, notifications and regulations regarding the filing requirements issued thereunder, including the private placement exemptions.

During the period of two years after the completion of the Offers, provided that no Shares are deemed to have obtained approval from the Office of the Securities and Exchange Commission of Thailand (the **SEC Office**) for an offering of Shares, the Company may not sign to certify the accuracy of information in a registration statement or draft prospectus submitted to the SEC Office for an offer for sale of securities to the public, except in any of the following cases:

- (a) the SEC Office has granted an approval to an offer for sale of newly issued shares in the Company to the general public;
- (b) the submitted registration statement has been made for the purpose of registering shares of the Company as listed securities on the Stock Exchange of Thailand; or
- (c) the Company has already been a company whose shares are listed on the Stock Exchange of Thailand.

#### **New Zealand**

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (**FMC Act**). The Securities are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

#### **Speculative Investment**

The Securities offered pursuant to this Prospectus should be considered **highly speculative**. There is no guarantee that the Securities offered pursuant to this Prospectus will make a return on the capital invested, that dividends will be paid on the Securities or that there will be an increase in the value of the Securities in the future.

Prospective investors should carefully consider whether the Securities offered pursuant to this Prospectus are an appropriate investment for them in light of their personal circumstances, including their financial and taxation position. Refer to Section 3 for details relating to the key risks applicable to an investment in the Securities.

#### **Using this Prospectus**

Persons wishing to subscribe for Securities offered by this Prospectus should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses, and prospects of the Company and the rights and liabilities attaching to the Securities offered pursuant to this Prospectus. If persons considering subscribing for Securities offered pursuant to this Prospectus have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser for advice.



## Forward-Looking Statements

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

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

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risk factors associated with an investment in the Company are detailed in Section 3. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

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

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

## 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 this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

## Competent Persons Statements

The information in the Independent Geologist's Report in Annexure D that relates to the technical assessment of the mineral assets and exploration results is based on, and fairly represents, information and supporting documentation prepared by Michael Mills, a Competent Person who is a member of the Australian Institute of Mining and Metallurgy. Mr Mills is an employee of Xenith Consulting Pty Ltd (**Xenith**). Mr Mills has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration, and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code.

As at the date of this Prospectus, Mr Mills does not have a Relevant Interest in any Securities.

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

The information in this Prospectus that relates to the technical assessment of the mineral assets and exploration results is based on, and fairly represents, information and supporting documentation prepared by Rhoderick Grivas, a Competent Person who is a member

of the Australasian Institute of Mining and Metallurgy. Mr Grivas is Non-Executive Chair of the Company. Mr Grivas has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration, and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code.

As at the date of this Prospectus, Mr Grivas has the interests in the Company set out in this Prospectus, including in Sections 1.1(d), 5.4 to 5.7 (inclusive), 6.6, 6.7(b), 7.2 and 7.4.

Mr Grivas consents to the inclusion of the matters based on his information in the form and context in which it appears in this Prospectus (other than in the Independent Geologist's Report in Annexure D) and has not withdrawn his consent before lodgement of this Prospectus with ASIC.

## Miscellaneous

All financial amounts contained in this Prospectus are expressed as Australian currency unless otherwise stated. Conversions may not reconcile due to rounding. All references to '\$' or 'A\$' are references to Australian dollars.

All references to time in this Prospectus are references to AEDT, being the time in Sydney, New South Wales, unless otherwise stated.

Defined terms and abbreviations used in this Prospectus are detailed in the glossary in Section 9.

# Corporate Directory

## Directors

Andrew Shearer  
Rhoderick Grivas  
Daniel Eddington

Executive Director and CEO  
Non-Executive Chair  
Non-Executive Director

## Company Secretary

Adrien Wing

## Registered and Principal Office

Osmond Resources Limited  
Level 2, 480 Collins Street  
Melbourne VIC 3000

Phone: +61 3 9614 0600  
Email: [info@osmondresources.com.au](mailto:info@osmondresources.com.au)  
Website: [www.osmondresources.com.au](http://www.osmondresources.com.au)

## Share Registry\*

Automic Pty Ltd

Level 5, 126 Phillip Street  
Sydney NSW 2000

Phone (within Australia): 1300 288 664  
Phone (outside Australia): +61 2 9698 5414

## Solicitors

HWL Ebsworth Lawyers  
Level 20, 240 St Georges Terrace  
Perth WA 6000

## Lead Manager

Canaccord Genuity Financial Limited  
Level 23 Exchange Tower, 2 The Esplanade  
Perth WA 6000

## Auditor\*

RSM Australia Partners  
Level 21, 55 Collins Street  
Melbourne VIC 3000

## Proposed Stock Exchange Listing

Australian Securities Exchange (**ASX**)  
Proposed ASX Code: **OSM**

## Investigating Accountant

RSM Corporate Australia Pty Ltd  
Level 21, 55 Collins Street  
Melbourne VIC 3000

## Independent Geologist

Xenith Mining Consultants Pty Ltd  
40 Creek Street  
Brisbane QLD 4000

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

## Letter from the Chair

Dear Investor

On behalf of the board of Osmond Resources Limited (**Company** or **Osmond**), I am pleased to present this Prospectus and to invite you to become a Shareholder in the Company.

The Company is a mineral and exploration company committed to increasing shareholder wealth through the exploration, development and acquisition of mineral resource projects.

Osmond was formed with the purpose of assembling a portfolio of projects predominantly located in the Gawler Craton region of South Australia and the Glenelg structural zone of western Victoria. While the proximity of the Projects to nearby mineral occurrences is no guarantee that they will be prospective for an economic reserve, the Board is excited by recent exploration successes in these frontier areas for gold and base metals.

The Fowler Domain Projects straddle the boundary of this geological domain in far western South Australia. These major crustal scale domain bounding structures that traverse the tenements have potential to host structurally upgraded magmatic Ni-Cr-Cu-PGE; layered intrusive-hosted Ni-Cr-PGE; IOCG (Hiltaba Suite) deposits; intrusion-related (Tunkillia-type) Au; and orogenic Au. While the proximity of the Fowler Domain Projects to nearby mineral occurrences is no guarantee that it will be prospective for an economic reserve, recent discoveries by Western Areas Limited (ASX:WSA) in the Fowler Domain have indicated the nickel-copper sulphide pedigree of the region.

The Yumbarra Project located in the Nuyts Domain of the Gawler Craton contains a highly magnetic feature that is interpreted as a layered ultramafic intrusive. Historic drilling has reported a best intersection of Ni-Co anomalism in basement drilling of 1357 ppm Ni and 1066 ppm Co (further details in respect of which are set out in Annexure C). There are also identified electromagnetic surveying targets yet to be drilled on this target.

The Sandford Project located in western Victoria is considered prospective for Avebury-style nickel; SEDEX base metals; porphyry Cu-Au; porphyry Mo-Au; (R)IRGS style deposits; and orogenic Au deposits related to major structures that pass through the tenement. In addition, rare earth element (**REE**) potential is recognised within the tenement, for clays developed at the base of the extensive duricrusts that formed from the deep weathering of basement granitoid bodies with elevated REE concentrations. However, investors are cautioned that any similarities to targeting models is no guarantee that the Sandford Project will hold a comparable mineral deposit.

Osmond has an experienced Board with extensive corporate experience and a strong track record in creating shareholder value through successful mineral exploration, project development and mergers and acquisitions.

The purpose of the Public Offer is to issue 25,000,000 Shares at a price of \$0.20 per Share to raise \$5,000,000 (before costs). The Lead Manager to the Public Offer is Canaccord Genuity (Australia) Limited (**Canaccord**) (see Section 6.5 for further details).

The proceeds of the Public Offer will be utilised to enable the Company to systematically explore across its Projects (as detailed in Section 2.8), pay the costs of the Offers and for general working capital in accordance with the Company's use of funds set out in Section 1.3.

This Prospectus contains detailed information about the Offers and the current and proposed operations of the Company, as well as the risks pertaining to an investment in the Company. Potential investors in the Company should carefully consider those risks (detailed in Section 3).

We look forward to welcoming you as a Shareholder should you decide to take up Shares pursuant to the Public Offer.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'R. Grivas', with a stylized flourish extending to the right.

**Rhoderick Grivas**  
**Non-Executive Chair**

## Key Offer Information

Key details of the Offers <sup>1</sup>	Shares	%	Options <sup>2</sup>	%	Convertible Notes
Existing Securities on issue	16,800,001	33.89	3,000,000	54.5	29
Shares to be issued on conversion of Convertible Notes <sup>3</sup>	5,166,675	10.42	-	-	(29)
Shares to be issued to Vendors <sup>4</sup>	2,600,000	5.25	-	-	-
Shares offered under the Public Offer (at an Offer Price of \$0.20 per Share)	25,000,000	50.44	-	-	-
Lead Manager Options	-	-	2,500,000	45.5	-
<b>Total Securities on issue on completion of the Offers<sup>5</sup></b>	<b>49,566,676</b>	<b>100</b>	<b>5,500,000</b>	<b>100</b>	<b>-</b>

### Notes:

1. Please refer to Section 1.4 for further details relating to the proposed capital structure of the Company.
2. Please refer to Section 7.2 for the terms of the Options.
3. Please refer to Section 6.6 for a summary of the terms and conditions of the Convertible Note Deeds.
4. See Sections 6.1 to 6.4 (inclusive) for further details in respect of the agreements with the Vendors.
5. Assuming no further Shares are issued and none of the above Options are exercised.

## Indicative Timetable

Event	Date
Lodgement of this Prospectus with ASIC	16 February 2022
Opening Date of the Offers	24 February 2022
Closing Date of the Offers	17 March 2022
Issue Date	28 March 2022
Despatch of holding statements	31 March 2022
Expected date for Official Quotation on ASX	8 April 2022

### Note:

The dates shown in the table above are indicative only and may vary subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company and the Lead Manager reserve 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 and deposit the Application Monies as soon as possible after the Opening Date if they wish to invest in the Company.

## 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
<b>Introduction</b>		
Who is the Company and what does it do?	<p>Osmond Resources Limited (ACN 649 477 734) (<b>Company</b>) is an early-stage Australian mineral exploration and development company incorporated on 15 April 2021 with a focus on gold, nickel, copper and other base metal mineral assets.</p> <p>The Company has entered into acquisition agreements (further details in respect of which are set out in Sections 6.1 to 6.4 (inclusive)) in South Australia, with Fowler Resources Pty Ltd (<b>Fowler</b>) for exploration tenements EL6417 (<b>Yumbarra Tenement</b>), EL6615 (<b>Tallacootra Tenement</b>) and EL6692 (<b>Coorabie Tenement</b>) and with Kimba Resources Pty Ltd (<b>Kimba</b>) (being a wholly-owned subsidiary of ASX-listed Investigator Resources Pty Ltd (<b>Investigator</b>)) for EL6603 and EL6604 (together, the <b>Fowler Tenements</b>); and in Victoria with Providence Gold and Minerals Pty Ltd (<b>Providence</b>), for EL6958 (<b>Sandford Tenement</b>).</p> <p>The Company's business model is to systematically test each of the Projects and, in doing so, determine as soon as practicable whether the Projects have potential for hosting economic mineralisation. While advancing these Projects, the Company will continue to assess other exploration opportunities that will either complement these Projects or potentially offer better exploration potential and Shareholder value.</p> <p>The Company intends to operate a low-overhead corporate structure, relying on the considerable technical experience of the Board and external consultants to implement the Company's proposed activities. The Executive Director is currently responsible for the execution of the Board approved strategy and management of the day-to-day activities.</p> <p>The Company proposes to fund its exploration activities over the first two years following listing as outlined in the table at Section 1.3.</p>	Sections 2.1 and 2.4
What are the Company's projects?	<p>The Company's projects are focused on exploration for gold, nickel, copper and rare earth elements (<b>REE</b>) within the highly prospective Fowler Domain and Nyuts Domain, both within the Gawler Craton in South Australia as well as western Victoria.</p> <p>The Company has interests in five Projects, being the Yumbarra Project, the Tallacootra Project, the Fowler Project</p>	Section 2.4, the Solicitor's Report in Annexure C and the Independent Geologist Report in Annexure D

Topic	Summary	More information
	and the Coorabie Shear Zone Project (all located in the Gawler Craton of western South Australia) and the Sandford Project (located in western Victoria).	
What is the Company's financial position?	<p>The Company was incorporated on 15 April 2021 and has not traded. Therefore, it has not earned any revenue from its activities and is currently generating a loss.</p> <p>Section 4 of the Prospectus contains financial information about the Company.</p> <p>An Independent Limited Assurance Report is included in Annexure A.</p> <p>The Board is satisfied that upon completion of the Public Offer, the Company will have adequate working capital to meet its stated objectives.</p>	Section 4 and Annexure A
What is the proposed capital structure of the Company?	Following completion of the Offers under this Prospectus, the proposed capital structure of the Company will be as set out in Section 1.4.	Section 1.4
What is the proposed use of funds raised under the Public Offer?	The Company proposes to primarily use the funds raised from the Public Offer towards exploration activities on the Projects, expenses of the Public Offer, and general working capital. The Company's proposed use of funds is set out in Section 1.3.	Section 1.3 and Section 2.8
What is the Company's strategy?	Following Admission, the Company intends to undertake exploration activities on each of the Projects. Although the Company's immediate focus will be on the Projects, as with most exploration entities, it will pursue and assess other new business opportunities in the resources sector over time which complement its business (although the Company confirms that it is not currently considering other acquisitions and that future acquisitions are likely to be in the mineral resources sector).	Sections 1.3 and 2.7
<b>Summary of key risks</b>		
<p>Prospective investors should be aware that subscribing for Securities in the Company involves a number of risks. The risk factors set out in Section 3, 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 3 for a more detailed summary of the risks.</p>		
Limited history	The Company was incorporated on 15 April 2021 and therefore has no operational and limited financial 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	Section 3.1(a)



Topic	Summary	More information
	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.	
Exploration and development risks	At present none of the Projects host a Mineral Resource or Ore Reserve estimate. The business of exploration for, and development and exploitation of, mineral deposits is speculative and involves a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. 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.	Section 2.6 and 3.2(a)
Future capital requirements	<p>The Company has no operating revenue and is unlikely to generate any operating revenue unless and until the Projects are successfully developed and production commences. 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 short term as stated in this Prospectus.</p> <p>The Company's existing funds following Admission will be sufficient for the Company to satisfy the \$200,000 Sandford Minimum Commitment 1 pursuant to the Sandford Agreement, however, will not be sufficient to satisfy the \$1,000,000 Sandford Minimum Commitment 2, such that the Company will be required to raise further funds if it is to satisfy this amount. If the Company is unable to satisfy the Sandford Minimum Commitment 2, it would be required to transfer its 51% interest in the Sandford Tenement back to Providence for nominal consideration of \$1.00 (refer to Section 6.4(e) for further details). Although the Directors believe that additional capital can be obtained, 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.</p> <p>Further, there may be a scenario where the results of the Company's exploration on the Sandford Tenement are not sufficient to warrant any further expenditure of capital to progress the Sandford Tenement such that the Company may choose not to retain its 51% interest in the Sandford Tenement. Should this occur, the Company considers that its 51% interest in the Yumbarra Tenement is sufficient of itself to warrant its Admission.</p> <p>To the extent the Company wishes to acquire interests in the Projects in addition to the 51% interests it will hold in each of</p>	Section 3.1(d)

Topic	Summary	More information
	<p>the Sandford Tenement and the Yumbarra Tenement on Admission, the Company will be required to obtain further financing to contribute towards satisfying the various earn-ins pursuant to which it may acquire those interests (further details in respect of which are set out in Sections 6.1 to 6.4 (inclusive)). As set out above, while the Directors believe that additional capital can be obtained there is no guarantee that appropriate capital or funding will be available if and when needed.</p>	
Previous exploration	<p>The Company has reviewed the available previous exploration reports on the Projects (further details in respect of which are set out in Annexure D), however there are limitations on the extent to which the Company is able to verify the quality of past exploration.</p> <p>Limited basement drilling (primarily for heavy mineral sands) has been conducted, and no historical workings are located on the Tenements (other than the Sandford Tenement) due to the depth of cover sediments over the region, which has limited exploration to date. Investors are cautioned that while the Tenements (other than the Sandford Tenement) display characteristics which are consistent with various exploration models that have the potential for economic discoveries within the Gawler Craton, any similarities to targeting models is no guarantee that the Tenements will hold any economic resource.</p> <p>Further, although the local area of the Sandford Tenement has a number of mineral occurrences, no occurrences of economic significance have been found to date on the Sandford Tenement and drilling has not been systematic.</p> <p>Investors are cautioned that the Tenements being in proximity to mineral discoveries, resources or historical mineral occurrences is no guarantee that the Tenements will be prospective for an economic reserve.</p>	Section 3.2(a)
Native title risk	<p>In relation to the Tenements, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. Where native title rights do exist, the ability of the Company to gain access to the affected parts of a Tenement or to progress from exploration to development and mining operations may be adversely affected. This may result in the Company incurring additional expenses, being liable to pay compensation and/or may cause delays to the Company's activities.</p> <p>All Tenements (other than the Sandford Tenement) lie wholly within the Far West Coast registered native title determination under which native title rights have been extinguished pursuant to an Indigenous land use agreement (<b>ILUA</b>). This</p>	Section 3.2(h) and the Solicitor's Report in Annexure C

Topic	Summary	More information
	<p>lessens the native title risk to the Company in respect of those areas.</p> <p>The Sandford Tenement minimally encroaches the Gunditjmara - Part A registered native title determination and three ILUAs in respect to this determination. However, given the limited extent of the encroachments, the Company does not consider these encroachments to be a material risk to its planned operations.</p> <p>The Company will closely monitor the potential effect of native title claims in respect of the Tenements. Please refer to the Solicitor's Report in Annexure C for additional information.</p>	
Aboriginal cultural heritage risk	<p>The Company is aware that there is one registered Aboriginal Heritage site on Fowler Tenement EL6604 and one registered Aboriginal Heritage site on the Coorabie Tenement.</p> <p>Accordingly, there is a risk that the existence of such sites, or any additional Aboriginal Heritage sites that may exist on the land the subject of the Tenements, may preclude or limit mining activities in certain areas of the Tenements and may result in the Company incurring additional expenses in respect of its activities.</p> <p>For further information, please refer to section 7.5 of the Solicitor's Report in Annexure C.</p>	Section 3.2(i) and the Solicitor's Report in Annexure C
Land access risk	<p>Several of the Tenements overlap with certain third-party interests that may limit or impose conditions on the Company's ability to access the Tenements to conduct exploration and mining activities or that may cause delays in the Company's activities.</p> <p>In particular, under South Australian, Victorian and Commonwealth legislation, the Company may be required to obtain the consent of and/or pay compensation to the holders of third-party interests, including pastoral leases, petroleum tenure and other mining tenure which overlay areas within the Tenements in respect of any proposed exploration or mining activities on the Tenements. The Company is also required to obtain the consent of the relevant Minister in relation to activities on certain areas of the Tenements.</p> <p>All Tenements (other than the Sandford Tenement) partially overlap either or both regional reserves and conservation parks and have been granted with conditions requiring a notice of entry (including the preparing and submitting of a program for environment protection and rehabilitation) to be provided to stakeholders (<b>Notice of Entry</b>) prior to conducting activities on these areas. The Company will provide a Notice of Entry to the relevant stakeholders as required. For further</p>	Section 3.2(g) and the Solicitor's Report in Annexure C

Topic	Summary	More information
	<p>information, please refer to section 8.1(a) of the Solicitor's Report in Annexure C.</p> <p>The Sandford Tenement overlaps private land. Prior to commencing exploration activities on private land, the consent of the land owners will need to be obtained or an access agreement must be entered into with the owner or occupier of the land. Compensation is payable for any loss or damage caused by the activities. For further information, please refer to section 8.2(a) of the Solicitor's Report in Annexure C.</p> <p>The Yumbarra Tenement and Coorabie Tenement fall within native vegetation agreement areas, which may restrict certain activities within the portion of the Tenements that fall within these areas. For further information, please refer to section 8.1(b) of the Solicitor's Report in Annexure C.</p> <p>Notwithstanding the above requirements and associated risks, the Company has sufficient access to the Projects in order to satisfy the commitments test under Listing Rule 1.3.2(b) for its proposed exploration program and budget. To the extent the Company intends to undertake activities in other areas of the Tenements, it may require additional access agreements.</p> <p>The Coorabie Tenement is located on Yalata Aboriginal Freehold Land, which is held on trust pursuant to the <i>Aboriginal Lands Trust Act 2013</i> (SA). In order to access the Coorabie Tenement and undertake exploration, the Company will be required to obtain permission from the trust. For further information, please refer to section 8.1(c) of the Solicitor's Report in Annexure C.</p>	
Environmental risk	<p>The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or field development proceeds. It is the Company's intention to conduct its activities in accordance with the applicable environmental laws.</p>	<p>Section 3.2(j) and the Solicitor's Report in Annexure C</p>
Contractual Risk	<p>As at the date of this Prospectus, the Company's interests in the Fowler Project, Tallacootra Project and Coorabie Shear Zone Project is limited to a contractual right (rather than legal title) to acquire an interest of up to an 80% interest in those Tenements, subject to certain terms and conditions (further details in respect of which are set out in Sections 6.2 and 6.3, respectively).</p> <p>In addition, as at the date of this Prospectus, completion of the Yumbarra Agreement and the Sandford Agreement (further details in respect of which are set out in Sections 6.1 and 6.4,</p>	<p>Section 3.1(e) and the Solicitor's Report in Annexure C</p>

Topic	Summary	More information
	<p>respectively) has not yet occurred and is subject to the Company having obtained Ministerial consent to the transfer of a 51% interest in the Yumbarra Tenement and the Sandford Tenement, respectively.</p> <p>Ministerial consent in respect of the Sandford Tenement is not expected to occur prior to Admission and there remains a risk that Ministerial consent will not be obtained or that it will be delayed. However, the Sandford Agreement provides that, pending Ministerial consent being obtained, the Company will obtain beneficial title to the Sandford Tenement and the Company is permitted to undertake exploration activities on the Sandford Tenement during this time.</p> <p>Ministerial consent in respect of the Yumbarra Tenement is expected to be obtained in sufficient time for the Company to obtain legal (and beneficial) title to a 51% interest in the Yumbarra Tenement prior to Admission. However, there remains a risk that Ministerial consent will not be obtained or that it will be delayed. In the event Ministerial consent is not obtained prior to Admission, the Yumbarra Agreement provides that, pending Ministerial consent being obtained, the Company will obtain beneficial title to the Yumbarra Tenement and the Company is permitted to undertake exploration activities on the Yumbarra Tenement during this time.</p> <p>As at the date of this Prospectus, completion of the agreements pursuant to which the Company intends to acquire its interests in the Projects (further details in respect of which are set out in Sections 6.1 to 6.4 (inclusive)) has not occurred and is subject to (among other things) the Vendors complying with their obligations pursuant to those agreements.</p> <p>If completion of the agreements does not occur, the Company will not acquire an interest in the relevant Tenement(s).</p>	
Title and tenure risk	<p>Interests in all tenements in South Australia and Victoria are governed by state legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it a work program, annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could be exposed to additional costs, have its ability to explore or mine the Tenements reduced or lose title to or its interest in the Tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. Although the Company has no reason to think that the tenements in which it currently has an interest will not be renewed, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority. The Company notes some specific risks below.</p>	Section 3.1(f)

Topic	Summary	More information
	<p>The Yumbarra Tenement was granted in 2018 and the initial term will expire by 22 October 2022. The Company believes that it is unlikely that it will be able to complete its planned activities on the Yumbarra Tenement by 22 October 2022, following which the Yumbarra Tenement will be subject to a 25% reduction at this date. The Company intends to design this tenement reduction so that it does not affect the main Yumbarra layered-ultramafic intrusive target on the Yumbarra Tenement and is comfortable that its proposed work program can still be effectively completed within the Yumbarra Tenement document timeframe.</p> <p>The Sandford Tenement was granted on 10 June 2020 for a period of 5 years. Given that Providence (being the current tenement holder) has been unable to work on the Sandford Tenement and meet the Year 1 (10 June 2020 to 9 June 2021) expenditure commitments due to COVID restrictions in Victoria during 2020 and 2021, the Company intends to ask the Victorian Department for Resources (<b>DEDJTR</b>) for the Year 1 expenditure commitments to be carried over to the remaining term of the tenement. The Company is not aware of any reason why this request will not be granted by DEDJTR. If the request is not granted, there remains a risk that the Company may be subject to a fine or the tenement may be subject to forfeiture.</p>	
Infectious diseases	<p>As at the date of this Prospectus, the outbreak of the coronavirus disease (<b>COVID-19</b>) has affected the Company by limiting access to the Tenements and creating contractor shortages. Accordingly, the Company has adopted a COVID-plan which the Company believes will limit the impact of COVID-19 on the Company by requiring employees and contractors who visit the Company's office or sites to be vaccinated or have a medical exemption recorded on the Australian Immunisation Register.</p> <p>COVID-19 is having a material effect on global economic markets. The global economic outlook is facing uncertainty due to the pandemic, which has had and may continue to have a significant impact on capital markets.</p> <p>The Company's Share price may be adversely affected by the economic uncertainty caused by COVID-19. Further measures to limit the transmission of the virus implemented by governments around the world (such as travel bans and quarantining) may adversely impact the Company's operations and may interrupt the Company carrying out its contractual obligations or cause disruptions to supply chains.</p>	Section 3.3(j)
General risks	<p>The Company is subject to various general risks, including the following (among others):</p> <p>(a) economic risk;</p>	Section 3.3

Topic	Summary	More information																				
	(b) market conditions risk; (c) force majeure risk; (d) unforeseen expenditure risk; and (e) climate change risk.																					
Directors, Related Party Interest and Substantial Holders																						
Who are the Directors?	The Board of the Company comprises: (a) Andrew Shearer - Executive Director and CEO; (b) Rhoderick Grivas - Non-Executive Chair; and (c) Daniel Eddington - Non-Executive Director.	"Corporate Directory" and Section 5.1																				
What benefits are being paid to the Directors?	Andrew Shearer has entered into an executive director employment agreement with the Company, pursuant to which he will receive \$150,000 per annum (plus statutory superannuation) for services provided to the Company by Mr Shearer as Executive Director.  Rhoderick Grivas has entered into a non-executive Chair letter of appointment with the Company, pursuant to which he will receive \$72,000 per annum (including statutory superannuation) for services provided to the Company by Mr Grivas as Non-Executive Chair.  Daniel Eddington has entered into a non-executive director letter of appointment with the Company, pursuant to which he will receive \$60,000 per annum (including statutory superannuation) for services provided to the Company by Mr Eddington as Non-Executive Director.	Sections 5.6 and 5.7																				
What interests do Directors have in the securities of the Company?	<div>The Directors and their related entities hold the following interests in Securities in the Company as at the date of this Prospectus:</div> <table><thead><tr><th>Director</th><th>Shares</th><th>%</th><th>Options</th><th>Convertible Notes</th></tr></thead><tbody><tr><td>Andrew Shearer</td><td>2,300,000</td><td>13.69</td><td>750,000</td><td>1</td></tr><tr><td>Rhoderick Grivas</td><td>2,300,000</td><td>13.69</td><td>750,000</td><td>1</td></tr><tr><td>Daniel Eddington</td><td>2,300,001</td><td>13.69</td><td>500,000</td><td>-</td></tr></tbody></table> <div>Based on the intentions of the Directors at the date of this Prospectus in relation to the Public Offer, the Directors and</div>	Director	Shares	%	Options	Convertible Notes	Andrew Shearer	2,300,000	13.69	750,000	1	Rhoderick Grivas	2,300,000	13.69	750,000	1	Daniel Eddington	2,300,001	13.69	500,000	-	Section 5.4 and 5.5
Director	Shares	%	Options	Convertible Notes																		
Andrew Shearer	2,300,000	13.69	750,000	1																		
Rhoderick Grivas	2,300,000	13.69	750,000	1																		
Daniel Eddington	2,300,001	13.69	500,000	-																		

Topic	Summary	More information																
	<p>their related entities will have the following interests in Securities on Admission:</p> <table><tr><th>Director</th><th>Shares</th><th>%</th><th>Options</th></tr><tr><td>Andrew Shearer</td><td>2,425,000</td><td>4.89</td><td>750,000</td></tr><tr><td>Rhoderick Grivas</td><td>2,466,667</td><td>4.98</td><td>750,000</td></tr><tr><td>Daniel Eddington</td><td>2,300,001</td><td>4.64</td><td>500,000</td></tr></table> <p>See Section 5.4 and 5.5 for further details of the Directors' current and anticipated Security holdings.</p>	Director	Shares	%	Options	Andrew Shearer	2,425,000	4.89	750,000	Rhoderick Grivas	2,466,667	4.98	750,000	Daniel Eddington	2,300,001	4.64	500,000	
Director	Shares	%	Options															
Andrew Shearer	2,425,000	4.89	750,000															
Rhoderick Grivas	2,466,667	4.98	750,000															
Daniel Eddington	2,300,001	4.64	500,000															
What important contracts with related parties is the Company a party to?	<p>The Company has entered into the following related party transactions on arms' length terms:</p> <p>(a) Convertible Note Deeds with each of Valas (being an entity associated with Director Mr Andrew Shearer) and Goodheart (being an entity associated with Director Mr Rhoderick Grivas) (refer Section 6.6 for details);</p> <p>(b) letters of appointment or employment agreements with each of its Directors on standard terms (refer to Section 6.7 for details); and</p> <p>(c) deeds of indemnity, insurance and access with each of its Directors on standard terms (refer to Section 6.8 for details).</p>	Section 5.7																



Topic	Summary	More information																														
Who will be the substantial holders of the Company?	<p>Shareholders (and their associates) holding an interest in 5% or more of the Shares on issue as at the date of this Prospectus are set out in the table below.</p> <table> <tr> <th>Name</th><th>Shares</th><th>%</th></tr> <tr> <td>Ferndale Securities Pty Ltd</td><td>2,300,000</td><td>13.69</td></tr> <tr> <td>Scor Go Luath Limited</td><td>2,300,000</td><td>13.69</td></tr> <tr> <td>Seamist Enterprises Pty Ltd</td><td>2,300,000</td><td>13.69</td></tr> <tr> <td>Rhoderick Grivas (and associated entities)</td><td>2,300,000</td><td>13.69</td></tr> <tr> <td>Julia Ann Hall</td><td>2,300,000</td><td>13.69</td></tr> <tr> <td>Andrew Shearer (and associated entities)</td><td>2,300,000</td><td>13.69</td></tr> <tr> <td>Daniel Eddington (and associated entities)</td><td>2,300,001</td><td>13.69</td></tr> </table> <p>Based on the information known as at the date of this Prospectus, on Admission, the below persons or entities will have an interest in 5% or more of the Shares on issue:</p> <table> <tr> <th>Name</th><th>Shares</th><th>%</th></tr> <tr> <td>Adrien Wing (and associated entities)</td><td>2,758,334</td><td>5.56</td></tr> </table>	Name	Shares	%	Ferndale Securities Pty Ltd	2,300,000	13.69	Scor Go Luath Limited	2,300,000	13.69	Seamist Enterprises Pty Ltd	2,300,000	13.69	Rhoderick Grivas (and associated entities)	2,300,000	13.69	Julia Ann Hall	2,300,000	13.69	Andrew Shearer (and associated entities)	2,300,000	13.69	Daniel Eddington (and associated entities)	2,300,001	13.69	Name	Shares	%	Adrien Wing (and associated entities)	2,758,334	5.56	Section 7.4
Name	Shares	%																														
Ferndale Securities Pty Ltd	2,300,000	13.69																														
Scor Go Luath Limited	2,300,000	13.69																														
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Daniel Eddington (and associated entities)	2,300,001	13.69																														
Name	Shares	%																														
Adrien Wing (and associated entities)	2,758,334	5.56																														
What fees are payable to the Lead Manager?	<p>The Company is required to pay to the Lead Manager a capital raising fee of 6% of the funds to be raised under the Public Offer (plus GST) pursuant to the Lead Manager Mandate, subject to successful completion of the Public Offer.</p> <p>In addition, the Company is required to issue to the Lead Manager (or its nominees) 2,500,000 Options in accordance with the Lead Manager Mandate.</p>	Sections 1.5 and 6.5																														
What are the interests of the Lead Manager in the Securities of the Company?	<p>As at the date of this Prospectus, the Lead Manager (and its associates) do not hold a Relevant Interest in any of the Company's existing Securities.</p> <p>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 Public Offer, the Lead Manager (and its associates) will have a Relevant Interest in 1,500,000 Options on Admission.</p>	Section 1.5(b)																														
<b>What are the Offers?</b>																																

Topic	Summary	More information
What is the Public Offer?	The Public Offer is for an initial public offering of 25,000,000 Shares to be issued at a price of \$0.20 per Share to raise \$5,000,000 (before costs).	Section 1.1
What is the Offer Price?	\$0.20 per Share.	Section 1.1
Are there any secondary offers?	<p>The Prospectus also includes a separate offer of 2,500,000 Options to be issued to the Lead Manager (or its nominees), subject to successful completion of the Public Offer, pursuant to the Lead Manager Mandate (<b>Lead Manager Offer</b>). It is expected that Canaccord (or its nominees) will subscribe for up to 1,500,000 Lead Manager Options and that 1,000,000 Lead Manager Options will be issued to other brokers assisting with the Public Offer.</p> <p>The Prospectus also includes a separate offer of up to 5,166,675 Shares to be issued on conversion of 29 existing convertible notes (<b>Convertible Notes</b>) (<b>Noteholders</b>) at a conversion price of \$0.12 per Share (<b>Convertible Note Offer</b>).</p> <p>The Lead Manager Offer and Convertible Note Offer are being made under this Prospectus to remove the need for an additional disclosure document to be issued upon the sale or transfer of any Shares issued upon exercise of any Lead Manager Options or conversion of any Convertible Notes into Shares.</p>	Sections 1.1(c), 1.1(d) and 6.5
What is the minimum subscription amount under the Public Offer?	The minimum subscription under the Public Offer is \$5,000,000 (before costs). If the Company fails to raise the Minimum Subscription within three months after the date of this Prospectus, the Company will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies refunded to them (without interest).	Section 1.1(b)
Will the Shares be quoted?	The Company will apply to the ASX for its admission to the Official List and quotation of Shares on the ASX (expected to be under the code "OSM") within seven days of the date of this Prospectus.	"Corporate Directory" and Section 1.9
What is the purpose of the Public Offer?	<p>The purpose of the Public Offer is to:</p> <ul style="list-style-type: none"> <li>(a) raise \$5,000,000 (before costs) pursuant to the Public Offer;</li> <li>(b) assist the Company to meet the requirements of ASX and satisfy Chapters 1 and 2 of the Listing Rules, as part of the Company's application for admission to the Official List; and</li> </ul>	Section 1.1(d)

Topic	Summary	More information
	(c) position the Company to help it achieve the objectives detailed in Section 2.	
What are the conditions of the Offers?	<p>The Offers under this Prospectus are conditional upon:</p> <ul style="list-style-type: none"> <li>(a) the Company raising \$5,000,000 (before costs) under the Public Offer;</li> <li>(b) ASX providing the Company with a list of conditions which, once satisfied, will result in ASX admitting the Company to the Official List; and</li> <li>(c) to the extent required by ASX or the Listing Rules, certain persons entering into a restriction deed or being provided with a restriction notice imposing such restrictions on trading on Securities as mandated by the Listing Rules.</li> </ul> <p>If these conditions are not satisfied to the satisfaction of the Company then the Offers will not proceed and the Company will repay all Application Monies received under the Public Offer in accordance with the Corporations Act.</p>	Section 1.2
Are there any escrow arrangements?	<p>Yes, there are compulsory escrow arrangements under the Listing Rules.</p> <p>None of the Shares issued pursuant to the Public Offer are expected to be restricted securities.</p> <p>The Company anticipates that upon Admission:</p> <ul style="list-style-type: none"> <li>(a) approximately 16,466,667 Shares and 5,500,000 Options (21,966,667 Securities in aggregate) will be classified as restricted securities by ASX for a period of 24 months from the date of quotation; and</li> <li>(b) approximately 5,000,003 Shares will be classified as restricted securities by ASX for a period of 12 months from the date of issue.</li> </ul> <p>The Company anticipates that the number of Shares classified as restricted securities by ASX will be approximately 43.3% of the issued share capital on an undiluted basis, and approximately 39% on a fully diluted basis (assuming all Options are exercised and that no other Securities are issued).</p>	Section 1.14
What is the Offer period?	An indicative timetable for the Offers is set out on page ix of this Prospectus.	"Indicative Timetable"
Is the Offer underwritten?	The Offers are not underwritten.	Section 1.15
<b>Additional information</b>		
Will the Company be adequately funded after	The Board believes that the funds raised from the Public Offer will provide the Company with sufficient working capital to achieve its stated objectives as detailed in this Prospectus.	Section 1.3

Topic	Summary	More information
completion of the Public Offer?		
What rights and liabilities attach to the Securities on issue?	<p>All Shares issued under the Offers will rank equally in all respects with existing Shares on issue. The rights and liabilities attaching to the Shares are described in Section 7.1.</p> <p>The terms and conditions of the Options are set out in Section 7.2.</p>	Sections 7.1 and 7.2
Who is eligible to participate in the Offer?	<p>The Public Offer is only open to Australian resident investors and to certain institutional investors in Singapore, Hong Kong, Thailand and New Zealand.</p> <p>The Lead Manager Offer is only open to the Lead Manager and its nominees and will not raise any funds as it comprises part consideration for capital raising services provided to the Company in connection with the Public Offer.</p> <p>The Convertible Note Offer is only open to Noteholders and their nominees and will not raise any funds as it comprises the issue of Shares to Noteholders on conversion of the Convertible Notes.</p>	Sections 1.1(a), 1.1(c), 1.1(d) and 1.13
How do I apply for Shares under the Public Offer?	<p>Applications for Shares under the Public Offer can be accepted on the Application Form attached to, or accompanying, this Prospectus or as downloaded in its entirety from <a href="http://www.osmondresources.com.au">www.osmondresources.com.au</a>. For further information on how to complete the Application Form, Applicants should refer to the instructions set out on the form.</p> <p>An Application Form in relation to the Lead Manager Offer and the Convertible Note Offer will be issued to the Lead Manager (or its nominees) and Noteholders respectively, together with a copy of this Prospectus.</p>	Sections 1.1(a), 1.1(c), 1.1(d) and 1.7
What is the allocation policy?	<p>The Directors, in conjunction with the Lead Manager, will allocate Shares pursuant to the Public Offer at their sole discretion with a view to ensuring an appropriate and optimal Shareholder base for the Company going forward (subject to any regulatory requirements). In making allocations, the Company will take into consideration the interest from existing Shareholders, strategic mining industry investors and the introduction of new investors.</p> <p>There is no assurance that any Applicant will be allocated any Shares under the Public Offer, or the number of Shares for which it has applied. The Company reserves the right to reject any Application or to issue a lesser number of Shares than those applied for. Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest) as soon as reasonably practicable after the relevant Closing Date.</p>	Section 1.11

Topic	Summary	More information
	Subject to the satisfaction of the conditions to the Offer outlined in Section 1.2, Shares under the Public Offer are expected to be allotted on the Issue Date. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares issued under the Public Offer. Applicants who sell Securities before they receive their holding statements do so at their own risk.	
When will I receive confirmation that my Application has been successful?	It is expected that holding statements will be sent to successful Applicants on or about 31 March 2022.	"Indicative Timetable"
What is the Company's dividend policy?	The Company does not expect to pay dividends in the near future as its focus will primarily be on exploration of the Projects and future acquisitions.	Section 2.9
How can I find out more about the Prospectus or the Offer?	Questions relating to the Public Offer and the completion of Application Form can be directed to the Company Secretary by email at <a href="mailto:info@osmondresources.com.au">info@osmondresources.com.au</a> .	Section 1.21

## 1. Details of Offers

### 1.1 Offers

#### (a) Public Offer

This Prospectus invites investors to apply for 25,000,000 Shares to be issued at a price of \$0.20 per Share to raise \$5,000,000 (before costs) (**Public Offer**).

The Shares to be issued pursuant to the Public Offer are of the same class and will rank equally with the existing Shares on issue. The rights and liabilities attaching to the Shares are further described in Section 7.1.

Applications for Shares under the Public Offer must be made on the 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 1.7 for further details and instructions.

#### (b) Minimum Subscription

The minimum subscription under the Public Offer is \$5,000,000 (before costs) (**Minimum Subscription**), being 25,000,000 Shares.

None of the Securities offered under this Prospectus will be issued if Applications are not received for the Minimum Subscription. Should Applications for the Minimum Subscription not be received within three months from the date of this Prospectus, the Company will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies refunded to them (without interest).

#### (c) Lead Manager Offer

This Prospectus includes a separate offer of 2,500,000 Options (**Lead Manager Options**) to the Lead Manager (or its nominees) under this Prospectus (**Lead Manager Offer**). It is expected that Canaccord (or its nominees) will subscribe for up to 1,500,000 Lead Manager Options and that 1,000,000 Lead Manager Options will be issued to other brokers assisting with the Public Offer.

The Company has agreed to issue the Lead Manager Options to the Lead Manager (or its nominees) upon successful completion of the Public Offer as partial consideration for the lead manager services provided in connection with the Public Offer. No funds will be raised from the Lead Manager Offer.

Only the Lead Manager (or its nominees) may accept the Lead Manager Offer. The Lead Manager Offer is being made under this Prospectus to remove the need for an additional disclosure document to be issued upon the sale or transfer of any Shares issued upon exercise of any Options into Shares, that are issued under the Lead Manager Offer.

An Application Form in relation to the Lead Manager Offer will be issued to the Lead Manager (or its nominees) together with a copy of this Prospectus.

Refer to Section 6.5 for a summary of the Lead Manager Mandate.

(d) **Convertible Note Offer**

This Prospectus includes the offer of up to 5,166,675 Shares to be issued on conversion of 29 existing convertible notes (**Convertible Notes**) at a conversion price of \$0.12 per Share (**Convertible Note Offer**).

The Convertible Notes were issued to sophisticated and professional investors (**Noteholders**), including each of Valas (being an entity associated with Director Mr Andrew Shearer) and Goodheart (being an entity associated with Director Mr Rhoderick Grivas). The Relevant Interests of each of the Directors in Shares following conversion of the Convertible Notes is set out in Section 5.5.

The Convertible Notes were issued to Noteholders pursuant to the Company's seed capital funding round which raised approximately \$620,000 (before costs).

For completeness, nominees of Mr Bryn Jones and Mr Charles Nesbit (each being directors of Fowler) have subscribed for Convertible Notes which on Conversion will convert into approximately 208,334 Shares and 41,667 Shares, respectively.

The Shares to be issued on conversion of the Convertible Notes will be 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 Shares is set out in Section 7.1 of the Prospectus.

The Convertible Notes will convert to 5,166,675 Shares upon the Company receiving a Conditional Admission Letter from ASX on terms acceptable to the Company.

No additional funds will be raised from the Convertible Note Offer. Only the Noteholders (or their nominees) may accept the Convertible Note Offer.

The Convertible Note Offer is being made under this Prospectus to remove the need for an additional disclosure document to be issued upon the sale or transfer of any Shares to be issued on conversion of the Convertible Notes.

An Application Form in relation to the Convertible Note Offer will be issued to Noteholders (or their nominees) together with a copy of this Prospectus.

Refer to Section 6.6 for a summary of the Convertible Note Deeds.

(e) **Purpose of the Public Offer**

The purpose of the Public Offer is to:

- (i) raise \$5,000,000 (before costs) pursuant to the Public Offer;
- (ii) assist the Company to meet the requirements of ASX and satisfy Chapters 1 and 2 of the Listing Rules, as part of the Company's application for Admission; and
- (iii) position the Company to help it achieve the objectives detailed in Section 2.

1.2 **Conditional Offers**

The Offers under this Prospectus are conditional upon the following events occurring to the satisfaction of the Company:

- (a) the Company raising not less than the Minimum Subscription, being \$5,000,000 (before costs), under the Public Offer (refer to Section 1.1(b));
- (b) ASX providing the Company with a list of conditions which, once satisfied, will result in ASX admitting the Company to the Official List; and
- (c) to the extent required by ASX or the Listing Rules, certain persons entering into a restriction deed or being provided with a restriction notice imposing such restrictions on trading on the Securities as mandated by the Listing Rules.

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

### 1.3 Proposed use of funds

Following the Public Offer, it is anticipated that the following funds will be available to the Company:

Source of funds	\$
Existing cash estimated as at the date of this Prospectus	\$611,000
Proceeds from Public Offer	\$5,000,000
<b>Total funds available</b>	<b>\$5,611,000</b>

The following table shows the intended use of funds in the two year period following Admission:

USE OF FUNDS - YEAR 1	\$	%
Exploration expenditure <sup>1</sup>	\$1,120,500	41.3%
General administration and working capital <sup>2</sup>	\$877,000	32.3%
Estimated expenses of the Offers <sup>3</sup>	\$717,000	26.4%
<b>Total - Year 1</b>	<b>\$2,714,500</b>	<b>100%</b>

USE OF FUNDS - YEAR 2	\$	%
Exploration expenditure <sup>1</sup>	\$1,989,500	68.7%
General administration and working capital <sup>2</sup>	\$907,000	31.3%



<b>Total - Year 2</b>	<b>\$2,896,500</b>	<b>100%</b>
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<b>Total</b>	<b>\$5,611,000</b>	<b>100%</b>
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**Notes:**

1. See Section 2.8 for further information on the Company's exploration budget.
2. This amount includes the general costs associated with the management and operation of the business including administration expenses, rent, other associated costs and Directors Fees. See Section 5.6 for further details of the Directors' remuneration. Working capital also includes surplus funds and funds for potential future acquisition costs which include costs required for the identification of new projects and opportunistic acquisitions. The Company notes that:
  - (a) it is not currently considering other acquisitions;
  - (b) that any future acquisitions are likely to be in the mineral resource sector;
  - (c) that the timing of any such transactions is not yet known; and
  - (d) if no suitable acquisition opportunity arises, and subject to the outcomes of exploration activities, the Company may elect to allocate some or all of these funds to exploration on the Company's existing Projects.
3. Expenses paid or payable by the Company in relation to the Offers are set out in Section 7.7.

To the extent that there were delays in obtaining access to any of the Tenements, Osmond could re-apply funds to further geophysics, geological mapping, geochemistry and landholder/ stakeholder engagement.

The above table is a statement of current intentions as at the date of this Prospectus. Investors 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 market conditions, the development of new opportunities and/or any number of other factors (including the risk factors outlined in Section 3), and actual expenditure levels, may differ significantly from the above estimates.

Although the Company's immediate focus will be on the Projects, as with most exploration entities, it will pursue and assess other new business opportunities in the resource sector over time which complement its business. 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 Board believes that the funds raised from the Public Offer will provide the Company with sufficient working capital to achieve its stated objectives as detailed in this Prospectus.

The use of further equity funding may be considered by the Board where it is appropriate to accelerate a specific project or strategy.

Based on the intended use of funds detailed above, the amounts raised pursuant to the Public Offer will provide the Company sufficient funding for approximately 2 years' operations. As the Company has no operating revenue, the Company will require further financing in the future.

See Section 3.1(d) for further details about the risks associated with the Company's future capital requirements.

#### 1.4 Capital Structure on Admission

On the basis that the Company completes the Offers on the terms in this Prospectus, the Company's capital structure will be as follows:

Key details of the Offers	Number of Shares	% of Shares	Options <sup>1</sup>	% of Options	Convertible Notes
Existing Securities as at the date of this Prospectus <sup>2</sup>	16,800,001	33.89	3,000,000	54.5	29
Shares to be issued on conversion of Convertible Notes <sup>3</sup>	5,166,675	10.42	-	-	(29)
Shares to be issued to Vendors <sup>4</sup>	2,600,000	5.25	-	-	-
Shares issued under the Public Offer	25,000,000	50.44	-	-	-
Securities to be issued under the Lead Manager Offer	-	-	2,500,000	45.5	-
<b>Total Securities on issue on completion of the Offers<sup>5</sup></b>	<b>49,566,676</b>	<b>100</b>	<b>5,500,000</b>	<b>100</b>	<b>-</b>

**Notes:**

1. Please refer to Sections 7.2 for the terms of the Options to be issued to the Directors and officers of the Company, to the Lead Manager pursuant to the Lead Manager Mandate and to the Advisor.
2. The existing Securities on issue include 100,000 Shares issued to Fowler pursuant to the Yumbarra Agreement, 200,000 Shares issued to Fowler pursuant to the Tallacootra and Coorabie Agreement, 200,000 Shares issued to Investigator Resources Limited (as the nominee of Kimba) pursuant to the Kimba Agreement and 200,000 Shares issued to Providence pursuant to the Sandford Agreement.
3. To be issued to Noteholders on conversion of the Convertible Notes pursuant to the Convertible Note Deeds. Refer to Section 6.6 for further details.
4. Comprising 400,000 Shares to be issued to Fowler (or its nominee) pursuant the Yumbarra Agreement, 400,000 Shares to be issued to Fowler (or its nominee) pursuant to the Tallacootra and Coorabie Agreement, 9,00,000 Shares to Kimba (or its nominee) pursuant to the Kimba

Agreement and 9,00,000 Shares to Providence (or its nominee) pursuant to the Sandford Agreement. Refer to Sections 6.1 to 6.4 (inclusive) for further details.

5. Assuming no further Shares are issued and none of the above Options are exercised.

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

## **1.5 Interests of the Lead Manager in the Public Offer**

Canaccord (also referred to in this Prospectus as the "Lead Manager") has been appointed as lead manager to the Public Offer. Canaccord is party to the Lead Manager Mandate that is summarised in Section 6.5.

### **(a) Fees payable to Lead Manager**

The Company is required to pay the following fees to the Lead Manager in connection with the Public Offer:

- (i) 2,500,000 Options exercisable at \$0.25 per Option expiring 3 years from the issue date to the Lead Manager (or its nominees) on the terms and conditions set out in Section 7.2; and
- (ii) a capital raising fee of 6% of the funds raised pursuant to the Public Offer (plus GST) in accordance with the Lead Manager Mandate summarised in Section 6.5.

### **(b) Interests of Lead Manager in Securities**

As at the date of this Prospectus, the Lead Manager and its associates do not hold a Relevant Interest in any of the Company's existing Securities.

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 hold a Relevant Interest in 1,500,000 Lead Manager Options on Admission.

### **(c) Participation in previous placements by Lead Manager**

The Lead Manager has not participated in a placement of Securities by the Company in the 2 years preceding lodgement of this Prospectus.

## **1.6 Forecasts**

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

The Directors consequently believe that, given these inherent uncertainties, it is not possible to include reliable forecasts in this Prospectus.

Refer to Sections 2.1 and 2.7 for further information in respect to the Company's proposed activities.

## 1.7 Applications

### (a) Public Offer

Applications for Shares under the Public Offer can be made using the Application Form accompanying this Prospectus or otherwise provided by the Company or Lead Manager. The Application Form (including payment) must be completed in accordance with the instructions set out on the form.

#### (i) Option 1: Submit an online Application Form and pay with BPAY®

For online applications, investors can apply online with payment made electronically via BPAY®. Investors applying online will be directed to use an online Application Form and make payment by BPAY®. 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.

BPAY® payments must be made from an Australian dollar account of an Australian institution. Using the BPAY® details, Applicants must:

- (A) access their participating BPAY® Australian financial institution either via telephone or internet banking;
- (B) select to use BPAY® and follow the prompts; enter the biller code and unique CRN that corresponds to the online Application;
- (C) enter the amount to be paid which corresponds to the value of Shares under the online Application Form;
- (D) select which account payment is to be made from;
- (E) schedule the payment to occur on the same day that the online Application Form is completed. Applications without payment will not be accepted; and
- (F) record and retain the BPAY® receipt number and date paid.

Investors should confirm with their Australian financial institution whether there are any limits on the Investor's account that may limit the amount of any BPAY® payment and the cut off time for the BPAY® payment.

Investors can apply online by following the instructions at <https://investor.automic.com.au/#/ipo/osmondresources> and completing a BPAY® payment. If payment is not made via BPAY®, the Application will be incomplete and will not be accepted. The online Application Form and BPAY® payment must be completed and received by no later than the Closing Date.

#### (ii) Option 2: Submit an Application Form and pay via Electronic Funds Transfer “EFT”

Investors can apply online with payment made electronically via EFT. Investors applying online will be directed to use an online Application Form

and will be given a payment reference number unique to the online Application once the online Application Form has been completed.

EFT payments must be received in Australian dollars (\$AUD). Using EFT payment details, Applicants must:

- (A) use the unique payment reference number that corresponds to the online Application Form;
- (B) enter the amount to be paid which corresponds to the value of Shares under the online Application Form;
- (C) select which account payment is to be made from;
- (D) schedule the payment to occur on the same day that the online Application Form is completed. Applications without payment will not be accepted; and
- (E) record and retain the EFT receipt number and date paid.

Applicants should confirm with their Australian financial institution whether there are any limits on the Applicant's account that may limit the amount of any EFT payment and the cut off time for the funds transfer.

An original, completed and lodged Application Form together with confirmation of BPAY® or EFT payment for the Application Monies, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form. The Application Form does not need to be signed to be valid. If the Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may be treated by the Company as valid. The Directors' decision as to whether to treat such an Application as valid and how to construe amend or complete the Application Form is final; however an applicant will not be treated as having applied for more Shares than is indicated by the amount of the BPAY® or EFT for the Application Monies.

It is the responsibility of Applicants to obtain all necessary approvals for the allotment and issue of Shares pursuant to this Prospectus. 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 Public Offer;
- (ii) agrees to be bound by the terms of the Constitution;
- (iii) declares that all details and statements in the Application Form are complete and accurate;
- (iv) 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;
- (v) authorises the Company and its respective officers or agents, to do anything on their behalf necessary for the Shares 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;

- (vi) acknowledges that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that Shares are suitable for them given their investment objectives, financial situation or particular needs; and
- (vii) acknowledges that the Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and accordingly, the Shares 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.

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) Minimum and maximum Application size under the Public Offer**

Applications under the Public Offer must be for a minimum of 10,000 Shares (\$2,000) and then in increments of 2,500 Shares (\$500).

Applications for Shares under the Public Offer must be made on the Application Form accompanying this Prospectus and received by the Company on or before the Closing Date. Persons wishing to apply for Shares should refer to Section 1.7 and the Application Form for further details and instructions.

The Company and the Lead Manager reserve the right to aggregate any Applications that they believe may be multiple Applications from the same person or reject or scale back any Applications in the Public Offer. The Company and the Lead Manager may determine a person to be eligible to participate in the Public Offer, and may amend or waive the Offer Application procedures or requirements, in their absolute discretion in compliance with applicable laws.

**(c) Convertible Note Offer**

Only Noteholders (or their nominees), being professional and sophisticated investors, may accept the Convertible Note Offer. A personalised application form in relation to the Convertible Note Offer will be issued to the Noteholders (or their nominees) together with a copy of this Prospectus.

No additional monies are payable for the Shares issued on conversion of the Convertible Notes.

**(d) Lead Manager Offer**

Only the Lead Manager (or its nominees) may accept the Lead Manager Offer. A personalised application form in relation to the Lead Manager Offer will be issued to the Lead Manager (or its nominees) together with a copy of this Prospectus.

No monies are payable for the Lead Manager Options to be issued pursuant to the Lead Manager Offer.

## **1.8 CHESS and issuer sponsorship**

The Company will apply to participate in CHESS. All trading on the ASX 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 will operate 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 will 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.

## **1.9 ASX Listing and Official Quotation**

Within seven days after the date of this Prospectus, the Company will apply to ASX for 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.

## **1.10 Application Monies to be held in trust**

Application Monies will be held in trust for Applicants until the allotment of the Shares under the Public Offer. Any interest that accrues will be retained by the Company.

## **1.11 Allocation and issue of Shares**

The Directors, in conjunction with the Lead Manager will allocate Shares pursuant to the Public Offer at their sole discretion with a view to ensuring an appropriate and optimal Shareholder base for the Company going forward (subject to any regulatory requirements).

In making allocations, the Company and the Lead Manager will allocate Shares for the Public Offer at their sole discretion, taking into consideration the interest from existing Shareholders, strategic mining industry investors and the introduction of new investors, together with the following additional factors:

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

There is no assurance that any Applicant will be allocated any Shares under the Public Offer, or the number of Shares for which it has applied. The Company reserves the right to reject any Application or to issue a lesser number of Shares than those applied for under the Public Offer. Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest) as soon as reasonably practicable after the Closing Date.

Subject to the matters in Section 1.9, Shares under the Public Offer are expected to be allotted on the Issue Date. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares issued under the Public Offer. Applicants who sell Shares before they receive their holding statements do so at their own risk.

## 1.12 **Risks**

Prospective investors should be aware that an investment in the Company should be considered highly speculative and involves a number of risks inherent in the various business segments of the Company. Section 3 details the key risk factors which prospective investors should be aware of. It is recommended that prospective investors consider these risks carefully before deciding whether to invest in the Company.

This Prospectus should be read in its entirety as it provides information for prospective investors to decide whether to invest in the Company. If you have any questions about the desirability of, or procedure for, investing in the Company please contact your stockbroker, accountant or other independent adviser.

## 1.13 **Overseas Applicants**

No action has been taken to register or qualify the Securities the subject of this Prospectus, or the Offers, or otherwise to permit the public offering of the Securities, in any jurisdiction outside of Australia.

The distribution of this Prospectus within jurisdictions outside of Australia may be restricted by law and persons into whose possession this Prospectus comes should observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws.

It is the responsibility of any overseas Applicant to ensure compliance with all laws of any country relevant to his or her Application. The return of a duly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach of such law and that all necessary approvals and consents have been obtained.



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 except to the extent permitted below.

(a) **Hong Kong**

WARNING: This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this Prospectus may not be distributed, and the Securities may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offers. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

(b) **Singapore**

This Prospectus and any other materials relating to the Securities have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Securities, may not be issued, circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

(c) **Thailand**

This Prospectus is not intended to be an offer, sale or invitation (directly or indirectly) for subscription or purchase of Securities to the public in Thailand. This Prospectus has not been registered as a prospectus and registration statement with the Office of the Securities and Exchange Commission of Thailand. Accordingly, this Prospectus and any other document relating to the offer, sale or invitation for subscription or purchase, of the Securities may not be circulated or distributed, nor may the Securities

be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public of Thailand.

This Prospectus will not be distributed in Thailand except in compliance with the filing requirements of the Securities and Exchange Act B.E. 2535 (1992) (the **SEC Act**), as amended, and any other applicable rules, notifications and regulations regarding the filing requirements issued thereunder, including the private placement exemptions.

During the period of two years after the completion of the Offers, provided that no Shares are deemed to have obtained approval from the Office of the Securities and Exchange Commission of Thailand (the **SEC Office**) for an offering of Shares, the Company may not sign to certify the accuracy of information in a registration statement or draft prospectus submitted to the SEC Office for an offer for sale of shares to the public, except in any of the following cases:

- (i) the SEC Office has granted an approval to an offer for sale of newly issued shares in the Company to the general public;
- (ii) the submitted registration statement has been made for the purpose of registering shares of the Company as listed securities on the Stock Exchange of Thailand; or
- (iii) the Company has already been a company whose shares are listed on the Stock Exchange of Thailand.

(d) **New Zealand**

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (**FMC Act**). The Securities are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- (i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

1.14 **Escrow arrangements**

ASX will classify certain existing Securities on issue in the Company (as opposed to those to be issued under this Prospectus) as being subject to the restricted securities provisions of the Listing Rules. Restricted Securities would be required to be held in escrow for up to 24 months and would not be able to be sold, mortgaged, pledged, assigned or transferred for that period without the prior approval of ASX. 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.

None of the Shares issued pursuant to the Public Offer are expected to be restricted securities.

The Company anticipates that upon Admission:

- (a) approximately 16,466,667 Shares and 5,500,000 Options (21,966,667 Securities in aggregate) will be classified as restricted securities by ASX for a period of 24 months from the date of quotation; and
- (b) approximately 5,000,003 Shares will be classified as restricted securities by ASX for a period of 12 months from the date of issue.

The Company anticipates that the number of Shares classified as restricted securities by ASX will comprise approximately 43.3% of the issued share capital on an undiluted basis, and approximately 39% on a fully diluted basis (assuming all Options are issued and exercised and that no other Securities are issued).

Prior to the Shares being admitted to quotation on the ASX, the Company will enter into restriction deeds with, or provide restriction notices to, certain recipients of the restricted securities 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.

#### **1.15 Underwriting**

The Offers are not underwritten.

#### **1.16 Lead Manager**

Canaccord has been appointed as Lead Manager to the Public Offer on the terms and conditions summarised in Section 6.5.

#### **1.17 Brokerage, Commission and Stamp Duty**

No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares pursuant to the Public Offer.

#### **1.18 Withdrawal**

The Directors may at any time decide to withdraw this Prospectus and the Offers in which case the Company will return all Application Monies (without interest) within 28 days of giving notice of their withdrawal.

#### **1.19 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 Shares, to provide facilities and services to security holders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

An Applicant has a right to gain access to 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.

#### 1.20 **Paper Copies of Prospectus**

The Company will provide paper copies of this Prospectus (including any supplementary or replacement document) and the Application Form to investors upon request and free of charge. Requests for a paper copy should be directed to the Company Secretary on +61 3 9614 0600.

#### 1.21 **Enquiries**

This Prospectus provides information for potential investors in the Company, and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser.

Questions relating to the Public Offer and the completion of an Application Form can be directed to the Company Secretary on +61 3 9614 0600.

## 2. Company Overview

### 2.1 Company and Business Overview

The Company was incorporated as a proprietary limited company on 15 April 2021 in the State of Victoria and is an early-stage mineral exploration and development company focused on gold and base metals discoveries within projects located in South Australia and Victoria. Since its incorporation, the Company has secured agreements in respect of a number of tenements that are considered highly prospective for gold, copper, nickel and REE.

Osmond was formed with the purpose of assembling a portfolio of projects predominantly located in the Gawler Craton region of South Australia and the Glenelg structural zone of western Victoria. The Osmond board is excited by recent exploration successes in these frontier areas for gold and base metals.

Osmond has an experienced board with Directors that has a strong track record in successful mineral exploration and project development, combined with extensive corporate experience developed over a number of successful transactions.

Osmond intends to undertake exploration activities on each of the Projects. Although the Osmond's immediate focus will be on the Projects, as with most exploration entities, it will pursue and assess other new business opportunities in the resources sector over time which complement its business.

The Company converted to a public unlisted company on 7 October 2021.

The Company's projects comprise:

(a) the Yumbarra, Tallacootra, Fowler and Coorabie Shear Zone Projects located in South Australia; and

(b) the Sandford Project located in Victoria,

(together, the **Projects**).

### 2.2 Board Overview

The Company's Board comprises:

(a) Andrew Shearer (Executive Director and CEO),

(b) Rhoderick Grivas (Non-Executive Chair); and

(c) Daniel Eddington (Non-Executive Director).

The Company Secretary is Adrien Wing. Further information on the Board is set out in Section 5.

### 2.3 Corporate Structure

Upon Admission, the Company will not have any child entities and will hold its interests in the Projects as set out in Section 6.1 to 6.4 (inclusive).

## 2.4 Overview of the Projects

On Admission, the Company will hold:

- (a) a 51% interest in the Yumbarra Project, comprising EL6417 (**Yumbarra Tenement**) with the right to acquire an additional 29% interest by way of earn-in pursuant to the Yumbarra Agreement (further details in respect of which are set out in Section 6.1);
- (b) a 51% interest in the Sandford Project, comprising EL6958 (**Sandford Tenement**) with the right to acquire an additional 29% interest by way of earn-in pursuant to the Sandford Agreement (further details in respect of which are set out in Section 6.4); and
- (c) contractual rights to acquire up to an 80% legal and beneficial interest in each of the following:
  - (i) the Fowler Project, comprising EL6603 & EL6604 (**Fowler Tenements**) pursuant to the Kimba Agreement (further details in respect of which are set out in Section 6.3);
  - (ii) the Tallacootra Project, comprising EL6615 (**Tallacootra Tenement**) pursuant to the Tallacootra and Coorabie Agreement (further details in respect of which are set out in Section 6.2); and
  - (iii) the Coorabie Shear Zone Project, comprising EL6692 (**Coorabie Tenement**) pursuant to the Tallacootra and Coorabie Agreement (further details in respect of which are set out in Section 6.2).

### Yumbarra Project

The Yumbarra Tenement is located in the western Eyre Peninsula region of South Australia within the Nutys Domain of the Gawler Craton. There has been limited historical exploration undertaken on the Tenement, with the focus of past exploration on nickel and mineral sands.

### Fowler Project

The two adjoining Fowler Tenements are located on the eastern margin of the Fowler Domain in the far west of South Australia. The tenements have potential for Ni/Cu and Au mineralisation. The tenements are very remote and covered by sand dune fields, and as a result, the region has seen little exploration apart from regional scale mineral sand drilling focussing on the cover. The limited regional drilling is predominantly shallow auger drilling targeting mineral sands. Since the mineral sands work the area has been assessed using aerial with regional magnetics and electromagnetic imaging. This work has identified a number of prospective areas for nickel and gold. The exploration thesis is supported by recent discoveries in adjacent tenements being explored by Western Areas Limited (ASX:WSA). However, investors are cautioned that the proximity of the Fowler Project to nearby mineral occurrences is no guarantee that it will be prospective for an economic reserve.

### Coorabie Shear Zone Project

The Coorabie Tenement is located on the eastern margin of the Fowler Domain in the far west of South Australia and is contiguous with the Fowler Tenements, being EL6603 and EL6604. The Coorabie Tenement is on the domain bounding Coorabie Shear Zone. The area is prospective for nickel, copper and gold. A deep mantle tapping structure has been identified in

a regional Magnetotellurics (MT) survey. Coincident with the MT anomaly several Eye shaped structures within the magnetics have been identified. While there is no guarantee that it will be prospective for an economic resource, this exhibits similarities to the Nova nickel deposit, in the Fraser Ranges of Western Australia.

### **Tallacootra Project**

The Tallacootra Tenement is located on the western margin of the Fowler Domain in the far west of South Australia. Like the Fowler Tenements, the Tallacootra Tenement has potential for Ni/Cu and Au mineralisation. Osmond has identified Magnetic targets associated with domain bounding Tallacootra Shear Zone. There has been limited modern exploration in the region due to prevailing cover and until recently limited airborne geophysics.

### **Sandford Project**

The Sandford Tenement is located in western Victoria, approximately 350km west of Melbourne. The Sandford Project is prospective for gold and base metals (copper, lead, silver and zinc), as well as ionic REE clays and heavy mineral sands. Historic exploration has predominantly been focused on the greenstone sequences interpreted to be associated with identified base metal and nickel occurrences. Western Mining Corporation Holdings Limited undertook exploration for lead and zinc in 1973-1975, 1978-1982, undertaking surface geochemistry and geophysics. Ashton Mining Ltd (1988-1989) investigated the potential for diamond bearing kimberlite pipes. Pan Australian Mining Ltd (1988-1989) and Stand Minerals/Minotaur Gold (1988-2001) explored for high grade coarse-grained strandline heavy mineral sands in the region. Inco Resources (2002-2006) exploration was primarily focused on identifying nickel sulphides associated with interpreted NeoProterozoic-Cambrian volcanic basement rocks.

## **2.5 Tenements**

A comprehensive summary of regional and local geology, historical mining and historical exploration pertaining to the Tenements is contained in the Independent Geologist Report in Annexure D. A comprehensive summary of the status of the Tenements can be found in the Solicitor's Report in Annexure C.

The Projects are located in South Australia as shown in Figure 1 below and Victoria as shown in Figure 2 below.



Figure 1: South Australia project location map (created by the Company in February 2022)

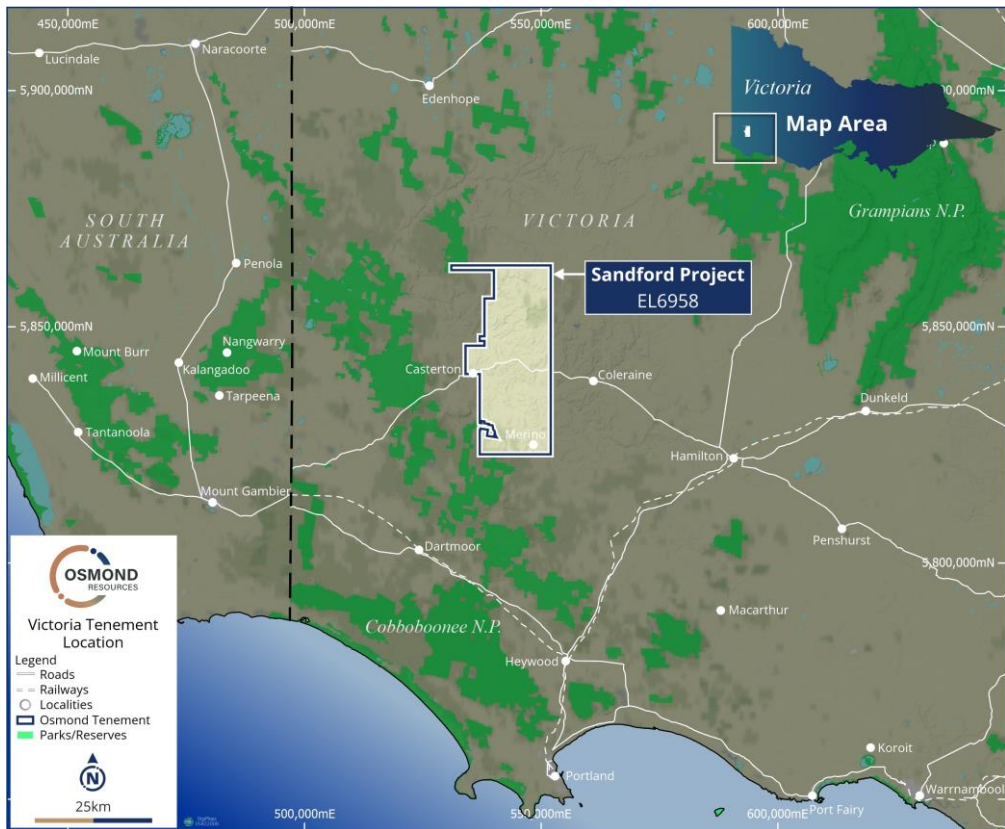


Figure 2: Victoria project location map (created by the Company in February 2022)



Details of the Tenements are set out below:

Project	Licence	Location	Status	Area (km <sup>2</sup> )	Grant Date	Expiry Date
Yumbarra	EL6417	South Australia	Granted	669	23/10/2019	22/10/2022
Tallacootra	EL6615		Granted	210	07/07/2021	6/07/2027
Fowler	EL6603		Granted	899	11/06/2021	10/06/2027
	EL6604		Granted	979	11/06/2021	10/06/2027
Coorabie Shear Zone	EL6692		Granted	607	16/11/2021	15/11/2027
Sandford	EL6958	Victoria	Granted	596	10/06/2020	9/06/2025

## 2.6 Exploration History

The following section provides a brief overview of the exploration history of each of the project areas. Refer to the Independent Geologist Report included in Annexure D for further details on the exploration history of the Projects.

### (a) South Australia – Fowler Domain and Yumbarra Projects

There has been limited modern day exploration within the South Australian Tenements. The majority of the recent exploration has been exploring for heavy mineral sand deposits conducted by Iluka Resources Limited. There has only been a relatively few exploration programs by companies that have conducted drilling programs testing the Proterozoic basement lithologies, targeting copper and gold within the area of these tenements. There has been limited reported exploration for nickel. Previous explorers, excluding mineral sands, include:

EL	Company	Period	Target	Work Done
1524	CRA/Stockdale JV	1988	Au-Cu-Fe-Pb-U	Gravity, Gmag, sparse drilling
1704	Poseidon/Stockdale JV	1992	Cu-Pb-Zn	Grav, Gmag, sparse RC drilling

NULL	SA_DME	1993	All metals & Diamond	RC drilling; Trans-Aust Railway
1865	Geopeko	09/93 – 09/98	Au - Base Metals	Aircore drilling
2555	North Limited	10/98 – 10/99	Cu-Au Hiltaba mag highs	Aeromag; AC drilling
2685	Dominion Gold Ops	2001	Au-Cu-Ni (Yumbarra mag)	Aircore drilling
5539	Doray Minerals/Iluka	11/14 – 11/19	Au (PACE funded project)	AC drilling, resample Iluka holes
5685	Doray Minerals/Iluka	08/15 – 08/20	Au (PACE funded project)	AC drilling, resample Iluka holes

(b) **Victoria - Sandford Project**

Exploration within the Sandford Project area has been undertaken periodically since 1956 with exploration for a wide variety of minerals undertaken, including for base metals, gold, and nickel. The relatively thick cover over much of the tenement has limited systematic exploration of the possible mineralisation styles for precious and base metals. Historic exploration activities are summarised in the following table.

EL	Company	Period	Target	Work Done
58/59	Continental Oil	1956	Phosphate	Re-assay old drilling
458	WMC	1973-1974	Base metals (Nolans Ck)	Steam, soil, IP Survey, 2 RC holes
686/687	WMC	1978-1982	Coal in Eumeraella Fm	43 holes drilled
669	Asarco Australia	1978-1979	Base & precious metals (Nolans)	Mapping, rock-chip, ground mag
744/745	Ashton Mining	1988-1989	Diamond bearing kimberlites	Gravel & loam samples, intrusives
1317	Rosscraft Mins	1983-1988	VHMS, Nolans Ck, Major Ck	Ground mag, EM, Soils, 7 DDHs
2215	Pan Aust Mining	1988-1989	HM sand, Dorodong Sand	62 RC holes, good results, <100mt
1352	CRAE	1985	HM sands	Airborne mag, 14 RC holes
2617	CRAE	1989-1994	Volcanogenic Au-base metal, Ni	Mapping, rock-chips, 2 streams
3232	CRAE	1989-1994	Hydrothermal, skarn Au-base met	Mapping, Mag, IP, rock-chip
2392/2393	CRAE	1991-1993	GRMC precious & base metals, Sn	Mapping, laterite sampling
3920	CRAE	1996-1997	Porphyry Cu-Au, skarn Au base m	EM, QUESTEM

3918	Delta Gold Exp	1997-1998	Base metals – Au, Nolans Ck	Rock-chips, QUESTEM
4349	Strand/Minotaur	1998-2001	HM sands (good results – no JV)	Mapping, GMag, 200 RC holes
4223/4275	Eromanga Hyd	1999-2000	HM, Nolans Robertsons Au-Cu Ni	Soils, rock-chips, Gmag
4404/4458	Basin Minerals	2000-2001	HM sands	Sat imagery, 40 RC AC holes
4876	Inco Resources	2005-2006	Ni – Hummock's serpentinite	Soils, rock-chips, mag modelling
5143	Accord Mining	2007-2009	Ni – Avebury style	Desk-top study, no field work
5082	Leichhardt Res	2007-2012	Coal Seam Gas (a viable resource)	Moratorium in place – no work

## 2.7 Business strategy/objectives of the Company

Following Admission, the Company's primary focus is to increase Shareholder wealth through the exploration, development and acquisition of mineral resource projects. The primary focus will be on undertaking exploration and evaluation of the Projects described in this Prospectus.

Although the Company's immediate focus will be on the existing Projects, as with most exploration entities, it will pursue and assess other new business opportunities in the resource sector over time which complement its business. 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 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 the mineral resource sector.

## 2.8 Proposed exploration budgets

The Company proposes to fund its intended activities as outlined in the table below from the proceeds of the Public Offer. It should be noted that the budgets 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 on certain Projects, reflecting a change in emphasis dependent on results. Subject to the above, the following budget takes into account the proposed expenses over the next two years to complete initial exploration of the Tenements. As budgeted below, the Company's exploration expenditure will meet the expenditure requirements for each of the Tenements (see Annexure D for further details):

EL6603 - Investigator Resources (Kimba Resources)		
Item	Year 1 (A)	Year 2 (A)
Geology - review mapping	\$35,000	\$30,000
Landholder - stakeholder engagement	\$57,500	\$60,000
Airborne Geophysics	-	\$60,000
Ground based Geophysics	-	\$20,000
Geophysical Modelling	\$10,000	\$10,000

Soil sampling	-	\$12,500
Tenement Administration	\$20,000	\$20,000
<b>Total</b>	<b>\$122,500</b>	<b>\$212,500</b>
<b>2 year total</b>		<b>\$335,000</b>
<b>EL6604 - Investigator Resources (Kimba Resources)</b>		
Geology - review mapping	\$40,000	\$25,000
Landholder - stakeholder engagement	\$47,500	\$50,000
Airborne Geophysics	-	\$65,000
Ground based Geophysics	-	\$25,000
Geophysical Modelling	\$7,500	\$15,000
Soil sampling	-	\$20,000
Tenement Administration	\$15,000	\$15,000
<b>Total</b>	<b>\$110,000</b>	<b>\$215,000</b>
<b>2 year total</b>		<b>\$325,000</b>
<b>EL6417 (Yumbarra) - Fowler Resources</b>		
Data Review	\$20,000	-
Landholder - stakeholder engagement	\$70,000	-
Airborne Geophysics	\$100,000	-
Ground based Geophysics	\$50,000	-
Geophysical Modelling	\$20,000	-
Drilling	-	\$580,000
Geology - review mapping	\$100,000	\$150,000
Tenement Administration	\$20,000	\$20,000
<b>Total</b>	<b>\$380,000</b>	<b>\$750,000</b>
<b>2 year total</b>		<b>\$1,130,000</b>
<b>EL6615 (Tallacootra Shear Zone) - Fowler Resources</b>		
Geology - review mapping	\$30,000	\$35,000
Landholder - stakeholder engagement	\$65,000	-
Ground based Geophysics	\$40,000	-
Geophysical Modelling	\$10,000	-
Drilling	-	\$150,000
Tenement Administration	\$15,000	\$15,000
<b>Total</b>	<b>\$160,000</b>	<b>\$200,000</b>
<b>2 year total</b>		<b>\$360,000</b>
<b>EL6692 (Coorabie Shear Zone) - Fowler Resources</b>		
Geology - review mapping	\$50,000	\$55,000
Landholder - stakeholder engagement	\$30,000	\$30,000
Ground based Geophysics	\$30,000	\$50,000
Geophysical Modelling	\$10,000	\$15,000

Tenement Administration	\$10,000	\$10,000
<b>Total</b>	<b>\$130,000</b>	<b>\$160,000</b>
<b>2 year total</b>		<b>\$290,000</b>
<b>EL6958 (Sandford Project, Victoria) – Providence Gold &amp; Minerals*</b>		
Geology - review mapping	\$80,000	\$70,000
Landholder - stakeholder engagement	\$30,000	\$15,000
Ground based Geophysics	\$33,000	\$30,000
Geochemistry Survey	\$30,000	\$20,000
Geophysical Modelling/mapping	\$60,000	\$42,000
Drilling	-	\$240,000
Tenement Administration	\$10,000	\$10,000
<b>Total</b>	<b>\$243,000</b>	<b>\$427,000</b>
<b>2 year total</b>		<b>\$670,000</b>
<b>ALL OSMOND ACQUISITION AGREEMENT TENEMENTS COMBINED</b>		
<b>TOTAL EXPENDITURE FOR ALL TENEMENTS</b>	<b>\$1,145,500</b>	<b>\$1,964,500</b>
<b>2 YEAR TOTAL EXPENDITURE FOR ALL TENEMENTS</b>		<b>\$3,110,000</b>

The Company confirms that it has sufficient access to the Tenements to carry out exploration activities such that it will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b).

Please refer to Annexure D for further detail in respect of the Company's exploration budget.

## 2.9 Dividend policy

The Company does not expect to pay dividends in the near future as its focus will primarily be on growing the existing businesses.

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.

### 3. Risk Factors

As with any share investment, there are risks involved. This Section identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the potential risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisers before deciding whether to apply for Securities pursuant to the Offers.

Any investment in the Company under this Prospectus should be considered highly speculative.

#### 3.1 Risks specific to the Company

##### (a) Limited history

The Company was incorporated on 15 April 2021 and therefore has no operational and limited financial 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) Conditionality of Offers

The obligation of the Company to issue the Securities under the Offers is conditional on (among other things) ASX granting approval for Admission to the Official List to the satisfaction of the Company. If this condition is not satisfied, the Company will not proceed with the Offers. Failure to complete the Offers may have a material adverse effect on the Company's financial position.

##### (c) Liquidity risk

At Admission, the Company expects to have 55,066,676 Securities on issue. The Company expects approximately 21,966,667 Securities (comprising 16,466,667 Shares and 5,500,000 Options) to be subject to 24 months escrow and 5,000,000 Shares subject to 12 months escrow in accordance with Chapter 9 of the Listing Rules. This would in aggregate be equal to approximately 39% of the Company's issued share capital on a fully diluted basis (assuming all Options are issued and exercised and that no other Securities are issued). This creates a liquidity risk as a large portion of issued capital may not be able to be freely tradable for a period of time. The ability of an investor in the Company to sell their Shares on the ASX will depend on the turnover or liquidity of the Shares at the time of sale. Therefore, investors may not be able to sell their Shares at the time, in the volumes or at the price they desire.

##### (d) Future capital requirements

The Company has no operating revenue and is unlikely to generate any operating revenue unless and until the Projects are successfully developed and production commences. 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 short term as stated in this Prospectus.

The Company's existing funds following Admission will be sufficient for the Company to satisfy the \$200,000 Sandford Minimum Commitment 1 pursuant to the Sandford Agreement. However, the Company's existing funds following Admission will not be sufficient to satisfy the \$1,000,000 Sandford Minimum Commitment 2, such that the Company will be required to raise further funds if it is to satisfy this amount. If the Company is unable to satisfy the Sandford Minimum Commitment 2, it would be required to transfer its 51% interest in the Sandford Tenement back to Providence for nominal consideration of \$1.00 (refer to Section 6.4(e) for further details). Although the Directors believe that additional capital can be obtained, 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.

There may be a scenario where the results of the Company's exploration on the Sandford Tenement are not sufficient to warrant any further expenditure of capital to progress the Sandford Tenement such that the Company may choose not to retain its 51% interest in the Sandford Tenement. Should this occur, the Company considers that its 51% interest in the Yumbarra Tenement is sufficient of itself to warrant its Admission.

To the extent the Company wishes to acquire interests in the Projects in addition to the 51% interests it will hold in each of the Sandford Tenement and the Yumbarra Tenement on Admission, the Company will be required to obtain further financing to contribute towards satisfying the various earn-ins pursuant to which it may acquire those additional interests (further details in respect of which are set out in Sections 6.1 to 6.4 (inclusive)). As set out above, while the Directors believe that additional capital can be obtained there is no guarantee that appropriate capital or funding will be available if and when needed.

Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price (or Offer 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 or the registering of security interests over the Company's assets. 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.

(e) **Contractual risk**

As at the date of this Prospectus, the Company's interests in the Fowler Project, Tallacootra Project and Coorabie Shear Zone Project is limited to a contractual right (rather than legal title) to acquire an interest of up to an 80% interest in those Tenements, subject to certain terms and conditions (further details in respect of which are set out in Sections 6.2 and 6.3, respectively).

In addition, as at the date of this Prospectus, completion of the Yumbarra Agreement and the Sandford Agreement (further details in respect of which are set out in Sections 6.1 and 6.4, respectively) has not yet occurred and is subject to the Company having obtained Ministerial consent to the transfer of a 51% interest in the Yumbarra Tenement and the Sandford Tenement, respectively.

Ministerial consent in respect of the Sandford Tenement is not expected to occur prior to Admission and there remains a risk that Ministerial consent will not be obtained or that it will be delayed. However, the Sandford Agreement provides that, pending Ministerial consent being obtained, the Company will obtain beneficial title to the Sandford Tenement and the Company is permitted to undertake exploration activities on the Sandford Tenement during this time.

Ministerial consent in respect of the Yumbarra Tenement is expected to be obtained in sufficient time for the Company to obtain legal (and beneficial) title to a 51% interest in the Yumbarra Tenement prior to Admission. However, there remains a risk that Ministerial consent will not be obtained or that it will be delayed. In the event Ministerial consent is not obtained prior to Admission, the Yumbarra Agreement provides that, pending Ministerial consent being obtained, the Company will obtain beneficial title to the Yumbarra Tenement and the Company is permitted to undertake exploration activities on the Yumbarra Tenement during this time.

As at the date of this Prospectus, completion of the agreements pursuant to which the Company intends to acquire its interests in the Projects (further details in respect of which are set out in Sections 6.1 to 6.4 (inclusive)) has not occurred and is subject to (among other things) the Vendors complying with their obligations pursuant to those agreements. If completion of the agreements does not occur, the Company will not acquire an interest in the relevant Tenement(s).

If the Company enters into agreements with third parties for the acquisition or divestment of equity interests in mineral exploration and mining projects there are no guarantees that any such contractual obligations will be satisfied in part or in full.

(f) **Title and tenure risk**

Interests in all tenements in South Australia and Victoria are governed by state legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it work program, annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could be exposed to additional costs, have its ability to explore or mine the Tenements reduced or lose title to or its interest in the Tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. Although the Company has no reason to think that the tenements in which it currently has an interest will not be renewed, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority. The Company notes some specific risks below.

The Yumbarra Tenement was granted in 2018 and the initial term will expire by 22 October 2022. The Company believes that it is unlikely that it will be able to complete its planned activities on the Yumbarra Tenement by 22 October 2022, following which the Yumbarra Tenement will be subject to a 25% reduction at this date. The Company intends to design this tenement reduction so that it does not affect the main Yumbarra layered-ultramafic intrusive target on the Yumbarra Tenement and is comfortable that its proposed work program can still be effectively completed within the Yumbarra Tenement document timeframe.

The Sandford Tenement was granted on 10 June 2020 for a period of 5 years. Given that Providence (being the current tenement holder) has been unable to work on the Sandford Tenement and meet the Year 1 (10 June 2020 to 9 June 2021) expenditure



commitments due to COVID restrictions in Victoria during 2020 and 2021, the Company intends to ask the Victorian Department for Resources (**DEDJTR**) for the Year 1 expenditure commitments to be carried over to the remaining term of the tenement. The Company is not aware of any reason why this request will not be granted by DEDJTR. If the request is not granted, there remains a risk that the Company may be subject to a fine or the tenement may be subject to forfeiture.

(g) **Potential for dilution**

On completion of the Offers and the subsequent issue of Shares pursuant to the Offers, the number of Shares in the Company will increase from 16,800,001 to 49,566,676. This means that on Admission the number of Shares on issue will be increased by approximately 195% of the number on issue as at the date of this Prospectus. On this basis, existing Shareholders should note that if they do not participate in the Public Offer (and even if they do), their holdings may be considerably diluted (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

(h) **New projects and acquisitions**

Although the Company's immediate focus will be on the Projects, as with most exploration entities, it will pursue and assess other new business opportunities in the resource sector over time which complement its business. 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.

### 3.2 **Mining Industry Risks**

(a) **Resource estimation, exploration and development risks**

The Company has reviewed the available previous exploration reports on the Projects (further details in respect of which are set out in Annexure D), however there are limitations on the extent to which the Company is able to verify the quality of past exploration.

At present none of the Projects host a Mineral Resource or Ore Reserve estimate.

Limited basement drilling (primarily for heavy mineral sands) has been conducted, and no historical workings are located on the Tenements (other than the Sandford Tenement) due to the depth of cover sediments over the region, which has limited exploration to date. Investors are cautioned that while the Tenements (other than he

Sandford Tenement) display characteristics which are consistent with various exploration models that have the potential for economic discoveries within the Gawler Craton, any similarities to targeting models is no guarantee that the Tenements will hold any economic resource.

Further, although the local area of the Sandford Tenement has a number of mineral occurrences, no occurrences of economic significance have been found to date on the Sandford Tenement and drilling has not been systematic.

Investors are cautioned that the Tenements being in proximity to mineral discoveries, resources or historical mineral occurrences is no guarantee that the Tenements will be prospective for an economic reserve. The business of exploration for, and development and exploitation of, mineral deposits is speculative and involves a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Further details in respect of past exploration work and historical production on the Tenements are set out in Annexure D.

The prospects of the Tenements must be considered in light of the considerable risks, expenses and difficulties frequently encountered by companies in the early stage of exploration and development activities and, accordingly, carries significant exploration risk.

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, fires (including forest fires), power failures, labour disputes, native title process, changing government regulations and many other factors beyond the control of the Company.

**(b) Operating risk**

There are significant risks in developing a mine and there is no guarantee that the Company will be able to achieve economic production from any of the Tenements. In addition, the operations of the Company may be affected by various factors, including failure to locate or identify Mineral Resources, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical 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.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its Projects. Unless and until the Company is able to realise value from its Projects, it is likely to incur ongoing operating losses.

**(c) Metallurgy**

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

- (i) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

- (ii) developing an economic process route to produce a metal and/or concentrate; and
- (iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(d) **Payment obligations**

Pursuant to the terms of the Tenements, the Company will become subject to payment and other obligations. In particular, holders are required to expend the funds necessary to meet the minimum work commitments attaching to the Tenements. Failure to meet these work commitments may render the Tenements subject to forfeiture or result in the holders being liable for fees. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of the Company's interest in the Projects. Further details of these conditions and obligations are set out in the Solicitor's Report in Annexure C.

(e) **Minerals and currency price volatility**

The Company's ability to proceed with the development of its Projects and benefit from any future mining operations will depend on market factors, some of which may be beyond its control.

The world market for minerals is subject to many variables and may fluctuate markedly. These variables include world demand for minerals that may be mined commercially in the future from the Company's project areas, technological advancements, forward selling activities and production cost levels in major mineral-producing regions. Mineral prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

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. As a result, the Company is exposed to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets, which could have a material effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures, where deemed necessary by the Board to mitigate such risks.

(f) **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 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 or technical staff. 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.

(g) **Land access risk**

Several of the Tenements overlap with certain third-party interests that may limit or impose conditions on the Company's ability to access the Tenements to conduct exploration and mining activities or that may cause delays in the Company's activities.

In particular, under South Australia, Victorian and Commonwealth legislation, the Company may be required to obtain the consent of and/or pay compensation to the holders of third-party interests, including private land, pastoral leases, petroleum tenure and other mining tenure which overlay areas within the Tenements in respect of any proposed exploration or mining activities on the Tenements. The Company is also required to obtain the consent of the relevant Minister in relation to activities on certain areas of the Tenements.

All Tenements (other than the Sandford Tenement) partially overlap either or both regional reserves and conservation parks and have been granted with conditions requiring a notice of entry (including the preparing and submitting of a program for environment protection and rehabilitation) to be provided to stakeholders (**Notice of Entry**) prior to conducting activities on these areas. The Company will provide a Notice of Entry to the relevant stakeholders as required (which the Company considers to be a low risk process). For further information, please refer to section 8.1(a) of the Solicitor's Report in Annexure C.

The Yumbarra Tenement and Coorabie Tenement fall within native vegetation agreement areas, which may restrict certain activities within the portion of the Tenements that fall within these areas. For further information, please refer to section 8.1(b) of the Solicitor's Report in Annexure C.

The Sandford Tenement overlaps private land. Prior to commencing exploration activities on private land, the consent of the land owners will need to be obtained or an access agreement must be entered into with the owner or occupier of the land. Compensation is payable for any loss or damage caused by the activities. For further information, please refer to section 8.2(a) of the Solicitor's Report in Annexure C.

The Coorabie Tenement is located on Yalata Aboriginal Freehold Land, which is held on trust pursuant to the *Aboriginal Lands Trust Act 2013* (SA). In order to access the Coorabie Tenement and undertake exploration, the Company will be required to obtain permission from the trust. For further information, please refer to section 8.1(c) of the Solicitor's Report in Annexure C.

Whilst the Company does not presently consider this to be a material risk to its planned exploration, there is a risk that any delays or costs 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.

Notwithstanding the above requirements and associated risks, the Company has sufficient access to the Projects in order to satisfy the commitments test under Listing Rule 1.3.2(b) for its proposed exploration program and budget. To the extent the

Company intends to undertake activities in other areas of the Tenements, it may require additional access agreements.

(h) **Native title risks**

In relation to the Tenements, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. Where native title rights do exist, the ability of the Company to gain access to the affected parts of a Tenement or to progress from exploration to development and mining operations may be adversely affected. This may result in the Company incurring additional expenses, being liable to pay compensation and/or may cause delays to the Company's activities.

All Tenements (other than the Sandford Tenement) lie wholly within the Far West Coast registered native title determination under which native title rights have been extinguished pursuant to an Indigenous land use agreement (**ILUA**). This lessens the native title risk to the Company in respect of those areas.

The Sandford Tenement minimally encroaches the Gunditjmara - Part A registered native title determination and three ILUAs in respect to this determination.

However, given the limited extent of the encroachments, the Company does not consider these encroachments to be a material risk to its planned operations.

The Company will closely monitor the potential effect of native title claims in respect of the Tenements. Please refer to the Solicitor's Report in Annexure C for additional information.

The existence of native title claims over the area covered by the Company's project, 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 1993* (Cth) (**Native Title Act**). The Company has no reason to believe that the Tenements were not granted validly.

However, if any Tenement was not validly granted in compliance with the Native Title Act, this may have an adverse impact on the Company's activities.

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.

For further information on native title and ILUAs affecting the Tenements, please refer to sections 6.10 and 6.11 of the Solicitor's Report in Annexure C.

(i) **Aboriginal Cultural Heritage Risk**

The Company is aware that there is one registered Aboriginal Heritage site on Fowler Tenement EL6604 and one registered Aboriginal Heritage site on the Coorabie Tenement.

Accordingly, there is a risk that the existence of such sites or any additional Aboriginal Heritage sites that may exist on the land the subject of the Tenements may preclude or limit mining activities in certain areas of the Tenements and may result in the Company incurring additional expenses in respect of its activities.

For further information, please refer to section 7.5 of the Solicitor's Report in Annexure C.

**(j) Environmental risk**

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or field development proceeds.

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 it is currently 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.

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) Licences, permits and approvals**

The Company holds all material authorisations required to undertake the exploration programs described in this Prospectus. However, many of the mineral rights and interests to be held by the Company are subject to the need for ongoing or new government approvals, licences and permits. These requirements, including work permits and environmental approvals, will change as the Company's operations develop. Delays in obtaining, or the inability to obtain, required authorisations may significantly impact on the Company's operations.

**(l) Reliance on key personnel**

The Company is reliant on a number of key personnel and consultants, including 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.

(m) **Conflicts of interest**

Certain Directors are also directors and officers of other companies engaged in mineral exploration and development and mineral property acquisitions. Accordingly, mineral exploration opportunities or prospects of which these Directors become aware may not necessarily be made available to the Company in the first instance. Although these Directors have been advised of their fiduciary duties to the situations that could arise in which their obligations to, or interests in, the Company, there exists actual and potential conflicts of interest among these persons.

### 3.3 **General Risks**

(a) **Economic risks**

General economic conditions, movements in interest and inflation rates, the prevailing global commodity prices and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

As with any exploration or mining project, the economics are sensitive to metal and commodity prices. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for minerals, technological advances, forward selling activities and other macro-economic factors. These prices may fluctuate to a level where the proposed mining operations are not profitable. Should the Company achieve success leading to mineral production, the revenue it will derive through the sale of commodities also exposes potential income of the Company to commodity price and exchange rate risks.

(b) **Market conditions**

The market price of the Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular.

Further, share market conditions may affect the value of the Company's quoted Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Force majeure**

The Company's Projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, subversive activities or sabotage, fires, floods, explosions or other catastrophes.

(d) **Government and legal risk**

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect the Projects. However, changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans or its rights and obligations in respect of its Projects. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(e) **Litigation risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, landholder claims, 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.

(f) **Insurance risks**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

(g) **Taxation**

The acquisition and disposal of Securities 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 Securities 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 under this Prospectus.



(h) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account by the Company. 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.

(i) **Climate change risks**

Climate change is a risk the Company has considered, particularly related to its operations in the mining industry. 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.

(j) **Infectious diseases**

As at the date of this Prospectus, the outbreak of the coronavirus disease (**COVID-19**) has affected the Company by limiting access to the Tenements and creating contractor shortages. Accordingly, the Company has adopted a COVID-plan which the Company believes will limit the impact of COVID-19 on the Company by requiring employees and contractors who visit the Company's office or sites to be vaccinated or have a medical exemption recorded on the Australian Immunisation Register.

COVID-19 is having a material effect on global economic markets. The global economic outlook is facing uncertainty due to the pandemic, which has had and may continue to have a significant impact on capital markets. The Company's Share price may be adversely affected by the economic uncertainty caused by COVID-19. Further measures to limit the transmission of the virus implemented by governments around the world (such as travel bans and quarantining) may adversely impact the Company's operations and may interrupt the Company carrying out its contractual obligations or cause disruptions to supply chains.

### 3.4 **Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company

and the value of the Shares offered under this Prospectus. Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

## 4. Financial Information

### 4.1 Introduction

#### (a) Financial Information

The financial information contained in this Section 4 includes historical financial information for Osmond for the period from 1 July 2021 to 31 October 2021 (**PE2021**). This Section 4 contains a summary of:

- (i) statutory historical financial Information, comprising the:
  - (A) the Company's statutory historical income statement for PE2021 (**Statutory Historical Income Statement**);
  - (B) the Company's statutory historical cash flow statement for PE2021 (**Statutory Historical Cash Flows**); and
  - (C) the Company's statutory historical statement of financial position as at 31 October 2021 (**Statutory Historical Statement of Financial Position**),(together, the **Statutory Historical Financial Information**); and
- (ii) pro forma historical financial information, comprising:
  - (A) the Company's pro forma historical statement of financial position as at 31 October 2021 (**Pro Forma Historical Statement of Financial Position**),

(together, the **Pro Forma Historical Financial Information**).

The Statutory Historical Financial Information and Pro Forma Historical Financial Information is together referred to as the "**Financial Information**".

Osmond has a 30 June financial year end.

In addition, Section 4 summarises:

- (i) the basis of preparation and presentation of the Financial Information (see Section 4.2);
- (ii) the pro forma adjustments to the Statutory Historical Financial Information (see Section 4.5);
- (iii) information regarding liquidity and capital resources (see Section 4.5(a));
- (iv) information regarding Osmond's contractual obligations, commitments and contingent liabilities (see Section 4.5(b)); and
- (v) a description of Osmond's critical accounting policies (see Section 4.6).

The information in Section 4 should also be read in conjunction with the risk factors set out in Section 3 and other information contained in this Prospectus.

All amounts disclosed in Section 4 and the Appendices are presented in Australian dollars and, unless otherwise noted, are rounded to the nearest dollar. Some numerical figures included in this Prospectus have been subject to rounding adjustments. Any differences between totals and sums of components in figures or tables contained in this Prospectus are due to rounding.

#### 4.2 **Basis of preparation and presentation of the Financial Information**

##### (a) **Overview and preparation and presentation of the Financial Information**

The Directors are responsible for the preparation and presentation of the Financial Information.

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the underlying historical financial performance, cash flows and financial position of the Company.

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 growth strategies 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.

The Statutory Historical Financial Information has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards (AAS) adopted by the Australian Accounting Standards Board (AASB), which are consistent with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board and the Company's accounting policies. The Company's significant accounting policies are described in Annexure B.

The Pro Forma Historical Financial Information has been prepared in accordance with the recognition and measurement principles of AAS other than it includes certain adjustments which have been prepared in a manner consistent with AAS, that reflect the impact of certain transactions as if they had occurred on 31 October 2021.

The Pro Forma Historical Financial Information is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its financial position upon Completion of the Public Offer or at a future date.

The Financial Information is presented in an abbreviated form and it does not include all of the presentation and disclosures, statements or comparative information required by AAS and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

##### **Independent Limited Assurance Report**

The Financial Information (as defined above) has been reviewed by RSM Corporate Australia Pty Limited in accordance with the Australian Standard on Assurance Engagements ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information as stated in its Independent Limited

Assurance Report set out in Annexure A. Investors should note the scope and limitations of the Independent Limited Assurance Report.

(b) **Preparation of the Financial Information**

The Financial Information has been presented on both a statutory and a pro forma basis.

The financial statements of the Company for PE2021 were audited by RSM Australia Partners (**RSM**) in accordance with Australian Auditing Standards. RSM has issued an unqualified audit opinion on these financial statements.

The Pro Forma Historical Financial Information has been prepared for the purpose of inclusion in this Prospectus. The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information of Company and adjusted for the effects of the pro forma adjustments.

Section 4.5 Table 4.3 sets out the pro forma adjustments to the Statutory Historical Statement of Financial Position, and a reconciliation of the Statutory Historical Statement of Financial Position to the Pro Forma Historical Statement of Financial Position. Pro forma adjustments were made to the Statutory Historical Statement of Financial Position to reflect the impact of the Public Offer as if they had occurred as at 31 October 2021.

In preparing the Financial Information, the Company's accounting policies have been consistently applied throughout the periods presented.

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

**Going Concern**

The Financial Information for PE2021 has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and discharge of liabilities in the normal course of business.

The Directors believe that there are reasonable grounds that the Company will be able to continue as a going concern as a result of the proceeds raised from the Public Offer.

#### 4.3 Statutory Historical Income Statement

Table 4.1 sets out Osmond's Statutory Historical Income Statement for PE2021.

**Table 4.1: Summary of Statutory Historical Income Statement**

Statutory Historical \$		
Period ended 31 October	Notes	PE2021
<b>Operating expenses</b>		
Employee entitlements		(25,500)
Company secretary		(5,000)
Legal expenses		(12,629)
Audit services		(1,000)
Other administration expenses		(666)
<b>Total operating expenses</b>	<b>1</b>	<b>(44,795)</b>
<b>Loss before income tax</b>		<b>(44,795)</b>
Finance costs		-
<b>Loss before income tax</b>		<b>(44,795)</b>
Income tax expense		-
<b>Loss after income tax</b>		<b>(44,795)</b>

**Notes:**

1. Osmond was incorporated on 15 April 2021 and since incorporation has incurred limited expenditure in relation to the establishment and administration of the company and consulting fees in relation to its initial exploration activities.

#### 4.4 Statutory Historical Cash Flows

Table 4.2 sets out Statutory Historical Cash Flows for PE2021.

**Table 4.2: Summary of Statutory Historical Cash Flows**

Statutory Historical \$	
Period ended 31 October	PE2021
<b>Cash flows from operating activities</b>	
Payments to suppliers and employees	(14,853)
<b>Net operating cash flow</b>	<b>(14,853)</b>
<b>Cash flows from financing activities</b>	
Proceeds from issue of convertible notes	620,000
<b>Net financing cash flow</b>	<b>620,000</b>
Net increase/(decrease) in cash held	605,147
Cash at beginning of financial period	763
<b>Cash at end of financial period</b>	<b>605,910</b>

## Statutory Historical Statements of Financial Position and Pro Forma Historical Statement of Financial Position

Table 4.3 sets out the Statutory Historical Statement of Financial Position of the Company and the pro forma adjustments that have been made to prepare the Pro Forma Historical Statement of Financial Position for the Company. These adjustments take into account the effect of the proceeds of the Public Offer and related transaction costs as if they had occurred as at 31 October 2021.

The Pro Forma Historical Statement of Financial Position is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its financial position upon completion of the Public Offer or at a future date. Further information on the sources and uses of funds of the Public Offer is contained in Section 1.3.

**Table 4.3: Statutory Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position as at 31 October 2021**

\$	Notes	Osmond Resources Statutory Historical Balance Sheet 31-October- 2021	Impact of the Offer	Pro Forma Historical Balance Sheet 31- October-2021
<b>Current assets</b>				
Cash and cash equivalents	1	605,910	4,283,000	4,888,910
Trade and other receivables		2,356	-	2,356
Other current assets		5,000	-	5,000
Other financial assets		60,000	-	60,000
<b>Total current assets</b>		<b>673,266</b>	<b>4,283,000</b>	<b>4,956,266</b>
<b>Total assets</b>		<b>673,266</b>	<b>4,283,000</b>	<b>4,956,266</b>
<b>Current liabilities</b>				
Trade and other payables		63,661	-	63,661
Borrowings	2	620,000	(620,000)	-
<b>Total current liabilities</b>		<b>683,661</b>	<b>(620,000)</b>	<b>63,661</b>
<b>Total liabilities</b>		<b>683,661</b>	<b>(620,000)</b>	<b>63,661</b>
<b>Net assets</b>		<b>(10,395)</b>	<b>4,903,000</b>	<b>4,892,605</b>
<b>Equity</b>				
Issued capital	2, 3, 5, 6	41,610	4,981,500	5,023,110
Reserves	5, 6	-	434,500	434,500
Retained earnings	4, 5	(52,005)	(513,000)	(565,005)
<b>Total equity</b>		<b>(10,395)</b>	<b>4,903,000</b>	<b>4,892,605</b>

### Notes:

1. Pro Forma Cash increases by circa \$4.3 million, as a result of the proceeds of the Public Offer of \$5.0 million less payment of estimated cash costs associated with the offer of circa \$717k.
2. Upon the Company receiving a Conditional Admission Letter from ASX on terms acceptable to the Company, Convertible Notes on issue will automatically convert to Shares, in accordance with the terms of the Convertible Note Offer, resulting in a reduction in borrowings and an increase in issued capital of \$620k.
3. Pro Forma Issued capital increases by circa \$4.6m, as a result of the proceeds of the Public Offer of \$5.0 million less the payment of cash costs directly attributable to the issue of new shares under the Public Offer of circa \$441k.
4. Pro Forma retained earnings decreases by circa \$276k, as a result of the payment of cash costs attributable to the listing of existing Shares on issue at Admission.

5. Post 31 October 2021, the Company has issued 3,000,000 Options (as set out in Section 7.2) with an exercise price of \$0.25 per option and an expiry date of 3 years from Admission. Issue of the Options results in an increase in reserves of \$237k and an associated decrease in retained earnings of \$237k.

The Options have been valued in accordance with AASB 2 – Share Based Payment utilising a Black-Scholes valuation model and assuming the following key assumptions:

- (a) Expected share volatility – 83%
  - (b) Expected dividend yield – 0%
  - (c) Risk Free Rate – 1.9%
6. Issue of the 2,500,000 Options under the Lead Manager Offer results in an increase in reserves of \$198k and an associated decrease in issued capital of \$198k. The Options under the Lead Manager Offer have been valued in accordance with AASB 2 – Share Based Payment consistent with the methodology and assumptions set out in note 5 above.

**(a) Liquidity and capital resources**

Following completion of the Public Offer, the Company will have on a pro forma basis cash of circa \$4.9 million as at 31 October 2021.

The Company expects that it will have sufficient cash to meet its short and medium term operational requirements and other business needs.

**(b) Contractual obligations, commitments and contingent liabilities**

The Company had no contractual obligations, commitments or contingent liabilities as at 31 October 2021.

#### **4.6 Critical Accounting Policies**

Preparing financial statements in accordance with AAS requires the Company's management to make judgements, estimates and assumptions about the application of accounting policies that affect the reported revenues and expenses, carrying values of assets and liabilities and the disclosure of contingent liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both the current and future periods. Judgements the Company has made in the application of AAS that have significant effects on the financial statements and estimates with a significant risk of material adjustments in the next financial year are disclosed, where applicable, in the relevant notes to the financial statements. The key areas in which critical estimates and judgements are applied are in respect of the impact of the Coronavirus (Covid-19 pandemic), share-based payment transactions, income tax and employee benefits provision, as described in the significant accounting policies outlined in Annexure B.



## 5. **Board, Management and Corporate Governance**

### 5.1 **Board of Directors**

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

- (a) Andrew Shearer - Executive Director and CEO;
- (b) Rhoderick Grivas - Non-Executive Chair; and
- (c) Daniel Eddington - Non-Executive Director.

### 5.2 **Directors' Profiles**

The names and details of the Directors in office at the date of this Prospectus are:

#### (a) **Andrew Shearer - Executive Director**

Mr Shearer was appointed as Executive Director on 15 September 2021.

Mr Shearer has over 25 years' experience in the finance and resource sectors, with an ability to combine both technical and financial experience in the assessment of investment opportunities.

He has an extensive network of contacts from both the mining and finance communities, providing opportunities to develop new projects and source market information. Most recently Andrew held the position of Senior Resources Analyst at PAC Partners, a well-respected and trusted analyst and corporate advisor of companies with extensive experience in reporting accurately and concisely on findings with an ability to tailor reports to the target audience. Industry experience has included senior management and technical roles with Mount Isa Mines, Glengarry Resources and the South Australian Government.

During the past three years, Mr Shearer has also served as a Director of the following listed companies:

- (i) Non-Executive Director of Andromeda Metals Limited (ASX:ADN) (commenced 27 October 2017 – present);
- (ii) Non-Executive Director of Investigator Resources Limited (ASX:IVR) (commenced 14 July 2020 – present), which is the parent company of Kimba (the Vendor of the Fowler Tenements pursuant to the Kimba Agreement as set out in Section 6.3);
- (iii) Non-Executive Director of Resolution Minerals Limited (ASX:RML) (formerly Northern Cobalt Ltd (ASX:N27) (commenced 6 March 2017 – present); and
- (iv) Non-Executive Director of Okapi Resources Limited (ASX:OKR) (commenced 20 July 2020 – 10 May 2021).

The Board does not consider Mr Shearer to be independent.

#### (b) **Rhoderick Grivas – Non-Executive Chair**

Mr Grivas was appointed as a Non-Executive Director on 15 September 2021.

Mr Grivas has over 30 years' experience in the resource sector, having held exploration and mining senior positions and overseen the discovery, development and mining of a number of resource deposits. Mr Grivas has over 20 years' experience as a director of ASX, TSX and AIM listed companies as Managing Director, Non-Executive and Chair. Mr Grivas has a Bachelor of Science degree from the University of Sydney.

Mr Grivas has a strong combination of equity market, M&A, commercial, strategic, and executive management capabilities. Mr Grivas is a member of the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors and is currently Non-Executive Chair of several ASX listed companies.

During the past three years, Mr. Grivas has also served as a Director of the following listed companies:

- (i) Non-Executive Chair of Golden Mile Resources Limited (ASX:G88) (commenced 30 March 2017 – present);
- (ii) Non-Executive Director of Lexington Gold Limited (AIM:LEX) (commenced November 2020 – present);
- (iii) Non-Executive Chair of Andromeda Metals Limited (ASX:ADN) (commenced 27 October 2017 – 20 January 2022);
- (iv) Non-Executive Chair of Aldoro Resources Limited (ASX:ARN) (commenced 20 November 2019 – 25 November 2020); and
- (v) Non-Executive Chair of Okapi Resource Limited (ASX:OKR) (Commenced 30 June 2020 – 10 May 2021).

The Board considers Mr Grivas to be independent.

(c) **Daniel Eddington – Non-Executive Director**

Mr Eddington was appointed as a Non-Executive Director on 15 April 2021.

Mr Eddington has over 20 years' experience in the financial markets with experience across multiple sectors including the resource, energy and industrial sectors. He specialises in equity capital markets and has been responsible for IPO's, placements, reverse takeovers, underwritings, corporate negotiations and corporate advisory for companies predominantly in the resource sector.

Mr Eddington has a Bachelor of Commerce Degree from The University of South Australia and a Graduate Diploma in Applied Finance & Investment from the Securities Institute of Australia. Mr Eddington is a Director of Sparc Technologies Limited.

During the past three years, Mr. Eddington has also served as a Director of the following listed companies:

- (i) Non-Executive Director of Jade Gas Holdings Limited (formerly High Grade Metals Limited) (ASX:JGH) (commenced 23 September 2021 – present); and
- (ii) Non-Executive Director of Sparc Technologies Limited (ASX:SPN) (commenced 12 November 2020 – present).

The Board considers Mr Eddington to be independent.

### 5.3 Senior Management

The Company does not currently have any other key senior management.

### 5.4 Interests of Directors

Except as disclosed in this Prospectus, no Director of the Company (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:

- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director of the Company 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.

Details in relation to the interests in and payments from the Company are as set out below.

### 5.5 Security holdings of Directors

The Directors and their related entities have the following Relevant Interests in Securities as at the date of this Prospectus:

Director	Shares <sup>1</sup>	% <sup>2</sup>	Options <sup>3</sup>	Convertible Notes
Andrew Shearer <sup>4</sup>	2,300,000	13.69	750,000	1
Rhoderick Grivas <sup>5</sup>	2,300,000	13.69	750,000	1
Daniel Eddington <sup>6</sup>	2,300,001	13.69	500,000	-

**Notes:**

1. Refer to Section 7.1 for a summary of the rights attaching to the Shares.
2. Based on 16,800,001 Shares being on issue at the date of this Prospectus.
3. Refer to Section 7.2 for a summary of the terms and conditions of the Options.
4. Mr Shearer has a Relevant Interest in 2,300,000 Shares registered in the name of Valas

Investments Pty Ltd (ACN 617 961 190) (**Valas**).

5. Mr Grivas has a Relevant Interest in 2,300,000 Shares registered in the name of Goodheart Pty Ltd (as trustee for the GBH Trust) (**Goodheart**).
6. Mr Eddington has a Relevant Interest in 2,300,001 Shares of which 1,150,001 are held in his personal capacity and 1,150,000 of which are registered in the name of Dacama Pty Ltd (**Dacama**).

Based on the intentions of the Directors at the date of this Prospectus in relation to the Public Offer and the issue of Shares on conversion of the Convertible Notes, the Directors and their related entities will have the following interests in Securities on Admission:

Director	Shares <sup>1</sup>	% of Shares <sup>2</sup>	Options <sup>3</sup>
Andrew Shearer <sup>4</sup>	2,425,000	4.89	750,000
Rhoderick Grivas <sup>5</sup>	2,466,667	4.98	750,000
Daniel Eddington	2,300,001	4.64	500,000

**Notes:**

1. Refer to Section 7.1 for a summary of the rights attaching to the Shares.
2. Based on 49,566,676 Shares being on issue at the date of Admission.
3. Refer to Section 7.2 for a summary of the terms and conditions of the Options.
4. In addition to the Securities held as at the date of this Prospectus, Mr Andrew Shearer will have a Relevant Interest in 125,000 Shares to be issued on conversion of the Convertible Notes to Valas (being an entity associated with Mr Andrew Shearer) (refer Section 6.6 for further details).
5. In addition to the Securities held as at the date of this Prospectus, Mr Rhoderick Grivas will have a Relevant Interest in 166,667 Shares to be issued on conversion of the Convertible Notes to Goodheart (being an entity associated with Mr Rhoderick Grivas) (refer Section 6.6 for further details).
6. Refer to Section 6.6 for a summary of the terms and conditions of the Convertible Notes.

## 5.6 Remuneration of Directors

The Constitution provides that the Company may remunerate the Directors. The remuneration shall, subject to any resolution of a general meeting, be fixed by the Directors. The maximum aggregate amount of fees that can be paid to non-executive Directors is currently set at \$200,000 per annum. The remuneration of the executive Directors will be determined by the Board.

The Directors have received the following remuneration since incorporation:

Director	Remuneration (\$)
Andrew Shearer	25,000 (inclusive of superannuation)
Rhoderick Grivas	30,000 (inclusive of superannuation)
Daniel Eddington	12,500 (inclusive of superannuation)

## 5.7 Related Party Transactions

The Company has entered into the following related party transactions on arms' length terms:

- (a) Convertible Note Deeds with each of Valas (being an entity associated with Director Mr Andrew Shearer) and Goodheart (being an entity associated with Director Mr Rhoderick Grivas) (refer Section 6.6 for details);
- (b) letters of appointment or employment agreements with each of its Directors on standard terms (refer Section 6.7 for details); and
- (c) deeds of indemnity, insurance and access with each of its Directors on standard terms (refer Section 6.8 for details).

At the date of this Prospectus, no other material transactions with related parties and Directors' interests exist that the Directors are aware of, other than those disclosed in the Prospectus.

## 5.8 ASX Corporate Governance Council Principles and Recommendations

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

To the extent applicable, the Company has adopted the 4<sup>th</sup> edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

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

The Company's main corporate governance policies and practices as at the date of this Prospectus are detailed below. The Company's full Corporate Governance Plan is available in a dedicated corporate governance information section of the Company's website at [www.osmondresources.com.au/#corporate-details](http://www.osmondresources.com.au/#corporate-details).

### (a) Board of Directors

The Board is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. Clearly articulating the division of

responsibilities between the Board and management will help manage expectations and avoid misunderstandings about their respective roles and accountabilities.

In general, the Board assumes (amongst others) the following responsibilities:

- (i) providing leadership and setting the strategic objectives of the Company;
- (ii) appointing and when necessary replacing the Executive Directors;
- (iii) approving the appointment and when necessary replacement, of other senior executives;
- (iv) undertaking appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director;
- (v) overseeing management's implementation of the Company's strategic objectives and its performance generally;
- (vi) approving operating budgets and major capital expenditure;
- (vii) overseeing the integrity of the Company's accounting and corporate reporting systems including the external audit;
- (viii) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (ix) ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate; and
- (x) monitoring the effectiveness of the Company's governance practices.

The Company is committed to ensuring that appropriate checks are undertaken before the appointment of a Director and has in place written agreements with each Director which detail the terms of their appointment.

**(b) Composition of the Board**

Election of Board members is substantially the province of the Shareholders in a general meeting. The Board currently consists of one Executive Director, one Non-Executive Chair and one Non-Executive Director, two of which the Company considers independent. As the Company's activities develop in size, nature and scope, the composition of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

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

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

(d) **Ethical standards**

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

(e) **Independent professional advice**

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

(f) **Remuneration arrangements**

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

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

Directors are also entitled to be paid reasonable travel and other expenses incurred by them in the course of the performance of their duties as Directors.

The Board reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

(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 (ie Directors and, if applicable, any employees reporting directly to the Executive Directors). The policy generally provides that the written acknowledgement of the Chair (or the Board in the case of the Chair) must be obtained prior to trading.

(h) **Diversity policy**

The Board values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the Company has set in place a diversity policy. This policy outlines the Company's diversity objectives in relation to gender, age, cultural background and ethnicity. It includes requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and the Company's progress in achieving them.

(i) **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.

(j) **External audit**

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

(k) **Social media policy**

The Board has adopted a social media policy to regulate the use of social media by people associated with the Company or its subsidiaries to preserve the Company's reputation and integrity. The policy outlines requirements for compliance with confidentiality, governance, legal, privacy and regulatory parameters when using social media to conduct Company business.

(l) **Whistleblower policy**

The Board has adopted a whistleblower protection policy to ensure concerns regarding unacceptable conduct including breaches of the Company's code of conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk.

(m) **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.

## 5.9 Departures from Recommendations

Following admission to the Official List, the Company will be required to report any departures from the Recommendations in its annual financial report.

The Company's departures from the Recommendations as at the date of this Prospectus are detailed in the table below.

Principles and Recommendations	Explanation for Departures
<b>Recommendation 2.1</b> The board of a listed entity should:	Due to the size of the Board, the Company does not have a separate nomination committee. The



Principles and Recommendations	Explanation for Departures
<p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) 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 meeting; or</li> </ul> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>roles and responsibilities of a nomination committee are currently undertaken by the Board.</p> <p>The duties of the full Board in its capacity as a nomination committee are set out in the Company's Remuneration and Nomination Committee Charter.</p> <p>When the Board meets as a remuneration and nomination committee it carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by a Remuneration and Nomination Committee are marked as separate agenda items at Board meetings when required.</p> <p>The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of a Nomination Committee.</p> <p>The Board as a whole reviews the size, structure and composition of the Board including competencies and diversity, in addition to reviewing Board succession plans and continuing development.</p>
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should have an audit committee.</p>	<p>As a consequence of the size and composition of the Board (comprising the Executive Director and Non-Executive Directors) the Board does not have a stand-alone audit committee.</p> <p>The Board as a whole has responsibilities typically assumed by an audit committee, including but not limited to:</p> <ul style="list-style-type: none"> <li>(a) verifying and safeguarding the integrity of the Company's stakeholder reporting;</li> <li>(b) reviewing and approving the audited annual and reviewed half-yearly financial reports;</li> <li>(c) reviewing the appointment of the external auditor, their independence and performance, the audit fee, any questions of their resignation or dismissal and assessing the scope and adequacy of the external audit; and</li> </ul>

Principles and Recommendations	Explanation for Departures
	<p>(d) a risk management function.</p> <p>That is, matters typically dealt with by an audit committee are dealt with by the full Board.</p> <p>Information on the Company's procedures for the selection and appointment of the external auditor and the rotation of external audit partners is set out in the Policy on Selection, Appointment and Rotation of External Auditors, which is available on the Company's website, <a href="http://www.osmondresources.com.au/#corporate-details">www.osmondresources.com.au/#corporate-details</a>.</p>
<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should have a committee or committees to oversee risk.</p>	<p>As a consequence of the size and composition of the Board (comprising the Executive Director and Non-Executive Directors) the Board does not have a stand-alone risk committee.</p> <p>The Board as a whole has responsibilities typically assumed by a risk committee, including but not limited to:</p> <ul style="list-style-type: none"> <li>(a) ensuring that an appropriate risk-management framework is in place and is operating properly; and</li> <li>(b) reviewing and monitoring legal and policy compliance systems and issues.</li> </ul> <p>That is, matters typically dealt with by a risk committee are dealt with by the full Board.</p>
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> <li>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	<p>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 is available on the "Corporate Governance" page of the Company's website, <a href="http://www.osmondresources.com.au/#corporate-details">www.osmondresources.com.au/#corporate-details</a>.</p> <p>During the reporting period, the Board relied on the Company's existing risk-management framework. The Board intends to review this framework during the current financial year so that the Board can satisfy itself that the Company's risk-management framework remains sound, and make any changes that may be required.</p>
<p><b>Recommendation 7.3</b></p> <p>Internal Audit Function</p>	<p>The Company will not have an internal audit function until the Company's operations are of a sufficient number and magnitude to be of benefit</p>

Principles and Recommendations	Explanation for Departures
	to the Company. In the meantime, senior management with the involvement and oversight of the full Board will carry out the duties that would be ordinarily assigned to that function.
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should have a remuneration committee.</p>	<p>As a consequence of the size and composition of the Board (comprising the Executive Director and Non-Executive Directors) the Board does not have a standalone remuneration committee.</p> <p>The Board as a whole has responsibilities typically assumed by a remuneration committee, including but not limited to:</p> <ul style="list-style-type: none"> <li>(a) reviewing the remuneration (including short- and long-term incentive schemes and equity-based remuneration, where applicable) and performance of Directors;</li> <li>(b) setting policies for senior executive remuneration, setting the terms and conditions of employment for senior executives, undertaking reviews of senior executive performance, including setting goals and reviewing progress in achieving those goals; and</li> <li>(c) reviewing the Company's senior executive and employee incentive schemes (including equity-based remuneration) (where applicable) and making recommendations to the Non-Executive Chair on any proposed changes.</li> </ul> <p>That is, matters typically dealt with by a remuneration committee are dealt with by the full Board.</p>

## 6. Material Contracts

The Directors consider that certain contracts entered into by the Company are material to the Company or are of such a nature that an investor may wish to have particulars of them when assessing whether to apply for Securities under the Offers. The provisions of such material contracts are summarised in this Section.

### 6.1 Yumbarra Agreement

The Company is party to an agreement with Fowler Resources Pty Ltd (ACN 141 512 290) (**Fowler**) dated 2 February 2022, pursuant to which the Company may acquire a 51% legal and beneficial interest in the Yumbarra Tenement, being EL6417 (**Sale Interest**) (**Proposed Acquisition**) and earn-in for an additional 29% interest (80% interest in aggregate) (**Yumbarra Agreement**).

Fowler is an unrelated party to the Company, however, nominees of Mr Bryn Jones and Mr Charles Nesbit (each being directors of Fowler) have subscribed for Convertible Notes which will convert into an aggregate of 208,334 and 41,667 Shares on the Company receiving a Conditional Admission Letter, respectively.

#### (a) Conditions Precedent

Completion of the Yumbarra Agreement is conditional upon the satisfaction or waiver of the following conditions precedent:

- (i) Osmond completing a seed capital raising of \$600,000 (or such other amount as determined by Osmond, acting reasonably) (**Yumbarra Seed Raising Condition**);
- (ii) notification by Osmond to Fowler that Osmond is satisfied with the outcome of its legal and technical due diligence on the Tenement and the Mining Information (**Yumbarra Due Diligence Condition**);
- (iii) the Company having obtained a Conditional Admission Letter from ASX on terms satisfactory to the Company and the Company having completed an IPO capital raising (**Yumbarra Listing Condition**); and
- (iv) Osmond having obtained all regulatory approvals (as required) in order to undertake the Proposed Acquisition, including in-principle approval of the terms of the transaction from ASX (if required) (**Yumbarra Regulatory Condition**).

As at the date of this Prospectus, the Yumbarra Seed Raising Condition and Yumbarra Due Diligence Condition have been satisfied, however, the Yumbarra Listing Condition and the Yumbarra Regulatory Condition have not been satisfied or waived.

If the Yumbarra Listing Condition and Yumbarra Regulatory Condition are not satisfied on or before the date that is 6 months after the execution date, either Fowler or the Company party may terminate the Yumbarra Agreement on written notice to the other party.

(b) **Acquisition of Sale Interest**

Osmond has previously issued Fowler 100,000 Shares by way of non-refundable deposit to acquire the Sale Interest and paid Fowler \$10,000 as reimbursement for exploration expenditure incurred by Fowler in respect of the Yumbarra Tenement. On completion of the Proposed Acquisition (**Completion**), the Company will be required to issue Fowler an additional 400,000 Shares (**Yumbarra Completion Shares**) to acquire the Sale Interest.

Completion is scheduled to occur prior to Admission.

(c) **Post Completion**

If the Minister withholds its consent to the transfer of the Sale Interest or such consent is not otherwise obtained (such that the Yumbarra Regulatory Condition is not satisfied), the parties have agreed that the Yumbarra Regulatory Condition will be waived to the extent of Ministerial consent and Completion will occur on the following alternative basis:

- (i) Fowler will hold the benefit of the Sale Interest on trust for the Company until such time as the Minister consents to the transfer of the Sale Interest;
- (ii) Fowler grants to Osmond an exclusive right and licence to undertake exploration activities on the Yumbarra Tenement; and
- (iii) Osmond must maintain the Yumbarra Tenement in good standing and not do, or omit to do, anything that may result in the forfeiture of the Yumbarra Tenement.

(d) **Voluntary Escrow**

Subject to any greater restriction period required by the ASX Listing Rules, the Yumbarra Completion Shares will be subject to voluntary escrow for a period of 3 months on and from the date of issue in respect of 50% of the Yumbarra Completion Shares (being 200,000 Yumbarra Completion Shares) and for a period of 9 months on and from the date of issue in respect of 50% of the Yumbarra Completion Shares.

(e) **Yumbarra Earn-In**

Following Completion, Osmond will be entitled to earn-in for an additional 29% interest in the Yumbarra Tenement (**Yumbarra Earn-in Interest**) by spending an additional \$1,000,000 on exploration expenditure on the Yumbarra Tenement over three years following Completion (**Yumbarra Earn-in**) (**Yumbarra Earn-in Period**). Subject to the Company having completed the Yumbarra Earn-in, the Company will be transferred the Yumbarra Earn-in Interest.

Osmond will be obligated to spend a minimum of \$375,000 of exploration expenditure on the Yumbarra Tenement during the Yumbarra Earn-in Period.

Osmond intends to complete the Yumbarra Earn-in Interest within the Yumbarra Earn-In Period.

(f) **Free Carry**

Subject to completion of the Yumbarra Earn-in (such that Osmond will have earned a total 80% interest in the Yumbarra Tenement), Osmond will be required to free carry Fowler's remaining 20% interest in the Yumbarra Tenement through to completion of a pre-feasibility study (**Yumbarra Pre-Feasibility Study**).

(g) **Yumbarra Joint Venture**

Upon the earlier of finalisation of the Yumbarra Pre-Feasibility Study, and either Osmond issuing a notice to Fowler ending the Yumbarra Earn-in Period or the Yumbarra Earn-in Period expiring, an unincorporated joint venture will be automatically formed between Osmond and Fowler with the initial participating interests of the parties being equal to their respective ownership percentage in the Yumbarra Tenement (**Yumbarra Joint Venture**).

The material terms of the Yumbarra Joint Venture will be as follows:

- (i) Osmond will be the first manager of the Yumbarra Joint Venture;
- (ii) a joint venture management committee will be established and decisions of the management committee will be made on a simple majority vote (subject to certain reserved decisions that require a unanimous vote);
- (iii) each of the parties will be entitled to take in kind and separately dispose of all products produced by the joint venture in proportion to their then-current joint venture interests;
- (iv) the costs of the Yumbarra Joint Venture will be borne in proportion to each participant's participating interest; and
- (v) each participant will have rights of first refusal in relation to each other participant's interest in the Yumbarra Joint Venture.

The Yumbarra Agreement otherwise contains terms considered standard for an agreement of this nature.

## 6.2 **Tallacootra and Coorabie Agreement**

The Company is party to an agreement with Fowler dated 2 August 2021, pursuant to which the Company may acquire up to an aggregate 80% legal and beneficial interest in the Tallacootra Tenement (EL6615) and the Coorabie Tenement (EL6692) by way of a two-stage earn-in and subsequent joint venture (**Tallacootra and Coorabie Agreement**).

As referred to in Section 6.1, Fowler is an unrelated party to the Company, however, nominees of Mr Bryn Jones and Mr Charles Nesbit (each being directors of Fowler) have subscribed for Convertible Notes which will convert into an aggregate of 208,334 and 41,667 Shares on the Company receiving a Conditional Admission Letter, respectively.

Osmond has previously issued Fowler 200,000 Shares (**TC Deposit Shares**) by way of non-refundable deposit to acquire its earn-in rights pursuant to the Tallacootra and Coorabie Agreement.

(a) **Conditions Precedent**

Commencement of the Tallacootra and Coorabie Agreement is conditional upon the satisfaction or waiver of the following conditions precedent:

- (i) Osmond completing a seed capital raising of \$600,000 (or such other amount as determined by Osmond, acting reasonably) (**TC Seed Raising Condition**);
- (ii) notification by Osmond to Fowler that Osmond is satisfied with the outcome of its legal and technical due diligence on EL6417, the Applications and the Mining Information (**TC Due Diligence Condition**);
- (iii) Osmond having received a letter from ASX granting conditional approval for the admission of Osmond to the Official List of the ASX on terms acceptable to the board of Osmond (acting reasonably) and Osmond having completed an IPO capital raising (**TC Listing Condition**);
- (iv) Osmond obtaining all regulatory approvals (as required) in order to undertake the transaction contemplated by the Tallacootra and Coorabie Agreement (**TC Regulatory Condition**); and
- (v) receipt of any third party consents or approvals, if applicable (**TC Third Party Condition**).

As at the date of this Prospectus, the TC Seed Raising Condition, the TC Due Diligence Condition, the TC Regulatory Condition and TC Third Party Condition have been satisfied, however, the TC Listing Condition has not been satisfied or waived.

If any condition precedent is not satisfied on or before the date that is 6 months after the execution date, either Fowler or the Company party may terminate the Tallacootra and Coorabie Agreement on written notice to the other party.

(b) **Stage 1 Earn-In**

Prior to Admission, Osmond will issue Fowler 400,000 Shares (**TC Stage 1 Shares**) to acquire the right to earn an initial 51% interest in the Tallacootra Tenement and the Coorabie Tenement by spending \$375,000 on exploration expenditure on the tenements within 3 years (**TC Stage 1 Period**) (**TC Stage 1 Earn-In**). Subject to the Company having completed the TC Stage 1 Earn-in, the Company will be transferred a 51% legal and beneficial interest in the Tallacootra Tenement and the Coorabie Tenement. If Osmond does not satisfy the TC Stage 1 Earn-in by the end of the TC Stage 1 Period, the Tallacootra and Coorabie Agreement will terminate at the end of the TC Stage 1 Period.

Osmond intends (subject to it not receiving adverse exploration results in respect of the Tallacootra Tenement and Coorabie Tenement) to complete the TC Stage 1 Earn-in within the TC Stage 1 Period.

(c) **Stage 2 Earn-In**

Upon completion of the TC Stage 1 Earn-In, Osmond may elect to earn in for an additional 29% interest (**TC Stage 2 Interest**) (80% in aggregate) by spending an additional \$1,000,000 on exploration expenditure on the Coorabie Tenement and the Tallacootra Tenement over the three years following completion of TC Stage 1 Earn-In

**(TC Stage 2 Period) (TC Stage 2 Earn-In).** Subject to the Company having completed the TC Stage 2 Earn-in, the Company will be transferred the TC Stage 2 Interest.

Osmond intends (subject to it not receiving adverse exploration results in respect of the Tallacootra Tenement and Coorabie Tenement) to complete the TC Stage 2 Earn-in within the TC Stage 2 Period.

(d) **Voluntary Escrow**

Subject to any greater restriction period required by the ASX Listing Rules, the TC Deposit Shares and TC Stage 1 Shares issued to Fowler pursuant to the Tallacootra and Coorabie Agreement will be subject to voluntary escrow for a period of 3 months on and from the date of issue in respect of 50% of the TC Deposit Shares (being 100,000 Shares) and TC Stage 1 Shares (being 200,000 Shares) and for a period of 9 months on and from the date of issue in respect of 50% of the TC Deposit Shares (being 100,000 Shares) and TC Stage 1 Shares (being 200,000 Shares).

(e) **Free Carry**

Subject to completion of the TC Stage 2 Earn-in (such that Osmond will have earned a total 80% interest in the Tallacootra Tenement and Coorabie Tenement), Osmond will be required to free carry Fowler's remaining 20% interest in the Tallacootra Tenement and Coorabie Tenement through to completion of a pre-feasibility study (**TC Pre-Feasibility Study**).

(f) **Tallacootra and Coorabie Joint Venture**

Upon the earlier of finalisation of the TC Pre-Feasibility Study, and either Osmond issuing a notice to Fowler electing not to proceed with the TC Stage 2 Earn-in or not earning the TC Stage 2 Interest, an unincorporated joint venture will be automatically formed between Osmond and Fowler with the initial participating interests of the parties being equal to their respective ownership percentage in the Tallacootra Tenement and Coorabie Tenement (**Tallacootra and Coorabie Joint Venture**).

The material terms of the Tallacootra and Coorabie Joint Venture will be as follows:

- (i) Fowler will be the first manager of the Tallacootra and Coorabie Joint Venture;
- (ii) a joint venture management committee will be established and decisions of the management committee will be made on a simple majority vote (subject to certain reserved decisions that require a unanimous vote);
- (iii) each of the parties will be entitled to take in kind and separately dispose of all products produced by the joint venture in proportion to their then-current joint venture interests;
- (iv) the costs of the Tallacootra and Coorabie Joint Venture will be borne in proportion to each participant's participating interest; and
- (v) each participant will have rights of first refusal in relation to each other participant's interest in the Tallacootra and Coorabie Joint Venture.

The Tallacootra and Coorabie Agreement otherwise contains terms considered



standard for an agreement of this nature.

### 6.3 Kimba Agreement

The Company is party to an agreement with Kimba Minerals Pty Ltd (ACN 163 071 298) (**Kimba**) dated 15 October 2021, pursuant to which the Company may acquire up to an aggregate 80% legal and beneficial interest in the Fowler Tenements (EL6603 and EL6604) way of a two-stage earn-in and subsequent joint venture (**Kimba Agreement**).

Kimba is a wholly-owned subsidiary of Investigator Resources Ltd (ASX:IVR) (**Investigator**), an ASX-listed entity which has appointed Mr Andrew Shearer (being Executive Director and CEO of the Company) as a Non-Executive Director. Mr Shearer is not a controller of Investigator or Kimba and, accordingly, neither Investigator or Kimba are related parties of the Company. However, in order to mitigate any conflict of interest Mr Shearer may be perceived to have as a result of his directorship of Investigator and the Company, Mr Shearer abstained from involvement in the negotiation of the Kimba Agreement, which took place on an arm's length commercial basis.

Osmond has previously issued Investigator (as the nominee of Kimba) 200,000 Shares (**Kimba Deposit Shares**) by way of non-refundable deposit to acquire its earn-in rights pursuant to the Kimba Agreement.

#### (a) Conditions Precedent

Commencement of the Kimba Agreement is conditional upon the satisfaction or waiver of the following conditions precedent:

- (i) notification by Osmond to Kimba that Osmond is satisfied with the outcome of its legal and technical due diligence on EL6603 and EL6604 and the Mining Information (**Kimba Due Diligence Condition**);
- (ii) Osmond having received a letter from ASX granting conditional approval for the admission of Osmond to the Official List on terms acceptable to the Directors (acting reasonably) and Osmond having completed an IPO capital raising (**Kimba Listing Condition**);
- (iii) Osmond obtaining all regulatory approvals (as required) in order to undertake the transaction contemplated by the Kimba Agreement (**Kimba Regulatory Condition**); and
- (iv) receipt of any third party consents or approvals, if applicable (**Kimba Third Party Condition**).

As at the date of this Prospectus, the Kimba Due Diligence Condition, Kimba Regulatory Condition and Kimba Third Party Condition have been satisfied, however, the TC Listing Condition have not been satisfied or waived.

If any condition precedent is not satisfied on or before the date that is 6 months after the execution date, either Kimba or the Company party may terminate the Kimba Agreement on written notice to the other party.

(b) **Stage 1 Earn-In**

On Admission, Osmond will issue Kimba (or its nominee) 900,000 Shares (**Kimba Stage 1 Shares**) to acquire the right to earn an initial 51% unincorporated joint venture interest by spending \$750,000 on exploration expenditure of the Tenements within 3 years (**Kimba Stage 1 Period**) (**Kimba Stage 1 Earn-In**). Subject to the Company having completed the Kimba Stage 1 Earn-in, the Company will be transferred a 51% legal and beneficial interest in the Fowler Tenements. If Osmond does not satisfy the Kimba Stage 1 Earn-in by the end of the Kimba Stage 1 Period, the Kimba Agreement will terminate at the end of the Kimba Stage 1 Period.

Osmond intends (subject to it not receiving adverse exploration results in respect of the Fowler Tenements) to complete the Kimba Stage 1 Earn-in within the Kimba Stage 1 Period.

(c) **Stage 2 Earn-In**

Upon completion of the Kimba Stage 1 Earn-In, Osmond may elect to earn in for an additional 29% interest (**Kimba Stage 2 Interest**) (80% in aggregate) by spending an additional \$2,000,000 on exploration expenditure on the Fowler Tenements over the three years following completion of Kimba Stage 1 Earn-In (**Kimba Stage 2 Period**) (**Kimba Stage 2 Earn-In**). Subject to the Company having completed the Kimba Stage 2 Earn-in, the Company will be transferred the Kimba Stage 2 Interest.

Osmond intends (subject to it not receiving adverse exploration results in respect of the Fowler Tenements) to complete the Kimba Stage 2 Earn-in within the Kimba Stage 2 Period.

(d) **Voluntary Escrow**

Subject to any greater restriction period required by the ASX Listing Rules, the Kimba Deposit Shares and Kimba Stage 1 Shares issued to Kimba pursuant to the Kimba Agreement will be subject to voluntary escrow for a period of 3 months on and from the date of issue in respect of 50% of the Kimba Deposit Shares (being 100,000 Shares) and Kimba Stage 1 Shares (being 450,000 Shares) and for a period of 9 months on and from the date of issue in respect of 50% of the Kimba Deposit Shares (being 100,000 Shares) and Kimba Stage 1 Shares (being 450,000 Shares).

(e) **Free Carry**

Subject to completion of the Kimba Stage 2 Earn-in (such that Osmond will have earned a total 80% interest in the Fowler Tenements), Osmond will be required to free carry Kimba's remaining 20% interest in the Fowler Tenements through to completion of a pre-feasibility study (**Kimba Pre-Feasibility Study**).

(f) **Kimba Joint Venture**

Upon the earlier of finalisation of the Kimba Pre-Feasibility Study, and either Osmond issuing a notice to Kimba electing not to proceed with the Kimba Stage 2 Earn-in or not earning the Kimba Stage 2 Interest, an unincorporated joint venture will be automatically formed between Osmond and Kimba with the initial participating interests of the parties being equal to their respective ownership percentage in the Fowler Tenements (**Kimba Joint Venture**).

The material terms of the Kimba Joint Venture will be as follows:

- (i) Kimba will be the first manager of the Kimba Joint Venture;
- (ii) a joint venture management committee will be established and decisions of the management committee will be made on a simple majority vote (subject to certain reserved decisions that require a unanimous vote);
- (iii) each of the parties will be entitled to take in kind and separately dispose of all products produced by the joint venture in proportion to their then-current joint venture interests;
- (iv) the costs of the Kimba Joint Venture will be borne in proportion to each participant's participating interest; and
- (v) each participant will have rights of first refusal in relation to each other participant's interest in the Kimba Joint Venture.

The Kimba Agreement otherwise contains terms considered standard for an agreement of this nature.

#### 6.4 **Sandford Agreement**

The Company is party to an agreement with Providence Gold Minerals Pty Ltd (ACN 004 881 789) (**Providence**) (being an unrelated party to the Company) dated 29 October 2021, pursuant to which the Company has the option (**Sandford Option**) to acquire a 51% legal and beneficial interest in the Sandford Tenement (EL6958) (**Option Interest**) and earn-in for an additional 29% interest (80% interest in aggregate) (**Sandford Agreement**).

Osmond has previously issued Providence 200,000 Shares (**Sandford Deposit Shares**) by way of non-refundable deposit to acquire the Option and paid Providence \$20,000 as reimbursement for exploration expenditure incurred by Providence in respect of the Sandford Tenement.

##### (a) **Conditions Precedent**

Commencement of the Sandford Agreement is conditional upon the satisfaction or waiver of the following conditions precedent:

- (i) notification by Osmond to Providence that Osmond is satisfied with the outcome of its legal and technical due diligence on EL6958 and the Mining Information (**Sandford Due Diligence Condition**);
- (ii) Osmond having received a letter from ASX granting conditional approval for the admission of Osmond to the Official List of the ASX on terms acceptable to the board of Osmond (acting reasonably) and Osmond having completed an IPO capital raising (**Sandford Listing Condition**); and
- (iii) Osmond obtaining all regulatory approvals (as required) in order to undertake the transaction contemplated by the Sandford Agreement, including in-principle approval of the terms of the transaction from ASX (if required) (**Sandford Regulatory Condition**).

As at the date of this Prospectus, the Sandford Due Diligence Condition has been satisfied, however, the Sandford Listing Condition and the Sandford Regulatory

Condition have not been satisfied or waived.

If the Sanford Listing Condition and Sanford Regulatory Condition are not satisfied on or before the date that is 6 months after the execution date, either Providence or the Company party may terminate the Sanford Agreement on written notice to the other party.

(b) **Sanford Option**

Osmond may exercise the Sanford Option by:

- (i) providing notice to Providence exercising the Sanford Option, which the Company confirms it intends to exercise upon having received a Conditional Admission Letter; and
- (ii) issuing Providence 900,000 Shares (**Sanford Completion Shares**) on completion of the Sanford Option.

Completion of the Sanford Option is scheduled to occur prior to Admission.

(c) **Post Completion**

If the Minister withholds its consent to the transfer of the Option Interest or such consent is not otherwise obtained (such that the Sanford Regulatory Condition is not satisfied), the parties have agreed that the Sanford Regulatory Condition will be waived to the extent of Ministerial consent and Completion will occur on the following alternative basis:

- (i) Providence will hold the benefit of the Option Interest on trust for the Company until such time as the Minister consents to the transfer of the Option Interest;
- (ii) Providence grants to Osmond an exclusive right and licence to undertake exploration activities on the Sanford Tenement; and
- (iii) Osmond must maintain the Sanford Tenement in good standing and not do, or omit to do, anything that may result in the forfeiture of the Sanford Tenement.

(d) **Voluntary Escrow**

Subject to any greater restriction period required by the ASX Listing Rules, the Shares issued to Providence pursuant to the Sanford Agreement will be subject to voluntary escrow for a period of 6 months on and from the date of issue in respect of 50% of the Sanford Deposit Shares (being 100,000 Shares) and the Sanford Completion Shares (being 450,000 Shares), and for a period of 12 months on and from the date of issue in respect of 50% of the Sanford Deposit Shares (being 100,000 Shares) and the Sanford Completion Shares (being 450,000 Shares).

(e) **Minimum Expenditure Commitments**

In order to retain ownership of the Option Interest, Osmond will be obligated to incur:

- (i) a minimum of \$200,000 exploration expenditure on the Sanford Tenement by the first anniversary of the execution date (**Sanford Minimum Commitment 1 Period**) (**Sanford Minimum Commitment 1**); and

- (ii) in addition, a minimum of a further \$1,000,000 of exploration expenditure on the Sandford Tenement during the 3 year period commencing on the date that Sandford Option is exercised (**Sandford Minimum Commitment 2 Period**) (**Sandford Minimum Commitment 2**),

failing which, Osmond agrees to transfer the Option Interest back to Providence for the nominal consideration of \$1.00 on an as-is where-is basis (provided that Osmond will remain liable for any rehabilitation costs that have arisen as a direct result of its exploration on the Sandford Tenement).

In addition, in the event that Osmond fails to satisfy Sandford Minimum Commitment 1, Osmond must withdraw from the Sandford Agreement and pay any unspent balance to Providence in cash.

Osmond intends to complete the Sandford Minimum Commitment 1 within the Sandford Minimum Commitment 1 Period and the Sandford Minimum Commitment 2 within the Sandford Minimum Commitment 2 Period.

(f) **Sandford Earn-In**

Subject to Osmond having satisfied the Sandford Minimum Commitment 1 and Sandford Minimum Commitment 2, Osmond will be entitled to earn-in for an additional 29% interest in the Sandford Tenement by spending an additional \$2,500,000 on exploration expenditure on the Sandford Tenement over the three years following the end of the Minimum Commitment Period (**Sandford Earn-in Period**) (**Sandford Earn-in**). Subject to the Company having completed the Sandford Earn-in, the Company will be transferred an additional 29% legal and beneficial interest in the Sandford Tenement.

If Osmond does not complete the Sandford Earn-in during the Sandford Earn-in Period, Osmond will be required to transfer its interest in the Sandford Tenement back to Providence in return for a 1% gross revenue royalty.

Subject to Osmond having completed the Sandford Earn-in, it must replace 100% of the bonds or security lodged by Providence in respect of the Tenement (or pay Providence an equivalent amount) which is estimated to be no more than \$10,000.

Osmond intends (subject to it not receiving adverse exploration results in respect of the Sandford Tenement) to complete the Sandford Earn-in within the Sandford Earn-in Period.

(g) **Free Carry**

Subject to completion of the Sandford Earn-in (such that Osmond will have earned a total 80% interest in the Sandford Tenement), Osmond will be required to free carry Providence's remaining 20% interest in the Sandford Tenement through to completion of a pre-feasibility study (**Sandford Pre-Feasibility Study**).

(h) **Sandford Joint Venture**

Upon the finalisation of the Sandford Pre-Feasibility Study, an unincorporated joint venture will be automatically formed between Osmond and Providence with the initial participating interests of the parties being equal to their respective ownership percentage in the Sandford Tenement (**Sandford Joint Venture**).

The material terms of the Sandford Joint Venture will be as follows:

- (i) Osmond will be the first manager of the Sandford Joint Venture;
- (ii) a joint venture management committee will be established and decisions of the management committee will be made on a simple majority vote (subject to certain reserved decisions that require a unanimous vote);
- (iii) each of the parties will be entitled to take in kind and separately dispose of all products produced by the joint venture in proportion to their then-current joint venture interests;
- (iv) the costs of the Sandford Joint Venture will be borne in proportion to each participant's participating interest; and
- (v) each participant will have rights of first refusal in relation to each other participant's interest in the Sandford Joint Venture.

The Sandford Agreement otherwise contains terms considered standard for an agreement of this nature.

## 6.5 **Lead Manager Mandate**

The Company entered into a mandate agreement appointing Canaccord (**Lead Manager**) to act as lead manager and broker in connection with the Public Offer pursuant to a mandate letter dated 10 February 2022 (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Lead Manager will provide services and assistance customarily provided in connection with marketing and execution of an initial public offer.

Pursuant to the Lead Manager Mandate, the Company will pay the Lead Manager a capital raising fee of 6% of the funds raised pursuant to the Public Offer (plus GST), subject to the successful completion of the Public Offer and issue 2,500,000 unquoted Options exercisable at \$0.25 per Option and expiring 3 years from the issue date to the Lead Manager (or its nominees) (see Section 7.2 for the terms of the Options). It is expected that Canaccord (or its nominees) will subscribe for up to 1,500,000 Lead Manager Options and that 1,000,000 Lead Manager Options will be issued to other brokers assisting with the Public Offer.

Please see Section 1.5(b) for further information regarding the Lead Manager's interests in Securities.

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

## 6.6 **Convertible Note Deeds**

The Company is party to 29 convertible note deeds with Noteholders dated between 25 August 2021 and 13 September 2021 (**Convertible Note Deeds**), which were entered into in connection with the Company's seed capital raising of \$620,000 (before costs) via the issue of convertible notes (**Convertible Notes**). The Convertible Notes are convertible into Shares in the Company upon the Company receiving a Conditional Admission Letter from ASX on terms acceptable to the Company at a conversion price of \$0.12 into 5,166,675 Shares.

The Noteholders are comprised of various sophisticated and professional investors and include each of Valas (being an entity associated with Director Mr Andrew Shearer) and

Goodheart (being an entity associated with Director Mr Rhoderick Grivas). The Relevant Interests of each of the Directors in Shares following conversion of the Convertible Notes is set out in Section 5.5.

No interest is payable pursuant to the Convertible Note Deeds.

The Convertible Note Deeds are otherwise on terms considered to be standard for agreements of this nature.

## **6.7 Letters of Appointment and Employment Agreements**

### **(a) Executive Director Employment Agreement – Andrew Shearer**

The Company has entered into an employment agreement with Andrew Shearer dated 1 September 2021 pursuant to which the Company has agreed to pay Mr Shearer \$150,000 per annum (plus statutory superannuation) for services provided by Mr Shearer to the Company as Executive Director.

The Company has issued Mr Shearer 750,000 Options on the terms set out in Section 7.2.

The Board may, in its absolute discretion invite Mr Shearer to participate in bonus and/or other incentive schemes in the Company that it may implement from time to time, subject to compliance with the Corporations Act and Listing Rules.

The agreement is for an indefinite term, continuing until terminated by either the Company or Mr Shearer's giving not less than three months' written notice of termination to the other party (or shorter period in limited circumstances).

In addition, Mr Shearer's employment agreement contains additional provisions considered standard for agreements of this nature.

### **(b) Non-Executive Director Letter of Appointment – Rhoderick Grivas**

The Company has entered into a non-executive Chair letter of appointment with Rhoderick Grivas dated 1 September 2021, pursuant to which the Company has agreed to pay Mr Grivas \$72,000 (including statutory superannuation) per annum for services provided to the Company as Non-Executive Chair.

The Company has issued Mr Grivas 750,000 Options on the terms set out in Section 7.2.

The Board may, in its absolute discretion invite Mr Grivas to participate in bonus and/or other incentive schemes in the Company that it may implement from time to time, subject to compliance with the Corporations Act and Listing Rules.

Mr Grivas' letter of appointment contains additional provisions considered standard for agreements of this nature.

### **(c) Non-Executive Director Letter of Appointment – Daniel Eddington**

Daniel Eddington was appointed as a Director upon incorporation of the Company on 15 April 2021. The Company has entered into a non-executive director letter of appointment with Daniel Eddington dated 1 September 2021 pursuant to which the

Company has agreed to pay Mr Eddington \$60,000 per annum (including statutory superannuation) for services provided to the Company as Non-Executive Director.

The Company has issued Mr Eddington 500,000 Options on the terms set out in Section 7.2.

The Board may, in its absolute discretion invite Mr Eddington to participate in bonus and/or other incentive schemes in the Company that it may implement from time to time, subject to compliance with the Corporations Act and Listing Rules.

Mr Eddington's letter of appointment contain additional provisions considered standard for agreements of this nature.

## **6.8 Deeds of indemnity, insurance and access**

The Company is party to a deed of indemnity, insurance and access with each of the Directors and the Company Secretary. Under these deeds, the Company indemnifies each Director and the Company Secretary to the extent permitted by law against any liability arising as a result of the Director or Company Secretary (as applicable) acting as an officer of the Company. The Company is also required to maintain insurance policies for the benefit of the Directors and Company Secretary and must allow the Directors and Company Secretary to inspect board papers in certain circumstances. The deeds are considered standard for documents of this nature.



## 7. Additional information

### 7.1 Rights attaching to Shares

A summary of the rights attaching to the Shares is detailed below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to the Shares in any specific circumstances, the Shareholder should seek legal advice.

- (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):** Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend.

- (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 or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien.

- (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 in respect of Restricted Securities.

## 7.2 Terms and conditions of Options

The following terms and conditions apply to each of the Options:

- (a) **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Issue Price):** The Options were issued for nil consideration.
- (c) **(Exercise Price):** The Options have the following exercise prices:

Security holders	Number of Options	Exercise Price	Expiry Date
Andrew Shearer	750,000	\$0.25	Three (3) years from Admission
Rhoderick Grivas	750,000	\$0.25	Three (3) years from Admission
Daniel Eddington	500,000	\$0.25	Three (3) years from Admission
Adrien Wing	500,000	\$0.25	Three (3) years from Admission
Lead Manager	2,500,000	\$0.25	Three (3) years from Admission
Advisor	500,000	\$0.25	Three (3) years from Admission

- (d) **(Expiry Date):** Each Option will expire at 5:00pm (Australian Eastern Standard Time) on the corresponding expiry date set out above **(Expiry Date)**. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

- (f) **(Quotation of the Options):** The Options will be unquoted.
- (g) **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company.
- (h) **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate **(Notice of Exercise)** and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds **(Exercise Date)**.

- (i) **(Timing of issue of Shares and quotation of Shares on exercise):** As soon as practicable after the valid exercise of an Option the Company will:
  - (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - (ii) issue a substitute certificate for any remaining unexercised Options held by the holder;
  - (iii) if required, 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 the Options will upon issue rank equally in all respects with the then issued Shares.

- (j) **(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 the issue a prospectus pursuant to section 708A(11) of the Corporations Act.
- (k) **(Dividend and voting rights):** The Options do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.
- (l) **(Quotation of the Options):** The Company will not apply for quotation of the Options on any securities exchange.
- (m) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
- (n) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

- (o) **(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) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (p) **(Adjustment for entitlements issue):** If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 7.2(o) will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

### 7.3 **Summary of the Company's Employee Securities Incentive Plan**

The Osmond Resources Limited Employee Securities Incentive Plan (**Plan**) was adopted by the Board 15 February 2022 and will take effect from Admission. The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below. It is intended that both the Executive and Non-Executive Directors will participate in the Plan. As at the date of this Prospectus no Directors currently participate in the Plan. However, Directors (including future Executive Directors or Non-Executive Directors) may participate in the Plan in the future.

- (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)**
  - (i) The Company must not make an offer of Securities under the Plan where the total number of Plan Shares (as defined in paragraph 7.3(m) below) that may be issued, or acquired upon exercise of Plan Convertible Securities offered, when aggregated with the number of Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period would exceed 5% of the total number of Shares on issue at the date of the offer.
  - (ii) The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 is 5,000,000 (**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):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

- (f) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**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 Securities):** If the invitation provides that any Plan Shares or Convertible Securities 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 or Convertible Security 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.

Notwithstanding any other provision of the Plan, where a Plan Share or Convertible Security is issued in reliance on the Company satisfying the start-up company requirements in section 83A-33 of the *Income Tax Assessment Act 1997* (Cth) (**Tax Act**), a legal or a beneficial interest in the Convertible Security may not be disposed of until the earlier of:

- (iii) the Eligible Participant to whom the Convertible Securities were offered under an invitation becoming neither an employee nor a director of the Company;
- (iv) three (3) years after the acquisition date of the Convertible Security;
- (v) a disposal under an arrangement which meets the requirements in section 83A-130 of the Tax Act;
- (vi) such time as the Commissioner of Taxation allows in accordance with section 83A-45(5) of the Tax Act; and
- (vii) the Board determines that the Commissioner of Taxation is reasonably likely to allow a disposal of the Convertible Security under section 83A-45(5) of the Tax Act.

- (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.

#### 7.4 Effect of the Offer on control and substantial Shareholders

Those Shareholders (and their associates) holding an interest in 5% or more of the Shares on issue as at the date of this Prospectus are as follows (rounded to 2 decimal places):

Name	Number of Shares	% of Shares <sup>1</sup>
Adrien Wing (and associated entities) <sup>2</sup>	2,300,000	13.69
Scor Go Luath Limited	2,300,000	13.69
Seamist Enterprises Pty Ltd	2,300,000	13.69
Rhoderick Grivas (and associated entities) <sup>3</sup>	2,300,000	13.69
Julia Ann Hall	2,300,000	13.69



Name	Number of Shares	% of Shares <sup>1</sup>
Andrew Shearer (and associated entities) <sup>4</sup>	2,300,000	13.69
Daniel Eddington (and associated entities) <sup>5</sup>	2,300,001	13.69

**Notes:**

1. Based on 16,800,001 Shares being on issue at the date of this Prospectus.
2. Mr Adrien Wing has a Relevant Interest in 2,300,000 Shares registered in the name of Ferndale.
3. Mr Rhoderick Grivas (being a Director) has a Relevant Interest in 2,300,000 Shares registered in the name of Goodheart.
4. Mr Andrew Shearer (being a Director) has a Relevant Interest in 2,300,000 Shares registered in the name of Valas.
5. Mr Daniel Eddington (being a Director) has a Relevant Interest in:
  - (a) 1,150,000 Shares registered in the name of Dacama; and
  - (b) 1,150,001 Shares held directly.
6. Refer to Section 5.5 for further information on Mr Eddington's Security holding.

Based on the information known as at the date of this Prospectus on Admission the following persons will have an interest in 5% or more of the Shares on issue (rounded to 2 decimal places):

Name	Number of Shares	% of Shares <sup>1</sup>
Adrien Wing (and associated entities) <sup>2</sup>	2,758,334	5.56

**Notes:**

1. Based on 49,566,676 Shares being on issue at the date of Admission.
2. Mr Wing will have a Relevant Interest in the following Securities:
  - (a) 2,300,000 Shares registered in the name of Ferndale; and
  - (b) 458,334 Shares registered in the name of Wing Investment Holdings Pty Ltd.

## 7.5 Interests of Promoters, 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**

Automic Pty Ltd (**Automic**) 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 for these services on standard industry terms and conditions.

(c) **Auditor**

RSM Australia Partners (**RSM**) has acted as auditor to the Company. The Company estimates it will pay RSM a total of \$15,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, RSM has not provided any other services to the Company.

(d) **Solicitors**

HWL Ebsworth Lawyers (**HWLE**) has acted as the solicitors to the Company in relation to the Offers and has prepared the Solicitor's Report set out in Annexure C. The Company estimates it will pay HWLE \$75,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates.

During the 24 months preceding lodgement of this Prospectus with ASIC, HWLE has not provided services to the Company.

(e) **Independent Geologist**

Xenith Mining Consultants (**Xenith**) has acted as the Independent Geologist to the Offers and has prepared the Independent Geologist's Report which is included in Annexure D. The Company estimates it will pay Xenith a total of \$60,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Xenith has not provided any other services to the Company.

(f) **Lead Manager**

Canaccord has acted as the Lead Manager to the Public Offer. Details of the payments to be made to the Lead Manager are set out in Section 6.5. During the 24 months preceding lodgement of this Prospectus with ASIC, the Lead Manager has not provided any other services to the Company.

(g) **Investigating Accountant**

RSM Corporate Australia Pty Ltd (**RSM Corporate**) has acted as Investigating Accountant of the Company and has prepared the Independent Limited Assurance Report which is included in Annexure A.

The Company estimates it will pay RSM Corporate a total of \$7,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, RSM has not provided any other services to the Company.

## 7.6 Consents

- (a) 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) 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 of the Company in the form and context in which it is named.

- (c) **Auditor**

RSM 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 auditor of the Company in the form and context in which it is named and to the inclusion of the audited financial information in the form and context in which it is included.

- (d) **Solicitors**

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

- (e) **Independent Geologist**

Xenith 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 Independent Geologist to the Company in the form and context in which it is named and to the inclusion of the Independent Geologist Report set out in Annexure D in the form and context in which it is included.

(f) **Lead Manager**

Canaccord 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 Lead Manager to the Public Offer in the form and context in which it is named.

(g) **Investigating Accountant**

RSM 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 to the inclusion of the Independent Limited Assurance Report set out in Annexure A in the form and context in which it is included.

## 7.7 **Expenses of the Offers**

The total approximate expenses of the Offers payable by the Company are:

	\$
ASX Quotation and ASIC Lodgement Fee	89,500
Share Registry Fees	3,000
Legal Fees	75,000
Investigating Accountant & Auditor Fees	22,000
Lead Manager fees <sup>1</sup>	330,000
Independent Geologist fees	60,000
Printing, Postage and Administration Fees	137,500
<b>Total</b>	<b>717,000</b>

**Notes:**

1. Refer to Section 6.5 for a summary of the Lead Manager Mandate.

## 7.8 **Continuous Disclosure Obligations**

Following Admission, the Company will be a 'disclosing entity' (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Shares (unless a relevant exception to disclosure applies). Price sensitive information will be publicly released through ASX before it is otherwise disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants will also be managed through

disclosure to ASX. In addition, the Company will post this information on its website after ASX confirms that an announcement has been made, with the aim of making the information readily accessible to the widest audience.

## **7.9 Litigation**

So far as the Directors are aware, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company (or any other member of the Group) is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company or the Group.

## **7.10 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 Shares 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 Application Form. If you have not, please email 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 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.

## **7.11 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 7.6.

## **7.12 Statement of Directors**

The Directors report that after due enquiries by them, in their opinion, since the date of the financial statements in the Independent Limited Assurance Report in Annexure A, 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.

## 8. **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 has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company by:



**Rhoderick Grivas**  
**Non-Executive Chair**  
Dated: 16 February 2022

## 9. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

<b>\$ or A\$</b>	means Australian dollars.
<b>Admission</b>	means admission of the Company to the Official List, following completion of the Offers.
<b>Advisor</b>	means IRX Advisors Pty Ltd (ACN 630 508 566).
<b>AEDT</b>	means Australian Eastern Daylight Time.
<b>Applicant</b>	means a person who submits an Application Form.
<b>Application</b>	means a valid application for Securities pursuant to this Prospectus.
<b>Application Form</b>	means an application form attached to this Prospectus.
<b>Application Monies</b>	means application monies for Shares under the Public Offer received and banked by the Company.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or, where the context requires, the financial market operated by it.
<b>ASX Settlement</b>	means ASX Settlement Pty Limited (ACN 008 504 532).
<b>ASX Settlement Rules</b>	means ASX Settlement Operating Rules of ASX Settlement.
<b>Board</b>	means the board of Directors of the Company as at the date of this Prospectus.
<b>Canaccord or Lead Manager</b>	means Canaccord Genuity Financial Limited (ACN 008 896 311).
<b>CHESS</b>	means the Clearing House Electronic Subregister System operated by ASX Settlement.
<b>Closing Date</b>	means the date specified as the closing date for the Offers in the Indicative Timetable.
<b>Company or Osmond</b>	means Osmond Resources Limited (ACN 649 477 734).
<b>Conditional Admission Letter</b>	means a letter from ASX indicating that the Company's Shares will be admitted to official quotation on ASX subject to the satisfaction of certain conditions.
<b>Constitution</b>	means the constitution of the Company.

<b>Convertible Note Offer</b>	means the offer to the Noteholders of up to a total of 5,166,675 Shares to be issued on conversion of the Convertible Notes pursuant to the terms and conditions of the Convertible Note Deeds.
<b>Convertible Note Deeds</b>	means the deeds entered by the Company and each Noteholder for the issue of Convertible Notes on the terms and conditions summarised in Section 6.6.
<b>Convertible Notes</b>	means the 29 convertible notes to convert under the Convertible Note Offer pursuant to the terms of the Convertible Note Deeds.
<b>Coorabie Shear Zone Project</b>	means the project comprising the Coorabie Tenement located on the eastern margin of the Fowler Domain in the far west of South Australia.
<b>Coorabie Tenement</b>	means EL6692.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth), as amended from time to time.
<b>Dacama</b>	means Dacama Pty Ltd (ACN 008 924 472) (being an entity associated with Director Mr Daniel Eddington).
<b>Department</b>	means, as the context requires: <ul style="list-style-type: none"> <li>(a) the South Australian government department that administers the <i>Mining Act 1971</i> (SA); or</li> <li>(b) the Victorian government department that administers the <i>Mineral Resources (Sustainable Development) Act 1990</i> (Victoria).</li> </ul>
<b>Directors</b>	means the directors of the Company.
<b>Electronic Prospectus</b>	means the electronic copy of this Prospectus located at the Company's website <a href="http://www.osmondresources.com.au">www.osmondresources.com.au</a> .
<b>Eligible Participant</b>	has the meaning given in Section 7.3(a).
<b>Executive Directors</b>	means executive directors of the Company (from time to time).
<b>Exposure Period</b>	means the period of seven days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than seven days pursuant to section 727(3) of the Corporations Act.
<b>Ferndale</b>	means Ferndale Securities Pty Ltd (ACN 606 801 585) (being an entity associated with Mr Adrien Wing).
<b>Fowler</b>	means Fowler Resources Pty Ltd (ACN 141 512 290).
<b>Fowler Project</b>	means the project comprising the Fowler Tenements located on the eastern margin of the Fowler Domain in the far west of South Australia.



<b>Fowler Tenements</b>	means EL6603 and EL6604.
<b>Goodheart</b>	means Goodheart Pty Ltd (ACN 064 751 060) (As trustee for the GBH Trust) (being an entity associated with Director Mr Rhoderick Grivas).
<b>GST</b>	means Goods and Services Tax.
<b>Indicative Timetable</b>	means the indicative timetable for the Offer on page ix of this Prospectus.
<b>Independent Geologist or Xenith</b>	means Xenith Consulting Pty Ltd (ACN 112 994 715).
<b>Independent Geologist Report</b>	means the report contained in Annexure D.
<b>Independent Limited Assurance Report</b>	means the report contained in Annexure A.
<b>Investigator</b>	means Investigator Resources Ltd (ACN 115 338 979).
<b>Issue Date</b>	means the date, as determined by the Directors, on which the Securities offered under this Prospectus are allotted, which is anticipated to be the date identified in the Indicative Timetable.
<b>JORC Code</b>	means the 2012 Edition of the Joint Ore Reserves Committee Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.
<b>Kimba</b>	means Kimba Minerals Pty Ltd (ACN 163 071 298).
<b>Kimba Agreement</b>	means the agreement between the Company and Kimba dated 15 October 2021 pursuant to which the Company will acquire its interest in the Fowler Tenements (further details in respect of which are set out in Section 6.3).
<b>Lead Manager Mandate</b>	means the mandate entered between the Company and the Lead Manager dated 10 February 2022 for the provision of lead manager services in connection with the Public Offer.
<b>Lead Manager Offer</b>	means the offer of 2,500,000 Lead Manager Options to be issued to the Lead Manager (or its nominees) in accordance with the Lead Manager Mandate and on the terms set out in Section 1.1(b).
<b>Lead Manager Options</b>	means 2,500,000 Options, exercisable at \$0.25 per Share and with an expiry date of 3 years from the date of admission, to be issued to the Lead Manager (or its nominees) pursuant to the Lead Manager Offer on the terms and conditions set out in Section 7.2.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Mineral Resource</b>	has the meaning given in the JORC Code.

<b>Minimum Subscription</b>	has the meaning given in Section 1.1(b).
<b>Noteholders</b>	means the holders of Convertible Notes.
<b>Offers</b>	means together, the Public Offer, Lead Manager Offer and Convertible Note Offer.
<b>Offer Period</b>	means the period between the Opening Date and Closing Date.
<b>Offer Price</b>	means \$0.20 per Share under the Public Offer.
<b>Official List</b>	means the official list of ASX.
<b>Official Quotation</b>	means official quotation by ASX in accordance with the Listing Rules.
<b>Opening Date</b>	means the date specified as the opening date for the Offer in the Indicative Timetable.
<b>Option</b>	means an option to acquire a Share.
<b>Ore Reserve Estimate</b>	has the meaning given in the JORC Code.
<b>Participant</b>	means an Eligible Participant who has been granted any Security pursuant to the Plan.
<b>Plan</b>	means the Osmond Resources Limited Employee Securities Incentive Plan.
<b>Projects</b>	means, collectively: <ul style="list-style-type: none"> <li>(a) the Yumbarra Project;</li> <li>(b) the Tallacootra Project;</li> <li>(c) the Fowler Project;</li> <li>(d) the Sandford Project; and</li> <li>(e) the Coorabie Shear Zone Project.</li> </ul>
<b>Public Offer</b>	means the offer of Shares pursuant to this Prospectus of 25,000,000 Shares to raise \$5,000,000 (before costs) (further details in respect of which are set out in Section 1.1).
<b>Prospectus</b>	means this prospectus dated 16 February 2022.
<b>Providence</b>	means Providence Gold Minerals Pty Ltd (ACN 004 881 789).
<b>REE</b>	means rare earth elements, comprising the 15 elements of the lanthanide series and usually include Scandium and Yttrium.

<b>Relevant Interest</b>	has the meaning given in the Corporations Act.
<b>RSM or Auditor</b>	means RSM Australia Partners.
<b>RSM Corporate or Investigating Accountant</b>	means RSM Corporate Australia Pty Ltd (ACN 050 528 024).
<b>Sandford Agreement</b>	means the agreement between the Company and Providence dated 29 October 2021 pursuant to which the Company will acquire its interest in the Sandford Tenement (further details in respect of which are set out in Section 6.4).
<b>Sandford Minimum Commitment 1</b>	has the meaning given in Section 6.4(e)(i).
<b>Sandford Minimum Commitment 2</b>	has the meaning given in Section 6.4(e)(ii).
<b>Sandford Project</b>	means the project comprising the Sandford Tenement located in western Victoria, approximately 350km west of Melbourne.
<b>Sandford Tenement</b>	means EL6958.
<b>Section</b>	means a section of this Prospectus.
<b>Securities</b>	means any securities, including Shares, Options or performance securities issued or granted by the Company.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Share Registry</b>	means Automic Pty Ltd (ACN 152 260 814).
<b>Shareholder</b>	means a holder of one or more Shares.
<b>Solicitor's Report</b>	means the report set out in Annexure C.
<b>South Australian Tenements</b>	means the Yumbarra Tenement, Tallacootra Tenement, Fowler Tenements and Coorabie Tenement.
<b>Tallacootra and Coorabie Agreement</b>	means the agreement between the Company and Fowler dated 2 August 2021 pursuant to which the Company will acquire its interest in the Tallacootra Tenement and the Coorabie Tenement (further details in respect of which are set out in Section 6.2).
<b>Tallacootra Project</b>	means the Project comprising the Tallacootra Tenement located in the western margin of the Fowler Domain on the far west of South Australia.
<b>Tallacootra Tenement</b>	means EL6615.
<b>Tenements</b>	means the tenements specified in section 2.4.

<b>Valas</b>	means Valas Investments Pty Ltd (ACN 617 961 190) (being an entity associated with Director Mr Andrew Shearer).
<b>Vendors</b>	means the parties that the Company has entered into agreements with to acquire its interests in the Projects as set out in Sections 6.1 to 6.4 (inclusive).
<b>Victorian Tenements</b>	means the Tenement located in Victoria, being EL6958.
<b>Yumbarra Agreement</b>	means the agreement between the Company and Fowler dated 2 February 2022 pursuant to which the Company will acquire its interest in the Yumbarra Tenement (further details in respect of which are set out in Section 6.1).
<b>Yumbarra Project</b>	means the project comprising the Yumbarra Tenement located in the western Eyre Peninsula region of South Australia within the Nutys Domain of the Gawler Craton.
<b>Yumbarra Tenement</b>	means EL6417.

## **Annexure A      Independent Limited Assurance Report**

**RSM Corporate Australia Pty Ltd**

Level 21, 55 Collins Street Melbourne VIC 3000  
PO Box 248 Collins Street West VIC 8007

T +61(0) 3 9286 8000  
F +61(0) 3 9286 8199

[www.rsm.com.au](http://www.rsm.com.au)

10 February 2022

Board of Directors  
Osmond Resources Limited  
Level 2, 480 Collins St  
Melbourne Vic 3000

Dear Board

## INVESTIGATING ACCOUNTANT'S REPORT

### **Independent Limited Assurance Report on Osmond Resources Limited's statutory historical financial information and pro forma historical financial information**

We have been engaged by Osmond Resources Limited ("Osmond Resources" or "the Company") to report on certain statutory historical financial information and pro forma historical financial information for inclusion in a Prospectus ("Prospectus") dated on or about 10 February 2022.

The Prospectus relates to the Initial Public Offer by the Company to raise \$5.0 million ("Offer"), before costs of the Offer and associated secondary offers comprising the Lead Manager Offer and the Convertible Note Offer.

Expressions and terms defined in the Prospectus have the same meaning in this report.

### **Scope**

#### *Statutory Historical Financial Information*

You have requested RSM Corporate Australia Pty Ltd ("RSM") to review the statutory historical financial information included in Section 4 of the Prospectus, comprising:

- Osmond Resources' statutory historical income statement for PE2021;
- Osmond Resources' statutory historical cash flow statement for PE2021; and
- Osmond Resources' statutory historical statement of financial position as at 31 October 2021,

collectively "the Statutory Historical Financial Information".

The Statutory Historical Financial Information of Osmond Resources for PE2021 has been derived from the audited general purpose financial statements of Osmond Resources for PE2021 which were audited by RSM Australia Partners in accordance with Australian Auditing Standards. RSM Australia Partners has issued an unqualified audit opinion on these financial statements.

### **THE POWER OF BEING UNDERSTOOD** **AUDIT | TAX | CONSULTING**

RSM Corporate Australia Pty Ltd is beneficially owned by the Directors of RSM Australia Pty Ltd. RSM Australia Pty Ltd is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 Australian Financial Services Licence No. 255847

The Statutory Historical Financial Information of Osmond Resources has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and Osmond Resources' adopted accounting policies.

The Statutory Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all the presentation and disclosures required by Australian Accounting Standards applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

#### *Pro Forma Historical Financial Information*

You have requested RSM to review the pro forma historical financial information included in Section 4 of the Prospectus and comprising:

- Osmond Resources' pro forma historical statement of financial position as at 31 October 2021; and
- the pro forma adjustments as described in Section 4 of the Prospectus,

collectively referred to as "the Pro Forma Historical Financial Information".

The Pro Forma Historical Financial Information has been derived from the historical financial information of Osmond Resources adjusted for the transactions/adjustments summarised in Section 4 of the Prospectus. The stated basis of preparation is the recognition and measurement requirements of Australian Accounting Standards and Osmond Resources' adopted accounting policies applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described in Section 4 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 Osmond Resources' actual or prospective financial position.

The Pro Forma Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all the presentation and disclosures required by Australian Accounting Standards applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

#### **Directors' responsibility**

The directors of Osmond Resources are responsible for:

- the preparation and presentation of the Statutory Historical Financial Information; and
- the preparation and presentation of the Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Statutory 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 Statutory Historical Financial Information and the Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

## **Our responsibility**

Our responsibility is to express a limited assurance conclusion on the Statutory 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*.

We made such enquiries, primarily of persons responsible for financial and accounting matters, and performed such procedures as we, in our professional judgment, considered reasonable in the circumstances including:

- a consistency check of the application of the stated basis of preparation, to the Statutory Historical Financial Information and Pro Forma Historical Financial Information;
- a review of the work papers, accounting records and other supporting documents of Osmond Resources;
- enquiry of directors, management personnel and advisors; and
- the performance of analytical procedures applied to the Statutory Historical Financial Information and Pro Forma Historical Financial Information.

A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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

## **Conclusions**

### *Statutory 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 Statutory Historical Financial Information as described in Section 4 of the Prospectus, and comprising:

- Osmond Resources' statutory historical income statement for PE2021;
- Osmond Resources' statutory historical cash flow statement for PE2021; and
- Osmond Resources' statutory historical statement of financial position as at 31 October 2021,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 4 of the Prospectus.



### *Pro Forma Historical Financial Information*

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as set out in Section 4 of the Prospectus, and comprising:

- Osmond Resources' pro forma historical statement of financial position as at 31 October 2021; and
- the pro forma adjustments as described in Section 4 of the Prospectus,

is not presented fairly in all material aspects, in accordance with the stated basis of preparation, as described in Section 4 of the Prospectus.

### **Restriction on Use**

Without modifying our conclusions, we draw attention to Section 4.2, 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**

RSM Corporate Australia Pty Ltd has consented to the inclusion of this assurance report in the public document in the form and context in which it is included.

### **Declaration of Interest**

RSM Corporate Australia Pty Ltd does not have any interest in the outcome of this transaction other than the preparation of this report for which normal professional fees will be received.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'A. Clifford'.

**RSM CORPORATE AUSTRALIA PTY LTD**  
**Andrew Clifford**  
**Director**

## Annexure B      Significant Accounting Policies

### 1.      General Information

#### **Basis of preparation**

The Financial Information has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (**AASB**) and the *Corporations Act 2001*, as appropriate for for-profit oriented entities.

The Financial Information is presented in Australian dollars, which is Osmond Resources' (the **Company**) functional and presentation currency and is rounded to the nearest whole dollar.

Historical cost convention

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

### 2.      Summary of Significant Accounting Policies

#### (a)      Revenue recognition

##### *Revenue from contracts with customers*

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

##### *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

##### *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

### *Rent*

Rent revenue from investment properties is recognised on a straight-line basis over the lease term. Lease incentives granted are recognised as part of the rental revenue. Contingent rentals are recognised as income in the period when earned.

### *Other revenue*

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

## **(b) Income tax**

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

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

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or Taxable temporary differences arising on the initial recognition of goodwill.
- When the taxable temporary difference is associated with interest 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 the foreseeable future.

## **(c) Current and non-current classification**

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

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

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

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

## **(d) Cash and cash equivalents**

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

(e) Trade and other receivables

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

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

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

(f) 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.

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 fair value through profit or loss*

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

*Financial assets at fair value through other comprehensive income*

Financial assets at fair value through other comprehensive income include equity investments which the Company intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

*Impairment of financial assets*

The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

(g) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

(h) Provisions

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of a past event, it is probable the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the

obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

(i) Employee benefits

*Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

*Other long-term employee benefits*

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows

*Defined contribution superannuation expense*

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

*Share-based payments*

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Company receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions

(j) Issued capital

Ordinary shares are classified as equity.

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

(k) Dividends

Dividends are recognised when declared during the financial year and no longer at the discretion of the company.

(l) Goods and Services Tax ('GST') and other similar taxes

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

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

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

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

### 3 Critical Accounting Estimates and Judgments

The preparation of the Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts in the Financial Information. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### *Coronavirus (COVID-19) pandemic*

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

#### *Share-based payment transactions*

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

The Company is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognises liabilities for anticipated tax audit issues based on the Company's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

#### *Employee benefits provision*

The liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash

flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

## **Annexure C      Solicitor's Report**



10 February 2022

The Directors  
Osmond Resources Limited  
Level 2  
428 Collins Street  
Melbourne VIC 3000

Dear Directors

**Osmond Resources Limited  
Solicitor's Report – Mining Tenements**

This Report has been prepared for Osmond Resources Limited (ACN 649 477 734) (**Company**) for inclusion in the Company's prospectus (**Prospectus**) issued in connection with the Company's application for the admission of the ordinary shares of the Company to the Official List of the ASX.

## 1. Scope

We have been requested to report on:

- (a) five granted exploration licences (prefixed '**EL**'), which are located in South Australia (**SA Tenements**); and
- (b) one granted exploration licence (prefixed '**EL**') which is located in Victoria (**Victoria Tenement**),

all collectively referred to as the '**Tenements**'.

Key details of the Tenements are set out in Schedule 1 of this Report and must be read in conjunction with this Report.

## 2. 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 schedule of native title applications, register of native title claims, national native title register, register of indigenous land use agreements and national land use agreements as maintained by the NNTT for any native title claims (registered or unregistered), native title determinations and ILUAs that overlap or apply to the Tenements on 20 January 2022 in respect to the SA Tenements and on 24 January 2022 in respect to the Victoria Tenement (**NNTT Searches**);

Adelaide  
Brisbane  
Canberra  
Darwin  
Hobart  
Melbourne  
Norwest  
Perth  
Sydney

- (b) in respect of the SA Tenements:
  - (i) searches of the SARIG register maintained by the South Australian Department for Energy and Mining (**SA Department**) pursuant to the *Mining Act 1971* (SA) (**SA Mining Act**) on 18 January 2022; and
  - (ii) a search of the Register of Aboriginal Sites and Objects kept under the *Aboriginal Heritage Act 1988* (SA) (**SA Heritage Act**) and maintained by the South Australian Department of the Premier and Cabinet for any Aboriginal sites registered over the SA Tenements on 4 February 2022; and
- (c) in respect of the Victoria Tenement, searches from GeoVic, maintained by the Earth Resources branch of the Victorian Department of Jobs, Precincts and Regions (**Victorian Department**) on 18 January 2022.

### 3. Scope

The purpose of this Report is to determine and identify, as at the dates of the searches and enquiries specified in this Report:

- (a) the interests held by the Company in the Tenements;
- (b) any third party interests, including encumbrances, in relation to the Tenements;
- (c) any material issues existing in respect of the Tenements;
- (d) the good standing, or otherwise, of the Tenements; and
- (e) any concurrent interests in the land the subject of the Tenements, including other mining tenements, private land, pastoral leases, native title and Aboriginal heritage.

This Report is limited to the matters contained within. It does not, for example, consider risks and issues (such as any additional approvals) that may arise in relation to the development of a mining project on the area of the Tenements and any subsequent mining and processing of ore.

### 4. Summary of key items and overview of risk factors

#### 4.1 Tenements and Title

As at the dates of the searches referred to in sections 2(b)(i) and 2(c), the Tenements:

- (a) In the case of the Victoria Tenement, Providence Gold and Minerals Pty Ltd (ACN 004 881 789) (**Providence**) is the 100% registered holder of the Victoria Tenement. Pursuant to the Binding Terms Sheet - EL6958 between the Company and Providence dated 29 October 2021 (**Sandford Agreement**), the Company has been granted an option to purchase a 51% legal and beneficial interest in the Victoria Tenement. Following the

purchase of the 51% interest, the Company may earn a further 29% interest in the Victoria Tenement (such that it holds an 80% interest) and would then free carry Providence's remaining 20% interest up to completion of a pre-feasibility study, upon which an unincorporated joint venture would be formed.

- (b) In the case of SA Tenement EL6417, Fowler Resources Pty Ltd (ACN 141 512 290) (**Fowler**) is the 100% registered holder of EL6417. Pursuant to the Binding Terms Sheet - Earn-In and Joint Venture between the Company and Fowler (**Yumbarra Agreement**) dated 2 February 2022, the Company, subject to the satisfaction of certain conditions precedent, may acquire a 51% legal and beneficial interest in SA Tenement EL6417. Following the purchase of the 51% interest, the Company may earn a further 29% interest in SA Tenement EL6417 (such that it holds an 80% interest) and would then free carry Fowler's remaining 20% interest up to completion of a pre-feasibility study, upon which an unincorporated joint venture would be formed. .
- (c) In the case of SA Tenement EL6615 and EL6692, Fowler is the 100% registered holder of the Tenements. Pursuant to the Binding Terms between the Company and Fowler (**Tallacootra and Coorabie Agreement**) dated 2 August 2021, the Company may earn up to an 80% legal and beneficial interest in EL6615 and EL6692 over a two staged earn-in.
- (d) In the case of SA Tenements EL6603 and EL6604, Kimba Minerals Pty Ltd (ACN 163 071 298) (**Kimba**) is the 100% registered holder of the Tenements. Pursuant to the Binding Terms between the Company and Kimba (**Kimba Agreement**) dated 15 October 2021, the Company may earn up to an 80% legal and beneficial interest in EL6603 and EL6604 over a two staged earn-in.

For further information on the Sandford Agreement, Yumbarra Agreement, Tallacootra and Coorabie Agreement and the Kimba Agreement, please refer to section 9 of this Report.

#### 4.2 **Native title**

The existence of native title determinations or 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 or will be 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.

For information on native title affecting the Tenements, please see section 6.10.

#### 4.3 **Aboriginal Heritage**

SA Tenements EL6604 and EL6692 each contain one registered Aboriginal heritage

site. There remains a risk that additional Aboriginal sites or places 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 or cause delays in the progression of the development of a mine.

See section 7 below for further details.

#### 4.4 Overlapping Tenure

- (a) Our Searches indicate that the SA Tenements overlap land that is the subject of other rights, including:
  - (i) reserves and conservation parks, (see section 8.1(a) for details);
  - (ii) native vegetation areas, (see section 8.1(b) for details); and
  - (iii) Aboriginal freehold land (see section 8.1(c) for details).
- (b) Our Searches indicate that the Victorian Tenement overlaps land that is the subject of other rights, including:
  - (i) parcels of private land (see section 8.3(a) for details);
  - (ii) Crown Land which is subject to consent requirements under the Victorian Mining Act (see section 8.3(b) for details); and
  - (iii) Crown land that falls within in the Box-Ironbark region of the state of Victoria (see section 8.3(c) for details).

Any delays or costs 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.

## 5. Tenements

### 5.1 South Australia

On 1 January 2021, substantial amendments to the SA Mining Act came in to force, and the *Mining Regulations 2020* (SA) were introduced (which replaced the now revoked *Mining Regulations 2011* (SA)).

Some of the amendments effected immediate changes to existing rights and obligations under granted tenements, while others will apply at a later date (and are subject to certain transitional provisions contained in the amendments).

With respect to the SA Tenements, EL 6417, having been granted in 2019, will generally fall under the 'old regime' of the SA Mining Act (**Old Regime**). The remaining SA Tenements (having been granted in June 2021, July 2021 and November 2021) will generally be governed by the 'new amendments' to the SA Mining Act (**New Regime**).

The following provides a description of the nature and key terms of the SA Tenements (including potential successor tenements) that may be granted under the SA Mining Act which are relevant to the SA Tenements.

(a) **Exploration Licences**

(i) Licence area and authority

An EL granted under the SA Mining Act authorises the tenement holder to enter the area of the EL and undertake activities for the purpose of exploring for minerals. This general right to explore is subject to:

- (A) compliance with the SA Mining Act and regulations thereunder;
- (B) the grant of a number of other applicable permits and operational authorisations, including a PEPR (see below); and
- (C) such terms or conditions as may be prescribed and to such additional terms or conditions as the SA Minister thinks fit and specifies in the EL.

An EL must not be granted in respect of extractive minerals.

Except with the consent of the SA Minister, an EL cannot exceed 1,000km<sup>2</sup>.

If, in the opinion of the SA Minister, any land comprised in an EL is required for a public purpose, the SA Minister may, in a manner and form prescribed by the regulations, excise that land from the total area comprised in the EL, and the EL will then cease to apply to the land (but the land will not be considered to be open ground, that is, land which is generally available and open for mining).

(ii) Term and extension

An EL under the Old Regime was granted for successive periods up to a maximum of 5 years, after which, the tenement holder had a right to apply for a 'subsequent licence'. The application, extension and re-grant process applied without limitation, subject only to the holder being in compliance with its obligations.

An EL granted for the first time under the New Regime will be granted for successive, renewable terms each of 6 years with a maximum 2 renewals (or a total maximum term of 18 years).

Depending on the original grant date of the EL to be renewed under the New Regime, and whether it is a first term Old Regime grant or a subsequent licence under the Old Regime, the total, maximum allowable further term of an EL (running from 1 January 2021) will

vary under the transitional provisions from 6 years (plus 1 day), to 17 years (less 1 day).

(iii) Other conditions

The SA Mining Act sets out an additional operational approval (comprising a plan for environment protection and rehabilitation (**PEPR**)) that is required to be obtained prior to conducting exploration activities on an EL. There are two tiers of PEPR applicable at the exploration stage:

- (A) a PEPR relating to defined categories of 'low impact exploration'. The low impact PEPR consists of a standard set of conditions set out by gazetted Ministerial determination from time to time and does not involve a separate application and approvals process; and
- (B) a PEPR for advanced exploration activities (being all exploration that is not 'low impact'). An application for a PEPR is required to be made in relation each specific program of works as documented in the PEPR application. A rehabilitation bond may be required as part of the advanced exploration PEPR approval process, to guarantee rehabilitation obligations under the PEPR.

(iv) Relinquishment requirement

Under the New Regime, the tenement holder is required to relinquish 50% of the area of the EL when applying for a third 6 year term. This relinquishment obligation does not apply in the case of ELs which were first granted and have been held under the Old Regime for more than 10 years.

In certain circumstances where an EL has been applied for and granted under a competitive tender process, the EL will be subject to area reductions in the conditions of grant.

(v) Retention status

The holder of an EL may apply to the SA Minister for approval of retention status (**RS**) in relation to the EL.

The SA Minister may grant RS over the EL, if satisfied that one or more of the following grounds exists:

- (A) there is an identified mineral resource located on the land to which the application for RS relates;
- (B) it is unreasonable to expect an application to be made for a mining lease or a retention lease because it is not commercially viable to spend time and money on developing the resource; and

- (C) that it is reasonably likely that mining the relevant land will become commercially viable within the next 6 years; or
- (D) the tenement holder has been unable to obtain 1 or more approvals under other applicable legislation that are required before commencing or continuing exploration operations in relation to the land to which the application for RS relates; or
- (E) there are other circumstances which justify the granting of RS (in the Minister's absolute discretion).

(vi) **Transfer**

An EL, or an interest in an EL, must not be transferred, assigned, sublet or be held subject to a trust, whether directly or indirectly, without the consent of the SA Minister.

(vii) **Right to apply for mining lease**

ELs do not provide the holder with a right to mine or develop a mineral deposit however, the EL holder has the right to apply for a ML over any part of the area of its EL, subject to the SA Mining Act.

(viii) **Expenditure requirements**

The tenement holder is required to meet certain minimum expenditure commitments during the term of an EL, in accordance with conditions imposed on the EL.

In the event minimum expenditure commitments are not met, the SA Minister may reduce the area of an EL by an amount or an area at the discretion of the SA Minister.

(b) **Mining Leases**

The summary below applies to mining leases (**ML**) applied for or granted under the New Regime.

(i) **Application**

An application for a ML must (amongst other things) be accompanied by a mining proposal which:

- (A) specifies the authorised operations that are proposed to be carried out under the ML; and
- (B) sets out:
  - (1) an assessment of the environmental impacts of the proposed operations; and

- (2) an outline of the measures that the applicant intends to take to manage, limit or remedy those impacts; and
  - (3) a statement of the environmental outcomes that are accordingly expected to occur; and
- (C) incorporates a draft statement of the criteria to be adopted to measure those environmental outcomes, in a form prescribed by the regulations; and
- (D) sets out the results of the consultation undertaken in connection with the proposed operations in accordance with the regulations.

The SA Minister must not grant a ML unless the SA Minister is satisfied that there is a reasonable prospect that the land in respect of which the lease is sought could be effectively and efficiently mined and that appropriate environmental outcomes will be able to be achieved.

A ML will not be granted by the SA Minister if it is considered that sufficient investigations have not been carried out in order to enable the SA Minister to determine the terms and conditions on which the ML could be granted.

(ii) Rights

A ML granted under the SA Mining Act confers an exclusive right on the holder of to carry out mining operations subject to the SA Mining Act and regulations thereunder, the terms and conditions of the ML for the recovery of minerals from the land comprised in the ML and authorises the holder of the ML to sell, or dispose of, minerals recovered in the course of mining operations carried out under the ML or to use any such minerals.

This general right to mine is subject to compliance with the SA Mining Act and regulations thereunder and the grant of a number of other applicable permits and operational authorisations, including a PEPR (see below).

(iii) Term and transfer

There is no standard term for a ML. A ML may be granted for a term as determined by the SA Minister and specified in the lease document. The ML and may be renewed or extended for additional terms, subject to the SA Mining Act and regulations thereunder.

A ML, or an interest in a ML, must not be transferred, assigned, sublet or be held subject to a trust, whether directly or indirectly, without the consent of the SA Minister.



(iv) Conditions

A ML is granted subject to various standard conditions including:

- (A) conditions relating to the proper working of the mine;
- (B) payment of prescribed rent and royalties and rehabilitation bond;
- (C) environmental protection criteria, reporting obligation and the preparation of various plans relating to mine operation, rehabilitation and closure; and
- (D) environmental protection objectives and standards.

Other specific conditions may be endorsed on the lease document.

The SA Mining Act sets out a further operational approval (comprising a PEPR) that is required to be obtained prior to conducting mining production activities on a ML. As part of a PEPR approval, a rehabilitation bond may be required to guarantee the tenement holder's undertakings under the PEPR.

(v) Rent

The rent payable for a ML under the SA Mining Act will be calculated according to the total amount of land in respect of which the relevant ML is granted, and no allowance / deduction will be made for land that is not available for authorised operations or other activities under the relevant ML. Rent is to be paid annually in advance to the SA Department.

(vi) Royalty

Under the SA Mining Act, a royalty is payable to the Crown on all minerals recovered from land which is declared 'mineral land' under the SA Mining Act.

A royalty is not payable on extractive minerals recovered from mineral land in certain circumstances, including where the terms and conditions of the mineral tenement make specific provision for the exemption of the extractive minerals from the payment of royalty or on minerals recovered from mineral land that are removed from the area of a tenement for the purpose of any testing of a kind approved by the SA Minister.

The specific royalty rates are outlined under the SA Mining Act and depend on the type of minerals extracted (ie extractive minerals, non-extractive minerals or precious stones).

(vii) Mining Rehabilitation Fund

Under the SA Mining Act, the SA Minister has established a mining rehabilitation fund. The SA Minister may require a tenement holder (or former tenement holder) to pay an amount determined by the SA Minister into the fund. This fund acts as a surety mechanism to protect the State of South Australia from assuming post mining rehabilitation liabilities.

In the case of extractive minerals, the SA Minister has established an extractive areas rehabilitation fund. The SA Minister will pay the prescribed rate into the fund from the royalty received or recovered by the SA Minister on extractive minerals.

## 5.2 **Victoria (Victoria Tenement)**

The following provides a description of the nature and key terms of the tenements (including potential successor tenements) that may be granted under the Victoria Mining Act which are relevant to the Victoria Tenement.

### (a) **Exploration Licences**

#### (i) **Rights**

An exploration licence authorises the holder to carry out exploration on the land covered by the licence. It entitles the holder to conduct geological, geochemical and geophysical surveys, conduct drilling, take samples for chemical and other analysis, extract minerals from the land (other than to produce them commercially) and do all other things that are specified in the licence.

#### (ii) **Term**

An exploration licence is current for the time specified in the licence unless surrendered, cancelled earlier or as otherwise provided in the Victorian Mining Act.

An exploration licence may be granted for a period of up to five years from the date on which it is registered. An exploration licence can be renewed twice, each for a period of up to five years (which takes effect on the anniversary of the registration of the licence). The renewal or, if the renewal is refused, the refusal to renew, has no effect until the instrument of renewal or refusal to renew is registered.

The Victorian Minister may renew an exploration licence for a first term of up to five years if the Victorian Minister is satisfied that the licensee has identified minerals in the land and that additional time is required to assess the economic viability of a resources, or the resources is not presently economically viable but may become so in the future, or for any other reason.

The Victorian Minister may only renew the licence for a second term if the Victorian Minister considers there are exceptional circumstances to warrant the second renewal, and is satisfied that there is a likelihood of the licensee identifying minerals in the land

covered by the licence during the period for which the licence may be renewed.

The Victorian Minister may renew an exploration licence subject to any conditions specified in the renewal, and grant a renewal for a smaller area than as stipulated in the application for renewal.

(iii) Area and relinquishment

The area of an exploration licence must not be less than one or exceed 500 graticular sections specified in the licence, unless the Victorian Minister decides otherwise.

On the second, fourth, seventh and tenth anniversary of the initial registration of the exploration licence, the Victorian Minister must reduce the licensed area by 25%, 35%, 20% and 10% respectively. The reduced areas can be identified by the licensee if enough notice is provided to the Victorian Minister, but is otherwise chosen by the Victorian Minister. In some circumstances, the Victorian Minister may decide that there is no requirement to relinquish part of the licensed area.

In calculating the area to be cancelled, if the licensee holds two or more exploration licences, the combined areas covered by the licences may be treated as a single area (at the Victorian Minister's discretion).

(iv) Conditions

A standard condition of an exploration licence is the requirement to expend in connection with the exploration of land a minimum amount in every year of the term of the licence. An exploration licence may also be granted subject to other conditions, including matters such as:

- (A) rehabilitation of the land;
- (B) elimination and minimisation of the risks that the work may pose to the environment, to any member of the public, or to land, property or infrastructure in the vicinity of the work;
- (C) protection of groundwater;
- (D) providing and implementing environmental offsets on the land or any other land;
- (E) work undertaken under a licence;
- (F) reporting the discovery of minerals;
- (G) entering into a rehabilitation bond;
- (H) payment of fees;
- (I) payment of an environmental levy;

(J) access to and use of the land by the holder of another licence that is limited to a particular stratum; and

(K) protection of community facilities.

A failure to comply with these conditions or any other conditions associated with an exploration licence may lead to forfeiture of the exploration licence. Schedule 1 of this Report describes specific conditions attached to the Pyramid Hill Tenements.

(v) Rent

It is a condition of an exploration licence that the licensee pays rent from the date of registration of the grant of the licence, in accordance with the rate or method of assessment and at the times prescribed.

Rent is required to be paid every six months from the date of registration of the licence, for periods ended 30 June and 31 December each year and is payable within 28 days of the specified date. A failure to pay rent may result in licence cancellation processes being implemented.

(vi) Priority for mining lease

The holder of an exploration licence has priority to apply for a mining lease over any of the land the subject of the exploration licence.

(vii) Transfer

An exploration licence must not be transferred during the first year of the term. After the first year, an exploration licence may be transferred by an instrument approved by the Victorian Minister.

The Victorian Minister must only approve an application to transfer an exploration licence if the transferee and licensee meet certain criteria.

An application for an exploration licence is not transferrable.

(b) **Mining Licence**

(i) Application

Prior to the application (or renewal) for a mining licence, a mineral resource will need to be identified over the land. The applicant must describe the mineral resource in accordance with guidelines issued by the Victorian Minister.

Along with the application, the applicant is required to submit a mineralisation report, which demonstrates a mineral resource and a program of work.

(ii) Rights

A mining licence authorises the holder to carry out mining on the land covered by the licence and:

- (A) to explore for minerals;
- (B) to construct any facilities specified in the licence, including drives, roads, water races, tailing dumps, tailing dams, drains, dams, reservoirs and pipe-lines; and
- (C) to do anything else that is incidental to that mining.

The work undertaken on a mining licence must reflect the work program that was submitted with the licence application, and may be subject to conditions relating to the type of work, its timing and/or expenditure on the licence. Failure to comply with these requirements may result in licence cancellation or non-renewal.

(iii) Term and renewal

A mining licence is current for the time specified in the licence, not exceeding 20 years from the date on which it is registered unless the Victorian Minister decides otherwise.

A mining licence may be renewed by the Victorian Minister if:

- (A) mining is taking place under the licence at the time of the application and the Victorian Minister is satisfied that there is a reasonable prospect that mining will continue after the mining licence is renewed; or
- (B) mining had taken place under the licence before the date of the application and the Victorian Minister is satisfied that there is a reasonable prospect that mining will recommence within 2 years after renewal of the licence.

(iv) Area

The area of the land described in a mining licence must not exceed 260 hectares, unless the Victorian Minister decides a greater area may be required to mine a mineral resource.

(v) Transfer

An application for a mining licence is not transferrable.

A mining licence may be transferred by an instrument approved by the Victorian Minister. The Victorian Minister must only approve an application to transfer a mining licence if the transferee and licensee meet certain criteria.

(vi) Rent

The holder of a mining licence is required to pay rent annually for the period ended 30 June, which is payable by 28 July annually. A failure to pay rent may result in licence cancellation processes being implemented.

(vii) Royalties and royalty return

The holder of a mining licence must pay royalties in accordance with the rate or method of assessment and at the times specified in the licence, after consultation by the Victorian Minister with the licensee.

For all minerals (other than gold), the royalty return must be submitted once a year (ending 30 June).

The failure of a licence holder to pay royalties and / or submit royalty returns may result in cancellation processes in respect to the mining licence being commenced. The information provided in respect to the royalty returns is used to monitor compliance obligations, including expenditure and the status of the site.

## 6. Native title

### 6.1 General

- (a) On 3 June 1992, the High Court of Australia held in *Mabo v. Queensland (No. 2)* (1992) 175 CLR 1 that the common law of Australia recognises a form of native title. The Native Title Act came into effect on 1 January 1994, largely in response to the decision in *Mabo v. Queensland (No. 2)* (1992) 175 CLR 1.
- (b) The law in Australia recognises that Aboriginal people may hold native title rights and interests in respect of their land. Native title exists where Aboriginal people have maintained a traditional connection to their land and waters, provided it has not been extinguished.
- (c) The grant of a mining tenement also creates rights in respect of land. Those mining tenement rights may affect (ie be inconsistent with) certain native title rights and interests. As a general statement, those mining tenement rights will be invalid as against any native title rights, unless made valid by certain procedures in the Native Title Act.

### 6.2 Native title claims

- (a) The Native Title Act sets out a process by which Aboriginal people may seek a determination by the Federal Court that they hold native title rights and interests. Whilst the Federal Court is assessing the claimed native title rights and interests, a Registrar of the NNTT will assess whether the native title claim meets certain registration requirements set out in the Native Title Act, and if so, the native title claim will be entered on the Register of Native Title Claims (**RNTC**). If the Federal Court determines that the claimed native

rights and interests exist, details of the determined native title claim (and the determined native title rights held) are then entered on the National Native Title Register (**NNTR**).

- (b) If a claim for native title is entered on the RNTC, or a determined claim is entered on the NNTR, the Native Title Act provides the claimants / holders with certain rights, including procedural rights where a 'future act' is proposed. An example of a 'future act' is the grant of a mining tenement.
- (c) The Native Title Act sets out when 'acts' will be 'valid' in the event they affect (ie are inconsistent with) native title, however, this process need only apply where native title exists (a determined native title claim entered on the NNTR) or is claimed to exist (a native title claim entered on the RNTC). The 'acts' can be a proposed activity or development on land and waters. A common example is the proposed grants of mining tenements.

#### 6.3 **'Past Acts' (ie grants of mining tenements): Prior to 1 January 1994**

The Native Title Act permits, and all States and Territories of Australia have passed, legislation validating certain 'acts' which were done before 1 January 1994. In South Australia, that legislation is the *Native Title (South Australia) Act 1994* (SA) and in Victoria, that legislation is the *Land Titles Validation Act 1994* (Vic). Both legislation provides that all 'acts' (eg grants of mining tenements) prior to 1 January 1994 are valid to the extent they affect native title.

#### 6.4 **'Future Acts' (ie proposed grants of mining tenements): After 1 January 1994**

- (a) Generally, a 'future act' is an 'act' (eg grant of mining tenement) occurring after 1 January 1994 which affects native title.
- (b) The Native Title Act sets out the circumstances in which, and procedures by which, 'future acts' will be valid should that 'act' affect native title.
- (c) Such circumstances include if the 'act' was done in certain circumstances between 1 January 1994 and 23 December 1996 (called 'Intermediate Period Acts'), or if the 'act' is permitted by an Indigenous Land Use Agreement (**ILUA**), or if certain procedures are to be followed where a claim for native title is entered on the RNTC, or a determined claim is entered on the NNTR. Such procedures include the 'Right to Negotiate Procedure' and the 'Expedited Procedure'. The key elements of these processes are outlined below.

#### 6.5 **SA Mining Act requirements**

With respect to the grant of tenements in South Australia, the SA Mining Act provides for an "alternative State procedure" for the validation of these future acts. As part of this procedure, the SA Mining Act allows for miners to acquire the right to carry out mining operations on land affected by native title by entering into a native title mining agreement with a current native title party (i.e. RNTBC, for areas where native title has been determined, or a RNTC, for areas subject to a registered native title claim).

There is an exemption to this requirement where:

- (a) the mining operations do not affect native title (ie they are not wholly or partly inconsistent with the continued existence, enjoyment or exercise of rights deriving from native title); or
- (b) a declaration is made under the law of the State or the Commonwealth to the effect that the land is not subject to native title (including by way of an ILUA extinguishing native title); or
- (c) an indigenous land use agreement registered under the Native Title Act provides that statutory rights to negotiate are not intended to apply in relation to the mining operations.

The SARIG searches do not indicate that any of the SA Tenements have a native title mining agreement registered against them. This is due to the fact that the SA Tenements are subject to an ILUA which extinguishes native title (see section 6.11 below for further information).

## 6.6 Victorian Traditional Owner Settlement legislation

In 2010, the Victorian Government introduced an alternative settlement framework to the claims system under the Native Title Act with the enactment of the *Traditional Owner Settlement Act 2010* (Vic) (**TOS Act**).

The TOS Act is intended to provide for an out-of-court settlement of native title, and sets out a framework for agreements between Victorian traditional owners and the State of Victoria to:

- (a) recognise traditional owners' relationship to land;
- (b) provide traditional owners' with certain rights on Crown land; and
- (c) resolve issues which may otherwise be dealt with through native title claims.

Under the TOS Act a 'settlement' may include:

- (d) an overarching Recognition and Settlement Agreement – that recognises the named traditional owner group and their traditional owner rights over certain public land;
- (e) a Land Agreement – that provides for land transfers for economic or cultural purposes and grants of Aboriginal title to parks and reserves;
- (f) a Land Use Activity Agreement – that provides procedures for future use of public land that take account of traditional owner rights and interests;
- (g) a Natural Resource Agreement – that enables access and use of natural resources and traditional owner group participation in natural resource management



- (h) a Funding Agreement, regarding a payment into the 'Victorian Traditional Owners Trust' and payments for economic development and other purposes
- (i) an ILUA which binds all native title holders and validates future acts, which must be registered under the Native Title Act;
- (j) a Traditional Owner Land Management Agreement that facilitates joint management of certain parks and reserves.

In return for entering into a settlement, traditional owners must agree to withdraw any native title and compensation applications under the Native Title Act.

The TOS Act also establishes a land use activity regime which is an alternative to the future acts regime of the Native Title Act. It provides procedural rights for recognised traditional owner groups over certain activities that occur on public land.

#### 6.7 Right to Negotiate Procedure

- (a) Under the Right to Negotiate Procedure the native title party whose details are registered on the RNTC or NNTR, the applicant for the mining tenement and the relevant State or Territory (collectively, the **Negotiation Parties**) are required to negotiate in good faith with a view to the native title party agreeing to the proposed future act.
- (b) The scope of the negotiations includes any matters relating to the effect of the future act on the claimed or determined native title rights and interest. Where the future act is the proposed grant of an exploration or prospecting licence, usually an agreement is reached which aims to protect Aboriginal heritage. This is because exploration licences confer only limited rights to the registered holder of the licence, conferring rights to conduct exploration and disturb the land for that purpose.
- (c) Where the future act is the proposed grant of a mining lease, the negotiations and resulting agreement are usually more complex, as the nature of rights granted for a mining lease contemplates substantial ground disturbance over a portion of the area granted. Such an agreement may address employment and training, environmental rehabilitation, Aboriginal heritage protection, cultural awareness and the payment of compensation.
- (d) If the Negotiation Parties negotiate in good faith but cannot reach agreement as to the doing of the future act, then provided at least 6 months have elapsed since the S29 Notice, any party (in most cases the applicant for the mining tenement) may apply to the NNTT for a determination as to whether the future act may be done, and if so, on what conditions.

#### 6.8 Expedited Procedure

- (a) If the proposed future act (ie grant of the tenement) is not likely to interfere with the activities or sites of significance of the registered native title party or involved major disturbances to land or waters, a simplified process may apply (known as the **Expedited Procedure**). A registered native title party may object to this process and, if it does, the NNTT must determine the

validity of the objection (which may result in the Expedited Procedure not being able to be followed).

- (b) Current department policy is that it will process applications for exploration and prospecting licences through the Expedited Procedure once the applicant provides evidence by way of a statutory declaration / affidavit that a regional standard heritage agreement exists or has been signed by the proponent and sent to any affected registered Native Title Claimant (**NTC**) group (if any) or that an alternative heritage agreement exists between the NTC group and the explorer. If this cannot be demonstrated, the Right to Negotiate Procedure will apply.

## 6.9 Compensation

In certain circumstances holders of native title (a determined native title claim that is registered on the NNTR) may be entitled to apply under the Native Title Act to the Federal Court for compensation for any effect on their native title. The Victorian Mining Act provides that holders of mining tenements are liable for such compensation where awarded by reason of their mining tenements having affected native title. Consequently, if it has been, or is in the future, determined that native title exists over any of the land the subject of a mining tenement (or granted future act) and the holders of the native title apply to the Federal Court for compensation, the holder of the tenement may be liable and directed to pay any compensation determined.

## 6.10 Native title claims and determinations affecting the Tenements

The NNTT Searches in respect of the Tenements indicates that:

- (a) all of the SA Tenements wholly lie within the registered native title determination of Far West Coast (NNTT file number SCD2013/002, Federal Court file number SAD6008/1998). This claim was determined on, and registered from 5 March 2013. Native title in respect to the Far West Coast determination has been extinguished in accordance with an ILUA (please refer to section 6.11 below); and
- (b) the Victoria Tenement indicates that the Victoria Tenement minimally encroaches the registered native title determination of Gunditjmara - Part A (NNTT file number VCD2007/001, Federal Court file numbers VID6004/1998, VID655/2006). This claim was determined on, and registered from 30 March 2007.

The existence of any 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 and interests of the holder under the Tenements provided they have been validly granted.

However, the grant of any future tenure over areas that are covered by a registered claim or a positive determination of native title will require engagement with the relevant claimants or native title holders (as relevant) in accordance with the Native Title Act.

However, the Company should note that, in very limited circumstances, an application may be made to vary or revoke an approved determination of native title determination over an area, but only the relevant RNTBC, the Commonwealth Minister, the relevant State or Territory Minister or the Native Title Registrar can make a revised native title determination application. Whilst a number of approved determinations of native title have been revised on applications made by the relevant RNTBCs, to date, no approved determination of native title is yet to be revoked.

#### 6.11 Indigenous Land Use Agreements

An ILUA is an agreement which has been authorised by the NTC group and has been registered with the NNTT. An ILUA binds the parties to the ILUA and also all persons holding native title to the relevant area that may not be a party. If an ILUA provides that any particular mining tenement(s) may be granted, then the relevant mining tenement(s) may be granted as provided for by the ILUA, generally without following other procedures, including the Right to Negotiate Procedure or the Expedited Procedure.

The Searches indicate that the Tenements overlap several ILUAs, as per the below table (see over page).

SA Tenements			
Tenement (% affected)	ILUA	ILUA Type and Subject Matters	NNTT File Number
EL6417 (100%) EL6603 (100%) EL6604 (100%) EL6615 (100%) EL6692 (100%)	Far West Coast Native Title Settlement ILUA	Body Corporate - Consultation protocol, Development, Native Title Settlement, Tourism	SI2014/003
EL6417 (98.99%) EL6603 (100%) EL6604 (39.34%) EL6615 (100%) EL6692(20.76%)	Far West Coast Parks ILUA	Co-management, access	SI2014/004

Victoria Tenement			
Tenement (% affected)	ILUA	ILUA Type and Subject Matters	NNTT File Number
EL6958 (0.48%)	Gunditj Mirring and State of Victoria	Body Corporate - Government, tenure resolution	VI2006/004
EL6958 (0.48%)	Gunditj Mirring Non-	Body Corporate - Government	VI2010/001

Victoria Tenement			
Tenement (% affected)	ILUA	ILUA Type and Subject Matters	NNTT File Number
	Extinguishment Principle ILUA		
EL6958 (0.48%)	Gunditjmara - SEAGAS Port Campbell VIC to Torrens Island SA Pipeline ILUA	Pipeline, Development, Gas	VI2015/002

The Company, Fowler, Providence and Kimba are not parties to any of the abovementioned ILUAs. However, it should be noted that:

- (a) All of the SA Tenements fall wholly within the Far West Coast Native Title Settlement ILUA (**FWC ILUA**). The FWC ILUA applies to the area covered by the Far West Coast people determination (NNTT file number SCD2013/002, Federal Court file number SAD6008/1998) (**FWC Area**). The parties to the FWC ILUA agree that the right to negotiate procedure under the Native Title Act is not intended to apply. Under the FWC ILUA, the Far West Coast people effectively surrendered their native title rights and interests over certain parts of the FWC Area to the State of South Australia. The effect the surrender is that the native title rights and interests are surrendered. We have not conducted further extensive searches to determine whether the SA Tenements fall in the area of the FWC ILUA where native title is expressly extinguished.
- (b) All of the SA Tenements fall wholly or partially within the Far West Coast Parks ILUA (**Parks ILUA**). The Parks ILUA provides that where native title does not exist over certain areas (as extinguished by the FWC ILUA) in the FWC Area which are classified as national parks and reserves, the traditional rights of the Far West Coast people determination have been recognised by the State to exist under the Parks ILUA. The grant documents in respect to the SA Tenements impose certain conditions in respect to these parks and reserves. For further information, please refer to section 8.1 of this Report.

## 6.12 Compliance with the Validity of Tenements

With respect to the Tenements, we have assumed that, prior to grant, the Victorian Department and the SA Department were satisfied that the Native Title Act had been complied with. Provided that the Tenements are validly granted in accordance with the Native Title Act, they will be valid as against native title rights and interests.

## 7. Aboriginal heritage

### 7.1 General

Aboriginal heritage is protected by both Commonwealth legislation as well as legislation in each State and Territory of Australia.

## **7.2 Commonwealth Legislation**

The Commonwealth Heritage Act is aimed at the preservation and protection of any Aboriginal objects that may be located on the Tenements.

Under the Commonwealth Heritage Act, the Minister for Aboriginal Affairs may make interim or permanent declarations of preservation in relation to significant Aboriginal areas or objects, which have the potential to halt exploration activities.

Compensation is payable by the Minister for Aboriginal Affairs to a person who is, or is likely to be, affected by a permanent declaration of preservation.

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

We have not undertaken any searches in respect of the Commonwealth Heritage Act for the purposes of this Report.

## **7.3 South Australian Legislation**

In South Australia, Aboriginal heritage is regulated by the SA Heritage Act. Under the SA Heritage Act, it is an offence to damage, destroy or interfere with an Aboriginal site, object or remains, whether or not the site, object or remains has been entered into the central register maintained under the SA Heritage Act.

Access for exploration or mining in an area of a site which is on the register may only be authorised through an application under the SA Heritage Act pursuant to which the Minister under the SA Heritage Act may, after consultation with traditional owners, authorise damage, destruction or interference with that registered site.

Any heritage surveys conducted under heritage protection agreements (or similar) can be used as a mitigation tool to protect against breaches of the SA Heritage Act through damage, destruction or interference with unregistered sites or objects.

## **7.4 Victorian Legislation**

In Victoria, the legislation governing Aboriginal heritage is the Victoria Heritage Act.

The Victoria Heritage Act makes it an offence to do an act which harms Aboriginal places, Aboriginal objects and Aboriginal ancestral remains and provides protection and management for Aboriginal cultural heritage.

Certain activities, such as large developments and other high impact activities in culturally sensitive landscapes may require that a Cultural Heritage Management Plan be prepared (which in some areas, is required by law) or that the person or company undertaking the activity obtains a cultural heritage permit.

A Cultural Heritage Management Plan is usually in the form of a written report prepared by a Heritage Advisor. It includes results of an assessment of the potential impact of the proposed activity on Aboriginal cultural heritage and outlines measures

to be taken before, during and after an activity in order to manage and protect Aboriginal cultural heritage in the activity area.

A cultural heritage permit is required for the following activities:

- (a) disturbing or excavating land to uncover or discover Aboriginal cultural heritage;
- (b) rehabilitating land at an Aboriginal place;
- (c) carrying out research on an Aboriginal place; and
- (d) carrying out activities that will, or are likely to, harm Aboriginal cultural heritage.

#### 7.5 **Aboriginal sites and other heritage places on the SA Tenements**

The Searches of the SA Tenements identified 2 registered Aboriginal heritage sites within EL6604 and EL6692, as shown in the below table.

Registered Aboriginal Site			
Tenement	Site Number	Status	Type
EL6604	3268	Registered	Quarry
EL6692	5334	Registered	Historic

In respect to Aboriginal heritage sites, the search results do not mean that there are no other Aboriginal sites within the area of the Tenements. It is only an indication that no other Aboriginal sites have been registered in the area to date.

#### 7.6 **Aboriginal heritage agreements affecting the Tenements**

As discussed above at section 6.8, department policy provides that applications for exploration licences will generally not be processed for grant through the Expedited Procedure unless the applicant for the licence provides evidence that an appropriate Aboriginal heritage agreement has been entered into with any affected registered NTC (if any).

Aboriginal heritage agreements will generally include a process of engagement between the parties to protect Aboriginal heritage. This process includes the undertaking of heritage surveys to identify Aboriginal site. A procedure is usually included for the parties to consider the proposed works on the tenements, and decide on the best course of action given any potential impacts the proposed works may have on Aboriginal sites.

The Company has advised that the Tenements are not subject to any Aboriginal heritage agreements.

## 8. **Land access**

## 8.1 SA Tenements

### (a) Reserves and conservation parks

Various national parks, conservation parks and regional reserves have been created in South Australia under the *National Parks and Wildlife Act 1972* (SA) (**NPWA**). Land declared as a park or reserve under the NPWA is vested in the Minister for Environment and Water (**Environment Minister**) and managed by the Department for Environment and Water (**DEW**). All reserves, other than national parks or conservation parks constituted of Aboriginal-owned land, are vested in the Crown.

The SA Tenements all overlap the Yellabinna Regional Reserve, which is a proclaimed reserve under the NPWA for the purpose of conserving wildlife or natural or historical features while allowing responsible use of the area's natural resources. Exploration and mining are permitted within the Reserve but may be subject to additional conditions.

Mining and exploration activities within parks and reserves continue to be authorised and managed under the SA Mining Act. However, approval of these activities will generally require prior consultation with the Environment Minister through the DEW, who may require additional conditioning on approvals around environmental protection within the park. These approvals are as follows (and the SA Tenements have been granted subject to these conditions):

- (i) Tenements which lie outside, but within close proximity to, parks and reserves will include as a standard licence condition, the requirement to prepare a PEPR prior to conducting advanced exploration within a 100m buffer zone around the park or reserve; and
- (ii) in addition to the preparation of a PEPR above, standard licence conditions for activities within parks and reserves, require operators to:
  - (A) have regard to any management plan for the park or reserve in force under the NPWA;
  - (B) serve Notice of Entry on the Environment Minister and
  - (C) liaise with the district ranger or other designated local officer when conducting activities.

SA Tenement EL6417 overlaps the Yumbarra Conservation Park, declared as a conservation park under the NPWA and has been granted with conditions in respect of this conservation park.

SA Tenement EL6692 overlaps the Wahgunyah Conservation Park which has been declared as a conservation park under the NPWA and has been granted with conditions in respect of this conservation park.

The Company has advised that it will obtain the necessary consents and approvals required pursuant to the conditions imposed on the SA Tenements prior to conducting activities on the portion of the Tenements which overlap the conservation parks and/or reserves.

(b) **Native Vegetation**

Our Searches indicate that SA Tenements EL6417 and EL6692 fall within Native Vegetation Heritage Agreement (**NVHA**) areas.

NVHAs are perpetual agreements which have been entered into by the Minister for Environment and Water and applicable landowners (which may include other Ministers or local councils responsible for the management of care, control and management of the land affected, or lessees of the land), pursuant to the *Native Vegetation Act 1991* (SA).

The purpose of a NVHA is to preserve or enhance the native vegetation in the area. A NVHA may include provisions such as:

- (i) restrictions to the use of land and nature of work to be taken on the land to which the NVHA applies;
- (ii) specifying certain work which is to be carried out in accordance with specified standards on the land;
- (iii) providing for the management of the land, native vegetation or any animals located within the land in accordance with a particular management plan; and
- (iv) certain payments and monetary incentives as compensation to the landowners.

Generally, access for mineral and petroleum activities is not restricted on the basis of a tenement falling within a NVHA area, however, certain activities within tenements affected by a NVHA may be restricted due to the NVHA.

We have not undertaken further searches to determine the extent that SA Tenements EL6417 and EL6692 fall within the NVHA areas and have not reviewed the applicable NVHAs over the area of EL6417 and EL6692.

(c) **Aboriginal Freehold Land**

The grant documents for EL6692 indicate that the tenement overlaps Yalata Aboriginal Freehold Land (**YAFL**). The YAFL is vested in the Aboriginal Lands Trust (**Trust**) pursuant to the provisions of the *Aboriginal Lands Trust Act 2013* (SA) (**ALTA**). The Trust leases land to Aboriginal communities located on the vested land, and in this case, is leasing the land to the Yalata community.

Pursuant to the ALTA, the Company will need to apply for permission from the Trust prior to carrying out mining operations or regulated activities on the YAFL. Upon application for permission, the Trust may:



- (i) unconditionally grant permission to carry out mining operations or regulated activities on the YAFL; or
- (ii) grant permission to carry out mining operations or regulated activities on the YAFL subject to such conditions as the Trust thinks fit; or
- (iii) refuse permission to carry out mining operations or regulated activities on the YAFL.

Where permission is granted by the Trust to carry out mining operations or regulated activities on the YAFL, compensation may be payable to the Trust in the form of a royalty or by way of other monetary payments.

Where the Trust refuses permission, the application may be referred to an arbitrator.

- 8.2 The Company has advised that it will obtain the necessary permissions required prior to conducting activities on the portion of the Tenements which overlap the YAFL. The Company and its tenement acquisition partners have expressed their confidence in seeking the required permissions successfully and in a timely manner.

### 8.3 **Victorian Tenement**

#### (a) **Private Land**

The Victoria Tenement overlaps with some parcels of private land.

Prior to commencing any work on the area of an exploration licence which affects private land, under the Victorian Mining Act, the holder will need to either:

- (i) obtain the written consent of the owners and occupiers of the affected land; or
- (ii) enter into and register compensation agreements with the owners and occupiers; or
- (iii) have been advised in writing of the determination made in respect to the compensation payable, where the amount of compensation payable to the owner and occupier has been determined under the Victorian Mining Act.

The Victorian Mining Act provides that where a mining tenement overlaps private land, the tenement holder and the owner or occupier of the land may enter into a written agreement as to the amount or kind of compensation payable to the owner or occupier for any loss or damage that has been or will be sustained as a direct, natural and reasonable consequence of the approval of the work plan or the doing of work under the mining tenement.

If an agreement is entered in to, the tenement holder must lodge any agreement entered in with the mining registrar for registration.

(b) **Road reserves**

Our Searches indicate that the Victoria Tenement overlaps roads and road reserves.

Under the Victorian Mining Act, to the extent a tenement overlaps a public highway, road or street, consent must be sought from the person or body having the care or management of the public highway, road or street prior to the holder of the tenement undertaking work on the part of the tenement that overlaps the public highway, road or street.

The consent may granted subject to certain conditions. We have not undertaken searches to determine the nature and extent of the overlap by the Victoria Tenement over the road and road reserves.

(c) **Box-Ironbark Region**

The Tenement grant documents indicate that certain Tenements overlap land falling within the Box-Ironbark region of the state of Victoria, as the Tenements have all been granted with certain conditions in respect to activities proposed in this region. Formal searches to determine the extent and percentage of these overlaps have not been conducted.

The Box-Ironbark region contains Victoria's most significant gold mineralisation and contains areas that are of high nature conservation and cultural heritage value. As the region has been extensively cleared and the remaining ecosystem contains a large number of threatened species, certain conditions are imposed on mining tenements granted in this region to afford protection to native vegetation, faunal habitats and Aboriginal cultural heritage.

## **9. Material Agreements**

### **9.1 Sandford Agreement**

For a summary of the Sandford Agreement, please refer to section 6.4 of the Prospectus.

### **9.2 Yumbarra Agreement**

For a summary of the Yumbarra Agreement, please refer to section 6.1 of the Prospectus.

### **9.3 Tallacootra and Coorabie Agreement**

For a summary of the Tallacootra and Coorabie Agreement, please refer to section 6.2 of the Prospectus.

### **9.4 Kimba Agreement**

For a summary of the Kimba Agreement, please refer to section 6.3 of the Prospectus.

## 10. Definitions

In this Report:

**ALTA** means the *Aboriginal Lands Trust Act 2013* (SA).

**ASX** means the ASX Limited (ABN 98 008 624 691).

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

**Company** means Osmond Resources Limited (ACN 649 477 734).

**DEW** means the South Australian Department for Environment and Water.

**Environment Minister** means the South Australian Minister for Environment and Water.

**Expedited Procedure** has the meaning given in section 6.8(a).

**Federal Court** means the Federal Court of Australia.

**Fowler** means Fowler Resources Pty Ltd (ACN 141 512 290).

**FWC Area** mean the area covered by the Far West Coast people determination.

**FWC ILUA** means the Far West Coast Native Title Settlement Indigenous Land Use Agreement.

**ILUA** has the meaning given in section 6.4(c).

**Kimba** means Kimba Minerals Pty Ltd (ACN 163 071 298).

**Kimba Agreement** means the Binding Terms between the Company and Kimba dated 15 October 2021 in respect to EL6603 and EL6604.

**Material Agreements** means any agreements referred to in section 9.

**ML** means a mining lease.

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

**Negotiation Parties** has the meaning given in section 6.7(a).

**New Regime** has the meaning given in section 5.1.

**NNTR** has the meaning given in section 6.2(a).

**NNTT** means the Australian National Native Title Tribunal.

**NNTT Searches** has the meaning given in section 2(a).

**NPWA** means the *National Parks and Wildlife Act 1972* (SA).

**NTC** has the meaning given in section 6.8(b).

**NVHA** means a native vegetation heritage agreement.

**Old Regime** has the meaning given in section 5.1.

**Parks ILUA** means the Far West Coast Parks Indigenous Land Use Agreement.

**PEPR** means a plan for environment protection and rehabilitation.

**Prospectus** has the meaning given in the opening section of this Report.

**Providence** means Providence Gold and Minerals Pty Ltd (ACN 004 881 789).

**Report** means this document, including any schedule or annexure to this document.

**RNTC** has the meaning given in section 6.2(a).

**RS** means retention status.

**SA Department** means the South Australian Department for Energy and Mining.

**SA Heritage Act** means the *Aboriginal Heritage Act 1988* (SA).

**SA Mining Act** means the *Mining Act 1971* (SA).

**SA Minister** means the Minister for Energy and Mining under the SA Mining Act.

**Sandford Agreement** means the between the Company and Providence dated 29 October 2021 in respect to EL6958.

**SA Tenements** means EL6417, EL6603, EL6604, EL6615 and EL6692.

**Searches** means the searches referred to in section 2.

**Tallacootra and Coorabie Agreement** means the Binding Terms between the Company and Fowler dated 2 August 2021 in respect to EL6615 and EL6692.

**Tenements** means the Victoria Tenement and the SA Tenements set out in Schedule 1 and **Tenement** means any one of them.

**TOS Act** means the *Traditional Owner Settlement Act 2010* (Vic).

**Trust** means the Aboriginal Lands Trust.

**Victoria Heritage Act** means the *Aboriginal Heritage Act 2006* (Vic).

**Victorian Department** means the Earth Resources branch of the Victorian Department of Jobs, Precincts and Regions.

**Victorian Mining Act** means the *Mineral Resources (Sustainable Development) Act 1990* (Vic).

**Victorian Minister** means the Victorian Minister for Resources.

**Victoria Tenement** means EL6958.

**YAFL** means the Yalata Aboriginal Freehold Land.

**Yumbarra Agreement** means the Earn-In and Joint Venture between the Company and Fowler dated 2 February 2022 in respect to EL6417.

## **11. Qualifications and assumptions**

### **11.1 General**

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.

### **11.2 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 the South Australian Department, the Victorian Department, 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);

- (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;
- (j) the Material Agreements have been duly executed and the copies of the Material Agreements made available to us are accurate, complete and conform to the originals of the Material Agreements and there have been no material breaches of the Material Agreements.

### 11.3 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 and Schedule 2 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 South Australia, Victoria 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 section 2 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 South Australia, Victoria 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 public register maintained by the Environmental Protection Authority of South Australia or the Contaminated Land Record maintained by the Victorian Environment Protection Authority;
- (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 SA Heritage Act, the Victoria 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.

#### 11.4 Disclaimer

HWL Ebsworth Lawyers 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 consent.

Yours sincerely

A handwritten signature in blue ink that reads "HWL Ebsworth". The signature is written in a cursive, flowing style.

**HWL Ebsworth Lawyers**

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## Schedule 1 Tenement Summary

### A. SA Tenements

Tenement	Registered Holder (100%)	Status	Current Area	Grant Date	Expiry Date	Minimum expenditure commitment	Special Locations	Notes
EL6417	Fowler Resources Pty Ltd	Live	669 km <sup>2</sup>	23 October 2019	22 October 2022	\$190,000	Conservation Park: Yumbarra  Regional Reserve: Yellabinna  Native Vegetation Heritage Agreement Area (NVHA)	
EL6603	Kimba Minerals Pty Ltd	Live	899 km <sup>2</sup>	11 June 2021	10 June 2027	\$245,000 for first 2 years (being the period from 11 June 2021 to 10 June 2023).	Petroleum Tenement  Regional Reserve: Yellabinna	Competitive process winner and 50% area reduction if the 2 year expenditure

Tenement	Registered Holder (100%)	Status	Current Area	Grant Date	Expiry Date	Minimum expenditure commitment	Special Locations	Notes
								commitment is not met.
EL6604	Kimba Minerals Pty Ltd	Live	979 km <sup>2</sup>	11 June 2021	10 June 2027	\$270,000 for first 2 years (being the period from 11 June 2021 to 10 June 2023).	Regional Reserve: Yellabinna	Competitive process winner and 50% area reduction if the 2 year expenditure commitment is not met.
EL6615	Fowler Resources Pty Ltd	Live	210 km <sup>2</sup>	7 July 2021	6 July 2027	\$40,000 for first 2 years (being the period from 7 July 2021 to 6 July 2023).	Petroleum Tenement  Regional Reserve: Yellabinna	
EL6692	Fowler Resources Pty Ltd	Live	607 km <sup>2</sup>	16 November 2021	15 November 2027	\$60,000 for the first 2 years, being the period from 16 November 2021 to 15 November 2023).	Aboriginal Land Trust Land Indigenous Protected Area (IPA)	

Tenement	Registered Holder (100%)	Status	Current Area	Grant Date	Expiry Date	Minimum expenditure commitment	Special Locations	Notes
							<p>Conservation Park: Wahgunyah</p> <p>Native Vegetation Heritage Agreement Area (NVHA)</p> <p>Regional Reserve: Yellabinna</p>	

**B. Victoria Tenement**

Tenement	Registered Holder (%)	Applied Area	Current Area	Application Date	Grant date	Expiry date	Annual Reporting Date	Next Relinquishment Date	Expenditure commitment for 2021-2022 year	Dealings
EL6958	Providence Gold & Minerals Pty Ltd	596 GRS	596 GRS	20 May 2019	10 June 2020	9 June 2025	31 March	N/A	\$134,200	N/A

## Schedule 2 Tenement Conditions

### A. SA Tenement Conditions:

The conditions below refer to particular conditions and endorsements attached to the SA Tenements and other findings from the Searches of the SARIG register. It is not an exhaustive list. For all conditions and endorsements attached to the SA Tenements, a search of the SA Department SARIG register should be consulted.

1. **EL 6417, EL6603, EL6604, EL6615, EL6692 - PEPR:** Prior to conducting any on-ground exploration activity outside of the scope of Low Impact Exploration PEPR, an application in accordance with the SA Mining Act and determinations made by the SA Minister (or delegate).
2. **EL 6417, EL6604, EL6615 - PEPR approval for major support facilities:** prior to commencing construction of major campsites, intensive track networks, airstrips and other major support facilities, an application in accordance the SA Mining Act and determinations made by the SA Minister (or delegate).
3. **EL6692 - PEPR Approval for Support Facilities:** Prior to commencing construction of campsites, track networks, airstrips and other support facilities, those support facilities must be described in a PEPR in accordance with the requirements of the SA Mining Act and determinations made by the SA Minister.
4. **EL6603, EL6615, EL6692 - Petroleum Tenements:** This Tenement does not authorise the holder to undertake any activities which may significantly deleteriously affect the potential for coal seam methane drainage or in situ gasification of coal within any overlapping Petroleum Exploration Licence, Petroleum Retention Licence or Petroleum Production Licence granted under the *Petroleum and Geothermal Energy Act 2000* (SA), the application for which predates the application for this Tenement and any former related Tenement, without the agreement of the relevant Licence Holder under *the Petroleum and Geothermal Energy Act 2000* (SA), or unless otherwise agreed by the Minister after consultation with the parties concerned.
5. **EL6603, EL6604, EL6615, EL6692 - Parks and Reserves — Notice of Entry:** The landholder for the Yellabinna Regional Reserve within the Tenement area is the Minister for Environment and Water. The Notice of Entry (Form 21) must be sent to the Minister for Environment and Water (Attention: Team Leader/Coordinator — Conservation and Mining).

6. **EL6603, EL6604, EL6615 - Yellabinna Regional Reserve:** Prior to entering the Yellabinna Regional Reserve in order to carry out on-ground exploration operations, a PEPR in accordance with the Mining Act and determinations made by the Minister must be submitted to the Department and be approved by the Minister or the Delegate.
7. **EL6603, EL6604, EL6615, EL6692 - PEPR Approval for Sensitive Locations:** Prior to conducting authorised exploration operations other than the conduct of airborne surveys, a PEPR and determinations made by the SA Minister must be submitted to the Department and be approved by the Minister or the Delegate in relation to the following:
  - (a) A Park, Reserve or Specially Protected Area
  - (b) A wetland of International (RAMSAR) or National Importance
  - (c) A Native Vegetation Heritage Agreement Area
  - (d) A State Heritage Area/Place
  - (e) Exploration operations over the seabed (seaward of low water mark)
  - (f) Use of vehicles off existing tracks within 100m of a Park or Reserve under the NEPW.
  - (g) Drilling or use of vehicles off existing tracks within 5km of a Great Artesian Basin spring.
8. **EL 6417 - Area Reduction 25% at end of term:** Unless the SA Minister otherwise determines, if the expenditure commitment of the Licence is not satisfied, the area of land to which the current licence applies shall be reduced by at least 25% by the end of the current term. The boundaries of the reduced area must coincide with whole minutes of latitude and longitude.
9. **EL 6417 - Yellabinna Regional Reserve:** The landholder for Yumbarra Conservation Park and Yellabinna Regional Reserve within the Licence area is the Minister for Environment and Water. The Notice of Entry (Form 21) should be sent to the Minister for Environment and Water (Attention: Coordinator — Conservation and Mining). The company should liaise closely with the District Manager or delegate to ensure that the particular concerns and regulations for Yumbarra Conservation Park and Yellabinna Regional Reserve are met.

Prior to entering Yellabinna Regional Reserve in order to carry out on ground exploration operations, approval must be obtained from the Director of Mines, Department for Energy and Mining (**DEM**), who will consult with the Department for Environment and Water. An application supported by a PEPR should be lodged with the Mineral and Energy Resources Group of DEM. The PEPR will describe the proposed operations and their location; identify sites of environmental sensitivity within the proposed work area; and formulate a process for environmental management to ensure that the field procedures avoid or minimise the impact of proposed field activities on the environment.

10. **EL 6417 - Yumbarra Conservation Park:** Prior to entering Yumbarra Conservation Park in order to carry out any on ground exploration operations, approval must be obtained from the Minister for Environment and Water, and the Minister for Energy and Mining. An application supported by a PEPR must be lodged with the Mineral and Energy Resources Group of the DEM (Requirements of the Minister for Environment and Water for entry and activities within Yumbarra Conservation Park are included in the Proclamation for the Park).
11. **EL 6417 - Yumbarra Conservation Park — Section 457:** Environmental Reports as required under condition 6a of the Yumbarra Conservation Park (Section 457) Proclamation will be released for public information.
12. **EL 6417 - Within 100m of a Park:** Prior to commencing any exploration activity involving the intensive use of vehicles, the use of declared equipment or drilling equipment within 100 metres of Yumbarra Conservation Park or Yellabinna Regional Reserve, a PEPR shall be submitted to and approved in writing by the Minister (or delegate).
13. **EL 6417 - Native Vegetation Heritage Agreement area:** Prior to commencing any exploration activity involving the use of vehicles off existing roads/tracks, the use of declared equipment/drilling equipment within a Native Vegetation Heritage Agreement area, a PEPR in accordance with the SA Mining Act and determination by the SA Minister shall be submitted to and approved in writing by the SA Minister (or delegate).
14. **EL6692 - Conservation Park/National Park/Regional Reserve:** Prior to entering the Wahgunyah Conservation Park and Yellabinna Regional Reserve in order to carry out on-ground exploration operations, a PEPR in accordance with the SA Mining Act and determinations made by the Minister must be submitted to the Department and be approved by the SA Minister or the Delegate (the Generic Low Impact PEPR does not apply within Parks and Reserves declared under the *National Parks and Wildlife Act 1972* (SA)).

## B. Victoria Tenement

The grant documents provided in respect to the Victoria Tenement shows that the tenement is subject to the following key conditions.

1. **(Community engagement)** The licensee must identify their communities for the proposed operation and consult with the identified communities.
2. **(Box-ironbark region)** Where activities are proposed to be undertaken in a Box-Ironbark region, the licensee must undertake a preliminary assessment of vegetation and faunal habitats of areas of interest in that Box-Ironbark region to identify and mark areas or sites to be avoided in the exploration project.
3. **(Public liability insurance)** Prior to commencing any work, the licensee must have public liability insurance that covers all work authorised under the licence and ensure the insurance is valid at all times while work occurs under the licence.
4. **(Public safety zones)** The licensee must take all reasonable measures to minimise their impact on the operation of a Public Safety Zone.
5. **(Aboriginal cultural heritage)** The licensee must ensure Aboriginal cultural heritage is not harmed as a result of works undertaken within the licence area. Within areas where ground intrusive works or the removal of native vegetation are proposed on Crown land in the Box-Ironbark region, an assessment of Aboriginal cultural heritage values must be undertaken.
6. **(Heritage (Non-Indigenous))** The licensee must ensure non-indigenous cultural heritage is not harmed as a result of works undertaken within the licence area. Within areas where ground intrusive works or the removal of native vegetation are proposed on Crown land in the Box-Ironbark region, an assessment of non-indigenous cultural heritage values must be undertaken.
7. **(Geophysical and geological surveys and gridlines)** In designing and constructing geophysical and geochemical surveys, the licensee must take all reasonable measures to prevent adverse impacts to the environment and/or the health and safety of people. Prior to designing and constructing geophysical and geochemical surveys, the licensee must consult with the Crown land Manager and/or private land owner/occupier about the position of gridlines and geophysical lines.
8. **(Drill sites, costeans, trenches and bulk sampling excavations)** The licensee must take all reasonable measures to prevent adverse impacts of establishing costeans, drill holes, bulk sample excavations and trenches to the environment and/or the health and safety of people.



9. **(Drillhole operations, construction and decommissioning)** The licensee must ensure that all reasonable measures are taken to minimise the impacts of drilling operations and that the operations are conducted in a manner that ensures protection of the environment, human health and amenity. The licensee must prevent contamination of aquifers as a result of drilling operations. The licensee must ensure that where a drillhole is to be left open overnight or longer, a temporary cap is fitted. The licensee must ensure that accurate records of decommissioning procedures are kept to provide future reference, and to demonstrate to the Department of Jobs, Precincts and Regions that the drillholes have been satisfactorily plugged and abandoned.
10. **(Underground exploration)** The licensee must ensure that during underground exploration and development works, access shafts, adits and declines are made safe. The licensee must ensure that on completion of underground exploration and development works, access shafts, adits or declines no longer required are permanently closed off and the site made safe for the public and wildlife.
11. **(Rehabilitation)** The licensee must ensure that disturbed areas are rehabilitated as soon as possible after the completion of exploration works. The licensee must ensure that indigenous species used in rehabilitation are sourced from the local area, of local provenance and appropriate to the site's Ecological Vegetation Class (EVC).
12. **(Reporting, monitoring and auditing)** The licensee must implement a program for monitoring environmental impacts and rehabilitation. The licensee must submit an Annual Report that includes:
- (a) A report about the environmental management of exploration activities including the result of any environmental audits conducted.
  - (b) Quantity, area and type of native vegetation removed.
  - (c) Details of current progressive rehabilitation activities.
  - (d) A rehabilitation report detailing completed rehabilitation activities over that year.
- The licensee must notify the Department of Jobs, Precincts and Regions as soon as practical of any environmental incident which results in:
- (a) An emission not authorised by licence, work authority or work plan.

- (b) Any deviations from conditions or environmental standards outlined for the site.

Within seven (7) days of an environmental incident, the licensee must prepare and forward a report to the Department of Jobs, Precincts and Regions detailing the following information:

- (a) The cause, time and duration of the incident.
- (b) The native vegetation or threatened flora/fauna affected by the incident (if applicable).
- (c) The type, volume and concentration of every pollutant discharged as a result of the incident.
- (d) Action taken by the licensee in relation to the incident.
- (e) Action taken to prevent any recurrence of the incident.

13. **(Documentation and records)** The licensee must record activities undertaken and results arising from the environmental and rehabilitation monitoring program, any auditing undertaken and any complaints received. The licensee must ensure that documentation generated through the environmental and rehabilitation monitoring program, auditing and any complaints received is appropriately stored and accessible to relevant personnel and is available upon request by an ERR Inspector.

## **Annexure D      Independent Geologist Report**



## Independent Geologist's Report South Australian and Victorian Tenements

## February 2022

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## GLOSSARY

### Acronyms and Abbreviations

Acronyms and Abbreviations	Description
ASX	Australian Securities Exchange
Au	Gold
AusIMM	The Australasian Institute of Mining and Metallurgy
Cr	Chromium
Cu	Copper
EL	Exploration Licence
Ha	Hectares
Ir	Iridium
JORC	Joint Ore Reserve Committee
km	Kilometres
koz	Thousand troy ounces
m	Metres
Moz	Million troy ounces
Mt	Million tonnes
Ni	Nickel
Osmond	Osmond Resources Ltd
oz	Troy ounce
Pd	Palladium
PGE	Platinum Group Elements
Pt	Platinum
REE	Rare Earth Elements
t	Tonnes
Xenith	Xenith Consulting Pty Ltd



## 1 EXECUTIVE SUMMARY

This report represents an independent geological opinion, by Xenith Consulting Pty Ltd (Xenith), on the base and precious metals exploration programs proposed by Osmond Resources Ltd (Osmond) for their acquisition agreement tenements in South Australia and Victoria. Osmond is an Australian public unlisted company focused on exploration for base and precious metals.

This report has been prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012).

Osmond has entered into tenement acquisition agreements in South Australia, with Fowler Resources Pty Ltd (Fowler) for exploration tenements EL6417, EL6615 and EL6692 and with Kimba Resources Pty Ltd (Kimba), being a wholly-owned subsidiary of ASX-listed Investigator Resources Limited (Investigator), for EL6603 and EL6604 (together the South Australian Tenements); and in Victoria with Providence Gold and Minerals Pty Ltd (Providence), for EL6958 (the Victorian Tenement). Each of these tenements have been granted to these companies to explore for base and precious metals under the relevant State Mining Acts.

The commencement of each of these tenement acquisition agreements is conditional on Osmond successfully raising the required A\$5,000,000 (before costs) in funds under a public offer (Public Offer). Funds raised from the Public Offer will be applied to exploration on the South Australian Tenements and the Victorian Tenement and to support Osmond's application to admission to the ASX official list. The Public Offer will be prepared under a prospectus (Prospectus) which will attach this report.

The five (5) South Australian tenements are located north-west of the regional centre of Ceduna, on the western margin of the Gawler Craton in the Fowler and Nuyts Domains. Major crustal-scale, domain-bounding structures, such as the Coorabie and the Tallacootra Shear Zones are known to traverse through and near these tenements. These Palaeoproterozoic basement rocks are considered prospective for structurally upgraded magmatic Ni-Cr-Cu-PGE; layered intrusive-hosted Ni-Cr-PGE; IOCG (Hiltaba Suite) deposits; intrusion-related (Tunkillia-type) Au; and orogenic Au. Recent discoveries by Western Areas (ASX:WSA) in the Fowler Domain have confirmed the nickel-copper sulfide pedigree of the region. Heavy mineral sands potential is known from the Tertiary cover sediments (e.g., Iluka's world-class Jacinth-Ambrosia deposit), but this is not currently a focus for Osmond.

A search of the South Australian Government records shows that although the Gawler Craton basement lithologies of the Osmond acquisition tenements have received some exploration for copper and gold, it is by no means exhaustive. Exploration for nickel and associated metals, within these South Australian tenements, is virtually zero. Extensive heavy mineral sands exploration has been conducted in the Tertiary cover sediments.

The Victorian tenement EL6958 (Sandford Project) is located near the country town of Casterton and is within the Neoproterozoic to Cambrian rocks of the Glenelg Structural Zone, which forms part of the Delamerian Fold Belt of western Victoria. Formation of this fold belt is attributed to arc-continent collision in the Cambrian Delamerian Orogeny. The Glenelg Zone is a lateral equivalent of the highly prospective rocks in western Tasmania to the south and those in the Kanmantoo Group of South Australia to the north. EL6958 is considered prospective for Auebury-style nickel; SEDEX base metals; porphyry Cu-Au; porphyry Mo-Au; (R)IRGS style deposits; and orogenic Au deposits related to major structures that pass through the

tenement. Heavy mineral sands and coal occurrences are known from the sedimentary cover rocks of the Cretaceous Otway and Cenozoic Murray Basins, but these are not currently a focus for Osmond. Rare Earth Element (REE) potential is recognised within this tenement, for clays developed at the base of the extensive duricrusts that formed from the deep weathering of basement granitoid bodies with elevated REE concentrations.

A search of the Victorian Government records shows that there has been a prolonged period of interest in the region of EL6958 for base metals, gold, and nickel. Despite this the cover over much of the tenement appears to have discouraged many of the historic exploration companies. Drilling on the tenement is not systematic and many of the possible mineralisation styles for precious and base metals have not been adequately tested. The REE potential of the licence has not been tested.

Access to the remote western Gawler tenements in South Australia, is good in the southern half, where the major bitumen Eyre highway and secondary roads give way to numerous farm tracks that traverse the region. In the north to north-east, access becomes more problematic once the sand-dune fields of the Yellabinnia Regional Reserve and the Yumbarra Conservation Park are encountered. These sand dunes are difficult to traverse and cover the entirety of EL6615, EL6417 and EL6603, as well as the north-eastern corner of EL6604. The bitumen access road to Iluka's Jacinth-Ambrosia heavy mineral sands mine 20 km's further to the west of the tenements may potentially provide easier access to the northern-most tenement EL6615, as well as the service track parallel to the Trans-Australian Railway. There are no known access issues within the Victorian Tenement EL6958 which is on the well serviced farmlands of country Victoria.

All the South Australian tenements, except for EL6417 (Yumbarra), have been granted in 2021 for a term of six (6) years. EL6417 was granted to Fowler in 2019 and the initial term will expire by the 22<sup>nd</sup> of October 2022. Osmond have indicated to Xenith that given it is unlikely that they will be able to complete their planned activities on EL6417 within a year, the tenement will be subject to a 25% reduction at this date. Osmond will design this tenement reduction so that it does not affect the main Yumbarra layered-ultramafic intrusive target on EL6417 and they are comfortable that their proposed work program can still be effectively completed within the EL6417 tenement document timeframe.

The Victorian tenement EL6958 was granted to Providence on the 10<sup>th</sup> of June 2020 for a period of five (5) years. Given that Providence have been unable to work on EL6958, due to Covid restrictions in Victoria in 2020 and 2021, Osmond have indicated to Xenith that they intend to ask the Victorian Department for Resources (DEDJTR) for the Year 1 and subsequent commitments to commence in 2022.

Under the Mining Act 1971 (SA), Osmond can access land to undertake exploration activities subject to issuing a Notice of Entry to the appropriate landowners / land managers and obtaining approval for a Program for Environment Protection and Rehabilitation (PEPR) from the Department for Energy and Mining. Portions of the tenements overlap the Yellabinnia Regional Reserve, Yumbarra Conservation Park (in the case of EL6417) and Wahgunyah Conservation Park (in the case of EL6692), all of which have been granted for the purposes of prospecting and exploration activities. Access to the reserve and conservation parks are procedural requirements and not an impediment to Osmond undertaking the works. Osmond has advised that the Notice of Entry and PEPR submission process has commenced and consultation with the Department for Environment and Water, as custodians of the regional reserve and conservation parks on behalf of the Minister for Environment and Water, is ongoing.

In respect to native title, Osmond does not consider native title encroachments to be a material risk to its planned operations given that its proposed exploration program does not involve exploration activities on those areas where native title subsists. However, to the extent Osmond wishes to conduct additional



activities on tenement areas where native title does subsist, access agreements for these tenements will be negotiated with the Far West Coast Aboriginal Corporation as the Registered Native Title Body Corporate (RNTBC) for the region. A large proportion of the northern section of EL6692 is located on Yalata Aboriginal Freehold Land held in trust by the South Australia government and leased to the Yalata community. As it is held under freehold title, native title does not exist, however, Osmond will be required, pursuant to the Aboriginal Lands Trust Act 2013 (SA) to obtain permission from the trust to carry out mining operations or regulated activities on the land. Where permission has been granted, Osmond may, subject to any conditions of the permission given and to the provisions of the Mining Act 1971 (SA), enter the Yalata Aboriginal Freehold Land for the purpose of carrying out such mining operations or regulated activities and, where the permission has been given, will not be required to serve on a notice of entry (despite the provisions of the Mining Act 1971 (SA)). Osmond and its tenement acquisition partners have expressed their confidence in obtaining the required permissions successfully and in a timely manner.

Osmond has indicated to Xenith that they intend to pursue an exploration strategy that initially has a strong focus on geophysics with the use of airborne EM and magnetics followed by ground gravity surveys and targeted drilling programs. Starting with airborne surveys over these acquisition agreement tenements, is considered a sound approach by Xenith, given the depth of cover in these tenements, potentially difficult drilling conditions and the need to allow time for environmental and native title access agreements to be signed.

Xenith has reviewed Osmond's proposed exploration activities and is of the opinion that the expenditures listed will be sufficient for the proposed program. Xenith considers that the exploration strategy and program proposed by Osmond is consistent with the mineral potential and current status of the tenements and will meet Osmond's legal obligations for the initial two years under ASX listing rules.

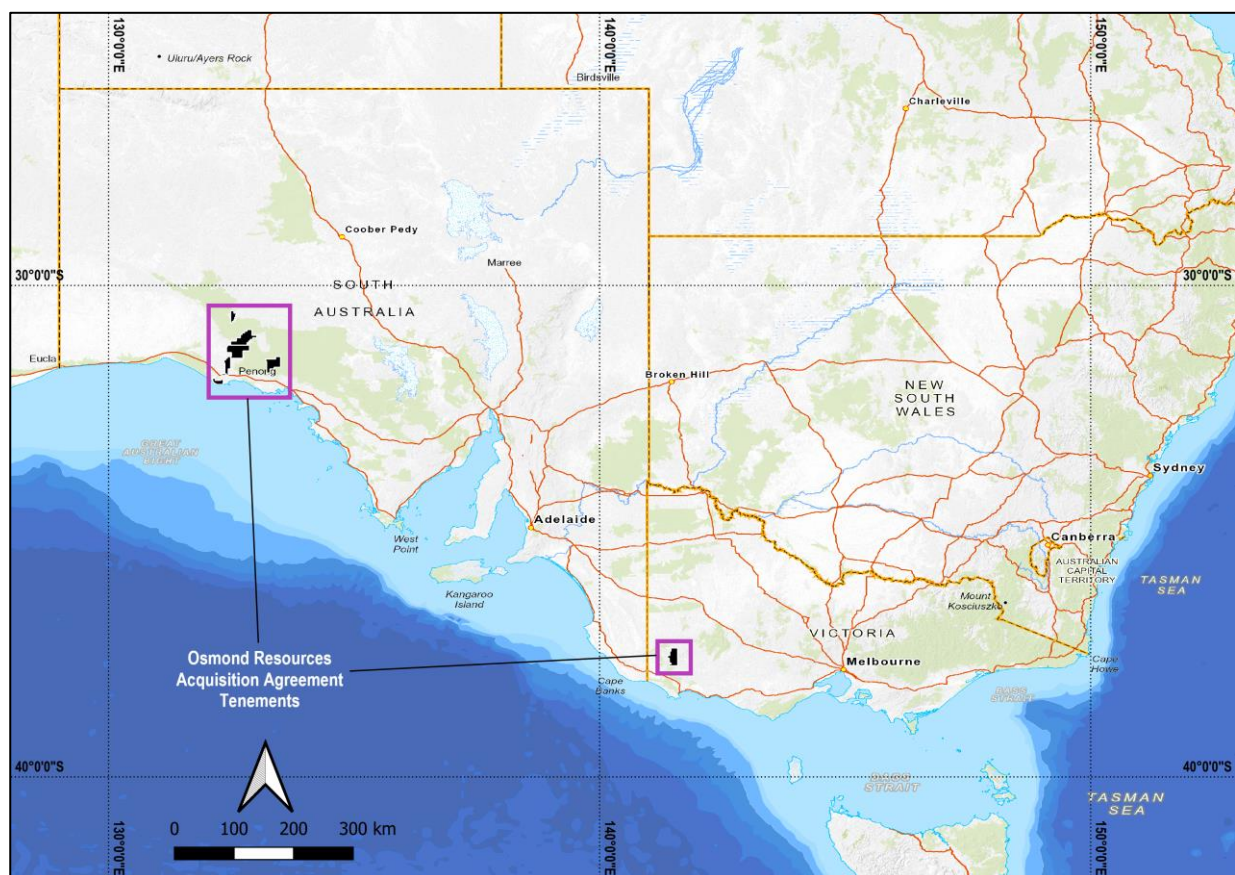


## 2 LOCATION AND TENURE

### 2.1 Location and Access

Osmond Resources Ltd (Osmond) have entered into acquisition agreements for five (5) tenements in South Australia and a tenement in Victoria (see Figure 2.1). The commencement of these acquisition agreements is conditional on Osmond raising the required A\$5,000,000 (before costs) in funds and obtaining conditional approval to list on the ASX. Further details in respect of the acquisition agreements are contained in section 6 of Osmond's Prospectus.

**Figure 2.1 – Location of Osmond Acquisition Agreement Tenements**



Base map taken from the Geoscience Australia website.

#### South Australian Tenements

The South Australian tenements cover a considerable area on the western margin of the Gawler Craton and include EL6417, EL6615 and EL6692 with Fowler Resources Pty Ltd and EL6603 and EL6604 with Kimba Resources Pty Ltd (see Figure 2.2).

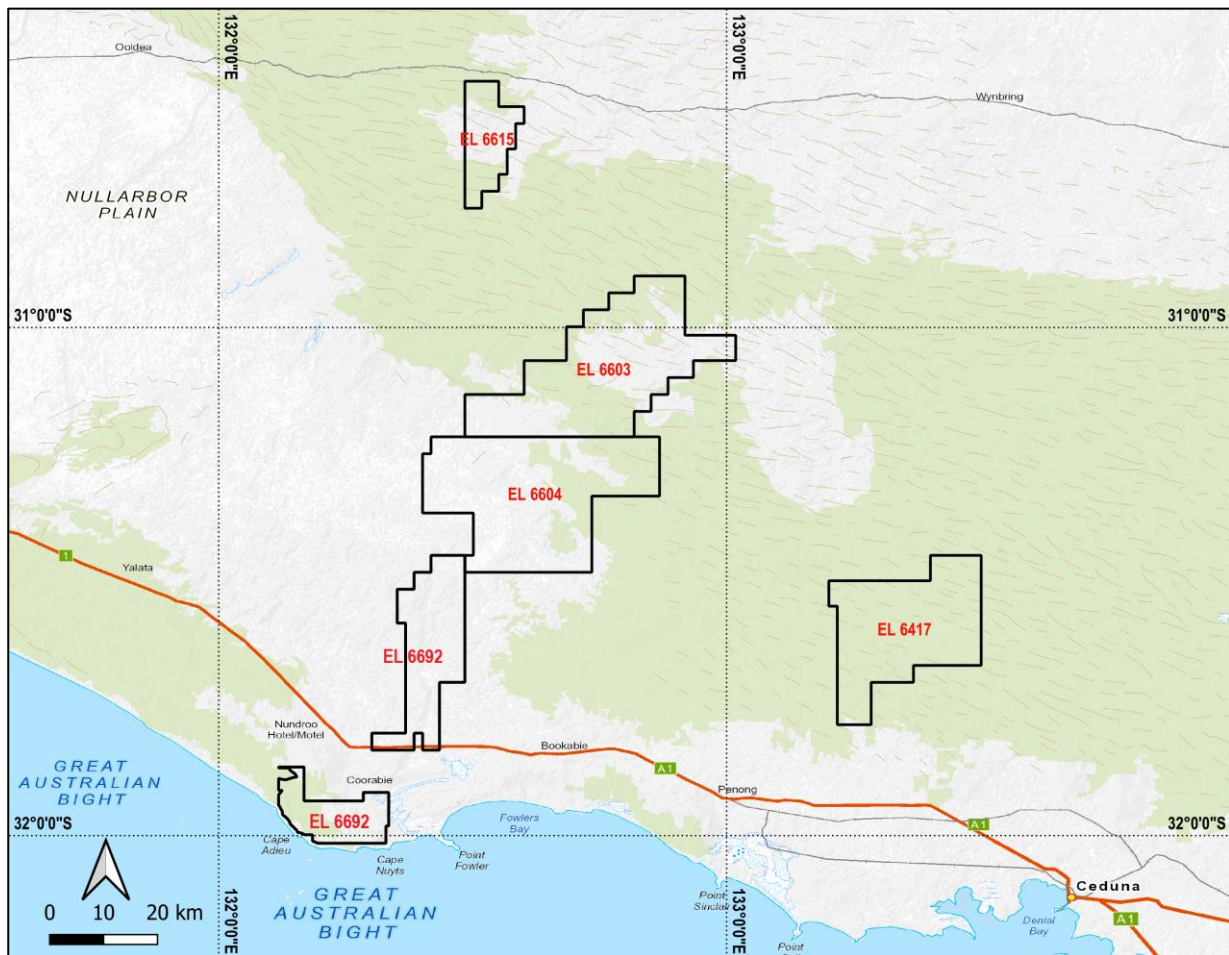
EL6417 (Yumbarra) is located about 80km northwest of Ceduna while EL6615 is about 230km to the northwest (immediately to the south of the Trans-Australian Railway line). The other tenements are located



between these two tenements with the southwestern most portion of EL6692 located adjacent to the small township of Fowler's Bay on the coast (see Figure 2.2).

The Eyre Highway (A1) provides access to the southern end of the tenements near the small townships of Penong and Nundroo which are 73 km and 155km west-northwest of Ceduna respectively (see Figure 2.2). Access to the north is initially via farm tracks but becomes more problematic once in the sand-dune fields of the Yellabinna Regional Reserve and the Yumbarra Conservation Park. These dunes cover the entirety of EL6615, EL6417 and EL6603, as well as the north-eastern corner of EL6604. These sand dunes are difficult to traverse but access between the dunes is easier. The bitumen access road to Iluka's Jacinth-Ambosia heavy mineral sands mine 20 km's further to the west of the tenements may potentially provide easier access to the northern-most tenement EL6615, as well as the service track parallel to the Trans-Australian Railway (see Figure 2.6).

**Figure 2.2 – Location of South Australian Tenements**

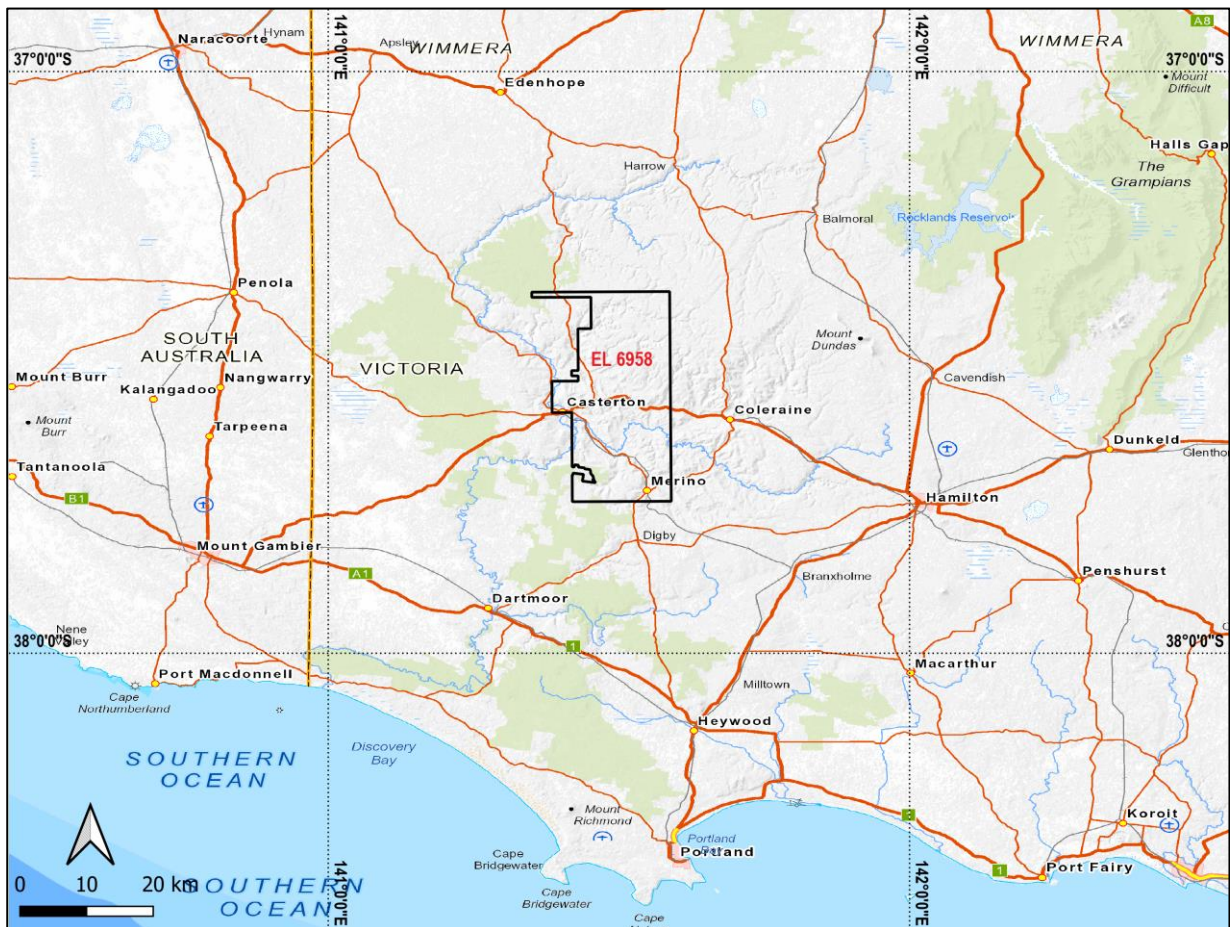


*Base map taken from the Geoscience Australia website.*

## Victorian Tenement

The Victorian tenement, also under an acquisition agreement, is EL6958 (Sandford Project), which is currently held by Providence Gold and Minerals Pty Ltd. EL6958 is adjacent to the township of Casterton, which is in western Victoria (see Figure 2.1). Primary access to the tenement is provided by the Glenelg Highway and the Casterton-Edenhope Road (see Figure 2.3). Secondary access within the tenement is via numerous local roads and farm tracks (see Figure 2.9).

**Figure 2.3 – Location of Victorian Tenement**



Base map taken from the Geoscience Australia website.

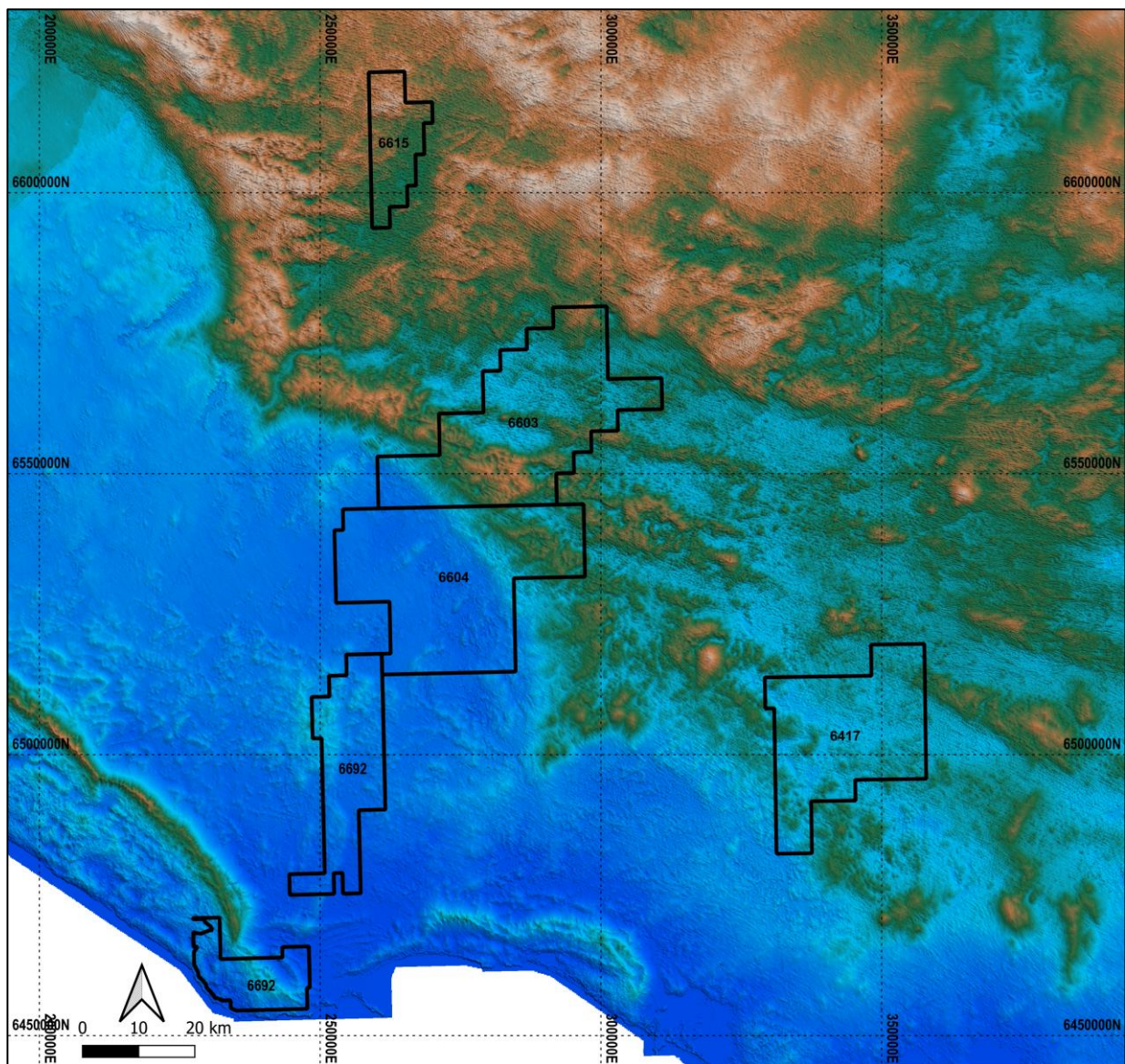


## 2.2 Topography, Land Use and Environment

### South Australian Tenements

The DTM surface (see Figure 2.4) downloaded from the South Australian Government's SARIG website shows that the tenements are quite flat in their southern to south-western half but become increasing undulating and rugged as you move into the Yellabinna sand dune fields in the northern to north-eastern half of the tenements (see Figure 2.5). These two geographical regions are quite distinct on the DTM image and their NW to SE trending boundary may represent an ancient shoreline. This natural topographic divide will have implications for ground exploration access, surface geochemical sampling techniques and undertaking air-core drilling (through thick sand cover).

**Figure 2.4 – South Australian Tenements Topography (DTM)**



*Image taken from the S.A. Government Department for Energy and Mining website (SARIG).*



**Figure 2.5 – Aerial View of the Yellabinna Region showing longitudinal sand dune system**



*Image taken from PIRSA Report Book 2003/18.*

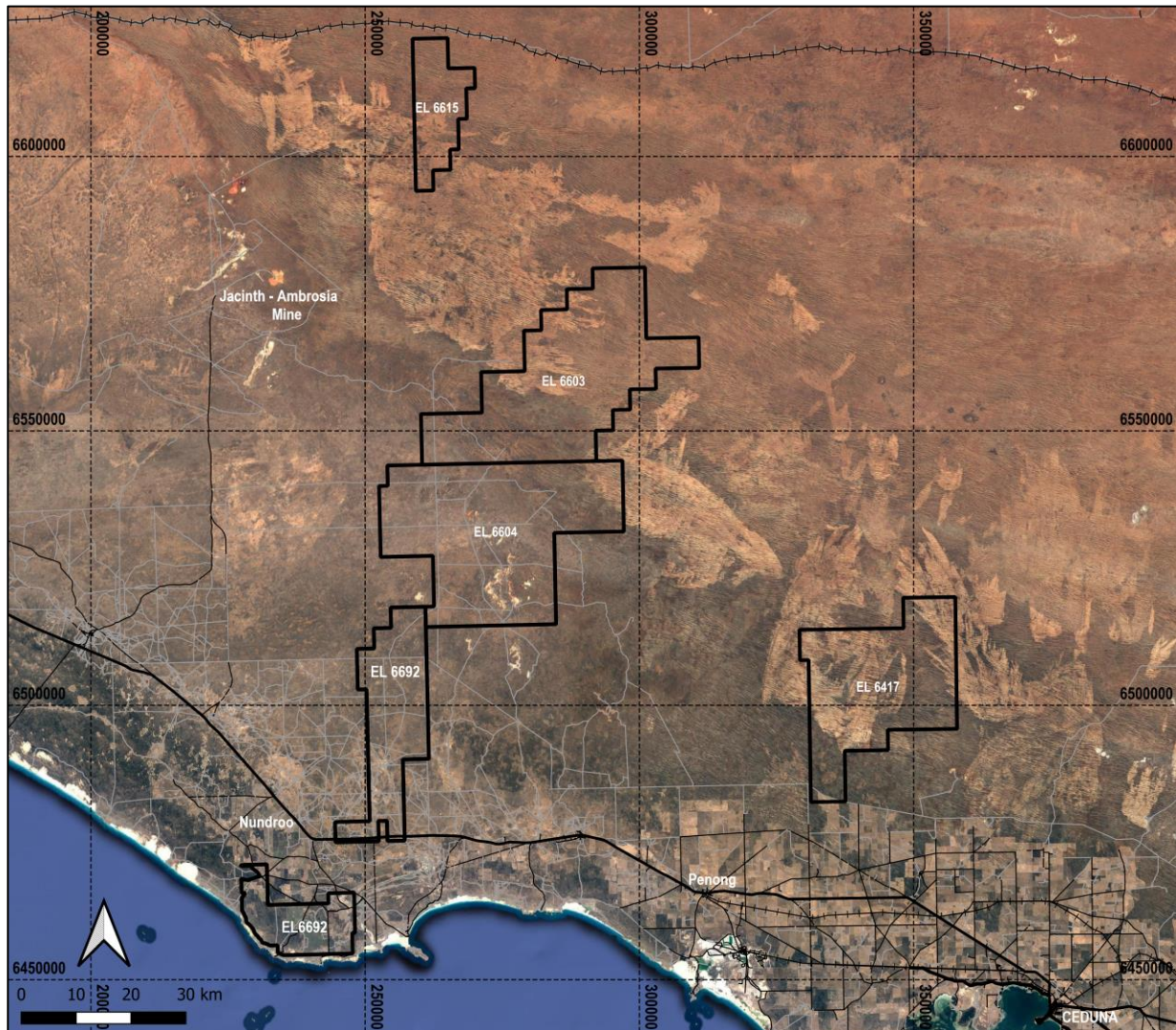
Land use within the acquisition agreement tenements also roughly follows this same geographical distribution with broad scale cropping (mixed cereal) and grazing farmland in the south to south-west giving way to environmental conservation parks and regional reserves in the north to north-east in the sand dune country (see Figure 2.6 and Figure 2.7).

The large Yellabinna Regional Reserve covers the entirety of EL6615, EL6603 and a portion of EL6604 and EL6417. The Yumbarra Conservation Park covers most of EL6417. The coastal Wahgunyah Conservation Park covers the south-western end of EL6692 (see Figure 2.7).

Osmond and the tenement holders are aware that for the tenements within a Regional Reserve or a Conservation Park, there will be a requirement to adequately address environmental aspects of any program through the generation of an appropriately researched and considered Exploration - Program for Environmental Protection and Rehabilitation ("E-PEPR") covering the region. This work will require liaison with the Department for Environment Water and Natural Resources ("DEWNR") to ensure E-PEPR development takes into consideration the Yellabinna Regional Reserve's development plan and other regional factors - particularly addressing issues of weed dispersion, and the limitations on clearance of vegetation. Budgeting for the completion of an E-PEPR for work includes allowance for meetings with DEWNR, potential site assessment and engagement of contractors to assist with the evaluation process as required. These are normal procedural activities for exploration in this region that other explorers have followed to gain access. Osmond have budgeted for these activities in their proposed "use of funds" spreadsheet (see Table 6.1).



**Figure 2.6 – South Australian Tenements Landsat Image**



*Image taken from the S.A. Government Department for Energy and Mining website (SARIG).*

On the Landsat image the farmland is seen to hug the southern coastline around the major access route of the Eyre Highway (in black). Farm and bush tracks (in light grey) become less frequent as you move to the north. The sand dune fields in the north-eastern half of this image are also quite prominent. The Trans-Australian Railway traverses the northern margin of the region. The all-season road to the Jacinth-Ambrosia Mine (Iluka's mineral sands deposit) is also shown on the image, traversing the western side of the region.



**Figure 2.7 – South Australian Tenements and Environmental Reserves**

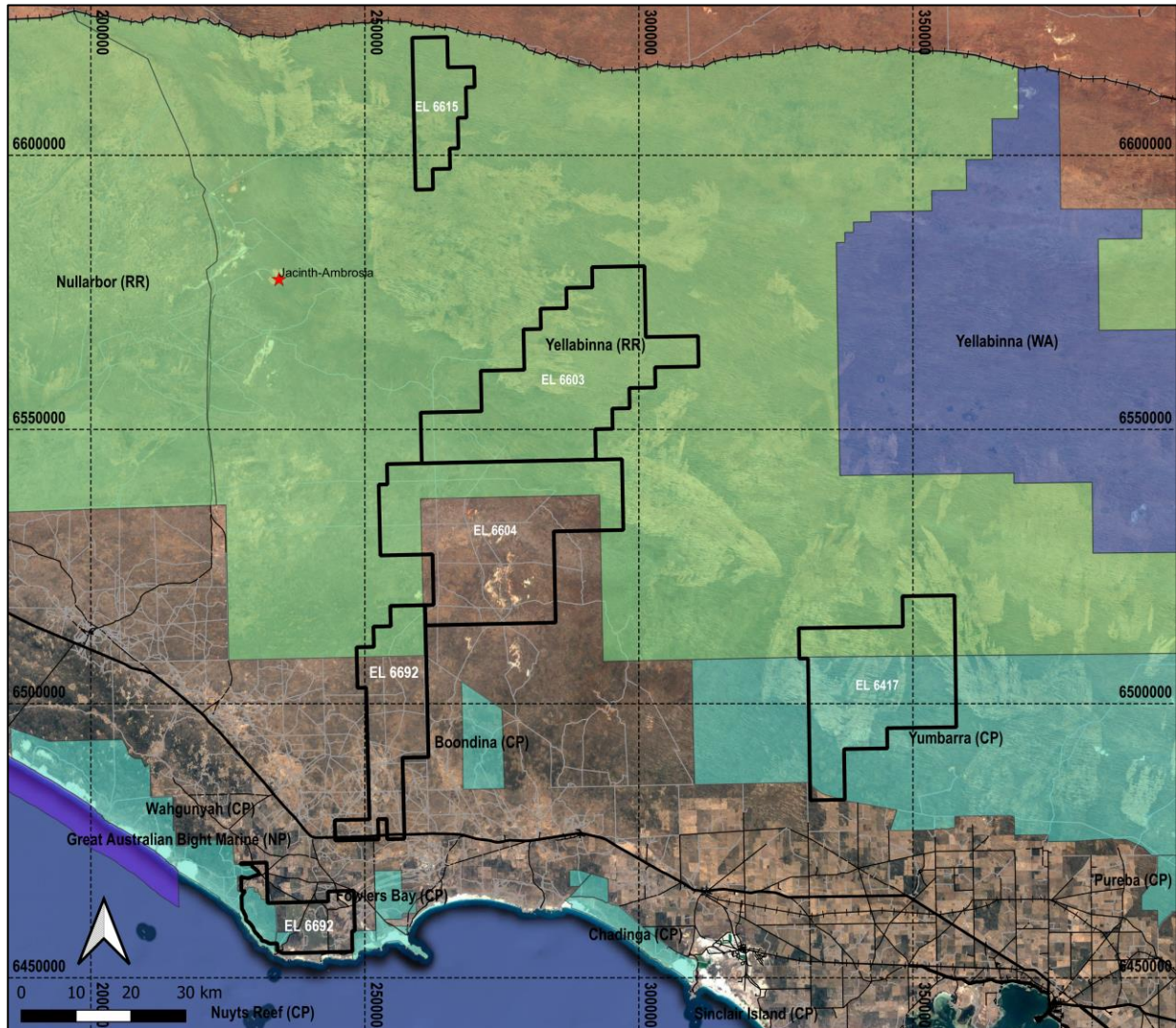


Image taken from the S.A. Government Department for Energy and Mining website (SARIG).

#### Legend

- RR = Regional Reserve (light green)
- CP = Conservation Park (aqua)
- WA = Wilderness Protection Area (light purple-blue)
- NP = National Park (purple).

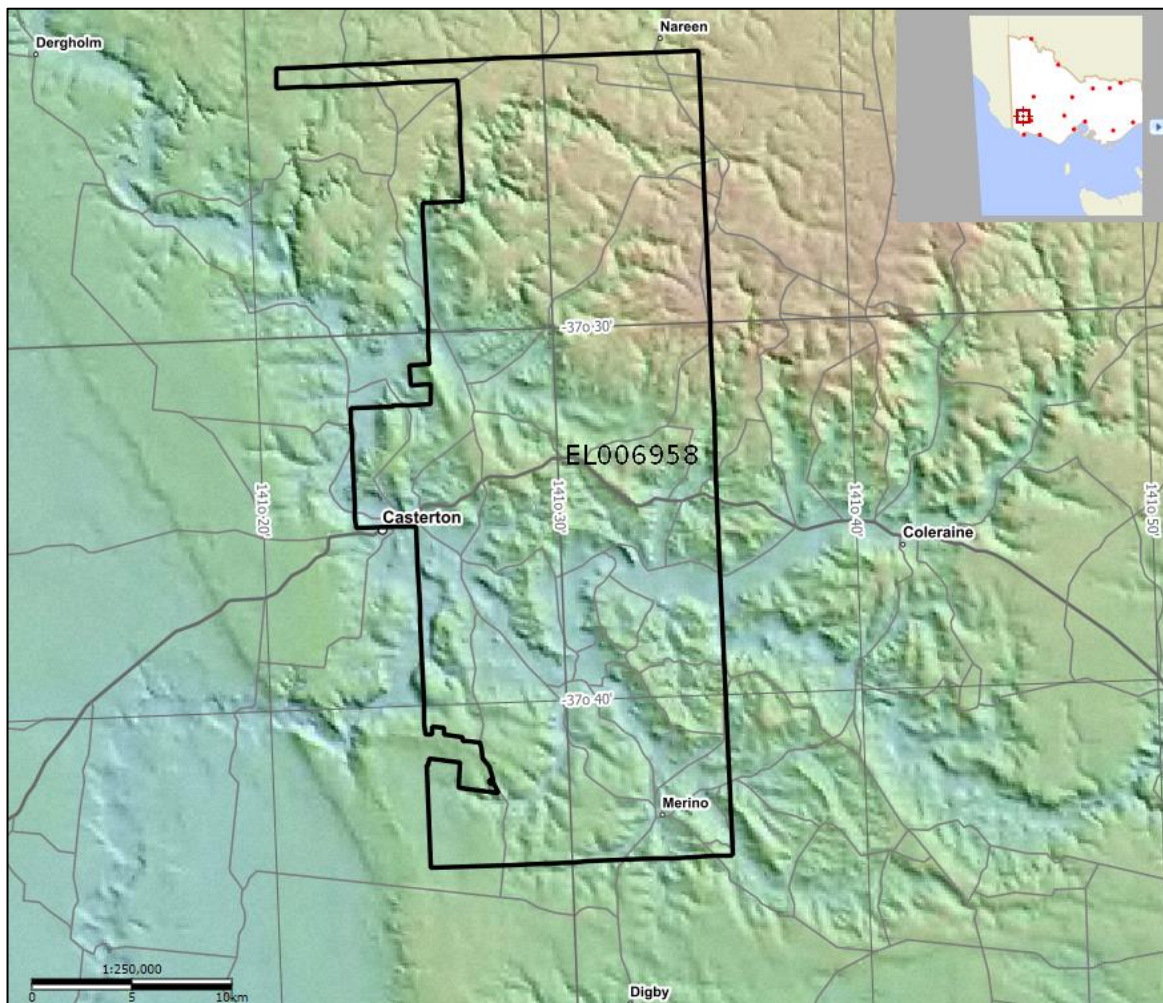
### Victorian Tenement

The DTM downloaded from the Victorian Government's GeoVic GIS website shows that the flat to moderately undulating landscape within EL6958 (Sandford Project), located near Casterton, western Victoria, has been deeply incised and dissected by numerous streams and gullies, which can be up to 90 m deep (see Figure 2.8). These gullies expose the prospective basement lithologies beneath the younger cover sediments.

Land use in the region is predominantly as farmland, including sheep and cattle grazing and some dairy farming. The township of Casterton has a current population of approximately 1600 people.

No specific environmental considerations were detailed in the Tenement document. The Box-Ironbark Region does require special environmental assessment, but this region occurs much further to the east of the tenement. Section 4 of the tenure document makes the general statement that "the licensee must take all reasonable measures to avoid, minimise and/or offset the removal and disturbance of native vegetation and faunal habitats". Several rivers and streams run through the tenement including the Glenelg, Wannon, and Wando Rivers (see Figure 2.9).

**Figure 2.8 – Osmond Victorian Tenement EL6958 Topography (DTM)**

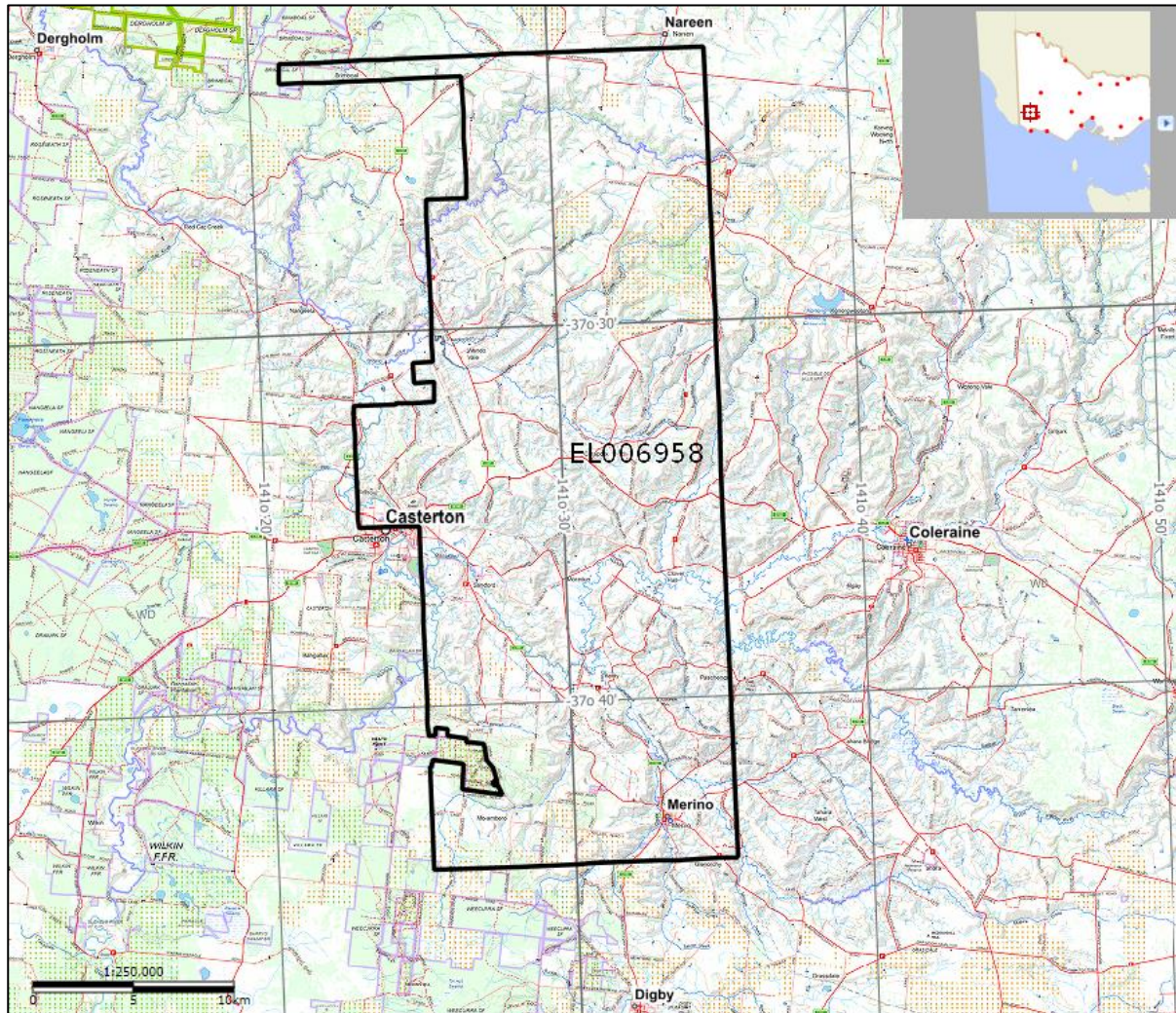


Source: Victorian Government Resources website (GeoVic).





**Figure 2.9 – Osmond Victorian Tenement EL6958 Location**



Source: Victorian Government Resources website (GeoVic).

## 2.3 Tenure and Native Title

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Osmond have entered into acquisition agreements for five (5) tenements in South Australia and a tenement in Victoria (see Figure 2.1). Osmond have stated that the commencement of the acquisition agreements is conditional on Osmond successfully completing the seed raise and obtaining conditional approval to list on the ASX. The planned listing of Osmond requires certain regulatory and other approvals. Further details in respect of the acquisition agreements are contained in section 6 of Osmond's Prospectus.

### South Australian Tenements

The Osmond South Australian acquisition agreements include tenements EL6417, EL6615 and EL6692 owned by Fowler Resources Pty Ltd and EL6603 and EL6604 owned by Kimba Resources Pty Ltd (see Figure 2.10). It is noted that the tenements EL6603 and EL6604 are registered in the name of Kimba Resources Pty Ltd, which is a wholly-owned subsidiary of ASX-listed Investigator Resources Limited. The tenements listed above cover a considerable area on the western margin of the Gawler Craton and have been granted to these companies to explore for base and precious metals under the Mining Act 1971 of South Australia and the Mining Regulations 2020 made under that Mining Act. The primary metals targeted include nickel, copper, cobalt, and gold.

Specific Tenement details including grant date; initial term; expenditure commitments and environmental and native title considerations are all tabulated in Table 2.1 to Table 2.5 below. From these details it is apparent that all the tenements, except for EL6417, have been granted in 2021 for a term of six (6) years. EL6417 (Yumbarra) was granted in 2019 and will expire by the 22<sup>nd</sup> of October 2022. Osmond have indicated to Xenith that given it is unlikely that they will be able to complete their planned activities on EL6417 within a year, the tenement will be subject to a 25% reduction at this date. Osmond will design this tenement reduction so that it does not affect the main Yumbarra layered-ultramafic intrusive target on EL6417 and they are comfortable that their proposed work program can still be effectively completed within the EL6417 tenement document timeframe.

Native Title exists within each of the tenements as determined by the Federal Court of Australia on the 5/12/2013 (FCA file no. SAD6008/1998 and Native Title Tribunal Number SCD2013/002). A map of the determination area is included in Appendix B. The Registered Native Title Bodies Corporate (RNTBC) for the region is the Far West Coast Aboriginal Corporation RNTBC. The Far West Coast People are comprised of the Kokatha, Mirning and Wirangu tribal groups.

Traditional rights of native title holders in respect to the Far West Coast determination area have been extinguished in accordance with the Far West Coast Indigenous Land Use Agreement (ILUA). While native title in parks and reserves within the determination area has been re-enlivened pursuant to the Far West Coast Parks ILUA, the Company does not anticipate this will pose a material risk to its planned operations given its proposed exploration program does not involve exploration activities on those areas (please refer to section 6.11 of the Solicitor's Report for further details).

The Yalata Aboriginal Land, freehold land granted to the Aboriginal Lands Trust in 1975 under the former Aboriginal Lands Trust Act 1966 (now the Aboriginal Lands Trust Act 2013 (SA)), makes up a large proportion of the northern section of EL6692 (see Figure 2.11). As it is held under freehold title, native title rights and interests have been extinguished.



Both Fowler Resources and Kimba Resources claim to have excellent track records and experience with dealing with Traditional Owners in South Australia. Despite this, at this stage, no access agreements have been signed for these tenements to date. Both companies say that they expect successful access negotiations, based on the success of current exploration companies in the region (e.g., Western Areas) and the good relations that currently exist between the Traditional Owners and major mine operators (i.e., Iluka) within the area. Osmond have budgeted for these Native Title activities and access agreements in their proposed “use of funds” spreadsheet (see Table 6.1). “The budget for Native Title related activities includes forecast legal costs, costs estimated for at least 2 meetings on country/or locally held, and allowance for 2 heritage clearance surveys for a period of 4 days to allow drill activities or potential area clearance for early exploration if accepted. The success of this component of work will directly impact the ability to conduct meaningful on ground technical work that would lead to drill testing of targets and as such will be undertaken early in the two-year timeframe.” (Fowler Resources document).

It is important to note, that non ground disturbing exploration, such as geophysics, geological mapping and geochemistry can be undertaken prior to access agreements needed for drilling, and to the extent that there were delays in obtaining access, Xenith understands that Osmond would reapply funds to further geophysics, geological mapping, geochemistry and landholder/stakeholder engagement to meet its statutory expenditure obligations.

#### Victorian Tenement

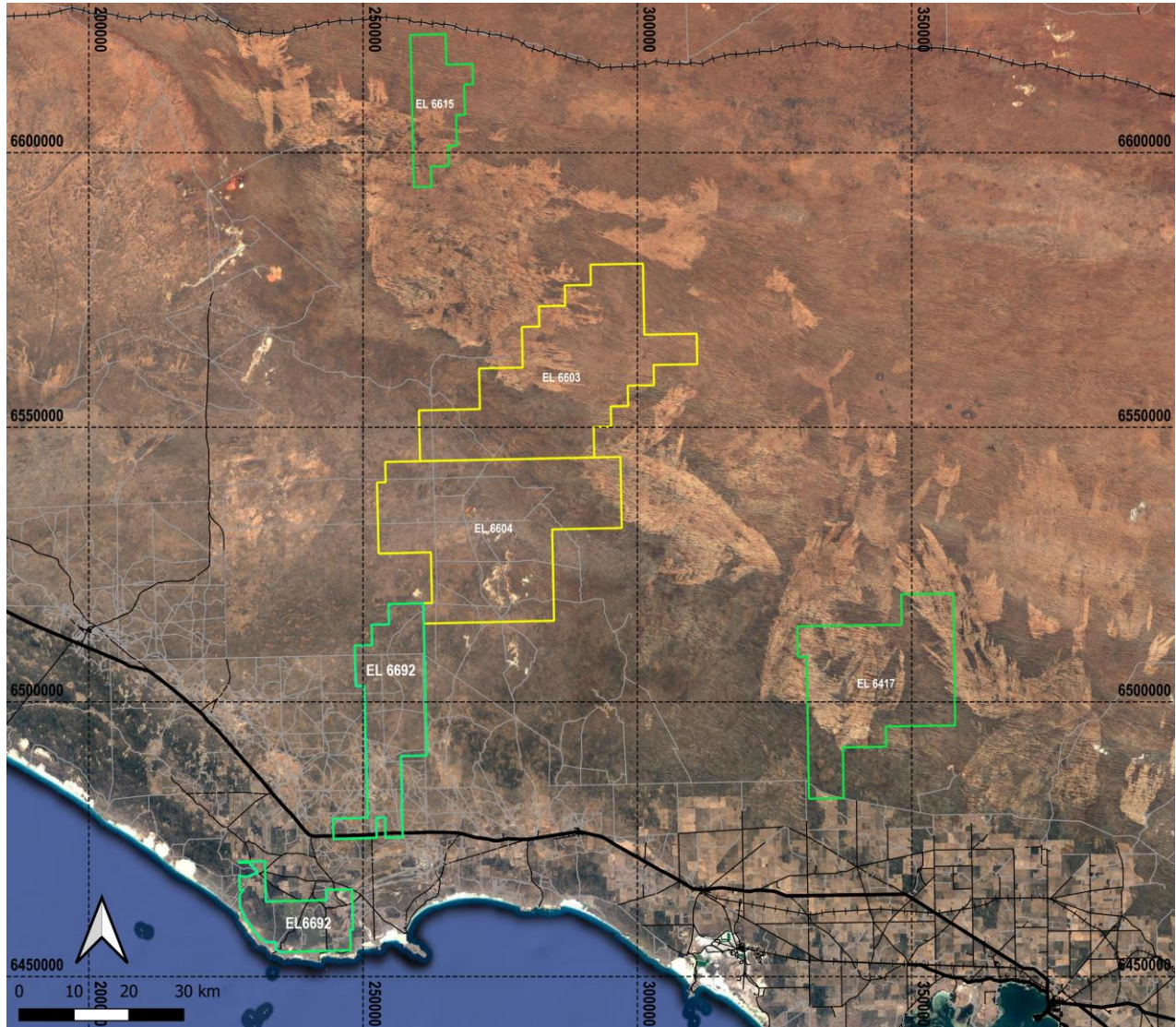
Osmond also has another tenement acquisition agreement in place with Providence Gold and Minerals Pty Ltd (Providence) for EL6958 (Sandford Project), near Casterton in western Victoria (see Figure 2.1, Figure 2.3 and Figure 2.9). As per the South Australian tenements, the commencement of this acquisition agreement is conditional on Osmond successfully listing on the ASX and raising the required funds. EL6958 was granted to Providence on the 10<sup>th</sup> of June 2020 for a period of five (5) years under Section 25 of the Victorian Mineral Resources (Sustainable Development) Act 1990 and entitles the Holder to explore for base and precious metals for that period, so long as all expenditure commitments and exploration licence conditions are met. It should be noted that Osmond intends to ask the Victorian Department for Resources (DEDJTR) for the Year 1 and subsequent commitments to commence in 2022, as no work has been completed by Providence on the tenement, due to Covid restrictions in Victoria in 2020 and 2021.

Although no specific Native Title claims are listed as part of the tenement document, section 12 of the document addresses Aboriginal cultural heritage and states that the licensee must ensure that Aboriginal cultural heritage is not harmed because of works undertaken on the licence. Also, an assessment of Aboriginal cultural heritage must be undertaken if works are proposed on Crown land in the Box-Ironbark region. A small irregular-shaped region in the south-west of the tenement has been excised from the tenement boundary due to a Native Title claim or determination (see Figure A.6 in Appendix A).





**Figure 2.10 – Osmond South Australian Tenement Locations**

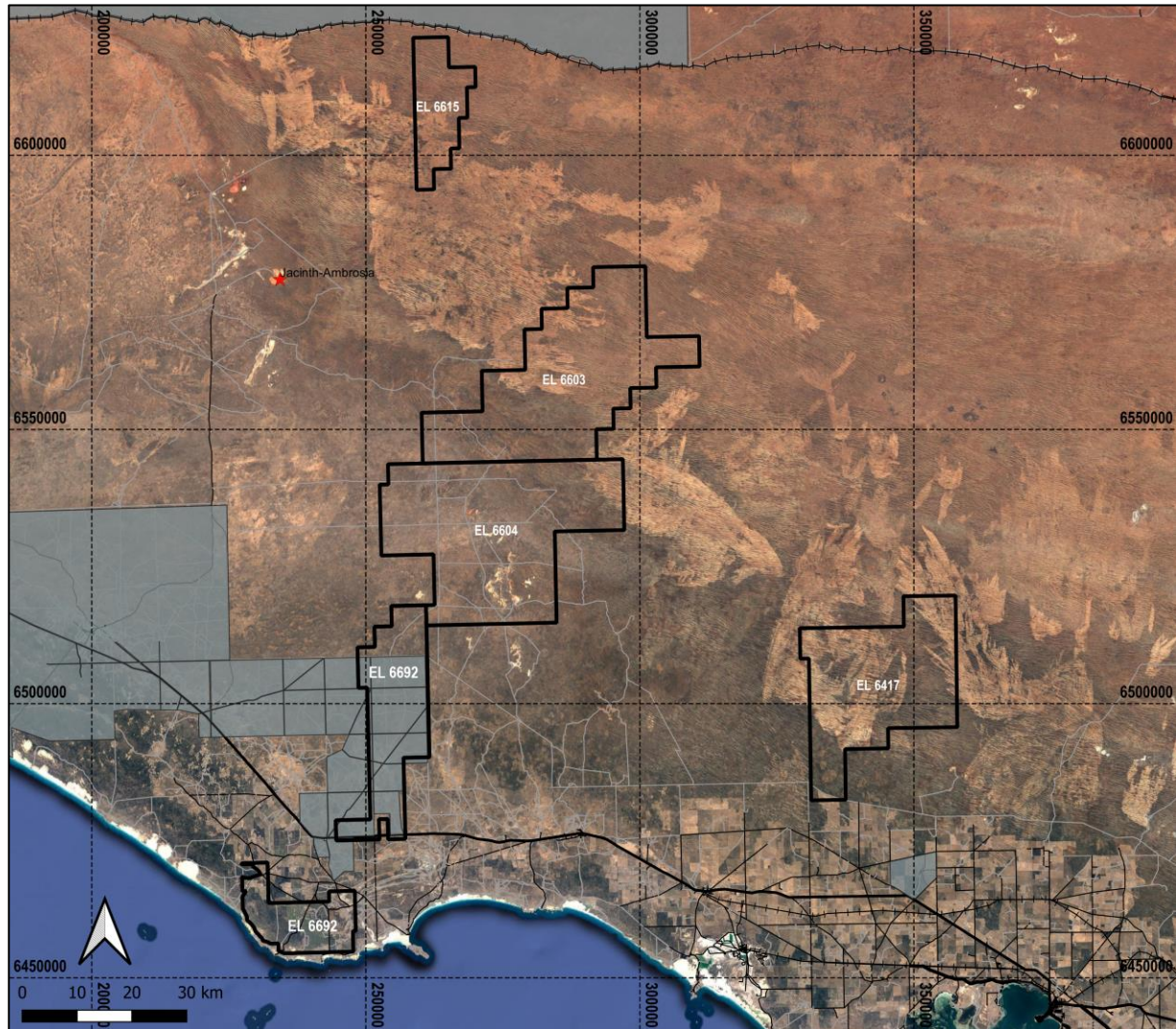


*Image taken from the S.A. Government Department for Energy and Mining website (SARIG).*

- Green tenement boundaries – Fowler Resources EL
- Yellow tenement boundaries – Kimba Resources EL.



**Figure 2.11 – Osmond South Australian Tenements Aboriginal Lands**



*Image taken from the S.A. Government Department for Energy and Mining website (SARIG).*

- Grey polygon = Aboriginal freehold land.



Tenement specific details, taken from the tenement documents for each exploration licence, are shown on the following pages (see Table 2.1 to Table 2.6). Schedule A diagrams (Schedule 3 in Victoria), from each of the tenement documents, have been included in Appendix A (see Figure A.1 to Figure A.6).

**Table 2.1 – EL6603 Tenement Specific Details and Conditions**

Detail	Description
Company	Kimba Resources Pty Ltd (ACN: 106 123 951)
Grant Date	11th June 2021
Initial Term	Six (6) years
Location	Yellabina area approximately 130 km northwest of Ceduna
Area	899 square kilometres
Initial Expenditure	\$245,000 commitment for the first 2 years
Commodities	Base and precious metals
Environment	Yellabinnia Regional Reserve
Native Title	SCD2013/002: Far West Coast Aboriginal Corporation RNTBC
250K Map Sheet(s)	Barton & Fowler

**Table 2.2 – EL6604 Tenement Specific Details and Conditions**

Detail	Description
Company	Kimba Resources Pty Ltd (ACN: 106 123 951)
Grant Date	11th June 2021
Initial Term	Six (6) years
Location	Chundaria area approximately 120 km northwest of Ceduna
Area	979 square kilometres
Initial Expenditure	\$270,000 commitment for the first 2 years
Commodities	Base and precious metals
Environment	Yellabinnia Regional Reserve
Native Title	SCD2013/002: Far West Coast Aboriginal Corporation RNTBC
250K Map Sheet(s)	Fowler



**Table 2.3 – EL6417 Tenement Specific Details and Conditions**

Detail	Description
Company	Fowler Resources Pty Ltd (ACN: 141 512 290)
Grant Date	23rd October 2019
Initial Term	one (1) year initial term extended by a further two (2) years
Location	Yumbarra area approximately 75 km northwest of Ceduna
Area	988 square kilometres reduced to 669 square kilometres (after first year)
Initial Expenditure	\$125,000 commitment for the first year, increased to \$190,000 for the next 2 years
Commodities	Cu, Ni, Pt, Ir, Pd
Environment	Yellabinna Regional Reserve; Yumbarra Conservation Park; NVHA Area
Native Title	SCD2013/002: Far West Coast Aboriginal Corporation RNTBC
250K Map Sheet(s)	Fowler

**Table 2.4 – EL6615 Tenement Specific Details and Conditions**

Detail	Description
Company	Fowler Resources Pty Ltd (ACN: 141 512 290)
Grant Date	7th July 2021
Initial Term	Six (6) years
Location	Yellabinna area approximately 190 km west of Tarcoola
Area	210 square kilometres
Initial Expenditure	\$40,000 commitment for the first 2 years
Commodities	Base metals and gold
Environment	Yellabinna Regional Reserve
Native Title	SCD2013/002: Far West Coast Aboriginal Corporation RNTBC
250K Map Sheet(s)	Barton



**Table 2.5 – EL6692 Tenement Specific Details and Conditions**

Detail	Description
Company	Fowler Resources Pty Ltd (ACN: 141 512 290)
Grant Date	16 <sup>th</sup> November 2021
Initial Term	Six (6) years
Location	Yalata area approximately 130 km west-northwest of Ceduna
Area	607 square kilometres
Initial Expenditure	\$60,000 commitment for the first two years
Commodities	Ni and Cu
Environment	Yellabinna Regional Reserve; Wahgunyah Conservation Park; NVHA Area; Wetland
Native Title	SCD2013/002: Far West Coast Aboriginal Corporation RNTBC; Aboriginal Land Trust Land; Indigenous Protected Area (IPA)
250K Map Sheet(s)	Fowler, Nuyts

Note: The following resolved items caused delay in the granting of EL6692 :-

- Resolution of an issue:
  - Indigenous Land Issues/Policy (received 03/06/2019)
  - Indigenous Land Issues/Policy (received 21/06/2021)
- Additional information requested:
  - Financial capability (received 25/07/2021)
- Circulation of the EL Application:
  - Aboriginal Affairs and Reconciliation Division (received 04/08/2021)
  - DEWNR (received 20/08/2021)

**Table 2.6 – EL6958 (Sandford Project, Victoria) Specific Details and Conditions**

Detail	Description
Company	Providence Gold and Minerals Pty Ltd (ACN: 004881789)
Grant Date	10 <sup>th</sup> June 2020
Initial Term	Five (5) years
Location	Sandford Project, near Casterton, Western Victoria
Area	596 square kilometres
Expenditure Commitment	Year 1 \$104,400; Year 2 \$134,200; Year 3 \$134,200; Year 4 \$134,200; Year 5 \$193,800
Commodities	Base metals (Cu, Pb, Zn); Bi, Co, Gold, Ni, REE, Ag, Mo
Environment	Sections 4&5 (EL document - Schedule of Conditions)
Cultural Heritage	Sections 12&13 (EL document - Schedule of Conditions)
100K Map Sheet(s)	(7122) Casterton

## 3 REGIONAL GEOLOGY

### 3.1 Geological Summary

#### South Australian Tenements

The Osmond South Australian acquisition agreements include tenements that cover a considerable area on the western margin of the Gawler Craton. The following description of the geology of the Gawler Craton is from the Government of South Australia Department for Energy and Mining website.

The Gawler Craton is South Australia's oldest and largest geological province. It has had a complex tectonic history spanning from c. 3200 Ma to 1450 Ma. The craton includes a Meso- to Neoarchaeon core surrounded by Palaeoproterozoic to Mesoproterozoic rocks. The Mesoarchaeon geology of the Gawler Craton is dominated by felsic magmatism, the Neoarchaeon to Palaeoproterozoic geology by sedimentation and bimodal volcanism, and the Mesoproterozoic geology by felsic volcanism (see Figure 3.1).

The southern boundary of the Gawler Craton is defined by the continental margin, but the other boundaries are obscured by cover sequences and are poorly constrained. The Neoproterozoic Torrens Hinge Zone and Adelaide Geosyncline to the east separate the Gawler Craton from the Palaeo- to Mesoproterozoic Curnamona Province. The Neoproterozoic to Palaeozoic Officer Basin to the north and west separate the Gawler Craton from the Musgrave Province and the Albany Fraser Belt and Yilgarn Craton in Western Australia (see Figure 3.1).

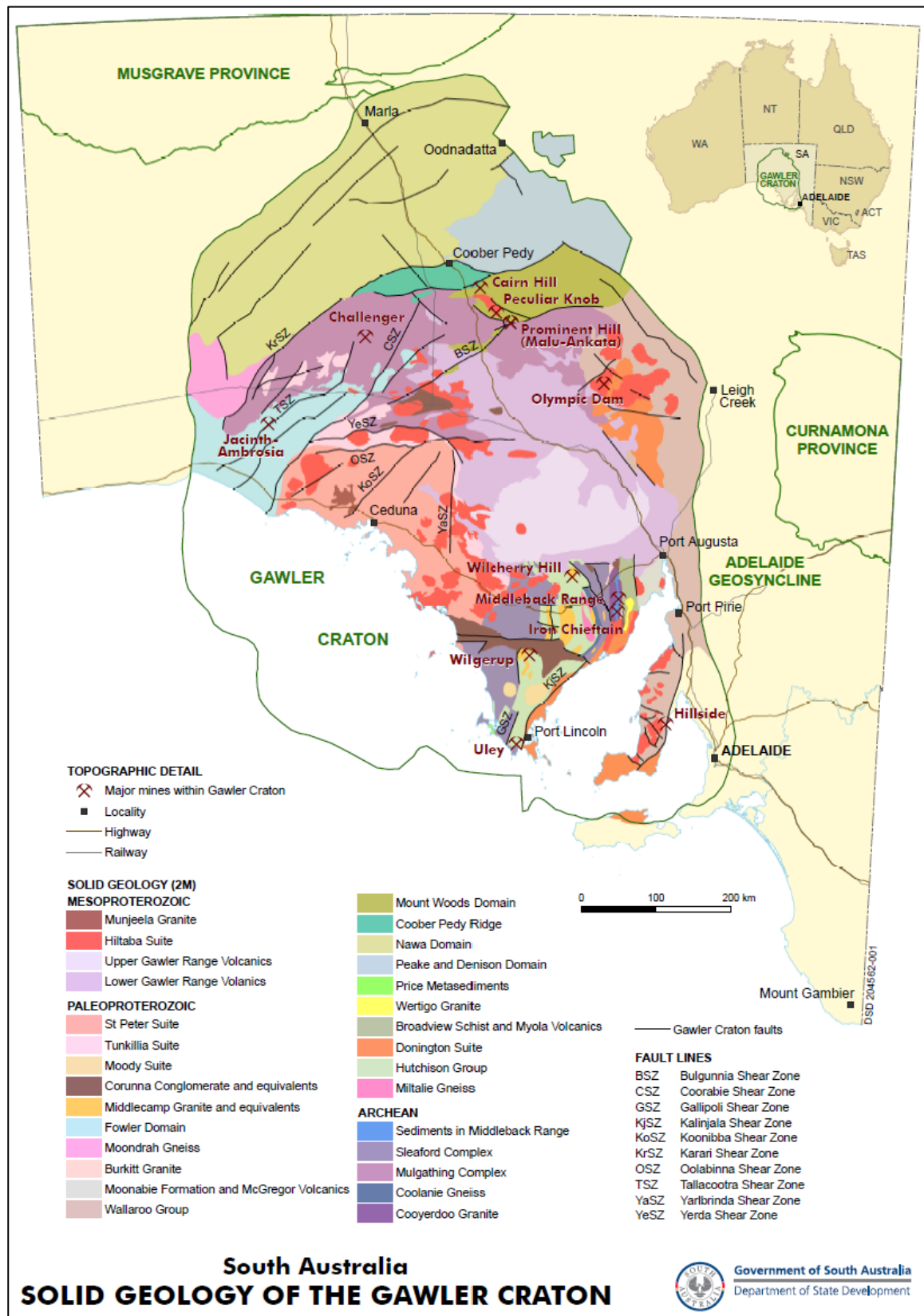
#### Gawler Craton - Age of major events (from South Australia Department for Energy and Mining website)

- Felsic magmatism of the Cooyerdoo Granite and underlying Tonalite-Trondhjemite-Granodiorite (TTG) basement (~3400 - 3150 Ma).
- Felsic magmatism of the Coolanie Gneiss (~2820 Ma).
- Bimodal magmatism and sedimentation of the Sleaford and Mulgathing Complexes (~2560–2470 Ma).
- Sleaford Orogeny (~2480 – 2420 Ma).
- Felsic magmatism of the Miltalie Gneiss and equivalents (~2000 Ma).
- Sedimentation and bimodal magmatism (~2000 – 1730 Ma) including Hutchison Group, Broadview Schist and Myola Volcanics, Moonabie Formation and McGregor Volcanics, Wallaroo Group, Peake Metamorphics, Price Metasediments, and unnamed sediments in the Nawa and Fowler Domains and Mt Woods inlier.
- Cornian Orogeny (~1855 – 1845 Ma); metamorphism and felsic magmatism of the Donington Suite.
- Kimban Orogeny (1730 – 1690 Ma); metamorphism and felsic magmatism of the Middlecamp Granite and equivalents and Moody Suite, synchronous with sedimentation of the Eba and Labyrith Formations.
- Sedimentation of the Tarcoola Formation and Corunna Conglomerate (1680 – 1640 Ma) and felsic magmatism of the Tunkillia Suite (~1690 – 1680 Ma).
- Felsic magmatism (1620 – 1570 Ma) comprising the Nuyts Volcanics, St Peter Suite and Gawler Range Volcanics and Hiltaba Suite, synchronous with metamorphism and shear zone formation.
- Kararan Orogeny (1570 – 1540 Ma); shear zone formation.
- Coorabie Orogeny (1470 – 1450 Ma); shear zone formation.



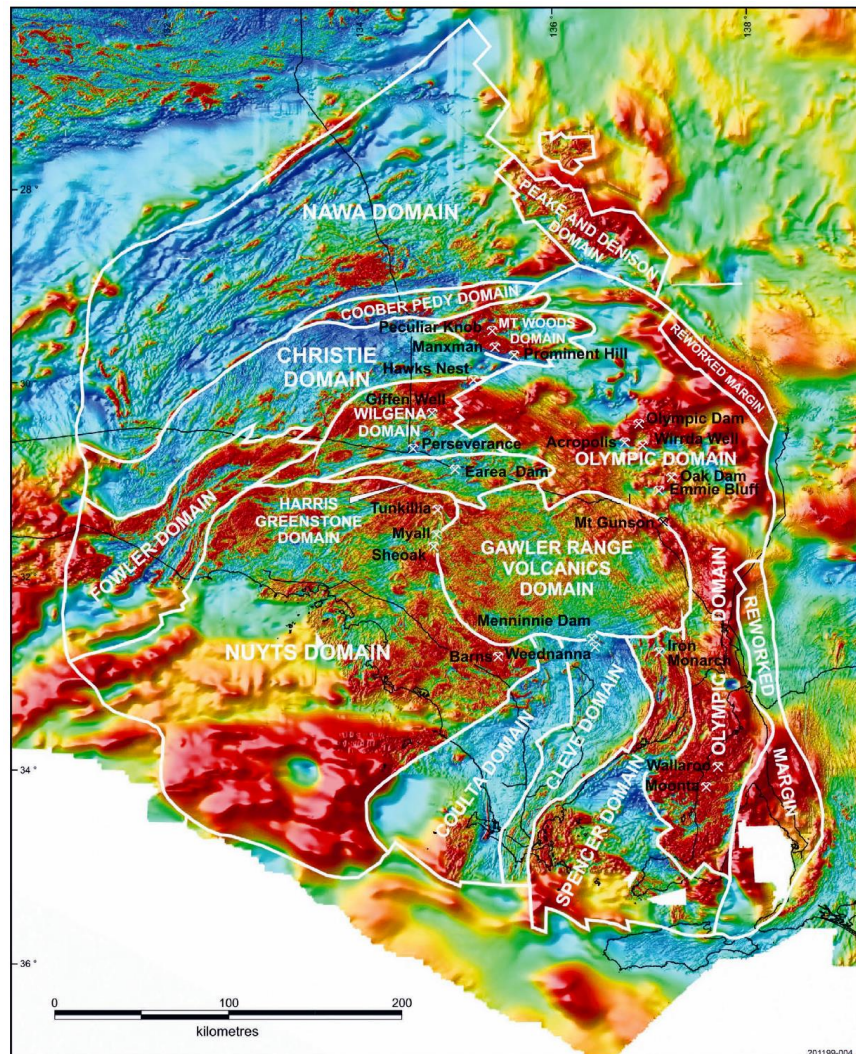


Figure 3.1 – S.A. Geological Survey Solid Geology Map of the Gawler Craton



Many of the major structures and intrusive bodies displayed in the solid geology map above (see Figure 3.1) can be seen in the Gawler Craton TMI VRTP magnetic maps displayed below (see Figure 3.2 and Figure 3.3). The large structures in the Fowler domain in the south-west of the craton are particularly prominent.

**Figure 3.2 – S.A. Geological Survey TMI VRTP Map for the Gawler Craton with Domains**



Source: Ferris et al 2002 (from Budd, A. Thesis on the Tarcoola Goldfield).



Figure 3.3 – S.A. Geological Survey TMI VRTP Map for the Gawler Craton

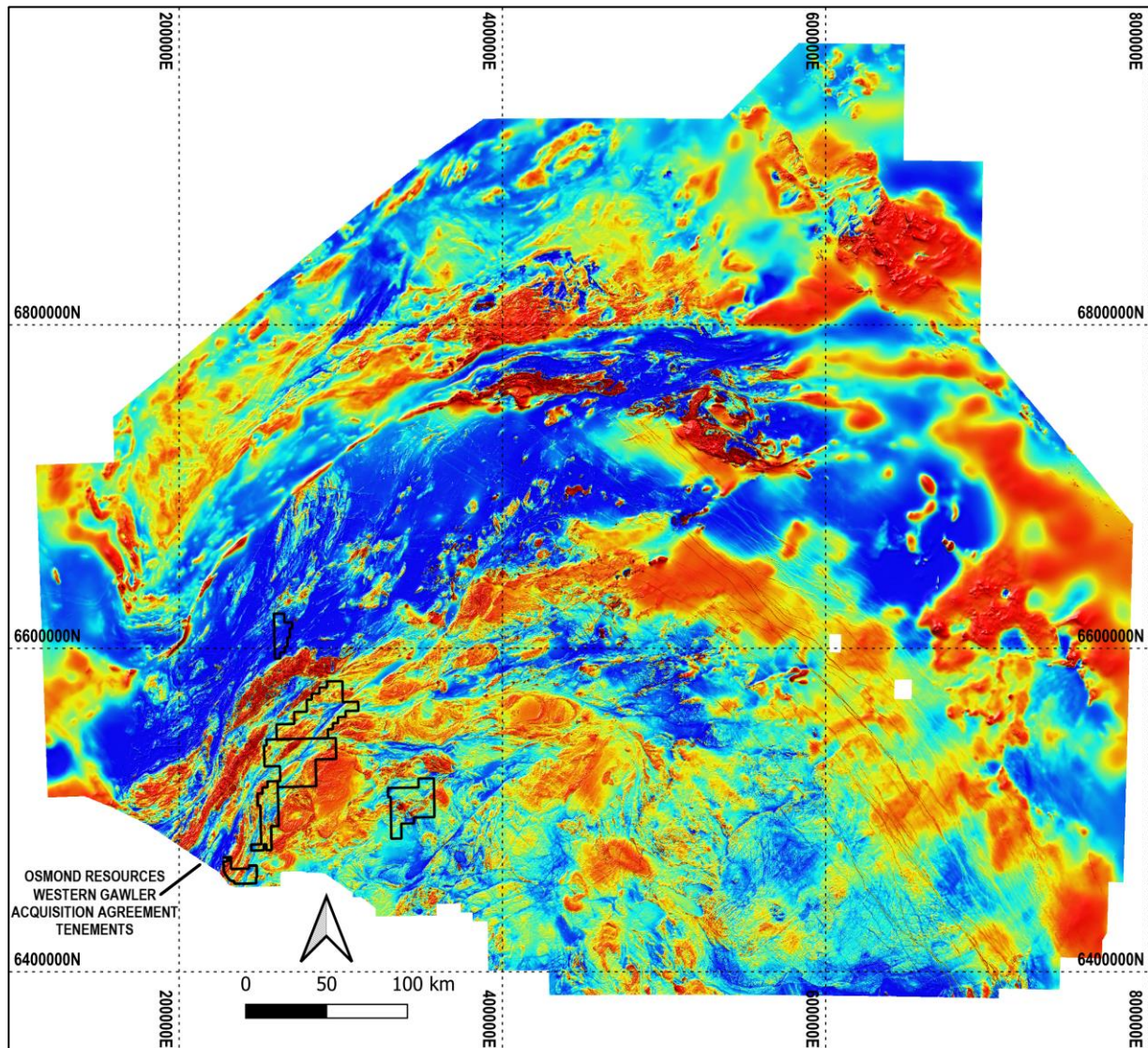


Image taken from the S.A. Government Department for Energy and Mining website (SARIG).

### Victorian Tenement



The Osmond Victorian acquisition agreement tenement EL6958 (Sandford Project), is situated within the Glenelg Structural Zone, which is the western-most of the ten major basement structural domains that make up Victoria (see Figure 3.4). The Glenelg Zone along with the Grampians-Stavely Zone represent the most easterly part of the Delamerian Fold Belt in south-eastern Australia. Formation of this fold belt is attributed to arc-continent collision in the Cambrian Delamerian Orogeny. The Neoproterozoic to Cambrian rocks of the Delamerian Fold Belt in Victoria are separated from the Cambrian-Ordovician (and younger) rocks of the Lachlan Fold Belt to the east by the east-dipping, crustal-scale Moyston Fault. Younger sedimentary rocks of the Murray and Otway Basins overlie the Glenelg Zone Cambrian basement rocks, to the north and south respectively (see Figure 3.4). A widespread veneer of thin Pliocene sandstone and ferricrete is also developed over the region.

The Glenelg Zone initially formed as the deep-marine portion of the Adelaide Geosyncline passive continental margin sequence deposited eastward of the Australian Craton in late Proterozoic to Cambrian times. The known sequence includes, low greenschist facies marine turbidites of the Cambrian Nangeela Formation, with some thick intervals of greywacke (Steep Bank Greywacke Member) and minor carbonate (Warrock Limestone Member). Rifting commenced in 590-580 Ma (Adelaide Rift) related to the break-up of Rodinia. Rifting then ceased with the start of west-directed subduction of proto-Lachlan oceanic crust beneath the Australian Craton margin. A volcanic rift basin developed in the Early Cambrian (~525-520 Ma) and the mafic Truro Volcanics were deposited in the Kanmantoo Trough at this time. The Stavely Arc to the east of the Glenelg Zone also developed during this time. The onset of the Delamerian Orogeny in the Middle Cambrian (520 – 490 Ma) produced shortening in the Stavely Arc, Glenelg Zone and Kanmantoo Trough, with uplift of an Andean-style geometry (Schofield, 2018), and northwest-striking folding and faulting predominant. There are fault-slices of ultramafic rock in the Glenelg Zone (e.g., Hummocks Serpentine) which may be allochthonous, representing fragments of exhumed seafloor (MORB geochemistry), thrust westward during the Delamerian Orogeny (see Figure 3.5 and Figure 3.6).

Within the Glenelg Zone the Cambrian basement rocks grade from lower greenschist facies of the Nolan subzone in the west (low metamorphic grade Moralana Supergroup) to the high-T low-P metamorphic rocks of the Glenelg River Metamorphic Complex (GRMC) in the east. Metamorphic rocks in the GRMC include pelitic schists, calc-silicate, and minor mafic (amphibolite) and ultramafic (talc) schist (high metamorphic grade Moralana Supergroup). With increasing metamorphic grade to the east, rocks pass through biotite, garnet, staurolite, sillimanite and migmatite zones. Deformation is more complex within the GRMC with multiple phases of folding. The GRMC is bounded along its eastern margin by the Yarramylyp Fault which is a major west-side up fault with a steep dip and forms the boundary between the Glenelg Zone and the Grampians-Stavely Zone (see Figure 3.5 and Figure 3.6). The lower metamorphic grade rocks of the Grampians-Stavely Zone include the Mount Stavely Volcanics which are believed to be a lateral equivalent of the Mount Reid Volcanics in Tasmania (see Figure 3.7).

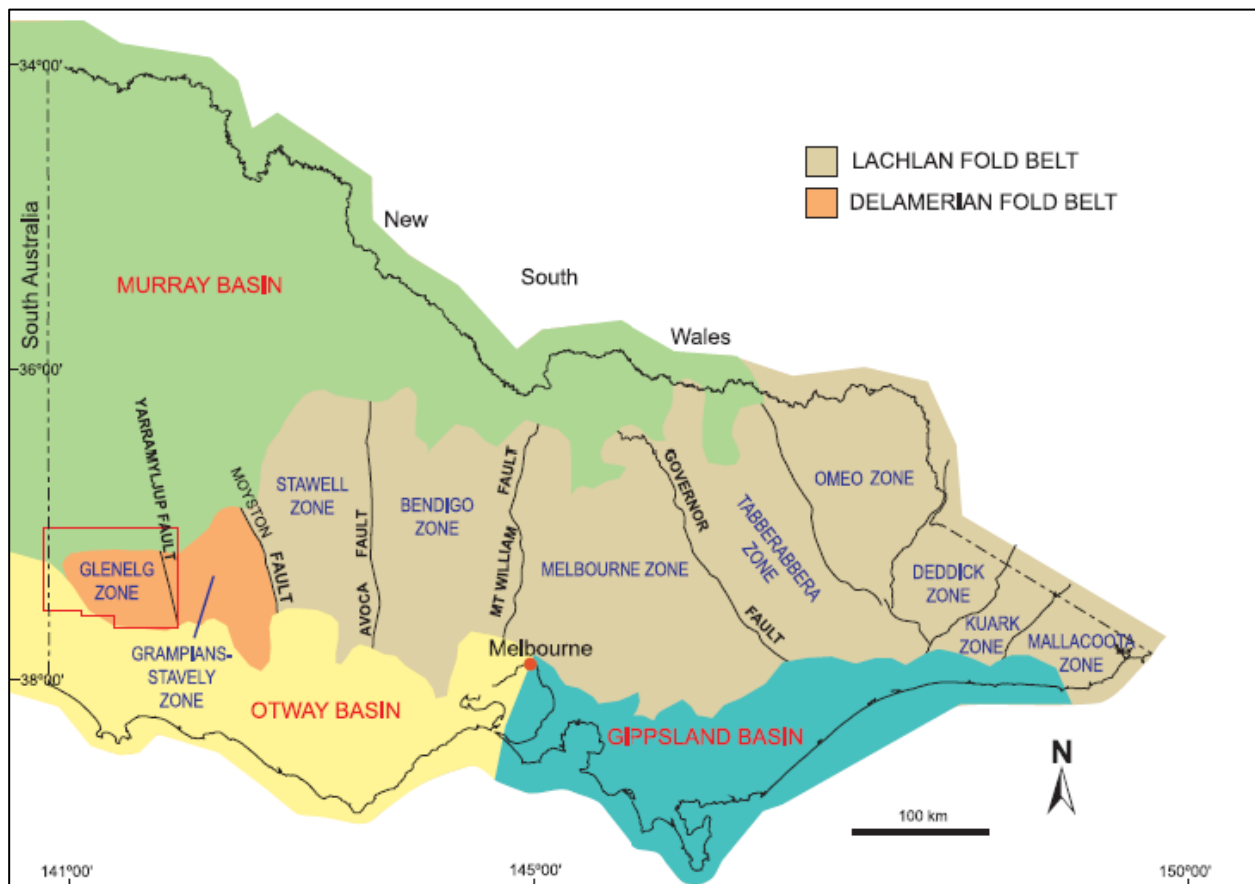
Syn- and post-tectonic Cambrian (to Ordovician) granite intrusions, related to the Delamerian Orogeny, are widespread throughout the Glenelg Zone. The syn-tectonic granites vary from I- and S-type intrusives while the post-tectonic (Ordovician) granites are I- and A-type intrusives. Minor high magnesium intrusive rocks in the Glenelg Zone are interpreted as boninites which is consistent with the postulated subduction zone environment (Schofield, 2018).

Unconformably overlying the Cambrian basement is the Ordovician-Silurian Grampians Group, a fluvial to shallow-marine quartzose sandstone sequence derived in part from uplifted and eroded Delamerian Fold Belt rocks. Much of this Grampians Group has been eroded away within the Glenelg Zone. Other cover rocks

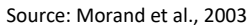


include the undeformed Early Devonian Rocklands Volcanic Group (and associated intrusives); Permian diamictite Bacchus Marsh Formation; Jurassic mafic to intermediate volcanics (and associated intrusives); and Mesozoic-Cenozoic fluvial to marine sedimentary rocks of the Otway and Murray basins. The Cretaceous Otway Basin in the south is a passive continental margin rift and fill succession, and the Cenozoic Murray Basin to the north is an intracontinental sag basin. These two basins are separated within the central Glenelg Zone by the Dundas Tablelands which is a zone of uplift over which only limited Murray and Otway Basin sediments occur. A veneer of thin Pliocene sandstone and ferricrete is widely developed over the region.

**Figure 3.4 – Geological Framework of Victoria**

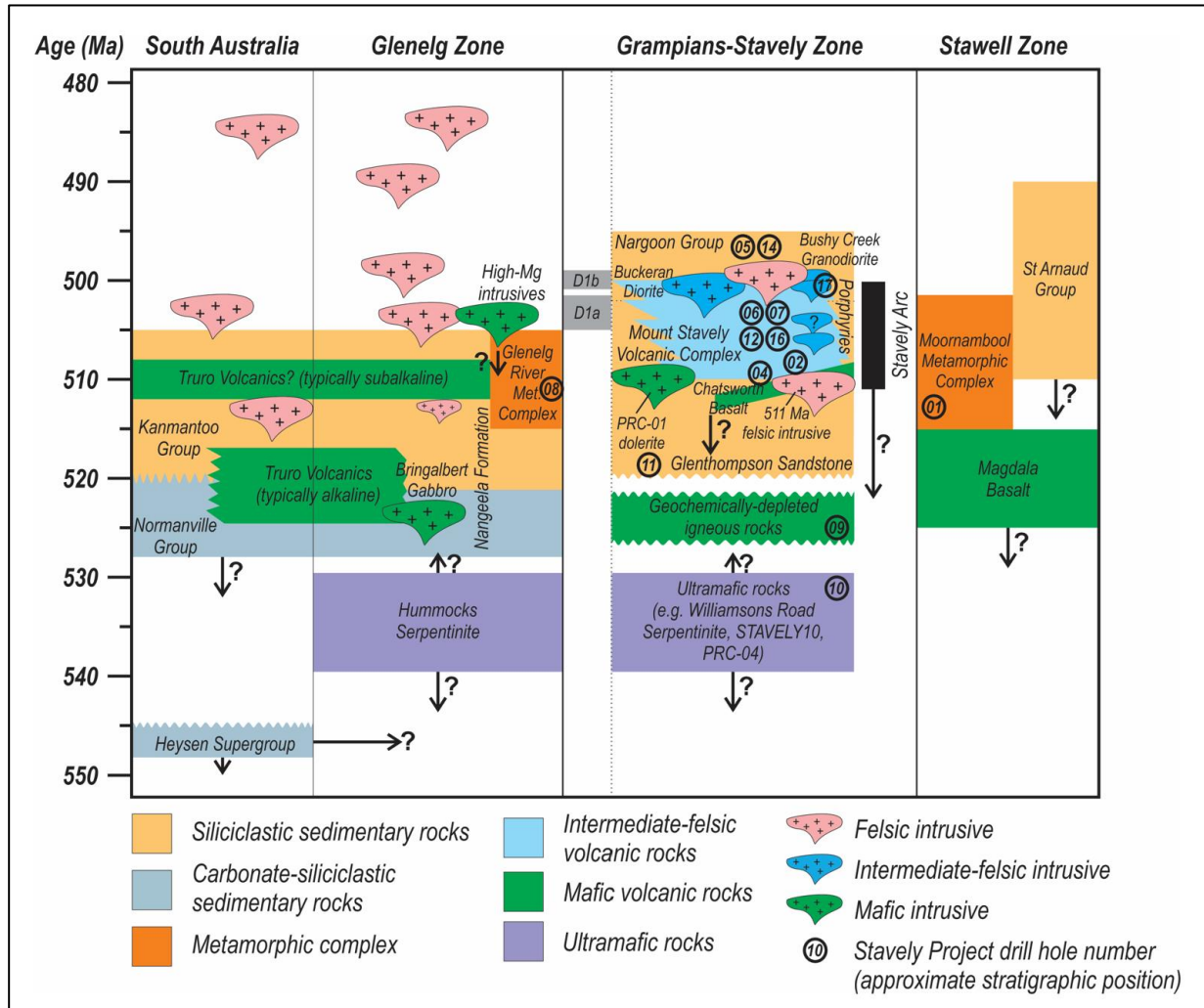


Source: Morand et al., 2003





**Figure 3.6 – Stratigraphic Column for the Glenelg Zone and Surrounds**



Source: Schofield, 2018

Source: Schofield, 2018 (after Glen, 2013).



### 3.2 Mineralisation

#### South Australian Tenements

The Gawler Craton is known to host many economic mineral deposits for a wide range of commodities. The most famous of these deposits is the truly world-class Olympic Dam Iron-Ore Copper Gold deposit (IOCG). Below is a list of known deposits taken from the Government of South Australia Department for Energy and Mining website:-

- IOCG:- FeO-Cu-Au-Ag±U (haematite- and magnetite-dominated styles) (Olympic Cu-Au Province, e.g., Olympic Dam, Prominent Hill, Hillside, Moonta, Carapateena Prospect).
- Iron ore as massive hematite deposits by supergene enrichment, (e.g., Iron Monarch, Iron Duke, Wilgerup).
- Iron ore as magnetite-bearing banded iron formation (e.g., Middleback Range, Bungalow Prospect, Hawks Nest, Skylark), to magnetite-rich metasediment (e.g., Warrambo).
- Iron ore as magnetite and hematite skarn/replacement styles (e.g., Peculiar Knob, Snaefell, Wilcherry Hill).
- Intrusion-related Au (Central Gawler Gold Province, e.g., Tarcoola, Tunkilla Prospect, Barns Prospect, Weednanna Prospect).
- Shear-hosted Cu, Au, U (e.g., Cairn Hill).
- Shear to unconformity-related U (e.g., Driver River in central Eyre Peninsula).
- Regolith deposits, including kaolin (e.g., Poochera), supergene copper (e.g., Hillside, Alford West) and regolith manganese oxide (e.g., Hercules West, Jamieson Tank, Pier Dam).
- Orogenic Au (e.g., Challenger).
- Volcanogenic Pb-Zn-Ag (e.g., Menninnie Central and Telephone Dam Prospect) and Cu-Fe (e.g., West Doora).
- Epithermal-style Ag-Pb-Zn (e.g., Paris) and Au-Ag-Pb-Zn (e.g., Parkinson Dam).
- Sedimentary-hosted Pb-Zn (Hutchison Group, e.g., Miltalie Mine, Mangalo Mine, Atkinson's Find, Smithams).
- Graphite (e.g., Uley Graphite Mine, Kookaburra Gully, Koppio, Wilclo South).
- Metasomatic talc, magnesite and jade (Katunga Dolomite).

The South Australian Geological Survey also believes that there are numerous other plausible mineral exploration models that have the potential for economic discoveries within the Gawler Craton. Recommended exploration target models, listed on the Government of South Australia Department for Energy and Mining website, include:-

- VHMS deposits (Hall Bay Volcanics, Oakdale prospect southern Eyre Peninsula).
- Late Archaean komatiitic and magmatic intrusive-hosted Ni-Cr-PGE (Lake Harris Greenstone Belt, Aristarchus).
- Magmatic Ni-Cr-Cu sulphides and PGE (Fowler and Christie Domains).
- Unconformity and Palaeochannel U and Au (e.g., Corunna Conglomerate).
- Diamondiferous kimberlite.
- Intrusion-related W and Sn (e.g., Moonbi W prospect, Zealous Sn prospect)
- Fe-Ti-V styles (e.g., Malbooma Anorthosite Complex, Wigetty prospect)



### Hiltaba Suite Granitoids

The following is an excerpt from the Australian Geological Survey Organisation (AGSO) research newsletter about the "Exploration significance of the Hiltaba Suite, South Australia" by Budd, Wyborn and Bastrakova in 1998.

"The 1590 Ma Hiltaba Suite and Gawler Range Volcanics (GRV) in the Gawler Craton are believed to have the potential for further substantial mineral finds. This extensive magmatic entity comprises two (geochemical) types with apparently different mineralisation associations (Fig 1). The strongly oxidised (hematite-magnetite) and fractionated Roxby Downs type is related to Fe-oxide-Cu-Au deposits (including the giant Olympic Dam deposit). The Kokatha type is less oxidised (ilmenite-titanomagnetite) and fractionated and is associated with vein-hosted Au ( $\pm$  Sn  $\pm$  Ag) deposits such as Earca Dam, Glenloth, and Tarcoola."

"The Roxby Downs type includes granite (*sensu stricto*), syenogranite, quartz monzodiorite, quartz monzonite, syenite, aplite, monzogranite, and leuco-tonalite. Coarse-grained, porphyritic, and megacrystic varieties are common. Unlike the Kokatha type, granites of this type are commonly altered, contain hematite and magnetite, and are a distinctive brick-red colour. The Roxby Downs type is more enriched in Rb and the high-field-strength elements (HFSE) U, Th, Zr, Nb, and Ce, and more fractionated, than the Kokatha type. It is mostly metaluminous, and strongly oxidised, having evolved to magmatic compositions in which hematite was the stable iron oxide. The 'lower GRV' is magnetite stable (Stewart 1992: *op. cit.*), and ranges in composition from basalt and andesite to dacite, rhyodacite, and rhyolite with a variable silica gap between the tholeiitic basalt-andesite series and the felsic series. Felsic lithologies dominate."

"The Kokatha type comprises syenite, granodiorite, monzogranite, and granite (*sensu stricto*). Grainsize ranges from medium to coarse, and porphyritic textures are common. The granites are white to pink, and pyrite is a common accessory, indicating that they are more reduced than the Roxby Downs type. The type is less fractionated (lower Rb, U, Nb, and Ce at equivalent wt% SiO<sub>2</sub> are good indicators) than the Roxby Downs type, and mostly peraluminous. The 'upper GRV' comprises flat-lying sheets of massive porphyritic dacite and rhyodacite, crops out more extensively than the 'lower GRV' (much of which it probably overlies), and is ilmenite- and titanomagnetite-bearing (Stewart 1992: *op. cit.*)."

"Both suites of granites contain common accessory fluorite and apatite."

"The Hiltaba Suite (granites and co-magmatic volcanics) comprise two types, each correlating with a distinct mineral association. The more oxidised Roxby Downs type is associated with Fe-oxide-Cu-Au deposits; the less oxidised Kokatha type is associated with vein Au ( $\pm$ Sn  $\pm$ Ag) deposits." (Budd, Wyborn and Bastrakova)

There is now a well-established association between reduced, fractionated granites and gold mineralisation (the RIRGD model of Hart, 2007). This would equate to the Kokatha-type of the Hiltaba Suite. These granites are not magnetic and may represent an under-explored class of deposit in the Gawler Craton.



### Victorian Tenement

The Glenelg Zone has only limited known resources of basement-hosted economic mineralisation, with only minor occurrences of lead-zinc and gold. The southern margin of the Murray Basin has large tracts of Pliocene subparallel dunes or 'strandlines' that were deposited during the final retreat of the sea from the basin in the Late Pliocene (Parilla Sand Formation) and these sands contain important deposits of placer heavy minerals.

Despite the lack of known resources in the Glenelg Zone, the interpreted Delamarian Fold Belt extensions of this zone, the Kanmantoo Trough to the north and western Tasmania to the south, are both well-endowed with metal deposits (see Figure 3.7). The Victorian Government Geological Survey believes that most types of deposits that are associated with the inboard part, of a subduction zone setting should be possible within the Glenelg Zone (see Figure 3.8). This would include:-

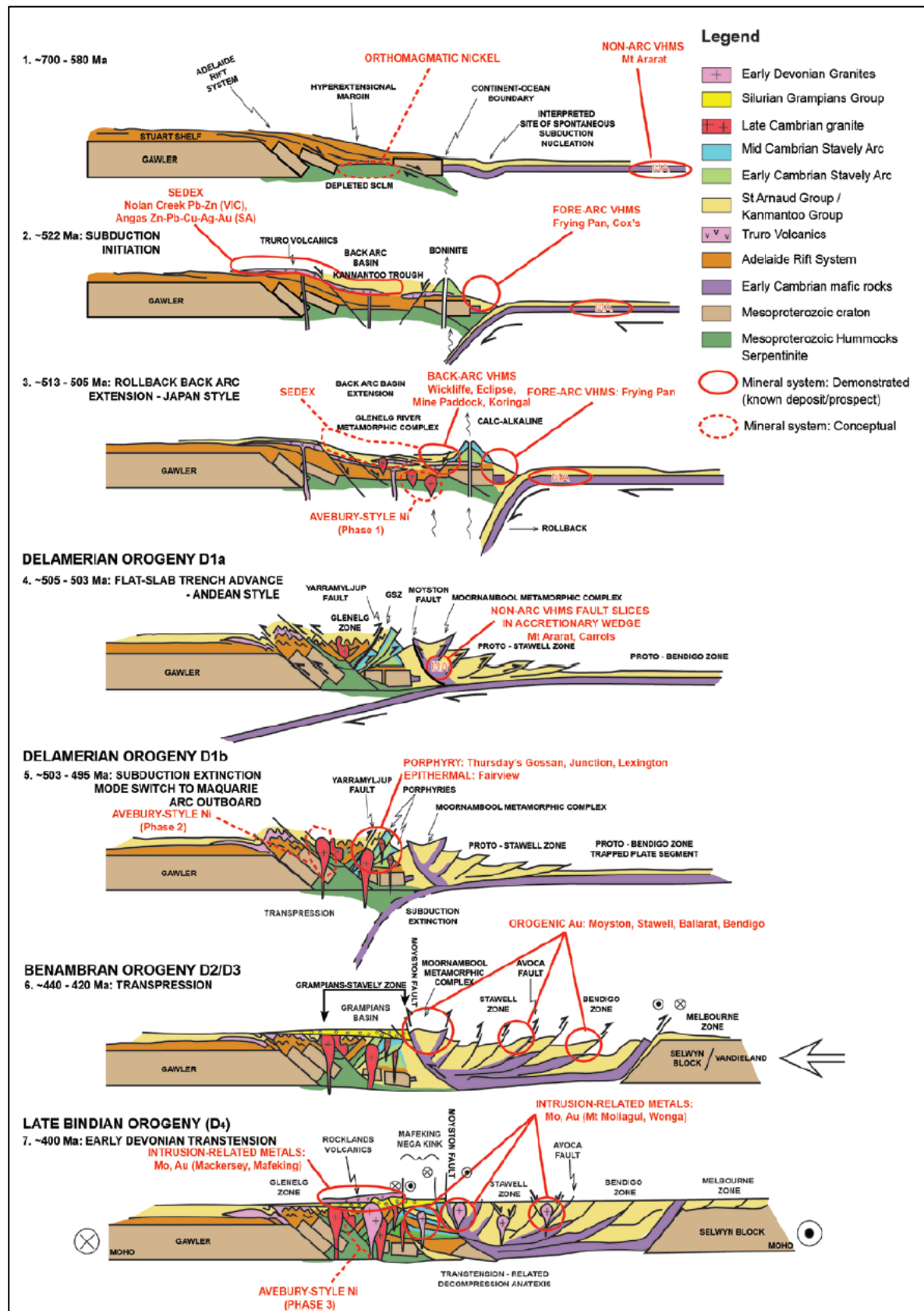
- Orthomagmatic Nickel deposits,
- SEDEX deposits (e.g., Nolan Creek Pb-Zn (Vic); Angas Zn-Pb-Cu-Ag-Au (Sth Aust)),
- Avebury-style Nickel deposits (Tas) (Hydrothermally re-worked),
- Back-Arc VHMS deposits (Wickliffe, Eclipse, Mine Paddock, Koringal),
- Porphyry Cu-Au deposits (high level, oxidised and moderately fractionated I-type intrusives),
- Porphyry Sn-W deposits (high level, reduced and strongly fractionated S-type intrusives),
- Epithermal Au deposits (high level), and
- Intrusion Related deposits Mo-Au (IRGS, RIRGS).

Providence Gold & Minerals also believe that there is potential for REE in the region, in the newly identified style of ionic clay hosted REE mineralisation. Ionic clay hosted REE mineralisation has been found 50 km to the west of EL6958 by Australian Rare Earths Ltd (ASX:AR3) at their Koppamurra Project in South Australia. At this project, REE mineralisation is held within clays resting on the Mt Gambier Limestone. The clays are a weathering product of local lithologies, including granite bodies. Providence suggest that a similar setting can be found on EL6958, where there is granitoid bodies under a thick layer of duricrust, derived from the deep weathering of those underlying granitoids. Economic concentrations of REE in clays near the base of this duricrust, developed over granites with elevated REE, is postulated.





Figure 3.8 – Preferred Geodynamic Scenario for the Evolution of the Stavelly Arc



Source: Schofield, 2018

## 4 LOCAL GEOLOGY AND MINERALISATION

### 4.1 Summary

#### South Australian Tenements

The Osmond South Australian acquisition agreement tenements are located on the western margin of the Gawler Craton within the 1:250,000 Fowler (SH5313) and Barton (SH5309) map-sheets. The central tenements EL6603, 6604 and EL6692 straddle the eastern margin of the Fowler Domain and the western margin of the Nuyts Domain along the crustal-scale Coorabie Shear Zone. The north-western tenement EL6615 is located across the western margin of the Fowler Domain and the eastern margin of the Christie Domain on the crustal-scale Tallacootra Shear Zone. The most eastern tenement EL6417 (Yumbarra) is in the Nuyts Domain on an interpreted layered ultra-mafic intrusive (see Figure 4.1 and Figure 3.2).

**Figure 4.1 – S.A. Geological Survey TMI VRTP Map for the Western Gawler Craton**

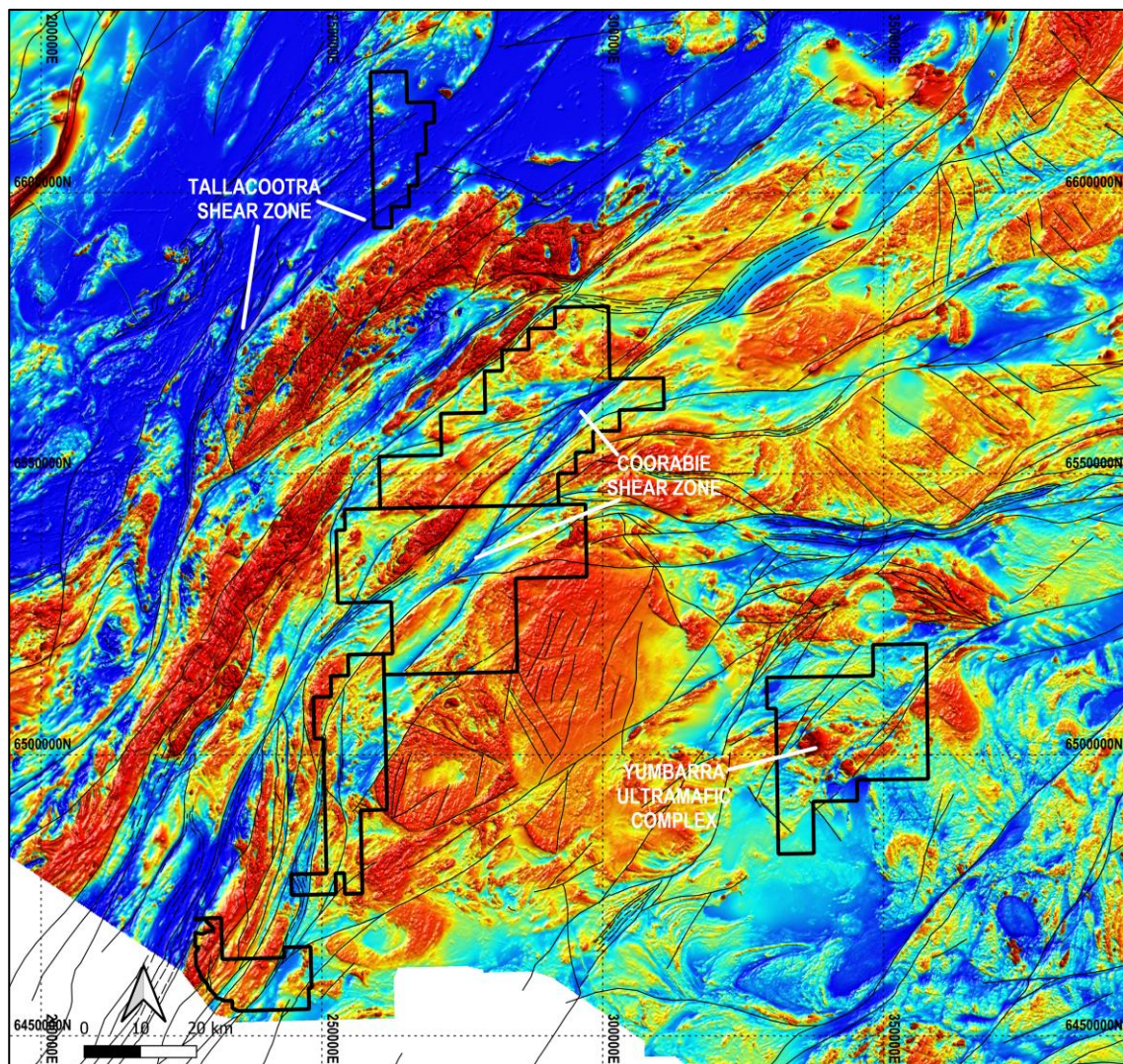


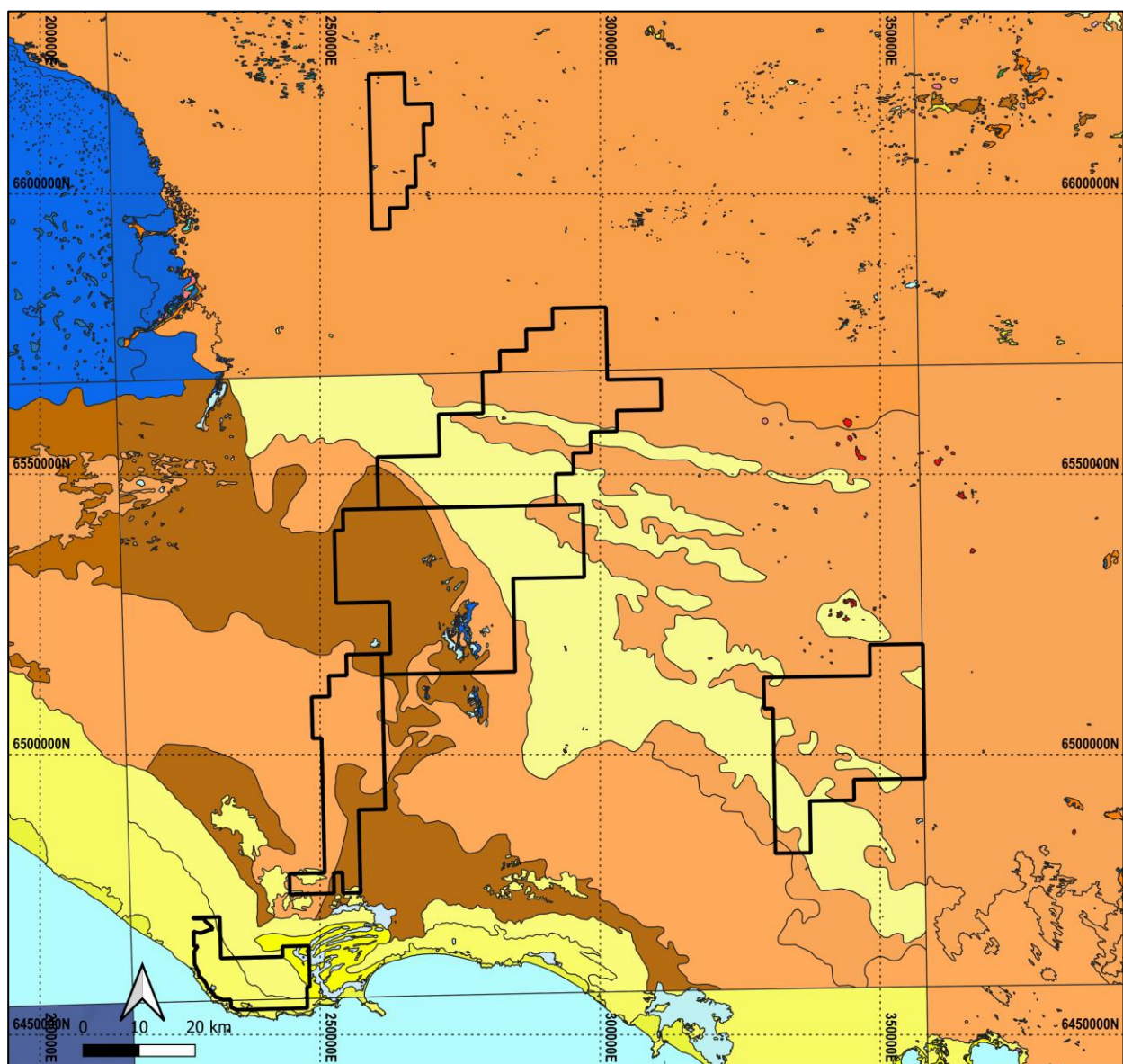
Image taken from the S.A. Government Department for Energy and Mining website (SARIG).



### Surficial Tertiary Sediments

Tertiary sediments of the eastern margin of the Eucla Basin cover the Osmond acquisition agreement tenements. Although these recent cover sediments are not the primary target for Osmond, they do contain Iluka's World-class Jacinth-Ambrosia heavy mineral and zircon sands deposit. This sedimentary package includes the Ooldea Sand Range, Nullarbor Limestone and Pidinga Formation (carbonaceous sands, silts, clays and lignites). These Tertiary cover sediments vary from 0 to 150 m thick in the region. The thickest sections appear to be along the major shear zones and can be particularly difficult to drill through when targeting the basement lithologies (see Figure 4.2).

**Figure 4.2 – Western Gawler Craton Surface Geology Map**



*Image taken from the S.A. Government Department for Energy and Mining website (SARIG).*

- Tertiary Sands – coloured orange and yellow.
- Nullarbor Limestone – dark blue.



## Basement Geology

The Osmond acquisition agreement tenements are located along the margins of the Fowler Orogenic Belt (Fowler Domain) which is a northeast striking, highly deformed zone, of Palaeoproterozoic igneous and metamorphic rocks.

“Possible host paragneisses include sillimanite-bearing aluminous metasediments and BIF of unknown age. Deformed Hiltaba Suite granite also occurs within the Fowler Domain. The eastern margin of the Fowler Orogenic Zone is markedly discordant to the gross lithotectonic trends in the Nuyts Domain to the east and represents a major crustal discontinuity (see Figure 3.2). Aeromagnetic data suggest a significant strike-slip component to this boundary, but outcrop data show a dominant vertical displacement. This suggests significant transpressive strike-slip displacement.” (Fowler Resources Information Memorandum).

“The Fowler Domain is dominated by a broad belt of shear zones sub parallel to the Karari Fault Zone. Development of the Proterozoic shears and reactivation of earlier Archaean shears have been interpreted by DMITRE. These are believed to have acted as a focus for multiphase acid and basic intrusives and extrusives (see Figure 4.3). The Tallacootra and Coorabie Shear Zones are the most prominent of these shear zones.” (Fowler Resources Information Memorandum, Figure 4.1).

**Figure 4.3 – S.A. Geological Survey Solid Geology Map of the Western Gawler Craton**

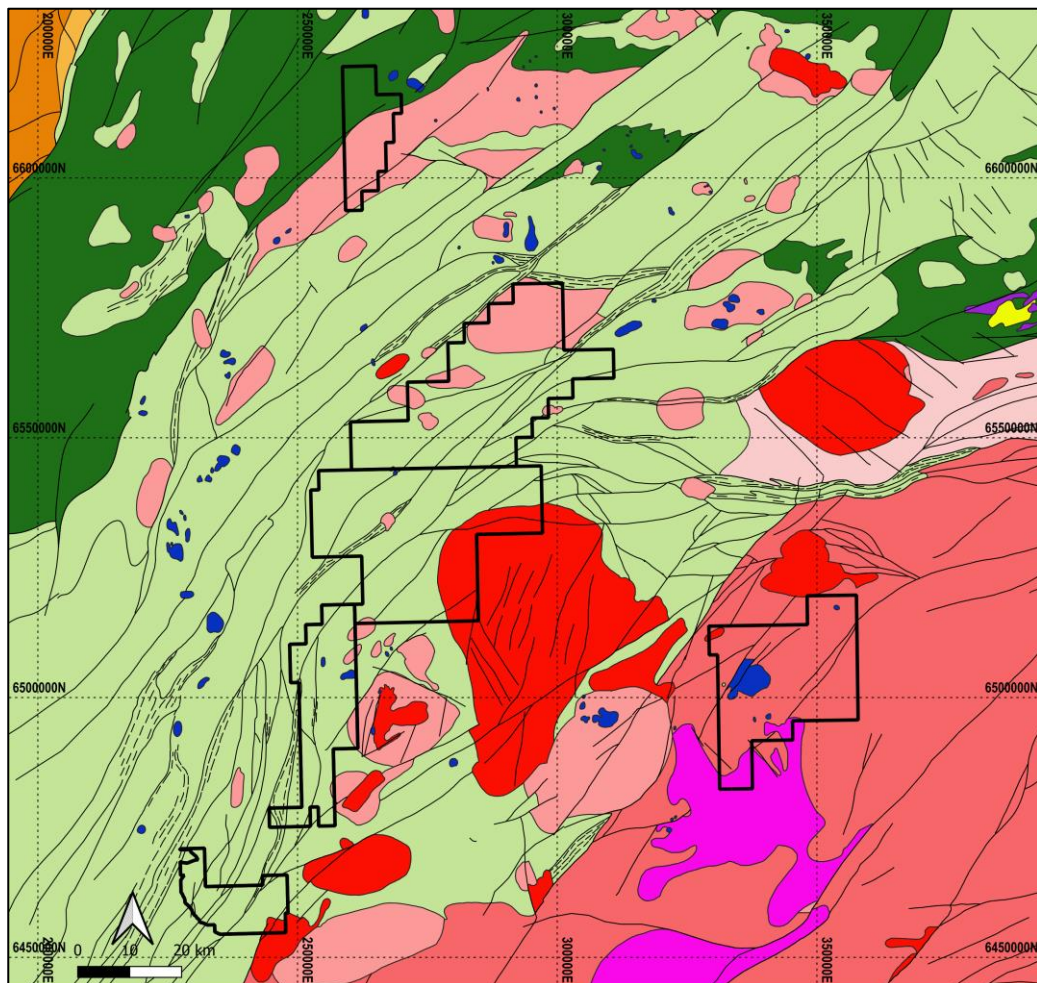
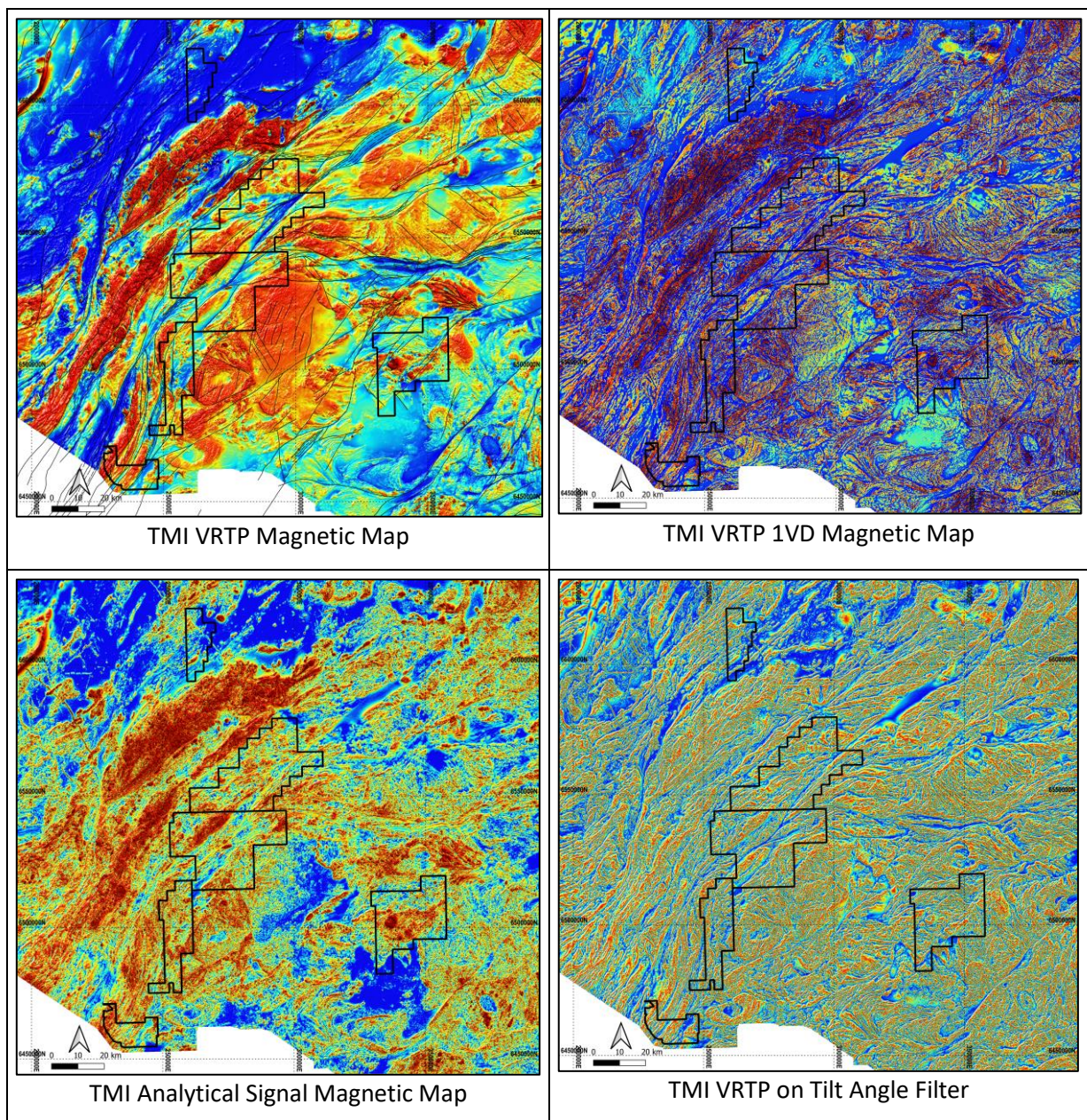


Image taken from the S.A. Government Department for Energy and Mining website (SARIG).



A number of geophysical images downloaded from the S.A. Government Department for Energy and Mining website (SARIG) demonstrate the high-quality data that is already publicly available over these tenements. These datasets were generated by the South Australian Government during their Gawler Craton Airborne Survey (GCAS), which was the world's largest high-resolution airborne geophysical and terrain imaging program. The complex geological and structural history of the Western Gawler Craton is readily apparent in these images (see Figure 4.4 and Figure 4.5).

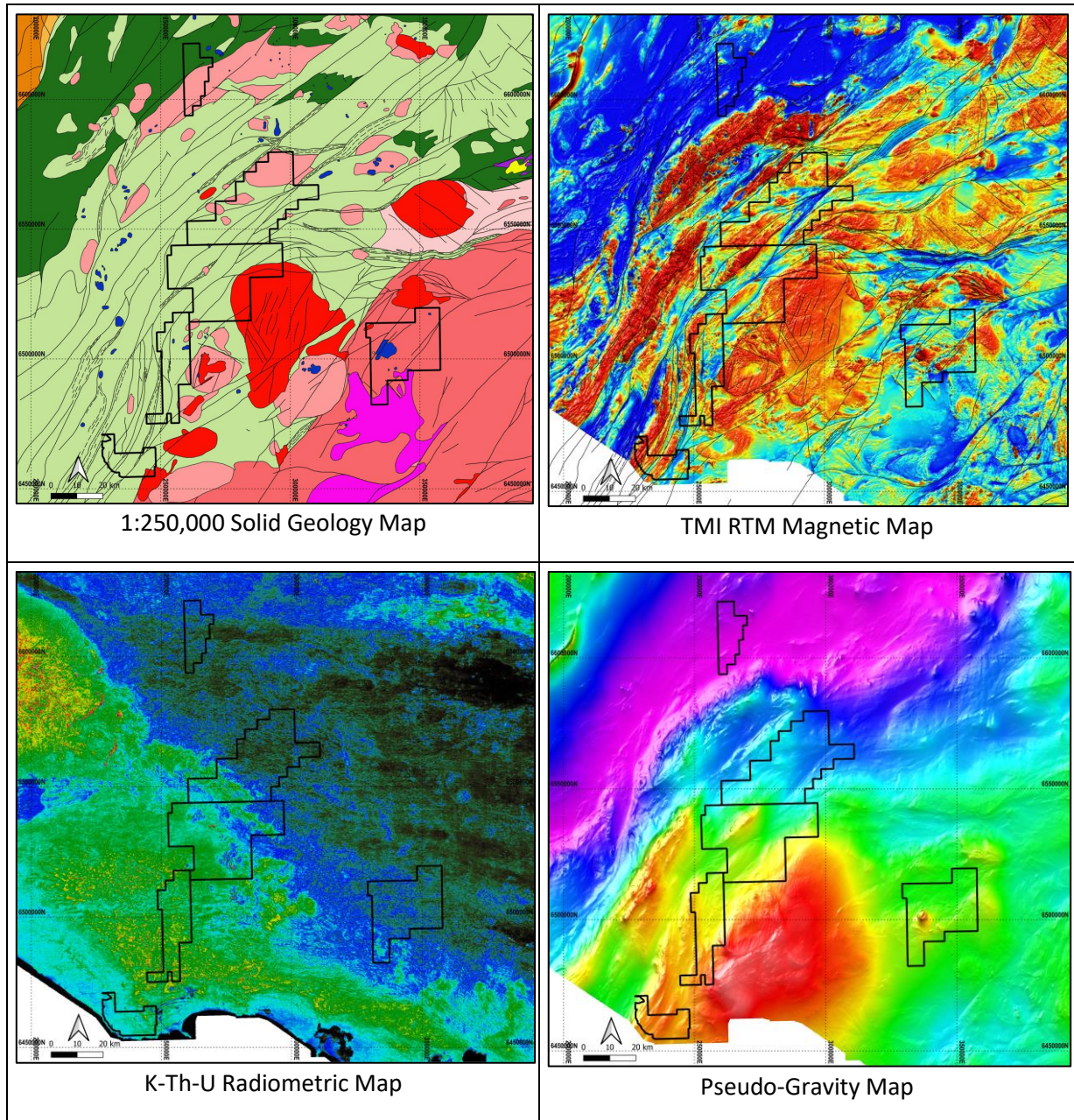
**Figure 4.4 – S.A. Geological Survey Western Gawler Craton Magnetic Maps**



*Images taken from the S.A. Government Department for Energy and Mining website (SARIG).*



**Figure 4.5 – Western Gawler Craton Solid Geology, Magnetics, Radiometrics and Pseudo-Gravity**



*Images taken from the S.A. Government Department for Energy and Mining website (SARIG).*

Of the styles of economic mineralisation that have already been demonstrated, or are considered possible in the Gawler Craton (see section 3.2), the following are suggested as priority targets within the Osmond acquisition agreement tenements:

- Magmatic Ni-Cr-Cu sulphides and PGE (Fowler and Christie Domains, Canadian Thomson Nickel Belt analogue, Tasmanian Avebury-style nickel deposit with hydrothermally and structurally concentrated nickel-sulfides), see discussion below.\*
- Magmatic intrusive-hosted Ni-Cr-PGE (Lake Harris Greenstone Belt, Aristarchus), Yumbarra target.
- IOCG:- FeO-Cu-Au-Ag±U (i.e., Hiltaba Suite – Roxby Downs Type – oxidised granitoids, haematite- and magnetite-dominated styles, Olympic Cu-Au Province, e.g., Olympic Dam, Prominent Hill, Hillside, Moonta, Carapateena Prospect).
- Intrusion-related Au (i.e., Hiltaba Suite – Kokatha Type – reduced granitoids, Central Gawler Gold Province, e.g., Tarcoola, Tunkilla Prospect, Barns Prospect, Weednanna Prospect), see discussion below.\*\*
- Orogenic Au (e.g., Challenger), domain bounding crustal scale shears (i.e., Coorabie Shear Zone and second and third order structures hosting Au).
- Heavy Mineral Sands and Zircon in the cover sediments (e.g., Jacinth-Ambrosia), note this is not currently a priority target for Osmond.

#### \* Fowler Domain Exploration Success

The highly prospective Thomson Nickel Belt (TNB) in Canada has long been considered as an analogue for the Fowler Domain by the GSSA (S. Constable, M. Fairclough, J. Gum, 2005) and recent nickel exploration success in the region by Western Areas (ASX: WSA) is now validating that belief. The location of these maiden nickel discoveries by Western Areas are shown in Figure 4.9. These discoveries indicate an emerging new Australian magmatic Ni–Cu province in the Fowler Domain of the western Gawler Craton region of South Australia.

The following description of that discovery is taken from South Australian Government Energy and Mining Department website: [https://energymining.sa.gov.au/minerals/geoscience/geological\\_survey](https://energymining.sa.gov.au/minerals/geoscience/geological_survey) and is a direct excerpt from the MESA Journal article by Marc Twinning in October 2020. The MESA Journal is published by the SA Government’s Energy and Mining Department and covers the latest advances in South Australian geoscience and resource sector news.

“Western Areas announced to the market in June 2020 the visual intersection of extensive massive to disseminated sulfide mineralisation at their Sahara prospect and followed this up with the release of a discovery intersection of 104.42 m at 0.21% Ni and 0.12% Cu from 145 m downhole, including discrete intervals of up to 1.4% Ni. This result is a proof-of-concept demonstrating the region’s potential to host economic nickel–copper mineralisation, and likely ranks it as one of the most significant exploration outcomes in South Australia over the last generation”.

“The Sahara prospect is located approximately 175 km north-northwest of Ceduna and 75 km east-northeast of the Jacinth-Ambrosia mine (see Figure 4.9), within joint venture tenure Western Areas is exploring with Iluka Resources. The sulfide mineralisation is hosted within a thick ultramafic (metagabbro–pyroxenite) intrusive body and preliminary analysis indicates the nickel and copper are present within the minerals pentlandite and chalcopyrite, within the more dominant pyrrhotite–pyrite sulfide mineralisation which was observed to occur over a mostly continuous interval of 250 m downhole”.



“Western Areas has arguably been the most persistent and committed explorer in this region having been on the ground since 2014, culminating in a maiden diamond-drilling program which commenced in early 2020. Until this point the company has been undertaking a range of geophysical surveys and aircore drilling campaigns to methodically map the basement rocks and test a range of geological settings, identifying numerous zones of elevated (oxide) nickel–copper ± platinum group elements mineralisation in weathered basement”.

“An aspect of Western Areas’ approach that sets it apart from similarly targeted exploration in other districts is the differences in workflows applied. Other notable magmatic nickel–copper discoveries in Australia such as Nova-Bollinger (Fraser Range, WA) and Nebo-Babel (Musgrave province, WA) are close to surface with conventional geochemical sampling playing a key role in their respective discovery histories”.

“The Sahara prospect is masked by 10–20 m of Quaternary aeolian dunes and at least 10 m of completely oxidised basement which rules out the application of surface geochemical techniques for exploration targeting. Extensive dune fields make access inherently slow and challenging. In addition, the geophysical (electrical) responses from the basement rocks in this region are relatively subdued, further complicating the process of target delineation”.

“An overarching hindrance for the Fowler Domain has been the lack of geological context and understanding relevant to exploration for magmatic nickel–copper mineralisation. Notably, one of the contributing elements to the Sahara discovery has been the significant advances in the understanding of the region made by Western Areas in collaboration with the GSSA over the past five years”.

“Now the exploration model has been validated, Western Areas’ challenge will be to prove the economic potential for nickel–copper mineralisation” (Marc Twining, MESA Journal article, October 2020).

#### Nickel Targets on the Osmond-Fowler Acquisition Agreement Tenements

Given the nickel exploration success described in detail above, the region of the Osmond acquisition agreement tenements has strong potential for magmatic Ni-Cu sulfide mineralisation. It is likely that these nickel deposits will have a small footprint which further enhances the prospectivity of this underexplored region.

Magmatic nickel deposits are often associated with feeder dykes or connective conduits between larger mafic-ultramafic intrusions. Rocks with these basic compositions are common within the Fowler Domain. The assimilation of significant amounts of sulfide-rich sediments by the mafic-ultramafic intrusive-extrusive bodies is considered important in triggering the precipitation of an immiscible sulfide melt. Although no sulfide-rich sediments have yet been reported from the Fowler Domain, chemical sediments such as BIFs and graphitic schists are known to occur. Deformation (or hydrothermal alteration) during and post emplacement is likely to have mobilised these sulfides into high-grade structural traps and is an important factor in producing an economic orebody. The Fowler Domain is highly deformed and structurally complex.

This type of target is best located through focused gravity and Airborne Electro Magnetic surveys, followed by ground Electro Magnetic surveys and subsequent drill testing. This exploration approach is particularly relevant in areas of significant cover as encountered in large parts of the Fowler domain.

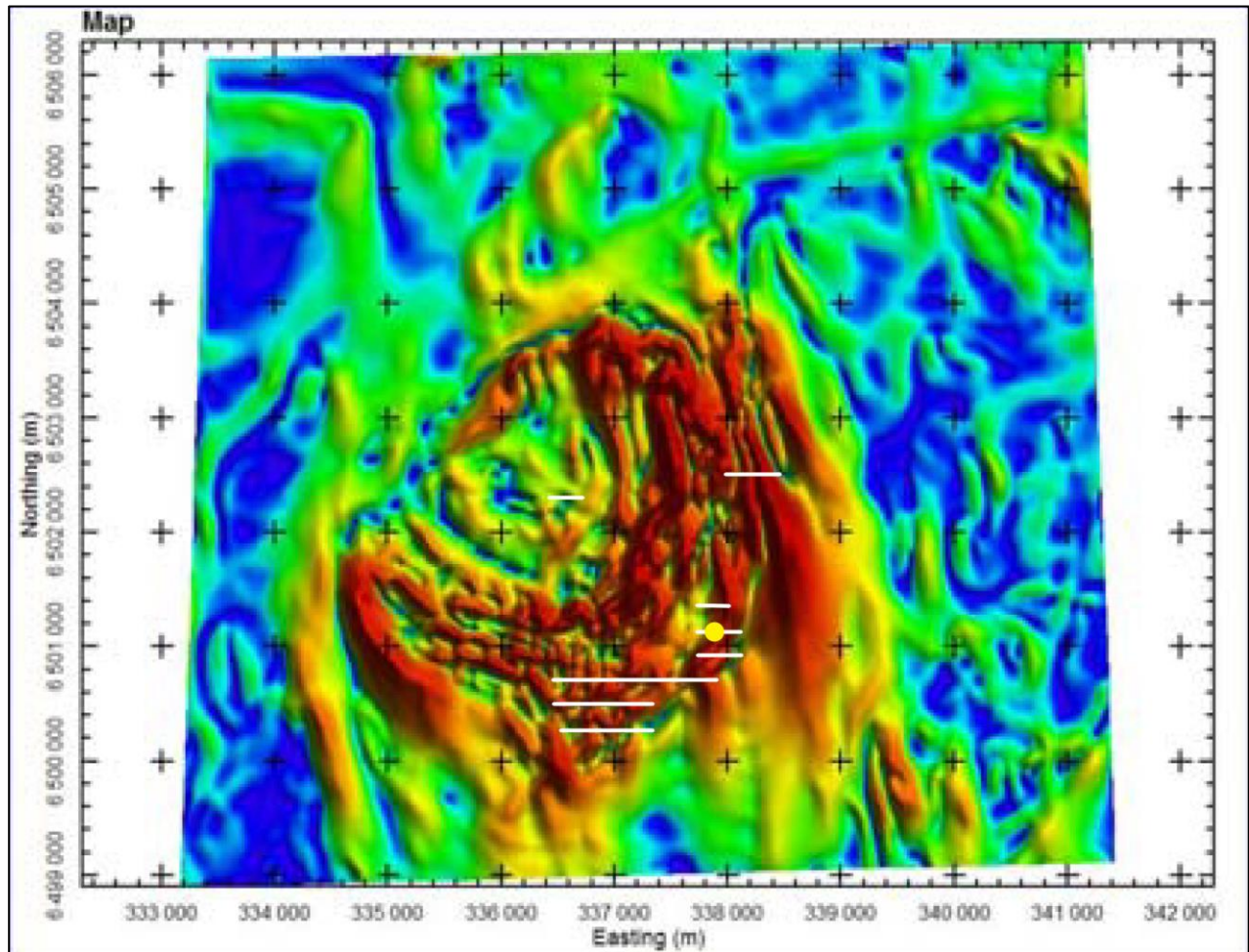
The Yumbarra Nickel Target is a Fowler Resources target in the Nuyts Domain on EL6417 (see Figure 4.1 and Figure 4.9). It is a highly magnetic feature that is interpreted as a layered ultramafic intrusive (Calandro





et al, 2004, see Figure 4.6). Ni-Co anomalism has already been identified by previous explorer Dominion Gold, during their aircore basement drilling program completed in 2001. The best intersection was 3m at 1357 ppm Ni and 1066 ppm Co in aircore hole 01YBAC042 (see Figure 4.6, Appendix C and Appendix D). This 2001 Dominion Gold aircore drilling program is detailed in Appendix E (JORC Table 1). Identified magnetic and EM targets are yet to be drilled on this target.

**Figure 4.6 – EL6417 Yumbarra Layered Ultramafic Intrusion - THD Magnetic Map**

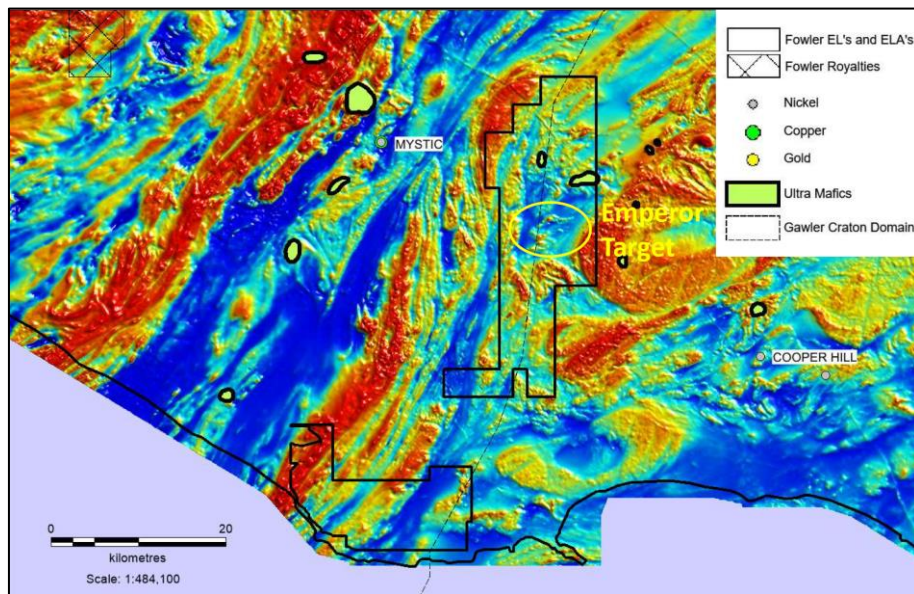


Source: Calandro et al, 2004. Total horizontal derivative (THD) grid over the Yumbarra Anomaly at an upward continuation level of 50m.

- White lines represent the approximate location of the aircore drill lines (Dominion Gold 2001).
- Yellow dot represents the approximate location of aircore hole 01YBAC042.

The Emperor Ni Target is a Fowler Resources target within the Coorabie Shear Zone on EL6692 (see Figure 4.7). The target is over eye-shaped magnetic anomalies that are similar to the Nova deposit (Taranovic et al, 2019), found by Sirius Resources, in the Fraser Ranges of Western Australia. There are near-by ultramafic intrusives inferred on the state geological maps in this high strain environment. Western Areas' Mystic Ni-Cu discovery is also located immediately to the west.

**Figure 4.7 – EL6692 Emperor Target on TMI VRTP Magnetic Map**



Source: Fowler Resources Report.

A magnetic high on the domain bounding Tallacootra Shear Zone, within the northern tenement EL6615, is also considered a nickel target by Fowler. This target is 40km west of the Western Areas Sahara and Splendour nickel discoveries (see Figure 4.9).

Osmond Resources proposes to follow the approach of Western Areas with a staged exploration program of data review and geophysical modelling followed by detailed gravity and AEM surveys over the priority targets to identify relatively dense bodies which may represent massive sulphides in ultra-mafic intrusives and adjacent structural traps.

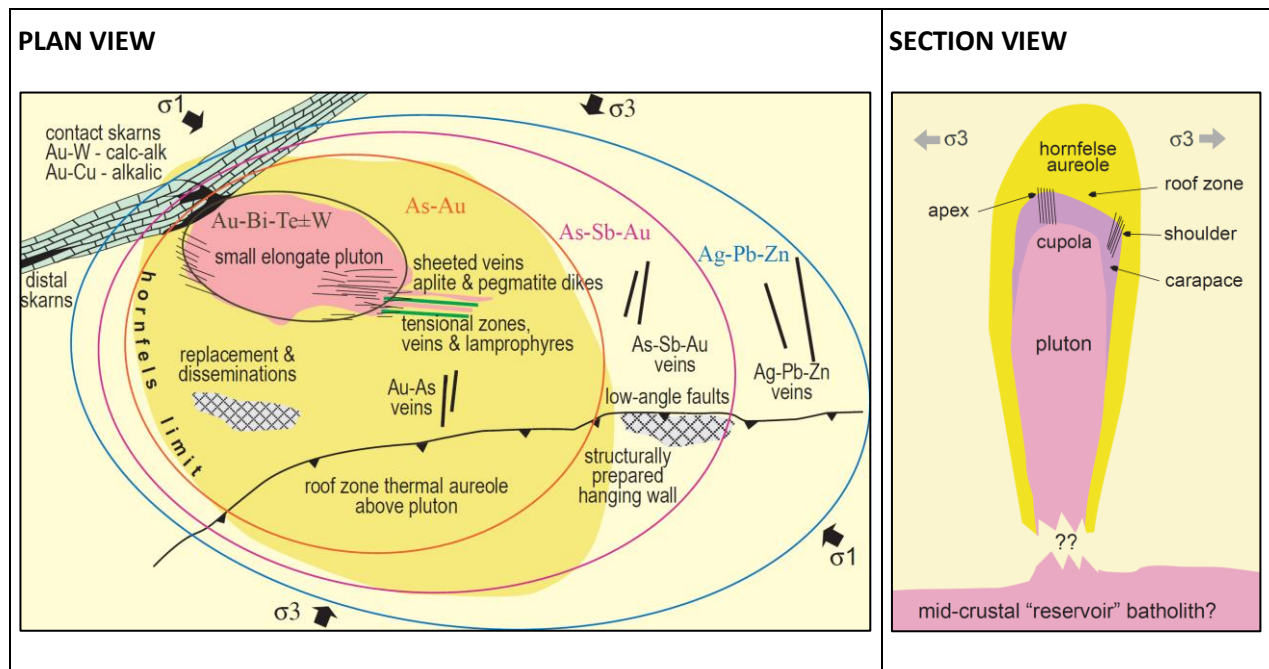
#### \*\* RIRGD – a potentially overlooked class of gold deposit in the Gawler Craton

There is now a well-established association between moderately reduced, fractionated granites and gold mineralisation (the RIRGD model of Hart, 2007). This would equate to the Kokatha-type of the Hiltaba Suite. These granites are not magnetic and may represent an under-explored class of deposit in the Gawler Craton when compared to the highly magnetic IOCG Roxby Downs-type granitoids of the Hiltaba Suite.

Reduced Intrusion-related Gold Deposits (RIRGD) and Skarn Gold Deposits are considered legitimate models for orebody targeting in these tenements. RIRGD's have distinct metal associations and zonations (Au-Bi-Te±W; Au-As; As-Sb-Au; Ag-Pb-Zn) that can act as vectors to discovery (see Figure 4.8). Kokatha Type, reduced Hiltaba Suite granitoids, like those at Tunkilla and Tarcoola are known to intrude the Fowler Domain and have potential for RIRGD mineralisation so long as small (100 - 5000 m across) high-level plutons can be found. Interestingly the Coorabie Shear Zone is orientated north-south in the southern tenements, which is the same orientation as the gold mineralised Yarlbinda Shear Zone in the Central Gawler Craton.



**Figure 4.8 – Reduced Intrusion-Related Gold Deposit Model**



Source: Hart 2007.

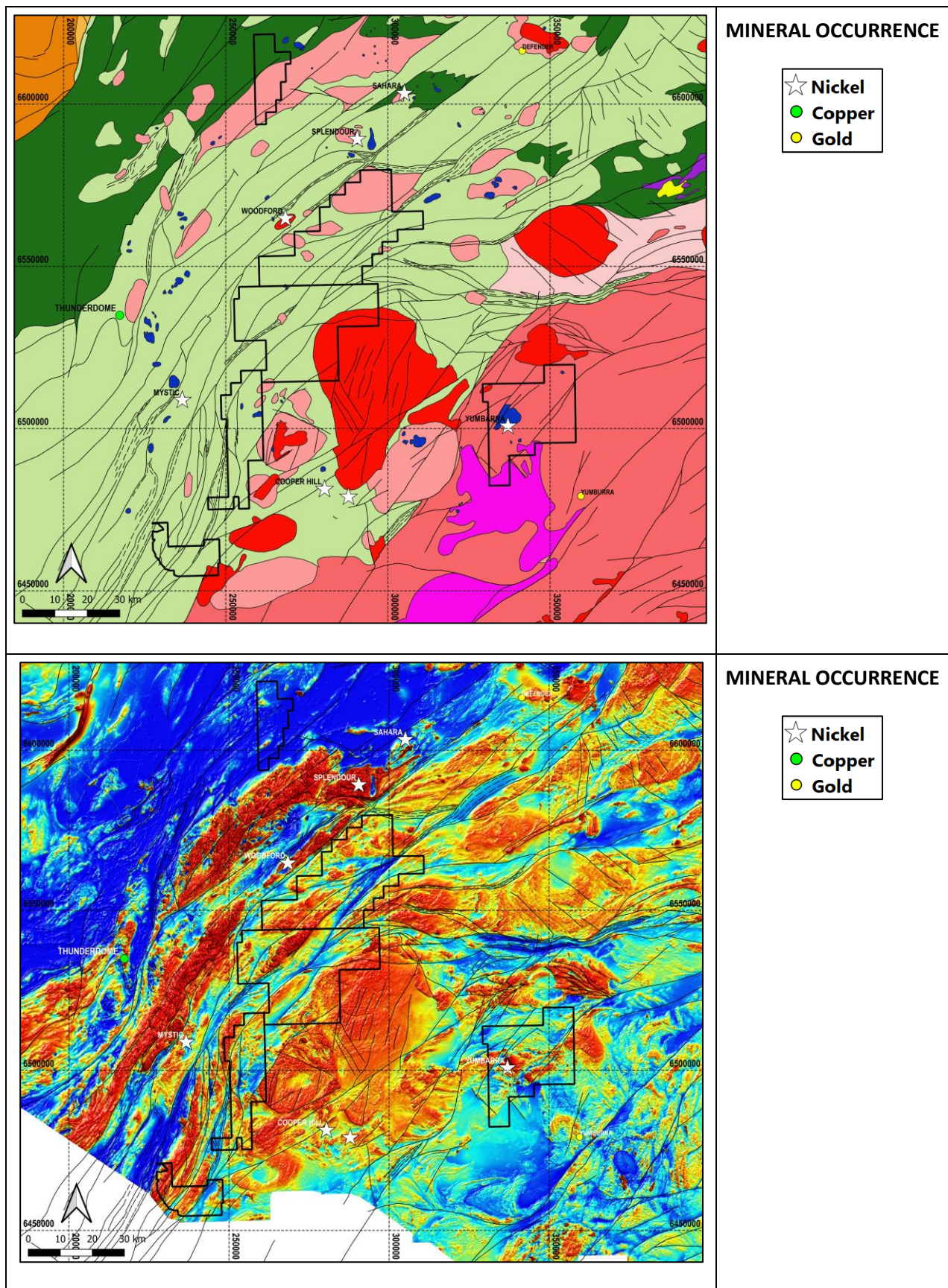
### Orogenic Au

Orogenic gold deposits are known to occur in subduction related collision settings, close to deeply penetrating (often domain-bounding) crustal-scale structures with a lithospheric connection (1<sup>st</sup> order structures). They are often adjacent to “jogs” (10° to 25°) in the deep crustal structures (2<sup>nd</sup> order structures) and situated along splays off the deep crustal structures (2<sup>nd</sup> or 3<sup>rd</sup> order structures). They can be found in zones of competency contrast in the host lithology (e.g., rigid versus ductile, high strain areas at granite-greenstone contacts) or focused on intersections of structures with tight fold hinges (3<sup>rd</sup> order structures) or in high strain zones at granite intrusion triple point junctions. Evidence of change from a compressional to transpressional stress regime is common in these deposits as is their formation in the ductile to brittle transition zone of the crust. Alteration assemblages are usually Carbonate-Sericite-Quartz with Pyrite, Arsenopyrite. These deposits are often narrow and steeply plunging and can be mineralised over considerable vertical extents (i.e., kilometres).

The major Coorabie Shear Zone, which passes through all of the central tenements, is a domain-bounding structure, with evidence from Magnetotellurics imaging, that it has a deep lithospheric connection (Thiel et al 2010). Significant transpressive strike-slip displacement has been postulated for this structure. Further to the north in the Gawler Craton, hosted in older rocks of the Mulgathing Complex of the Christie Domain, the Challenger Au deposit is considered to be an orogenic gold deposit (see Figure 3.1 and Figure 3.2).



Figure 4.9 – Local Geology and Magnetics Maps with Known Mineral Occurrences



Images taken from the S.A. Government Department for Energy and Mining website (SARIG).

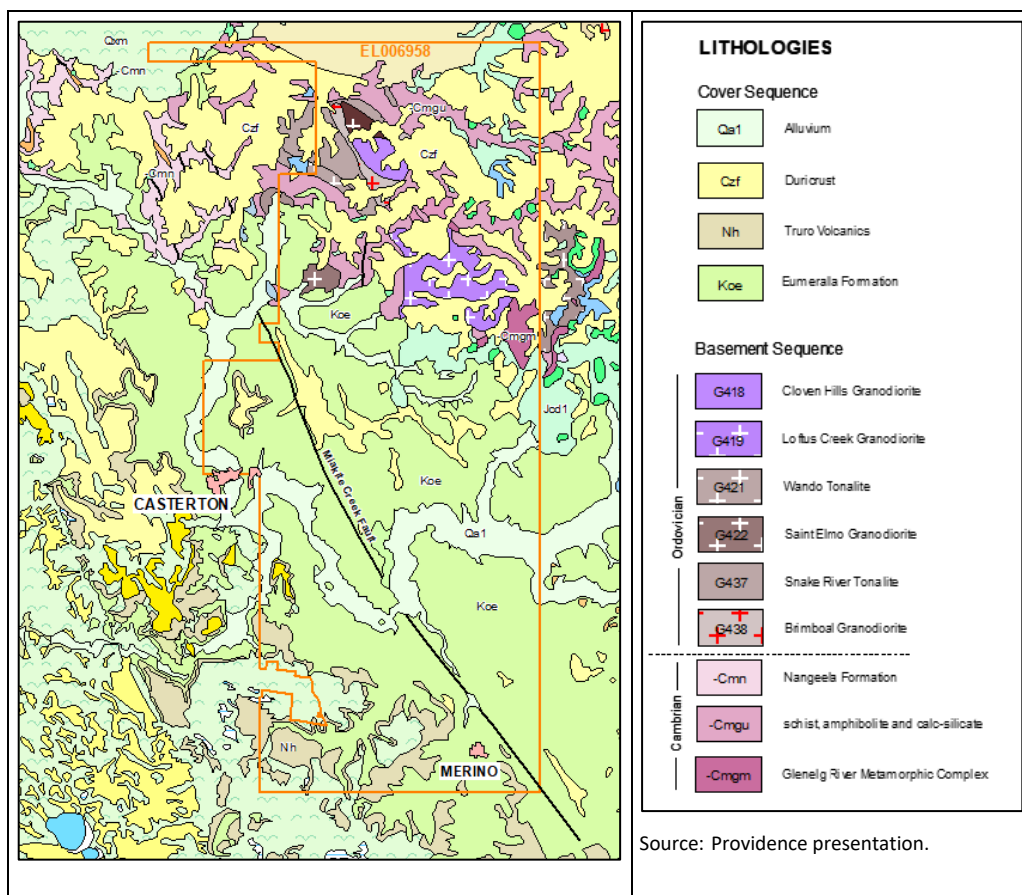


## Victorian Tenement

The Osmond Victorian acquisition agreement tenement EL6958 (Sandford Project) is located within the Glenelg Structural Zone of far western Victoria within the 1:250,000 Hamilton geological map-sheet. Much of the prospective basement geology in EL6958 is covered by younger sediments. The southern two-thirds of the tenement is covered by a sequence of Eumeraella Formation of unknown thickness, which forms part of the Cretaceous Otway Basin Sediments. The younger Loxton-Parilla Sands (Miloneaux Sands) of the Cenozoic Murray Basin encroach on the northern part of EL6958, as well as a small zone in the southwest of the tenement, which represents a thin remnant of this unit that extends along the Kanawinka Fault escarpment. Small zones of Otway Basin Dorodong Sand are also mapped within this area of the lease. This unit is a temporal and lithological equivalent of the Loxton-Parilla Sands of the Murray Basin.

The prospective basement lithologies are exposed in deeply incised gullies in the northern third of the lease. These basement lithologies include Cambrian metamorphic units of the Glenelg River Metamorphic Complex (GRMC) intruded by both syn-orogenic (Cambrian) and post-orogenic (Ordovician) intrusives. These intrusives display a variable magnetic character and include the Loftus Granodiorite, Cloven Hills Granodiorite, Snake River Tonalite and Wando Tonalite. The northwest to north-northwest striking Miakite Creek Fault, that traverses the southern half of EL6958, is interpreted to be the boundary between the lower greenschist facies interbedded Cambrian sediments and volcanics of the Nolan subzone (low-grade and simply deformed Moralan Supergroup) and the high-grade metamorphic rocks of the GRMC (high-grade and complexly deformed Moralan Supergroup). See Figure 4.10 below.

**Figure 4.10 – EL6958 Local Geology Map**

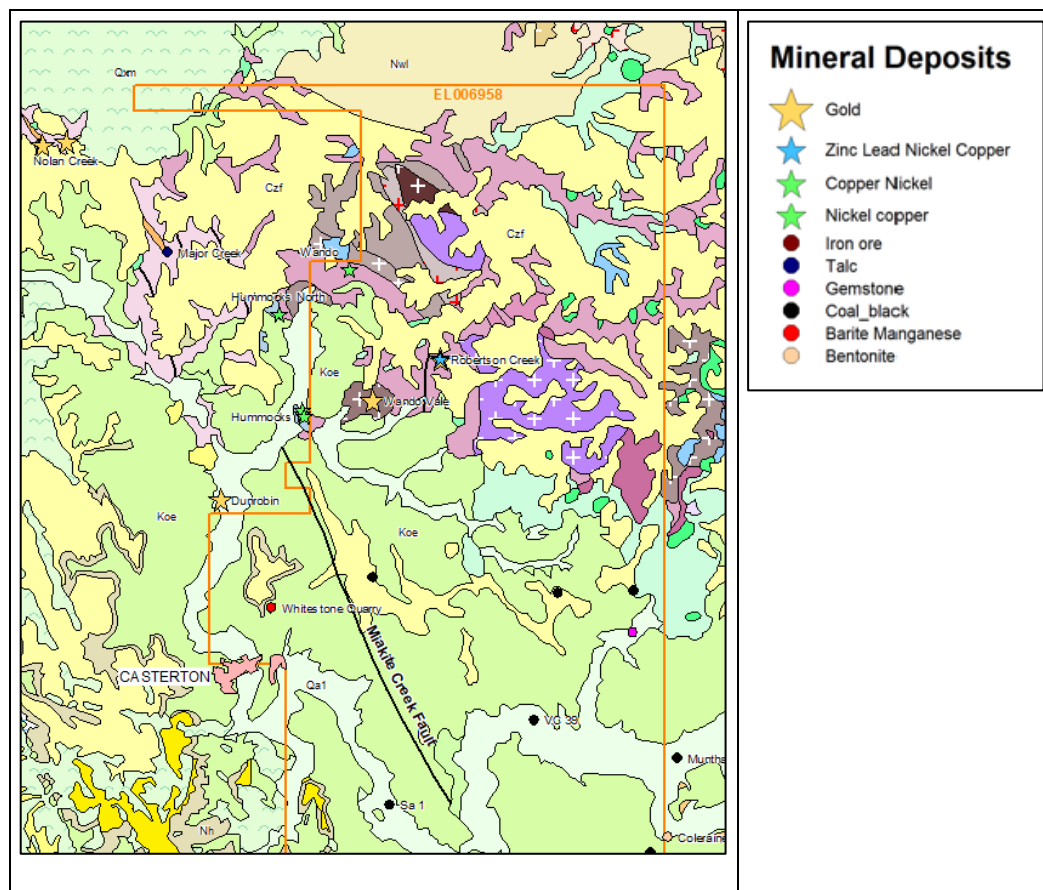




The local area of EL6958 has a number of mineral occurrences, but to date nothing of economic significance has been found. Known local mineral occurrences are shown in Figure 4.11 and include:-

- Base metals and gold in brecciated Cambrian graphitic and dolomitic slates (Nolan Creek).
- Base metals (Cu-Pb-Zn) with Au, Mo and Ni mineralisation in shear zones within the Wando Tonalite and Cambrian schists (Robertson Creek).
- Gold in altered granodiorite (Wando Vale).
- Alluvial Gold in modern creek beds, derived from concentrations in overlying Cretaceous gravels and duricrust.
- Nickel mineralisation in serpentinites (Hummocks and Hummocks North).
- Minor black coal occurrences have been found in drill holes in the Eumeralla Formation in the southern half of the tenement.

**Figure 4.11 – EL6958 Local Mineral Occurrences**

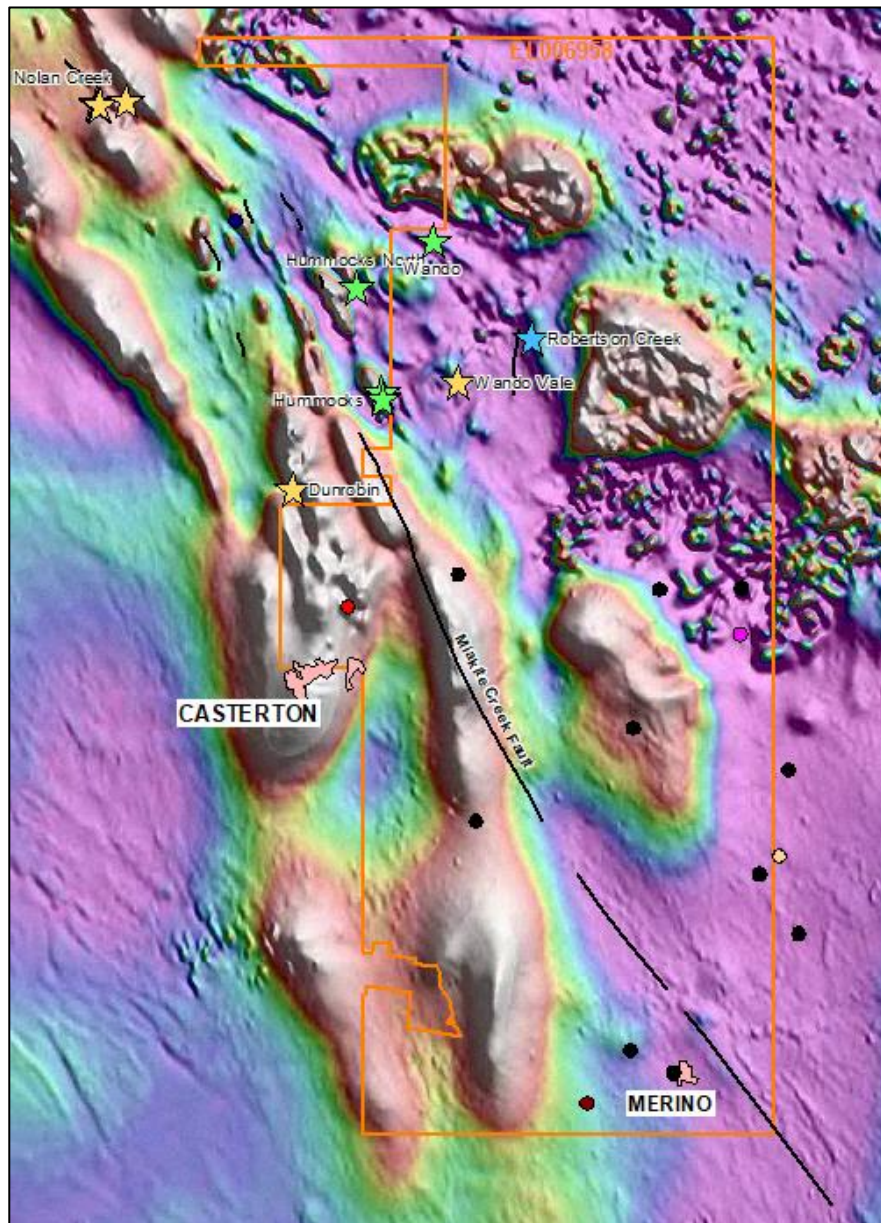


Source: Providence Gold and Minerals presentation.


Given the metal associations listed above and those discussed in section 3.2 (*Victorian Tenement*), it would be reasonable to target Avebury-style Nickel (i.e., Hummock's serpentinite magnetic highs extending under cover into EL6958, adjacent to the Miakite Creek Fault, see Figure 4.12); SEDEX base metals (i.e. Robertson Creek and Nolan Creek prospects); porphyry Cu-Au (late, magnetic Ordovician I-type granitoids); porphyry Mo-Au (fractionated, reduced S-type granitoids) and (R)IRGS style deposits. Major structures that pass through the tenement should also be investigated for Orogenic Au deposits. As detailed earlier, Providence

also has proposed there is REE potential in the clays developed at the base of the extensive duricrusts, that have accumulated from the deep weathering of granitoid bodies with elevated REE concentrations.

**Figure 4.12 – EL6958 TMI RTP Magnetic Map with Mineral Occurrences**



Source: Providence Gold & Minerals presentation.

Mineral Deposits	
	Gold
	Zinc Lead Nickel Copper
	Copper Nickel
	Nickel copper
	Iron ore
	Talc
	Gemstone
	Coal_black
	Barite Manganese
	Bentonite

## 5 EXPLORATION HISTORY

### 5.1 Historical Workings

#### South Australian Tenements

No historical workings are located on South Australian tenements. This is due to the depth of cover sediments over the region, that has limited exploration to date.

#### Victorian Tenement

Alluvial gold workings began in the region as early as 1860 but records of production are described as poor with most deposits only small. Alluvial gold workings included Dunrobin, Mather Creek, Wennicott Creek, Nolan Creek, Pigeon Ponds and Kadnook goldfields. The source of the alluvial gold has not been defined.

The Nolans Creek (Ag-Pb-Zn-Cu-Au) occurrence was briefly mined during the late 1890's with several tonnes of silver ore produced. Several shafts and adits were sunk to exploit Ag-Pb lodes. 1 km to the east of these workings additional shafts were sunk for alluvial gold on a glacial conglomeratic horizon overlying the basement, but results were not encouraging.

The Robertson Creek (Au, Cu, Pb, Zn, Ni) base metal occurrence is minor and is described as associated with a high-grade melt contact between granodiorite and metasediments. Mineralised lenses up to 10 m wide form lenticular gossans as well as sheared vein quartz with 30% disseminated pyrite, pyrrhotite and limonite. Schofield (2018) suggests this occurrence may be genetically similar to the Nolan's Creek prospect and the hydrothermal mineral systems of the Kanmantoo Belt. There may also be a genetic association with the Wando Granodiorite which is within close proximity.

The Wando (W-Ag-Cu-Mo) occurrence occurs over a 6 km west-northwest strike length at a metasediment/granite (Wando Tonalite) contact. This shear zone has been interpreted as an extension of the Robertson Creek Fault.

Serpentinite containing a low-grade nickel occurrence occurs in the Hummocks Serpentinite at the Hummocks. Nickel to 0.38% has been reported from samples from the main quarry and 0.31% Ni 4 km's to the north. Samples were relatively fresh and no laterization or supergene enrichment of the serpentinite was observed. Nickel enrichment could potentially be related to metasomatically driven hydrothermal alteration, similar to that at the Avebury Deposit in western Tasmania. Magnetic highs along strike from Hummocks pass into EL6958 under cover (see Figure 4.12).

### 5.2 Modern Exploration Activities

#### South Australian Tenements

Modern-day exploration programs exploring for heavy mineral sand deposits conducted by Iluka Resources have taken up the bulk of the previous exploration activities within the area of the Osmond acquisition





agreement tenements. If companies are limited to those that conducted drilling programs that targeted the Proterozoic basement lithologies, then only a relatively few programs have been completed within the area of these tenements. A list of these previous exploration leases (targeting basement) in the area was taken from the South Australian Government Department for Energy and Mining website using their online SA Resources Information Gateway (SARIG) and is tabulated in Table 5.1. Basement drilling locations associated with these companies is shown in Figure 5.1.

**Table 5.1 – Previous Exploration within the Osmond S.A. Tenements (targeting basement)**

EL	Company	Period	Target	Work Done
1524	CRA/Stockdale JV	1988	Au-Cu-Fe-Pb-U	Gravity, Gmag, sparse drilling
1704	Poseidon/Stockdale JV	1992	Cu-Pb-Zn	Grav, Gmag, sparse RC drilling
NULL	SA_DME	1993	All metals & Diamond	RC drilling; Trans-Aust Railway
1865	Geopeko	09/93 – 09/98	Au - Base Metals	Aircore drilling
2555	North Limited	10/98 – 10/99	Cu-Au Hiltaba mag highs	Aeromag; AC drilling
2685	Dominion Gold Ops	2001	Au-Cu-Ni (Yumbarra mag)	Aircore drilling
5539	Doray Minerals/Iluka	11/14 – 11/19	Au (PACE funded project)	AC drilling, resample Iluka holes
5685	Doray Minerals/Iluka	08/15 – 08/20	Au (PACE funded project)	AC drilling, resample Iluka holes

A list of the current exploration licences adjacent to the acquisition agreement tenements was also taken from the SARIG website and is displayed in Table 5.2. Only two companies are currently active in the adjacent tenements – Western Areas Limited, exploring for Ni-Cu-Pt and gold, and Iluka Resources, exploring for heavy mineral sands.

**Table 5.2 – Current Exploration Licences adjoining the Osmond S.A. Tenements**

EL	Company	Period	Target	Comment
5878	Western Areas/Iluka	10/16 - 10/21	Au & HM Sands	Renewal application
5879	Western Areas/Iluka	10/16 - 10/21	Au & HM Sands	Renewal application
5947	Iluka	04/17 – 04/22	HM Sands	Active
6087	Western Areas	10/17 – 10/22	Ni-Cu	Active
6248	Western Areas	04/18 – 04/23	Ni-Cu	Active
6249	Western Areas	04/18 – 04/23	Ni-Cu	Active
6462	Iluka	12/19 – 12/21	HM Sands	Renewal application
6494	Western Areas	03/20 – 03/22	Au-Ni-Cu-Pt	Active

### Victorian Tenement

Modern-day exploration programs, which have explored for a wide variety of minerals, within the region of EL6958, are tabulated in Table 5.3.



**Table 5.3 – Previous Exploration within EL6958**

EL	Company	Period	Target	Work Done
58/59	Continental Oil	1956	Phosphate	Re-assay old drilling
458	WMC	1973-1974	Base metals (Nolans Ck)	Steam, soil, IP Survey, 2 RC holes
686/687	WMC	1978-1982	Coal in Eumeraella Fm	43 holes drilled
669	Asarco Australia	1978-1979	Base & precious metals (Nolans)	Mapping, rock-chip, ground mag
744/745	Ashton Mining	1988-1989	Diamond bearing kimberlites	Gravel & loam samples, intrusives
1317	Rosscraft Mins	1983-1988	VHMS, Nolans Ck, Major Ck	Ground mag, EM, Soils, 7 DDHs
2215	Pan Aust Mining	1988-1989	HM sand, Dorodong Sand	62 RC holes, good results, <100mt
1352	CRAE	1985	HM sands	Airborne mag, 14 RC holes
2617	CRAE	1989-1994	Volcanogenic Au-base metal, Ni	Mapping, rock-chips, 2 streams
3232	CRAE	1989-1994	Hydrothermal, skarn Au-base met	Mapping, Mag, IP, rock-chip
2392/2393	CRAE	1991-1993	GRMC precious & base metals, Sn	Mapping, laterite sampling
3920	CRAE	1996-1997	Porphyry Cu-Au, skarn Au base m	EM, QUESTEM
3918	Delta Gold Exp	1997-1998	Base metals – Au, Nolans Ck	Rock-chips, QUESTEM
4349	Strand/Minotaur	1998-2001	HM sands (good results – no JV)	Mapping, GMag, 200 RC holes
4223/4275	Eromanga Hyd	1999-2000	HM, Nolans Robertsons Au-Cu Ni	Soils, rock-chips, Gmag
4404/4458	Basin Minerals	2000-2001	HM sands	Sat imagery, 40 RC AC holes
4876	Inco Resources	2005-2006	Ni – Hummock's serpentinite	Soils, rock-chips, mag modelling
5143	Accord Mining	2007-2009	Ni – Avebury style	Desk-top study, no field work
5082	Leichhardt Res	2007-2012	Coal Seam Gas (a viable resource)	Moratorium in place – no work

A list of the current exploration licences adjacent to EL6958 was generated from the GeoVic website and is displayed in Table 5.4.

**Table 5.4 – Current Exploration Licences adjoining EL6958**

EL	Company	Period	Target	Comment
5040	Encounter Minerals	07/09-07/24	Base Metals, Diamond, Au-Pt-Ag, REE, HM sands	Renewed
5514	Encounter Minerals	10/14-10/24	Base Metals, Au, REE, HM sands	Renewed
7545	Ora Plata	01/21	HM sands, Rutile, Zircon, Monazite, REE	Application
6969	Savic Minerals	11/19 – 11/24	Base Metals, Au, HM sands, REE, Sb, Ag	Current
7138	Basin Minerals Holdings	07/20	Rutile, Zircon, Ilmenite, Monazite, Leucoxene	Application
5377	Mercus Resources	08/11	Au, HM sands, Oil Shale, Pt, Ag	Application

### 5.3 Drilling

#### South Australian Tenements

Only minimal basement drilling has been conducted on any of the Osmond South Australian acquisition agreement exploration licences (see Figure 5.1). Compare Figure 5.1 to Figure 5.2 which has thousands of holes for heavy mineral sands exploration within the cover sediments.

**Figure 5.1 – Osmond SA Tenements - Basement Drillholes**

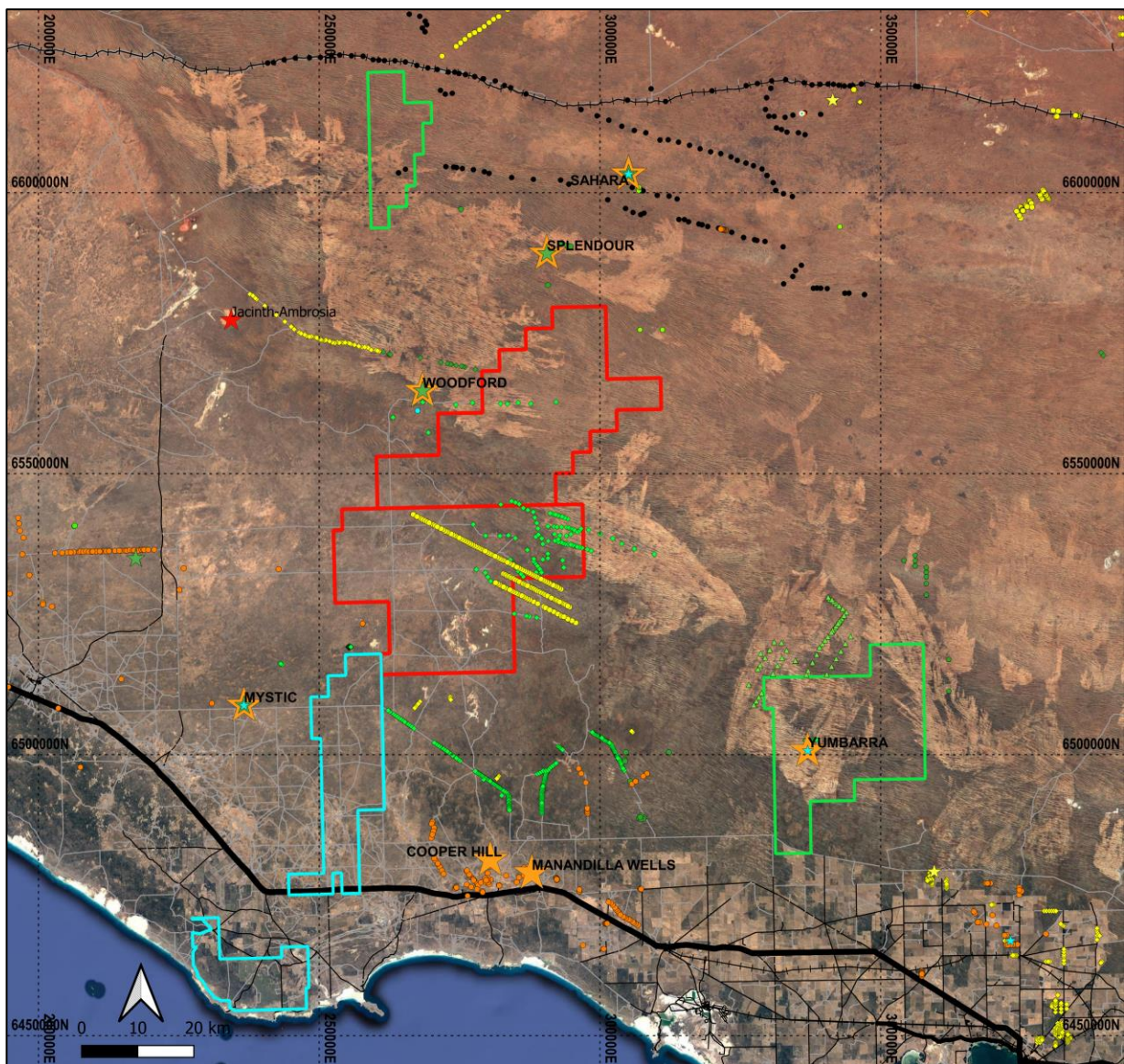


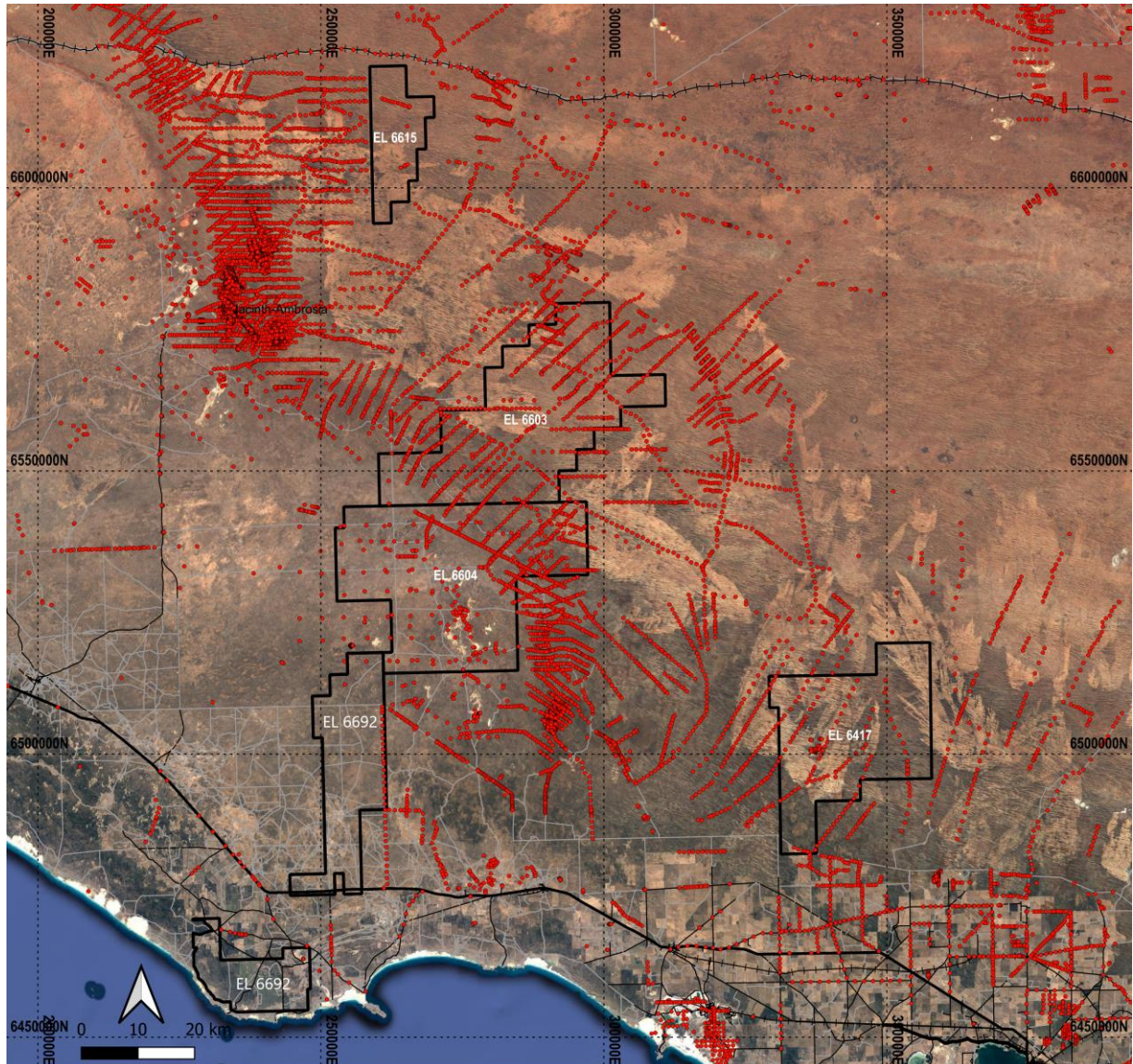
Image taken from the S.A. Government Department for Energy and Mining website (SARIG).

- Yellow dots = Au target
- Green dots = Cu-Au target
- Orange dots = Ni target
- Black Dots = All targets (SA Government drilling).





**Figure 5.2 – Osmond SA Tenements - All Drillholes**



*Image sourced from the S.A. Government Department for Energy and Mining website (SARIG) Dec 2021.*

Note: the vast majority of these drillholes have been drilled for heavy mineral sands exploration in the cover sediments (compare with Figure 5.1 – basement drilling).

## 5.4 Summary

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### South Australian Tenements

From the search of the South Australian Government records, it is concluded, that although the Gawler Craton basement lithologies of the Osmond acquisition agreement tenements have received some exploration for copper and gold, it is by no means exhaustive. With regard to nickel and its associated metals, exploration within these tenements is virtually zero.

### Victorian Tenement

From the search of the Victorian Government records, it is concluded, that there has been a prolonged period of interest in the region of EL6958 (Sandford Project) for base metals, gold and nickel. Despite this the cover sediments over much of the tenement appears to have discouraged many of the historic exploration companies. Drilling on the tenement is not systematic and many of the possible mineralisation styles for precious and base metals have not been adequately tested.

The REE potential of the licence also does not appear to have been tested.

The potential for an economic heavy mineral sands deposit appears to be quite real, particularly along the south-western margin of the licence. There also is a viable coal-seam gas resource in the southern half of the tenement, except for the fact that onshore gas exploitation is now under a Victorian Government imposed moratorium.



## 6 PROPOSED WORK PROGRAM

### 6.1 Initial Program

Osmond has provided Xenith with a copy of their planned exploration expenditure for their western Gawler Craton and western Victorian tenement holdings for an initial two-year period following listing on the ASX. Table 6.1 provides a summary of the expenditure allocated to each tenement, for each of the proposed exploration activities during this period. For the South Australian tenements, following stakeholder engagement, signing of access agreements, and generating Governmental approvals, will be a necessary first step. Due to the depth of cover, initial exploration activities would entail geophysical surveys (AEM, magnetics and gravity), followed by targeted drill surveys (air-core, RC and diamond drilling). For the Victorian tenement, following stakeholder engagement, initial exploration activities could entail geological mapping, geochemical surveys (soil and rock-chip sampling, including air-core drilling through cover) and geophysical surveys (magnetics and gravity), followed by targeted drill surveys (RC and diamond drilling).

The total expenditure shown is an all-inclusive cost, which includes the cost of drilling, sampling, assaying, personnel and all other on costs. All costs included are in Australian dollars (A\$).

**Table 6.1 – Osmond Proposed Use of Funds (Initial 2 Year Period)**

<b>EL6603 - Kimba Resources (Investigator Resources)</b>		
<b>Item</b>	<b>Year 1 (A\$)</b>	<b>Year 2 (A\$)</b>
Geology - review mapping	\$35,000	\$30,000
Landholder - stakeholder engagement	\$57,500	\$60,000
Airborne Geophysics	\$0	\$60,000
Ground based Geophysics	\$0	\$20,000
Geophysical Modelling	\$10,000	\$10,000
Soil sampling	\$0	\$12,500
Tenement Administration	\$20,000	\$20,000
<b>Total</b>	<b>\$122,500</b>	<b>\$212,500</b>
<b>2 year total</b>		<b>\$335,000</b>
<b>EL6604 - Kimba Resources (Investigator Resources)</b>		
Geology - review mapping	\$40,000	\$25,000
Landholder - stakeholder engagement	\$47,500	\$50,000
Airborne Geophysics	\$0	\$65,000
Ground based Geophysics	\$0	\$25,000
Geophysical Modelling	\$7,500	\$15,000
Soil sampling	\$0	\$20,000
Tenement Administration	\$15,000	\$15,000
<b>Total</b>	<b>\$110,000</b>	<b>\$215,000</b>
<b>2 year total</b>		<b>\$325,000</b>
<b>EL6417 (Yumbarra) - Fowler Resources</b>		
Data Review	\$20,000	
Landholder - stakeholder engagement	\$70,000	
Airborne Geophysics	\$100,000	
Ground based Geophysics	\$50,000	
Geophysical Modelling	\$20,000	



Drilling		\$580,000
Geology - review mapping	\$100,000	\$150,000
Tenement Administration	\$20,000	\$20,000
<b>Total</b>	<b>\$380,000</b>	<b>\$750,000</b>
<b>2 year total</b>		<b>\$1,130,000</b>
<b>EL6615 (Tallacootra Shear Zone) - Fowler Resources</b>		
Geology - review mapping	\$30,000	\$35,000
Landholder - stakeholder engagement	\$65,000	
Ground based Geophysics	\$40,000	
Geophysical Modelling	\$10,000	
Drilling		\$150,000
Tenement Administration	\$15,000	\$15,000
<b>Total</b>	<b>\$160,000</b>	<b>\$200,000</b>
<b>2 year total</b>		<b>\$360,000</b>
<b>EL6692 (Coorabie Shear Zone) - Fowler Resources</b>		
Geology - review mapping	\$50,000	\$55,000
Landholder - stakeholder engagement	\$30,000	\$30,000
Ground based Geophysics	\$30,000	\$50,000
Geophysical Modelling	\$10,000	\$15,000
Tenement Administration	\$10,000	\$10,000
<b>Total</b>	<b>\$130,000</b>	<b>\$160,000</b>
<b>2 year total</b>		<b>\$290,000</b>
<b>EL6958 (Sandford Project, Victoria) – Providence Gold &amp; Minerals*</b>		
Geology - review mapping	\$80,000	\$70,000
Landholder - stakeholder engagement	\$30,000	\$15,000
Ground based Geophysics	\$33,000	\$30,000
Geochemistry Survey	\$30,000	\$20,000
Geophysical Modelling/mapping	\$60,000	\$42,000
Drilling		\$240,000
Tenement Administration	\$10,000	\$10,000
<b>Total</b>	<b>\$243,000</b>	<b>\$427,000</b>
<b>2 year total</b>		<b>\$670,000</b>
<i>*Osmond intends to ask Dept. for Year 1 and Year 2 commitments to commence in 2022, due to Covid restrictions in Victoria in 2020/2021.</i>		
<b>ALL OSMOND ACQUISITION AGREEMENT TENEMENTS COMBINED</b>		
<b>TOTAL EXPENDITURE FOR ALL TENEMENTS</b>	1,145,500	1,964,500
<b>2 YEAR TOTAL EXPENDITURE FOR ALL TENEMENTS</b>		<b>\$3,110,000</b>

The proposed exploration budget and work programs are broadly in-line with current exploration costs in South Australia and Victoria. Xenith notes that the proposed exploration budget is sufficient to meet the minimum statutory expenditure obligations for the tenements, as outlined in their respective tenement documents. To the extent that there were delays in obtaining access to one or more tenements, Xenith understands Osmond may reapply further funds to geophysics, geological mapping, geochemistry and landholder/stakeholder engagement. Such reallocations of funds would still allow Osmond to meet its statutory expenditure obligations.

Osmond's commitments to exploration activities satisfy the requirements of ASX Listing Rules 1.3.2(b) and 1.3.3(b). Xenith also understands that Osmond will have sufficient working capital to carry out its stated



objectives, satisfying the requirements of ASX Listing Rules 1.3.3(a), following the minimum capital raising contemplated.

Xenith has reviewed Osmond's proposed exploration activities and is of the opinion that the expenditures listed will be sufficient for the proposed program. Xenith considers that the exploration strategy and program proposed by Osmond is consistent with the mineral potential and current status of the acquisition agreement tenements.

Osmond has indicated to Xenith that they will undertake a systematic, staged approach with respect to their exploration program on the acquisition agreement tenements. The exploration budget will be subject to considered modification on an ongoing basis depending on the results obtained from exploration activities as they progress.

## **6.2      Assay Quality Assurance Quality Control (QAQC)**

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Xenith advises that a QAQC program should be implemented to acceptable industry standards for all sampling activities.





## 7 CONCLUSION AND RECOMMENDATIONS

Osmond Resources Ltd (Osmond) have entered into acquisition agreements with Fowler Resources Pty Ltd and Kimba Resources Pty Ltd, for five (5) tenements in South Australia, and with Providence Gold and Minerals Pty Ltd, for a tenement in Victoria. The commencement of these tenement acquisition agreements is conditional on Osmond successfully raising the required A\$5,000,000 (before costs) in funds and obtaining a conditional admission letter from the ASX.

The five South Australian tenements are located on the western margin of the Gawler Craton in the structurally complex Fowler and Nuyts Domains. These Palaeoproterozoic basement rocks are considered prospective for structurally upgraded magmatic Ni-Cr-Cu-PGE; layered-intrusive hosted Ni-Cr-PGE; IOCG deposits; intrusion-related Au; and orogenic Au. Recent discoveries by Western Areas in the Fowler Domain have confirmed the nickel-copper sulfide prospectivity of the region. Heavy mineral sands and zircon deposits are known from the Tertiary cover sediments, but these are not currently a focus for Osmond.

A search of the South Australian Government records shows that although the Gawler Craton basement lithologies of the Osmond South Australian acquisition agreement tenements have received some exploration for copper and gold, it is by no means exhaustive. Exploration for nickel and associated metals, within these tenements, is virtually zero.

The ability to conduct meaningful fieldwork on these South Australian tenements will be subject to successful negotiations with the Department for Environment Water and Natural Resources to gain access to the Yellabinna Regional Reserve, Yumbarra and Wahgunyah Conservation Parks. Access agreements for these tenements will also have to be negotiated with the Far West Coast Aboriginal Corporation which is the Registered Native Title Bodies Corporate (RNTBC) for the Yellabinna region and the Yalata Aboriginal Freehold Land. Osmond and the acquisition agreement partners have expressed their confidence in completing these negotiations successfully and in a timely manner.

The Victorian acquisition agreement tenement EL6958 (Sandford Project) is within the Neoproterozoic to Cambrian rocks of the Glenelg Structural Zone which is part of the Delamerian Fold Belt in western Victoria. The Glenelg Zone is a lateral equivalent of the highly prospective rocks in western Tasmania to the south and those in the Kanmantoo Group of South Australia to the north. EL6958 is considered prospective for Avebury-style nickel; SEDEX base metals; porphyry Cu-Au; porphyry Mo-Au; (R)IRGS style deposits; and orogenic Au deposits related to major structures that pass through the tenement. Heavy mineral sands and coal deposits are known from the sedimentary cover rocks of the Cretaceous Otway and Cenozoic Murray Basins, but these are not currently a focus for Osmond. REE potential is recognised for clays developed at the base of the extensive duricrusts that formed from the deep weathering of REE anomalous granitoids.

From a search of the Victorian Government records, it is concluded, that there has been a prolonged period of interest in the region of EL6958 for base metals, gold, and nickel. Despite this, the cover sediment over much of the tenement, appears to have discouraged many of the historic exploration companies. Drilling on the tenement is not systematic and many of the possible mineralisation styles for precious and base metals have not been adequately tested. The REE potential of the licence has not been tested.

Xenith has reviewed Osmond's proposed exploration activities and is of the opinion that the expenditures listed will be sufficient for the proposed program. Xenith Consulting considers that the exploration strategy

and program proposed by Osmond is consistent with the mineral potential and current status of the tenements and will meet its legal obligations under ASX listing rules.



## 8 REFERENCES

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## 9 STATEMENT

This independent geologist's review, for the Osmond acquisition agreement tenements in South Australia and Victoria, and the information specifically relating to exploration results in the JORC Table 1, is based on information compiled by Mr Michael Mills who is a member of the Australasian Institute of Mining and Metallurgy and is an employee of Xenith Consulting Pty Ltd.

Mr Mills is a qualified geologist and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking, to provide considered comment. Mr Mills is qualified as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" with regard to the JORC Table 1 data provided.

Mr Mills does not hold any shares or other securities in Osmond.

Mr Mills consents to the inclusion in the report of the matters based on the information, in the form and context in which it appears.

Michael Mills  
M AusIMM  
323665



## APPENDIX A. TENEMENT DOCUMENTS SCHEDULE A DIAGRAMS

Figure A.1 – EL6603 Schedule A Diagram

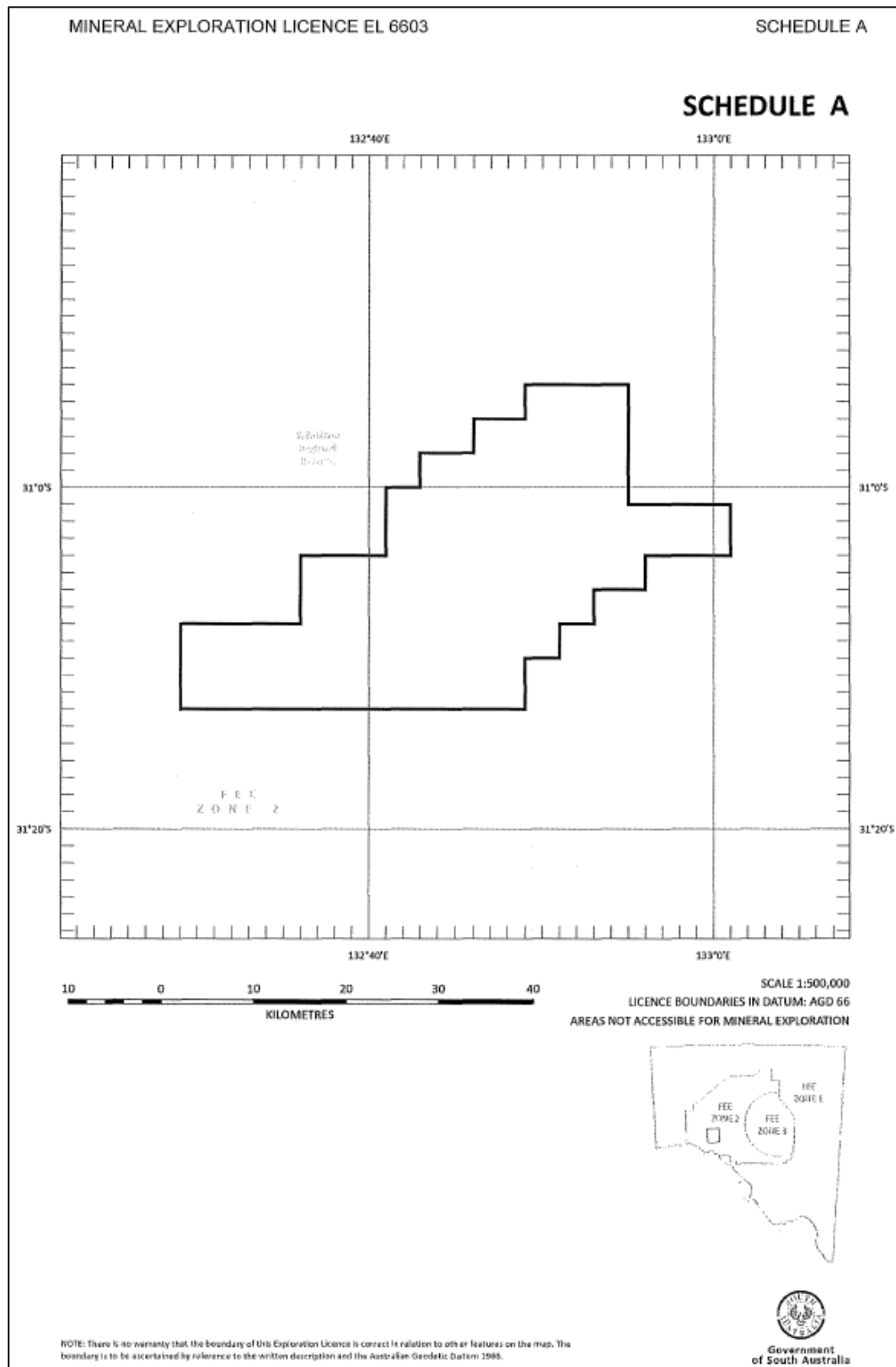


Figure A.2 – EL6604 Schedule A Diagram

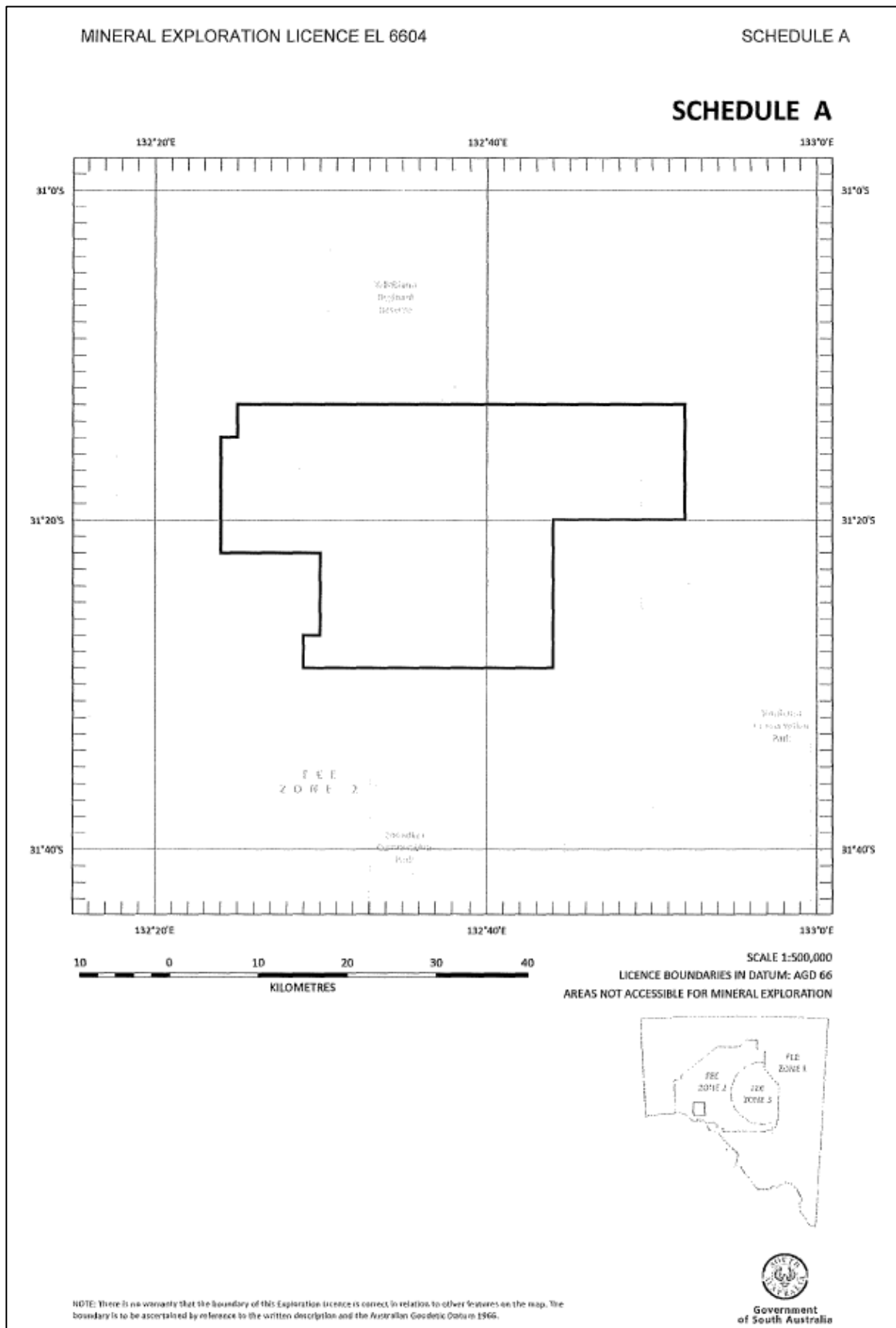


Figure A.3 – EL6417 Schedule A Diagram

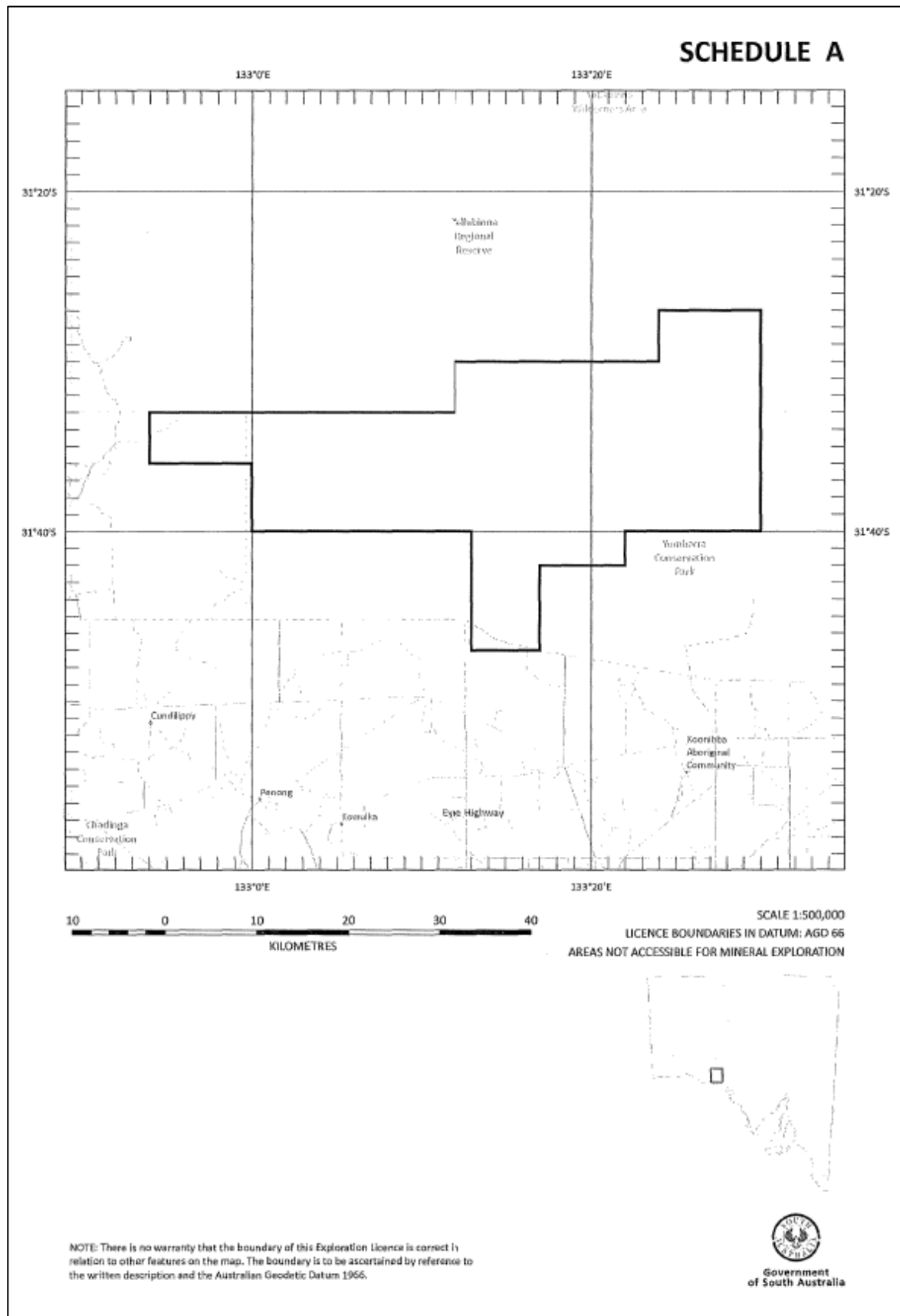




Figure A.4 – EL6615 Schedule A Diagram

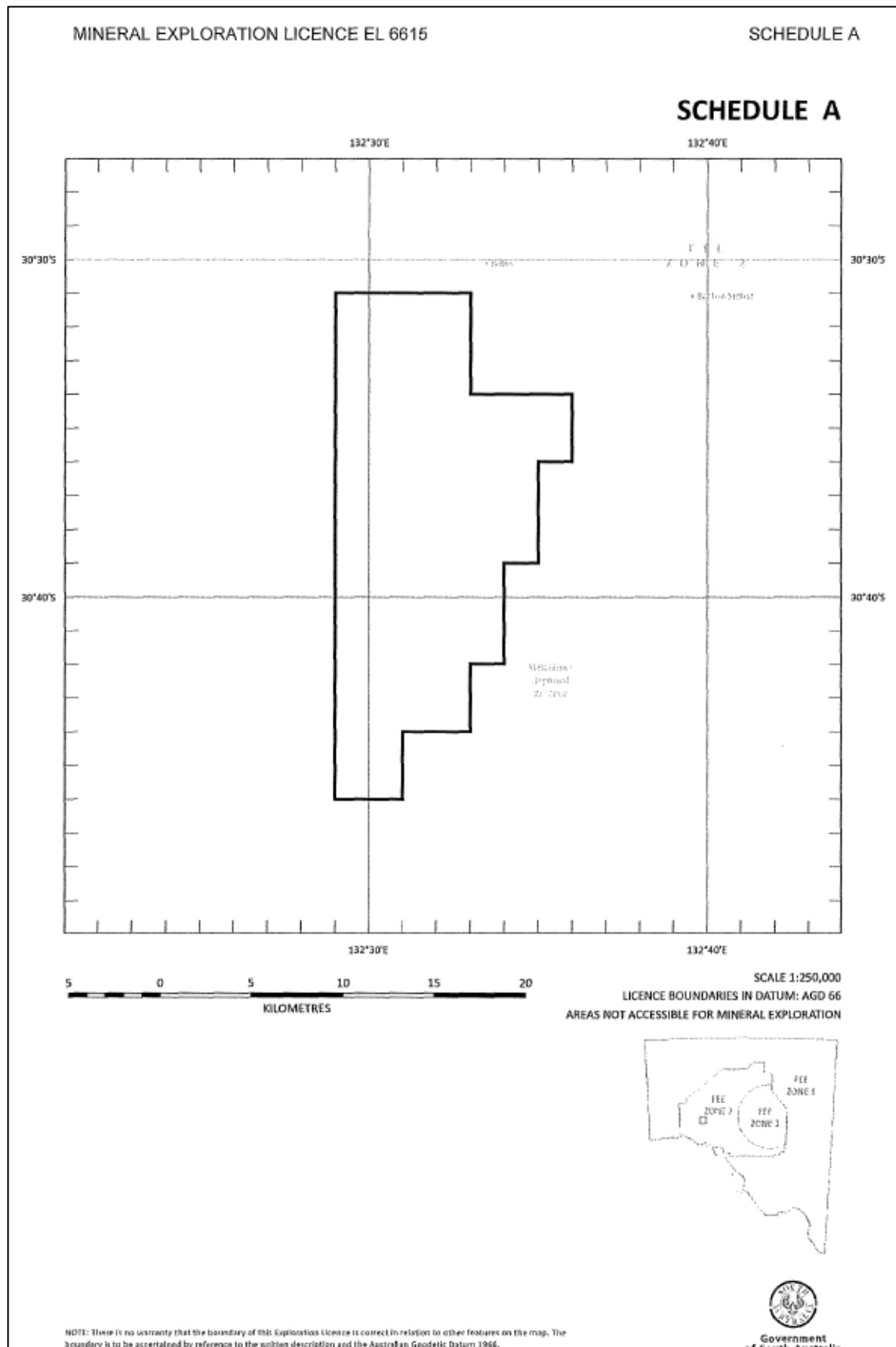
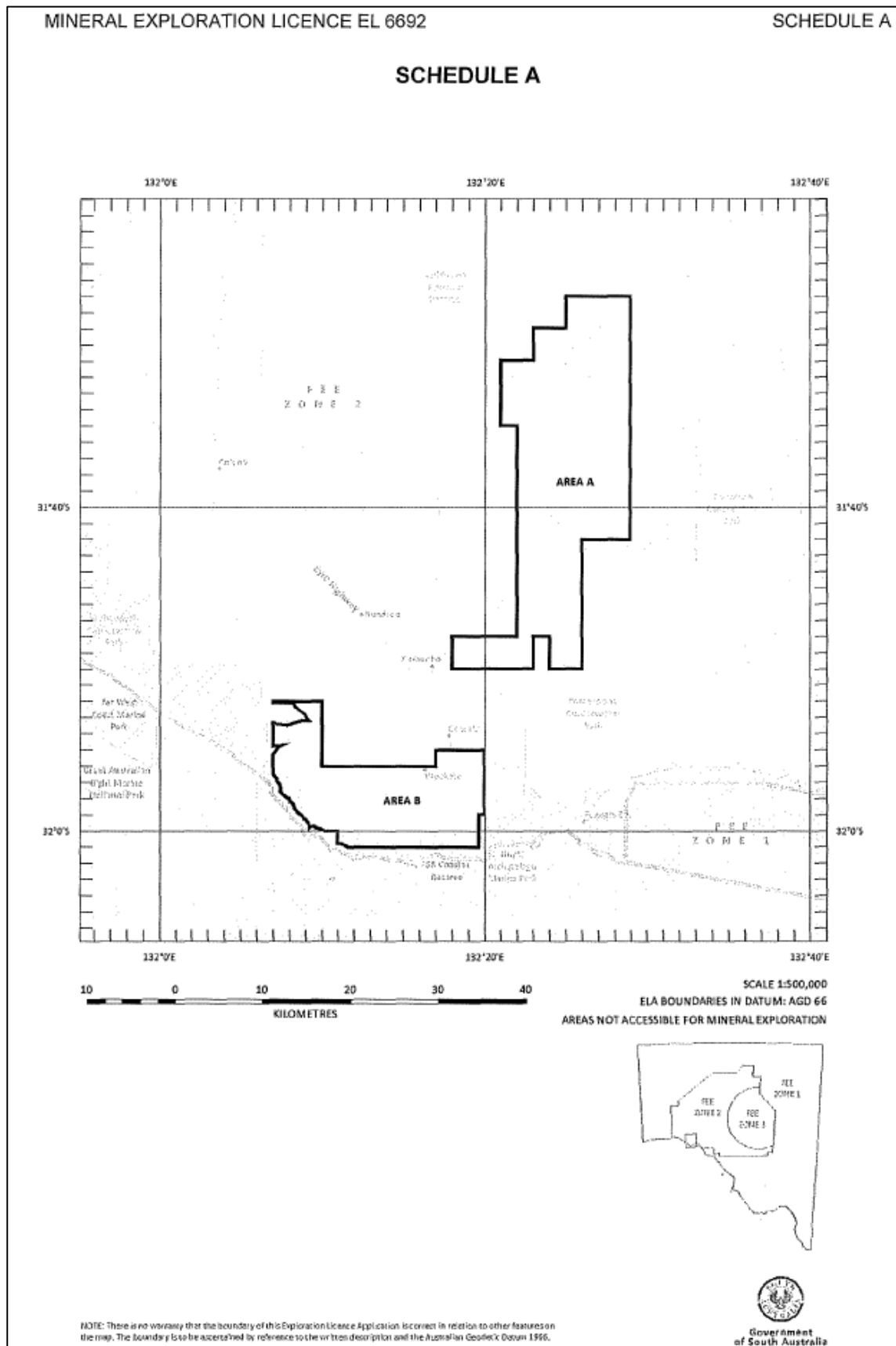


Figure A.5 – EL6692 Schedule A Diagram

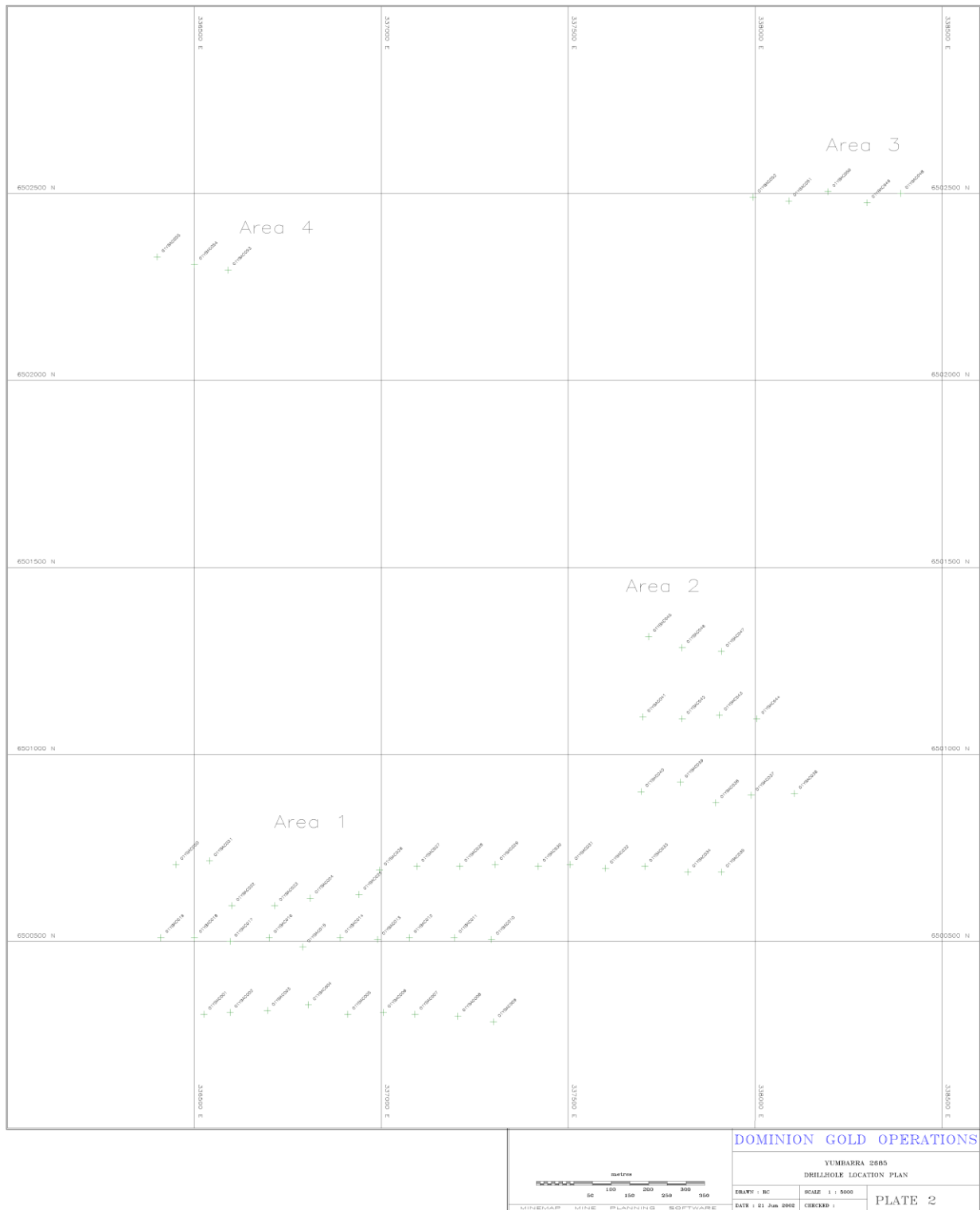






## APPENDIX C. YUMBARRA – AIRCORE DRILLHOLE LOCATIONS MAP

Figure C.1 – Yumbarra - Aircore Drillhole Locations Map





## APPENDIX D. YUMBARRA - AIRCORE DRILLHOLE DATA (COLLARS AND ASSAYS)

Table D.1 – Yumbarra – Aircore Drillhole Collars

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Yumbarra EL 2685 Year 2 Exploration

### DRILLHOLE SUMMARY SHEETS

Hole Number	AMG Northing	AMG Easting	Notes	Grid	Elevation	Dip	Hole Depth (m)	Hole Type	Sample Numbers		Genalysis Job No.	Sample Interval (m)	Project Name	Prospect Name	Date Drilled
									From	To					
01YBAC001	6500305	336525	NS 0-5m	AMG	1195	-90	17	AC	G302501	G302512	568.0/0105105	1	Yumbarra	Area 1	16-Aug-01
01YBAC002	6500310	336595	NS 0-5m	AMG	1195	-90	30	AC	G302513	G302537	568.0/0105105	1	Yumbarra	Area 1	16-Aug-01
01YBAC003	6500315	336695	NS 0-5m	AMG	1195	-90	9	AC	G302538	G302541	568.0/0105105	1	Yumbarra	Area 1	16-Aug-01
01YBAC004	6500330	336805	NS 0-16m	AMG	1195	-90	25	AC	G302542	G302550	568.0/0105105	1	Yumbarra	Area 1	16-Aug-01
01YBAC005	6500305	336910	NS 0-11m	AMG	1195	-90	12	AC	G302551	G302551	568.0/0105105	1	Yumbarra	Area 1	16-Aug-01
01YBAC006	6500310	337005	NS 0-9m	AMG	1195	-90	10	AC	G302552	G302552	568.0/0105105	1	Yumbarra	Area 1	16-Aug-01
01YBAC007	6500305	337090	NS 0-7m	AMG	1195	-90	8	AC	G302553	G302553	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC008	6500300	337205	NS 0-3m	AMG	1195	-90	4	AC	G302554	G302554	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC009	6500285	337300	NS 0-6m	AMG	1195	-90	7	AC	G302555	G302555	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC010	6500505	337295	NS 0-3m	AMG	1195	-90	4	AC	G302556	G302556	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC011	6500510	337195	NS 0-6m	AMG	1195	-90	13	AC	G302557	G302563	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC012	6500510	337075	NS 0-1m	AMG	1195	-90	2	AC	G302564	G302564	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC013	6500505	336990	NS 0-5m	AMG	1195	-90	33	AC	G302565	G302592	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC014	6500510	336890	NS 0-6m	AMG	1195	-90	16	AC	G302593	G302602	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC015	6500485	336790	NS 0-3m	AMG	1195	-90	8	AC	G302603	G302607	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC016	6500510	336700	NS 0-5m	AMG	1195	-90	21	AC	G302608	G302623	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC017	6500500	336595	NS 0-6m	AMG	1195	-90	34	AC	G302624	G302651	568.0/0105105	1	Yumbarra	Area 1	17-Aug-01
01YBAC018	6500510	336500	NS 0-7m	AMG	1195	-90	11	AC	G302652	G302655	568.0/0105105	1	Yumbarra	Area 1	18-Aug-01
01YBAC019	6500510	336410	NS 0-7m	AMG	1195	-90	20	AC	G302656	G302668	568.0/0105105	1	Yumbarra	Area 1	18-Aug-01
01YBAC020	6500705	336450	Hole not sampled	AMG	1195	-90	2	AC	-	-	-	1	Yumbarra	Area 1	18-Aug-01
01YBAC021	6500715	336540	NS 0-4m	AMG	1195	-90	11	AC	G302669	G302675	568.0/0105105	1	Yumbarra	Area 1	18-Aug-01
01YBAC022	6500595	336600	NS 0-5m	AMG	1195	-90	19	AC	G302676	G302689	568.0/0105105	1	Yumbarra	Area 1	18-Aug-01
01YBAC023	6500595	336715	NS 0-4m	AMG	1195	-90	23	AC	G302690	G302708	568.0/0105105	1	Yumbarra	Area 1	18-Aug-01
01YBAC024	6500615	336810	NS 0-8m	AMG	1195	-90	10	AC	G302709	G302709	568.0/0105105	1	Yumbarra	Area 1	18-Aug-01
01YBAC025	6500625	336940	NS 0-9m	AMG	1195	-90	17	AC	G302712	G302718	568.0/0105105	1	Yumbarra	Area 1	18-Aug-01
01YBAC026	6500690	336995	NS 0-7m	AMG	1195	-90	13	AC	G302719	G302724	568.0/0105105	1	Yumbarra	Area 1	19-Aug-01
01YBAC027	6500700	337095	NS 0-7m	AMG	1195	-90	13	AC	G302725	G302730	568.0/0105105	1	Yumbarra	Area 1	19-Aug-01
01YBAC028	6500700	337210	NS 0-12m	AMG	1195	-90	21	AC	G302731	G302739	568.0/0105105	1	Yumbarra	Area 1	19-Aug-01
01YBAC029	6500705	337305	NS 0-17m	AMG	1195	-90	27	AC	G302740	G302749	568.0/0105105	1	Yumbarra	Area 1	19-Aug-01
01YBAC030	6500700	337420	NS 0-12m	AMG	1195	-90	22	AC	G302750	G302759	568.0/0105105	1	Yumbarra	Area 1	21-Aug-01
01YBAC031	6500705	337505	NS 0-11m	AMG	1195	-90	27	AC	G302760	G302774	568.0/0105105	1	Yumbarra	Area 1	21-Aug-01
01YBAC032	6500695	337600	NS 0-7m	AMG	1195	-90	26	AC	G302776	G302794	568.0/0105105	1	Yumbarra	Area 1	21-Aug-01
01YBAC033	6500700	337705	NS 0-14m	AMG	1195	-90	36	AC	G302795	G302816	568.0/0105105	1	Yumbarra	Area 1	21-Aug-01
01YBAC034	6500685	337820	NS 0-23m	AMG	1195	-90	46	AC	G302817	G302839	568.0/0105105	1	Yumbarra	Area 1	21-Aug-01
01YBAC035	6500685	337910	NS 0-32m	AMG	1195	-90	35	AC	G302840	G302842	568.0/0105105	1	Yumbarra	Area 1	22-Aug-01





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Yumbarra EL 2685 Year 2 Exploration

DRILLHOLE SUMMARY SHEETS

Hole Number	AMG Northing	AMG Easting	Notes	Grid	Elevation	Dip	Hole Depth (m)	Hole Type	Sample Numbers		Genalysis Job No.	Sample Interval (m)	Project Name	Prospect Name	Date Drilled
									From	To					
01YBAC036	6500895	338105	NS 0-41m	AMG	1195	-90	55	AC	G302843	G302856	568.0/0105105	1	Yumbarra	Area 2	22-Aug-01
01YBAC037	6500890	337990	NS 0-27m	AMG	1195	-90	32	AC	G302857	G302861	568.0/0105105	1	Yumbarra	Area 2	22-Aug-01
01YBAC038	6500870	337895	NS 0-20m	AMG	1195	-90	26	AC	G302862	G302867	568.0/0105105	1	Yumbarra	Area 2	22-Aug-01
01YBAC039	6500925	337800	NS 0-9m	AMG	1195	-90	14	AC	G302868	G302872	568.0/0105105	1	Yumbarra	Area 2	22-Aug-01
01YBAC040	6500900	337695	NS 0-6m	AMG	1195	-90	15	AC	G302873	G302881	568.0/0105105	1	Yumbarra	Area 2	22-Aug-01
01YBAC041	6501100	337700	NS 0-16m	AMG	1195	-90	34	AC	G302882	G302899	568.0/0105105	1	Yumbarra	Area 2	22-Aug-01
01YBAC042	6501095	337805	NS 0-11m	AMG	1195	-90	23	AC	G302900	G302911	568.0/0105105	1	Yumbarra	Area 2	22-Aug-01
01YBAC043	6501105	337905	NS 0-11m	AMG	1195	-90	26	AC	G302912	G302926	568.0/0105105	1	Yumbarra	Area 2	23-Aug-01
01YBAC044	6501095	338005	NS 0-21m	AMG	1195	-90	45	AC	G302927	G302950	568.0/0105105	1	Yumbarra	Area 2	23-Aug-01
01YBAC045	6501315	337715	NS 0-25m	AMG	1195	-90	44	AC	G302951	G302969	568.0/0105105	1	Yumbarra	Area 2	23-Aug-01
01YBAC046	6501285	337805	NS 0-19m	AMG	1195	-90	45	AC	G302970	G302995	568.0/0105105	1	Yumbarra	Area 2	23-Aug-01
01YBAC047	6501275	337910	NS 0-16m	AMG	1195	-90	32	AC	G302996	G303011	568.0/0105105	1	Yumbarra	Area 2	23-Aug-01
01YBAC048	6502500	338390	Hole not sampled	AMG	1195	-90	10	AC	-	-	-	1	Yumbarra	Area 3	24-Aug-01
01YBAC049	6502475	338300	NS 0-13m	AMG	1195	-90	27	AC	G303012	G303025	568.0/0105105	1	Yumbarra	Area 3	24-Aug-01
01YBAC050	6502505	338195	Hole not sampled	AMG	1195	-90	9	AC	-	-	-	1	Yumbarra	Area 3	24-Aug-01
01YBAC051	6502480	338090	NS 0-17m	AMG	1195	-90	23	AC	G303026	G303031	568.0/0105105	1	Yumbarra	Area 3	24-Aug-01
01YBAC052	6502490	337995	NS 0-17m	AMG	1195	-90	24	AC	G303032	G303038	568.0/0105105	1	Yumbarra	Area 3	24-Aug-01
01YBAC053	6502295	336590	NS 0-30m	AMG	1195	-90	47	AC	G303039	G303055	568.0/0105105	1	Yumbarra	Area 4	24-Aug-01
01YBAC054	6502310	336500	NS 0-26m	AMG	1195	-90	31	AC	G303056	G303060	568.0/0105105	1	Yumbarra	Area 4	24-Aug-01
01YBAC055	6502330	336400	NS 0-25m	AMG	1195	-90	26	AC	G303061	G303061	568.0/0105105	1	Yumbarra	Area 4	24-Aug-01



**Table D.2 – Yumbarra – Aircore Drillhole Assays (End of Hole)**

BHID	FROM	TO	Interval	Ni ppm (EOH)	Co ppm (EOH)	Cu ppm (EOH)	COMMENT
01YBAC001	16	17	1	127	44.8	258	
01YBAC002	29	30	1	70	41.2	149	
01YBAC003	8	9	1	5	2	7	Not basement
01YBAC004	24	25	1	17	10.1	82	
01YBAC005	11	12	1	5	4.3	10	Not basement
01YBAC006	9	10	1	3	3.3	8	Not basement
01YBAC007	7	8	1	4	2.7	5	Not basement
01YBAC008	3	4	1	5	2.3	7	Not basement
01YBAC009	6	7	1	3	2.1	7	Not basement
01YBAC010	3	4	1	6	5.7	7	Not basement
01YBAC011	12	13	1	79	27.7	165	
01YBAC012	1	2	1	5	2.5	5	Not basement
01YBAC013	32	33	1	83	50.2	54	
01YBAC014	15	16	1	69	56.2	160	
01YBAC015	7	8	1	37	22	212	
01YBAC016	20	21	1	61	77.5	179	
01YBAC017	33	34	1	42	25.1	59	
01YBAC018	10	11	1	18	9.2	56	
01YBAC019	19	20	1	24	19	93	
01YBAC020	1	2	1	No Sample			Not basement
01YBAC021	10	11	1	26	8.5	112	
01YBAC022	18	19	1	97	75	262	
01YBAC023	22	23	1	60	16.6	90	
01YBAC024	7	10	3	77	71.8	102	
01YBAC025	16	17	1	21	6.7	33	
01YBAC026	12	13	1	41	17.2	79	





01YBAC027	12	13	1	53	19.5	67	
01YBAC028	20	21	1	11	5	34	
01YBAC029	26	27	1	200	33.3	24	
01YBAC030	21	22	1	86	46.7	35	
01YBAC031	25	27	2	190	127.7	24	23m - 25m 687ppm Ni & 175.1ppm Co & 20ppm Cu
01YBAC032	25	26	1	174	78.3	162	23m - 25m 382ppm Ni & 227.7ppm Co & 310ppm Cu
01YBAC033	35	36	1	36	46	163	
01YBAC034	45	46	1	32	32.3	17	
01YBAC035	34	35	1	8	2.7	21	
01YBAC036	54	55	1	24	22.9	7	
01YBAC037	31	32	1	36	52.7	177	
01YBAC038	25	26	1	74	32.4	42	
01YBAC039	13	14	1	108	59.3	124	
01YBAC040	14	15	1	81	40.9	93	
01YBAC041	33	34	1	67	126.9	24	
01YBAC042	22	23	1	1028	425.6	12	17m - 20m 1357ppm Ni & 1066.2ppm Co & 15ppm Cu
01YBAC043	25	26	1	84	40.3	175	
01YBAC044	44	45	1	127	42.3	52	42m - 44m 403ppm Ni & 192.9ppm Co & 325ppm Cu
01YBAC045	43	44	1	307	126	178	
01YBAC046	44	45	1	79	42.7	52	
01YBAC047	31	32	1	127	27.8	27	
01YBAC048	9	10	1	No Sample			Not basement
01YBAC049	26	27	1	32	15.5	104	
01YBAC050	8	9	1	No Sample			Not basement
01YBAC051	22	23	1	220	44.9	98	20m - 22m 269ppm Ni & 79.3ppm Co & 251ppm Cu
01YBAC052	23	24	1	27	11.4	95	
01YBAC053	46	47	1	30	28.3	336	
01YBAC054	30	31	1	3	1.8	11	Not basement
01YBAC055	25	26	1	<1	1	8	Not basement

## APPENDIX E. YUMBARRA - DOMINION GOLD AIRCORE DRILLING PROGRAM – JORC TABLE 1

**Table E.1 – Yumbarra Dominion Gold Aircore Program – JORC Table 1 (Section 1 and Section 2)**

### Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> <li><i>Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.</i></li> <li><i>Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.</i></li> <li><i>Aspects of the determination of mineralisation that are Material to the Public Report.</i></li> <li><i>In cases where ‘industry standard’ work has been done this would be relatively simple (eg ‘reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay’). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information.</i></li> </ul>	<ul style="list-style-type: none"> <li>Aircore drilling completed by Dominion Gold in 2001 was used to obtain 1m samples of basement lithologies across the Yumbarra magnetic anomaly. As a cost reduction measure, the samples were composited to three metre intervals (sample numbers 001-233), except for the 1m end of hole (EOH) sample which was assayed as the original 1m sample (i.e., not composited).</li> </ul>
Drilling techniques	<ul style="list-style-type: none"> <li><i>Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).</i></li> </ul>	<ul style="list-style-type: none"> <li>Aircore drilling was completed by Wallis Drilling Pty Ltd using a Wallis Mantis aircore drilling rig. A total of 55 aircore drillholes (YBAC001 – 055) were drilled for 1,220 metres with 561 one metre samples (G302501-G303061) being collected where basement lithologies were intercepted.</li> </ul>

Criteria	JORC Code explanation	Commentary
Drill sample recovery	<ul style="list-style-type: none"> <li>Method of recording and assessing core and chip sample recoveries and results assessed.</li> <li>Measures taken to maximise sample recovery and ensure representative nature of the samples.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>Sample recoveries are not reported. Focus was on finding end of hole anomalism in basement lithologies, so this lack of detail is not considered significant.</li> </ul>
Logging	<ul style="list-style-type: none"> <li>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.</li> <li>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.</li> <li>The total length and percentage of the relevant intersections logged.</li> </ul>	<ul style="list-style-type: none"> <li>Geological chip logging was completed as samples were drilled on the rig. Appropriate lithologies and attributes have been logged for this style of mineralisation.</li> <li>Geological logging was qualitative in nature.</li> <li>All holes were geologically logged for their complete intervals.</li> </ul>
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> <li>If core, whether cut or sawn and whether quarter, half or all core taken.</li> <li>If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.</li> <li>For all sample types, the nature, quality and appropriateness of the sample preparation technique.</li> <li>Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.</li> <li>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.</li> <li>Whether sample sizes are appropriate to the grain size of the material being sampled.</li> </ul>	<ul style="list-style-type: none"> <li>Laboratory standards, blanks, and checks were all completed by Genalysis Laboratory Services Pty. Ltd. in Perth.</li> <li>25 end of hole aircore samples were re-assayed by PIRSA at the Amdel Limited laboratory in Adelaide.</li> <li>No field QAQC is reported. At the time of this Yumbarra drilling program, Dominion Gold was a reputable exploration company that operated to expected industry standards and the expectation is that standard field QAQC procedures would have been followed. However, to the extent they were not followed, this could negatively affect the reliability of the relevant data.</li> </ul>
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> <li>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</li> <li>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.</li> <li>Nature of quality control procedures adopted (eg standards, blanks,</li> </ul>	<ul style="list-style-type: none"> <li>The 233 composited aircore samples were analysed at Genalysis Laboratory Services Pty. Ltd. with sample preparation being done in Adelaide and analysis in Perth. Samples were analysed for Au, As, Co, Pd, Pt, Cr, Cu, Fe, Ni, S and Zn.</li> <li>Au, As, Co, Pd and Pt were analysed by the B/MS analytical method which involves aqua-regia digestion and inductively coupled plasma mass spectrometry (detection limits Au 1ppb, As 0.5ppm, Co 0.1ppm, Pd 10ppb, Pt 5ppb). Au repeats were analysed by the B/ETA method</li> </ul>

Criteria	JORC Code explanation	Commentary
	<i>duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.</i>	<p>of aqua-regia digestion and graphite furnace atomic absorption spectrometry (detection limit 1ppb).</p> <ul style="list-style-type: none"> <li>Cr, Cu, Fe, Ni, S and Zn were analysed by the B/OES method of aqua-regia digestion and inductively coupled plasma optical (atomic) emission spectrometry (detection limits Cr 2ppm, Cu, Ni, Zn 1ppm, Fe 0.01%, S 10ppm).</li> </ul>
Verification of sampling and assaying	<ul style="list-style-type: none"> <li>The verification of significant intersections by either independent or alternative company personnel.</li> <li>The use of twinned holes.</li> <li>Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.</li> <li>Discuss any adjustment to assay data.</li> </ul>	<ul style="list-style-type: none"> <li>Chip tray representative samples from each zone of the interpreted geology and samples from the end of drillholes were sent to PIRSA regional geology staff (Sue Daly and Gary Ferris). Samples were from holes YBAC 01 - 02, 11, 13, 15, 18 - 19, 21, 23, 25 - 26, 28, 30 - 33, 36 - 43, 51 and 53. These samples were petrologically examined and reported on by Pontifex and Associates.</li> <li>Twenty five of the samples sent to PIRSA were assayed by Amdel Limited laboratory in Adelaide for Au, Pt, Pd, Pd, (FA3 method) Al<sub>2</sub>O<sub>3</sub>, CaO, Fe<sub>2</sub>O<sub>3</sub>, K<sub>2</sub>O, MgO, MnO, Na<sub>2</sub>O, P<sub>2</sub>O<sub>5</sub>, SiO<sub>2</sub>, TiO<sub>2</sub>, Cr, Sc, V (IC4 method) Ba, Be, Hf, Nb, Rb, Sn, Sr, Ta, W, Zr (IC4M method) LOI (GRAV7 method) Ag, As, Co, Cu, Ni, S, Zn (IC3E method), Bi, Cd, Ce, Cs, Ga, In, La, Mo, Sb, Se, Te, Th, Tl, U, Pb, Y (IC3M method) Dy, Er, Eu, Gd, Ho, Lu, Nd, Pr, Sm, Tb, Tm, Yb (IC3R method).</li> </ul>
Location of data points	<ul style="list-style-type: none"> <li>Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.</li> <li>Specification of the grid system used.</li> <li>Quality and adequacy of topographic control.</li> </ul>	<ul style="list-style-type: none"> <li>All drill locations are recorded in AMG Zone 53 (AGD 84) co-ordinates.</li> <li>Locations are approximate (possibly from handheld GPS – but not recorded) and rounded to the nearest 5m.</li> <li>A common RL of 1195 metres has been used for all the aircore drillholes.</li> </ul>
Data spacing and distribution	<ul style="list-style-type: none"> <li>Data spacing for reporting of Exploration Results.</li> <li>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.</li> <li>Whether sample compositing has been applied.</li> </ul>	<ul style="list-style-type: none"> <li>Aircore drilling was conducted at approximately a 100 m (East-West) by 200m (North-South) spacing.</li> <li>Only first pass exploration just trying to establish if there is any anomalism.</li> <li>1 m samples were composited to 3 m (except for the end of hole sample which was generally assayed as a 1 m sample).</li> </ul>

Criteria	JORC Code explanation	Commentary
<i>Orientation of data in relation to geological structure</i>	<ul style="list-style-type: none"> <li>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>All aircore drillholes were orientated vertically. At this early stage of exploration, it is not yet known if this orientation is optimal to achieve unbiased samples.</li> </ul>
<i>Sample security</i>	<ul style="list-style-type: none"> <li>The measures taken to ensure sample security.</li> </ul>	<ul style="list-style-type: none"> <li>None reported. No evidence to believe results have been affected. However, to the extent they were not followed, this could negatively affect the reliability of the relevant data.</li> </ul>
<i>Audits or reviews</i>	<ul style="list-style-type: none"> <li>The results of any audits or reviews of sampling techniques and data.</li> </ul>	<ul style="list-style-type: none"> <li>None reported. Sampling techniques and data collection met accepted industry standards of the time.</li> </ul>

## Section 2 Reporting of Exploration Results

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

Criteria	JORC Code explanation	Commentary
<i>Mineral tenement and land tenure status</i>	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>Exploration Licence 2685 "Yumbarra" covering 380 square kilometres was granted to Dominion Gold Operations Pty. Ltd. (a wholly owned subsidiary of Dominion Mining Limited) and Resolute Resources Ltd. (a wholly owned subsidiary of Resolute Limited) for a period of 2 year commencing 5 January 2000.</li> <li>The tenement was part of the Gawler Joint Venture between Dominion Gold Operations Pty. Ltd. and Resolute Resources Ltd., with Resolute being the manager until 4 December 2000. Dominion took over management from that date.</li> <li>The tenure was renewed for a further year and EL 2685 expired on 4 January 2003. See Dominion Gold company annual reports in References section.</li> </ul>

Criteria	JORC Code explanation	Commentary
Exploration done by other parties	<ul style="list-style-type: none"> <li>Acknowledgment and appraisal of exploration by other parties.</li> </ul>	<ul style="list-style-type: none"> <li>No previous ground-based investigations had been carried out in the immediate area prior to the Gawler Joint Venture between Dominion Gold Operations Pty. Ltd. and Resolute Resources Ltd.</li> </ul>
Geology	<ul style="list-style-type: none"> <li>Deposit type, geological setting and style of mineralisation.</li> </ul>	<ul style="list-style-type: none"> <li>The air core drilling program completed by Dominion Gold in 2001 has provided the first definitive information about the bedrock geology in the area of the Yumbarra magnetic anomaly (see Figure 4.6). The identification of cumulate mafic and ultramafic lithologies is strongly suggestive of a layered intrusive body which is, therefore, the likely source of the magnetic anomaly.</li> <li>Prospectivity related to such geology is likely to relate to copper-nickel-cobalt and PGE deposits.</li> </ul>
Drill hole Information	<ul style="list-style-type: none"> <li>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes: <ul style="list-style-type: none"> <li>easting and northing of the drill hole collar</li> <li>elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar</li> <li>dip and azimuth of the hole</li> <li>down hole length and interception depth</li> <li>hole length.</li> </ul> </li> <li>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.</li> </ul>	<ul style="list-style-type: none"> <li>See appendix D.</li> </ul>
Data aggregation methods	<ul style="list-style-type: none"> <li>In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated.</li> <li>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.</li> <li>The assumptions used for any reporting of metal equivalent values</li> </ul>	<ul style="list-style-type: none"> <li>No data aggregation undertaken.</li> </ul>



Criteria	JORC Code explanation	Commentary
	<i>should be clearly stated.</i>	
<i>Relationship between mineralisation widths and intercept lengths</i>	<ul style="list-style-type: none"> <li>• <i>These relationships are particularly important in the reporting of Exploration Results.</i></li> <li>• <i>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</i></li> <li>• <i>If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known').</i></li> </ul>	<ul style="list-style-type: none"> <li>• All results are reported as a down hole length, true widths are not known (see Appendix D for these Ni, Co and Cu assay results).</li> <li>• The best intersection from the basement aircore drilling program was 3m at 1357 ppm Ni and 1066 ppm Co within hole 01YBAC042 (see Figure 4.6, Appendix C and Appendix D). This is a down hole length, true widths are not known.</li> </ul>
<i>Diagrams</i>	<ul style="list-style-type: none"> <li>• <i>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</i></li> </ul>	<ul style="list-style-type: none"> <li>• See Appendix C and Figure 4.6.</li> </ul>
<i>Balanced reporting</i>	<ul style="list-style-type: none"> <li>• <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></li> </ul>	<ul style="list-style-type: none"> <li>• All air-core results are shown (see Appendix C and Appendix D).</li> </ul>
<i>Other substantive exploration data</i>	<ul style="list-style-type: none"> <li>• <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></li> </ul>	<ul style="list-style-type: none"> <li>• Earlier sand/soil and calcrete sampling programs are detailed in the Dominion Gold company annual reports (see References section).</li> <li>• The Yumbarra magnetic anomaly is detailed in the paper by Calandro et al, 2004 (see References section and Figure 4.6).</li> </ul>
<i>Further work</i>	<ul style="list-style-type: none"> <li>• <i>The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling).</i></li> <li>• <i>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Further exploration of the Yumbarra magnetic anomaly should involve both systematic bedrock sampling and geophysical surveying with a focus on zones of structural complexity within the Yumbarra layered ultramafic intrusion.</li> </ul>

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